TESTIMONIO

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FOLIO 1.114.- PRIMER TESTIMONIO.- ESCRITURA NUMERO CUATROCIENTOS QUINCE.- En la ciudad de Buenos Aires, Capital de la República Argentina, a treinta de septiembre de mil novecientos noventa y siete, ante mi, Escribano Autorizante, COMPARECEN: **Héctor Andrés LINARES FIGUEROA**, argentino, casado, titular de la Libreta de Enrolamiento número 4.282.358, contador público, domiciliado en Conesa 762, Capital Federal, y **Anastacio GARCIA**, argentino, casado, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, Capital Federal, ambos mayores de edad y de mi conocimiento, doy fé, así como de que el nombrado en primer término comparece en su carácter de apoderado de **COMPAGNIE PLASTIC OMNIUM**, con domicilio social en Lyon, departamento 7, 19, Avenue Jules Carteret, Francia, cuyos instrumentos privados de constitución que en original tengo a la vista y en fotocopias autenticadas agrego a la presente, de fecha 15 de septiembre de 1997, se inscribieron en la Inspección General de Justicia el 26 de septiembre de 1997, bajo el número 1718, libro 54, tomo B, de Estatutos Extranjeros, de los cuales surgen suficientes facultades para éste acto, doy fé.- Y dicen: Que han resuelto constituir una sociedad que se regirá por la Ley Número 19.550 y el presente estatuto: **Denominación. Domicilio. Plazo y objeto. Artículo Primero:** La so-

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ciedad se denomina **SOCIEDAD PLASTIC OMNIUM S.A.** Tiene su domicilio legal en jurisdicción de la ciudad de Buenos Aires. **Artículo Segundo:** Su duración es de 99 años, contados desde la fecha de inscripción en el Registro Público de Comercio. **Artículo Tercero:** Tiene por objeto dedicarse por cuenta propia o de terceros o asociada a terceros a las siguientes actividades: a) Manipulación, transformación y comercialización de toda clase de materiales plásticos, cauchos, resinas sintéticas, fibras naturales, sintéticas y de vidrio y manufactura de plásticos con metales; b) Compra, venta, importación, exportación, representación, consignación de los productos indicados en el inciso anterior ya sean productos manufacturados o semimanufacturados, o de materias primas y la prestación de servicios generales de limpieza o mantenimiento en lugares de propiedad pública o privada; c) Estudios y trabajos de investigación y desarrollo de los elementos indicados en los incisos anteriores y explotación o representación de licencias y patentes nacionales y extranjeras; d) Preparación, desarrollo y elaboración de estudios de mercado, informes y trabajos de asesoramiento técnico, comercial, administrativo, sobre temas relacionados con el objeto social y para su utilización por la sociedad o por terceros; e) Prestación de servicios y asesoramiento del grupo de filiales, en el ámbito

jurídico, financiero, contable, así como la dirección estratégica de grupo de sociedades y la prestación de servicios de tesorería; f) Participación bajo la forma de suscripción, compra, aporte, de acciones, obligaciones u otro título de sociedades existentes o a constituirse, administración, custodia, representación y gestión de patrimonios ajenos y participación en uniones transitorias de empresas; g) Adquisición, venta y explotación de todo tipo de bienes inmuebles. A esos efectos, podrá realizar toda operación industrial, comercial, financiera, mobiliaria e inmobiliaria que esté vinculada directa o indirectamente al objeto social o que pueda favorecer o desarrollar la actividad de la sociedad. Quedan excluidas las operaciones de la Ley de entidades financieras y toda otra que requiera el concurso público. A tal fin la sociedad tiene plena capacidad jurídica para adquirir derechos, contraer obligaciones y ejercer los actos que no sean prohibidos por las leyes o por este estatuto. **Artículo Cuarto:** El capital social es de $ 12.000.- (DOCE MIL PESOS) representado por 120 (CIENTO VEINTE) acciones ordinarias nominativas no endosables de $ 100.- (CIEN PESOS) valor nominal cada una y un voto por acción. El capital puede ser aumentado por decisión de la asamblea ordinaria hasta el quintuplo de su monto conforme al artículo 188 de la Ley 19550. **Artículo Quin-**

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to: Las acciones pueden ser, siempre que lo permitan las disposiciones vigentes, al portador o nominativas, endosables o no, ordinarias o preferidas. Estas últimas tienen derecho a un dividendo de pago preferente de carácter acumulativo o no, conforme a las condiciones de su emisión. Puede también fijárseles una participación adicional en las ganancias. **Artículo Sexto:** Las acciones y los certificados provisionales que se emitan contendrán las menciones del artículo 211 de la Ley 19550. Se pueden emitir títulos representativos de más de una acción. **Artículo Séptimo:** En caso de mora en la integración del capital el directorio queda facultado para proceder de acuerdo con lo determinado por el artículo 193 de la Ley 19550. **Administración y representación. Artículo Octavo:** La administración de la sociedad está a cargo de un directorio compuesto del número de miembros que fije la asamblea entre un mínimo de 3 y un máximo de 7 con mandato por tres años. La asamblea debe designar uno o más suplentes, por el mismo plazo a fin de llenar las vacantes que se produjeren, en el orden de su elección. Los directores en su primera sesión deben designar un presidente y un vicepresidente; este último reemplaza al primero en caso de ausencia o impedimento. El directorio funciona con la presencia de la mayoría de sus miembros y resuelve por mayoría de votos presentes. La asamblea

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fija la remuneración del directorio. **Artículo Noveno:** Cada uno de los directores debe depositar la suma de $ 100.- (CIEN PESOS), en efectivo, en garantía de su mandato. **Artículo Decimo:** El directorio tiene todas las facultades para administrar y disponer de los bienes, incluso aquellas para las cuales la ley requiere poderes especiales conforme al artículo 1881 del Código Civil y artículo noveno del decreto ley 5965/63. Puede en consecuencia celebrar en nombre de la sociedad toda clase de actos jurídicos que tiendan al cumplimiento del objeto social; entre ellos, operar con los Bancos de la Nación Argentina, Central de la República Argentina, de la Provincia de Buenos Aires, Hipotecario Nacional y demás instituciones bancarias oficiales o privadas; establecer agencias, sucursales u otra especie de representación dentro o fuera del país; otorgar a una o más personas poderes judiciales, inclusive para querellar criminalmente, o extrajudiciales con el objeto y extensión que juzgue conveniente. La representación legal de la sociedad corresponde al Presidente del directorio, o al Vicepresidente en forma indistinta. **Fiscalización. Artículo Decimo Primero :** La Sociedad prescinde de la Sindicatura, de acuerdo con lo dispuesto en el artículo 284 de la ley 19550. **Asambleas. Artículo Decimo Segundo:** Toda asamblea puede ser citada simultáneamente en primera

y segunda convocatoria, en la forma establecida para la primera por el artículo 237 de la Ley 19550, sin perjuicio de lo allí dispuesto para la de asamblea unánime. En ese caso la asamblea en segunda convocatoria ha de celebrarse el mismo día, una hora después de la fijada para la primera. **Artículo Décimo Tercero:** Cada acción ordinaria suscripta confiere derecho de uno a cinco votos, conforme se determine en oportunidad de resolver la asamblea su emisión. Las acciones preferidas pueden emitirse con o sin derecho a voto. **Artículo Décimo Cuarto:** Rigen el quorum y mayoría determinados por los artículos 243 y 244 de la Ley 19550 según la clase de asamblea, convocatoria y materias de que se trate, excepto en cuanto al quórum de la asamblea extraordinaria en segunda convocatoria, la que se considera constituida cualquiera sea el número de acciones presentes con derecho a voto. **Artículo Décimo Quinto:** El ejercicio social cierra el 31 de diciembre de cada año. A esta fecha, se confeccionan los estados contables conforme a las disposiciones en vigencia y normas técnicas de la materia. La asamblea puede modificar la fecha de cierre del ejercicio, inscribiendo la resolución pertinente en el Registro Público de Comercio y comunicándola a la autoridad de control. Las ganancias realizadas y líquidas se destinan: a) Cinco por ciento hasta alcanzar el veinte

por ciento del capital suscripto, para el fondo de reserva legal; b) A remuneración al directorio; c) A dividendo de las acciones preferidas, con prioridad los acumulativos impagos; d) El saldo, en todo o en parte, a participación adicional de las acciones preferidas y a dividendo de las acciones ordinarias, o a fondos de reserva facultativos o de previsión o a cuenta nueva o al destino que determine la asamblea. Los dividendos deben ser pagados en proporción a las respectivas integraciones, dentro del año de su sanción. **Artículo Decimo Sexto**: La liquidación de la sociedad puede ser efectuada por el directorio o por los liquidadores designados por la asamblea. Cancelado el pasivo y reembolsado el capital, el remanente se repartirá entre los accionistas, con las preferencias indicadas en el artículo anterior.- Se decide que el directorio esté compuesto por cinco miembros titulares y dos suplente, y se designan para esos cargos a los siguientes: **DIRECTORES TITULARES**: Se designa Presidente al señor **Paul Henry LEMARIE**, francés, casado, nacido el 1 de enero de 1947,Pasaporte número 75-16-94-130978, domiciliado en 5, Villa Dupont, 75016, Paris, Francia y con domicilio especial en Bernardo de Irigoyen 330, cuarto piso, Capital Federal ; Vicepresidente al señor **Pierre HUMBERT**, francés, casado, nacido el 1 de abril de 1940, Documento de Identidad

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francés número 127191, domiciliado en 32 route de Compiégne, Venette, 60200, Compiégne, Francia; **Héctor José CASARINO**, argentino, casado, nacido el 27 de agosto de 1953, Documento Nacional de Identidad número 10.862.726, domiciliado en la calle Ramos Mejia 574, Ezeiza, Provincia de Buenos Aires, de tránsito aqui; **Anastacio GARCIA**, cuyos datos personales figuran en el comparendo de la presente; **Julián Andrés LINARES FIGUEROA**, argentino, casado,nacido el 20 de diciembre de 1967, Documento Nacional de Identidad número 18.605.801, domiciliado en Ciudad de la Paz 478, primer piso, departamento A, Capital Federal.- **DIRECTORES SUPLENTES: Laurent BURELLE**, francés, casadp, nacido el 6 de octubre de 1949, Documento de Identidad francés número 880892204674 , domiciliado en 37, rue Edouard Nortier, Neuilly- Sur- Seine, Francia, y con domicilio especial en Bernardo de Irigoyen 330, cuarto piso, Capital Federal; y **Jean BURELLE**, francés,casado, nacido el 29 de enero de 1939, Pasaporte número 78-03-9229696, domiciliado en 38, Avenue Georges Clémenceau, 78110, Le Vésinet, Francia y con domicilio especial en Bernardo de Irigoyen 330, cuarto piso, Capital Federal.- **SUSCRIPCION E INTEGRACION DEL CAPITAL:** El capital se suscribe e integra de la siguiente manera: COMPAGNIE PLASTIC OMNIUM suscribe 119 acciones por un valor de $ 11.900.- e integra el 25 por ciento en efecti-

vo, o sea $ 2.975.- y Anastacio GARCIA suscribe 1 acción por un valor de $ 100.- e integra el 25 por ciento en efectivo, o sea $ 25.- Las acciones son ordinarias nominativas no endosables de valor nominal $ 100 cada una y de un voto por acción.- Los accionistas deciden fijar el domicilio social en la calle Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal.- En este acto, acuerdan conferir **PODER ESPECIAL** al doctor Julián Andrés LINARES FIGUEROA, Héctor Andrés LINARES FIGUEROA, y/o Anastacio GARCIA para que actuando en sus nombres y representación, en forma conjunta, separada o indistinta, tramiten la inscripción de la presente en la Inspección General de Justicia, con facultad para aceptar las modificaciones y/u observaciones que eventualmente efectúe la autoridad de contralor, incluso el nombre de la sociedad, firmando escrituras complementarias, rectificatorias o ampliatorias.- Asimismo quedan facultados, para retirar del Banco de la Nación Argentina, en forma indistinta, el depósito del capital integrado en este acto.- Se deja constancia de que los señores Jean BURELLE, Laurent BURELLE y Paul Henry LEMARIE, han aceptado los cargos para los que fueron designados por instrumentos privados de fecha 1 de julio de 1997, los cuales se encuentran debidamente legalizados y traducidos al idioma español, que en original tengo a la vista y en fotoco-

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pias autenticadas agrego a la presente y el señor Pierre HUMBERT, ha aceptado el cargo para el cual fuera designado por instrumento privado de fecha 2 de julio de 1997, el cual se encuentra debidamente legalizado y traducido al idioma español, que en original tengo a la vista y en fotocopias autenticadas agrego a la presente.- Leida que les fue, se ratifican en su contenido y firman por ante mi, doy fé.- Héctor Andrés LINARES FIGUEROA.- Anastacio GARCIA.- Héctor José CASARINO.- Julián Andrés LINARES FIGUEROA.- Ante mi, Santiago Rafael BLOUSSON.- Esta mi sello.- CONCUERDA con su escritura matriz que pasó ante mi al folio mil ciento catorce del Registro 271 a mi cargo, doy fé.- PARA LA SOCIEDAD REQUIRENTE expido el presente primer testimonio en las fojas de actuación notarial número B 8851932, B 8851933, B 8851934, B 8851935 y el presente que sello y firmo en Buenos Aires, a primero de octubre de mil novecientos noventa y siete.-

PECCION GENERAL DE JUSTICIA Hoja 1

nite Numero D e s c r i p c i o n
291 CONSTITUCION TRAM. PRECALIFICADO

ero expediente 1640856
or social SOCIEDAD PLASTIC OMNIUM
te)
cripto en este Registro bajo el numero 11515 del libro 122 , tomo A
SA
ritura/s 415-

instrumentos privados

Buenos Aires, Ø7/1Ø/97

tar: *Ø <Reempl.>

MINISTERIO DE JUSTICIA, SEGURIDAD Y DERECHOS HUMANOS. Certifica
firma que aparece en este documento y dice: Guillermo C. ROJAS
es Departamento Registral - IGJ
guarda similitud con la que obra
otros registros.
BUENOS AIRES 27 JUN 2000

GUILLERMO C. ROJAS
JEFE DPTO. REGISTRAL
INSPECCION GENERAL DE JUSTICIA

JOSE M. PIZZINI
JEFE DESPACHO
DEPARTAMENTO DE MESA DE ENTRADAS
E INFORMACION AL PUBLICO
MINISTERIO DE JUSTICIA, SEGURIDAD
Y DERECHOS HUMANOS

TOMÁS PAMPLIEGA
MAT. 4815
ESCRIBANO

MINISTERIO DE JUSTICIA
INSPECCION GENERAL DE JUSTICIA

INSPECCION GENERAL DE JUSTICIA

Acta de Asamblea:

En la ciudad de Buenos Aires, a los 12 días del mes de mayo de 2006 se reúnen en Bernardo de Irigoyen 330 - 4° piso, en primera convocatoria en Asamblea General Ordinaria, los accionistas de **SOCIEDAD PLASTIC OMNIUM S.A.,** cuya nómina figura transcripta al Libro Depósito de Acciones y Registro de Asistencia a Asambleas Generales N° 1, con la presencia del Director Único. Siendo las 10 horas, el Dr. Anastacio García abre el acto y manifiesta que se encuentran presentes 2 accionistas, uno por sí y otro por representación, quienes son titulares de 500 acciones ordinarias nominativas no endosables, que les acuerdan 6.400 votos y que corresponden al total del Capital Social de $ 50.000. - por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la ley 19550, en lo referido a Asambleas Unánimes, y sin la asistencia del Señor Inspector de Justicia. Siendo las 10 horas se da por constituida la Asamblea para tratar el siguiente Orden del Día: 1°) Designación de dos accionistas para firmar el Acta de la Asamblea; 2°) Consideración de la documentación indicada en el inciso 1° del art. 234 de la ley 19550 correspondiente al ejercicio cerrado el 31 de diciembre de 2005 y de la gestión del Directorio; 3°) Tratamiento de los resultados del ejercicio. 4°) Honorarios al Directorio. Al tratar el punto primero del Orden del Día, se decide que el acta de la Asamblea sea firmada por todos los presentes. Seguidamente se pasa a considerar el punto siguiente del Orden del Día y se decide omitir la lectura de la documentación correspondiente por ser del conocimiento de todos los presentes y aprobar la Memoria, Balance General, el Estado de Resultados y de Evolución del Patrimonio Neto e Inventario, correspondientes al ejercicio económico cerrado el 31 de diciembre de 2005 tal como fueron presentados por el Directorio y figuran transcriptos en los libros de la Sociedad. Se aprueba igualmente la gestión del Directorio por el mismo período. Al considerarse el punto tercero del Orden del Día el accionista mayoritario se compromete a reponer las pérdidas acumuladas del Balance en la medida que lo requieran las circunstancias y en su caso disminuir el Capital Social. Al considerar el cuarto punto del orden del Día se resuelve no votar ningún importe como remuneración a los señores directores. Todas las resoluciones se toman por unanimidad. No siendo para más, se levanta la sesión a las 11 horas.

Copia (s) Certificada (s) en el acta de Actuación Notarial N° T005174275
Firma (s) Certificada (s) en el acta de Actuación Notarial N° R 9664

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MAT. 4914
ESCRIBANO

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INSPECCIÓN GENERAL DE JUSTICIA
FOLIO 71

Acta de Asamblea:

En la ciudad de Buenos Aires, a los 30 días del mes de Mayo de 2006 se reúnen en Bernardo de Irigoyen 330 - 4° piso, en primera convocatoria en Asamblea General Extraordinaria, los accionistas de **SOCIEDAD PLASTIC OMNIUM S.A.**, cuya nómina figura transcripta al Libro Depósito de Acciones y Registro de Asistencia a Asambleas Generales N° 1, con la presencia del Director Único (Presidente). Siendo las 10 horas, el Dr. Anastacio García abre el acto y manifiesta que se encuentran presentes 2 accionistas, uno por sí y otro por representación, quienes son titulares de 6.400 acciones ordinarias nominativas no endosables, que les acuerdan 6.400 votos y que corresponden al total del Capital Social de $ 640.000. - por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la ley 19550, en lo referido a Asambleas Unánimes, y sin la asistencia del Señor Inspector de Justicia. Siendo las 10 horas se da por constituida la Asamblea para tratar el siguiente Orden del Día: 1°) Designación de dos accionistas para firmar el Acta de la Asamblea; 2°) Modificación del artículo 1° de los Estatutos. 3°) Modificación del artículo 9° de los Estatutos. Al considerar el punto primero del Orden del Día, se decide que el acta de la Asamblea sea firmada por todos los presentes. Seguidamente se pasa a considerar el punto siguiente del Orden del Día y se decide que la sociedad modifique su nombre de "**SOCIEDAD PLASTIC OMNIUM S.A.**," a " **PLASTIC OMNIUM S.A.**", por lo que el artículo queda redactado de la siguiente forma " Artículo primero: La sociedad se denomina Plastic OMNIUM S.A.. tiene su domicilio legal en la jurisdicción de la ciudad de Buenos Aires." al considerar el tercer punto del orden del día se decide, que para actualizar el estatuto a la nueva normativa de la Inspección General de Justicia respecto de la garantía de los directores, modificar el texto del el artículo noveno del estatuto, el que queda redactado de la siguiente manera; " Artículo noveno: A fin de garantizar el cumplimento de sus funciones los Directores titulares deberán constituir una garantía por el monto minino que fijen las normas legales y reglamentarias aplicables, por cada uno de ellos debiendo constituirse dicha garantía de acuerdo a las condiciones y en cualquiera de las formas prevista por dichas normas." Todas las resoluciones se toman por unanimidad. No siendo para más, se levanta la sesión a las 10 y 30 horas.

Copia (s) Certificada (s) en el sello de Actuación Notarial N° T00547-4275

Firma (s) Certificada (s) en el sello de Actuación Notarial N° R 966480

SANTIAGO R. BLOUSSON
Escribano
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COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL - REPUBLICA ARGENTINA

ACTA DE CERTIFICACION DE FIRMAS

TOMAS PRIOR TEGA
MAT. 1815
ESCRIBANO

LOUSSON
Nº 553

R 00096480

ACTA NUMERO QUINIENTOS VEINTE.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los veinte días del mes de octubre del año dos mil seis; ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, de esta Ciudad, mayor de edad y de mi conocimiento.- Doy fe de conocimiento en los términos del artículo 1001, del Código Civil, por así haberlo individualizado.- INTERVIENE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ACTA DE ASAMBLEA DEL 12 DE MAYO DE 2006 Y ACTA DE ASAMBLEA DEL 30 DE MAYO DE 2006** .- El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 966480.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS PAMPILLEGA
MAT. 4818
ESCRIBANO

INSPECCIÓN GENERAL DE JUSTICIA
FOLIO

COLEGIO DE ESCRIBANOS
CIUDAD DE BUENOS AIRES
CAPITAL FEDERAL - REPUBLICA ARGENTINA

CERTIFICACION DE REPRODUCCIONES
LEY 404

FOLIO 13

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

T 005474275

Buenos Aires, 20 de octubre de 2006

En mi carácter de Escribano Titular del Registro Notarial Nº 271

CERTIFICO que la reprodución anexa, extendida en tres

foja/s, que sello y firmo, es COPIA FIEL de su original, que tengo a la vista, doy fe.
Las actas cuya copia se certifican se encuentran labradas a los folio 12 y 13 del Libro de Actas de Asamblea Nº1, rubricado bajo el Nº102684-97, de fecha 26 -11-97, doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS PAMPILLEGA
MAT. 4813
ESCRIBANO

COLEGIO DE ESCRIBANOS
CAPITAL FEDERAL - REPUBLICA ARGENTINA

ACTA DE CERTIFICACION DE FIRMAS
LEY 404

INSPECCION GENERAL DE JUSTICIA

D R. BLOUSSON
Escribano
Matrícula 1853

R 000968751

ACTA NUMERO QUINIENTOS VEINTIUNO.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los veinte días del mes de octubre del año dos mil seis, ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, de esta Ciudad, mayor de edad y de mi conocimiento.- Doy fe de conocimiento en los términos del artículo 1001, del Código Civil, por así haberlo individualizado.- INTERVIENE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ASAMBLEA GENERAL ORDINARIA DEL 12 DE MAYO DE 2006 Y ASAMBLEA GENERAL ORDINARIA DEL 30 DE MAYO DE 2006** .- El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 968751.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que

TOMÁS PAMPLIEGA
MAT. 4715
ESCRIBANO

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPÚBLICA ARGENTINA

CERTIFICACION DE REPRODUCCIONES
LEY 404

INSPECCION GENERAL DE JUSTICIA

R. BLOUSSON
ribano
nda 1853

T 005474206

Buenos Aires, 20 de octubre de 2006

En mi carácter de Escribano Titular del Registro Notarial Nº 271

CERTIFICO que la reproducción anexa, extendida en tres

foja/s, que sello y firmo, es COPIA FIEL de su original, que tengo a la vista, doy fe.
El acta cuya copia se certifica se encuentra labrada a folios 11 y 12 del Libro de Depósito de Acciones y Registro de Asistencia a Asamblea rubricado Nº 102678-97 de fecha 26/11/97 doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS PAREJA MAT. 1816 ESCRIBANO

Acta de Asamblea:

En la ciudad de Buenos Aires, a los 16 días del mes de mayo de 2005 se reúnen en Bernardo de Irigoyen 330 - 4° piso, en primera convocatoria en Asamblea General Ordinaria, los accionistas de **SOCIEDAD PLASTIC OMNIUM S.A.** cuya nómina figura transcripta al Libro Depósito de Acciones y Registro de Asistencia a Asambleas Generales N° 1, con la presencia del Director Único. Siendo las 10 horas, el Dr. Anastacio García abre el acto y manifiesta que se encuentran presentes 2 accionistas, uno por sí y otro por representación, quienes son titulares de 6.400 acciones ordinarias nominativas no endosables, que les acuerdan 6.400 votos y que corresponden al total del Capital Social de $ 640.000. - por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la ley 19550, en lo referido a Asambleas Unánimes, y sin la asistencia del Señor Inspector de Justicia. Siendo las 10 horas se da por constituida la Asamblea para tratar el siguiente Orden del Día: 1°) Designación de dos accionistas para firmar el Acta de la Asamblea; 2°) Consideración de la documentación indicada en el inciso 1° del art. 234 de la ley 19550 correspondiente al ejercicio cerrado el 31 de diciembre de 2004 y de la gestión del Directorio; 3°) Tratamiento de los resultados del ejercicio. 4°) Honorarios al Directorio 5°) Determinación del numero de Directores y Elección de los mismos. Al tratar el punto primero del Orden del Día, se decide que el acta de la Asamblea sea firmada por todos los presentes. Seguidamente se pasa a considerar el punto siguiente del Orden del Día y se decide omitir la lectura de la documentación correspondiente por ser del conocimiento de todos los presentes y aprobar la Memoria, Balance General, el Estado de Resultados y de Evolución del Patrimonio Neto e Inventario, correspondientes al ejercicio económico cerrado el 31 de diciembre de 2004 tal como fueron presentados por el Directorio y figuran transcriptos en los libros de la Sociedad. Se aprueba igualmente la gestión del Directorio por el mismo período. Al considerarse el punto tercero del Orden del Día el accionista mayoritario se compromete a reponer las pérdidas acumuladas del Balance en la medida que lo requieran las circunstancias. Al considerar el cuarto punto del orden del Día se resuelve no votar ningún importe como remuneración a los señores directores. Finalmente al tratar el último punto del Orden del Día se decide establecer un director titular único y designar al Dr. Anastasio Garcia y dos directores suplentes los Señores Héctor Andrés Linares Figueroa y Marc Szulewicz. Todas las resoluciones se toman por unanimidad. No siendo para más, se levanta la sesión a las 11 horas.

Copia (s) Certificada (s) en el sello de Actuación Notarial N° I 5616814

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

Firma (s) Certificada (s) en el sello de Actuación Notarial N° R 975304

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

BLOUSSON AÑO 1853

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPUBLICA ARGENTINA

ACTA DE CERTIFICACION DE FIRMAS

MAT. 4815 ESCRIBANO

R 000975805

ACTA NUMERO SEISCIENTOS VEINTICINCO.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los nueve días del mes de noviembre del año dos mil seis, ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, de esta Ciudad, mayor de edad y de mi conocimiento.- Doy fe de conocimiento en los términos del artículo 1001, del Código Civil, por así haberlo individualizado.- INTERVIENE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ASAMBLEA GENERAL ORDINARIA DE FECHA 16 DE MAYO DE 2005.**- El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 975305.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

R. BLOUSSON
Escribano
Mla 1853

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPUBLICA ARGENTINA

CERTIFICACION DE REPRODUCCIONES

TOMÁS PARMENIO GA
MAT. 4815
ESCRIBANO

INSP. GENERAL DE JUSTICIA
FOLIO

T 005616814

Buenos Aires, 09 de noviembre de 2006

En mi carácter de Escribano Titular del Registro Notarial Nº 271

CERTIFICO que la reproducción anexa, extendida en una foja/s, que sello y firmo, es COPIA FIEL de su original, que tengo a la vista, doy fe.

El acta cuya copia se certifica se encuentra labrada al folio 11 del Libro de Actas de Asambleas Nº 1, perteneciente a SOCIEDAD PLASTIC OMNIUM S.A., rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, doy fe.- CONSTE.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853



ACTA DE CERTIFICACION DE FIRMAS







R 00097530 4

OUSSON
353

ACTA NUMERO SEISCIENTOS VEINTICUATRO.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los nueve días del mes de noviembre del año dos mil seis, ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, de esta Ciudad, mayor de edad y de mí conocimiento.- Doy fe de conocimiento en los términos del artículo 1001, del Código Civil, por así haberlo individualizado.- INTERVIENE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mí al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ACTA DE ASAMBLEA DE FECHA 16 DE MAYO DE 2005.-** El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 975304.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

14

TOMAS PAMPLIEGA
MAT. 4815
ESCRIBANO

Acta de Asamblea:

En la ciudad de Buenos Aires, a los 10 días del mes de Noviembre de 2006 se reúnen en Bernardo de Irigoyen 330 - 4° piso, en primera convocatoria en Asamblea General Extraordinaria, los accionistas de **SOCIEDAD PLASTIC OMNIUM S.A.**, cuya nómina figura transcripta al Libro Depósito de Acciones y Registro de Asistencia a Asambleas Generales N° 1, con la presencia del Director Único (Presidente). Siendo las 10 horas, el Dr. Anastacio García abre el acto y manifiesta que se encuentran presentes 2 accionistas, uno por sí y otro por representación, quienes son titulares de 6.400 acciones ordinarias nominativas no endosables, que les acuerdan 6.400 votos y que corresponden al total del Capital Social de $ 640.000. - por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la ley 19550, en lo referido a Asambleas Unánimes, y sin la asistencia del Señor Inspector de Justicia. Siendo las 10 horas se da por constituida la Asamblea para tratar el siguiente Orden del Día: 1°) Designación de dos accionistas para firmar el Acta de la Asamblea; 2°) Modificación del artículo 1° de los Estatutos según los requerimientos de la IGJ..

Al considerar el punto primero del Orden del Día, se decide que el acta de la Asamblea sea firmada por todos los presentes. Seguidamente se pasa a considerar el punto siguiente del Orden del Día y se decide modificar el Art. 1 indicando el nexo de continuidad entre la anterior denominación y la nueva, el que queda redactado de la siguiente manera: **"Artículo primero:** La sociedad se denomina **Plastic Omnium S.A.**, la que es continuadora de **SOCIEDAD PLASTIC OMNIUM S.A.** Tiene su domicilio legal en la jurisdicción de la ciudad de Buenos Aires."

Todas las resoluciones se toman por unanimidad. No siendo para más, se levanta la sesión a las 10 y 30 horas.

Copia (s) Certificada (s) en el sello de Actuación Notarial N° T005616853

Firma (s) Certificada (s) en el sello de Actuación Notarial N° R 977873

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

LOUSSON

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL - REPUBLICA ARGENTINA

ACTA DE CERTIFICACION DE FIRMAS

LEY 404

MAT. 4813

ESCRIBANO

R 000977873

ACTA NUMERO SEISCIENTOS CINCUENTA Y TRES.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los dieciseis días del mes de noviembre del año dos mil seis, ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyén 330, cuarto piso, de esta Ciudad, mayor de edad y de mi conocimiento.- COMPARECE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el numero 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ACTA DE ASAMBLEA DEL 10 DE NOVIEMBRE DE 2006**.- El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 977873.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS PAMPILLEGA
MAT. 4015
ESCRIBANO

99

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPÚBLICA ARGENTINA

CERTIFICACIÓN DE REPRODUCCIONES
LEY 404

T 005616853

R. BLOUSSON
Escribano
Matrícula 1853

Buenos Aires, 16 de noviembre de 2006

En mi carácter de Escribano Titular del Registro Notarial Nº 271

CERTIFICO que la reproducción anexa, extendida en una

foja/s, que sello y firmo, es COPIA FIEL de su original, que tengo a la vista, doy fe.

El acta cuya copia se certifica se encuentra labra al folio 14 del libro de Actas de Asambleas Nº 1, perteneciente a SOCIEDAD PLASTIC OMNIUM S.A., rubricado bajo el número número 102684-97, de fecha 26 de noviembre de 1997, doy fe.- CONSTE.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

LOUSSON
10
853

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPUBLICA ARGENTINA

ACTA DE CERTIFICACION DE FIRMAS

MAT. 4815 ESCRIBANO

FOLIO

R 000977874

ACTA NUMERO SEISCIENTOS CINCUENTA Y CUATRO.- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los dieciseis días del mes de noviembre del año dos mil seis, ante mí, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Ciudad, COMPARECE, el señor **Anastacio GARCIA**, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, cuarto piso, de esta Ciudad, mayor de edad y de mi conocimiento.- COMPARECE en su carácter de DIRECTOR de **SOCIEDAD PLASTIC OMNIUM S.A.**, con domicilio legal en Bernardo de Irigoyen 330, cuarto piso, oficina 82, Capital Federal, cuyo Estatuto Social se formalizó por escritura pública número 415, de fecha 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro a mi cargo , doy fe, y se inscribió en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades.- **LA PERSONERIA** surge del acta del libro de Actas de Asambleas número 1, rubricado bajo el número 102684-97, de fecha 26 de noviembre de 1997, de designación y distribución de cargos, de fecha 16 de mayo del 2005, con suficientes facultades para este acto, según la documentación que tengo a la vista, doy fe.- Asegurándome el mandatario la plena vigencia de su representación, que no le ha sido revocada, limitada ni suspendida en forma alguna.- Y me requiere la certificación de la firma que estampa en este acto en mi presencia, en un documento que pone de manifiesto y consiste en **ASAMBLEA GENERAL ORDINARIA DEL 10 DE NOVIEMBRE DE 2006.-** El Requerimiento y la Certificación se formalizan simultáneamente en el sellado R 977874.- **LEIDA** que le fue, se ratifica en su contenido y firma, por ante mí, que doy fe.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

ASAMBLEA GENERAL Ordinaria del 10 de Noviembre de 2006

⓪	NUMERO DE ORDEN	FECHA Año 19 Día	Mes	ACCIONISTA (Nombre completo y Apellido)	REPRESENTANTE (Nombre completo y Apellido)	DOCUMENTO DE IDENTIDAD	DOMICILIO	CANTIDAD DE ACCIONES O CERTIFICADOS	NUMERO DE LOS TITULOS, ACCIONES O CERTIFICADOS	CAPITAL $	CANTIDAD DE VOTOS	FIRMAS
	1	10	11	Plastic Omnium Equipamientos Exteriores	Linares Figueroa Héctor Andrés	L.E. 4.222.358	Conesa 762 Cap. Federal	6280	1	628.000,00	6280	
	2	10	11	Anastacio García	Por sí	L.E. 7.[illegible].496	Bdo. de Irigoyen 330 Cap. Fed.	1	2	100,00	1	
								6281				

Se constituye la Asamblea con la presencia de dos accionistas, uno por sí y el otro representado titulares de 6281 acciones por $ 628.100,00.- que representan la totalidad del capital emitido y les otorgan 6281 votos.-

Buenos Aires 10 de Noviembre de 2006.-

Copia (s) Certificado (s) en el sello de Actuación Notarial Nº T 056 6854
Enmendado: T 056 6854 Vale.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

Firma (s) Certificada (s) en el sello de Actuación Notarial Nº R 977854

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS PARTNER
ESCRIBANO

ASAMBLEA GENERAL Ordinaria

del 16 de MAYO de 2005

©	NUMERO DE ORDEN	FECHA Año 19 Día	Mes	ACCIONISTA (Nombre completo y Apellido)	REPRESENTANTE (Nombre completo y Apellido)	DOCUMENTO DE IDENTIDAD	DOMICILIO	CANTIDAD DE ACCIONES O CERTIFICADOS	NUMERO DE LOS TITULOS ACCIONES O CERTIFICADOS	CAPITAL $	CANTIDAD DE VOTOS	FIRMAS
	1	16	05	COMPAÑIA PLASTIC ENVASES Lyon - Francia	HÉCTOR ANDRÉS LIZARRÁ AGUIRRE	LE 4.282.355	CALLE 762 CAPITAL	6399		6399.000,00	6399	
	2	16	05	ANATOLIO GARCIA	POR SÍ	LE 7.492.496	Bdo. de Rivadavia 330 CAPITAL	1	2	1000	1	
								6400		6400.000,00	6400	
				SE CONSTITUYE LA ASAMBLEA CON LA PRESENCIA DE DOS ACCIONISTAS				DOS, UNO POR SÍ Y OTRO REPRESENTADO, TITULARES DE 6400 ACCIONES				
				POR $ 6400.000 - QUE REPRESENTAN LA TOTALIDAD DEL CAPITAL				CON LA CUAL ESTA Y LOS ACUERDOS 6400 VOTOS				
				PLASTIC ENVASES EQUIPAMIENTOS ESTRATEGICOS S.A.								

Buenos Aires, 16 de mayo de 2005

Copia (s) Certificada (s) en el sello de Actuación Notarial N° T 561681 3

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1852

Firma (s) Certificada (s) en el sello de Actuación Notarial N° R 079305

SANTIAGO R. BLOUSSON
Escribano

INSPECCIÓN GENERAL DE JUSTICIA

COLEGIO DE ESCRIBANOS MAS PARTICIPES

ASAMBLEA GENERAL Ordinaria del 12 de Mayo de 2006

ⓒ	NUMERO DE ORDEN	FECHA Año 06 Día	Mes	ACCIONISTA (Nombre completo y Apellido)	REPRESENTANTE (Nombre completo y Apellido)	DOCUMENTO DE IDENTIDAD	DOMICILIO	CANTIDAD DE ACCIONES O CERTIFICADOS	NUMERO DE LOS TITULOS ACCIONES O CERTIFICADOS	CAPITAL $	CANTIDAD DE VOTES	FIRMAS
	1	12	05	Plastic Omnium Equipamientos Exteriores	Linares Figueroa Hector Andres	L.E. 4.282.358	Conesa 162 Capital	6280	1	628.000,00	6280	
	2	12	05	Anastacio Garcia	Por Sí	L.E. 7.482.494	Edo. de Dirigentes 330 Cap. Fed	1	2	100,00	1	
								6281		628.100,00	6281	

Se constituye la Asamblea con la presencia de dos accionistas, uno por sí y este representado, titulares de 6281 acciones por $ 628.100,00.- que representan la totalidad del capital emitido y les dan 6281 votos.-

Buenos Aires, 12 de Mayo de 2006

SANTIAGO R. BLOUSSON Escribano Matrícula 1859

Copia (s) Certificada (s) en el sello de Actuación Notarial Nº T005474876

Firma (s) Certificada (s) en el sello de Actuación Notarial Nº R968751

SANTIAGO R. BLOUSSON Escribano Matrícula 1859

TOMÁS PAMPLIEGA ESCRIBIENTE

INSPECCIÓN GENERAL DE JUSTICIA

ASAMBLEA GENERAL Ordinaria 30 del Mes de Mayo de 2000

Nº	Número de orden	Fecha día	Fecha mes	ACCIONISTA (Apellido completo y Nombres)	REPRESENTANTE (Nombre completo y Apellido)	DOCUMENTO DE IDENTIDAD	DOMICILIO	CANTIDAD DE ACCIONES O CERTIFICADOS	NUMERO DE LOS TITULOS, RECIBOS O CERTIFICADOS	CAPITAL $	CANTIDAD DE VOTOS	FIRMAS
	1	30	5	Plastic Omnium Equipamientos Exteriores	Linares Figueroa Hector Andres	LE 4.282.352	Conesa 76.2 Cap. Fed.	6280	1	628.000,00	6280	
	2	30	5	Anastacio Garcia	Por sí	LE 7.992.996	Bdo de Irigoyen 330 Cap. Fed.	1	2	100,00	1	
								6281		628.100,00	6281	

Se constituye la Asamblea con la presencia de dos Accionistas uno por sí y el otro representado titulares de 6281 acciones por $ 628.100,00 - que representan la totalidad del capital emitido y les otorgan 6281 votos. -

Buenos Aires 30 de mayo de 2000 -

Copia (s) Certificada (s) en el sello de Actuación Notarial Nº T005474276

Firma (s) Certificada (s) en el sello de Actuación Notarial Nº R968751

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1855

TOMÁS PAMPLIEGA
1816

INSPECCION GENERAL DE JUSTICIA

TOMÁS COMPLIEGA
MAT. 1316
ESCRIBANO

COLEGIO DE ESCRIBANOS
CIUDAD DE BUENOS AIRES
CAPITAL FEDERAL - REPUBLICA ARGENTINA

CERTIFICACION DE REPRODUCCIONES

GO R. BLOUSS
Escribano
Matrícula 1853

T 005616864

Buenos Aires, 16 de noviembre de 2006

En mi carácter de Escribano Titular del Registro Notarial Nº 271

CERTIFICO que la reproducción anexa, extendida en una

foja/s, que sello y firmo, es COPIA FIEL de su original, que tengo a la vista, doy fe.

El acta cuya copia se certifica se encuentra labra al folio 13 del libro de Depósito de Acciones y Registro de Asistencia a Asambleas Nº 1, perteneciente a SOCIEDAD PLASTIC OMNIUM S.A., rubricado bajo el número número 102678-97, de fecha 26 de noviembre de 1997, doy fe.- CONSTE.-

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

TOMÁS CAMPLIEGA
MAT. 4015
ESCRIBANO

103

Ministerio de Justicia y Derechos Humanos
Inspección General de Justicia

2006 - Año de homenaje al Dr. Ramon Carrill(

- Hoja

INSPECCION GENERAL DE JUSTICIA

Numero Correlativo IGJ: 1540856
SOCIEDAD ANONIMA
Razon Social:
PLASTIC OMNIUM
(antes): SOCIEDAD PLASTIC OMNIUM
Numero de Tramite: 761654

C.Tram	Descripcion
00203	DESIGNACION DIRECTORIO
00421	CAMBIO DE DENOMINACION TRAM. PRECALIFICADO
01370	MODIFICACION DE ESTATUTO

y/o instrumentos privados: 20/10/2006-09/11/2006-16/11/20
06-

Inscripto en este Registro bajo el numero: 21150
del libro: 34 , tomo: -
de: SOCIEDADES POR ACCIONES
C.C.: 1

Buenos Aires, 20 de Diciembre de 20(

Dra. PATRICIA LAURA MAZZADI
JEFE
DEPARTAMENTO REGISTRAL

TOMÁS PAMPLIEGA
MAT. 4815
ESCRIBANO

ACTA DE ASAMBLEA

En la Ciudad de Buenos Aires, a los 24 días del mes de julio de 2007, se reúnen en Bernardo de Irigoyen 330, 4° piso, oficina 82, en Asamblea General Extraordinaria, en primera convocatoria los accionistas de **PLASTIC OMNIUM S.A.**, cuya nómina figura transcripta al folio 17 del Libro Registro Depósito de Acciones y Registro de Asistencia a Asambleas N° 1. Se encuentran presentes 2 accionistas, uno por sí y otro representado, quienes son titulares de 99.232 acciones ordinarias que les acuerdan 99.232 votos y que corresponden al total del Capital Social de $ 9.923.200.- por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la ley 19550, en lo referido a Asambleas unánimes, con la presencia del Director Titular (Presidente). Siendo las 10 horas se da por constituida la Asamblea para tratar el siguiente Orden del Día: 1) Designación de dos accionistas para firmar el acta de la Asamblea; 2) Cambio de jurisdicción del domicilio legal, fijación del mismo y delegación en el directorio para futuros cambios; 3) Modificación del artículo primero los Estatutos Sociales. Al considerarse el punto primero, se decide que el Acta sea firmada por todos los presentes. A continuación se pasa a tratar el punto segundo y se decide modificar la jurisdicción del domicilio de la sociedad que pasa de la Ciudad de Buenos Aires al de la provincia de Buenos Aires. Se traslada de la calle Bernardo de Irigoyen 330, 4° piso, oficina 82 de la Ciudad de Buenos Aires a la calle Frondizi 1413, Parque Industrial Pilar de la Provincia de Buenos Aires. Se faculta al directorio para que en lo sucesivo cambie el domicilio, cuando lo considere necesario, dentro de la misma jurisdicción. Seguidamente se pasa a considerar el tercer y último punto del Orden del Día y se decide modificar el artículo primero que queda redactado de la siguiente manera: "ARTÍCULO PRIMERO: La sociedad se denomina **PLASTIC OMNIUM S. A.**, la que es continuadora de SOCIEDAD PLASTIC OMNIUM S.A. Tiene su domicilio legal en jurisdicción de la Provincia de Buenos Aires". Se autoriza a los Sres. Héctor Andrés Linares Figueroa, Julián Andrés Linares Figueroa y César Flórez Uría, para que indistintamente cualquiera de ellos, realicen todos los trámites necesarios ante la Inspección General de Justicia de la Ciudad de Buenos Aires y la Dirección Provincial de Personas Jurídicas de la Provincia de Buenos Aires, para obtener el cambio de jurisdicción y domicilio propuestos y la inscripción de los Estatutos Sociales, con facultad de aceptar todas las observaciones que indiquen las autoridades pertinentes, aun en el texto del artículo modificado de los Estatutos Sociales, pudiendo suscribir todo tipo de documentación y publicar los avisos que sean necesarios para tal fin. Todas las resoluciones se toman por unanimidad. No siendo para más se levanta la sesión a las 11 horas.

Copia (s) Certificada (s) en el sello de Actuación Notarial N° T007168143

Firma (s) Certificada (s) en el sello de Actuación Notarial N° R M003938

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

SANTIAGO R. BLOUSSON
Escribano
Matrícula 1853

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL - REPUBLICA ARGENTINA

TOMÁS PAMPLIEGA · MAT. 4815 · ESCRIBANO

ACTA DE CERTIFICACION DE FIRMAS

LEY 404

R 001103938

ACTA NUMERO OCHO.- En la Ciudad de Buenos Aires, Capital de la República Argentina, a los siete días del mes de enero del año dos mil ocho, ante mi, Santiago Rafael BLOUSSON, escribano titular del Registro 271 de esta Capital COMPARECE quien manifiesta ser **Anastacio GARCIA**, argentino, casado, titular de la Libreta de Enrolamiento número 7.492.496, domiciliado en Bernardo de Irigoyen 330, 4° piso, de esta Ciudad, mayor de edad y de mi conocimiento.- INTERVIENE en nombre y representación y en su carácter de PRESIDENTE de **PLASTIC OMNIUM S.A.**, continuadora de SOCIEDAD PLASTIC OMNIUM S.A, con sede social en la calle Bernardo de Irigoyen 330, cuarto piso, oficina 82 de esta Ciudad, justificando la existencia de la sociedad y el carácter invocada con: a) Estatuto Social formalizado por escritura pública 415, del 30 de septiembre de 1997, pasada ante mi al folio 1114, de este registro inscripta en la Inspección General de Justicia el 7 de octubre de 1997, bajo el número 11515, libro 122, tomo A de Sociedades Anónimas; b) modificación del estatuto formalizado por instrumentos privados de fechas 20 de octubre de 2006 , 9 de noviembre y 16 de noviembre de 2006, todas inscriptas en la Inspección General de Justicia el 20 de diciembre de 2006 bajo el número 21150 del Libro 34 Tomo de Sociedad por Acciones; c) Acta de Asamblea de fecha 16 de mayo de 2005 de designación y distribución de cargos, labrada al folio 11 del Libro de Actas de Asamblea número 1 rubricado en el organismo citado el 26 de noviembre e 1997 bajo el número 102684-97.- El compareciente me asegura bajo juramento la plena vigencia de la representación invocada y que no le ha sido revocada, limitada ni suspendida en forma alguna, responsabilizándose civil y penalmente.- Y me requiere la certificación de la firma que estampa en éste acto en mi presencia, en u documento que pone de manifiesto y consiste en **ACTA DE ASAMBLEA DEL 24 DE JULIO DE 2007..-** El Requerimiento y la certificación se formalizan simultáneamente en el sellado R 1103938.- El documento en el que se certifica la firma la fecha no coincide con la de la certificación.- CONSTE.- LEÍDA que le fue, el

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPUBLICA ARGENTINA

LEGALIZACION

Ley 404

TOMÁS PAMPLIEGA
MAT. 4815
ESCRIBANO

DE PERSONAS JURÍDICAS

L 008010816

EL COLEGIO DE ESCRIBANOS de la Ciudad de Buenos Aires, Capital Federal de la República Argentina, en virtud de las facultades que le confiere la ley vigente, LEGALIZA la firma y sello del escribano SANTIAGO RAFAEL BLOUSSON **obrantes en el documento anexo, presentado en el día de la fecha bajo el Nº** 080109013354/0 **La presente legalización no juzga sobre el contenido y forma del documento.**

Buenos Aires, Miércoles 9 de Enero de 2008

COLEGIO DE ESCRIBANOS · CIUDAD DE BUENOS AIRES · CAPITAL FEDERAL · REPUBLICA ARGENTINA

LEGALIZACION

PROVINCIA DE BUENOS AIRES
MINISTERIO DE JUSTICIA

Dirección Provincial
de Personas Jurídicas
La Plata

TOMÁS P. PUPPLIEGA
MAT. 4015
ESCRIBANO

Dirección Provincial de Personas Jurídicas
110

LA PLATA, 27 FEB 2008

EXPEDIENTE: 21.209 – 79946.- **LEGAJO**: 1/155597.-

NOMBRE DE LA ENTIDAD: "PLASTIC OMNIUM S.A."

DOMICILIO: BERNARDO DE IRIGOYEN Nº 330 OF. 82 C.A.B.A.

Por cambio de Jurisdicción en lo sucesivo:

DOMICILIO: FRONDIZI Nº 1413 PARQUE INDUSTRIAL PILAR

LOCALIDAD: PILAR **PARTIDO**: DEL PILAR

FOJAS QUE OBRAN LOS INSTRUMENTOS A INSCRIBIR: 74/75 ACTA ASAMBLEA del 24/07/2007 CERTIFICADA por el notario SANTIAGO R. BLOUSSON.-

VISTAS las presentes actuaciones en las que la entidad recurrente gestiona **CAMBIO DE JURISDICCION – REFORMA** Cumplimentando los requisitos legales y fiscales, atento lo aconsejado por la Dirección de Legitimaciones y en ejercicio de las facultades conferidas por los Arts. 3° y 6° del Decreto Ley 8671/76 y su modificatoria 9118/78 T.O. Decreto N° 8525/86;

EL DIRECTOR PROVINCIAL DE PERSONAS JURIDICAS
R E S U E L V E:

ARTICULO 1°: CONFORMAR **CAMBIO DE JURISDICCION – REFORMA** ---------- de la entidad: **"PLASTIC OMNIUM S.A" con sede en el partido DEL PILAR.** ----------
cuyo texto obra en las fojas indicadas en el epígrafe de la presente.----------

ARTICULO 2°: Tome intervención la DIRECCION DE REGISTROS para la toma ---------- razón de los instrumentos conformados por el Art. 1°.----------

ARTICULO 3°: NO INSCRIBIR ningún otro acto hasta tanto se acredite la ---------- CANCELACION de la inscripción en extraña jurisdicción.----------

ARTICULO 4°: REGÍSTRESE. Pase a Mesa de Entradas. ---------- Notifíquese con entrega de copia de la presente. Tome nota el DEPARTAMENTO CONTRALOR y Archívese.----------

R E S O L U C I O N D.P.P.J. N° 0564
MF

DIRECCION PROVINCIAL DE PERSONAS JURIDICAS
PROVINCIA DE BUENOS AIRES

Dr. PEDRO ENRIQUE TROTTA
Director Provincial
Dirección Provincial de Personas Jurídicas
Ministerio de Justicia

Ministerio de Justicia
Gobierno de la Provincia
de Buenos Aires

Dirección Provincial de Personas Jurídicas

TOMÁS PAMPLIEGA
M.P. 4815
ESCRIBANO

DIRECCIÓN DE PERSONAS JURÍDICAS
111

Folio de Inscripción Nº 25230

Expediente: EXP - 21209 - 79946 / 7 / 1

Legajo: 155597

Matrícula: 87780

Denominación de la entidad: PLASTIC OMNIUM S.A

Domicilio: BERNARDO DE IRIGOYEN **Nro.:** 330

Piso: **Dto.:** **Medio:** **C.P.:**

Localidad: CAPITAL FEDERAL **Partido:** CAPITAL FEDERAL

Trámites:

3	CAM. JURISDICCION-INGRESA

Instrumentos:

ACTA DE ASAMBLEA DE FECHA 24.7.2007, CERT. POR EL ESC. SANTIAGO R. BLOUSSON
NO INSCRIBIR NINGUN OTRO TRAMITE HASTA TANTO SE ACREDITE LA CANCELACION DE LA INSCRIPCION EN EXTRAÑA JURISDICCION.

Resolución DPPJ: 0564 **Fecha:** 27/02/2008

Fecha de Inscripción: 25/03/2008

Dra. PAULA LAURA BERGOGLIO
Jefe Departamento Registral
Dirección Prov. de Personas Jurídicas

Firma y sello de autoridad

Operador: LRIPOLL
Fecha: 25/03/2008

Ministerio de Justicia
Gobierno de la Provincia
de Buenos Aires

Dirección Provincial de Personas Jurídicas

TOMAS E. AMPLIEGA
MAT. 4815
ESCRIBANO

Folio de Inscripción N° 28147

Expediente: EXP - 21209 - 79946 / 7 / 1
Legajo: 135397
Matrícula: 87780

Denominación de la entidad: PLASTIC OMNIUM S.A

Domicilio: BERNARDO DE IRIGOYEN **Nro.:** 330
Piso: **Dto.:** **Medio:** **C.P.**
Localidad: CAPITAL FEDERAL **Partido:** CAPITAL FEDERAL

Trámites:

3	CAM. JURISDICCION-INGRESA

Instrumentos:

EN LA FECHA SE HA PROCEDIDO A ACREDITAR LA CANCELACION DE LA INSCRIPCION EN EXTRAÑA JURISDICCION.

Resolución DPPJ: 0564 **Fecha:** 27/02/2008

Fecha de Inscripción: 17/07/2008

Dra. PATRICIA LAURA BRAUCHLE
Jefa Departamento Registral
Dirección Prial. de Personas Jurídicas

Firma y sello de autoridad

Operador: LRIPOLL
Fecha: 17/07/2008

Acta de Directorio.

En Pilar, a los 1 días del mes de abril de 2016, siendo las 10:00 hs. se reúne en la sede social sita en Frondizi 1413 – Parque Industrial Pilar – Pilar, el Directorio de **PLASTIC OMNIUM S.A.**, con la presencia de los directores que firman al pie y del Síndico. En ausencia del señor Presidente, quien se encuentra en el exterior, preside la reunión el señor Vicepresidente, D. Eduardo J. Esteban.

El señor Esteban toma la palabra y manifiesta al Directorio que, atento a la circunstancia de que la mayoría de los miembros del Directores tiene domicilio en la ciudad de Buenos Aires, lugar en la cual también se encuentran ubicadas las oficinas en las cuales desempeñan su actividad en forma habitual, y que, por lo tanto, resulta mucho más sencillo atender a las cuestiones inherentes al funcionamiento de la sociedad desde dicho lugar, resulta conveniente proceder al cambio de jurisdicción de la sociedad, de la provincia de Buenos Aires a la ciudad de Buenos Aires. Luego de deliberar, por unanimidad se resuelve convocar a los señores accionistas a una asamblea extraordinaria a celebrarse en la sede social, el 23 de abril de 2016, a las 10:00 horas, a fin de tratar el siguiente orden del día: **1) Designación de quienes suscribirán el acta de Asamblea; 2) Consideración del cambio de jurisdicción de al sociedad - Modificación del artículo 1º del Estatuto Social.-**

No habiendo otras cuestiones que considerar, se levanta el acto a las 10:30 horas.

Declaración Jurada (Conf. Res. 7/2015): Debora R. Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente trascripción es copia fiel del acta que obra al folio 177 del Libro de Actas de Directorio N° 1, rubricado el día 24 del mes de Julio de 2007, bajo el N° 62477-07, perteneciente a la sociedad: **"PLASTIC OMNIUM S.A." (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
Tº 122 Fº 713 C.P.A.C.F.

Acta de Asamblea

En Pilar, a los 23 días del mes de abril de 2016, se reúnen en Frondizi 1413 – Parque Industrial Pilar – Pilar, Provincia de Buenos Aires, en Asamblea General Extraordinaria los accionistas de Plastic Omnium S.A., cuya nómina figura transcripta en el folio -- del Libro Depósito de Acciones y Registro de Asistencia a Asambleas Generales N° 1 con la presidencia del señor Eduardo José Esteban, por encontrarse fuera del país el señor presidente. Siendo las 10:00 horas, el señor vicepresidente declara abierto el acto, manifiesta que se encuentran presentes 2 accionistas, uno por si y otro por representación, quienes son titulares del 100% del capital social, por lo que la Asamblea se celebra de acuerdo con lo establecido en el artículo 237 de la Ley 19550, en lo referido a Asambleas Unánimes. Acto seguido se pasa a tratar el siguiente Orden del Día: **1°) Designación de dos accionistas para firmar el acta de la Asamblea; 2°) Consideración del cambio de jurisdicción de al sociedad - Modificación del artículo 1° del Estatuto Social.**

INSPECCION GENE
FOLIO
15

Al tratar el punto primero del Orden del Día, se resuelve que el acta de la Asamblea sea firmada por todos los presentes. Seguidamente se pasa a considerar el segundo punto del Orden del Día. Tomando la palabra el señor Vicepresidente, manifiesta que los directores de la sociedad han manifestado en reiteradas oportunidades que, encontrándose el lugar donde desempeñan habitualmente sus funciones en la ciudad de Buenos Aires, resulta procedente efectuar el cambio de jurisdicción de la sociedad, desde la provincia de Buenos Aires a la ciudad de Buenos Aires. En virtud de estas manifestaciones, el Directorio de la sociedad ha resuelto convocar a los señores accionista a la presente asamblea, fin de que consideren la conveniencia de aprobar el cambio de jurisdicción de la Sociedad, así como la modificación del artículo primero del estatuto social. Luego de deliberar, por unanimidad se resuelve: (i) aprobar la moción del Directorio de la sociedad, disponiéndose el cambio del domicilio legal de la sociedad, trasladando el mismo de la jurisdicción de la Provincia de Buenos Aires a la jurisdicción de la ciudad de Buenos Aires. (ii) Modificar el artículo primero del estatuto social a fin de que lea de la siguiente manera: "ARTICULO PRIMERO: La sociedad se denomina PLASTIC OMNIUM S.A. siendo continuadora de SOCIEDAD PLASTIC OMNIUM S.A. Tiene su domicilio legal en jurisdicción de la Ciudad Autónoma de Buenos Aires". (iii) Fijar la nueva sede social en Av. Leandro N. Alem 592, piso 6°, CABA.

Asimismo, se autoriza a las señoritas Marina Elsa Campanelli, Debora Ciofani y Ximena Noguerol para que cualquiera de ellas en forma indistinta puedan efectuar todos los trámites que sean necesarios ante la Inspección General de Justicia a fin de obtener la registración de la presente resolución asamblearia, quedando facultados para efectuar publicaciones, contestar vistas, rubricar libros, efectuar las enmiendas, y cambios necesarios a fin de proceder a su inscripción en el Registro Público de Comercio, incluyendo todas las cuestiones incluidas en la resolución 7/2005.

No siendo para más, se levanta la sesión siendo las 11 horas

Declaración Jurada (Conf. Res. 7/2015): Debora R. Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente trascripción es copia fiel del acta que obra al folio 52 del Libro de Actas de Asamblea N° 1, rubricado el día 24 del mes de junio de 2007, bajo el N° 62474-07, perteneciente a la sociedad: **"PLASTIC OMNIUM S.A." (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

Acta de Asamblea

En Buenos Aires, a los 29 días del mes de abril del año 2016, a las 10:00 horas, se reúnen en la sede social de Av. Leandro N. Alem 592, piso 6º, los accionistas de **"PLASTIC OMNIUM S.A. "**, que se detallan en el folio 45 del libro de Depósito de Acciones y Registro de Asistencia a Asambleas Generales Nº 1, y que representan el 100% del capital accionario, teniendo la presente Asamblea el carácter de unánime en los términos del artículo 237 de la ley 19.550. Preside la reunión el señor Vicepresidente Eduardo José Esteban, por encontrarse el señor Presidente temporariamente fuera del país, quien declara válidamente constituida la Asamblea General Ordinaria de Accionistas, invitando a los mismos a considerar el siguiente Orden del Día: **1°) Designación de un representante de los accionistas para firmar el acta**. Luego de deliberar, se decide por unanimidad de votos que todos los comparecientes suscriban el acta de asamblea. Acto seguido el señor Vicepresidente pone a consideración de los accionistas el segundo punto del Orden del Día que dice:

[...]

A continuación, se pone a consideración el quinto punto del orden del día que textualmente dice: **5º) Determinación del número de Directores y designación de los mismos.** Atento la fecha de designación de los actuales integrantes del Directorio, el señor Vicepresidente indica que corresponde que los señores accionistas determinen el número de Directores titulares de la sociedad y procedan a su designación. Luego de deliberar, se resuelve por unanimidad fijar en tres el número de Directores Titulares de la Sociedad, designando a los señores Frédéric Louis Acha, Eduardo José Esteban y Débora Raquel Ciofani como Directores Titulares y fijar en uno el número de Directores Suplentes, designando a la señora María Cristina Tapia Sasot en tal posición. Presentes en este acto los señores Directores aceptan su designación y constituyen domicilio especial en Av. Leandro N. Alem 592, piso 6º, CABA.

A continuación, se pone a consideración el sexto punto del orden del día que textualmente dice: **6º) Elección de Síndicos.** Luego de deliberar, por unanimidad se resuelve reelegir a los señores síndicos titular y suplente, Alberto Mario Tenaillon y Marina Elsa Campanelli, respectivamente.

Asimismo, se autoriza a las señoritas Marina Elsa Campanelli, Debora Ciofani y Ximena Noguerol para que cualquiera de ellas en forma indistinta puedan efectuar todos los trámites que sean necesarios ante el Registro Público de Comercio a fin de obtener la registración de la presente resolución asamblearia, quedando facultados para efectuar publicaciones, contestar vistas, rubricar libros, efectuar las enmiendas, y cambios necesarios a fin de proceder a su inscripción en el Registro Público de Comercio, incluyendo todas las cuestiones incluidas en la resolución 7/2005.

No habiendo más asuntos que tratar, el Vicepresidente da por finalizada la Asamblea, y se levanta la sesión, siendo las 11:30 horas.

Declaración Jurada (Conf. Res. 7/2015): Debora R. Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente trascripción es copia fiel del acta que obra al folio 53 y 54 del Libro de Actas de Asamblea N° 1, rubricado el día 24 del mes de junio de 2007, bajo el N° 62474-07, perteneciente a la sociedad: **"PLASTIC OMNIUM S.A." (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

Bs. As., 19 DE ENERO DE 2017 N° 577081-01

El Colegio Público de Abogados de la Capital Federal legaliza el presente documento y hace constar que: DRA. CIOFANI, DEBORA RAQUEL

está inscripto/a al T° 122 F° 0713 , su matrícula se encuentra vigente y la firma inserta en el documento guarda formal concordancia macroscópica con la registrada en el legajo. La presente legalización no juzga sobre el contenido del documento.

DIRECCION GENE FOLIO

Javier Ezequiel Álvarez Cachés
GERENTE DE MATRÍCULA

Acta de Directorio.

En Buenos Aires, a los 29 días de abril de 2016, siendo las 14:00 horas, se reúne en la sede social sita en Av. Leandro N. Alem 592, piso 6°, el Directorio de **PLASTIC OMNIUM S.A.**, con la presencia de los directores que firman al pie y del Síndico. Preside la reunión el señor Vicepresidente, D. Eduardo José Esteban, quien toma la palabra y manifiesta que corresponde proceder a distribuir los cargos en el Directorio de la sociedad entre los Directores designados en la asamblea celebrada el día de la fecha.

Luego de una breve deliberación se aprueba por unanimidad la propuesta del señor Esteban y se resuelve que los cargos en el Directorio sean desempeñados como sigue:

Presidente:	Frédéric Louis Acha
Vicepresidente:	Eduardo José Esteban
Director titular:	Débora Raquel Ciofani
Director Suplente:	María Cristina Tapia Sasot

No habiendo otras cuestiones que considerar, se levanta el acto a las 14:30 horas.

MINISTERIO DE JUSTICIA ☆ INSPECCION GENERAL DE JUSTICIA

Declaración Jurada (Conf. Res. 7/2015): Debora R. Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente trascripción es copia fiel de la acta que obra al folio 178 del Libro de Actas de Directorio N° 1, rubricado el día 24 del mes de Julio de 2007, bajo el N° 82257-07, perteneciente a la sociedad: **"PLASTIC OMNIUM S.A." (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

Acta de Directorio.

En Pilar, a los 30 días del mes de marzo de 2016, siendo las 10:00 hs. se reúne en la sede social el Directorio de **PLASTIC OMNIUM S.A.**, con la presencia de los directores que firman al pie y del Síndico. Preside la reunión el señor Frédéric Acha, quien informa a los presentes que el objeto de la presente reunión es proceder a la consideración de los estados contables de la sociedad correspondientes al ejercicio finalizado el 31 de diciembre de 2015. El Directorio luego de una breve deliberación y por unanimidad resuelve: (i) aprobar los estados contables de la sociedad al 31 de diciembre de 2015; y (ii) convocar a Asamblea General Ordinaria de Accionistas para el día 29 de abril de 2016, a las 10:00 horas a fin de tratar el siguiente Orden del Día: 1°) Designación de un representante de los accionistas para firmar el acta; [...] 5°) Determinación del número de Directores y designación de los mismos. 6°) Elección de Síndicos. No habiendo otras cuestiones que considerar, se levanta el acto a las 10:30 horas.

Declaración Jurada (Conf. Res. 7/2015): Debora R. Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente trascripción es copia fiel del acta que obra al folio 177 del Libro de Actas de Directorio N° 1, rubricado el día 24 del mes de Julio de 2007, bajo el N° 62477-07, perteneciente a la sociedad: **"PLASTIC OMNIUM S.A." (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

ASAMBLEA GENERAL del 29 de abril de 2016

Número de Orden	Año 2016 Día	Mes	Accionista Nombre y Apellido completo Documento de identidad Domicilio	Representante Nombre y Apellido completo Documento de identidad Domicilio	Cantidad de acciones o certificados	Números de los títulos acciones o certificados	Capital	Cantidad de votos	Firma
1	29	04	Plastic Omnium Equipamientos Exteriores SA	Eduardo J. Esteban DNI 18.349.905 Av. L. N. Alem 592 6° piso C.A.B.A.	790674		79067400	790674	
1	29	04	Eduardo J. Esteban DNI 18.349.905 Av. L. N. Alem 592 6° piso C.A.B.A.	Por sí	2		200	2	
					790676		79067600	790676	

En la Ciudad de Buenos Aires, a los 29 días del mes de abril de 2016, siendo las 10:00 horas, se cierra el presente Registro de Asistencia, con la presencia de dos accionistas, titulares del 100 % del capital social y de los votos de la sociedad, conste.

DECLARACIÓN JURADA: Debora R.Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente es copia fiel del acta que obra al folio 45 del Libro de Depósito de Acciones y Registro de Asistencia a Asambleas N° 1, rubricado el 11 de junio de 2007, bajo el número 102678-97, perteneciente a la sociedad **"PLASTIC OMNIUM SA (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

ASAMBLEA GENERAL del 23 de abril de 2016

Número de Orden	Año 2016 Día	Mes	Accionista Nombre y Apellido completo Documento de identidad Domicilio	Representante Nombre y Apellido completo Documento de identidad Domicilio	Cantidad de acciones o certificados	Números de los títulos acciones o certificados	Capital	Cantidad de votos	Firma
1	23	04	Plastic Omnium Equipamientos Exteriores SA	Eduardo J. Esteban DNI 18.349.905 Av. L. N. Alem 592 6° piso C.A.B.A.	790674		79067400	790674	
1	23	04	Eduardo J. Esteban DNI 18.349.905 Av. L. N. Alem 592 6° piso C.A.B.A.	Por sí	2		200	2	
					790676		79067600	790676	

En la Ciudad de Buenos Aires, a los 23 días del mes de abril de 2016, siendo las 10:00 horas, se cierra el presente Registro de Asistencia, con la presencia de dos accionistas , titulares del 100 % del capital social y de los votos de la sociedad, conste.

DECLARACIÓN JURADA: Debora R.Ciofani, abogada, inscripta al Tomo 122, Folio 713 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente es copia fiel del acta que obra al folio 44 del Libro de Depósito de Acciones y Registro de Asistencia a Asambleas N° 1, rubricado el 11 de junio de 2007, bajo el número 102678-97, perteneciente a la sociedad **"PLASTIC OMNIUM SA (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

DEBORA R. CIOFANI
ABOGADA
T° 122 F° 713 C.P.A.C.F.

Ministerio de Justicia y Derechos Humanos
Inspección General de Justicia

2018 - Año del Centenario de la Reforma Universitaria

Número Correlativo I.G.J.: 1640856 **CUIT:**

SOC. ANONIMA

Razón Social :
PLASTIC OMNIUM

(antes):

Número de Trámite: 7679342

C.Trám.	Descripción
00203	DESIGNACION DIRECTORIO
00353	CAMBIO DE DOMICILIO A JURISDICCION NACIONAL

Escritura/s -

y/o instrumentos privados: 29/04/2016 - 30/03/2016 - 01/04/2016- - 23/04/2016-

Inscripto en este Registro bajo el numero: 18806
del libro: 91 , tomo: -
de: SOCIEDADES POR ACCIONES

C.C.: 1 Buenos Aires, 03 de Octubre de 2018

SILVIA M. BURGOS
JEFA
DEPARTAMENTO REGISTRAL
INSPECCION GENERAL DE JUSTICIA

0827561

Acta de Directorio

En la Ciudad de Buenos Aires, a los 5 días del mes de mayo de 2017, siendo las 10:00 horas se reúne en la sede social de **PLASTIC OMNIUM S.A.**, los Directores que firman al pie del acta. En ausencia del señor Presidente, quien se encuentra en el exterior, preside la reunión el señor Vicepresidente, Eduardo J. Esteban.

El señor Esteban toma la palabra y manifiesta que en el día de la fecha transfirió dos acciones es decir el 100% de su tenencia accionaria a favor del accionista Plastic Omnium Equipamientos Exteriores S.A por un precio de DOSCIENTOS PESOS ARGENTINOS por su contravalor en euros. En consecuencia de ello, Plastic Omnium Equipamientos Exteriores S.A resulta a la fecha el único accionista titular del 100% de las acciones de la sociedad. De conformidad con ello, continúa diciendo que el art. 1 de la Ley General de Sociedades, con las reformas introducidas por la ley 26.994, admite la transformación voluntaria de sociedades anónimas en sociedades anónimas unipersonales, motivo por el cual la sociedad, luego de la transferencia de las acciones antes mencionada podrá optar por transformarse en una Sociedad Anónima Unipersonal (S.A.U.). Luego de una breve deliberación, por unanimidad se resuelve: (i) Dejar constancia en actas que la sociedad se ha notificado de esta transferencia y que la misma será asentada en libro de Registro de Acciones de la Sociedad, (ii) Cancelar los títulos accionarios en circulación emitiendo el siguiente en su reemplazo, de acuerdo a las nuevas tenencias accionarias: Titulo N° 1 a favor de Plastic Omnium Equipamientos Exteriores S.A., representativo de 790.676 acciones ordinarias nominativas no endosables de $100 valor nominal cada una; y (iii) Convocar a los señores accionistas a una asamblea extraordinaria a celebrarse en la sede social el día 10 de mayo de 2017 a las 13:00 horas, a fin de tratar el siguiente orden del día: **1°) Designación de quienes suscribirán el acta de Asamblea; 2°) Consideración de la transformación de Plastic Omnium S.A. en Plastic Omnium S.A.U. 3°) Consideración de la reforma de los artículos 1° y 11° del estatuto social. 4°) Otorgamiento de las autorizaciones necesarias.**

No habiendo otras cuestiones que considerar, se levanta el acto a las 11:00 horas.

DECLARACIÓN JURADA: María Lucía Quinteiro, abogada, inscripta al Tomo 128, Folio 871 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente es copia fiel del acta que obra al folio 199 del Libro Actas de Directorio N° 1, rubricado el 24 de julio de 2007, bajo el número 62477-07, perteneciente a la sociedad **"PLASTIC OMNIUM SA (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

María Lucía Quinteiro
Abogada
T° 128 F° 871 C.P.A.C.F.

INSPECCIÓN GENERAL DE JUSTICIA
FOLIO
4

Acta de Asamblea

A los 10 días del mes de mayo del año 2017, siendo las 13:00 horas, se reúnen en la sede social los accionistas de **"PLASTIC OMNIUM S.A. "**, que se detallan en el folio 49 del libro de Depósito de Acciones y Registro de Asistencia a Asambleas Generales Nº 1, y que representan el 100% del capital accionario. Preside la reunión el señor Eduardo José Esteban, en su carácter de vicepresidente en ejercicio de la presidencia, quien declara válidamente constituida la Asamblea General Extraordinaria de Accionistas, invitando a los mismos a considerar el siguiente Orden del Día: **1°) Designación de quienes suscribirán el acta de Asamblea**. Luego de deliberar, se resuelve que todos los comparecientes suscriban el acta de asamblea. Acto seguido el señor Esteban pone a consideración el segundo punto del Orden del Día que dice: **2°) Consideración de la transformación de Plastic Omnium S.A. en Plastic Omnium S.A.U.** En uso de la palabra el señor Eduardo J. Esteban manifiesta que el día 5 del corriente mes ha transferido a Plastic Omnium Equipamientos Exteriores S.A. el 100% de su tenencia accionaria, es decir, un total de dos acciones que representan el 100% de su participación en la sociedad por un precio de DOSCIENTOS PESOS ARGENTINOS por su contravalor en euros. Continúa diciendo que, luego de la transferencia mencionada, el accionista Plastic Omnium Equipamientos Exteriores S.A. resulta poseedor del 100% de las acciones y votos de la sociedad, y en consecuencia reviste la calidad de accionista único. En concordancia con ello, expresa que la Ley General de Sociedades, luego de las reformas introducidas por la ley 26.994, admite la transformación voluntaria de la Sociedad Anónima (S.A.) en Sociedad Anónima Unipersonal (S.A.U.) cuando opere la reducción a uno del número de socios. Asimismo expresa que resultaría conveniente a los fines operativos de la sociedad, considerar la transformación voluntaria en Sociedad Anónima Unipersonal y, en caso de aprobarse la transformación mencionada, deberá considerarse la reforma del estatuto social a fin de adecuarlo al nuevo tipo social. Luego de una breve deliberación, se resuelve: (i) aprobar la transferencia de acciones de Eduardo J. Esteban a favor de Plastic Omnium Equipamientos Exteriores S.A; (ii) aprobar la transformación voluntaria de Plastic Omnium S.A. en Plastic Omnium S.A.U, (ii) modificar el estatuto social a fin de adecuarlo al nuevo tipo social adoptado; y (iii) inscribir la transformación antes mencionada en el Registro Público de Comercio. A continuación, se pasa a tratar el siguiente punto del orden del día que dice: **3°) Consideración de la reforma de los artículos 1° y 11° del estatuto social.** Continúa en uso de la palabra el señor Esteban y expresa que, en razón de la transformación de Plastic Omnium S.A. en Plastic Omnium S.A.U. resulta necesario adecuar el estatuto social y modificar la redacción de los artículos Primero y Décimo Primero, los cuales propone que sean redactados de la siguiente manera: "ARTICULO PRIMERO: La sociedad se denomina PLASTIC OMNIUM S.A.U. siendo continuadora de PLASTIC OMNIUM S.A., antes denominada SOCIEDAD PLASTIC OMNIUM S.A. Tiene su domicilio legal en jurisdicción de la Ciudad Autónoma de Buenos Aires" y "ARTICULO DÉCIMO PRIMERO: La sociedad prescindirá de sindicatura conforme el artículo 284 de la ley 19.550, salvo cuando esté comprendida en las disposiciones del artículo 299 de la ley 19.550. En caso de hallarse comprendida en este artículo, la sindicatura estará compuesta por 1 (uno) a 3 (tres) síndicos titulares e igual número de suplentes, quienes durarán en sus funciones por el término de un ejercicio". Seguidamente, se resuelve aprobar la reforma de los artículos PRIMERO y DÉCIMO PRIMERO del estatuto social tal como fuesen propuestos por el señor Esteban. A continuación

se pasa a tratar el último punto del orden del día que dice: **4°) Otorgamiento de las autorizaciones necesarias.** Por unanimidad se resuelve proceder a la inscripción registral de las precedentes resoluciones asamblearias, autorizando a tal efecto a Eduardo J. Esteban Marina E. Campanelli y/o María Lucía Quinteiro y/o Juan Bautista Marquez y/o las personas que ellos designen, para que en forma individual e indistinta realicen publicaciones en el Boletín Oficial, así como todos los trámites, gestiones y diligencias que fuesen necesarios a los efectos de obtener de la autoridad de contralor la conformidad e inscripción de la presentes resoluciones asamblearias, con facultad para firmar y presentar escritos, dictámenes, contestaciones de vistas, descargos, y demás documentos públicos o privados que fuera menester.

No habiendo más asuntos que tratar, el Presidente da por finalizada la Asamblea, y se levanta la sesión, siendo las 14:00 horas.

DECLARACIÓN JURADA: María Lucía Quinteiro, abogado, inscripta al Tomo 128, Folio 871 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente es copia fiel del acta que obra al folio 61 y 62 del Libro Actas de Asamblea N° 1, rubricado el 24 de julio de 2007, bajo el número 62474-07, perteneciente a la sociedad **"PLASTIC OMNIUM SA (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

María Lucía Quinteiro
Abogada
T° 128 F° 871 C.P.A.C.F.

Bs. As., 30 DE OCTUBRE DE 2018 N° 151071-01

El Colegio Público de Abogados de la Capital Federal legaliza el presente documento y hace constar que: DRA. QUINTEIRO, MARIA LUCIA

está inscripto/a al T° 128 F° 0871, su matrícula se encuentra vigente y la firma inserta en el documento guarda formal concordancia macroscópica con la registrada en el legajo. La presente legalización no juzga sobre el contenido del documento.

Diego Gonzalo Carle
GERENCIA DE MATRÍCULA

INSPECCION GENERAL DE JUSTICIA FOLIO 57

ASAMBLEA GENERAL del 10 de mayo de 2017

Número de Orden	Año 2017 Día	Mes	Accionista Nombre y Apellido completo Documento de identidad Domicilio	Representante Nombre y Apellido completo Documento de identidad Domicilio	Cantidad de acciones o certificados	Números de los títulos acciones o certificados	Capital	Cantidad de votos	Firma
1	10	05	PlasticOmnium Equipamientos Exteriores SA	M. Cristina Tapia Sasot DNI 16.764.933 Av. L. N. Alem 592 6° piso C.A.B.A.	790676		$79067600	790676	

En la Ciudad de Buenos Aires, a los 10 días del mes de Mayo de 2017, siendo las 13:00 horas, se cierra el presente Registro de Asistencia, con la asistencia de un accionista, titular del 100 % del capital social y de los votos de la sociedad, conste.

DECLARACIÓN JURADA: María Lucía Quinteiro, abogada, inscripta al Tomo 128, Folio 871 de la matrícula que lleva el Colegio Público de Abogados de la Capital Federal, por la presente declaro bajo juramento que la presente es copia fiel del acta que obra al folio 49 del Libro de Depósito de Acciones y Registro de Asistencia a Asambleas N° 1, rubricado el 11 de junio de 2007, bajo el número 102678-97, perteneciente a la sociedad **"PLASTIC OMNIUM SA (antes denominada SOCIEDAD PLASTIC OMNIUM S.A.)**

María Lucía Quinteiro
Abogada
T° 128 F° 871 C.P.A.C.F.


MINISTERIO
INSPECCION GENER

Ministerio de Justicia y Derechos Humanos
Inspección General de Justicia

2018 - Año del Centenario de la Reforma Universitaria

Número Correlativo I.G.J.: 1640856 **CUIT:**
SOCIEDAD ANONIMA UNIPERSONAL (SAU)
Razón Social :
PLASTIC OMNIUM
(antes):
Número de Trámite: 7952081
C.Trám. Descripción
00713 MODIFICACION DE ADITAMENTO SAU

Escritura/s -

y/o instrumentos privados: 05/05/2017 - 10/05/2017

Inscripto en este Registro bajo el numero: 23301
del libro: 92 , tomo: -
de: SOCIEDADES POR ACCIONES

C.C.: 1 Buenos Aires, 05 de Diciembre de 2018

JAVIER RABOSTO
Coordinador
DEPARTAMENTO REGISTRAL
INSPECCION GENERAL DE JUSTICIA

0836668



Presentación de DJ por Internet

Acuse de recibo de DJ

Organismo Recaudador:	AFIP
Formulario:	**731 v570 - IVA**
CUIT:	**33-68843191-9**
Impuesto:	**30 - IVA**
Concepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Subconcepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Período:	**2023-03**
Nro. verificador:	416456
Cantidad de registros:	104

Fecha de Presentación:	2023-04-24 Hora: 12:07:08
Nro. de Transacción:	927022003
Código de Control:	cwKvjG
Usuario autenticado por:	AFIP (ClaveFiscal)
Presentada por el Usuario:	20124623511

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Verificador de integridad (algorítmo MD5)

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Conserve este Acuse de Recibo como comprobante de presentación

Datos sujetos a verificación

Presentación de DJ por Internet

Acuse de recibo de DJ

Organismo Recaudador:	AFIP
Formulario:	**731 v570 - IVA**
CUIT:	**33-68843191-9**
Impuesto:	**30 - IVA**
Concepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Subconcepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Período:	**2023-04**
Nro. verificador:	31739
Cantidad de registros:	105

Fecha de Presentación:	2023-05-22 Hora: 12:43:22
Nro. de Transacción:	932693264
Código de Control:	EtLKjI
Usuario autenticado por:	AFIP (ClaveFiscal)
Presentada por el Usuario:	20124623511

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Verificador de integridad (algorítmo MD5)

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Conserve este Acuse de Recibo como comprobante de presentación

Datos sujetos a verificación

Presentación de DJ por Internet

Acuse de recibo de DJ

Organismo Recaudador:	AFIP
Formulario:	**731 v570 - IVA**
CUIT:	**33-68843191-9**
Impuesto:	**30 - IVA**
Concepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Subconcepto:	**19 - OBLIGACION MENSUAL/ANUAL**
Período:	**2023-02**
Nro. verificador:	829119
Cantidad de registros:	85

Fecha de Presentación:	2023-03-27 Hora: 11:26:53
Nro. de Transacción:	919423916
Código de Control:	yUIv#Z
Usuario autenticado por:	AFIP (ClaveFiscal)
Presentada por el Usuario:	20124623511

[829119F0731.48d57e17e1d17b63c522b9bf2d481482.b64]

Verificador de integridad (algorítmo MD5)

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Conserve este Acuse de Recibo como comprobante de presentación

Datos sujetos a verificación

AFIP			CUIT: 33-68843191-9	
		Firma	Período fiscal	0 Orig. 1-9 Rectificativa
			02-2023	0
Impuesto al Valor Agregado			Actividad principal	Nº verificador
	Sello fechador de recepción	Carácter	343000	829119 / 123806
F.731	Apellido y nombre o denominación: PLASTIC OMNIUM S.A.U.			
				Versión 5.7.5

Datos identificatorios

Proyectos promovidos - Dtos. Nº2054/92 - 804/96 - 857/97	0	Proveedor de empresa promovida	No
Proyectos promovidos excepto los alcanzados por los Dtos. Nº2054/92 - 804/96 - 857/97	0	Agropecuario con pago anual	No

Determinación del impuesto de las actividades no amparadas por regímenes promocionales

Concepto		*Importe*
Saldo de proveedores por operaciones con empresas promovidas		0,00
Total del débito fiscal del período		243.816.064,07
Total del crédito fiscal del período		252.993.228,13
Ajuste anual del crédito fiscal por operaciones exentas	AFIP	0,00
	Contribuyente	0,00
Reducción del Saldo Técnico - Beneficio a pequeños contribuyentes Art. 12 Ley 27.618		0,00
Saldo a favor del período anterior		0,00
Impuesto facturado vinculado con exportaciones perfeccionadas o no en el período o asimilables		0,00
Saldo técnico a favor del responsable		9.177.164,06
Saldo técnico a favor de AFIP		0,00
Crédito fiscal a imputar a otros impuestos por compra de insumos de editores libros, folletos, etc.		0,00
Diferimiento F.518		0,00

Total F.515	0,00	**Total F.518**	0,00	**Total F.517/1**	0,00

Determinación de la declaración jurada mensual (incluídos los régimenes promocionales)

Saldo técnico a favor de AFIP	0,00
- Bonos Fiscales - Decreto N° 1.145/09	0,00
Certificados de crédito fiscal - RG 4212 - Art. 9º	0,00
Saldo técnico total a favor del responsable incluído el no liberado	9.177.164,06
Ley Nº 25.360/2000	0,00
Total de Otros Conceptos que disminuyen el "Saldo Técnico a favor del Responsable"	0,00
Saldo a favor del Responsable	9.177.164,06
Saldo a favor de libre disponibilidad del período anterior	20.986.555,85
Monto utilizado	0,00
Total de retenciones, percepciones y pagos a cuenta	69.062,48
Monto de retenciones agropecuarias devuelto en el período	0,00
Compensación con saldo a pagar del mercado interno	0,00
Saldo a favor de AFIP neto de compensaciones por exportaciones	0,00
Acrecentamiento por notas de crédito a responsables no inscriptos	0,00
Acrecentamiento por operaciones con responsables no inscriptos	0,00
Saldo de libre disponibilidad del período	21.055.618,33
Saldo de impuesto a favor de AFIP	0,00
Total de pagos no bancarios	0,00
Monto que se ingresa	**0,00**

Saldo anterior Cr. Fis. Exp.	Imp. solic. p/ dev. acred. o transf.	Saldo final Cr. Fis. Exp.
0,00	0,00	0,00

Reintegro por Operaciones de venta de bienes de capital

Débito Fiscal computable de las operaciones del período	0,00
Crédito Fiscal computable de las operaciones del período	0,00
Saldo a favor del contribuyente por operaciones del período (considerando alícuota general para el Débito Fiscal	0,00
Monto límite para solicitar en devolución	0,00



07313368843191902202382911948d57e17e1d17b63c522b9bf2d481482

Declaro que los datos consignados en este formulario son correctos y completos y que he confeccionado la presente utilizando el programa aplicativo (software) entregado y aprobado por la AFIP, sin omitir ni falsear dato alguno que deba contener, siendo fiel expresion de la verdad.

Impuesto al Valor Agregado		Firma	CUIT: 33-68843191-9	
			Período fiscal: 03-2023	0 Orig. 1-9 Rectificativa: 0
	Sello fechador de recepción	Carácter	Actividad principal: 343000	Nº verificador: 416456 / 113422
F.731	Apellido y nombre o denominación: PLASTIC OMNIUM S.A.U.			
				Versión 5.7.5

Datos identificatorios

Proyectos promovidos - Dtos. Nº2054/92 - 804/96 - 857/97	0	Proveedor de empresa promovida	No
Proyectos promovidos excepto los alcanzados por los Dtos. Nº2054/92 - 804/96 - 857/97	0	Agropecuario con pago anual	No

Determinación del impuesto de las actividades no amparadas por regímenes promocionales

Concepto		*Importe*
Saldo de proveedores por operaciones con empresas promovidas		0,00
Total del débito fiscal del período		288.474.398,30
Total del crédito fiscal del período		124.590.389,14
Ajuste anual del crédito fiscal por operaciones exentas	AFIP	0,00
	Contribuyente	0,00
Reducción del Saldo Técnico - Beneficio a pequeños contribuyentes Art. 12 Ley 27.618		0,00
Saldo a favor del período anterior		9.177.164,06
Impuesto facturado vinculado con exportaciones perfeccionadas o no en el período o asimilables		0,00
Saldo técnico a favor del responsable		0,00
Saldo técnico a favor de AFIP		154.706.845,10
Crédito fiscal a imputar a otros impuestos por compra de insumos de editores libros, folletos, etc.		0,00
Diferimiento F.518		0,00

Total F.515	0,00	**Total F.518**	0,00	**Total F.517/1**	0,00

Determinación de la declaración jurada mensual (incluídos los régimenes promocionales)

Saldo técnico a favor de AFIP	154.706.845,10
- Bonos Fiscales - Decreto N° 1.145/09	0,00
Certificados de crédito fiscal - RG 4212 - Art. 9º	0,00
Saldo técnico total a favor del responsable incluído el no liberado	0,00
Ley Nº 25.360/2000	0,00
Total de Otros Conceptos que disminuyen el "Saldo Técnico a favor del Responsable"	0,00
Saldo a favor de AFIP	154.706.845,10
Saldo a favor de libre disponibilidad del período anterior	21.055.618,33
Monto utilizado	0,00
Total de retenciones, percepciones y pagos a cuenta	14.641,58
Monto de retenciones agropecuarias devuelto en el período	0,00
Compensación con saldo a pagar del mercado interno	0,00
Saldo a favor de AFIP neto de compensaciones por exportaciones	133.636.585,19
Acrecentamiento por notas de crédito a responsables no inscriptos	0,00
Acrecentamiento por operaciones con responsables no inscriptos	0,00
Saldo de libre disponibilidad del período	0,00
Saldo de impuesto a favor de AFIP	133.636.585,19
Total de pagos no bancarios	0,00
Monto que se ingresa	**133.636.585,19**

Saldo anterior Cr. Fis. Exp.	Imp. solic. p/ dev. acred. o transf.	Saldo final Cr. Fis. Exp.
0,00	0,00	0,00

Reintegro por Operaciones de venta de bienes de capital

Débito Fiscal computable de las operaciones del período	0,00
Crédito Fiscal computable de las operaciones del período	0,00
Saldo a favor del contribuyente por operaciones del período (considerando alícuota general para el Débito Fiscal	0,00
Monto límite para solicitar en devolución	0,00



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Declaro que los datos consignados en este formulario son correctos y completos y que he confeccionado la presente utilizando el programa aplicativo (software) entregado y aprobado por la AFIP, sin omitir ni falsear dato alguno que deba contener, siendo fiel expresion de la verdad.

Impuesto al Valor Agregado		Firma	CUIT: 33-68843191-9	
			Período fiscal: 04-2023	0 Orig. 1-9 Rectificativa: 0
	Sello fechador de recepción	Carácter	Actividad principal: 343000	Nº verificador: 31739 / 175000
F.731	Apellido y nombre o denominación: PLASTIC OMNIUM S.A.U.			
				Versión 5.7.7

Datos identificatorios

Proyectos promovidos - Dtos. Nº2054/92 - 804/96 - 857/97	0	Proveedor de empresa promovida	No
Proyectos promovidos excepto los alcanzados por los Dtos. Nº2054/92 - 804/96 - 857/97	0	Agropecuario con pago anual	No

Determinación del impuesto de las actividades no amparadas por regímenes promocionales

Concepto		*Importe*
Saldo de proveedores por operaciones con empresas promovidas		0,00
Total del débito fiscal del período		198.090.351,05
Total del crédito fiscal del período		145.014.558,74
Ajuste anual del crédito fiscal por operaciones exentas	AFIP	0,00
	Contribuyente	0,00
Reducción del Saldo Técnico - Beneficio a pequeños contribuyentes Art. 12 Ley 27.618		0,00
Saldo a favor del período anterior		0,00
Impuesto facturado vinculado con exportaciones perfeccionadas o no en el período o asimilables		0,00
Saldo técnico a favor del responsable		0,00
Saldo técnico a favor de AFIP		53.075.792,31
Crédito fiscal a imputar a otros impuestos por compra de insumos de editores libros, folletos, etc.		0,00
Diferimiento F.518		0,00

Total F.515	0,00	**Total F.518**	0,00	**Total F.517/1**	0,00

Determinación de la declaración jurada mensual (incluídos los régimenes promocionales)

Saldo técnico a favor de AFIP	53.075.792,31
- Bonos Fiscales - Decreto N° 1.145/09	0,00
Certificados de crédito fiscal - RG 4212 - Art. 9º	0,00
Saldo técnico total a favor del responsable incluído el no liberado	0,00
Ley Nº 25.360/2000	0,00
Total de Otros Conceptos que disminuyen el "Saldo Técnico a favor del Responsable"	0,00
Saldo a favor de AFIP	53.075.792,31
Saldo a favor de libre disponibilidad del período anterior	0,00
Monto utilizado	0,00
Total de retenciones, percepciones y pagos a cuenta	19.645,80
Monto de retenciones agropecuarias devuelto en el período	0,00
Compensación con saldo a pagar del mercado interno	0,00
Saldo a favor de AFIP neto de compensaciones por exportaciones	53.056.146,51
Acrecentamiento por notas de crédito a responsables no inscriptos	0,00
Acrecentamiento por operaciones con responsables no inscriptos	0,00
Saldo de libre disponibilidad del período	0,00
Saldo de impuesto a favor de AFIP	53.056.146,51
Total de pagos no bancarios	0,00
Monto que se ingresa	**53.056.146,51**

Saldo anterior Cr. Fis. Exp.	Imp. solic. p/ dev. acred. o transf.	Saldo final Cr. Fis. Exp.
0,00	0,00	0,00

Reintegro por Operaciones de venta de bienes de capital

Débito Fiscal computable de las operaciones del período	0,00
Crédito Fiscal computable de las operaciones del período	0,00
Saldo a favor del contribuyente por operaciones del período (considerando alícuota general para el Débito Fiscal	0,00
Monto límite para solicitar en devolución	0,00

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Declaro que los datos consignados en este formulario son correctos y completos y que he confeccionado la presente utilizando el programa aplicativo (software) entregado y aprobado por la AFIP, sin omitir ni falsear dato alguno que deba contener, siendo fiel expresion de la verdad.

DRIVING A NEW GENERATION OF MOBILITY

UNIVERSAL REGISTRATION DOCUMENT 2022

Including the integrated report, the annual financial report, the corporate governance report, the statement of non-financial performance.

PLASTIC OMNIUM

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TRANSPARENCY AWARDS 2022 GOLD LABEL

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

PLASTIC OMNIUM

Plastic Omnium is a world-leading provider of innovative solutions for a unique, safer and more sustainable mobility experience. Innovation-driven since its creation, the Group develops and produces intelligent exterior systems, customized complex modules, lighting systems, clean energy systems and electrification solutions for all mobility players.
With €9.5 billion economic revenue in 2022 and a global network of 150 plants and 43 R&D centers, Plastic Omnium relies on its 40,500 employees to meet the challenges of transforming mobility.

UNIVERSAL REGISTRATION DOCUMENT

2022

Including:
the integrated report,
the annual financial report,
the corporate governance report,
the Statement of Non-Financial Performance

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Universal Registration Document was filed on March 24, 2023 with the French Financial Markets Authority (AMF - Autorité des Marchés Financiers), as the competent authority under Regulation (EU) No. 2017/1129, without prior approval pursuant to Article 9 of said Regulation.

The Universal Registration Document may be used for the purposes of an offering of securities to the public or the admission of securities for trading on a regulated market if accompanied by a transaction memorandum and, where applicable, a summary and all changes made to the Universal Registration Document. This set of documents is then approved by the AMF in accordance with Regulation (EU) No. 2017/1129.

This Universal Registration Document is a translation of the official Universal Registration Document including the 2022 annual financial report, which has been prepared in European Single Electronic Format (ESEF) and is available on our website www.plasticomnium.com

Pursuant to Article 19 of Regulation (EU) 2017/1129, the following information is incorporated by reference in this Universal Registration Document:

- The consolidated financial statements and statutory financial statements for the fiscal year ended December 31, 2021 and the corresponding audit reports appearing on pages 206 to 316 of the 2021 Universal Registration Document filed with the AMF on March 15, 2022 under reference number D.22-0101;
- The consolidated financial statements and statutory financial statements for the fiscal year ended December 31, 2020 and the corresponding audit reports appearing on pages 190 to 296 of the 2020 Universal Registration Document filed with the AMF on March 11, 2021 under reference number D.21-0110;

This is a translation into English of the Universal registration document of the company issued in French and it is available on the website of Compagnie Plastic Omnium SE.

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Integrated report

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DRIVING A NEW GENERATION OF MOBILITY



LAURENT BURELLE
Chairman of the Board of Directors



What a year!
75 years after it was founded, Plastic Omnium is reinventing itself.

With roots stretching back to 1875 when the UMDP* collected household waste and manufactured paint, varnish and fertilizer, in 1946 Plastic Omnium became a leading global supplier of fuel tanks, body panels and modules to the automotive industry. Fully committed to a transition to connected electric mobility, 2022 saw our Group massively ramp up our activities in the fields of lighting, electronics, software and digital technologies. Our shareholders and Board of Directors gave their backing to an impressive program of future-facing industrial investments in environmentally responsible and electric mobility. It was also a year when we broadened our range of new products and innovative skills in lighting, electric mobility and electronics. These investments and acquisitions in technologies for tomorrow's mobility mean that in the years ahead we will generate a significant proportion of our revenue from activities that align with our environmental commitments.
This transformation is rooted in the industrial excellence of our divisions and traditional products which, thanks to the profitability they generate and their appeal on the market, make it possible for us to explore new technologies and develop the products and services of the future.
My warmest thanks to all our employees, the women and men whose efforts on all these fronts give us the confidence to project ourselves into the future.
Our current financial solidity is a result of our traditional activities, which give us the resources needed to follow an independent strategy and make long-term investments in emerging technologies for the future.
With backing from highly committed family shareholders who hold a majority stake, Plastic Omnium benefits from a united, international management team that is fully focused on the mobility of the future.
As born entrepreneurs, we know the direction we must head in and we will support the actions of the new generation at the helm as they continue to ensure that Plastic Omnium is a responsible and profitable leader, delivering sustainable long-term growth.

LAURENT BURELLE
Chairman of the Board of Directors

*UNION MUTUELLE DES PROPRIÉTAIRES LYONNAIS

PLASTIC OMNIUM, A TECHNOLOGY COMPANY SUPPORTING ALL MOBILITIES

"Our purpose projects the Group into the future, with a powerful commitment to a mobility that is more sustainable, intelligent and connected."



LAURENT FAVRE
Chief Executive Officer

Looking back, how did Plastic Omnium perform in 2022?
Plastic Omnium recorded strong growth in an unpredictable geopolitical, energy and public health environment, with economic revenue up to €9.5 billion. Our Group outperformed its key markets, particularly in Europe, despite a shrinking overall market. This growth is primarily thanks to a number of excellent commercial successes across our Business Segments lines. In particular, we stepped up our commercial push into the hydrogen market, winning major contracts with Safra, Stellantis and Hyvia in France and Ford in the USA. Our recent acquisitions in lighting and electrification have further strengthened our growth and value creation profile. We have also reached a milestone in our innovation policy, with the launch of OP'nSoft, our own software house focused on embedded software solutions. And we continue to work resolutely on delivering our carbon neutrality roadmap and are ramping up the share of renewable energies in our energy mix.

What is the idea behind the Group's purpose, unveiled in May 2022?
Faced with an industry undergoing far-reaching transformation, the Group took an in-depth look at our strategy and how we see our markets. Our purpose, Driving a New Generation of Mobility, is the result. It projects the Group into the future, with a powerful

Plastic Omnium continued to deliver on its strategic roadmap in 2022, despite the invasion of Ukraine, inflation, and supply difficulties. The Group has consolidated its new positioning, backing it with a strategy focused on well-timed acquisitions.

commitment to a mobility that is more sustainable, intelligent and connected. And because the purpose reflects and acknowledges environmental and societal concerns, it also unites our entire 40,500 workforce around a common goal. The goal pursued by a Group determined to play a driving role in transforming mobility and in the energy transition.

What are the key trends changing the face of mobility?
Although they come in many different forms, all types of urban and intra-urban mobility are impacted by the rise of connectivity, active safety, and alternative energies. We live in a fast-changing world and Plastic Omnium is adapting to become a major partner to every actor in the mobility sector, providing them with technologies and services. Plastic Omnium's role has shifted from supplier to the automotive industry to technology partner. We strongly believe that the energy transition will see several combinations of technologies working side by side. And we offer high-end solutions for these technology combinations. Trends in the industry are also changing how we behave as a business. As a responsible industrial group, we hold ourselves to the same high standards of sustainability throughout our business, applying them to how we operate our plants, design our product innovations, and look after the well-being of our employees. This is the true meaning of our ambitious sustainability roadmap.

What is the Group's strategy to make these new forms of mobility possible?
Our roadmap centers on consolidating our leadership and diversifying our activities. We are focused on three areas: developing our product portfolio by growing our content and value per vehicle, generating a new profitable growth stream in electric mobility, connectivity and safety and, in the longer term, expanding our activities into services. These services might include recycling products, materials or electric cars maintenance. In 2030, 40% of our revenue will be generated by products not in our current product line-up, such as hydrogen, lighting and electrification. Historically, Plastic Omnium has always known how to anticipate new technologies and enter new markets. This remains very much the case today.

How are you making this transformation a reality?
We have invested heavily to make sure we are in a position to meet our customers' new requirements, such as in lighting and electrification technologies. Very few groups of our size were as active as us or invested as heavily as we did in 2022. Plastic Omnium is expanding and growing stronger, thanks to the creation of a new Lighting division following two strategic acquisitions and the complete integration of all the HPBO modules. Our goal is also to offer actors from the heavy mobility sector a complete energy line-up of battery packs and power electronics. Then there is the dedicated software organization, OP'nSoft, we have set up to speed up software development and facilitate its integration into the majority of our products.

What are the prospects for the short and medium term?
We know where we are heading, and are already feeling the first benefits of our transformation. Our priority is to support our workforce, beginning with successfully onboarding 7,000 new people who joined us in our Lighting, e-Power and Modules businesses. We are also focused on recruiting the new talents the Group needs to underpin its future growth. During this period of high inflation, we have to be able to continue financing our future and supporting it by rolling out our new technologies and structures, and by innovating in electrification, 4D imaging radar and new sustainable and recyclable materials. By following this daring path, with the backing of our solid financial structure and our values as an entrepreneurial family-owned business, we will succeed in making the difference.

"We have invested heavily to make sure we are in a position to meet our customers' new requirements, such as in lighting and electrification technologies. Very few groups of our size were as active as us or invested as heavily as we did in 2022."

TECHNOLOGY: CREATING OPPORTUNITIES

“Plastic Omnium significantly extended its range of expertise in 2022. We integrated new lighting and software activities as part of our mission to deliver mobility that is constantly safer and more connected. With these acquisitions and the complete integration of the modules business, Plastic Omnium now covers all its customers’ requirements with an integrated, high added-value range of products and services. In addition to its historical business lines, essential to the success of the energy transition, the Group has a unique integrated line-up of solutions to meet all the needs of its customers for ever safer and more connected mobility.”

FÉLICIE BURELLE



FÉLICIE BURELLE
Managing Director



INTELLIGENT EXTERIOR SYSTEMS

By adding intelligent functions – lighting, sensors, etc. – and extending the scope of what is possible in terms of design, Plastic Omnium is making cars safer, smarter and more stylish. Body panels are now packed with technologies that improve the driver experience, safety and vehicle looks. The result? A trendy car that will, in time, be made largely from bio-sourced or recycled materials.



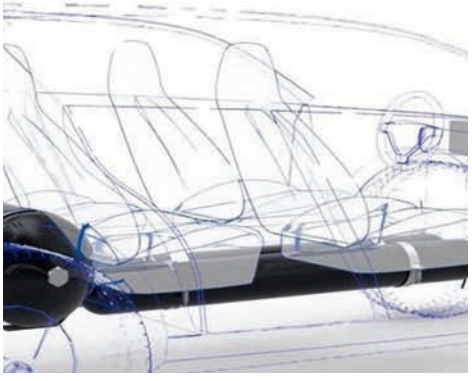
MODULES

This business develops, assembles and delivers complex and customizable modules for just-in-sequence production. HBPO, the global leader* now fully owned by Plastic Omnium, develops modules that are ever more integrated: front-end and cockpit modules, center consoles and charge LIDs. It leverages the opportunities created by new functions and vehicle architectures to develop new modules and services.



CLEAN ENERGY SYSTEMS

Global leader in onboard energy storage and emission reduction systems*, Plastic Omnium develops solutions for every type of powertrain: fuel, diesel, hybrid, plug-in hybrid and all-electric. Driving the shift to decarbonized mobility, it is at the forefront of electrification with the acquisition of its e-Power business for developing onboard battery systems for hybrid and all-electric vehicles.



NEW ENERGIES

As the global benchmark in hydrogen mobility, the Group develops storage systems and solutions for all forms of hydrogen mobility: cars, trucks and trains. The business' expertise covers a large portion of the value chain with high-pressure hydrogen storage solutions, fuel cell manufacturing, and an integrated hydrogen system that ensures onboard technologies operate correctly.



LIGHTING

Plastic Omnium's new Lighting division strengthens its presence across the complete lighting value chain with a broad range of components and products, all the way up to complete headlight assemblies. The division designs interior and exterior lighting solutions to make cars even more comfortable and safer. By leveraging synergies between its lighting, bumper and front-end module businesses, Plastic Omnium offers its customers a unique portfolio of integrated products.

*Source: internal study based on S&P Global Mobility data

PROFILE

ECONOMIC REVENUE





EUROPE

48% of revenue*

23 R&D centers
62 plants



NORTH AMERICA

29% of revenue*

8 R&D centers
24 plants



CHINA

12% of revenue*

4 R&D centers
38 plants



ASIA (W/O CHINA)

8% of revenue*

7 R&D centers
16 plants



REST OF THE WORLD
South America/Africa

3% of revenue*

1 R&D center
10 plants

*Economic revenue

5 ACTIVITIES

INTELLIGENT EXTERIOR SYSTEMS
CLEAN ENERGY SYSTEMS
NEW ENERGIES
MODULES
LIGHTING

22 M
bumpers produced every year

1 in every 6 vehicles produced is equipped by Plastic Omnium*

1 M
tailgates produced every year

1 in every 3 vehicles produced is equipped by Plastic Omnium*

5 M
front-end modules produced every year

1 in every 5 front-end modules produced is a Plastic Omnium* front-end module

18 M
fuel tanks and emission reduction systems produced every year

1 in every 5 vehicles is equipped by Plastic Omnium*

40,500
employees



43
R&D centers



150
plants



93
customer brands



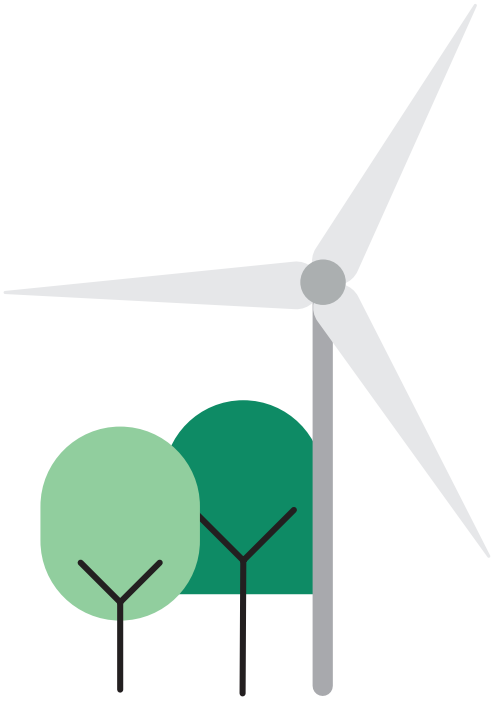
28
countries



*Source: internal study based on S&P Global Mobility data

OUR PERFORMANCE

Plastic Omnium recorded a sizeable increase in revenue in 2022, outperforming the global automotive industry*.
The year was marked by a strategy for sustained external growth and major new orders in hydrogen.
The Group has managed its costs efficiently to combat rising prices, particularly for energy, while continuing to roll out its carbon neutrality roadmap.



*Source: S&P Global Mobility automotive production data, February 2023

SAFETY

FR2*: 0.78
(excl. Lighting)

*Workplace accident rate frequency, with lost and non-lost time

NON-FINANCIAL RATING

ECOVADIS 80/100
Platinum status

CDP CLIMAT A-

YOUTH TRAINING

1,204
interns, VIE and work-study trainees

RENEWABLE ENERGY

25.5 GWh produced at Plastic Omnium sites
= **10,000 TONNES OF CO_2 SAVED**

LOWER CO_2 EMISSIONS

Scopes 1 and 2: **-9%**
Scope 3: **-5%**

DIVERSITY

31% WOMEN
in the Group

23.2% WOMEN
engineers and managers

SUPPLIERS

95% OF GROUP PURCHASES
evaluated as part of the "Know Your Suppliers" approach

200 SUSTAINABILITY AMBASSADORS

volunteers committed to
BOOSTING SUSTAINABILITY

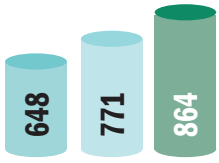
TAXONOMY

19% OF ECONOMIC REVENUE
eligible for the climate change mitigation objective

Definitions for financial indicators and their methods of calculation based on the consolidated financial statements are provided in the Financial Glossary (pages 377/378)



ECONOMIC REVENUE
€BN



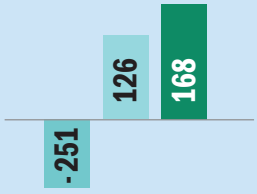
EBITDA
€M



EXCL. 2022 ACQUISITIONS



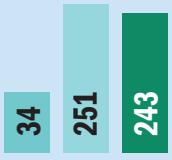
OPERATING MARGIN
€M



NET RESULT
GROUP SHARE/€M



ECONOMIC REVENUE
€BN



FREE CASH FLOW
€M



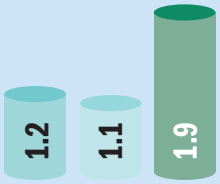
LIQUIDITY
€BN



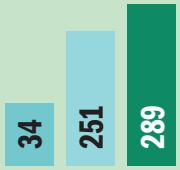
OPERATING MARGIN
€M



NET DEBT
€M



NET DEBT/EBITDA



FREE CASH FLOW
€M

GOVERNANCE THAT SETS THE COURSE

The sixteen members of Plastic Omnium's Board of Directors have a range of complementary skills in the managerial, industrial, commercial, financial, and non-financial fields. Five of them are independent directors and another five are members of the Burelle family who founded the Group. Board members use their complementary experience and detailed knowledge of Plastic Omnium and its business environment to set the Group's strategic objectives and oversee its activities. They provide insightful advice about the Group's transformation and investments for the future, mindful always of social and environmental concerns.

57%
women

61
average age

36%
independent directors

COMPAGNIE PLASTIC OMNIUM SE SHAREHOLDERS:

60%
Burelle SA

38%
Public

2%
Treasury stock group savings scheme

THE BOARD'S WORK IS SUPPORTED BY THREE SPECIALIZED COMMITTEES:

AUDIT COMMITTEE

APPOINTMENTS AND CSR COMMITTEE

COMPENSATION COMMITTEE

BOARD OF DIRECTORS AS AT DECEMBER 31, 2022



LAURENT BURELLE
Chairman of the Board of Directors of Compagnie Plastic Omnium SE.
Director since 1981



LAURENT FAVRE
Chief Executive Officer of Compagnie Plastic Omnium SE.
Director since 2020



FÉLICIE BURELLE
Managing Director of Compagnie Plastic Omnium SE.
Director since 2017



ANNE ASENSIO*
Member of the Compensation Committee.
Director since 2011



MARTINA BUCHHAUSER*
Director since 2022



AMANDINE CHAFFOIS
Director representing employees since 2019



ANNE-MARIE COUDERC
Chairwoman of the Appointments and CSR Committee.
Member of the Compensation Committee. Director since 2010



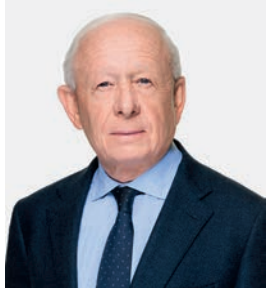
PROF. DR BERND GOTTSCHALK
Director since 2009



IRENEUSZ KAROLAK
Director representing employees since 2019



VINCENT LABRUYÈRE
Member of the Audit Committee.
Director since 2002



PAUL HENRY LEMARIÉ
Managing Director of Burelle Participations.
Director since 1987



ELIANE LEMARIÉ
Permanent representative of Burelle SA, member of the Appointments and CSR Committee.
Director since 2009



LUCIE MAUREL AUBERT*
Chairwoman of the Audit Committee and member of the Appointments and CSR Committee.
Director since 2015



JEAN BURELLE
Director from 1970 to 2021.
Non-voting board member since February 17, 2021.
Honorary Chairman of Compagnie Plastic Omnium SE



ALEXANDRE MÉRIEUX*
Chairman of the Compensation Committee.
Director since 2018



CÉCILE MOUTET
Director since 2017



ELISABETH OURLIAC*
Director since December 2022

***INDEPENDENT DIRECTOR**

PREVENTING AND MANAGING RISKS

In a world exposed to permanent crisis, Plastic Omnium is structured in a way that ensures it can anticipate and deal with all types of crisis. It implements preventive, scalable and responsive measures to manage each type of risk.

Plastic Omnium combines responsibility with independent judgement and has three levels of actors in place to oversee risk control processes:

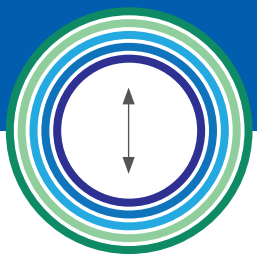
OPERATIONAL DEPARTMENTS

GROUP FUNCTIONAL DEPARTMENTS

INTERNAL AUDIT

AUDIT COMMITTEE

BOARD OF DIRECTORS



EXTERNAL AUDIT

EXECUTIVE MANAGEMENT

DIVISION
BUSINESS UNIT (REGION)
COUNTRY - ENTITY

LEGAL & FINANCIAL COMPLIANCE
SUSTAINABILITY
RISK MANAGEMENT
INFORMATION SYSTEMS
HUMAN RESOURCES

ROLE
Coordinate the operation of internal control processes

ROLE AND MISSIONS
Identify risks associated with activities
Apply applicable regulations
Set out tangible policies and procedures
Implement corrective actions required by internal audit

ROLE AND MISSIONS
Control and surveillance recommendations for action plans

INTERNAL CONTROL AND COMPLIANCE COMMITTEE

1ST LINE OF CONTROL
OPERATIONAL MANAGEMENT

2ND LINE OF CONTROL
GROUP FUNCTIONS

3RD LINE OF CONTROL
INTERNAL AUDIT





A MANAGEMENT TEAM THAT SETS THE PACE

The Executive Committee oversees the transformation of Plastic Omnium and ensures its social and environmental commitments are respected. In 2022, it reached several significant milestones on the pathway to reshaping a more diversified Group. Merging the human resources and sustainability departments is a clear signal of the increasingly central part that people play in Plastic Omnium's strategy. Every member fully embraces the Group's purpose: Driving a New Generation of Mobility.

AS AT DECEMBER 31, 2022

RODOLPHE LAPILLONNE, SENIOR EXECUTIVE VICE-PRESIDENT – EXECUTIVE VICE-PRESIDENT PURCHASING PERFORMANCE . **DAMIEN DEGOS,** EXECUTIVE VICE-PRESIDENT PURCHASING PERFORMANCE . **KATHLEEN WANTZ-O'ROURKE,** GROUP CHIEF FINANCIAL OFFICER AND CHIEF INFORMATION OFFICER . **CHRISTIAN KOPP,** PRESIDENT AND CEO - CLEAN ENERGY SYSTEMS . **STÉPHANE NOËL,** PRESIDENT AND CEO - INTELLIGENT EXTERIOR SYSTEMS - ACTING PRESIDENT AND CEO - LIGHTING **MARC PERRAUDIN,** CHIEF EXECUTIVE OFFICER - NEW ENERGIES **MARTIN SCHÜLER,** PRESIDENT AND CEO - MODULES . **CÉCILE CANET-TEIL,** VICE-PRESIDENT COMMUNICATIONS . **FÉLICIE BURELLE,** MANAGING DIRECTOR . **ALEXANDRE CORJON,** EXECUTIVE VICE-PRESIDENT INNOVATION & SOFTWARE . **LAURENT FAVRE,** CHIEF EXECUTIVE OFFICER . **VALÉRIE BROS,** CORPORATE SECRETARY AND EXECUTIVE VICE-PRESIDENT LEGAL AFFAIRS **DAVID MENESES,** EXECUTIVE VICE-PRESIDENT PEOPLE & SUSTAINABILITY

2022 HIGHLIGHTS

DRIVING A NEW

UNVEILING THE PURPOSE
Driving a New Generation of Mobility expresses Plastic Omnium's determination to play a driving role in transforming mobility and the energy transition.

NEW LIGHTING DIVISION
Acquisition of AMLS and VLS, together forming the new Lighting division that aims to emerge as a major player in automotive lighting.

NEW E-POWER BUSINESS
Acquisition of Actia Power, expert in heavy mobility battery systems, leading to the creation of our e-Power business, a further step forward in electrified mobility.

SOFTWARE EXPERTISE
Creation of OP'nSoft, a new cross-disciplinary activity focused on developing embedded software to offer our custumers unique integrated solutions and services addressing the growing role of software in vehicule design.

INNOVATION CHALLENGE
Launched in 2022, the Innovation Challenge leverages open innovation and collective intelligence to imagine the future of eco-designed vehicles. It rewarded the Smart Polymer Bumpers project, which extends vehicle lifetimes.

4D RADAR
Plastic Omnium's 4D imaging radar, developped with Greenerwave, won a PACEPilot award, which recognizes pre-commercial or post-pilot innovations in the field of future mobility.

TWO INNOVATION AWARDS AT CES LAS VEGAS
Two lighting projects were awarded in the run-up to CES Las Vegas in January 2023: dynamic welcome light projection, and the intelligent off-road mobility lighting system.

1ST PRE-DEVELOPMENT FOR THE FRUNK MODULE
Plastic Omnium Modules is innovating with a redesign of the front trunk for electric vehicles. It offers several versions that incorporate functions for vehicle maintenance, battery operation and storage modules. The key concepts are functionality and customization.

2022 was a year of accelerating change for a Group that demonstrated its robustness and ambition. Electrification, lighting, modules: Plastic Omnium is transforming itself and investing in the future. And the first successes are already here.

GENERATION OF MOBILITY

WELCOME
Over 7,000 new employees joined Plastic Omnium from Actia Power, AMLS and VLS. They all share the same passion for mobility.

COMMITTED MANAGEMENT
Creation of a unified human resources and sustainability department to combine and share the commitments common to these two functions. A development that highlights the central part people play in the Group's strategy.

AWARENESS-RAISING WITH ACT FOR ALL™
Held this year on November 15, the 4th annual ACT FOR ALL™ day was attended in 27 countries, helping to boost teams' awareness of the program's three pillars.

1ST SUCCESS FOR THE LID MODULE
A first order from a major US automaker for the innovative multi-functional charging LID module for electric cars.

HYDROGEN BUSES
Plastic Omnium won a contract to supply high-pressure hydrogen tanks and fuel cell systems to Safra, France's leading manufacturer of hydrogen buses.

BATTERY PACKS FOR HEAVY MOBILITY
Battery pack integration for heavy commercial vehicles with Hyliko and for trains with Alstom.

COMMERCIAL AVIATION
EKPO received an order from Aerostack, its joint subsidiary with Airbus, for fuel cells to equip hydrogen-powered electric aircraft.

BUSINESS MODEL FOCUSED ON THE FUTURE

RESOURCES

OPERATIONAL EXCELLENCE

124 LAUNCHES IN 2022
27% of them for electric vehicles

16% OF ECONOMIC REVENUE*
from electric vehicle solutions, +2 points vs. 2021

29% OF ECONOMIC REVENUE* FROM NORTH AMERICA,
+3 points vs. 2021

OMEGA
transformation program

Plant competitiveness and digitalization for
INDUSTRY 4.0

INNOVATIONS

2,911 ENGINEERS

3.2% OF CONSOLIDATED REVENUE
invested in R&D

€376M INVESTED
in hydrogen since 2015

2,309 PATENTS, EXCL. LIGHTING

RESEARCH PARTNERSHIPS
and Open Innovation-based partnerships with startups

*Economic revenue excl. fuel systems

DRIVING A NEW GENERATION

SUSTAINABILITY

Merger of
HUMAN RESOURCES AND SUSTINABILITY DEPARTMENTS

Climate objectives:
CARBON NEUTRALITY
scopes 1 and 2 in 2025
scopes 1, 2, 3 in 2050

COMMITTED PARTNERS:
95% of Group purchases evaluated as part of our "Know Your Suppliers" policy

Programs:
TOP PLANET - ACT FOR ALL™
SUSTAINABILITY AMBASSADORS

TECHNOLOGIES

POWERTRAIN
Internal combustion
Hydrogen
Battery systems

EXTERIOR SYSTEMS
Lighting
Global offer combining modules, bumpers and lighting

OP'NSOFT
Software developments for software-defined vehicles

VALUE CREATION

PEOPLE

FR2*
(excl. Lighting)
0.78

90% OF SITES
have a safety campaign

40,500 EMPLOYEES

1,204 INTERNS, VIE AND WORK-STUDY TRAINEES
in 2022

81% OF SITES INVOLVED
in local community outreach in 2022

*Workplace accident rate frequency, with lost and non-lost time

PROFIT

93 CUSTOMER BRANDS

ECONOMIC REVENUE
€9.5Bn +9.7% vs. 2021 (like-for-like)

EBITDA
€864m vs. €771m in 2021

NET RESULT GROUP SHARE
€168m vs. €126m in 2021

FREE CASH FLOW
€243m vs. €251m in 2021

PROPOSED DIVIDEND
€0.39 per share
+39% vs. 2021

OF MOBILITY

PLANET

TAXONOMY: 19%
of economic revenue eligible for the climate change mitigation objective

32% OF ELECTRICTY PURCHASED
are from renewable sources

86% OF WASTE RECOVERED AND RECYCLED

13 SITES PRODUCE RENEWABLE ELECTRICITY
photovoltaic panels, wind turbine

12 ADDITIONAL SITES
in 2023

CDP: A- (CLIMATE QUESTIONNAIRE)
ECOVADIS: 80/100 - PLATINUM STATUS



01

INSPIRED MOBILITY

Plastic Omnium is accelerating its diversification with a range of integrated solutions providing high added value.

The transformation of Plastic Omnium mirrors the transformation of mobility, as the Group becomes a technology partner supporting the shift to sustainable mobility. It designs solutions that are safe, clean and attractive with a high concentration of content per vehicle. It is expanding its activities to include lighting and electric mobility so it can respond to changing habits, offer a unique travel experience, and meet the challenges of energy transition. Electrification and connectivity mean that Plastic Omnium can incorporate more functions and components into its modules, which are increasingly intelligent, customized and stylish. Software, now omnipresent in bodywork panels, cockpits and center consoles, is a specialty in its own right. With the creation of OP'nSoft, the Group is ensuring it has the dedicated resources needed to develop software for embedded products, connected services and their updates.

SOLUTIONS FOR ALL MOBILITIES

"The energy transition, connectivity, active safety, and new uses are shaking up mobility."



FÉLICIE BURELLE
Managing Director

"We're at a turning point as mobility reinvents itself, leading to a shift in the frontiers that used to define the industry as we know it."

What are the key trends influencing today's mobility?
Energy transition, connectivity, active safety and new uses are all game-changers. Across the world, the growing importance of software, regulatory momentum and the public's desire for forms of mobility that are more environmentally responsible are combining to speed up the pace of transformation in our industry, a process that in turn creates new opportunities for us. This is the conviction that drove us to define a purpose, Driving a New Generation of Mobility, that symbolizes our strategic goals, expresses the meaning behind the Group's transformation, and opens the door to new areas for us to explore.

How are uses changing?
They are changing extremely quickly, driven by what users expect and by innovations designed to cut the carbon footprint of mobility but also by energy prices, especially in Europe. The fast-moving rollout of new infrastructure and the local regulatory framework are two further factors that impact the nature and speed of these transformations. Cities are seeing the emergence of forms of mobility that are shared just as much as they are owned. Users everywhere are demanding mobility that is more environmentally responsible and affordable, and are adopting new types of behavior. This process is seen most clearly in the growth of e-mobility, which makes it possible to offer users new functions. For example, our "FRUNK" can convert space where the engine used to be into a refrigerator. For some people, comfort and design are still important criteria when making their choices, as is clear from developments in lighting, a key component in a vehicle's look and customization, and digital light projections on the ground used to welcome passengers. For others, frugality and eco-design are the determining factors, as illustrated by our customers' growing interest in recycled materials.

From energy transition to digital implementations, mobility is undergoing profound transformations as it becomes more sustainable and more technology-focused. Plastic Omnium is extending its range of products and services for all powertrains, and focusing on software to meet the growing needs created by new mobilities.

How are you adapting your products to these new trends?
We have secured several targeted strategic acquisitions that means we are now in a position to serve all forms of mobility and powertrains, from traditional ICE to hybrids, electric and hydrogen. The acquisition of e-Power in 2022 gave us a new technology platform for designing electronic components and systems for storing and managing electrical energy, aimed at heavy mobility customers. Our product portfolio is expanding, for instance with our acquisitions in lighting, allowing us to offer a major new component in terms of style, safety and comfort and whose connectivity with the rest of the vehicle is key. Synergies with our module and bumper activities mean we can offer our customers solutions that are completely integrated. Lastly, we have also just launched OP'nSoft, an activity 100%-focused on the software that is becoming central to every system we design.

What role does innovation play?
We're at a turning point as mobility reinvents itself, leading to a shift in the frontiers that used to define the industry as we know it. This disruption drives us to take a fresh look at innovation, sealing new partnerships such as, in France, the 2022 agreement with the CEA (French Alternative Energies and Atomic Energy Commission) for developing new electrical technologies, or the tie-up in the USA with MIT (Massachusetts Institute of Technology). We have also entered into an agreement with TotalEnergies to design recycled materials that will meet the automotive industry's demanding standards. When it comes to decarbonizing our activities, Schneider Electric is supporting us as we roll out our roadmap. Our practices in terms of innovation are changing too, as exemplified by the Innovation Challenge which sees employees team up with outside actors to propose innovative projects. The 2022 Challenge focused on our commitment to environmental responsibility, looking at recycled materials and eco-design for vehicles. We are also increasingly turning to an open innovation approach in our work with startups, a process that introduces us to technologies that are advanced, agile, or even disruptive. Multiform and open, innovation is at the heart of our strategy.

38%
of light vehicles will be zero emission in **2030**

90%
of light vehicles will be connected in **2035**

83%
of light vehicles will be partially self-driving in **2030**

(Source: S&P Global Mobility 2022, Frost & Sullivan 2022, McKinsey 2021)

AT THE FOREFRONT OF TRANSFORMATIONS IN MOBILITY

More safety, more enjoyment, less carbon. At the CES 2023 event in Las Vegas, Plastic Omnium showcased its innovations for an age where mobility has never been more connected and interconnected, and roads are shared by many different forms of mobility.
The Group has the technological and digital expertise to offer solutions that combine frugality with comfort, intelligence and safety. For a sustainable mobility that continues to inspire.



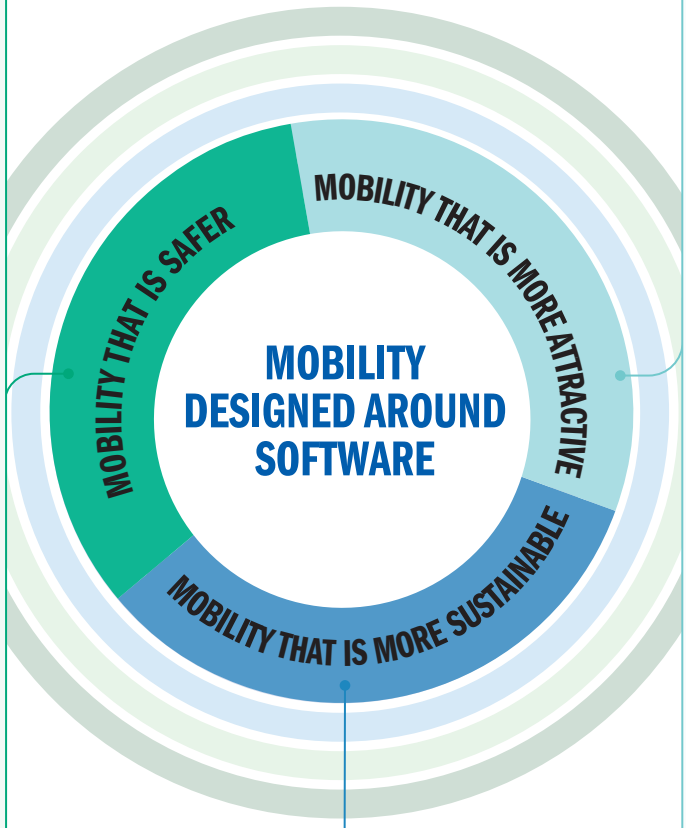
Vehicle body panels are no longer simply a commodity, they are packed with technology and incorporate complex functions such as advanced lighting solutions and a range of ever more sophisticated sensors.
The aim? Increased safety.



4D IMAGING RADAR
that offers high-resolution monitoring of the environment no matter the weather conditions.



SMART LIGHTING TECHNOLOGIES
able to anticipate and inform.



Convenience, comfort, looks: mobility is evolving to reflect changing consumer tastes.
The aim? Increased enjoyment.



TRENDS WALL
WALL featuring all the design possibilities for vehicle body panels.



PROJECTION SOLUTIONS
for personalized interior and exterior lighting



FRONT TRUNKS
for electric vehicles, offering new features to end-users.



CHARGE LID MODULE
to make charging safer and easier for users.

We are convinced that the energy transition will not happen with any single type of powertrain, but with a combination of solutions, and we are ready!
The aim? Decarbonized mobility.



TRENDS WALL
showing materials of the future for vehicle body panels.



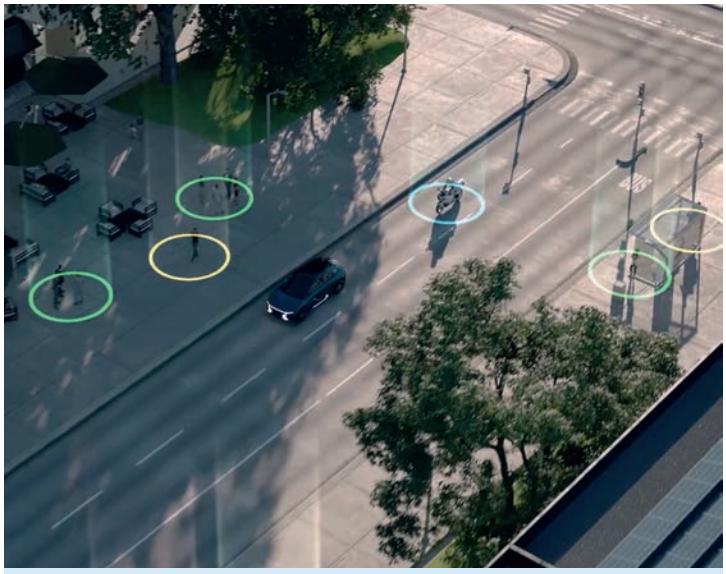
INNOVATIONS IN HYDROGEN



INNOVATIONS IN BATTERY PACKS
and power electronics.

VEHICLES THAT ARE MORE CONNECTED AND STYLISH THAN EVER

Vehicles' bodywork components and passenger compartments continue to become more personalized, stylized and intelligent. Plastic Omnium designs, produces and assembles complex modules that offer new experiences and make journeys safer.



Making cars safer

Plastic Omnium embeds a growing number of technologies into bodywork parts and functions into surfaces. It aims to sell radar components or bumpers with embedded radar that are invisible to the naked eye. Together with Greenerwave, it is developing a 4D imaging radar. This technology offers a combination of excellent resolution, resilience and reliability under all weather conditions, providing a 300-meter view ahead.

More style, longer range

Design contributes to an electric vehicle's range by helping to boost aerodynamic performance. From sweeping hoods to flat surfaces, the core concern is moving smoothly through the air. The global benchmark for the design and manufacture of bumpers and front-end modules, Plastic Omnium creates parts that make a vehicle both efficient and safe.

Style that looks great and helps the planet

With its Trends Wall, Plastic Omnium gives everybody the chance to design their own vehicles with their choice of shapes, materials and functions. With designs ranging from the most traditional to the most disruptive, the customer chooses the level of personalization they want for their vehicle while also reducing its environmental impact. The Group can produce bumpers that contain as much as 50% recycled materials, without compromising their looks in any way.

Style that improves comfort

Electric cars offer more space inside the vehicle, with interior lighting that is more sophisticated and adapted to suit particular activities. Its center consoles and cockpits are key elements in a vehicle's look, perceived quality (surfaces, materials and colors) and the safety of its passengers. Plastic Omnium can integrate as many as 150 separate components into each cockpit module.

NEW MANUFACTURING TOOL

Sigmatech, our research and development center near Lyon, France, specializing in exterior bodywork panels, now boasts a 2,700-tonne double-injection molding press. It is used to produce smart, very large bodywork panels that combine optical and electromagnetic transparency with freedom of design. This innovation was used, among other things, to design and produce the rear tailgate for the new electric sedan from Lucid.

MORE THAN JUST LIGHT

Style, safety and comfort: automotive lighting is emerging as a central element in the car of tomorrow. Plastic Omnium now provides an integrated and distinctive portfolio of solutions for every lighting need. For a truly unique travel experience.



Creation of a Lighting division

2022 saw the establishment of this new division as a result of two major acquisitions. The Group merged Automotive Lighting Systems GmbH (AMLS), a German automotive lighting specialist, with Varroc Lighting Systems, global supplier of automotive lighting systems. Covering the complete lighting value chain, Plastic Omnium is portfolio ranges from components to complete headlights. Thanks to the synergies between its lighting, bumper and front-end module businesses, it is the only supplier with the ability to design fully integrated intelligent exterior systems.

Improving safety

Today, intelligent lighting offers users new experiences and enhanced comfort as well as being a major driver for improved safety. Front, rear and signal lighting are all vital for onboard vehicle safety and for the safety of other road users. Plastic Omnium offers advanced driver-assistance services and systems. The Group never stops innovating, optimizing front-end and signal lighting and offering drivers ever higher levels of assistance and safety. It also develops intelligent lighting systems for all-terrain mobility, an award-winner at CES Las Vegas 2023, and for projecting information onto the road to communicate with other vehicles and pedestrians.

Supporting the future of mobility

With the rise of electric mobility, automakers are on the lookout for dynamic lighting designs to personalize their products and ensure their marque stands out. Integrated into exterior plastic parts, solutions from Plastic Omnium offer outstanding stylistic freedom. Plastic Omnium has developed the Dynamic Welcome Light Projection System that displays an image on the ground. The same lighting display is used in the passenger compartment, with ambient lighting that adapts to suit driver and passenger activities. And the headliner becomes a lighting console that makes it easy to read.

THE ELECTRIC CAR: REINVENTING USES

Electric cars are shaking up vehicle design and architecture as well as the modules used in their conception. Plastic Omnium is redesigning the style and functions offered by electric vehicle modules to win over customers eager for a new experience.



Shifting to multi-functional modules

Electric mobility opens the doors to new vehicle layouts. Components are becoming ever more compact, and changes in battery model architecture, with battery packs increasingly fitted under the floor, are altering the amount and shape of space available. Plastic Omnium is maximizing the opportunities presented by the new architectures associated with the electrification of vehicles by designing value-added modules that enhance user comfort and experience.

Frunk module: a whole new service

With no engine or related parts - filters, V-belts, plugs, clutch - the electric car's front trunk offers new space to fill. The Group has completed predevelopment of a module that can be used for storage (camping gear, e-scooter connected to wireless charging point, etc.), for recharging electronic equipment, or for a small tank holding wash liquid for sensors and cameras. Highly modifiable and focused on real-life uses, the Frunk module offers consumers a host of new services.

Charge LID of the future

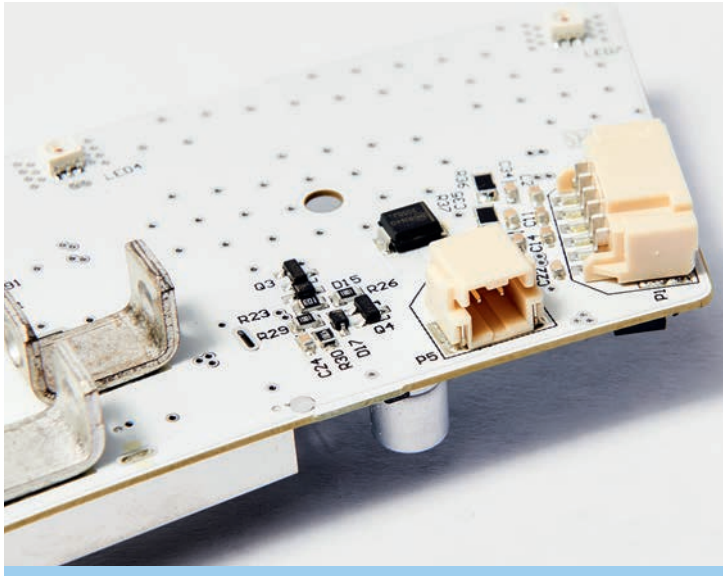
Electric car charging systems open the door to multiple new applications. Plastic Omnium has created a charge LID port packed with technology. It features a lid that opens automatically, lighting solutions to help drivers, particularly when charging at night, a charge-level indicator and a vibrating de-icer function. The charge LID system is a solution that supports the rollout of self-driving vehicles.

"The growing prevalence of electric cars has given a real boost to the module business as they become increasingly multi-functional and services-focused."

MARTIN SCHÜLER, PRESIDENT & CEO MODULES

RISING TO THE SOFTWARE CHALLENGE

Plastic Omnium has created OP'nSoft, a specialist structure dedicated entirely to software development. Working across all our business lines, it supports the increasingly central role software plays in responding to our customers' requirements and in our expanded product portfolio.



Rethinking cars with software at its core

Electric, connected, shared: every trend shaping the car of tomorrow is highly software-centric. Software is central to the latest products to join Plastic Omnium's portfolio: lighting, radar and fuel cells. The Group now thinks of cars entirely in terms of software, with less of a focus on mechanical aspects. As software-defined vehicles become the norm, software lies at the heart of the strategy designed to increase Plastic Omnium's content per vehicle. Connected to the cloud, software is updated automatically without the need for any outside intervention.

An in-house software structure

Plastic Omnium created OP'nSoft to ensure that its technologies align fully and perform optimally with automakers' software, making it a supplier of choice. Currently with a 40-strong workforce that will grow to 120 in 2023 and 250 in 2025, OP'nSoft works for the Group's divisions on a supplier-customer model to develop software for embedded products and connected services. Its software architects use lean methodology and are part of the project teams. They work in fields as varied as driver assistance systems, fuel cells, electrification, cybersecurity and lighting.

A strategy focused on open innovation

To accelerate its move into embedded software and disruptive technologies, Plastic Omnium continues to forge alliances with startups and deep tech companies. For example, it collaborates with Greenerwave on transferring telecommunications technologies to an automotive environment (4D radar), and with Alkalee to facilitate the integration by automakers of Plastic Omnium's software applications.

X 3

SOFTWARE'S SHARE OF VEHICLE VALUE BY 2030


FSD-753(12)
RIKEN KEIKI Co., Ltd.
PLASTIC OMNIUM
WARNING FIRE OR EXPLOSION HAZARD
Failure to follow safety warnings exactly could result in serious injury, death or property

02

TECHNOLOGICAL MOBILITY

Plastic Omnium provides technologies to support its customers in their energy transition, working across all powertrain types.

Plastic Omnium has the complete array of technological expertise needed to meet the needs of mobility players and comply fully with all regulations. Its range of energy storage systems covers all powertrains types: internal combustion, electric hybrid, battery or hydrogen. The Group has taken a significant step forward in its electrification strategy with the creation of its e-Power business to accelerate time-to-market for innovative electric vehicle solutions. In response to automakers' demands for greater sustainability at every stage of the vehicle parts lifecycle, Plastic Omnium is innovating and forging alliances to eco-design vehicles and boost the portion of recycled materials used, including for external parts.

TECHNOLOGY LEVERAGING



"Yesterday we produced mechanical parts, tomorrow almost everything we produce will be electronic products that rely increasingly on software."

CHRISTIAN KOPP
PRESIDENT AND CEO CLEAN ENERGY SYSTEMS

"Plastic Omnium is convinced that e-fuels and hydrogen are both vital to the success of the industry's transformation."

ALEXANDRE CORJON
EXECUTIVE VICE-PRESIDENT
INNOVATION & SOFTWARE

ENERGY TRANSITION

The technological revolution Plastic Omnium is embarking on is seeing a transformation of its product portfolio, with its center of gravity switching from mechanically-based to software-based. The Group has chosen to make this shift through cooperation, integration and the acquisition of new skills.

How does innovation drive transformations in mobility?

Christian Kopp: The transformation of mobility happens thanks to technological breakthroughs. Our focus in no longer on optimizing technological solutions, but on rolling out new technologies and design processes, often involving radical changes to how vehicles' primary functions work. Where there were once a handful of electronic components, we are now seeing dozens if not hundreds of microprocessors in every car.

Alexandre Corjon: Technology alone is not enough to deliver a true ecological transition. Technology is a tool that allows us to offer solutions that are financially acceptable to our end customers. This applies to batteries, where prices have fallen constantly over the past decade, and electronics, where we are identifying new components that will deliver lower costs.

What technologies does Plastic Omnium believe in?

C.K.: We believe that the energy transition will not happen only thanks to battery electric vehicles. This is not a one-size-fits-all solution and we believe that meeting tomorrow's mobility challenges will require a mix of powertrains, including hydrogen and e-fuels. Plastic Omnium is taking a position today across the entire powertrain mix: ICE, hybrid, plug-in hybrid and electric, battery and hydrogen.

A.C.: The choices made in Europe are not the same as the choices made in other parts of the world. Shifting to an electric car is the right thing to do if you can run it using green electricity. But this is not possible in every market. Plastic Omnium is convinced that e-fuels and hydrogen are both also vital to the success of the industry's transformation.

What does it mean to be a technology partner?

C.K.: Over the past 30 years, Plastic Omnium has shifted its core expertise from plastic manufacturing to its new role as a designer and producer of complex systems. This is one of the keys to our success, which is very much rooted in our ability to work with the best partners, including startups, so that we can offer the market the finest technological and industrial solutions.

A.C.: At CES in Las Vegas, we showcased our partnerships with startups such as Tiamat, for developing power battery packs designed mostly for decarbonization and using alternative chemical compositions that are safer and contain no rare earth elements, Greenerwave for 4D imaging radar, and Alkalee for software architecture. What we set out to do is create bridges between these pure technology actors and our traditional customers, adapting and scaling their solutions to suit all forms of mobility.

What are Plastic Omnium's technological ambitions?

C.K.: We want to become more of a systems specialist. If we take hydrogen as an example, we intend to be present across the complete value chain, everywhere from high-pressure tanks, thanks to our well known expertise in filament winding, to fuel cells and fuel cell system management. The same applies to batteries, where we will be offering complete systems that we master every part of, as well as smart systems associated with cells.

A.C.: Our technological advances are all aimed at making mobility safer, for instance, with 4D imaging radar and smart lighting, more attractive by using interior lighting and bodywork panels to create unique experiences. We address sustainability by investing in bio-sourced, recycled materials and integrating new functions such as photovoltaic panels, and investing in batteries, power electronics and hydrogen. And then there is software, which is fast becoming central to every vehicle for managing lighting, battery and fuel cells.

How can you adopt so many technologies simultaneously?

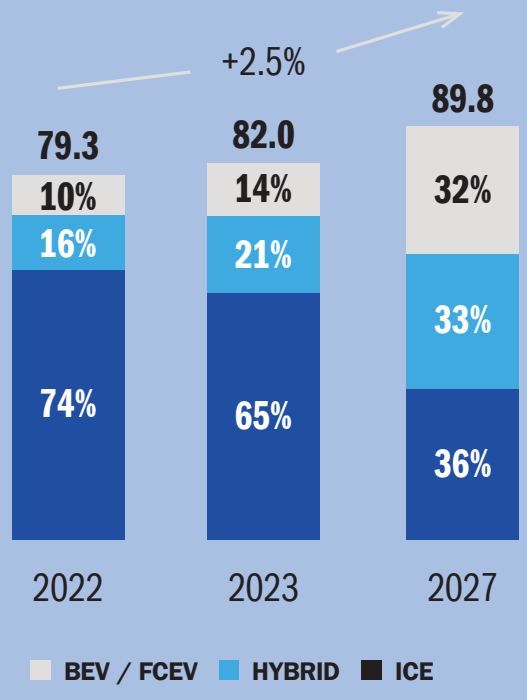
A.C.: We work according to a number of different timescales. Working with the CEA gives us access to the advanced technology needed to develop demonstrators. Working with startups allows us to set up partnerships with various levels of integration depending on their technological maturity. And acquisitions allow us to gain direct access to their technology and customer portfolios. This agility is what makes us stronger and more competitive, and allows us to meet the extremely varied needs of different actors in the mobility sector.

C.K.: As well as our open innovation approach, we sometimes choose to integrate technologies, purchase components or create joint ventures. For hydrogen mobility, for example, we manufacture our own high-pressure tanks and have also set up EKPO, a joint venture with ElringKlinger, to produce the fuel cells.

COMBINING EVERY TECHNOLOGY

Plastic Omnium supports every form of powertrain with its ready-to-use solutions. Featuring an ever-growing software content, these solutions communicate with all automakers' other components.

GLOBAL PRODUCTION FORECASTS, ALL POWERTRAINS (MILLIONS OF VEHICLES)



Source: S&P Global Mobility Powertrain database January 2023 (0-3,5t) - BEV excl. REX

Market leader in optimizing the internal combustion fleet

Plastic Omnium designs and delivers advanced technologies to make internal combustion engines less harmful to the environment. These engines equip the overwhelming majority of vehicles worldwide, a situation that will not change for many years. While internal combustion and plug-in hybrid engines are set to be banned in Europe as of 2035, projects to develop internal combustion engines are ongoing in Asia and the USA. Plastic Omnium is also a major player in emission reduction systems, with its selective Catalytic Reduction Systems reducing emissions of nitrogen oxides (NOx) from diesel vehicles by up to 95%.

Hybrids offer a chance for immediate transition

As a transitional technology, plug-in hybrids bridge the gap between internal combustion engines and all-electric powertrains. Plug-in hybrid technology is particularly well suited to SUVs, combining electric journeys in town with internal combustion for longer trips. Widely adopted on the market, hybrid and plug-in hybrid engines are fitted with smart systems for fluid and vapor management that are capable of resisting high pressures. The range of INWIN and Tanktronic® high technology pressure tanks was specially designed to meet the needs of plug-in hybrid powertrains.

Supporting the rise of electric mobility

Plastic Omnium invests heavily in electrification technologies, particularly hydrogen. Highly suited to heavy mobility applications, particularly when paired with a local source of hydrogen production, the Group invests on average €100 million in hydrogen technologies every year. To serve the entire traction chain, Plastic Omnium offers a range of high-pressure tanks and fuel cells produced by EKPO, a joint venture with ElringKlinger. As well as battery packs and battery systems, the Group also supplies smart software solutions that communicate with automakers' other components.

BECOMING A BENCHMARK FOR BATTERY SYSTEMS

The global leader in energy systems*, Plastic Omnium is determined to play a major role in electrification, particularly for heavy mobility. Its goal is to build a complete range of storage and energy management systems.



HEV & BEV BATTERY PACK | 48 BATTERY PACK | HV BATTERY PACK | SYSTEM DESIGN & INTEGRATION | E-MOTOR & INVERTER | DC/DC BMS

SIZE OF GLOBAL MARKET
€20-25BN
in **2030**

TARGET
€1BN
of revenue in **2030**

"PLASTIC OMNIUM'S AIM IS TO OFFER A LINE-UP OF POWER BATTERIES FOR MILD HYBRID VEHICLES AND, TOMORROW, FOR HYDROGEN VEHICLES. THE GROUP WILL SUPPLY THE ENTIRE BATTERY SYSTEM."

Comprehensive energy range

In 2022, Plastic Omnium acquired French company Actia Power (part of Actia Group), a designer of electronic components and systems for storing and managing electrical energy. With its new e-Power entity, the Group offers actors from the mobility sector, focusing initially on heavy mobility, a comprehensive energy range built around battery packs and power electronics. One of the new entity's areas of expertise is the conversion of vehicles fitted with internal combustion engines to an electric powertrain. To develop its future battery systems, e-Power will also work closely with a new R&D center, Green Mobility Lab at α-Alphatech, in Compiègne (France), specializing in assembling prototypes, electrical testing and validating products and electronics.

Battery systems specialist

Plastic Omnium provides the entire system and all the smart functions associated with cells, i.e. electronic, thermal, and mechanical management, ensuring that it can deliver its automaker customers a complete solution at the lowest cost. In 2022, the Group invested €20 million in French company Verkor in order to secure its supply of low-carbon cells in France and industrialize its production of modules and battery packs for private cars and commercial vehicles. A pilot assembly line will be set up at Verkor's future innovation center in Grenoble, France. Verkor also owns a gigafactory in Dunkirk, France.

From sodium to lithium

Plastic Omnium can manufacture battery systems no matter the electrochemical package. Working with a French startup called Tiamat, which manufactures sodium-ion batteries using an active ingredient widely available worldwide, Plastic Omnium is opting for a disruptive new electrochemical makeup (without nickel, cobalt or lithium) to develop its future power battery packs, suitable for high voltage 48v hybrid vehicles and hight voltage hybrid vehicles and hydrogen powered vehicles.

*Source: internal study based on S&P Global Mobility data

COVERING THE ENTIRE HYDROGEN VALUE CHAIN

Plastic Omnium is a firm believer in hydrogen mobility, which is particularly well suited to heavy mobility. The Group has a significant head start in terms of designing hydrogen vessels, fuel cells and complete systems.

MARKET SHARE TARGETS FOR 2030

25%
market share in hydrogen storage systems

15%
market share in fuel cells and systems

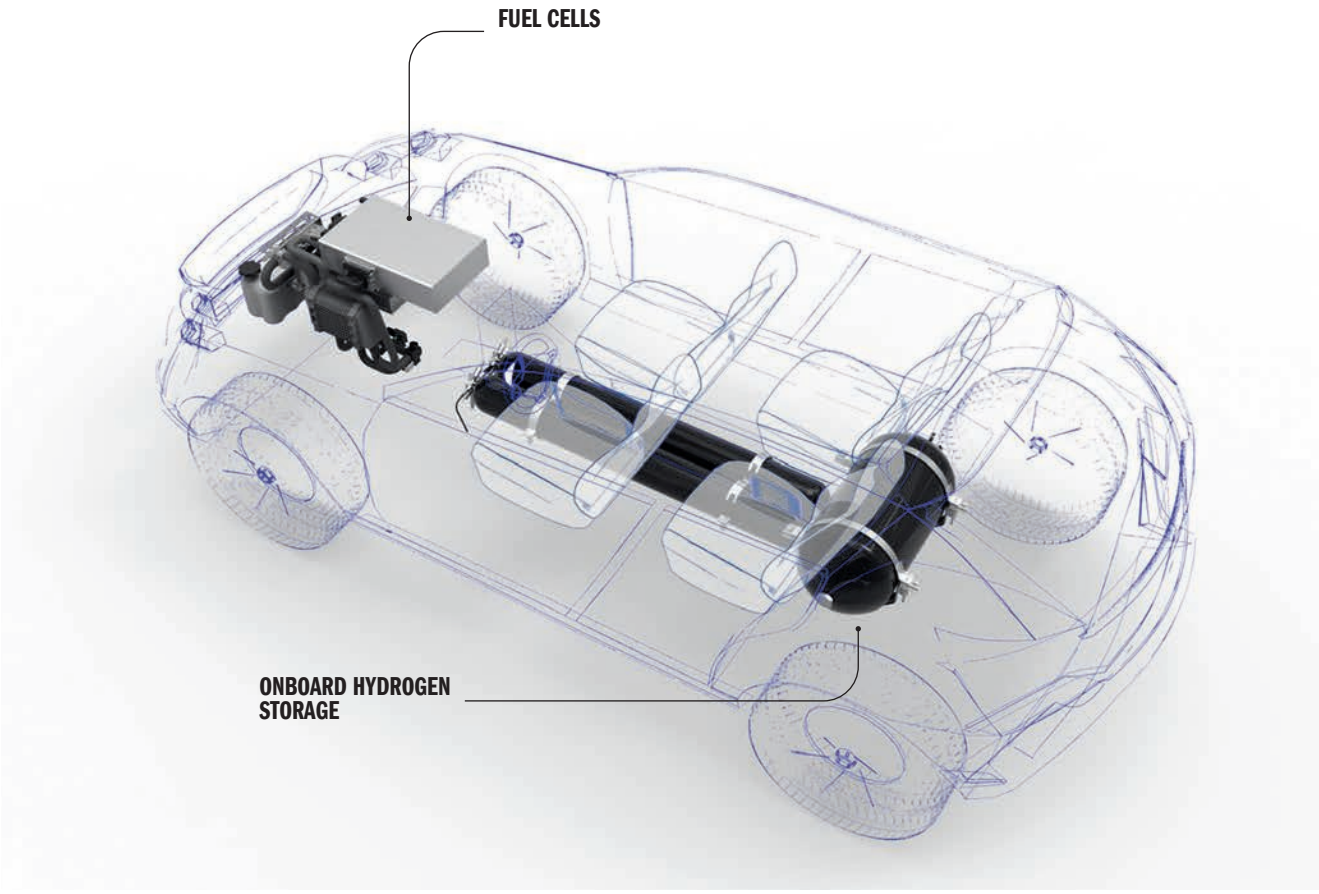


7 R&D
CENTERS

8 production
SITES
(mid-term target)

€376M
INVESTED SINCE 2015

OVER €1BN
ORDER BOOK VALUE



Threefold technological expertise
Hydrogen-powered cars come with their own onboard power plants. The electric motor is powered by a hybrid system comprising a fuel cell and a small capacity auxiliary battery. Plastic Omnium provides a complete product line-up: high-pressure hydrogen tanks, fuel cells and integrated hydrogen systems.

High-pressure hydrogen tanks
Leveraging its long-standing know-how in plastic blow-molding, the first stage in producing hydrogen tanks, Plastic Omnium has now acquired complementary expertise in the carbon fiber filament winding techniques needed to manufacture high-pressure tanks. Plastic Omnium draws on this expertise, certified in Europe and internationally, to develop Type IV tanks, the lightest and safest of all.

Fuel cells
Using a chemical reaction between hydrogen and oxygen in the air, fuel cells produce onboard electricity for vehicles. Working with EKPO Fuel Cell Technologies, jointly owned with ElringKlinger, Plastic Omnium has incorporated this technology into its product portfolio. EKPO offers a full range of fuel cells, with power levels from 10 kW to 205 kW for all forms of mobility. The EKPO plant at Dettingen in Germany is the largest fuel cell factory in Europe.

Onboard hydrogen systems
The complete system developed and produced by Plastic Omnium comprises the fuel cell and up to 160 separate components installed in a compact unit to handle thermal control, electronic management, compressed air, humidifier and voltage conversion.

Growing industrial capacity
As part of its drive to support the growth of hydrogen mobility, the Group is increasing its industrial capabilities in expanding markets. In Compiègne, France, it is in the process of building Europe's largest hydrogen fuel tank factory, with an annual capacity of 80,000 units. It aims to set up production lines in China, and its lines in the US and South Korea are scheduled to start up in 2023 and 2025 respectively.

Successes in all forms of mobility
During 2022, Plastic Omnium won several contracts for the manufacture and supply of hydrogen tanks. It is a partner to Stellantis and Hyvia for commercial vehicles, to Safra for buses in France, to Hyliko for heavy trucks and to Alstom for regional trains in France and Italy. It also received an order for fuel cells for civil aviation from Aerostack GmbH, a joint venture between Airbus and ElringKlinger.



03

The Herentals plant uses self-production to generate 60% of its annual electricity needs.

COMMITTED MOBILITY

Plastic Omnium is transforming its organizational structure and working with its entire ecosystem of stakeholders to deliver its commitments.

Plastic Omnium is committed to sustainable mobility, helping its women and men reach their full potential, and the fight against the climate change. These commitments are supported by its ACT FOR ALL™ program. To meet the challenges of the energy transition, Plastic Omnium has decided on its trajectory and has set itself ambitious, quantifiable targets for the short term. Its carbon neutrality roadmap is a powerful factor driving the engagement of its employees and commercial partners. It also has ethical and human dimensions, specifically regarding future generations and today's employees, uniting them around a shared vision and strong values. A family-owned business that cares for people, Plastic Omnium is always seeking to attract new talents, protect its employees and help them develop their careers.

NON-FINANCIAL PERFORMANCE



"With its unwavering commitment, Plastic Omnium is determined to transform itself and transform mobility. Sustainability is central to its business model."

DAVID MENESES
EXECUTIVE VICE-PRESIDENT PEOPLE & SUSTAINABILITY, MEMBER OF THE EXECUTIVE COMMITTEE

"Sustainable finance encourages businesses to rethink their visions for the long term and to adapt their strategies to align with regulatory, technological and societal changes."

LÉA DUNAND-CHATELLET
PORTFOLIO MANAGER AND HEAD OF RESPONSIBLE INVESTMENT AT DNCA FINANCE*

ACCELERATES TRANSFORMATION

Taken together, the rise of sustainable finance and regulations of non-financial reporting promote the development of sustainable activities by businesses and have an impact on their strategic choices. This applies to the mobility sector in particular.

How does sustainable finance impact corporate strategies?

Léa Dunand-Chatellet: Sustainable finance covers a range of key topics such as renewable energies, energy efficiency, mobility and disruptive technologies. It encourages businesses to set out their visions for the long term and to adapt their strategies to align with technological, environmental and societal changes. Sustainable finance is also on the rise against a background of ever more stringent industrial and financial regulations.

David Meneses: These are all topics central to Plastic Omnium's DNA. As early as 1947, Pierre Burelle sketched a car where he had identified all the parts that could be replaced with plastic to make vehicles lighter and more aerodynamic, cutting their fuel consumption as a result. With an unwavering commitment to sustainability at the heart of its business model, Plastic Omnium is transforming itself and transforming mobility. This responsible approach meets the requirements of sustainable finance and is implemented in close collaboration with our stakeholders, such as the investors that support the Group in its growth strategy, or its employees who work tirelessly every day to invent forms of mobility that are more sustainable.

What events impacted the world of sustainable finance in 2022?

L.D-C.: Regulations, such as the European Taxonomy requiring businesses to determine the sustainability of their activities, and the geopolitical crises that marked the year were game-changers. They accelerated the speed of the energy transition and increased the level of alignment between the corporate and sustainable finance worlds.

D.M.: In 2022, Plastic Omnium continued to roll out its carbon neutrality roadmap, signing power purchase contracts and producing renewables at our sites, investing in hydrogen, developing new activities centering on more sustainable forms of mobility, etc. Working with a third party, we also drafted a sustainable financing dossier to emphasize the eligibility of our activities. We also publish our taxonomy indicators and are constantly acting to further improve our performance.

How can investors make their choices and navigate the vast number of green funds on offer?

L.D-C.: Quality of reporting is key, it needs to be concise, precise and transparent. It must show what has been accomplished, and be backed by quantified targets and short-term milestones. Very often you find there is too much information and deadlines that are too far in the future. This prevents investors from taking properly informed decisions.

How does sustainable finance help to stimulate innovation?

D.M.: The accuracy of our non-financial reporting allows us to keep investors fully informed, and to fine-tune our actions in great detail. Take, for example, our carbon neutrality roadmap that sets targets and lists the expected contributions from each source in 2025, 2030 and 2050. This aligns with the 1.5°C pathway and our actions have been recognized by various ratings agencies. In 2022, we were granted Platinum status by EcoVadis with a score of 80/100, and our climate strategy was given an A- rating by the CDP. Lastly, we take part in a number of roadshows to maintain a regular dialogue with investors.

Which criteria are examined most closely in terms of responsible investment?

L.D-C.: Labor relations, management quality, supply chain and transparent accounting are all non-negotiables. Nowadays you can add tax coherence and cybersecurity, which has become crucial, to that list. Plastic Omnium is well positioned, as illustrated by its good labor relations and a style of management characterized by its continuity and strategic vision.

D.M.: Merging our human resources and sustainability departments shows just how much we care about our stakeholders and their environment. Going forward, we are using carbon footprint as a criteria when selecting our suppliers. We support them so that we can improve our footprint across our entire value chain.

*DNCA FINANCE, A SUBSIDIARY OF NATIXIS INVESTMENT MANAGERS, IS A RESPONSIBLE, ACTIVE ASSET MANAGEMENT COMPANY WHOSE ANALYSES INCLUDE SOCIAL AND ENVIRONMENTAL ASPECTS

ACT FOR ALL™ THE PIVOTAL PROGRAM IN OUR CLIMATE STRATEGY

A worldwide program

ACT FOR ALL™, designed and implemented for the benefit of all, focuses on Plastic Omnium's core activity: designing and producing solutions for clean mobility. This commitment was given concrete form in its carbon neutrality roadmap announced in 2021. Plastic Omnium then further strengthened its approach in 2022 with the unveiling of an energy efficiency plan in response to soaring energy prices and pressure on supplies. With annual audits by independent rating agencies, the Group obtained the EcoVadis Platinum Top 1% rating in 2022 and scored an A- for its answers to the Climate Change questionnaire from the CDP, whose climate score ratings are recognized worldwide.

A program focused on responsibility and human values

ACT FOR ALL™ is at the heart of the Group's far-reaching transformation as it embraces energy transition. The program is built around three pillars, two of them addressing the human aspects: responsible entrepreneur ship and caring for people. The third pillar, sustainable business, is embedded in our DNA and is delivered thanks to the unfailing commitment of everybody at Plastic Omnium. 2022 also saw the sustainability and human resources departments joining together, further high lighting the convergence between human, social and environmental concerns.

A program with targets

ACT FOR ALL™ is a program underpinned by quantified targets. They cover diversity, safety, responsible purchasing, business ethics and renewable energies, with 2025 as the first milestone for reaching carbon neutrality in scopes 1 and 2. Since 2022 the effectiveness of the process is one of the subjects regularly examined by Board of Directors members during meetings of the Appointments and CSR Committee.

PILLARS OF THE ACT FOR ALL™ PROGRAM



PILLAR 1
RESPONSIBLE ENTREPRENEURSHIP

PLASTIC OMNIUM PROMOTES ITS CODES OF CONDUCT
– Business ethics
– Responsible purchasing
– Cybersecurity

PILLAR 2
CARE FOR PEOPLE

PLASTIC OMNIUM SHARES AND ENSURES RESPECT FOR ITS CORPORATE VALUES IN ALL PARTS OF THE WORLD
– Workplace health and safety
– Career path and skills management
– Diversity, equity and impact
– Local initiatives and sponsorship

PILLAR 3
SUSTAINABLE BUSINESS

PLASTIC OMNIUM WORKS TO PRESERVE THE PLANET FOR FUTURE GENERATIONS
– Waste management
– Eco-design and recyclability
– Value chain carbon footprint
– Biodiversity

ALL TOGETHER ON NOVEMBER 15, 2022

The program's three pillars were the theme of the annual ACT FOR ALL™ day, held in 27 countries. The idea behind this special day was to raise awareness among our employees and share some light-hearted moments together while also learning, with activities that included a highly popular serious digital game.

TOGETHER LEADING A NEW



GENERATION OF MOBILITY

Faced with an industry undergoing far-reaching change, Plastic Omnium is redefining its business model and uniting its employees around a common goal. They embody its purpose and are leading players in a new generation of mobility.

People make the difference

At Plastic Omnium, people are a precious resource to protect and nurture. The merger between the sustainability and human resources departments underlines the convergence between human, social and environmental concerns. Employee engagement and satisfaction are central to the purpose of a Group working to invent the mobility of tomorrow. As it continues its transformation, the Group supports its employees and ensures new arrivals have a positive onboarding experience. Over 7,000 people joined the Group in 2022 as a result of acquisitions, primarily in electrification and lighting. The target is to hire 1,000 young people motivated by sustainable mobility and innovation every year.

Navigating change

A family-run business with its roots in France, Plastic Omnium has become a diversified global group with synergies between its divisions increasing all the time. Plastic Omnium's growth has been achieved without compromising its values and by leveraging its deeply held human principles: safety, well-being in the workplace and professional development. At Plastic Omnium, diversity – including in terms of generation, culture, gender and origin – is a strength that boosts its performance. At a time of unprecedented transformations in mobility, Plastic Omnium is adapting its leadership model to encourage the emergence of the new types of behaviors the Group needs to successfully navigate this turning point in its history. It has also decided to create a head of change management role as part of its Human Resources department to oversee changes across the entire organization. Specifically, this includes providing change management training to project leaders and their managers so they can take ownership of the new approach and introduce a change-led mindset into their teams.

Committed to the environment and communities

Inspired by its ACT FOR ALL™ program and annual day, its employees turn the Group's commitments, based on its three pillars, into realities. The carbon neutrality roadmap was among the central concerns of 2022, with concrete actions at every site (energy efficiency, green energy procurement, etc.). To ensure messages are heard by everyone, encourage actions at the local level and share best practices, a network of Sustainability Ambassadors was set up in April 2022. It already has 200 members. Working with Plastic Omnium environment experts, the first group of ambassadors launched an initiative called 6 Must-Does for the Environment, designed to encourage colleagues to adopt a range of simple habits to boost energy frugality and protect resources on a day-to-day basis.

ENGAGEMENT SURVEY

In 2022, Plastic Omnium carried out a Pulse survey to find out more about what its employees think, strengthen dialogue between managers and their teams, and provide the tools for actions at local level. Over 20,000 colleagues were invited to take part, representing all Group sites around the world. Response and engagement rates were high, reaching as much as 80% among managers and executives. The survey will be an annual event.

WOMEN@PO ROLLED OUT WORLDWIDE

Developed originally in Europe, this network focuses on gender diversity and is now active everywhere the Group operates. With 474 members, 27% of them men, it works to raise awareness of diversity in all its forms (gender, age, culture, minorities, etc.) by creating events locally and sharing best practices.

OPTIMIZING EMPLOYABILITY

Launched in August 2022, U.Learn is a digital platform that offers a catalogue of 5,000 informative training modules. Over 3,000 executives used it during the second half of 2022 to help them improve their skills. This platform supplements all the specialist and technical training offered by each division.

PROGRESSING TOWARD CARBON NEUTRALITY

With a long-standing commitment to sustainable mobility, Plastic Omnium is working resolutely to reach carbon neutrality in 2050 and setting itself ambitious targets, approved by the SBTi and aligned with the 1.5°C trajectory.

OUR CARBON NEUTRALITY ROADMAP

SCOPES 1 AND 2: CARBON NEUTRALITY BY 2025

SCOPE 3: -30% BY 2030



REDUCE
12% reduction in energy use



REPLACE
Development of renewable energies



OFFSET
Carbon compensation projects



COLLABORATE
Action plan with our stakeholders

SCOPES 1, 2 AND 3: CARBON NEUTRALITY BY 2050

OUR TARGETS APPROVED BY	SCIENCE BASED TARGETS — DRIVING AMBITIOUS CORPORATE CLIMATE ACTION	**AND ALIGNED WITH**	BUSINESS AMBITION FOR 1.5°C
OUR 2022 PERFORMANCE	**SCOPES 1 AND 2** **-9%** CO_2 EMISSIONS VS. 2021 (-26% VS. 2019)	**SCOPE 3** **-5%** CO_2 EMISSIONS VS. 2021 (-29% VS. 2019)	
OUR WORK RECOGNIZED BY INDEPENDENT BODIES	CDP — DRIVING SUSTAINABLE ECONOMIES	PLATINUM 2022 ecovadis Sustainability Rating	

In 2022, Plastic Omnium's actions were recognized by the CDP, which raised the Group's rating from B to A-, and EcoVadis, with a score up from 75/100 to 80/100, giving the Group Platinum status.

LEVERS FOR REACHING CARBON NEUTRALITY

With a 9% cut in CO_2 emissions for scopes 1 and 2, and 5% for scope 3, solid results after the first year of deployment highlight the effectiveness of the levers identified in the Group's roadmap.

REDUCING AND REPLACING FOSSIL FUELS

Plastic Omnium is cutting its energy use, increasing the portion of renewable energies in its energy mix, and planning to offset its residual CO_2 emissions, mostly a result of using natural gas. In 2022, the Group launched an energy frugality plan to ramp up its efforts to combat waste and boost its energy efficiency. In partnership with Schneider Electric, it is working diligently to roll out solutions to cut energy use at its plants and increases its purchases of renewable energies.

112 SITES WITH ISO 14001 CERTIFICATION
AND **50 SITES** WITH ISO 50001 CERTIFICATION
13 SITES PRODUCE RENEWABLE ENERGY
(WIND OR SOLAR)

PROMOTING ECO-DESIGN AND INCREASING THE PROPORTION OF RECYCLED MATERIALS

In 2022, Plastic Omnium launched a strategic project to develop the use of sustainable materials and tackle the triple challenge of cost, materials processing, and waste sourcing. Plastic Omnium continues to partner with TotalEnergies to manufacture materials from recycled polypropylene that will meet the industry's design and safety standards. The Group is also working to improve the lifespan and reparability of materials, through programs such as the Grand Prix for Innovation awarded as part of the "Innovation Challenge". Centering on eco-design for vehicles, 2022 prize was awarded to the Smart Polymer Bumpers project, which is working on smart materials with the goal of extending vehicle lifetimes.

USE **20% TO 100%** OF RECYCLED MATERIALS
1ST DEMONSTRATOR BUMPER USING
50% RECYCLED MATERIALS

INNOVATING TO SUPPORT OUR CUSTOMERS IN THEIR ENERGY TRANSITION

Reducing the weight of vehicle components, optimizing their aerodynamics and developing solutions to reduce their emissions: Plastic Omnium has been innovating to make mobility safer and cleaner for over 75 years. Today, the Group is ramping up its efforts so it can cover the needs for low-carbon mobility. Backed by a large-scale investment plan, the Group's developments include a complete line-up of batteries, hydrogen storage and fuel cell solutions, all essential components of a successful energy transition.

19% OF ECONOMIC REVENUE GENERATED BY SALES OF LOW-CARBON MOBILITY SOLUTIONS
€100M INVESTED IN HYDROGEN ON AVERAGE EVERY YEAR

STRENGTHENING THE COMMITMENT OF SUPPLIERS AND PARTNERS

Plastic Omnium has shared its carbon neutrality roadmap with its suppliers and launched a survey to analyze their decarbonization maturity. The Group intends to work with them to put together plans for cutting their emissions adapted to their specific circumstances, and to raise their awareness about critical issues with tools such as a training webinar on energy management.

CARBON MATURITY OF OVER 500 SUPPLIERS ASSESSED

ENCOURAGING EMPLOYEE INITIATIVES

In June 2022, Plastic Omnium joined together its human resources and sustainability departments. The newly merged department places people at the heart of its strategy, strengthening employee engagement and the Group's attractiveness as an employer. A network of volunteer Sustainability Ambassadors was created to support the rollout of sustainability initiatives within Plastic Omnium.

NETWORK OF 200 COMMITTED VOLUNTEER SUSTAINABILITY AMBASSADORS
10 INITIATIVES TO CUT THE GROUP'S CARBON FOOTPRINT

2. RISK FACTORS and management /AFR/

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2.1 MAIN RISK FACTORS

Compagnie Plastic Omnium SE has reviewed the risks that could have a material adverse effect on its business, financial position, results or reputation. These risks have been assessed based on the probability of occurrence and their impact (after taking into account the mitigation measures implemented by Compagnie Plastic Omnium SE). In accordance with regulations, only those risks that are both significant and specific to Compagnie Plastic Omnium SE are described below. The table below classifies these risks by category and indicates their importance (high or moderate) based on their assessment.

Risk categories	Importance	Risk factors	Non-financial risk
Operational risks	High	Pandemic	
	High	Shortage of raw materials or components	
	High	Automotive programs	
	High	Quality of products and services sold	YES
	Moderate	Health, Safety and Environment	YES
	Moderate	Information Technology	YES
Strategic risks	High	Impact of climate change on the business model	YES
	High	External growth transactions	
Credit and/or Counterparty risks	High	Trade receivables	
	Moderate	Trade payables	YES
Market risks	High	Inflation	
Legal risks	Moderate	Competition law	YES
	Moderate	Intellectual property	

OPERATIONAL RISKS

PANDEMIC RISK

Identification of risk

Compagnie Plastic Omnium SE is exposed to the risk of a pandemic that could occur at country level or on a larger scale, either regionally or globally. In an extreme situation such as that experienced in the first half of 2020, initially in China and then in the rest of the world, Compagnie Plastic Omnium SE's operations could be suddenly interrupted in many plants. These interruptions would be the consequence of the shutdown of production in customer plants, either due to closures imposed by the local health situation, or constrained by problems sourcing components from suppliers operating in a region affected by a local pandemic. A pandemic can also cause a significant drop in demand in the automotive market, resulting in a decline in business for carmakers and equipment manufacturers. These stoppages or slowdowns may have a significant impact on Compagnie Plastic Omnium SE's revenue, results and cash position.

Risk management

Faced with this type of situation, the Group is able to immediately implement significant expenditure reduction plans in order to limit the impact on its results and cash-flow. These plans are based in particular on the partial unemployment schemes that exist in most of the countries where the Group operates and on the non-renewal of temporary employees' contracts. In addition, the Group has historically implemented a strategy aimed at ensuring, even in these exceptional situations, the liquidity to meet its commitments to third parties. This strategy is based on the implementation of medium-term financing both through private placements and through confirmed bank credit lines, without covenants with leading banking institutions.

RISK OF SHORTAGE OF RAW MATERIALS OR COMPONENTS

Identification of risk

The global automotive industry may be impacted by a long-term shortage of certain raw materials or components that are widely used for the production of sub-assemblies required for vehicle assembly by carmakers. This shortage, like that affecting semiconductors from the second quarter of 2021, may lead to a significant and lasting decline in the activity of carmakers on a large number of vehicle models, and consequently, in the activity of equipment manufacturers. This decline in activity may have a significant impact on Compagnie Plastic Omnium SE's revenue, results and cash position.

Risk management

Faced with this type of situation, the Group is able to immediately implement significant expenditure reduction plans in order to limit the impact on its results and cash-flow. These plans are based in particular on the partial unemployment schemes that exist in most of the countries where the Group operates and on the non-renewal of temporary employees' contracts. However, these workforce adjustments may be hampered by a lack of visibility on the short-term business of customers, following any production stoppages (stop & go). In addition to reducing expenses, the Group is in a position to enter into commercial negotiations with manufacturers in order to obtain financial compensation at least in part.

RISK RELATED TO AUTOMOTIVE PROGRAMS

Identification of risk

Each automotive program has risks which could reduce its profitability from that initially expected. The risk relates particularly to programs that incorporate product innovations or which implement new industrial processes. This risk is increased for programs whose launch coincides with the start of a new plant. These uncertainties may require Compagnie Plastic Omnium SE to invest and/or spend more than initially forecast in order to reach the rates and quality levels required by the customer.

In addition, each automotive program is subject to risks in terms of manufacturing volumes, which depend on a wide range of factors, some of which are regional in nature, such as economic activity, carmaker production strategy, consumer access to credit and the regulatory environment, but also on factors specific to each vehicle, such as the attractiveness of their design.

Ultimately, every automotive program is exposed to the risk of disruption of carmaker's demand, of variable duration. This disruption may be the result of hazards specific to the carmaker (fire in one of its plants, shutdown of the carmaker's plant due to a strike, etc.) or external hazards (pandemic or natural disaster affecting one or more plants of a carmaker). This disruption can also result from a similar hazard that would impact a supplier of components used in the manufacture of a vehicle, which could thus force the carmaker to permanently stop its production line for lack of components.

Risk management

Compagnie Plastic Omnium SE's commitment to diversifying its operations and increasing the number of automotive programs represents a key component of its strategic vision that significantly reduces exposure to geographic and other risks.

Compagnie Plastic Omnium SE has 93 customer brands, comprising nearly all of the world's major carmakers and serving different market segments and five distinct large product families. It continues to diversify its exposure to worldwide automotive production markets with its divisions spread across 25 countries globally and with the production launch of a large number of new programs each year (124 in 2022).

In terms of commitments, all new projects are subject to a highly detailed approval process. The largest projects must be authorized by Compagnie Plastic Omnium SE's Senior Executives. Once a project has been accepted, a structured operational and financial monitoring system is set up to track it.

RISKS RELATED TO THE QUALITY OF PRODUCTS AND SERVICES SOLD

Identification of risks

Compagnie Plastic Omnium SE is exposed to the risk of warranty and liability claims from customers in respect of the products it sells and services it provides. This is particularly the case for the Clean Energy Systems activity, where the majority of products sold to carmakers belong in the "safety equipment" category. Compagnie Plastic Omnium SE is also exposed to the risk of third-party product liability claims.

Risk management

In terms of product and process quality, the Group's activities have set up dedicated organizations and processes according to models that have been prevalent for many years in the automotive industry. These organizations and processes aim to prevent, identify and correct quality problems as soon as they occur. The robustness and efficiency of these organizations and processes are checked by annual internal audits and regular customer audits. They are also covered by an certification IATF 16949 certification procedure for all of the Group's plants and development centers.

These risks fall into the area of contractual liability and are covered by specific insurance policies.

RISKS RELATED TO HEALTH, SAFETY AND ENVIRONMENT

Identification of risks

In the areas of health, safety and the environment, Compagnie Plastic Omnium SE's sites are exposed to:

- risks related to working conditions;
- health risks;
- risks related to environmental damage;
- risks related to the strengthening or changes in regulatory requirements.

A lack of anticipation to mitigate these risks could result in harm to individuals, the Group's image, or additional costs, and lead to possible sanctions.

Risk management

With regard to health, safety and the environment (HSE), Compagnie Plastic Omnium SE has introduced a policy that is described in the "Non-Financial Reporting Disclosure" section of this URD. Rolled out worldwide, this policy is based on a shared vision, a structured management system, regular reporting and an ongoing certification program.

This policy is overseen by Compagnie Plastic Omnium SE's Executive Committee, based on specific monthly reporting that shows the performance of each subsidiary.

A dedicated organization comprised of front-line health, safety and environment (HSE) managers is responsible for supporting and coordinating its deployment. This network of experts is led by Compagnie Plastic Omnium SE's HSE Department, backed by central HSE Directors at the activity level. Final responsibility for managing health, safety and environment risks lies with the activities Chief Executive Officers.

Ongoing corrective and improvement action plans have been introduced and included in the programs to obtain ISO 14001 and ISO 45001 certification for industrial facilities. These action plans encourage the widespread sharing of best practices within the Group's activities. They also include training on ergonomics, the man-machine interface and the tools of the in-house Top Safety program and bringing machinery and equipment into compliance.

RISKS RELATED TO INFORMATION TECHNOLOGY

Identification of risk

The day-to-day activity of Compagnie Plastic Omnium SE's operational functions (Research and Development, Production, Purchasing, Logistics, Commercial) and support functions (Finance, Human Resources, Legal) is highly dependent on the smooth running of the information systems used in these functions. This activity could be affected by the unavailability of critical information systems, mainly due to system breakdown, communication networks failure, damage to infrastructure or malicious actions carried out internally or externally.

Risk management

The Information Systems Department has implemented a systems standardization and consolidation approach, and is constantly upgrading IT and network production infrastructures, business applications and workstation services. Management pays special attention to the incorporation of new technologies and to the availability and integrity of Company data.

The security of technical systems, applications and networks is addressed at the outset of projects. It is constantly monitored and regularly audited.

STRATEGIC RISKS

RISK RELATED TO THE IMPACT OF CLIMATE CHANGE ON THE COMPANY'S BUSINESS MODEL (NO MITIGATION OF CLIMATE CHANGE)

Identification of risk

Compagnie Plastic Omnium SE, as an industrial group operating in the automotive sector, is strongly impacted by the challenges of climate change. In accordance with the expectations of all stakeholders and in order to preserve and develop its business model, the Group must drastically reduce its environmental impact across its entire value chain by aiming for a long-term objective of carbon neutrality. Failure to meet these objectives would expose the Group to consequences such as the loss of customers and markets, difficulties in obtaining financing for the development of its projects, and a significant increase in taxes linked to carbon emissions. This risk is described in the Non-Financial Reporting Disclosure published in this URD on page 139.

Risk management

The Group has set itself the objective of carbon neutrality for its own activities (scope 1 and 2) by 2025, a target of 30% reduction in all its scope 3 CO_2 emissions by 2030 (including those related to the use of products sold) vs. 2019 and the objective of carbon neutrality across its entire value chain (scopes 1, 2 and 3) by 2050.

- To achieve these objectives, Plastic Omnium is rolling out its roadmap operationally through its ACT FOR ALL™ program. This includes the development of solutions and products to support the energy transition and the reduction of the carbon footprint of manufacturers (weight reduction, aerodynamics and electrification of vehicles, in particular through the development of the hydrogen sector);
- optimization of the carbon footprint of Plastic Omnium sites (energy efficiency and use of renewable energy);
- the integration of a growing share of recycled materials in the Group's production;
- collaboration with stakeholders to reduce the carbon impact of products across the entire value chain by prioritizing the circular economy and eco-design.

RISK RELATED TO EXTERNAL GROWTH TRANSACTIONS

Identification of risk

Compagnie Plastic Omnium SE periodically carries out external growth operations through acquisitions or partnerships that may be of a significant size across the Group.

These transactions are decided on the basis of assumptions, notably, objectives of market growth, synergies and future results, which may not be achieved in the timescales or to the extent initially expected.

In 2022, Compagnie Plastic Omnium SE completed four external growth transactions:

- AMLS Osram on July 1, 2022;
- ACTIA Power on August 1, 2022;
- Varoc Lighting Systems on October 6, 2022;
- HBPO GmbH (purchase of Hella's 33.33% stake) on December 12, 2022.

In particular, Compagnie Plastic Omnium SE could encounter difficulties in integrating the companies acquired, their technologies and product ranges, as well as the integration and retention of their employees. It may also be unable to retain or develop strategic clients of the acquired companies.

Risk management

Compagnie Plastic Omnium SE takes great care to put resources in place dedicated to overseeing partnerships or integrating acquired companies and sets detailed objectives for these, broken down into action plans. Particular care is taken to ensure the swift implementation of Plastic Omnium's systems in acquired entities, in order to effectively manage these action plans and measure the achievement of objectives.

CREDIT AND/OR COUNTERPARTY RISKS

CUSTOMER RISK

Identification of risk

Due to its business as an automotive supplier, Compagnie Plastic Omnium SE has a limited number of customers and cannot rule out the possibility that one of its customers might find itself in financial difficulty, thus preventing it from respecting certain commitments.

Risk management

The balanced division of revenue by carmaker has improved in recent years.

In all the Group's businesses, review procedures are carried out before the results of bids are issued, in particular to ensure a balanced portfolio of customer receivables, in line with a target profile defined and continually monitored by Compagnie Plastic Omnium SE's Senior Executives.

In terms of risk management, the Group's activities have set up structured customer risk monitoring and debt collection processes. The average DSO was 48 days in 2022. Receivables over six months past due amounted to €8.6 million net of provisions.

At December 31, 2022 the risk of non-recovery was low and involved only a non-material amount of receivables more than 12 months past due (see section 5.2 "Consolidated financial statements at December 31, 2022" of this document – Note 6.3.1 to the consolidated financial statements).

RISKS RELATED TO SUPPLIERS

Identification of risk

Default by a major supplier, in particular a supplier of specific components, for which rapid substitution is difficult, given the work and time necessary to accredit a new supplier, could disrupt Compagnie Plastic Omnium SE's production. This default could also generate additional investments or costs impacting Compagnie Plastic Omnium SE's operating margin. The principal failure scenarios are a supplier's bankruptcy, the supplier's failure to meet quality specifications, a raw material or component shortage, or even a fire, natural disaster, strike or pandemic, which could impact a supplier's plant, causing reductions or disruption to its production over the long term.

Risk management

With a view to reducing these risks, all suppliers of specific automotive components must be accredited according to meticulously defined operational, financial and non-financial criteria.

For approved suppliers, these criteria are then regularly monitored by the Purchasing and Quality Departments. At-risk suppliers are subject to special monitoring and when necessary safety stocks are put in place.

Lastly, operational departments are especially vigilant in this area. They focus on effectively anticipating and managing breakdowns in the supply chain that, while infrequent, can ultimately develop rapidly.

In 2022, Compagnie Plastic Omnium SE had no major supplier failures that had a significant impact on its own operations or those of its customers.

MARKET RISKS

Disclosures about market risks are also provided in the notes to the consolidated financial statements.

INFLATION RISK

Identification of risk

Compagnie Plastic Omnium SE's business requires the purchase of large quantities of raw materials (plastics and paints), the purchase of energy (electricity and gas) and the purchase of logistics services (often indexed to the price of petroleum). These purchases are subject to market price fluctuations and could impact the Group's operating margin and cash-flow.

Compagnie Plastic Omnium SE's production activity requires a high level of industrial labor in its plants and could face significant wage increases in countries where wages are indexed to inflation.

Risk management

To limit the impact of price fluctuations, Compagnie Plastic Omnium SE has implemented at least partial price indexation clauses with most of its customers or, failing that, regularly renegotiates selling prices. In addition, Compagnie Plastic Omnium SE has set up, at the level of its Senior Executives and its Finance Department, a detailed and comprehensive monitoring of price changes so that the sales and purchasing teams of the Divisions carry out regular negotiations with customers and suppliers.

LEGAL RISKS

Compagnie Plastic Omnium SE's Legal Affairs Department is supported, as needed, by local advisors and a network of correspondents in the main countries. The department helps operational and functional departments, in all their on-going and exceptional operations, to prevent, anticipate and manage legal risks relating to the divisions, as well as being responsible for claims and litigation.

At the date of this report, there is no dispute or lawsuit and no governmental, legal or arbitration proceeding (including all proceedings of which Compagnie Plastic Omnium SE is aware, which are pending or with which the Group is threatened) that might have, or has had during the past 12 months, a negative material effect on the financial position or profitability of the Plastic Omnium Group.

RISKS RELATED TO COMPETITION LAW

Identification of risk

The main markets in which Compagnie Plastic Omnium SE operates are only accessible to a limited number of players (regional or global) due to the expertise required and the investments needed in research, product development and industrial facilities. This specific market context is likely to increase the risk for Compagnie Plastic Omnium SE of non-compliance with competition law regulations by one of its employees (in particular, an agreement with a competitor regarding the fixing of sales prices, sales conditions or the sharing of markets) with, as a consequence, penalties that could be imposed on it by the competition authorities.

Risk management

Since 2010, Compagnie Plastic Omnium SE has applied a Code of Conduct to ensure compliance with competition law, making sure that all employees who work in sales and purchasing were trained when it was introduced. Compagnie Plastic Omnium SE has since maintained its training efforts every year in this field, through classroom-based training sessions regularly organized in all geographical regions where the Group operates. These training courses are supplemented by dedicated e-learning training sessions.

RISKS RELATED TO INTELLECTUAL PROPERTY

Identification of risk

Compagnie Plastic Omnium SE's growth mainly depends on its capability to innovate. In this context, Compagnie Plastic Omnium SE is exposed to a risk of misappropriation of know-how, as both a victim and an offender, which could give rise to disputes.

Risk management

In the areas of Research and Development, Compagnie Plastic Omnium SE has implemented a structured approach of monitoring and investigating prior claims enabling it to manage and protect its intellectual property rights. Extensive policies have been established in respect of patent filings for the innovations that result from Research and Development. Despite the measures taken, including research into prior claims, Compagnie Plastic Omnium SE cannot rule out the possibility of prior intellectual property claims and of the risks of litigation that might result.

INSURANCE AND RISK COVERAGE

Compagnie Plastic Omnium SE has put in place a global program of insurance benefiting all the subsidiaries in which it has a majority interest. This program is coupled with local coverage in all countries where the Company is located. The program is intended to cover the main risks that can affect its operations, results or assets and includes:

- property, casualty and business interruption insurance;
- operating and product liability insurance;
- environmental liability insurance; and
- insurance against specific risks such as shipping, travel, vehicles, etc.

The levels of cover and the insured amounts are appropriate for the types of risk insured and take into account conditions in the insurance market.

2.2 INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT

OBJECTIVES OF THE COMPANY CONCERNING INTERNAL CONTROL AND RISK MANAGEMENT

DEFINITION AND OBJECTIVES OF INTERNAL CONTROL AND RISK MANAGEMENT

Internal control and risk management are the responsibility of Senior Executives and require the involvement of all stakeholders in the Company, in accordance with the tasks assigned to them. Compagnie Plastic Omnium SE's internal control and risk management systems are designed to ensure:

- compliance with applicable laws and regulations;
- effective and controlled implementation of guidelines and objectives set by Senior Executives, particularly with regard to risk;
- the smooth running of Compagnie Plastic Omnium SE's internal processes, particularly those relating to the safeguarding of the Group's assets in the broadest sense;
- the reliability of financial information;
- the commitment of Company employees to shared values and a shared vision of the risks they are helping to control.

Internal control and risk management systems play a critical role in the management of Compagnie Plastic Omnium SE's activities. However, they cannot provide an absolute assurance that the Company's objectives will be achieved or that all risks will be eliminated.

Compagnie Plastic Omnium SE is actively working to reinforce its internal control and risk management systems as part of a continuous improvement process that relies in particular on the Implementation Guide to the Reference Framework of the French Financial Markets Authority (AMF - Autorité des Marchés Financiers).

SCOPE OF THIS REPORT

This report describes the internal control system of Compagnie Plastic Omnium SE, the parent company of the Plastic Omnium Group. It describes in particular the procedures intended to guarantee the reliability of the consolidated financial statements and the Company's control over entities in which it has a majority interest.

Compagnie Plastic Omnium SE regularly reviews and assesses the operations of significant investments over which it exercises joint control, and uses all of its influence to ensure that these entities comply with its internal control requirements.

SUMMARY DESCRIPTION OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

GENERAL ORGANIZATION

Compagnie Plastic Omnium SE is made up of five Divisions: Intelligent Exterior Systems (IES), Clean Energy Systems (CES), Plastic Omnium Modules (HBPO), New Energies (NE) and Plastic Omnium Lighting (POLS).

Under the supervision and control of Compagnie Plastic Omnium SE's Senior Executives, these five Divisions each have independent responsibility for implementing the means and resources necessary to achieve the targets set in their annual budgets validated by Senior Executives.

ORGANIZATION OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The internal control and risk management system within the Group is based partly upon compliance with the rules and principles of its Internal Control Framework. This system is also based on the use of procedures enabling it to continuously improve the management of the main risks it may face.

The organization of the system involves all Company employees. However, its oversight and controls are performed by the following seven key functions:

- the Senior Executives, the Risk Management Department and the Internal Control and Compliance Committee, which monitor the system;
- the operational departments of each activity, the central functional departments and the Internal Audit Department, which represent three distinct levels of control;
- the Board of Directors.

The Senior Executives of Compagnie Plastic Omnium SE set the guidelines for organizing and running the internal control and risk management system.

They are assisted in this task by the Executive Committee, which has management and decision-making powers with regard to the Company's business. It is composed of the Chief Executive Officer, Managing Director, Chief Operating Officer and Purchasing Performance Director, Chief Financial Officer and Information Systems Officer, Corporate Secretary and Legal Director and Chairwoman of the Internal Control and Compliance Committee, Human Resources and Sustainability Director, Innovation Director and the Chief Executive Officers of the activities. It meets once a month to review the Group's business performance and recent developments, analyze the Group's position and to discuss its outlook. It addresses cross-business issues such as Group sales and marketing, organization, investment, legal and Human Resources issues, health, safety and the environment, Research and Development, mergers and acquisitions, and financing. Each month, it analyzes the results and balance sheets of all activities and subsidiaries, including trends in respect of capital expenditure and working capital compared with the prior year's position and monthly budget projections. It also reviews three-month forecasts for the consolidated income statement and balance sheet, and plays a pro-active role in steering the Group's management. It also validates updates of current-year forecasts. It analyzes the multi-year strategic plans for the Divisions and the Group. These plans are then used in preparing the budget, which is definitively adopted in November each year.

THE INTERNAL CONTROL FRAMEWORK

The cornerstone of Compagnie Plastic Omnium SE's internal control system is its Internal Control Framework, which sets out the rules and principles applicable to the companies it controls. It comprises a Code of Conduct, the Group's Internal Control Rules and Procedures and an Accounting and Financial Procedures Handbook.

The Code of Conduct: in addition to its economic responsibilities, Compagnie Plastic Omnium SE attaches great importance to Human Rights and rules conducive to Sustainability. Compagnie Plastic Omnium SE is a signatory of the UN Global Compact, a set of principles that stand alongside the Plastic Omnium Code of Conduct to exemplify the spirit of responsible commitment that has always encouraged the Group's commitment. Together, these texts highlight the values governing individual and collective conduct that Compagnie Plastic Omnium SE aims to promote, and which determine the fundamental principles in which the rules and procedures of its internal control system are rooted. In 2010, Compagnie Plastic Omnium SE adopted a Code of Conduct on practices governed by competition law, which has been circulated throughout the Group as part of a compliance program.

The Code of Conduct applies to Compagnie Plastic Omnium SE and to all the affiliates in which it holds a majority stake. Compagnie Plastic Omnium SE does everything in its power to encourage other affiliates to establish rules of conduct consistent with the provisions of the Code. It is the responsibility of executive corporate officers, members of the Executive Committee, Activities Directors and sites managers to ensure that all employees are aware of the contents of the Code, and that they have sufficient resources to comply with its provisions. In return, the Code requires individual employees to behave in a way that demonstrates a personal and ongoing commitment to complying with the prevailing laws and regulations, and with the ethical rules it lays down.

Group Internal Control Rules and Procedures: Compagnie Plastic Omnium SE has a set of rules that define the roles and responsibilities of the Senior Executives, the central departments of Compagnie Plastic Omnium SE and the operational departments of its divisions and subsidiaries in the following areas:

- Legal Affairs and Corporate Governance;
- Health, Safety and Environment;
- Human Resources;
- Treasury (financing and routine transactions);
- Sales;
- Purchasing (operations and capital expenditure);
- Inventory and Supply Chain;
- Accounting and Taxation;
- Real Estate;
- Information Systems.

The rules cover routine and non-routine business operations alike. They are a single and comprehensive reference framework designed to ensure that the internal control procedures implemented by the Group are both consistent and appropriate. In a number of cases, they include procedures that describe their application.

The Accounting and Financial Procedures Handbook: Compagnie Plastic Omnium SE has an Accounting and Financial Procedures Handbook prepared in accordance with IFRS standards. These accounting procedures are applicable to all consolidated companies.

As part of a process of continuous improvement in terms of internal control, the Internal Control Framework is subject to additions, and regular updates to reflect established practices, as well as changes in organization and the applicable regulations.

RISK MANAGEMENT

The main risks to which Compagnie Plastic Omnium SE is exposed are described in section 2.1 "Main Risk Factors." This section also describes the key measures and processes used to effectively prevent and manage these risks.

The risk management system incorporates, as part of the organizational framework presented in this report, a process of mapping and analyzing the main risks facing the Company. The purpose of this is to verify the pertinence of approaches implemented at Group level and to take action to strengthen or complement existing approaches. At Group level, this process is led by the Risk Management Department in conjunction with the operational departments and functional departments.

The system is overseen by the Senior Executives.

CONTROL ACTIVITIES

Compagnie Plastic Omnium SE seeks to combine the responsibility and independence of judgment of the three levels of control over its operations and its risk-control procedures: the operational departments, central functional departments and Internal Audit.

The operational departments implement the structures and resources necessary for the satisfactory implementation of the rules and principles governing internal control in their respective activities. In particular, they include dedicated Internal Control resources in charge of independent reviews of Internal Control in the entities (Level 2 controls) and monitoring the relevance of the corrective actions implemented following the assignments carried out by internal audit. The operational departments are also responsible for identifying the risks inherent to their own activity and for taking reasonable steps to control them.

The central functional departments, namely Human Resources and Sustainability, Finance and Information Systems, Legal, and Purchasing Performance, have the broadest powers in their areas of expertise, and under the supervision of Senior Executives, to establish rules and procedures applying within Compagnie Plastic Omnium SE. They are tasked with coordinating and monitoring the activities of their functional networks with a view to protecting the interests of the Group and all its stakeholders.

In the field of internal control and risk management in particular, they are responsible for analyzing the risks specific to their functions and producing the plans required for their smooth running. They produce and update the Internal Control Framework and the cross-company procedures for risk control. In doing so, they are required to ensure the adequacy of the Internal Control Framework in respect of prevailing standards, regulations and laws, and to implement the appropriate means for relaying the information they produce.

Compagnie Plastic Omnium SE has a centralized Internal Audit Department that is part of the Group Risk Management Department and reports to the Corporate Secretary. It also reports regularly on its work to the Internal Control and Compliance Committee, which is responsible for overseeing internal control procedures. It conducts assessments of the general system and ensures the efficiency of its implementation.

The Internal Audit Department conducts audits on a scope covering all subsidiaries, whether or not Compagnie Plastic Omnium SE exercises control. At the conclusion of each audit, Internal Audit makes recommendations to the audited entities, which respond with appropriate action plans subject to systematic monitoring by the management teams of the Group's activities. The annual internal audit plan is based on criteria relating to how often audits are performed and to each entity's risk and control environment. Each new entity is audited within one year following its formation or acquisition. None of the audits performed in 2022 revealed any serious weaknesses in the internal control and risk management systems.

Lastly, the application of international safety, environmental and quality assurance standards, in addition to the audit of our insurance companies and our customers, gives rise to regular specialized audits conducted by independent bodies.

INFORMATION AND COMMUNICATION

The Internal Control Rules and Procedures are available to employees on the home page of the Group's intranet portal. However, the internal control system is deployed largely through formal documents, awareness raising, training programs and reporting processes conducted by the central functional departments. These activities demonstrate to local management the importance that Senior Executives attach to control processes.

Finally, the relaying of information on the preparation of financial and accounting data is subject to specific processes described later in this report.

OVERSIGHT

The Senior Executives, assisted by the Risk Management Department, is responsible for the overall oversight of the Company's internal control and risk management processes.

The Risk Management Department exercises a critical oversight role concerning the internal control system as part of its specific remit. It reports its analyses and recommendations to the Senior Executives, as well as the Internal Control and Compliance Committee.

The Internal Control and Compliance Committee coordinates and oversees the internal control system, and ensures that it runs smoothly. The Internal Control and Compliance Committee is chaired by the Corporate Secretary of Compagnie Plastic Omnium SE. Its members include the Human Resources and Sustainability Director, Chief Operating Officer and Purchasing Performance Director, Chief Financial Officer and Information Systems Officer, Internal Control Director, Internal Audit and Risk Management Director, Corporate Compliance Director, Operational Compliance Director, Internal Audit Manager, and the Chief Executive Officers and Chief Financial Officers of the Group's activities. It is tasked with ensuring the quality and effectiveness of the system. It relays the decisions and recommendations of the Chief Executive Officer, to whom it reports its findings. Its composition gives it the authority to coordinate the efforts of all actors involved in internal control and risk management in each division or corporate function.

Lastly, the Board of Directors reviews all of the major assumptions and strategies laid down for Compagnie Plastic Omnium SE by the Senior Executives. It reviews the broad outlines of the internal control and risk management system and acquires an understanding of the various procedures involved in the preparation and processing of overall and financial information.

INTERNAL CONTROL RELATING TO THE PREPARATION OF THE COMPANY'S FINANCIAL AND ACCOUNTING INFORMATION

BASIS OF PREPARATION OF THE GROUP'S FINANCIAL INFORMATION

Concerning the preparation of the Group's financial information and its consistency, the Finance Department has the following tasks:

- laying down financial and accounting standards for the Group, in accordance with international standards;
- determining the policy in respect of the preparation of financial information;
- coordinating information systems used for the preparation of financial and accounting data;
- reviewing subsidiaries' financial information;
- preparing financial information for the Group's consolidated financial statements.

The consistency of the Group's financial statements is guaranteed by the use of the same accounting standards and a single chart of accounts by all Group entities. These standards and this chart of accounts take into account the specific characteristics of the subsidiaries' various businesses. They are defined by the Group Accounting and Standards Department, which has sole authority to modify them.

This consistency is then ensured by the coordinated management of the information systems which combine to produce the financial information for each subsidiary of the Group. The reporting and accounts consolidation processes are standardized and unified by the use of a single software program. Also, based on a software package recommended by the Group, the activities have developed integrated management systems, deployed at almost all of their industrial, Research and Development and administrative sites, thus contributing to the control of information necessary to prepare the financial statements.

Consolidated Group financial information is prepared for the following key processes:

- weekly cash reporting;
- monthly reporting;
- interim consolidated reporting;
- annual budget.

These four processes apply to all subsidiaries controlled by Compagnie Plastic Omnium SE.

FINANCIAL REPORTING AND CONTROL PROCEDURES

The accounting function is decentralized in the subsidiaries of Plastic Omnium. A first level of control and analysis of the financial statements is carried out at the local level, then at the central level in each activity. Third-tier controls are performed by the Finance Department.

Reporting is done on a monthly basis. It is submitted to the Senior Executives eight business days after the close of the monthly accounts and is reviewed at the Executive Committee meeting. The reporting package comprises in particular an income statement broken down by function, with an analysis of production costs, overheads, and Research and Development expenditure. It also includes a full cash-flow statement, business forecasts for the subsequent three months and a set of environmental and safety indicators. The information is prepared at Group, activity and subsidiary level. The reporting provides comparisons between the various items – monthly actual, year-to-date actual compared with prior-year actual and current year budget. It provides an analysis of material differences.

The budget process begins in September each year. Prepared by each subsidiary and consolidated at the Group activities level, it is submitted to the Senior Executives in November and validated by end-November before being presented to the Board of Directors of Compagnie Plastic Omnium SE. The budget comprises an income statement, cash-flow statement and data concerning capital employed by subsidiary and by activity for the year N+1.

"Revised" forecasts are regularly produced to allow remedial measures to be made with a view to ensuring that initial budget targets are met. They also allow the Senior Executives to report reliably on changes in the situation.

The budget is based on the rolling strategic and financial plan, approved each year by the Senior Executives. It includes income statement and balance sheet projections for the four years following the fiscal year in progress. It also takes into account the sales, industrial and financial strategies of the Group and its activities.

Compagnie Plastic Omnium SE is responsible for managing the medium-term financing requirements of all the subsidiaries controlled by the Group. Plastic Omnium Finance covers short-term financing needs. Through the latter, the Group centralizes its cash management and has set up a daily cash-pooling and netting system for all Group subsidiaries in all countries where local rules allow this practice. In addition, intragroup receivables and payables are netted monthly. In this way, it manages funding streams and verifies cash positions on a daily basis.

In general, subsidiaries cannot negotiate external financing arrangements without the prior authorization of the Group's Central Treasury.

Plastic Omnium Finance is also responsible for controlling all currency and interest rate hedging transactions.

Cash reports are sent to the Senior Executives on a weekly basis. They include an analysis of the cash position of each activity, and of the Group, together with comparisons with the prior year and the budget for the current year.

No material incidents or significant changes occurred in 2022 that could have compromised the effectiveness of the internal control system described above.

WORK PLANNED IN 2023

Committed to a process of continuous improvement of its internal control system, Compagnie Plastic Omnium SE will supplement certain procedures in order to make them more relevant, on the one hand, and to facilitate their appropriation by operational staff, on the other. This approach, in which the Risk Management Department and Internal Control Department are fully involved, covers our internal control procedures, accounting and financial procedures, and risk management procedures.

The Internal Audit Department plans to carry out 25 assignments in 2023.

To improve the internal control and risk management system, the Company will continue to apply the procedure for tracking progress on implementing recommendations from the internal audit assignments. The Company will also launch in all its activities a systematic and harmonized process of internal control reviews (level 2 controls) supported by dedicated Internal Control resources.

3. CORPORATE governance /AFR/

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The information presented in this section constitutes the report of the Board of Directors on corporate governance prepared in accordance with the provisions of Articles L. 225-37 et seq., L. 22-10-9 and L. 22-10-10 of French Commercial Code. This report was presented to the Audit Committee, the Appointments and CSR Committee and the Compensation Committee for the sections that fall under their areas of responsibility. Thereafter it was approved by the Board of Directors at its meeting of February 21, 2023.

It describes in particular the conditions for the preparation and organization of the work of the Board of Directors, including in particular the organizational principles guaranteeing a balance of powers. It also includes the Board's diversity policy. The components of the compensation of directors are also specified, as well as the transactions in Plastic Omnium shares declared by the directors in 2022 and the compensation policy pursuant to the aforementioned provisions of the French Commercial Code.

3.1 COMPOSITION AND CONDITIONS FOR THE PREPARATION AND ORGANIZATION OF THE WORK OF THE BOARD OF DIRECTORS

3.1.1 COMPOSITION OF THE BOARD OF DIRECTORS

3.1.1.1 BALANCE OF THE COMPOSITION OF THE BOARD OF DIRECTORS

Pursuant to Articles 11 and 11b of the Company's bylaws and in accordance with the provisions of Articles L. 225-17 and L. 22-10-6 of the French Commercial Code, the Board of Directors of Compagnie Plastic Omnium SE is composed of up to 18 members, two of whom represent the Group's employees when the number of directors is greater than or equal to eight.

The term of office of each director is three years and is renewable. Directors are appointed by the General Meeting of Shareholders for three-year terms expiring at the close of the General Meeting of Shareholders called during the year in which their term expires to approve the accounts for the previous fiscal year.

The balance of powers within the Board of Directors is based mainly on its consistent and harmonious composition and on the qualities of its members.

At the date of this report, the Company is administered by a Board of Directors composed of 16 members:

- 14 directors elected by the General Meeting of Shareholders in accordance with the provisions of the French Commercial Code, including the Chairman of the Board of Directors (Mr. Laurent Burelle), the Chief Executive Officer (Mr. Laurent Favre) and the Managing Director (Ms. Félicie Burelle);
- 2 directors representing the employees appointed in accordance with the provisions of Articles L. 22-10-6 *et seq.* of the French Commercial Code.

The General Meeting of Shareholders of April 21, 2022 renewed the term of office as director of Ms. Amélie Oudéa-Castéra and appointed, in addition to the members already in office, Ms. Martina Buchhauser as a director.

The Board of Directors of December 7, 2022 co-opted Ms. Élisabeth Ourliac, to replace Ms. Amélie Oudéa-Castéra, who resigned on May 20, 2022.

At 31 December 2022, the Board of Directors comprised five independent directors (see Section 3.1.1.5); the percentage of independent directors was 36%. These independent directors fulfill their role well, given their profile and experience. They hold high-level responsibilities in international groups, which enables them to understand all aspects of the Plastic Omnium Group's divisions, to inform discussions and to interact effectively with Senior Executives. It is specified here that in accordance with the AFEP-MEDEF Code, the number of directors representing employees is not included in the calculation of the percentage of independent directors.

Each member of the Board of Directors of Compagnie Plastic Omnium SE is involved in the discussions and is a source of proposals. The diversity and complementarity of the directors' experience enables a rapid and in-depth understanding of Plastic Omnium's development challenges.

3.1.1.2 DIVERSITY POLICY APPLIED TO THE BOARD OF DIRECTORS: PROFILES, EXPERIENCE AND EXPERTISE OF CURRENT DIRECTORS

In accordance with the provisions of Article L. 225-17 of the French Commercial Code, which establishes a principle of balanced representation of women and men on Boards of Directors, the Board of Directors of Compagnie Plastic Omnium SE comprises nine female directors out of 16. The law provides that in assessing the proportion of men and women on Boards of Directors, directors representing the employees and not elected by the General Meeting of Shareholders are not taken into account. As the Board of Directors of Compagnie Plastic Omnium SE includes 2 directors representing employees, the assessment is made on the basis of 14 directors, of which eight are women, *i.e.* 57%. The principle of gender balance is also respected with regard to the two directors representing the employees.

In addition to increasing the representation of women amongst its members, the Board of Directors of Compagnie Plastic Omnium SE is striving to diversify the profiles of directors in terms of skills and nationalities.

SELECTION OF NEW DIRECTORS

The appointment of directors, submitted to the vote of the General Meeting of Shareholders, is subject to a transparent selection process.

When one or more directors' seats become vacant, and after considering the size of the Board of Directors, the Appointments and CSR Committee defines, with the support of the Chairman of the Board of Directors, the profile(s) sought, having regard in particular to the diversity policy and in particular to the appropriate nature of the composition of the Board of Directors with the Group's activities, its challenges and its strategic orientations. The skills matrix includes in particular the following criteria:

- management skills acquired in large French or foreign international companies;
- knowledge of the Group or its division sector;

- professional experience;
- financial and accounting expertise;
- CSR, R&D and digital skills;
- availability and commitment to perform their office.

On the basis of these profiles, the Chairman of the Appointments and CSR Committee, with the support of the Chairman of the Board of Directors, oversees the search and selection process for new independent directors, with, where appropriate, assistance from an external firm. Candidates are interviewed at the end of the process with a view to making a recommendation to the Board. During these interviews, the Appointments and CSR Committee ensures in particular the independence, availability and motivation of the prospective candidate(s) and their adherence to the Group's values.

Thanks to the selection work by the Appointments and CSR Committee and the Board of Directors, the General Meeting of Shareholders can appoint responsible directors, able to exercise their total freedom of judgment and participate independently in the work and the collegial decisions of the Board as well as the activities of the Committees.

The replacement of directors appointed by the General Meeting of Shareholders whose position has become vacant during their term of office due to death or resignation is subject to the legal and regulatory provisions in force, it being specified that these provisions are not applicable in the event of a vacancy for any reason whatsoever, of the seat of a director elected by the employees.

Selection process for new independent directors appointed by the General Meeting of Shareholders

1 - Profile	2 - Applications: Work of the Appointments and CSR Committee	3 - Selection: Recommendations of the Appointments and CSR Committee	4 - Proposed appointments: Decision of the Board of Directors	5 - Appointments: Vote at the General Meeting of Shareholders

• Review of expiring terms of office or resignations
• Definition by the Chairman of the Board of Directors and the Appointments and CSR Committee of the profile sought, with regard to:
  ◦ skills and expertise sought to promote the complementarity of directors
  ◦ professional and personal qualities
  ◦ gender parity
• Analysis, where applicable, of the profiles of the candidates presented by a member of the Board of Directors representing a significant portion of the Company's share capital and/or voting rights
	• Proposed reappointments
	• Proposal for external recruitment
	• Selection of a recruitment firm if necessary
	• Discussions and debate within the Appointments and CSR Committee
	• Establishment of a list of candidates to be submitted
		• Discussion of the proposed profiles: adequacy with the needs identified, verification of compliance with the recommendations of the AFEP-MEDEF Code (multiple offices, independence criteria, skills, etc.)
		• Individual interview with the Chairman of the Board of Directors and the members of the Appointments and CSR Committee
		• Discussions at Committee meetings with a view to making a recommendation to the Board of Directors
			• Proposed reappointments
			• Proposed appointments of new directors
			• Decision to co-opt new directors
			• Drafting of the draft resolutions to be submitted to the General Meeting of Shareholders
				• Appointment of new directors
				• Renewal of the terms of office of directors
				• Ratifications of the co-option of new directors decided by the Board of Directors

When joining the Board of Directors, each director receives a copy of the Board's Internal Rules, the Compagnie Plastic Omnium SE bylaws and the Stock Market Ethics Charter. This corpus of rules adopted by the Company serves as a reference for the directors regarding the level of requirements expected by Compagnie Plastic Omnium SE. As soon as they take office, directors also receive support in the form of personalized discussions with the Chairman of the Board of Directors, the Chief Executive Officer, the Managing Director, the Chairmen of the Committees and the Secretary of the Board. Training is also offered to directors, particularly in terms of CSR, and directors who so wish can benefit from personalized support.

At December 31, 2022, the main characteristics of the composition of the Board of Directors were as follows:



61 YEARS
AVERAGE AGE OF DIRECTORS

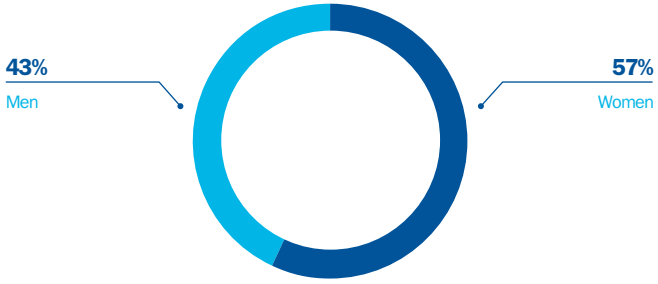


57%
WOMEN DIRECTORS

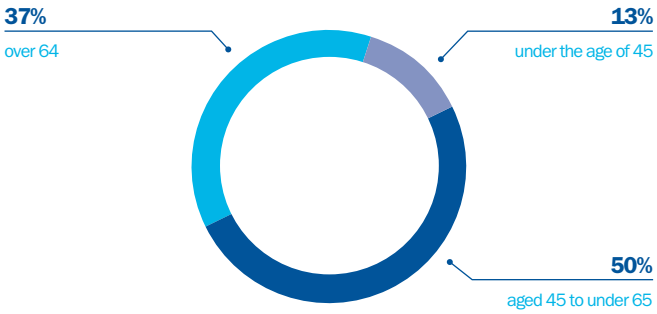


36%
INDEPENDENT DIRECTORS

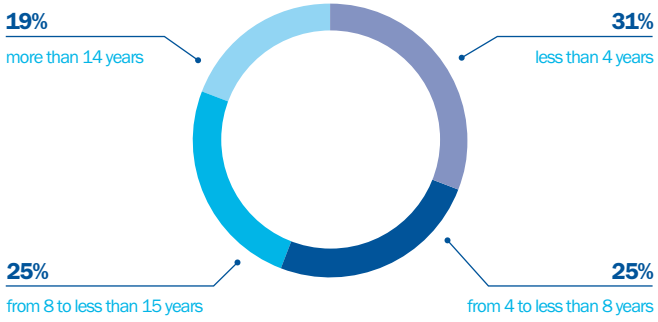
BREAKDOWN OF MEN AND WOMEN



BREAKDOWN BY AGE



YEARS IN OFFICE



Qualifications and professional experience of the directors in office

The Board of Directors is committed to promoting mix and diversity in its composition regarding the qualifications, professional experience, nationality and age of its members. All directors bring the following qualities to the Board of Directors:

Strategic vision	Sense of innovation and entrepreneurial dimension
Quality of judgment	International openness
Ethics	Defense of the Group's interests

The directors have additional experience (international, financial, industrial, commercial expertise, etc.) with some having former, in-depth knowledge of Compagnie Plastic Omnium SE and its environment.

Regarding directors' professional qualifications and experience, the Board's objective is to ensure that its composition is appropriate to the divisions of Compagnie Plastic Omnium SE, the challenges raised and its strategic orientation, thus contributing to the quality of the Board's decisions.

The table below summarizes the diversity and complementarity of the skills brought to the Board.

	Senior Executives	Digital, Innovation, New technologies	Industry sector	International relations	CSR	Finance, Audit	Automotive sector	Human Resources	Knowledge of the Group
Laurent Burelle	▪		▪	▪	▪	▪	▪		▪
Laurent Favre	▪	▪	▪	▪		▪	▪		▪
Félicie Burelle	▪	▪	▪	▪		▪	▪		▪
Anne Asensio	▪	▪	▪	▪					
Martina Buchhauser		▪	▪		▪		▪		
Anne-Marie Couderc	▪		▪	▪	▪			▪	
Prof. Dr. Bernd Gottschalk			▪	▪		▪	▪		
Vincent Labruyère	▪	▪				▪			
Élisabeth Lemarié					▪			▪	▪
Paul Henry Lemarié	▪		▪			▪	▪		▪
Lucie Maurel Aubert	▪				▪	▪			
Alexandre Mérieux	▪	▪	▪		▪				
Cécile Moutet									▪
Élisabeth Ourliac			▪	▪		▪			
Amandine Chaffois			▪		▪		▪		▪
Ireneusz Karolak			▪				▪		▪
	56%	**38%**	**75%**	**44%**	**44%**	**50%**	**50%**	**13%**	**50%**

SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2022

First and last name	Age	Male/ Female	Nationality	No. of offices in listed companies*	Date of initial appointment	End of current term	Years on the Board	Study committees		
								Accounts	Appointments and CSR	Compensation
Chairman of the Board of Directors										
Laurent Burelle	73	M		1	06/18/1981	2024	41			
Senior Executives										
Laurent Favre	51	M		0	01/01/2020	2024	3			
Félicie Burelle	43	F		2	04/27/2017	2023	5			
Independent directors**										
Anne Asensio	60	F		1	04/28/2011	2023	11			▪
Martina Buchhauser	56	F		3	04/21/2022	2025	1			
Lucie Maurel Aubert	60	F		0	12/15/2015	2024	7	★	▪	
Alexandre Mérieux	48	M		1	04/26/2018	2024	4			★
Élisabeth Ourliac	63	F		0	12/07/2022	2025	0.5			
Non-Independent directors										
Anne-Marie Couderc	72	F		1	07/20/2010	2024	12		★	▪
Prof. Dr. Bernd Gottschalk	79	M		1	04/28/2009	2024	13			
Vincent Labruyère	72	M		0	05/16/2002	2023	20	▪		
Éliane Lemarié, permanent representative of Burelle SA	77	F		1	04/09/2009	2024	13		▪	
Paul Henry Lemarié	75	M		1	06/26/1987	2024	35			
Cécile Moutet	49	F		0	04/27/2017	2023	5			
Directors representing employees										
Amandine Chaffois	42	F		0	07/04/2019	2025	3			
Ireneusz Karolak	63	M		0	05/23/2019	2025	3			
Censor										
Jean Burelle	83	M		1	02/17/2021	2024	2			

** Number of offices, excluding Compagnie Plastic Omnium SE, held in listed companies.*

*** Independence within the meaning of the AFEP-MEDEF Code criteria.*

▪ *Committee Member.* ★ *Committee Chairperson*

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SPECIALIZED COMMITTEES IN 2022

	Departure	Appointments/Cooptations	Renewal
Board of Directors	Amélie Oudéa-Castéra (05/20/2022)	Martina Buchhauser (04/21/2022) Élisabeth Ourliac (12/07/2022)	Amélie Oudéa-Castéra (04/21/2022)
Audit Committee	Vincent Labruyère / Chairman (04/21/2022) Amélie Oudéa-Castéra (05/20/2022)	Lucie Maurel Aubert / Chairwoman (04/21/2022)	
Compensation Committee	Anne-Marie Couderc / Chairwoman (04/21/2022)	Alexandre Mérieux / Chairman (04/21/2022)	

Two directors representing employees

Two directors representing the employees have been members of the Board of Directors since 2019. With a particular viewpoint linked to their knowledge of the business, they provide additional insight and enhance the quality of the Board's discussions through their ability to understand the Group's interests and define its risks in their capacity as employees. The directors representing the employees enrich the discussions of the Board of Directors in the service of a sustainable and long-term governance of the Company.

Amandine Chaffois, appointed by the France Group Works Council, is the Group's Vice President Environmental Sustainability.

Ireneusz Karolak, appointed by the European Works Council, is Purchasing Manager in the Clean Energy Systems business line within the Plastic Omnium Industries' division, in Poland.

Their terms of office were renewed in 2022 for new three-year terms. Amandine Chaffois and Ireneusz Karolak receive compensation as members of the Board of Directors in accordance with the same distribution rules as the other directors. The components of their compensation as employees are not published.

List of offices and positions of directors held during the fiscal year ended December 31, 2022

LAURENT BURELLE

Chairman of the Board of Directors of Compagnie Plastic Omnium SE and Chairman and Chief Executive Officer of Burelle SA



NATIONALITY: French

BUSINESS ADDRESS:
Plastic Omnium
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT:
06/18/1981

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
667,142

BIOGRAPHY

Laurent Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds a Master of Science Degree in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

He began his career with the Plastic Omnium Group as a production engineer and assistant to the director of the Langres plant.

In 1977, he was appointed Chief Executive Officer of Plastic Omnium SA in Valencia (Spain), going on to become Chairman and Chief Executive Officer. He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium in 1988 and then Chairman and Chief Executive Officer in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of Compagnie Plastic Omnium SE with effect from January 1, 2020, and Chairman and Chief Executive Officer of Burelle SA since January 1, 2019.

He has also been Chairman of AFEP (Association Française des Entreprises Privées) since 2017. Laurent Burelle is also a founder-director of the Jacques Chirac Foundation.

He is a *Grand Officier de l'Ordre National du Mérite* and *Commandeur de la Légion d'Honneur*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND ASSOCIATIONS			
Burelle SA	Chairman and CEO	✓	✓
Sofiparc	Chairman and member of the Supervisory Committee		✓
Sofiparc Hotels	Chairman		✓
Burelle Participations	Director		✓
AFEP (association)	Chairman		
Jacques Chirac Foundation (association)	Director – Founder		
INTERNATIONAL COMPANIES			
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Director		✓
SOGEC 2 (Belgium)	Managing Director		
Compagnie Financière de la Cascade SA (Belgium)	Chairman of the Board of Directors Managing Director		

LAURENT FAVRE

Chief Executive Officer of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:
Plastic Omnium
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT:
01/01/2020

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
3,870

BIOGRAPHY

Laurent Favre has an engineering degree from the École Supérieure des Techniques Aéronautiques et de Construction Automobile (ESTACA). He began his career in the automotive industry, in Germany.

For more than 20 years he has held various positions of responsibility with German automotive equipment suppliers such as ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division.

Laurent Favre is the Chief Executive Officer of Compagnie Plastic Omnium SE.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Plastic Omnium Auto Exteriors	Chairman and CEO		✓
Plastic Omnium Auto Inergy	Chairman		✓
Plastic Omnium Finance	Manager		✓
Plastic Omnium Modules	Chairman		✓
PO Lighting Systems	Chairman and Chairman of the Supervisory Committee		✓
Plastic Omnium Software House	Chairman and Chairman of the Supervisory Committee		✓
INTERNATIONAL COMPANIES			
Plastic Omnium GmbH (Germany)	Manager		✓
HBPO Beteiligungsgesellschaft mbH (Germany)	Member of the Shareholders Committee		✓
Plastic Omnium New Energies (Belgium)	Director		✓
Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd (China)	Director		✓
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Chairman of the Board of Directors		✓
Plastic Omnium Inc. (United States)	Chairman		✓

FÉLICIE BURELLE

Managing Director of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:
Plastic Omnium
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT:
04/27/2017

END OF CURRENT TERM:
2023

SHARES HELD AT 12/31/2022:
900

BIOGRAPHY

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in Business-Finance from South Bank University of London and an MBA from the Instituto de Empresa (IE) Business School of Madrid.

After beginning her career in the Plastic Omnium Group in 2001 as Accounting Manager of a subsidiary of the Auto Exteriors Division in Spain (Madrid), Félicie Burelle moved on to the Mergers & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium and took over the Strategic Planning and Commercial Coordination Department of the Auto Exteriors Division. She also became member of the Executive Committee of this Division.

Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013.

In 2015, she became Strategy and Development Director of Compagnie Plastic Omnium SE and has been member of the Executive Committee since then.

Appointed Chief Operating Officer of Compagnie Plastic Omnium SE on January 1, 2018, Félicie Burelle has been Managing Director since January 1, 2020.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Burelle SA	Director	✓	✓
Burelle Participations	Director		✓
CIC Lyonnaise de Banque	Director		
Plastic Omnium Software House	Member of the Supervisory Committee		✓
Bouygues S.A.	Director	✓	
INTERNATIONAL COMPANIES			
Compagnie Financière de la Cascade SA (Belgium)	Director		
Plastic Omnium New Energies (Belgium)	Director		✓
HBPO Beteiligungsgesellschaft mbH (Germany)	Member of the Shareholders Committee		✓

ANNE ASENSIO

Vice-Chairwoman of Design of Dassault Systèmes



NATIONALITY: French

BUSINESS ADDRESS:
Dassault Systèmes
10, rue Marcel Dassault
78140 Vélizy-Villacoublay

FIRST APPOINTMENT:
04/28/2011

END OF CURRENT TERM:
2023

SHARES HELD AT 12/31/2022:
900

BIOGRAPHY

Holder of a Master's degree in transport design from the Center for Creative Studies in Detroit, as well as a degree in industrial design from École Nationale Supérieure des Arts Appliqués in Paris, Anne Asensio began her career with Renault in 1987, where she was notably charged with the design of the Twingo, Clio and Mégane (Scenic) ranges. She then held several management positions with General Motors, leading the development of a number of concept cars.

She joined Dassault Systèmes in November 2007 as Vice-Chairwoman of Design, in charge of design, innovation and corporate identity.

Anne Asensio is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND ORGANIZATIONS			
Dassault Systèmes	Vice-Chairwoman of Design Experience	✓	
Agence de la Promotion de la Création Industrielle	Director – member of the Board of Directors		
Strate École du design	Minority shareholder, director and member of the Scientific Council		
Institut de Recherche et d'Innovation (IRI) Centre Pompidou	Member of the College		
Design Île-de-France (Region)	Board member		
VIA (Association)	Member of the Board of Directors		
INTERNATIONAL COMPANIES AND ORGANIZATIONS			
Umeä University of Design (Sweden)	Member of the Strategic Board		
World Design Organization (Canada)	Board member		

MARTINA BUCHHAUSER

Founder of The Procurement Initiative



NATIONALITY: German

BUSINESS ADDRESS:
H&Z Management Consulting -
ax-Josph-str. 6
80333 Munich - Germany

FIRST APPOINTMENT:
04/21/2022

END OF CURRENT TERM:
2025

BIOGRAPHY

Having graduated with a Bachelor of Science in Business Management and a Master of Science in Management from Stanford University (United States), Martina Buchhauser began her career in 1985 at General Motors in the United States, then held various management and executive positions at Opel / General Motors, MAN and BMW, where she acquired a comprehensive knowledge of the automotive industry and its developments.

In 2017, she was appointed Purchasing Director of Volvo Cars and member of the Executive Committee.

Since 2021, she has been Senior Advisor for H&Z Management Consulting in Germany, a company specializing in strategy, purchasing and sustainable development. She is an independent director of Gränges AB in Sweden and Chairwoman of Sono Group NV in Germany.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
INTERNATIONAL COMPANIES			
Volvo Car Corporation (Sweden)	Member of the Management Board	✓	
GV Automobile Technology (Ningbo) Co. Ltd (China)	Director		
H&Z Management Consulting	Senior Advisor		
Sono Motors	Chairwoman of the Supervisory Board	✓	
Gränges AB	Member of the Audit Committee	✓	

ANNE-MARIE COUDERC

Chairwoman of the Board of Directors of Air France KLM



NATIONALITY: French

BUSINESS ADDRESS:
Air France KLM
2, rue du Cirque,
75008 Paris

FIRST APPOINTMENT:
07/20/2010

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
1,350

BIOGRAPHY

After starting her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993.

A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for Employment until 1997.

At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer of Hachette Filipacchi Associés and, from 2006 to 2010, General Secretary of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairwoman of the Presstalis group (press distribution business) and since June 30, 2017, she has been a corporate director.

Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France since 2018.

Anne-Marie Couderc is an *Officier de la Légion d'Honneur* and an *Officier de l'Ordre national du Mérite*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND FOUNDATIONS			
Air France KLM	Chairwoman of the Board of Directors	✓	
Air France	Chairwoman of the Board of Directors		
Transdev	Director Member of the Audit Committee Member of the CSR Committee		
Ramsay – Générale de Santé	Director Chairwoman of the Compensation Committee Member of the Audit and Risk Committee		
C.E.S.E	Member		
Veolia Foundation	Director		

PROF. DR. BERND GOTTSCHALK

Founder and Chairman of AutoValue GmbH



NATIONALITY: German

BUSINESS ADDRESS:
AutoValue GmbH
Feldbergstraße 51,
60325 Frankfurt-am-Main

FIRST APPOINTMENT:
04/28/2009

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
900

BIOGRAPHY

Holder of a doctorate in economics, Prof. Dr. Bernd Gottschalk studied economics at the University of Hamburg and the University of Saarbrücken, then at Stanford (California). He began his career in Finance at Daimler AG Group, and then became Plant Manager, before being appointed Chairman of Mercedes-Benz do Brasil.

In 1992, he was appointed to the Executive Committee of the Daimler AG Group, Global Vice-President of the Commercial Vehicles Division. In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and, in 2007, created AutoValue GmbH, an automotive consultancy that he has headed since that date.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
INTERNATIONAL COMPANIES			
AutoValue GmbH (Germany)	Chairman		
Schaeffler AG (Germany)	Director, member of the Appointments Committee		
Jost Werke AG (Germany)	Director, Deputy Chairman, member of the Chairman and Appointments Committee	✓	
Bentler international AG (Austria)	Director		
Aeye Inc. (United States)	Director Member of the Audit Committee Chairman of the Appointments and Governance Committee		

VINCENT LABRUYÈRE

Chairman of Société Financière du Centre



NATIONALITY: French

BUSINESS ADDRESS:
Groupe Labruyère
70, avenue Édouard Herriot
71009 Mâcon

FIRST APPOINTMENT:
05/16/2002

END OF CURRENT TERM:
2023

SHARES HELD AT 12/31/2022:
10,932

BIOGRAPHY

An engineering graduate of ETH Zurich (Swiss Federal Institute of Technology), Vincent Labruyère started his professional career in 1976 with Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturers of equipment for production processes.

In 1981, he became head of Imprimerie Perroux, a printer of checkbooks and bank forms, which he diversified in 1985 by creating DCP Technologies, a subsidiary specializing in credit card manufacture and encoding.

In 1989, he founded the SPEOS Group, specialized in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office in 2001.

Vincent Labruyère then joined the Labruyère Group as Chief Executive Officer, later becoming Chairman of the Management Board and then Chairman of the Supervisory Board. Labruyère Group is a family-owned company operating vineyards in France and the United States, which also operates commercial real estate and hotel premises and invests growth capital in France and abroad.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Groupe Labruyère	Chairman of the Supervisory Board		
Société Financière du Centre	Chairman		
SC Domaine Jacques Prieur Meursault	Manager		

ÉLIANE LEMARIÉ, PERMANENT REPRESENTATIVE OF BURELLE SA

Director of Burelle SA



NATIONALITY: French

BUSINESS ADDRESS:
Burelle SA
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT OF BURELLE SA AS A DIRECTOR:
06/26/1987

FIRST APPOINTMENT OF MS. ÉLIANE LEMARIÉ AS PERMANENT REPRESENTATIVE OF BURELLE SA:
04/09/2009

EXPIRY OF THE TERM OF OFFICE OF BURELLE SA:
2024

SHARES HELD BY MS. ÉLIANE LEMARIÉ AT 12/31/2022:
235,996

BIOGRAPHY

After graduating with a Master's degree in English from the University of Paris-Sorbonne and graduating from IEP Paris, Éliane Lemarié devoted her professional career to the corporate information and communication sector.

She began her career as a journalist and copy editor in various written press publications as part of the Permanent Assembly of Chambers of Commerce and Industry (APCCI) from 1969 to 1975.

In 1976, she was hired by SOGEC to set up and develop a Public Relations, Media Relations and Publishing Department, a position she held until 1983.

In 1983, she founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairwoman and Chief Executive Officer until 2010.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
Union Industrielle	Chairman of the Supervisory Board		
INTERNATIONAL COMPANIES			
SOGEC 2 (Belgium)	Managing Director		
Garamond (Belgium)	Director		

PAUL HENRY LEMARIÉ

Chairman and CEO of Burelle Participations



NATIONALITY: French

BUSINESS ADDRESS:
Burelle Participations
42, rue Paul-Vaillant Couturier
92300 Levallois-Perret

FIRST APPOINTMENT:
06/26/1987

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
315,900

BIOGRAPHY

Paul Henry Lemarié holds a doctorate in physics from University of Paris-Orsay and a post-graduate degree (Diplôme d'Etudes Approfondies (DEA)) in Management and Finance from University of Paris-Dauphine.

After completing a doctorate in physics at CEA, he began his career in the Finance Department of Paribas bank in 1973. He then joined Sofresid, an engineering group (steel, mining, offshore), before moving to the Plastic Omnium Group in 1980 as Head of the 3P (Performance Plastics Products) Division. In 1985, he became Chairman of the Automotive Division. In 1987, he was appointed Chief Operating Officer of Compagnie Plastic Omnium SE, then Chief Executive Officer in 1988 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020.

Paul Henry Lemarié has been Chairman and Chief Executive Officer of Burelle Participations since July 28, 2021.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Burelle Participations	Chairman and CEO		✓
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
INTERNATIONAL COMPANY			
Garamond (Belgium)	Director		

LUCIE MAUREL AUBERT

Vice-Chairwoman of Rothschild Martin Maurel et Associés/Vice-Chairwoman of the Supervisory Board of Rothschild & Co



NATIONALITY: French

BUSINESS ADDRESS:
Rothschild Martin Maurel
29, avenue de Messine
75008 Paris

FIRST APPOINTMENT:
12/15/2015

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
910

BIOGRAPHY

After starting her professional career in 1985 as a business attorney in the law firm Gide Loyrette Nouel, Lucie Maurel Aubert joined, in 2002, the family bank Martin Maurel of which she has been a director since 1999.

In 2007, Lucie Maurel Aubert was appointed Managing Director of Compagnie Financière Martin Maurel, followed by Vice-Chairwoman and Managing Director in 2011. In 2013, she was appointed Chief Executive Officer of Banque Martin Maurel.

Since 2020, Lucie Maurel Aubert has been Vice-Chairwoman of the Supervisory Board of Rothschild & Co and Chairwoman of the CSR Committee.

Since 2017, Lucie Maurel Aubert has been Vice-Chairwoman of Rothschild Martin Maurel Associés.

Lucie Maurel Aubert is a *Chevalier de la Légion d'Honneur*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND ASSOCIATIONS			
Rothschild Martin Maurel et Associés	Vice-Chairwoman		
STEF-TFE	Director		
Fonds de dotation du Grand Paris	Director		
Rothschild & Co	Vice-Chairwoman of the Supervisory Board		
Association Française des Banques	Vice-Chairwoman		
SNEF	Director		
Festival d'art lyrique d'Aix-en-Provence	Vice-Chairwoman		

ALEXANDRE MÉRIEUX

Chairman and CEO of bioMérieux



NATIONALITY: French

BUSINESS ADDRESS:
bioMérieux
376, chemin de l'Orme
69280 Marcy l'Étoile

FIRST APPOINTMENT:
04/26/2018

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
1,000

BIOGRAPHY

Alexandre Mérieux graduated from the University of Lyon with a degree in biology and from HEC Montreal Business School.

From 1999 to 2004, Alexandre Mérieux was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head.

He has held various operational positions within bioMérieux. He was Managing Director in 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and Director of the Microbiology unit between 2011 and 2014.

Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND FOUNDATIONS			
bioMérieux SA	Chairman and Chief Executive Officer and director	✓	
Institut Mérieux	Vice-Chairman, Managing Director and director		
Finance Senior Mendel SAS	Representative of Mérieux Participation 2, director		
Christophe et Rodolphe Mérieux Foundation	Director		
Mérieux Foundation	Director		
Mérieux Développement SAS	Chairman		
Mérieux Equity Partners	Director		
Compagnie Mérieux Alliance	Chief Executive Officer		
SCI ACCRA	Manager		
Jacques Chirac Foundation	Director		
INTERNATIONAL COMPANY			
Mérieux Nutrisciences Corporation (USA)	Chairman		

CÉCILE MOUTET

Director of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:
Plastic Omnium
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT:
04/27/2017

END OF CURRENT TERM:
2023

SHARES HELD AT 12/31/2022:
8,160

BIOGRAPHY

Cécile Moutet has a Specialized Master's degree in Market Research and Marketing Management from NEOMA Business School (formerly ESC Rouen) and from the Institut Européen des Affaires.

She started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events.

Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communication consultant.

In 2009 and 2010, Cécile Moutet worked at IRMA Communication (which became Cap & Cime PR in 2010) and coordinated various consulting assignments.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
INTERNATIONAL COMPANY			
Financière Protea SA (Belgium)	Director		

ÉLISABETH OURLIAC

Chairwoman of Toulouse School of Management



NATIONALITY: French

BUSINESS ADDRESS:
Toulouse School of Management
2 rue du Doyen Gabriel Marty
31042 Toulouse Cedex 9

FIRST APPOINTMENT:
12/07/2022

END OF CURRENT TERM:
2025

BIOGRAPHY

Élisabeth Ourliac is a graduate of the Grande Ecole Program of Toulouse Business School, has a law degree from the University of Toulouse and holds a diploma from the Franco-German Chamber of Commerce and the Executive Program from Stanford University School of Business.

Élisabeth Ourliac started her career in an audit firm, and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. Élisabeth Ourliac was Vice-President Strategy at Airbus from 2016 to 2022.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Élisabeth Ourliac is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES			
Toulouse School of Management	Chairwoman of the Board of Directors		
Toulouse Business School Foundation	Director		
INTERNATIONAL COMPANIES			
International Women Forum (USA)	Director		

AMANDINE CHAFFOIS

Director representing the employees of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:
Plastic Omnium
1, allée Pierre Burelle
92300 Levallois Perret

FIRST APPOINTMENT:
07/04/2019

END OF CURRENT TERM:
2025

BIOGRAPHY

Amandine Chaffois is a graduate engineer from the Institut National des Sciences Appliquées in Lyon and holds a Diploma of Higher Specialized Studies in Purchasing from the Institut d'Administration des Entreprises de Lyon from which she graduated at the top of her class.

She joined the Plastic Omnium Group in 2004 as part of her end-of-studies internship in the Intelligent Exterior Systems business line in the Plastic Omnium Industries Division. She then held various positions in the purchasing departments in France, Brazil and the United States.

Amandine Chaffois was promoted to Director of Launches for Europe in September 2018, then Innovation Director for the Intelligent Exterior Systems business line. Since October 1, 2021, she has been Group VP Environmental Sustainability.

The term of office of Amandine Chaffois as employee director of Compagnie Plastic Omnium SE was renewed for a further three years by the France Group Works Council on July 6, 2022.

IRENEUSZ KAROLAK

Director representing the employees of Compagnie Plastic Omnium SE



NATIONALITY: Polish

BUSINESS ADDRESS:
Plastic Omnium Auto Inergy
Ul. Budowlana, 28 PL 20-469 Lublin,
Poland

FIRST APPOINTMENT:
05/23/2019

END OF CURRENT TERM:
2025

BIOGRAPHY

Ireneusz Karolak graduated in romance philology from the Marie Curie University – Skłodowska in Lublin.

After starting his career in teaching and research and as a certified translator in French and Spanish, he graduated with a Master's degree in Management and International Business from the École des Hautes Études Commerciales in Lille in 1994.

He joined the Plastic Omnium Group in 1999, where he successively held the positions of Quality Auditor and Quality Manager. He is currently Purchasing Manager of the Lublin site in Poland within the Clean Energy Systems business line.

The term of office of Ireneusz Karolak as employee director of Compagnie Plastic Omnium SE was renewed for a further three years by the European Works Council on June 9, 2022.

Information about the censor

In accordance with Article 17 of the bylaws, the Board of Directors may appoint one or more censors who attend Board meetings in an advisory capacity. Censors are appointed for a term of three years.

JEAN BURELLE

Censor and Honorary Chairman of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:
Burelle SA
1, allée Pierre Burelle
92300 Levallois-Perret

FIRST APPOINTMENT:
02/17/2021

END OF CURRENT TERM:
2024

SHARES HELD AT 12/31/2022:
416,378

BIOGRAPHY

Jean Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds an MBA from Harvard Business School.

He started his career in 1966 with L'Oréal and left for the Plastic Omnium Group in 1967 as Department Director. In 1986, he was appointed Executive Vice-President, and in 1987 became Chairman and Chief Executive Officer, a position that he occupied until June 30, 2001. Jean Burelle was a director of Compagnie Plastic Omnium SE from 1970 to 2021. He has been Honorary Chairman since July 1, 2001.

From July 1, 2001 to December 31, 2018, Jean Burelle was Chairman and Chief Executive Officer of Burelle SA, of which he is still a director. He is also a member of the Supervisory Board of Soparexo SCA.

Jean Burelle was the Chairman of MEDEF International from November 2005 until May 2016, when he became Honorary Chairman and director. From 1977 to 2009, he was a director of Essilor International and Chairman of the Directors Committee.

Jean Burelle is an *Officier of the Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND FOUNDATIONS			
Burelle SA	Director	✓	✓
Burelle Participations	Director		✓
Sofiparc	Member of the Supervisory Committee		✓
Soparexo SCA	Member of the Supervisory Committee		
MEDEF International	Honorary Chairman Director		
Institut des Relations Internationales	Director (until November 2022)		
Association pour le Rayonnement de l'Opéra National de Paris (AROP)	Director		
INTERNATIONAL COMPANIES			
SOGEC 2 SA (Belgium)	Chairman of the Board of Directors Managing Director		
Financière Protea SA (Belgium)	Chairman of the Board of Directors Managing Director		

3.1.1.3 CHANGES IN THE TERMS OF OFFICE AND POSITIONS OF THE BOARD OF DIRECTORS

Changes in 2022

Renewal of the term of office of a director

The General Meeting of Shareholders of April 21, 2022 renewed the term of office of Ms. Amélie Oudéa-Castéra, who has been a director of Compagnie Plastic Omnium SE since 2014, for a period of three years.

Renewal of the term of office of directors representing employees

At its meeting of June 9, 2022, the European Works Council unanimously renewed the term of office of Mr. Ireneusz Karolak as employee director of Compagnie Plastic Omnium SE.

At its meeting of July 6, 2022, the France Group Works Council unanimously renewed the term of office of Ms. Amandine Chaffois as employee director of Compagnie Plastic Omnium SE.

Appointment of a new director: Ms. Martina Buchhauser

The General Meeting of Shareholders of April 21, 2022 appointed Ms. Martina Buchhauser as director for the statutory term of three years, *i.e.* until the General Meeting of Shareholders called in 2025 to approve the financial statements for the 2024 fiscal year.

End of the term of office as director of Ms. Amélie Oudéa-Castéra

Having been invited on May 20, 2022 by the Prime Minister, Elisabeth Borne, to join the Government as Minister of Sports and the Olympic and Paralympic Games, Ms. Amélie Oudéa-Castéra resigned from her office as director of the Company on the same day.

Co-option, to replace a new director: Ms. Élisabeth Ourliac

On the recommendation of the Appointments and CSR Committee, the Board of Directors decided, at its meeting of December 7, 2022 and following the resignation of Ms. Amélie Oudéa-Castéra, to co-opt Ms. Élisabeth Ourliac as director for the remaining term of office of her predecessor, i.e. until the General Meeting of Shareholders called in 2025 to approve the financial statements for the 2024 fiscal year, subject to ratification by the next General Meeting of Shareholders.

Changes to the composition of the Board of Directors and Committees in 2023

The terms of office of Ms. Félicie Burelle, Ms. Anne Asensio, Ms. Cécile Moutet and Mr. Vincent Labruyère will expire at the close of the General Meeting of Shareholders of April 26, 2023.

Non-renewal of the term of office of a director: Ms. Anne Asensio

Since Ms. Anne Asensio, a director of Compagnie Plastic Omnium SE since 2011, was not seeking the renewal of her term of office, the Board wished to express its deep gratitude to her for the quality of her contribution during these 12 years in office. The Board thanked Anne Asensio for her commitment, her great freedom of judgment and her involvement in the Board's discussions.

Renewal of the terms of office of three directors: Ms. Félicie Burelle, Ms. Cécile Moutet and Mr. Vincent Labruyère

On the recommendation of the Appointments and CSR Committee, it is proposed that the terms of office of Ms. Félicie Burelle, Ms. Cécile Moutet and Mr. Vincent Labruyère are renewed.

Ms. Félicie Burelle has been a director of Compagnie Plastic Omnium SE since 2017. She joined the Plastic Omnium Group in 2010, where she held various positions of responsibility, after beginning her career in 2001 at the Plastic Omnium Group in Spain, before joining Ernst & Young in 2005. Ms. Félicie Burelle has been Managing Director of Compagnie Plastic Omnium SE since January 1, 2020.

Ms. Félicie Burelle brings to the Board her strategic vision, her experience in managing partnership operations, multidisciplinary knowledge of the Company and her in-depth operational knowledge of the Group's business and business lines.

Over the five years of her term of office as a director, Ms. Félicie Burelle's attendance rate at meetings of the Board of Directors has been 96%.

Ms. Cécile Moutet has been a director of Compagnie Plastic Omnium SE since April 2017. She began her career at IRMA and specialized in communication consulting until 2010.

Ms. Cécile Moutet brings to the Board her expertise in the field of Communication, her knowledge of press relations management and her knowledge of the Group.

Over the five years of her term of office as director, Ms. Cécile Moutet's attendance rate at meetings of the Board of Directors has been 89%.

Mr. Vincent Labruyère has been a director of Compagnie Plastic Omnium SE since April 2002. He has been a member of the Audit Committee since February 2018.

Mr. Vincent Labruyère is Chairman of the Supervisory Board of the Labruyère group, a diversified family-owned group operating in real estate, private equity, hospitality and viticulture. He began his career at Établissements Bergeaud Mâcon and continued in the field of checkbook printing and credit card encoding. He then created the SPEO group, specializing in desktop publishing and electronic archiving.

Mr. Vincent Labruyère brings to the Board his multidisciplinary knowledge of the company, his financial skills, his knowledge of family-run groups, the digital industry and his sense of innovation.

Over the 20 years of his term of office as director, Mr. Vincent Labruyère's attendance rate has been 99% at meetings of the Board of Directors and 100% for the Audit Committee, which he chaired until April 21, 2022, and of which he is a member.

Ratification of the co-option of a director: Ms. Élisabeth Ourliac

It is proposed to the General Meeting of Shareholders of April 26, 2023 to ratify the co-option made by the Board of Directors of Ms. Élisabeth Ourliac as director, to replace Ms. Amélie Oudéa-Castéra.

A French national, Ms. Élisabeth Ourliac has spent her career in the aeronautics industry.

Ms. Élisabeth Ourliac joined Airbus in 1983. After holding several positions of responsibility within the Finance Department during the first 17 years of her career, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Ms. Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy. From 2016 to 2022, Ms. Élisabeth Ourliac was Vice-President Strategy at Airbus.

Ms. Élisabeth Ourliac is a graduate of the Grande Ecole Program of Toulouse Business School as well as the Executive Program of Stanford University School of Business.

Ms. Élisabeth Ourliac brings to the Board her experience in the field of finance and risk management, but also in the industrial sector and international relations.

After examining the independence criteria in the AFEP-MEDEF Code, the Board of Directors concluded that Ms. Élisabeth Ourliac could be considered an independent director.

Appointment of a new director: Ms. Virginie Fauvel

At its meeting of February 21, 2023, the Board of Directors decided, on the proposal of the Appointments and CSR Committee, to submit to the Annual General Meeting of Shareholders of April 26, 2023, the appointment of Ms. Virginie Fauvel as a director for a period of three years

expiring at the end of the General Meeting of Shareholders called in 2026 to approve the financial statements for fiscal year 2025.

Ms. Virginie Fauvel will bring to the Board her experience in the digital field, and her expertise in finance and strategy.

Ms. Virginie Fauvel is of French nationality and is an engineer by training. A graduate of the École des Mines de Nancy, Ms. Virginie Fauvel began her career at Cetelem in 1997, where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy.

In 2008, Ms. Virginie Fauvel took over the management of online banking, and organized the launch of Hellobank! In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018.

In 2020, she became CEO of Harvest, TechForFin specializing in wealth management, and thus succeed the founders.

After examining the independence criteria in the AFEP-MEDEF Code, the Board of Directors concluded that Ms. Virginie Fauvel could be considered an independent director.

Composition of the Board of Directors and Board Committees following the General Meeting of Shareholders of April 26, 2023

Subject to the approval of the resolutions submitted to the vote of the General Meeting of Shareholders to be held on April 26, 2023, at the end of this General Meeting of Shareholders, the Board of Directors of Compagnie Plastic Omnium SE will be composed of 16 members. The percentage of independent directors will be 36% and the percentage of women, 57%, with directors representing the employees not being taken into account in calculating these rates.

The composition of the Committees of the Board of Directors would be as follows:

- the Audit Committee is chaired by Ms. Lucie Maurel Aubert. Mr. Vincent Labruyère is a member; Ms. Élisabeth Ourliac will join the Audit Committee in 2023;
- the Compensation Committee is chaired by Mr. Alexandre Mérieux. Ms. Anne-Marie Couderc is a member; Ms. Amandine Chaffois, employee director, has been a member of the Compensation Committee since January 1, 2023;
- the Appointments and CSR Committee is chaired by Ms. Anne-Marie Couderc; Ms. Éliane Lemarié and Ms. Lucie Maurel Aubert are members.

	Age	Male/Female	Independent director	Audit Committee	Compensation Committee	Appointments and CSR Committee
Laurent Burelle	73	M				
Laurent Favre	51	M				
Félicie Burelle	43	F				
Martina Buchhauser	56	F	▪			
Amandine Chaffois	42	F			◗	
Anne-Marie Couderc	73	F			◗	★
Virginie Fauvel	48	F	▪			
Prof. Dr. Bernd Gottschalk	79	M				
Ireneusz Karolak	63	M				
Vincent Labruyère	72	M		◗		
Éliane Lemarié, permanent representative of Burelle SA	77	F				◗
Paul Henry Lemarié	76	M				
Lucie Maurel Aubert	60	F	▪	★		◗
Alexandre Mérieux	49	M	▪		★	
Cécile Moutet	49	F				
Élisabeth Ourliac	63	F	▪			

▪ *Independence within the meaning of the AFEP-MEDEF Code criteria*

◗ *Committee Member.* ★ *Committee Chairperson*

3.1.1.4 RESPONSIBLE DIRECTORS

Within the scope of the law and the rights and duties of directors as defined in the Internal Rules of the Board of Directors of Compagnie Plastic Omnium SE and in accordance with the AFEP-MEDEF Code, directors are subject to compliance with the rules applicable to the situation of conflict of interest and stock exchange Code of Ethics.

Statements on the position of directors

Existing family ties between directors

Mr. Laurent Burelle and Ms. Éliane Lemarié are brother and sister, Mr. Paul Henry Lemarié is the husband of Ms. Éliane Lemarié.

Ms. Félicie Burelle is the daughter of Mr. Laurent Burelle.

Ms. Cécile Moutet is the daughter of Mr. Jean Burelle. Ms. Félicie Burelle and Ms. Cécile Moutet are cousins.

There are no family ties between the other directors of Compagnie Plastic Omnium SE.

No conviction or incrimination of directors

Each director has declared, as they do every year, that he/she:

- has not been convicted of fraud in the last five fiscal years;
- has not been involved as a director in a bankruptcy, receivership or liquidation during the last five years;
- is not the subject of an official public offense and/or sanction pronounced by a statutory or regulatory authority;
- has not been prevented by a court from acting as a member of a management, administrative or supervisory body of an issuer, nor from participating in the management or conduct of the affairs of an issuer during the last five years.

Management of conflicts of interest

Directors are required to act in the interests of the Company in all circumstances.

Each year, the Board of Directors examines potential situations of conflicts of interest and the agreements reported to it pursuant to Article 4.2 of its Internal Rules.

Beyond the provisions of the French Commercial Code applicable to related-party agreements, the Board's Internal Rules provide that each director must inform the Board of any conflict that might exist between his or her interests and those of the Company and of any conflict of interest in which he or she might be involved, directly or indirectly, and, if involvement in such conflict cannot be avoided, must refrain from participating in the discussions and decisions on the matters concerned.

On the basis of the declarations prepared by each director in application of the delegated regulation (EU) no. 2019/980 supplementing regulation (EU) no. 2017/1129 called "Prospectus 3," the Board of Directors has not identified any potential conflict of interest between the duties of the directors with respect to Compagnie Plastic Omnium SE and their private interests and/or other duties. In particular, based on the work of the Appointments and CSR Committee, the Board of Directors found that there was no business relationship of any nature between the Plastic Omnium Group and any of its directors, which could lead to conflicts of interest.

Information on service contracts binding members of the administrative bodies

No director is bound either to the Company or to its subsidiaries through service contracts providing benefits of any kind.

Stock Exchange ethics

The Board of Directors is aware of the applicable rules on the prevention of insider misconduct, in particular the periods during which trading in securities of the Company is prohibited. It ensures that its Internal Rules and the Stock Exchange Ethics Charter are regularly updated.

On the basis of laws, regulations and market recommendations, Compagnie Plastic Omnium SE's Stock Market Ethics Charter sets out the legal and regulatory framework applicable to insider information in order to enable each director to avoid breaching these rules.

Insider information is specific non-public information which, if it were to be made public, could have an appreciable influence on the share price. This insider information can be of three main types in particular: strategic, linked to the definition and implementation of the Group's development policy; recurring, linked to the annual calendar for the production and publication of annual and interim financial statements, regular communications or periodic meetings dedicated to financial information; or *ad hoc*, linked to a given project or financial transaction.

This charter explains what is forbidden when holding inside information, in particular when it involves carrying out or having carried out financial transactions on Plastic Omnium shares on the stock market. It reiterates that misconduct in this area is subject to criminal penalties.

Directors with permanent insider status are particularly requested not to carry out transactions on the securities of Plastic Omnium during certain periods if they have insider information. The Internal Rules of the Board of Directors mention the obligation for all members of the Board of Directors and all censors of Compagnie Plastic Omnium SE to comply with the terms of the charter. Members are periodically reminded of these obligations by the Company.

In the meeting of the Board of Directors of December 7, 2022, each director received the schedule of closed periods for 2023 outside of which they may trade in Plastic Omnium shares.

Furthermore, the directors notify the French Financial Markets Authority (AMF – Autorité des Marchés Financiers) of each transaction carried out by themselves, or by persons closely related to them, involving Plastic Omnium securities (see section 3.2.5 "Summary of transactions reported by executive corporate officers and directors during fiscal year 2022").

3.1.1.5 INDEPENDENT DIRECTORS

Directors who exercise their judgment freely

All the directors of Compagnie Plastic Omnium SE have access to permanent information and resources adapted to the performance of their duties. Everyone has a duty of care and participates independently in the work and decisions of the Board and, where applicable, its review Committees. Each director is subject to compliance with the rules in force on conflicts of interest.

Directors qualified as independent according to the criteria defined by the AFEP-MEDEF Code

Article 4.6 of the Internal Rules provides that the Board of Directors must carry out an annual assessment of the independence of each director with regard to the criteria of the AFEP-MEDEF Code to which it refers, *i.e.*:

Criterion 1: Employee or director during the past five years

Is not or has not been during the past five years:

- employee or executive corporate officer of the Company;
- employee, executive corporate officer or director of a company consolidated by the Company;
- employee, executive corporate officer or director of the Company's parent company or of a company consolidated by this parent company.

Criterion 2: Cross-directorships

Is not an executive corporate officer of a company in which the Company directly or indirectly holds an office of director or in which an employee designated as such or an executive corporate officer of the Company (at present or having been at any time in the past five years) holds an office of director.

Criterion 3: Significant business relations

Is not a significant customer, supplier, investment banker, corporate banker or adviser:

- of the Company or its Group;
- or for which the Company or its Group represents a significant part of its activity.

The assessment as to whether or not the relationship with the Company or its Group is significant is discussed by the Board, and the quantitative and qualitative criteria leading to this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

Criterion 4: Family ties

Does not have close family ties with a director.

Criterion 5: Statutory Auditors

Has not been Statutory Auditor of the Company during the past five years.

Criterion 6: Term of office over twelve years

Has not been a director of the Company for more than twelve years. Loss of status as independent director occurs on the twelfth anniversary of the start of the term of office.

Criterion 7: Status of non-executive corporate officer

A non-executive corporate officer cannot be considered independent if he or she receives variable compensation in cash or shares or any compensation linked to the performance of the Company or of the Group.

Criterion 8: Status of major shareholder

Directors representing major shareholders in the Company or its parent company may be considered as independent providing these shareholders do not participate in the control of the Company. However, above a threshold of 10% of the capital or voting rights, the Board, based on a report by the Appointments Committee, systematically reviews the classification as independent, taking account of the composition of the Company's capital and the existence of any potential conflict of interest.

At its meeting of February 21, 2023, the Board of Directors, on the proposal of the Appointments and CSR Committee, examined the independence of the directors at December 31, 2022. On the proposal of this committee, the Board considered, in accordance with the AFEP-MEDEF Code to which the Company refers, that a director is independent when "he or she has no relationship of any kind with the Company, its Group or its management that could compromise the exercise of his or her freedom of judgment".

At December 31, 2022, in addition to Mr. Laurent Favre and Ms. Félicie Burelle, executive corporate officers, the following directors cannot be considered independent:

- Mr. Laurent Burelle, Ms. Éliane Lemarié, Mr. Paul Henry Lemarié and Ms. Cécile Moutet are related to at least one of the executive corporate officers;
- Mr. Vincent Labruyère, Prof. Dr. Bernd Gottschalk and Ms. Anne-Marie Couderc, by virtue of their seniority as directors of Compagnie Plastic Omnium SE, which amounts respectively to 20 years, 13 years and 12 years;
- Ms. Amandine Chaffois and Mr. Ireneusz Karolak, directors representing the employees, in accordance with the provisions of Articles L. 22-10-6 *et seq*. of the French Commercial Code.

INDEPENDENCE OF DIRECTORS AT DECEMBER 31, 2022 WITH REGARD TO THE AFEP-MEDEF CODE INDEPENDENCE CRITERIA

		Employee/director in the previous five years	Cross-director ships	Significant business relations	Family ties	Statutory Auditor	Term of office over 12 years	Status of non-executive corporate officer	Status of major shareholder
Independent directors	Anne Asensio	✓	✓	✓	✓	✓	✓ (11 years)	✓	✓
	Martina Buchhauser	✓	✓	✓	✓	✓	✓ (8 months)	✓	✓
	Lucie Maurel Aubert	✓	✓	✓	✓	✓	✓ (7 years)	✓	✓
	Alexandre Mérieux	✓	✓	✓	✓	✓	✓ (4 years)	✓	✓
	Élisabeth Ourliac	✓	✓	✓	✓	✓	✓ (1 month)	✓	✓
Non-independent directors	Laurent Burelle	⊗	✓	✓	⊗	✓	⊗ (41 years)	✓	✓
	Félicie Burelle	⊗	✓	✓	⊗	✓	✓ (5 years)	✓	✓
	Anne-Marie Couderc	✓	✓	✓	✓	✓	⊗ (12 years)	✓	✓
	Laurent Favre	⊗	✓	✓	✓	✓	✓ (3 years)	✓	✓
	Prof. Dr. Bernd Gottschalk	✓	✓	✓	✓	✓	⊗ (13 years)	✓	✓
	Vincent Labruyère	✓	✓	✓	✓	✓	⊗ (20 years)	✓	✓
	Éliane Lemarié, permanent representative of Burelle SA	✓	✓	✓	⊗	✓	⊗ (13 years)	✓	✓
	Paul Henry Lemarié	⊗	✓	✓	⊗	✓	⊗ (35 years)	✓	✓
	Cécile Moutet	✓	✓	✓	⊗	✓	✓ (5 years)	✓	✓
Employee directors	Amandine Chaffois	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	Ireneusz Karolak	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

✓ *Criterion for independence met.* ⊗ *Criterion for independence not met.*

At December 31, 2022, five directors out of 14 (excluding directors representing the employees) were considered independent:

- Ms. Anne Asensio
- Ms. Martina Buchhauser
- Ms. Lucie Maurel Aubert
- Mr. Alexandre Mérieux
- Ms. Élisabeth Ourliac

This gives 36% independent directors, in accordance with the provisions of the AFEP-MEDEF Code recommending, for controlled listed companies, a minimum of one-third independent directors, the number of directors representing the employees not being included in establishing the percentage of independent directors.

3.1.1.6 MULTIPLE DIRECTORSHIPS HELD BY DIRECTORS

The number of corporate offices held by directors in companies outside the Group, including international companies, was assessed at February 21, 2023 in accordance with the recommendations of the AFEP-MEDEF Code according to which "*executive corporate officers must not hold more than two other directorships in listed companies outside their Group, including international companies [...]. Directors must not hold more than four other corporate offices in listed companies outside their Group, including international companies*."

SUMMARY OF MULTIPLE DIRECTORSHIPS HELD BY MEMBERS OF THE BOARD OF DIRECTORS

At February 21, 2023	Number of mandates in listed companies external to the Plastic Omnium Group	Compliance with the AFEP-MEDEF Code criteria
Laurent Burelle	1	✓
Laurent Favre	0	✓
Félicie Burelle	2	✓
Anne Asensio	1	✓
Martina Buchhauser	3	✓
Anne-Marie Couderc	1	✓
Prof. Dr. Bernd Gottschalk	1	✓
Vincent Labruyère	0	✓
Paul Henry Lemarié	1	✓
Éliane Lemarié, permanent representative of Burelle SA	1	✓
Lucie Maurel Aubert	0	✓
Alexandre Mérieux	1	✓
Cécile Moutet	0	✓
Élisabeth Ourliac	0	✓
Amandine Chaffois	0	✓
Ireneusz Karolak	0	✓

3.1.2 CONDITIONS FOR THE PREPARATION AND ORGANIZATION OF THE WORK OF THE BOARD OF DIRECTORS

3.1.2.1 FUNCTIONING OF THE BOARD OF DIRECTORS

The Board of Directors met five times in 2022. A meeting was held on July 20, 2022, at the EKPO Fuel Cell Technologies site in Germany, to present to the members of the Board of Directors the Group's innovations and research areas in the field of hydrogen mobility, in particular fuel cell technology.

3 Committees prepare the discussions and deliberations of the Board. 9 meetings were organized in 2022: 3 for the Audit Committee, 4 for the Appointments and CSR Committee and 2 for the Compensation Committee.

Directors may propose any subject relevant to good governance on the agenda of the Board and its Committees. The directors of Compagnie Plastic Omnium SE are regularly informed of all of the Company's activities and its performance.

Discussions within the Board, led by its Chairman, are conducted in a transparent and in-depth manner.

Frequency, duration and participation in meetings

The work of the Board is set out in Article 12 of the bylaws, and its organization is described in Article 2 of the Internal Rules of the Board of Directors.

The Board of Directors meets as often as the interests of the Company require and, pursuant to the Internal Rules, at least four times per year. Board meetings may be held by any means of videoconferencing or telecommunication allowing the identification of directors and ensuring their effective participation in accordance with the terms and conditions laid down in the Internal Rules.

In accordance with Article 11 of the bylaws, all directors must own at least 900 shares of the Company, to be acquired during open periods. This obligation does not apply to directors representing employees.

The functions of Chairman of the Board of Directors and Chief Executive Officer have been separate since 2020. Mr. Laurent Burelle is Chairman of the Board of Directors, Mr. Laurent Favre is Chief Executive Officer and Ms. Félicie Burelle is Managing Director.

The Corporate Secretary assumes the responsibilities of the secretariat of the Board and draws up the minutes of its meetings.

Executive sessions

The directors meet at least once a year without the presence of executive corporate officers, to conduct an overview of the functioning of governance and to assess the performance of the Chief Executive Officer and Managing Director. The Chairwoman of the Appointments and CSR Committee chairs this meeting. She informs the members of the Board of Directors of the holding of these meetings and of their main conclusions. An executive session was held on December 7, 2022.

Attendance

The preparation and holding of Board meetings require significant investment and availability on the part of the directors. In 2022, the average attendance rate at Board meetings was 97%. The individual rate at Board and Committee meetings is detailed below. The breakdown of the compensation awarded to the directors, established according to the attendance of each of them at the meetings of the Board and the various committees, is detailed in section 3.2.1 "Compensation of directors in 2022" of this report.

INDIVIDUAL ATTENDANCE OF DIRECTORS AND THE CENSOR AT BOARD AND COMMITTEE MEETINGS IN 2022

	Board of Directors		Audit Committee		Compensation Committee		Appointments and CSR Committee	
Directors	**Number of meetings**	**Attendance rate**	**Number of meetings**	**Attendance rate**	**Number of meetings**	**Attendance rate**	**Number of meetings**	**Attendance rate**
Laurent Burelle	5/5	100%	-	–	–	–	–	–
Laurent Favre	5/5	100%	–	–	–	–	–	–
Félicie Burelle	5/5	100%	–	–	–	–	–	–
Anne Asensio	5/5	100%	–	–	2/2	100%	–	–
Martina Buchhauser [(a)]	2/3	67%	–	–	–	–	–	–
Amandine Chaffois	5/5	100%	–	–	–	–	–	–
Anne-Marie Couderc	5/5	100%	–	–	2/2	100%	4/4	100%
Prof. Dr. Bernd Gottschalk	5/5	100%	–	–			–	–
Ireneusz Karolak	5/5	100%	–	–	–	-	–	–
Vincent Labruyère	5/5	100%	3/3	100%	–	–	–	–
Paul Henry Lemarié	5/5	100%	–	–	–	–	–	–
Éliane Lemarié, permanent representative of Burelle SA	5/5	100%	–	–	–	–	4/4	100%
Lucie Maurel Aubert	5/5	100%	3/3	100%	–	–	4/4	100%
Alexandre Mérieux	5/5	100%	–	–	2/2	100%	–	–
Cécile Moutet	4/5	80%	–	–	–	–	–	–
Élisabeth Ourliac [(b)]	N/A	N/A	-	-	–	–	–	–
Jean Burelle	5/5	100%	–	–	–	–	–	–
Amélie Oudéa-Castéra [(c)]	2/2	100%	1/1	100%	–	–	–	–
OVERALL ATTENDANCE RATE		**97%**		**100%**		**100%**		**100%**

(a) Director since April 21, 2022.

(b) Director since December 7, 2022.

(c) Director until May 20, 2022.

Senior Executive procedures

Compagnie Plastic Omnium SE has a corporate governance method adapted to its specificities and which is part of a constant process of progress. The procedures for exercising the Management of Compagnie Plastic Omnium SE by its Senior Executives have always been decided in the best interest of the Company and with the constant concern to enable the corporate governance method chosen to optimize the economic and financial performance of the Group and create the most favorable conditions for its long-term development.

At its meeting of September 24, 2019, the Board of Directors resolved to split the positions of Chairman of the Board of Directors and Chief Executive Officer. This split of positions took effect on January 1, 2020. Since that date, Laurent Burelle has been Chairman of the Board of Directors and Laurent Favre is Chief Executive Officer. Félicie Burelle was appointed Managing Director with effect from January 1, 2020.

The organization of the Senior Executives guarantees the sustainability of the Group's performance and commitments, as well as the quality of its governance.

Mr. Laurent Burelle brings to the Board of Directors and the Senior Executives his successful and recognized experience in both positions. The Board can count on its expertise in governance matters to meet the expectations of stakeholders.

Role of the Chairman of the Board of Directors

Mr. Laurent Burelle, as Chairman of the Board of Directors, organizes and directs the work of the Board, on which he reports to the General Meeting of Shareholders. He chairs Board meetings, directs the discussions and ensures compliance with the provisions of the Internal Rules. In this respect, the Chairman:

- convenes meetings of the Board according to a schedule of meetings communicated to the directors and decides whether to convene the Board at any other time if necessary;
- prepares the agenda, supervises the creation of the Board file and ensures the completeness of the information contained therein;
- ensures that certain topics are discussed by the committees in preparation for Board meetings and ensures that they have the power to make proposals to the Board;
- leads and directs the discussions of the Board;
- ensures that directors comply with the provisions of the Board's Internal Rules;
- prepares and organizes, in conjunction with the Appointments and CSR Committee, the periodic assessment of the Board.

He seeks to ensure the quality of discussions and to promote collective decision-making. He also ensures that the Board devotes sufficient time to its discussions, giving each item on the agenda time proportionate to the importance it represents for the Company. The directors collectively ensure that there is a correct balance in the speaking time of each one of them. The Chairman ensures that the questions asked in line with the agenda receive appropriate answers.

The Chairman ensures that Board meetings and committees operate smoothly, the meetings of which he may attend and submit questions for opinion, and that principles of good governance apply. In particular, he ensures that the directors are provided with the clear and appropriate information necessary to the performance of their duties in a timely manner.

The Chairman ensures the proper organization of the General Meetings of Shareholders which he chairs, answers shareholders' questions and more generally ensures good shareholder relations.

Should the Chairman be unable to attend, he is replaced by the Chief Executive Officer or the Managing Director, themselves directors, or, in their absence, by another director chosen by the Board at the beginning of the meeting.

The Chairman of the Board takes care to develop and maintain a relationship of trust between the Board and Senior Executives in order to guarantee the permanence and continuity of the implementation of the orientations defined by the Board.

Relations between the Chairman of the Board of Directors and Senior Executives

Taking into account the experience and expertise of Mr. Laurent Burelle as well as his in-depth knowledge of the Group and automotive industry markets, the Chairman acts in close collaboration with the Chief Executive Officer who, with the support of the Managing Director, is responsible for the management and operational management of the Company. The Board of Directors decided to extend the missions entrusted to the Chairman. At its meeting of December 7, 2022, on the recommendation of the Appointments and CSR Committee, the Board of Directors defined the organization of relations between the Chairman and Senior Executives as follows for the year 2023, thus confirming decisions taken previously. The Chairman approves:

- the annual budget and the five-year strategic plan, after being regularly informed by the Chief Executive Officer of the progress of its preparation;
- disposal & acquisition projects with a value of more than €50 million or revenue exceeding €100 million;
- movements within the Executive Committee;
- the raising or cancellation of loans and banking agreements;
- strategic changes related to the Corporate Social Responsibility (CSR) policy;
- the Chairman, in close collaboration with the Chief Executive Officer, is responsible for banking relations with the Senior Executives of banking institutions and choices in relation to tax matters for the Plastic Omnium Group and its subsidiaries.

The Chief Executive Officer regularly informs the Chairman of the progress of the external communication projects that he submits to him for approval.

The Chairman ensures that Plastic Omnium's values and culture are respected.

The Board of Directors considers that this organization guarantees the sustainability of the Group's performance, values and commitments as well as the quality of its governance.

Relations between the Board of Directors and Senior Executives

The Senior Executives communicate transparently with the directors and keep them regularly informed of the Company's operations and its performance.

The Board has the means to deal freely with issues that concern it, in particular the Company's strategic orientations, to monitor and ensure their implementation and to control their proper management.

The Chairman of the Board of Directors is kept regularly informed by the Chief Executive Officer of significant events in the Group. If necessary he informs members of the Board in between meetings. Only the Chairman is entitled to speak on behalf of the Board. He conducts the work of the Board in order to obtain the support and commitment of the directors for the actions of the Chief Executive Officer and to ensure the development of the Company with complete confidence.

The Board of Directors may meet at any time depending on current events.

Directors' rights and obligations

The Internal Rules of the Board of Directors provide that its members are subject to obligations such as to:

- act in the corporate interest;
- inform the Chairman of the Board and the Board of any situation of conflict of interest, even a potential one, and refrain from voting on any deliberation for which such a situation of conflict of interest exists;
- perform their duties in compliance with legal provisions, in particular those relating to limits on the number of terms of office, and attend Board and Committee meetings;

- be informed so that they can make a useful contribution to the topics on the agenda;
- consider themselves bound by a true professional secrecy and be bound by an obligation of loyalty;
- comply with the Company's Stock Exchange Ethics Charter, in particular with regard to securities transactions;
- inform the Chairman of the Board of Directors without delay of any agreement entered into by the Company in which they are directly or indirectly interested or which has been entered into by an intermediary.

Directors' Information

The Chairman of the Board of Directors shall provide the directors with sufficient time to enable them to fully perform their duties. In addition, the Chairman of the Board of Directors constantly communicates to the members of the Board any material information concerning the Company. Each director receives and may request all information necessary for the performance of their duties. For this purpose, the directors may meet with the key executive corporate officers of the Company and the Group as soon as the Chairman of the Board of Directors has been informed in advance.

At the request of the Chairman of the Board of Directors or a director, an operational director may be invited to any meeting of the Board devoted to the prospects and strategies of their sphere of business.

3.1.2.2 ASSESSMENT OF THE BOARD OF DIRECTORS' ORGANIZATION AND FUNCTIONING

The Chairman of the Board of Directors participates in organizing the Board's periodic self-assessment and the reflections on governance matters relating to the Board's functioning.

Once a year, the Board devotes an item on its agenda to the assessment of its functioning in order to:

- improve its effectiveness;
- verify that important issues are properly prepared and discussed within the Board;
- measure the effective contribution of each member to its work.

For this purpose, once a year, the Board of Directors discusses its functioning, and every three years it conducts a formal evaluation carried out with the support of the Appointments and CSR Committee, and the assistance of an external consultant where necessary, and in accordance with the recommendations of the AFEP-MEDEF Code.

The shareholders are informed each year in the report on corporate governance, of the performance of the assessment and follow-up measures.

The 2022 assessment procedure was reviewed by the Appointments and CSR Committee.

It was carried out using a questionnaire prepared in 2021 with the assistance of an external firm. This document, previously approved by the Appointments and CSR Committee, served as a basis for the interviews organized between the directors and the Secretary of the Board. The directors were once again asked to give their opinion on the main governance issues, in particular the organization of its Senior Executives, the need to appoint a lead director, executive sessions and relations with shareholders on governance issues.

The work of the Committees was also reviewed, in particular the procedure for assessing current agreements, the analysis of the independence of the directors and any conflicts of interest.

The directors also gave their opinion on the quality and relevance of the information provided to them, on the agendas of the Board of Directors and gave their point of view on the Board's commitment in defining the strategy of Compagnie Plastic Omnium SE.

They made suggestions for improvements and proposals on strategic topics that they would like to pursue in 2023.

The summary of these interviews carried out by the Secretary of the Board gave rise to an initial report to the Appointments and CSR Committee, then to the Board of Directors.

First of all, concerning the **composition of the Board**, the directors consider that it is satisfactory and balanced. In 2022, the Board welcomed Ms. Martina Buchhauser, founder of The Procurement Initiative, and Ms. Élisabeth Ourliac, former Vice-President Strategy of Airbus (see paragraph 3.1.1.3-Changes in terms of office and positions of the Board of Directors). The diversity of profiles and expertise makes it possible to actively discuss with Senior Executives the strategic challenges facing the Group and to make independent decisions. The **composition of Committees** is also considered appropriate with competent directors within each of them.

Concerning **the onboarding procedure for new directors**, the Board considers that this is satisfactory (in particular the provision of the necessary information documents, the interview with the Secretary of the Board and the Chairmen of the Committees).

Concerning **the organization of Board discussions**, it was stressed that each director plays his or her role to the full by questioning Senior Executives. Discussions are held freely, and the directors express themselves in a very positive climate of trust. The Chairman promotes exchanges and the quality of debates. Senior Executives communicate transparently and respond in detail to all questions. The dynamics of the Board are quite satisfactory with excellent interaction between the various directors, the Chairman of the Board, the Chief Executive Officer and the Managing Director.

Concerning **the work of the Committees**, their operation is satisfactory, the projects are well constructed. The directors, members of these committees, believe that the subjects are dealt with in a serious and solid manner. The Board can take its decisions with complete confidence on the basis of the recommendations of the Committees.

The **Audit Committee** fulfills its missions exactly, with work based on the detailed information provided by the Company's management. The balance between compliance and business issues is particularly appreciated. CSR topics and the monitoring of non-financial data are well addressed and will be strengthened.

The **Compensation Committee** is well prepared and the work is well anticipated. The members of this Committee have a good level of information to prepare recommendations, in particular comparable companies drawn up on the basis of a sample of companies adapted in size, organization, sector and challenges, as well as consolidated analyses on compensation in the SBF 120 and/or SBF 80. The alignment of compensation with the strategic objectives pursued is verified. The inclusion of quantifiable criteria related to the Company's climate objectives, in particular the carbon neutrality strategy, is the subject of particular attention by the Committee (see paragraph 3.1.4).

The quality of the work of the **Appointments and CSR Committee** is highlighted, in particular the selection of new directors, which is carried out well in advance. CSR issues are now widely addressed and include the Company's climate and carbon neutrality strategy, the review of the Non-Financial Reporting Disclosure, the social dimension, gender diversity within management bodies, for which Plastic Omnium is regularly recognized for its strong commitment to diversity within the Group.

Directors emphasized the **quality of information**, which is provided in full and is detailed, and which is communicated to them before each meeting of the Board and committees and which promotes the quality of discussions.

Directors considered that **Board of Directors' meeting agendas** are adapted to the economic situation and cover all subjects. The in-depth presentation of revenue, the automotive market and new technologies allow directors to be immersed in Plastic Omnium's operational business. Concerning **acquisitions**, the directors are satisfied with the way in which the discussions are presented and discussed in the Board. They are in line with the Group's strategy. The Senior Executives listen to the opinions of the directors. The monitoring of acquisitions and the integration of acquired companies processed by the Audit Committee was greatly appreciated.

The directors do not consider it necessary to appoint a **Lead Director**, in light of the composition and functioning of the Board. This appointment would be of limited interest, as the directors wished to maintain a direct relationship with the Chairman and Senior Executives.

They also believe that the attention paid to **conflicts of interest** is well managed by the rules in force. They attach particular importance to the annual analysis of the independence of the directors and to the assessment made, since 2020, of agreements relating to ordinary operations and concluded under arm's length conditions.

In addition, there were the following **points for improvement**: continued involvement of the Board of Directors in terms of corporate social responsibility and the monitoring of non-financial criteria; the holding of meetings of the Board of Directors at an operational site would allow members to assess in situ the progress of the Company in the areas of investment and strategy. In 2023, the Board of Directors will meet at one of the sites belonging to the acquisitions carried out in 2022.

3.1.2.3 RESPONSIBILITIES AND POWERS OF THE BOARD OF DIRECTORS

Responsibilities of the Board

By virtue of the legal and regulatory provisions and of Article 11 of the bylaws, the Board of Directors sets the Group's strategies and ensures their implementation in accordance with its corporate interest, taking into consideration social and environmental challenges. It determines, on the proposal of Senior Executives, the multi-year strategic guidelines in terms of corporate social responsibility.

The strategic orientations defined by the Board of Directors include issues related to climate change and more generally sustainable development challenges. Each of the three Specialized committees of the Board of Directors examines matters falling within its area of expertise, taking into consideration the Company's sustainability strategy. Thus, on the basis of the work of its Committees, the Board of Directors annually reviews the Group's CSR policy and determines the strategic orientations taking into consideration social and environmental challenges. The strategic climate guidelines include objectives that are governed by a specific timetable.

Subject to the powers expressly conferred on Shareholders' Meetings and within the limits of the Company's objects, the Board examines any question in connection with the smooth running of the Company and through its deliberations settles matters concerning it. It is committed to promoting the long-term creation of value by the business.

The Board ensures that shareholders receive relevant and informative information on the Company's strategy, development model and the account taken of the significant non-financial challenges facing the Company as well as its long-term outlook.

The Board of Directors carries out the controls and verifications that it deems necessary. The directors control the Company's economic and financial management, they review and approve the broad lines of actions considered by the Senior Executives, which implement them.

To this end, the Board constantly seeks a working method which, while strictly complying with the law and regulations, is conducive to the conditions of good corporate governance.

The works of the Board of Directors are based on its regularly updated Internal Rules, which aim at completing the legal, regulatory and statutory rules and the industry recommendations that the Board refers to.

Powers of the Board of Directors

The balance of powers within the Board of Directors is based mainly on its consistent and harmonious composition and on the qualities of its members. The diversity and complementarity of the directors' experiences and expertise (entrepreneurial, international, financial, industrial, digital, etc.) enables quick and in-depth understanding of the challenges associated with the Plastic Omnium Group's development.

The balance between long-serving, seasoned directors and those more recently appointed allows a new vision to be combined with the consistency of long-term decisions.

Senior Executives have the broadest powers to act under any circumstances in the name of the Company, within the limits of the corporate purpose and subject to the powers that the law expressly grants to Shareholders' Meetings and to the Board of Directors. The Internal Rules of the Board of Directors contain limits on his powers to take certain decisions which, on account of their purpose or their amount, are subject to the prior approval of the Board of Directors.

Thus, the Board of Directors must approve material transactions likely to affect the Group's strategy or significantly change its financial structure or scope of businesses.

3.1.3 ACTIVITIES OF THE BOARD OF DIRECTORS

Board of Directors

5	97%	36%
MEETINGS OF THE BOARD OF DIRECTORS INCLUDING ONE EXECUTIVE SESSION	ATTENDANCE RATE	INDEPENDENT

During 2022, the Board of Directors met five times. The Attendance rate at Board meetings was 97%. The attendance rate at the meetings of the Committees of the Board of Directors was 100%. The average individual attendance rate for Board of Directors' and Committee meetings for 2022 is shown, for each director, in section 3.1.2.1.

The agenda of the Board of Directors is drawn up by the Chairman of the Board of Directors in consultation with the Chief Executive Officer.

The Board is regularly informed of the work of the various committees by their Chairman and takes its decisions based on their recommendations.

In 2022, the Board's activity mainly focused on the following topics:

Group strategic orientations and monitoring of its divisions

- the definition of the new strategic plan;
- the creation of a new Lighting Division following the acquisition of the Varroc Group's Lighting Division, and the OSRAM Group's LED lighting systems production business;
- the acquisition of ACTIA Power, a specialist in batteries and power electronics;
- the acquisition of the 33.3% stake in HBPO held by Hella GmbH;
- continued international development in hydrogen mobility and Plastic Omnium New Energies;
- research and innovation, including the organization of the 2022 Innovation Challenge;
- the Group's sustainable performance and ESG commitment;
- the impact on the Group's divisions of changes in environmental laws and regulations;
- the analysis of the implementation of Compagnie Plastic Omnium SE's CSR policy, the definition of the Group's objectives;
- the Group's digital ambition and its contribution to the implementation of the strategic plan, including the creation of the Group's Software division;
- review of the various issues relating to the Group's industrial activities;
- the impact of the semiconductor shortage and the measures taken to address it;
- the impact of increased production costs, particularly energy costs.

Investments and asset sales

- monitoring the acquisitions, their consolidation into the Group, the synergies developed, the implementation of the business plan and the value created for the Plastic Omnium Group;
- other investments, particularly in the hydrogen division and operations;
- progress reports on ongoing projects.

Finance, audit and risks

- the approval of the statutory and consolidated financial statements, the proposed appropriation of net income and draft press releases;
- approval of management planning documents;
- approval of the budget and medium-term business plan;
- analysis of the Group's annual risk review;
- the renewal of the annual authorizations granted to Senior Executives to issue bonds and to issue sureties, endorsements and guarantees;
- analysis of financial studies and analysts' notes;
- the statement of asset impairments made in 2022;
- analysis of current agreements entered into during the year or in previous years but which remained in force during the fiscal year;
- analysis of related-party agreements entered into and authorized during the fiscal year or during previous fiscal years but which continued to be executed during the last fiscal year, or whose execution has not yet taken place at the time of the review;
- the reclassification or downgrading of any related-party agreement to a regulated agreement or a current agreement, as the case may be, in view of the qualification criteria defined by law, case law and professional organizations and used by the Group.

Governance, appointments and compensation

- the proper conduct of the Group's governance;
- assessment by the Board of its own functioning and its development;
- the holding of shares by directors and changes in compensation rules;
- the compensation of executive corporate officers and the free share award plan;
- the Group's diversity and gender balance policy;
- preparation of the Combined General Meeting;
- the appointment/cooptation of new members of the Board of Directors;
- the renewal and appointment of members of the Specialized committees.

3.1.4 ACTIVITY OF THE BOARD OF DIRECTORS' COMMITTEES

Discussions and decisions of the Board of Directors are assisted by the work of its specialized committees which report to it after each of their meetings. The details of the missions of each committee are given in the Internal Rules of the Board of Directors.

The Board of Directors' committees are responsible for studying all matters relating to the Company that the Board or its Chairman submits for them to examine and issue an opinion, preparing the tasks and decisions of the Board relating to these subjects or projects and reporting their conclusions to the Board in the form of minutes, proposals, opinions, information memorandums or recommendations. The committees carry out their duties under the responsibility of the Board of Directors, and in their own domain Committees do not have decision-making power.

The Board of Directors, on the proposal of its Chairman, and following the recommendation of the Appointments and CSR Committee, appoints members of the committees as well as the committees' Chairpersons, taking into account the skills and experience of the directors.

To carry out their work, after having informed the Chairman of the Board of Directors and subject to reporting to the Board of Directors, the committees may hear any responsible person within the Group and/or request technical studies on subjects falling within their areas of responsibility, at the expense of the Company. In the event of recourse by the committees to the services of external consultants, the committees must ensure the objectivity of the consultant concerned.

Three Committees support the Board of Directors: the Audit Committee, the Appointments and CSR Committee and the Compensation Committee. Secretarial services for Board committees are provided by the Corporate Secretary.

AUDIT COMMITTEE

Chairwoman of the Committee
Ms. Lucie Maurel Aubert



The Audit Committee is composed of two members, Ms. Lucie Maurel Aubert and Mr. Vincent Labruyère, following the resignation of Ms. Amélie Oudéa-Castéra who was a member of the Committee until May 20, 2022. This Committee has includes a majority of independent directors since then, and its composition complies with the provisions of the Board of Directors' internal rules. During 2023, Ms. Élisabeth Ourliac, an independent director, will join the Audit Committee, which will then be composed of two-thirds of independent directors.

The Audit Committee met three times during fiscal year 2022 with a participation rate of 100%. The Statutory Auditors attended all meetings, as did the Group's Finance Department.

Principal missions

The principal missions of the Audit Committee are:

- monitoring the basis of preparation for the Group's financial information;
- monitoring the legal audit of the annual financial statements and consolidated financial statements by the Statutory Auditors;
- reviewing the Statutory Auditors' audit plans and engagement program and the outcome of their verifications;
- monitoring the independence of the Statutory Auditors;
- monitoring the effectiveness of internal control and risk management systems and internal audit concerning the procedures relating to the preparation and processing of financial and non-financial accounting information put in place by Senior Executives that may have an impact on the financial statements;
- monitoring the Group's major exposures and sensitivity to risks;
- monitoring of the Group's compliance program;
- warning the Chairman of the Board in the event of detection of a major risk, which, according to him, has not been treated appropriately;
- reviewing the program and objectives of the Internal Audit Department, as well as the methods and procedures of the internal control systems used;
- reviewing the scope of consolidation and reasons why some companies would not be included;
- reviewing the main accounting options used, the significant off-balance sheet commitments as well as the financial position and the cash position;
- reviewing any proposed change in accounting standards or changes in accounting policies;
- reviewing matters likely to have a significant impact on the Group's financial situation.

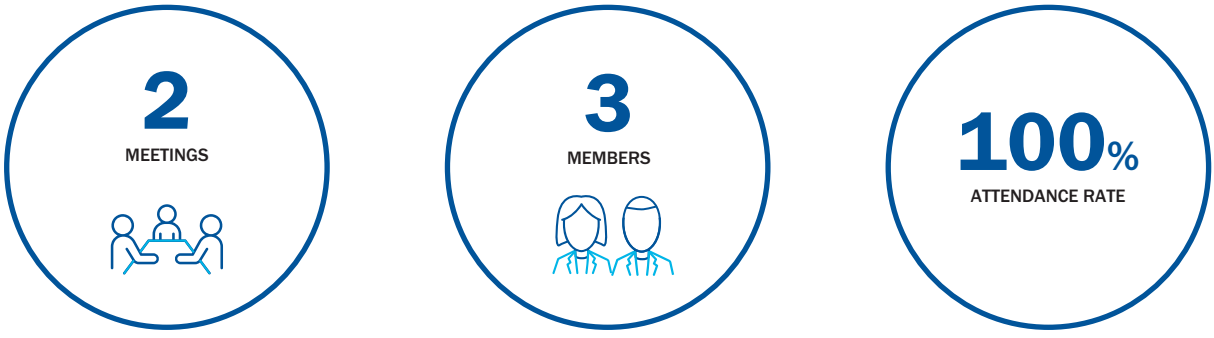
Main activities in 2022

The activities of the Audit Committee focused on the following topics:

- approval of the 2021 statutory and consolidated financial statements;
- review of interim statutory and consolidated financial statements at June 30, 2022;
- review of Statutory Auditors' reports;
- estimates and forecasts at 2022 year-end;
- review of the audit plan and the outcome of the verification carried out, their recommendations as well as the action taken as part of the statutory audit;
- implementation of the regular assessment procedure for current agreements entered into under normal conditions;
- review of the methods used and the results of asset impairment tests carried out in 2022;
- review of the audits carried out with regard to social, environmental and societal information;
- monitoring of internal audit activity including CSR commitments, the committee having concluded that Internal Audit has carried out a detailed review of the key processes with exacting criteria;
- study and validation of the risk mapping and associated action plans, in particular the risk related to industrial security and the launch of programs as well as environmental and IT risks, including cybersecurity and the review of the security system deployed within the Group;
- monitoring of the business plan of the main acquisitions, goodwill and impairment;
- review of significant off-balance sheet commitments, risk factors and risk mapping, the committee having concluded that risk management is controlled and assumed at the operational level and the level of central departments;
- review of the deployment of the anti-corruption compliance program;
- review of the actions undertaken regarding compliance with the GDPR regulations;
- review of the report of the Board of Directors on corporate governance;
- information on legal risks and potential disputes and major facts that are likely to have a significant impact on the financial position of the Plastic Omnium Group;
- information on regulatory changes relating to sustainable finance, the taxonomy regulation and revision of the Directive on the non-financial reporting of companies known as NFRD.

COMPENSATION COMMITTEE

Chairman of the Committee
Mr. Alexandre Mérieux



The Compensation Committee is composed of three members: Alexandre Mérieux, Anne-Marie Couderc and Anne Asensio. Until July 2022, this Committee was 100% composed of independent directors. As Ms. Anne-Marie Couderc has been a director of Compagnie Plastic Omnium SE for 12 years, she can no longer be considered an independent director. As a result, the proportion of independent directors in the composition of this committee has been two-thirds since December 2022.

Since January 1, 2023, Ms. Amandine Chaffois, employee director, is a member of this Committee.

The Compensation Committee met twice during fiscal year 2022 with a participation rate of 100%.

Principal missions

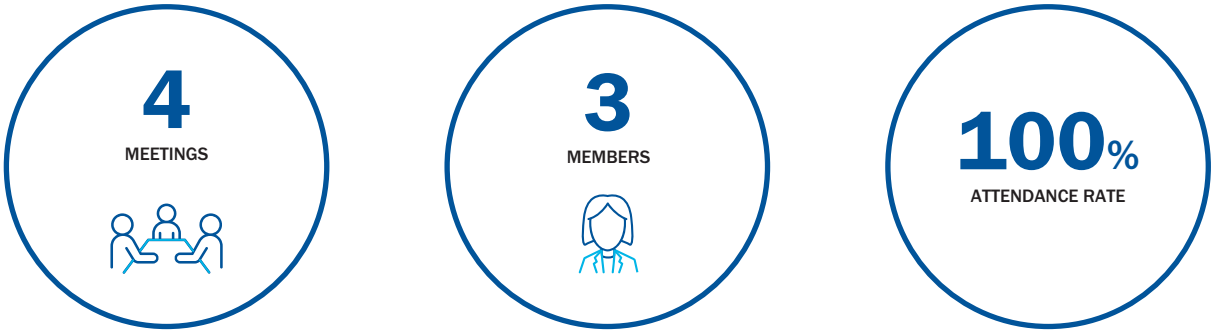
- drafting proposals for the compensation of the Chairman of the Board of Directors and executive corporate officers and conditions for the grant thereof;
- proposals for setting the variable portion for the executive corporate officer;
- proposals relating to the pension and insurance plans;
- fixing the overall amount of the compensation of directors to be submitted to the General Meeting of Shareholders and the distribution method;
- determining the incentive plan policy, mainly including free share award plans.

Main activities in 2022

- reviewing the fixed compensation and variable components of executive corporate officers and recommendations to the Board;
- analyzing the performance of executive corporate officers in 2021 and communicating to the Board a recommendation for annual variable compensation for 2021;
- review of the compensation policy applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director for the 2023 fiscal year;
- review of the structure of the executive corporate officers' annual variable compensation and the targets set for 2023;
- analyzing and proposing free share award plans for 2019 and 2022;
- analyzing and consideration of the structure of the executive corporate officers' annual variable compensation and the targets for 2023;
- approval of the information given to shareholders in the annual report on the compensation of directors;
- preparing the draft resolutions presented to the General Meeting of Shareholders of April 21, 2022 (*ex-ante* vote on the compensation policy for 2022 and *ex-post* vote on the components of compensation paid to executive corporate officers in respect of 2021) and presentation of compensation ratios;
- executive corporate officers' pension: review of the situation of each executive corporate officer;
- breakdown of the amount allocated to directors as compensation for their work on the Board of Directors and its Committees: recommendation for the breakdown for 2022.

APPOINTMENTS AND CSR COMMITTEE

Chairwoman of the Committee
Ms. Anne-Marie Couderc



The Appointments and CSR Committee is composed of three members: Anne-Marie Couderc, Éliane Lemarié and Lucie Maurel Aubert. Until July 2022, this Committee was two-thirds composed of independent directors. As Ms. Anne-Marie Couderc has been a director of Compagnie Plastic Omnium SE for 12 years, she can no longer be considered an independent director. As a result, the proportion of independent directors in the composition of this Committee has been one-third since December 31, 2022.

During 2023, an independent director will join this Committee in order to ensure a majority of independent directors in the composition of this Committee.

The Appointments and CSR Committee met four times in fiscal year 2022 with a participation rate of 100%.

Principal missions

- consideration and recommendations to the Board regarding procedures for the exercise of powers by Senior Executives;
- opinion on the proposal of the Chief Executive Officer for the appointment of Managing Directors;
- recommendation for new directors to the Board;
- examination of the qualification of independent directors, reviewed by the Board of Directors every year;
- verification of the proper application of the Corporate Governance Code referred to by the Company;
- discussion on issues pertaining to the governance related to the working and organization of the Board;
- preparation of succession plans for executive corporate officers in the event of unforeseen vacancies.
- assessment of risks and opportunities in terms of societal and environmental performance;
- the integration of the Group's commitments in terms of sustainability, with regard to the challenges specific to its activities and its objectives;
- analysis of non-financial information reporting;
- review of the non-financial reporting disclosure;
- review of risks and opportunities related to climate change, monitoring of the Group's consideration of non-financial challenges and long-term prospects, in particular through the setting of non-financial objectives;
- monitoring of the Group's level with respect to non-financial compliance and corporate social responsibility.

Main activities in 2022

- examination of the succession plans for executive corporate officers with a view to ensuring the continuity of Senior Executives' work;
- proposal for the appointment and co-option of directors: Ms. Martina Buchhauser, appointment approved by the General Meeting of Shareholders of April 21, 2022, and Ms. Élisabeth Ourliac, ratification of the co-option submitted for approval by the General Meeting of Shareholders of April 26, 2023;
- review of the status of each director with regard to conflict of interest obligations;
- review of the independence of each director with respect to the criteria listed in the AFEP-MEDEF Code;
- review of the report of the Board of Directors on corporate governance;
- determination of the methods for the Board of Director's annual assessment.
- review of the latest initiatives in terms of sustainable development and the Non-Financial Reporting Disclosure, impacts of the taxonomy;
- monitoring of CSR objectives and their deployment, in particular the roadmap for carbon neutrality presented by Senior Executives and validated by the Board of Directors, the use of green electricity, health and safety at work, gender equality, diversity and inclusion;
- review of the Group's CSR performance.

3.2 COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE CORPORATE OFFICERS

3.2.1 COMPENSATION OF DIRECTORS IN 2022

The information in this paragraph relating to the compensation of the directors of Compagnie Plastic Omnium SE (directors and executive corporate officers), required by Articles L. 22-10-9 and L. 22-10-34 II and III of the French Commercial Code, is submitted for approval to the General Meeting of Shareholders of April 26, 2023.

3.2.1.1 COMPENSATION PAID OR AWARDED TO DIRECTORS AND THE CENSOR DURING FISCAL YEAR 2022

A total amount of €884,705, within the limits of the budget of €900,000 approved by the General Meeting of Shareholders of April 21, 2022, was distributed to directors and the censor in respect of fiscal year 2022, for a total of five Board meetings and nine Committee meetings.

The attendance rate at meetings for 2022 was 97% for the Board of Directors, 100% for the Audit Committee, 100% for the Compensation Committee and 100% for the Appointments and CSR Committee.

AMOUNT OF COMPENSATION PAID *(in euros)*

Directors	Fiscal year 2022 (Five Board meetings and nine Committee meetings)	Fiscal year 2021 (Six Board meetings and seven Committee meetings)
Laurent Burelle	63,237	57,254
Laurent Favre	50,737	44,054
Félicie Burelle	50,737	44,054
Anne Asensio	56,737	50,054
Martina Buchhauser [(a)]	20,295	-
Anne-Marie Couderc	73,737	51,911
Prof. Dr. Bernd Gottschalk	50,737	47,054
Vincent Labruyère	60,737	55,454
Paul Henry Lemarié	50,737	44,054
Éliane Lemarié, permanent representative of Burelle SA	62,737	50,054
Lucie Maurel Aubert	73,737	59,054
Alexandre Mérieux	57,737	47,054
Cécile Moutet	40,590	36,711
Amandine Chaffois	50,737	44,054
Ireneusz Karolak	50,737	44,054
Amélie Oudéa-Castéra [(b)]	20,000	53,054
Jérôme Gallot [(c)]	-	7,342
SUB-TOTAL	**833,968**	**735,261**

(a) Director since April 21, 2022
(b) Director until May 20, 2022
(c) Director until April 22, 2021

Censor		
Jean Burelle	50,737	44,054
TOTAL	**884,705**	**779,315**

3.2.1.2 COMPENSATION PAID OR AWARDED TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF FISCAL YEAR 2022

This report, prepared by the Board of Directors, upon the proposal of the Compensation Committee, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, presents the total compensation and all benefits in kind paid during fiscal year 2022 to executive corporate officers. It describes and distinguishes between the fixed, variable and exceptional elements that make up that compensation and those benefits as well as the criteria used to calculate them or the circumstances giving rise to them.

In accordance with the provisions of the AFEP-MEDEF Code, compensation paid to executive corporate officers is defined by the Board of Directors based on the proposal of the Compensation Committee. It is presented at the Annual General Meeting of Shareholders and subject to a binding vote in accordance with Articles 22-10-8 and L. 22-10-34 of the French Commercial Code. The compensation policy is reviewed every year by the Compensation Committee. In its recommendations to the Board of Directors, it proposes a compensation policy in line with the corporate interest and the practices of comparable international groups for similar positions based on a benchmark including CAC 40 and SBF 120 companies. In addition, variable and long-term compensation, when it applies, depends predominantly on quantitative criteria, including for climate-related criteria or, more broadly, on ESG ambitions, which form a significant part of the criteria for these two types of compensation.

In accordance with the recommendations of Article 25.2 of the AFEP-MEDEF Code, the Chairman of the Board of Directors, who is a non-executive corporate officer, does not receive any variable compensation linked to the Company's performance.

The compensation of other executive corporate officers includes:

- a fixed annual compensation;
- a variable portion balanced in relation to total compensation, the purpose of which is to reflect the personal contribution of the executive corporate officer to the development of the Group and the improvement of its results;
- a long-term incentive portion subject to performance conditions.

Strict performance criteria are set for both the variable portion and the long-term incentive portion and maintain a link between the Group's sustainable performance and executive compensation, thus contributing to the Company's strategy and sustainability.

The compensation policies applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director, from 2023, are discussed in section 3.2.2.

3.2.1.2.1 Fixed compensation - In respect of fiscal year 2022

Mr. Laurent Burelle, Chairman of the Board of Directors, received an annual fixed compensation of €950,000.

The annual fixed compensation of Mr. **Laurent Favre, Chief Executive Officer,** amounted to €1,000,760 for fiscal year 2022. In addition to this annual fixed compensation, an annual benefit in kind is valued at €14,073.

The annual fixed compensation of **Ms. Félicie Burelle, Managing Director,** amounted to €650,760 for the period in question, plus an annual benefit in kind valued at an amount of €11,814.

3.2.1.2.2 Variable compensation

It should be noted that Mr. Laurent Burelle, Chairman of the Board of Directors, does not receive any variable compensation for his duties.

Variable compensation of Mr. Laurent Favre in respect of fiscal year 2022

The base amount of the annual variable compensation of Mr. Laurent Favre amounts to €1,100,000 if the targets are achieved at 100%. It can vary between 80% and 120% of this amount, depending on the achievement of the targets set by the Board of Directors. The variable compensation can thus vary between €880,000 if the criteria are 80% achieved and €1,320,000 if the criteria are 120% achieved.

- The Board assesses performance against three financial criteria:
  - the level of free cash-flow (20%),
  - the level of net profit (loss) – attributable to owners of the parent (15%), and
  - the level of the operating margin (20%).
- In addition, 15% for the execution of the Group's strategy, anticipating market changes, deploying the new business lines and ensuring operational excellence.
- The identification of acquisition opportunities and taking strategic decisions to enable the development of the Group's activities are weighted at 15%.
- Finally, the "ESG" criterion is also weighted at 15% and includes the transformation of the Group towards carbon neutrality, the implementation of the compliance policy, the health and safety of the Group's employees, including the reduction in the frequency rate of workplace accidents, and the application of the policy on gender equality within the Plastic Omnium Group. The proportion of quantitative elements included in the composition of the ESG criterion represents 60% of the total weighting defined at 15%, i.e. a sub-weighting of 9% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 64% and the qualitative part 36%. The trigger threshold of 80% is assessed for each of the criteria; below this threshold, the criterion is not met and the corresponding share of compensation is not awarded. If achievement of a criterion is assessed at above 120%, the criterion weighting remains 120%. Outperformance on one criterion is not transferable to another criterion. Thus, in total, the variable compensation cannot exceed 120% of the amount set at €1,100,000 for the Chief Executive Officer in 2022.

At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable financial criteria was 108.5%, broken down as follows:
  - free cash-flow: 103.5%
  - net profit (loss) attributable to owners of the parent company: 123%, however limited to 120% given the maximum weighting set at 120%
  - operating margin: 102%
- established that the achievement rate for each of the qualitative criteria, concerning the execution of the Group's strategy and development, was 97.5% for the first, and 100% for the second, based in particular on the success of the acquisition objectives in new business lines, such as lighting or electric battery components for heavy mobility, as well as the finalization of the acquisition of one-third of the share capital of HBPO, allowing this company to be held at 100%.
- lastly, the achievement of ESG objectives was approved at 92%, of which 83% for the objective of safety at work, 100% for the objective of reducing CO2 emissions in line with the roadmap providing for carbon

neutrality on scopes 1 and 2 by 2025, 100% for the gender equality objective for governing bodies in line with the provisions of the French Rixain law and the company-specific objectives, and 85% for the objective relating to the deployment of the compliance program within the Group in order to take into account both completed and ongoing actions to integrate the entities acquired in 2022.

Consequently, the Board of Directors decided that the percentage of variable compensation awarded to Mr. Laurent Favre in respect of fiscal year 2022 would be 102.5%.

The amount of the variable portion for fiscal year 2022 is therefore €1,127,775. It will only be paid to Mr. Laurent Favre if the shareholders vote in favor at the General Meeting of Shareholders of April 26, 2023.

Variable compensation of Félicie Burelle in respect of fiscal year 2022

The base amount of the annual variable compensation of Félicie Burelle amounts to €600,000 if the targets are achieved at 100%. It can vary between 80% and 120% of this amount, depending on the achievement of the targets set by the Board of Directors. The variable compensation can thus vary between €480,000 if the criteria are 80% achieved and €720,000 if the criteria are 120% achieved.

- The Board assesses performance against three financial criteria:
  - the level of free cash-flow (20%),
  - the level of net profit (loss) – attributable to owners of the parent (15%), and
  - the level of the operating margin (20%).
- In addition, 15% for implementation of the Group's strategy by anticipating market changes, deploying new business lines and ensuring operational excellence.
- The identification of acquisition opportunities and the making of strategic decisions enabling the development of the Group's activities are weighted at 15%.
- Finally, the "ESG" criterion is also weighted at 15% and includes the transformation of the Group towards carbon neutrality, the implementation of the compliance policy, the health and safety of the Group's employees, including the reduction in the frequency rate of workplace accidents, and the application of the gender equality policy within the Plastic Omnium Group. The proportion of quantitative elements included in the composition of the ESG criterion represents 60% of the total weighting defined at 15%, i.e. a sub-weighting of 9% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 64% and the qualitative part 36%. The trigger threshold of 80% is assessed for each of the criteria; below this threshold, the criterion is not met and the corresponding share of compensation is not awarded. If achievement of a criterion is assessed at above 120%, the criterion weighting remains 120%. Outperformance on one criterion is not transferable to another criterion. Thus, in total, the variable compensation cannot exceed 120% of the amount set at €650,000 for the Managing Director in 2022.

At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable financial criteria was 108.5%, broken down as follows:
  - free cash-flow: 103.5%
  - net profit (loss) attributable to owners of the parent company: 123%, however limited to 120% given the defined maximum weighting
  - operating margin: 102%
- established that the achievement rate for each of the qualitative criteria, concerning the execution of the Group's strategy and development, was 97.5% for the first, and 100% for the second, based in particular on the success of the acquisition objectives in new business lines, such as lighting or electric battery components for heavy mobility, as well as the finalization of the acquisition of one-third of HBPO, allowing this company to be held at 100%.
- lastly, the achievement of ESG objectives was approved at 92%, of which 83% for the objective of safety at work, 100% for the objective of reducing CO2 emissions in line with the roadmap providing for carbon neutrality on scopes 1 and 2 by 2025, 100% for the gender equality objective for governing bodies in line with the provisions of the French Rixain law and the company-specific objectives, and 85% for the objective relating to the deployment of the compliance program within the Group in order to take into account both completed and ongoing actions to integrate the entities acquired in 2022.

Consequently, the Board of Directors decided that the percentage of variable compensation awarded to Ms. Félicie Burelle in respect of fiscal year 2022 would be 102.5%.

The amount of the variable portion for fiscal year 2022 is therefore €615,150. It will only be paid to Ms. Félicie Burelle subject to the favorable vote of the shareholders at the General Meeting of Shareholders of April 26, 2023.

3.2.1.2.3 Incentive compensation

The Compensation Committee, in accordance with the recommendations of the AFEP-MEDEF Code, which aim to ensure the long-term action of senior managers, has recommended to the Board of Directors that incentive compensation awarded to the executive corporate officers should be subject to strict performance conditions comparable to those of other beneficiaries.

Performance shares with respect to 2022

Mr. Laurent Burelle was not granted any performance shares in respect of 2022 in accordance with the compensation policy which stipulates that the compensation of the Chairman of the Board of Directors does not include any variable compensation or any long-term incentive scheme.

On the recommendation of the Compensation Committee, the Board of Directors' meeting of February 17, 2022 decided to award 57,361 performance shares to **Mr. Laurent Favre** with respect to fiscal year 2022.

On the recommendation of the Compensation Committee, the Board of Directors' meeting of February 17, 2022 decided to award 38,241 performance shares to **Ms. Félicie Burelle** with respect to fiscal year 2022.

The performance share for 2022 is valued at €14 at its grant date.

The detailed characteristics and performance conditions of this performance share plan are set out in section 3.2.3.

3.2.1.2.4 Pension plan

Burelle SA and Plastic Omnium Gestion, a subsidiary of Compagnie Plastic Omnium SE, have set up supplementary pension plans for some of their employees and executive corporate officers.

Plans implemented in December 2003

These are defined-benefit plans (Article 39 of the French General Tax Code), the rights of which are subject to the completion of the career of each participant in the Group. These plans fall under Article L. 137-11 of the French Social Security Code and have been declared to the URSSAF under the option Tax at 24% on contributions to the insurance contract.

In accordance with the provisions of Order no. 2019-697 of July 3, 2019, these plans were closed to new members as of July 4, 2019 and frozen from January 1, 2020. In December 2021, the new plans in accordance with Article L. 137-11-2 of the French Social Security Code, described below, were set up, the Board of Directors having authorized these plans.

Plans implemented in December 2021

Following the closure and freezing of the defined-benefit plans described above (Article L. 137-11), defined-benefit pension plans were put in place by Burelle SA and Plastic Omnium Gestion at the end of 2021 with a retroactive effective date of January 1, 2020.

These pension plans, which fall under the certain rights regimes, in which pension rights are not conditional upon the completion of the employee's career with the Group, are covered by Article L. 137-11-2 of the French Social Security Code.

The beneficiaries of these plans are employees of Burelle SA and Plastic Omnium Gestion whose employment corresponds to coefficient 940 of the National Collective Agreement for the Plastics Industry, subject to being under the age of 60 on January 1, 2020 and being more than two years from the minimum retirement age for social security pensions referred to in Article L. 161-17-2 of the French Social Security Code (*i.e.* as at this date, 62 years old). Directors may benefit from this supplementary pension plan provided they comply with the provisions of Articles L. 22-10-8 and R. 22-10-14, II of the French Commercial Code.

For directors and employees whose compensation, within the meaning of Article L. 242-1 of the French Social Security Code, is greater than eight times the amount of the social security ceiling, the acquisition of annual rights is subject to compliance with performance conditions as defined in the regulations of the said plan.

The plans are fully funded by Burelle SA and Plastic Omnium Gestion, which took out an insurance policy on December 1, 2021, meeting the requirements of securing, on the one hand, rights currently vesting, and on the other hand, annuities paid out, under European Union law.

The main features of these two plans are presented in the table below.

	2003 Plan	2021 Plan	Recommendations AFEP-MEDEF Code
	Under the defined-benefit plan with uncertain rights L. 137-11[1]	Under the new defined-benefit plan with certain rights L. 137-11-2	
Required length of service	7 years	3 years	At least 2 years
Actual length of service of executive corporate officers:			
Laurent Burelle[4]	47 years	N/A	
Laurent Favre	N/A	3 years	
Félicie Burelle	14 years	3 years	
Reference compensation	Average of total annual compensation for the 5 years prior to retirement	Annual compensation	Several years
Annuity guarantee (as a % of reference compensation)	1%[2]	1%[2]	5% maximum
Ceilings[3]	10% of the reference compensation, or 8 times the Social Security ceiling	13% of the reference compensation	45% of compensation
Rights financing conditions	Outsourced	Outsourced	
Estimated amount of the annuity which would be paid to the executive corporate officers[2]:			
Laurent Burelle[4)]	351,936	Not eligible	
Laurent Favre	Not eligible	55,121	
Félicie Burelle	42,531	30,623	
Reversion annuity	Spouse, yes 60%	Spouse, yes 60%	
Related tax and social charges	Taxes on contributions 24%	Taxes 29.7%	

(1) For Plan L. 137-11, the rights under the defined-benefit plan are "uncertain" to the extent they are subject to the beneficiary's employment within the Group at the time of the liquidation of his or her pension under a legally compulsory old-age insurance scheme.

(2) This rate may be revised depending on the economic situation of the company and will be 0% if free cash-flow is negative and a net loss is attributable to owners of the parent.

(3) The cumulative benefits under the two plans may not exceed the more favorable ceiling.

(4) Burelle SA supplementary pension plan.

3.2.1.2.5 Employment contract, specific pensions, end-of-service indemnities and non-competition clause

	Employment contract	Supplementary pension plans	Compensation or benefits due or likely to be due for loss or change of office	Non-competition indemnities
Laurent Burelle *Chairman of the Board of Directors*	No	See above	No	No
Laurent Favre *Chief Executive Officer*	Suspended	See above	No	No
Félicie Burelle *Managing Director*	Suspended	See above	No	No

It should be noted that there is no system of paying an arrival/departure bonus to executive corporate officers in the Plastic Omnium Group.

3.2.1.2.6 Summary of the compensation of each executive corporate officer

	2022		2021	
In euros	Amounts due in respect of 2022	Amounts paid in 2022	Amounts due in respect of 2021	Amounts paid in 2021
Laurent Burelle *Chairman of the Board of Directors*				
Fixed compensation	950,000	950,000	950,000	950,000
Annual variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Director's compensation	63,237	63,237	57,254	57,254
Benefits in kind (accounting valuation)	-	-	-	-
TOTAL	**1,013,237**	**1,013,237**	**1,007,254**	**1,007,254**
Laurent Favre *Chief Executive Officer*				
Fixed compensation	1,000,760	1,000,760	900,760	900,760
Annual variable compensation	1,127,775	1,200,000 (1)	1,200,000	783,000
Director's compensation	50,737	50,737	44,054	44,054
Benefits in kind (accounting valuation)	14,073	14,073	12,726	12,726
TOTAL	**2,193,345**	**2,265,570**	**2,157,540**	**1,740,540**
Félicie Burelle *Managing Director*				
Fixed compensation	650,760	650,760	500,760	500,760
Annual variable compensation	615,150	600,000 (1)	600,000	250,000
Director's compensation	50,737	50,737	44,054	44,054
Benefits in kind (accounting valuation)	11,814	11,814	11,814	11,814
TOTAL	**1,328,461**	**1,313,311**	**1,156,628**	**806,628**

(1) Variable compensation due in respect of fiscal year 2021 and paid in 2022.

3.2.1.2.7 Summary of compensation, options and shares granted to each executive corporate officer

In euros	2022	2021
Laurent Burelle *Chairman of the Board of Directors*		
Compensation due in respect of the year (see details in the table above)	1,013,237	1,007,254
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	0	0
Valuation of other long-term compensation plans	0	0
TOTAL	**1,013,237**	**1,007,254**
Laurent Favre *Chief Executive Officer*		
Compensation due in respect of the year (see details in the table above)	2,193,345	2,157,540
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	803,054	827,036
Valuation of other long-term compensation plans	0	0
TOTAL	**2,996,399**	**2,984,576**
Félicie Burelle *Managing Director*		
Compensation due in respect of the year (see details in the table above)	1,328,461	1,156,628
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	535,374	459,480
Valuation of other long-term compensation plans	0	0
TOTAL	**1,863,835**	**1,616,108**

3.2.1.2.8 Components of the compensation paid during fiscal year 2022 or granted for the same fiscal year to each executive corporate officer of the Company, submitted to the vote of the shareholders

In accordance with Article L. 22-10-34 II of the French Commercial Code, the General Meeting of Shareholders of April 26, 2023 will decide on the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted during the course of fiscal year 2022 to Mr. Laurent Burelle, Chairman of the Board of Directors, Mr. Laurent Favre, Chief Executive Officer and Ms. Félicie Burelle, Managing Director.

The variable or exceptional elements of compensation granted for fiscal year 2022 may only be paid after the General Meeting of Shareholders approves the components of compensation of the executive corporate officer concerned.

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR GRANTED WITH RESPECT TO FISCAL YEAR 2022 TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€950,000	€950,000	The annual fixed compensation of Laurent Burelle amounts to €950,000 from January 1, 2022.
Annual variable compensation	€0	€0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	€0	€0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	€0	€0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€63,237	€63,237	Laurent Burelle received compensation of €63,237 in respect of his directorship and as Chairman of the Board of Directors for fiscal year 2022.
Grant of stock options, performance shares or other long-term compensation	€0	€0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	€0	€0	Laurent Burelle does not receive any compensation for taking up or leaving office.
Supplementary pension plans	€0	€0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (Compagnie Plastic Omnium SE's parent company).
Benefits in kind	€0	€0	N/A

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR GRANTED WITH RESPECT TO FISCAL YEAR 2022 TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€1,000,760	€1,000,760	The annual fixed compensation of Laurent Favre amounts to €1,000,760 from January 1, 2022.
Annual variable compensation	€1,200,000 (variable compensation granted in respect of fiscal year 2021)	€1,127,775	During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre with respect to fiscal year 2022 at €1,127,775. The Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating the variable compensation as follows: • weighting of 64% for the quantifiable part and 36% for the qualitative part, • variable part target for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €1,100,000. In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2022 was determined as follows: For the quantifiable part (64%), the parameters used are: • the level of free cash-flow (20%), • the level of net profit (loss) – attributable to owners of the parent (15%), • the level of the operating margin (20%), and • ESG criteria relating to safety at work, gender diversity in management bodies, and the reduction of CO_2 emissions (9%). For the qualitative part (36%), the following parameters were used: • the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%) • the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%) • qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%). At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee: • noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%; • decided that the achievement rate for the qualitative criteria met 97.5% of expectations and targets; • the achievement of ESG criteria was approved at 92%. Overall achievement rate taking into account the weighting of the various criteria: 102.5%. The variable portion for 2022 thus amounts to €1,127,775 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023.
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Joining or severance compensation	None	None	Laurent Favre does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Laurent Favre received compensation of €50,737 in respect of his directorship for fiscal year 2022.
Exceptional compensation	None	None	Laurent Favre does not receive any exceptional compensation.

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €803,054	The Board of Directors' meeting of February 17, 2022 decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021. The vesting of these shares is subject to the achievement of four performance conditions assessed for each fiscal year in 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives: • for 25% on the level of the Group's cumulative free cash-flow • for 25% on the Group's average annual ROCE • for 25% on the average rate of growth in consolidated revenue, and • for 25% on the percentage of women on governing bodies and the rollout of actions to reduce the carbon footprint. The first full year taken into account for the assessment of the performance conditions for this grant is 2022. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. This threshold is set at 80% achievement of the objectives. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.
Supplementary pension plans	€0	€55,121	In addition to the pension rights of the mandatory plan, Laurent Favre benefits from Compagnie Plastic Omnium SE's new pension plan with certain rights.
Benefits in kind	Valuation: €14,073	Valuation: €14,073	Laurent Favre has a company car with the benefit estimated at €14,073. Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR ALLOCATED FOR FISCAL YEAR 2022 TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€650,760	€650,760	The annual fixed compensation of Félicie Burelle amounts to €650,760 from January 1, 2022.
Annual variable compensation	€600,000 (variable compensation awarded in respect of fiscal year 2021)	€615,150	During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle with respect to fiscal year 2022 at €615,150. The Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating the variable compensation as follows: • weighting of 64% for the quantifiable part and 36% for the qualitative part, • variable part target for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €600,000. In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2022 was determined as follows: For the quantifiable part (64%), the parameters used are: • the level of free cash-flow (20%), • the level of net profit (loss) – attributable to owners of the parent (15%), • the level of the operating margin (20%), and • ESG criteria relating to safety at work, gender diversity in management bodies, and the reduction of CO2 emissions (9%). For the qualitative part (36%), the following parameters were used: • the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%) • the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%) • qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%). At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee: • noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%; • decided that the achievement rate for the qualitative criteria met 97.5% of expectations and targets. • the achievement of ESG criteria was approved at 92%. Overall achievement rate taking into account the weighting of the various criteria: 102.5%. The variable portion for 2022 thus amounts to €615,150 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Félicie Burelle was paid €50,737 as compensation for her office as director in respect of fiscal year 2022.
Exceptional compensation	None	None	Félicie Burelle does not receive any exceptional compensation.

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €535,374	On February 17, 2022, the Board of Directors decided to implement, for the last year, the 2019 Free share award plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018. The vesting of these shares is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2019, 2020, 2021 and 2022. The number of performance shares vested depends on the achievement of the following objectives: • for 50% on the level of the Group's free cash-flow, • for 50% on the level of the Group's operating margin. In view of the results of these four years, the Board of Directors noted the definitive allocation of 10,500 shares to Félicie Burelle, this allocation will be submitted to the vote of the General Meeting of Shareholders of April 26, 2023. The Board of Directors' meeting of February 17, 2022 also decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021. The vesting of these shares is subject to the achievement of four performance conditions assessed for each fiscal year in 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives: • for 25% on the level of the Group's free cash-flow • for 25% on the Group's average annual ROCE • for 25% on the average rate of growth in consolidated revenue, and • for 25% on the percentage of women on governing bodies and the rollout of actions to reduce the carbon footprint. The first full year taken into account for the assessment of the performance conditions for this grant is 2022. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. This threshold is set at 80% of the objectives achieved. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.
Supplementary pension plans	€0	€30,623 (under the defined-benefit pension plan with certain rights in Article L. 137-11-2 of the French Social Security Code) €42,531 (under the defined benefit pension plan with uncertain rights in Article L. 137-11 of the French Social Security Code)	In addition to the plan's pension rights, Félicie Burelle benefits from the Compagnie Plastic Omnium SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	Félicie Burelle has a company car. Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

3.2.1.2.9 Compensation of executive corporate officers in relation to the average and median compensation of employees of the Plastic Omnium Group in France

In accordance with Article L.22-10-9 of the French Commercial Code, the following table presents changes, starting in 2018, in the equity ratio between the compensation paid to executive corporate officers and the average and median compensation paid to Plastic Omnium employees in France.

The ratios are usually compared to the Group's performance. However, the impact of the Covid-19 health crisis on the Group's performance makes the change in the equity ratio difficult to compare.

The payroll taken into account increased by 4.9% during the same period of comparison. However, there was an increase in employee savings linked to the 2021 performance, whereas the health crisis had led to a significant decrease in this item in 2021 in respect of 2020 performance.

The average compensation of employees located in France and taken into account to produce this equity ratio rose from €57,710 in 2018 to €63,849 in 2022, an increase of 10.6%.

Methodology for calculating the ratio

The ratios were calculated using the following methodology:

- scope of legal entities in France excluding the companies of the Environment Division sold in 2018; excluding, as not significant, the French entity of the Lighting Division formed on October 6, 2022 as well as the workforce of the French e-Power companies acquired in August 2022;
- fixed and variable compensation paid during the year in question;
- LTI plans, including performance shares recognized at IFRS value at the grant date (2019, 2020, 2021 and 2022 plans);
- all full-time employees in France on fixed-term or permanent contracts, excluding work-study students, interns, trainees, temporary staff, expatriates and part-time employees due to their low representativeness;
- takes into account the total gross amount of compensation paid during the fiscal year reconstructed as a full-time equivalent over the reference year;
- takes into account, for each fiscal year concerned, employees present throughout the year;
- for periods of partial employment and for temporary salary reductions, the salary is recalculated.

It should be noted that Mr. Laurent Favre and Ms. Félicie Burelle have been directors since January 1, 2020. Mr. Laurent Burelle was Chairman and CEO until December 31, 2019; and has been Chairman of the Board of Directors since January 1, 2020.

CHANGE IN THE EQUITY RATIO BETWEEN THE LEVEL OF COMPENSATION OF EXECUTIVE CORPORATE OFFICERS AND THE AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES LOCATED IN FRANCE PAID BY THE PLASTIC OMNIUM GROUP

	Equity ratio	2018	2019	2020	2021	2022
Laurent Burelle *Chairman of the Board of Directors (since January 1, 2020)*	Individual compensation / **Average** compensation of other employees	68.7	60.6	33.3	17	15.9
	Individual compensation / **Median** compensation of other employees	89.2	81	43.1	21.9	20.8
Laurent Favre *Chief Executive Officer*	Individual compensation / **Average** compensation of other employees	-	-	31.4	43.3	48.1
	Individual compensation / **Median** compensation of other employees	-	-	40.7	55.8	63
Félicie Burelle *Managing Director*	Individual compensation / **Average** compensation of other employees	-	-	16.1	21.4	29
	Individual compensation / **Median** compensation of other employees	-	-	20.8	27.5	37.9

CHANGE IN THE PLASTIC OMNIUM GROUP'S CONSOLIDATED NET PROFIT (LOSS) BETWEEN 2018 AND 2022 *(IN MILLIONS OF EUROS)*

The Group reports below the indicators usually monitored and which were strongly impacted by the current context.

	2018	2019	2020	2021	2022
Net profit (loss) – Attributable to owners of the parent	533.3	258.2	(251.1)	126.3	167.6
Change	+ 25%	- 51%	-197%	+150%	+33%

3.2.2 DIRECTORS' COMPENSATION POLICY

The 2023 compensation policy for the directors (executive corporate officers and directors) presented below will be submitted for approval to the General Meeting of Shareholders to be held on April 26, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code. It will take effect upon its approval by the shareholders. The 2022 compensation policy approved by the 2022 General Meeting of Shareholders remains applicable until this date.

3.2.2.1 COMPENSATION POLICY FOR DIRECTORS AND THE CENSOR

Upon a proposal from the Board of Directors, the General Meeting of Shareholders sets the overall budget amount for the annual compensation of directors and the censor for their work on the Board of Directors and the committees, to be distributed to each of them.

On the recommendation of the Compensation Committee, the Board of Directors approved the rules for distributing this annual budget according to an individual compensation distribution system based on attendance by directors and the censor, at meetings of the Board of Directors and those of its committees, in accordance with Article 21.1 of the AFEP-MEDEF Code. The distribution rules are set out below.

The Board of Directors decided to keep the overall amount of compensation allocated to the directors unchanged at €900,000, as of January 1, 2023.

In its meeting on February 21, 2023, the Board of Directors defined the compensation distribution for directors as follows:

Board of Directors	Per Board meeting
Chairman of the Board	€6,000
Director and Censor	€3,000

Specialized committees	Per meeting of each committee
Chairman	€4,000
Member	€3,000

The balance is shared between the directors based on their attendance at meetings of the Board of Directors and each Committee.

3.2.2.2 COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

Fundamental principles for determining the compensation of executive corporate officers

Competitive compensation compared to a consistent and stable reference panel

The compensation of executive corporate officers must reflect the Company's strategy and be competitive in order to attract, motivate and retain the best talents in the highest positions of the Company.

This compensation is assessed on an overall basis, by taking into account all of its components.

The fixed portion is defined according to the role, experience and reference market of the executive corporate officer, having regard in particular to the compensation granted to executive corporate officers of groups similar in size and development are comparable to that of the Plastic Omnium Group. It is set by the Board of Directors, on the proposal of the Appointments Committee.

The annual variable compensation is intended to reflect the executive corporate officer's personal contribution to the development of the Group and the improvement of its results. It is balanced with respect to the fixed portion decided by the Board of Directors and is between 80% and 120% of the fixed portion depending on whether or not previously set targets have been achieved or exceeded.

To assess the competitiveness of this compensation, a consistent and stable reference panel is defined by the Compensation Committee. It is made up of French and international companies with a significant global position. These companies are located in comparable markets, being, within in the automotive sector, direct competitors of the Plastic Omnium Group, or operate in the broader automotive industry, for all or part of their business. It is reviewed each year by the Compensation Committee in order to verify its relevance and is subject to change, in particular to take into account changes in the structure or business of the companies selected.

The variable compensation of executive corporate officers must include a predominant quantitative part subject to performance conditions with assessment periods adapted to the horizon of each of these objectives.

Compensation in line with corporate interests

The Board of Directors has established the compensation policy applicable to executive corporate officers in the interests of the Company, in order to ensure the Company's long-term sustainability and development.

The compensation policy applied to executive corporate officers is directly linked to the Group's strategy. It promotes harmonious, regular and sustainable growth, both in the short and long term. The aim of the Board of Directors is to encourage Senior Executives to maximize the performance of each fiscal year, and also ensure its repetition and regularity.

The Board of Directors chooses to directly correlate the performance of the executive corporate officer with that of the Company. These performance criteria make it possible to assess the Plastic Omnium Group's performance through internal performance indicators and external growth indicators. The objectives selected generate long-term value. The choice of various operational financial criteria aims to encourage balanced and sustainable growth. The ESG criteria are an integral part of this analysis, and include quantitative criteria related to climate objectives (see below).

These objectives must also encourage the executive corporate officer to adapt the Group's strategy to the transformations of the automotive industry, in particular the digital transformation and the shift towards less carbon-intensive mobility.

Compensation including climate, governance and societal commitments

Compensation must promote a long-term development approach, in line with the Group's permanent values, reflected in its purpose. For many years, Plastic Omnium, as part of its CSR ambitions, set out in the "Act for All" program, has permanently linked the issues of sustainable performance, safety and well-being at work to the compensation of its executive corporate officers. As a company committed over the long term to innovative and sustainable mobility, with a majority family shareholder, Plastic Omnium intends to maintain this link between the annual variable compensation and the long-term compensation of its executive corporate officers and the ESG objectives, namely:

- the fight against global warming;
- workplace safety;
- gender equality in the Company;
- ethics.

In this context, ambitious and quantified objectives guide the definition of the variable and long-term compensation of executive corporate officers, in particular:

- quantifiable targets for reducing CO2 emissions;
- identified and quantified workplace safety objectives, through the official frequency rate indicator;
- objectives relating to the number of women in governing bodies, with a view to achieving the rates defined by French law within a shorter timeframe than that imposed by the legislator;
- quantifiable and qualitative objectives relating to ethics in the conduct of our operations. For the quantifiable part, the indicator relates in particular to the ethics index of the upstream value chain; for the qualitative part, the Board of Directors monitors and assesses the implementation of the Group's compliance program, based on a review and conclusions of the Audit Committee.

In addition to these elements having a significant impact on the Company's executive compensation, Plastic Omnium pays particular attention to the well-being at work and the employment of seniors.

With regard to the compensation of the executive corporate officers (Chief Executive Officer and Managing Director), in accordance with the AFEP-MEDEF code to which Plastic Omnium refers, the objectives and the degree of achievement of each one are assessed each year by the Compensation Committee.

For 2023, the weighting of ESG criteria in the definition of compensation has been strengthened. These criteria account for 20% of the total variable compensation (15% in 2022). Within these criteria, the share of quantifiable criteria continue to be the much larger part. Thus, 80% of the ESG criteria are quantifiable, the "climate" criterion only includes quantifiable objectives, in application of Plastic Omnium's "carbon neutrality" roadmap.

Similarly, the allocation of performance shares to the Chief Executive Officer and Managing Director is subject to compliance with two ESG criteria. The performance shares, whose final grant would take place in 2026, are thus subject, in addition to the applicable quantifiable financial objectives, to the achievement in 2025 of the carbon neutrality objective and the gender diversity targets in governing bodies, i.e. 25% of managers being women by 2025.

Process for decision-making, reviewing and implementing the compensation of executive corporate officers

Compensation is defined annually in such a way as to ensure the proper application of the policy and rules set by the Board of Directors. The latter is based on the work and recommendations of the Compensation Committee, which at December 31, 2022 was composed of 3 directors, 2 of whom are independent directors. Ms. Amandine Chaffois, employee director, has been a member of the Compensation Committee since January 1, 2023. The Committee has the information it needs to prepare its recommendations and in particular, to assess the performance of the executive corporate officers with regard to the short, medium and long-term objectives.

Information given to the Compensation Committee

The Compensation Committee has all the internal information it needs to perform its duties. This information enables it to assess the performance of the Group and of its executive directors, both economically and in non-financial matters. The annual, economic and financial results of the Group are presented each year to the Compensation Committee in the month of February and serve as a basis to assess the financial performance criteria for the variable compensation of executive corporate officers.

The principles of the Human Resources policy are regularly presented to the members of this Committee or at Board meetings. The directors are able to verify the consistency between the compensation of the executive corporate officers and the compensation and employment conditions of the Group's employees.

The committee and the Board may also deepen their assessment of the Company's performance by any means that they choose, for example by calling upon the Group's main executive corporate officers to provide information, in conjunction with Senior Executives.

Recommendations are made to the Board of Directors on the basis of this work, and which then collectively takes decisions relating to the determination of the compensation of executive corporate officers.

When a new member of the Board of Directors is appointed or co-opted during the fiscal year, the Board discusses the elements of compensation to be granted, in accordance with the compensation policy previously voted by the General Meeting of Shareholders.

Analysis of the recommendations of the regulatory authorities and the corporate governance code for listed companies

The Compensation Committee carefully analyzes the texts and reports on the compensation of executive corporate officers, in particular the report on corporate governance and the compensation of the executives of listed companies of the French Financial Markets Authority, as well as the report of the High Authority on Corporate Governance. It complies with the recommendations of the AFEP-MEDEF Corporate Governance Code for listed companies, to which Plastic Omnium refers.

It is attentive to the observations of investors and strives to take them into account, while maintaining the consistency of the compensation policy decided by the Board of Directors and subject to the constraints related to the confidentiality of information.

The Compensation Committee's work is also based on an international panel of leading global companies, which serves as a reference for comparative compensation studies. This panel is composed of French and international companies, occupying a leading global position. These companies are located in similar markets, either directly competing with Compagnie Plastic Omnium SE or operating in the wider automotive market, for all or part of their activities.

Recommendations to the Board of Directors

It is on this basis that recommendations are made to the Board of Directors, which then collectively makes its decisions concerning the compensation of executive corporate officers, in accordance with the compensation policy approved by the General Meeting of Shareholders.

Conditions for exemptions from the compensation policy in the event of exceptional circumstances

Article L.22-10-8 of the French Commercial Code and the order of November 27, 2019, issued in application of the Pacte law, give companies the chance to include in their compensation policy any exemptions in the event of exceptional circumstances. Failing this, the Board of Directors would be unable to grant an element of compensation not provided for in the compensation policy previously approved by the General Meeting of Shareholders, even though this decision could be necessary in view of these exceptional circumstances. It is specified that this exemption can only be temporary while awaiting the approval of the modified compensation policy by the next General Meeting of Shareholders; it would be duly justified and in accordance with the Company's interests.

If necessary, the modification of the compensation policy in the light of exceptional circumstances would be decided by the Board of Directors on the recommendation of the Compensation Committee. Thus, for example, the recruitment of a new executive corporate officer under unforeseen conditions could require the temporary modification of certain existing compensation elements or the proposal of new compensation elements.

It could also be necessary to modify the performance conditions governing the acquisition of all or part of the existing compensation components in the event of exceptional circumstances resulting in particular from a significant change in the scope of the Group following a merger transaction, a sale, acquisition, or creation of a significant new business, a change in accounting method or a major event affecting the markets or the Group's business segment.

Fixed and variable compensation policy and the grant of performance shares

Compensation policy for the Chairman of the Board of Directors in respect of 2023

The Board of Directors of February 21, 2023, in accordance with the recommendation of the AFEP-MEDEF Code, proposes that the General Meeting of Shareholders of April 26, 2023 determine the compensation of the Chairman of the Board of Directors who does not assume the General Management, by defining the fixed annual compensation, excluding any variable compensation of allocation of performance shares.

Mr. Laurent Burelle benefits from insurance cover and healthcare costs.

The compensation of the Chairman of the Board of Directors is determined on the basis of the following items:

- expectations of the Board of Directors of Compagnie Plastic Omnium SE regarding the exercise of the legal duties of the Chairman of the Board of Directors;
- experience, skills and reputation of the Chairman of the Board of Directors in Corporate Governance and Sustainable Governance;
- specific tasks entrusted to the Chairman of the Board of Directors;
- competitiveness and comparability of compensation compared to a relevant reference panel including companies with comparable governance structures.

It is essential for the Board of Directors to be able to count on a committed, experienced and competent Chairman such as Mr. Laurent Burelle, recognized for his involvement in governance matters and in relations with stakeholders. Mr. Laurent Burelle, who has chaired the Board of Directors since 2001, has already raised the governance of Compagnie Plastic Omnium SE to an exemplary level while serving as Chief Executive Officer until December 31, 2019. The Board wishes to highlight the expertise of Mr. Laurent Burelle, whose in-depth knowledge of the Company, its environment and its strategic challenges represents a major asset.

The compensation of Mr. Laurent Burelle corresponds to the Board's ambition to ensure the continuity of its work and enable its development.

The Board of Directors also took into account the extensive missions that it decided to entrust to Mr. Laurent Burelle in his capacity as Chairman of the Board of Directors.

On the recommendation of the Compensation Committee, the Board of Directors of February 21, 2023 proposes that the General Meeting of Shareholders maintain the fixed annual compensation of Mr. Laurent Burelle, Chairman of the Board, at €950,000.

Details of the components of compensation attributable to Mr. Laurent Burelle, Chairman of the Board of Directors, for fiscal year 2023

	Amount	Presentation
Fixed compensation	€950,000	The Board of Directors' meeting of February 21, 2023, on the recommendation of the Compensation Committee, proposes that the General Meeting of Shareholders of April 26, 2023, maintain the gross amount of Mr. Laurent Burelle's compensation at €950,000
Benefits incidental to compensation		• **Supplementary social protection schemes** Mr. Laurent Burelle benefits from insurance cover and coverage of healthcare costs

Compensation policy for executive corporate officers in respect of 2023

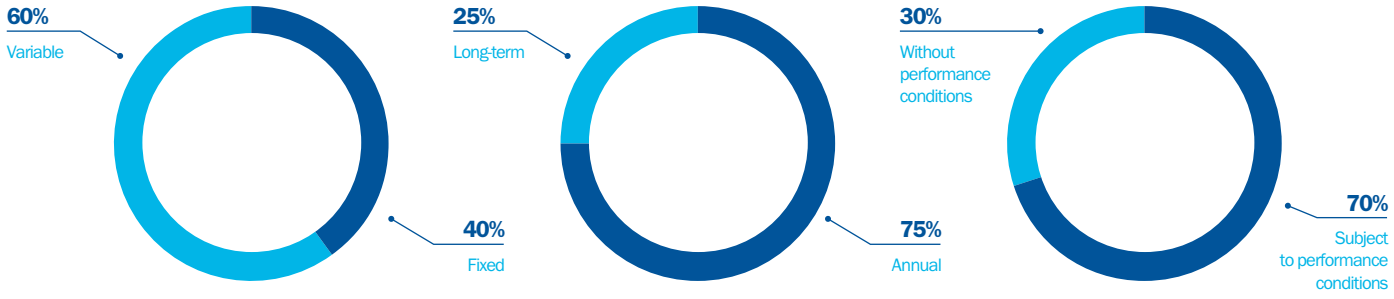
The compensation of the Chief Executive Officer and the Managing Director consists of fixed compensation, variable compensation and the allocation of performance shares.

It does not include any exceptional items.

The Board of Directors determines the various components of this compensation, being attentive to the necessary balance between each of them. Each component of compensation corresponds to a defined and clearly stated objective. The various components of compensation form a balanced package with a breakdown of approximately:

- 40/60 split between fixed and variable compensation;
- 75/25 between annual compensation and long-term compensation (performance shares);
- 70/30 between compensation subject to performance conditions and compensation without performance conditions.

GRAPHIC ILLUSTRATION OF THE BALANCE BETWEEN THE VARIOUS COMPONENTS OF THE TARGET TOTAL ANNUAL COMPENSATION



The **fixed compensation** should reflect the responsibilities of the executive corporate officer, his or her level of experience and skills.

The fixed compensation serves as the basis for determining the maximum percentage of the target variable compensation.

In accordance with the principles set out above, the fixed compensation of the Chief Executive Officer in respect of 2023 amounts to €1,100,000 for the full year, compared with €1,000 000 for fiscal year 2022. That of the Managing Director in respect of 2023 amounts to €750,000 for the full year, compared with €650,000 for fiscal year 2022.

The **annual variable compensation** represents, at target, €1,200,000 for 100% achievement of the objectives set for Mr. Laurent Favre, and €750,000 for 100% achievement of the objectives set for Ms. Félicie Burelle. It may vary between 80% and 120% of the target set (respectively €1,200,000 for Mr. Laurent Favre and €750,000 for Ms. Félicie Burelle) depending on the level of achievement of the objectives. If achievement is below 80%, no variable compensation is paid, the percentage of achievement being assessed for each criterion. The absolute maximum, for each criterion and for the total variable compensation, is 120%. Thus, if the objectives are more than 120% achieved, the achievement rate will be 120%, making it possible to compensate for outperformance while limiting the short-term incentive.

As the principle is not to encourage inappropriate risk-taking, the annual variable compensation remains reasonable compared to the fixed compensation.

Variable compensation is designed to align the compensation of the executive corporate officer with the Group's annual performance and to promote the implementation of its strategy year after year.

It is determined according to specific performance assessment criteria determined by the Board of Directors.

These criteria are financial, non-financial and qualitative.

The financial and non-financial criteria are simple and quantifiable. They represent a predominant portion of the annual variable compensation.

The weighting of each criterion as well as the objectives to be achieved are set at the beginning of the year in question and communicated to the executive corporate officer.

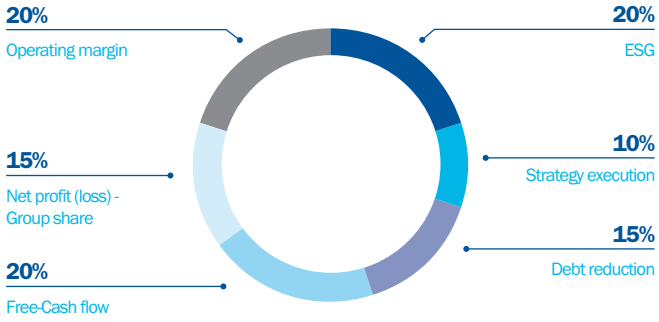
These criteria are as follows:

- for 70% of the annual variable compensation, financial criteria directly correlated with the Group's performance indicators:
  - change in free cash-flow compared to budget (20%)
  - change in net income attributable to owners of the parent compared to budget (15%)
  - change in the Group's debt reduction (15%)
  - change in operating income compared to revenue (20%)
- for 10% of the annual variable compensation, criteria related to the execution of the strategy, in particular the integration into the Group of the companies acquired during the 2022 fiscal year and excellence in operations and project start-ups
- for 20% of the annual variable compensation, ESG criteria (social and environmental governance), two-thirds of which can be quantified:
  - a climate criterion, contribution to the "Ambition 1.5° C for companies" objective, representing half, i.e. 10% of the annual variable compensation, partly quantifiable (5%), and fully aligned with the Company's carbon neutrality objective
  - non-climate ESG criteria, quantifiable (8%) and qualitative including in particular the health and safety of the Group's employees, the application of the Human Resources policies on professional gender equality and compliance.

The quantifiable objectives for determining the variable portion of the compensation due in respect of fiscal year 2023 were defined in relation to the Group's target forecasts presented to the Board of Directors on December 7, 2022.

Quantifiable, financial (70%) and non-financial (13%) criteria represent 83% of annual variable compensation.

PRESENTATION OF THE WEIGHTING OF THE ANNUAL VARIABLE COMPENSATION FOR 2023



DETAILS OF THE ESG CRITERIA USED TO ASSESS THE PERFORMANCE OF EXECUTIVE CORPORATE OFFICERS

Criteria	Presentation
Climate change	• By 2025, reduction in the carbon footprint of the Group's sites by improving energy efficiency and increasing the share of renewable energies • Development of electricity production using solar panels to supply the Group's sites • Increase in the proportion of recycled or recovered waste in the industrial process • Increased commitments from suppliers and partners
Improvement in safety performance	• Decrease the frequency and severity rates compared to the previous year
Gender parity on governing bodies	• Achieve an average proportion of 40% of each gender on management bodies

In the event of the departure of an executive corporate officer during the first quarter, the Board of Directors may set the amount of the annual variable compensation for the current fiscal year *pro rata temporis* to the amount of the annual variable portion granted to the executive corporate officer concerned in respect of the previous fiscal year.

The **allocation of performance shares** is subject to quantifiable performance conditions. It aims to encourage the executive corporate officer to take action in the long term and to build loyalty and promote the alignment of their interests with the corporate interest and the interests of shareholders. To this end, the vesting of shares is subject to performance conditions that are recognized at the end of a vesting period of three years from the grant date.

The conditions for allocating performance shares are described below (Section 3.2.3).

The value of these shares, estimated at the grant date in accordance with IFRS, used to prepare the consolidated financial statements, represents between 25% and 30% of the executive corporate officer's overall compensation, and may not exceed 100% of the fixed compensation.

The executive corporate officers make a formal commitment not to use performance share risk hedging transactions until the end of the holding period set by the Board of Directors. They retain at least 10% of the shares granted until the end of their corporate office.

The **other components of the compensation of executive corporate officers** are as follows:

The executive corporate officers will continue to benefit from the protection of the collective welfare and health care plans for Senior Executives in order to have market-compliant social provision.

The Chief Executive Officer and the Managing Director, who are also directors, receive compensation for their participation on the Board of Directors.

It should be noted that the employment contracts of Mr. Laurent Favre and Ms. Félicie Burelle with the company Plastic Omnium Gestion have been suspended since January 1, 2020.

In addition, the Board of Directors has the option of negotiating a non-compete agreement with an executive corporate officer in the event of termination of the latter's duties within the Group, when this would be in the Group's interests, and under financial conditions that comply with the principles set out by the AFEP-MEDEF Code to which Compagnie Plastic Omnium SE refers. No payment may be made unless this non-compete agreement has been approved by the General Meeting of Shareholders of Compagnie Plastic Omnium SE.

Lastly, executive corporate officers each have a company car.

The payment of variable and exceptional compensation in respect of fiscal year 2023 will be subject to the approval of the Annual General Meeting to be held in 2024.

BREAKDOWN OF COMPONENTS OF COMPENSATION ATTRIBUTABLE TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF THE 2023 FISCAL YEAR

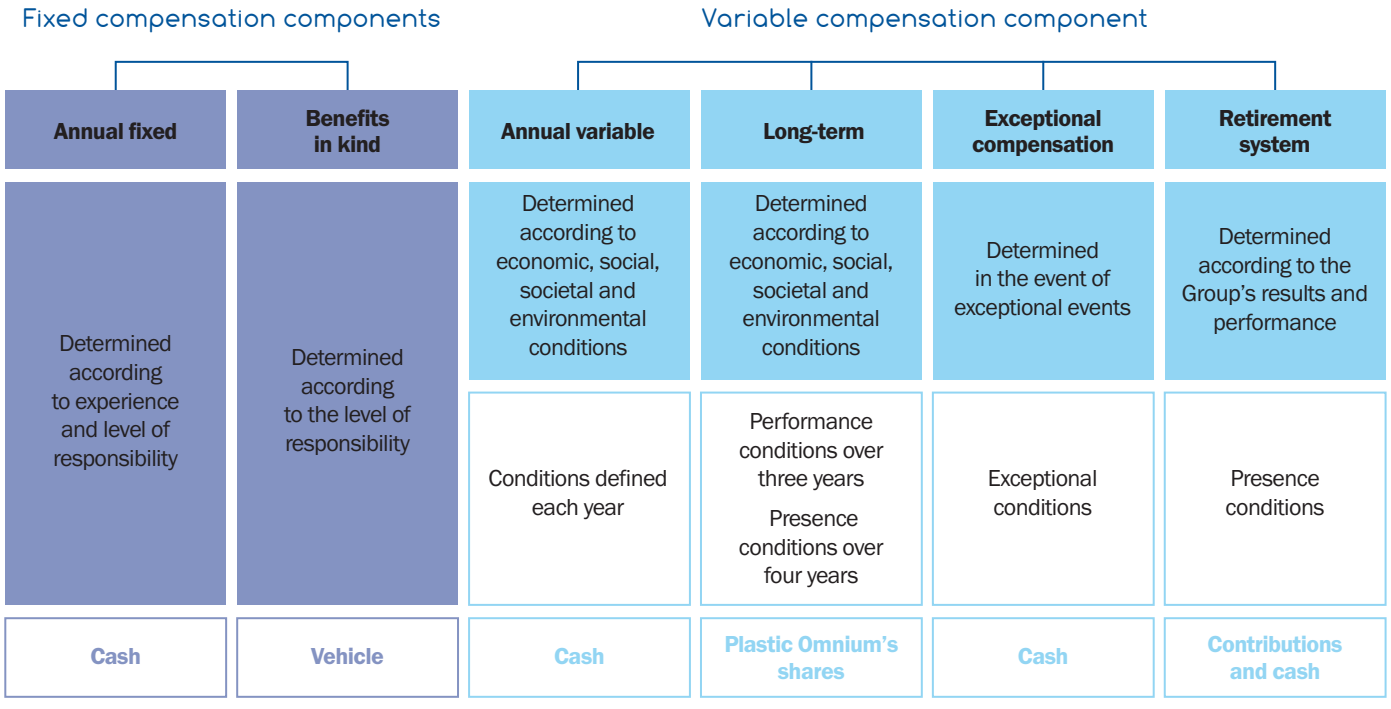
	Amount	Presentation
Fixed compensation		The Board of Directors' meeting of December 7, 2022, on the recommendation of the Compensation Committee, proposes that the General Meeting of Shareholders of April 26, 2023 set the amount of the fixed compensation of the executive corporate officers at €1,100,000 for Mr. Laurent Favre, Chief Executive Officer, and €750,000 for Ms. Félicie Burelle, Managing Director.
Mr. Laurent Favre	€1,100,000	
Change 2022-2023	+10%	
Ms. Félicie Burelle	€750,000	
Change 2022-2023	+15%	
Annual variable compensation		The annual variable compensation is designed to align the compensation of executive corporate officers with the Group's annual performance and to promote the implementation of its strategy year after year. The aim of the Board of Directors is to encourage executive corporate officers to both maximize the performance of each fiscal year and ensure its repetition and regularity over the years.
Mr. Laurent Favre	€1,200,000 (target 109% of fixed) maximum 120%, i.e. €1,440,000	
Ms. Félicie Burelle	€750,000 (target 100% of fixed) Maximum 120%, i.e. €900,000	

Performance assessment criteria for 2023	Weighting
Financial criteria	**70%**
• *change in free cash-flow compared to budget*	*20%*
• *change in net income attributable to owners of the parent compared to budget*	*15%*
• *change in the Group's debt reduction*	*15%*
• *change in operating income compared to revenue*	*20%*
Non-financial criteria	**30%**
• *Quantifiable (13%) and qualitative (7%) ESG criteria:*	
- implementation of the programs established to achieve carbon neutrality at the Group's sites by 2050 (first milestone in 2025)	*5%*
- deployment of the hydrogen strategy	*5%*
- health and safety of Group employees (by reference to a "best in class" criterion of frequency rate of workplace accidents)	*3%*
- diversity in management bodies	*4%*
- compliance policy	*3%*
• *Qualitative performance*	
- the integration into the Group of the companies acquired during the 2022 fiscal year	*10%*
- operational excellence	

Quantifiable, financial (70%) and non-financial (13%) criteria represent 83% of annual variable compensation. The weighting of each criterion, as well as the objectives to be achieved, were set at the end of 2022 and communicated to the executive corporate officers. The assessment is made without offsetting criteria.

	Amount	Presentation
Performance shares		The Board of Directors, at its meeting of February 21, 2023, decided on the implementation of a new plan as part of the authorization submitted to the vote of the General Meeting of Shareholders of April 26, 2023. The allocation decided in favor of the executive corporate officers complies with the recommendations of the AFEP-MEDEF Code. The value of the allocation is set at €900,000 for Mr. Laurent Favre and €600,000 for Ms. Félicie Burelle; the equivalent in shares will be calculated on the basis of the price of the 20 trading sessions preceding the Combined General Meeting of Shareholders of April 26, 2023. Executive corporate officers are also required to retain 10% of the shares that are definitively allocated to them at the end of the vesting period, until the end of their corporate office. The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of the vesting period and since the grant date. These performance conditions are based on five criteria, assessed over the years 2023, 2024 and 2025, and in line with the Company's strategic plan: • the level of free cash-flow, • ROCE (return on capital employed), • the pace of debt reduction, • stock market outperformance compared to a basket of peers listed on Euronext Paris, • as well as two ESG criteria, one targeting gender diversity in governing bodies, the other the achievement of the objective of carbon neutrality on scopes 1 and 2 by 2025, in accordance with the climate roadmap adopted by the Board of Directors and presented in 2021. The achievement of each objective would trigger the allocation of 20% of the allocation in shares.
Compensation as director	€3,000 per meeting of the Board of Directors	Mr. Laurent Favre and Ms. Félicie Burelle will receive compensation in respect of their directorships
Benefits incidental to compensation		• Benefits in kind Executive corporate officers will be provided with the material resources necessary for the performance of their duties, such as the provision of a company car. They will also benefit from tax assistance, an annual medical check-up and a subscription to a sports club. • Supplementary social protection scheme: defined-benefit pension, welfare insurance and healthcare costs Executive corporate officers will continue to benefit from defined-benefit pension plans as well as welfare insurance and healthcare cost plans.

The components of the total compensation attributable to each of the executive corporate officers are presented below:



3.2.3 PERFORMANCE SHARE AWARD PLAN

3.2.3.1 COMPAGNIE PLASTIC OMNIUM SE POLICY

Decisions relating to the allocation of shares are linked to performance and are intended to encourage the achievement of the Group's long-term objectives and the resulting value creation for shareholders. For this purpose, the vesting of the shares is subject to performance conditions that are recognized at the end of a vesting period of four years from the grant date.

The value of these shares, estimated at the grant date, may not exceed 100% of the annual compensation of the executive corporate officer.

If an event justifies it, the Board of Directors reserves the right to award an additional grant. This allocation, if any, to the executive corporate officer, duly justified by the Board of Directors, would be made in accordance with the annual ceiling authorized by the General Meeting of Shareholders.

The executive corporate officer is required to keep, in registered form and until the end of his or her duties, 10% of the performance shares granted and definitively vested at the end of the vesting period, after reviewing the performance conditions.

The executive corporate officer undertakes not to use performance share risk hedging transactions until the end of the holding period set by the Board of Directors.

Performance conditions

The performance criteria relate to all the shares allocated to the executive corporate officer.

These criteria, assessed over a period of three or four fiscal years preceding the grant date, are defined for each plan decided and must be complementary and in line with the objectives and specificities of the Group while promoting balanced and steady long-term growth.

Performance shares in the event of departure

The right to performance shares is lost in the event of departure for reasons of resignation or for serious or gross misconduct. In the event of the dismissal of an executive corporate officer, the Board will decide on how any performance shares granted since their appointment as an executive corporate officer will be treated.

3.2.3.2 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 22, 2021

The Combined General Meeting of April 22, 2021 authorized the Board of Directors to award existing or new shares of the Company free of charge to employees and/or certain directors of the Company and its French and foreign subsidiaries that are related to it under the conditions set forth in Article L. 22-10-59 of the French Commercial Code.

The General Meeting of Shareholders set the period of validity of the authorization at 38 months, which may be used on one or more occasions.

The total number of shares thus awarded may not exceed 0.2% of the share capital existing on the date of the General Meeting of Shareholders of April 22, 2021, it being specified that the total number of shares to which the options that may be granted by the Board of Directors may give right will be deducted from this ceiling. The total number of shares that may be awarded free of charge to executive corporate officers of the Company may not exceed 0.1% of the share capital on the date of the General Meeting of Shareholders of April 22, 2021, within this limit.

The Board of Directors shall identity the beneficiaries of the awards and the number of free shares granted to each, as well as the vesting conditions, in particular the performance conditions.

The Board of Directors may provide for vesting periods and, where applicable, holding periods of more than one year.

Performance shares granted under the authorization of April 22, 2021

The Board of Directors, during its meeting of February 17, 2022, decided, as part of the authorization of the General Meeting of Shareholders of April 22, 2021, to implement an allocation of shares free of charge, known as performance shares, in favor of executive corporate officers of Compagnie Plastic Omnium SE.

The Board of Directors decided to limit the beneficiaries of this plan to executive corporate officers with the aim of mobilizing the Group's key players around its successful development.

The main features of this plan, covering 45,947 shares and benefiting executive corporate officers, are as follows:

Vesting period	From April 22, 2022 to the date of the General Meeting of Shareholders in 2025
Presence conditions (contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision)	At the date of the 2025 General Meeting of Shareholders
Final vesting date	From the date of the 2025 General Meeting of Shareholders
Holding period	No holding period except for a minimum of 10% of the performance shares allocated, which must be held until the end of their term of office
End of vesting period	From the date of the General Meeting of Shareholders in 2025
Performance conditions	• Return on capital employed for 2022, 2023, 2024: 25% of the rights granted; • Cumulative free cash-flow level for 2022, 2023, 2024: 25% of the rights granted; • Average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024: 25% of the rights granted; • Percentage of women in management and implementation of actions to reduce the Group's carbon footprint in 2022, 2023, 2024: 25% of the rights granted.

Performance shares granted during fiscal year 2022 to each executive corporate officer by Compagnie Plastic Omnium SE under the authorization of April 22, 2021

Name and position of the director	Number of performance shares awarded	Valuation of the shares	Grant date	End of vesting period
Laurent Burelle				
Chairman of the Board of Directors	0	0	N/A	N/A
Laurent Favre				
Chief Executive Officer	57,361	803,054	April 22, 2022	after the 2025 General Meeting of Shareholders for 90% of the shares
Félicie Burelle				
Managing Director	38,241	535,374	April 22, 2022	after the 2025 General Meeting of Shareholders for 90% of the shares

3.2.3.3 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 21, 2022

The Combined General Meeting of April 21 2022 decided, in its 23rd resolution, to authorize the Board of Directors to award existing free shares of the Company to employees and directors of the Company and its French and foreign subsidiaries that are related to it under the conditions set forth in Article L. 22-10-59 of the French Commercial Code.

The General Meeting of Shareholders set the period of validity of the authorization at 38 months, which may be used on one or more occasions.

The number of shares thus awarded may not exceed 0.2% of the share capital existing on the date of the General Meeting of Shareholders of April 21, 2022, it being specified that the total number of shares to which the options that may be granted by the Board of Directors may give right will be deducted from this ceiling. The total number of shares that may be awarded free of charge to executive corporate officers of the Company may not exceed 0.1% of the share capital on the date of the General Meeting of Shareholders of April 21, 2022, within this limit;

The Board of Directors shall identity the beneficiaries of the awards and the number of free shares granted to each, as well as the vesting conditions, in particular the performance conditions.

The Board of Directors may provide for vesting periods and, where applicable, holding periods of more than one year.

Performance shares granted during fiscal year 2021 to each executive corporate officer by Compagnie Plastic Omnium SE under the authorization of April 21, 2022

No performance share allocation plan was decided by the Board of Directors in fiscal year 2022 under the authorization of April 21, 2022.

3.2.3.4 PERFORMANCE SHARES THAT BECAME AVAILABLE DURING FISCAL YEAR 2022 FOR EACH EXECUTIVE CORPORATE OFFICER

Name and position of the executive corporate officer	Plan date	Number of shares available during the fiscal year
Laurent Favre	04/30/2020	0
Chief Executive Officer	04/23/2021	0
	04/22/2022	0
	05/02/2019	
Félicie Burelle	04/30/2020	0
Managing Director	04/23/2021	0
	04/22/2022	0

3.2.3.5 HISTORY OF COMPAGNIE PLASTIC OMNIUM SE PERFORMANCE SHARE PLANS IN FORCE

For the year	2019	2020
	Plan of May 2, 2019	Plan of April 30, 2020
Date of the GM authorization	04/26/2018	04/26/2018
Board decision date	02/13/2019	12/11/2020
Share value in euros (1)	23	15
Start of vesting period	05/02/2023	04/30/2024
Start of holding period	None	April 30, 2024 concerning the directors for 10% of the shares
End of holding period	None	None except on the date of dismissal of the director
Related conditions	50% depending on the level of the Group's operating margin for fiscal years 2019, 2020, 2021, 2022 and 50% depending on the level of the Group's free cash-flow. The two criteria are assessed at scope and market conditions unchanged.	50% based on the level of cumulative free cash flow for fiscal years 2020, 2021 and 2022 and 50% based on growth in net earnings per share. The two criteria are assessed at scope and market conditions unchanged.
Number of performance shares awarded	400,000	228,373
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	130,760	36,000
Rights granted at 12/31/2022	1,000	0
Balance of rights at 12/31/2022	268,240	192,373

(1) Weighted average value (according to the method used for the consolidated financial statements).

For the year	2021	2022
	Plan of April 23, 2021	Plan of April 22, 2022
Date of the GM authorization	04/26/2018	04/21/2021
Board decision date	02/17/2021	02/17/2022
Share value in euros (1)	28	14
Start of vesting period	After the 2025 General Meeting of Shareholders	After the 2025 General Meeting of Shareholders
Start of holding period	No later than June 30, 2025 concerning the directors for a total of 10% of the shares	No later than June 30, 2025 concerning the directors for a total of 10% of the shares
End of holding period	On the date of dismissal of the director	On the date of dismissal of the director
Related conditions	25% depending on the rate of return on capital employed in 2021, 2022, 2023 25% depending on the level of cumulative free cash-flow in 2021, 2022, 2023 25% based on the average annual growth rate of the Group's consolidated revenue for 2021, 2022, 2023 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2021, 2022, 2023	25% depending on the rate of return on capital employed in 2022, 2023, 2024 25% depending on the level of cumulative free cash-flow in 2022, 2023, 2024 25% based on the average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2022, 2023, 2024
Number of performance shares awarded	45,947	95,602
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	0	0
Rights granted at 12/31/2022	0	0
Balance of rights at 12/31/2022	45,947	95,602

(1) Weighted average value (according to the method used for the consolidated financial statements).

3.2.3.6 HISTORY OF PERFORMANCE SHARES GRANTED TO EXECUTIVE CORPORATE OFFICERS AT DECEMBER 31, 2022

Plan	05/02/2019	04/30/2020	04/23/2021	04/22/2022
Total number of beneficiaries	255	55	2	2
Total number of performance shares awarded	400,000	228,373	45,947	95,602
of which the number allocated to executive corporate officers:				
Laurent Burelle	0	0	0	0
Laurent Favre	0	27,922	29,537	57,361
Félicie Burelle	14,000 (1)	17,451	16,410	38,241
Grant date	05/02/2019	04/30/2020	04/23/2021	04/22/2022
Start of vesting period	05/02/2023 (2)	04/30/2024 (2)	As of the date of the 2025 General Meeting of Shareholders	As of the date of the 2025 General Meeting of Shareholders
Term	4 years	4 years	4 years	3 years
Holding period	None	Lock-up of 10% until the end of the term of office of the executive corporate officers	Lock-up of 10% until the end of the term of office of the executive corporate officers	Lock-up of 10% until the end of the term of office of the executive corporate officers

(1) Performance shares granted under the employment contract. The definitive allocation amounts to 10,500 shares, which will vest on May 2, 2023.

(2) Subject to a dual condition of performance and presence.

3.2.3.7 SUMMARY OF THE PERFORMANCE SHARES GRANTED DURING FISCAL YEAR 2022 TO THE TOP TEN EMPLOYEES WHO ARE NOT DIRECTORS AND SHARES DEFINITIVELY VESTED BY THEM

Performance shares granted to the top ten employees who are not directors and shares vested by them	Total number of shares awarded/shares vested	Value of shares using the method applied in the consolidated financial statements (1)	Plan date
Shares granted during fiscal year 2022 by Compagnie Plastic Omnium SE to the ten employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted	0	0	04/22/2022
Shares vested during fiscal year 2022 by the ten employees of any Compagnie Plastic Omnium SE subsidiary with the highest number of shares thus vested (2)	0	0	04/22/2022

(1) Valuation of performance shares granted on April 22, 2022 based on the value of the share expressed in fair value according to IFRS 2, i.e. €14.

(2) Does not include shares acquired by employees who have left the Group.

3.2.4 STOCK OPTIONS

3.2.4.1 COMPAGNIE PLASTIC OMNIUM SE POLICY

Compagnie Plastic Omnium SE may set up long-term incentive plans for the benefit of its employees and executive corporate officers, in an international context.

These awards have a dual purpose:

- to motivate key staff members and give them a stake in the Group's future results;
- to strengthen teamwork and a sense of belonging among managers and thus encourage them to make their careers at the Company.

At the recommendation of the Compensation Committee, Compagnie Plastic Omnium SE's Board of Directors may grant stock options to managers and executive corporate officers whom the Company wishes to recognize for their performance and their important role in business development and the Group's current and future projects, wherever they may be based.

These stock options are granted after publication of the financial statements for the previous year, in accordance with the AFEP-MEDEF recommendation. In any case, stock options are granted on the basis of the performance of the individual in question at the time the plan is put in place.

Employees and directors who receive stock options thus have a stake along with shareholders in the Group's strong and consistent growth.

At December 31, 2022, 116 employees, of which 48.3% in foreign subsidiaries, benefited from at least one stock option plan.

Stock option beneficiaries must comply with the regulations in force relating to inside information. They must familiarize themselves and abide by the Stock Exchange Ethics Charter accompanying the rules governing stock option plans.

3.2.4.2 STOCK OPTIONS GRANTED TO EXECUTIVE CORPORATE OFFICERS AND/OR EXERCISED DURING FISCAL YEAR 2022

STOCK OPTIONS GRANTED BY COMPAGNIE PLASTIC OMNIUM SE DURING THE FISCAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER

Name and position of the director	Plan date	Number of options awarded during the year	Value of options using the method applied in the consolidated financial statements	Exercise price	Exercise period
Laurent Burelle *Chairman of the Board of Directors*	None	N/A	N/A	N/A	N/A
Laurent Favre *Chief Executive Officer*	None	N/A	N/A	N/A	N/A
Félicie Burelle *Managing Director*	None	N/A	N/A	N/A	N/A

STOCK OPTIONS EXERCISED DURING THE FISCAL YEAR BY EACH EXECUTIVE CORPORATE OFFICER

Name and position of the director	Plan date	Number of options exercised during the fiscal year	Exercise price
Laurent Burelle *Chairman of the Board of Directors*	None	N/A	N/A
Laurent Favre *Chief Executive Officer*	None	N/A	N/A
Félicie Burelle *Managing Director*	None	N/A	N/A

3.2.4.3 HISTORY OF STOCK OPTIONS GRANTED TO EXECUTIVE CORPORATE OFFICERS THAT MAY STILL BE EXERCISED AT DECEMBER 31, 2022

Name of executive corporate officers Date of plans	Number of options awarded	Number of options not exercised	Date of 1st possible exercise	Date of expiry	Subscription price
Laurent Burelle *Chairman of the Board of Directors*	0	0	0	0	0
Laurent Favre *Chief Executive Officer*	0	0	0	0	0
Félicie Burelle *Managing Director* Plan dated 03/11/2017	20,000*	20,000	03/11/2021	03/11/2024	32.84

* *Stock options granted under the employment contract*

3.2.4.4 HISTORY OF OUTSTANDING COMPAGNIE PLASTIC OMNIUM SE STOCK OPTIONS GRANTED TO DIRECTORS AT DECEMBER 31, 2022

Date authorized by General Meeting of Shareholders	**04/28/2016**
Date of Board meeting	02/22/2017
Total number of beneficiaries	195
Total number of shares offered for purchase	578,500
Of which can be subscribed for or bought by directors:	
Laurent Burelle	0
Laurent Favre	0
Félicie Burelle	20,000*
Anne Asensio	0
Martina Buchhauser	N/A
Anne-Marie Couderc	0
Prof. Dr. Bernd Gottschalk	0
Vincent Labruyère	0
Éliane Lemarié	0
Paul Henry Lemarié	0
Lucie Maurel Aubert	0
Alexandre Mérieux	0
Cécile Moutet	0
Élisabeth Ourliac	N/A
Amandine Chaffois	N/A
Ireneusz Karolak	N/A
Start date for exercise of the options	03/11/2021
Date of expiry	03/11/2024
Purchase price *(in euros)*	32.84
Number of options exercised at 12/31/2022	0
Total number of stock options that have been canceled or lapsed	297,000
Options outstanding at the year end	281,500

* *Stock options granted under the employment contract*

The number of outstanding options awarded by the Board of Directors under the authorizations voted by General Meetings of Shareholders and not yet exercised at December 31, 2022 was 281,500 stock options at a purchase price of €32.84, *i.e.* 0.19% of the 145,522,153 shares comprising the share capital at that date.

In accordance with the recommendations of the AFEP-MEDEF Code, the exercise of stock options granted in 2017 is subject to two cumulative performance conditions related to the outperformance over the vesting period of the options in respect of:

- the share price relative to the Stoxx600 Automobiles index;
- the Company's operating margin compared with its main competitors.

The executive corporate officers shall retain, in bearer form, until the end of their appointment, a number of shares corresponding to 10% of the balance of shares resulting from the exercise of the option. The "balance shares resulting from the exercise of option" refers to the total number of shares resulting from the decreased exercise of stock options, which must be transferred in order to finance the exercise of options in question and, where applicable, the payment of any immediate or deferred tax, social contributions and charges relating to the exercise of these options as applicable on the date of exercise of the options. If the number of shares fixed as a result, which must be retained until the loss of office, is a fraction, it is rounded off to the nearest lower whole number. You are reminded that, since January 1, 2020, Mr. Laurent Burelle is no longer an executive corporate officer of Compagnie Plastic Omnium SE.

The executive corporate officers are committed not to resort to risk hedging transactions.

3.2.4.5 STOCK OPTIONS GRANTED TO THE TEN EMPLOYEE BENEFICIARIES WHO ARE NOT DIRECTORS AND OPTIONS EXERCISED BY THEM DURING FISCAL YEAR 2022

Stock options granted to the top ten employees who are not directors and options exercised by the latter	Total number of options granted/ shares purchased	Weighted average price (1)	Plan date
Options granted by Compagnie Plastic Omnium SE in fiscal year 2022 to the ten employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted	0	0	N/A
Options held on Compagnie Plastic Omnium SE, exercised during fiscal year 2022, by the ten employees of any subsidiary of Compagnie Plastic Omnium SE, with the highest number of options thus exercised (2)	0	0	N/A

(1) Exercise price after legal adjustments.

(2) Does not include options exercised by employees who have left the Group.

3.2.5 SUMMARY OF TRANSACTIONS REPORTED BY EXECUTIVE CORPORATE OFFICERS AND DIRECTORS DURING FISCAL YEAR 2022

(Article 223-26 of the General Regulation of the French Financial Market Authority (Autorité des Marchés Financiers) and Article L. 621-18-2 of the French Monetary and Financial Code)

	Date of transaction	Type of transaction	Financial instrument	Quantity	Unit price *(in euros)*	Transaction price *(in euros)*
Laurent Burelle	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Laurent Favre	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Félicie Burelle	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Burelle SA (represented by Éliane Lemarié)	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Anne Asensio	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Martina Buchhauser	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Anne-Marie Couderc	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Prof. Dr. Bernd Gottschalk	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Vincent Labruyère	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Paul Henry Lemarié	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Lucie Maurel Aubert	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Alexandre Mérieux	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Cécile Moutet	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Élisabeth Ourliac	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Amélie Oudéa-Castéra*	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Amandine Chaffois	N/A	N/A	N/A	N/A	N/A	N/A
Related persons	N/A	N/A	N/A	N/A	N/A	N/A
Ireneusz Karolak	N/A	N/A	N/A	N/A	N/A	N/A
Related persons	N/A	N/A	N/A	N/A	N/A	N/A

** Director until May 20, 2022.*

3.3 ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE

3.3.1 INFORMATION RELATING TO CURRENT AGREEMENTS ENTERED INTO UNDER ARM'S LENGTH CONDITIONS

3.3.1.1 PROCEDURE IMPLEMENTED UNDER ARTICLE L.22-10-12 OF THE FRENCH COMMERCIAL CODE

In accordance with the legal provisions and on the recommendation of the Audit Committee, the Board of Directors adopted a charter relating to the identification and evaluation of related-party agreements and free agreements whose purpose is to specify the methodology and criteria to be applied for the classification of related-party agreements and commitments relating to current agreements and entered into under arm's length conditions by the Company and fulfilling these conditions. It may be amended at any time by the Board of Directors, in particular to take into account any legislative and regulatory changes.

In accordance with the law, agreements entered into between the persons referred to in Article L.225-38 of the French Commercial Code (agreement entered into directly or through an intermediary between the Company and its Chief Executive Officer, one of its Managing Directors, one of its directors, one of its shareholders holding a fraction of the voting rights greater than 10% or, in the case of a corporate shareholder, the Company controlling it within the meaning of Article L.233-3 of the French Commercial Code), relating to current agreements and entered into under arm's length conditions, are not subject to prior authorization by the Board of Directors.

The charter provides for the following procedure: the Legal and Financial Departments, informed of any draft agreement that may be qualified as a related-party agreement or a current agreement, are responsible for analyzing the characteristics of said agreement and thus submitting it either to the authorization and control procedure provided for related-party agreements, or classifying it as an agreement relating to ordinary transactions concluded under arm's length conditions. This procedure also provides for an annual review by the Audit Committee of agreements classified as current transactions entered into under arm's length conditions based on the accounting entries recorded during the previous fiscal year. This review is carried out in the light of the criteria specified in the charter enabling a current agreement to be classified as under arm's length conditions.

Each year, the Audit Committee also examines the relevance of the criteria used to classify a current agreement entered into under arm's length conditions, specified in the charter.

The Audit Committee reports on its work to the Board of Directors, which ensures, on the basis of these reports, that the aforementioned agreements relating to day-to-day transactions and entered into under arm's length conditions meet these conditions. In this context, the Board of Directors may either confirm the classification as a current agreement entered into under arm's length conditions, or consider that the agreement in question must be subject to the related-party agreement procedure and therefore be subject to its ratification. In compliance with the regulations, the persons directly or indirectly interested in one of the aforementioned agreements do not take part in the discussions or in the decision-making relating to their assessment.

Pursuant to Article L.22-10-10, 2 of the French Commercial Code, concerning fiscal year 2022, the work of the Audit Committee confirmed that all agreements entered into or renewed by the signatories during this fiscal year related to current transactions and were concluded under arm's length conditions, or were duly authorized by the Board of Directors of the Company prior to their conclusion or renewal.

3.3.1.2 AGREEMENTS REFERRED TO IN ARTICLE L. 22-10-10, 2 OF THE FRENCH COMMERCIAL CODE

Pursuant to Article L.22-10-10, 2° of the French Commercial Code, the renewal of an agreement entered into previously took place during the 2022 fiscal year:

- **Royalty agreement for licensing and technical assistance**

Agreement entered into in 2021 between Compagnie Plastic Omnium SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS Compagnie Plastic Omnium SE holds 50% of the voting rights in BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS

This agreement was authorized by the Board of Directors on February 24, 2016 and ratified by the General Meeting of Shareholders of April 28, 2016.

Its purpose is to use the designs, models, industrial processes, know-how, and related technical assistance services of Compagnie Plastic Omnium SE.

The agreement has a duration of five years. It was renewed by tacit agreement for a duration of one year.

As of December 31, 2022, Compagnie Plastic Omnium SE recorded income in respect of the fee to be invoiced to BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS for an amount of €225,905.89.

3.3.1.3 AGREEMENTS REFERRED TO IN ARTICLE L. 225-40-1 OF THE FRENCH COMMERCIAL CODE PREVIOUSLY APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS AND WHOSE EXECUTION CONTINUED DURING FISCAL YEAR 2022

The agreements listed below, previously authorized by the Board of Directors and approved by the General Meeting of Shareholders during previous fiscal years in accordance with Article L. 225-40-1 of the French Commercial Code, and of which the implementation continued during fiscal year 2022, were examined by the Board of Directors at its meeting of February 21, 2023.

- **Supplementary pension plan agreement of the Group's Senior Executives**

Agreement signed in 2003 between Compagnie Plastic Omnium SE and Burelle SA.

Burelle SA holds 60.01% of the share capital of Compagnie Plastic Omnium SE.

This agreement was authorized by the Board of Directors on December 11, 2003 and ratified by the General Meeting of Shareholders of April 22, 2004.

Interested parties: Ms. Félicie Burelle, Ms. Éliane Lemarié, Mr. Jean Burelle, Mr. Laurent Burelle and Mr. Paul Henry Lemarié.

In 2022, no payments were made by Burelle SA under the supplementary pension plan. Consequently, Burelle SA did not invoice a share of expenses to Compagnie Plastic Omnium SE.

- **Trademark license royalty agreement**

Agreement concluded in 2007 between Compagnie Plastic Omnium SE and Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd. Compagnie Plastic Omnium SE indirectly holds 49.95% of the share capital of Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd.

This agreement was authorized by the Board of Directors on February 26, 2013 and ratified by the General Meeting of Shareholders of April 25, 2013.

Its purpose is the use of trademarks owned by Compagnie Plastic Omnium SE.

The agreement has a duration of 30 years.

On December 31, 2022, Compagnie Plastic Omnium SE has recognized income in the respect of royalty to be charged to Yanfeng Plastic Omnium Automotive Systems Exterior Systems Co., Ltd for an amount of €2,878,650.11.

Person interested: Mr. Laurent Favre

3.3.2 RELATED PARTY TRANSACTIONS

Details of transactions with related parties as covered by the standards adopted in accordance with European regulation 1606/2002 are provided in Note 7.3 to the consolidated financial statements (section 5).

3.3.3 SERVICE AGREEMENTS BETWEEN MEMBERS OF THE BOARD OF DIRECTORS OR MANAGEMENT

To the best of Compagnie Plastic Omnium SE's knowledge, there is no service agreement binding the members of the Board of Directors or management to the Company or any of its subsidiaries providing for the granting of benefits under such a contract.

3.3.4 STATUTORY PROVISIONS APPLICABLE TO THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS OF SHAREHOLDERS

3.3.4.1 NOTICE OF MEETINGS

The General Meetings of Shareholders are convened, meet and deliberate under conditions set forth by law. The agenda of the meetings is determined by the author of the notice; however, one or more shareholders may, under conditions set forth by law, require draft resolutions to be written into the agenda.

The meeting takes place at the registered office, or at any other place indicated in the notice.

The notice of meeting for the General Meeting of Shareholders is published in the Bulletin des Annonces Légales Obligatoires (BALO) under conditions set forth by law and regulations.

Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a director who is specially authorized for such purpose by the Board of Directors. Failing which, the meeting elects its own Chairperson.

The duties of the tellers shall be performed by the two members of the meeting who are present and accept such duty, and who have the greatest number of votes. The officers of the meeting shall appoint a Secretary, who may be chosen from outside of the shareholders.

There shall be an attendance list kept under conditions set forth by law. The minutes of the General Meetings of Shareholders shall be drawn up, and copies thereof shall be delivered and certified under conditions set forth by law.

3.3.4.2 PARTICIPATION IN MEETINGS

Every shareholder has the right to participate in the meetings, provided that all payments due for such shares have been met in accordance with the applicable legislations and regulations and within the framework defined by these texts.

The right to participate in the General Meetings, or arrange to be represented, is subject to the accounting entry of the shares in the name of the shareholder by the second business day preceding the meeting at 0:00 hours, Paris time, either in registered share accounts kept by the Company, or in bearer share accounts kept by an authorized intermediary.

In accordance with Article 18 of the bylaws, any shareholder may participate in the General Meeting, if the Board of Directors so decides when the meeting is convened, by videoconference or other telecommunication means including the internet, under the conditions pursuant to the applicable regulation at the time of its use. Where applicable, this decision is sent with the notice of meeting published in the Bulletin des Annonces Légales Obligatoires (BALO).

The Board of Directors may, if it deems it useful, arrange for the delivery to the shareholders of admission cards with their names, and require the presentation of the same in order to access the General Meeting of Shareholders.

General Meeting of Shareholders of April 26, 2023

At its meeting of February 21, 2023, the Board of Directors decided to convene the Combined General Meeting of Shareholders on April 26, 2023.

The attention of shareholders is drawn to the fact that it is possible to vote at the General Meeting of Shareholders and to address written questions to the Board either by post or by electronic means, under the conditions provided for by the regulations.

The procedures for participating in the General Meeting of Shareholders of April 26, 2023 are detailed in the notice of meeting published in the BALO and on the Group's website (www.plasticomnium.com).

The preparatory documents for this General Meeting of Shareholders are available on the Group's website.

The General Meeting of Shareholders of Compagnie Plastic Omnium SE will be broadcast live and recorded on www.plasticomnium.com.

3.3.5 INFORMATION ON ELEMENTS THAT MAY HAVE AN IMPACT IN THE EVENT OF A PUBLIC TAKEOVER OR EXCHANGE OFFER

None.

3.3.6 OFFICES OF THE STATUTORY AUDITORS

3.3.6.1 STATUTORY AUDITORS

PricewaterhouseCoopers Audit

Company represented by Mr. Philippe Vincent.

63 rue de Villiers, 92200 Neuilly-sur-Seine

PricewaterhouseCoopers Audit was appointed Statutory Auditor of the Company by the Combined General Meeting of Shareholders of April 21, 2022 for a period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.

Ernst & Young et Autres

Company represented by Ms. May Kassis-Morin

1-2, place des Saisons, 92400 Courbevoie-Paris La Défense 1

Ernst & Young et Autres, Statutory Auditors of the Company since April 29, 2010, was reappointed by the Combined General Meeting of Shareholders on April 21, 2022 for a further period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.

3.4 CORPORATE GOVERNANCE CODE

AFEP-MEDEF CODE: THE REFERENCE CODE

Compagnie Plastic Omnium SE remains committed to the application of rules of corporate governance laid down by AFEP-MEDEF, by referring to the Corporate Governance Code of listed companies, available on the website http://afep.com.

The table below provides the Company's explanations for the recommendations of the AFEP-MEDEF Code that are not applied.

Recommendations AFEP-MEDEF Code	Compagnie Plastic Omnium SE practices and justifications
Terms of office of directors must be staggered so as to prevent reappointment en masse (Article 13.2)	The renewal of three terms of office of the 16 members of the Board of Directors will be submitted to the vote of the General Meeting of Shareholders of April 26, 2023. The Company wished to prioritize a frequent appointment principle for directors by stipulating a statutory three-year term of office. The Company will also see eight terms of office renewed in 2024, and four in 2025.
Termination of the employment contract in the event of a corporate office (Article 22)	The employment contracts of Mr. Laurent Favre and Ms. Félicie Burelle have been suspended since January 1, 2020. The AFEP-MEDEF Code states that it is recommended that when an employee becomes an executive corporate officer, the employment contract be terminated with the Company. After appointing Mr. Laurent Favre, Chief Executive Officer, and Ms. Félicie Burelle, Managing Director, the Board of Directors decided that their employment contracts should be maintained. The Board decided that the rights acquired in respect of the Group supplementary pension plans for Senior Executives until December 31, 2019, *i.e.* for the period prior to the suspension of their employment contracts, would remain frozen and preserved, which involves keeping their employment contracts suspended.

3.5 INFORMATION ON SHARE CAPITAL

3.5.1 SHARE CAPITAL

Shares in Compagnie Plastic Omnium SE are listed on Euronext Paris (compartment A). Plastic Omnium shares are included in the SBF 120 and CAC Mid-60 indices.

At December 31, 2022, Compagnie Plastic Omnium SE's share capital amounted to €8,731,329.18 divided into 145,522,153 fully paid-up shares with a par value of €0.06 each.

3.5.2 VOTING RIGHTS

Shareholders have the right to vote and speak at General Meetings. Each shareholder has one vote per fully paid-up share he or she holds.

In accordance with Article 18-11 of the bylaws, all fully paid-up shares held on a registered basis in the name of the same shareholder for at least two years are entitled to a double voting right with the shareholder having either bought or inherited the shares under intestacy rules or being a spouse or a relative entitled to inherit the shares who received them as an inter vivos gift.

If the share capital is increased by incorporating reserves, profits or share premiums, the double voting right is also attached to the registered free shares linked to the shares with double voting rights already held by the shareholder.

A double voting right shall cease for any share, which has been the subject of a conversion to bearer form or a transfer.

It may also be canceled by decision of an Extraordinary Meeting of Shareholders.

At December 31, 2022, excluding treasury shares, the Company had 143,972,275 shares with the same number of exercisable voting rights, of which 91,186,325 shares with double voting rights.

3.5.3 POTENTIAL SHARE CAPITAL AND SECURITIES GIVING RIGHTS TO SHARE CAPITAL

As at December 31, 2022, there were no securities or rights giving direct or indirect access to the share capital of Compagnie Plastic Omnium SE.

3.5.4 CURRENT AUTHORIZATIONS RELATING TO CAPITAL AND SECURITIES CARRYING RIGHTS TO THE ALLOCATION OF DEBT SECURITIES – USE OF AUTHORIZATIONS

The Company's shareholders have delegated the following powers and financial authorizations to the Board of Directors:

AUTHORIZATIONS AND DELEGATIONS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 21, 2022 RELATING TO THE CAPITAL AND SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power	Use of the authorization or delegation of power
5	Buyback by the Company of its own shares	18 months until 10/20/2023	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,176,977,200	At December 31, 2022, Compagnie Plastic Omnium SE held 1.07% of its share capital
21	Authorization to reduce the equity capital by canceling treasury shares	26 months until 06/20/2024	10% of the share capital per 24 month period	Cancellation on September 1, 2022 of 1,600,000 treasury shares
22	Authorization to grant stock options to directors and/or employees of the Company and/or Group companies	38 months until 06/20/2025	Maximum holding: 0.5% of the share capital and a sub-ceiling of 0.25% of the share capital for executive corporate officers	None
23	Authorization to allocate free shares to directors and/or employees of the Company and/or Group companies	38 months until 06/20/2025	Maximum holding: 0.2% of the share capital and a sub-ceiling of 0.1% of the share capital for executive corporate officers	None
24	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights	26 months until 06/20/2024	€6 million in nominal for shares and €2 billion in value for debt securities	None
25	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer	26 months until 06/20/2024	€6 million in nominal for shares and €2 billion in value for debt securities	None
26	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in par. II of Article L. 411-2 of the French Monetary and Financial Code	26 months until 06/20/2024	€2 million in nominal for the shares through an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code – €750 million in value for debt securities	None
27	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 24th to 26th resolutions up to a maximum of 15% of the initial issue	26 months until 06/20/2024	15% of the initial issue	None

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power	Use of the authorization or delegation of power
28	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital	26 months until 06/20/2024	€2 million in nominal for shares and €750 million in value for debt securities	None
29	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation	26 months until 06/20/2024	€6 million in nominal for shares and €750 million in value for debt securities	None
30	Share capital increase reserved for Plastic Omnium employees savings plan (PEE)	26 months until 06/20/2024	€264,819 in nominal, *i.e.* a maximum of 4,413,650 shares at December 31, 2021	None

AUTHORIZATIONS AND DELEGATIONS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 26, 2023 RELATING TO THE CAPITAL AND SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power
6	Authorization for the Company to buy back its own shares	18 months until 10/25/2024	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,164,177,200
21	Authorization to reduce the equity capital by canceling treasury shares	26 months until 06/25/2025	10% of the share capital per 24-month period
22	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights	26 months until 06/25/2025	€6 million in nominal for shares and €2 billion in value for debt securities
23	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer	26 months until 06/25/2025	€6 million in nominal for shares and €2 billion in value for debt securities
24	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, by way of an offer referred to in paragraph II of Article L. 411-2 of the French Monetary and Financial Code	26 months until 06/25/2025	A nominal value of €2 million for the shares through an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code – €750 million in value for debt securities
25	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 22nd to 24th resolutions up to a maximum of 15% of the initial issue	26 months until 06/25/2025	15% of the initial issue
26	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital	26 months until 06/25/2025	€2 million in nominal for shares and €750 million in value for debt securities
27	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation	26 months until 06/25/2025	€6 million in nominal for shares and €750 million in value for debt securities
28	Share capital increase reserved for Plastic Omnium employees savings plan (PEE)	26 months until 06/25/2025	€261,939 in nominal, i.e. a maximum of 4,365,650 shares at December 31, 2022

3.5.5 MOVEMENTS IN THE CAPITAL OVER THE PAST FIVE YEARS

Year and type of corporate transaction	Amount of capital increase/ reduction		Share capital *(in euros)*	Number of shares comprising the share capital	Par value of the share *(in euros)*
	Nominal	Premium			
August 2017 Capital reduction by canceling 1,500,000 treasury shares	90,000	49,819,507	9,058,603	150,976,720	0.06
July 2018 Capital reduction by canceling 1,110,613 treasury shares	66,637	39,223,119	8,991,966	149,866,107	0.06
November 2018 Capital reduction by canceling 1,300,000 treasury shares	78,000	45,252,090	8,913,966	148,566,107	0.06
February 2021 Capital reduction by canceling 1,443,954 treasury shares	86,637.24	32,928,875	8,827,329.18	147,122,153	0.06
September 2022 Capital reduction by canceling 1,600,000 treasury shares	96,000	34,590,149	8,731,329.18	145,522,153	0.06

BUYBACK BY THE COMPANY OF ITS OWN SHARES

Percentage of share capital held directly and indirectly by the Company as at December 31, 2022, including:	1.07
backing existing stock option plans	0.23
backing existing performance share plans	0.39
backing liquidity contract	0.19
Shares allocated to employees or directors of the Company or of Group companies	0.26
Number of shares canceled over the past 24 months	3,043,954
Number of securities in the portfolio at December 31, 2022	1,549,878
Carrying amount of portfolio at December 31, 2022	28,372,325
Market value of portfolio at December 31, 2022	21,047,343

SHARE BUYBACKS DURING FISCAL YEAR 2022

	Aggregate gross movements		
	Purchases	Sales	Options exercised
Number of securities	2,018,870	930,405	0
Average transaction price	16.68	17.40	-
Average exercise price	-	-	-
Amount	33,678,534	16,190,666	0

Trading fees of €63 thousand were incurred in buying back shares during fiscal year 2022.

The change in the number of outstanding shares between the opening date and the closing date of fiscal year 2022 is as follows:

	January 1, 2022	Movements for fiscal year 2022 (1)	December 31, 2022
Number of shares comprising the share capital	147,122,153	(1,600,000)	145,522,153
Number of treasury shares	2,061,413	(511,535)	1,549,878
Number of outstanding shares	145,060,740	(1,088,465)	143,972,275

(1) See purchase flows, sales flows and options exercised, indicated in the table above.

The fifth resolution of the Combined General Meeting of April 21, 2022 authorized the Company to buy back its own shares subject to the following conditions:

Maximum purchase price	€80 per share (excluding acquisition costs)
Maximum shares that may be held	10% of the share capital at the date of the Combined General Meeting of April 21, 2022
Maximum investment in the buyback program	€1,176,977,200

A new one-year automatically renewable liquidity agreement signed with Kepler Capital Markets SA, in accordance with the Code of Ethics drawn up by AMAFI (Association Française des Marchés Financiers – the representative body for professionals working in the securities industry and financial markets in France) entered into force on January 1, 2015. The primary purpose of this agreement is to reduce the volatility of the Compagnie Plastic Omnium share price, and thus the risk perceived by investors.The total budget allocated to this agreement is €6 million.

Information concerning share buybacks made since April 22, 2022

Between April 22, 2022 and January 31, 2023, the Company acquired 2,271,030 shares for a total value of €36,423,473, *i.e.* a value per share of €16.04, of which 661,844 shares under the liquidity contract and 1,609,186 shares outside this contract. Over the same period, the Company sold 674,973 shares under the liquidity contract for a total of €10,891,040, representing a value per share of €16.14.

Between April 22, 2022 and January 31, 2023, the Company did not acquire any shares to cover its commitments to beneficiaries of free share plans.

At February 28, 2023, Compagnie Plastic Omnium SE held 1,708,361 treasury shares, representing 1.17% of the share capital, broken down as follows:

Number of shares	
231,365	AMAFI liquidity agreement
916,000	Shares allocated to employees or directors of the Company or of Group companies
560,706	Hedging of securities carrying rights to the allocation of shares

Description of the share buyback program submitted to the Combined General Meeting of April 26, 2023

Under Articles 241-1 to 241-6 of the AMF General Regulation, this description defines the objectives of the Compagnie Plastic Omnium SE share buyback policy and how it will be implemented. The program will be submitted for approval to the Combined General Meeting of Shareholders convened for April 26, 2023.

Objectives of the share buyback program

Compagnie Plastic Omnium SE intends to use the share buyback program to achieve the following objectives:

- to use an investment service provider to maintain the secondary market or the liquidity of Plastic Omnium's shares, *via* a liquidity agreement complying with the AMAFI Code of Ethics accepted by the AMF;
- to cancel the acquired shares, if appropriate, subject to the approval by the General Meeting of Shareholders of the authorization submitted to a vote in its twenty-first extraordinary resolution;
- to cover stock option plans and/or free share plans (or similar) for Group employees and/or directors, as well as any allocations of shares for a company or group savings scheme (or similar), in respect of employee profit sharing and/or all other forms of allocation of shares to employees and/or directors of Compagnie Plastic Omnium SE;
- to retain the shares acquired and use them later on for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to implement all market practices currently accepted or accepted in the future by the market authorities.

Terms – the maximum proportion of equity capital that may be acquired and the maximum amount payable by Compagnie Plastic Omnium SE

Compagnie Plastic Omnium SE is authorized to acquire a maximum of up to 10% of its equity capital as of the date of this document, 14,552,215 shares, each with a par value of €0.06.

Since the Company held 1,702,945 treasury shares at January 31, 2023, the maximum number of its shares it could purchase under the share buyback program is 12,849,270. In the event that treasury shares already held are canceled or used, the maximum amount that the Company can pay out to acquire the 14,552,215 shares is €1,164,177,200.

Thus, the total value of acquisitions (net of costs) may not exceed €1,164,177,200 based on the maximum purchase price of €80 provided in the 6th resolution to be proposed to the Combined General Meeting of Shareholders of April 26, 2023.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. These means include the use of any derivatives, traded on a regulated market or over the counter, and the setting up of option operations such as the purchase and sale of call and put options. These transactions may be made at any time.

Term of the buyback program

This buyback program may continue for a period of 18 months from approval of the 6th resolution subject to a shareholders' vote at the Combined General Meeting of April 26, 2023, *i.e.* until October 25, 2024.

3.5.6 BONDS

Details of the outstanding bonds and private placements issued by the Company at December 31, 2022 are given below:

Issuer	Rate	Currency	Coupon	Initial issue date	Maturity date	Amount outstanding *(in millions of euros)*	Listing market
Compagnie Plastic Omnium SE	fixed	EUR	1.478%	06/17/2016	06/17/2023	159	
Compagnie Plastic Omnium SE	fixed	EUR	1.25%	06/26/2017	06/26/2024	500	Paris
Compagnie Plastic Omnium SE	fixed	EUR	1.632%	12/21/2018	12/21/2025	300	
Compagnie Plastic Omnium SE	fixed	EUR	1.7790%	05/23/2022	05/23/2025	15	
Compagnie Plastic Omnium SE	variable	EUR	0.70%	05/23/2022	05/23/2025	80	
Compagnie Plastic Omnium SE	fixed	EUR	2.3550%	05/23/2022	05/23/2027	36	
Compagnie Plastic Omnium SE	variable	EUR	1%	05/23/2022	05/23/2027	139	
Compagnie Plastic Omnium SE	fixed	EUR	2.7760%	05/23/2022	05/23/2029	108	

3.6 SHAREHOLDING STRUCTURE OF COMPAGNIE PLASTIC OMNIUM SE

BREAKDOWN AT DECEMBER 31, 2022 OF THE SHARE CAPITAL OF COMPAGNIE PLASTIC OMNIUM SE COMPRISING 145,522,153 SHARES

	December 31, 2022		December 31, 2021		December 31, 2020	
	% voting rights	% share capital	% voting rights	% share capital	% voting rights	% share capital
Burelle SA	74.26	60.01	73.26	59.35	72.08	58.78
Employee shareholders	1.01	1,01	0.97	0.97	0.99	0.99
Held by Company	-	1.05	-	1.40	-	1.91
Public	24.73	37.93	25.77	38.27	26.93	38.32
	100	**100**	**100**	**100**	**100**	**100**

At December 31, 2022, Burelle SA held 60.01% of the share capital of Compagnie Plastic Omnium SE. To the Company's knowledge, no other shareholder owns 5% or more of the share capital.

In France, at December 31, 2022, the Group Savings Plan had 1,460 members, holding 1,492,931 shares in Compagnie Plastic Omnium SE, *i.e.* 1.01% of the share capital, purchased on the stock market.

The Company has not been informed of any shareholders' agreement.

4. NON-FINANCIAL Reporting Disclosure /NFRD/

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INTRODUCTION AND METHODOLOGICAL NOTE

Reducing the weight and improving the aerodynamics of parts, as well as reducing associated greenhouse gas emissions, have been at the heart of Plastic Omnium's activities since its creation in 1946. The Group contributes to the transformation of the automotive industry and actively participates in the energy transition towards sustainable mobility.

Sustainability is one of the three pillars of the Group's strategy. The ACT FOR ALL™ program translates the Group's Sustainability strategy into operational actions. Faced with climate and environmental stakes, Plastic Omnium is accelerating the implementation of its climate roadmap with an ambitious carbon neutrality plan and the desire to be a reference in the automotive world.

This section of the Universal Registration Document (URD) presents the way Sustainability fits into Plastic Omnium's strategy and addresses regulatory requirements for non-financial reporting.

METHODOLOGICAL NOTE

Compagnie Plastic Omnium SE, which is listed on Euronext Paris, is a company with industrial operations and plants.

The **Non-Financial Reporting Disclosure** (NFRD) presented in this section outlines Plastic Omnium's approach to social, societal and environmental responsibility. It also provides a cross-reference table with the ten principles of the United Nations Global Compact to which Plastic Omnium has been a signatory since 2003, as well as with the indicators of the GRI Standards international benchmark, the SASB themes and the TCFD recommendations (see cross-reference table page 232).

The Sustainability indicators are collected by the Sustainability and Human Resources departments from the sites included in the reporting scope, and are subject to consistency checks when they are consolidated centrally. The reporting scope aims to represent all the businesses of Compagnie Plastic Omnium SE. For 2022, the corporate, social and environmental reporting covers all the IFRS 2022 revenue of Compagnie Plastic Omnium SE. Otherwise, a statement specifies the scope concerned. The independent third party publishes its report on the verification of Plastic Omnium's NFRD on page 237. The non-financial reporting approach is based on the following regulatory requirements:

- the regulatory provisions related to Articles R. 225-105-1 to R. 225-105-3 of the French Commercial Code, the **taxonomy regulation** (EU) 2020/852 published in the Official Journal of the European Union in June 2020;
- the risk factors identified as part of the **Prospectus Regulation** (ESMA 31-62-1293 FR) and described in section 2.

To meet these requirements, the Group has put the following actions in place:

- a Group risk mapping and a materiality analysis focused on non-financial stakes and carried out in collaboration with stakeholders;
- a sustainability approach integrated into the Company's strategy and management;
- the ACT FOR ALL™ program, which translates this approach into actions in all the Group's operations.

The Group also ensures that these actions are in line with the ten principles of the United Nations Global Compact.

The information, which must be published in accordance with French law no. 2017-399 dated March 27, 2017 relating to the **Duty of vigilance by parent companies and subcontracting companies**, is also presented in this Non-Financial Reporting Disclosure.

Given the nature of Plastic Omnium's divisions, the following themes: food waste, the fight against food insecurity, respect for animal welfare, responsible, fair and sustainable food and the promotion of the practice of physical activities and sports do not constitute main CSR risks and do not justify an explanation in this management report. This is because the Company's activities are not linked to the production, marketing or distribution of food products. Sites that propose food services (canteens) to its employees contract out this service to a specialized service provider that is responsible for ensuring compliance with applicable laws. The Group's supply terms and conditions require compliance with applicable laws, which enables Plastic Omnium to ensure that its service providers comply with these regulations. These issues are therefore not included in this section.

The non-financial risks identified in the context of the Prospectus Regulation (ESMA 31-62-1293 FR) are included in the risk mapping of this.

Information relating to Taxonomy Regulation (EU) 2020/852 is developed in a dedicated section *(see 4.5 The "European Taxonomy" in this section)*. Plastic Omnium describes the methodological approach chosen and publishes the mandatory eligibility indicators and alignment with the first two objectives of the taxonomy (climate change mitigation and climate change adaptation).

The risks mentioned in this NFRD are classified according to the three stakes: social, societal and environmental. The risks identified are taken from the materiality matrix, the Group risk mapping and the Vigilance Plan. In order to facilitate their reading, each risk follows the same three-step methodology:

- description of risks based on a dual approach: risks for Plastic Omnium and risks related to the impact of Plastic Omnium on social, environmental or societal aspects;
- description of the objectives and policies implemented to reduce risks and/or eliminate the impact;
- description of annual performance in the form of indicators.

This NFRD section is closely linked to the other sections of the Universal Registration Document (URD), in particular the integrated report and section 2 "Risk factors and management". In order to facilitate its reading, references have been provided to the various sections of the URD.

4.1 SUSTAINABLE COMMITMENT AS A DRIVER OF TRANSFORMATION

The automotive industry is at the heart of an unprecedented revolution. It must first take into account the expectations of stakeholders: growing needs for mobility, control of environmental impacts, adaptation to regulatory changes.

This revolution in the world of mobility also responds to major market trends: more sustainability, more intelligence, connectivity and a strengthened customer experience.

4.1.1 STAKEHOLDER EXPECTATIONS

Taking into account the expectations of stakeholders is a key issue for companies in the evolution of their strategy. Plastic Omnium listens to its various stakeholders to adapt its products, but also to anticipate trends that may constitute growth opportunities for the Group. They concern:

- OEM customers are committed to carbon neutrality and are pushing their demands along the entire supply chain;
- the public authorities, which are strengthening transparency and commitment requirements on these issues;
- investors who recognize companies that contribute explicitly to creating a positive impact on the environment and society;
- job candidates and future talents who choose their employers based on Sustainability commitments and concrete actions;
- employees who want to give more meaning to their work.

Thus, the transformation of the automotive sector is accelerating, and it is in this context that Plastic Omnium is developing to take these expectations into account and make them performance levers.

4.1.2 MAJOR MARKET TRENDS

The dynamics of the automotive market have been thwarted by the evolution of the energy crisis. The underlying trends – the shift to electric vehicles, greater connectivity and self-driving – all picked up pace, driven by policymakers and the general public's increasing demand for mobility that takes better care of the environment.

Plastic Omnium's historical positioning as a supplier of light-weighting and pollution control solutions to the automotive industry means that it is now considered a preferred partner for clean mobility by its customers. To strengthen its resilience and ensure its sustainability and growth, Plastic Omnium is incorporating these major market trends, as well as its stakeholders' expectations, into its corporate strategy.

MAJOR MOBILITY MARKET TRENDS: VALUE CREATION AND GROWTH FOR PLASTIC OMNIUM



Electrification



Connectivity and digitization



Customer experiences and expectations



Safety and autonomy

4.1.2.1 PLANNED GROWTH OF ELECTRIC VEHICLES

CO_2 emission thresholds for vehicle use are regularly lowered in all markets:

- currently undergoing amendment, European regulations will reduce the CO_2 emission standards allowed for passenger vehicles: 95g CO_2/km in 2020, then -15% in 2025, -55% in 2030, before imposing zero tailpipe emissions in 2035;
- China also regulates passenger car emissions with a target of 117g CO_2/km from 2020 to 2024, followed by 93g CO_2/km thereafter;
- the United States is reducing its standards, from 224g CO_2/mile in 2022 to ~161g CO_2/mile in 2026 (i.e. ~100g CO_2/km).

The entire automotive industry is thus engaging in technologies enabling massive reductions in CO_2.

Plastic Omnium's growth strategy is reflected in its innovation in electric mobility, for which the Group offers a complete range of energy management solutions and systems for all types of engines including internal combustion, hybrid, battery electric and hydrogen electric. Committed since 2015 to this clean energy, the Group has taken a technological and industrial lead that today allows the New Energies activity to offer a complete offer - high-pressure tanks, integrated systems and fuel cell stacks, and to win contracts in multiple mobility segments: automotive, buses, trucks, utility vehicles, trains and, recently, air transport.

In September, the Group announced the construction of a hydrogen tank manufacturing plant in Compiègne. This plant, with a capacity of 80,000 tanks per year, is intended to be the largest in Europe and will produce its first hydrogen tanks by 2025. As part of public funding for the development of the entire French hydrogen industry, the French government has decided to support Plastic Omnium's growth strategy in hydrogen mobility in France with a €74 million grant. This French public funding is part of the IPCEI (Important Project of Common European Interest) and allows the supports of projects considered essential for Europe's competitiveness.

The acquisition of ACTIA Power, dedicated to the design and manufacture of on-board batteries, power electronics and electrification systems (turnover: €22 million in 2021) was completed in August 2022. The Group has also acquired equity interests and set up an industrial partnership with Verkor, a French manufacturer of low-carbon and high-capacity batteries.



"Our ambition to become the world leader in hydrogen mobility by 2030 and the preferred partner of the players in this sector, serving the profound transformation of our industry towards low-carbon mobility."

Laurent Favre, Chief Executive Officer of Plastic Omnium

4.1.2.2 INCREASED AUTOMATION FOR GREATER SAFETY

Two underlying trends, safety and driver assistance, are driving the development of the connected car market. Plastic Omnium's growth strategy is in line with these trends. Currently, Plastic Omnium bumpers include up to 50 high-tech components to enhance human senses and make driving simpler and safer. With its expertise in function integration and unique performance in the electromagnetic transparency of plastics, Plastic Omnium is contributing to the development of tomorrow's smart cars. Its exterior parts will include numerous radars and other sensors, with ever-improving design and protection.

Advanced Driver-Assistance Systems (or ADAS) are increasingly numerous in vehicles. These systems make it possible to secure passengers and provide the driver with driving assistance and comfort. Driver assistance systems have been revolutionized by technological progress and they also reduce the energy consumption of vehicles. Progress on level 3, 4 and 5 autonomous vehicles (from semi-autonomous to fully autonomous cars) is promising.

A partnership with Greenerwave (a start-up from the Langevin Institute specializing in wave physics) enables Plastic Omnium to continue the development of a next-generation 4D imaging radar that will make it possible from 2025 to take a decisive step in the detection of obstacles by vehicles, to improve safety. This radar promises the ability to detect the vehicle's environment at long range (up to 300 m) and a resolution ten times higher than that of current radars.

Vehicle automation and connectivity will also require increasing skills in plastronics (combining plastics and electronics) and mechatronics (at the crossroads of mechanics, electronics and connected systems).

To strengthen its activity in the field of vehicle security, Plastic Omnium is entering additional market segments for exterior parts such as lighting, to meet the growing demand for connectivity. Today, smart lighting provides a new user experience and comfort as well as a major safety lever. Front, rear and signal lighting are vital equipment for safety in the vehicle and on the road. A new activity, PO Lighting, was created following the acquisitions of AMLS - Automotive Lighting Systems GmbH - a German automotive lighting player (turnover: €148 million in 2021) from the AMS-OSRAM Group, and Varroc Lighting Systems (VLS), a leading supplier of automotive lighting systems (turnover: €800 million in 2021).

4.1.2.3 CONNECTIVITY AND DIGITIZATION

Information capture, connection with infrastructures and data processing are some of the functionalities that vehicles will need to have, and which will notably be integrated in the parts produced by Plastic Omnium.

The industry is also transforming to incorporate increasingly automated and connected production lines, and will require new professions, whether for products or production equipment, such as data scientists, artificial intelligence engineers or cybersecurity specialists. These new needs are driving the Group to develop software for Plastic Omnium products and systems.

Plastic Omnium announced the creation of OP'n Soft, a new activity dedicated to the development of software for its products and services. In 2023, OP'n Soft will bring together 120 employees for more electric, connected, autonomous and shared mobility. This software house will enable Plastic Omnium to offer its customers unique integrated solutions and services, such as the software fusion of radar data and lighting technologies.

4.1.2.4 CUSTOMER EXPECTATIONS AND EXPERIENCE

Today more than ever, vehicles must integrate high technology, design and sustainability, combining innovation, intelligence, style, aerodynamics and environmental performance.

To meet these expectations, Plastic Omnium is seeking to develop its portfolio of products and content per vehicle by:

- strengthening the leadership position of its activities through greater proximity to its customers and excellence that is constantly taken to the next level;
- developing new expertise to position itself as a supplier of sustainable mobility, connected and integrated body systems;
- extending its range of customizable modules;
- exploiting its industrial footprint to conquer new markets and customers;
- developing the use of recycled materials in its products.

Thus, to meet and adapt to the needs of customers, Plastic Omnium offers increasingly optimized and personalized shapes, incorporating more and more techniques such as radars and lighting, as well as plastic parts that make a significant contribution to making vehicles lighter, while incorporating recycled materials or products contributing to the energy transition in order to promote clean mobility.

This change concerns the entire existing value chain, as well as involving the development of new partnerships to extend the offering.

4.1.3 A LONG-STANDING COMMITMENT TO SUSTAINABLE MOBILITY

Since its creation in 1946, Plastic Omnium has made a significant contribution to improving the environmental footprint of vehicles. The vision of Pierre Burelle, the founder, was that plastic should play an important role in the future of the car by replacing other materials to lighten the weight of the vehicle, improve aerodynamics, improve energy consumption and ultimately reduce both fuel consumption and costs. This vision has made Plastic Omnium successful and, in 75 years, the plastic content of a car has increased from 10 kg to 250 kg.

A DRAWING BY PIERRE BURELLE, WHO VISUALIZED FROM THE VERY CREATION OF PLASTIC OMNIUM, THE 47 PARTS OF A CAR THAT COULD BE MADE OF PLASTIC

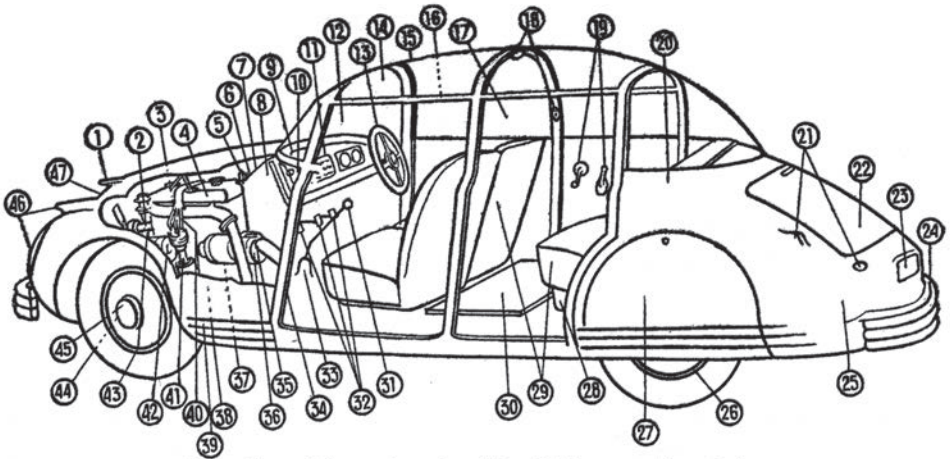


Figure 54 - Parts of a car that can be made of plastic

1. Radiator trim — 2. Water pump — 3. Carburetor and air filter — 4. Cylinder head cover — 5. Coil — 6. Circuit breaker — 7. Battery tray — 8. Partition panel — 9. Dashboard and glove box — 10. Dashboard instruments — 11. Radio — 12. Windshield — 13. Steering wheel — 14. Sun visor — 15. Transparent roof — 16. Frame — 17. Transparent windows and back panel and window trims — 18. Roof light and switch — 19. Window handles and levers — 20. Bodywork — 21. Tail light and direction indicator — 22. Luggage area — 23. License plate — 24. Soft bumper trim — 25. Fuel tank — 26. Tires — 27. Mudguard — 28. Seat frames — 29. Seat upholstery — 30. Heating mat — 31. Shift handle — 32. Pedal linings — 33. Gearbox cover — 34. Door stops — 35. Transmission seals — 36. Horn parts — 37. Camshaft gears — 38. Crankcase — 39. Decorative band — 40. Ignition cables — 41. Distributor — 42. Dynamo parts — 43. Fan — 44. Brake linings — 45. Hub cap and flange — 46. Headlights and position lamps — 47. Grill and radiator

This long-standing commitment is now intensifying in response to major market trends: the reduction of greenhouse gas emissions, the improvement of air quality, the management of raw materials, the development of vehicles that consume less natural resources and the emergence of digital services directly integrated into new vehicles.

Since 2021, Plastic Omnium has been pursuing its ambition to achieve carbon neutrality for its activities by 2025 and reduce the CO_2 emissions of its value chain by 30% to achieve carbon neutrality for all these scopes by 2050. This approach has led to the implementation of a pragmatic and ambitious roadmap for all its stakeholders.

Moreover, through its ACT FOR ALL™ program, Plastic Omnium wants to contribute to sustainable mobility in a responsible way by paying particular attention to its employees, acting ethically in its business and developing a sustainable business. Safety, respect for human rights, consideration for the health of employees and subcontractors and their working conditions, diversity, equal opportunity and career development are priorities for the Group. As a global player involved locally, Plastic Omnium is particularly attentive to its Responsible Purchasing Policy and encourages initiatives aimed at local communities in the countries in which the Group operates.

In addition, in 2022 and in the face of a rapidly changing industry, Plastic Omnium defined its strategy and the Group it wants to become over the long term, as reflected in its purpose of "Driving a New Generation of Mobility". The latter expresses the Group's mission, ambition and social and environmental dimension. From generation to generation, Plastic Omnium has been visionary and supported market adaptations driven by societal changes. It is therefore important for Plastic Omnium to look to the long term and confirm its ambition through its purpose: “Driving a New Generation of Mobility”. This represents Plastic Omnium’s commitment to sustainable, smart and connected mobility. It is also the strategic unifying thread that will guide the Group’s choices.





“Our purpose is our DNA, our heritage and our state of mind.”

Félicie Burelle, Managing Director

The Group's efforts to maintain the highest levels in terms of sustainability are recognized by its stakeholders in 2022.

CDP
DISCLOSURE INSIGHT ACTION
A-

Responding for the first time in 2021 to the "Climate Change" questionnaire by CDP, the leader in climate ratings, Plastic Omnium obtained a B rating. In 2022, this rating improved to A-, reflecting the Group's strong commitment to climate stakes.

PLATINUM Top 1%
2022
ecovadis
Sustainability Rating

EcoVadis, which assesses the Sustainability performance of suppliers on behalf of contractors, ranked Plastic Omnium in the Top 1% of companies ("Platinum" ranking, with a score of 80/100 in 2022, compared to 75/100 in 2021). The assessment is based on four themes: labor relations and Human Rights, environment, ethics and responsible purchasing. This five-point progress demonstrates the Group's current maturity on these subjects and the continued momentum.

TRANSPARENCY AWARDS 2022 GOLD LABEL

Plastic Omnium received the "Best Progress Award" at the 2022 Transparency Awards organized by Labrador. This is the first time that Plastic Omnium has won this award and this demonstrates its efforts to ensure clarity and transparency in its communication with all its stakeholders, and investors in particular.

Le Point

Plastic Omnium is one of the Top 20 most virtuous French companies in terms of Sustainability ranking, as published by Le Point and Statista. The Group is also the first automotive supplier in this ranking.

L'USINE NOUVELLE

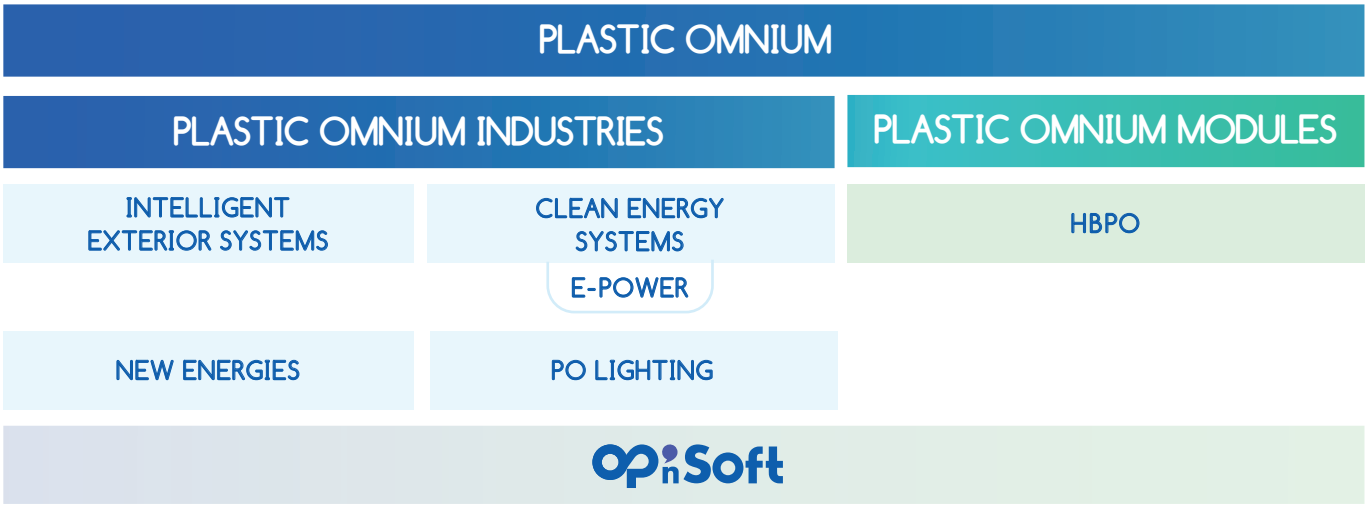
Abla Steinmetz, Innovation Director of the Intelligent Exterior Systems, was named "Woman of the Year for 2022" by *L'Usine Nouvelle* for her work and that of her teams on the mobility of tomorrow. The teams also won 2nd prize at the 2022 CLEPA "European Association of Automotive Suppliers Innovation Awards" in the "Smart & Safe Mobility" category for its Smart Tailgate innovation.

4.2 BUSINESS MODEL

The Plastic Omnium Group's business model is described in the Integrated Report included in Chapter 1 of this Universal Registration Document (pages 22 and 23).

4.2.1 THE ACTIVITIES

ORGANIZATION OF THE GROUP'S BUSINESS SEGMENTS AND ACTIVITIES



Plastic Omnium is organized into 2 main business segments:

- **Plastic Omnium Industries** includes Intelligent Exterior Systems (IES), Clean Energy Systems (CES), New Energies (NE) and PO Lighting activities;
- **Plastic Omnium Modules** corresponds to the HBPO activity.

In line with its purpose, the Group's strategic roadmap is based on strengthening its leadership and targeted diversification of its activity. It is divided into three areas:

- develop the product portfolio and content by vehicle;
- generate a new source of profitable growth in electric mobility, connectivity and security;
- expand the Group's activity to services.

Description of the different activities

- **Intelligent Exterior Systems (IES)**, dedicated to lightweight and intelligent bodywork

  Complex body part assemblies are made of injected polypropylene or composite materials: bumpers, energy absorption systems, tailgate modules, spoilers, fender supports and rocker panels. These systems enhance passenger safety and are designed with the objective of helping to reduce greenhouse gases emissions from vehicles through aerodynamics improvement and weight reduction. The activity of IES in its 66 plants represented 42% of the Group's economic revenue in 2022.
- **Clean Energy Systems (CES)**, specialized in energy storage and depollution systems

  CES manufactures blown polyethylene energy systems (fuel tanks for internal combustion or hybrid vehicles) and depollution systems for diesel engines. The acquisition of ACTIA Power - an expert in battery systems for heavy mobility - resulted in the creation of the **E-Power** business, marking a new step forward in electrified mobility. The activity of CES in its 42 plants represented 28% of the Group's economic revenue in 2022.
- **New Energies (NE)**, dedicated to the development of new energies including hydrogen and associated technologies such as high-pressure storage in fuel tanks with carbon fiber reinforcement, fuel cells and solutions for energy. At the end of 2022, the New Energies' order portfolio exceeded €1 billion for medium-term activities in eight plants (three plants in 2022).
- **PO Lighting**, specializing in interior and exterior lighting components, projection systems and complete headlights. Present across the entire lighting value chain thanks to the combination of VLS and AMLS, Plastic Omnium is now able to offer a differentiating range of connected solutions to meet the growing demand from manufacturers for integrated exterior systems and thus increase content and value per vehicle. The PO Lighting activity, in its nine plants, represented 3% of the Group's economic revenue in 2022 (percentage of revenue for the fourth quarter of 2022).
- **HBPO** is specialized in the development, assembly and logistics of front-end modules and extends its product offering to other parts of the vehicle such as the cockpit and the center console. In December 2022, the Group decided to strengthen its leading position in these activities

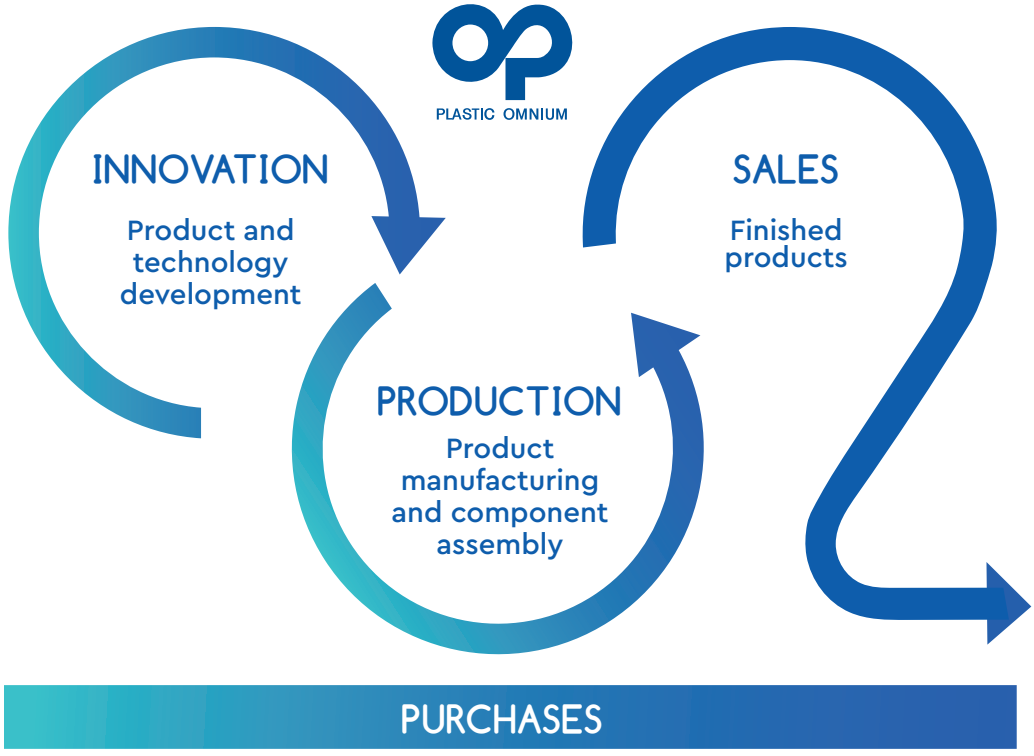
by expanding the range of modules offered, previously limited by the joint venture agreement. Full ownership of HBPO is part of the Group's strategy to increase the added value per vehicle by developing new modules and systems while taking advantage of the growing demand for electric vehicles. The activity of HBPO in its 30 plants represented 27% of the Group's economic revenue in 2022.

- **OP'n Soft** is a new Group activity dedicated to the development of software for its products and services. OP'n Soft will have 120 employees from 2023, and more than 250 by 2025, supporting mobility that is more electric, connected, autonomous and shared.

The Group is a leader (1) in these three historical activities (IES, CES and HBPO) due to its innovation capacity (customized and multi-material solutions) and its expertise in integrating new functionalities into its products to improve the safety, connectivity and environmental footprint of vehicles. With New Energies (NE), Plastic Omnium aims to be the leader in the hydrogen mobility market by 2030.

In addition, **Plastic Omnium Gestion** centralizes the support and strategic functions for the Group, such as the Finance, Legal, Risks and Compliance, Human Resources and Sustainability, and Information Systems Departments. It develops the policies, procedures and requirements which are then deployed locally and monitored through regular reporting ensuring consistency in management methods. Operational activities are managed by the Group's local subsidiaries in order to ensure a presence as close as possible to the markets and an ability to respond to local requirements.

PLASTIC OMNIUM'S VALUE PRODUCTION CHAIN

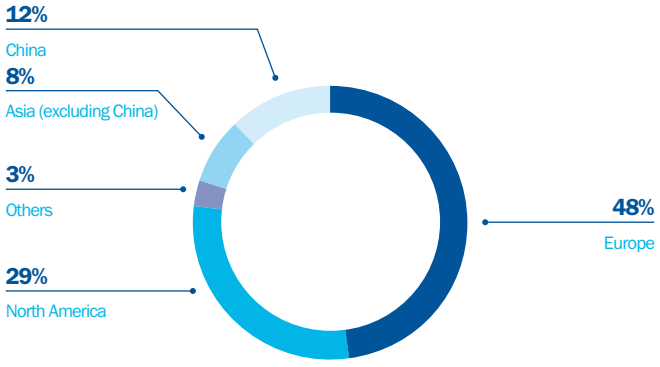


1) *Source: internal analysis based on S&P Global Mobility data*

4.2.1.1 INTERNATIONAL PRESENCE

Its international presence gives the Group the responsiveness and adaptability necessary to meet the needs of its customers. Its network of 150 plants, spread across 28 countries in Europe/Africa, North and South America and Asia is a major advantage in retaining its leadership position.

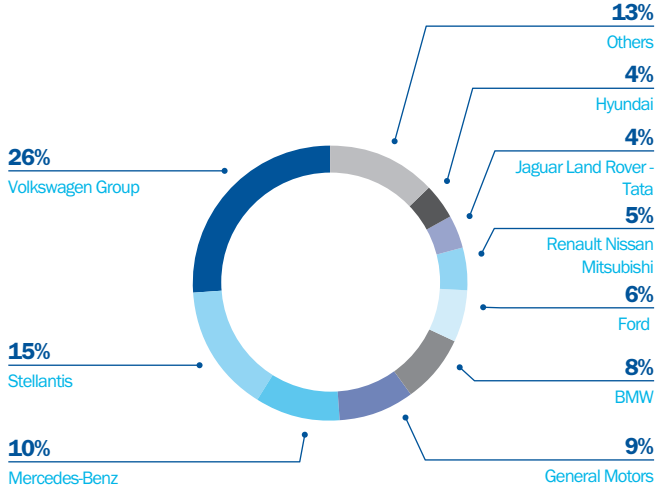
BREAKDOWN OF ECONOMIC REVENUE BY REGION



4.2.1.2 CUSTOMERS

The Group's 93 customer brands are mainly located in Europe, the Americas and Asia. These are mainly the traditional carmakers, as well as emerging players in the mobility sector.

BREAKDOWN OF GROUP REVENUE BY CUSTOMER



Plastic Omnium's businesses in its various markets (1)

- With 22 million bumpers produced in 2022, **Intelligent Exterior Systems** equips one in six vehicles worldwide;
- **Clean Energy Systems** produced 18 million fuel tanks and emission reduction systems in 2022, equipping one in five vehicles worldwide;
- **HBPO** delivered nearly 5 million front-end modules, equipping one in five vehicles worldwide;
- **PO Lighting**, the acquisition of AMLS and VLS brought together in this new activity, aims to become a major player in automotive lighting.
- **New Energies**, Plastic Omnium's new Hydrogen activity, with an order book of more than €1 billion at the end of 2022, strengthens the Group's position in a market growing exponentially (addressable global market of €20 to €25 billion by 2030).

For Intelligent Exterior Systems and HBPO, the main growth drivers are the outsourcing of its activities, today carried out partly by the car manufacturers themselves as well as its expertise in responding to increasingly complex demands such as the integration of electronic equipment.

Plastic Omnium chose to integrate the entire industrialization chain, from research through to the marketing of finished products, into its activities.

1) *Source: internal analysis based on S&P Global Mobility data*

4.2.2 SUSTAINABILITY IN THE GROUP'S STRATEGY

THE THREE PILLARS OF PLASTIC OMNIUM'S STRATEGY









OPERATIONAL EXCELLENCE

INNOVATION

SUSTAINABILITY

4.2.2.1 OPERATIONAL EXCELLENCE

The Plastic Omnium's ability to manufacture on a large scale and in a very short timeframe is one of the fundamentals of the Group's success. Carried out on a daily basis by all employees, this operational excellence is particularly recognized by its customers. The Group ensures that the same standards are applied in all its plants.

Today, two levers reinforce the Group's operational excellence:

- INDUSTRY 4.0: from predictive data management, process optimization, augmented reality and the Internet of Things, to team training and skills development: the challenges of digitization are numerous. From the operator to the plant manager, the teams invent the Plant 4.0 on a daily basis, and in line with the Plastic Omnium culture, with pragmatism and determination to improve the efficiency of production sites and help teams progress. In a highly competitive automotive sector, Industry 4.0 improves competitiveness: costs, delays and quality while ensuring the Sustainability of the Company that generates a general increase in skills, a guarantee of staff employability;
- OMEGA: launched in the first half of 2020, OMEGA is a major transformation project aimed at improving work processes and increase agility and competitiveness. Several projects will contribute to the final objective: digitization, data management, collaborative and industrial processes. All the Group's activities are involved, guided by a dedicated multidisciplinary team.

4.2.2.2 INNOVATION

For Plastic Omnium, innovation has always been one of the pillars of the Group's strategy, along with operational excellence and sustainability. The structuring of innovation in the Group is based on time frames ranging from fundamental research to pre-development, taking into account the interests of customers and the market. For these various time frames, strategic partnerships have been signed, with the aim of accelerating the development and marketing of products, particularly in the Group's new activities such as:

- electrification (from fuel cells or batteries);
- control electronics and power electronics;
- automotive lighting and safety;
- new materials and their recycling

In the field of research, the partnership signed in November 2022 with the CEA [1] is an accelerator that will benefit all of Plastic Omnium's activities with the aim of developing concrete solutions for decarbonized, safer and more connected mobility. This five-year collaboration will unveil its first demonstrators in 2023. It will offer new solutions for electrification in terms of battery safety and durability and power electronics by introducing new components into Plastic Omnium's products, allowing significant gains in flexibility, compactness and performance. This agreement also makes it possible to address new technologies in automotive lighting and hydrogen storage in the areas of product, calculation/simulation and process. The objective is to develop cutting-edge technologies combining innovation, performance and efficiency for electric vehicles with, for example, the integration of solar panels in vehicle bodywork or the development of algorithms and sensors integrated into battery packs to monitor their performance and longevity.

1) *Atomic Energy Commission*

Also, in research, the Group relies on the network of Carnot institutes to carry out studies and experiments on new materials and recycling processes: tests on biosourced and recycled plastics, introduction of renewable raw materials in partnership with suppliers, or finding solutions to reduce the weight of the finished product and therefore the vehicle's carbon footprint. All these multi-criteria projects aim to replace high-impact materials, reduce the complexity of materials to improve reparability, lifetime, and recyclability. Cross-functionality and the transfer of knowledge between the various players and areas of application are essential to obtain innovative results.

Partnerships with start-ups also enable significant advances in terms of innovation. Thanks to an exclusive partnership with Greenerwave (a start-up from the Langevin Institute specializing in wave physics), Plastic Omnium is continuing the development of the next-generation 4D imaging radar. Resulting from the cutting-edge technology of this start-up and Plastic Omnium's development and integration capabilities, this revolutionary 4D imaging radar will, from 2025, enable to take a decisive step in the detection of obstacles by vehicles, for the benefit of safety. This new generation 4D radar promises a long-range ability to detect the vehicle environment (up to 300 m) and a resolution ten times greater than that of current radars, making it possible, for example, to distinguish a pedestrian from a biker over a wide field of vision. It will replace several driving-aid sensor systems with a single 4D radar, with greater performance and lower costs.

With these partnerships, the Group is investing in the field of DeepTech, as demonstrated by the collaboration with Tiamat, a start-up that designs, develops and manufactures sodium-ion power or energy batteries for mobility and stationary energy storage (network stabilization or back-up inverters), in order to offer more sustainable and secure solutions. Plastic Omnium collaborates and invests in other companies of this type (through its Venture Capital funds) in all areas of mobility. A direct investment was made, for example, in the French unicorn Verkor, which offers batteries with a low carbon footprint for European manufacturers.

The recyclability of the materials used by Plastic Omnium is also an area of innovation for the Group, which has developed a feasibility study with one of its customers on front bumpers incorporating up to 50% recycled plastic. These recycled materials are subject to the same quality, safety and durability criteria as virgin plastic. The study showed that this concept meets all the conditions for mass production and commercialization.

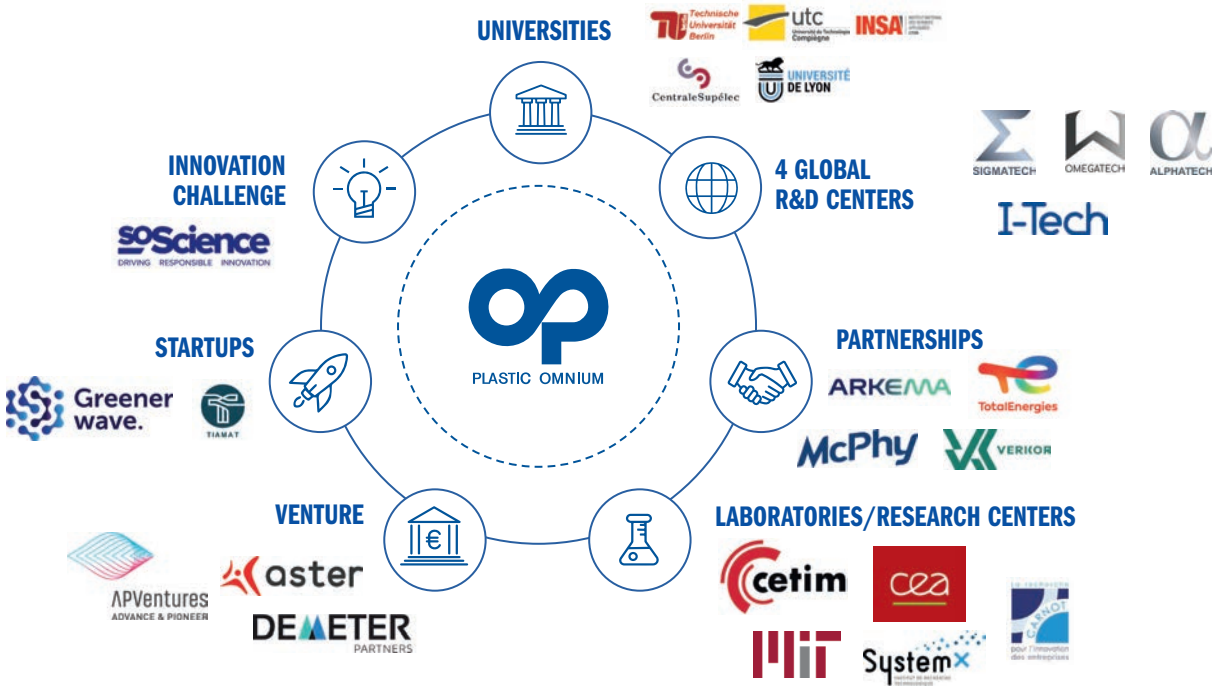
Following this work, another partnership was signed with TotalEnergies on the development of plastic materials from recycled products. The ambition of this collaboration is to work together on innovative materials to include them in Plastic Omnium exterior parts and to achieve up to 50% recycled content in its products by 2025 (compared to 10% today).

Innovation is also at the heart of Plastic Omnium's project through the development of individual hydrogen vehicles. New Energies offers an alternative to the rechargeable battery in hydrogen vehicles, allowing the fuel tank to be recharged in a very short time. The innovations consist in controlling the pressure in various vehicle shapes and integrations and deformation of the fuel tank in all cases of use of the vehicle, including in the event of accidents. Plastic Omnium has mastered the safety of gasoline tanks for 40 years and has used its expertise to develop high-pressure tanks that are secure (tightness, impact resistance, leaks), as well as their end-of-life recycling.

These partnerships demonstrate Plastic Omnium's desire to work in a network on these issues and to continue to strengthen its innovation efforts. In 2022, the Group launched the Innovation Challenge "The Future of Eco-Designed Vehicles" in partnership with SoScience. During this competition, the 85 candidates aimed to set up multi-stakeholder collaborations (internal and external) around projects in order to exploit sustainable solutions for research and innovation. This challenge makes it possible to accelerate innovation by calling on collective intelligence, by bringing together start-ups, manufacturers, academics and, of course, Plastic Omnium teams to imagine disruptive solutions for tomorrow's vehicles.

Finally, Plastic Omnium brought to life its "Driving a new generation of mobility" purpose at CES Las Vegas 2023 by positioning itself at the forefront of solutions for more sustainable, safer and more connected mobility. For Plastic Omnium, this show was an opportunity to present its digital technologies as levers of innovation to meet the challenges of new mobility, with the creation of OP'n Soft. Today, with its five divisions (three historical divisions: body parts, fuel tanks and modules, and two new divisions: hydrogen and lighting), Plastic Omnium is accelerating its transformation into a more innovative and technological Group. In 2030, 40% of Plastic Omnium's revenue will come from technologies that are not part of its current portfolio. The innovations presented at this fair reflect the change in dimension of the Group, which has undertaken a profound transformation of its product portfolio, bringing more added value to its customers.

THE GROUP'S INNOVATION ECOSYSTEM



4.2.2.3 SUSTAINABILITY AND COMMITMENT

The third pillar of Plastic Omnium's strategy, sustainability, is at the heart of the Group's projects. Faced with climate and environmental stakes, Plastic Omnium confirms its intention to be a key player in the energy transition of the automotive sector by accelerating its sustainable mobility strategy. In terms of strategy and organization, Plastic Omnium decided to merge the Sustainability and Human Resources functions in June 2022. The Group intends to strengthen the consistency of actions contributing to its sustainable growth strategy, which requires the full understanding and commitment of its employees.

The Human Resources and Sustainability teams bring together employees in the various administrative and operational headquarters. These teams operate in a decentralized manner and are based in all the Group's regions.

The activities covered by the **Human Resources teams** include:

- talent management;
- skills development and training;
- change management;
- diversity and inclusion programs;
- compensation and employee benefit programs;
- international mobility; and
- the management of labor relations.

The divisions managed by the **Sustainability teams** relate to:

- deployment of the carbon neutrality strategy and roadmap throughout the value chain;
- safety management in the Group;
- management of non-financial reporting;
- regulatory changes;
- relations with non-financial rating agencies; and
- implementation of projects related to people and the environment.

ORGANIZATION OF THE HUMAN RESOURCES & SUSTAINABILITY DEPARTMENT

The aim of bringing these teams together within the same department is to pool the commitment challenges shared by the two functions while pursuing their respective strategic roadmaps to benefit the Group's transformation.

BOARD OF DIRECTORS

NOMINATIONS AND CSR COMMITTEE
- Review of CSR issues
- Review and advice to the Board on the NFRD

AUDIT COMMITTEE
- Review of risks (including non-financial)

EXECUTIVE COMMITTEE

- Oversight of strategy
- Oversight of non-financial risks and opportunities

DIRECTION PEOPLE AND SUSTAINABILITY

- Definition and implementation of the strategy
- Definition of risks and implementation of mitigation measures
- Deployment and monitoring of roadmaps (carbon neutrality, diversity, governance...)
- Development and animation of networks (HR, HSE, sustainability ambassadors)
- Consolidation of non-financial reporting
- Responding to regulatory requirements
- Management of specific missions (disability, integration, recruitment, human rights, etc.)
- Dialogue with stakeholders (in particular non-financial rating agencies, investors, employee representative bodies)

NETWORK OF LOCAL CORRESPONDENTS

- Deployment of local action plans
- Management of operational reporting

EMPLOYEES

- Contribution to local action plans
- Network (HR, HSE, sustainability ambassadors)
- Participation in ACT FOR ALL™ day and implementation of local initiatives



"Societal and environmental challenges are at the heart of our teams' expectations. They are also an essential source of attractiveness for new talents."

David Meneses, Executive Vice-President People & Sustainability

Another measure that makes it possible to anchor Sustainability commitments at the heart of operations is the inclusion in the variable pay of criteria related to environmental, social and societal objectives: all employees with variable pay have a Sustainability objective in their compensation. In 2023, this objective will account for 20% of their variable portion.

In 2022, the Board of Directors set up an Appointments and CSR Committee composed of three members in which to focus on these issues. This Committee has, among other duties:

- review the Group's environmental, social and societal responsibility stakes at least once a year;
- examine and give the Board an opinion on the Non-Financial Reporting Directive provided for in Article L. 225-102-1 of the French Commercial Code.

This approach follows the recommendations of the TCFD (see dedicated box on *page 184*).

The ACT FOR ALL™ program

The Group formalized its commitment to sustainable mobility in a worldwide program called ACT FOR ALL™.

This program, aimed at achieving ambitious objectives, is steered by a dedicated committee bringing together the various Group entities and regular reporting. This ACT FOR ALL™ Committee meets three times a year and brings together members of the Executive Committee, Business Lines VPs and heads of the Human Resources, Sustainability, Innovation and Compliance functions.

THE PILLARS OF THE ACT FOR ALL™ PROGRAM



PILLAR 1 RESPONSIBLE ENTREPRENEURSHIP	PILLAR 2 CARE FOR PEOPLE	PILLAR 3 SUSTAINABLE BUSINESS
Plastic Omnium is a responsible player • Business ethics • Responsible purchasing • Cybersecurity	**Plastic Omnium strives to develop its employees and stakeholders** • Health and safety at work • Skills and career management • Diversity and inclusion • Local initiatives and sponsorship	**Plastic Omnium is committed to preserving the planet for future generations** • Waste management • Ecodesign and recyclability • Value chain carbon footprint (Top Planet and renewable energies) • Biodiversity

The ACT FOR ALL™ program aims to mobilize all internal and external stakeholders around three areas:

- **Pillar 1: Responsible Entrepreneurship.** Plastic Omnium promotes flawless rules of conduct. Ethics are the pillar of its responsible performance;
- **Pillar 2: Care for People.** Plastic Omnium strives to provide safe, healthy and fair working conditions for all its employees and to offer them career and commitment perspectives. This focus also includes the Group's stakeholders and the initiatives led by Plastic Omnium in favor of local populations and minorities;
- **Pillar 3: Sustainable Business.** Plastic Omnium strives to preserve the planet for future generations by reducing the impact of its businesses on the environment. Processes, from design to manufacturing, are reviewed in order to reduce the impact of its production methods and tools. On the product side, Plastic Omnium works to promote eco-design of its products and the development of clean mobility solutions.

All Group employees are involved in this program. The three pillars of ACT FOR ALL™ are rolled out operationally and actions are carried out daily on each of them.

Ambitious targets

To integrate the roadmap on carbon neutrality and increase the Group's social and societal ambition, such as actions in favor of diversity, markers for the ACT FOR ALL™ program actions have been revised and are presented in the table below. The indicators used to measure the progress toward these objectives are monitored annually.

MONITORING OF ACT FOR ALL™ INDICATORS AND OBJECTIVES

	Markers	KPI	2022 result	2025 target
PILLAR 1 RESPONSIBLE ENTREPRENEURSHIP	Business ethics	Number of employees trained / targeted	88%	>98%
	Responsible purchasing	Based on an "IndueD" assessment for 95% of the purchasing base (in €), number of medium- and high-risk suppliers enrolled in a self-assessment initiative	714	To be defined
PILLAR 2 CARE FOR PEOPLE	Safety	Accidents with and without lost time - FR2	0.78 (1)	<0.5
	Ergonomics	Percentage of positions with severe ergonomic constraints	- 37% vs 2021	-50% vs. 2021
	Health	Percentage of sites supporting health initiatives	90 %	100%
	Diversity and Inclusion	Percentage of women: - Engineers & managers - Senior Executives	 23.2% 23.2%	 25% 30%
	Promotion of youth employment	Number of interns, apprentices, and VIE	1,204	1,300 (2)
	Local sponsorship initiatives	Proportion of sites that have undertaken actions to support local communities	86%	100%
PILLAR 3 SUSTAINABLE BUSINESS	Top Planet Program	Top Planet score	59%	80%
	Reduction in the Scopes 1 & 2 carbon footprint	Scopes 1 & 2 CO_2 emissions (3)	-26% vs. 2019 -9% vs 2021	-80% vs. 2019
	Reduction in the Scope 3 carbon footprint	Scope 3 CO_2 emissions (3)	-29% vs. 2019 -5% vs 2021	-30% in 2030 vs. 2019
	Development of sustainable mobility initiatives at each site	Number of sites with sustainable mobility initiatives	40%	100%

(1) FR2 Group scope including minority JVs (excluding PO Lighting).
FR2 IFRS scope (excluding PO Lighting) = 0.97.
FR2 IFRS scope (with PO Lighting) = 1.16.
(2) 2025 target revised upwards as previous target (1,000) exceeded
(3) Excluding acquisitions made in 2022

The ACT FOR ALL™ day

The ACT FOR ALL™ day is an opportunity for all employees (including temporary employees and subcontractors) to come together around the founding values of the ACT FOR ALL™ program.

The 2022 edition took place on November 15 with the central themes of safety and climate change. A digital Serious Game, available in several languages, was offered to Group employees with the aim of raising their awareness of the three pillars of the Group's ACT FOR ALL™ program.

In a video message, Laurent Favre, Chief Executive Officer, Félicie Burelle, Managing Director, and David Meneses, Executive Vice-President People & Sustainability, reaffirmed the Group's commitment to achieving the objectives set.

Employees were invited to take part in a photo and video challenge, which was a great success.

On-site activities were organized: safety stands, first aid training, risk hunting, waste collection, tree planting, etc.

A virtual space dedicated to the event, the Hive Sphere, allowed the sites to share, in real time, photos of the game sessions and activities organized locally.

The roadmap to achieve carbon neutrality

Since 2021, the Group has been rolling out its carbon neutrality roadmap to achieve the following objectives:

- reach carbon neutrality in the Group's operations (Scopes 1 and 2) by 2025;
- reduce by 30% all Scope 3 emissions, upstream and downstream, by 2030;
- be completely neutral by 2050.

These targets are aligned with those of the Paris Agreement aimed at limiting global warming to 1.5° C. They have also been validated by the Science Based Targets initiative (SBTi), a leading global climate science organization.

These objectives have been broken down into four priority actions:

1 REDUCE

This involves reducing the electricity and gas consumption of the sites. The latter will be equipped with modernized, less energy-consuming equipment and consumption monitoring systems to reduce energy losses, which, coupled with employee awareness, will reduce electricity consumption by 10 to 15%. An investment plan, covering around 100 sites, is being rolled out by 2025.

2 REPLACE

This involves replacing fossil energy purchases as much as possible with "green" energies (solar or wind) by installing equipment on sites or signing clean energy supply contracts. At this stage, 32% of electricity purchased is renewable, 13 sites are equipped with solar panels or wind turbines and a dozen more will be equipped by the end of the year.

3 COMPENSATE

This involves offsetting the CO_2 emissions that cannot be reduced by identifying projects that reduce CO_2 emissions and which would not have been possible without the support of Plastic Omnium.

4 COLLABORATE

For purchasing and logistics, the Group will favor suppliers who are themselves committed to managing their carbon footprint, to use less carbon-intensive, recycled or bio-sourced materials and clean transportation.

Plastic Omnium thus stands out for the very pragmatic approach that the Group has put in place to roll out the actions of its roadmap.

To achieve its roadmap, Plastic Omnium launched an energy efficiency awareness campaign in 2022 and is working to reduce its electricity consumption with a structured internal program (deployment of around 100 best practices), supplemented by a partnership with Schneider Electric. In addition, the Group has stepped up its purchases of renewable energy. The production of renewable electricity on site and the implementation of renewable electricity purchase agreements (physical PPA) will cover 7% of its global electricity consumption by 2025. Plastic Omnium is also continuing its virtual PPA purchase program to decarbonize a large part of its needs in Europe and North America.

4.2.3 RELATIONS WITH STAKEHOLDERS

Plastic Omnium conducts proactive and regular dialog with all its stakeholders to ensure that its actions have a positive impact on its ecosystem.

Stakeholders	Type of dialog	Examples of dialog in 2022
Employees	Social dialog, internal communication, video conferences, collaborative spaces, events, internal network, innovation competition, social networks and career website for future employees	• ACT FOR ALL™ Day on November 15 (3,700 teams of employees mobilized around a serious game on the 3 pillars of the ACT FOR ALL™ program) • More than 189 news items on the intranet and 2 publications in the *Optimum* internal newspaper • Director's Webcast: 3 in 2022 • PULSE engagement survey • Performance reviews • Creation of the Plastic Omnium Instagram account
Labor unions and local and European representative bodies	Meetings, consultations, negotiation	• 186 existing committees • 215 agreements concluded during the year
Board of Directors	Board meetings	• 2 discussions during the year on sustainability topics such as the progress of the carbon neutrality roadmap, the results of the employee engagement survey or regulatory changes in the non-financial field.
Shareholders & Investors	General Meeting of Shareholders, meetings with shareholders, shareholders' newsletter, quarterly, semi-annual and annual publications, site visits, responses to financial and non-financial rating agencies, meetings with financial analysts and investors (including ESG)	• 97 meetings with 224 investors and analysts • Capital Market Day in May 2022
Banks	Annual reviews	• Regular meetings with international market players to analyze available sustainable finance tools
Non-financial rating agencies	Responses to questionnaires	• 6 ESG questionnaires completed • CDP Climate questionnaire A- score (improving) • ECOVADIS score: 80/100 (improving) - Platinum status
Insurance companies	Site visits and ratings	• 86 site visits in 2022 – Potential risk downgraded by insurance companies
Customers	Contracts, annual reviews, R&D partnerships, responses to Sustainability questionnaires, qualitative interviews	• See integrated report for commercial successes (section 1) • Partnership with Hyliko for the decarbonization of heavy mobility
Suppliers	Contracts, Suppliers' Charter, partnerships, visits	• Partnership with TotalEnergies (recycled raw material) • Nearly 500 suppliers assessed, i.e. 95% of the Group's purchasing expenditure • Organization of a webinar to share energy best practices between suppliers • ESG assessment of suppliers by external agencies such as EcoVadis
Trade associations	Participation in working groups	• Numerous attendance at AFEP, MEDEF, PFA and CLEPA (1) meetings
Standardization body	Participation in working groups focused on standards	• Participation in the AFNOR X35A standardization commission on the assessment of exoskeletons impact • Participation in EFRAG working groups

Stakeholders	Type of dialog	Examples of dialog in 2022
Research cluster	Participation in projects	• Partnerships with Greenerwave for the development of the new generation 4D Radar Imager, and Verkor, which offers batteries with a low-carbon impact to European carmakers • Feasibility study on front bumpers incorporating up to 50% recycled plastics • Research partnership with the CEA(2) • Partnership with SoScience for the Innovation Challenge
Schools and universities	Partnerships, participation in events, site visits	• Numerous scientific partnerships with universities • Presentation to Sciences Po and IDDRI(3) on the Carbon Neutrality roadmap • Organization of meetings with female secondary school students to raise their awareness of careers in the automotive industry
Organizations promoting societal commitment and Sustainability initiatives	Membership, participation in working groups, patronage and sponsorship	• Member of EpE (Entreprises pour l'Environnement) • Member of the Hydrogen Council and the French National Hydrogen Council

(1) AFEP: Association Française des Entreprises Privées. CLEPA: European Association of Automotive Suppliers. MEDEF: French Company Association. PFA: Platform for the Automotive Industry (PFA) brings together the automotive industry in France.

(2) CEA: Atomic Energy Commission.

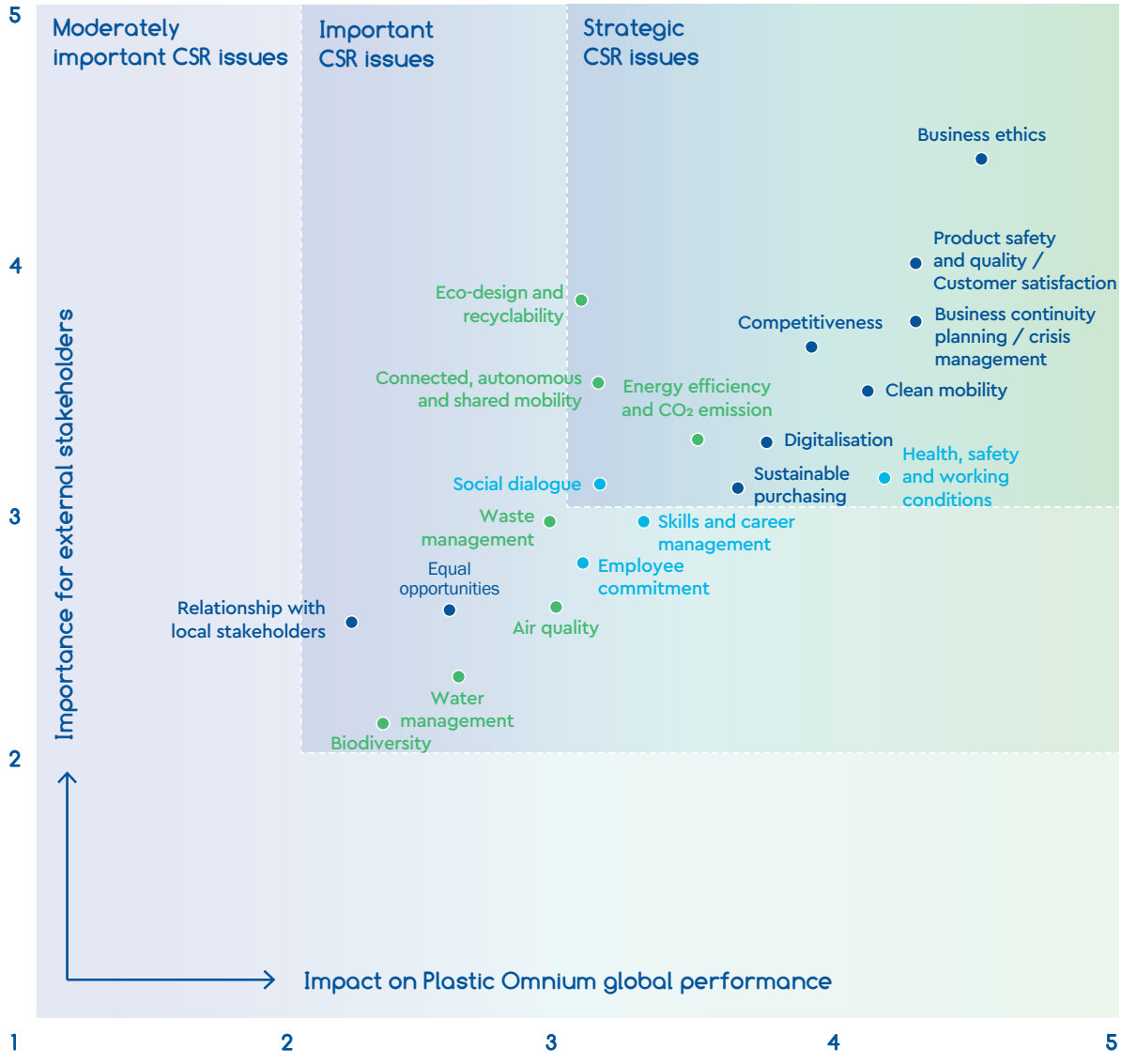
(3) IDDRI: Institute for Sustainability and International Relations.

4.2.3.1 MATERIALITY MATRIX OF NON-FINANCIAL STAKES

Plastic Omnium's risk and opportunity materiality matrix was first developed in 2017. In order to enhance its strategy to include its stakeholders' expectations and to take into account the changes in the Group and its rapidly changing sector, it was updated in 2020. It enabled non-financial risks and opportunities to be defined based on the importance of these stakes for internal and external stakeholders and their impacts on Plastic Omnium's overall performance.

Initially, a sector-based documentary analysis, a peer-based benchmark and a consultation of internal support materials enabled pre-selection of the 20 most important non-financial stakes for Plastic Omnium.

The stakes were then prioritized by interviewing Plastic Omnium employees spread across all activities and internationally, and by conducting qualitative surveys with a panel of external stakeholders: customers, suppliers, associations, research centers, banks, partners and certification bodies.



ACT FOR ALL

- PILLAR 1 **RESPONSIBLE BUSINESS**
  Plastic Omnium is a responsible player
- PILLAR 2 **CARE FOR PEOPLE**
  Plastic Omnium strives to develop its employees and stakeholders
- PILLAR 3 **SUSTAINABLE BUSINESS**
  Plastic Omnium is committed to preserving the planet for future generations

4.2.3.2 ANALYSIS OF NON-FINANCIAL RISKS AND OPPORTUNITIES

The selection of non-financial risks that make up the Statement of Non-Financial Performance was made by determining their materiality, i.e. by defining why and how they are important for the Group. These are the main risks identified in:

- **the Group risk mapping** *(see description of the risks in section 2, page 54)*. These risks are assessed on the basis of their probability of occurrence and the estimated magnitude of their impacts on the Group (in financial and reputational terms), after taking into account the measures adopted by the Group to manage these risks (net impact). Risks are defined and assessed at different levels within the Group: operational and functional departments are involved in the process as well as Internal Audit, which assesses its implementation within the Group. Lastly, Senior Executives and the Board of Directors, via the Audit Committee, are regularly informed of risk management within the Group. This approach follows the recommendations of the TCFD *(see dedicated box on page 184).*

  This concerns the following risks:

  - Personal Health and Safety;
  - Human Resources;
  - Cyber risk/IT continuity of service – data protection: the impact of the risk was revised upwards;
  - Product safety-quality and customer satisfaction;
  - Responsible Purchasing/Suppliers;
  - Human Rights;
  - Impact of climate change on the business model (non-mitigation of climate change): the risk was revised upwards and is now one of the Group's main risk factors;
  - Natural disasters;
- **the materiality analysis of Sustainability stakes.** These risks are assessed on two criteria: importance for each stakeholder and their impact (financial, organizational, strategic or reputational) on the Group's overall performance.

  This concerns the following risks:

  - Business ethics and tax evasion;
  - Eco-design and recyclability
  - Biodiversity.

Some of these risks are found both in the materiality matrix and in the Group risk mapping and contribute to mastering the clean mobility challenge. Some are also addressed in the Vigilance Plan.

To achieve and implement effective mitigation measures, the analysis of these risks, published in the NFRD, was based on the principle of double materiality:

- the impacts that these risks may have on the Group;
- the impacts that these risks, if they are not mitigated by the Group, may have on society and the environment.

In other words, this double materiality makes it possible to reveal the impacts of the environment on the Company and of the Company on its environment and to implement the associated mitigation measures and policies.

Effectively and rapidly mitigating risks is a major challenge for Plastic Omnium, since it can turn a risk into an opportunity and give the Group a competitive advantage.

The consequences of the risks for the Group

The risks analyzed by the Group and listed below address social, societal and environmental areas. The consequences for the Group of not mitigating them may be of the following nature:

- legal, which may involve contracts, entities, assets, intellectual property and compliance and lead to convictions or financial sanctions, etc.;
- financial, which may penalize the Company in its development;
- reputational, which may damage the Company's image (talent flight, lack of interest from candidates, etc.);
- organizational, which may be related to security or IT issues, for example;
- environmental, which may have repercussions on ecosystems such as their pollution or non-protection, etc.

The consequences of risks on society and the environment

In addition, each of these risks, depending on its typology and the stakes involved, may impact one or more stakeholders:



Employees who may be affected in their physical and/or moral integrity, their commitment, their work-life balance, their effectiveness, their development in terms of skills, career or income, their motivation, the protection of their data and their representation.



Subcontractors or suppliers who may be affected in their physical and/or moral integrity, their rights, the protection of their data, their development, etc.



Customers and end users who may be affected in terms of their physical and/or moral integrity, encounter problems of non-compliance, deteriorated customer experience or with the protection of their data.



People and the environment, which may be impacted by non-mitigation or non-adaptation to climate change, by pollution, failure to take the management of raw materials or biodiversity into account, etc.

This analysis also makes it possible to understand the risks in terms of opportunities for Plastic Omnium and its stakeholders and to anticipate overall performance and resilience strategies.

SUMMARY TABLE OF RISKS COVERED IN THE NFRD

Risk impact assessment: ***Limited*** ***Significant*** ***Critical***

Risk description	Mitigation measures for the Group and its stakeholders	Monitoring indicators	Link with the SDGs	Pages
Stakeholders likely to be impacted	**Policies and procedures**	**Monitoring KPI**		
Social stakes				
Personal Health and Safety Risks Likelihood of employees and subcontractors being exposed to a dangerous situation (damage to their physical and/or mental health). 	• Health and safety policy • Top Safety training • ISO 45001 Health and Safety Management System • Covid-19 protocol • Workstation ergonomics procedures (assessment, anticipation, training, etc.)	FR2: 1.16 (1) Number of people trained in Top Safety and Stop 5: 785 Percentage of workstations assessed for ergonomics: 99%		163
Human Resources risks • **talent and skills management** risk of generating frustration among employees or dampening the Company's dynamism and performance • **employee engagement** risk of reducing employee involvement • **equal opportunities** risk of discrimination • **social dialog** risk of impacting the Company's productivity or development 	• Human Resources policy • Talent identification process • OMEGA transformation project • Compensation policy • VIE contracts and partnerships with schools • Diversity policy • Mission for workers with disabilities in France	• Percentage of women in the workforce: 31% • Proportion of engineers and managers that are women: 23.2% • Number of interns, apprentices and VIE: 1,204 • Number of workers with disabilities: 389		166
Societal stakes				
Business ethics and tax evasion risk Risk of fraud, corruption, conflicts of interest, insider trading, anti-competitive practices, etc. Risk of fraudulent intent or intentional harm in the field of taxation 	• Code of Conduct • Code of Compliance with competition law • Corruption risk mapping • Training • Control and audit system • Tax policy	• Ethics Awareness Index: 88%		176
Cyber risk – IT continuity of service – data protection Risk of financial loss, business interruption or damage to a Company's reputation due to IT system failures 	• Information Technology Security Policy • Cybersecurity and GDPR training	• External audits: 9 sites certified or recertified with the TISAX standard (Trusted Information Security Assessment Exchange) in 2022		177

1) IFRS scope - FR2 Group scope including minority joint ventures = 0.69.

Risk description	Mitigation measures for the Group and its stakeholders	Monitoring indicators	Link with the SDGs	Pages
Stakeholders likely to be impacted	**Policies and procedures**	**Monitoring KPI**		
Product safety-quality and customer satisfaction risks Risk characterized by a deviation from expectation or set objectives 	• Code of Conduct • Operational excellence pillar in the Group strategy • Quality approach • Innovation approach • Implementation and monitoring of certifications • Internal audits and observations made by teams dedicated to compliance with quality protocols throughout the life of projects, at Plastic Omnium plants and suppliers' sites	• Number of R&D centers: 43 • Patent families filed: 55 • % of IATF 16949 certified sites: 95%		178
Responsible purchasing/supplier risks Risk of impacting the Group's operational activities, performance or reputation through a failure in any part of the supply chain 	• "Know Your Suppliers" approach • ACT FOR ALL™ program • Carbon neutrality roadmap • Vigilance plan • Supplier mapping • EcoVadis assessment • Supplier visits and audits • Responsible Purchasing Charter • Integration of CSR and business ethics clauses in supplier contracts • Whistleblowing procedure • Conflict minerals policy	• % of Group purchases assessed as part of the *Know Your Suppliers* approach: 95%		180
Human Rights risk Risk of violation of fundamental human rights in the workplace or in the value chain 	• Signatory of United Nations Global Compact • Fundamental Conventions of the International Labour Organization (ILO) • ILO Declaration on Fundamental Principles and Rights at Work, OECD Guidelines • Vigilance Plan • ACT FOR ALL™ program • Conflict minerals policy • Initiatives in favor of local communities • Health campaigns • Human Rights policy	• % of sites that proposed an action in favor of local communities: 86% • % of sites that offered at least one health campaign: 90%		182

4

Risk description	Mitigation measures for the Group and its stakeholders	Monitoring indicators	Link with the SDGs	Pages
Stakeholders likely to be impacted	**Policies and procedures**	**Monitoring KPI**		
Environmental stakes				

Risk related to the impact of climate change on the Company's business model (no mitigation of climate change)
 	
Risk of not implementing all actions to mitigate the impact of the Group's activities and fight against global warming

	• "Carbon neutrality" targets and roadmap aligned with the Paris Agreement and approved by the SBTi in 2021
	• Sites' energy decarbonization policy (decarbonized energy, facilities to produce renewable energy, and PPA)
	• ISO 50001 certification
	• Scope 3 reduction policy by working on the value chain
	• R&D on materials, bio-sourcing and research into replacing materials with low-impact products
	• Life cycle analyses for Plastic Omnium's projects and products and those of suppliers
	• Innovative partnerships
	• Development of hydrogen energy for clean mobility
		• CO_2 emissions
		  • scope 1: 77 kt CO_2-eq
		  • scope 2: 304 kt CO_2-eq
		  • scope 3: 29,915 kt CO_2-eq
		• Top Planet Score: 59%
		• Number of industrial sites equipped to generate renewable energy: 13
			7 AFFORDABLE AND CLEAN ENERGY
			13 CLIMATE ACTION
				183

Natural/climate disasters risk (non-adaptation to climate change) Risk of being impacted by the consequences of climate change: increased costs (price of materials, insurance, etc.) and impacts on production (production stoppages, supply of materials, etc.) 	• Audits carried out by insurers	• Number of site visits by insurers: 86	13 CLIMATE ACTION	192
Eco-design and recyclability risk Risk of reducing the planetary capacity to respond to the growing stakes of mobility Risk of not reducing the Group's environmental footprint 	• Life cycle analyses (LCA) • Development of R&D projects on alternatives to high-impact materials (plastics, carbon fiber, etc.) • Development of innovative solutions and partnerships to improve the effective recyclability of products • Development of solutions to integrate more recycled materials into products	• 86% of waste is recycled or recovered	12 RESPONSIBLE CONSUMPTION AND PRODUCTION	192
Biodiversity risk Risk that the industrial or economic activities of the company impact other living species 	• Implementation of a biodiversity approach in 2022	• Indicator in the process of being defined	13 CLIMATE ACTION 15 LIFE ON LAND	194
Risk Impact assessment:* *Limited* *Significant* *Critical				

4.3 THE RISK MANAGEMENT AND NON-FINANCIAL REPORTING OF THE GROUP

4.3.1 SOCIAL STAKES

4.3.1.1 PERSONAL HEALTH AND SAFETY RISK

Risk description

The Personal Health and Safety risk is the probability that an employee will be exposed to a dangerous situation during his or her occupational activity and suffer effects that are harmful to his/her physical and/or mental health.

The risks of accidents or occupational illnesses may be linked to industrial activity and working conditions on production lines. Aware that this risk could have an impact on the health of people, employee engagement, social dialog and the attractiveness of the Group, as well as legal and financial consequences for the Group, Plastic Omnium has made safety a priority and placed this issue at the heart of the Care for People pillar of its ACT FOR ALL™ program.

Policies and procedures

The Group Safety policy implemented to reduce the risks has proven its effectiveness year after year, with steady improvement in the key performance indicators. Thus, 118 out of a total 157 sites had recorded no accidents at the end of 2022 (IFRS scope).

The Human Resources and Sustainability Department implements the Group Health, Safety & Environment (HSE) strategy defined by the Executive Committee to ensure the protection of employees, property and the environment. It steers and coordinates the Group's HSE actions and leads the network of HSE managers. Monthly meetings are organized with the entire HSE network to discuss best practices and feedback. These moments of exchange and dialog enable continuous, cross-functional and homogeneous improvement.

Occupational health and safety data is also presented at ACT FOR ALL™ Committees, which address all pillars of the Sustainability program.

At Plastic Omnium, safety is a subject for everyone at all levels of the organization.

The Group's Health and Safety policy is based on the following pillars:

1. Defining and deploying the Safety management system.

This pillar consists of:

- rolling out ISO 45001 (Health and Safety) certification on all sites. The roll-out of the 45001 certification continues with the integration of PO Lighting, most of whose sites are 45001 certified. The number of certified sites thus increased by 10% this year;
- defining the actions to be taken to strengthen the Group's safety commitment.

2. Identifying, anticipating, measuring and quantifying the risks related to safety and the environment.

This pillar consists of:

- applying the "Six non-negotiables", which are an essential part of the Group's Safety Policy. They cover rules regarding pedestrian traffic, wearing PPE (Personal Protective Equipment), loads at height, forklift trucks, consignment and maintenance operations and working at heights;
- strengthening the zero accident strategy by promoting risk analysis and reporting of hazardous situations, and by taking preventive actions whenever possible. Sites that identified and worked to prevent hazardous situations have fewer workplace accidents with or without lost time;
- monitoring, reporting and analyzing accidents (workplace accidents with and without lost time, first aid) and near misses on a daily basis in order to implement immediate corrective and preventive actions to avoid recurrence.

3. Organizing and providing safety training for staff.

Created in 2004, the **Top Safety training** is designed to encourage employees to adopt and maintain safe behaviors. At the end of this training, participants are able to carry out safety observation visits known as "Top Safety Visits". These observation visits take into account all Safety stakes and programs implemented in the Group. Based on dialog, it makes it possible to identify at-risk situations, improve practices and empower employees.

In 2022, 32 **Top Safety training sessions** were organized in 16 countries, i.e. 464 employees trained.

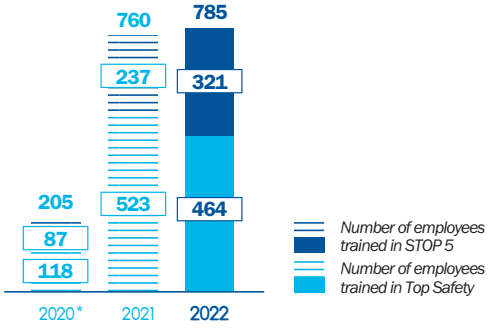
Moreover, the New Energies sites were included in the **Top Safety training** program in 2022, representing no fewer than 70 people.

Tens of thousands of **Top Safety visits** are organized each year with the aim of identifying the residual risks present at workstations and encouraging an immediate response by adopting preventive measures.

Stop 5 training is dedicated to team leaders and employees liable to work on the equipment, so that they may do so in complete safety. The objective of this approach is to encourage employees to anticipate at-risk situations, particularly during maintenance operations, by carrying out a rapid risk analysis before working on any equipment.

In 2022, 20 **Stop 5 training** sessions were organized in 14 countries, i.e. 321 employees trained.

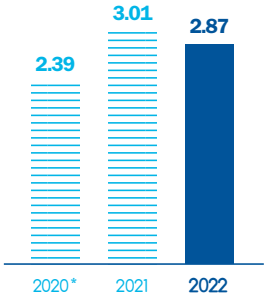
NUMBER OF EMPLOYEES TRAINED IN TOP SAFETY AND STOP 5



** Impact of Covid-19 on the organization of training courses*

The number of safety training sessions is monitored on a monthly basis by each activity. In total, 785 employees were trained in 2022, which represents an increase of 3% compared to the previous year.

NUMBER OF TOP SAFETY VISITS PER EMPLOYEE PER YEAR



** Impact of Covid-19 on the organization of training courses*

With the support of the Group and in collaboration with Intelligent Exterior Systems, Clean Energy Systems continued virtual reality training for two employee awareness programs: the Stop 5 training and a module on the "Six non-negotiables". These immersive scenarios enable employees to test, improve and better memorize the reflexes to adopt when faced with at-risk situations.

At Clean Energy Systems, virtual reality sessions trained more than 1,000 people in 9 sites around the world (France, Germany, Slovakia, China and the United States).

As part of the development of the safety culture, three training modules in work gestures have been set up to help the support functions:

- the "Microtome Safety" and "Rotozip Safety" modules for Quality teams carrying out destructive tests;
- the "Head Tool Safety" module for Maintenance teams carrying out tooling changes

These two modules are self-service on the My Learning Place platform.

4. Steering the key HSE programs and providing methodology support to the activities (equipment compliance, field visits, chemical risks, asbestos, Top Planet program, fire prevention and protection).

HSE reporting data is completed monthly by the sites and then consolidated at Group level. The monitored indicators include, among others, the number of workplace accidents (with and without lost time) and first aid, the accident frequency and severity rates, the progress of ISO 45001 certification, and the deployment of Top Safety training.

All sites are involved and must identify the implications of the teams on each subject in addition to the program aimed at improving assimilation of safety, leadership and personal behaviors.

Performance

The Group's FR2 stood at 1.16 at the end of 2022 compared to 0.88 in 2021 and 1.43 in 2020. The deterioration in FR2 between 2021 and 2022 is partly due to the impact of new acquisitions.

At the same scope, the FR2 for 2022 was 0.97, slightly down compared to 2021, but shows the consolidation of the good performance in 2021 versus 2020.

The FR2 target for 2023 is 1.00 with a target for 2025 of less than 0.50.

In 2022, 118 sites did not have an accident. Some sites, such as the Bhamboli site in India, go further, counting more than 2,300 days without an accident.

In 2023, the Group will integrate new acquisitions into its Top Safety program (behavioral training, compliance, the "Six non-negotiables", certifications, prevention, subcontracting management, etc.) and strengthen the monitoring of the proper application of standards in the historical divisions.

The ACT FOR ALL™ 2023 program will be strongly focused on employee safety issues.

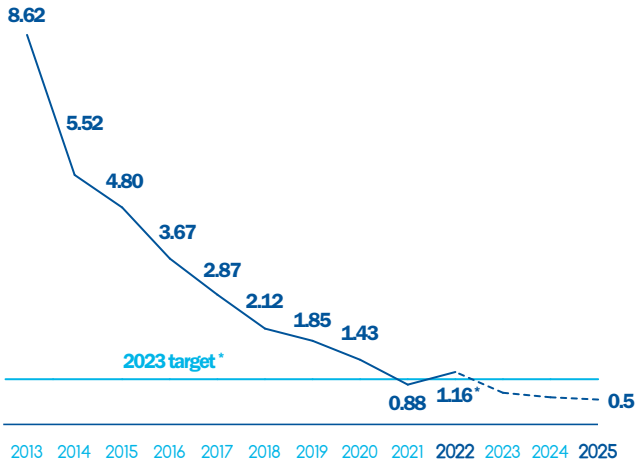
ACCIDENT FREQUENCY AND SEVERITY RATES (TEMPORARY STAFF INCLUDED)

	2020	2021	2022
FR1: Workplace accident frequency rate with lost time *in number of accidents per million hours worked*	1.03	0.63	0.69
FR2: Workplace accident frequency rate, with and without lost time *in number of accidents per million hours worked*	1.43	0.88	1.16(1)
SR: Severity rate of workplace accidents *in number of days lost per thousand hours worked*	0.03	0.03	0.01

(1) IFRS scope - FR2 Group scope including minority JVs = 0.95. At constant scope vs. 2021, IFRS FR2 = 0.97.

FR1 = Number of workplace accidents with lost time, including temporary staff × 1,000,000/number of hours worked.
FR2 = Number of workplace accidents with and without lost time, including temporary staff × 1,000,000/number of hours worked.
SR = Number of days of workplace accident-related lost time x 1,000/number of hours worked.

FR2 OVER TEN YEARS



*Group's scope, including minority joint ventures = 0.95

ERGONOMICS

The ergonomics of workstations is an essential factor in reducing accidents and protecting the health of employees. Musculoskeletal problems are among the most widespread occupational illnesses for Plastic Omnium's industrial businesses. The Group has therefore decided to make ergonomics one of the priorities of its ACT FOR ALL™ program.

Ergonomics is studied in two key areas:

- in prevention during the design of future workstations: each new workstation is assessed according to ergonomic criteria before its installation on site;
- in corrective measures on existing workstations when at-risk situations are detected: workstations machines are assessed on site.

The target is to have covered all workstations by 2025. **Particular attention will be paid in the coming years to continuous improvement in workstation ergonomics.**

The Group's workforce includes ergonomists responsible for implementing an ergonomic prevention policy based in particular on the results of workstation analyses and identifying preventive or corrective solutions. The networks of ergonomics correspondents (HSE network, plant managers, service managers, etc.) regularly exchange best practices.

Training for ergonomics officers includes practical and theoretical sessions. This year, the training went further in terms of virtual immersion of work situations through video simulations of actual situations and interactive videoconferences. These virtual and collaborative formats were perceived by the teams as having greater impact.

Clean Energy Systems has had two virtual reality rooms since November 2020 in its R&D centers in France and China. In 2022, 71 new workstations were thus analyzed at the design stage. The local ergonomics officer then assesses the same situation in real life, when the equipment is installed. A very close correlation was observed between the results obtained. This year, 99% of workstations have been assessed, almost reaching the target of 100% by 2025.

New Energies also applies the ergonomic principles developed by Clean Energy Systems, particularly for the current design phases of production resources. Thus, in 2022, New Energies called on the shared skills of the French R&D center - Alphatech - to assess 19 machines before they were put into production.

At Intelligent Exterior Systems, a simplified diagnostic tool has been developed to enable operations referents to identify constraints related to workstations, whether they are postural or related to lifting loads. The deployment of this tool was supported by a training campaign so that the teams could score the workstations autonomously. The cognitive factors related to the interactions of individuals with a system or a product (perception, complexity of the work, stress, complex processes linked to the richness of the products, etc.) are included in the job analyses. All Intelligent Exterior Systems sites carry out workstation analyses and 99% of positions had been assessed at end-2022.

Moreover, Plastic Omnium pays particular attention to new products and actively monitors developments by participating in the AFNOR working group, with in particular the participation of the INRS (French National Institute for Research and Safety) relating to exoskeletons. In addition, one of the Group's ergonomists is an expert on the AFNOR X35A Standardization Commission, which is currently developing a standard on the assessment of exoskeletons impact. This standard enables smaller companies to benefit from the maturity and expertise of manufacturers such as Plastic Omnium. This collaboration also enables Plastic Omnium to interact with experts and monitor innovations in this area.

It is in this context that exoskeletons are still undergoing testing at Intelligent Exterior Systems in order to verify their suitability to meet the demands of Plastic Omnium's operators, processes and products. These tests assess the physical, cognitive and psychological impacts of exoskeletons: acceptability of the teams and practicality of use. They have been implemented on several sites in France, Spain, Germany, Argentina and Mexico. Communication campaigns were conducted involving the sites concerned and employee representatives before introducing an exoskeleton. Their use remains optional and on a voluntary basis with, as a principle, their staged introduction based on feedback from operators.

ERGONOMY INDICATORS

	2020	2021	2022
Percentage of workstations assessed (1)	90%	98%	99%
Number of occupational illnesses declared	18	15	10
Number of occupational illnesses recognized	8	9	11

(1) Workstations assessed for Intelligent Exterior Systems and Clean Energy Systems.

MANAGEMENT OF THE HEALTH PROTOCOL

The health protocol put in place at the beginning of 2020 to deal with the Covid-19 pandemic has been adapted according to local situations. In this context, the teams involved, both at Group level and on the sites, remain vigilant in order to meet the needs and demands of operations as well as ensuring the health and safety of employees as well as good working conditions.

The implementation of the Employee Assistance Program in 2020 during the Covid-19 pandemic was continued and extended. This is a crisis line and psychological support open to all Group employees and to adult members of their families. This free, anonymous and confidential service is available in 16 languages. It is provided by a specialized external service provider. In 2022, 190 meetings were conducted by psychologists.

4.3.1.2 HUMAN RESOURCES RISKS

Human Resources risks are defined as any event that could be detrimental to the company and whose causes are related to Human Resources management. This may concern recruitment, employee engagement, talent management, diversity and inclusion within the company, or respect for social dialog.

In terms of strategy and organization, Plastic Omnium decided to merge the Sustainability and Human Resources functions in June 2022. The Group intends to strengthen the consistency of actions contributing to its sustainable growth strategy, which requires the full understanding and commitment of its employees. In order to be a leader in a changing mobility sector, the commitment and motivation of the teams are key success factors. The Group fully shares the expectations of employees regarding the responses to societal changes, on global issues such as changes to the working environment, the energy transition and the stakes related to climate change. The new organization is designed to support this transformation of the company.

In the field of Human Resources, the main risks concern: attractiveness and talent management, employee commitment and development, equal opportunities, social dialog.

In a rapidly changing sector such as the automotive industry and in a context of a very dynamic job market, **the attractiveness and retention of talent** are the main risk factors.

The commitment and development of each employee and teams are also key elements of the Company's success, particularly when the Group is expanding by integrating new activities or new business lines.

This success also depends on mixed, multi-generational teams with a variety of cultures. Enhancing equity, **equal opportunity**, and enabling everyone to learn and progress within the Company improve the Group's performance.

Lastly, respecting **social dialog** is fundamental in a company. The quality of social dialog is a factor in employee engagement. Conversely, the absence of social dialog leads to a loss of cohesion, commitment, the risk of conflict and hinders the company's development and its ability to implement its strategy.

Attractiveness and talent management

Risk description

The mobility sector is facing a major transformation that makes talent management a strategic issue. In this context and that of a dynamic employment market, Human Resources must anticipate changes in professions, but also implement specific actions to develop the skills of employees and meet the talent needs to be required for the Group's growth.

The issue is particularly strategic when the Group is experiencing significant developments. In 2022, the Group acquired several divisions, thus integrating new professions into its skills. In batteries, Actia Power's teams joined the Clean Energy Systems activity in August. The acquisition of AMLS in July and Varroc Lighting System in October enabled the Group to add new professions complementary to those of Intelligent Exterior Systems and HBPO, with the creation of a new Plastic Omnium Lighting activity. This major step expands Plastic Omnium's global offering to its customers.

Policies and procedures

In a rapidly changing environment, the Group has set up a **recruitment structure (Talent Acquisition)** to professionalize its recruitment approach. With a team of specialists, the identification and selection of the most suitable candidates enables the Group to benefit more quickly from candidates who meet the Company's needs. With such an organization, time and effort are focused on candidate profiles, improving the chances of successful recruitment. This organization will be duplicated in 2023 in other countries where recruitment is particularly competitive. In order to promote synergies and share talent pools within the geographical regions, Plastic Omnium has created regional networks of recruiters; positions to be filled, and available candidates are shared regularly. Furthermore, recruitment training for managers has been redesigned to further professionalize the selection of candidates.

In addition to the products offered to customers, it is essential to highlight that Plastic Omnium is a rapidly-developing group, with, in particular, the acquisition of new divisions. **The employer image**, which will be revamped and modernized in 2023, provides an authentic, relevant and differentiating way to present what makes Plastic Omnium a unique company. The use of social networks also makes it possible to communicate about the Company's divisions, the positions to be filled and the Group's dynamism with target candidates.

Integration plans are put in place to ensure optimum onboarding for new hires. A digital application has been rolled out to help managers and Human Resources teams ensure quality onboarding for new hires. Online training modules are made available to new employees so that they can familiarize themselves with the history of the Company and ensure they know the rights and obligations of Plastic Omnium employees. This approach is also rolled out to employees of the new divisions acquired in 2022.

The University by Plastic Omnium

As part of the roll-out of its new Leadership Model, Plastic Omnium is thoroughly reviewing its Leadership development programs for its managers, directors, VPs and executive officers. The Group also offers new cross-functional skills' development programs and tools for its employees.

- **U-learn:** a portal for all engineers and managers, offering a wide choice of online courses, on soft skills topics such as management, agility, diversity, leadership, communication, etc.
- **Starter:** a program whose objective is to develop young talents and their internal networks. It is based on meetings, the exchange of best practices and leadership development.
- **Driving Success:** a program offered to all new managers, which helps to create a common management culture (communication, leadership and team management).
- **Leading Success:** a leadership program following on from Driving Success, for current Directors. **Leading Manufacturing** for plant managers and future plant managers. This program has been redesigned as a nine-month learning experience combining classroom and remote learning activities. Some 40 plant managers have joined this learning community.
- **DEI - Unconscious Bias:** a training course focused on diversity, equity and inclusion has been created and is being rolled out to the Group's VPs. It will be rolled out to Directors and managers in 2023.

Finally, an ambitious training offer, which will cover all levels of management, is being developed for rollout in 2023-2024.

The complete digitization of site training plans continued in 2022. Within the LMS (Learning Management System), it enables the consolidation and pooling of training needs as well as the monitoring of the progress of plans by managers. This process was rolled out across the Group at 100 sites in 2022.

Plastic Omnium will offer virtual reality training in 2023. Training focused on production safety and safety during maintenance operations is now available in virtual reality and other topics are being developed.

FOCUS ON INTELLIGENT EXTERIOR SYSTEMS

One of the keys to Intelligent Exterior Systems' success comes from its employees. In order to meet this need for operational excellence and innovation, IES University designs and delivers innovative training solutions to develop the skills of its employees around the world and thus prepare for the future. The university offers a catalog of more than 400 training courses developed in-house by business experts and offered in the form of face-to-face training, virtual classes, e-learning or virtual reality.

A program specially designed for the technical and manual jobs of factory employees has been developed since 2021: the "Métiers Schools". This program, initially launched in France, aims to develop knowledge and skills related to the industrial processes that constitute the heart of the IES activities: injection, painting, bonding and assembly.

The first module in this program was the "Injection School": at each site, a reference person was appointed to train technicians and operators on the injection process. For several weeks, the advisors were trained by internal business experts, then took part in specific training for operators and technicians. The first training sessions were provided from spring 2022 to injection operators, preparers, technicians and coordinators.

At the same time, a target organization has been defined to also contribute to operational efficiency. In 2022, the "Injection School" was launched in Spain. In 2023, the "Painting School" project will begin in France, following the same principles as the "Injection School".

FOCUS ON CLEAN ENERGY SYSTEMS

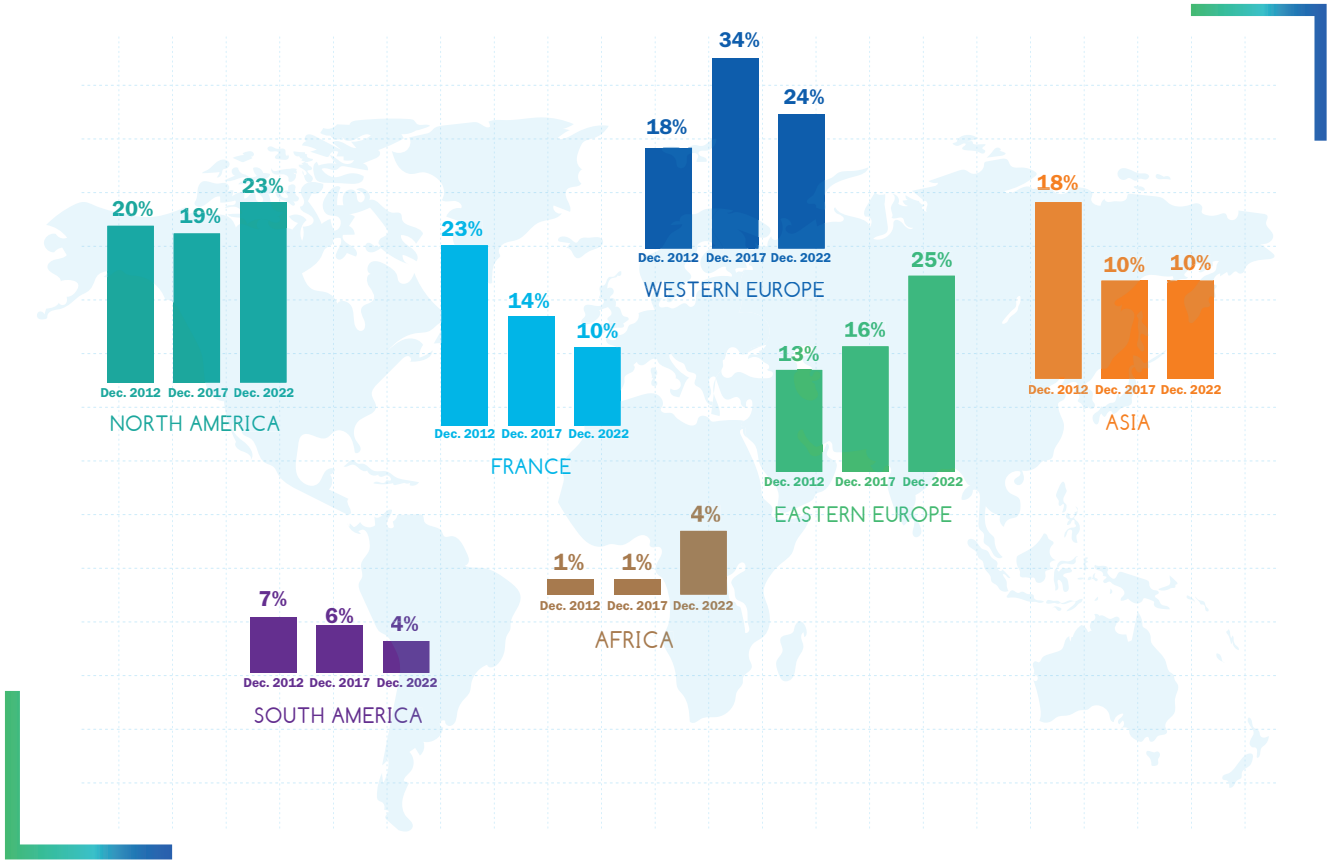
Clean Energy Systems mapped its skills by type of position. This mapping addresses 90% of the activities. Skills models by activities were then defined to best support employees in their training needs. A training plan has been defined and is being rolled out to all its sites. In 2022, 353 employees benefited from this plan.

As such, an IT skills development platform is offered to employees to strengthen their skills in various areas such as data processing and visualization, programming and database management. This platform has also been rolled out at IES and will be rolled out in 2023 at NE.

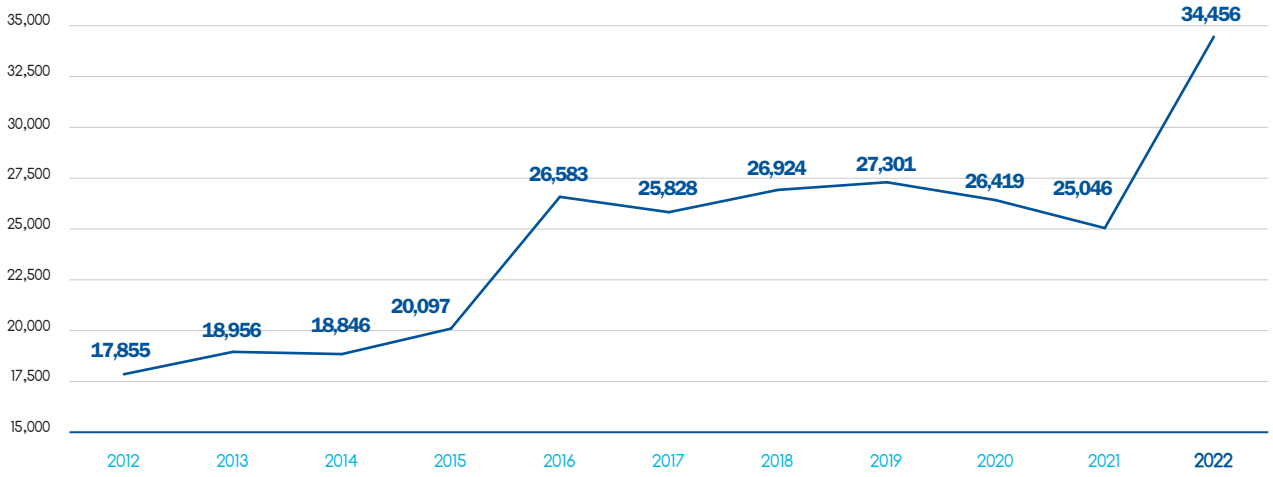
Performance

Given its development, the New Energies activity has a strong need for new skills. The new Plastic Omnium Lighting activity has a significant impact on the Group's workforce with nearly 7,000 new employees. The distribution of the workforce between the regions has changed, with a stronger presence in Eastern Europe, North America and Africa.

CHANGE IN THE NUMBER OF EMPLOYEES BY REGION

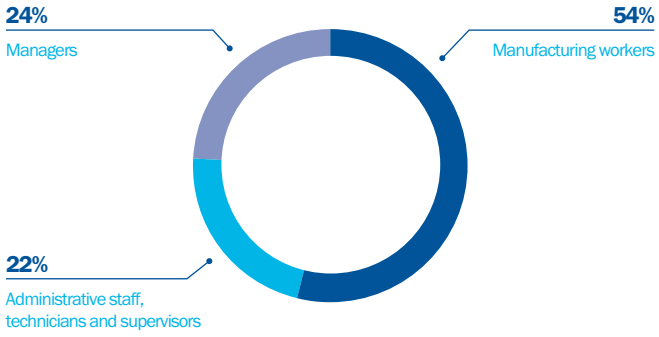


TOTAL WORKFORCE OVER 10 YEARS



IFRS scope excluding minority joint ventures.

WORKFORCE BY SOCIO-PROFESSIONAL CATEGORY IN 2022



Excluding PO Lighting

TRAINING

	2020	2021	2022
Training commissions	37	37	38
Number of training participants	114,394	117,992	131,272
Number of training sessions per employee per year	5.1	5.4	5.7
TOTAL TRAINING HOURS	**326,258**	**386,352**	**420,133**
Training hours per year per employee	14	18	18
TOTAL EXPENDITURE ON EXTERNAL TRAINING BODIES *(in thousands of euros)*	**2,597**	**3,650**	**4,727**

Excluding PO Lighting

Employee engagement and development

Risk description

A company that generates and cultivates recognition promotes employee engagement. Where this is not present, it can lead to a fall in employee involvement, causing employees to be less focused on their objectives, impacting the overall performance of the company. The teams and their engagement are elements of differentiation and attractiveness.

Policies and procedures

Benefiting from a rich career path within the Group is one of the drivers of employee commitment and performance for the Company. For this reason, it was decided to create a special opportunity for looking at the aspirations and development of each employee, with the implementation of the Development Review, in addition to the Performance Review. This key event is organized every year during the summer. It is a special meeting between each employee and their manager, who helps in its implementation and recognition. This involves the employee and manager jointly defining an individual development plan based on the professional aspirations of each employee and the opportunities within the Company, such as possible mobility between activities or in different regions.

Studies show that career prospects are an important criterion in employee engagement. The internal mobility program has been structured to allow inter-activities mobility. A Mobility Committee was set up for this purpose. Plastic Omnium's developments in hydrogen mobility, Data management, the Software House or electrification have also led to the definition of new positions that require specific expertise. This makes it possible to offer opportunities for development and increased mobility.

Recognizing the contribution of each individual to overall performance is also essential. Plastic Omnium's operational performance assessment system seeks to establish a stronger culture of recognition. The objective review process has been standardized and homogenized across the Group, based on the principles of real-time performance monitoring. It is now possible to modify and evaluate objectives throughout the year, in line with the Group's strategic objectives, and in order to adapt to the changing environment in which the industry operates.

The setting of individual targets is aligned with the Group's strategic pillars. They are divided into five categories:

- customer proximity and quality satisfaction;
- corporate social responsibility;
- employee development and management;
- operational excellence;
- innovation.

Compensation is also one of the key ways to attract and retain talent. The compensation policy is based on fairness and equality, with objective criteria, leaving no place for discrimination of any kind.

Although low, as demonstrated by the good scores in the Gender Equality Index of French entities (between 85 and 94 out of 100, depending on the entity), pay gaps are analyzed, and action plans are put in place to reduce them. Average wage levels are generally higher than the legal minimums.

Plastic Omnium offers additional benefits locally, such as collective incentive policies, sickness cover and a Group Savings Plan. At December 31, 2022, the Group Savings Plan set up in France had 1,460 members, holding 1,492,931 Compagnie Plastic Omnium SE shares, i.e. 1.01% of the share capital, purchased on the stock market *(see section 3.6. "Shareholding structure of Compagnie Plastic Omnium SE").*

Lastly, Plastic Omnium is committed to creating a pleasant and caring working environment, both in plants and in offices: creation of landscaped open spaces, new offices and ergonomic chairs, with "WELL" certification targeted for 2023 following work at the Levallois head office, for example.

The first PULSE survey which took place last spring, was an opportunity for employees to express their feelings about Plastic Omnium. For the 2022 edition, the participation rate reached 57%, with more than 12,000 respondents and 62,000 comments. For managers, participation was 81%. The highest scores were awarded on the following subjects:

- the definition of objectives;
- the meaning of the missions entrusted;
- relations between colleagues.

The highest scores compared to the benchmark (comparison with the results of other companies in the sector) concerned:

- freedom of opinion;
- skills development;
- equity.

Following communication of the results, hundreds of managers defined action plans. More than 500 actions were identified on the basis of employee feedback, and 20% of them are directly related to the Group's overall priorities: Reward, Skills development and Autonomy.

FOCUS ON INTERNAL COMMUNICATION ACTIONS

In a context of a rapidly changing market and transformation projects for the Group, internal communication actions were regularly organized. Thus, the Group's purpose, values and strategic vision were largely shared at a meeting organized for all directors and across all communication channels. Externally, the corporate purpose was unveiled at the Capital Markets Day in May 2022. Information on strategy is regularly and shared, particularly with directors, especially through Directors' Webcast events (three in 2022). In addition, the Group has rolled out an editorial strategy to distribute company news with the teams:

- on "Topnet", the Group's intranet, 189 news items were published in 2022 (+ 15% vs. 2021). In addition, each employee can now share local news via a space called PO Voices;
- the most significant news items are sent directly in the form of an emailing campaign called Topnews (15 in 2022);
- the launch of a monthly newsletter The Recap ';
- a summary of information is then provided monthly to all sites around the world, so that they can share it on their communication screens, usually present in break areas. This is shared by an average of 65 sites a month;
- lastly, the Group publishes a bi-annual internal magazine called "Optimum", whose content is developed from editorial committees bringing together all of the Group's activities and corporate functions. This magazine is translated into eight languages and is available to all employees digitally or in print. The last issue presented the Group's corporate purpose, values and strategic developments.

The Group's communication is also deployed on social networks, with strong growth on LinkedIn in particular (+ 52% in followers) and the launch of an Instagram account at the end of the year.

Performance

MANAGER TURNOVER RATE

	2020	2021	2022
Management turnover rate	9.95%	13.82%	11.77%

The higher turnover trend observed in 2021 continued in 2022 in a context of economic recovery and market dynamism.

ABSENTEEISM RATE BY REASON

	2020	2021	2022
Absenteeism rate due to workplace accidents	0.04%	0.04%	0.03%
Absenteeism rate due to other causes	2.54%	2.77%	3.20%
TOTAL ABSENTEEISM RATE	**2.58%**	**2.81%**	**3.30%**

Within the Group, absenteeism, although slightly up, remained at a low level.

EQUAL OPPORTUNITIES, DIVERSITY AND INCLUSION

Risk description

Intentional or unintentional discrimination can make career opportunities more difficult for certain populations. This is the case for people with disabilities, women, young people, but more broadly for all minorities, including those related to ethnic or cultural origin. This discrimination can prevent the creation of a favorable environment for the long-term integration of these populations and therefore penalize the Company's overall performance.

Such discrimination can have a number of consequences for a Group like Plastic Omnium:

- deprive the Company of the wealth of diversified talents representative of society and the local environment and have an impact on both its local and overall performance;
- cause a decline in the commitment of employees, who may feel negatively impacted or penalized by this discrimination;
- generate penal and financial penalties in cases of proven discrimination.

Policies and procedures

The diversity of talents and profiles within the teams is part of the richness of the Group. Plastic Omnium recognizes the need to provide an inclusive work environment for all employees, with particular emphasis on promoting the employment of young people, developing careers for women and integrating workers with a disability. Furthermore, Plastic Omnium seeks to make its organization and the teams that make it up more representative of the local cultures in the markets where it operates, by integrating the specific dimensions of local diversity.

The Group's membership of the United Nations Global Compact in 2003 is, among other things, at the origin of its Diversity policy. The fight against all forms of discrimination is regularly reaffirmed. It is incorporated into the Group's Code of Conduct. Initiatives for women and young people are also markers in the ACT FOR ALL™ program.

Plastic Omnium is convinced that diversity and inclusion are the source of better ideas and innovations that improve business performance. This is a major focus of its strategy, and is reflected in quantitative objectives throughout the organization and the implementation of an inclusive working environment.

Diversity must be integrated into the corporate culture in order to have an impact. This is why Plastic Omnium has developed a training plan to counter misconceptions and cognitive bias on these topics. The Group also wants to promote internal mobility and career opportunities for women by favoring local initiatives.

Analysis of wage gaps led to the implementation of actions to gradually reduce the gaps, with part of the budget being reserved for salary adjustments.

Career development for women

In order to improve the place of women in the Group and the industry, Plastic Omnium has set itself several objectives by 2030:

- 30% women in the Group;
- 30% of engineers and managers are women;
- 40% of the Group's and activities' Executive Committees are women.

Three areas of focus have been set to achieve these targets:

- identify and promote female profiles likely to match vacant management positions;
- raise awareness among all employees of unconscious bias and the benefits of a more diverse management team;
- support women as soon as they join the Group, develop internal procedures and work tools and develop appropriate career paths.

At the same time, the Group aims for women to comprise 30% of the permanent technical and engineering workforce by 2025. Four specific areas have been identified to increase the proportion of women in this population:

- encourage external recruitment and reach 30% women in new hires in these professions by 2025;
- promote internal mobility and enable at least one female employee to apply for each job offer;
- take action to retain female technical profiles and aim for zero voluntary departures from these positions;
- accelerate acculturation and eliminate entry bias through a specific training cycle for managers and engineers.

Emphasis will also be placed on recruiting young talent through initiatives such as “Elles bougent”.

BREAKDOWN OF WOMEN BY SOCIO-PROFESSIONAL CATEGORY

	2020	2021	2022
Number of women	5,888	5,737	9,279
Proportion of women in the Group	26%	26%	31%
Number of women managers & engineers (M&E)	1,121	1,136	1,687
Proportion of women at M&E	21.6%	22.2%	23.2%
Number of women in Senior Executive roles*	-	11	16**
Proportion of women in Senior Executive roles*	-	24.4%	23.2%**
Number of women managers hired during the year	111	163	285
Proportion of women managers hired	28.5%	27.1%	27.0%

** This indicator has been monitored since 2021.*
*** In 2022, the reporting scope was extended to include the Executive Committee of New Energies, HBPO and PO Lighting.*

In view of these commitments, several actions were completed in 2022.

The Group has implemented Diversity objectives in its various governance bodies and for its managerial staff. The number of women in all management grades increased again in 2022. The Group’s Executive Committee is composed of 13 members, including 4 women, i.e. 31%.

The internal WoMen@PO network, launched in April 2019, brings together more than 450 women and men wishing to raise awareness among their colleagues and generate dialog on the subject of diversity and inclusion. They are supported by three sponsors who are members of the Executive Committee and a Group Coordinator who coordinates them. This year, the program has been extended to Spain, India, the United Kingdom, Poland and Germany, countries that have already planned events from the first quarter of 2023. Last June, an “empowerment session” with Félicie Burelle attracted more than 400 employees. Most recently, Staci J. Duncan, Value Chain Manager at BMW, shared her career path in the automotive industry as a woman.

The WoMen@PO network in South America has launched numerous actions, including open digital discussions to highlight female employees and “Safe Space” discussion groups. The very active American section of WoMen@PO organized a series of “Lunch & Learn” sessions with inspiring speakers.

In November 2022, Spain organized a “Gender Equality Day”, with a different initiative rolled out at each site, for example with an escape game on the theme of equality. The Spanish team also welcomed young women to the sites to explain the various jobs to them.

France set up a digital café on the theme of female and male stereotypes, as well as activities to support the association “Girls on the move / Elles bougent”. Partnerships with associations are an interesting lever to help change clichés and stereotypes. Plastic Omnium’s female employees, sponsors of the "Elles Bougent" association, promote technical and engineering careers among young women in order to attract them to scientific trainings and careers. This year, four sites in Spain, Belgium, China and Morocco also decided to participate in the “Girls on the move” initiative, an international offshoot of “Elles bougent”, and will open their sites to students from the region.

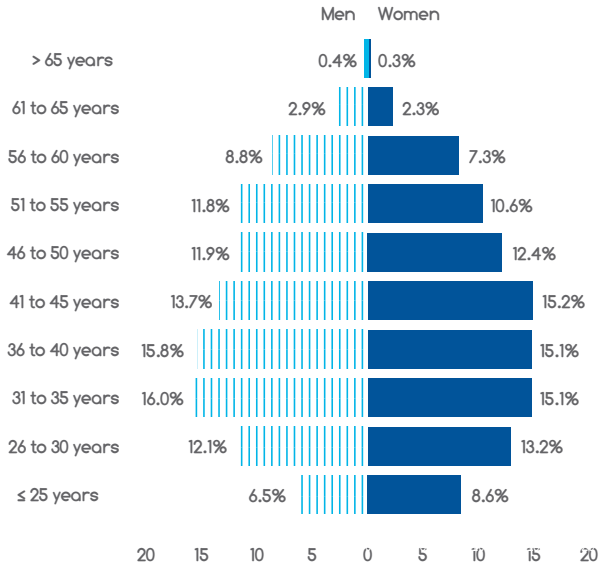
Performance

The Plastic Omnium entities have calculated their Gender Equality Index, which has been mandatory in France since the beginning of 2019. For 2022, the two entities comprising the majority of the workforce (IES and CES) have seen their result rise to between 94 and 95. The other entities have a result of between 85 and 86.

The identified areas for improvement confirm the main direction taken by the Group over several years: the promotion of women to management roles.

Plastic Omnium won the Codir "Conqueror of the Year" award for 2022, presented by the RH&M Group, a specialist in the training and development of Human Resources Professionals and Management Executives. This initiative highlights the role of the collective in the success of a strategy.

BREAKDOWN OF EMPLOYEES BY GENDER AND AGE BRACKET



Excluding PO Lighting

Promotion of youth employment

Strengthening its appeal to young people in order to attract the talent needed to achieve Plastic Omnium's ambitions is a key pillar of the Diversity Policy. As such, the Group frequently meets students in schools and universities.

Partnerships are thus set up with schools developing the Group's strategic skills:

- in France, with École Centrale Lyon and Raid Centrale Supélec, as well as with UTC Compiègne and INSA. Plastic Omnium is also developing a relationship with ENS-Saclay on the theme of strengthening diversity in the scientific professions.
- in England, with Burton and South Derbyshire College;
- in the United States, with Kettering University in Michigan;
- in Slovakia, with STU-Slovak University of Technology at Bratislava, the team of students of Bratislava STUBA GREEN TEAM in the field of automotive sport and the Silesian University of Technology in Gliwice;
- in Poland, with the Lublin University of Technology;
- in Romania, with the University of Pitesti;
- in India, with the CADCAMGURU Solutions Pvt. Ltd training provider.

The Group also took part in events for young people:

- a "graduate program" was launched in India open exclusively to women;
- mentoring programs have been set up in China, India and France;
- "Lunch & Learn" sessions aimed at bringing together young people for lunch on topics of lifelong learning were launched in virtual participation mode;
- a "gender recognition" program was launched in the USA.

In 2023, Plastic Omnium is launching:

- a coordinated program of relations with schools around industrial sites, as an extension to the Girls on the Move network created by the Elles Bougent association, designed to attract students to industrial jobs;
- an extension of its graduate programs to several countries with a focus on certain sensitive activities such as finance or IT;
- an internal robotics training school in Morocco for its industrial applications in Europe.

Performance

The Group continued its policy of recruiting interns and apprentices this year. Thus, 1,204 interns, VIEs and apprentices were welcomed and supported in 2022, i.e. 329 more than in 2021, thanks to the policies implemented to recruit young people on work-study contracts or internships, the 2025 target (1,000 recruitments) was achieved and revised upwards to 1,300 recruitments. In ten years, more than 400 young talents have taken part in the Group's international VIE program. Moreover, there were no incidents of discrimination to report in 2022.

In October 2022, the 4th α-Alphatech induction day for work-study students and interns brought together more than 40 work-study students and interns from the Levallois-Perret, α-Alphatech and Nanterre sites and the CES plants in Compiègne and Pfastatt.

This day, dedicated to our young recruits, is part of our ACT FOR ALL™ policy to promote the employment and integration of young people in the Group. The purpose of this induction day is to present Plastic Omnium and its products, as well as the various functions and core segments of Clean Energy Systems and New Energies.

This action, the cornerstone of the integration process for young people, facilitates their arrival by quickly familiarizing them with the PO environment. This event also makes it possible to create an initial sense of belonging and a reference community to turn to.

NUMBER OF INTERNS/VIE/APPRENTICES

	2020	2021	2022	2025 Target
Number of interns/VIE/apprentice	804	875	1,204	1,300

Workers with disabilities

For several years, the Plastic Omnium Group has chosen to promote strong diversity within its Company. Diversity is an asset and contributes to better overall performance.

Policies and procedures

Plastic Omnium is a signatory of the Manifesto for the Inclusion of People with Disabilities in Economic Life, affirming its commitments in this area.

After a four-year agreement with AGEFIPH, since January 1, 2022, Plastic Omnium's disability policy in France has been part of an Agreement on the inclusion of people with disabilities. This Agreement, signed by all trade unions representing the Group in France for the period 2022-2024, was approved by the DRIEETS (Interdepartmental Regional Department for the Economy, Employment, Labor and Solidarity). In particular, it provides for:

- changing the way people look at disability through training and communication / awareness-raising actions;
- keeping our employees with disabilities in employment;
- recruiting and integrating employees with disabilities;
- increasing our purchases from the sheltered and adapted work sector (STPA);
- management and monitoring of the disability policy in France.

In addition, to publicize the provisions contained in the Agreement widely and relay the objectives, two disability sponsors have been appointed within operational departments.

In France, the Mission for workers with disabilities is working on improving the inclusion of people with disabilities at all Group sites. It relies on a network of contacts at each French site. The people in charge of the disability policy are organized according to a dedicated governance:

- one full-time person in the Group's Human Resources and Sustainability Department, supported by a work-study student;
- one contact per site within the Human Resources team;
- relays within the HSE, Health (nurses, social workers) and management teams and the employee representative bodies;
- inclusion of external partners: Occupational Health Services, Cap Emploi, Agefiph, specialist firms, etc.

Raising awareness is one of the key success factors in building a culture that promotes diversity, particularly by removing conscious and unconscious bias. In this regard, several actions were carried out in 2022.

An information campaign has been rolled out every quarter since 2021 by the Mission for workers with disabilities at all Plastic Omnium sites in France. In 2022, the themes highlighted by posters focused on cancer, musculoskeletal disorders, autism spectrum and Dys disorders, RQTH (Recognition of Disabled Workers). In the spring, webinars on digital accessibility were offered for the second consecutive year and brought together around 100 employees.

In the autumn, a video testimonial was produced and published internally and externally to demonstrate employees' engagement towards the inclusion of people with disabilities.

During the SEEPH (European Disability Employment Week) from November 14 to 20, 2022 on the theme of full employment for people with disabilities, several events were carried out on Plastic Omnium sites in France: quizzes, games, real-life role plays or role plays using virtual reality headsets, "hearing loss" coffee break, information stands, etc.

For the Duoday during the same week, 27 employees volunteered to form pairs with people with disabilities and introduce them to their jobs and the corporate world. In the end, 10 pairs spread over 7 sites were set up to match with the people with disabilities who had registered to participate in this day.

In order to promote the recruitment of people with disabilities in France, several actions were implemented in 2022:

- signing of a partnership with a specialized firm to support Plastic Omnium France's recruitment and thus participate in the professional integration of people with disabilities;
- participation in specialized recruitment forums to meet people with disabilities in search of employment (internships, work-study programs, permanent employment contracts): CIDJ forum, reverse forum and career forum with our partner Arpejeh and "Les Mardis des talents and inclusion ";
- publication of job offers on a specialized job board for people with disabilities in France (www.handicap.fr);
- organization of company visits for young people with disabilities;
- continuation of a mentoring initiative between Plastic Omnium France employees and students with disabilities.

These efforts led to the hiring of 12 people, including three with autism spectrum disorders. For these profiles, prior awareness-raising was set up for the teams in order to adapt and secure their integration.

Plastic Omnium works on a multidisciplinary basis to seek solutions to keep its employees, particularly those who declare themselves to be disabled, employed. Job retention thus involves HSE, ergonomists, the Mission for workers with disabilities, occupational health services, social workers, Cap Emploi and other outside experts. Personalized solutions can be planned according to the specific needs of employees with recognized disabilities.

Purchases from the sheltered and adapted sector are also an essential means of supporting the employment of workers with disabilities. All French sites work with ESATs – the French Work Assistance Establishments and Services – or EAs – Adapted Enterprises. In 2022, Plastic Omnium spent more than €1.5 million with around 20 suppliers in the areas of packaging, logistics, green spaces, etc. Two plants also use ESAT workers, who work on Plastic Omnium's premises to help the teams of permanent employees.

In 2022, disability training was organized for purchasers of indirect services. This training aims to develop greater collaboration between the company and the sheltered and adapted work sector.

Lastly, 2022 was marked by the strengthening of a partnership with GESAT, a specialized purchasing network for the sheltered and adapted work sector.

In 2022, to better manage certain key data, the Mission for workers with disabilities set up an internal monthly reporting process based on five indicators; these allow for regular monitoring of the actions of the French sites and proposals for corrective actions, where necessary. In addition, the Mission for workers with disabilities promotes the topic of disability through monthly meetings with disability officers and makes various resources available to them in a shared file space.

Performance

In France, the employment rate of people with disabilities in Plastic Omnium Group companies almost reached the legal obligation of 6% at the end of 2021, standing at 5.97%. It has steadily increased since the launch of the Mission for workers with disabilities in early 2018. It should be noted that since 2021, annual declarations are now made at the end of May of year N+1; the 2022 rate is therefore not yet available for this publication.

WORKERS WITH DISABILITIES - WORLDWIDE SCOPE

	2020	2021	2022
Number of workers with disabilities	393	421	389
Workstations adapted for workers with disabilities	40	55	38
Number of workers with disabilities recruited in the year	21	28	12

Excluding PO Lighting

SOCIAL DIALOG

Risk description

Social dialog is essential for a good social climate and for the involvement of the labor force in the Group's strategy. The fundamental elements of social dialog are ensuring good representation of employees, allowing employees free association and respecting trade union rights, providing reliable and fair information, consulting employee representatives for decisions that require this, and negotiating with representative bodies and trade union organizations in the Group.

The quality of social dialog is also a factor in employee engagement. Conversely, the absence of social dialog leads to a loss of cohesion, employee engagement and the risk of conflict. It hinders the development of the company and its ability to implement its strategy.

Policies and procedures

Plastic Omnium's labor relations policy aims to develop dialog and consultation in all countries where the Group operates. Social dialog is present at all levels, locally in each country and entity, but also at Group and European level. An integral part of the Group's support functions in terms of Human Resources, the Labor Relations Department ensures the quality of this dialog within the Group, in particular through the coordination of the European Works Council and negotiations for all activities. Plastic Omnium's Board of Directors has two employee representatives elected by employee representatives through the European Works Council and the France Group Works Council.

Performance

Plastic Omnium's European Works Council was set up in 1996 by an anticipation agreement on legal provisions. It is composed of 39 permanent members, bringing together representatives from 10 European countries in which Plastic Omnium operates.

In 2022, the plenary meeting of the European Works Council was once again organized face-to-face. Over two days of preparation, discussions and dialog, the results, strategy, aspects relating to corporate social responsibility, the environment, safety and Human Resources were shared with representatives.

The European Works Council has a bureau composed of five permanent representatives (as well as four alternates). It met twice in addition to the European Works Council meeting in 2022 in order to address the issues of the implementation of the Group's strategy and without waiting for a plenary meeting of the Council, in particular in connection with planned acquisitions.

In addition to the consultation organized at the level of the European Works Council, social dialog is implemented at the local level with employee representatives and trade unions in each country and entity. This leads to numerous exchanges, discussions and consultations, as well as negotiations and agreements. Thus, 71 Social Committees and 115 Safety Committees meet regularly at the various sites or entities around the world.

Discussions with trade unions and employee representatives resulted in the signature of 215 agreements in 2022, testifying to the quality of social dialog within the Group.

Conclusion: Employer of choice

The role of Human Resources is essential in supporting the ambitious objectives that the Group has set for itself. The automotive industry is undergoing unprecedented transformation, in which carmakers and equipment manufacturers must accelerate their transition to new forms of mobility.

To meet each of the Group's strategic pillars (Operational excellence, Innovation and Sustainability), Human Resources has an essential role to play. The Group's values disseminated through the publication of the Group's purpose in April 2022, and embodied by employees, also reinforce the commitment of all to achieving the ambitious objectives that the Group has set itself.

The Group's success is based on the skills, know-how and commitment of its employees. Talent and skills management enables the Group to maintain a high level of expertise and anticipate future needs while making Plastic Omnium an employer of choice. This involves:

- improvement of the employee experience through professional development;
- reinforcement of the robustness of internal mobility and career development processes;
- anticipation of changes in jobs and training needs and rewarding operating performance.

After having published its purpose and to increase its talent appeal, the Group is continuing its work on the employer brand by involving numerous teams such as the Human Resources, Sustainability and Communication Departments and the various activities.

The Group's LinkedIn page had 226,000 subscribers at the end of 2022, up 56% compared to 2021. 124 posts were published on it during the year. This year, Plastic Omnium made its debut on Instagram, aiming to engage on two main themes: people-oriented news and product knowledge. The target audience is varied: initially PO employees, as well as future talents, customers and automotive, design and techno enthusiasts.

1,410 job offers/internships were published in 2022 (vs. 995 in 2021) and an average of 3,900 applications were received each month (vs. 2,448 applications per month in 2021).

4.3.2 SOCIETAL STAKES

4.3.2.1 BUSINESS ETHICS AND TAX EVASION RISKS

Risk description

Within an international Group, it is particularly important to take into account the risk of business ethics and tax evasion. This risk can cover several topics such as fraud, corruption, conflicts of interest, insider trading or anticompetitive practices. It may concern isolated acts that do not comply with the regulations in force or the Company's internal policies and procedures, which could then see the Company exposed to financial sanctions by the authorities and its image tarnished.

Policies and procedures

1) The Code of Conduct

To prevent the occurrence of such isolated acts. Plastic Omnium has formalized its Code of Conduct since 2003 and reviews it regularly. The last update in 2018 was an opportunity to split the document into two parts: commitments and obligations of Plastic Omnium to employees and vice versa. It was also on this date that the Plastic Omnium whistleblowing procedure was introduced in the Code of Conduct.

This Code of Conduct presents the non-negotiable rules that the Group has set itself in terms of respect for Human Rights, fundamental freedoms, competition, health and safety, diversity, the environment and preventing discrimination, fraud, corruption and influence peddling. It also reminds employees of their obligations: protecting the Group's assets and image, guaranteeing product quality and safety, and complying with ethics rules and regulations. The Code of Conduct is translated into the main languages used within the Group, i.e. 22 languages to date.

In addition, Plastic Omnium's membership of the United Nations Global Compact since 2003 requires it to comply with the 10 principles relating to respect for Human Rights and international standards on labor, environmental protection and the fight against corruption.

The Internal Control and Compliance Committee is composed of managers from the Human Resources, Finance, Compliance, Risks and Internal Audit, and Legal Departments, as well as the activities. It guides the Group's compliance policies and actions and relies on a network of Compliance correspondents around the world.

2) Employee ethics training and awareness: e-learning training continued in 2022.

- The e-learning Code of Conduct was followed in English by all new Group managers. It is included in the Welcome package for managers. It is available in seven languages and will be translated into the languages of three new countries (India, Japan, Brazil) in 2023. Whenever a new translation is available, all managers in the country concerned repeat this e-learning course in their language.
- The anti-corruption e-learning, available in 22 languages, is followed by all Group managers and non-managers in the exposed functions (purchasing, sales, logistics, finance). In June 2022, a training campaign for this module began, which ended in December.

In 2020, HBPO introduced its own e-learning module, incorporating training videos made available by the United Nations. A three-year plan provides for the gradual enhancement of e-learning as well as the training of all managers and administrative staff;

3) Corruption risk mapping will be updated in 2023, in particular to cover new activities. This update, which will involve operations, will focus on the identification of risks, their analysis, the inventory of existing controls and the ranking of risks according to impact and occurrence criteria. Where applicable, this update will highlight additional controls to be implemented.

4) Third-party assessment procedures: Plastic Omnium is developing a responsible approach to its purchases and supplies. Setting up a responsible supply chain requires knowing your suppliers and identifying the risks involved in order to better control them. To this end, the Group endeavors to assess the compliance of its suppliers with its Sustainability requirements using digital solutions. In 2022, Plastic Omnium implemented the Know Your Suppliers program, which includes:

- specific governance: the Supplier Compliance Committee;
- dedicated procedures;
- monitoring and evaluation tools.

This approach is based on a prerequisite: signature of the Suppliers' Charter. The program then includes the general assessment of the Group's suppliers, covering 95% of Group expenditure, using a risk assessment platform. Lastly, more in-depth assessments according to defined criteria (countries of operation, business sectors, sanctions and controversies to which suppliers may have been subject) are carried out in partnership with ECOVADIS. Suppliers presenting a low risk (green) are not subject to any due diligence, but are regularly monitored. Suppliers presenting an average risk (orange) are required to actively engage in an assessment process in order to improve their performance. Lastly, suppliers presenting a high risk (red) must be the subject of an immediate action plan and remediation; failing this, they cannot be consulted for calls for tenders.

All information related to suppliers is accessible via a digital platform.

5) Accounting audit procedures are designed in particular to ensure that the books are not hiding corruption. Internal Audit regularly monitors compliance with these procedures in all Group subsidiaries.

6) The whistleblowing mechanism: alerts from employees to report behavior or situations which infringe the Code of Conduct are collected by e-mail (corporatesecretary.ethicsalert@plasticomnium.com) or mail (Compagnie Plastic Omnium, Alerte Éthique, 1, allée Pierre Burelle, 92300 Levallois-Perret, France). Employees may also alert their managers or any other person, if they wish. Alerts are treated anonymously. The process is described in the Code of Conduct, available in 22 languages on the intranet and on the Group's website. A dedicated committee is in charge of monitoring and processing these alerts (excluding HBPO whose alerts are monitored by the Compliance Officers, but following the acquisition of HBPO, the process will be modified in 2023 so that the activity of PO Modules is included). This *ad hoc* Committee is composed of the Compliance, Human Resources and Internal Audit Departments. It studies the alerts, the need to call on an internal or external third party to investigate, decides on the response to the alert, monitors progress and/or closes the alert.

7) The disciplinary regime: Plastic Omnium's Code of Conduct has the same legal effect as Internal Rules where local legislation allows. A zero tolerance policy has been introduced by the governing body: any breach of the rules of the Code of Conduct may expose employees to disciplinary sanctions. Where permitted by law, a reference to the Code of Conduct has also been added to employment contracts. All new hires receive a copy. Reporting has been set up within the Human Resources Department. It makes it possible to monitor, each year, the disciplinary sanctions taken by the local human resources teams, in the context of breaches of the provisions of the Code of Conduct.

8) The internal control mechanism and assessment of measures implemented: the Internal Audit Department performs an annual audit of its entities and sites to ensure compliance with procedures and the efficiency of the processes to prevent, detect and correct wrongdoing. In 2022, 25 audits were conducted.

9) Ethics governance: Plastic Omnium has developed a compliance network that acts as an operational relay and serves as a link between operations and the head office.

The Group has also set up several committees dedicated to compliance: an ***ad hoc* Committee** dedicated to handling alerts, an **Internal Control and Compliance Committee** and a **Supplier Compliance Committee**.

The Chief Compliance Officer reports to the Group's Board of Directors and is assisted centrally by:

- a Corporate Legal Director who assists the latter in the development of the Compliance strategy with, since the beginning of 2022, a Group Compliance Operations Director who focuses on coordinating the compliance network;
- certain support functions such as the Internal Control, Risk, Purchasing, Human Resources and Internal Audit Departments.

TAX EVASION

Due to its presence in 28 countries, Plastic Omnium is subject to a significant number of often complex tax regulations, the structure and interpretation of which are likely to generate risks.

The Group has therefore defined a certain number of principles that govern its tax policy:

- compliance with the laws and regulations in force in the countries in which it operates, including the filing of tax returns and making the required payments on time;
- a commitment not to create subsidiaries in so-called "non-cooperative" countries or to use structures lacking economic substance. In the event of the acquisition of such a structure as part of a M&A (Mergers & Acquisitions) transaction, Plastic Omnium would endeavor to liquidate it to the extent possible;
- the implementation and regular update of a transfer pricing policy in line with the arm's length pricing principle;
- building constructive and professional relationships with tax authorities. Thus, Plastic Omnium has committed to the Tax Partnership with the French tax authorities;

The Group publishes a list of its consolidated subsidiaries in this Universal Registration Document and provides the French tax authorities with a country-by-country tax report.

The Tax Policy is approved by the Senior Executives, on the proposal of the Group Tax Department, which is responsible for implementing it, in collaboration with the local Finance Departments, under the supervision of the activities.

Performance

The performance indicator, the Ethics Awareness Index, defined in 2019 as a marker for the ACT FOR ALL™ program.

This ethics index reports on employee training and adherence to ethics within the Group. In 2022, it was calculated as follows:

- The % of newcomers following the Code of Conduct module represents 50% of the ethics index calculation.
- The % of all managers and of non-managers in exposed functions (purchasing, sales, logistics, finance) following the anti-corruption module represents 50% of the calculation of the ethics index.

Thus, the ethics index was 88% in 2022.

4.3.2.2 CYBER RISK/IT CONTINUITY OF SERVICE – DATA PROTECTION

Risk description

A cyber risk is defined as any risk of financial loss, business interruption or damage to a company's reputation.

The digital transformation and digitization of the functions and activities result in an increase in the digitization of the processes and volume of data managed by the Company. This transformation, which has been accelerated in recent years by the implementation of the OMEGA transformation program, must be accompanied by appropriate security of systems and data in order to protect Plastic Omnium from all IT attacks.

Policies and procedures

Within the IT Department, the Cyber Defense Department manages data protection and network security.

An Information Systems Security Policy formalizes the main principles, governance and rules that structure cyberdefense actions within the Group.

A charter for the use of communication resources and IT tools sets out the security rules for all employees.

The Group has also formalized its commitments in a Personal Data Protection Policy.

One of the major stakes of cybersecurity is to adapt to the changes made by the Group (acquisitions, transformation, growth, etc.). To this end, Plastic Omnium has drawn up a strategic cybersecurity plan for 2025. This plan addresses all topics related to cybersecurity and in particular the protection of the Group's data, securing the industrial perimeter, assessing the maturity of the cybersecurity of our suppliers as well as the implementation of the principle of "zero trust", which secures access to Plastic Omnium's data. These changes are in line with the digitization of practices: secure access to information, increased use of the cloud or remote working.

Plastic Omnium is involved in various associations such as CLUSIF (French IT Security Club), CESIN (Club of IT Security and Digital Experts) and CIGREF (IT Club for French Groups and Companies). These clubs bring together major French companies, including carmakers, and share information (latest attacks, exchange of best practices, new technologies, etc.). The ANSSI (French National Cybersecurity Agency) is also an important source of information to monitor and guard against new and emerging threats.

The Group pays particular attention to the stakes around personal data protection. In Europe, this protection of personal data, subject to the General Data Protection Regulation (GDPR), relies on a dedicated organization: two internal Data Protection Officers (DPOs) steer GDPR compliance with the support of a network of correspondents in each country. This organization enables data protection principles to be incorporated into the management of new projects from the design phase (Privacy by design).

Performance

The development of the cybersecurity culture within the Group is a major stake in preventing this risk. In order to train all its employees in cybersecurity, Plastic Omnium has therefore set up an e-learning module, available in 17 languages, which makes users aware of the main cyber risks and reminds them of best practices to be implemented. In addition, the Group conducts regular campaigns to raise awareness of the risk of phishing (a fraudulent technique intended to deceive Internet users into communicating personal and/or banking data by pretending to be a trusted third party). Two exercises simulating a phishing attack on the Group's scope were carried out in 2022.

As part of a continuous improvement approach, an internal system to assess the level of maturity of industrial sites is implemented. External audits are also carried out: in 2022, 9 sites were certified or had their certifications renewed with TISAX – Trusted Information Security Assessment Exchange – the standard used in the automotive industry.

4.3.2.3 PRODUCT SAFETY-QUALITY AND CUSTOMER SATISFACTION RISKS

Risk description

Guaranteeing a quality product is a key issue for Plastic Omnium, reflected in the attention paid to all stages of the product life cycle: design, manufacturing, usage and end-of-life.

Plastic Omnium products are safety components subject to many standards and strict requirements to deliver complete satisfaction to direct customers and end-users. A quality or safety problem could have serious human or financial consequences and would permanently damage the Group's reputation.

Policies and procedures

Product safety and quality are included in Plastic Omnium's Code of Conduct and stated as a priority for all employees. The rules of conduct provide for ensuring both product compliance and health, safety and quality standard at every stage of manufacturing, from design to distribution. No production is authorized without the validation of the control systems by the quality teams. This is integrated into all of the Group's projects.

Operational excellence and innovation are not only the pillars of the Group's strategy, they are also fundamental values that guarantee the maintenance and development of the quality of Plastic Omnium's products and services. Innovation has been part of Plastic Omnium's DNA since its creation. It makes it possible to offer ever more efficient solutions and products, meeting the requirements of sustainable mobility and customer expectations: safety, lightness, aerodynamics, recyclability, new energies.

An industrialist since its inception, Plastic Omnium's operational excellence is recognized by all its customers around the world. The same execution and quality requirements are applied at all its production sites in order to meet customer satisfaction throughout the production value chain. These values are carried on a daily basis by employees and contribute to the Group's success.

In 2022, Plastic Omnium announced its purpose. Operational excellence and Innovation are thus presented as fundamental values underlining the Group's demand for quality at all levels:

- "We think big and keep our commitments", is how we design the mobility of the future. Set ambitious goals, commit to meeting them and strive for excellence.
- "We take risks to open up new avenues" is how we encourage new ways of thinking and smart risk-taking. Show courage and determination to be open to new ideas. Dare and innovate.

Driven by the Quality Department of each activity with its own policies and resources, quality is embedded in several areas to ensure compliance throughout the product life cycle:

- operational quality;
- project quality;
- system quality;
- supplier quality.

Plastic Omnium is particularly attentive to the protection of its inventions. Patent applications are filed covering the technical scope of the invention, focusing on the key features of the technical solution and also the design alternatives identified, to also block their access to competitors and reduce the possibilities of circumventing the patent.

The Group uses collaborative tools to file a patent:

- Invention declaration form
- Documentary research. There are several types of documentary searches to find out whether the chosen concept is really patentable. This is a first internal filter to have an economy of scale and avoid filing a patent on an already existing invention. Competitor solutions that already exist are researched and a study of the freedom to operate the product may also be carried out if this proves to be relevant.

Monthly meetings are organized in the various R&D divisions to monitor new patent applications. During these meetings, documentary research, patent filings and analyzes of securities belonging to third parties are discussed. A consulting firm supports the Group's various divisions with patent filings. The first patent applications are first filed with the INPI in France or the European Patent Office and are then extended to other countries. Thanks to the selectivity made at the time of priority filings, a very large number of these first requests have a first search report which is analyzed positively and are the subject of an extension to cover other territories.

Operational quality

Operational quality represents the resources and methods used by Plastic Omnium to ensure control of all its quality processes and the quality of its products.

Building and promoting a culture of quality in the activities is essential to ensure operational quality. The success of a quality program depends first and foremost on a robust organization, mastery of key information, strategic skills and driving leadership.

Strict rules are established and presented during quality training on the management of defective or suspicious parts, inspections, measurements, error detection or process control.

As part of the OMEGA project, Intelligent Exterior Systems improved standardization in the activities by mapping the operational requirements of the various functions. An internal roadmap provides for the communication of new operational standards in order of priority, over a total period of three years. The objective of this project is to improve industrial performance and standardize methods across all of the activity's production sites.

Intelligent Exterior Systems also has a training library of around 80 modules. These training courses cover all quality needs and requirements: training on customer requirements, processes, risk analyses and mindset.

The quality approach of the Clean Energy Systems teams focused in particular on the operational quality culture and non-compliance, with the aim of reducing the costs of quality failings by 2026.

HBPO has mandatory online training for everyone and on-site training in plants. Due to the diversity in types of plants, training is carried out according to the risks and on-the-ground observations reported by the site quality managers.

Project quality

Project quality covers all the processes put in place by Plastic Omnium to ensure the development of products that meet customer requirements and specifications.

All products are assessed from an end-user security risk point of view right from the design phase. Projects are tested with a mechanical risk method. Customer Specific Requirements (CSR) are incorporated into the quality processes.

Within the Intelligent Exterior Systems laboratories, two of which are ISO 17025 certified (the certification for testing and calibration laboratories), the teams carry out digital and physical tests using climatic chambers and vibrating bridges or by performing pedestrian crash tests. The teams also began a feasibility study for an innovative system to see and detect defects during the manufacturing stages.

Within Clean Energy Systems, quality tests are organized at the Group's Research & Development sites. Complete product traceability (traceability of the components, identification of the delivery) is systematically recorded, and the traceability data is saved. It is effective on an ongoing basis.

Quality requirements also cover the needs and specifications of customers. A reaction plan is set up in the event of customer complaints: transmission of information within the plant, processing, immediate disposal of parts, analysis of inventories and parts in transit. The quality teams monitor incidents in the field in the customer portals on a continuous basis.

The expectations and specificities of HBPO's customers tend to change, which leads teams to analyze and sometimes break down existing processes in the plants in order, for example, to reduce energy consumption during manufacturing.

Within Intelligent Exterior Systems, the Quality Department works together with the Innovation Department on risk analyses related to future customer expectations. As such, changes are under way, in particular on the integration of ADAS (Advanced Driver Assistance Systems) functions for autonomous vehicles or 4D Imaging Radar.

System quality

System quality covers the quality management systems implemented within the Group. The Integrated Management System (IMS) makes it possible to manage several quality systems by integrating the objectives of each one into an overall performance strategy.

The objective of the IMS is to achieve operational excellence at the global level by covering all processes to develop a strong quality culture throughout the organization, and to promote it to suppliers, customers and partners. It also strengthens the quality spirit within the Group with its six quality principles based on non-compliance management, work quality standards, customer requirements, work environment, problem-solving and continuous improvement.

Clean Energy Systems integrated the quality systems covering the requirements of ISO 14001 (Environmental Management System), ISO 45001 (Occupational Health and Safety Management System), ISO 50001 (Energy Management System) and IATF 16949 (Quality Management System specific to the automotive industry).

HBPO also has its own IMS which includes in particular the IATF. The IMS is being rolled out to all of its sites. HBPO wants to adapt its performance to the Group's stakes and prioritize the reduction of greenhouse gas emissions and costs in its overall performance.

The digitization of quality systems also makes it possible to improve data management and the quality of reporting. The Clean Energy Systems teams worked on the introduction of a new data management tool. The purpose of this internal system is to make the decision-making process more objective, make data collection more reliable and to automate the traceability of information.

Quality audits and certifications

The quality approach is reflected in the certification of all sites according to the IATF 16949 standard (Quality Management System), in the performance of internal product/process audits and in the follow-up of remarks made by teams dedicated to compliance with quality protocols.

Internal audits are mandatory. Non-compliance and recommendations systematically trigger an action plan submitted for validation by the auditors. Executive Committees in the plants also steer an audit approach to verify standards, carried out at the managerial level and commonly known as LPAs (Layered Process Audits).

The proportion of IATF 16949 certified sites in 2022 was 95% (99 sites out of 104). For Intelligent Exterior Systems, 38 out of 38 sites are certified, 37 out of 39 for Clean Energy Systems and 24 out of 27 for HBPO.

Supplier quality

To deploy the quality approach with suppliers, the teams have a mirror organization of the Purchasing Department. Each business unit has an activity dedicated to the selection and management of suppliers and a development activity. The relationship with suppliers revolves around the qualification of the components and parts assembled into the finished products. Benchmarking of internal suppliers includes the robustness of the quality management system: ISO 9001 or IATF 16949 certification is required, followed by an on-site audit. Finally, throughout the partnership, materials and components are regularly checked upon receipt or during the manufacturing process.

In each country, a team of experts ensures the quality of the most common products such as resins, paint, glue, chrome, tooling, etc.

Performance

Number of R&D centers: 43

Number of employees in R&D centers: 2,616 (at end-December 2022, IFRS scope)

Patent families filed: 55

Percentage of sites certified IATF 16949: 95%

4.3.2.4 RESPONSIBLE PURCHASING / SUPPLIER RISK

Risk description

Due to its international reach and multiple locations, Plastic Omnium is particularly vigilant about the consequences that the activities and behavior of its suppliers could have on the Group. A breach by one of these stakeholders of laws and regulations relating to the environment, human rights or business ethics may affect the Group's operating activities, economic performance or reputation and harm the company.

The relationships that the Group, through its various activities, builds and maintains with its suppliers are part of the responsible entrepreneurship pillar of its ACT FOR ALL™ Sustainability program.

This ambition fully meets the principles of responsibility to which the Group refers by adhering to:

- the United Nations Global Compact;
- the Fundamental Conventions of the ILO (International Labour Organization) and the ILO Declaration on fundamental labor principles and rights;
- the OECD guidelines.

Plastic Omnium also contributes to the achievement of certain United Nations Sustainable Development Goals *(see pages 160 to 162)*.

Policies and procedures

Plastic Omnium is developing a responsible approach to its purchases of goods and services. Setting up a responsible supply chain requires knowing your suppliers and identifying the risks involved in order to better control them. To this end, the Group endeavors to assess the compliance of its suppliers with its Sustainability requirements.

In 2022, Plastic Omnium implemented the Know Your Suppliers program, which includes:

- specific governance: the Supplier Compliance Committee;
- dedicated procedures;
- monitoring and evaluation tools.

Responsible Entrepreneurship: the Know Your Suppliers response

To assess and support its suppliers in the development of their Sustainability approach, Plastic Omnium has implemented the Know Your Suppliers approach.

This approach is based on a prerequisite: signature of the Suppliers' Charter.

It then includes the general assessment of a panel of suppliers covering 95% of the Group's expenditure, using a risk assessment platform.

Lastly, more in-depth assessments based on criteria defined each year are carried out in partnership with ECOVADIS, a recognized global provider of CSR assessments.

All information related to suppliers is accessible to all of the Group's buyers.

The governance of responsible purchasing: the Supplier Compliance Committee

The Supplier Compliance Committee is made up of the Purchasing Performance, Compliance, Human Resources and Sustainability, Internal Control and Risk Departments. It ensures the relevance of the procedures and processes in force, validates the assessment criteria and defines the roadmap for supplier Sustainability. Lastly, it endorses remediation solutions for suppliers presenting high risks.

Supplier assessment tools

In 2022, a supplier risk assessment platform was set up. Suppliers are assessed and categorized according to their risk profile: low (green), medium (orange) or high (red). This assessment takes into account their country of operation, their business sectors, and any sanctions and controversies to which they may have been subject. It also takes into account the profile of the main members of their governance bodies (Executive Committee, Board of Directors or shareholding structure). Suppliers presenting a low risk (green) are not subject to any due diligence, but are regularly monitored.

Suppliers presenting an average risk (orange) are required to actively engage in an assessment process in order to improve their performance. In the absence of supplier-specific initiatives, they are asked to complete the EcoVadis questionnaire. This questionnaire assesses the performance of companies in the areas of environment, human rights and ethics on the basis of documented arguments.

Lastly, suppliers presenting a high risk (red) must be the subject of an immediate action plan and remediation; failing this, they cannot be consulted for calls for tenders.

In addition, as part of the carbon neutrality roadmap established by the Group, the Activities Purchasing Departments and the Group Indirect Purchasing Department work together with the Sustainability Department to engage suppliers in initiatives to reduce their carbon footprint. Together, they organize activities aimed at developing structured collaboration to encourage them to reduce their greenhouse gas emissions.

Performance

In total, nearly 5,000 suppliers, representing more than 95% of purchasing expenditure, were assessed using the Know Your Suppliers risk assessment program in 2022. This program has significantly increased the number of suppliers assessed (+60%) and substantially improved the objectivity of assessments whose source data come from globally recognized information aggregators such as Dun & Bradstreet or Dow Jones.

The Supplier Compliance Committee met twice in 2022. During these Committees, 16 suppliers were the subject of specific deliberations, at the end of which, 4 were excluded from the panel of suppliers due to their profile.

On January 1, 2021, a new legislation came into force in the European Union: the Conflict Minerals Regulation. Plastic Omnium is committed to promoting the ethical sourcing of all components used in the manufacture of its products. Only a very small quantity of minerals may come from war zones. These are identified and follow a specific purchasing policy to ensure that they do not come from sources carrying out actions that contravene Human Rights.

CONFLICT MINERALS

Policy

The “conflict minerals” policy, implemented within Plastic Omnium, aims to facilitate the traceability of sources of conflict minerals used in the manufacture of products and thus avoid the supply of these minerals from countries in conflict (e.g. "concerned countries").

The so-called 3TG products targeted by this policy are as follows:

- Tin;
- Tungsten;
- Tantalum;
- Gold.

These minerals are present, for example, in the coatings of metal components, certain paint pigments, electronic components and in painted or chromed plastic parts.

Reporting

The reporting, described in the Purchasing procedures, is based on the Conflict Minerals Reporting Template (CMRT) developed by the RMI (Responsible Minerals Initiative). This form makes it possible to verify that the foundries and refiners declared by the suppliers belong to the list of foundries listed by the RMI.

Roles and responsibilities

The Purchasing Department ensures that the required suppliers produce the information requested, forward it to the conflict minerals managers and take appropriate actions, where necessary.

The conflict minerals manager is responsible for the following tasks:

- keeping abreast of current international laws and regulations and consolidating updates regarding countries, minerals and reporting obligations;
- preparing reporting with external suppliers;
- verifying supplier compliance;
- providing the CMRT report to OEM customers who request it.

4.3.2.5 HUMAN RIGHTS RISKS

Risk description

Respect for Human Right is a prerequisite to any action at Plastic Omnium. Through its presence in 28 countries, the Group operates directly or indirectly with a large public. As an employer, it is responsible for ensuring that employees' rights are respected. The Group also ensures that Human Rights are respected throughout its value chain: in its contractual and partnership relationships with its suppliers, subcontractors and within its subsidiaries.

Policies and procedures

A Human Rights policy, available on the Group's website, includes the following elements:

- Plastic Omnium's commitments in the area of Human Rights;
- description of Human Rights risks;
- the list of policies and procedures put in place to mitigate and remedy the risks;
- the definition of responsibilities.

Plastic Omnium also supports the highest Human Rights standards in conducting its operations by belonging to globally recognized organizations and initiatives:

- the United Nations Global Compact since 2003;
- the United Nations Universal Declaration of Human Rights and its two complementary covenants;
- the Fundamental Conventions of the International Labour Organization (ILO);
- the ILO Declaration on Fundamental Principles and Rights at Work;
- the OECD Guidelines;
- the United Nations Sustainable Development Goals (SDGs).

The management of Human Rights is also taken into account in the various risks affecting employees and stakeholders in the value chain:

- the Health – Safety and working conditions risk described on page 163;
- the various Human Resources risks described on page 166;
- the Business Ethics risk described on page 176;
- the Responsible Purchasing risk described on page 180.

As well as in the Group Vigilance Plan published on page 197.

The management of these various risks involves the implementation of associated policies and procedures such as:

- the Group Code of Conduct;
- the Suppliers' Charter and supplier assessments (EcoVadis);
- the Vigilance Plan and the Responsible Purchasing Policy;
- teleworking agreements;
- the Group's Tax Policy;
- the Human Resources Strategy;
- the Code of Compliance with competition law;
- compensation policies and collective incentive policies, health cover and a Group Savings Plan;
- the Personal Data Protection Policy;
- the Top Safety and Top Planet programs;
- Plastic Omnium's commitment in this area is also recognized by the Platinum status awarded by EcoVadis.

Initiatives in favor of local communities

The Group promotes Sustainability and Human Rights wherever it operates by carrying out concrete initiatives involving its employees to support local populations.

To promote collective action at its sites around the world, the Group has implemented two ACT FOR ALL™ markers:

- one on initiatives taken by employees to provide support or practical assistance to local communities;
- the other on the public health communication initiatives proposed by the sites.

The sites are thus encouraged by the Group to develop initiatives promoting health, beyond the occupational health aspect. The themes are left to the discretion of the sites according to their needs. The actions carried out this year included awareness-raising campaigns on sports, relaxation therapy and healthy nutrition. Other projects involved donations of basic necessities (school supplies, clothing, food, etc.), waste collection and cleaning up areas, and the planting of trees and species that encourage the production of honey, to promote biodiversity.

In April 2022, the Group wanted to support NGOs helping victims of the war in Ukraine. Laurent Favre, Chief Executive Officer, and David Meneses, Executive Vice-President People & Sustainability, announced that the Group had made donations to four NGOs located in Slovakia and Poland, for a total of €500,000: Human in Danger, Magna, the Polish Red Cross and Polish Humanitarian Action, key players in the reception of refugees in Europe. At the same time, more than 50 sites mobilized in a spirit of solidarity to help and support those suffering due to the war in Ukraine, through donations of food, hygiene products, medicines and clothing. Housing solutions and psychological support for refugees were also put in place.

In total, more than 90% of sites conducted at least one annual health campaign and over 85% of sites proposed at least one annual action in favor of local communities.

4.3.3 ENVIRONMENTAL STAKES

The main environmental stakes identified for the Group are related to mitigation of climate change and adaptation to the consequences of such change. They concern not only the Group's activities, but also those of its value chain, from the supply of goods and services by its suppliers to the use of its products and the management of their end-of-life.

The over-exploitation of resources, which concerns both non-renewable natural resources and renewable resources exploited beyond their capacity for renewal, accentuates ecological and economic pressures. Designing products with a lower impact on the environment and more sustainable use of resources is therefore also a key challenge for the Group, in terms of Sustainability, as well as innovation, research and development.

The protection of biodiversity is also seen to be the Group's third most significant environmental challenge.

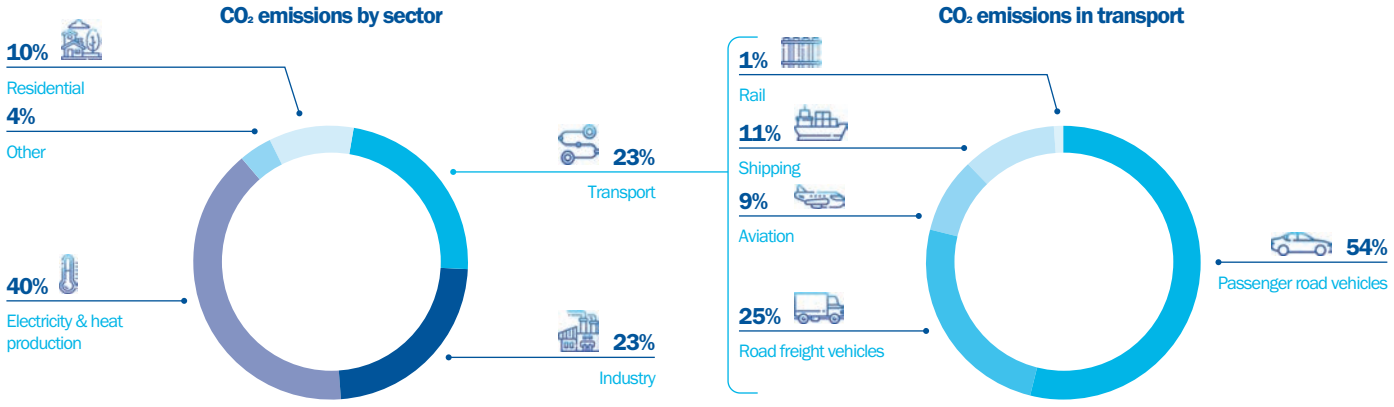
4.3.3.1 RISK RELATED TO THE IMPACT OF CLIMATE CHANGE ON THE COMPANY'S BUSINESS MODEL (NO MITIGATION OF CLIMATE CHANGE)

Risk description

Climate change is due to the massive increase in emissions of greenhouse gases into the atmosphere, mainly as a result of human activities. The transportation sector is a major contributor, accounting for 25% of emissions, of which three-fourths come from road transportation (passenger and freight).

The Paris Agreements define a global framework for avoiding dangerous climate change by limiting global warming to a level below 2° C, and by continuing efforts to limit it to 1.5° C compared to pre-industrial levels. Plastic Omnium recognizes the importance and urgency of climate-related issues. The Group participates in the implementation of the Paris Agreement by implementing actions to mitigate climate change.

THE IMPACT OF TRANSPORTATION ON WORLDWIDE CO_2 EMISSIONS



Data from the International Energy Agency

Proactively reducing the greenhouse gases emissions of its value chain is an opportunity for Plastic Omnium to strengthen its leadership through its commitments to sustainable mobility.

Investing in the long term to achieve this gives stakeholders confidence in the sustainability and competitiveness of Plastic Omnium, by meeting their expectations:

- the public authorities are increasingly legislating to reduce greenhouse gas emissions. They even become specifiers of the technological solutions to be adopted (example of Europe with the announcement of the plan to end ICE cars in 2035);
- for several years, carmakers have been committed to plans aiming at continuously reducing greenhouse gas emissions for new car launches. They expect their suppliers to innovate and actively contribute to the reduction of their own greenhouse gas emissions;
- employees and candidates want to work for committed and responsible companies;
- investors are themselves subject to obligations in terms of climate reporting on their portfolio and in terms of arbitrage of their investments (example: European taxonomy). They are therefore increasingly interested in the ability of companies to create sustainable value and manage their non-financial performance.

Policies and procedures

Climate taken into account in the Group's strategy

- Climate risk was anticipated very early on by Plastic Omnium, which has made the reduction of consumption and emissions that are harmful to the environment a focus of its strategy for several years, as evidenced by its numerous innovations and proven know-how in the field. Vehicle weight reduction, improved aerodynamics, a patented emission control system for diesel vehicles, fuel systems adapted to the constraints of hybrid propulsion vehicles, validation and use of recycled materials, eco-design, hydrogen solutions, battery modules, etc. Plastic Omnium is constantly working to promote more sustainable mobility by offering manufacturers products and functions that support them in their energy transition. These innovations have enabled the Group to grow, to position itself as a recognized player in sustainable mobility and to present solid financial performance. Even today, Plastic Omnium is stepping up its innovation efforts to achieve the growth objectives announced for the coming years.

Sustainability, a strategic pillar of the Group, is also implemented operationally thanks to the ACT FOR ALL™ internal program. The Sustainable Business pillar of the ACT FOR ALL™ program directly concerns the implementation of the carbon neutrality roadmap.

Sustainability Ambassadors

With the aim of responding globally to the expectations of employees in the area of the environment and climate, a network of Sustainability Ambassadors has been set up and brings together nearly 200 committed volunteer employees. Everyone is free to implement, participate in, promote and share Sustainability actions within the Group. Today, Plastic Omnium has nine different projects, of which two have been completed: the installation of "Climate Frescoes" in France and the restoration of a fragile natural area in Spain. The network meets every two months to share achievements and exchange best practices, so that they can be replicated on other sites.

Going beyond energy efficiency, at the end of December, Plastic Omnium involved the ambassadors in the launch of the 6 Environmental must-haves. These are actions to be implemented on a daily basis, both individually and collectively, to act in favor of environmental protection. They include: reduction of electricity and gas consumption, conservation of resources, green IT, temperature control, water and soil protection as well as low-carbon mobility. This is reflected on the sites by collective and individual measures, such as reducing the temperature of buildings to 19 °C.

PLASTIC OMNIUM'S ALIGNMENT WITH THE TCFD GUIDELINES

The TCFD (Task Force on Climate-related Financial Disclosures) is a working group appointed by the Financial Security Board (FSB) in December 2015.

Chaired by Michael Bloomberg, it is composed of 32 members from the financial and non-financial sectors (asset managers, pension funds, private groups, audit and consulting firms, rating agencies).

The objective of this working group is to propose recommendations on how to report and publish the risks and opportunities related to climate change in order to increase the transparency relationship between companies and investors. These recommendations have been designed to help companies provide the information needed by investors, lenders and underwriters to properly assess and price climate-related risks and opportunities. Nearly 3,500 organizations around the world have declared their support for the TCFD.

To show how Plastic Omnium aligns its climate strategy with the TCDF recommendations, a cross-reference table is available in section 4.6 "Other non-financial indicators". This cross-reference table also refers to the Group's response to the CDP Climate Change questionnaire, which provides detailed information to the public about compliance with the TCFD recommendations.

TOP PLANET: A DEDICATED PROGRAM

To reduce CO_2 emissions related to its operations, in 2006 Plastic Omnium set up the **Top Planet program** aiming to reduce its energy consumption by making more than 30 best practices available to its sites. These initiatives materialize in investments offering rapid returns, given the energy savings generated.

CLIMATE SCENARIOS

Climate scenarios and risk analysis

All companies must rethink their core business to avoid risks and seize the opportunities that emerge from two families of climate change risks:

- transition risks: risks and opportunities arising from the transition to a low-carbon economy (changes in demand, competitive environment, standards and regulations, taxes, etc.). Limiting climate change to a level well below 2 °C requires very ambitious greenhouse gas emission (GHG) reduction measures and transition policies that will have an impact on Plastic Omnium's activities;
- physical risks: risks related to exposure to the physical consequences of climate change (heat waves, drought, flooding, etc.). Reaching +3 °C to +5 °C due to the increase in emissions represents a very significant change, increasing the frequency and intensity of extreme climate events. This could have an impact on the assets of Plastic Omnium and those of its suppliers.

Plastic Omnium carried out a scenario analysis to assess the transition risks and opportunities, in order to confirm the resilience of its business model in an uncertain future, and to identify the levers for action. This approach follows the recommendations of the TCFD *(see dedicated box above)*.

To explore how Plastic Omnium's activities could evolve in a low-carbon world, they were included in contrasting forward-looking scenarios based mainly on different levers such as:

- the penetration of technologies in all businesses to reduce GHG emissions: low-carbon solutions, products that improve energy efficiency or allow the storage of CO_2;
- changing lifestyles and consumption patterns.

All the scenarios studied respect a carbon budget well below 2 °C (Well-Below 2° C scenario of the International Energy Agency (IEA), similar to the SSP1-2.6 scenario of the last IPCC report). As emissions are mainly related to energy, it is possible to quantify the physical economic flows (production, consumption, logistics, etc.) and to ascertain the corresponding final demand in Plastic Omnium's main markets.

Of course, there are many economic, political and social pathways to achieving such a low-carbon system for organizing human activities. This forward-looking analysis therefore aims to identify key trends, in order to support the strategic orientations of companies. It is by no means a precise forecast, but a possible future.

As the outcome of the scenario analysis has an impact on Plastic Omnium's strategy, it is not possible to disclose it publicly without putting the competitive advantage at risk, however, thanks to this work, the stakes of the low-carbon transition are now fully integrated into the Company's strategic thinking.

The IRIS initiative

In 2022, Plastic Omnium wanted to go further and confirmed its collaboration with Carbone 4 as part of the IRIS project. The Group has embarked on a collaborative strategic foresight approach that brings together more than 15 large companies and organizations from various sectors, as well as research institutions (UGA, CIRAD, EM Lyon, Univ. de Paris, ESCP Europe, Univ. Georgetown).

Coordinated by Carbone 4, the work carried out by this group of stakeholders aims to:

- build shared, implementable and rigorous tools (forward-looking scenarios) and methods that enable companies to design strategies based on "physically" realistic transformations and collectively anticipate the disruptions caused by the confrontation with planetary limits (resources, climate).
- develop with companies a "methodological grammar" in order to structure and facilitate exchanges with their stakeholders on forward-looking subjects such as the future of mobility subject to resource supply constraints, or lifestyle changes.

All deliverables will be freely accessible (open source) to ensure their widespread distribution and use.

A founding member of the Initiative, Plastic Omnium will contribute, alongside representatives of other companies and a group of experts, to the construction of scenarios (for example, the determination of assumptions). After a pre-project phase completed in 2022, work began in January 2023 and is broken down into three one-year stages.

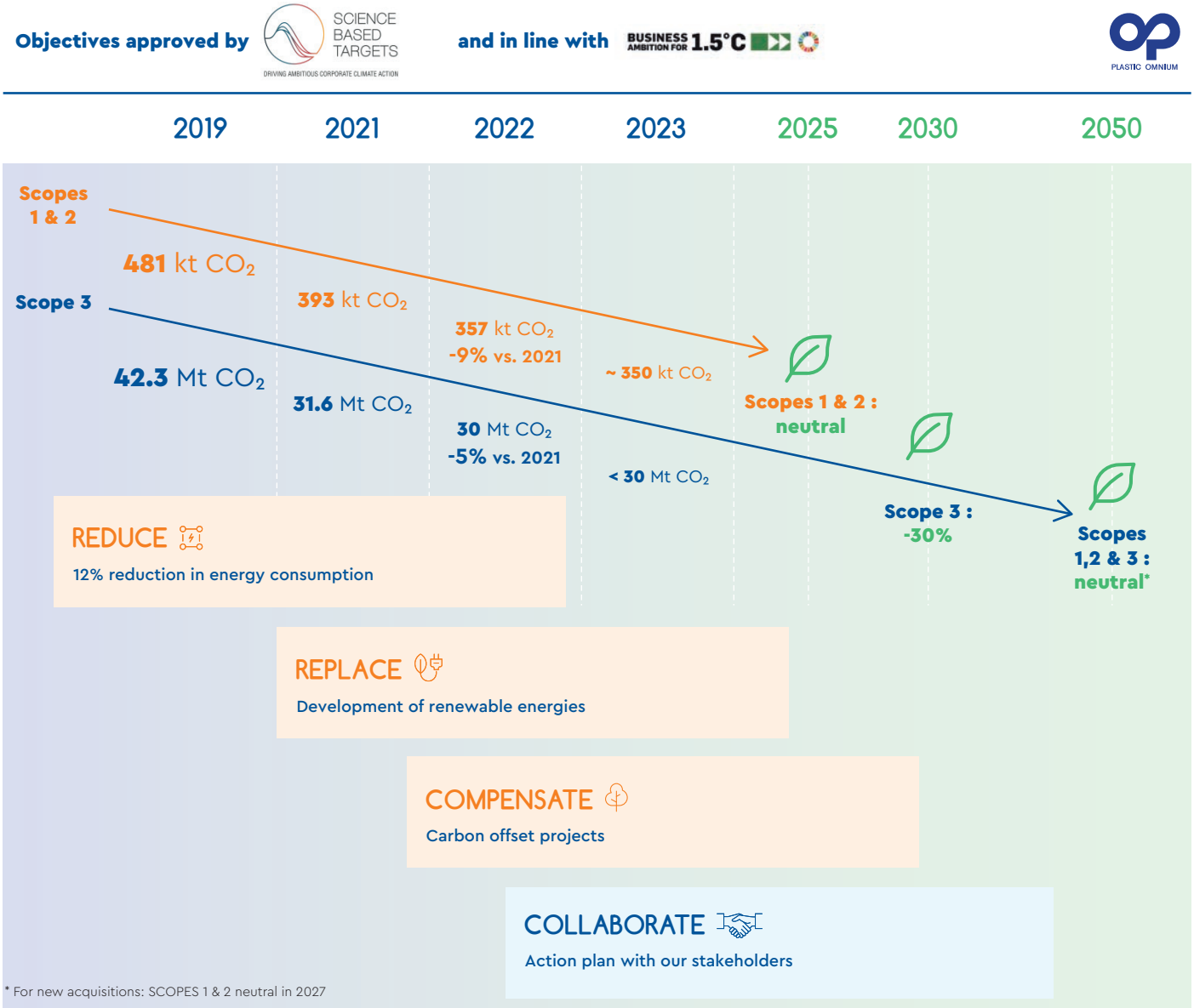
To go further, the Group announced ambitious targets for reducing its direct CO_2 emissions and those of its value chain. These objectives, included in its Act For Climate program, show the Group's desire to act quickly to set a benchmark in the automotive world:

- **Carbon neutrality by 2025 on emissions related to its operational activities** (Scope 1: emissions from Group assets; Scope 2: emissions related to energy purchases), i.e. a reduction of nearly 0.5 million metric tons by 2025(1).
- **30% reduction in all Scope 3 CO_2 emissions by 2030 compared to the 2019 reference year** (this covers all emissions both upstream and downstream of its activity, including purchases of materials, transport, use of products sold and end-of-life of products, etc.), i.e. a reduction in CO_2 emissions of 13 million metric tons by 2030 (1).

These objectives, validated by the Science Based Targets initiative (SBTi), are aligned with the "Business Ambition for 1.5 °C". They are in line with the expectations of the industry and all its stakeholders to drive sustainable mobility.

Plastic Omnium is targeting full carbon neutrality by 2050.

THE GROUP'S CARBON NEUTRALITY ROADMAP



1) *Compared to the 2019 emissions, to avoid biases in 2020 related to the extrinsic Covid-19 economic crisis. In 2019, CO_2 emissions of the three scopes were 43.8 million metric tons (see details on page 189).*

Reduction in the carbon footprint of Group operations (Scopes 1 & 2)

REDUCE: Believing that the best energy is the energy that is not consumed, Plastic Omnium is strengthening its Top Planet® program, launched in 2006 and rolled out today at most of its sites. The objective of this new plan, drawn up with Schneider Electric, an energy expert, is to reduce the sites' energy consumption (electricity and gas) by 12% by 2025. This involves, for example, more precise measurement of the energy consumption of each piece of equipment in order to optimize its use and replace, if necessary, certain obsolete or over-consuming equipment. This program represents an investment of around €40 million by 2025. In 2022:

- 8 sites were audited on their energy performance;
- 10 sites were equipped with the energy consumption monitoring solution;
- 7 sites are in the process of finalizing adjustments to the monitoring solution;
- 7 sites are in negotiations for this same solution.

The rollout of ISO 50001 certification is also a strong driver for the carbon neutrality roadmap. The first step of this certification is to perform of an energy audit to identify areas for improvement. Implementation of this energy management system is an effective driver that requires the sites to have a specific energy organization and management, exceeding the requirements of ISO 14001 dedicated to the environment in the broad sense. Between 30 and 45 energy best practices were initiated in the IES and CES Divisions.

All of these actions reduced CO_2 emissions by 36 kt (scopes 1 & 2, market-based) compared to last year (2021: 393,245 t CO_2-eq; and 2022: 357,267 t CO_2-eq), excluding PO Lighting. This also made it possible to improve the electricity efficiency ratio (kW of electricity consumed per kg of material processed) by 6% compared to 2021, excluding PO Lighting. The CO_2 emissions ratio, compared to the quantity of processed material, also improved by 15% (scopes 1 & 2, market-based, excluding PO Lighting).

REPLACE: the second pillar consists of consuming less carbon-intensive electricity. The Group will thus increase the share of its renewable electricity purchases to reach close to 100% by 2025, through:

- the installation of photovoltaic panels or wind turbines on its sites. For future sites to be equipped, ongoing studies will identify the best technology based on the specific nature of the sites. Thirteen sites are already equipped with solar panels and more than 25 will be equipped by the end of 2023. The Herentals site in Belgium is home to the Group's first wind turbine, with a capacity of 7 GWh per year, i.e. more than half of the site's annual energy consumption. The solar energy project in Langres on an area of 100,000 sq.m., it will be possible to produce the equivalent of 10% of the Group's French consumption from the end of 2025. By 2025, the Group will cover, with all its production capacities, 40% of its French electricity consumption with renewable energy;
- the signing of long-term contracts to build new production capacities (PPA (1)) and cover its needs in Europe and North America. The Group is committed over the long term to the financing of additional renewable energy production capacities (additionality) for a decarbonized energy balance. In 2022, 14 sites signed a PPA agreement, representing 25.5 GWh of energy produced and 10,000 metric tons of CO_2 avoided. To date, PPAs cover 3% of the Group's electricity consumption;
- for regions or sites where the above measures are not applicable, Plastic Omnium will purchase electricity of renewable origin from suppliers that can guarantee the origin and allocation of this electricity via certificates or guarantees of origin.

COMPENSATE: some operational emissions, in particular those related to gas consumption for the paint lines for example, are difficult to eliminate completely using the first two actions. Plastic Omnium will seek to offset these residual emissions by financing reduction projects outside its activities, which are carefully selected for their robustness, reliability and the co-benefits (social, societal or environmental) that they can generate.

Reduction of the carbon footprint of the value chain (Scope 3)

COLLABORATE: with all players in the value chain.

To reduce Scope 3 emissions, priority is given to reducing emissions generated by the Group's purchases and products sold.

a. **Development of solutions and products to support the energy transition and the reduction of customers' carbon footprints:**

In 2022, Plastic Omnium generated 19% of its economic revenue from the sale of low-carbon mobility solutions.

The Group is strengthening its technologies and expertise in zero-emission solutions. In 2022, the Group:

- had commercial successes and launched industrial projects confirming the solidity of the Group's objective of achieving €3 billion in revenue from its hydrogen activities by 2030;
- announced a cooperation with the Verkor group to develop and produce battery packs dedicated to future light and heavy electric vehicles;
- completed the acquisition of ACTIA Power, providing the Group with a new technological platform and cutting-edge R&D capabilities for electrical energy storage and management systems.

The Group also organized The Future of Eco-Designed Vehicles Innovation Challenge, in partnership with SoScience, to accelerate innovation by using collective intelligence and an Open Innovation approach, bringing together start-ups, manufacturers, academics and Plastic Omnium teams to imagine disruptive solutions for "The Future of Eco-Designed Vehicles":

- Grand Prix de l'Innovation, SMART POLYMER BUMPERS, with smart materials for extended vehicle life;

4

1) *Power Purchase Agreement*

b. **incorporation of a growing share of recycled materials** – from 20% to 100% – including in exterior aesthetic parts, an ambition that motivated a strategic partnership with a major Group supplier (for more information, see "Eco-design and recyclability risk"). In 2022, the Group illustrated its desire to place the circular economy at the heart of its development and created a strategic cross-functional multi-division program dedicated to recycling to address the triple stakes of cost, material processing and sourcing of waste.

c. **collaboration and partnerships with Group suppliers** to reduce the carbon impact of products and solutions in our value chain. The carbon footprint will become a criterion for selecting the Group's suppliers. In 2022, Plastic Omnium launched an initiative to commit its suppliers to carbon neutrality.

ENGAGE: suppliers

The various initiatives are carried out in collaboration with suppliers in a partnership approach. The integration of suppliers into the process is gradual, depending on their maturity and their impact on Plastic Omnium's carbon footprint. In 2021, the first step was to develop a value chain engagement strategy and launch a communication campaign that began with a webcast, bringing together more than 500 suppliers virtually. The event was an opportunity for Plastic Omnium to present to suppliers the stakes and the approach that the Group is implementing, with the hope that it will be able to fully integrate its stakeholders, as well as the milestones.

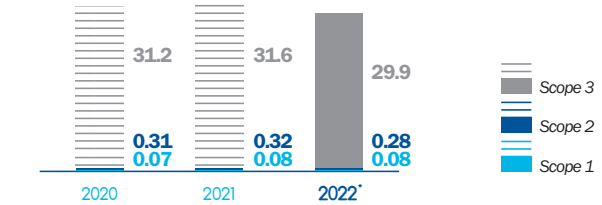
In 2022, questionnaires sent to a representative panel of suppliers enabled an initial analysis of the panel's maturity level on environmental and Sustainability aspects. Life cycle analyses have also made it possible to identify suppliers whose products contribute significantly to emissions. The cross-referencing of this information will make it possible to build a commitment plan and procedures adapted to each category of supplier.

Plastic Omnium's growing expectations in terms of reducing environmental impacts in general and reducing the carbon footprint of products and services purchased are gradually being shared with suppliers. Targets, key performance indicators and monitoring tools will follow.

The supplier selection criteria will also be reviewed with the Purchasing Department in order to include a carbon component (in addition to financial, solvency and ethics criteria, among others).

Performance

GROUP CO_2 EMISSIONS (MARKET-BASED) *(in Mt CO_2-eq)*



* Excluding PO Lighting and E-power

In 2022, the Group's total emissions amounted to 30.3 Mt CO_2-eq of which more than 88% were related to the use of products sold.

Calculation of the Group's carbon footprint

Since 2017, Plastic Omnium calculates its CO_2 emissions related to its activities annually according to the benchmark Greenhouse Gas (GHG) Protocol standard. This standard defines three "Scopes" of emissions. The assessment is prepared on an overall scope corresponding to that of the Group's financial consolidation (IFRS).

In 2022, the carbon footprint amounted to 30.3 million metric tons of CO_2 eq, down 5.3% compared to 2021 while the Group's consolidated revenue rose by 13.9% at constant scope and exchange rates.

This performance is explained by Plastic Omnium's growth strategy in low-carbon mobility and strengthened positions in electrification, which reduce emissions in category 3.11 - use of products sold, the main contributor with 88% of emissions.

It is also important to highlight the solid performance on scopes 1 and 2. The priority given to reducing electricity consumption with a structured internal program and energy efficiency awareness campaign have made it possible to improve energy efficiency and reduce CO_2 emissions by 9% year-on-year.

Plastic Omnium confirms that it is fully committed to an approach for measuring and reducing its carbon footprint consistent with its ambitious roadmap towards carbon neutrality. This approach follows the recommendations of the TCFD *(see box on page 184)*.

It should be noted that the methodology for calculating scope 3-1 was improved in 2022 and is based on simplified life cycle analyses. The 2019 reference year has been recalculated to enable relevant comparisons.

Scopes 1, 2 and scopes 3-1 and 3-11 were verified by Mazars, the independent third-party body in charge of verifying Plastic Omnium's non-financial data.

GROUP CO_2 EMISSIONS - SCOPES 1, 2 & 3 (1) (2)

Item ID (GHG Protocol)		Emissions *in kt CO_2-eq* 2019	*Emissions in kt CO_2-eq* 2020	Emissions *in kt CO_2-eq* 2021	Emissions *in kt CO_2-eq* 2022	2022 vs. 2021	2022 vs. 2019
Scopes 1 & 2		**482**	**380**	**393**	**357**	**-9.2%**	**-25.9%**
1	Scope 1	89	71	79	75	-4.5%	-16.2%
2	Scope 2 market-based (3)	392	309	315	282	-10.4%	-28.1%
Scope 3		**42,348**	**31,223**	**31,611**	**29,915**	**-5.4%**	**-29.4%**
3-1	Purchase of goods and services (4)	2,060	1,682	1,754	2,012	14.7%	-2.3%
3-2	Capital goods	158	250	249	263	5.6%	66.5%
3-3	Emissions related to fuels and energy	105	75	78	77	-0.9%	-26.3%
3-4	Upstream freight	129	88	102	123	20.6%	-4.7%
3-5	Generated waste	98	64	71	69	-3.1%	-30.0%
3-6	Business trips	18	3	8	26	229.1%	42.0%
3-7	Home-work travel	35	34	32	34	6.0%	-2.9%
3-8	Assets under lease (upstream)						
3-9	Downstream freight	69	47	61	65	6.2%	-5.5%
3-10	Processing of sold products	234	187	195	172	-11.8%	-26.5%
3-11	Use of products sold	38,890	28,350	28,600	26,630	-6.9%	-31.5%
3-12	End of life of products sold	460	370	380	370	-2.6%	-19.6%
3-13	Assets under lease (downstream)						
3-14	Franchises						
3-15	Investments	92	73	81	74	-8.6%	-19.5%
TOTAL		**42,830**	**31,603**	**32,005**	**30,272**	**-5.4%**	**-29.3%**

Excluding PO Lighting and E-power

- Scope 1 includes all greenhouse gases emitted directly by the company.
- Scope 2 records indirect emissions related to energy purchases and created during the energy production process.
- Scope 3 covers indirect greenhouse gas emissions produced in the company's value chain, both upstream and downstream.

1) Issues excluding new acquisitions in 2022. The values presented are generally rounded: the amounts thus rounded may present a non-material difference compared to the total published.

2) Plastic Omnium uses all the elements and resources at its disposal to measure its carbon footprint but does not control, influence or have access to all the elements of its value chain. Due to the partial availability of data from activities in the value chain, the absence of data quality certification and the need to make a certain number of assumptions, the carbon footprint presented is an estimate.

3) In order to monitor the reduction of the carbon footprint of its energy purchases, the Group now publishes its scope 2 emissions according to the "market based" method of the GHG protocol. Location-based scope 2 emissions are published in 4.6 Other non-financial indicators.

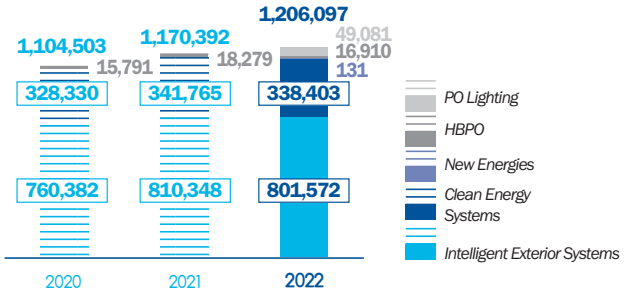
4) The methodology for calculating scope 3-1 was improved in 2022 and is based on simplified life cycle analyses. The 2019 reference year and 2021 have been recalculated using the same methodology to enable relevant comparisons.

PLASTIC OMNIUM'S CARBON FOOTPRINT

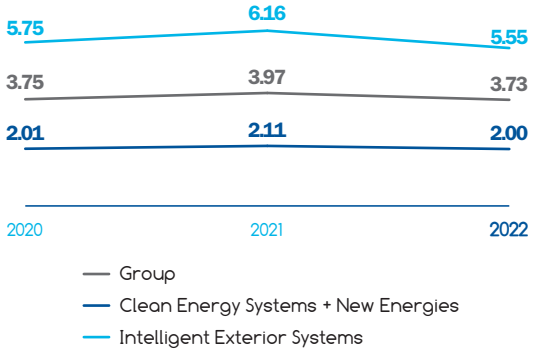
30.3 Mt CO_2 in 2022

UPSTREAM ACTIVITIES	PLASTIC OMNIUM ACTIVITIES	DOWNSTREAM ACTIVITIES
SCOPE 3 UPSTREAM	**SCOPES 1 AND 2**	**SCOPE 3 DOWNSTREAM**
Upstream freight	Company vehicle fleet	Downstream freight
Travel		Transportation of customers and visitors
Assets Fixed assets (buildings, vehicles, IT equipment, etc.)	Operations Fossil fuel consumption Electricity consumption Refrigerant gas leaks	**88%** Use of products sold
7% Purchases (goods and services)		End of life of products sold
9%	**1%**	**90%**

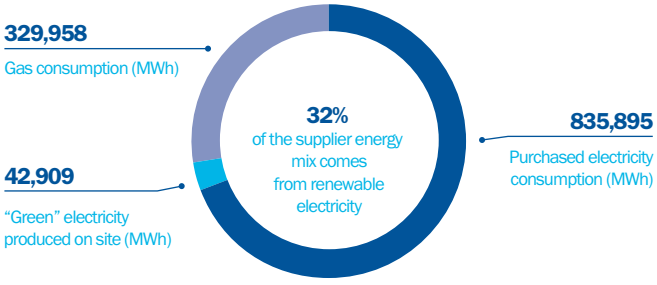
TOTAL ENERGY CONSUMPTION BY ACTIVITY *(MWh)*



ENERGY CONSUMPTION *(KWh/Kg of material processed)*



BREAKDOWN OF ENERGY CONSUMPTION IN 2022



Collaborate with stakeholders

Among purchases, two specific categories were identified as being of particular interest, because they represent a significant share of emissions: materials, components and accessories, transportation.

Materials, components and accessories

Convinced for many years of the benefits of developing a more circular economy and preserving resources, Plastic Omnium has been a pioneer in the use of recycled plastics. Today, the process is continuing and accelerating with various partners, suppliers and customers. In 2021, Plastic Omnium presented a pilot bumper composed of 50% recycled materials (including visible and painted parts) and meeting the safety and cosmetic requirements of automotive specifications. This disruptive and innovative project has been well received by customers keen to integrate solutions that use less carbon. It demonstrates Plastic Omnium's desire to maintain its leadership by being proactive to these customers.

These projects are the result of close technical partnerships with the Group's long-standing partners. Plastic Omnium signed a strategic partnership with TotalEnergies at the end of 2021 to conceive new recycled polypropylenes that are more efficient and environmentally friendly.

Work has also been started with certain suppliers of chemicals and materials to develop bio-sourced raw materials. The roadmap is being implemented and follows on from the projects initiated with a collaborative approach:

- making suppliers aware of the urgent need to rethink their design and sourcing;
- sharing best practices;
- intensifying the use of product life cycle analysis to make the right choices from the design stage and refining the calculations;
- considering the end of life of parts to simplify dismantling and recycling.

Transportation

Initiatives are already under way in the supply chain to reduce emissions linked to the purchase of transportation services. For certain flows, mainly long-distance, work with the carrier has enabled a move to using biogas trucks (bio-CNG). Eventually, for each new transportation need, suppliers will need to be able to propose carbon-neutral transport.

Within Intelligent Exterior Systems, a logistics optimization project in the United States has reduced emissions by decreasing the number of kilometers traveled. The Group decided to internalize logistics management by grouping deliveries made with several suppliers. In a second step, logistics specialists want to integrate trucks that emit less carbon. This project, conducted in the United States in 2021, will be rolled out in Europe in 2023: today, 2 plants out of the 25 in this area have already implemented this new approach. One plant in India has also implemented the project.

EcoVadis

Plastic Omnium obtained a score of 80/100 (compared with 75/100 in 2021).

4.3.3.2 NATURAL/CLIMATE DISASTERS RISK (NON-ADAPTATION TO CLIMATE CHANGE)

Risk description

There are many consequences of climate change, both direct and indirect: extreme weather events, temperature disruption, rising water levels, scarcity of water resources. As an industrial Group, with a global geographic footprint, Plastic Omnium could be impacted by these consequences: interruption of supplies or production due to natural disasters or the scarcity of resources. Certain regions of the world where the Group operates are exposed to exceptional weather events that could slow down, interrupt certain activities or make them more expensive. However, this risk is strongly linked to the geographic location and does not unfold simultaneously on all sites. The impact would therefore be limited and other sites could take over if a site was unavailable.

However, this risk must be considered across the entire automotive sector value chain.

Policies and procedures

Plastic Omnium takes precautionary measures to avoid the local impacts of climate change.

The Group's sites are subject to audits carried out by insurers that take into account the natural disaster dimension to assess their risks of exposure to natural phenomena that could cause damage to them. These audits are the subject of recommendations followed up, where necessary, by the implementation of action plans monitored monthly by the HSE teams.

Performance

The insurance company (property and casualty policy) carried out 86 site visits and the potential risk was revised downwards.

4.3.3.3 RECYCLABILITY AND ECO-DESIGN RISK

Risk description

Developing a circular economy model is essential to meeting the growing stakes of mobility, while limiting the impact on the environment (management of raw materials, air quality, greenhouse gas emissions, etc.).

The issue is particularly important for Plastic Omnium, whose main activities are based on the transformation of plastics and composites into automotive parts. Depending on the part to be manufactured and the technical properties and desired esthetics, different types of materials are used. In order to reduce the environmental footprint of manufactured parts and limit the consumption of resources, the Group is developing a circular economy for its products.

This growing use of recycled materials raises new stakes for the Group: the supply of high quality, low cost and traceable recycled materials for the entire life of a vehicle. The concept of eco-design is based on the availability of innovative techniques and materials, testing and validation and the ability of material suppliers to meet the manufacturing needs of new products. Developing an eco-designed system or module for a vehicle may take two to three years. It is therefore essential and strategic to anticipate market expectations in this area.

Policies and procedures

From the design stage, and at every stage in the product life cycle, Plastic Omnium teams strive to limit the environmental impact of these products as much as possible. By applying the eco-design principles and adopting an overall product vision, Plastic Omnium implements and tests solutions to limit the consumption of raw materials and energy, and the impact of end-of-life products (through recyclability and energy recovery).

Life cycle analyses (LCA)

Life cycle analyses are becoming key tools for understanding these impacts, from their design (extraction of raw materials) to their end-of-life (management of used vehicles and parts) and thus contribute to a more circular economy.

The Intelligent Exterior Systems activity is acquiring tools and organizing itself to anticipate regulations and customer specifications: a team is dedicated to performing comprehensive LCAs and aims to ramp up from the current few LCAs to around 100 LCAs from 2023. To do this, the Group acquired several GaBi software licenses in 2022 and is training employees to meet these demands. This tool is common to the Group's various activities, including the PO Lighting activity, where it is being rolled out. The aim of the complete LCA project is to improve efficiency and accuracy. This tool will make it possible to calculate the environmental impacts and adapt to regulatory changes and customer requirements.

In addition, a simplified LCA tool was developed by the Group with the support of CETIM (Centre Technique des Industries de la Métallurgie) and Altermaker (eco-design and LCA software). The aim is to provide a personalized solution that can be quickly used by innovation project managers, who can measure the environmental impacts and incorporate these criteria into the overall decision-making process. Several project managers have been trained in this tool, which allows them to obtain results in a few days with a standard deviation of only 20% compared to a full analysis. The tool was developed on the basis of a database including six environmental indicators: CO2 emissions, air pollution, water pollution, use of materials, energy and non-renewable resources.

A module allowing the integration of a virtual calculation of CO2 emissions is being added to Plastic Omnium's costing software. Each stage of the product's manufacture will be estimated in terms of costs and carbon impacts. In this context, efforts have continued since 2021 to implement and create databases of emission factors based on data collected from suppliers and Plastic Omnium plants. These databases will then be used to calculate emissions for each type of product, process or manufacturing phase.

Eco-design

Intelligent Exterior Systems participates in the MCIPCI project (Innovative Materials and Design for Intelligent Body Panels) with the PFA (Platform for the Automotive Industry). The objective of this project is to develop the bumpers of the future using an eco-design approach guaranteeing the best possible environmental performance. Since 2020, this is carried out with ARaymond (a specialist in the intelligent fixing of sensors and radars) and CETIM (Centre Technique des Industries Mécaniques) in order to use an eco-design approach for the "smart face" product, integrating numerous criteria: fewer materials, logistics optimization, product end-of-life, use of materials with a lower environmental impact, increase in recyclability and reparability, use of more ecological processes.

The project made it possible to develop several impact scenarios (logistical modification, cutting of parts, raw materials used, etc.) on a standard bumper thanks to the simplified life cycle analysis tool (LCA). Smart face 2, an innovative Plastic Omnium product, was analyzed using the best scenarios identified for this product in order to achieve, or even exceed, the results obtained for the standard bumper. The priority for Plastic Omnium is to develop scenarios to reduce the environmental footprint by 3% to 4% per year on mass market products.

Materials with a low carbon footprint

The Group is actively working with its raw material suppliers to reduce its carbon footprint.

The Intelligent Exterior Systems teams achieved a major milestone in the incorporation of recycled plastics (PIR and PCR) into body panels by finalizing a demo plant containing 50% recycled plastics (including visible parts) without reducing the operational performance expected by customers.

In its HDPE purchasing policy, Clean Energy Systems favors suppliers with the most ambitious plans to reduce the carbon content of their material, with very significant gains expected from 2026 (more than 40% compared to the European average). In addition, the activity is exploring new avenues, such as the use of hybrid compounds or the procurement of bio-sourced HDPE. These procedures require a multi-criteria analysis: availability, cost, food competition, technical compatibility, etc. A vehicle fuel tank is a safety device that is required to meet stringent regulations and specifications. To date, the specifications of Plastic Omnium's customers do not allow the use of recycled materials and no bio-sourced materials are approved.

At the same time, New Energies' teams are exploring the potential of bio-sourced carbon fiber that would retain the advanced technical characteristics sought for high-pressure hydrogen fuel tanks.

Recyclability and product end-of-life

Future Intelligent Exterior Systems (IES) products will use a greater diversity of materials, as well as more advanced integration of electronic components, in line with the CASE (Connected, Autonomous, Shared, Electrified) model. These changes must not jeopardize the recyclability of end-of-life products. Moreover, the teams have started to evaluate methods and technologies to facilitate the dismantling and recycling of vehicles.

Since 2015, European Directive 2000/53/EC of September 18, 2000 related to End-of-Life Vehicles (ELV) has required the reuse and recovery of these vehicles to be 95% by average weight per vehicle and per year, with a reuse and recycling rate of at least 85% (average weight) per vehicle and per year. This Directive is currently being revised and is expected to follow the technical recommendations of the Joint Research Center (JRC), which envisage setting legal rates for the incorporation of recycled plastics in new vehicles over the medium term and legal rates for the recycling of plastic parts from end-of-life vehicles. Automotive suppliers, notably for plastic parts, such as Plastic Omnium, are therefore being asked in particular to work on the integration of recycled raw materials into their parts. The next version of the directive on end-of-life vehicles is expected to introduce an obligation to report the carbon footprint of vehicles. Carmakers are beginning to anticipate these regulations, and are increasingly integrating life cycle carbon assessments in project consultation phases and as part of an overall analysis of the life cycle of their products.

The IES activity has tested a number of recycled materials and demonstrated that achieving the functional requirements of carmakers while incorporating significant amounts of recycled plastic is achievable. The plastic waste used comes mainly from the packaging and electrical and electronic equipment sectors, and for which the automotive industry competes with other industries to obtain the available quantities. In order to secure the supply, traceability, and quality of recycled plastics, as well as to minimize the environmental impacts related to the production of recycled materials, Plastic Omnium is innovating by also seeking to mobilize the stock of plastics from ELVs, which is currently underused.

The CES activity is holding discussions with the largest suppliers of polyethylene suitable for chemical recycling (in particular INEOS and LyondellBasell). The mechanical recycling of fuel tanks is very complex due to the impregnation of the fuel on certain layers. It is therefore necessary to separate the layers and clean them with solvents, before being able to reuse them. These operations are technically feasible, but currently non-industrial and not economically viable. The purpose of this exploration is therefore to develop chemical recycling solutions for the end-of-life of fuel tanks in order to preserve the same characteristics as those of the initial product.

Waste management

Industrial activity generates waste that must be recycled. Environmental standards set out best practice to make sorting and recycling more efficient.

The Top Planet program, initiated in 2006, aims to reduce the environmental impacts of production in its plants. Internal production residues are reused in the manufacturing process where technically possible in order to reduce the amount of waste generated. This material, crushed and reintroduced into the process, represents 5% for Intelligent Exterior Systems and 40% for Clean Energy Systems.

Production waste (plastic parts that cannot be reinjected into production, packaging waste, etc.) undergo the appropriate process, respecting the hierarchy of treatment modes:

- recycled waste comprising reuse (with a usage identical to the one for which the part or product was initially designed, without intermediate processing), recycling or material regeneration (giving the material its primary properties back, by processing or introducing additives that enable it to be put back into the production cycle);
- recovered waste including reuse (with another use) and valorization by incineration with energy recovery;
- final waste, which includes non-recovered waste: waste incinerated without energy recovery and waste disposed in landfill.

When possible and to promote circular economy, the sites resell their waste to reduce non-recoverable waste as much as possible. The resale of waste generated €11.2 million in 2022.

Performance

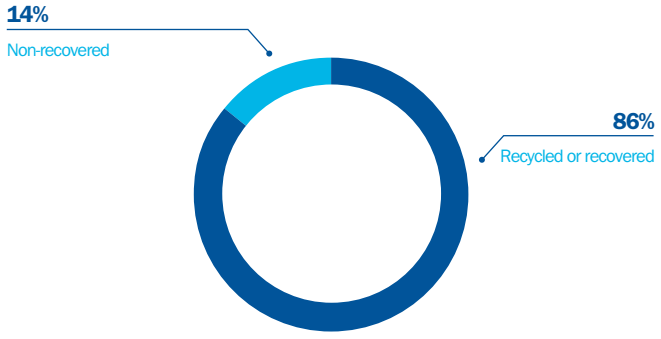
WASTE GENERATED ANNUALLY BY TYPE OF WASTE *(IN METRIC TONS)*

	2020	2021	2022
Plastic parts	31,397	31,374	30,711
Common industrial waste	14,030	13,266	13,806
Metals	8,521	9,821	8,329
Cardboard	8,842	8,150	9,110
Wood	5,826	6,992	6,916
Paint sludge	4,612	4,344	4,381
Solvents	3,099	3,547	3,777
Oils	1,496	1,451	1,643
Plastic packaging	1,164	1,106	1,598
Glass	1	2	5
Other waste	7,082	7,960	3,600
TOTAL WASTE	**86,071**	**88,014**	**83,876**

WASTE GENERATED ANNUALLY BY TYPE OF TREATMENT *(IN METRIC TONS AND %)*

	2020		2021		2022	
Recycling	60,676	70%	60,294	69%	59,239	71%
Recovery	14,311	17%	15,070	17%	12,990	15%
Incineration or disposal in landfills	11,084	13%	12,650	14%	11,647	14%
TOTAL WASTE	**86,071**		**88,014**		**83,876**	

WASTE RECOVERY IN 2022



4.3.3.4 BIODIVERSITY RISK

Risk description

Biodiversity covers the diversity of living species including terrestrial, marine and other aquatic ecosystems, as well as the ecological complexes of which they are part (microorganisms, plants, animals) present in an environment. This term also includes interactions between species and their environment. Humanity and its industrial and economic activities are a part of biodiversity because they interact directly or indirectly with living species and their ecosystems.

Significant loss of biodiversity compromises nature's ability to support people and ensure a sustainable future for the global economy.

This risk represents the fact that, through its industrial and economic activities, but also through the global warming it could cause, a company may contribute to impacting other living species or their ecosystems. Companies can act in two ways to preserve biodiversity: either in terms of dependence (for example by limiting the use of natural resources), or in terms of impact (for example by limiting the company's footprint on ecosystems).

Positions developed on the subject of biodiversity are still relatively rare, while the stakes are closely linked to those around climate change, and the expectations of governments (regulations, development of the bioeconomy, etc.), investors and public opinion are increasing.

Policies and procedures

To ensure the development of its activities while being attentive to the preservation of its environment, Plastic Omnium takes biodiversity into account in its corporate strategy. Sustainability is one of the Group's strategic pillars and is implemented operationally through the ACT FOR ALL™ program, which includes a "sustainable business" focus.

To further its biodiversity approach, Plastic Omnium conducted an impact study to determine the dependency between the Group's activities and

biodiversity: management of raw materials and energy, pollution generated, etc.

Following this study, an action plan will be determined taking into account the activity of the sites, their impacts on biodiversity or their area of establishment (proximity to areas of water stress or biodiversity protection for example).

First commitments to biodiversity

In 2018, Plastic Omnium formalized its commitment by joining the act4nature initiative, which became act4nature international in 2020 and was launched by the French association Entreprises pour l'Environnement (EpE) and numerous partners. The Group has made 10 commitments common to all signatory companies, as well as additional individual commitments.

This initiative asks companies to help protect biodiversity, which is mainly affected by five factors:

- change in land use;
- climate change;
- invasive species;
- overexploitation;
- pollution.

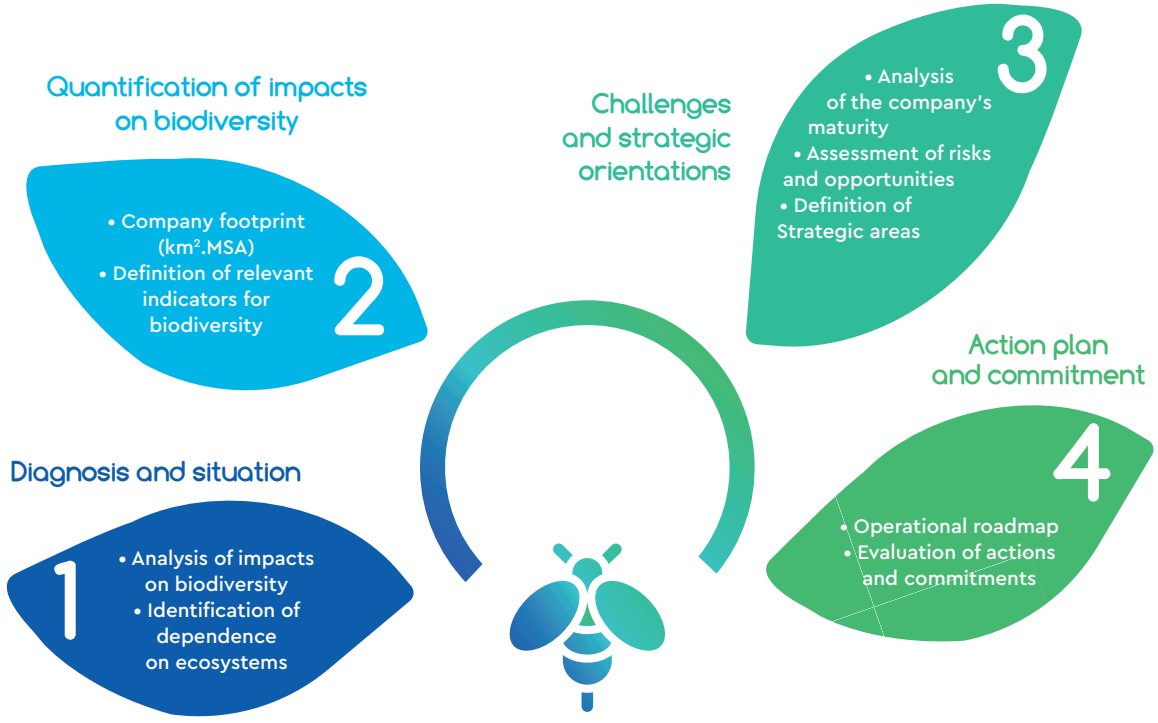
This voluntary commitment approach was an opportunity for Plastic Omnium to present individual commitments on the protection of biodiversity. These first commitments concerned the following areas:

- the reduction of CO_2 and atmospheric pollutant emissions related to automotive transport, an indirect lever for preserving biodiversity;
- effective management of the sites' environmental footprints;
- the fight against plastic pollution of the oceans;
- encouragement of local biodiversity initiatives.

Implementation of a structured biodiversity approach

In 2022, Plastic Omnium chose to go further to measure its impacts on biodiversity, implementing a structured approach by carrying out a holistic inventory of Plastic Omnium's interactions with biodiversity and quantifying the Group's biodiversity footprint in order to implement an appropriate action plan.

PLASTIC OMNIUM'S BIODIVERSITY APPROACH



This analysis was carried out by the following steps:

Step 1: a mapping study of all Plastic Omnium sites was carried out to assess their proximity to areas of interest for biodiversity. This study makes it possible to improve knowledge of natural habitats, biodiversity conservation areas and areas of water stress near the sites.

Step 2: this step consists of establishing the Group's main interactions on biodiversity. The aim was to define Plastic Omnium's dependencies and impacts on biodiversity. To do this, a wide scope of activities, the Group's specificities in terms of management of raw materials (energy, water, purchases of raw materials, etc.) and manufacturing processes, as well as the use and end-of-life of products, were analyzed. During this stage, around 10 qualitative interviews were conducted with experts from the various activities. This study made it possible to determine that the main pressures on biodiversity resulting from the Group's activities concerned climate change (Scope 3 downstream), pollution (Scopes 1, 2 and 3 upstream and downstream) and land use and transformation (Scopes 1 and 3 upstream).

Step 3: a calculation of the biodiversity footprint indicator (1) was carried out taking into account the data from the Group's environmental reporting (based on 2019 as the reference year to avoid the impact of the health crisis) and translating them into impact on biodiversity, by taking into account modeled data from Life Cycle Analyzes and reference data on the state of biodiversity in the world (GLOBIO model).

The completion of this mapping, the analysis of impacts and the calculation of indicators form the working bases for implementing appropriate action plans. These studies have also shown the strong correlation between climate change and damage to biodiversity.

Thus, the actions already undertaken to reduce the Group's carbon footprint (energy management, incorporation of recycled materials in products, etc.) also contribute to the preservation of biodiversity.

Performance

The indicator calculation carried out this year, using all the Group's environmental data, will make it possible to monitor the impact on the Group's biodiversity and to demonstrate that the actions implemented using this approach will contribute to the restoration of biodiversity. The number of projects to improve this impact will be monitored.

	Actions carried out in 2022
Identification of sites located in protected areas	In order to estimate its impacts, Plastic Omnium carried out an inventory of sites located in protected areas according to the IUCN's Key Biodiversity Areas (KBA) database. In 2022, three of the Group's sites were identified as being in these areas.
Local initiatives	Biodiversity is a local issue and actions are essential at site level to reduce local impacts. Several sites are very active in the area of biodiversity, in particular through the sustainability ambassador network, which makes it possible to share best practices for carrying out initiatives. For example: **Catering activity - Arevalo, Spain** The Cantazzoras hill, near the Arevalo site, is a site of special botanical interest for its varied flora and the species it shelters. With the aim of allowing nature to restore itself naturally, the Arevalo site has carried out activities to restore the environment of this hill by collecting the waste present, while respecting the existing flora. **Reforestation of a former mine - Essen, Germany** As part of the ACT FOR ALL™ program and the day dedicated to this program, actions were put in place to participate in the reforestation of a former open-cast lignite mine near Cologne. Oak, cherry and crab apple trees were planted.
ISO 14001 certification	More than 90% of Plastic Omnium's sites are now ISO 14001 certified and each new site is required to obtain this certification within three years of its start-up or integration. This standard aims to improve the environmental performance of a site, and more generally, enable it to better manage its impacts, whether in terms of sustainable use of resources, protection of biodiversity and local ecosystems or the adoption of measures to prevent pollution.
Preservation of water resources	The Group is committed to the preservation of water resources: with equipment operating in closed circuits, the industrial processes of the plants allow controlled consumption of this resource and water contaminated by the paint activities is put through a rigorous decontamination process. In order to improve knowledge of the water stress areas around the sites, a mapping of all sites was carried out and shows that, on average, 18% of the sites are located in areas with very high water stress (>80%) according to the Aqueduct database.

1) Corporate Biodiversity Footprint ®, developed by Iceberg Data Lab

4.4 THE VIGILANCE PLAN

Context of the law

Law no. 2017-399 of March 27, 2017 on the Duty of Vigilance of parent companies and ordering companies introduced an obligation for parent companies of groups employing more than 5,000 people in France or 10,000 people in France and abroad, to develop, publish and implement appropriate measures to identify the risks and the means to prevent violations of human rights and fundamental freedoms, and risks to the health and safety of people and the environment, which may result from the activities of the Group and its subsidiaries, and those of suppliers or subcontractors with which it has an established commercial relationship.

The purpose of this regulation is to:

- prevent serious incidents or breaches in the above areas throughout the Company's value chain;
- provide for the request of any person, justifying an interest to act, and to engage the responsibility of the author of any damage to repair it.

This obligation is based on five measures:

1) risk mapping (identification, analysis, prioritization);
2) procedures for regularly assessing the situation of subsidiaries, suppliers or subcontractors;
3) appropriate actions to mitigate risks or prevent serious breaches;
4) a mechanism for alerting and collecting alerts relating to the existence or occurrence of risks;
5) a system to monitor the measures implemented and assess their effectiveness.

Plastic Omnium meets the requirements of the French Duty of vigilance law by drawing up a Vigilance Plan, the content of which is presented below. It sets out the various steps taken for each challenge:

- human rights and fundamental freedoms;
- the health and safety of people;
- the environment.

The report on the effective implementation of Plastic Omnium's Vigilance Plan for 2022 is included in this paragraph *4.4 Vigilance Plan* of this URD. It gives operational applications and refers to the monitoring indicators identified. The report on these measures concerns subsidiaries and suppliers.

The Vigilance Plan is an integral part of the Group's strategy, which includes a Sustainability pillar reflected in the ACT FOR ALL™ program. This program promotes sustainable business, responsible entrepreneurship and purchasing, and a strong focus on people.

GOVERNANCE OF THE VIGILANCE PLAN

Governance bodies	Missions
Board of Directors	In 2022, the Board of Directors set up an Appointments and CSR Committee composed of three members. This Committee is informed of the content of the Vigilance Plan and reviews it every year.
Executive Committee	As part of a continuous improvement approach, the Vigilance Plan is monitored by the Executive Committees.
The Group Internal Control and Compliance Committee	Composed of the Chief Compliance Officer, the Group Chief Financial Officer, the Group HR Director, the Chairmen and Chief Financial Officers of the divisions, the Corporate Legal Director, the Operations Compliance Director, the Internal Audit and Risk Management Director, and the Internal Control Director, this committee's duties include the review of: the Group risk matrix, the missions of the internal control teams, the internal audit missions, schedules, audit points, supplier compliance, anti-corruption compliance and ethics issues reported via the whistleblowing process.
Departments involved	The Purchasing, Sustainability, Legal and Human Resources Departments participate in the drafting, implementation and monitoring of this Vigilance Plan.
In the activities	The Compliance Officers, internal controllers, legal experts and purchasing managers are in charge of deploying the Vigilance Plan in the activities.

1. RISK MAPPING

For subsidiaries

The risks analyzed as part of the Vigilance Plan are listed in:

- **the Group risk mapping**, which presents the main risks considered as material and specific to Plastic Omnium's business and business lines;
- **the non-financial challenge materiality matrix,** which ranks risks and opportunities based on the assessment of the various stakeholders.

These risk factor definition tools take into account different levels of assessment.

In order to conduct the **Group risk mapping**, Plastic Omnium has reviewed and evaluated the risks that could have an adverse effect on its business, financial position, results or reputation. These risks have been assessed based on the probability of occurrence and their impact (after taking into account the measures adopted by the Group to manage these risks).

This risk matrix is drawn up at two levels:

- at local level: these analyses make it possible to score the risks and identify the actions implemented locally to prevent and correct potential breaches. The risks identified relate to all environmental issues (consumption of raw materials, discharges and pollution, chemical products, waste and attention to biodiversity, etc.) and health and safety issues (accidents, occupational illnesses and psycho-social risks, etc.). ISO 14001, ISO 50001 and ISO 45001 certifications require the completion of a risk map for each certified site;
- at Group level: the annual review of the risk mapping makes it possible to identify all the risks borne by the Group. It involves the Group's operational departments, central functional departments and Internal Audit. Risks related to suppliers and subcontractors are incorporated into this analysis. The Group's risk mapping is presented in section 2 of the URD "Main risk factors" on p. 54.

Moreover, **the non-financial challenge materiality matrix** presents non-financial risks and opportunities based on the importance of these challenges for internal and external stakeholders and their impacts on Plastic Omnium's overall performance. Initially, a sector-based documentary analysis, a peer-based benchmark and a consultation of internal support materials enabled pre-selection of the 20 most important non-financial challenges for Plastic Omnium. The challenges were then prioritized by interviewing Plastic Omnium employees spread across all business lines and internationally and by conducting qualitative surveys with a panel of external stakeholders: customers, suppliers, associations, research centers, banks, partners and certification bodies. The Group's non-financial challenge materiality matrix is presented in section 4 of the URD "Statement of Non-Financial Performance" on p. 158.

The table below summarizes the risks identified in relation to the challenges of the Duty of Vigilance. It also specifies, using cross-references, the descriptions and mitigation measures put in place by the Group and described in this URD.

DUTY OF VIGILANCE STAKES

DUTY OF VIGILANCE STAKES

HUMAN RIGHTS AND FUNDAMENTAL FREEDOMS

HEALTH AND SAFETY OF PEOPLE

ENVIRONMENT

ASSOCIATED RISKS

• Human Rights risk	*Chapter 4.3.2.5 – NFRD*	• Risk to the health and safety of people	*Chapter 4.3.3.4 – NFRD + Chapter 2*	• Impact of climate change risk	*Chapter 4.3.3.1 – NFRD + Chapter 2*
• Human Resources risks	*Chapter 4.3.1.2 – NFRD*	• Human Resources risks	*Chapter 4.3.1.2 – NFRD*	• Natural/climate disaster risk	*Chapter 4.3.3.2 – NFRD*
• Responsible purchasing/ supplier risk	*Chapter 4.3.2.4 – NFRD*			• Biodiversity risk	*Chapter 4.3.3.4 – NFRD*
• Cyber risk/IS continuity of service – data protection	*Chapter 4.3.2.2 – NFRD*			• Eco-design and recyclability risk	*Chapter 4.3.3.3 – NFRD*

OPERATIONAL THEMES

RESPECT HUMAN RIGHTS IN THE VALUE PRODUCTION CHAIN

- Signatory of United Nations Global Compact
- ILO Convention
- ACT FOR ALL™ program
- Human Resources risk management: talent management, employee engagement, equal opportunities, social dialog
- Actions taken towards communities
- Supplier assessment programs
- Information technology security policy
- "Know Your Suppliers" approach
- Responsible Purchasing Charter

PROTECTING THE HEALTH AND SAFETY OF EMPLOYEES AND SUBCONTRACTORS

- Health and Safety policy
- ISO 45001 certification
- Safety training
- Health campaigns
- Workstation ergonomics procedures

REDUCING THE ENVIRONMENTAL IMPACT OF THE GROUP'S ACTIVITIES

- Carbon neutrality roadmap
- Biodiversity diagnostic
- ISO 50001 certification
- Materials R&D
- Life cycle analyses (LCA)
- Recycled materials innovations

For suppliers

Plastic Omnium is developing a responsible approach to its purchases and supplies. This approach makes it possible, among other things, to identify the suppliers most at risk by integrating, for example, all suppliers in certain sectors targeted by the risk mapping: for example, intermediaries and service providers acting on behalf of Plastic Omnium, as well as customs brokers, are considered particularly exposed.

Supplier risk analysis is based on the following five risk factors: country, sector of activity, inclusion on international sanctions lists, the existence of politically exposed persons in governing bodies or the shareholding structure and published controversies.

In 2022, a supplier risk assessment platform was set up. Suppliers are assessed and categorized according to their risk profile: low (green), medium (orange) or high (red). This assessment takes into account their country of operation, their business sectors, and any sanctions and controversies to which they may have been subject. It also takes into account the profile of the main members of their governance bodies (Executive Committee, Board of Directors or shareholding structure).

Suppliers presenting a low risk (green) are not subject to any due diligence but are regularly monitored.

Suppliers presenting an average risk (orange) are required to actively engage in an assessment process in order to improve their performance. In the absence of supplier-specific initiatives, they are asked to complete the EcoVadis questionnaire. Ecovadis is a recognized global supplier of CSR assessments. This questionnaire assesses the performance of companies in the areas of environment, human rights and ethics on the basis of documented arguments.

Lastly, suppliers presenting a high risk (red) must be the subject of an immediate action plan and remediation; failing this, they cannot be consulted for calls for tenders.

New suppliers are referenced on the basis of certain criteria, requiring different degrees of investigation, in the areas of quality, financial robustness and Sustainability performance.

2. ASSESSMENT MEASURES

For subsidiaries

Several systems are in place to assess the performance of subsidiaries on the various themes taken into account in the Vigilance Plan (human rights and fundamental freedoms, health and safety of people, and the environment).

The indicators are collected via the Group's non-financial reporting tool. It is regularly monitored by the reporting managers in the subsidiaries and centrally. They are also published annually in the URD and audited by the independent auditors (see Report in Section 4.9).

The indicators of the ACT FOR ALL™ program (see table below) are monitored by a dedicated Management Committee. These results are used to set the main guidelines and targets, to define policies and to analyze deployment and any gaps. The main results are also presented to the European Works Council (1).

1) *The **European Works Council** is the institution representing personnel that brings together the various works councils of companies or facilities of transnational companies with subsidiaries and branches in different countries in the European Union.*

ACT FOR ALL	Markers	KPI	2022 result	2025 target
PILLAR 1 RESPONSIBLE ENTREPRENEURSHIP	Business ethics	Number of employees trained / targeted	88%	>98%
	Responsible purchasing	Based on an "IndueD" assessment for 95% of the purchasing base (in €), number of medium- and high-risk suppliers enrolled in a self-assessment initiative	714	To be defined
PILLAR 2 CARE FOR PEOPLE	Safety	Accidents with and without lost time - FR2	0.78 (1)	<0.5
	Ergonomics	Percentage of positions with severe ergonomic constraints	- 37% vs 2021	-50% vs. 2021
	Health	Percentage of sites supporting health initiatives	90 %	100%
	Diversity and Inclusion	Percentage of women: - Engineers & managers - Senior Executives	 23.2% 23.2%	 25% 30%
	Promotion of youth employment	Number of interns, apprentices, and VIE	1,204	1,300 (2)
	Local sponsorship initiatives	Proportion of sites that have undertaken actions to support local communities	86%	100%
PILLAR 3 SUSTAINABLE BUSINESS	Top Planet Program	Top Planet score	59%	80%
	Reduction in the Scopes 1 & 2 carbon footprint	Scopes 1 & 2 CO_2 emissions (3)	-26% vs. 2019 -9% vs 2021	-80% vs. 2019
	Reduction in the Scope 3 carbon footprint	Scope 3 CO_2 emissions (3)	-29% vs. 2019 -5% vs 2021	-30% in 2030 vs. 2019
	Development of sustainable mobility initiatives at each site	Number of sites with sustainable mobility initiatives	40%	100%

(1) FR2 Group scope including minority JVs (excluding PO Lighting).
FR2 IFRS scope (excluding PO Lighting) = 0.97.
FR2 IFRS scope (with PO Lighting) = 1.16.
(2) 2025 target revised upwards as previous target (1,000) exceeded
(3) Excluding acquisitions made in 2022

In addition, the Internal Audit Department plans an annual program of control visits to subsidiaries and sites. In early 2022, the audits continued remotely or in person with the help of a local auditor. 25 audits were carried out in this way in 2022. During these audits, quality, health / safety, environment and human rights aspects are regularly addressed.

For suppliers

To assess and support its suppliers in the development of their Sustainability approach, Plastic Omnium has implemented the Know Your Suppliers approach.

Suppliers' Charter

When referenced, Plastic Omnium requires each supplier to sign the Group's Suppliers' Charter, available on the Internet. Equivalence with their own charters, if comparable, is accepted. The Suppliers' Charter addresses human rights in the following sections: Section 3 "Human rights and working conditions" and Section 4 "Protection of health and safety".

Deployed since 2016, the charter is built around the following references:

- the United Nations' Universal Declaration of Human Rights and its two additional covenants (the International Covenant on Economic, Social and Cultural Rights and the International Covenant on Civil and Political Rights);
- the ten principles of the United Nations Global Compact;
- the Fundamental Conventions of the ILO (International Labour Organization) and the ILO Declaration on fundamental labor principles and rights;
- the OECD Guidelines.

The suppliers undertake to comply with:

- competition law;
- laws and regulations aiming to fight corruption and money laundering;
- Human Rights and working conditions: prohibition of the use of forced or compulsory labor in all its forms, the use of child labor, prohibition of discrimination in terms of employment and working conditions and guarantee of equal pay and freedom of association and protection of the right to organize. Finally, they are committed to maintaining a safe and healthy work environment.

In the event of a breach, Plastic Omnium may require the supplier to take corrective measures or terminate all or part of the contract for negligent non-performance.

Supplier assessment

The Know Your Suppliers approach includes the general assessment of a panel of suppliers covering 95% of its expenditure, through a risk assessment platform.

More in-depth assessments according to criteria defined each year are carried out in partnership with EcoVadis.

All information related to suppliers is accessible via a digital platform and can be consulted by all the Group's buyers.

The Supplier Compliance Committee

The Supplier Compliance Committee, made up of the Responsible Purchasing, Sustainability, Legal and Internal Control Departments, ensures the relevance of the procedures and processes in force, validates the assessment criteria, and defines the roadmap for supplier Sustainability. Lastly, it endorses remediation solutions for suppliers presenting high risks.

3. PREVENTION AND MITIGATION ACTIONS

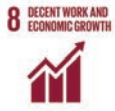
For subsidiaries

The risks included in the Vigilance Plan and the associated mitigation measures are described in the Statement of Non-Financial Performance.

The table below presents the risks defined as part of the vigilance plan, the associated mitigation procedures and the monitoring indicators put in place.

1) Human rights and fundamental freedoms

Human Rights risk Risk of violation of fundamental human rights in the workplace or in the value chain 	• Signatory of United Nations Global Compact • Fundamental Conventions of the International Labour Organization (ILO) • ILO Declaration on Fundamental Principles and Rights at Work, OECD Guidelines • Vigilance Plan • ACT FOR ALL™ program • Conflict minerals policy • Initiatives in favor of local communities • Health campaigns • Human Rights policy	• % of sites that proposed an action in favor of local communities: 86% • % of sites that offered at least one health campaign: 90%	8 DECENT WORK AND ECONOMIC GROWTH 10 REDUCED INEQUALITIES 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Human Resources risks • **talent and skills management** risk of generating frustration among employees or dampening the Company's dynamism and performance • **employee engagement** risk of reducing employee involvement • **equal opportunities** risk of discrimination • **social dialog** risk of impacting the Company's productivity or development 	• Human Resources policy • Talent identification process • OMEGA transformation project • Compensation policy • VIE contracts and partnerships with schools • Diversity policy • Mission for workers with disabilities in France	• Percentage of women in the workforce: 31% • Proportion of engineers and managers that are women: 23.2% • Number of interns, apprentices and VIE: 1,204 • Number of workers with disabilities: 389		166
Responsible purchasing/supplier risks Risk of impacting the Group's operational activities, performance or reputation through a failure in any part of the supply chain 	• "Know Your Suppliers" approach • ACT FOR ALL™ program • Carbon neutrality roadmap • Vigilance plan • Supplier mapping • EcoVadis assessment • Supplier visits and audits • Responsible Purchasing Charter • Integration of CSR and business ethics clauses in supplier contracts • Whistleblowing procedure • Conflict minerals policy	• % of Group purchases assessed as part of the *Know Your Suppliers* approach: 95%		180
Cyber risk – IT continuity of service – data protection Risk of financial loss, business interruption or damage to a Company's reputation due to IT system failures 	• Information Technology Security Policy • Cybersecurity and GDPR training	• External audits: 9 sites certified or recertified with the TISAX standard (Trusted Information Security Assessment Exchange) in 2022		177

4

2) Personal Health and Safety

Personal Health and Safety Risks Likelihood of employees and subcontractors being exposed to a dangerous situation (damage to their physical and/or mental health). 	• Health and safety policy • Top Safety training • ISO 45001 Health and Safety Management System • Covid-19 protocol • Workstation ergonomics procedures (assessment, anticipation, training, etc.)	FR2: 1.16 (1) Number of people trained in Top Safety and Stop 5: 785 Percentage of workstations assessed for ergonomics: 99%		163
Human Resources risks • **talent and skills management** risk of generating frustration among employees or dampening the Company's dynamism and performance • **employee engagement** risk of reducing employee involvement • **equal opportunities** risk of discrimination • **social dialog** risk of impacting the Company's productivity or development 	• Human Resources policy • Talent identification process • OMEGA transformation project • Compensation policy • VIE contracts and partnerships with schools • Diversity policy • Mission for workers with disabilities in France	• Percentage of women in the workforce: 31% • Proportion of engineers and managers that are women: 23.2% • Number of interns, apprentices and VIE: 1,204 • Number of workers with disabilities: 389		166

1) IFRS scope - FR2 Group scope including minority joint ventures = 0.95.

3) Environment

Risk related to the impact of climate change on the Company's business model (no mitigation of climate change)
 	
Risk of not implementing all actions to mitigate the impact of the Group's activities and fight against global warming

	• "Carbon neutrality" targets and roadmap aligned with the Paris Agreement and approved by the SBTi in 2021
	• Sites' energy decarbonization policy (decarbonized energy, facilities to produce renewable energy, and PPA)
	• ISO 50001 certification
	• Scope 3 reduction policy by working on the value chain
	• R&D on materials, bio-sourcing and research into replacing materials with low-impact products
	• Life cycle analyses for Plastic Omnium's projects and products and those of suppliers
	• Innovative partnerships
	• Development of hydrogen energy for clean mobility
		• CO_2 emissions
		  • scope 1: 77 kt CO_2-eq
		  • scope 2: 304 kt CO_2-eq
		  • scope 3: 29,915 kt CO_2-eq
		• Top Planet Score: 59%
		• Number of industrial sites equipped to generate renewable energy: 13
				183

Natural/climate disasters risk (non-adaptation to climate change) Risk of being impacted by the consequences of climate change: increased costs (price of materials, insurance, etc.) and impacts on production (production stoppages, supply of materials, etc.) 	• Audits carried out by insurers	• Number of site visits by insurers: 86		192
Biodiversity risk Risk that the industrial or economic activities of the company impact other living species 	• Implementation of a biodiversity approach in 2022	• Indicator in the process of being defined		194
Eco-design and recyclability risk Risk of reducing the planetary capacity to respond to the growing challenges of mobility Risk of not reducing the Group's environmental footprint 	• Life cycle analyses (LCA) • Development of R&D projects on alternatives to high-impact materials (plastics, carbon fiber, etc.) • Development of innovative solutions and partnerships to improve the effective recyclability of products • Development of solutions to integrate more recycled materials into products	• 86% of waste is recycled or recovered		192

FOCUS ON THE CODE OF CONDUCT

A number of policies and procedures govern the actions of the Group and its subsidiaries. The Code of Ethics is the first instrument governing the actions of the Company and its employees. It presents the non-negotiable rules that the Group has set itself in terms of respect for Human Rights, fundamental freedoms, health and safety, diversity, the environment and preventing discrimination, fraud, corruption and influence peddling. It also reminds employees of their obligations: protecting the Group's assets and image, guaranteeing product quality and safety, and complying with ethics rules and regulations. The Code of Conduct is translated into the main languages used within the Group, i.e. 22 languages to date.

In addition, Plastic Omnium's membership of the United Nations Global Compact since 2003 requires it to comply with the 10 principles relating to respect for Human Rights and international standards on labor, environmental protection and the fight against corruption.

The Internal Control and Compliance Committee is composed of managers from Human Resources, Finance, Compliance, Risks and Internal Audit, and Business Lines Departments. It guides the Group's compliance policies and actions and relies on a network of Compliance correspondents around the world.

Mechanisms to comply with the French law known as the Sapin 2 law (law no. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of economic life) were put in place and implemented by the Group as follows:

- employee training and awareness;
- the e-learning Code of Conduct was followed in English by all new Group managers. It is included in the Welcome package for managers. It is available in seven languages and will be translated into the languages of three new countries (India, Japan, Brazil) in 2023. Whenever a new translation is available, all managers in the country concerned repeat this e-learning course in their language;
- the anti-corruption e-learning, available in 22 languages, is followed by all Group managers and non-managers in the exposed functions (purchasing, sales, logistics, finance). In June 2022, a training campaign for this module began, which ended in December.

For suppliers

Since 2021, the assessment of a supplier has had certain consequences: a supplier whose risk is high will first of all be accompanied, in order to understand the reasons for its assessment and the possibility of rapid remediation. If its risk profile is confirmed, it will have to put in place an action plan that will be validated and monitored by Plastic Omnium. In the absence of an action and improvement plan, it may be excluded from the panel.

Additional measures are also in place:

- the conditional requirement to certain contractors to be certified according to the ISO 14001, ISO 45001 standards;
- a major discrepancy identified, for example during an audit, that may lead the Group to take all necessary measures to guarantee its integrity and sustainability;
- training;
- the inclusion of contractual clauses on social and environmental issues in the General Supply Terms and Conditions in its supplier, subcontractor and service provider contracts.

Two issues in particular are monitored by the Group:

- chemical products: products covered by the European REACH regulation must be registered. Plastic Omnium is working with an external service provider to ensure that products meet regulations and that the safety data sheets (which provide information on risks and stipulate usage precautions) are up to date. Because the lists of products covered by REACH change regularly, this work involves anticipating regulations;
- conflict minerals *(see page 181)*.

4. WHISTLEBLOWING PROCEDURE

Whistleblowing system

Since 2018, the whistleblowing system has been accessible to external third parties via the Code of Conduct section of the Group's website. This system manages alerts in the strictest confidentiality, so that whistleblowers can report any potential breaches without fear of retaliation, in accordance with local laws.

The process is described in the Code of Conduct, available in 22 languages on the intranet and on the Group's website. The procedures for system entry were also presented to the competent Employee Representative Bodies.

Alert processing

Employees can alert their managers or any other person if they wish or use the two channels available to them:

- an email address: corporatesecretary.ethicsalert@plasticomnium.com;
- a mailing address: Compagnie Plastic Omnium, Alerte Éthique, 1, allée Pierre-Burelle, 92300 Levallois-Perret, France.

The information is processed anonymously and sent to the Group Compliance Department.

In 2022, eight alerts were received.

A dedicated committee is in charge of monitoring and processing these alerts (excluding the activity of HBPO, whose alerts are monitored by the Compliance Officers, but following the acquisition of HBPO, the process will be modified in 2023 so that the activity of HBPO is included). This *ad hoc* Committee is composed of the Compliance, Human Resources and Internal Audit Departments. It studies the alerts, the need to call on an internal or external third party to investigate, decides on the response to the alert, monitors progress and/or closes the alert.

5. MONITORING OF MEASURES IMPLEMENTED AND ASSESSMENT OF THEIR EFFECTIVENESS

Non-financial data is presented annually in this section and is monitored on a monthly, quarterly or annual basis using dedicated reporting tools to measure changes, improvements and any discrepancies to be corrected. These data concern, for example, work organization, overtime, compensation, incidents of discrimination, equal opportunities, health and safety as well as greenhouse gas emissions and energy consumption, consumption of raw materials, waste and environmental incidents.

The challenges addressed by the ACT FOR ALL™ program are subject to specific monitoring within dedicated Committees. In addition, targets have been set for the ACT FOR ALL™ program's principal markers by 2025 with intermediate annual targets (See the ACT FOR ALL™ table on page 154).

The assessments carried out by third parties show a constant improvement in the Group's non-financial performance (refer to the section entitled "Report from the Independent Third-Party" on page 237).

4.5 THE "EUROPEAN TAXONOMY"

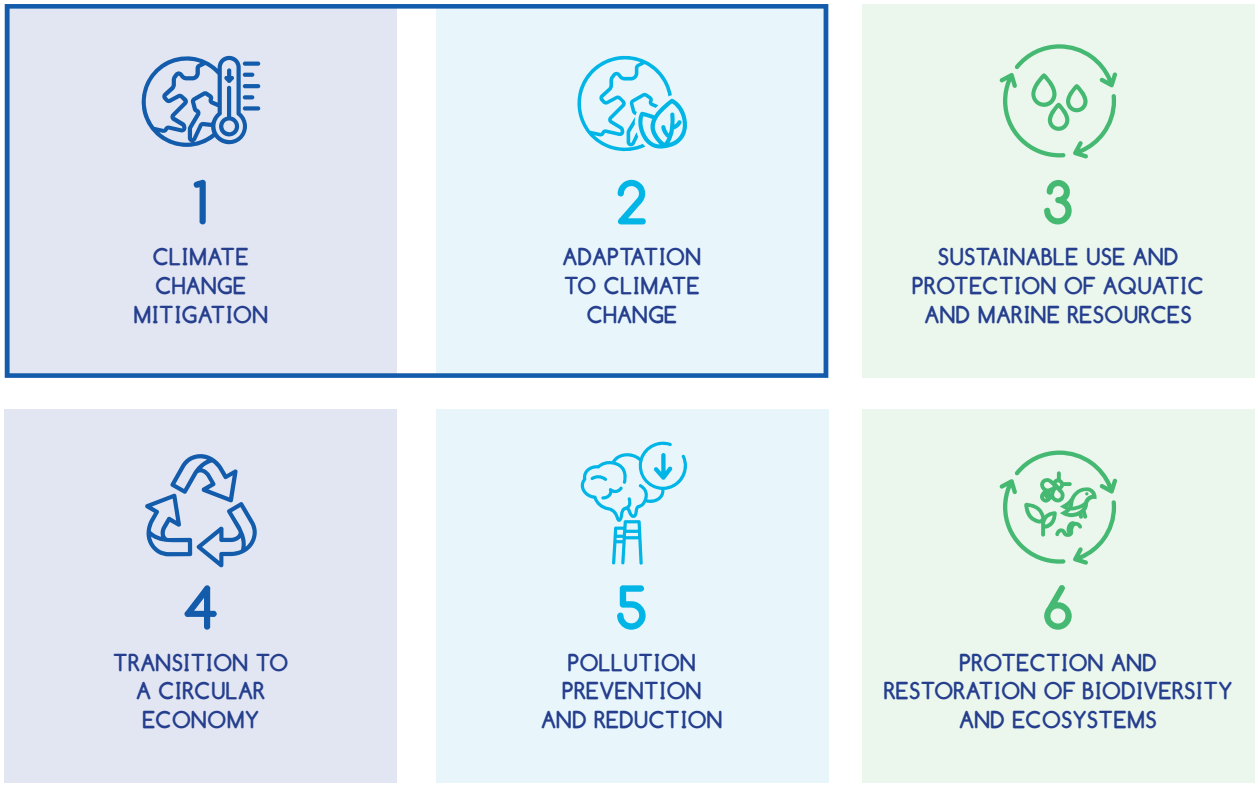
On June 22, 2020, the taxonomy regulation [1] (EU) 2020/852 was published in the Official Journal of the European Commission. This regulation introduces a new non-financial reporting standard with the aim of promoting sustainable investments.

4.5.1 THE TAXONOMY REPORTING FRAMEWORK

Objectives of the taxonomy

The European taxonomy aims to identify the economic activities of a company considered to be environmentally sustainable. It aims to redirect capital flows towards sustainable investments, integrate sustainability into risk management and promote transparency in corporate reporting.

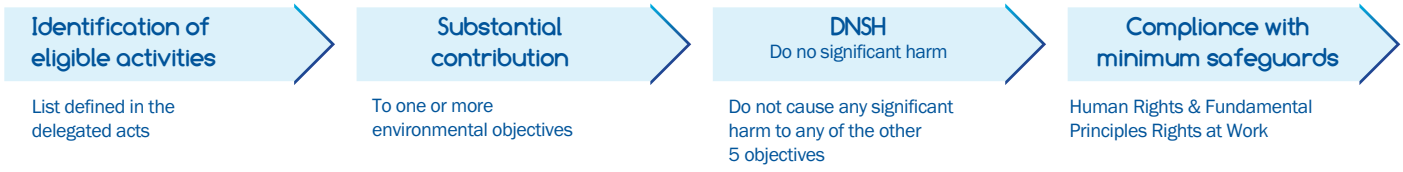
The regulation stipulates that only economic activities that contribute to one of the six environmental objectives it sets out can be considered sustainable. These objectives are listed below, it being specified that, at the date of publication of the URD 2022, only the first two environmental objectives (climate change mitigation and adaptation to climate change) were included in the taxonomy reporting framework:



1) *Sustainable taxonomy as defined by REGULATION (EU) 2020/852 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of June 18, 2020 on establishing a framework to promote sustainable investments.*

The taxonomy reporting process

The various phases followed by the Plastic Omnium Group in the preparation of its taxonomy reporting are described below:



4.5.2 IDENTIFICATION OF PLASTIC OMNIUM ACTIVITIES ELIGIBLE UNDER THE TAXONOMY

Reminder of the definition of eligibility

An economic activity qualifies as **eligible** under the taxonomy if it is described in the delegated acts relating to the six environmental objectives.

Plastic Omnium's economic activities listed in the taxonomy delegated acts

The Plastic Omnium Group has analyzed all its activities with regard to the taxonomy regulation. This analysis was carried out jointly by the sustainability and finance departments, supported by operations. Plastic Omnium has identified as eligible and responding to **the objective of climate change mitigation**, its activities related to:

- the design and manufacture of components necessary for hydrogen-powered vehicles: activity 3.2 referenced in the delegated acts;
- and the manufacture of batteries for transport: activity 3.4 referenced in the delegated acts.

Moreover, according to the current interpretation as reported by the European Commission in its FAQs (Frequently Asked Questions) of February and December 2022, the assembly of low-carbon vehicles (tailpipe emissions of less than 50g CO_2/km) is eligible under activity 3.3 "Manufacture of low-carbon technologies for transport". Nevertheless, the manufacture of components for these vehicles would not be.

Following its analysis work and study of the regulation, Plastic Omnium estimates that the components intended to be fitted in vehicles with low CO_2 emissions make a substantial contribution to low-carbon mobility. In this context, as in 2021, the Group has extended its analysis to all of its activities contributing to the reduction in CO_2 emissions related to low-carbon mobility and believes that these activities should be covered by activity 3.3 as referenced in the delegated acts.

	Description of Plastic Omnium's economic activity	Objective 1: Climate change mitigation		
		NACE code	Activity described in the taxonomy regulation	Reported indicators
Eligible activity	Manufacture of: • hydrogen fuel tanks • fuel cell stacks • integrated hydrogen systems	25.29 27.11 27.90	3.2 Manufacture of equipment for the production and use of hydrogen	Turnover OpEx CapEx
	Manufacture of: • electric batteries	29.32	3.4 Manufacture of batteries	
Complementary activity analyzed	Manufacture of equipment (bumpers, tailgates, fuel tanks, front-end modules, interior modules: cockpit and center console) solely for electric or hybrid vehicles.	29.32	3.3 Manufacture of low carbon technologies for transport	

Plastic Omnium support activities listed in the taxonomy delegated acts

In addition, the Group incurs operating and investment expenses (CapEx and OpEx) in eligible "support activities", allowing it to reduce its greenhouse gas emissions.

	Objective 1: Climate change mitigation	
Description of the support activity	**Taxonomy reference**	**Indicators**
Use of company vehicles	6.5 Transport by motorbikes, passenger cars and commercial vehicles	OpEx CapEx
Energy improvement works	7.3 Installation, maintenance and repair of energy efficiency equipment	
Installation for the operation of renewable energies	7.6 Installation, maintenance and repair of renewable energy technologies	
Leasing, construction, or acquisition of buildings (administrative for office, commercial, industrial and warehouse use)	7.7 Acquisition and ownership of buildings*	

* *In 2022, all office buildings, whether administrative office buildings, commercial or industrial buildings, or warehouses, were included in the taxonomy analysis work (in 2021, only office buildings and warehouses were included in the taxonomy).*
Only "General installations and improvements" were considered ineligible.

Some of Plastic Omnium's support activities identified in the above table were associated with eligible economic activities.

4.5.3 ALIGNMENT OF PLASTIC OMNIUM'S ACTIVITIES

Reminder of the definition of alignment

An activity is considered to be aligned with the taxonomy when it is eligible and meets the following three conditions:

- it contributes substantially to at least one of the six environmental objectives;
- it does not cause any significant harm to any of the other environmental objectives (DNSH principle: "Do No Significant Harm");
- it complies with the minimum guarantees.

Plastic Omnium has analyzed all the activities mentioned in Section 4.5.2.

With regard to substantial contributions, after identifying which Group activities were eligible under the taxonomy, verifications of compliance with the substantial contribution criteria were carried out for each eligible activity, as described in the taxonomy delegated acts. On the one hand, by definition of activities 3.2, 3.3 and 3.4, compliance with the criteria of substantial contribution is intrinsic to the notion of eligibility. On the other hand, for support activities whose alignment requires a detailed analysis, substantial contribution data was collected, after transmission of the operational guidelines and criteria, from the divisions. The latter were able to report the information on the basis of available local data by adopting a cautious position given the difficulty in accessing comprehensive information.

4.5.4 VERIFICATION OF "DO NO SIGNIFICANT HARM" (DNSH)

The DSNH criteria were analyzed during the reference year (2022) for activities that substantially contribute to climate change mitigation. The main verification procedures are described in the table below. They were conducted with the aim of examining the possible existence of significant harm to the other environmental objectives.

DNSH	Description of the verification procedures
Adaptation to climate change 	A climate risk assessment was carried out using expert software adapted to this approach in order to identify production sites likely to be impacted by physical climate risks. A specific working group bringing together Plastic Omnium teams and climate experts was set up to adapt this software to the specific needs of the taxonomy. The assessment of the vulnerability of activities is carried out as part of a continuous improvement process in collaboration with Plastic Omnium's Audit, Insurance and HSE departments and the support of insurance providers. These analyses make it possible to put in place adaptation plans to mitigate the most significant risks. For this first year of assessment, all the Group's production sites were taken into account and an analysis integrating the entire value chain will be gradually rolled out. The IPCC scenarios were taken into account in the risk analysis.
Transition to a circular economy 	Convinced of the importance of developing a more circular economy and preserving resources, the Plastic Omnium Group has long since implemented procedures to integrate the use of recycled materials and the design of sustainable products, waste management and traceability of substances of concern. The approach continues and accelerates year after year, with the establishment of partnerships upstream and downstream of the chain (with both suppliers and customers). Circular economy processes, policies, procedures and projects are described in section "4.3.3.3 Eco-design and recyclability risk".
Pollution prevention and reduction 	The Plastic Omnium Group complies with all local and national regulations in this area. Substance approval and control measures are integrated into the manufacturing, use and marketing processes for the Group's products. The Plastic Omnium Group's value chain is included in the monitoring and verification scope. The tools have been adapted to the specific expectations of the taxonomy and are constantly being improved to take into account the integration of new substances and new products used in particular in the manufacture of batteries and hydrogen fuel tanks. In addition, products containing substances of concern are subject to specific monitoring and the search for substitutes. The taxonomy regulation states that the mere presence of a substance listed in criteria f) and g) in a product, without a defined threshold, excludes it from alignment. The manufacturing process for each product was examined and when one of these substances was present, the product was considered to be non-aligned. In this context and as part of the assessment of alignment with the European Taxonomy for the 2022 fiscal year, the results of the search for these substances reflect a particularly strict analysis. In carrying out this analysis, Plastic Omnium was not able to comment on whether the nature of substances listed by the taxonomy is essential use for the society, as the objective criteria used to assess this notion are not defined by the regulations. Plastic Omnium has taken note that objective criteria to assess the notion of "essential use" will be defined in 2023 as indicated in the European Commission's answer to question 176 of the FAQ of December 19, 2022. This will enable the Group to reassess its alignment with the European Taxonomy on the basis of these criteria while continuing to deploy its ambitious sustainability policy as part of its ACT FOR ALL™ program.
Sustainable use and protection of water and marine resources 	An assessment was carried out on all the sites concerned, based mainly on the environmental analyses carried out each year as well as on compliance with the environmental regulations in force in the various countries.
Protection and restoration of biodiversity and ecosystems 	An assessment of the impact of our activities on biodiversity was carried out on all the Group's sites. This approach aims to map the biodiversity risk, calculate indicators and implement related action plans. This approach is described in section "4.3.3.4 Biodiversity risk".

4.5.5 COMPLIANCE WITH MINIMUM SAFEGUARDS

Plastic Omnium supports the highest human rights standards in the conduct of its operations.

The Group has a human rights policy published on the Group’s website and accessible to all its employees. This policy is in line with Plastic Omnium’s commitments in the area of human rights and defines the way in which its employees must interact with business partners, suppliers, communities and other stakeholders. The human rights policy is regularly reviewed.

In addition, the Group publishes its Vigilance Plan every year, which, through the actions described and implemented, meets the minimum safeguards expected under the Taxonomy Regulation. The Vigilance Plan applies to the divisions of the Group and its subsidiaries, and those of the suppliers or subcontractors with which it has an established commercial relationship. The vigilance plan is published on page 197 of this URD.

In addition, to assess and support its suppliers in the progress of their sustainability approach, Plastic Omnium has set up the specific Know Your Suppliers approach. This approach is based on a prerequisite: the signing of the Suppliers' Charter, which specifies how suppliers must adhere to the Group’s responsible purchasing approach. Plastic Omnium also carries out a general assessment of a panel of suppliers covering 95% of the Group’s expenses, using a risk assessment platform. This approach is described in section 4.3.2.4 “Responsible purchasing / supplier risk”.

Lastly, the policies and procedures dealing with anti-corruption, taxation and fair competition are described in the "Business ethics and tax evasion" (page 176) and "Human Rights" (page 182) risks in the Group’s Non-Financial Reporting Disclosure.

4.5.6 TAXONOMY REPORTING OF PLASTIC OMNIUM GROUP DATA

METHODOLOGY FOR CALCULATING INDICATORS

Since 2021, the Group has set up a reporting system that meets the same requirements as those used to collect the information used to prepare the consolidated financial statements, i.e. taxonomy reporting in the same tool with cross-consistency checks, making it possible to ensure the reliability of data.

The information specifically processed for the 2022 fiscal year took into account the new specifications required by the regulation. The modules created in 2021 for taxonomy purposes were re-adapted in 2022 in the application dedicated to financial reporting. At the same time, the teams were trained in the changes and new expectations. Like the statutory financial statements, the system for reporting taxonomy information includes instructions, a timetable and workshops with all Group divisions. Rigor in the organization generally serves immediate needs, but also the implementation of long-term reporting. Regarding the Group’s new acquisitions in the second half of 2022, taxonomy reporting was quickly included in the integration work by sharing the feedback acquired by the Group in 2021 with the new teams. In 2022, workshops were held jointly with the Group’s finance and sustainability teams to understand the expectations, set up the methodologies to be applied, as well as the organization and implementation of taxonomy reporting.

Concerning parts intended for vehicle models that may be equipped with different engines, market data were used as the basis for the reporting calculation.

Indicators	Turnover	OpEx	CapEx
Denominator	Consolidated financial statements	Direct non-capitalized costs related to maintenance, repair of property, plant and equipment (including building renovation) and R&D	Increase in the balance sheet gross value of property, plant and equipment (IAS 16), intangible assets (IAS 38) and lease rights-of-use (IFRS 16)
Numerator eligibility	Turnover from eligible activities	The above costs/increases related to eligible activities resulting from a plan to increase the share of aligned activities within five years, and related to the acquisition of the products and services of eligible activities	
Numerator alignment	The reporting data served as a basis for the analysis and validation of each DNSH. Methodology described below.		

For all the indicators, the analysis of the DSNH criteria show that the DSNH “Climate change adaptation”, “Transition to a circular economy”, “Sustainable use and protection of water and marine resources” and “Protection and restoration of biodiversity and ecosystems” are complied with as described in section 4.5.3.

Only the “Pollution prevention and control” DNSH criterion is not fully validated. The validation of this DNSH involves verifying and declaring that no chemical substance "of concern" (among a list of more than 1,000 substances) enters the industrial processes (including via purchased components), nor is present in the industrial processes declared eligible. Plastic Omnium complies with all local and national regulations in this area. In addition, products containing substances of concern are subject to specific monitoring and the search for substitutes. The verification and reporting tools for chemical substances used by the Group have been adapted to the specific expectations of the taxonomy and are constantly being improved to take into account the integration of new substances and new products. For activities 3.2 (Manufacture of equipment for the production and use of hydrogen) and 3.4 (Manufacture of batteries), the Plastic Omnium Group declares that it is not aligned with the DNHS pollution, as a precaution, and is waiting to develop verification tools dedicated to these recent activities.

In analyzing the alignment of its products with the pollution DNSH, Plastic Omnium was not able to determine compliance with the *essential use for society* nature of substances listed by the taxonomy, as the objective criteria used to assess this notion are not defined by the regulations. Plastic Omnium has taken note that objective criteria to assess the notion of “essential use” will be defined in 2023 as indicated in the European Commission’s answer to question 176 of the FAQ of December 19, 2022. This will enable the Group to reassess its alignment with the European Taxonomy on the basis of these criteria while continuing to deploy its ambitious sustainability policy as part of its ACT FOR ALL™ program.

The indicators for the additional low-carbon activities (activity 3.3) were analyzed using the same methodology as that used for activities 3.2 and 3.4.

TAXONOMY REPORTING RESULTS

The reporting tables that strictly comply with regulations and presenting the results of eligibility and alignment with the taxonomy of Plastic Omnium's activities are presented in section 4.6 Other non-financial indicators of the Universal Registration Document on page 218. These tables take into account the recommendations of the European Commission FAQs described in section 4.5.2 for the three required indicators (turnover, OpEx and CapEx).

In view of all the elements presented in the previous paragraphs, the eligibility and alignment results taking into account the additional activities analyzed by Plastic Omnium are presented in the following tables for the three required indicators (turnover, OpEx and CapEx).

In its foreword to the consolidated financial statements, the Group notes that it uses the term "economic turnover" for its financial indicators in its financial communication (see the corresponding note for the definition of this concept). The presentation of the European Taxonomy respects the same principle adopted by the Group.

Turnover including the additional analysis of activity 3.3

Taxonomy indicators on turnover should be read in close conjunction with Note 3.1.1. "Income statement by operating segment" to the consolidated financial statements (Chapter 5), namely:

In thousands of euros	Economic turnover	Consolidated turnover
Total Plastic Omnium Group	9,476,889	8,538,110

ECONOMIC TURNOVER INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

				Do No Significant Harm (DNSH) criteria								
Economic activities	Codes	Absolute turnover *In thousands of euros*	Proportion of turnover *In %*	Climate change mitigation *In %*	Climate change adaptation *In %*	Water and marine resources *In %*	Circular economy *In %*	Pollution *In %*	Biodiversity and ecosystems *In %*	Minimum safeguards *In %*	Taxonomy-aligned proportion of turnover year N *In %*	Category (enabling) E/T
A. Taxonomy eligible activities												
Manufacture of equipment for the production and use of hydrogen	3.2	6,153	0.06%	●	●	●	●	●	●	●	0.00%	E
Manufacture of low carbon technologies for transport	3.3	1,745,336	18.42%	●	●	●	●	◔	●	●	2.46%	E
Manufacture of batteries	3.4	7,143	0.08%	●	●	●	●	●	●	●	0.00%	E
Turnover of taxonomy non-eligible activities (A)		1,758,632	**18.56%**	●	●	●	●	◔	●	●	**2.46%**	NA
B. Taxonomy non-eligible activities												
Turnover of taxonomy non-eligible activities (B)		7,718,257	81.44%									
TOTAL A + B		**9,476,889**	**100.00%**									

NA : Not applicable
E : Enabling activity

● *: Criterion validated at 100%* ◔ *: Criterion partially validated* ● *: Criterion not validated*

CONSOLIDATED TURNOVER INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

				Do No Significant Harm (DNSH) criteria								
Economic activities	Codes	Absolute turnover *In thousands of euros*	Proportion of turnover *In %*	Climate change mitigation *In %*	Climate change adaptation *In %*	Water and marine resources *In %*	Circular economy *In %*	Pollution *In %*	Biodiversity and ecosystems *In %*	Minimum safeguards *In %*	Taxonomy aligned proportion of turnover year N *In %*	Category (enabling) E/T
A. Taxonomy eligible activities												
Manufacture of equipment for the production and use of hydrogen	3.2	2,290	0.03%	●	●	●	●	●	●	●	0.00%	E
Manufacture of low carbon technologies for transport	3.3	1,506,488	17.64%	●	●	●	●	◔	●	●	2.31%	E
Manufacture of batteries	3.4	7,143	0.08%	●	●	●	●	●	●	●	0.00%	E
Turnover of taxonomy eligible activities (A)		1,515,921	**17.75%**	●	●	●	●	◔	●	●	**2.31%**	NA
B. Taxonomy non-eligible activities												
Turnover of taxonomy non-eligible activities (B)		7,022,189	82.25%									
TOTAL A + B		**8,538,110**	**100.00%**									

NA : Not applicable
E : Enabling activity

● *: Criterion validated at 100%* ◔ *: Criterion partially validated* ● *: Criterion not validated*

OPERATING EXPENSES (OPEX) INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

The "OpEx" used in the taxonomy ("Taxonomy OpEx") includes asset maintenance, repair and maintenance costs and non-capitalized research and development expenses. In 2022, all of these items represented less than 10% of the Group's operating expenses (cost of goods and services sold, research and development expenses, selling expenses, overheads and other operating expenses), as they did in 2021. See the relevant note in the consolidated financial statements (Chapter 5).

Despite its non-materiality, the Group calculated the portion of eligibility for this indicator.

Compared to the Group's total operating expenses, "Taxonomy OpEx" including low-carbon activities represented 15% of these expenses in 2022.

	Total Plastic Omnium Group	Total OPEX Eligible Group Proposal		Total Activity 3.2	Total OPEX Eligible Activity 3.2		Total Activity 3.3	Total OPEX Eligible Activity 3.3		Total Activity 3.4	Total OPEX Eligible Activity 3.4	
		Amounts	%		Amounts	%		Amounts	%		Amounts	%
Lease expenses other than IFRS 16	(14,083)	(14,083)	100.0%	(19)	(19)	100.0%	(14,062)	(14,062)	100.0%	(2)	(2)	100.0%
Costs of maintenance, repair and upkeep of assets	(147,850)	(26,167)	17.7%	(105)	(105)	100.0%	(147,515)	(25,832)	17.5%	(230)	(230)	100.0%
Innovation and other non-capitalised R&D costs	(276,972)	(25,770)	9.3%	(10,423)	(10,358)	99.4%	(251,250)	(5,428)	2.2%	(15,299)	(9,984)	65.3%
ELEMENTS RETAINED IN "OPEX TAXONOMY" (A)	**(438,905)**	**(66,020)**	**15.0%**	**(10,547)**	**(10,482)**	**99.4%**	**(412,827)**	**(45,322)**	**11.0%**	**(15,531)**	**(10,216)**	**65.8%**
TOTAL OPERATIONAL COSTS (B)	**(8,203,141)**			**(30,779)**			**(8,154,150)**			**(18,212)**		
PROPORTION % (A)/(B)	**5.4%**			**34.3%**			**5.1%**			**85.3%**		

OPERATING EXPENSES (OPEX) INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

				Do No Significant Harm (DNSH) criteria								
Economic activities	**Codes**	**OpEx (absolute)** *In thousands of euros*	**Proportion of OpEx** *In %*	**Climate change mitigation** *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** *In %*	**Minimum safeguards** *In %*	**Taxonomy-aligned proportion of OpEx year N** *In %*	**Category (enabling) E/T**
A. Taxonomy eligible activities												
Manufacture of equipment for the production and use of hydrogen	3.2	(10,482)	2.39%	●	●	●	●	●	●	●	0.00%	E
Manufacture of low carbon technologies for transport	3.3	(45,322)	10.33%	●	●	●	●	◔	●	●	1.55%	E
Manufacture of batteries	3.4	(10,216)	2.33%	●	●	●	●	●	●	●	0.00%	E
OpEx of taxonomy eligible activities (A)		(66,020)	15.04%	●	●	●	●	◔	●	●	1.55%	NA
B. Taxonomy non-eligible activities												
OpEx of taxonomy non-eligible activities (B)		(372,885)	84.96%									
TOTAL A + B		**(438,905)**	**100.00%**									

NA : Not applicable
E : Enabling activity

● *: Criterion validated at 100%* ◔ *: Criterion partially validated* ● *: Criterion not validated*

CAPITAL EXPENDITURE (CAPEX) INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

Components of the "Taxonomy CapEx" (numerator):

The "Taxonomy CapEx" covers intangible and tangible investments for the period, including those contributed by new acquisitions in the opening balance sheets. Excluded from these investments are intangible assets such as goodwill, customer contracts, land, land improvements, and improvements to buildings when the amounts are significant.

Consolidated financial statement "CapEx" (denominator):

This covers all intangible and tangible investments for the period, including those contributed by new acquisitions in the opening balance sheets, with the sole exception of goodwill.

In 2022, the Group's CapEx expenses are summarized in the table below and refer to the consolidated financial statements (Chapter 5), Notes 5.1.2 "Other intangible assets" and 5.1.3 "Property, plant and equipment".

Note 5.1.2 to the consolidated financial statements

In thousands of euros	Patents and trademarks	Software	Development assets	Customer Contracts	Others	Total
Developments capitalised in 2022			141,901			141,901
Increases in intangible assets in the year 2022	1,071	2,317	15,667			19,055
Capitalised developments-Opening balances of entrants	32,777	2,256	73,986	3,333		112,352
						273,308

Note 5.1.3 to the consolidated financial statements

In thousands of euros	Land	Buildings	Technical installations, equipment and tools	Property, plant and equipment under construction	Other tangible assets	Total
Increases in freehold property, plant and equipment in the year 2022	179	6,343	29,106	170,629	13,204	219,461
Increases over 2022 in rights of use of leased assets (IFRS 16)	2	37,894	5,410		6,344	49,650
Freehold property, plant and equipment-Opening balance sheets of entrants in 2022	3,417	51,442	219,000	28,737	14,998	317,594
Rights of use of leased assets (IFRS 16)-Opening balance sheets of entrants in 2022	137	85,366	3,401		1,280	90,184
						676,890
TOTAL GLOBAL						**950,198**

CAPEX INCLUDING THE ADDITIONAL ANALYSIS OF ACTIVITY 3.3

Economic activities	Codes	CapEx (absolute) *In thousands of euros*	Proportion of CapEx *In %*	Do No Significant Harm (DNSH) criteria: Climate change mitigation *In %*	Climate change adaptation *In %*	Water and marine resources *In %*	Circular economy *In %*	Pollution *In %*	Biodiversity and ecosystems *In %*	Minimum safeguards *In %*	Taxonomy-aligned proportion of CapEx year N *In %*	Category (enabling) E/T
A. Taxonomy eligible activities												
Manufacture of equipment for the production and use of hydrogen	3.2	50,947	5.36%	●	●	●	●	●	●	●	0.00%	E
Manufacture of low carbon technologies for transport	3.3	244,372	25.72%	●	●	●	●	◔	●	●	3.86%	E
Manufacture of batteries	3.4	21,568	2.27%	●	●	●	●	●	●	●	0.00%	E
Installation, maintenance and repair of renewable energy technologies	7.6	1,039	0.11%	●	NA	NA	NA	NA	NA	●	0.11%	T
CapEx of taxonomy eligible activities (A)		317,927	33.46%	●	NA	NA	NA	NA	NA	●	3.97%	NA
B. Taxonomy non-eligible activities												
CapEx of taxonomy non-eligible activities (B)		632,271	66.54%									
TOTAL A + B		**950,198**	**100,00%**									

NA : Not applicable
E : Enabling activity
T : Transitional activity

● *: Criterion validated at 100%* ◔ *: Criterion partially validated* ● *: Criterion not validated*

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4.6 OTHER NON-FINANCIAL INDICATORS

EUROPEAN TAXONOMY

The reporting tables, complying strictly with the regulation and presenting the results of eligibility and alignment with the taxonomy of Plastic Omnium's activities, are presented below. These tables take into account the recommendations of the European Commission FAQs described in section 4.5 European Taxonomy of this Universal Registration Document for the three required indicators (turnover, OpEx and CapEx).

TURNOVER

The taxonomy indicators for the turnover indicator should be read in close conjunction with note 3.1.1. "Income statement by operating segment" to the consolidated financial statements (Chapter 5), namely:

In thousands of euros	Economic turnover	Consolidated turnover
Total Plastic Omnium Group	9,476,889	8,538,110

ECONOMIC TURNOVER

				Substantial contribution criteria					
Economic activities	**Codes**	**Turnover (absolute)** *In thousands of euros*	**Proportion of turnover** *In %*	**Climate change mitigation** *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** *In %*
A. Taxonomy eligible activities									
A.1. Taxonomy aligned									
Turnover of taxonomy aligned activities (A.1.)		0	0.00%						
A.2. Taxonomy eligible but not taxonomy aligned activities									
Manufacture of equipment for the production and use of hydrogen	3.2	6,153	0.06%						
Manufacture of batteries	3.4	7,143	0.08%						
Turnover of taxonomy eligible but not taxonomy aligned activities (A.2.)		13,296	0.14%						
Total A (A.1. + A.2.)		13,296	0.14%						
B. Taxonomy non-eligible activities									
Turnover of taxonomy non-eligible activities (B)		9,463,593	99.86%						
TOTAL A + B		**9,476,889**	**100.00%**						

NA : Not applicable
E : Enabling activity

	Do No Significant Harm (DNSH) criteria										
	Climate change mitigation *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** *In %*	**Minimum safeguards Y/N**	**Taxonomy-aligned proportion of turnover year N** *Y/N*	**Taxonomy-aligned proportion of turnover year N -1** *Y/N*	**Category (enabling) E/T**	**Category (transitional) E/T**
								0.00%	NA	NA	NA
								0.00%	NA	E	E
								0.00%	NA	NA	NA

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CONSOLIDATED TURNOVER

				Substantial contribution criteria					
Economic activities	**Codes**	**Turnover (absolute)** *In thousands of euros*	**Proportion of turnover** *In %*	**Climate change mitigation** *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** ***In %***
A. Taxonomy eligible activities									
A.1. Taxonomy aligned									
Turnover of taxonomy aligned activities (A.1.)		0	0.00%						
A.2. Taxonomy eligible but not taxonomy aligned activities									
Manufacture of equipment for the production and use of hydrogen	3.2	2,290	0.03%						
Manufacture of batteries	3.4	7,143	0.08%						
Turnover of taxonomy eligible but not taxonomy aligned activities (A.2.)		9,433	0.11%						
Total A (A.1. + A.2.)		9,433	0.11%						
B. Taxonomy non-eligible activities									
Turnover of taxonomy non-eligible activities (B)		8,528,677	99.89%						
TOTAL A + B		**8,538,110**	**100.00%**						

NA : Not applicable
E : Enabling activity

	Do No Significant Harm (DNSH) criteria										
	Climate change mitigation Y/N	**Climate change adaptation Y/N**	**Water and marine resources Y/N**	**Circular economy Y/N**	**Pollution Y/N**	**Biodiversity and ecosystems Y/N**	**Minimum safeguards Y/N**	**Taxonomy-aligned proportion of turnover year N** *In %*	**Taxonomy-aligned proportion of turnover year N-1** *In %*	**Category (enabling) E/T**	**Category (transitional) E/T**
								0.00%	NA	NA	NA
								0.00%	NA	E	E
								0.00%	NA	NA	NA

OPERATING EXPENSES (OPEX)

Compared to the Group's total operating expenses, "Taxonomy OpEx" in accordance with the FAQ, represented 4.7% of these expenses in 2022.

	Total Plastic Omnium Group	Total OPEX Eligible Group Proposal		Total Activity 3.2	Total OPEX Eligible Activity 3.2		Total Activity 3.4	Total OPEX Eligible Activity 3.4	
		Amounts	%		Amounts	%		Amounts	%
Lease expenses other than IFRS 16	(14,083)	(21)	0.1%	(19)	(19)	100,0%	(2)	(2)	100,0%
Costs of maintenance, repair and upkeep of assets	(147,850)	(335)	17.7%	(105)	(105)	100,0%	(230)	(230)	100,0%
Innovation and other non-capitalised R&D costs	(276,972)	(20,342)	7.3%	(10,423)	(10,358)	99.4%	(15,299)	(9,984)	65.3%
ELEMENTS RETAINED IN "OPEX TAXONOMY" (A)	**(438,905)**	**(20,698)**	**4.7%**	**(10,547)**	**(10,482)**	**99.4%**	**(15,531)**	**(10,216)**	**65.8%**
TOTAL OPERATIONAL COSTS (B)	**(8,203,141)**			**(30,779)**			**(18,212)**		
PROPORTION % (A)/(B)	**5.4%**			**34.3%**			**85.3%**		

				Substantial contribution criteria					
Economic activities	**Codes**	**OpEx (absolute)** *In thousands of euros*	**Proportion of OpEx** *In %*	**Climate change mitigation** *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** ***In %***
A. Taxonomy eligible activities									
A.1. Taxonomy aligned									
OpEx of taxonomy aligned activities (A.1.)		0	0.00%						
A.2. Taxonomy eligible but not taxonomy aligned activities									
Manufacture of equipment for the production and use of hydrogen	3.2	(10,482)	2.39%						
Manufacture of batteries	3.4	(10,216)	2.33%						
OpEx of taxonomy eligible but not taxonomy aligned activities (A.2.)		(20,698)	4.72%						
Total A (A.1. + A.2.)		(20,698)	4.72%						
B. Taxonomy non-eligible activities									
OpEx of taxonomy non-eligible activities (A.1.)		(418,207)	95.28%						
TOTAL A + B		**(438,905)**	**100.00%**						

NA : Not applicable

	Do No Significant Harm (DNSH) criteria										
	Climate change mitigation Y/N	**Climate change adaptation Y/N**	**Water and marine resources Y/N**	**Circular economy Y/N**	**Pollution Y/N**	**Biodiversity and ecosystems Y/N**	**Minimum safeguards Y/N**	**Taxonomy-aligned proportion of OpEx year N** *In %*	**Taxonomy-aligned proportion of OpEx year N-1** *In %*	**Category (enabling) E/T**	**Category (transitional) E/T**
								0.00%	NA	NA	NA
								0.00%	NA	NA	NA
								0.00%	NA	NA	NA

4

CAPITAL EXPENDITURE (CAPEX)

				Substantial contribution criteria					
Economic activities	**Codes**	**CapEx (absolute)** *In thousands of euros*	**Proportion of CapEx** *In %*	**Climate change mitigation** *In %*	**Climate change adaptation** *In %*	**Water and marine resources** *In %*	**Circular economy** *In %*	**Pollution** *In %*	**Biodiversity and ecosystems** *In %*
A. Taxonomy eligible activities									
A.1. Taxonomy aligned									
Installation, maintenance and repair of renewable energy technologies	7.6	1,039	0.11%	100%	0%	0%	0%	0%	0%
CapEx of taxonomy aligned activities (A.1.)		**1,039**	**0.11%**						
A.2. Taxonomy eligible but not taxonomy aligned activities									
Manufacture of equipment for the production and use of hydrogen	3.2	49,908	5.25%						
Manufacture of batteries	3.4	21,568	2.27%						
Acquisition and ownership of buildings	7.7	73,283	7.71%						
CapEx of taxonomy eligible but not taxonomy aligned activities (A.2.)		144,760	15.23%						
Total A (A.1. + A.2.)		**145,799**	**15.34%**						
B. Taxonomy non-eligible activities									
CapEx of taxonomy non-eligible activities (B)		804,399	84.66%						
TOTAL A + B		**950,198**	**100.00%**						

Y : Yes
NA : Not applicable
T : Transitional activity

	Do No Significant Harm (DNSH) criteria										
	Climate change mitigation Y/N	**Climate change adaptation Y/N**	**Water and marine resources Y/N**	**Circular economy Y/N**	**Pollution Y/N**	**Biodiversity and ecosystems Y/N**	**Minimum safeguards Y/N**	**Taxonomy-aligned proportion of Capex year N** *In %*	**Taxonomy-aligned proportion of Capex year N-1** *In %*	**Category (enabling) E/T**	**Category (transitional) E/T**
	Y	NA	NA	NA	NA	NA	Y	0.11%	NA		T
								0.11%	NA	NA	NA
								0.00%	NA	NA	NA
								0.11%	**NA**	**NA**	**NA**

4

SOCIAL AND SOCIETAL INDICATORS

FR2 in 2022	IFRS scope	Group scope including JVs
Without PO Lighting	0.97	0.78
With PO Lighting	1.16	0.95

ACCIDENT FREQUENCY AND SEVERITY RATES (EXCLUDING TEMPORARY STAFF)

	2020	2021	2022
FR1: Workplace accident frequency rate with lost time *in number of accidents per million hours worked*	1.04	0.54	0.70
FR2: Workplace accident frequency rate, with and without lost time *in number of accidents per million hours worked*	1.49	0.80	1.18
SR: Severity rate of workplace accidents *in number of days lost per thousand hours worked*	0.03	0.03	0.01

SAFETY INDICATORS (INCLUDING TEMPORARY STAFF)

	2020	2021	2022
Number of first aid cases	1,161	1,018	903
Number of workplace accidents without lost time	18	12	26
Number of workplace accidents with lost time	47	31	38
Number of days of workplace accident-related lost time	1,357	1,223	767

WORKFORCE BY TYPE OF EMPLOYMENT CONTRACT

		2020		2021		2022
Permanent employment contracts	21,473	82%	20,872	83%	28,322	82%
Fixed-term employment contracts	1,163	4%	931	4%	1,898	6%
Registered employees	**22,636**		**21,803**		**30,220**	
Temporary	**3,783**	**14%**	**3,243**	**13%**	**4,236**	**12%**
TOTAL EMPLOYEES (REGISTERED AND TEMPORARY)	**26,419**		**25,046**		**34,456** (1)	

BREAKDOWN OF WORKFORCE BY REGION AND TYPE OF EMPLOYMENT CONTRACT

	Permanent employment contract	Fixed-term employment contract	Total registered	Temporary	Total
France	2,887	12	2,899	613	3,512
Western Europe excluding France	6,715	452	7,167	939	8,106
Eastern Europe	6,981	688	7,669	935	8,604
North America	7,373	38	7,411	433	7,844
South America and Africa	1,857	584	2,441	418	2,859
Asia	2,509	124	2,633	898	3,531
TOTAL	**28,322**	**1,898**	**30,220**	**4,236**	**34,456** (2)

1) IFRS scope - headcount Group scope including minority joint ventures = 40,546
2) IFRS scope - headcount Group scope including minority joint ventures = 40,546

NUMBER OF EMPLOYEES HIRED DURING THE YEAR

	2020	2021	2022
Managers hired	389	600	1,054
Non-managers hired	2,904	2,663	4,108
TOTAL	**3,293**	**3,263**	**5,162**

Excluding PO Lighting

NUMBER OF DEPARTURES DURING THE YEAR

	2020	2021	2022
Redundancies	382	361	160
Terminations for other reasons	1,332	1,066	1,471
Other departures	1,405	1,930	2,207
TOTAL	**3,119**	**3,357**	**3,838**

Excluding PO Lighting

PERSONNEL EXPENSES

In thousands of euros	2020	2021	2022
Wages and salaries	(782,963)	(791,816)	(929,585)
Payroll taxes	(224,490)	(233,487)	(274,187)
Non-discretionary profit-sharing	(13,916)	(14,873)	(17,582)
Pension and other post-employment benefit costs	(9,376)	(4,520)	(3,173)
Share-based payments	(1,408)	(2,086)	(1,600)
Other employee benefits expenses	(22,757)	(42,700)	(50,272)
TOTAL PERSONNEL COSTS EXCLUDING TEMPORARY STAFF COSTS	**(1,054,910)**	**(1,089,482)**	**(1,270,053)**
Temporary staff costs	(98,875)	(93,198)	(117,857)
TOTAL PERSONNEL COSTS INCLUDING TEMPORARY STAFF COSTS	**(1,153,785)**	**(1,182,680)**	**(1,387,910)**

NUMBER OF EMPLOYEES WORKING IN SHIFTS

	2020	2021	2022
Employees working in shifts	14,453	13,947	14,194
of which employees working only nights	1,145	1,148	1,146
of which employees working only weekends	247	98	91
Part-time employees	446	422	444

Excluding PO Lighting

OVERTIME HOURS

	2020	2021	2022
Hours worked per week	From 35 hrs. to 48 hrs.	From 35 hrs. to 48 hrs.	From 35 hrs. to 48 hrs.
Overtime (full-time equivalent)	920	935	937

Excluding PO Lighting

MOBILITY RATE FOR MANAGERS

	2020	2021	2022
France	11%	24%	20%
Western Europe excluding France	7%	9%	12%
Eastern Europe	10%	5%	3%
North America	14%	5%	5%
South America and Africa	12%	5%	21%
Asia	12%	17%	10%
TOTAL	**11%**	**10%**	**11%**

Excluding PO Lighting

RELATIONSHIPS AND SOCIAL DIALOG

	2020	2021	2022
Existing committees	182	181	183
of which Works Councils	71	70	70
Other committees (training, etc.)	82	85	90
Number of trade unions represented	37	37	34
Number of Company agreements signed during the year	313	248	215
Agreements on health and safety at work	31	21	12
Percentage of employees covered by a collective agreement	59%	58%	57%

Excluding PO Lighting

CONTRIBUTIONS TO WORKS COUNCIL EMPLOYEE WELFARE PROGRAMS IN FRANCE

In thousands of euros	2020	2021	2022
Contribution to Works Council employee welfare programs over the year in France	743	822	830

Excluding PO Lighting

ENVIRONMENTAL INDICATORS

ANNUAL CONSUMPTION OF RAW MATERIALS

In metric tons	2020	2021	2022
New plastics	258,993	258,752	284,651
Blank composites	7,411	7,011	6,879
Recycled plastics	6,463	5,927	7,023
TOTAL PLASTICS	**272,866**	**271,690**	**298,553**

CONSUMPTION OF PAINTS AND SOLVENTS

In metric tons	2020	2021	2022
Paints	5,924	6,041	5,821
Solvents	6,607	6,402	7,568
TOTAL	12,531	12,443	13,388

VOC EMISSIONS

In order to reduce VOCs, incinerators have been installed at the end of the paintwork-station production lines. These installations ensure that the Group complies with applicable standards relating to VOC emissions.

In metric tons	2020	2021	2022
VOC	1,710	1,155	1,338

4

Water management

Water is a raw material, mainly used to cool circuits. To do so, it is consumed preferably through a closed loop in order to limit the total volume consumed.

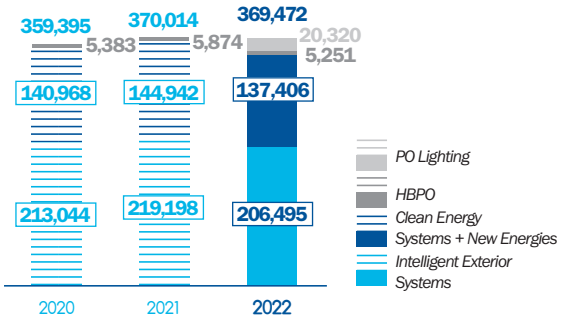
Waste water is water used in painting processes, where it is reprocessed, and the paint sludge enters the waste management circuits in compliance with sanitary water regulations.

WATER CONSUMPTION AND DISCHARGES

	2020	2021	2022
Annual consumption *(in m^3)*	967,487	1,007,006	1,138,953
Consumption *(in l/kg of processed material)*	3.250	3.406	3.518
Water discharges *(in m^3)*	771,973	748,724	879,252

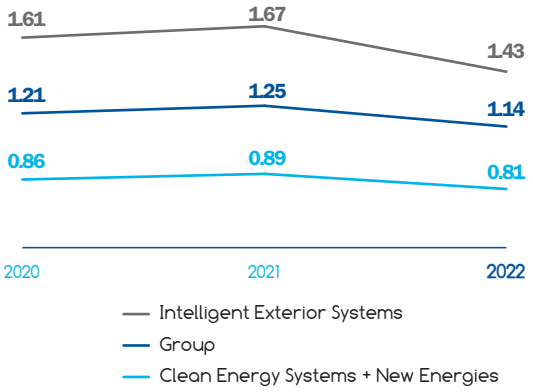
SCOPES 1 AND 2 CO_2 EMISSIONS BY ACTIVITY (1)

t eq CO_2



SCOPES 1 & 2 CO_2 EMISSIONS (2)

kg eq CO_2 / kg of material processed



SCOPE 2 (LOCATION-BASED) CO_2 EMISSIONS

Group	2020	2021	2022
Group scope 2 CO_2 emissions *(t eq CO_2)*	288,864	291,797	292,761

NUMBER OF ISO CERTIFIED SITES

	2020	2021	2022
ISO 50001 certified sites	34	41	50
ISO 14001 certified sites	96	103	112
ISO 45001 certified sites	75	80	88

1) *Location-based*
2) *Location-based*

4.7 METHODOLOGY

SCOPE OF THE REPORT

The reporting scope aims to represent all the businesses of Compagnie Plastic Omnium SE. For 2022, the corporate, social and environmental reporting covers all of the IFRS 2022 revenue of Compagnie Plastic Omnium SE.

The water and energy consumption of the vendor managed inventory (VMI) managed by Intelligent Exterior Systems and Clean Energy Systems is also included, as are the resulting CO_2 emissions.

The Group has eight facilities classified for the protection of the environment (ICPE) subject to authorization, one ICPE subject to registration and two ICPEs subject to declaration. These ICPEs are included in the Group's HSE scope.

1.1 Employees by type of contract and temporary employees at December 31, 2022 include all the legal entities in the management accounts' consolidation scope.

1.2 Likewise, registered employees are broken down by gender, by operators/employees/managers, as well as by age group, and temporary employees are included in all of the legal entities in the scope of consolidation.

1.3 R&D indicators (number of sites, number of R&D employees) are calculated on the basis of the IFRS scope.

Changes in consolidation scope:

For social reporting, indicators are reported as of the establishment or consolidation of the site. This concerns headcount, absenteeism, and the breakdown of women by socio-professional category. For other indicators, a specific comment is made if necessary.

Concerning the HSE scope, the procedures for incorporating newly created or acquired entities and excluding entities closed or sold during the year remain unchanged. Ten new sites from the PO Lighting (1) were included in the HSE reporting in 2022, while two sites were excluded: IES Arevalo Composites and IES Malvinas, which closed.

INDICATOR CALCULATION METHODS

Indicators were approved on December 31, 2022, except for the following indicators:

2.1 the indicators approved on November 30, 2022 and extrapolated to December 31, based on the ratio of employees in December/employees in November: gender breakdown, breakdown by operators/employees, employees working in shifts or part-time, number of people with disabilities;

2.2 the indicators approved on November 30, 2022 and prorated to December 31, based on the ratio of 12/11: internal and external training hours, invoices from training organizations, number of interns, number of employees trained since January 1, 2022 all environmental data (except for the number of ISO 14001 and ISO 50001 certified sites, approved on December 31);

2.3 the indicators approved on November 30, 2022 and considered as valid for the entire year: hours worked per week, percentage of employees covered by a collective agreement, percentage of employees trained during the year, workstations adapted for employees with disabilities, economic and financial information: market share, growth forecast, investments, etc.;

2.4 the indicators approved on October 31, 2022 and considered as valid for the entire year: number of incidents of discrimination, number of measures taken following incidents of discrimination, committees, other commissions, number of trade unions represented, company agreements, agreements on health and safety in the workplace.

All indicators are calculated on the IFRS scope and given for two or three years to enable comparability. The values presented are generally rounded: the amounts thus rounded may present a non-material difference compared to the total published.

For the HSE part: all "quantitative" indicators are approved on November 30, then extrapolated over 12 months (water, energy, plastic, paint & solvent consumption, VOC & GHG emissions, waste, etc.).

HSE indicators on energy consumption, plastics, paints and solvents, CO_2 emissions, waste and the correlated ratios were corrected for 2021 following the detection of minor errors, concerning eight sites.

Emission factors used to calculate Location-Based CO_2 emissions resulting from electricity consumption are those of ADEME for France and the IEA (International Energy Agency) for all other countries; data for 2021.

Emission factors used to calculate Market-Based CO_2 emissions resulting from electricity consumption come from the IEA & RE-DISS Residual Mix for European countries; 2021 data.

For the other continents, in the absence of Market-Based emission factors, the IEA Location-Based emission factors are used.

EXTERNAL PROCEDURES AND CONTROLS

A specific reporting protocol for the HSE and Human Resources Departments was developed and provides information about the collection and validation procedure as well as definitions for the indicators identified, in a single document. This protocol is sent to all contributors and validators of non-financial data. This data is collected in the Group's non-financial reporting software.

For the 2022 fiscal year, procedures for reporting non-financial indicators were audited externally by Mazars, an independent third-party. This involved site audits, based on a selection of corporate, social and environmental indicators, across 13 sites representative of the Plastic Omnium Group's operations to check the quality and overall credibility of the reporting system.

The sites audited in 2022 were: IES Guichen (France); IES Langres (France); IES Measham (England); IES Reinsdorf (Germany); IES Essen (Germany); IES Hlohovec (Slovakia); IES Gliwice (Poland); IES San Luis Potosi (Mexico); CES Lozorno (Slovakia); CES Leon (Mexico); CES Adrian (United States); CES Kitakyushu (Japan); HBPO Meerane (Germany).

The nature of the audits and the related conclusions are presented in a specific certification at the end of this section.

The glossary of indicators may be obtained upon request from the Group Human Resources and HSE/Sustainability Department.

1) The 10 new PO Lighting sites integrated in 2022: Novy Jicin, Rychvald, Tangier, Niemce, Dilovasi, Tuzla, Hendersonville, Sorocaba, Monterrey & Kunshan.

4.8 CROSS-REFERENCE TABLE

Sub-themes	Chapters	Pages	Key performance indicators	UN Global Compact principles	GRI indicators [1]	SASB themes [2] (auto-motive parts repository)	TCFD recommendations [3]	Responses to climate question naire issued by the CDP [4]
Integrated report								
Performance	1	12-13	Safety - FR2 (IFRS excluding PO Lighting): 0.97		201-1 201-2	Design for fuel efficiency	**GOVERNANCE**	
Business model	1 4.2	22-23 146	Non-financial rating - CDP: A- / EcoVadis 80/100 (platinum status)		102-43		**a)** Role of the Board of Directors in the Company's climate governance	C1.1b
			Training of young people - 1,204 (work-study, VIE or internship)				**b)** Role of Management in the Company's climate governance	C1.2 - C1.2a
			Reduction in CO_2 emissions - scopes 1 & 2: -9%				**STRATEGY**	
			scope 3: -5%				**a)** Descriptions of short-, medium- and long-term climate risks and opportunities	C2.1a, C2.2a, C2.3, C2.3a, C2.4, C2.4a
			Diversity - women in the Group: 31% / women engineers and managers: 23.2%				**INDICATORS AND OBJECTIVES**	C2.1, C2.1a, C2.1b, C2.2, C2.2a
			Suppliers: proportion of Group purchases assessed as part of the *Know your Suppliers* approach: 95%				**a)** Financial and non-financial indicators used as part of the Company's climate strategy	
			Employee commitment to sustainability - 200 Sustainability Ambassadors					
			Taxonomy - 19% of Group economic turnover eligible under the climate change mitigation objective					
			Proportion of electricity purchased from renewable sources: 32%					
			Proportion of waste that is recycled or recovered: 86%					
Social stakes								
Risk to the health and safety of people	4.3.1.1	163	Frequency rate FR1 (workplace accidents with lost time, including temporary staff): 0.69	Principle 1	403-2 403-3			
			FR2 (workplace accidents with and without lost time, including temporary staff): 1.16					
			Number of Stop 5 training courses: 321					
			Number of Top Safety training courses: 464					
			Proportion of workstations for which ergonomics were assessed: 99%					

Sub-themes	Chapters	Pages	Key performance indicators	UN Global Compact principles	GRI indicators [1]	SASB themes [2] (auto-motive parts repository)	TCFD recommendations [3]	Responses to climate question naire issued by the CDP [4]
Human Resources risks Talent management and key skills Employee engagement Equal opportunities/ diversity and inclusion Social dialog	4.3.1.2	166	Hours of training per year and per employee: 18 hrs. Management turnover rate: 11.80% Absenteeism rate: 3.30% Proportion of women in the workforce: 31% Proportion of engineers and managers that are women: 23.2% Proportion of women in Senior Executive positions: 23.2% Number of workers with disabilities: 389 Number of apprentices, interns and VIE: 1,204	Principles 1, 3 and 6	202-2 404-1 404-2 404-3 405-1 406 406-1			
Societal stakes								
Business ethics and tax evasion risks	4.3.2.1	176	Ethics Awareness Index: 88% [5]	Principle 10	102-16 102-17 205-1 205-2 205-3 207-1	Competitive behavior		
Cyber risk – IT continuity of service – data protection	4.3.2.2	177	External audits: sites certified or whose certifications have been renewed under the TISAX standard: 9		418			
Product safety and quality risk and customer satisfaction	4.3.2.3	178	Number of R&D centers: 43 55 patent families filed Proportion of sites certified IATF 16949: 95%		416-1	Product Safety		
Responsible purchasing/ supplier risk	4.3.2.4	180	% of Group purchases assessed as part of the *Know Your Suppliers* approach: 95%	Principles 1 to 10	102-16 102-17 204 308-1 308-2 407-1 408-1 409-1 412-1 414-1 414-2	Materials sourcing		
Human Rights risk	4.3.2.5	182	Proportion of sites that proposed an action in favor of communities: 86%	Principles 1 to 10	203-1 412-1 412-2	Materials sourcing		

Sub-themes	Chapters	Pages	Key performance indicators	UN Global Compact principles	GRI indicators [1]	SASB themes [2] (auto-motive parts repository)	TCFD recommendations [3]	Responses to climate question naire issued by the CDP [4]
Environmental stakes								
Risk relating to the impact of climate change on the Company's business model	4.3.3.1	183	CO_2 emissions: scope 1: 77 kt CO_2-eq scope 2: 304 kt CO_2-eq scope 3: 29,915 kt CO_2-eq Number of industrial sites equipped to generate renewable energy: 13	Principles 7, 8 and 9	102-27 302-1 302-3 302-5 305-1 305-2 302-3 305-4 305-5 305-7	Energy management	**STRATEGY** **a)** Descriptions of short-, medium- and long-term climate risks and opportunities **b)** Impact of climate risks and opportunities on the organization's activities, strategy and financial planning **c)** Assessment of the Company's resilience to climate risks by taking into account different climate scenarios, including a scenario of 2° C or lower **RISK MANAGEMENT** **a)** Climate risk identification and assessment process **b)** Climate risk management process **c)** Integration into the Company's risk management process **INDICATORS AND OBJECTIVES** **a)** Scope 1 and 2 and, where appropriate, scope 3 greenhouse gas emissions assessment **c)** Company climate objectives and results achieved in pursuit of objectives	 C2.3a, C2.4a, C3.1, C3.2, C3.2a, C3.3, C3.4 C3.2, C3.2a C2.1, C2.1a, C2.1b, C2.2, C2.2a C2.1, C2.2 C2.1, C2.2 C4.2, C4.2a, C9.1 C6.1, C6.2, C6.3, C6.5 C4.1, C4.1a, C4.2, C4.2a
Risk of natural/ climate disasters (non-adaptation to climate change)	4.3.3.2	192	Water consumption: 3.518 l/kg of materials processed Consumption of raw materials: 323,753 t	Principle 7				

Sub-themes	Chapters	Pages	Key performance indicators	UN Global Compact principles	GRI indicators [1]	SASB themes [2] (auto-motive parts repository)	TCFD recommendations [3]	Responses to climate question naire issued by the CDP [4]
Eco-design and recyclability risk	4.3.3.3	192	Proportion of waste that is recycled or recovered: 86%	Principles 8, 9	301-1 301-2 305-5 306-5	Materials efficiency Design for fuel efficiency		
Biodiversity risk	4.3.3.4	194	Index in the process of being defined	Principle 7	304-1 304-2 304-3			
Duty of vigilance								
Risk mapping	4.4	198	Number of ISO 14001 certified sites: 112 Number of ISO 45001 certified sites: 88 Number of ISO 50001 certified sites: 50	Principles 1 to 10		Materials sourcing		
Assessment measures	4.4	200	Ethics Awareness Index: 88% [5]		308-1 412-1 412-2 412-3 414-1			
Prevention and mitigation actions	4.4	202						
Whistleblowing procedure	4.4	206	Number of alerts received and processed: 8					
Monitoring systems	4.4	207	% of Group purchases assessed as part of the *Know Your Suppliers* approach: 95%					

(1) The Global Reporting Initiative (GRI) is an independent international standardization body for performance in terms of the sustainability of companies and organizations.

(2) The Sustainability Accounting Standards Board (SASB) is a non-profit organization founded in 2011 to develop sustainability accounting standards.

(3) The TCFD (Task Force on Climate-related Financial Disclosures) is a working group appointed by the Financial Security Board (FSB) in December 2015 to propose recommendations on how to report and publish the risks and opportunities related to climate change.

(4) CDP is an international non-profit organization that manages one of the largest environmental databases, encouraging investors, companies, states and regions to measure their impact and then take concrete action. Their overall impact on the environment is calculated based on their responses to the various CDP questionnaires.

(5) In 2022, the ethics index takes into account the number of new hires who took the Code of Conduct module as well as the number of managers and non-managers of the exposed functions (purchasing, sales, logistics, finance) who took the anti-corruption module.

Principles of the United Nations Global Compact

Principle 1	Supporting and respecting the protection of internationally proclaimed Human Rights.
Principle 2	Making sure that they are not complicit in human rights abuses.
Principle 3	Respecting freedom of association and recognizing the right to collective bargaining.
Principle 4	Contributing to the elimination of all forms of forced and compulsory labor.
Principle 5	Contributing to the effective abolition of child labor.
Principle 6	Contributing to the elimination of discrimination in respect of employment and occupation.
Principle 7	Taking a cautious approach to environmental problems.
Principle 8	Taking initiatives that will promote greater environmental responsibility.
Principle 9	Promoting the development and dissemination of environmentally-friendly technologies.
Principle 10	Working against corruption in all its forms, including extortion and bribery.

4.9 REPORT BY THE INDEPENDENT THIRD-PARTY ON THE CONSOLIDATED NON-FINANCIAL REPORTING DISCLOSURE INCLUDED ON A VOLUNTARY BASIS IN THE MANAGEMENT REPORT

(For the year ended December 31, 2022)

To the shareholders,

In our capacity as independent third-party for Compagnie PLASTIC OMNIUM (hereinafter the "Company") and accredited by COFRAC Inspection under number 3-1058 (scope of accreditation available on www.cofrac.fr), we have performed work designed to provide a reasoned opinion that expresses a limited level of assurance on the historical information (observed or extrapolated, (hereinafter the "Information") in the consolidated Non-Financial Reporting Disclosure (hereinafter the "Disclosure"), prepared in accordance with the Company's procedures (hereinafter the "Guidelines") for the fiscal year ended December 31, 2022, presented on a voluntary basis in the Company's management report, with reference to the provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

CONCLUSION

Based on the procedures we performed, as described in the "Nature and scope of our work" and the evidence we collected, nothing has come to our attention that causes us to believe that the consolidated Non-Financial Reporting Disclosure is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

PREPARATION OF THE NON-FINANCIAL REPORTING DISCLOSURE

The lack of a commonly used framework or established practice on which to base the assessment and evaluation of information allows for the use of alternative accepted methodologies that may affect comparability between entities and over time.

Consequently, the Information should be read and understood with reference to the Guidelines, of which the main elements are presented in the Disclosure.

RESTRICTIONS INHERENT IN THE PREPARATION OF THE INFORMATION

The Information may contain inherent uncertainty about the state of scientific or economic knowledge and the quality of external data used. Some of the Information is dependent on the methodological choices, assumptions and/or estimates made in preparing the information and presented in the Disclosure.

THE COMPANY'S RESPONSIBILITY

The Board of Directors is responsible for:

- selecting or setting appropriate criteria for the provision of the Information;
- preparing the Disclosure with reference to legal and regulatory requirements, including a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented considering those risks and the outcomes of said policies, including key performance indicators and also, the Information required by Article 8 of Regulation (EU) 2020/852;
- and implementing internal control procedures deemed necessary to preparation of information, free from material misstatement, whether due to fraud or error.

The Disclosure was prepared in accordance with the Company's Guidelines as mentioned above.

RESPONSIBILITY OF THE INDEPENDENT THIRD-PARTY

Based on our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Disclosure with the provisions of Article R. 225-105 of the French Commercial Code;
- the accuracy of the Information provided with reference to Article R. 225-105 I, 3° and II of the French Commercial Code, i.e. the results of policies, including key performance indicators, and the measures implemented, relating to the principal risks.

Since it is our responsibility to reach an independent conclusion on the Information as prepared by management, we are not authorized to be involved in the preparation of such Information, as this could compromise our independence.

It is not our responsibility to express an opinion on:

- the Company's compliance with other applicable legal and regulatory requirements (in particular with regard to the Information required by Article 8 of Regulation (EU) 2020/852, compliance with the applicable regulations on the duty of vigilance, and the fight against corruption and tax evasion);
- the truthfulness of the Information provided for in Article 8 of Regulation (EU) 2020/852;
- the compliance of products and services with applicable regulations.

REGULATORY PROVISIONS AND APPLICABLE PROFESSIONAL STANDARDS

Our work described below was carried out in accordance with the provisions of Articles A. 225-1 *et seq.* of the French Commercial Code, the professional doctrine of the *Compagnie Nationale des Commissaires aux Comptes* relating to this intervention acting as an audit program and the international standard ISAE 3000 (revised).

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the requirements of Article L. 822-11 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) of Statutory Auditors. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional doctrine of the national auditing body (*Compagnie nationale des Commissaires aux Comptes*) relating to this engagement.

MEANS AND RESOURCES

Our work was carried out by a team of 9 people between September 2022 and February 2023 and took a total of 8 weeks.

We conducted a dozen interviews with the people responsible for preparing the Disclosure, representing in particular the Senior Executives, Finance, Risk Management, Compliance, Human Resources, Health and Safety, Environment and Purchasing Departments.

NATURE AND SCOPE OF OUR WORK

We planned and performed our work considering the risks of significant misstatement of the Information.

We are convinced that the procedures we have carried out in the exercise of our professional judgment enable us to provide a limited assurance conclusion:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Disclosure includes each category of social and environmental information set out in article L. 225 102 1 III as well as information regarding compliance with human rights and anti-corruption and tax avoidance legislation;
- we verified that the Disclosure provides the Information required under Article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the Information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Disclosure presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning certain risks related to Product quality and safety, customer satisfaction, business ethics and responsible purchasing, our work was carried out on the consolidating entity, for the other risks, our work was carried out on the consolidating entity and on a selection of entities;
- we verified that the Disclosure covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code;
- we obtained an understanding of internal control and risk management procedures the Company has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data,
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities (1) and covers between 18% and 100% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Disclosure based on our knowledge of all the consolidated entities.

The procedures carried out as part of a limited assurance assignment are less extensive than those required for a reasonable assurance assignment conducted in accordance with the professional standards of the French national auditing body (*Compagnie nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

Independent Verifier

Mazars SAS

Paris-La Défense, March 23, 2023

Tristan Mourre
Partner, CSR & Sustainability

1) *IES Guichen (France); IES Langres (France); IES Measham (England); IES Reinsdorf (Germany); IES Essen (Germany); IES Hlohovec (Slovakia); IES Gliwice (Poland); IES San Luis Potosi (Mexico); CES Lozorno (Slovakia); CES Leon (Mexico); CES Adrian (United States); CES Kitakyushu (Japan); HBPO Meerane (Germany).*

ANNEXE 1: INFORMATION CONSIDERED MOST IMPORTANT

QUALITATIVE INFORMATION (ACTIONS AND RESULTS)

- Product quality and safety
- Business ethics
- Responsible purchasing
- Health, safety and working conditions
- Energy efficiency and greenhouse gas emissions
- Biodiversity

QUANTITATIVE INDICATORS (INCLUDING KEY PERFORMANCE INDICATORS)

Environment

- Electricity consumption / kg of transformed materials purchased
- Share of green electricity consumption
- Gas consumption / kg of transformed materials purchased
- Share of waste recycled and recovered
- GHG emissions / kg of transformed materials purchased
- Scope 3.1 Purchase of goods and services
- Scope 3.11 Use of products sold

Social

- Total workforce and breakdown by gender, age and position
- FR1 - Frequency rate of workplace accidents with lost time
- FR2 - Frequency rate of workplace accidents with and without lost time
- Ratio of the number of Top Safety visits / person / year
- Management turnover rate
- Absenteeism rate
- Total training hours
- Average number of committees

Societal

- Family of registered patents
- Percentage of Group purchases assessed as part of the Know Your Suppliers approach
- Percentage of ethical training
- Number of R&D centers and number of employees working in R&D centers
- Percentage of sites certified IATF 16949

5. 2022 CONSOLIDATED financial statements /AFR/

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PREAMBLE TO THE CONSOLIDATED FINANCIAL STATEMENTS

FINANCIAL INDICATORS

In the context of its financial communication, the Group uses financial indicators based on aggregates taken from the consolidated financial statements prepared in accordance with IFRS, as adopted in the European Union.

As indicated in Note 3.1 to the consolidated financial statements at December 31, 2022, on segment information, the Group uses the notion of "economic revenue" for its operational management, which corresponds to the consolidated revenue of the Group and its joint ventures at their percentage stake: Yanfeng Plastic Omnium, the Chinese leader in exterior body parts, SHB Automotive Modules, the Korean leader in front-end modules, B.P.O. SA, a major player in the Turkish market for exterior equipment, and EKPO Fuel Cell Technologies, specializing in the development and mass production of fuel cell stacks for hydrogen mobility.

The Industries segment in 2022 includes Intelligent Exterior Systems (IES), Clean Energy Systems (CES), New Energies (NE), PO Lighting Systems (POLS) and e-Power (formerly Actia Power and the Battery packs division).

The Modules segment in 2022 corresponds to the module design, development and assembly (HBPO).

RECONCILIATION OF ECONOMIC REVENUE WITH CONSOLIDATED REVENUE

In thousands of euros	2022	2021
ECONOMIC REVENUE	**9,476,889**	**8,017,155**
Including revenue from joint ventures at the Group's percentage stake	938,779	783,844
CONSOLIDATED REVENUE	**8,538,110**	**7,233,311**

Comments on the fiscal year and outlook

5.1 COMMENTS ON THE FISCAL YEAR AND OUTLOOK

5.1.1 COMMENTS ON THE CONSOLIDATED FINANCIAL STATEMENTS

In millions of euros	2021	2022	Change
Economic revenue	8,017	9,477	+18.2%
Consolidated revenue	7,233	8,538	+18.0%
Operating margin	303	364	+€61M
% of consolidated revenue	4.2%	4.3%	+0.1 pt
Net profit (loss) – Attributable to owners of the parent	126	168	+€42M
EBITDA	771	864	+€93M
% of consolidated revenue	10.7%	10.1%	-0.6 pt
Net investments	294	351	+€57M
Free cash-flow	251	243	-€8M
Net debt at 12/31	854	1,669	+€815M
Net debt/equity and quasi-equity	41%	86%	+45 pts
Net debt/EBITDA	1.1	1.9	+0.8

These data should be read with the consolidated financial statements for more details.

In 2022, Plastic Omnium achieved strong profitable growth generating free cash-flow in a market context disrupted by rising inflation and production chain stoppages related to the continuing shortage of semiconductors, the war in Ukraine and the health situation in China.

In the first half of 2022, Plastic Omnium reported economic revenue growth of 4.3% compared to the first half of 2021, despite worldwide automotive production down -0.5%. Flexibility and adaptation measures were strengthened to absorb all of the phenomena indicated above. As a result, the Group's operating margin amounted to €179 million in the first half of 2022, i.e. 4.6% of revenue, down compared to the 1st half of 2021, which had benefited from a strong recovery in production after pandemic-related closures.

In the second half of 2022, the market saw the beginning of a recovery in production volumes despite the continuing supply chain difficulties at carmakers. Inflation reached levels that have not been observed for several decades. In addition, Plastic Omnium completed the acquisition of three companies (AMLS Osram, Actia Power and Varroc Lighting Systems), which were consolidated prorata temporis over the period, as well as the purchase of the final third of the HBPO shares held by Hella, to gain full ownership.

In this context, the Group recorded a strong increase in its economic revenue (+33%) compared to the 2nd half of 2021, outperforming worldwide automotive production. The operating margin increased from 2.0% in the 2nd half of 2021 to 4.0% in the 2nd half of 2022, the result of growth combined with excellent industrial performance and dynamic operational management to cushion the impact of inflation.

In millions of euros	H1 2022	H2 2022	H2 2021
Economic revenue	4,318	5,159	3,879
Consolidated revenue	3,921	4,617	3,449
Operating margin	179	184	69
% of consolidated revenue	4.6%	4.0%	2.0%
Net profit (loss) – Attributable to owners of the parent	104	63	(16)
EBITDA	414	450	310
% of consolidated revenue	10.6%	9.8%	9.0%
Net investments	154	198	144
Free cash-flow	134	109	100
Net debt at end of period	851	1,669	854
Net debt/equity and quasi-equity	39%	86%	41%
Net debt/EBITDA	1.2	1.9	1.1

REVENUE

By segment *In millions of euros*	2021	2022	Change	Change at constant scope and exchange rates
Plastic Omnium Industries (*)	5,826	6,897	+18.4%	+8.1%
Plastic Omnium Modules	2,191	2,580	+17.8%	+14.0%
ECONOMIC REVENUE	**8,017**	**9,477**	**+18.2%**	**+9.7%**
Joint ventures	784	939	+19.8%	+14.5%
Plastic Omnium Industries (*)	5,239	6,191	+18.2%	+7.5%
Plastic Omnium Modules	1,994	2,347	+17.7%	+13.5%
CONSOLIDATED REVENUE	**7,233**	**8,538**	**+18.0%**	**+9.2%**

(*) The Industries segment includes Intelligent Exterior Systems (IES), Clean Energy Systems (CES), New Energies (NE), PO Lighting Systems (POLS) and e-Power (formerly Actia Power and battery packs).

In 2022, worldwide automotive production grew by +7.5% (1) despite a context marked by production stoppages linked to the semiconductor shortage, the war in Ukraine and further lockdowns in China. This amounted to 79.7 million vehicles compared to 74.1 million in 2021.

In this context, the Group's **economic revenue** (including the share of revenue of joint ventures, notably in China) amounted to €9,477 million, up by 18.2%, and 9.7% at constant scope and exchange rates compared to 2021, It includes a positive foreign exchange impact of €341 million and a contribution from acquired companies of €309 million.

Plastic Omnium's growth significantly outperformed that of automotive production in Europe (outperformance of 5.3 points), North America (outperformance of 4.6 points), and Asia excluding China (outperformance of 16.7 points).

The geographic mix led to outperformance of 2.2 points compared to worldwide automotive production, driven by both the Industries segment (+1.2 points) and the Modules segment (+7.0 points).

Plastic Omnium's 2022 **consolidated revenue** amounted to €8,538 million, up by 9.2% at constant scope and exchange rates.

By region *In millions of euros and as a % of economic revenue*	2021	2022	Change	Change at constant scope and exchange rates	Outperformance/ automotive production
Europe	4,210 52.5%	4,594 48.5%	+9.1%	+5.5%	+5.3 pts
North America	2,048 25.5%	2,714 28.6%	+32.5%	+13.8%	+4.6 pts
China	939 11.7%	1,097 11.6%	+16.8%	+4.7%	-4.4 pts
Asia excluding China	571 7.1%	728 7.7%	+27.5%	+26.7%	+16.7 pts
South America	131 1.6%	178 1.9%	+36.2%	+29.9%	+21.4 pts
Africa	118 1.5%	165 1.7%	+39.4%	+13.8%	+2.8 pts
ECONOMIC REVENUE	**8,017**	**9,477**	**18.2%**	**+9.7%**	**+2.2 pts**
Joint ventures	784	939	19.8%		
CONSOLIDATED REVENUE	**7,233**	**8,538**	**18.0%**	**+9.2%**	

In **Europe**, Plastic Omnium's revenue amounted to €4,594 million in 2022. It was up by 5.5% at constant scope and exchange rates, outperforming automotive production by 5.3 points. This outperformance was mainly driven by Eastern Europe (including the Czech Republic, Slovakia and Poland), whose revenue increased by + 20.9%, as well as by the Plastic Omnium Modules division, which posted double-digit growth.

1) *Source: S&P Global Mobility, production database, February 2023; [0-3.5t] PC+LCV.*

In **North America**, Plastic Omnium's revenue totaled €2,714 million. It rose sharply by 13.8% at constant scope and exchange rates in a market that grew by + 9.2%. This strong Group performance was driven by its good positioning in Mexico and the United States and by the dynamism of its order book. After closures related to the pandemic and the semiconductor crisis, activity in the region experienced a significant recovery, particularly in the electric segment in Mexico.

In **Asia excluding China**, revenue amounted to €728 million, up 26.7% at constant scope and exchange rates, in a market up 10.0%. This outperformance is mainly due to the Clean Energy Systems division, which benefited from strong momentum in its fuel tanks division, particularly in Thailand. The strong growth of this division was also driven by the opening of a new plant in Indonesia.

China, the world's largest automotive market, continued to grow despite the repeated pandemic-related interruptions to production. In 2022, revenue amounted to €1,097 million, up 4.7% at constant scope and exchange rates (outperformance of 4.4 points). The YFPO joint venture recorded solid growth of +10.1% at constant scope and exchange rates, driven by the dynamism of new customers in the electric vehicle segment and the completion of numerous production start-ups. Volumes produced in the fuel tank division fell by 16% (-16% in revenue at constant scope and exchange rates), due to the acceleration of the electrification of the domestic market. Plastic Omnium Modules posted a very strong increase in revenue (+24% at constant scope and exchange rates), driven in particular by the good momentum of foreign manufacturers in the electric segment.

FINANCIAL PERFORMANCE THAT REFLECTS DYNAMIC AND AGILE MANAGEMENT

Consolidated gross profit totaled €958 million in 2022, compared to €830 million in 2021. It represents 11.2% of consolidated revenue vs. 11.5% in 2021.

Operating margin amounted to €364 million, a sharp rise of +20.2% vs. 2021, and represented 4.3% of consolidated revenue, of which 316 million euros for Plastic Omnium Industries (5,1% of revenue) and €48 million for Plastic Omnium Modules (2.0% of revenue), an assembly activity whose performance should be assessed in relation to its low capital intensity.

Dynamic and agile cost management ensured a strong operating margin excluding acquisitions (5.1% of revenue), keeping the operating margin rate stable at Group level (post-acquisitions). Flexibility and adaptation measures were strengthened to absorb the consequences of the impact of inflation, production disruptions related to semiconductor supply problems at carmakers, the war in Ukraine and lockdowns in China. The measures implemented enabled the Group to limit the impact of the associated additional costs on profit (loss) to €62 million, testifying to the Group's operational agility and excellence in an adverse context.

Gross R&D spend over the period was €373 million, representing 4.4% of consolidated revenue (vs. €309 million and 4.3% in 2021). Net R&D spend, i.e. after deduction of capitalized development costs and amounts recharged to customers, was €277 million (3.2% of consolidated revenue) compared to €258 million in 2021 (3.6% of consolidated revenue).

Selling costs totaled €50 million, i.e. 0.6% of consolidated revenue in 2022, versus €41 million (also 0.6% of consolidated revenue) in 2021.

Administrative costs increased from €252 million in 2021 to €296 million in 2022, representing 3.5% of consolidated revenue, also stable compared to 2021.

Amortization of intangible assets acquired in business combinations represented an expense of €18 million in 2022 compared to €20 million in 2021.

The Group's share of the income of associates and joint ventures was €47 million in 2022 versus €43 million in 2021.

Consolidated revenue and operating margin by segment *In millions of euros*	2021			2022		
	Revenue	Operating margin	% of revenue	Revenue	Operating margin	% of revenue
Plastic Omnium Industries [1]	5,239	271	5.2%	6,191	316	5.1%
Plastic Omnium Modules	1,994	32	1.6 %	2,347	48	2.0%
TOTAL	**7,233**	**303**	**4.2%**	**8,538**	**364**	**4.3%**

(1) The Industries segment includes Intelligent Exterior Systems (IES), Clean Energy Systems (CES), New Energies (NE), PO Lighting Systems (POLS) and e-Power (formerly Actia Power and battery packs division).

NET RESULT - GROUP SHARE : €168 MILLION

The Group recorded €64 million in **other operating expenses** in 2022 (0.8% of revenue), stable compared to €56 million in 2021 (0.8% of revenue).

Net financial expenses amounted to -€62 million in 2022 (0.7% of revenue) compared to expenses of -€51 million in 2021 (0.7% of revenue) as a result of a higher financing rates. The income tax amounted to -€60 million (25.3% of net income before tax), stable compared to 2021.

Net result group share amounted to €168 million in 2022 (2.0% of consolidated revenue) compared to €126 million in 2021 (1.7% of consolidated revenue).

FREE CASH-FLOW OF €243 MILLION COMPARED TO €251 MILLION IN 2021

EBITDA totaled €864 million in 2022 (10.1% of consolidated revenue) versus €771 million (10.7% of consolidated revenue) in 2021. The Industries segment posted an EBITDA rate of 12.2% in 2022 compared to 12.9% in 2021.

In the second half of 2022, EBITDA amounted to €450 million (9.8% of revenue) as opposed to €310 million in the second half of 2021 (9.0% of revenue) and €414 million in the first half of 2022 (10.6% of revenue).

In a volatile market that lacks visibility, the Group has been particularly vigilant about its investments and the management of its working capital requirement.

Plastic Omnium's **investments** over the year totaled €351 million, or 4.1% of consolidated revenue (compared with €294 million, or 4.1% in 2021), translating into an increase of €57 million (19.4%). With manufacturing capacity now in place to support future growth, Plastic Omnium is prioritizing investments in innovation, new-generation radars, modules for electric vehicles and hydrogen, one of the Company's future growth drivers.

At the same time, **working capital requirement** amounted to -€428 million at end-2022, compared to -€498 million in 2021. This deterioration of €70 million is mainly due to the increase in inventories (+ €77 million excluding acquisitions), which is part of a context of supply difficulties for logistics chains.

Thanks to these elements and to cash generated by operations of €666 million (compared to €616 million in 2021), Plastic Omnium generated **free cash-flow** of €243 million, i.e. 2.8% of consolidated revenue compared to €251 million in 2021 (3.5%). After generating €134 million in free cash-flow in the first half of the year, Plastic Omnium generated €109 million in free cash-flow in the second half of the year.

A ROBUST FINANCIAL STRUCTURE TO SUPPORT GROWTH

At December 31, 2022, net debt amounted to €1,669 million compared with €854 million in 2021, an increase due to the series of acquisitions completed in 2022 (AMLS Osram, Varroc Lighting Systems, ACTIA Power, investment in Verkor and buyout of HBPO minority interests), for approximately €900 million, financed in full by the Group's liquidity.

During the year, Compagnie Plastic Omnium SE distributed €41 million in dividends on its 2021 results (dividend of €0.28 per share and a pay-out of 32.1% of net result - groupe share).

Group net debt in 2022 represented 1.9x EBITDA and 0.9x shareholders' equity.

As of December 31, 2022, the Group had liquidities of €2.3 billion comprising €0.4 billion in available cash and €1.9 billion in confirmed, undrawn credit lines, with an average maturity of 3 years and without any covenants.

5.1.2 INVESTMENTS

After an extensive capital expenditure program in recent years, the Group's current installed capacity is sufficient to support its future growth. As a result, investments will equal an average of 5% of revenue in the coming years, while the Group pursues its large-scale innovation program.

5.1.3 OUTLOOK AND EVENTS AFTER THE REPORTING PERIOD

No event likely to have a material influence on the Group's business, financial position, results and assets as of December 31, 2022 has occurred since the closing date.

On January 5, 2023, on the occasion of its participation in the CES show in Las Vegas 2023, Plastic Omnium announced the creation of OP'n Soft, a new division dedicated to the development of software for its products and services. OP'n Soft will bring together 120 employees from 2023, and more than 250 in 2025, to work on more electric, connected, autonomous and shared mobility.

On January 11, 2023, Plastic Omnium and Rein, a subsidiary of Shenergy Group, announced the creation of a 50/50 joint venture in Shanghai to produce and market type III and IV high-pressure hydrogen storage systems for the Chinese commercial vehicle market. Plastic Omnium and Shenergy Group also signed a memorandum of understanding to extend their strategic cooperation to build hydrogen ecosystems and contribute to China's carbon neutrality roadmap.

On January 18, 2023, the Group announced the sale of the Vigo Metal division on January 1, 2023 to Spanish group Segura for €4 million. This business producing metal automotive parts employs 118 people in the Vincios and Porriño plants (Spain). The sale of this business is part of Plastic Omnium's strategy to refocus its Clean Energy Systems division on its core business, the production of fuel and pollution control systems, and the development of innovative energy storage solutions for energy electric vehicles.

OUTLOOK FOR 2023

Plastic Omnium has set its 2023 objectives on the basis of worldwide automotive production (1) as forecast by S&P Global Mobility of 82.1 million vehicles |0; 3.5t PC + LCV|, i.e. an increase of 3.1% in 2023.

Bolstered by the strong commercial and operational momentum, the Group is targeting the following objectives:

- Strong growth in economic revenue and outperformance compared to worldwide automotive production (1)
- Operating margin in excess of €400 million, up by more than +10%
- Free cash-flow in excess of €260 million, in a context of strong investments in growth drivers

1) Market assumption: S&P Global Mobility forecast, February 2023 82.1 million vehicles, [0-3.5t - PC + LCV]

5. CONSOLIDATED financial statements at December 31, 2022

5.2 CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2022

5.2.1 BALANCE SHEET

In thousands of euros	Notes	December 31, 2022	December 31, 2021
ASSETS			
Goodwill	5.1.1	1,100,355	1,026,872
Other intangible assets	5.1.2	642,357	538,777
Property, plant and equipment	5.1.3	1,966,113	1,638,908
Investment property		30	30
Investments in associates and joint ventures	5.1.4.1	320,247	304,277
Non-consolidated investments and convertible bonds	5.1.4.2	20,334	136
Non-current financial assets(1)	5.1.5	88,730	87,422
Deferred tax assets	5.1.8	152,658	126,321
TOTAL NON-CURRENT ASSETS		**4,290,824**	**3,722,743**
Inventories	5.1.6	856,592	637,678
Financial receivables(1)		754	3,000
Trade receivables	5.1.7.2	1,023,261	734,277
Other receivables	5.1.7.3	499,052	354,395
Other financial assets and financial receivables(1)		201	43
Hedging instruments(1)	5.2.7	11,152	91
Cash and cash equivalents(1)	5.1.9	575,625	892,636
TOTAL CURRENT ASSETS		**2,966,637**	**2,622,120**
Assets held for sale	2.2.4.5	44,706	-
TOTAL ASSETS		**7,302,167**	**6,344,863**
SHAREHOLDERS' EQUITY AND LIABILITIES			
Capital	5.2.1.1	8,731	8,827
Treasury stock		(29,386)	(47,759)
Additional paid-in capital		17,389	17,389
Consolidated reserves		1,718,829	1,871,433
Net income for the period		167,607	126,372
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		**1,883,170**	**1,976,262**
Attributable to non-controlling interests		29,285	68,671
TOTAL SHAREHOLDERS' EQUITY		**1,912,455**	**2,044,933**
Non-current borrowings(1)	5.2.6.7	1,474,069	1,323,182
Provisions for pensions and other post-employment benefits	5.2.5	71,341	86,552
Provisions	5.2.4	48,272	34,235
Non-current government grants		20,944	13,321
Deferred tax liabilities	5.1.8	37,217	40,428
TOTAL NON-CURRENT LIABILITIES		**1,651,843**	**1,497,718**
Bank overdrafts(1)	5.1.9.2	15,022	11,264
Current borrowings and financial debt(1)	5.2.6.7	855,185	500,929
Hedging instruments(1)	5.2.7	709	1,434
Provisions for liabilities and expenses	5.2.4	59,601	63,820
Current government grants		665	700
Trade payables	5.2.8.1	1,651,877	1,264,426
Other operating liabilities	5.2.8.2	1,154,809	959,639
TOTAL CURRENT LIABILITIES		**3,737,869**	**2,802,212**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**7,302,167**	**6,344,863**

(1) Components of net financial debt (see Note 5.2.6.7).

5.2.2 INCOME STATEMENT

In thousands of euros	Notes	2022	%	2021	%
CONSOLIDATED SALES (REVENUE)		**8,538,110**	**100.0%**	**7,233,311**	**100.0%**
Cost of goods and services sold	4.2	(7,580,460)	-88.8%	(6,402,837)	-88.5%
GROSS PROFIT		**957,650**	**11.2%**	**830,474**	**11.5%**
Research and Development costs	4.1-4.2	(276,972)	-3.2%	(258,048)	-3.6%
Selling costs	4.2	(49,648)	-0.6%	(41,104)	-0.6%
Administrative expenses	4.2	(296,061)	-3.5%	(251,663)	-3.5%
OPERATING MARGIN BEFORE AMORTIZATION OF INTANGIBLE ASSETS ACQUIRED IN BUSINESS COMBINATIONS AND BEFORE SHARE OF PROFIT (LOSS) OF ASSOCIATES AND JOINT VENTURES		**334,969**	**3.9%**	**279,659**	**3.9%**
Amortization of intangible assets acquired in business combinations	4.3	(17,962)	-0.2%	(19,704)	-0.3%
Share of profit (loss) of associates and joint ventures	4.4	46,868	0.5%	42,803	0.6%
OPERATING MARGIN		**363,875**	**4.3%**	**302,758**	**4.2%**
Other operating income	4.6	21,212	0.2%	23,438	0.3%
Other operating expenses	4.6	(85,709)	-1.0%	(79,835)	-1.1%
Borrowing costs	4.7	(67,073)	-0.8%	(48,617)	-0.7%
Other financial income and expenses	4.7	5,395	0.1%	(1,897)	-0.0%
PROFIT FROM CONTINUING OPERATIONS BEFORE INCOME TAX AND AFTER SHARE OF PROFIT (LOSS) OF ASSOCIATES AND JOINT VENTURES		**237,700**	**2.8%**	**195,847**	**2.7%**
Income tax	4.8	(60,196)	-0.7%	(60,269)	-0.8%
NET PROFIT (LOSS)		**177,504**	**2.1%**	**135,578**	**1.9%**
Net profit (loss) attributable to non-controlling interests	4.9	9,898	0.1%	9,206	0.1%
NET PROFIT (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY		**167,607**	**2.0%**	**126,372**	**1.7%**
Earnings per share attributable to owners of the parent company	**4.10**				
• Basic earnings per share *(in euros)*		1.16		0.87	
• Diluted earnings per share *(in euros)*		1.16		0.87	

5.2.3 STATEMENT OF COMPREHENSIVE NET INCOME AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY

	December 31, 2022			December 31, 2021		
In thousands of euros	**Total**	**Gross**	**Tax**	**Total**	**Gross**	**Tax**
NET PROFIT (LOSS) FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT[1]	**167,607**	**222,088**	**(54,481)**	**126,372**	**182,350**	**(55,978)**
Reclassified to the income statement	**1,838**	**2,024**	**(186)**	**36,995**	**36,958**	**38**
Reclassified in the period	193	260	(67)	193	260	(67)
Cash-flow hedges	193	260	(67)	193	260	(67)
Reclassified at a later date	1,645	1,764	(119)	36,802	36,698	105
Translation differences	1,163	1,163	-	37,103	37,103	-
Cash-flow hedges	482	601	(119)	(301)	(405)	105
Gains/(losses) for the period – Exchange rate instruments	482	601	(119)	(301)	(405)	105
Cannot be reclassified to the income statement at a later date	**30,899**	**43,037**	**(12,138)**	**28,422**	**29,732**	**(1,310)**
Actuarial gains/(losses) relating to defined-benefit plans	23,334	32,133	(8,799)	11,883	13,193	(1,310)
Revaluation of long-term investments in equity instruments and funds	(11,120)	(11,120)	-	12,532	12,532	-
Revaluation due to hyperinflation in Argentina and in Turkey	13,415	13,415	-	4,007	4,007	-
Other changes	5,269	8,609	(3,340)	-	-	-
Total gains and losses recognized directly in equity attributable to owners of the parent company	32,737	45,061	(12,324)	65,417	66,689	(1,272)
NET PROFIT (LOSS) AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY[2]	**200,343**	**267,148**	**(66,805)**	**191,789**	**249,039**	**(57,250)**
Net profit (loss) for the period attributable to non-controlling interests	**9,898**	**15,613**	**(5,715)**	**9,206**	**13,497**	**(4,291)**
Reclassified to the income statement	**205**	**205**	**-**	**3,436**	**3,436**	**-**
Reclassified at a later date	205	205	-	3,436	3,436	-
Exchange differences on translating foreign operations	205	205	-	3,436	3,436	-
Total gains and losses recognized directly in equity – Non-controlling interests	205	205	-	3,436	3,436	-
NET PROFIT (LOSS) AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY – NON-CONTROLLING INTERESTS	**10,103**	**15,818**	**(5,715)**	**12,642**	**16,933**	**(4,291)**
Net profit (loss) and gains and losses recognized directly in equity	**210,447**	**282,968**	**(72,520)**	**204,431**	**265,972**	**(61,541)**

(1) (2) Regarding the "Net profits" and the "Net comprehensive income" attributable to owners of the parent company on the two periods of December 31, 2022 and December 31, 2021, see Note 5.2.1.3.

5.2.4 STATEMENT OF CHANGES IN EQUITY

In thousands of euros *In thousand units* **for the number of shares**	**Number of shares**	**Capital**	**Capital reserve**	**Treasury stock**	**Other reserves[1]**	**Translation differences**	**Net profit for the period**	**Shareholders' equity**		
								Attributable to owners of the parent	**Attributable to non-controlling interests**	**Total shareholders' equity**
Shareholders' equity at December 31, 2020	**148,566**	**8,914**	**17,389**	**(61,339)**	**2,237,962**	**(81,204)**	**(251,112)**	**1,870,611**	**69,677**	**1,940,288**
1st - time application impacts of new standards	**-**	**-**	**-**	**-**	**3,123**	**-**	**-**	**3,123**	**-**	**3,123**
SHAREHOLDERS' EQUITY AT JANUARY 1, 2021	**148,566**	**8,914**	**17,389**	**(61,339)**	**2,241,085**	**(81,204)**	**(251,112)**	**1,873,732**	**69,677**	**1,943,411**
Appropriation of net profit at December 31, 2020	-	-	-	-	(251,112)	-	251,112	-	-	-
Net profit at December 31, 2021	-	-	-	-	-	-	126,372	126,372	9,206	135,578
Total gains and losses recognized directly in equity	-	-	-	-	22,675	42,742	-	65,417	3,436	68,853
Exchange differences on translating foreign operations	-	-	-	-	(5,639)	42,742	-	37,103	3,436	40,539
Actuarial gains/(losses) relating to defined-benefit plans	-	-	-	-	11,883	-	-	11,883	-	11,883
Cash-flow hedges – Interest rate instruments	-	-	-	-	193	-	-	193	-	193
Cash-flow hedges – Currency instruments	-	-	-	-	(301)	-	-	(301)	-	(301)
Change in the fair value adjustment of long-term investments in equities instruments and funds	_	-	-	-	12,532	-	-	12,532	-	12,532
Revaluation due to hyperinflation in Argentina	-	-	-	-	4,007	-	-	4,007	-	4,007
NET PROFIT (LOSS) AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY	**-**	**-**	**-**	**-**	**(228,437)**	**42,742**	**377,484**	**191,789**	**12,642**	**204,431**
Treasury stock transactions	-	-	-	(19,463)	114	-	-	(19,349)	-	(19,349)
Capital reduction (cancellation of treasury stock)	(1,444)	(87)	-	33,043	(33,043)	-	-	(87)	-	(87)
Dividends paid by Compagnie Plastic Omnium	-	-	-	-	(71,287)	-	-	(71,287)	-	(71,287)
Dividends paid by other Group companies	-	-	-	-	-	-	-	-	(13,648)	(13,648)
Stock option and share purchase plans	-	-	-	-	1,972	-	-	1,972	-	1,972
Deferred tax on stock option and share purchase plans	-	-	-	-	(509)	-	-	(509)	-	(509)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2021	**147,122**	**8,827**	**17,389**	**(47,759)**	**1,909,895**	**(38,462)**	**126,372**	**1,976,262**	**68,671**	**2,044,933**

In thousands of euros *In thousand units* **for the number of shares**	**Number of shares**	**Capital**	**Capital reserve**	**Treasury stock**	**Other reserves[1]**	**Translation differences**	**Net profit for the period**	**Shareholders' equity**		
								Attributable to owners of the parent	**Attributable to non-controlling interests**	**Total shareholders' equity**
Appropriation of net profit at December 31, 2021	-	-	-	-	126,372	-	(126,372)	-	-	-
Net profit at December 31, 2022	-	-	-	-	-	-	167,607	167,607	9,898	177,504
Total gains and losses recognized directly in equity	-	-	-	-	28,541	4,196	-	32,737	205	32,942
Exchange differences on translating foreign operations	-	-	-	-	(3,033)	4,196	-	1,163	205	1,368
Actuarial gains/(losses) relating to defined-benefit fees	-	-	-	-	23,334	-	-	23,334	-	23,334
Cash-flow hedges – Interest rate instruments	-	-	-	-	193	-	-	193	-	193
Cash-flow hedges – Currency instruments	-	-	-	-	482	-	-	482	-	482
Change in the fair value adjustment of long-term investments in equity instruments and in funds	-	-	-	-	(11,120)	-	-	(11,120)	-	(11,120)
Revaluation due to hyperinflation in Argentina and in Turkey	-	-	-	-	13,415	-	-	13,415	-	13,415
Other changes[3]	-	-	-	-	5,269	-	-	5,269	-	5,269
NET PROFIT (LOSS) AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY	**-**	**-**	**-**	**-**	**154,913**	**4,196**	**41,235**	**200,343**	**10,103**	**210,447**
Treasury stock transactions	-	-	-	(16,216)	-	-	-	(16,216)	-	(16,216)
Capital reduction (cancellation of treasury stock)	(1,600)	(96)	-	34,590	(34,590)	-	-	(96)	-	(96)
Change in scope of consolidation and reserves[4]	-	-	-	-	(236,854)	-	-	(236,854)	(38,544)	(275,398)
Dividends paid by Compagnie Plastic Omnium[2]	-	-	-	-	(40,586)	-	-	(40,586)	-	(40,586)
Dividends paid by other Group companies	-	-	-	-	-	-	-	-	(10,945)	(10,945)
Stock option and share purchase plans	-	-	-	-	425	-	-	425	-	425
Deferred tax on stock option and share purchase plans	-	-	-	-	(109)	-	-	(109)	-	(109)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2022	**145,522**	**8,731**	**17,389**	**(29,385)**	**1,753,094**	**(34,267)**	**167,607**	**1,883,170**	**29,285**	**1,912,455**

(1) See Note 5.2.1.4 for breakdown of "Other reserves".

(2) Regarding the dividends per share distributed by Compagnie Plastic Omnium SE in 2022 in respect of the 2021 fiscal year and in 2021 in respect of the 2020 fiscal year, see Note 5.2.2 on dividends voted and paid.

(3) Adjustments to amortization of previous fiscal years, see Note 5.1.2 "Other intangible assets".

(4) Change in scope following the acquisition by the Group of the final third of the stake in HBPO GmbH. The transaction led to the transfer of non-controlling interests to the Group share. See Note 2.2.2.1 in the "Other significant events of the period".

5.2.5 STATEMENT OF CASH-FLOWS

In thousands of euros	Notes	2022	2021
I - CASH-FLOWS FROM OPERATING ACTIVITIES			
Net profit (loss)	3.1.1	177,504	135,578
Dividends received from associates and joint ventures		37,308	31,553
Non-cash items		563,550	522,348
Share of profit (loss) of associates and joint ventures	*4.5*	(46,868)	(42,803)
Stock option plan expense		425	1,970
Other adjustments		3,623	(4,382)
Depreciation and provisions for impairment of property, plant and equipment		311,279	287,134
Amortization and provisions for impairment of intangible assets		185,725	183,331
Changes in provisions		384	(20,207)
Net (gains)/losses on disposals of non-current assets		(4,598)	9,852
Operating grants recognized in the income statement		(1,682)	(1,427)
Current and deferred taxes	*4.8.1*	60,195	60,263
Cost of net debt		55,067	48,617
CASH GENERATED BY OPERATIONS (before cost of net debt and tax) (A)		**778,362**	**689,479**
Change in inventories and work-in-progress – net		(71,456)	40,718
Change in trade receivables – net		(46,469)	125,485
Change in trade payables before exceptional disbursements related to the acquisition of "VLS"[1]		83,626	(170,872)
Change in other operating assets and liabilities – net		(38,144)	(66,805)
CHANGE IN WORKING CAPITAL REQUIREMENTS BEFORE EXCEPTIONAL DISBURSEMENTS RELATED TO THE ACQUISITION OF "VLS" (B)		**(72,443)**	**(71,474)**
CHANGE IN WORKING CAPITAL REQUIREMENTS INCLUDING EXCEPTIONAL DISBURSEMENTS RELATED TO THE ACQUISITION OF "VLS" (B')[1]	**2.2.2.4.3**	**(219,843)**	**(71,474)**
TAXES PAID (C)		**(56,596)**	**(30,676)**
Interest paid		(62,267)	(44,815)
Interest received		6,922	2,406
NET FINANCIAL INTEREST PAID (D)		**(55,345)**	**(42,409)**
NET CASH GENERATED BY OPERATING ACTIVITIES before exceptional disbursements related to the acquisition of "VLS" (A+B+C+D)[1]		593,978	544,920
NET CASH GENERATED BY OPERATING ACTIVITIES INCLUDING EXCEPTIONAL DISBURSEMENTS RELATED TO THE ACQUISITION OF "VLS" (A+B'+C+D)	**2.2.2.4.3**	**446,578**	**544,920**
II – CASH-FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property, plant and equipment	3.1.3	(219,461)	(160,101)
Acquisitions of intangible assets	3.1.3	(160,956)	(145,195)
Disposals of property, plant and equipment		7,634	7,245
Disposals of intangible assets		679	946
Net change in advances to suppliers of fixed assets		16,886	(2,322)
Investment grants received		4,054	5,497
NET CASH USED IN OPERATIONS-RELATED INVESTING ACTIVITIES (E)		**(351,164)**	**(293,930)**
FREE CASH FLOW BEFORE EXCEPTIONAL DISBURSEMENTS RELATED TO THE ACQUISITION OF "VLS" (A + B + C + D + E)[1]	2.2.2.4.3	242,814	250,990
FREE CASH FLOW INCLUDING EXCEPTIONAL DISBURSEMENTS RELATED TO THE ACQUISITION OF "VLS" (A + B' + C + D + E)		**95,414**	**250,990**

In thousands of euros	Notes	2022	2021
Acquisitions of equity investments in subsidiaries, investments leading to a change in control, investments in associates and joint ventures, and related investments	2.2.3.1 5.1.10.a	(160,867)	(43,486)
Acquisitions of long-term investments in equity instruments and funds	5.1.5.1	(15,539)	(57,549)
Disposals of long-term investments in listed equity instruments and funds	5.1.5.1	6,283	237
Impact of changes in scope of consolidation – cash and cash equivalents contributed by companies entering the scope of consolidation		59,381	406
NET CASH FROM FINANCIAL TRANSACTIONS (F)		**(110,742)**	**(100,392)**
CASH FROM INVESTING ACTIVITIES (E+F)		**(461,906)**	**(394,322)**
III - CASH-FLOWS FROM FINANCING ACTIVITIES			
Increases/reductions in share capital and premiums	5.2.1.1	(96)	(87)
Purchases/sales of treasury stock		(16,216)	(19,349)
Dividends paid by Compagnie Plastic Omnium SE to Burelle SA	5.1.11	(24,450)	(42,788)
Dividends paid to other shareholders	5.1.11	(27,115)	(44,243)
Acquisition of equity securities with neither acquisition nor loss of control	5.1.10.a	(281,667)	-
Increase in financial debt	5.2.6.7	1,026,615	618,298
Repayment of financial debt and lease contract liabilities, net		(978,299)	(596,968)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES (G)		**(301,228)**	**(85,137)**
Effect of exchange rate changes (I)		**(4,214)**	**(1,801)**
NET CHANGE IN CASH AND CASH EQUIVALENTS (A + B' + C + D + E + F' + G + H + I)		**(320,770)**	**63,660**
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**5.1.9.2 5.2.6.7**	**881,372**	**817,712**
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**5.1.9.2 5.2.6.7**	**560,603**	**881,372**

(1) The aggregates impacted by exceptional disbursements related to the acquisition of VLS have been restated with a view to improving the relevance of the information published and the assessment of the Group's performance for the 2022 fiscal year. These disbursements are unrelated to the normal activity of the entities since their takeover by Plastic Omnium.

5.2.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

On February 21, 2023 the Board of Directors of the Plastic Omnium Group approved the consolidated financial statements for the fiscal year ended December 31, 2022, which will be submitted to the Combined General Meeting on April 26, 2023.

PRESENTATION OF THE GROUP

Compagnie Plastic Omnium, a company governed by French law, was set up in 1946. The bylaws set its duration until April 24, 2112. It is registered in the Lyon Trade and Companies Register under number 955 512 611 and its registered office is at 19, boulevard Jules Carteret, 69007 Lyon, France.

The terms "Compagnie Plastic Omnium", "the Group" and "the Plastic Omnium Group" refer to the group of companies comprising Compagnie Plastic Omnium SE and its consolidated subsidiaries.

The Plastic Omnium Group is a global leader in the transformation of plastic materials for the automotive market for body parts, storage systems, fuel supply systems, fuel cell stacks (Industrie Segment) and front-end modules (Module Segment). Since the second half of 2022, the Group has extended its business portfolio to include the manufacture of integrated exterior vehicle lighting systems, batteries and electrification systems for electric mobility.

The Group has organized its business into two operating segments:

- Industries:
  - *Intelligent Exterior Systems (IES),* dedicated to complex and intelligent body systems
  - *Clean Energy Systems (CES), which now comprises:*
    - *"Internal Combustion Engines" (ICE),* dedicated to energy storage systems and emission reduction systems,
    - *"E_Power",* which hosts the new Actia Power Division, acquired by the Group in the second half of 2022, which consists of the design and manufacture of on-board batteries, power electronics and electrification systems for the electric mobility of trucks, buses, coaches, trains and construction machinery. See "Other significant events of the period", Note 2.2.2.3 on the acquisition of the "Actia Power" business on August 1, 2022;
  - *New Energies (NE),* created in 2022, dedicated to development of low-carbon mobility, such as hydrogen fuel cells and fuel tanks,
  - *Lighting,* created in 2022, for integrated exterior systems, which includes the activities of the acquisitions of the second half of 2022 specialized in automotive lighting: AMLS Osram (OSRAM Automotive Lighting Systems) and VLS (Varroc Lighting Systems). See "Other significant events of the period", Note 2.2.2.2 on the acquisition of two specialist lighting businesses;
- Modules: module design, development and assembly (HBPO).

The Group has been listed on Eurolist compartment A since January 17, 2013 and is included in the SBF 120 and the CAC Mid 60 indices. The main shareholder is Burelle SA, which held 60.01% of the Group (60.65% excluding treasury stock) with voting rights before elimination of treasury shares of 73.78% at December 31, 2022.

The unit of measurement used in the Notes to the consolidated financial statements is thousand euros, unless otherwise indicated.

CONTENTS RELATED TO NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 1 ACCOUNTING STANDARDS APPLIED, ACCOUNTING RULES AND METHODS

1.1 Accounting standards applied

The accounting policies used to prepare the consolidated financial statements remain the same as those applied by the Group at December 31, 2021 except for newly applicable texts, including in particular that relating to the following point, taken into account from January 1, 2022: the amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", which specify that the costs to be included in determining whether a contract is onerous must include both the incremental costs of performing the contract and an allocation of other costs directly related to the performance of the contract.

These changes have no significant impact on the consolidated financial statements.

They comply with IFRS standards and interpretations as adopted by the European Union at December 31, 2022 and available on the European Commission website.

IFRS include the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as well as the International Financial Reporting Interpretations Committee (IFRIC) decisions. These accounting principles do not differ significantly from the mandatory standards and interpretations as of December 31, 2022, as published by the IASB.

The Group has not applied in advance standards, interpretations and amendments that are not mandatory at December 31, 2022. Analysis of these impacts is underway.

1.2 Scope of consolidation

1.2.1 Consolidation principles

Companies in which the Group holds more than 50% of the voting rights and in which governance arrangements allow the Group to have control over the companies, are fully consolidated. Companies in which the Group holds less than 50% but over which the Group exercises control in substance, are also fully consolidated.

Companies over which the Group exercises joint control with other shareholders, regardless of the size of the holding, treated as "joint ventures" insofar as the Group has no joint operations, as well as companies over which the Group exercises significant influence (significant influence is presumed when the Group holds more than 20% of the voting rights in a company), and classified as "Investments in associates", are accounted for using the equity method.

The Group mainly reviews the following elements and criteria in order to assess whether joint control or significant influence is exercised over an entity:

- governance: representation of the Group on governance bodies, majority rules, veto rights;
- the determination of the substantial or protective rights granted to shareholders, in particular in relation to the relevant activities of the entity, participation in the policy-making process, and in particular decisions relating to dividends and other distributions;
- the consequences of a conflict resolution clause;
- the right/exposure of the Group to the entity's variable returns.

1.2.2 Non-controlling interests

Non-controlling interests represent the share of interest that is not held by the Group. They are presented as a separate item in the income statement and under equity in the consolidated balance sheet, distinct from the profit and equity attributable to owners of the parent.

Non-controlling interests may be either measured at fair value on the acquisition date (*i.e.* with a share of goodwill) or for their share in the fair value of identifiable net assets acquired. This choice can be made on a transaction-by-transaction basis.

Changes in a parent's ownership interest in a subsidiary that do not change control are recognized as equity transactions. As such, in the event of an increase (or decrease) in the percentage ownership interest of the Group in a controlled entity, without change in control, the difference between the acquisition cost (or transfer price) and the carrying amount of the share of net assets acquired (or sold) is recognized in equity.

1.2.3 Translation of the financial statements of foreign subsidiaries

Plastic Omnium Group uses the euro as its presentation currency in its financial statements. The financial statements of foreign companies are prepared in their functional currency, *i.e.* in the currency of the economic environment in which the entity operates; the functional currency usually corresponds to the local currency, except for some foreign subsidiaries such as the Mexican and Polish subsidiaries which carry out the majority of their transactions in another currency. These financial statements are translated into the Group's presentation currency, as follows:

- translation of balance sheet items, other than equity, at the closing rate;
- translation of income statement items at the average rate for the period;
- translation differences are recognized in consolidated equity.

Goodwill arising from business combinations with foreign companies is recognized in the functional currency of the acquired entity. It is subsequently translated into the Group's presentation currency at the closing rate, with the translation difference recognized in equity.

On disposal of the entire interest in a foreign company, the related translation differences initially recognized in equity, are reclassified in profit and loss.

1.2.4 Business combinations

Business combinations are recognized by applying the acquisition method. Identifiable assets, liabilities and contingent liabilities acquired are recognized at their fair value on the purchase date.

The surplus of the sum of the price paid to the seller and, where appropriate, the value of the non-controlling interest in the company acquired against the net balance of the assets acquired and the identifiable liabilities assumed is recognized in goodwill.

Where the takeover is carried out through successive purchases, the consideration also includes the acquisition-date fair value of the acquirer's previously held equity interest in the acquired company. The previously held equity interest is measured at fair value through profit or loss.

Acquisition costs are recorded as expenses.

The fair value adjustments of assets acquired and liabilities assumed are offset against goodwill adjustments on the basis of information obtained during the allocation period, *i.e.* within twelve months of the acquisition. Changes in value after that date are recognized in profit or loss, including any changes in deferred tax assets and liabilities, if they are related to new items that have occurred since the change of control. If they result from new information relating to facts existing at acquisition date and collected during the 12 months following this date, they are an offset to the acquisition's goodwill.

The changes that trigger a takeover have the following consequences:

- a theoretical sale of the historically held equity holding, with recognition of the gain or loss on disposal at the date of acquisition;
- accounting for the business combinations under IFRS 3 "Business Combinations".

1.3 Operational items

1.3.1 Segment information

Segment information is presented on the basis of the segments identified in the Group's internal reporting and notified to the management in order to decide on the allocation of resources and to analyze performance.

The Group has two operating segments: "Industries" and "Modules".

1.3.2 Revenue/"Revenue from Contracts with Customers"

Since January 1, 2018, the Group has applied IFRS 15 "Revenue from Contracts with Customers".

SALES OF PARTS

Agreements signed with customers in the context of the development and supply of parts do not meet the criteria of a contract within the meaning of IFRS 15; in general, only firm orders received from customers are analyzed as contracts creating a performance obligation.

Revenue from sales of parts is recorded when control of the goods is transferred to the client, usually upon delivery of the goods, and measured at the fair value of the consideration received, after deducting discounts, rebates and other sales taxes and customs duties.

SERVICES AND CREATION OF SPECIFIC TOOLING

The project phase corresponds to the period during which the Group is working on the development of the part to be produced, on the design and manufacture of specific tooling to be used in production as well as on the organization of future production processes and logistics. It begins with the selection of the Group for the vehicle and the product concerned and is completed when the normal production volume is reached.

The accounting treatment applied is based on the identification by the Group in most cases of two performance obligations, distinct from the production of parts, under the Design business and the supply of certain specific tooling whose control is transferred to clients.

Income from the design activity, including that explicitly included in the part price, is recognized at the start of series production. Payments received before the start of series production are recorded in customer advances. The costs related to these two performance obligations are recognized in inventories during the project phase and then in expenses when their control is transferred to the client, *i.e.* when series production is launched.

Entities of the VLS Group, of which the Group took control in October 2022, recognize Tooling revenue according to the percentage of completion method. Analyzes are underway as part of the preparation of the opening balance sheet, to determine the relevance of maintaining this accounting treatment.

1.3.3. Operating margin

The Group presents an operating margin in the income statement before taking into account the following items:

- the amortization of intangible assets related to acquisitions as part of business combinations; and
- the share of income of associates and joint ventures.

The Group also presents an operating margin after taking these elements into account.

The first aggregate corresponds to revenue less direct selling costs, Research and Development expenses, selling and administrative costs. "Net Research and Development expenses" include tax credits related to the research effort of Group subsidiaries *(see Notes 4.1 "Breakdown of Research and Development expenses" and 4.2 "Costs of goods and services sold, development, selling and administrative costs").*

The second aggregate includes the share of profit (loss) of associates and joint ventures presented on a separate line and the impacts related to the amortization of customer contracts and brands acquired in the context of business combinations also presented on a separate line of the income statement.

The main operating indicator used by the Group is the operating margin after taking into account the amortization of intangible assets related to acquisitions and the share of profit (loss) of associates and joint ventures, termed "operating margin" in the income statement.

The operating margin does not include other operating income and expenses *(see Note 1.3.4).*

1.3.4 Other operating income and expenses

Other operating income and expenses essentially include:

- the results of the disposal of property, plant, equipment and intangible assets;
- provisions for the impairment of property, plant, equipment and intangible assets, including any impairment of goodwill;
- exchange rate differences arising from different currency rates between those used to recognize operating receivables and payables and those recorded when these receivables and debts are settled;
- unusual items corresponding to non-customary income and expenses due to their frequency, nature or amount, such as profits and losses realized in the context of changes in the scope of operations, pre-start-up costs for large new plants, restructuring costs and those related to employee downsizing measures.

1.3.5 Recognition of transactions in foreign currencies

Transactions in foreign currencies are initially recorded in the functional currency at the rate on the transaction date. On the closing date, monetary assets and liabilities are revalued at the rates prevailing at the closing date. Non-monetary assets and liabilities are valued at the historical cost prevailing at the transaction date (for example: goodwill, property, plant and equipment, inventories). Non-monetary assets and liabilities measured at fair value are valued at the rates prevailing at the date when fair value is determined.

For monetary items, exchange rate differences arising from changes in foreign exchange rates are recorded in the income statement as other operating income and expenses when they relate to operations and as net financial income (expense) when they relate to financial transactions.

1.3.6 Inventories and work in progress

1.3.6.1 RAW MATERIAL INVENTORIES AND OTHER SUPPLIES

Raw material inventories and other supplies are measured at the lower of cost and net realizable value.

At the end of the fiscal year, a provision for impairment of these inventories is recorded when the estimated sales price of the finished products for whom they are earmarked in the normal course of business, less the residual estimated selling, production and processing costs, is less than their carrying amount.

1.3.6.2 FINISHED AND SEMI-FINISHED PRODUCT INVENTORIES

Finished and semi-finished products are valued on the basis of standard production costs, revised annually. Costs include raw materials and direct and indirect production costs. These costs do not include any administrative overheads or IT not linked to production, Research and Development expenses or selling costs. In addition, they do not include the cost of below-normal capacity utilization.

1.3.6.3 PROJECT INVENTORIES – TOOLS AND DEVELOPMENT

These inventories correspond to costs incurred by the Group in order to satisfy a performance obligation in connection with automotive projects.

The cost of inventories is compared at the balance sheet date to the net realizable value. If it exceeds the net realizable value, an impairment loss is recorded to bring the inventories to their net realizable value.

1.3.7 Receivables

Receivables are recorded at their fair value at the time they are recorded. The fair value generally corresponds to the nominal value of the receivable as long as the sale has been carried out with normal payment terms. Impairment losses are booked to cover expected credit losses and identified risks of non-recovery. The amount of impairment is calculated on a statistical basis for credit risk and counterparty by counterparty, on an individual basis for non-recovery risk.

Receivables sold to third parties, which are removed from the balance sheet, meet the following criteria:

- the rights attached to receivables are transferred to third parties;
- substantially all the risks and rewards of ownership are transferred to third parties.
- The risks taken into account are the following:
  - credit risk,
  - risks related to payment arrears both for the duration and amounts,
  - the transfer of interest rate risk, which is fully assumed by the buyer.

1.3.8 Grants

The grants received are recognized as liabilities in the balance sheet; they correspond to grants to finance investments in new sites, production equipment or research and development programs.

Grants are recognized in profit or loss at the gross profit level, as and when the assets acquired through these grants are depreciated or the associated research expenses are recognized.

1.4 Staff costs and employee benefits

1.4.1 Share-based payment

Stock option and free share purchase plans granted to employees are measured in accordance with IFRS 2 at their fair value at the date of grant by the Board of Directors, using the Black & Scholes mathematical model.

The fair value is recognized in “Personnel costs” on a straight-line basis over the vesting period, with a corresponding adjustment to reserves.

When options are exercised, the cash amount received by the Group in respect of the exercise price is recorded in cash and cash equivalents with a corresponding adjustment to consolidated reserves.

Obligations resulting from share-based payments, such as the “Long Term Incentive plan” described in Note 5.2.3 implemented during the 2022 fiscal year are accounted for as cash settlement plans in accordance with standard IFRS 2. These cash-settled plans are measured at fair value over their term.

The expense relating to expected estimated payments is spread over the vesting period and is included in personnel expenses.

1.4.2 Provisions for pensions and other post-employment benefits

All Group employees are covered by pensions and other long-term post-employee benefits. Pension plans comprise defined-contribution plans or defined-benefit plans.

In June 2021, the IASB approved the position presented by the IFRIC on the method for attributing benefits to periods of service as part of the measurement of employee benefits (IAS 19).

The plans concerned are defined-benefit plans, satisfying all of the following conditions:

- the attribution of benefits, paid in the form of a single benefit at the time of retirement, is subject to the employee’s presence in the Company at the time of retirement;
- benefits depend on the length of service in the Company at the time of retirement and are capped after a certain number of years of service.

The new method leads to the creation of a provision for employees only after a certain number of years of service and to the provision changing on a straight-line basis until the date of the employee’s retirement.

Only End-of-Career Benefits provided by French companies were affected by this change in method, resulting in a reduction in the actuarial liability (€3.5 million) at the end of 2021.

1.4.2.1 DEFINED-CONTRIBUTION PLANS

The cost of defined-contribution plans, corresponding to salary-based contributions to local bodies responsible for pension and death/disability insurance plans made in accordance with local laws and practices in each country, is recognized as an operating expense. The Group has no legal or implicit obligation to pay additional contributions or future benefits. Consequently, no actuarial liability is recorded under these defined-contribution plans.

1.4.2.2 DEFINED-BENEFIT PLANS

Defined-benefit plans are mainly related to post-employment benefits and correspond principally to the following commitments:

- pension plans for French employees;
- other pension and supplementary pension plans, mainly in the US, France and Belgium;
- plans to cover healthcare costs in the US.

Defined benefit plans are subject to provisions for staff benefits calculated on the basis of actuarial valuations carried out by independent actuaries using the projected unit credit method.

These assessments take into account assumptions specific to each plan such as:

- retirement dates determined according to the terms of the legislation and, in particular for French employees, a voluntary retirement assumption when full benefit rights have been acquired;
- mortality;
- the probability of active employees departing before retirement age;
- estimates of salary increases up to retirement age;
- discount rates and inflation.

When defined-benefit plans are funded, the commitments under these plans are reduced by the market value of plan assets at the reporting date. The valuation builds in long-term profitability assumptions for the invested assets, calculated on the basis of the discount rate used to value company commitments.

Changes in provisions for defined-benefit obligations are recognized over the benefit acquisition period, in the income statement under "Operating expenses", except for:

- the effect of the reversal of discounting of the commitments recognized in net financial income (expense);
- actuarial gains and losses on post-employment benefit obligations recognized in equity.

1.4.2.3 OTHER LONG-TERM BENEFITS

Other long-term benefits correspond mainly to long-service awards for French employees.

Actuarial gains and losses on "Other long-term benefits" (mainly long-service and jubilee awards) are recognized immediately in profit or loss.

1.5 Other provisions

1.5.1 Provisions for employee downsizing

The cost of employee downsizing plans is recognized in the period in which a detailed plan is drawn up and announced to the employees concerned or their representatives, thus creating a well-founded expectation that the Group will implement this plan.

1.5.2 Provisions for onerous contracts

Provisions are booked when there are obligations to third parties leading to a likely outflow of resources for the benefit of these third parties without a counterparty of at least equivalent value expected for the Group. Losses identified on onerous contracts, *i.e.* contracts whose unavoidable costs relating to their obligations are greater than the expected economic benefits, are subject to provisions. These provisions are recognized in current or non-current liabilities depending on whether they are short- or medium/long-term in nature.

1.6 Goodwill, property, plant and equipment and intangible assets

1.6.1 Goodwill

Goodwill is measured annually at cost, less any impairment representing loss of value. Impairments on goodwill are irreversible.

Negative goodwill (badwill) is recorded in the income statement during the year of acquisition.

1.6.2 Intangible assets

1.6.2.1 RESEARCH AND DEVELOPMENT COSTS

Development costs incurred during the project phase and related to the execution of a contract with a customer not fulfilling a performance obligation are recognized as intangible assets. These internal and external costs relate to the work on the organization of purchasing, logistics and industrial processes to produce the parts that will be ordered by customers.

These costs are recognized as intangible assets in progress during the development phase and amortized on a straight-line basis over the estimated life of the series production, *i.e.* generally three years for exterior parts, five years for fuel systems and the "Lighting" and "Modules" segments.

The amortization of development hours is booked under Research and Development costs.

Assets under construction are subject to annual impairment tests. As of their commissioning, impairment tests are carried out as soon as signs of impairment are identified.

Income received from related customers in respect of these costs is recognized in revenue from the start of series production and over the duration of production. Payments received before the start of series production are recorded in customer advances.

The accounting treatment of costs that satisfy a performance obligation is described in Note 1.3.2 "Revenue/Revenue from Contracts with Customers".

Furthermore, under IFRS 15, only the costs related to obtaining contracts that would not have existed in their absence are credited to the assets and depreciated over the expected production period. Costs incurred by the Group prior to its selection by the customer, such as those incurred by sales teams, are recognized as an expense for the period.

1.6.2.2 OTHER RESEARCH AND DEVELOPMENT COSTS

Research and development expenses for a generic technology that do not meet the capitalization criteria of IAS 38 "Intangible Assets" are recorded as expenses for the fiscal year.

1.6.2.3 OTHER INTANGIBLE ASSETS

Other intangible assets are measured at cost less accumulated amortization and impairment losses. They are amortized according to the straight-line method over their estimated useful lives.

They mainly included the "Faurecia Exterior Systems business" (fully amortized at December 31, 2022) and "HBPO" customer contracts in 2018.

As part of the "AMLS Osram" and "Actia Power" acquisitions carried out in the second half of 2022, the Group proceeded with the provisional allocation of the acquisition prices. In this context, the technology acquired was assessed and recognized in the Group's consolidated financial statements on the following bases:

- AMLS Osram technology for €16 million amortized over 10 years from July 1, 2022;
- Actia Power technology for €4.5 million amortized over seven years from August 1, 2022.

VLS technology and customer contracts acquired are currently being assessed; this work is expected to be finalized in the first quarter of 2023.

1.6.3 Property, plant and equipment

1.6.3.1 ASSETS OWNED OUTRIGHT

GROSS VALUES

Property, plant and equipment are initially recorded at their acquisition cost, at their cost of production when they are manufactured by the Company for its own use (or subcontracted) or at their fair value for those acquired without consideration.

Property, plant and equipment may be specific tooling developed by the Group in connection with production contracts signed with customers without transfer of control to customers, for which the Group will receive an integrated compensation in the part price, where appropriate. In this case, the compensation is recorded in revenue over the series' production term.

If fixed assets have been sold or transferred within the Group, any gains and losses are eliminated in the consolidated financial statements.

Property, plant and equipment are later recognized at cost less total depreciation based on their lifespan and total impairment.

Maintenance and repair costs for fixed assets to restore or maintain the future economic benefits that the Company can expect in terms of the estimated level of performance at the time of acquisition are recognized as an expense as incurred.

Future expenditures are capitalized only if it is probable that the future economic benefits associated with the expenditure benefit the Group, for example, by an increase in the performance or effectiveness of the asset concerned.

Buildings	20 and 40 years
Real estate fixtures	10 years
Presses and transformation machines	7-10 years
Machining, finishing and other equipment	3-10 years

The Group applies the components approach to its real estate assets and major functional assemblies.

From their date of acquisition, the entities apply the Group's depreciation periods, where relevant.

1.6.3.2 LEASE CONTRACTS

The Group applies IFRS 16 "Leases".

As part of the implementation of this standard, the Group assesses whether a contract is a lease under IFRS 16 by assessing on the entry date of said contract, whether the latter relates to a specific asset, and whether the Group obtains almost all of the economic benefits linked to the use of the asset and the ability to control the use of this asset.

The two capitalization exemptions proposed by the standard for contracts with an initial term of less than or equal to 12 months and goods of low unit value when new, which the Group has defined as being less than or equal to €5,000, have been used.

The accounting treatment is as follows:

- recognition as property, plant and equipment of rights to use assets under leases that meet the capitalization criteria defined by IFRS 16;
- recognition of a financial debt in respect of the obligation to pay rent during the term of these contracts;
- recognition of a depreciation charge for the right-of-use of the asset and a financial charge relating to interest on the lease debt, which partially replace the operating charge previously recorded in respect of the rent. The amortization period for the right-of-use is determined on the basis of the duration of the contract, taking into account an option of renewal or termination when its exercise is reasonably certain;
- in the cash-flow statement, debt repayments affect financing flows.

The discount rate used to calculate the debt is determined, for each property, according to the marginal debt rate at the start date of the contract. This rate corresponds to the interest rate that the lessee would obtain, at the start of the lease, to finance the acquisition of the leased asset. This rate is obtained by adding the rate on government bonds with terms similar to the leased assets and the entity's credit spread.

The Group has adopted a tool allowing it to carry out, for each lease meeting the IFRS 16 capitalization criteria, an assessment of the rights-of-use and the related financial debt and of all the impacts on the income statement and balance sheet in accordance with IFRS 16.

The amounts recognized as right-of-use assets and as financial debt mainly relate to property leases of industrial sites, storage and administrative premises; the remainder corresponds principally to industrial equipment and vehicles.

1.6.4 Impairment of goodwill, property, plant and equipment and intangible assets

1.6.4.1 IMPAIRMENT OF GOODWILL

Plastic Omnium Group goodwill is not amortized but is tested for impairment at least annually, at year-end, as well as during the current year when there is evidence of impairment.

Impairment tests are carried out at the level of the cash-generating units (CGU) or groups of cash-generating units, which are:

- Industries;
- Modules.

The net carrying amount of all assets (including goodwill), comprising each cash-generating unit, is compared to its recoverable amount, *i.e.* the higher of the fair value less disposal costs and the value in use determined using the discounted cash-flow method.

These forecast data are based on the Group's medium-term plans, which are prepared for the next five years, revised as necessary to reflect the most recent market conditions. Beyond this timeframe, a terminal value is calculated based on the capitalization of the data for the last year covered by the business plan, using a long-term growth rate that reflects the outlook for the market. These forecast data are then discounted.

The assumptions used to determine the discount rates take into account:

- an industry risk premium;
- an industry financing "spread" to assess the cost of debt;
- the rates used by comparable companies in each segment.

Sensitivity tests are carried out on the key assumptions, namely the discount rate, the perpetual growth rate and the operating margin.

1.6.4.2 IMPAIRMENT OF DEPRECIABLE PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Depreciable property, plant and equipment and intangible assets are subject to impairment tests from the time they enter service whenever there is evidence of signs of impairment such as recurring losses for an entity, decisions to stop commercializing production, or site closures. Intangible assets in progress are also subject to a value test annually at year-end.

1.6.5 Investment property

The items in the "Investment property" section of the Group's balance sheet assets are not included in ordinary operations. These assets, which belong to the Group, correspond to real estate:

- not occupied on the balance sheet date and whose use is unspecified; or
- held by the Group for its long-term appreciation and which is leased under operating leases.

The Group may, where appropriate, decide to use all or part of a property whose use is unspecified (in which case the relevant part would be reclassified as operating property) or lease it under one or more operating leases.

Investment property is measured at fair value at the balance sheet date, with changes in fair value recognized in profit or loss. The land on which the buildings are constructed follows the same accounting treatment. An independent appraiser makes regular valuations as part of the year-end closing process. Between two valuations, the Group ensures that the real estate market has not undergone any significant change. The fair value determined by the expert is assessed by direct reference to observable prices in an active market (level 2 fair value).

1.7 Non-current assets held for sale and discontinued operations

The following items are classified as "Assets held for sale" on the balance sheet, as soon as the assets or groups of assets are available-for-sale in their current state and the sale is highly probable:

- non-current assets held pending their sale;
- a group of assets held for sale and not for continuing use;
- businesses or companies acquired with a view to subsequent sale.

Liabilities related to these assets, groups of assets, businesses and companies held for sale are also presented as a separate item under liabilities in the balance sheet, "Liabilities directly related to assets held for sale".

Assets (or groups of assets) classified in this category are no longer depreciated. They are valued at the lower of their carrying amount and selling price, less selling costs. Any impairment losses are recognized by the Group under "Other operating expenses".

On the balance sheet, data related to "Assets and activities held for sale" shown separately in the financial statements do not give rise to the restatement of prior years in terms of presentation.

In the income statement, the profit/loss (from the period and from the sale) of business operations or entities that meet the definition of a discontinued operation are reported as a separate line item entitled "Net income from discontinued operations" in each of the fiscal years presented.

1.8 Financial items

1.8.1 Financial assets (excluding derivatives)

1.8.1.1 EQUITY INVESTMENTS AND FUNDS

These equity investments correspond to shares in listed companies as well as units subscribed for in funds and venture capital companies. On the acquisition date, they are measured at fair value plus transaction costs directly attributable to their acquisition.

In accordance with IFRS 9:

- changes in the fair value of listed companies are accounted for using the alternative method provided by IFRS 9 in "Other comprehensive income in equity" (OCI) without recycling in profit or loss;
- changes in the fair value of funds are recognized in profit or loss.

1.8.1.2 OTHER FINANCIAL ASSETS

Other financial assets include loans, security deposits and surety bonds. They are measured at amortized cost. Whenever there is objective evidence of impairment (*i.e.* a negative difference between the carrying amount and the recoverable amount), an impairment provision is recognized through profit or loss. This impairment may be reversed if the recoverable amount subsequently increases.

Other financial assets also include marketable securities that do not meet the criteria for classification as cash equivalents. They are valued at their fair value on the closing date, and changes in fair value are recorded in net financial income (expense).

1.8.2 Cash and cash equivalents

Cash and cash equivalents presented in the Statement of Cash-Flows include short-term, highly liquid cash items, readily convertible into known amounts of cash and subject to a negligible risk of change in value. Cash comprises cash and cash equivalents, short-term deposits and bank balances, with the exception of those authorized to cover short-or medium-term cash needs arising from day-to-day operations. Cash equivalents correspond to short-term investments and are subject to a negligible risk of changes in value in the context of the temporary use of cash surpluses (money market funds, negotiable debt securities, etc.). Changes in the fair value of these assets are recognized in profit or loss.

1.8.3 Current and non-current borrowings

Current and non-current borrowings are valued using the amortized cost method and the effective interest rate.

Borrowings in foreign currencies contracted by a subsidiary from the Group and whose repayment is neither planned nor likely in the foreseeable future are considered to be part of the net investment of the Plastic Omnium Group in this foreign business. The corresponding translation differences are recognized in equity.

1.8.4 Derivatives and hedge accounting

In order to manage its interest rate risk, the Group may use OTC derivative instruments. These hedging instruments are valued and recognized in the balance sheet at their fair value.

Changes in the fair value of instruments described as "Cash-flow hedges" are recorded under "Other comprehensive income" (equity) for the effective part and in financial income for the ineffective part in application of IFRS 9.

Changes in the fair value of derivatives that do not qualify for hedge accounting are recognized in profit or loss.

1.9 Income tax

In France, the entity Compagnie Plastic Omnium maintained the option for the ordinary law tax consolidation system for itself and the French subsidiaries at least 95% controlled, as set out in Article 223 A of the French Tax Code.

In addition, the Group applies optional national consolidation or tax consolidation plans in Germany, Spain and the United States.

The Plastic Omnium Group recognizes deferred taxes relating to temporary differences between the tax values and the carrying amount of assets and liabilities on the consolidated balance sheet without discounting.

Deferred taxes are calculated using the liability method, applying the last tax rate enacted (or the quasi-adopted rate) at the balance sheet date and applicable to the period in which the temporary differences reverse.

Tax credits and deferred tax assets on tax loss carryforwards and temporary differences are only recognized when the probability of their utilization within a relatively short period of time is proven.

1.10 Shareholders' equity and earnings per share

1.10.1 Treasury stock

The Plastic Omnium Group's treasury stock is recorded as soon as it is acquired as a deduction from equity, regardless of the purpose for which it is being held.

The proceeds from the sale of these securities are recognized directly as an increase in the Group's equity, any gain or loss on the sales having no impact on the net profit (loss) for the fiscal year.

1.10.2 Earnings per share

Basic earnings per share are calculated using the weighted average number of ordinary shares comprising the share capital, less the weighted average number of shares held in treasury stock.

Diluted earnings per share take into consideration the average number of treasury shares deducted from equity and shares which might be issued in respect of the fiscal year under stock option programs.

1.11 Estimates and judgements

In preparing its financial statements, the Plastic Omnium Group uses estimates and assumptions to assess some of its assets, liabilities, income, expenses and commitments. These estimates and assumptions, which are liable to result in significant adjustments to the carrying amount of assets and liabilities, are reviewed periodically by Senior Executives. The amounts in the future financial statements of the Group may include changes in estimates or assumptions in light of past experience and changes in economic conditions.

In general, the estimates and assumptions used during the fiscal year were based on the information available at the balance sheet date. Estimates may be revised depending on changes in the underlying assumptions. These assumptions mainly concern:

Deferred taxes

Recognition of deferred tax assets depends on the probability of sufficient future profit being generated to permit their utilization. This leads the Group to make regular estimates of future taxable earnings, particularly as part of the medium-term plans established within the Group. These estimates take into account the recurring or non-recurring nature of certain losses, expenses, etc.

Provisions

PROVISIONS FOR PENSIONS AND OTHER POST-EMPLOYMENT BENEFITS

In the case of defined-benefit plans, the Group, assisted by independent actuaries, adopts assumptions *(see Notes 1.4.2 and 5.2.5 "Provisions for pensions and other post-employment benefits")* on:

- discount rates for pension and other long-term benefits;
- rates of increases in healthcare costs for the United States;
- employee turnover and future salary increases.

OTHER PROVISIONS

Estimates also cover provisions, particularly those relating to employee downsizing, litigation, customer warranties, legal and tax risks for which, in some cases, the Legal Department may be required to employ specialized lawyers.

Asset impairment tests

Impairment tests are carried out each year, in particular on goodwill and development costs relating to automotive projects, but also during the year on these same assets as well as on industrial assets if signs of impairment are identified.

As part of these tests, for the determination of the recoverable amount, the concepts of fair value net of disposal costs and value in use obtained by the discounted cash-flow method are used. These tests are based on assumptions about future operating cash-flows and discount rates.

Assumptions that could have a material impact on the financial statements concern, in particular, the discount rates and growth rates *(see Note 2.1.3 "Asset impairment tests")*.

Sensitivity tests are performed on the long-term growth rate and discount rate assumptions for tests relating to goodwill and on the level of operating margin for tests relating to significant industrial assets.

Lease contracts (IFRS 16)

The discount rate is a key assumption in determining accounting impacts related to the application of IFRS 16 on leases It is used to calculate the right of use and the lease liability for each leased asset *(see Note 1.6.3.2)*.

Other uncertainties

To date, the uncertainties likely to significantly impact the assumptions are supply chain difficulties, the rise in inflation in several geographical areas where the Group operates, the geopolitical climate and regulations of all kinds (climate, automotive industry).

NOTE 2 SIGNIFICANT EVENTS OF THE PERIOD

2.1 Volatile international context and impacts on the Group's activity

Plastic Omnium's activities in 2022 have been affected by the following events:

- rising inflation worldwide, particularly in materials, energy and labor costs;
- the continuation of Covid-19, and in particular the lockdowns in China, with a limited impact on the Group's activity;
- the war between Ukraine and Russia;
- the disruption of the supply chain for materials and components, leading to stoppages in the production lines of car manufacturer customers to whom the Group is adapting its activity; and
- the rise in interest rates.

2.1.1 Measures taken by the Group to mitigate the impacts of inflation, additional costs triggered by the international context on the operating margin

In 2022, the Plastic Omnium Group used several levers to mitigate the various effects on its operating margin that have emerged since the start of Covid-19, in addition to the disruptions caused by the war in Ukraine, rising inflation and in particular soaring raw material costs:

- pursuing flexibility and cost-control plans;
- applying contractual provisions for indexing the purchase price of materials such as resin;
- discussions with suppliers to moderate the increase in materials, goods and services purchased;
- partial pass-through of price increases to car manufacturer customers; and
- the renewal of contractual coverage for the purchase of energy (gas and electricity).

2.1.2 War in Ukraine: Consequences on the Group's activity

The Group does not operate in Ukraine.

In Russia, non-current assets (real estate and industrial assets including intangible assets) amounted to €16.8 million at December 31, 2022. Russian activities accounted for less than 1% of the Group's revenue before the start of the war in Ukraine. Activity in Russia was stopped from April and partially resumed from the end of June 2022.

As of December 31, 2022, the Group has written down its Russian assets by €12.5 million (including -€2.1 million on the goodwill of "DSK Plastic Omnium BV") to take into account the risk incurred on assets related to contracts canceled by customers who ceased their activity in Russia.

2.1.3 Asset impairment tests

Annual impairment tests were carried out on intangible assets in progress, including goodwill, in order to verify that they are still recognized at a value that does not exceed their recoverable amount.

The Group reviewed impairment indicators across all industrial sites and intangible assets, as well signs indicating a recovery in the value of assets that had been impaired in previous years. Impairment tests were carried out where appropriate.

The tests were carried out on the basis of forecast data from the Group's medium-term plans finalized in November 2022, drawn up for the period 2023-2027.

The main assumptions used in drawing up the 2023-2027 strategic plan are as follows:

- taking into account the forecasts made by S& P Global Mobility and the Group's customers in terms of changes in the "mix" of vehicle engines, *i.e.* the proportion of diesel, gasoline, electric and hybrid engines in global production, as well as regulatory changes, so as to integrate changes in environmental factors and risks related to climate change;
- the volume forecasts received from car manufacturers, discounted where applicable depending on the history and knowledge of each program and in relation to disparities and country specificities;
- steadily rising inflation over 2023 at least, with a mitigated impact on profitability thanks to continued improvements in productivity and operational efficiency;
- carbon neutrality for scopes 1 and 2 by 2025, taking into account the necessary investments at entity level; these investments are insignificant across the Group.

The discount rate (WACC) used in 2022 was 9.5%; it is adjusted if necessary to take into account country specificities.

The perpetual growth rate used in determining the terminal value was set at 1.5%.

During the financial year, the tests and analysis carried out did not lead to the recognition of additional impairment. A reversal of nearly €10 million of the 2020 impairment on the industrial assets of the Indian subsidiary of the IES Division was recorded over the period, reflecting the strong development expected of this entity over the coming years.

It should be noted that the results of the impairment tests carried out on the "Industries" and "Modules" segments show a very significant positive difference between the recoverable value and the amount of the assets tested. Thus, only unreasonable assumptions relating to the main assumptions of the long-term growth rate, the discount rate and the operating margin rate could call into question the test results.

As indicated above, regulatory changes are taken into account in the Group's strategic plan as well as in the review of impairment indicators carried out as part of the impairment tests. Thus the consequences of the vote of the European Parliament in favor of the ban, from 2035, of the sale of new gasoline or diesel vehicles in Europe have been analyzed.

Given the current investment policy, the dates of commissioning of industrial sites and assets and the depreciation periods applied (three to ten years maximum for industrial equipment), the net value of the industrial assets concerned by this regulatory change is being monitored particularly closely to ensure that it is, at all times, in line with future operating forecasts.

2.1.4 Diferred tax assets

The Group's tax position in 2022 was analyzed by taking into account production stoppages following the shortage of semiconductors and components at manufacturers, the effects of high inflation, and in particular, the increase in raw material and energy prices, and the persistent consequences of the Covid-19 health crisis, in line with the assumptions used in the valuation of other assets.

In accordance with the Group's accounting principles, tax credits and deferred tax assets on tax loss carryforwards and temporary differences are only recognized when the probability of their utilization within a relatively short period of time is proven.

The impacts on the recognition of deferred tax assets over the last two fiscal years are as follows:

- a net impairment of -€38.5 million, for the 2022 fiscal year; and
- a net impairment of -€22.4 million for the 2021 fiscal year.

Impacts over 2022 are explained in Note 4.8 "Income tax".

2.2 Other significant events of the period

2.2.1 Changes in the share capital of Compagnie Plastic Omnium SE

2.2.1.1 SHARE CAPITAL REDUCTION BY COMPAGNIE PLASTIC OMNIUM SE BY CANCELLATION OF TREASURY SHARES AS OF SEPTEMBER 1, 2022

At its meeting of July 20, 2022, the Board of Directors of Compagnie Plastic Omnium SE decided to cancel 1,600,000 treasury shares (1.08% of the share capital) effective September 1, 2022.

Compagnie Plastic Omnium SE's share capital, was reduced from 147,122,153 shares to 145,522,153 shares with a par value of €0.06, *i.e.* an amount of €8,731,329.18. See Note 5.2.1.1 "Share capital of Compagnie Plastic Omnium SE".

This transaction increases the holding company Burelle SA's stake in Compagnie Plastic Omnium SE from 59.35% to 60.01%.

2.2.2 Group acquisitions taking effect during the second half of 2022 and operational organization

With the acquisitions of the second half of 2022, the Group is preparing to roll out its development strategy in new markets.

All of the acquisitions described below were financed from the Group's available liquidities *(see Note 5.1.9 "Cash and cash equivalents"),* without any drawdowns on confirmed bank credit lines *(see Note 5.2.6.6 "Confirmed medium-term credit lines").*

2.2.2.1 ACQUISITION BY PLASTIC OMNIUM ON DECEMBER 12, 2022 OF THE FINAL THIRD OF HBPO GMBH FROM HELLA, BRINGING THE GROUP'S STAKE TO 100%

On July 28, 2022, Plastic Omnium signed an agreement to purchase the final one-third interest of HBPO GmbH held by Hella, for €290 million, giving it a 100% stake. The acquisition was completed on December 12, 2022 after approval by the regulatory authorities.

This additional acquisition has no impact on the control exercised by the Compagnie Plastic Omnium Group over HBPO. HBPO has been fully consolidated in Plastic Omnium's financial statements since the second half of 2018.

The recognition in the financial statements at December 31, 2022 is as follows:

- in the income statement: recognition of the non-controlling interests in HBPO for their share in the income for the period until the date of purchase by Plastic Omnium of their stake on December 12, 2022. *See Note 4.9 "Net profit (loss) attributable to non-controlling interests";*
- on the balance sheet: reclassification of non-controlling interests in shareholders' equity attributable to owners of the parent and allocation of the acquisition price to shareholders' equity attributable to owners of the parent. The impact of the purchase of the minority interests in HBPO on shareholders' equity attributable to owners of the parent is a decrease of €236.9 million in shareholders' equity.

2.2.2.2 ACQUISITION OF TWO LIGHTING BUSINESSES

Two major complementary acquisitions to offer a complete range of automotive lighting products:

2.2.2.2.1 ACQUISITION BY PLASTIC OMNIUM OF AUTOMOTIVE LIGHTING SYSTEMS GMBH (AMLS OSRAM) FROM THE AMS OSRAM GROUP ON JULY 1, 2022

The Plastic Omnium Group signed an agreement with the Munich-based ams Osram Group on March 25, 2022, to acquire 100% of AMLS Osram (Automotive Lighting Systems GmbH), a German multinational automotive lighting player, for an enterprise value of €65 million.

AMLS Osram provides a portfolio of high-tech products to a global customer base, covering the key areas of front lighting, interior lighting, advanced projection solutions and body lighting, satisfying new trends in styling, safety and electrification. The complementary technology brick provided by AMLS Osram should give the Plastic Omnium Group leading-edge expertise in lighting systems, electronics and software to develop innovative intelligent lighting solutions for the automotive industry.

- Revenue of €148 million in 2021;
- Manufacturing at two locations in the United States and China;
- 775 people, including 120 in R&D.

The acquisition closed on July 1, 2022 following the approval of antitrust authorities. The AMLS Osram entities are consolidated according to the full consolidation method from July 1, 2022.

2.2.2.2.2 ACQUISITION BY PLASTIC OMNIUM OF VARROC LIGHTING SYSTEMS (VLS) FROM VARROC ENGINEERING LIMITED (MAHARASHTRA, INDIA) ON OCTOBER 6, 2022

On April 29, 2022, the Plastic Omnium Group entered into an agreement with Varroc Engineering Limited (Maharashtra, India) to acquire its automotive lighting business, Varroc Lighting Systems (VLS) in Europe, the Americas and North Africa, as well as the Pune R&D unit in India.

- Annual revenue amounted to approximately €0.8 billion in 2021;
- 8 plants with balanced locations in cost-competitive countries;
- 6,489 people, including 800 R&D employees based in eight dedicated centers.

Varroc Lighting Systems has a broad product portfolio, which includes advanced lighting solutions for headlights and tail lights, innovative technologies in the development of optical systems and electronic control and lighting software. Varroc Lighting Systems thus has strong engineering capabilities to meet the requirements of active safety lighting, style and electrification.

Varroc Lighting Systems brings a balanced global industrial presence, strong engineering expertise and a strong portfolio of products and customers.

The transaction was completed on October 6, 2022, following authorization by antitrust authorities and other usual regulatory approvals, for an enterprise value of €520 million. The VLS entities are consolidated according to the full consolidation method from October 6, 2022.

2.2.2.3 ACQUISITION BY PLASTIC OMNIUM OF THE ACTIA POWER DIVISION FROM THE ACTIA GROUP ON AUGUST 1, 2022

On June 27, 2022, the Plastic Omnium Group signed an agreement with the Actia Group to acquire 100% of the Actia Power Division for an enterprise value of €52.5 million.

Actia Power specializes in the design and manufacture of on-board batteries, power electronics and electrification systems intended primarily for the electric mobility of trucks, buses and coaches, trains and construction machinery. It employs around 200 people in France, Germany, the United Kingdom and the United States, with 2021 revenue of €22 million.

The transaction was finalized on August 1, 2022 following authorization by antitrust authorities and other usual regulatory approvals. The Actia Power entities are consolidated according to the full consolidation method from August 1, 2022.

As of December 31, 2022, the "Actia Power" business is part of Clean Energy Systems (CES).

2.2.2.4 IMPACTS OF THE NEW AMLS OSRAM, ACTIA POWER AND VLS ACQUISITIONS ON THE GROUP'S FINANCIAL STATEMENTS

The notes below present the key data for the acquisitions, the treatments as well as the impacts on the Group's financial statements.

2.2.2.4.1 IMPACTS OF THE NEW AMLS OSRAM, ACTIA POWER AND VLS ACQUISITIONS ON THE GROUP'S FINANCIAL STATEMENTS

The key figures of the Plastic Omnium Group's new acquisitions are summarized below:

Summary of some key information on entities acquired		AMLS Osram	Actia Power	VLS	Group Total
Number of sites/Plants	*(in units)*	2	2	8	**12**
Number of R&D centers	*(in units)*	1	3	8	**12**
Number of legal entities	*(in units)*	4	4	8	**16**
Registered headcount (permanent and fixed-term contracts)	*(in units)*	775	207	6,489	**7,471**
Total headcount (including temporary employees)	*(in units)*	847	236	7,385	**8,468**
Sales of the full year 2021 – fiscal year before the acquisition year	*(in thousands of euros) (+/-)*	148,000	22,000	800,000	**970,000**
Net equity acquired (before acquisition price allocation)	*(in thousands of euros)*	27,000	(20,576)	56,420	**62,844**

2.2.2.4.2 ACQUISITION PRICE OF AMLS OSRAM, ACTIA POWER AND VLS

Information on the purchase price is as follows:

In thousands of euros	AMLS Osram	Actia Power	VLS
Enterprise value	65,000	52,500	520,000
Price of acquisitions paid by cash in the financial statements at December 31, 2022	**23,961**	**17,164**	**69,577**
Agreement on price reduction for which repayment will take place in 2023	(12,915)		
Net acquisition price in the financial statements at December 31, 2022	**11,046**		

2.2.2.4.3 CONSOLIDATION OF AMLS OSRAM, ACTIA POWER AND VLS IN THE FINANCIAL STATEMENTS OF THE PLASTIC OMNIUM GROUP AND ALLOCATION OF ACQUISITION PRICES

The Group's acquisitions, VLS, AMLS Osram, Actia Power, are accounted for in accordance with IFRS 3 "Business combinations".

All the entities acquired are under exclusive control and consolidated according to the full consolidation method from the respective dates of each takeover, *i.e.:*

- July 1, 2022 for AMLS Osram, therefore six months of activity from July to December 2022;
- August 1, 2022 for Actia Power, therefore five months of activity from August to December 2022; and
- October 6, 2022 for VLS, therefore almost three months of activity from October to December 2022.

The recognition of the assets acquired and liabilities assumed on the basis of the fair values on the respective dates as provided above, is made in the financial statements as at December 31, 2022 on the basis of initial estimates that will be finalized within the 12 months following the respective acquisition dates.

The analyses and work to be carried out in order to finalize the opening balance sheet are significant, in particular for VLS due to the acquisition date being relatively close to the closing date and could lead to significant changes to the provisional opening balance sheets. The 2022 income statement therefore does not include the effects of the final adjustments to the opening balance sheet.

The main adjustments to the provisional opening balance sheets concern in particular:

- technologies:
  - "AMLS Osram" valued respectively for €16 million and amortized over 10 years, and
  - "Actia Power" valued respectively for €4.5 million and amortized over 7 years;
- intangible assets and property, plant and equipment, mainly the downward adjustment of the non-current assets of the American subsidiary "AMLS Osram" for €17.6 million;
- WCR (working capital items) such as inventories, related trade receivables and payables;
- provisions for risks, charges, contingent liabilities and other risks;
- provisions for onerous contracts;
- deferred tax liabilities and assets related to the above adjustments.

Amortization expenses for these "Technology" intangible assets are recognized in Operating margin. *See Note 4.4 "Amortization of intangible assets acquired".*

In order to improve the relevance of the information published and the assessment of the Plastic Omnium Group's operating performance for the 2022 fiscal year, exceptional disbursements in the amount of €147.4 million unrelated to the normal activity of the VLS entities since their takeover by Plastic Omnium have been identified. The purpose of these exceptional disbursements was to settle liabilities in the opening balance sheet of VLS. In addition, the free cash-flow of the Group's historical scope (excluding the AMLS Osram, Actia Power and VLS acquisitions) amounted to €289 million.

As of December 31, 2022, provisional Goodwill after taking into account deferred taxes is presented in the acquisition price allocation table below.

ALLOCATION OF "AMLS OSRAM" – "ACTIA POWER" – "VLS" BUSINESS ACQUISITION COSTS

In thousands of euros	AMLS Osram	Actia Power	VLS	Total Group
Equity acquired	**27,000**	**(20,576)**	**56,420**	**62,844**
Impairment of intangible assets and property, plant and equipment	(17,417)			(17,417)
Provisions for risks, expenses, contingent liabilities and other risks	(1,479)	(286)		(1,765)
Working capital items	(18,601)	(761)	(8,823)	(28,185)
Provisions for onerous contracts		(2,165)		(2,165)
Other			(814)	(814)
Intangible asset: technology	16,000	4,500		20,500
Deferred taxes	(4,249)	(1,400)		(5,649)
Equity acquired (after adjustments)	**1,254**	**(20,688)**	**46,783**	**27,349**
Goodwill[1]	**9,792**	**37,851**	**22,761**	**70,404**
ALLOCATION OF THE ACQUISITION PRICE PRESENTED AT DECEMBER 31, 2022	**11,046**	**17,164**	**69,544**	**97,753**
Deferred tax rate related to the recognition of "Technology"	30.00%	31.11%		

(1) The acquisitions of AMLS Osram, Actia Power and VLS resulted in the recognition of Goodwill. See the Note 5.1.1 related to the Goodwill in the notes of the balance sheet.

The definitive accounting of these business combinations will be finalized within the 12 months following the acquisition dates, namely on July 1, 2023 for "AMLS Osram", August 1, 2023 for "Actia Power" and October 6, 2023 for "VLS".

2.2.2.4.4 PROVISIONAL OPENING BALANCE SHEETS OF AMLS OSRAM, ACTIA POWER AND VLS IN THE GROUP'S FINANCIAL STATEMENTS

Opening balance sheets for AMLS Osram at July 1, 2022, Actia Power at August 1, 2022 and VLS at October 6, 2022 in the Plastic Omnium Group financial statements are presented in the table below.

Provisional opening balance sheets after taking into account the provisional adjustments mentioned in Note 2.2.2.4.3 "Accounting treatment of AMLS Osram, Actia Power and VLS in the financial statements of the Plastic Omnium Group and allocation of acquisition prices" for the parts integrated into the Plastic Omnium Group, are presented in the table below. In accordance with IFRS 3, these balance sheets will be finalized within the 12 months following the respective acquisition dates, *i.e.* AMLS Osram on July 1, 2023, Actia Power on August 1, 2023 and VLS on October 6, 2023.

	AMLS Osram "Automotive Lighting Systems GmbH"			"Actia Power"			VLS "Varroc Lighting Systems"			Total in the Group consolidated financial statements
	July 1, 2022			August 1, 2022			October 6, 2022			December 31, 2022
Consolidation percentage	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	
In thousands of euros	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Total contributions of the opening balance sheets in the Group's consolidated financial statements**
ASSETS										
Goodwill	-	9,792	9,792	-	37,851	37,851	-	22,761	22,761	70,404
Other intangible assets	3,854	16,000	19,854	4,902	4,500	9,402	83,095	-	83,095	112,351
"Technology" intangible asset	-	*16,000*	*16,000*	-	*4,500*	*4,500*	-	-	-	*20,500*
Other intangible assets	*3,854*	-	*3,854*	*4,902*	-	*4,902*	*83,095*	-	*83,095*	*91,851*
Property, plant and equipment	19,760	-	19,760	6,142	-	6,142	381,876	-	381,876	407,778
Other non-current financial assets	-	-	-	2	-	2	1,728	-	1,728	1,730
Deferred tax assets	1,407	-	1,407	1,423	-	1,423	29,509	-	29,509	32,339
TOTAL NON-CURRENT ASSETS	**25,021**	**25,792**	**50,813**	**12,469**	**42,351**	**54,820**	**496,208**	**22,761**	**518,969**	**624,602**
Inventories	35,630	-	35,630	12,387	-	12,387	96,927	-	96,927	144,944
Trade receivables	27,120	-	27,120	3,836	-	3,836	212,647	-	212,647	243,603
Other receivables	13,534	-	13,534	5,095	-	5,095	40,218	-	40,218	58,847
Other financial assets and financial receivables	232	-	232	25,690	-	25,690	(249)	-	(249)	25,673
Cash and cash equivalents	33,143	-	33,143	1,817	-	1,817	24,419	-	24,419	59,379
TOTAL CURRENT ASSETS	**109,659**	**-**	**109,659**	**48,825**	**-**	**48,825**	**373,962**	**-**	**373,962**	**532,446**
TOTAL ASSETS	**134,680**	**25,792**	**160,472**	**61,294**	**42,351**	**103,645**	**870,170**	**22,761**	**892,931**	**1,157,048**

	AMLS Osram "Automotive Lighting Systems GmbH"			"Actia Power"			VLS "Varroc Lighting Systems"			Total in the Group consolidated financial statements
	July 1, 2022			August 1, 2022			October 6, 2022			December 31, 2022
Consolidation percentage	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	
In thousands of euros	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Balance Sheet before the allocation of acquisition price**	**Allocation of the acquisition price**	**Opening Balance Sheet**	**Total contributions of the opening balance sheets in the Group's consolidated financial statements**
Shareholders' equity and liabilities										
Consolidated reserves	(9,947)	20,992	11,046	(23,788)	40,951	17,164	46,783	22,761	69,544	97,753
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT	**(9,947)**	**20,992**	**11,046**	**(23,788)**	**40,951**	**17,164**	**46,783**	**22,761**	**69,544**	**97,753**
Attributable to non-controlling interests	-	-	-	-	-	-	-	-	-	-
TOTAL SHAREHOLDERS' EQUITY	**(9,947)**	**20,992**	**11,046**	**(23,788)**	**40,951**	**17,164**	**46,783**	**22,761**	**69,544**	**97,753**
Non-current borrowings and financial debt	-	-	-	849	-	849	17	-	17	866
Non-current finance lease debt	1,990	-	1,990	1,417	-	1,417	82,170	-	82,170	85,577
Provisions for pensions and other post-employment benefits	(187)	-	(187)	221	-	221	10,323	-	10,323	10,357
Provisions	210	-	210	2,666	-	2,666	2,809	-	2,809	5,685
Non-current Government grants	-	-	-	107	-	107	5,062	-	5,062	5,169
Deferred tax liabilities	-	4,800	4,800	300	1,400	1,700	707	-	707	7,207
TOTAL NON-CURRENT LIABILITIES	**2,013**	**4,800**	**6,813**	**5,560**	**1,400**	**6,960**	**101,088**	**-**	**101,088**	**114,861**
Bank overdrafts	-	-	-	-	-	-	-	-	-	-
Current borrowings and financial debt	94,549	-	94,549	61,240	-	61,240	195,853	-	195,853	351,642
Current finance lease debt	991	-	991	569	-	569	7,938	-	7,938	9,498
Provisions for liabilities and charges	343	-	343	3,657	-	3,657	6,670	-	6,670	10,670
Trade payables	26,847	-	26,847	8,732	-	8,732	345,712	-	345,712	381,291
Other operating liabilities	19,884	-	19,884	5,324	-	5,324	166,039	-	166,039	191,247
TOTAL CURRENT LIABILITIES	**142,614**	**-**	**142,614**	**79,522**	**-**	**79,522**	**722,299**	**-**	**722,299**	**944,435**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**134,680**	**25,792**	**160,472**	**61,294**	**42,351**	**103,645**	**870,170**	**22,761**	**892,931**	**1,157,048**
GROSS DEBT	**(97,298)**	**-**	**(97,298)**	**(38,383)**	**-**	**(38,383)**	**(284,499)**	**-**	**(284,499)**	**(420,180)**
NET CASH AND CASH EQUIVALENTS	**33,143**	**-**	**33,143**	**1,817**	**-**	**1,817**	**24,419**	**-**	**24,419**	**59,379**
NET DEBT	**(64,155)**	**-**	**(64,155)**	**(36,566)**	**-**	**(36,566)**	**(260,080)**	**-**	**(260,080)**	**(360,801)**

2.2.2.4.5 CONTRIBUTION OF AMLS OSRAM, ACTIA POWER AND VLS TO THE GROUP'S 2022 RESULTS

The contribution of the AMLS Osram, Actia Power and VLS businesses since their respective acquisition dates, *i.e.,* July 1, 2022, August 1, 2022, and October 6, 2022, corresponding either to six months, five months or three months of activity depending on the date of the start of consolidation in the 2022 consolidated financial statements, is presented below:

	2022 – Consolidated Financial Statements					
	Plastic Omnium Group excluding "AMLS Osram-Actia Power-VLS Activities"		"AMLS Osram-Actia Power-VLS activities"		Total Plastic Omnium Group	
In thousands of euros	Amounts	%	Amounts	%	Amounts	%
Consolidated revenue	8,229,391	100.0%	308,719	100.0%	8,538,110	100.0%
Operating Magin	416,333	5.1%	(52,458)	-17.0%	363,875	4.3%

2.2.2.4.6 PLASTIC OMNIUM GROUP PROFORMA INFORMATION

Proforma information is presented to illustrate the financial statements of the Plastic Omnium Group with the full-year AMLS Osram, Actia Power and VLS acquisitions, as if the acquisitions had all taken place at January 1, 2022. This information corresponds to a best estimate, unaudited, based on the accounts submitted by the sellers.

The full-year figures on the main usual aggregates of the Group's income statement would be approximately as follows:

- Consolidated revenue: +€9,369 million
- Operating margin: +€228 million

2.2.3 Follow-up of changes in the scope of consolidation in 2021

2.2.3.1 FINALIZATION OF THE ALLOCATION OF THE ACQUISITION PRICE OF THE GROUP'S 40% STAKE IN THE CREATION OF THE "EKPO FUEL CELL TECHNOLOGIES" JOINT VENTURE

As part of the subscription to a capital increase carried out by EKPO Fuel Cell Technologies, a leading company in the development and series production of fuel cells, the Plastic Omnium Group acquired 40% of the shares for €100 million on March 1, 2021, to accelerate growth in low-carbon mobility. Its partner ElringKlinger holds 60%. Please refer to Note 2.2.2.1 to the Consolidated financial statements of December 31, 2021.

The allocation of the acquisition price to the acquired assets and liabilities identified at December 31, 2021 a "Technology" intangible asset, valued at €131 million (*i.e.* €52 million for the share held by the Plastic Omnium Group), resulting in a €117 million revaluation of the intangible assets recognized by the entity.

At December 31, 2021, the 40% stake held by the Group, recognized in "Investments in associates and joint ventures", included goodwill of €16.9 million, after taking into account a deferred tax liability of €35.1 million related to this intangible asset.

The opening balance sheet was finalized within 12 months of the acquisition, *i.e.* on March 31, 2022. This finalization resulted in a few adjustments that impacted the Net Position by -€1.2 million (Group share at -€0.5 million).

At December 31, 2022:

- The 40% stake held by the Group recognized in "Investments in associates and joint ventures" includes *goodwill* of €17.4 million.
- In addition, in 2022, an amount of €30 million for the acquisition price of the shares of EKPO Fuel Cell Technologies" *(see Note 2.2.2.1.1 "Acquisition price" to the Consolidated financial statements of December 31, 2021)* was paid by the Group as planned in the payment schedule. The outstanding balance at December 31, 2022 amounts to €40 million, of which €20 million will be due in 2023 and 2024 respectively.

2.2.3.2 FINALIZATION OF THE ALLOCATION OF THE ACQUISITION PRICE OF ELRINGKLINGER FUEL CELL SYSTEMS AUSTRIA GMBH (EKAT)

On March 1, 2021, the Plastic Omnium Group acquired all of the shares in the Austrian subsidiary of ElringKlinger, ElringKlinger Fuel Cell Systems Austria GmbH (EKAT), a specialist in integrated hydrogen systems, to complete its global hydrogen offering. The acquisition price was €13.4 million.

ElringKlinger Fuel Cell Systems Austria GmbH (EKAT) was renamed "Plastic Omnium New Energies Wels GmbH".

The opening balance sheet was finalized on March 1, 2022 without any adjustment compared to December 31, 2021.

The final opening balance sheets as well as the allocation of the acquisition prices of the two entities are presented below:

ALLOCATION OF THE ACQUISITION PRICES TO THE ACQUIRED ASSETS AND LIABILITIES

	EKPO Fuel Cell Technologies		Plastic Omnium New Energies Wels GmbH	
In thousands of euros	Equity of the entity finalized at March 1, 2022 and the allocation of the acquisition price	Share of equity of the Group in the opening balance sheet finalized at March 1, 2022 and allocation of the acquisition price	Equity acquired in the opening balance sheet finalized at March 1, 2022	Total of the Group acquisitions finalized at March, 1, 2022
Calculation basis	100.00%	40.00%	100.00%	
Deferred tax rate	30.00%	30.00%	25.00%	
Equity acquired	*25,905*	*10,362*	*526*	
Other adjustments	*2,137*	*855*	-	
Deferred taxes related to the other adjustments	*(3,355)*	*(1,342)*	-	
Intangible asset: technology	*116,975*(1)	*46,790*	*8,816*	
Deferred taxes related to the Technology intangible asset	*(35,093)*	*(14,037)*	*(2,204)*	
Equity after adjustments (A)	106,569	42,628	7,138	49,766
Contribution of Plastic Omnium Group (B)	100,040	40,016		40,016
Equity after capital increase (C) = (A + B)	**206,610**	**82,644**		
Goodwill (D) = (E - C)	43,490	17,396(2)	6,311(3)	23,707(4)
TOTAL ACQUISITION PRICE (E)	**250,100**	**100,040**	**13,449**	**113,489**

(1) This amount comprises a revaluation of €117 million recognized as part of the allocation of the acquisition price.

(2) This goodwill is a component of the value of the EKPO Fuel Cell Technologies investments accounted for by the equity method in the Group consolidated balance sheet. See Note 5.1.4.

(3) This amount is recognized in the "Goodwill" item in the Group Consolidated Balance Sheet. See Note 5.1.1.

(4) This amount is broken down in associates and joint ventures for €17,396 thousand and for €6,311 thousand in "Goodwill" in the Group consolidated balance sheet. See Notes 5.1.1 and 5.1.4.

2.2.4 Follow-up of equity investments and investments in venture capital companies and start-ups specializing in future mobility solutions

2.2.4.1 GROUP INVESTMENT IN THE FRENCH COMPANY VERKOR, A SPECIALIST IN THE MANUFACTURE OF BATTERIES FOR FUTURE MOBILITY

On February 22, 2022, the Group subscribed to €20 million in convertible bonds (the total issue size is €200 million) in the Grenoble-based company Verkor, a specialist in the production of high-efficiency, low-carbon battery cells.

The convertible bonds carry interest at 5%, capitalized with reimbursement due on June 30, 2024 in the event that the Group chooses reimbursement rather than conversion into shares.

The investment is complemented by an industrial partnership that will give Verkor and the Plastic Omnium Group the means to develop production and marketing capabilities for electric battery modules and packs for individual and commercial vehicles and for stationary energy storage.

The investment is recognized in the balance sheet under "Investments in associates and joint ventures, non-consolidated securities and convertible bonds" (see note 5.1.4.2).

2.2.4.2 EQUITY INVESTMENT BY THE GROUP IN THE SEED FUND FONDS D'AMORÇAGE INDUSTRIEL MÉTROPOLITAN SLP (FAIM) FOR SUSTAINABLE INDUSTRY

During the first half of 2022, the Group invested in the *Fonds d'Amorçage Industriel Métropolitain* (FAIM). This is a venture capital-type *Société de Libre Partenariat* (SLP) of nearly €40 million, intended to promote the emergence of young innovative industrial companies that pollute less, consume less energy and create jobs.

The fund covers many industrial sectors such as clean energy, new materials, green chemistry, agri-food, smart textiles, mobility, etc.

The Group has committed €5 million for a period of 12 months from the first call for funds, extendable twice.

At December 31, 2022, the Group had paid €0.4 million. See Note 5.1.5.1 "Long-term investments in equities and funds".

2.2.4.3 PAYMENT BY COMPAGNIE PLASTIC OMNIUM SE TO AP VENTURES FUNDS DURING THE FISCAL YEAR 2022

During the fiscal year 2022, as co-sponsor and member of the Investment Advisory Committee, the Group paid AP Ventures, a London-based venture capital firm specializing in hydrogen and fuel cells, a total of €4.7 million (equivalent to $4.9 million).

The Group committed to investing $30 million over the life of the fund. The Group's total payment amounted to €15.0 million (equivalent to $16.0 million) at December 31, 2022 *(see Note 5.1.5.1 "Long-term investments in equities and funds")*.

2.2.4.4. "DELTATECH" INNOVATION AND RESEARCH CENTER IN BELGIUM IN THE PROCESS OF BEING SOLD

Following the transfer to France in 2021 of its innovation and research activities previously located in Brussels, Belgium, the Group continued to use its site in Brussels for a very limited number of employees during the 2022 financial year and, in parallel, put the property up for sale.

The Group signed a preliminary sale agreement on December 22, 2022. As of December 31, 2022, the net carrying amount of the real estate complex, in the amount of €44.7 million, including land, a building, fixtures and fittings as well as office furniture, was reclassified to Assets held for sale in the balance sheet. Gains/losses on the disposal when finalized are not expected to be material.

2.2.4.5 DISPOSAL OF THE CES DIVISION'S "VIGO METAL" BUSINESS IN SPAIN

As of December 31, 2022, the Group was in negotiations with two potential buyers to dispose of the CES Division's "Vigo Metal" business in Spain. The disposal is part of the Group's strategy to refocus its CES Division on the production of fuel and pollution control systems and on the development of innovative energy storage solutions for electric vehicles. The transaction involves assets and inventories with a total value of nearly €6 million.

The estimated amount of the sale led the Group to recognize a provision for expenses of approximately €2 million in the financial statements at December 31, 2022. *See Note 4.6 "Other operating income and expenses".*

On January 1, 2023, the Group sold its Vigo "Metal" business to the Spanish Group Segura for €4 million.

2.2.5 Receipt during the period of a "carry-back" repayment in the United States

The Group received in 2022 from the tax authorities in the United States a repayment of the carry-back of €28.5 million ($30 million) requested in 2021. See Note 5.1.7.3 "Other receivables".

2.2.6 Financing transactions

2.2.6.1 COMPLETION OF A SCHULDSCHEIN PRIVATE PLACEMENT – AMOUNT: €400 MILLION

On May 24, 2022, the Group completed a *Schuldschein* private placement, without covenants, for €400 million (divided into six tranches of different maturities and interest rates) with mainly private investors (French, German, Swiss, Slovak) and the following characteristics:

- maturities: 3, 5 and 7 years;
- fixed rate portion: €159 million;
- floating rate portion: €241 million;
- information on financing rates is provided in the dedicated note on borrowings (5.2.6.2).

In parallel with this transaction, the Group repaid €141 million on the *Schuldschein* of June 16, 2016 issued for a total amount of €300 million, which is due on June 17, 2023.

For these two transactions, see Notes 5.2.6.2 "Borrowings: private placement notes and bonds" and 5.2.6.7 "Reconciliation of gross and net financial debt".

2.2.6.2 CHANGE IN NEGOTIABLE EUROPEAN COMMERCIAL PAPER (NEU-CP) ISSUANCE DURING THE FISCAL YEAR OF 2022

During the fiscal year 2022, the Group increased its "Neu-CP" assets. At December 31, 2022, it amounted to €508.5 million compared to €322.5 million at December 31, 2021.

The terms of these issuances are provided in Note 5.2.6.4 "Short-term borrowings: issuance of 'Negotiable European commercial paper (Neu-CP)".

See also Note 5.2.6.7 "Reconciliation of gross and net financial debt".

2.2.7 Group subsidiaries in hyperinflationary regions and impacts on the Group's financial statements

2.2.7.1 IMPACTS OF HYPERINFLATION IN ARGENTINA AND TURKEY ON THE GROUP'S FINANCIAL STATEMENTS

IMPACTS OF HYPERINFLATION IN ARGENTINA

After reaching 48.4% in 2021, according the CPI (consumer price index) inflation in Argentina in 2022 is 72.4%.

The Argentine peso has fallen as follows:

- basis of comparison Average rates: -17.9% FY 2022 *versus* FY 2021;
- basis of comparison Closing rate: -38.4% at December 31, 2022 compared to December 31, 2021.

At December 31, 2022, the assets of the two subsidiaries Plastic Omnium Auto Inergy Argentina SA (Clean Energy Systems) and Plastic Omnium Argentina (Intelligent Exterior Systems) were revalued. At December 31, 2022, the impact on net profit was +€2.4 million.

IMPACTS OF TURKISH HYPERINFLATION

Starting in 2021 (19.6% over the year), inflation in Turkey reached 64.3% as of December 31, 2022 compared to the same period the previous year, moving Turkey onto the list of hyper-inflationary countries from the first half-year of 2022.

The reduction in policy rates from 19% to 14% in the last quarter of 2021 contributed in part to the decline in the exchange rate of the Turkish lira, which, against the euro, aggravated by the impacts of the war in Ukraine, has changed as follows:

- December 31, 2020: TRL 9.11 for EUR 1 at the closing rate and TRL 8.04 for EUR 1 at the average rate;
- December 31, 2021: TRL 15.23 for EUR 1 at the closing rate and TRL 10.47 for EUR 1 at the average rate;
- December 31, 2022: TRL 19.96 for EUR 1 at the closing rate and TRL 17.38 for EUR 1 at the average rate
- *i.e.* over the two periods 2021 *versus* 2022, a devaluation of -23.7% at the closing rate compared to a devaluation of -39.8% at the average rate.

IAS 29 "Financial reporting in hyperinflationary economies" therefore applies to B.P.O. AS, the Group's only Turkish entity, in which the functional currency is the Turkish lira. This entity is 50%-owned (Intelligent Exterior Systems Division), and consolidated using the equity method. The impact of the application of IAS 29 was -€6.3 million as of December 31, 2022 and represents -€3.1 million for the Plastic Omnium Group's share in B.P.O. AS.

The reference indices used for accounting are the CPI (consumer price index).

The share of B.P.O. AS's income and its weight in the Group's operating margin over recent years does not exceed 2% and the weight of the asset (investment in associates and joint ventures) in the Plastic Omnium Group's total balance sheet does not exceed 0.1%.

NOTE 3 SEGMENT INFORMATION

3.1 Information by operating segment

The Group uses the concept "Economic revenue" for its operational management, which corresponds to the consolidated revenue of the Group and its joint ventures and associates at their percentage stake: Yanfeng Plastic Omnium, the Chinese leader in exterior body parts, SHB Automotive Modules, the leading Korean company in front-end modules, B.P.O. AS, a major player in the Turkish exterior equipment market, and EKPO Fuel Cell Technologies, a specialist in the development and series production of fuel cells for hydrogen mobility.

The change in definition is intended to take into account the Group's development model, which includes additional partnerships in certain business segments.

The Group organizes its business into two operating segments *(see Note "Presentation of the Group"):* "Industries" and "Modules".

You are reminded that the Lighting Division, newly created to host the lighting activities of the AMLS Osram and VLS company groups acquired in the second half of 2022, is part of the Industries segment.

The columns in the tables below show the amounts by segment. The "Unallocated items" column groups together inter-segment eliminations and amounts that are not allocated to a specific segment (in particular, holding company activity) allowing for the reconciliation of segment data with the Group's financial statements. Financial results, taxes and the share of profit (loss) of associates are monitored at Group level and are not allocated to segments. Transactions between segments are carried out on an arm's length basis.

3.1.1 Income statement by operating segment

	2022			
In thousands of euros	**Industries**	**Modules**	**Unallocated items[2]**	**Total**
Economic revenue[1]	**6,896,455**	**2,580,434**	**-**	**9,476,889**
Including revenue from joint ventures and associates consolidated at the Group's percentage stake	*705,478*	*233,302*	-	*938,779*
Consolidated revenue before inter Segments' eliminations	**6,243,554**	**2,351,564**	**(57,008)**	**8,538,110**
Inter-segment revenue	(52,577)	(4,431)	57,008	-
Consolidated revenue	**6,190,977**	**2,347,133**	**-**	**8,538,110**
% of segment revenue – Total	*72.5%*	*27.5%*	-	*100.0%*
Operating margin before amortization of intangible assets acquired and before share of profit (loss) of associates and joint ventures	**277,591**	**57,378**	**-**	**334,969**
% of segment revenue	*4.5%*	*2.4%*	-	*3.9%*
Amortization of intangible assets acquired	(4,932)	(13,029)	-	(17,962)
Share of profit (loss) of associates and joint ventures	43,240	3,629	-	46,868
Operating margin	**315,898**	**47,977**	**-**	**363,875**
% of segment revenue	*5.1%*	*2.0%*	-	*4.3%*
Other operating income	21,212	-	-	21,212
Other operating expenses	(84,008)	(1,701)	-	(85,709)
% of segment revenue	*-1.0%*	*-0.1%*	-	*-0.8%*
Financing costs				(67,073)
Other financial income and expenses				5,395
PROFIT (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAX AND AFTER SHARE IN ASSOCIATES AND JOINT VENTURES				**237,700**
Income tax				(60,196)
NET PROFIT (LOSS)				**177,504**

	2021			
In thousands of euros	**Industries**	**Modules**	**Unallocated items[2]**	**Total**
Economic revenue[1]	**5,826,435**	**2,190,720**	**-**	**8,017,155**
Including revenue from joint ventures and associates consolidated at the Group's percentage stake	*586,802*	*197,042*	-	*783,844*
Consolidated revenue before inter Segments' eliminations	**5,265,277**	**1,996,827**	**(28,794)**	**7,233,311**
Inter-segment revenue	(25,645)	(3,149)	28,794	-
Consolidated revenue	**5,239,632**	**1,993,678**	**-**	**7,233,311**
% of segment revenue – Total	*72.4%*	*27.6%*	-	*100.0%*
Operating margin before amortization of intangible assets acquired and before share of profit (loss) of associates and joint ventures	**237,450**	**42,209**	**-**	**279,659**
% of segment revenue	*4.5%*	*2.1%*	-	*3.9%*
Amortization of intangible assets acquired	(6,675)	(13,029)	-	(19,704)
Share of profit (loss) of associates and joint ventures	40,171	2,632	-	42,803
Operating margin	**270,946**	**31,812**	**-**	**302,758**
% of segment revenue	*5.2%*	*1.6%*	-	*4.2%*
Other operating income	23,438	-	-	23,438
Other operating expenses	(77,179)	(2,656)	-	(79,835)
% of segment revenue	*-1.0%*	*-0.1%*	-	*-0.8%*
Financing costs				(48,617)
Other financial income and expenses				(1,897)
PROFIT (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAX AND AFTER SHARE IN ASSOCIATES AND JOINT VENTURES				**195,847**
Income tax				(60,269)
NET PROFIT (LOSS)				**135,578**

(1) Economic revenue corresponds to revenue of the Group and its joint ventures and associates consolidated at their percentage of ownership.

(2) "Unallocated items" corresponds to intra-group eliminations and amounts that are not allocated to a specific segment (for example, holding company activities). This column is included to enable segment information to be reconciled with the consolidated financial statements.

3.1.2 Balance sheet aggregate data by operating segment

In thousands of euros *Net amounts*	December 31, 2022 Industries	Modules	Unallocated items	Total
Goodwill	572,629	527,726	-	1,100,355
Intangible assets	536,253	100,937	5,167	642,357
Property, plant and equipment	1,794,113	138,354	33,646	1,966,113
Investment property	-	-	30	30
Inventories	779,177	77,416	-	856,592
Trade receivables	854,943	149,740	18,578	1,023,261
Other receivables	402,706	36,191	60,155	499,052
Financial receivables (C)	754	-	-	754
Current accounts and other financial assets (D)	(1,594,446)	86,493	1,520,586	12,633
Long-term investments in equity instruments and funds – FMEA 2 (F)	16,188	-	60,110	76,298
Hedging instruments (E)	-	549	10,603	11,152
Net cash and cash equivalents (A)[1]	228,831	16,130	315,642	560,603
SEGMENT ASSETS	**3,591,148**	**1,133,536**	**2,024,517**	**6,749,201**
Borrowings and financial debt (B)	371,054	64,607	1,894,302	2,329,963
SEGMENT LIABILITIES	**371,054**	**64,607**	**1,894,302**	**2,329,963**
SEGMENT NET FINANCIAL DEBT = (B - A - C- D - E - F)[2]	**1,719,728**	**(38,565)**	**(12,639)**	**1,668,524**

In thousands of euros *Net amounts*	December 31, 2021 Industries	Modules	Unallocated items	Total
Goodwill	499,146	527,726	-	1,026,872
Intangible assets	421,548	111,626	5,603	538,777
Property, plant and equipment	1,457,405	143,474	38,029	1,638,908
Investment property	-	-	30	30
Inventories	575,871	61,807	-	637,678
Trade receivables	587,072	137,047	10,158	734,277
Other receivables	264,249	34,781	55,365	354,395
Financial receivables (C)	3,000	-	-	3,000
Current accounts and other financial assets (D)	(955,443)	2,468	962,369	9,394
Long-term investments in equity instruments and funds – FMEA 2 (F)	9,970	-	68,101	78,071
Hedging instruments (E)	-	-	91	91
Net cash and cash equivalents (A)[1]	101,102	78,387	701,883	881,372
SEGMENT ASSETS	**2,963,920**	**1,097,316**	**1,841,629**	**5,902,865**
Borrowings and financial debt (B)	303,817	71,305	1,450,423	1,825,545
SEGMENT LIABILITIES	**303,817**	**71,305**	**1,450,423**	**1,825,545**
SEGMENT NET FINANCIAL DEBT = (B - A - C- D - E - F)[2]	**1,145,188**	**(9,550)**	**(282,021)**	**853,617**

(1) Net cash and cash equivalents as reported in the Statement of Cash Flows. See also 5.1.9.2 "Net cash and cash equivalents at end of period".

(2) See Note 5.2.6.1"Definition of debt instruments within the Group" and Note 5.2.6.7 "Reconciliation of gross and net financial debt".

3.1.3 Other information by operating segment

	2022			
In thousands of euros	**Industries**	**Modules**	**Unallocated items**	**Total**
Acquisitions of intangible assets	141,522	17,754	1,680	160,956
Capital expenditure including acquisitions of investment property	196,201	20,180	3,081	219,461

	2021			
In thousands of euros	**Industries**	**Modules**	**Unallocated items**	**Total**
Acquisitions of intangible assets	126,297	15,857	3,041	145,195
Capital expenditure including acquisitions of investment property	136,667	15,566	7,868	160,101

3.1.4 Revenue – Information by geographic region and country of sales

The breakdown of revenue by region is based on the location of the Plastic Omnium subsidiaries generating the sales.

3.1.4.1 INFORMATION BY SALES REGION

	2022	
In thousands of euros	**Totals**	**%**
Europe	4,594,006	48.3%
North America	2,714,246	28.6%
Asia	1,825,595	19.2%
South America	178,018	2.2%
Africa	165,025	1.7%
ECONOMIC REVENUE	**9,476,889**	**100%**
Including revenue from joint ventures and associates at the Group's percentage stake	*938,779*	
CONSOLIDATED REVENUE	**8,538,110**	

	2021	
In thousands of euros	**Totals**	**%**
Europe	4,209,697	52.6%
North America	2,048,018	25.5%
Asia	1,510,323	18.8%
South America	130,743	1.6%
Africa	118,374	1.5%
ECONOMIC REVENUE	**8,017,155**	**100%**
Including revenue from joint ventures and associates at the Group's percentage stake	*783,844*	
CONSOLIDATED REVENUE	**7,233,311**	

3.1.4.2 INFORMATION FOR THE TOP TEN CONTRIBUTING COUNTRIES

	2022		2021	
In thousands of euros	**Totals**	**%**	**Totals**	**%**
Germany	1,414,692	14.9%	1,301,199	16.2%
United States	1,340,218	14.1%	1,007,388	12.6%
Mexico	1,273,922	13.4%	971,107	12.1%
China	1,097,499	11.6%	939,244	11.7%
Slovakia	619,812	6.5%	606,190	7.6%
Spain	591,852	6.2%	540,038	6.7%
France	532,656	5.6%	510,006	6.4%
Korea	332,323	3.5%	332,475	4.1%
United Kingdom	325,383	3.4%	281,629	3.5%
Poland	311,895	3.3%	270,278	3.4%
Other	1,636,637	17.3%	1,257,601	15.7%
ECONOMIC REVENUE	**9,476,889**	**100%**	**8,017,155**	**100%**
Including revenue from joint ventures and associates at the Group's percentage stake	*938,779*		*783,844*	
CONSOLIDATED REVENUE	**8,538,110**		**7,233,311**	

3.1.4.3 INFORMATION BY CAR MANUFACTURER

	2022		2021	
In thousands of euros	**Totals**	**% of total automotive revenue**	**Totals**	**% of total automotive revenue**
Volkswagen Group	2,492,834	26.3%	2,093,680	26.1%
Stellantis	1,449,888	15.3%	1,340,715	16.7%
Mercedes-Benz	969,921	10.2%	850,188	10.6%
General Motors	839,748	8.9%	715,402	8.9%
BMW	770,845	8.1%	563,159	7.0%
TOTAL – MAIN MANUFACTURERS	**6,523,236**	**68.8%**	**5,563,144**	**69.4%**
Other car manufacturers	2,953,654	31.2%	2,454,011	30.6%
TOTAL ECONOMIC REVENUE	**9,476,889**	**100.0%**	**8,017,155**	**100%**
Including revenue from joint ventures and associates at the Group's percentage stake	*938,779*		*783,844*	
TOTAL CONSOLIDATED REVENUE	**8,538,110**		**7,233,311**	

3.2 Non-current assets by country

In thousands of euros	France	Europe excluding France	North America	Asia	South America	Other [2]	Total
December 31, 2022							
Goodwill	251,125	751,724[1]	84,313	2,931	10,261	-	1,100,355
including translation adjustment	-	-	*4,909*	-	*233*	-	*5,142*
Intangible assets	111,900	301,407	132,225	66,578	15,540	14,707	642,357
Property, plant and equipment	258,907	790,362	497,438	261,451	32,540	125,415	1,966,113
including capital expenditure for the fiscal year	*30,320*	*96,264*	*58,365*	*29,329*	*2,992*	*2,191*	*219,461*
Investment property	30	-	-	-	-	-	30
TOTAL NON-CURRENT FIXED ASSETS	**621,962**	**1,843,493**	**713,976**	**330,960**	**58,341**	**140,122**	**3,708,855**

(1) The Group acquired AMLS Osram, Actia Power and VLS respectively on July 1, 2022, on August 1, 2022 and October 6, 2022. See Note 2.2.2.1 in "Other significant events of the period".

(2) The "Other" region includes South Africa and Morocco.

In thousands of euros	France	Europe excluding France	North America	Asia	South America	Other [2]	Total
December 31, 2021							
Goodwill	213,274	721,234[1]	79,405	2,931	10,028	-	1,026,872
including translation adjustment	-	-	*6,109*	-	*83*	-	*6,192*
Intangible assets	89,594	243,859	114,850	68,753	11,702	10,020	538,777
Property, plant and equipment	260,394	625,703	442,376	247,931	19,872	42,634	1,638,908
including capital expenditure for the fiscal year	*34,205*	*73,064*	*29,500*	*18,796*	*3,193*	*1,343*	*160,101*
Investment property	30	-	-	-	-	-	30
TOTAL NON-CURRENT FIXED ASSETS	**563,292**	**1,590,795**	**636,631**	**319,615**	**41,602**	**52,654**	**3,204,587**

1) The Group acquired Plastic Omnium New Energies Wels GmbH on March 1, 2021. See Note 2.2.2.1 in "Other significant events of the period".

2) The "Other" region includes South Africa and Morocco.

NOTE 4 NOTES TO THE INCOME SATEMENT

4.1 Breakdown of Research and Development costs

The percentage of Research and Development costs is expressed in relation to the amount of revenue.

In thousands of euros	2022	%	2021	%
Research and Development costs after developments sold	(283,466)	-3.3%	(245,438)	-3.4%
Capitalized development costs	141,901	1.7%	128,550	1.8%
Depreciation of capitalized development costs	(153,985)	-1.8%	(153,436)	-2.1%
Research tax credit	14,460	0.2%	8,525	0.1%
Other (including grants and contributions received)	4,118	0.0%	3,751	0.1%
RESEARCH AND DEVELOPMENT COSTS	**(276,972)**	**-3.2%**	**(258,048)**	**-3.6%**

4.2 Cost of goods and services sold, development, selling and administrative costs

In thousands of euros	2022	2021
Cost of goods and services sold includes:		
Material consumption (purchases and changes in inventory)[1]	(6,089,259)	(4,941,022)
Direct production outsourcing	(13,266)	(11,829)
Utilities and fluids	(101,803)	(87,690)
Salary and benefits	(826,384)	(701,891)
Other production costs	(263,230)	(397,879)
Depreciation and amortization	(288,919)	(262,111)
Provisions	2,401	(415)
TOTAL	**(7,580,460)**	**(6,402,837)**
Research and Development costs include:		
Salary and benefits	(219,129)	(194,098)
Depreciation, amortization and provisions	(173,295)	(174,673)
Other	115,452	110,723
TOTAL	**(276,972)**	**(258,048)**
Selling costs include:		
Salary and benefits	(33,412)	(28,008)
Depreciation, amortization and provisions	(168)	(341)
Other	(16,068)	(12,755)
TOTAL	**(49,648)**	**(41,104)**
Administrative costs include:		
Salary and benefits	(191,129)	(165,483)
Other administrative expenses	(86,495)	(67,964)
Depreciation and amortization	(18,214)	(18,427)
Provisions	(223)	211
TOTAL	**(296,061)**	**(251,663)**

1) *Including charges and reversals of provisions for inventories amounting to:*
-€2,872 thousand in 2022;
+€4,612 thousand in 2021.

4.3 Staff costs

In thousands of euros	2022	2021
Wages and salaries	(929,585)	(791,816)
Payroll taxes[1]	(274,187)	(233,487)
Non-discretionary profit-sharing	(17,582)	(14,873)
Share-based payments	(1,600)	(2,086)
Pension and other post-employment benefit costs	3,173	(4,520)
Other employee benefits expenses	(50,272)	(42,700)
TOTAL EMPLOYEE BENEFITS EXPENSE EXCLUDING TEMPORARY STAFF COSTS	**(1,270,053)**	**(1,089,482)**
Temporary staff costs	(117,857)	(93,198)
TOTAL EMPLOYEE BENEFITS EXPENSES	**(1,387,910)**	**(1,182,680)**

1) This item includes social contributions on the new stock option subscription and/or free share award plans for an amount of -€62 thousand in 2022 and -€45 thousand in 2021 allocated to executive corporate officers.
See Notes 5.2.3 "Share-based payments" and 7.3.1 "Compensation paid to executives and other corporate officers".

4.4 Amortization of intangible assets acquired

This item corresponds mainly to:

- the amortization over six years of contractual customer relationships recognized on the takeover in July 2016 of the Faurecia Group Exterior Systems business, for which this is the final year of amortization;
- the amortization over seven years of contractual customer relationships and over 15 years for the brand recognized on the takeover of HBPO in July 2018;
- the amortization over seven years of the "Technology" intangible asset of the company Actia Power acquired on August 1, 2022 *(see Note 2.2.2.3 in "Other significant events of the period");*
- the amortization over 10 years of the "Technology" intangible asset of the company AMLS Osram acquired on July 1, 2022 *(see Note 2.2.2.2.1 in "Other significant events of the period").*

The "Technology" intangible asset of the Austrian company "Plastic Omnium New Energies Wels GmbH-EKAT" acquired on March 1, 2021 *(see Note 2.2.3.2 "Finalization of the acquisition price of ElringKlinger Fuel Cell Systems Austria GmbH (EKAT)" in "Other significant events of the period")* will be amortized over 12 years from the start of series production.

In thousands of euros	2022	2021
Amortization of brands	(547)	(547)
Amortization of contractual customer relationships	(16,347)	(19,157)
Amortization of intangible assets: Actia Power technology	(268)	-
Amortization of intangible assets: AMLS Osram technology	(800)	-
TOTAL AMORTIZATION OF INTANGIBLE ASSETS ACQUIRED	**(17,962)**	**(19,704)**

4.5 Share of profit (loss) of associates and joint ventures

The YFPO and EKPO Fuel Cell Technologies joint ventures have been consolidated since March 1, 2021. The associates Chengdu Faway Yanfeng Plastic Omnium and Dongfeng Plastic Omnium Automotive Exterior have been included in all YFPO joint ventures.

Share of profit (loss) of associates and joint ventures breaks down as follows (please refer to Note 5.1.4 for "Equity investments in associates and joint ventures" in the balance sheet):

In thousands of euros	2022 % Interest	2021 % Interest	2022	2021
HBPO – SHB Automotive Modules[1]	50.00%	33.34%	3,629	2,632
JV Yanfeng Plastic Omnium and its subsidiaries – joint venture	49.95%	49.95%	45,955	40,039
B.P.O. AS – joint venture	49.98%	49.98%	2,101	3,574
EKPO Fuel Cell Technologies	40.00%	40.00%	(4,816)	(3,442)
TOTAL SHARE OF PROFIT (LOSS) OF ASSOCIATES AND JOINT VENTURES			**46,868**	**42,803**

(1) The entity HBPO – SHB Automotive was 33.34% owned by the Group until December 12, 2022, the date of acquisition by Plastic Omnium from Hella of the final third of its stake, bringing the Group's stake to 50% as of this date.
See Note 2.2.2.1 in "Other significant events of the period".

4.6 Other operating income and expenses

In thousands of euros	2022	2021
Reorganization costs[1]	(16,355)	(21,624)
Impairment and provisions on non-current assets[2]	(5,268)	(5,544)
Provisions for litigations and expenses[3]	(6,255)	(11,750)
Foreign exchange gains and losses on operating activities[4]	(15,519)	(10,573)
Fees and expenses related to changes in the scope of consolidation[5]	(22,938)	(8,919)
Gains/Losses on disposals of non-current assets	3,356	(1,151)
Other	(1,518)	3,164
TOTAL OPERATING INCOME AND EXPENSES	**(64,497)**	**(56,397)**
– of which total income	***21,212***	***23,438***
– of which total expense	***(85,709)***	***(79,835)***

At December 31, 2022

(1) Reorganization costs:
Reorganization costs mainly correspond to restructuring in the "Industries" segment in Germany, France and Belgium in particular the impacts related to the closure of the "Deltatech" Innovation and Research Center (see Note 2.2.4.4 in "Other operations of the Period").

(2) Impairment and provisions of non-current assets:
This item mainly includes:

- the reversal of the impairment on the industrial assets of the Indian subsidiary (IES Division) for +€9.9 million;
- the provision on the Russian entities for -€12.5 million (see Note 2.1.2 "War in Ukraine: Consequences on the Group's activity" in "Significant events of the Period").
- the provision for the "Vigo Metal" assets in the amount of -€2.0 million (see Note 2.2.4.5 "Disposal of the CES Division's "Vigo Metal" business in Spain" in "Other significant events of the Period").

(3) Provisions for litigation and expenses:
This item mainly includes provisions for disputes related to vehicle recalls with several car manufacturers.

(4) Foreign exchange gains and losses on operating activities:
Over the period, foreign exchange gains and losses on operating activities mainly concern the Argentine peso, Mexican peso and the Chinese renminbi (negative impacts).

(5) Fees and expenses related to changes in the scope of consolidation:
Fees related to acquisitions over the period.

At December 31, 2021

Please refer to the Consolidated financial statements at December 31, 2021 for details of transactions in the previous fiscal year.

4.7 Net financial income (expense)

In thousands of euros	2022	2021
Finance costs	(51,528)	(34,163)
Interest on lease liabilities[1]	(7,890)	(7,072)
Financing fees and commissions	(7,655)	(7,382)
BORROWING COSTS	**(67,073)**	**(48,617)**
Exchange gains or losses on financing activities	(8,631)	6,414
Gains or losses on interest rate and currency hedges[2]	10,987	(8,701)
Interest on post-employment benefit obligations	(1,475)	(1,290)
Other[3]	4,514	1,680
OTHER FINANCIAL INCOME AND EXPENSES	**5,395**	**(1,897)**
TOTAL	**(61,678)**	**(50,514)**

(1) See Notes 5.1.3 "Property, plant and equipment" and 5.2.6.7 "Reconciliation of gross and net financial debt".

(2) In 2022, this item includes an amount of +€11,184 thousand corresponding to the impact of currency hedges, compared to -€8,447 thousand in 2021. The Group does not have any interest rate instrument contracts.
See Note 5.2.7.1.2 "Impact of unsettled foreign exchange hedges on net income and equity".

(3) In 2022, this item corresponds in part to the financial impact of hyperinflation in Argentina for +€2.5 million, compared to -€970 thousand for 2021.

4.8 Income tax

4.8.1 Tax expense recognized in the income statement

The tax expense breaks down as follows:

In thousands of euros	2022	2021
CURRENT TAXES ON CONTINUING ACTIVITIES	**(79,856)**	**(65,561)**
Current tax income/(expense)	(78,613)	(56,995)
Tax income/(expense) on non-recurring items	(1,243)	(8,566)
DEFERRED TAXES ON CONTINUING ACTIVITIES	**19,660**	**5,292**
Deferred tax income/(expense) on timing differences arising or reversed during the period	20,508	6,998
Income/(expense) resulting from changes in tax rates or the introduction of new taxes	(848)	(1,706)
TAX INCOME (EXPENSE) ON CONTINUING ACTIVITIES RECORDED IN THE CONSOLIDATED INCOME STATEMENT	**(60,196)**	**(60,269)**

4.8.2 Analysis of tax expense – Tax proof

Analysis of the tax expense includes the following:

	2022		2021	
In thousands of euros	**Totals**	**%(1)**	**Totals**	**%(1)**
Consolidated loss (profit) on continuing activities before tax and share of profit (loss) of associates and joint ventures (A)	**190,832**		**153,044**	
Tax rate applicable in France (B)		25.82%		28.40%
THEORETICAL TAX EXPENSE (INCOME) (C) = (A) X (-B)	**(49,273)**		**(43,465)**	
Difference between the theoretical tax expense and the current and deferred tax expense excluding tax assessed on net interim profit on continuing activities (D)	**(10,923)**	**-5.7%**	**(16,804)**	**-11.0%**
Tax credits	40,480	21.2%	22,956	15.0%
Permanent differences between accounting profits and taxable profits	(7,609)	-4.0%	(8,591)	-5.6%
Change in unrecognized deferred taxes	(38,533)	-20.2%	(22,387)	-14.6%
Impact on deferred tax of a tax rate change	848	0.4%	(1,706)	-1.1%
Impact of differences in foreign tax rates	(554)	-0.3%	6,166	4.0%
Contribution to Value Added	(520)	-0.3%	(4,048)	-2.6%
Other impacts	(5,037)	-2.6%	(9,194)	-6.0%
TOTAL CURRENT AND DEFERRED TAX EXPENSE (INCOME) ON CONTINUING ACTIVITIES (E) = (C) + (D)	**(60,196)**		**(60,269)**	
TOTAL EFFECTIVE TAX RATE (ETR) ON CONTINUING ACTIVITIES (E)/(A)		**31.5%**		**39.4%**

(1) Percentage expressed in relation to the consolidated profit on continuing activities before tax and share of profit/(loss) of associates and joint ventures (C).

The Group's effective tax rate was 31.5% in 2022 (39.4% for 2021).

In 2022, the tax recognized was an expense of -€60 million for a theoretical tax expense of -€49 million, based on a tax rate of 25.82%.

In 2021, the tax recognized was an expense of -€60 million for a theoretical tax expense of -€44 million, based on a tax rate of 28.40%.

In fiscal year 2022, the difference between the tax recognized and the theoretical tax mainly reflects:

- €40 million in specific tax reductions or tax credits mainly in North America, Belgium, Asia and France (€23 million at December 31, 2021);
- for -€8 million in permanent differences between accounting profits and taxable income (-€9 million at December 31, 2021) essentially due to taxable dividends;

- for -€39 million through the effect of losses or other assets generated in the year but not recognized, net of those previously not capitalized but used or recognized during the year (-€22 million at December 31, 2021) – Please refer to Note 2.1.4 "Deferred tax assets" in "Significant events of the period";
- for -€1 million through the impact from lower taxes, mainly in Asia (China, Thailand), the United States and Europe (excluding France and Belgium) (+€6 million at December 31, 2021). The difference between the tax rate in France and countries with lower tax rates has a favorable impact on profits and an unfavorable effect on losses; and
- -€5 million in other differences (-€9 million in other differences, including -€3 million in provisions related to uncertain tax positions at December 31, 2021).

4.9 Net profit (loss) attributable to non-controlling interests

The net profit (loss) attributable to non-controlling interests corresponds to the share of non-controlling interests in the profit (loss) of fully consolidated entities and companies controlled by the Group. It breaks down as follows:

In thousands of euros	2022	2021
HBPO GmbH and its subsidiaries[1]	10,245	5,581
of which HBPO GmbH and its subsidiaries no longer presenting minority interests as of the transaction of December 12, 2022[1]	*7,407*	*4,425*
of which HBPO subsidiary "Hicom HBPO Sdn Bhd – shah alam" whose shareholding still includes a minority partner after the operation of December 12, 2022[1]	*2,838*	*1,156*
Beijing Plastic Omnium Inergy Auto Inergy Co. Ltd	496	1,335
Plastic Omnium Auto Inergy Manufacturing India Pvt Ltd	337	173
DSK Plastic Omnium Inergy	(1,135)	2,400
DSK Plastic Omnium BV	(46)	(284)
TOTAL ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	**9,898**	**9,206**

(1) This is the share of non-controlling interests in the results of HBPO entities until December 12, 2022, the date of acquisition by Plastic Omnium from Hella of the final third of the stake. See Note 2.2.2.1 in "Other significant events of the period".

4.10 Earnings per share and diluted earnings per share

Net profit (loss) attributable to owners of the parent	2022	2021
Basic earnings per share (in euros)	1.16	0.87
Diluted earnings per share (in euros)	1.16	0.87
Weighted average number of ordinary shares outstanding at end of period	**146,587,358**	**147,339,735**
- Treasury stock	(1,989,603)	(2,027,088)
Weighted average number of ordinary shares, undiluted	**144,597,756**	**145,312,647**
- Impact of dilutive instruments (stock options)	321,747	333,356
Weighted average number of ordinary shares, diluted	**144,919,503**	**145,646,003**
Weighted average price of the Plastic Omnium share during the period		
- Weighted average share price	16.80	27.06

NOTE 5 NOTES TO THE BALANCE SHEET

5.1 Assets

5.1.1 *Goodwill*

For the 2022 fiscal year, the assumptions related to impairment tests carried out at the level of the cash-generating units (CGU) or groups of cash generating units (business segments), namely "Industries" and "Modules" are set out in Note 1.6.1.

Goodwill

In thousands of euros	Gross Value	Impairment	Net value
GOODWILL AT JANUARY 1, 2021	**1,014,369**	**-**	**1,014,369**
Goodwill on acquisition of Plastic Omnium New Energies Wels GmbH(1)	6,311	-	6,311
Translation differences	6,192	-	6,192
GOODWILL AT DECEMBER 31, 2021	**1,026,872**	**-**	**1,026,872**
Goodwill on AMLS Osram acquisition(2)	9,792	-	9,792
Goodwill on Actia Power acquisition(3)	37,851	-	37,851
Goodwill on VLS acquisition(4)	22,761	-	22,761
Goodwill impairment of DSK Plastic Omnium BV(5)	-	(2,063)	(2,063)
Translation differences	5,142	-	5,142
GOODWILL AT DECEMBER 31, 2022	**1,102,418**	**(2,063)**	**1,100,355**

(1) The Group acquired the company Plastic Omnium New Energies Wels GmbH on March 1, 2021. The opening balance sheet was finalized on March 1, 2022. The Goodwill remained unchanged. See Note 2.2.3.2 in "Other significant events of the period".

(2) The Group acquired AMLS Osram on July 1, 2022. See Note 2.2.2.2.1 in "Other significant events of the period".

(3) The Group acquired Actia Power on August 1, 2022. See Note 2.2.2.3 in "Other significant events of the period".

(4) The Group acquired VLS on October 6, 2022. See Note 2.2.2.2.2 in "Other significant events of the period".

(5) Corresponds to the impairment of goodwill related to the war in Ukraine. See Note 2.1.2 on "War in Ukraine: Impact on the Group's activity".

5.1.2 Other intangible assets

In thousands of euros	Patents and licenses	Software	Development assets	Customer contracts	Other	Total
CARRYING AMOUNT AT DECEMBER 31, 2021	**7,471**	**15,081**	**467,797**	**48,425**	**2**	**538,777**
Capitalized development	-	-	141,901	-	-	141,901
Increases	1,071	2,317	15,667	-	-	19,055
Disposals – net	-	(24)	(833)	-	-	(857)
Newly-consolidated companies	32,777	2,256	73,986	3,333	-	112,352
Reclassifications	-	6,291	(5,074)	-	-	1,217
Depreciation for the period	(3,579)	(9,217)	(153,985)	(16,465)	-	(183,246)
Impairment and reversals	(214)	(3)	(198)	-	-	(415)
Adjustments to amortization from prior periods(1)	8,621	-	-	-	-	8,621
Translation adjustment	77	61	4,815	-	-	4,952
CARRYING AMOUNT AT DECEMBER 31, 2022	**46,223**	**16,762**	**544,076**	**35,293**	**2**	**642,357**

(1) This net adjustment is income of €5,279 thousand recognized in reserves at June 30, 2022, after taking into account deferred tax of -€3,342 thousand.

In thousands of euros	Patents and licenses	Software	Development assets	Customer contracts	Other	Total
CARRYING AMOUNT AT JANUARY 1, 2021	**9,916**	**16,082**	**468,167**	**66,680**	**2**	**560,847**
Capitalized development	-	-	128,550	-	-	128,550
Increases	267	2,843	13,535	-	-	16,645
Disposals – net	-	-	(6,180)	-	-	(6,180)
Newly-consolidated companies	-	59	8,816	-	-	8,875
Other reclassifications	1,454	4,109	(7,949)	(5)	-	(2,391)
Depreciation for the period	(4,226)	(8,113)	(153,436)	(19,157)	-	(184,932)
Impairments and reversals	-	11	1,591	-	-	1,602
Translation adjustment	61	91	14,703	907	-	15,762
CARRYING AMOUNT AT DECEMBER 31, 2021	**7,471**	**15,081**	**467,797**	**48,425**	**2**	**538,777**

In thousands of euros	Patents and licenses	Software	Development costs	Customer contracts	Other	Total
ANALYSIS OF CARRYING AMOUNT AT JANUARY 1, 2022						
Gross value	51,074	162,975	1,375,790	294,491	2	1,884,332
Accumulated depreciation	(39,345)	(147,526)	(836,336)	(222,666)	-	(1,245,873)
Impairment	(4,258)	(367)	(71,658)	(23,400)	-	(99,683)
CARRYING AMOUNT AT JANUARY 1, 2022	**7,471**	**15,081**	**467,797**	**48,425**	**2**	**538,777**
ANALYSIS OF CARRYING AMOUNT AT DECEMBER 31, 2022						
Gross value	96,236	198,652	1,632,840	301,446	2	2,229,176
Accumulated depreciation	(45,447)	(181,511)	(1,018,857)	(242,753)[1]	-	(1,488,568)
Impairment	(4,566)	(379)	(69,907)	(23,400)	-	(98,252)
CARRYING AMOUNT AT DECEMBER 31, 2022	**46,223**	**16,762**	**544,076**	**35,293**	**2**	**642,357**

(1) Final year of amortization of contractual customer relationships recognized on the takeover in July 2016 of the Faurecia Group Exterior Systems business. See Note 4.4 "Amortization of intangible assets acquired".

5.1.3 Property, plant and equipment

Property, plant and equipment corresponds to property, plant and equipment owned but also, since January 1, 2019, to rights-of-use related to leases of property, plant and equipment following the application of IFRS 16 "Leases".

Impairment tests on assets led to the updating of impairment of property, plant and equipment over the period *(see Notes 2.1.3 "Asset impairment tests" and 4.6 "Other operating income and expenses").*

In thousands of euros	Land	Buildings	Tech. eq. & tool.	Property, plant and equipment under construction	Other property, plant and equipment	Total
CARRYING AMOUNT AT JANUARY 1, 2022: PROPERTY, PLANT AND EQUIPMENT OWNED OUTRIGHT	**95,009**	**521,373**	**483,855**	**140,401**	**196,149**	**1,436,787**
Acquisitions	179	6,343	29,106	170,629	13,204	219,461
Disposals – net	(47)	627	(3,960)	-	522	(2,859)
Newly consolidated companies	3,417	51,442	219,000	28,737	14,998	317,594
Other reclassifications	(8,854)	(8,940)	61,122	(139,487)	53,354	(42,805)
Depreciation for the period	(1,568)	(33,595)	(131,611)	-	(96,611)	(263,385)
Impairments and reversals	-	4,612	6,533	(4,608)	(829)	5,709
Translation adjustment	1,296	6,789	3,578	736	2,238	14,637
WHOLLY-OWNED PROPERTY, PLANT AND EQUIPMENT: CARRYING AMOUNT AT DECEMBER 31, 2022 (A)	**89,431**	**548,653**	**667,623**	**196,410**	**183,024**	**1,685,141**
CARRYING AMOUNT AT JANUARY 1, 2022: LEASE RIGHT-OF-USE ASSETS	**573**	**171,538**	**18,618**	**-**	**11,392**	**202,121**
Acquisitions	2	37,894	5,410	-	6,344	49,650
Disposals – net	-	(8,329)	(1,317)	-	(294)	(9,940)
Newly consolidated companies	137	85,366	3,401	-	1,280	90,184
Depreciation for the period	(137)	(38,915)	(7,048)	-	(7,505)	(53,605)
Other reclassifications	1,793	(2)	312	-	(3)	2,100
Translation adjustment	(117)	337	236	-	5	461
LEASE-RIGHT-OF-USE ASSETS: CARRYING AMOUNT AT DECEMBER 31, 2022 (B)	**2,252**	**247,890**	**19,613**	**-**	**11,218**	**280,973**
PROPERTY, PLANT AND EQUIPMENT: CARRYING AMOUNT AT DECEMBER 31, 2022 (C) = (A) + (B)	**91,683**	**796,543**	**687,236**	**196,410**	**194,242**	**1,966,113**

Information on rental expense resulting from uncapitalized leases:

Rental expense on uncapitalized leases amounted to -€14.6 million at December 31, 2022 compared with -€10.9 million at December 31, 2021.

The table below, for the previous fiscal year, combines "Wholly-owned property, plant and equipment" and "Lease right-of-use assets".

In thousands of euros	Land	Buildings	Tech. eq. & tool.	Property, plant and equipment under construction	Other property, plant and equipment	Total
CARRYING AMOUNT AT JANUARY 1, 2021	**93,249**	**688,539**	**519,365**	**142,867**	**232,169**	**1,676,189**
Acquisitions	279	45,002	20,131	121,872	21,043	208,327
Disposals – net	(987)	(10,957)	(2,972)	-	(385)	(15,301)
Other reclassifications	1,120	7,900	69,047	(126,420)	49,321	968
Depreciation for the period	(1,588)	(63,311)	(123,981)	-	(101,065)	(289,945)
Impairments and reversals	-	(26)	(303)	(1,792)	(883)	(3,004)
Translation adjustment	3,512	23,278	20,605	3,789	7,135	58,319
CARRYING AMOUNT AT DECEMBER 31, 2021	**95,582**	**692,911**	**502,473**	**140,401**	**207,541**	**1,638,908**

In thousands of euros	Land	Buildings	Tech. eq. & tool.	Property, plant and equipment under construction	Other property, plant and equipment	Total
ANALYSIS OF CARRYING AMOUNT AT JANUARY 1, 2022						
Gross value	112,815	1,181,689	2,040,029	142,432	781,294	4,258,259
Accumulated depreciation	(14,758)	(443,081)	(1,430,490)	-	(536,590)	(2,424,919)
Impairment	(2,475)	(45,697)	(107,066)	(2,031)	(37,163)	(194,432)
CARRYING AMOUNT AT JANUARY 1, 2022	**95,582**	**692,911**	**502,473**	**140,401**	**207,541**	**1,638,908**
ANALYSIS OF CARRYING AMOUNT AT DECEMBER 31, 2022						
Gross value	111,036	1,393,273	2,550,081	202,995	883,723	5,141,108
Accumulated depreciation	(16,951)	(549,136)	(1,737,177)	-	(664,371)	(2,967,635)
Impairment	(2,401)	(47,594)	(125,668)	(6,586)	(25,109)	(207,358)
CARRYING AMOUNT AT DECEMBER 31, 2022	**91,683**	**796,543**	**687,236**	**196,410**	**194,242**	**1,966,113**

"Tech. eq. & tool.": technical installations, equipment and tooling.

5.1.4 Non-consolidated interests, equity investments in associates and joint ventures and convertible bonds

5.1.4.1 EQUITY INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

These are equity investments in associates and joint ventures. Details are provided in the following table:

In thousands of euros	2022 % interest	2021 % interest	December 31, 2022	December 31, 2021
HBPO – SHB Automotive Modules[1]	50.00%	33.34%	22,412	16,405
JV Yanfeng Plastic Omnium and its subsidiaries – joint venture	49.95%	49.95%	193,926	184,138
B.P.O. AS – joint venture	49.98%	49.98%	11,887	7,263
EKPO Fuel Cell Technologies [2]	40.00%	40.00%	92,022	96,471
TOTAL INVESTMENTS IN ASSOCIATES AND JOINT VENTURES			**320,247**	**304,277**

(1) The Group's stake was increased from 33.34% to 50%, without taking control, following the acquisition on December 12, 2022, of the final third of HBPO held by Hella. See Note 2.2.2.1 "Acquisition by Plastic Omnium of the final third of HBPO GmbH from Hella, bringing the Group's stake to 100%." in "Other significant events of the period" and Note 4.5 "Share of profit (loss) of associates and joint ventures".

(2) Constitution of EKPO China in 2022, wholly owned by "EKPO Fuel Cell Technologies".

Investments in these entities include goodwill by segment for the following amounts:

In thousands of euros	December 31, 2022	December 31, 2021
Goodwill in associates and joint ventures – Industries segment	39,373	39,131
Goodwill in associates and joint ventures – Modules segment	2,411	3,858
TOTAL GOODWILL IN ASSOCIATES AND JOINT VENTURES	**41,783**	**42,989**

In view of the individual contribution of less than 10% of joint ventures and associates to the Group's main financial indicators, the summary balance sheet and income statement aggregates presented below include:

- the joint venture YFPO and its subsidiaries after elimination of internal transactions;
- the associate SHB Automotive Modules (HBPO) in which the Group's stake increased from 33.34% to 50% on December 12, 2022 following the acquisition by the Group of the final third held by Hella;
- the B.P.O. AS joint-venture; and
- the EKPO Fuel Cell Technologies associate and its subsidiary EKPO China.

In thousands of euros	December 31, 2022	December 31, 2021
Non-current assets	740,250	614,684
Current assets	1,504,397	1,512,819
TOTAL ASSETS	**2,244,647**	**2,127,503**
Shareholders' equity	597,400	566,919
Non-current liabilities	189,122	141,601
Current liabilities	1,458,125	1,418,984
TOTAL EQUITY AND LIABILITIES	**2,244,647**	**2,127,503**
Revenue	2,124,193	1,798,114

5.1.4.2 NON-CONSOLIDATED INTERESTS AND CONVERTIBLE BONDS

The non-consolidated interests relate to:

- immaterial dormant companies; and
- shares in which the Group's small stake does not allow it to exercise at least significant influence (Tactotek OY).

Details of all these assets are provided in the table below:

In the context of the first-time application of IFRS 9 "Financial Instruments", the Group opted to recognize changes in value of non-consolidated interests in the income statement.

Convertible bonds include:

- the Group's investments in the form of bonds for which the Group has the choice, at the time of settlement, of either repayment or conversion into shares: see information on the investment in Verkor in the first half of 2022 in Note 2.2.4.1 under "Other significant events of the period".

In thousands of euros	December 31, 2022	December 31, 2021
Other non-consolidated equity investments	334	136
TOTAL NON-CONSOLIDATED EQUITY INVESTMENTS	**334**	**136**
Verkor convertible bonds[1]	20,000	-
TOTAL CONVERTIBLE BONDS	**20,000**	**-**
TOTAL NON-CONSOLIDATED EQUITY INVESTMENTS AND CONVERTIBLE BONDS	**20,334**	**136**

(1) See Note 2.2.4.1 "Group investment in the French company Verkor, a specialist in the manufacture of batteries for future mobility" in "Other significant events of the period".

5.1.5 Non-current financial assets

The financial assets recognized under this item correspond to long-term investments in equities and funds as well as other assets such as deposits and surety bonds grouped as follows:

5.1.5.1 LONG-TERM INVESTMENTS IN EQUITIES AND FUNDS

- Investments in listed companies, funds or equivalents and investments in securities of listed companies, including funds invested in the "Aster", "AP Ventures" and "FAIM" venture capital companies.
- The Group's investments in the "FMEA 2" fund as part of the support of the Automotive Division sub-contractors and in shell companies.

In the context of the application of IFRS 9 "Financial Instruments", the Group opted to recognize changes in the value of listed shares in non-recyclable profit and loss and changes in investment funds in the income statement.

	December 31, 2022			December 31, 2021		
In thousands of euros	Subscribed amounts	Non-called-up amounts	Net	Subscribed amounts	Non-called-up amounts	Net
Financial investments in the FMEA 2 fund[1][2]	4,000	(3,820)	180	4,000	(3,903)	97
Financial investments in listed securities[1][3]	46,566	-	46,566	57,687	-	57,687
Financial investments in the venture capital AP Ventures[1][4]	28,127	(13,139)	14,988	26,488	(16,690)	9,798
Financial investment in the venture capital company Aster[1][5]	20,000	(7,050)	12,950	20,000	(9,682)	10,318
Financial investment in the venture capital company FAIM[6]	5,000	(4,585)	415	-	-	-
Other[1]	-	-	1,199	-	-	173
LONG-TERM INVESTMENTS IN EQUITIES AND FUNDS			**76,298**			**78,071**

(1) Financial investments in the FMEA 2 fund and investments in shares in listed companies are listed under long-term financial receivables in Note 5.2.6.7 "Reconciliation of gross and net financial debt".

(2) The net value of FMEA 2 at the end of each period corresponds to the fair value of the Group's investments in the fund. Uncalled amounts include distributions of income as well as fair value adjustments.

(3) During the period, the Group invested in listed securities (See Statement of cash-flows).

(4) Total Group investments in AP Ventures, a venture capital fund dedicated to hydrogen, amounted to $16.0 million, equivalent to €15.0 million (versus $11.1 million, equivalent to €9.8 million at December 31, 2021).
The Group has committed to $30 million over the life of the fund.

(5) During the period, the Group paid €1.3 million and did not receive any financial income in return (recognized in the balance sheet over the period of full payment the amount subscribed).

(6) The Group has committed to €5 million. See Note 2.2.4.2 in the "Other significant events of the period".

5.1.5.2 OTHER NON-CURRENT FINANCIAL ASSETS

In thousands of euros	December 31, 2022	December 31, 2021
Loans	1,181	1,359
Deposits and surety bonds	11,251	7,992
OTHER NON-CURRENT ASSETS AND FINANCIAL RECEIVABLES *(SEE NOTE 5.2.6.7)*	**12,432**	**9,351**

"Deposits and surety bonds" mainly concern deposits relating to leased offices and sale of receivables programs.

5.1.6 Inventories and inventories in progress

In thousands of euros	December 31, 2022	December 31, 2021
Raw materials and supplies		
At cost (gross)	349,841	202,541
Net realizable value	314,832	184,728
Molds, tooling and engineering		
At cost (gross)	343,814	311,217
Net realizable value	338,301	306,972
Maintenance inventories		
At cost (gross)	90,926	78,835
Net realizable value	70,708	61,673
Goods		
At cost (gross)	4,650	1,771
Net realizable value	2,155	1,309
Semi-finished products		
At cost (gross)	73,775	55,417
Net realizable value	70,050	51,132
Finished products		
At cost (gross)	64,280	34,636
Net realizable value	60,546	31,865
TOTAL NET	**856,592**	**637,678**

5.1.7 Trade and other receivables

5.1.7.1 SALE OF RECEIVABLES

Compagnie Plastic Omnium SE and some of its European and United States subsidiaries have set up several commercial sales of receivables programs with French financial institutions. These programs have an average maturity of more than two years.

These non-recourse programs transfer substantially all the risks and rewards of ownership to the buyer of the sold receivables; for these programs, only the non-material dilution risk is not transferred to the buyer.

Receivables sold under these programs, which are therefore no longer included in the balance sheet, totaled €393 million at December 31, 2022 *versus* €351 million at December 31, 2021.

5.1.7.2 TRADE RECEIVABLES – GROSS VALUES, IMPAIRMENT AND CARRYING AMOUNTS

	December 31, 2022				December 31, 2021			
In thousands of euros	**Gross value**	**Impairment**	**%**	**Carrying amount**	**Gross value**	**Impairment**	**%**	**Carrying amount**
TRADE RECEIVABLES	**1,048,102**	**(24,841)**	**-2.4%**	**1,023,261**	**745,954**	**(11,677)**	**-1.6%**	**734,277**
of which scope excluding entities acquired during the period	*842,422*	*(14,182)*	*-1.7%*	*823,908*	*745,954*	*(11,677)*	*-1.6%*	*734,277*
% of the item's total	*80.4%*	*57.1%*		*80.5%*	*100.0%*	*100.0%*		*100.0%*
of which entities acquired during the period[(1)(2)]	*205,680*	*(10,659)*	*-5.2%*	*199,353*				
% of the item's total [(1)(2)]	*19.6%*	*42.9%*		*19.5%*				

(1) See Note 2.2.2 "Group acquisitions taking effect during the second half of 2022 and operational organization" in the "Other significant events of the period".

(2) See Note 6.3.1 "Customer risk" related to the ageing of receivables.

The Group has not identified any significant non-provisioned customer risk over the two periods.

In general, the default rate is historically low and changes in the impairment of trade receivables are not significant. The late payment of trade receivables is presented in Note 6.3.1 "Customer risk". The increase from 3.6% to 10.3% of the past due receivables respectively between December 31, 2021 and December 31, 2022 is due to the impact of the acquisitions of the 2nd half-year 2022.

5.1.7.3 OTHER RECEIVABLES

In thousands of euros	**December 31, 2022**	**December 31, 2021**
Sundry receivables	177,197	142,733
Prepayments to suppliers of tooling and prepaid development costs	22,682	13,356
Income tax receivables	83,408	83,197
Other tax receivables	203,786	103,219
Employee advances	4,915	6,777
Prepayments to suppliers of non-current assets	7,064	5,113
OTHER RECEIVABLES	**499,052**	**354,395**

5.1.7.4 TRADE AND OTHER RECEIVABLES BY CURRENCY

	December 31, 2022			December 31, 2021		
In thousands of currency units	**Local currency**	**Euro**	**%**	**Local currency**	**Euro**	**%**
EUR - Euro	740,744	740,744	49%	458,834	458,834	42%
USD - US dollar	470,818	441,419	29%	380,352	335,822	31%
CNY - Chinese yuan	923,641	125,525	8%	966,108	134,281	12%
GBP - Pound sterling	45,936	51,792	3%	24,546	29,212	3%
Other - Other currencies		162,833	11%		130,523	12%
TOTAL		**1,522,313**	**100%**		**1,088,672**	**100%**
Of which:						
Trade receivables		*1,023,261*	*67%*		*734,277*	*67%*
Other receivables		*499,052*	*33%*		*354,395*	*33%*

Sensitivity tests on movements in currencies of "Trade and other receivables" give the following results:

	Sensitivity tests on receivables at December 31, 2022						Sensitivity tests on receivables at December 31, 2021					
			Increase all currencies		Decrease all currencies				Increase all currencies		Decrease all currencies	
In thousands of currency units	Base		+10%	+20%	-10%	-20%	Base		+10%	+20%	-10%	-20%
	Local currency	Exchange rate	%	%	%	%	Local currency	Exchange rate	%	%	%	%
EUR - Euro	740,744	1.0000	46%	44%	51%	54%	458,834	1.0000	40%	38%	45%	48%
USD - US dollar	470,818	0.9376	30%	32%	28%	26%	380,352	0.8829	32%	33%	29%	28%
CNY - Chinese yuan	923,641	0.1359	9%	9%	8%	7%	966,108	0.1390	13%	13%	12%	11%
GBP - Pound sterling	45,936	1.1275	4%	4%	3%	3%	24,546	1.1901	3%	3%	3%	2%
Other - Other currencies	-	-	11%	11%	10%	10%	-	-	12%	13%	11%	11%
TOTAL IN EUROS		**1,522,313**	**1,600,350**	**1,678,496**	**1,444,057**	**1,365,911**		**1,088,672**	**1,151,675**	**1,214,661**	**1,025,704**	**962,719**
Of which:												
Trade receivables		*1,023,261*	*1,075,720*	*1,128,248*	*970,663*	*918,135*		*734,277*	*776,670*	*819,146*	*691,717*	*649,241*
Other receivables		*499,052*	*524,630*	*550,248*	*473,394*	*447,776*		*354,395*	*375,005*	*395,515*	*333,987*	*313,478*

Exchange rate sensitivity tests on "Trade and other receivables" and "Trade payables and other operating liabilities by currency" *(see Note 5.2.8.3)* show a low sensitivity of this item to variations in exchange rates.

5.1.8 Deferred taxes

As noted in Note 1.9 of the accounting rules and principles, deferred tax assets on tax loss carryforwards, temporary differences and tax credits are assessed according to their probability of future use. For this purpose, estimates were made as part of the closing of the accounts and led to the recognition of assets based on probable use within a relatively short period of time, reflecting a prudent approach given the current economic environment.

Deferred taxes break down as follows:

In thousands of euros	December 31, 2022	December 31, 2021
Intangible assets	71,422	3,815
Property, plant and equipment	(24,434)	(13,111)
Employee benefit obligations	18,685	23,228
Provisions	67,034	42,527
Financial instruments	(2,572)	318
Tax loss carryforwards and tax credits	310,063	204,971
Other	55,041	37,289
Impairment of deferred tax assets	(379,798)	(213,144)
TOTAL	**115,441**	**85,893**
Of which:		
Deferred tax assets	*152,658*	*126,321*
Deferred tax liabilities	*37,217*	*40,428*

Unrecognized tax assets in respect of tax losses amount to €207 million at December 31, 2022 against €131 million at December 31, 2021 and have the following characteristics:

In thousands of euros	December 31, 2022	December 31, 2021
Indefinite tax loss carryforwards	181,146	110,977
Tax loss carryforwards available for more than 5 years	13,192	3,683
Tax loss carryforwards available for up to 5 years	7,369	6,475
Tax loss carryforwards available for up to 4 years	3,048	2,700
Tax loss carryforwards available for up to 3 years	2,613	306
Tax loss carryforwards available for less than 3 years	39	6,917
TOTAL	**207,407**	**131,058**

The change over the fiscal year is mainly due to changes in the scope of consolidation in the year. The opening balance sheet of the entities acquired in 2022, and the related analyses of their tax loss carryforwards are being finalized and could lead to the revision of the above amounts.

5.1.9 Cash and cash equivalents

5.1.9.1 GROSS CASH AND CASH EQUIVALENTS

In thousands of euros	December 31, 2022	December 31, 2021
Cash at banks and in hand	505,142	865,002
Short-term deposits – Cash equivalents	70,484	27,634
TOTAL CASH AND CASH EQUIVALENTS ON THE ASSETS SIDE OF THE BALANCE SHEET	**575,625**	**892,636**

Cash and cash equivalents break down as follows:

In thousands of euros	December 31, 2022	December 31, 2021
Cash and cash equivalents of the Group's captive reinsurance company (1)	15,883	14,088
Cash and cash equivalents in countries with exchange controls and/or restrictions on currency transfers(2)	149,718	67,907
Available cash	410,024	810,641
TOTAL CASH AND CASH EQUIVALENTS ON THE ASSETS SIDE OF THE BALANCE SHEET	**575,625**	**892,636**

(1) During the period, the Group invested in securities of listed companies. See Note 5.1.5.1 "Long-term investments in equities and funds".

(2) These available funds are located either in countries where setting up loans or financial current accounts is difficult; in this case, cash is repatriated, in particular on the occasion of the payment of dividends; or in countries where the cash cannot be centralized due to the regulations in force. As of December 31, 2022, the countries selected in this category cover Brazil, China, India, Argentina, Turkey, Russia, South Korea, Malaysia and Indonesia.

The different categories of the above table are presented on the balance sheet under current assets in the absence of any general restriction on these amounts.

5.1.9.2 NET CASH AND CASH EQUIVALENTS AT END OF PERIOD

In thousands of euros	December 31, 2022	December 31, 2021
Cash	505,142	865,002
Cash equivalents	70,484	27,634
Short-term bank loans and overdrafts	(15,022)	(11,264)
NET CASH AND CASH EQUIVALENTS IN THE STATEMENT OF CASH-FLOWS	**560,604**	**881,372**

5.1.10 Statement of cash-flows – Acquisitions and disposals of financial assets, non-controlling interests and related investments and non-consolidated equity interests

5.1.10.1 ACQUISITIONS OF EQUITY INVESTMENTS, NON-CONTROLLING INTERESTS AND RELATED INVESTMENTS

The Group's financial acquisitions were as follows:

A ACQUISITIONS OF EQUITY INVESTMENTS IN CONSOLIDATED COMPANIES, INVESTMENTS LEADING TO A CHANGE IN CONTROL, EQUITY INVESTMENTS IN ASSOCIATES AND JOINT VENTURES AND RELATED INVESTMENTS

These are recorded under "Financial transactions" in the Statement of Cash-Flows and "Financing transactions".

At December 31, 2022:

Acquisition of equity securities with neither acquisition nor loss of control:

- the acquisition of the final third of HBPO GmbH, over which the Group already has control and which brings the Group's stake to 100%, is recognized in Financing transactions for an amount of -€281.7 million. See Note 2.2.2.1 in "Other significant events of the period".

The amount of -€160.9 million in "Acquisitions of equity investments in subsidiaries and investments leading to a change in control" corresponds to:

- -€24.0 million on the acquisition of "AMLS Osram" *(see Note 2.2.2.2.1 under "Other significant events of the period");*
- -€17.2 million for the acquisition of "Actia Power" *(see Note 2.2.2.3 under "Other significant events of the period");*
- -€69.6 million for the acquisition of "VLS – Varroc Lighting Systems" *(see Note 2.2.2.2.2 under "Other significant events of the period");*
- the amount of -€30 million paid out during the first half according to the debt repayment schedule for the 40% equity investment in EKPO Fuel Cell Technologies. The balance at December, 31, 2022 stood at €40 million. *(See Note 2.2.3.1 in "Other significant events of the period").*

At December 31, 2021:

The amount of -€43.5 million in "Acquisitions of equity investments in subsidiaries and investments leading to a change in control" corresponds to the amounts paid out for the acquisition of a 40% stake in the company EKPO Fuel Cell Technologies and the acquisition of Plastic Omnium New Energies Wels GmbH during the fiscal year.

The Plastic Omnium Group has undertaken to pay, according to a contractual schedule, an amount of €70 million by September 2024 corresponding to the remaining balance of the acquisition price of the shares. See the detail in Note 2.2.2.1.1 "Acquisition price" under "Other significant events of the period". The total value of the shares acquired therefore amounts to €113.5 million.

Plastic Omnium New Energies Wels GmbH contributed to the €373 thousand of cash included in the opening balance sheet.

B INVESTMENT IN CONVERTIBLE BONDS

This concerns:

- the Group's investment for €20 million in Verkor. See Note 2.2.4.1 in "Other significant events of the period"; and
- the investment of the New Energies Division in February 2022 in the American company "Noble Gas Systems Inc." for €77 thousand ($85 thousand).

5.1.11 Impact of dividends paid in the Statement of cash-flows

5.1.11.1 IMPACTS IN THE STATEMENT OF CASH-FLOWS OF DIVIDENDS PAID BY THE COMPAGNIE PLASTIC OMNIUM GROUP

In 2022, the dividend paid by Compagnie Plastic Omnium SE to shareholders other than Burelle SA amounted to €16,136 thousand (compared to €28,499 thousand in 2021), bringing the total amount of the dividend thus paid by Compagnie Plastic Omnium SE to €40,586 thousand (compared to €71,287 thousand in 2021).

See the corresponding amount in the Statement of changes in equity and in Note 5.2.2 "Dividends approved and paid by Compagnie Plastic Omnium SE".

5.1.11.2 IMPACTS IN THE STATEMENT OF CASH-FLOWS OF DIVIDENDS PAID BY OTHER GROUP COMPANIES

At December 31, 2022, the amount of dividends of the other Group companies, voted and approved, amounted to €10,945 thousand compared to €13,648 thousand at December 31, 2021 in the Statement of changes in equity.

The amount of dividends paid by the other Group companies, shown in the Statement of cash-flows at December 31, 2022, amounted to €27,115 thousand (including the amount paid by Compagnie Plastic Omnium SE) compared to €40,009 thousand at December 31, 2021.

At December 31, 2022:

- the dividend of €980 thousand in favor of Compagnie Plastic Omnium SE, approved by a Group company accounted for using the equity method and not yet received, was charged directly to the dividends received from companies accounted for by the equity method;
- no dividends approved in favor of non-controlling interests of a Group subsidiary are pending payment.

5.2 Liabilities and shareholders' equity

5.2.1 Group shareholders' equity

5.2.1.1 SHARE CAPITAL OF COMPAGNIE PLASTIC OMNIUM SE

In euros	December 31, 2022	December 31, 2021
Share capital at January 1 of the period	8,827,329	8,913,966
Capital reduction during the period	(96,000)	(86,637)
SHARE CAPITAL AT END OF PERIOD, MADE UP OF ORDINARY SHARES WITH A PAR VALUE OF €0.06 EACH OVER THE TWO PERIODS	**8,731,329**	**8,827,329**
Treasury stock	92,993	123,685
TOTAL SHARE CAPITAL NET OF TREASURY STOCK	**8,638,337**	**8,703,644**

Shares registered on behalf of the same holder for at least two years have double voting rights.

Capital structure at December 31, 2022

Compagnie Plastic Omnium SE's share capital was reduced on September 1, 2022 through the cancelation of 1,600,000 treasury shares decided by the Board of Directors on July 20, 2022.

The transaction reduced the number of shares comprising the share capital from 147,122,153 shares with a par value of €0.06 to 145,522,153 shares.

At December 31, 2022, Compagnie Plastic Omnium SE's share capital amounted to €8,731,329.18 comprising 145,522,153 shares with a par value of €0.06 per share.

Treasury stock amounted to 1,549,878 shares, *i.e.* 1.07% of the share capital, compared to 2,061,413 shares, or 1.40% of the share capital at December 31, 2021.

Capital structure at December 31, 2021

At December 31, 2021, Compagnie Plastic Omnium's share capital was made up of shares with a par value of €0.06, bringing the Company's share capital to €8,827,329.18, with 2,061,413 treasury shares, representing 1.40% of the share capital, compared with 2,834,235 shares, representing 1.91% of the share capital at December 31, 2020.

5.2.1.2 VOTING RIGHTS OF THE MAIN SHAREHOLDER BURELLE SA IN COMPAGNIE PLASTIC OMNIUM SE

The voting rights of the main shareholder Burelle SA over the reference periods are presented below:

	December 31, 2022	December 31, 2021
Voting rights of Burelle SA before elimination of treasury shares	73.78%	73.28%

5.2.1.3 NOTE TO THE STATEMENT OF OTHER COMPREHENSIVE INCOME – NET PROFIT (LOSS) OF THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT COMPAGNIE PLASTIC OMNIUM SE

Net profit (loss) of the period

Net profit (loss) of the period attributable to owners of the parent amounted to:

- €101,654 thousand at December 31, 2022;
- €76,076 thousand at December 31, 2021.

Net other comprehensive income of the period

Net other comprehensive income of the period attributable to owners of the parent amounted to:

- €121,508 thousand at December 31, 2022;
- €115,455 thousand at December 31, 2021.

5.2.1.4 BREAKDOWN OF "OTHER RESERVES" IN THE CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of euros	Actuarial gains/ (losses) relating to defined-benefit plans	Cash-flow hedges – interest rate instruments	Cash-flow hedges – currency instruments	Fair value adjustments	Retained earnings and other reserves	Attributable to owners of the parent
AT JANUARY 1, 2021	**(65,072)**	**(1,389)**	**11**	**24,863**	**2,282,672**	**2,241,085**
Movements in 2021	11,883	193	(301)	12,532	(355,497)	(331,190)
AT DECEMBER 31, 2021	**(53,189)**	**(1,196)**	**(290)**	**37,395**	**1,927,175**	**1,909,895**
Movements in 2022	23,334	193	482	(11,120)	(169,690)	(156,801)
AT DECEMBER 31, 2022	**(29,855)**	**(1,003)**	**192**	**26,275**	**1,757,485**	**1,753,094**

5.2.1.5 BREAKDOWN OF "CHANGES IN THE SCOPE OF CONSOLIDATION AND RESERVES" IN THE "CONSOLIDATED STATEMENT OF CHANGES IN EQUITY"

The acquisitions of the 2022 fiscal year, "AMLS Osram", "Actia Power" and "VLS", are fully consolidated at 100%.

Only the Group's acquisition of the last third of HBPO GmbH gives rise to a change in scope through the transfer of non-controlling interests to the Group Share.

	Shareholders' equity		
In thousands of euros	Attributable to owners of the parent	Attributable to non-controlling interests	Total shareholders' equity
CHANGES IN THE SCOPE OF CONSOLIDATION AT DECEMBER 31, 2021	**-**	**-**	**-**
Acquisition of the final third of HBPO:[1]			
Acquisition from Hella of the final third of HBPO GmbH	(243,124)	(38,544)	(281,667)
Increase by integration of the Hella partner's stake in SHB Automobile Modules Co Ltd, consolidated by the equity method	6,270	-	6,270
CHANGES IN THE SCOPE OF CONSOLIDATION AT DECEMBER 31, 2022	**(236,854)**	**(38,544)**	**(275,398)**

(1) See Note 2.2.2.1 "Acquisition by Plastic Omnium of the final third of HBPO from Hella on December 12, 2022, bringing the Group stake to 100%" in the "Other significant events of the period".

5.2.2 Dividends approved and paid by Compagnie Plastic Omnium SE

Amounts in thousands of euros *Dividends per share in euros* *Number of shares in units*	December 31, 2022 Number of shares in 2021	December 31, 2022 Dividend	December 31, 2021 Number of shares in 2020	December 31, 2021 Dividend
Dividends per share *(in euros)*		0.28(1)		0.49(1)
Total number of shares outstanding on the dividend payment date	147,122,153		147,122,153(2)	
Total number of shares outstanding at the end of the previous year	147,122,153		148,566,107	
Total number of shares held in treasury on the dividend payment date	2,172,481(3)		1,637,740(3)	
Total number of shares held in treasury at year-end (for information)	2,061,413(3)		2,834,235(3)	
Dividends on ordinary shares		41,194		72,090
Dividends on treasury stock (unpaid)		(608)(2)		(803)(2)
TOTAL NET DIVIDENDS		**40,586**		**71,287**

(1) In fiscal year of 2022, Compagnie Plastic Omnium paid a dividend of €0.28 per share on the fiscal year 2021 net profit, versus €0.49 per share at December 31, 2021 on the fiscal year 2020 net profit.

(2) Share capital reduction of Compagnie Plastic Omnium SE by cancelling 1,443,954 treasury shares on February 17, 2021, bringing the number of shares to 147,122,153.

*(3) **At December 31, 2022:** 2,061,413 treasury shares were taken into account at December 31, 2021 to determine the provisional total dividend. The number of treasury shares at the time of the dividend's payment during the first-half of 2022 amounted to 2,172,481 shares, increasing the dividends attached to these shares from €577 thousand to €608 thousand.*

***At December 31, 2021:** 2,834,235 treasury shares were taken into account at December 31, 2020 to determine the provisional total dividend. The number of treasury shares at the time of the dividend's payment during the first half of 2021 amounted to 1,637,740 shares, decreasing the dividends attached to these shares from €1,389 thousand to €803 thousand.*

Distribution of a dividend of €0.39 per share in respect of 2022 (total amount of €56,754 thousand corresponding to 145,522,153 outstanding shares before subtracting treasury shares at December 31, 2022) will be proposed to the Combined Shareholders' Meeting on April 26, 2023.

5.2.3 Share-based payments

STOCK OPTIONS PLAN

2021 and 2022: no new stock option plans were introduced in the 2021 and 2022 fiscal years.

FREE SHARE AWARD PLAN

Plan of May 2, 2019

A performance share grant (valued using IFRS 2 accounting principles) was awarded by the Board of Directors of February 19, 2019 to employees and executive corporate officers of Compagnie Plastic Omnium, related companies, or groups linked to Compagnie Plastic Omnium, subject to performance conditions and with a four-year vesting period.

Plan of December 11, 2020

A performance share grant was awarded by the Board of Directors of December 11, 2020, with retroactive effect from April 30, 2020, to employees and executive corporate officers of Compagnie Plastic Omnium, related companies, or groups linked to Compagnie Plastic Omnium, subject to performance conditions and with a four-year vesting period ending on April 30, 2024.

Plan of April 23, 2021

A performance share grant was awarded by the Board of Directors of February 17, 2021, to executive corporate officers of Compagnie Plastic Omnium (two beneficiaries), with a four-year vesting period ending on April 23, 2025.

Plan of April 22, 2022

A performance share grant was awarded by the Board of Directors of February 17, 2022, to executive corporate officers of Compagnie Plastic Omnium (two beneficiaries), with a three-year vesting period ending on April 22, 2025 at the end of the General Meeting of Shareholders in 2025 called to approve the 2024 financial statements.

The main assumptions used for the valuation of the plans using the principles of IFRS 2 are provided in the following tables:

Valuation of April 22, 2022 plan *In euros* *In units for the number of shares*	**Valuation of the number of shares awarded and valuation on April 22, 2022**		
	Initial	**Renunciations in 2022**	**Final positions**
Number of shares allocated to the performance share plan	95,602 shares	0 share	95,602 shares
Market conditions	Not subject to market conditions		
Beneficiaries	Executive corporate officers		
Number of beneficiaries	2		
Plastic Omnium share price at the performance plan award date	€15.58		
Average value of one share	€14.00		
Number of shares that may be awarded after application of an employee turnover rate	95,602		
Estimated overall cost of the plan on the award date – (Accounting expense with adjustment to reserves)	€1,338,428		

The overall cost of the plan was valued at the time of its implementation for the December 31, 2022 financial statements. The overall expense amounts to €1,338,428, amortized on a straight-line basis over the three-year vesting period, of which €310,466 at December 31, 2022 (for an annual expense of €446,143).

The performance share plan is subject to a 20% social security contribution for the employer, as a French subsidiary. This contribution is due the month following the date of vesting by the beneficiary in 2025. It is the subject of a provision for expenses, calculated on the nominal value of the shares according to the market price at the award date, spread over the term of the plan, *i.e.* three years. As of December 31, 2022, the provision for expenses in this regard, amounted to €1,271 thousand.

THE 2022 LONG-TERM INCENTIVE PLAN FOR PERMANENT MEMBERS OF THE EXECUTIVE COMMITTEE AND NON-CORPORATE OFFICERS

The Group set up a Long-term Incentive Plan for the permanent members of the Executive Committee over the period, with the aim of involving them in the creation of long-term value, as regards the challenges of competitiveness and attractiveness for Compagnie Plastic Omnium SE, and the Group.

An Allocation corresponds to the right, granted unilaterally by Compagnie Plastic Omnium SE and the Group to a beneficiary, to receive deferred variable compensation in cash corresponding to the unit value of a "Phantom Share", subject to compliance with the conditions of presence and performance.

The allocation budget for Phantom Shares is set at 30% of the beneficiary's fixed annual base salary on the allocation date. The Plan is applicable each year, but it may not be combined with any other plans (such as stock option plans, free share plans, performance shares, etc.) in the same year.

The dates associated with the 2022 plan are:

- allocation date: May 18, 2022;
- acquisition date: May 17, 2025.

The estimated total expense amounts to €1,117 thousand. It is amortized on a straight-line basis over the three-year vesting period, of which €232 thousand at December 31, 2022 (for an annual expense of €373 thousand).

This plan is subject to a 50% social security contribution for the employer, a French subsidiary. This contribution is due the month following the date of vesting by the beneficiary in 2025. It is the subject of a provision for expenses, calculated on the basis of the average value of the share over the last 20 trading days preceding the allocation date, *i.e.* €15.3135, with a 100% achievement rate, spread over the duration of the plan, *i.e.* three years. As of December 31, 2022, the provision for expenses recognized in this regard, amounted to €349 thousand.

OUTSTANDING OPTIONS AT THE END OF THE FISCAL YEAR AND EXPENSE FOR THE PERIOD OF OPTION PLANS

The vesting period of the various plans is between three and four years.

Outstanding options Stock options *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases: Options granted during the fiscal year	Decreases: Options forfeited during the fiscal year	Decreases: Options exercised during the fiscal year	Cost for the period	Options outstanding at December 31, 2022: Total	Options outstanding at December 31, 2022: Of which, options exercisable at December 31, 2022
August 6, 2015 plan								
Number of options	591,840			(591,840)			-	None
Share price at the grant date	26.33						-	-
Exercise price	24.72						-	-
Term	7 years						-	-
Unrecognized cost at period-end	-						-	-
Remaining life	0.6 year						-	-

Outstanding options Stock options *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases: Options granted during the fiscal year	Decreases: Options forfeited during the fiscal year	Decreases: Options exercised during the fiscal year	Cost for the period	Options oustanding at December 31 2022: Total	Options oustanding at December 31 2022: Of which, options exercisable at December 31, 2022
March 10, 2017 plan								
Number of options	302,500			(21,000)			281,500	281,500
Share price at the grant date	33.71						33.71	-
Exercise price	32.84						32.84	-
Term	7 years						7 years	-
Unrecognized cost at period-end	-						-	-
Remaining life	2.2 years						1.2 year	-

Outstanding options Performance share plan *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases	Decreases		Cost for the period	Options outstanding at December 31, 2022	
			Options granted during the fiscal year	Options forfeited during the fiscal year	Options exercised during the fiscal year		Total	Of which, options exercisable at December 31, 2022
May 2, 2019 plan								
Number of shares allocated to the plan	319,953	(33,567)[2]					286,386	None
Number of shares after application of the real abandons for the valuation of the fiscal year expenses [1]	221,130			(47,890)			173,240	-
Share price at the grant date	26.65						26.65	-
Average share value	23						23.00	-
Term	4 years						4 years	-
Unrecognized cost at period-end	1,968,340			(1,374,480)		(261,817)	332,043	-
Remaining life	1.3 year						0.3 year	-

(1) Used to determine "Diluted earnings per share".

(2) The adjustment corresponds to the transfer of 33 567 shares canceled as part of the capital reduction of Company Plastic Omnium SE as of September, 1, 2022. See Note 2.2.1.1 in "Significant events of the period".

Outstanding options Performance share plan *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases	Decreases		Cost for the period	Options outstanding at December 31, 2022	
			Options granted during the fiscal year	Options forfeited during the fiscal year	Options exercised during the fiscal year		Total	Of which, options exercisable at December 31, 2022
December 11, 2020 plan [1]								
Number of shares	228,373						228,373	None
Number of shares after application of the headcount turnover rate (22%) applied to the Plan concerning the employees [2]	188,113						188,113	-
Share price at the grant date	17.36						17.36	-
Average share value	15						15.00	-
Term	4 years						4 years	-
Unrecognized cost at period-end	1,645,988					(705,424)	940,564	-
Remaining life	2.3 years						1.3 year	-

(1) The December 11, 2020 plan has retroactive effect from April 30, 2020.

(2) Used to determine "Diluted earnings per share".

Outstanding options **Performance share plan** *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases: Options granted during the fiscal year	Decreases: Options forfeited during the fiscal year	Decreases: Options exercised during the fiscal year	Cost for the period	Options outstanding at December 31, 2022: Total	Options outstanding at December 31, 2022: Of which, options exercisable at December 31, 2022
April 23, 2021 plan								
Number of shares	45,947						45,947	None
Number of shares after application of the headcount turnover rate (22%) applied to the Plan concerning the employees [1]	45,947						45,947	-
Share price at the grant date	29.88						29.88	-
Average share value	27.92						27.92	-
Term	4 years						4 years	-
Unrecognized cost at period-end	1,063,884					(321,934)	741,950	-
Remaining life	3.3 years						2.3 years	-

(1) Used to determine "Diluted earnings per share".

Outstanding options **Performance share plan** *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases: Options granted during the fiscal year	Decreases: Options forfeited during the fiscal year	Decreases: Options exercised during the fiscal year	Cost for the period	Options outstanding at December 31, 2022: Total	Options outstanding at December 31, 2022: Of which, options exercisable at December 31, 2022
April 22, 2022 plan								
Number of shares			95,602				95,602	None
Number of shares after application of the headcount turnover rate (22%) applied to the Plan concerning the employees [1]			95,602				95,602	-
Share price at the grant date			15.58				15.58	-
Average share value			14.00				14.00	-
Term			3 years				3 years	-
Unrecognized cost at period-end			1,338,428			(310,466)	1,027,962	-
Remaining life			3 years				2.3 years	-
TOTAL EXPENSE FOR THE FISCAL YEAR						**(1,599,641)**	**EUROS**	**-**

(1) Used to determine "Diluted earnings per share".

A summary of the items related to the 2022 Long Term Incentive Plan for permanent members of the Executive Committee and non-corporate officers is provided below. This is a provision for charges:

Long term incentive plan non-corporate officers of the Executive Committee *In euros* *In units for the number of options*	Options outstanding at January 1, 2022	Revaluations/ adjustments	Increases: Options granted during the fiscal year	Decreases: Options forfeited during the fiscal year	Decreases: Options exercised during the fiscal year	Cost for the period	Options outstanding at December 31, 2022: Total	Options outstanding at December 31, 2022: Of which, options exercisable at December 31, 2022
May 18, 2022 plan								
Share price at the grant date			15.98				15.98	-
Average share value			15.31				15.31	-
Term			3 years				3 years	-
Unrecognized provision for expense at period-end			1,117,292			(232,429)	884,863	-
Remaining life			3 years				2.4 years	-
TOTAL PROVISION FOR EXPENSE OF THE FISCAL YEAR						**(232,429)**	**EUROS**	**-**

5.2.4 Provisions

In thousands of euros	Dec. 31, 2021	Allocations	Utilizations	Releases of surplus provisions	Reclassifications	Actuarial gains/ (losses)	Changes in scope of consolidation (deroconsolidation)	Translation adjustment	Dec. 31, 2022
Customer warranties	29,532	30,219	(13,988)	(2,896)	(1,112)	-	3,904	65	45,724
Reorganization plans [1]	24,579	7,430	(13,868)	(1,570)	-	-	-	(38)	16,533
Provisions for taxes and tax risks	4,656	491	-	(2,441)	(214)	-	-	89	2,581
Contract risks	22,542	4,248	(9,426)	(6,153)	2,317	-	3,371	(67)	16,832
Provisions for claims and litigation	10,230	719	(959)	(1,100)	-	-	39	183	9,112
Other	6,514	5,019	(2,188)	(336)	(938)	-	9,042	(24)	17,089
PROVISIONS	**98,055**	**48,126**	**(40,429)**	**(14,496)**	**53**	**-**	**16,356**	**208**	**107,873**
Provisions for pensions and other post employment benefits [2]	86,552	10,250	(5,040)	-	-	(31,763)	10,357	984	71,341
TOTAL	**184,607**	**58,376**	**(45,469)**	**(14,496)**	**53**	**(31,763)**	**26,713**	**1,192**	**179,214**

(1) Provisions for reorganization (utilizations as well as allocations during the period) mainly concerned significant restructurings in the "Industries" segment in Germany, in France and Belgium.

(2) The impact of actuarial gains/(losses) during the period is mainly explained by the increase in the discount rates in the two main regions i.e. Europe (up from 0.90% to 3.75%) and the United States (up from 2.73% to 5.02%).

In thousands of euros	Dec. 31, 2020	1st time application of IFRIC June 2021 – IAS 19[1]	Jan. 1, 2021	Allocations	Utilizations	Releases of surplus provisions	Reclassifications	Actuarial gains/(losses)[3]	Change in scope of consolidation (deconsolidation)	Translation adjustment	Dec. 31, 2021
Customer warranties	28,713	-	28,713	21,719	(13,118)	(7,331)	(709)	-	-	258	29,532
Reorganization plans [2]	48,266	-	48,266	3,520	(27,219)	-	-	-	-	12	24,579
Provisions for taxes and tax risks	954	-	954	4,049	(387)	-	(43)	-	-	83	4,656
Contract risks	22,262	-	22,262	14,008	(8,908)	(4,958)	(99)	-	-	237	22,542
Provisions for claims and litigation	11,269	-	11,269	1,222	(1,692)	(639)	-	-	-	70	10,230
Other	7,348	-	7,348	1,617	(2,125)	(193)	(131)	-	-	(2)	6,514
PROVISIONS	**118,814**	**-**	**118,814**	**46,135**	**(53,449)**	**(13,121)**	**(982)**	**-**	**-**	**658**	**98,055**
Provisions for pensions and other post-employment benefits	100,331	(3,466)	96,865	11,433	(10,025)	-	-	(13,361)	4	1,636	86,552
TOTAL	**219,145**	**(3,466)**	**215,679**	**57,568**	**(63,474)**	**(13,121)**	**(982)**	**(13,361)**	**4**	**2,294**	**184,607**

(1) See the 2021 annual report, Notes 1.1 "Accounting standards applied", 1.4.2 "Provisions for pensions and other post-employment benefits" and 5.2.5 "Provisions for pensions and other post-employment benefits".

(2) The utilization of reorganization provisions mainly concerned significant restructurings in Germany and Belgium in the "Industries" segment.

(3) The decrease in actuarial gains/(losses) during the period was mainly explained by the increase in the discount rate in the two main regions i.e. Europe (up from 0.35% to 0.90%) and the United States (up from 2.46% to 2.73%).

5.2.5 Provisions for pensions and other post-employment benefits

Post-employment benefits

The generic term "post-employment benefits" covers both pension and other employee benefits.

Provisions for pensions

Provisions for pensions mainly concern:

- end of career benefits;
- supplementary pension plans; and
- healthcare coverage plans.

In France, social benefits relate to supplementary pension plans only for executive corporate officers and end-of-career benefits ("IFC"). Supplementary pension plans, when they related to the other geographical regions, concern all employees.

2021 Fiscal year

A supplementary defined-benefit pension plan with certain rights was set up within Plastic Omnium Gestion in December 2021, with retroactive effect from January 1, 2020. Under this new plan, pension rights are not conditional on the completion of the participants' careers in the Group. The beneficiaries are all corporate officers and employees of Plastic Omnium Gestion whose employment corresponds to coefficient 940 of the National Collective Agreement for the Plastics Industry from the implementation of this new plan until the valuation date, subject to having completed a minimum of three years' service with the companies offering the scheme and being under 60 years of age on January 1, 2020.

The implementation of this new plan was accompanied by a modification of the existing plan so that the sum of these two pensions cannot exceed 10% of the reference compensation at the time of retirement.

2022 Fiscal year

Given the significant increase in discount rates, inflation and salary increases in certain regions, the Group carried out a comprehensive assessment of liabilities related to post-employment benefits classified as defined-benefit pensions.

Plans for the payment of healthcare costs mainly concern the North America region (United States).

Other long-term employee benefits

Other long-term employee benefits cover long-service awards and other service awards within the Group.

Post-employment benefit plans are subject to the regulations applicable in each country. The benefits recognized in the financial statements are therefore not a function of the number of employees by region.

The regions identified and presented are those for which the regulations are consistent, allowing data to be aggregated. Where no such aggregation is possible, no reference actuarial rate is given, as a mismatch in the parameters does not enable an average to be calculated. Similarly, sensitivity tests are carried out on significant, homogeneous data and by region.

5.2.5.1 ACTUARIAL ASSUMPTIONS

The increase in discount rates in 2022 led the Group to revalue its employee-related commitments for the Euro zone and the United States. The rates used at December 31, 2022 were respectively:

- 3.75% for the Euro zone (0.90% at December 31, 2021);
- 5.02% for the United States (2.73% at December 31, 2021).

The main significant actuarial assumptions used to value post-retirement and long-term benefits are the following:

	December 31, 2022		December 31, 2021	
	France	United States	France	United States
	Managers and non-managers		Managers and non-managers	
Minimum age for receiving a full pension	60-62 years	65 years	60-62 years	65 years
Age from which no reduction applies	65-67 years		65-67 years	
Annual discount rate – post-employment benefits	3.75%	5.02%	0.90%	2.73%
Annual discount rate – long-service awards	3.55%		0.60%	
Inflation rate	2.25%		1.70%	
Rate of future salary increases	M = 2.25% to 5.25% NM= 2.25% to 3.25%	3.50%	2.70%	3.50%
Rate of increase in healthcare costs				
For those under 65 years old		7.00%		7.25%
For those over 65 years old		4.75%		4.75%
Expected long-term rate of return on pension plan assets	3.75%	5.02%	0.90%	2.73%

ANNUAL DISCOUNT RATE OF POST-EMPLOYMENT BENEFITS

The Group uses, as a reference, the rate of bonds issued by good quality (AA) commercial and industrial companies and with maturity equal to the length of the commitment being valued.

INFLATION RATES

In France, benefits are linked to inflation rates. The impact of inflation rates is not material in the United States.

AVERAGE RATE OF FUTURE SALARY INCREASES

The average rates of future salary increases are weighted between “managers” and “non-managers” and the age of employees.

EXPECTED LONG-TERM RATE OF RETURN ON PENSION PLAN ASSETS

These rates are based on long-term market forecasts and take account of each plan’s asset allocation.

For other foreign subsidiaries, rate differentials are determined based on local conditions.

5.2.5.2 CHANGES IN BALANCE SHEET COMMITMENTS AND BENEFIT COSTS CORRESPONDING TO DEFINED-BENEFIT PLANS

The balance sheet amounts for these benefits are as follows:

	Post-employment benefit plans			Other long-term benefits			Total		
In thousands of euros	**Dec. 31, 2022**	**Dec. 31, 2021**	**Dec. 31, 2020**	**Dec. 31, 2022**	**Dec. 31, 2021**	**Dec. 31, 2020**	**Dec. 31, 2022**	**Dec. 31, 2021**	**Dec. 31, 2020**
Projected benefit obligation at December 31	**177,713**	**176,400**	**172,547**	**3,746**	**3,768**	**3,691**	**181,459**	**180,168**	**176,238**
1st – time application of IFRIC June 2021 – IAS 19[1]	-	(3,466)	-	-	-	-	-	(3,466)	-
Projected benefit obligation at January 1	**177,713**	**172,934**	**172,547**	**3,746**	**3,768**	**3,691**	**181,459**	**176,702**	**176,238**
Service cost	9,729	7,066	6,857	355	353	285	10,084	7,419	7,142
Interest cost	3,694	2,838	2,980	32	19	15	3,726	2,857	2,995
Curtailments, settlements and other	(5)	(862)	(2,409)	-	(281)	-	(5)	(1,143)	(2,409)
Actuarial gains and losses	(48,929)	(6,821)	9,835	(563)	196	-	(49,492)	(6,625)	9,835
Of which, experience adjustments	*1,155*	*(838)*	*(1,042)*	*191*	*147*	*(158)*	*1,346*	*(691)*	*(1,200)*
Benefits paid from plan assets	(2,177)	(1,553)	(786)	-	(27)	5	(2,177)	(1,580)	(781)
Benefits paid by the Company	(2,888)	(2,402)	(4,792)	(303)	(331)	(180)	(3,191)	(2,733)	(4,972)
Change in scope	27,271	-	-	2,388	-	-	29,659	-	-
Translation adjustment	5,292	6,513	(7,832)	42	49	(48)	5,334	6,562	(7,880)
Projected benefit obligation at December 31	**169,700**	**177,713**	**176,400**	**5,697**	**3,746**	**3,768**	**175,397**	**181,459**	**180,168**
Change in projected benefit obligation	*(8,013)*	*1,313*	*3,853*	*1,951*	*(22)*	*77*	*(6,062)*	*1,291*	*3,930*
Fair value of plan assets at January 1	**94,907**	**79,628**	**68,568**	**-**	**209**	**-**	**94,907**	**79,837**	**68,568**
Return on plan assets	2,251	1,568	1,546	-	-	-	2,251	1,568	1,546
Employee and employer contributions	2,990	3,406	11,711	-	-	-	2,990	3,406	11,711
Actuarial gains and losses	(17,729)	6,735	5,966	-	-	209	(17,729)	6,735	6,175
Benefit payments funded by plan assets	(2,015)	(1,565)	(3,355)	-	-	-	(2,015)	(1,565)	(3,355)
Change in scope	19,302	-	-	-	-	-	19,302	-	-
Reclassifications	-	209	-	-	(209)	-	-	-	-
Translation adjustment	4,350	4,926	(4,808)	-	-	-	4,350	4,926	(4,808)
Fair value of plan assets at December 31	**104,056**	**94,907**	**79,628**	**-**	**-**	**209**	**104,056**	**94,907**	**79,837**
Change in fair value of plan assets	*9,149*	*15,279*	*11,060*	-	*(209)*	*209*	*9,149*	*15,070*	*11,269*
EXCESS OF PROJECTED BENEFIT OBLIGATION OVER PLAN ASSETS = NET PROVISION RECORDED IN THE BALANCE SHEET	**65,644**	**82,806**	**96,772**	**5,697**	**3,746**	**3,559**	**71,341**	**86,552**	**100,331**
of which France	37,540	45,305	47,473	2,349	2,433	2,252	39,889	47,738	49,725
of which Europe excluding France	3,110	7,368	10,651	2,222	462	747	5,332	7,830	11,398
of which United States	6,798	15,711	25,458	1,096	732	560	7,894	16,443	26,018
of which other regions	18,196	14,422	13,190	30	119	-	18,226	14,541	13,190

(1) See Notes 1.1 "Accounting standards applied", 1.4.2 "Provisions for pensions and similar" and 5.2.4 "Provisions".

The actuarial debt partially hedged by assets amounted to €120,777 thousand at December 31, 2022, including €17,199 thousand for French plans and €63,548 thousand for the United States. At December 31, 2021, it amounted to €122,782 thousand, including €18,682 thousand for France and €83,737 thousand for the United States.

OVER THE TWO PERIODS 2022 AND 2021

The decrease in the actuarial debt partially hedged by assets is due to the increase in discount rates in the two regions of Europe and the United States despite the inclusion in 2022 of three new acquisitions in the 2nd half-year (of which the actuarial debt partially hedged by assets amounts to €21,079 thousand).

	December 31, 2022		December 31, 2021		December 31, 2020	
	France	United States	France	United States	France	United States
Changes in interest rates	3.75%	5.02%	0.90%	2.73%	0.35%	2.46%

5.2.5.3 ANALYSIS OF NET OBLIGATIONS BY REGION

Details of net obligations by region are presented in the table below:

	December 31, 2022				December 31, 2021			
In thousands of euros	France	Europe excluding France	United States	Other	France	Europe excluding France	United States	Other
Post-employment benefit plan								
Indemnity payable on retirement	35,625	4,579	-	15,578	42,703	2,764	-	14,214
Supplementary pension plans	1,915	(1,469)	4,126	2,357	2,602	4,604	12,115	-
Healthcare plans			2,672	261			3,595	208
Total post-employment benefit obligations	**37,540**	**3,110**	**6,798**	**18,196**	**45,305**	**7,368**	**15,711**	**14,422**
Other long-term benefits	2,349	2,222	1,096	30	2,433	462	732	119
Total Other post-employment benefit obligations	**2,349**	**2,222**	**1,096**	**30**	**2,433**	**462**	**732**	**119**
NET OBLIGATIONS RECOGNIZED IN THE BALANCE SHEET	**39,889**	**5,332**	**7,894**	**18,226**	**47,738**	**7,830**	**16,443**	**14,541**

	December 31, 2022		December 31, 2021	
	France	United States	France	United States
Average maturity of obligations *(in years)*	10	14	12	19
Amount of obligations *(in thousands of euros)*	35,375	63,247	58,657	83,737
of which:				
Retirement obligations	-	16,398	-	15,458
Vested deferred obligations	-	15,791	-	21,269
Active obligations	35,375	31,057	58,657	47,010

5.2.5.4 SENSITIVITY TESTS ON RETIREMENT OBLIGATIONS

The retirement obligation sensitivity tests on the main external variable, the discount rate, in 2022 and in 2021 show the following impacts:

	December 31, 2022					December 31, 2021				
		Increase		Decrease			Increase		Decrease	
		+0.25%		-0.25%			+0.25%		-0.25%	
In thousands of euros	Basis	Amount	%	Amount	%	Basis	Amount	%	Amount	%
France										
Effect on service cost and interest cost	7,806	6,805	-12.82%	7,064	-9.51%	7,371	6,448	-12.53%	6,689	-9.26%
Effect on projected benefit obligation	50,221	48,594	-3.24%	50,972	1.49%	57,172	55,658	-2.65%	58,750	2.76%
United States										
Effect on service cost and interest cost	3,101	3,102	0.03%	3,079	-0.70%	1,926	1,998	3.74%	1,843	-4.30%
Effect on projected benefit obligation	63,548	61,338	-3.48%	65,595	3.22%	83,470	79,699	-4.52%	87,430	4.74%

5.2.5.5 CHANGES IN NET BALANCE SHEET BENEFIT POSITIONS

Changes in net balance sheet positions related to the full range of benefits are as follows:

	Post-employment benefit plans			Other long-term benefits			Total		
In thousands of euros	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020
Net projected benefit obligation at December 31	**82,806**	**96,772**	**103,979**	**3,746**	**3,559**	**3,691**	**86,552**	**100,330**	**107,670**
1st – time application of IFRIC June 2021 – IAS 19(1)	**-**	**(3,466)**	**-**	**-**	**-**	**-**	**-**	**(3,466)**	**-**
Net projected benefit obligation at January 1	**82,806**	**93,306**	**103,979**	**3,746**	**3,559**	**3,691**	**86,552**	**96,864**	**107,670**
Expense/income for the year									
Service cost	9,729	7,066	6,857	355	353	285	10,084	7,419	7,142
Curtailments, settlements and other	(5)	(862)	(2,409)	-	(281)	-	(5)	(1,143)(1)	(2,409)
Benefits paid by the Company	(2,888)	(2,402)	(4,792)	(303)	(331)	(180)	(3,191)	(2,733)	(4,972)
Actuarial gains and losses	-	-	-	(563)	-	-	(563)	-	-
Benefit payments funded by assets	(162)	12	2,569	-	(27)	5	(162)	(15)	2,574
Employee and employer contributions	(2,990)	(3,406)	(11,711)	-	-	-	(2,990)	(3,406)	(11,711)
NET NON-RECURRING POST-EMPLOYMENT BENEFIT PLAN COSTS RECORDED IN OPERATING EXPENSES	**3,684**	**408**	**(9,486)**	**(511)**	**(286)**	**110**	**3,173**	**122**	**(9,376)**
Interest cost	3,694	2,838	2,980	32	19	15	3,726	2,857	2,995
Expected return on plan assets	(2,251)	(1,568)	(1,546)	-	-	-	(2,251)	(1,568)	(1,546)
INTEREST COSTS OF POST-EMPLOYMENT BENEFIT OBLIGATIONS (2)	**1,443**	**1,270**	**1,434**	**32**	**19**	**15**	**1,475**	**1,289(1)**	**1,449**
Balance sheet impact									
Change in scope	7,969	-	-	2,388	-	-	10,357	-	-
Reclassification	-	(209)	-	-	209	-	-	-	-
Actuarial gains and losses	(31,200)	(13,556)	3,868	-	196	(209)	(31,200)	(13,360)	3,659
Translation adjustment	942	1,587	(3,023)	42	49	(48)	984	1,636	(3,071)
BALANCE SHEET IMPACT	**(22,289)**	**(12,178)**	**845**	**2,430**	**454**	**(257)**	**(19,859)**	**(11,724)**	**588**
NET PROJECTED BENEFIT OBLIGATION AT DECEMBER 31	**65,644**	**82,806**	**96,772**	**5,697**	**3,746**	**3,559**	**71,341**	**86,552**	**100,331**

(1) See Notes 1.1 "Accounting standards applied", 1.4.2 "Provisions for pensions and other post employment benefits" and 5.2.4 "Provisions".

(2) See "Interest on post-employment benefit obligations" in Note 4.7 "Net financial income (expense)".

5.2.5.6 HEALTHCARE COST SENSITIVITY TESTS IN THE UNITED STATES

The following table shows the impact of a 1-point change in the rate of increase of healthcare costs in the United States.

	December 31, 2022		December 31, 2021	
In thousands of euros	**Increase**	**Decrease**	**Increase**	**Decrease**
Effect on provisions	296	(347)	506	(614)

5.2.5.7 BREAKDOWN OF PLAN ASSETS BY CATEGORY

The plan assets at fair value break down by category as follows:

In thousands of euros	December 31, 2022	December 31, 2021
Equities	43,038	53,011
Bonds	22,677	24,219
Real estate	873	919
Banks and Insurance	26,225	16,692
Other	11,243	66
TOTAL	**104,056**	**94,907**

5.2.5.8 CONTRIBUTIONS PAID IN RESPECT OF DEFINED-CONTRIBUTION PLANS

Contributions paid in respect of defined-contribution plans amount to €14,595.2 thousand in 2022 compared with €10,195.8 thousand in 2021.

5.2.6. Current and non-current borrowings

5.2.6.1 DEFINITION OF DEBT WITHIN THE GROUP

Net debt is an important notion for the day-to-day management of Plastic Omnium's treasury cash. It is used to determine the Group's debit or credit position in relation to third parties and outside of the operating cycle. Net debt is determined as:

- long-term borrowings:
  - drawdowns on lines of credit,
  - private placement notes,
  - bonds;
- minus loans, negotiable debt securities and other long-term financial assets;
- plus short-term loans;
- plus overdraft facilities; and
- minus cash and cash equivalents.

5.2.6.2 BORROWINGS: PRIVATE PLACEMENT NOTES AND BONDS

IN 2022

A new €400 million *Schuldschein* private placement:

On May 24, 2022, the Group completed a *Schuldschein* private placement, without covenants, for €400 million (divided into six tranches with different terms and interest rates). See Note 2.2.6.1 in "Other significant events of the period".

- maturities: 3, 5 and 7 years;
- fixed rate portion: €159 million;
- floating rate portion: €241 million.

December 31, 2022	***Schuldschein* private placement of May 24, 2022**[1]		
Issue – Fixed rate *(in euros)*	15,000,000	36,000,000	108,000,000[1]
Issue – variable rate *(in euros)*	80,000,000	139,000,000	22,000,000[1]
Interest rate/annual coupon	2.8%	3.1%	2.9%
Investors	Foreign investors (German, Swiss, Slovak etc.) and French No covenant or rating obligations		
Maturity	May 23, 2025	May 24, 2027	May 23, 2029

(1) See also Note 2.2.6.1 in the "Other significant events of the period".

Partial repayment of the *Schuldschein* issued on June 16, 2016:

In parallel with the *Schuldschein* private placement transaction issued on May, 24, 2022, the Group repaid €141 million on the *Schuldschein* of June 16, 2016 issued for a total amount of €300 million, which was due on June 17, 2023.

Excluding the *Schuldschein* private placement transaction issued on May, 24, 2022, the main terms of the bonds and private placements as at December 31, 2022 are summarized in the following table:

December 31, 2022	***Schuldscheindarlehen* private placement of June 16, 2016**	**Private placement bond issue of June 26, 2017**	***Schuldscheindarlehen* private placement of December 21, 2018**
Issue – Fixed rate *(in euros)*	159,000,000[1]	500,000,000	300,000,000
Issue – variable rate *(in euros)*			
Interest rate/annual coupon	1.478%	1.250%	1.632%
Investors	International (Asian, German, Dutch, Swiss, Luxembourg, Belgian) and French investors	European investors	International (German, Chinese, Belgian, Swiss, Austrian and French investors
	No covenant or rating obligations		
Maturity	June 17, 2023	June 26, 2024	December 21, 2025

(1) Early reimbursement during the first half 2022, of an amount of €141 million, on the initial amount of the placement of €300 million.

5.2.6.3 BANK LOANS

Compagnie Plastic Omnium has not made any new drawdowns in 2022 compared to December 31, 2021. It retains the same lines as those negotiated on December 31, 2021.

5.2.6.4 SHORT-TERM BORROWINGS: ISSUANCE OF "NEGOTIABLE EUROPEAN COMMERCIAL PAPER" (NEU-CP)

The Group increased its Negotiable European Commercial Paper (Neu-CP) outstandings over 2022.

The characteristics are presented in the table below:

December 31, 2022	Neu-CP during the period
Issuance *(in euros)*	508,500,000
Investors	European investors
Maturity	Less than 1 year

5.2.6.6 CONFIRMED MEDIUM-TERM CREDIT LINES

At December 31, 2022, the Group benefited from several confirmed bank credit lines whose amount exceeds the Group's needs.

At December 31, 2022, as at the same period last year, these confirmed bank lines of credit amounted to €1,930 million, nearly all of which was undrawn. The average maturity is three years at December 31, 2022 compared to four years at December 31, 2021.

5.2.6.7 RECONCILIATION OF GROSS AND NET FINANCIAL DEBT

	December 31, 2022			December 31, 2021		
In thousands of euros	**Total**	**Current portion**	**Non-current portion**	**Total**	**Current portion**	**Non-current portion**
Finance lease liabilities [1]	291,547	61,418	230,129	214,730	48,750	165,980
Bonds and bank loans	1,997,707	783,767	1,213,940	1,539,381	422,179	1,117,202
of which the 2022 Schuldschein private placement [2]	*401,988*	*3,329*	*398,659*	-	-	-
of which the 2018 Schuldscheindarlehen private placement	*299,567*	*148*	*299,419*	*299,257*	*148*	*299,109*
of which the bond issue in 2017	*502,005*	*3,236*	*498,769*	*501,177*	*3,238*	*497,939*
of which the 2016 Schuldschein private placement [2]	*160,212*	*160,212*	-	*302,069*	*2,405*	*299,664*
of which Neu-CP [3]	*508,500*	*508,500*	-	*322,500*	*322,500*	-
of which bank lines of credit [4]	*125,435*	*108,342*	*17,093*	*114,377*	*93,888*	*20,490*
Current and non-current borrowings and other debt (+)	2,289,254	845,185	1,444,069	1,754,111	470,929	1,283,182
Other current and non-current debt related to the acquisition of a stake in EKPO (+) [5]	40,000	10,000	30,000	70,000	30,000	40,000
Hedging instruments – liabilities (+) [6]	709	709		1,434	1,434	
Total borrowings (B)	**2,329,963**	**855,894**	**1,474,069**	**1,825,545**	**502,363**	**1,323,182**
Long-term investments in equity instruments and funds (-) [7]	(76,298)	-	(76,298)	(78,071)		(78,071)
Other financial assets (-)	(13,186)	(754)	(12,432)	(12,351)	(3,000)	(9,351)
of which non-current financial receivables [8]	*(12,432)*		*(12,432)*	*(9,351)*		*(9,351)*
of which financial receivables	*(754)*	*(754)*	-	*(3,000)*	*(3,000)*	-
Other current financial assets and receivables (-)	(201)	(201)		(43)	(43)	
Hedging instruments – assets (-) [6]	(11,152)	(11,152)		(91)	(91)	
Total financial receivables (C)	**(100,837)**	**(12,107)**	**(88,730)**	**(90,555)**	**(3,133)**	**(87,422)**
GROSS DEBT (D) = (B) + (C)	**2,229,126**	**843,787**	**1,385,339**	**1,734,990**	**499,230**	**1,235,760**
Cash and cash equivalents (-) [9]	575,625	575,625		892,636	892,636	
Short-term bank loans and overdrafts (+)	(15,022)	(15,022)		(11,264)	(11,264)	
NET CASH AND CASH EQUIVALENTS AS RECORDED IN THE STATEMENT OF CASH-FLOWS (A) [10]	**(560,603)**	**(560,603)**		**(881,372)**	**(881,372)**	
NET FINANCIAL DEBT (E) = (D) + (A)	**1,668,524**	**283,184**	**1,385,339**	**853,618**	**(382,142)**	**1,235,760**

(1) During fiscal year 2022, the change of net debt from lease contracts amounted to +€76.8 million, including +€95.1 million contibuted by the acquired compagnies in their provisional opening balance sheets, +€63.0 million in increases related to new contracts and -€81.3 million related to repayment on active contracts versus a change in net debt of -€10.7 million in fiscal year 2021 (+€56.4 million on new contracts and -€67.2 million in repayments on active contracts).

(2) See Notes 2.2.6.1 in "Other significant events of the period " and 5.2.6.2 "Borrowings: private placement notes and bonds".

(3) See Notes 2.2.6.2 in "Other significant events of the period" and 5.2.6.4 "Short-term borrowings: issuance of "Negotiable European Commercial Paper" (Neu-CP)".

(4) See Notes 5.2.6.3 "Bank loans" and 5.2.6.6 "Confirmed medium-term credit lines".

(5) See Note 2.2.2.1.1 "Acquisition price" in "Other significant events of the period" in the consolidated financial statements at December 31, 2021.

(6) See Note 5.2.7 "Interest rate and currency hedges".

(7) See Note 5.1.5.1 "Long-term investments in equity instruments and funds".

(8) See Note 5.1.5.2 "Other non-current financial assets".

(9) See Note 5.1.9.1 "Gross cash and cash equivalents".

(10) See Note 5.1.9.2 "Net cash and cash equivalents at end of period".

5.2.6.8 ANALYSIS OF GROSS FINANCIAL DEBT BY CURRENCY

The table below shows the gross financial debt after taking into account the swap transactions that allowed the conversion from euros into foreign currency.

As a % of financial debt	December 31, 2022	December 31, 2021
Euro	70%	58%
US dollar	21%	29%
Chinese yuan	5%	7%
Pound sterling	1%	2%
Japanese yen	1%	1%
Brazilian real	1%	1%
Indian rupee	-	1%
Other currencies[1]	1%	1%
TOTAL	**100%**	**100%**

(1) "Other currencies" concerns various currencies, which taken individually account for less than 1% of total financial debt over the two periods.

5.2.6.9 ANALYSIS OF GROSS FINANCIAL DEBT BY TYPE OF INTEREST RATE

As a % of financial debt	December 31, 2022	December 31, 2021
Unhedged variable rates	38%	27%
Fixed rates	62%	73%
TOTAL	**100%**	**100%**

5.2.7 Interest rate and currency hedges

The Group does not have any interest rate contracts.

	December 31, 2022		December 31, 2021	
In thousands of euros	Assets	Liabilities	Assets	Liabilities
Exchange rate derivatives	11,152	(709)	91	(1,434)
TOTAL BALANCE SHEET	**11,152**	**(709)**	**91**	**(1,434)**

5.2.7.1 CURRENCY HEDGES

The Group uses derivatives to hedge its exposure to currency risk.

The Group has chosen a hedging policy to cover the highly probable future transactions in its entities' foreign currencies. Hedging instruments implemented in this respect are forward purchases of foreign currencies. The Group has applied to these instruments the accounting treatment of cash-flow hedges as planned by the applicable IFRS: instruments are measured at fair value and changes in value are recognized in equity for the effective portion. These amounts recognized in equity are reported in profit or loss when the hedged forecast cash-flows affect income.

At December 31, 2022, the fair value of the instruments subscribed and thus recognized was €10,443 thousand, including €137 thousand recognized in equity.

Changes in the fair value of currency hedging instruments are recognized in net financial income (expense).

5.2.7.1.1 PORTFOLIO OF CURRENCY HEDGES

	December 31, 2022				December 31, 2021			
	Fair value *(in thousands of euros)*	**Notional amount** *(in thousands of currency units)*	**Medium-term exchange rate**	**Exchange rate at December 31, 2022**	**Fair value** *(in thousands of euros)*	**Notional amount** *(in thousands of currency units)*	**Medium-term exchange rate**	**Exchange rate at December 31, 2021**
			Currency/ Euro	**Currency/ Euro**			**Currency/ Euro**	**Currency/ Euro**
Net sell position (net buy position if >0)								
USD/EUR – Forward exchange contract	(15)	(2,108)	1.0973	1.0666	(40)	(885)	1.2004	1.1326
JPY/EUR – Forward exchange contract	+146	+563,900	145.9862	140.6600	-	-	-	-
GBP/EUR – Forward exchange contract	+6	(742)	0.8944	0.8869	(282)	(2,973)	0.9134	0.8403
USD/EUR – Forward currency swap	+10,184	(473,700)	1.0448	1.0666	(973)	(317,300)	1.1375	1.1326
GBP/EUR – Forward currency swap	+13	(9,000,000)	0.8858	0.8869	+6	(5,000)	0.8394	0.8403
CHF/EUR – Forward currency swap	(4)	(1,380)	0.9866	0.9847	(21)	(2,500)	1.0419	1.0331
RUB/EUR – Forward currency swap	-	-	-	-	+5	(22,000)	83.9385	85.3004
CNY/EUR – Forward currency swap	+416	(390,000)	7.2934	7.3582	(117)	(390,000)	7.2475	7.1947
CNY/USD – Forward currency swap	+3	+13,300	6.9135	6.8987	+25	(85,067)	6.3960	6.3524
JPY/EUR – Forward currency swap	(340)	(2,610,000)	143.2891	140.6600	+55	(1,450,000)	129.7406	130.3800
IDR/EUR – Forward currency swap	+276	(46,085,000)	15,160.0000	16,519.8200	+0	(16,205,000)	16,300.0000	16,100.4200
KRW/EUR – Forward currency swap	(242)	(10,000,000)	1,393.5000	1,344.0900	-	-	-	-
TOTAL	**+10,443**				**(1,342)**			

5.2.7.1.2 IMPACT OF UNSETTLED FOREIGN EXCHANGE HEDGES ON INCOME AND EQUITY

In thousands of euros	December 31, 2022	December 31, 2021
Impact of change in foreign exchange hedging portfolio on income (ineffective portion)(1)	11,184	(8,447)
Impact of change in foreign currency hedging portfolio on equity (effective portion)	601	(405)
TOTAL	**11,785**	**(8,852)**

(1) See "Gains or losses on interest rate and currency hedges" in Note 4.7 "Net financial income (expense)".

5.2.8 Operating and other liabilities

5.2.8.1 TRADE PAYABLES

In thousands of euros	December 31, 2022	December 31, 2021
Trade payables	1,563,563	1,190,948
Due to suppliers of fixed assets	88,314	73,478
TOTAL	**1,651,877**	**1,264,426**

5.2.8.2 OTHER OPERATING LIABILITIES

In thousands of euros	December 31, 2022	December 31, 2021
Employee benefits expense	206,927	169,061
Income taxes	35,032	24,992
Other taxes	167,472	130,824
Other payables	397,998	323,088
Customer prepayments – Deferred revenues	347,380	311,674
TOTAL	**1,154,809**	**959,639**

5.2.8.3 TRADE PAYABLES AND OTHER OPERATING LIABILITIES BY CURRENCY

In thousands of currency units	Liabilities at December 31, 2022			Liabilities at December 31, 2021		
	Local currency	Euro	%	Local currency	Euro	%
EUR - Euro	1,616,194	1,616,194	58%	1,211,802	1,211,802	54%
USD - US dollar	733,372	687,579	24%	605,714	534,799	24%
GBP - Pound sterling	64,731	72,983	3%	88,557	105,390	5%
CNY - Chinese yuan	1,079,500	146,707	5%	1,099,715	152,851	7%
BRL - Brazilian real	304,657	54,031	2%	225,527	35,741	2%
Other - Other currencies		229,192	8%		183,482	8%
TOTAL		**2,806,686**	**100%**		**2,224,065**	**100%**
Of which:						
Trade payables		1,651,877	59%		1,264,426	57%
Other operating liabilities		1,154,809	41%		959,639	43%

Sensitivity tests on changes in foreign exchange rates of "Trade payables and other liabilities" give the following results:

	Sensitivity tests on liabilities at December 31, 2022						Sensitivity tests on liabilities at December 31, 2021					
			Increase – all currencies		Decrease – all currencies				Increase – all currencies		Decrease – all currencies	
In thousands of currency units	Base		+10%	+20%	-10%	-20%	Base		+10%	+20%	-10%	-20%
	Local currency	Conversion rate	%	%	%	%	Local currency	Conversion rate	%	%	%	%
EUR - Euro	1,616,194	1.0000	54%	53%	60%	63%	1,211,802	1.0000	52%	50%	57%	60%
USD - US dollar	733,372	0.9376	26%	27%	23%	21%	605,714	0.8829	25%	26%	23%	21%
GBP - Pound sterling	64,731	1.1275	3%	3%	2%	2%	88,557	1.1901	5%	5%	4%	4%
CNY - Chinese yuan	1,079,500	0.1359	6%	6%	5%	5%	1,099,715	0.1390	7%	8%	6%	6%
BRL - Brazilian real	304,657	0.1774	2%	2%	2%	2%	225,527	0.1585	2%	2%	2%	1%
Other - Other currencies			9%	9%	8%	7%			9%	9%	8%	8%
TOTAL IN EUROS		**2,806,686**	**2,925,683**	**3,044,728**	**2,687,595**	**2,568,550**		**2,224,065**	**2,325,274**	**2,426,499**	**2,122,825**	**2,021,599**
Of which:												
Trade payables		1,651,877	1,721,913	1,791,977	1,581,786	1,511,722		1,264,426	1,321,974	1,379,523	1,206,877	1,149,328
Other operating liabilities		1,154,809	1,203,770	1,252,751	1,105,809	1,056,828		959,639	1,003,300	1,046,976	915,948	872,271

Foreign exchange sensitivity tests on "Trade payables and other liabilities" and "Trade and other receivables" *(see Note 5.1.7)* show an immaterial net sensitivity to exchange rate fluctuations as of December 31, 2022.

NOTE 6 CAPITAL MANAGEMENT AND MARKET RISKS

Compagnie Plastic Omnium has set up a global cash management system centralized within its subsidiary Plastic Omnium Finance, which manages liquidity, currency and interest rate risks on behalf of all subsidiaries. The market risk strategy, which may take the form of on- and off-balance sheet commitments, is validated quarterly by the Group's Senior Executives.

6.1 Capital management

The Group's objective is to have, at all times, sufficient financial resources to enable it to carry out its current business, fund the investments required for its development and also to respond to any exceptional events.

This goal is achieved through the use of the capital markets, leading to capital and financial debt management.

As part of its capital management strategy, the Group compensates its shareholders primarily through the payment of dividends and may make adjustments in line with changes in economic conditions.

The capital structure may be adjusted by paying ordinary or special dividends, through share buybacks and cancellation of treasury stock, returning a portion of capital to shareholders or issuing new shares and/or securities giving rights to capital.

GEARING

The Group uses the gearing ratio, corresponding to the ratio of consolidated net debt to equity, as an indicator of the Group's leverage. The Group includes in net debt all financial liabilities and commitments, other than operating payables, interest-bearing liabilities, less cash and cash equivalents and other non-operating financial assets, such as marketable securities and loans.

At December 31, 2022 and December 31, 2021, the gearing ratio was as follows:

In thousands of euros	December 31, 2022	December 31, 2021
Net financial debt[(1)]	1,668,524	853,618
Equity (including non-current grants)	1,933,398	2,058,254
GEARING RATIO	**86.30%**	**41.47%**

(1) See Note 5.2.6.7 "Reconciliation of gross and net financial debt".

None of the Group's bank loans or financial liabilities contains covenants providing for early repayment in the event of non-compliance with financial ratios.

As part of its capital management, the liquidity account shows the following positions:

- at December 31, 2022:
  - 273,172 securities (shares), and
  - €981,937 in cash.
- at December 31, 2021:
  - 139,300 securities (shares), and
  - €3,004,264 in cash.

6.2 Commodities risk – Exposure to plastics risk

Plastic Omnium's business requires the purchase of large quantities of plastic, steel, paint and other raw materials subject to price changes that could have an impact on its operating margin.

To limit the risks associated with such price fluctuations, the Group has negotiated selling price indexation clauses with most of its customers or, failing that, regularly renegotiates selling prices.

In view of these measures, the Group considers that raw material price fluctuations do not have a material impact on its operating margin.

6.3 Credit risk

Credit risk covers customer credit risk and bank counterparty risk.

6.3.1 Customer risk

At December 31, 2022, 10.3% of the Group's "Trade receivables" was past due *versus* 3.6% at December 31, 2021. Trade receivables break down as follows:

AGEING ANALYSIS OF NET RECEIVABLES

	At December 31, 2022						
In thousands of euros	**Total outstanding**	**Not yet due**	**Due and past due**	**Less than 1 month**	**1-6 months**	**6-12 months**	**More than 12 months**
Industries	854,943	751,997	102,946	72,330	21,943	4,901	3,772
Modules	149,740	147,721	2,020	1,807	213	-	-
Unallocated items	18,578	18,578	-	-	-	-	-
TOTAL	**1,023,261**	**918,296**	**104,966**	**74,137**	**22,156**	**4,901**	**3,772**

	At December 31, 2021						
In thousands of euros	**Total outstanding**	**Not yet due**	**Due and past due**	**Less than 1 month**	**1-6 months**	**6-12 months**	**More than 12 months**
Industries	587,072	561,645	25,427	9,108	5,657	8,227	2,435
Modules	137,047	136,198	849	99	750	-	-
Unallocated items	10,158	10,158	-	-	-	-	-
TOTAL	**734,277**	**708,001**	**26,276**	**9,207**	**6,407**	**8,227**	**2,435**

The risk of non-recovery of trade receivables is low and involves only an immaterial amount of receivables more than twelve months past due.

6.3.2 Bank counterparty risk

The Group invests its cash surplus with leading banks and/or in highly-rated securities.

6.4 Liquidity risk

The Group must at all times have sufficient financial resources to finance the current business and the investments required to support its development, but also to withstand any exceptional events.

This goal is mainly achieved by using medium-term lines of credit with banking institutions but also by short-term bank resources.

The cash position of the Group is monitored daily for each business Division and at central level, and a weekly summary report is submitted to the Group's Senior Executives.

6.4.1 Other long-term financial receivables – carrying amounts and undiscounted values

Undiscounted values can be reconciled with the information in the table in Note 6.4.2 on "Liquidity risk by maturity". None at December 31, 2022.

6.4.2 Liquidity risk by maturity

Liquidity risk by maturity is calculated on the basis of the undiscounted contractual cash-flows of financial assets and liabilities. The liquidity risk analysis shows the following:

At December 31, 2022

In thousands of euros	December 31, 2022	Less than 1 year	1 to 5 years	More than 5 years
Financial assets				
Non-consolidated equity interests	20,334	-	20,334	-
Long-term investments in equities and funds	76,298	-	76,298	-
Other financial assets	12,432	-	12,432	-
Finance receivables(1)	754	754	-	-
Trade receivables(2)	1,023,261	1,019,489	3,772	-
Other current financial assets and financial receivables	201	201	-	-
Hedging instruments	11,152	11,152	-	-
Cash and cash equivalents	575,625	575,625	-	-
TOTAL FINANCIAL ASSETS	**1,720,057**	**1,607,221**	**112,836**	**-**
Financial liabilities				
Non-current borrowings(1)	1,517,518	-	1,287,458	230,060
Bank overdrafts	15,022	15,022	-	-
Current borrowings(2)	891,767	891,767	-	-
Hedging instruments	709	709	-	-
Trade payables	1,651,877	1,651,877	-	-
TOTAL FINANCIAL LIABILITIES	**4,076,894**	**2,559,375**	**1,287,458**	**230,060**
FINANCIAL ASSETS AND FINANCIAL LIABILITIES – NET	**(2,356,837)**	**(952,154)**	**(1,174,622)**	**(230,060)**

(1) "Non-current borrowings" includes the amounts reported in the balance sheet and interest payable over the remaining life of the borrowings.

(2) "Current borrowings" includes the amounts reported in the balance sheet and interest due within one year.

At December 31, 2021

In thousands of euros	December 31, 2021	Less than 1 year	1 to 5 years	More than 5 years
Financial assets				
Non-consolidated equity interests	136	-	136	-
Long-term investments in equities and funds	78,071	-	78,071	-
Other financial assets	9,351	-	9,351	-
Finance receivables(1)	3,000	3,000	-	-
Trade receivables(2)	734,277	731,842	2,435	-
Other current financial assets and financial receivables	43	43	-	-
Hedging instruments	91	91	-	-
Cash and cash equivalents	892,636	892,636	-	-
TOTAL FINANCIAL ASSETS	**1,717,605**	**1,627,612**	**89,993**	**-**
Financial liabilities				
Non-current borrowings(1)	1,358,561	-	1,302,370	56,191
Bank overdrafts	11,264	11,264	-	-
Current borrowings(2)	516,509	516,509	-	-
Hedging instruments	1,434	1,434	-	-
Trade payables	1,264,426	1,264,426	-	-
TOTAL FINANCIAL LIABILITIES	**3,152,194**	**1,793,633**	**1,302,370**	**56,191**
FINANCIAL ASSETS AND FINANCIAL LIABILITIES – NET	**(1,434,589)**	**(166,021)**	**(1,212,377)**	**(56,191)**

(1) "Non-current borrowings" includes the amounts reported in the balance sheet and interest payable over the remaining life of the borrowings.

(2) "Current borrowings" includes the amounts reported in the balance sheet and interest due within one year.

6.5 Currency risk

Plastic Omnium's business is based for the most part on local plants: by producing locally what is sold locally, the Group has little exposure to currency fluctuations, except for the translation of financial statements of companies whose functional currency is not the euro.

The Group's policy is to minimize the currency risk arising from transactions that will result in future payment or future revenue. If a transaction does give rise to a material currency risk, it is hedged with a forward currency contract. The subsidiary involved places this hedge with the Group Treasury Department or, with the latter's approval, locally.

6.6 Interest rate risk

Interest rate risk relates to the possibility of an increase in variable rates for variable rate debt, which would adversely affect net financial income (expense). Interest rate risk is managed on the basis of the Group's consolidated debt with the main objective of maintaining a durably low consolidated financing cost in light of the Group's operating profitability.

At December 31, 2022 as at December 31, 2021, the Group's core funding was at fixed rates *(see Note 5.2.6.9 "Analysis of gross financial debt by type of interest rate")*.

Financial transactions, particularly interest rate hedges, are carried out with a broad panel of leading financial institutions. A competitive bidding process is carried out for any significant financial transactions and maintaining a satisfactory diversification of resources and participants is a selection criterion.

6.7 Additional information about financial assets and liabilities

Most derivatives are traded over-the-counter for which there are no listed prices. Therefore, their valuation is based on models commonly used by traders to value these financial instruments (models for discounting future cash-flows or option valuation models).

Financial assets and liabilities by category and fair value break down as follows:

	2022								
		At fair value							
In thousands of euros **Assets**	**At amortized cost**	**Through profit or loss**	**Through shareholders' equity**	**Through shareholders' equity (CFH)[2]**	**Total carrying amount**	**Valued at cost**	**Instrument listed on an active market (level 1)**	**Valuations based on observable market data (level 2)**	**Valuations based on unobservable market data (level 3)**
Non-consolidated equity investments	-	-	20,334	-	**20,334**	20,339	-	-	-
Long-term investments in equities and funds	-	-	76,298	-	**76,298**	-	76,298	-	-
Other non-current financial assets	12,432	-	-	-	**12,432**	-	-	-	-
Financial receivables	754	-	-	-	**754**	-	-	-	-
Trade receivables	1,023,261	-	-	-	**1,023,261**	-	-	-	-
Other current financial assets and receivables	201	-	-	-	**201**	-	-	-	-
Hedging instruments	-	11,152	-	-	**11,152**	-	-	11,152	-
Cash and cash equivalents	-	575,625	-	-	**575,625**	-	-	575,625	-

		At fair value							
In thousands of euros **Liabilities**	**At amortized cost**	**Through profit or loss**	**Through shareholders' equity**	**Through shareholders' equity (CFH)[2]**	**Total carrying amount**	**Valued at cost**	**Instrument listed on an active market (level 1)**	**Valuations based on observable market data (level 2)**	**Valuations based on unobservable market data (level 3)**
Non-current borrowings[1]	1,474,069	-	-	-	**1,474,069**	-	-	-	-
Bank overdrafts	15,022	-	-	-	**15,022**	-	-	-	-
Current borrowings	855,185	-	-	-	**855,185**	-	-	-	-
Hedging instruments	-	461	-	248	**709**	-	-	709	-
Trade payables	1,651,877	-	-	-	**1,651,877**	-	-	-	-

(1) See Note 5.2.6.7 "Reconciliation of gross and net financial debt". This item includes "Finance lease liabilities" and "Bonds and bank loans".

(2) CFH: "Cash-Flow Hedge".

In 2022, as in 2021, there was no transfer between fair value levels.

	2021								
		At fair value							
In thousands of euros **Assets**	**At amortized cost**	**Through profit or loss**	**Through shareholders' equity**	**Through shareholders' equity (CFH)[2]**	**Total carrying amount**	**Valued at cost**	**Instrument listed on an active market (level 1)**	**Valuations based on observable market data (level 2)**	**Valuations based on unobservable market data (level 3)**
Non-consolidated equity investments	-	-	136	-	**136**	136	-	-	-
Long-term investments in equities and funds	-	-	78,071	-	**78,071**	-	78,071	-	-
Other non-current financial assets	9,351	-	-	-	**9,351**	-	-	-	-
Financial receivables	3,000	-	-	-	**3,000**	-	-	-	-
Trade receivables	734,277	-	-	-	**734,277**	-	-	-	-
Other current financial assets and receivables	43	-	-	-	**43**	-	-	-	-
Hedging instruments	-	91	-	-	**91**	-	-	91	-
Cash and cash equivalents	-	892,636	-	-	**892,636**	-	-	892,636	-

		At fair value							
In thousands of euros **Liabilities**	**At amortized cost**	**Through profit or loss**	**Through shareholders' equity**	**Through shareholders' equity (CFH)[2]**	**Total carrying amount**	**Valued at cost**	**Instrument listed on an active market (level 1)**	**Valuations based on observable market data (level 2)**	**Valuations based on unobservable market data (level 3)**
Non-current borrowings[1]	1,323,182	-		-	**1,323,182**	-	-	-	-
Bank overdrafts	11,264	-		-	**11,264**	-	-	-	-
Current borrowings	500,929	-		-	**500,929**	-	-	-	-
Hedging instruments	-	1,029		405	**1,434**	-	-	1,434	-
Trade payables	1,264,426	-		-	**1,264,426**	-	-	-	-

(1) See Note 5.2.6.7 "Reconciliation of gross and net financial debt". This item includes "Finance lease liabilities" and "Bonds and bank loans".

(2) CFH: "Cash-Flow Hedge".

In 2021, as in 2020, there was no transfer between fair value levels.

The fair value of financial assets and liabilities at amortized cost is close to the carrying amount, except for borrowings.

	Balance sheet values at December 31, 2022			Fair value at December 31, 2022		
In thousands of euros	**Total**	**Current**	**Non-current**	**Total**	**Current**	**Non-current**
Bonds and bank loans[1]	**1,997,707**	783,767	1,213,940	**1,881,065**	770,084	1,110,981

	Balance sheet values at December 31, 2021			Fair value at December 31, 2021		
In thousands of euros	**Total**	**Current**	**Non-current**	**Total**	**Current**	**Non-current**
Bonds and bank loans[1]	**1,539,381**	422,179	1,117,202	**1,568,187**	422,320	1,145,867

(1) See Note 5.2.6.7 "Reconciliation of gross and net financial debt".

Methods for measuring fair value:

- the fair value of listed bonds is determined on the basis of quoted prices (level 1). The fair value of other borrowings is determined for each loan by discounting future cash-flows at a rate corresponding to the Euribor yield curve at year-end, corrected for the Group's credit risk (level 2);
- the fair value of monetary and non-monetary UCITS is measured according to their last known net asset value (level 1). The fair value of interest rate products (certificates of deposit, time-deposit accounts, negotiable medium-term notes, etc.) is based on discounted future cash-flows from coupons and coupons excluding accrued interest (principal and interest) for the remaining duration of the product on the balance sheet date (level 2). The discount rate used in this case is the market rate matching the maturity and products' characteristics;
- other financial assets and financial receivables: items consisting mainly of financial receivables recorded on the basis of a discounted value when their maturity is more than one year;
- most of the derivatives are traded over-the-counter, for which there are no listed prices. As a result, their valuation is based on models commonly used by traders to evaluate financial instruments using discounted cash-flow models or option valuation models (level 2).

NOTE 7 ADDITIONAL INFORMATION

7.1 Headcount at end of year of controlled companies

	December 31, 2022			December 31, 2021			
	Excluding temporary	**Temporary**	**Total**	**Excluding temporary**	**Temporary**	**Total**	**Changes/ Total**
France	2,899	613	3,512	2,858	412	3,270	7%
%	9.6%	14.5%	10.2%	13.1%	12.7%	13.1%	
Europe excluding France	14,836	1,874	16,710	10,375	1,291	11,666	43%
%	49.1%	44.2%	48.5%	47.6%	39.8%	46.6%	
North America	7,411	433	7,844	5,173	395	5,568	41%
%	24.5%	10.2%	22.8%	23.8%	12.2%	22.3%	
Asia and South America[1]	5,074	1,316	6,390	3,368	1,146	4,514	42%
%	16.8%	31.1%	18.5%	15.5%	35.3%	18.0%	
TOTAL	**30,220**	**4,236**	**34,456**	**21,774**	**3,244**	**25,018**	**38%**

(1) The "Asia and South America" region includes South Africa and Morocco.

7.2 Off-balance sheet commitments

7.2.1 Commitments granted/received

At December 31, 2022

In thousands of euros	Total	On intangible assets	On property, plant and equipment	On financial assets and liabilities	On other non-financial current assets/ liabilities
Surety bonds granted[1]	**(77,152)**	-	(8,300)	(68,777)	(75)
Commitments to purchase assets[2]	**(38,132)**	(70)	(38,062)	-	-
Other off-balance sheet commitments	**(106)**	-	(31)	(75)	-
TOTAL COMMITMENTS GIVEN	**(115,390)**	**(70)**	**(46,393)**	**(68,852)**	**(75)**
Surety bonds received	**132**	-	132	-	-
TOTAL COMMITMENTS RECEIVED	**132**	**-**	**132**	**-**	**-**
TOTAL COMMITMENTS – NET	**(115,258)**	**(70)**	**(46,261)**	**(68,852)**	**(75)**

At December 31, 2021

In thousands of euros	Total	On intangible assets	On property, plant and equipment	On financial assets and liabilities	On other non-financial current assets/ liabilities
Surety bonds granted[3]	**(96,322)**	-	(1,110)	(89,208)[3.bis]	(6,004)
Commitments to purchase assets[4]	**(27,609)**	(10)	(27,599)	-	-
Other off-balance sheet commitments[5]	**(5,394)**	-	(4,013)	(1,381)	-
TOTAL COMMITMENTS GIVEN	**(129,325)**	**(10)**	**(32,722)**	**(90,589)**	**(6,004)**
Other commitments received[6]	**9,290**	-	-	-	9,290
TOTAL COMMITMENTS RECEIVED	**9,290**	**-**	**-**	**-**	**9,290**
TOTAL COMMITMENTS – NET	**(120,035)**	**(10)**	**(32,722)**	**(90,589)**	**3,286**

At December 31, 2022

(1) The surety bonds granted are mainly related to:
- *€40 million bank surety bond given related to the remaining payable in respect of the acquisition of a 40% stake in EKPO Fuel Cell Technologies;*
- *€14.6 million from Compagnie Plastic Omnium SE to Société Générale Frankfurt;*
- *€6.7 million in bank guarantees from PO Lighting Turkey AS to Remas Reduktor;*
- *€6.0 million on financial assets and liabilities of HBPO Germany GmbH to Deutsche Bank.*

(2) The commitments to purchase assets are mainly related to:
- *€13.4 million from Plastic Omnium Auto Inergy (USA) LLC;*
- *€5.3 million from Plastic Omnium Equipamientos Exteriores SA;*
- *€4.6 million from PO Lighting Turkey AS;*
- *€4.5 million from PO Lighting Mexico SA DE CV;*
- *€4.0 million from PO Lighting Czech S.R.O.*

At December 31, 2021

(3) The surety bonds granted were mainly related to:
- *€11.4 million from Compagnie Plastic Omnium SE to Société Générale Frankfurt;*
- *€6.0 million on financial assets and liabilities of HBPO Germany GmbH to Deutsche Bank;*
- *€6.0 million in bank guarantees on non-financial current assets/liabilities of Plastic Omnium Auto Exteriors (India) Pvt Ltd to Crédit Agricole CIB.*

(3.bis) this amount included the €70 million bank surety bond given in respect of the remaining payable concerning the acquisition of a 40% stake in EKPO Fuel Cell Technologies.

(4) The commitments to purchase assets were mainly related to:
- *€15.2 million from Plastic Omnium Auto Inergy (USA) LLC;*
- *€6.8 million from Plastic Omnium Auto Exterieur SA;*
- *€3.7 million from Plastic Omnium Equipamientos Exteriores SA.*

(5) The other off-balance sheet commitments were mainly:
- *€2.1 million in credit letters for Plastic Omnium New Energies France;*
- *€1.8 million in credit letters for Plastic Omnium New Energies Herentals.*

(6) The surety bonds received were mainly related to:
- *€9.3 million from Komercni Banka for Plastic Omnium Auto Exteriors S.R.O.*

7.3 Related-party transactions

7.3.1 Compensation paid to executives and other corporate officers

Executive corporate officers are, in accordance with IAS 24 "Persons with the authority and responsibility for planning, directing and controlling the activities" of Compagnie Plastic Omnium and its subsidiaries.

Under a free share award plan, the Board of Directors' meeting on February 17, 2022 granted 95,602 shares to the executive corporate officers of Compagnie Plastic Omnium. See Note 5.2.3 "Share-based payments" on the terms of allocation.

The total amount of compensation paid to members of the Board of Directors and executive corporate officers is presented in the table below:

In thousands of euros	**Paid or payable by...**	**2022**	**2021**
Directors' fees	Paid by Compagnie Plastic Omnium	165	145
Directors' fees	Paid by companies controlled by Compagnie Plastic Omnium (excl. Compagnie Plastic Omnium) and by Burelle SA	106	84
Gross compensation	Payable by the Plastic Omnium Group	4,201	3,501
Supplementary pension plans	Payable by the Plastic Omnium Group(1)	601	-
	Payable by the Plastic Omnium Group	1,070	650
	Cost to be spread over the vesting period	802	393
Cost of stock option and share purchase plans and free share plans	Social contributions related to the new plan of the period(2)	268	257
TOTAL COMPENSATION		**6,143**	**4,380**

(1) The Group made no payment in 2021 related to the supplementary pension plan.

(2) These are social contributions over the entire vesting period of each plan rights, i.e. four years. The cost over the period is €62 thousand.

7.3.2 Transactions with joint ventures and associates

7.3.2.1 TRANSACTIONS PRESENTED AT 100%

The items presented below relate to transactions before application of the Plastic Omnium Group's share.

At December 31, 2022

In thousands of euros	**Sales**	**Direct and indirect costs**	**Royalties and management fees**	**Trade payables**	**Other receivables**
The joint venture YFPO and its subsidiaries	2,737	(130)	(11,620)	8,519	517
B.P.O. AS	-	(2,673)	-	220	-
EKPO Fuel Cell Technologies	1,670	(193)	-	-	-
TOTAL	**4,407**	**(2,996)**	**(11,620)**	**8,739**	**517**

7.3.2.2 TRANSACTIONS PRESENTED AT PLASTIC OMNIUM GROUP SHARE

The information presented below is related to transactions at Plastic Omnium Group's share.

At December 31, 2022

In thousands of euros	**% of interest**	**Dividends approved and paid**	**Dividends approved and payable at closing**
The joint venture YFPO and its subsidiaries	49.95%	31,327	-
B.P.O. AS	49.98%	1,965	979
SHB Automotive Modules (HBPO)	50.00%	4,016	-
TOTAL	**-**	**37,308**	**979**

7.3.3 Transactions with Sofiparc Hotels SAS, Burelle SA and Burelle Participations SA

At December 31, 2022

In thousands of euros	Direct and indirect costs	Royalties and management fees	Proceeds from disposal of property, plant and equipment including investment property	Other Operating income and expenses	Financial income and expenses	Current accounts	Deposits	Trade payables	Trade receivables	Other receivables	Other debtors
Sofiparc SAS	-	(5,979)	-	-	8	-	1,180	1,942	6	1,553	-
Burelle SA	-	570	-	-	8	-	-	-	-	67	10
Burelle Participations SA	-	126	-	-	6	-	-	-	4	-	-
Sofiparc Hotels	-	4	-	-	-	-	-	-	4	-	-

At December 31, 2021

In thousands of euros	Direct and indirect costs	Royalties and management fees	Proceeds from disposal of property, plant and equipment including investment property	Financial income and expenses	Current accounts	Deposits	Trade payables	Trade receivables	Other receivables	Other debtors
Sofiparc SAS	-	(6,311)	-	-	-	1,126	1,570	6	1,472	-
Burelle SA	2	565	-	6	-	-	-	289	11	-
Burelle Participations SA	-	120	-	5	-	-	-	-	-	-

7.4 Fees paid to the Statutory Auditors

	2022		
In thousands of euros	PwC[1]	EY	Total
AUDIT SERVICES	**(2,221)**	**(3,004)**	**(5,225)**
of which:			
Compagnie Plastic Omnium SE	*(465)*	*(461)*	*(926)*
Subsidiaries	*(1,756)*	*(2,543)*	*(4,299)*
FEES OTHER THAN CERTIFICATION OF FINANCIAL STATEMENTS[2]	**(234)**	**(106)**	**(340)**
of which:			
Compagnie Plastic Omnium SE	-	*(10)*	*(10)*
Subsidiaries	*(234)*	*(96)*	*(330)*
TOTAL	**(2,455)**	**(3,110)**	**(5,565)**

(1) The term of office of the firm Mazars for the certification of the Plastic Omnium Group's financial statements ended with the financial statements as at December 31, 2021 and was entrusted to the firm PricewaterhouseCoopers (PwC) as of January 1, 2022.

(2) The "Fees other than certification of financial statements" are related to the review of the consolidated social, environmental and societal information provided in the management report, tax compliance audit, certificates, agreed procedures and due diligence.

	2021		
In thousands of euros	**Mazars**	**EY**	**Total**
AUDIT SERVICES	**(2,234)**	**(2,307)**	**(4,541)**
of which:			
Compagnie Plastic Omnium	*(436)*	*(436)*	*(872)*
Subsidiaries	*(1,798)*	*(1,871)*	*(3,669)*
FEES OTHER THAN CERTIFICATION OF FINANCIAL STATEMENTS(1)	**(175)**	**(552)**	**(727)**
of which:			
Compagnie Plastic Omnium	*(159)*	*(36)*	*(195)*
Subsidiaries	*(16)*	*(516)*	*(532)*
TOTAL	**(2,409)**	**(2,859)**	**(5,268)**

(1) The "Fees other than certification of financial statements" are related to the review of the consolidated social, environmental and societal information provided in the management report, certificates, agreed procedures and due diligence.

7.5 Consolidating entity

Burelle SA holds 60.65% of Compagnie Plastic Omnium SE after the cancellation of the treasury stock (60.01% before cancellation of treasury stock) and fully consolidates Company Plastic Omnium SE.

Burelle SA – 19 Boulevard Jules Carteret

69342 Lyon Cedex 07 – France

7.6 Subsequent events

No event likely to have a material impact on the Group's business, financial position, earnings or assets and liabilities at December 31, 2022 has occurred since the closing date.

LIST OF CONSOLIDATED COMPANIES AT DECEMBER 31, 2022

	Reportable segment			December 31, 2022			December 31, 2021			
Legal name	**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
France										
COMPAGNIE PLASTIC OMNIUM SE			*	Parent company			Parent company			1
PLASTIC OMNIUM GESTION SNC			*	FC	100	100	FC	100	100	1
PLASTIC OMNIUM FINANCE SNC			*	FC	100	100	FC	100	100	1
SIGNALISATION FRANCE SA			*	FC	100	100	FC	100	100	1
INERGY AUTOMOTIVE SYSTEMS FRANCE SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO EXTERIEUR SERVICES SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO EXTERIORS SA		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO INERGY SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO INERGY MANAGEMENT SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO EXTERIEUR SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM COMPOSITES SA		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO INERGY SERVICES SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM AUTO INERGY FRANCE SAS		*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM CLEAN ENERGY SYSTEMS RESEARCH	b2021	*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM NEW ENERGIES FRANCE SAS	a2021	*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM MODULES SAS			*	FC	100	100	FC	100	100	1
PLASTIC OMNIUM MANAGEMENT 4			*	FC	100	100	FC	100	100	1
PO LIGHTING SYSTEMS	b2022	*		FC	100	100	FC	100	100	1
PLASTIC OMNIUM SOFTWARE HOUSE	b2022		*	FC	100	100	FC	100	100	1
PLASTIC OMNIUM E-POWER	a2022_d	*		FC	100	100	-	-	-	
PLASTIC OMNIUM E-POWER FRANCE	a2022_d	*		FC	100	100	-	-	-	
South Africa										
PLASTIC OMNIUM AUTO INERGY SOUTH AFRICA (PROPRIETARY) Ltd		*		FC	100	100	FC	100	100	
YANFENG PLASTIC OMNIUM (SOUTH AFRICA) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd	a2022	*		EM_Ifrs	49.95	49.95	-	-	-	
Germany										
PLASTIC OMNIUM GmbH			*	FC	100	100	FC	100	100	2
PLASTIC OMNIUM AUTO COMPONENTS GmbH		*		FC	100	100	FC	100	100	2
PLASTIC OMNIUM AUTO INERGY GERMANY GmbH		*		FC	100	100	FC	100	100	2

	Reportable segment			December 31, 2022			December 31, 2021			
Legal name		**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
PLASTIC OMNIUM AUTOMOTIVE EXTERIORS GmbH		*			FC	100	100	FC	100	100	2
EKPO FUEL CELL TECHNOLOGIES GmbH	a2021	*			EM_Ifrs	40	40	EM_Ifrs	40	40	
HBPO BETEILIGUNGSGESELLSCHAFT GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO RASTATT GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO GERMANY GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO INGOLSTADT GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO REGENSBURG GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO VAIHINGEN ENZ GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
HBPO SAARLAND GmbH	a2022_minos		*		FC	100	100	FC	66.67	66.67	5
PLASTIC OMNIUM E-POWER GERMANY GmbH	a2022_d	*			FC	100	100	-	-	-	
PLASTIC OMNIUM LIGHTING SYSTEMS GmbH	a2022_d	*			FC	100	100	-	-	-	
PO LIGHTING GERMANY GmbH	a2022_d	*			FC	100	100	-	-	-	
Argentina											
PLASTIC OMNIUM AUTO INERGY ARGENTINA SA		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM SA		*			FC	100	100	FC	100	100	
Austria											
PLASTIC OMNIUM NEW ENERGIES WELS GmbH	a2021	*			FC	100	100	FC	100	100	
Belgium											
PLASTIC OMNIUM ADVANCED INNOVATION AND RESEARCH NV		*			FC	100	100	FC	100	100	6
PLASTIC OMNIUM AUTO INERGY BELGIUM SA		*			FC	100	100	FC	100	100	6
PLASTIC OMNIUM AUTOMOTIVE BELGIUM		*			FC	100	100	FC	100	100	
OPTIMUM CPV BVBA		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM NEW ENERGIES SA		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM NEW ENERGIES HERENTALS SA	a2021	*			FC	100	100	FC	100	100	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
Brazil											
PLASTIC OMNIUM AUTO INERGY DO BRASIL LTDA		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM DO BRASIL Ltda		*			FC	100	100	FC	100	100	
PO LIGHTING DO BRASIL Ltda	a2022_d	*			FC	100	100	-	-	-	
Canada											
HBPO CANADA INC.	a2022_minos		*		FC	100	100	FC	66.67	66.67	
China											
PLASTIC OMNIUM HOLDING (SHANGHAI) Co. Ltd				*	FC	100	100	FC	100	100	
WUHAN PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM INERGY (SHANGHAI) CONSULTING Co. Ltd	c2021	*			-	-	-	FC	100	100	
INERGY AUTOMOTIVE SYSTEMS CONSULTING (BEIJING) Co. Ltd	c2021	*			-	-	-	FC	100	100	
BEIJING PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	60	60	FC	60	60	
CHONGQING PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	100	100	FC	100	100	
GUANGZHOU PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	100	100	FC	100	100	
NINGBO PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	100	100	FC	100	100	
SHENYANG PLASTIC OMNIUM AUTO INERGY Co. Ltd		*			FC	100	100	FC	100	100	
YANFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM (SHANGHAI TIEXI) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM YIZHENG AUTOMOTIVE EXTERIOR SYSTEM Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM (SHENYANG) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM NINGBO AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM WUHAN AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM HARBIN AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM HANGZHOU AUTO EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM NINGDE AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANKANG AUTO PARTS RUGAO Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
YANFENG PLASTIC OMNIUM (DAQING) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM_Ifrs	49.95	49.95	EM_Ifrs	49.95	49.95	
CHONGQING YANFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIOR FAWAY Co. Ltd		*			EM_Ifrs	49.95	25.47	EM_Ifrs	49.95	25.47	
GUANGZHOU ZHONGXIN YANFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIOR TRIM Co. Ltd		*			EM_Ifrs	49.95	25.47	EM_Ifrs	49.95	25.47	
CHENGDU FAWAY YANFENG PLASTIC OMNIUM Co. Ltd		*			EM	24.48	24.48	EM	24.48	24.48	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		Industries	Modules	Unallocated	Method of Consolidation	% control	% interest	Method of Consolidation	% control	% interest	Tax group
DONGFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd		*			EM	24.98	24.98	EM	24.98	24.98	
CHANGCHUN HUAZHONG YANFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIORS Co. Ltd		*			EM_Ifrs	49.95	24.98	EM_Ifrs	49.95	24.98	
GUANGZHOU ZHONGXIN YANFENG PLASTIC OMNIUM AUTOMOTIVE EXTERIOR SYSTEMS Co., Ltd		*			EM_Ifrs	49.95	25.47	EM_Ifrs	49.95	25.47	
HBPO CHINA BEIJING Co. Ltd	a2022_minos		*		FC	100	100	FC	66.67	66.67	
HBPO NANJI Co. Ltd	a2022_minos		*		FC	100	100	FC	66.67	66.67	
HBPO SHANGAI Ltd	a2021		*		FC	100	100	FC	66.67	66.67	
YANFENG PLASTIC OMNIUM (LIAONING) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd	a2022	*			EM_Ifrs	49.95	49.95	-	-	-	
YANFENG PLASTIC OMNIUM (HE FEI) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd	a2022	*			EM_Ifrs	49.95	49.95	-	-	-	
YANFENG PLASTIC OMNIUM (NEW DADONG) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd	a2022	*			EM_Ifrs	49.95	49.95	-	-	-	
HBPO AUTO COMPONENTS (Shanghai) Ltd	a2022		*		FC	100	100	-	-	-	
PLASTIC OMNIUM LIGHTING SYSTEMS (KUNSHAN) Co., Ltd	a2022_d	*			FC	100	100	-	-	-	
SHANGHAI PLASTIC OMNIUM NEW ENERGIES Co., Ltd	a2022	*			FC	100	100	-	-	-	
EKPO CHINA	a2022	*			EM_Ifrs	40	40	-	-	-	
YANFENG PLASTIC OMNIUM (BEIJING) AUTOMOTIVE EXTERIOR SYSTEMS Co. Ltd	a2022	*			EM_Ifrs	49.95	49.95	-	-	-	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
South Korea											
PLASTIC OMNIUM Co. Ltd		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM KOREA NEW ENERGIES Co. Ltd		*			FC	100	100	FC	100	100	
SHB AUTOMOTIVE MODULES	a2022_minos		*		EM_Ifrs	50	50	EM_Ifrs	33.34	33.34	
HBPO PYEONGTAEK Ltd	a2022_minos		*		FC	100	100	FC	66.67	66.67	
Spain											
PLASTIC OMNIUM EQUIPAMIENTOS EXTERIORES SA		*			FC	100	100	FC	100	100	3
PLASTIC OMNIUM AUTO INERGY SPAIN SA		*			FC	100	100	FC	100	100	3
PLASTIC OMNIUM COMPOSITES ESPANA SA	c2022	*			-	-	-	FC	100	100	3
PLASTIC OMNIUM AUTOMOTIVE ESPANA		*			FC	100	100	FC	100	100	3
HBPO AUTOMOTIVE SPAIN SL	a2022_minos		*		FC	100	100	FC	66.67	66.67	
United States											
PLASTIC OMNIUM Inc.				*	FC	100	100	FC	100	100	4
PLASTIC OMNIUM INDUSTRIES Inc.				*	FC	100	100	FC	100	100	4
PLASTIC OMNIUM AUTO EXTERIORS LLC		*			FC	100	100	FC	100	100	4
PLASTIC OMNIUM AUTO INERGY (USA) LLC		*			FC	100	100	FC	100	100	4
HBPO NORTH AMERICA Inc.	a2022_minos		*		FC	100	100	FC	66.67	66.67	
PLASTIC OMNIUM NEW ENERGIES USA, INC	a2022	*			FC	100	100	-	-	-	
PLASTIC OMNIUM E-POWER Inc.	a2022_d	*			FC	100	100	-	-	-	
PLASTIC OMNIUM LIGHTING SYSTEMS Inc	a2022_d	*			FC	100	100	-	-	-	
PO LIGHTING USA Inc.	a2022_d	*			FC	100	100	-	-	-	
Hungary											
HBPO MANUFACTURING HUNGARY Kft	a2022_minos		*		FC	100	100	FC	66.67	66.67	7
HBPO AUTOMOTIVE HUNGARIA Kft	a2022_minos		*		FC	100	100	FC	66.67	66.67	
HBPO SZEKESFEHERVAR Kft	a2022_minos		*		FC	100	100	FC	66.67	66.67	7
HBPO PROFESSIONAL SERVICES Kft	a2022		*		FC	100	100	-	-	-	
PLASTIC OMNIUM AUTO EXTERIORS HUNGARY Kft	a2022	*			FC	100	100	-	-	-	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
India											
PLASTIC OMNIUM AUTO EXTERIORS (INDIA) PVT Ltd		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY INDIA PVT Ltd		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY MANUFACTURING INDIA PVT Ltd		*			FC	55	55	FC	55	55	
PO LIGHTING INDIA PVT. Ltd	a2022_d	*			FC	100	100	-	-	-	
Indonesia											
PLASTIC OMNIUM AUTO INERGY INDONESIA	a2021	*			FC	100	100	FC	100	100	
Japan											
PLASTIC OMNIUM KK		*			FC	100	100	FC	100	100	
Malaysia											
HICOM HBPO SDN BHD	a2022_minos		*		FC	51	51	FC	51	34	
PO AUTOMOTIVE SDN BHD MALAYSIA		*			FC	100	100	FC	100	100	
Morocco											
PLASTIC OMNIUM AUTO INERGY (MOROCCO) SARL		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO EXTERIEUR		*			FC	100	100	FC	100	100	
PO LIGHTING MOROCCO SA	a2022_d	*			FC	100	100	-	-	-	
Mexico											
PLASTIC OMNIUM INDUSTRIAL AUTO EXTERIORES RAMOS ARIZPE SA DE CV		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY MEXICO SA DE CV		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO EXTERIORES SA DE CV		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INDUSTRIAL SRL DE CV		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY INDUSTRIAL SA DE CV		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY SERVICIOS SA DE CV		*			FC	100	100	FC	100	100	
HBPO MEXICO SA DE CV	a2022_minos		*		FC	100	100	FC	66.67	66.67	
HBPO SERVICES MEXICO SA DE CV	c2021		*		-	-	-	FC	66.67	66.67	
HBPO MANAGEMENT SERVICES MEXICO SA DE CV	c2021		*		-	-	-	FC	66.67	66.67	
PO LIGHTING MEXICO SA DE CV	a2022_d	*			FC	100	100	-	-	-	
Netherlands											
DSK PLASTIC OMNIUM BV		*			FC	51	51	FC	51	51	
PLASTIC OMNIUM AUTO INERGY NETHERLANDS HOLDING BV		*			FC	100	100	FC	100	100	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		**Industries**	**Modules**	**Unallocated**	**Method of Consolidation**	**% control**	**% interest**	**Method of Consolidation**	**% control**	**% interest**	**Tax group**
Poland											
PLASTIC OMNIUM AUTO INERGY POLAND Sp Z.O.O.		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO EXTERIORS Sp Z.O.O.		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO Sp Z.O.O.		*			FC	100	100	FC	100	100	
PO LIGHTING POLAND Sp Z.O.O.	a2022_d	*			FC	100	100	-	-	-	
Czech Republic											
HBPO CZECH SRO	a2022_minos		*		FC	100	100	FC	66.67	66.67	
PO LIGHTING CZECH SRO	a2022_d	*			FC	100	100	-	-	-	
HBPO KVASINY SRO	a2022		*		FC	100	100	-	-	-	
Romania											
PLASTIC OMNIUM AUTO INERGY ROMANIA SRL		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM LIGHTING SYSTEMS SRL	a2022	*			FC	100	100	-	-	-	
United Kingdom											
PLASTIC OMNIUM AUTOMOTIVE Ltd		*			FC	100	100	FC	100	100	
HBPO UK Ltd	a2022_minos		*		FC	100	100	FC	66.67	66.67	
Russia											
PLASTIC OMNIUM AUTO INERGY RUSSIA LLC		*			FC	100	100	FC	100	100	
DSK PLASTIC OMNIUM INERGY		*			FC	51	51	FC	51	51	
Slovakia											
PLASTIC OMNIUM AUTO EXTERIORS S.R.O.		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTO INERGY SLOVAKIA SRO		*			FC	100	100	FC	100	100	
HBPO SLOVAKIA SRO	a2022_minos		*		FC	100	100	FC	66.67	66.67	
Switzerland											
PLASTIC OMNIUM RE AG				*	FC	100	100	FC	100	100	
SWISS HYDROGEN		*			FC	100	100	FC	100	100	
Thailand											
PLASTIC OMNIUM AUTO INERGY THAILAND Co. Ltd		*			FC	100	100	FC	100	100	
PLASTIC OMNIUM AUTOMOTIVE Co. Ltd		*			FC	100	100	FC	100	100	

		Reportable segment			December 31, 2022			December 31, 2021			
Legal name		Industries	Modules	Unallocated	Method of Consolidation	% control	% interest	Method of Consolidation	% control	% interest	Tax group
Turkey											
B.P.O. AS			*		EM_Ifrs	50	49.98	EM_Ifrs	50	49.98	
PO LIGHTING TURKEY AS	a2022_d		*		FC	100	100	-	-	-	

Consolidation method and special features:

FC: *Full consolidation.*

EM: *Companies that were already consolidated by the equity method before the application of the new consolidation standards at January 1, 2014.*

EM_Ifrs: *Companies consolidated by the equity method since the application of the new consolidation standards at January 1, 2014.*

Movements for the period:

a2022: *Companies acquired and/or created during fiscal year 2022.*

a2022_d: *Companies acquired during fiscal year 2022 whose name was changed by the Group since the acquisition.*

AMLS Osram:

entities integrated in the Plastic Omnium Group at July 1, 2022:
"AMLS Osram GmbH" became "Plastic Omnium Lighting Systems GmbH"
"AMLS Osram US" became "Plastic Omnium Lighting Systems Inc"
"AMLS Osram China" became "Plastic Omnium Lighting Systems (Kunshan) Co., Ltd"

Actia Power:

entities integrated in the Plastic Omnium Group at August 1, 2022:
"Actia Power Holding" became "Plastic Omnium e-Power"
"Actia Power France" became "Plastic Omnium e-Power France"
"Actia Power Germany" became "Plastic Omnium e-Power Germany GmbH"
"Actia Power US" became "Plastic Omnium e-Power Inc."

VLS – Varroc Lighting Systems:

entities integrated in the Plastic Omnium Group at October 6, 2022:
"Varroc Lighting Systems SA Morocco" became "PO Lighting Morocco SA"
"Varroc Lighting Systems CZ" became "PO Lighting Czech SRO"
"Varroc Lighting Systems Poland" became "PO Lighting Poland Sp Z.O.O."
"Varroc Lighting Systems Turkey" became "PO Lighting Turkey AS"
"Varroc Lighting Systems Mexico" became "PO Lighting Mexico SA de CV"
"Varroc do Brazil" became "PO Lighting do Brasil Ltda"
"Varroc India SPV" became "PO Lighting India Pvt. Ltd"
"Varroc Lighting Systems USA" became "PO Lighting USA Inc."
"Varroc Lighting Systems Germany GmbH" became "PO Lighting Germany GmbH"

a2022_minos: *Acquisition by the Group on December 12, 2022 of the final third of HBPO held by Hella.*

b2022: *Companies whose name was changed during fiscal year 2022.*

a2021: *Companies acquired and/or created during fiscal year 2021.*

b2021: *Companies whose name was changed during fiscal year 2021.*

c2021: *Companies sold and/or merged during fiscal year 2021.*

Tax group

1 *France Plastic Omnium tax group*
2 *Germany Plastic Omnium GmbH tax group*
3 *Spain Plastic Omnium tax group*
4 *States Plastic Omnium tax group*
5 *Germany HBPO tax group*
6 *Belgium Plastic Omnium tax group*
7 *Hungary HBPO tax group*

5.3 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(For the year ended 31 December 2022)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law, such as information about the appointment of Statutory Auditors. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

OPINION

In compliance with the engagement entrusted to us by your Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Compagnie Plastic Omnium SE for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at 31 December 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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

BASIS FOR OPINION

AUDIT FRAMEWORK

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

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors for the period from 1 January 2022 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgement, were most significant in our audit of the consolidated financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, and therefore contributed to the opinion we formed as expressed above We do not provide a separate opinion on specific items of the consolidated financial statements.

MEASUREMENT AND RECOGNITION OF REVENUE

Note 1.3.2 "Revenue/'Revenue from Contracts with Customers'" to the consolidated financial statements.

KEY AUDIT MATTER

Revenue of €8,538 million is reported in the consolidated income statement of Compagnie Plastic Omnium SE at 31 December 2022.

- Sales of parts are recognised when control of the goods is transferred to the customer, usually upon delivery of the goods, and measured at the fair value of the consideration received, net of discounts, rebates, and other taxes on sales and customs duties.
- Regarding services and the creation of specific tooling:
  - The accounting treatment applied is based on the identification by the Group in most cases of two performance obligations, distinct from the production of parts, under the Design business and the supply of certain specific tooling whose control is transferred to clients.
  - The costs related to these two performance obligations are recognised in inventories during the project phase and then in expenses when their control is transferred to the client, i.e. when series production is launched.
- Proceeds from the Design business, including those explicitly included in the part price, are recognised at the start of series production. Payments received before the start of series production are recorded in customer advances.
- We considered the recognition of "parts" revenue and the measurement of "services and creation of specific tooling" revenue to be a key audit matter, in light of:
  - Regular discussions between the Group and its customers on part prices, discounts and rebates;
  - The judgement required from the Group's Management to estimate the proceeds related to these performance obligations as these proceeds are not necessarily directly identifiable within the contracts and therefore require specific measurement by Management.

HOW OUR AUDIT ADDRESSED THIS RISK

- We reviewed the revenue measurement and recognition process and identified the key controls that Management has in place regarding revenue recognition;
- In order to assess the recognition of revenue from the sale of parts, we carried out tests on a sample of transactions to:
  - compare the sales prices applied to parts deliveries with the contract prices;
  - review the credit notes issued, discounts and rebates;
  - check that parts sales are attributed to the correct financial year.
- In order to assess the recognition of revenue related to Design services and the creation of specific tooling, we carried out tests on a sample of contracts to:
  - compare the sales prices applied and recognised at the start of series production with the valuation made by Management and the contract documents;
  - review the proceeds and costs attributed to performance obligations;
  - check that sales of Design services and tooling creation are attributed to the correct financial year.
- Lastly, we examined the appropriateness of the disclosures in the notes to the consolidated financial statements.

VALUATION OF DEVELOPMENT ASSETS AND PROPERTY, PLANT AND EQUIPMENT

Notes 1.6.2 "Intangible assets", 1.6.3 "Property, plant and equipment", and 1.6.4 "Impairment of goodwill, property, plant and equipment and intangible assets" to the consolidated financial statements

KEY AUDIT MATTER

At 31 December 2022, the net value of the fixed assets related to the development costs and to property, plant and equipment stood at €1,966 million and €645 million, respectively, representing approximately 34% of total assets.

- Note 1.6.2 to the consolidated financial statements describes how development costs incurred during the project phase and related to the execution of a contract with a customer are recognised as intangible assets. Note 1.6.3 describes the accounting treatment of property, plant and equipment and their depreciation period.
- As described in Note 1.6.4.2, the Group carries out impairment tests on these assets whenever there is evidence of signs of impairment such as recurring losses for an entity, decisions to stop commercialising production, or site closures, and at least once a year for development assets.
- As described in Note 1.11, for the determination of the recoverable amount, the concepts of fair value net of disposal costs and value in use obtained by the discounted cash-flow method are used. These tests are based on assumptions about future operating cash-flows and discount rates.
- As described in Note 2.1.3, a review of signs of impairment and reversals of impairment on assets impaired in previous years was performed.
- We considered the valuation of development assets and property, plant and equipment to be a key audit matter due to:
  - their relative size in the Group's financial statements;
  - the judgements required from Management to assess whether there are any signs of impairment and the recoverable amount.

HOW OUR AUDIT ADDRESSED THIS RISK

- Our work consisted primarily of:
  - reviewing the mechanisms for identifying signs of impairment used by the Group;
  - assessing the analyses and judgements made by the Group to identify whether there are any signs of impairment or reversal of impairment;
  - checking that assets that show signs of impairment have been tested for impairment.
- As concerns the valuation of development assets:
  - reviewing the process for identifying capitalised development costs;
  - assessing the completeness of the programmes included in the analysis of signs of impairment or reversal of impairment, by reconciling the assets analysed to the consolidated financial statements;
  - examining the assumptions used in the analyses and impairment tests (forecast sales, gross margin, other fixed costs, etc.).
- As concerns the valuation of property, plant and equipment and where there are signs of impairment or reversal of impairment:
  - examining the compliance of the Group's methodology with IAS 36;
  - reconciling the file of assets subject to impairment testing with the consolidated financial statements;
  - reviewing the key inputs and assumptions used to determine the recoverable amount through discussions with divisional Finance Departments, the Group's Finance Department and the Group's Executive Management; and in particular in the context of (i) the ongoing Covid-19 pandemic crisis in certain regions, (ii) supply chain disruptions affecting materials and components and (iii) the conflict between Russia and Ukraine and their impact on future performance.
- Lastly, as concerns the valuation of these assets, we also:
  - verified the mathematical accuracy of the models used to determine values in use;
  - compared discount rates and long-term growth rates to external market data, with the help of our valuation specialists;
  - performed sensitivity analyses on the main assumptions used.

SPECIFIC VERIFICATIONS

As required by legal and regulatory provisions and in accordance with professional standards applicable in France, we have also performed the specific verifications on the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the information pertaining to the Group presented in the management report includes the consolidated non-financial performance statement required under Article L.225-102-1 of the French Commercial Code. However, in accordance with Article L.823-10 of the French Commercial Code, we have not verified the fair presentation and consistency with the consolidated financial statements of the information given in that statement, which will be the subject of a report by an independent third party.

OTHER VERIFICATIONS AND INFORMATION PURSUANT TO LEGAL AND REGULATORY REQUIREMENTS

PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the consolidated financial statements to be included in the annual financial report referred to in paragraph I of Article L.451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*) and prepared under the Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of 17 December 2018. As it relates to the consolidated financial statements, our work included verifying that the markups in the financial statements comply with the format defined by the aforementioned Regulation.

On the basis of our work, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic reporting format.

Due to the technical limitations inherent to block tagging the consolidated financial statements in the European single electronic reporting format, the content of some of the tags in the notes may not be rendered identically to the accompanying consolidated financial statements.

In addition, it is not our responsibility to ensure that the consolidated financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed Statutory Auditors of Compagnie Plastic Omnium SE by the Shareholders' Meeting held on 29 April 2010 for Ernst & Young et Autres and on 21 April 2022 for PricewaterhouseCoopers Audit.

At 31 December 2022, Ernst & Young et Autres and PricewaterhouseCoopers Audit were in the thirteenth and first consecutive year of their engagement, respectively.

Previously, Ernst & Young Audit was the Statutory Auditor of Compagnie Plastic Omnium SE from 2001.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for preparing consolidated financial statements giving a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVE AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit.

They also:

- identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their 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 the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;

- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- aluate the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon

REPORT TO THE AUDIT COMMITTEE

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

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the consolidated financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

Ernst & Young et Autres
May Kassis-Morin

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6.1 COMMENTS ON THE STATUTORY FINANCIAL STATEMENTS

BALANCE SHEET CHANGES

The main changes involved the following transactions:

EQUITY INVESTMENTS

- Creation of a Lighting Division for the activities of the AMLS OSRAM (Automotive Lighting Systems Osram) and VLS (Varroc Lighting Systems) groups specializing in automotive lighting, acquired respectively on July 1 and October 6, 2022 by Plastic Omnium Lighting and Plastic Omnium GmbH, wholly-owned subsidiaries of Compagnie Plastic Omnium SE.

The AMLS OSRAM group provides a portfolio of high-tech products to a global customer base, covering the key areas of front lighting, interior lighting, advanced projection solutions and body lighting, satisfying new trends in styling, safety and electrification. The complementary technology provided by AMLS OSRAM should give the Plastic Omnium Group leading-edge expertise in lighting systems, electronics and software to develop innovative intelligent lighting solutions for the automotive industry.

- Revenue of €148 million in 2021;

- Manufacturing at five locations in the United States, Europe and China;

- 770 people, including 120 in R&D.

Varroc Lighting Systems has a broad product portfolio, which includes advanced lighting solutions for headlights and tail lights, innovative technologies in the development of optical systems and electronic control and lighting software. Varroc Lighting Systems thus has strong engineering capabilities to meet the requirements of active safety lighting, style and electrification.

Varroc Lighting Systems brings a balanced global industrial presence, strong engineering expertise and a strong portfolio of products and customers.

- Revenue of €0.8 billion in 2021;

- 8 plants with balanced locations in cost-competitive countries;

- 6,500 people, including 800 R&D employees based in eight dedicated centers.

- Acquisition by Plastic Omnium Auto Inergy SAS, a wholly-owned subsidiary of Compagnie Plastic Omnium SE, of the Actia Power group specializing in the design and manufacture of on-board batteries, power electronics and electrification systems primarily intended for electric mobility for trucks, buses and coaches, trains and construction machinery. The Group employs around 200 people in France, Germany, the United Kingdom and the United States, with revenue of €22 million in 2021.
- Acquisition by Plastic Omnium GmbH of Hella's 33.33% stake in HBPO GmbH on December 12, 2022. This acquisition allows Compagnie Plastic Omnium SE to indirectly hold 100% of the shares in HBPO GmbH.

OTHER LONG-TERM INVESTMENTS

- The payment of a net amount of €2.6 million out of a total commitment of €18 million to Aster Capital Partners SAS's professional investment fund Aster VI, specializing in the energy, industry and mobility sectors.
- The €20 million subscription of bonds convertible into shares issued by Verkor, a company specializing in the development and production of electric vehicle batteries.

  The investment is supplemented by an industrial partnership that will give Verkor and Plastic Omnium Group the means to develop production and marketing capabilities for electric battery modules and packs for individual and commercial vehicles and for stationary energy storage.
- Subscription to the Fonds d'Amorçage Industriel Métropolitain S.L.P (FAIM) covering all industrial sectors for a commitment of €5 million, of which €0.4 million was paid in 2022.

LOANS

- Loans to subsidiaries amounted to €766.4 million at December 31, 2022, compared with €749.4 million at December 31, 2021. The €16.9 million change is due to the setting up of loans for €9.2 million and the valuation in euros of foreign currency loans for €7.7 million.

CAPITAL AND TREASURY SHARES

- In accordance with the authorization granted by the Combined General Meeting of April 21, 2022, the Board of Directors decided on July 20, 2022 to proceed on September 1, 2022 with a share capital reduction in the amount of €96,000.00, corresponding to the cancelation of 1,600,000 shares with a par value of €0.06. The share capital was thus reduced to €8,731,329.18 and is divided into 145,522,153 shares with a par value of €0.06.
- Compagnie Plastic Omnium SE continued its share buyback program under the authorization granted by the Combined General Meeting of April 21, 2022. Buybacks carried out in fiscal year 2022 totaled €15.5 million.

NET FINANCIAL LIABILITIES

- On May 23, 2022, Compagnie Plastic Omnium SE completed a *Schuldschein* private placement, without covenant, for an amount of €400 million. It is divided into six tranches with private investors, with maturities of three, five and seven years, for an average financing rate of 1.58%. In parallel with this transaction, Compagnie Plastic Omnium SE repaid €141 million early on the €300 million *Schuldschein* of June 16, 2016, and which was due on June 17, 2023.
- Outstanding confirmed medium-term credit lines remained unchanged at December 31, 2022 at €1,840 million. In addition, €508.5 million of commercial paper had been issued by the Company at December 31, 2022, compared to €322.5 million at December 31, 2021.

At December 31, 2022, Compagnie Plastic Omnium SE's financial position showed positive net cash of €196 million versus positive net cash of €187.7 million at December 31, 2021 (see calculation on Balance sheet assets page)

EARNINGS PERFORMANCE

Compagnie Plastic Omnium SE posted operating revenue of €58.2 million in 2022, compared with €31.8 million in 2021. This revenue can be broken down as follows:

- €31.4 million in trademark license fees from subsidiaries;
- miscellaneous re-invoicing to Group companies for €23.4 million.

Net financial income for Compagnie Plastic Omnium SE was €200.9 million, versus €113.5 million in 2021. This financial income was largely due to:

- dividends from subsidiaries for €156.2 million in 2022 versus €101.3 million in 2021;
- net interest income on loans, receivables and borrowings of €12.5 million in 2022 versus net income of €13.2 million in 2021;
- net reversal of provisions for €28.3 million in 2022 versus a net charge to provisions of -€1.2 million in 2021.

The extraordinary result is a loss of €1.2 million.

Profit before tax was €200.4 million in 2022, compared to €103.8 million in 2021.

Income tax was a tax expense of €4 million in 2022, compared with a tax expense of €3 million in 2021.

As a result, the net profit for 2022 was €196.3 million, compared with €100.8 million in 2021.

No expenses were added back to taxable income during 2022, in application of Articles 223 *quater* and 223 *quinquies* of the French General Tax Code.

6.2 STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2022

6.2.1 BALANCE SHEET

ASSETS

		December 31, 2022			December 31, 2021
in thousand of euros	Notes	Gross values	Depreciation, amortization and provisions	Net amounts	Net amounts
Non-current assets					
Intangible assets	A	993	971	22	25
Property, plant and equipment	B	3,760	807	2,953	2,994
Financial assets	C	2,272,009	41,475	2,230,534	2,103,578
TOTAL NON-CURRENT ASSETS		**2,276,762**	**43,253**	**2,233,509**	**2,106,597**
Current assets					
Prepayments to suppliers	D	25	0	25	99
Trade receivables	D	15,398	0	15,398	5,124
Other receivables	D	1,106,008	1,263	1,104,745	643,209
Short-term investment securities		71,799	1,013	70,786	54,060
Cash and cash equivalents	E	159,608	0	159 608	188,389
Prepaid expenses	F	1,438	0	1,438	615
TOTAL CURRENT ASSETS		**1,354,276**	**2,276**	**1,352,000**	**891,496**
Deferred charges (debt issuance costs)	F	3,472	0	3,472	3,232
Bond redemption premiums	F	1,282	0	1,282	2,064
Translation differences – assets	F	346	0	346	560
TOTAL		**3,636,138**	**45,529**	**3,590,609**	**3,003,949**

Net cash and cash equivalents of Compagnie Plastic Omnium SE amounted to +€196 million in 2022, compared with +€187.7 million in 2021.

As of December 31, 2022, it comprised: cash and cash equivalents for €220 million, loans to subsidiaries and financial receivables for €1,842 million, cash instrument assets for €10 million, bonds for €1,367 million and current borrowings and financial debt for €509 million.

LIABILITIES

in thousand of euros	Notes	2022	2021
Shareholders' equity			
Share capital	G	8,731	8,827
Additional paid-in capital	G	17,389	17,389
Other reserves	G	1,333,711	1,308,130
Net income for the year		**196,349**	**100,758**
Regulated provisions	G	0	0
Total shareholders' equity	**G**	**1,556,180**	**1,435,104**
Provisions for contingencies and charges	H	11,452	81,058
Liabilities			
Bonds	I	1,366,981	1,105,791
Bank borrowings	I	0	0
Other borrowings	I	520,096	333,531
Trade payables	I	17,098	12,236
Accrued taxes and payroll costs	I	3,367	3,334
Other liabilities	I	33,556	32,871
Deferred revenues	I	81,873	0
TOTAL LIABILITIES	**I**	**2,022,971**	**1,487,763**
Prepaid expenses and accrued income – liabilities		6	24
TOTAL		**3,590,609**	**3,003,949**

6.2.2 INCOME STATEMENT

in thousand of euros	Notes	2022	2021
NET REVENUE	**J**	**23,382**	**1,736**
Provision reversals and expense transfers		3,306	1,343
Other operating revenue	J	31,469	28,761
TOTAL OPERATING REVENUE		**58,157**	**31,840**
Purchases and other external charges	K	(52,032)	(35,754)
Taxes other than on income		(708)	(436)
Personnel costs	L	(1,336)	(1,316)
Depreciation, amortization and provisions	M	(2,498)	(2,400)
Other expenses		(938)	(1,476)
TOTAL OPERATING EXPENSES		**(57,512)**	**(41,382)**
NET OPERATING INCOME		**645**	**(9,542)**
TOTAL FINANCIAL INCOME	**N**	**228,900**	**133,155**
TOTAL FINANCIAL EXPENSES	**N**	**(27,980)**	**(19,707)**
NET FINANCIAL INCOME	**N**	**200,920**	**113,448**
INCOME BEFORE NON-OPERATING ITEMS		**201,565**	**103,906**
Non-operating items	O	(1,190)	(104)
PROFIT BEFORE TAX		**200,375**	**103,802**
Income tax	P	(4,026)	(3,044)
NET INCOME		**196,349**	**100,758**

6.2.3 NOTES TO THE STATUTORY FINANCIAL STATEMENTS

The information below constitutes the notes to the balance sheet before distribution for the fiscal year ended December 31, 2022, for which the total amounted to €3,590,609 thousand and the result was €196,349 thousand.

SIGNIFICANT EVENTS OF THE YEAR

Equity investments

- On November 29, 2022, Compagnie Plastic Omnium SE subscribed to a capital increase of its subsidiary Plastic Omnium GmbH through a cash contribution of €60 million. Plastic Omnium GmbH holds the securities of the German companies of the Group's divisions.
- This capital increase enables its subsidiary Plastic Omnium GmbH to strengthen its financial structure as part of the acquisition of Hella's 33.33% stake in HBPO GmbH, the world leader in complex modules for the automotive industry and the AMLS OSRAM Group (Automotive Lighting Systems Osram) specializing in automotive lighting.
- The impairment loss on equity investments recognized for €60 million at December 31, 2020 was reversed in the amount of €30 million at December 31, 2022.

Other long-term investments

- Compagnie Plastic Omnium SE subscribed to the Fonds d'Amorçage Industriel Métropolitain S.L.P (FAIM) covering all industrial sectors for a commitment of €5 million, of which €0.4 million was paid in 2022.
- In 2022, Compagnie Plastic Omnium SE paid a net amount of €2.6 million out of a total commitment of €18 million to Aster Capital Partners SAS's professional investment fund Aster VI, specializing in the energy, industry and mobility sectors.
- On February 22, 2022, Compagnie Plastic Omnium SE paid €20 million for bonds convertible into shares issued by the limited company Verkor, a company specializing in the development and production of electric vehicle batteries.
- The investment is supplemented by an industrial partnership that will give Verkor and the Plastic Omnium Group the means to develop production and marketing capabilities for electric battery modules and packs for individual and commercial vehicles and for stationary energy storage.

Loans

- Loans to subsidiaries amounted to €766.4 million at December 31, 2022, compared with €749.4 million at December 31, 2021. The €16.9 million change is due to the setting up of loans for €9.2 million and the valuation in euros of foreign currency loans for €7.7 million.

Sale of research tax credit receivables – France

- On September 3, 2022, Compagnie Plastic Omnium SE transferred research tax credit receivables stemming from the research centers of the tax-consolidated subsidiaries to a financial institution for €1.7 million.

Capital and treasury shares

- In accordance with the authorization granted by the Combined General Meeting of April 21, 2022, the Board of Directors decided on July 20, 2022 to proceed on September 1, 2022 with a share capital reduction in the amount of €96,000.00, corresponding to the cancelation of 1,600,000 shares with a par value of €0.06. The share capital was thus reduced to €8,731,329.18 and is divided into 145,522,153 shares with a par value of €0.06.
- Pursuant to the authorization by the Combined General Meeting of April 21, 2022, on February 17, 2022 the Board of Directors decided to carry out an allocation on April 22, 2022 of 95,602 performance shares free of charge to the directors of Compagnie Plastic Omnium SE. The vesting of the performance shares will occur following the General Meeting of Shareholders that will take place in 2025. The cost associated with this plan was estimated at €1.3 million at December 31, 2022. On the vesting date of the shares, the relevant subsidiary with plan beneficiaries will be re-invoiced for the cost.
- Compagnie Plastic Omnium SE continued its share buyback program under the authorization granted by the Combined General Meeting of April 21, 2022. Buybacks carried out in fiscal year 2022 totaled €15.5 million.

Net financial liabilities

- On May 23, 2022, Compagnie Plastic Omnium SE completed a *Schuldschein* private placement, without covenant, for an amount of €400 million. It is divided into six tranches with maturities of three, five and seven years for an average financing rate of 1.58% with private investors. In parallel with this transaction, Compagnie Plastic Omnium SE repaid €141 million early on the €300 million Schuldschein of June 16, 2016, and which was due on June 17, 2023.
- Outstanding confirmed medium-term credit lines remained unchanged at December 31, 2022 at €1,840 million.
- In addition, €508.5 million of commercial paper had been issued by the Company at December 31, 2022.

ACCOUNTING PRINCIPLES AND METHODS

The financial statements of Compagnie Plastic Omnium SE have been prepared in accordance with the provisions of the French Commercial Code and the French General Accounting Plan (ANC regulation 2014-03 of June 5, 2014 amended by regulation no. 2018-07 of December 10, 2018). The annual financial statements include the provisions of the French Accounting Standards Authority (*Autorité des Normes Comptables* – ANC) regulation 2015-05 for financial futures and hedging transactions, as well as the recommendations of July 24, 2020 relating to the consideration of the consequences of the Covid-19 event in the financial statements.

The accounting conventions for preparing and presenting the Company statutory accounts have been applied in accordance with the following basic assumptions:

- going-concern;
- consistency of accounting principles;
- separation of accounting periods.

The basic method used for the items presented in the accounts is the historical cost method.

The accounting principles used to prepare the 2022 financial statements are the same as those used in 2021. The significant accounting policies applied are described below.

Property, plant and equipment

Property, plant and equipment are initially recognized at cost and depreciated on a straight-line basis over their estimated useful lives, as follows:

- fixtures and fittings: 10 years;
- office equipment and furniture: 5 to 10 years.

Equity investments and related receivables

The equity investments are composed of investments that enable control of the issuing company or notable influence to be exercised over it. They are intended to be retained over the long term and to contribute to the business of the holding company.

Gross values of investments in subsidiaries and affiliates are initially recognized at cost or transfer value. If applicable, a provision for impairment will be booked when the value in use or the probable realization value is lower than the net carrying amount.

At each year-end, the Company assesses the value in use of its equity investments. In the event of a lasting decline in the value in use, and if this decline is less than the net carrying amount, a provision for impairment is recognized. Value in use is determined according to a multi-criteria approach, based on management's judgment, notably taking into account the share of equity and an enterprise value approach based on discounted future cash flows. These expected flows are determined over a five-year period. The flows are based on the five-year plans prepared by the management of the subsidiaries and validated by management (Strat Plan). The terminal value, calculated on the basis of the last year, takes into account a perpetual growth rate specific to the geographical areas in which the companies operate. Qualitative elements representative of the strategic value of the investment may also be taken into account.

Related receivables are valued at their par value. Depreciation is recorded where the inventory value is less than the carrying amount. Related receivables are impaired through a provision by taking into account the overall situation and the likelihood of non-recovery.

Other long-term investments

The other long-term investments are securities that the Company intends to hold for the long term without involvement in the management of the companies in which the securities are held.

The gross value of the other long-term investments corresponds to the acquisition cost. If applicable, a provision for impairment will be booked when the value in use or the probable realization value is lower than the net carrying amount.

Treasury shares

The Company has been authorized by Ordinary General Meetings to purchase its own shares to maintain a liquid market for its shares under a liquidity contract with an investment firm, reduce the share capital by canceling shares, or cover current or future stock option or stock grant plans for employees and corporate officers of the Group.

The accounting classification of treasury shares depends on its final purpose:

- treasury shares intended for cancelation and allocated to a future capital reduction or acquired as part of a liquidity contract are recognized as long-term investment;
- treasury shares bought back to be granted to employees and corporate officers as part of a stock-option plan or performance share plan are recognized as short-term investment securities.

Treasury shares are measured in line with their accounting classification (investments, stock option plans or performance share plans, shares acquired under the liquidity contract) using a FIFO (*first-in, first-out*) method.

The gross value equals the acquisition price, and treasury shares are valued at the average market price of the latest month. Impairment is recognized where the gross value is higher than the carrying amount, except for treasury shares intended for cancelation. For shares allocated to cover stock option plans, their fair value is the lower of the exercise price of the options granted. For treasury shares allocated to the grant of performance shares, a provision for expenses is recognized for the total value of the treasury shares allocated to the employees and corporate officers of Compagnie Plastic Omnium SE and its subsidiaries.

For shares otherwise classified, market value is determined on the basis of the average quoted stock market price during the month before the balance sheet date.

Receivables

Receivables are valued at their nominal value. Depreciation is recorded where the inventory value is less than the carrying amount. Receivables are depreciated through provisions that take into account possible recovery problems.

Short-term investment securities

The short-term investment securities are valued by securities category (shares held as part of the liquidity agreement, unallocated treasury shares, other short-term investment securities), using a FIFO (*first-in, first-out*) method.

When necessary, they are impaired, calculated for each line of similar securities.

For securities that represent listed securities, the impairment is booked to bring their net carrying amount to the closing price.

Cash and cash equivalents

These include cash, and other items with a similar nature to cash, on hand and at the bank, as well as warrants that may be redeemed at any time after they have been subscribed.

Cash and cash equivalents are valued at their nominal value.

Foreign currency transactions

At closing, monetary items in foreign currencies are converted on the balance sheet at the exchange rates in effect at the closing date as an offset to items in "Translation differences – Assets/Liabilities" on the balance sheet, except for hedges, in which case revaluations are carried in net financial income and are offset by the impacts recognized on the hedging instrument. Unrealized foreign exchange gains are not recognized in accounting income.

A provision for foreign exchange losses is recognized for the total amount of unrealized losses, except for the following situations:

- in the case of a hedge, the provision is recognized only for the amount of unhedged exposure;
- when unrealized gains or losses on foreign exchange relate to transactions in a single currency maturing in the same accounting period, the provision is limited to the excess of the losses over the gains, based on the overall foreign exchange position.

Bank accounts in foreign currencies are valued on the balance sheet at the exchange rate in effect at the closing date as an offset to foreign exchange gain or losses.

Financial instruments and hedging instruments

The Company may at times use currency derivative to hedge the currency risk on loans granted to Group companies. Realized foreign exchange gains or losses on these derivatives are recognized in net financial income to match those of the hedged items.

Unrealized foreign exchange gains and losses are recognized in financial assets and liabilities as offsets to the income statement, to show on the balance sheet their exact correspondence with the monetary items in hedged currencies.

Swaps are spread in the income statement under net financial income/expense over the hedging term.

At December 31, 2022, the Company did not hold any derivative instrument that does not qualify as a hedge.

Provisions for contingencies and charges

Provisions for contingencies and charges are recognized when:

- the Company is bound by a legal or implicit obligation resulting from past events;
- a likely outflow of resources, without any equivalent benefit, is required to extinguish the obligation;
- the amount of the provision can be reliably measured.

Current and non-current borrowings

Debts are recognized at their nominal reimbursement value. They are not discounted.

Issuance costs and redemption premiums incurred at the time of borrowing are recognized as assets and spread over the life of the bond using the compound interest rate method.

Revenue

Revenue is booked to profit (loss) if it is:

- realized, i.e. if the principle and amount are certain; and
- acquired during the year.

Income tax

The Company is the parent company of the tax consolidation group that it constitutes with its French subsidiaries.

The subsidiaries of the tax consolidation scope contribute the amount that they would have had to pay if there was no consolidation to the Group's tax consolidation tax expense.

The additional tax savings or expense resulting from the difference between the tax owed by consolidated subsidiaries and the tax resulting from the determination of the overall profit/loss is recorded by the parent company.

The tax savings enjoyed by Compagnie Plastic Omnium in respect of the losses incurred by its French subsidiaries are neutralized in the "Deferred revenues" account presented under liabilities. In accordance with the tax consolidation agreement, in the event of a return to the profit of the French operating subsidiaries, Compagnie Plastic Omnium will bear a tax expense.

Non-operating items

Exceptional income and expenses include items designated as exceptional in nature by accounting law (in particular gains and losses on the sale of non-current assets, tax adjustments or relief other than income tax). When the nature of income or an expense also exists in the list of operating items of the French General Accounting Plan (in particular, bad debts or receivables on amortized loans and contributions paid and balancing subsidies received), they are only classified in non-operating items if their amount and/or frequency is not current.

NOTES TO THE BALANCE SHEET

A – INTANGIBLE ASSETS

in thousand of euros	2021	+	-	2022
Patents, trademarks and licenses	993	-	-	993
TOTAL, GROSS	**993**	**-**	**-**	**993**
Accumulated depreciation	(968)	(3)	-	(971)
TOTAL, NET	**25**	**(3)**	**0**	**22**

B – PROPERTY, PLANT AND EQUIPMENT

in thousand of euros	2021	+	-	2022
Land	13	-	-	13
Fixtures and fittings	127	-	-	127
Office equipment and furniture	3,579	30	-	3,609
Property, plant and equipment in progress	0	11	-	11
Prepayments to suppliers of non-current assets	0	-	-	0
TOTAL, GROSS	**3,719**	**41**	**0**	**3,760**
Accumulated depreciation	(725)	(82)	-	(807)
TOTAL, NET	**2,994**	**(41)**	**0**	**2,953**

C – FINANCIAL ASSETS

in thousand of euros	2021	+	-	2022
Equity investments	1,389,905	60,200	-	1,450,105
Other long-term investments	35,234	48,971	29,062	55,143
Loans	749,537	16,967	-	766,504
Other financial assets	460	-	203	257
TOTAL, GROSS	**2,175,136**	**126,138**	**29,265**	**2,272,009**
Provisions for impairment	(71,558)	30,083	-	(41,475)
TOTAL, NET	**2,103,578**	**156,221**	**29,265**	**2,230,534**

Changes in equity investments relate to:

- the €60 million subscription to the capital increase of Plastic Omnium GmbH, a wholly-owned subsidiary;
- the creation of two subsidiaries, Plastic Omnium 8 and Plastic Omnium 9, each of which had subscribed share capital of €0.1 million.

Impairment tests were carried out on the subsidiaries' equity investments. These tests did not give rise to the recognition of any additional impairment and led to the reversal, in the amount of €30 million, of the impairment of Plastic Omnium GmbH shares recognized at December 31, 2020.

At December 31, 2022, other long-term investments mainly consisted of:

- €17.7 million in commitments in the Aster VI professional private equity fund of Aster Capital Partners SAS, specialized in the energy, industry and mobility sectors; The commitment decreased from €19 million to €17.7 million following a distribution of the fund in the amount of €1.3 million;
- €5 million in commitments to the Fonds d'Amorçage Industriel Métropolitain S.L.P (FAIM);

- €2.7 million in commitments in the professional private equity fund Fonds d'Avenir Automobile, focused on automotive equipment manufacturers;
- €20 million in bonds convertible into shares issued by Verkor, a limited company specializing in the development and production of electric vehicle batteries;
- €4 million corresponding to 273,172 treasury shares allocated to market-making;
- €5.7 million corresponding to 380,000 treasury shares being canceled.

Loans consist of medium- and long-term financing provided to entities of Plastic Omnium Group.

The list of subsidiaries and affiliates is as follows:

Subsidiaries	Share capital and currency	% interest
PLASTIC OMNIUM AUTO EXTERIORS SA – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 5,810,400	100.0%
PLASTIC OMNIUM AUTO INERGY SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 119,796,330	100.0%
PLASTIC OMNIUM GESTION SNC – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 2,011,500	100.0%
PLASTIC OMNIUM FINANCE SNC – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 247,500	100.0%
PLASTIC OMNIUM MANAGEMENT 4 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 602,253	100.0%
PLASTIC OMNIUM MODULES SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 387,221,805	100.0%
PLASTIC OMNIUM GmbH – Walter-Gropius – Strasse 17 – 80807 Munich – Germany	EUR 13,500,000	100.0%
PLASTIC OMNIUM RE AG – Bahnhofstrasse 28 – 6300 Zug – Switzerland	CHF 16,167,000	100.0%
PLASTIC OMNIUM INC. – 1209 Orange Street, Wilmington, Delaware 19801 – United States	USD 60,100	100.0%
PLASTIC OMNIUM HOLDING (Shanghai) CO. LTD RM 3501, F35 Building 2 No. 391 Guiping Road - Shanghai - PR China	EUR 100,000,000	100.0%
PO LIGHTING SYSTEMS SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
SOFTWARE HOUSE SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
PLASTIC OMNIUM MANAGEMENT 8 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
PLASTIC OMNIUM MANAGEMENT 9 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
Affiliates		
BPO AS – Y. Yalova Yolu 8 km, Panayir – Bursa – Turkey	TRL 5,000,000	50.0%

D – RECEIVABLES

In thousands of euros	2021	2022	Maturity date Less than 1 year	Maturity date Greater than 1 year
Prepayments to suppliers	99	25	25	-
Trade receivables	5,124	15,398	15,398	-
Tax receivables	6,266	15,028	4,590	10,438
Financial receivables – Current accounts	624,949	1,075,620	1,075,620	-
Other receivables	11,994	14,097	8,632	5,465
TOTAL, NET	**648,432**	**1,120,168**	**1,104,265**	**15,903**

The increase in receivables between 2021 and 2022 is due to the rise in current account outstandings with the Plastic Omnium Group's central treasury in the amount of €450.7 million, mainly related to external growth transactions carried out by the Group and investments to strengthen its leadership position through its subsidiaries, such as:

- the acquisition of Actia Power, a specialist in the design and manufacture of on-board batteries, power electronics and electrification systems intended primarily for the electric mobility of trucks, buses and coaches, trains and construction machinery;
- the acquisition of the AMLS OSRAM (Automotive Lighting Systems Osram) and VLS (Varroc Lighting Systems) groups specializing in automotive lighting;
- the capital increase of its subsidiary Plastic Omnium GmbH to acquire Hella's 33.33% stake in HBPO GmbH, giving it full ownership of the world leader in complex modules;
- the subscription for bonds convertible into shares issued by Verkor, a limited company specializing in the development and production of electric vehicle batteries.

Trade receivables mainly consisted of €13.8 million in accrued income from Plastic Omnium Group companies, including €3 million in brand royalties, €0.4 million for the re-invoicing of patent protection costs and €10.4 million for the re-invoicing of securities acquisition costs to the Group's business line holding companies that acquired these securities.

Tax receivables primarily include:

- €10.4 million of research tax credits from subsidiaries consolidated for tax purposes;
- a carrying amount of €2.4 million in respect of tax withholding at source to be offset against income tax of companies in the tax consolidation group;
- €2 million of deductible VAT.

Other receivables mainly include:

- the tax current accounts of the subsidiary members of the tax group, of which Compagnie Plastic Omnium SE is the parent company, for an amount of €3.8 million;
- a dividend receivable of €0.9 million;
- a debt owed by the subsidiaries of €9.3 million for the 560,706 shares that are the subject of the free performance share award plans. The costs associated with the May 2, 2019, December 11, 2020, April 23, 2021 and February 17, 2022 plans will be invoiced by Compagnie Plastic Omnium SE to the subsidiaries whose employees and directors benefit from the plans. Treasury shares allocated to free share allocation plans are the subject of a provision for expenses of equal amount (*see Notes E and H*).

E - SHORT-TERM INVESTMENT SECURITIES AND CASH AND CASH EQUIVALENTS

In thousands of euros	2021	+	-	2022
Short-term investment securities	34,187	-	14,564	19,623
Other short-term investment securities	20,017	312,084	279,925	52,176
Bank accounts	188,389	-	28,781	159,608
TOTAL, GROSS	**242,593**	**312,084**	**323,270**	**231,407**
Provisions for short-term investment securities	(144)	(1,013)	144	(1,013)
TOTAL, NET	**242,449**	**311,071**	**323,126**	**230,394**

The item "Short-term investment securities" includes 336,000 treasury shares reserved for stock option plans, with a gross value of €9.5 million and 560,706 treasury shares reserved for the Free Performance Share Plans, with a gross value of €10.1 million.

At December 31, 2022, treasury shares were broken down by plan as follows:

	Number of shares allocated at 12/31/2022	Carrying amount at 12/31/2022 *(in thousand of euros)*
2017 Stock Option Plan	336,000	9,519
TOTAL	**336,000**	**9,519**

	Number of shares allocated at 12/31/2022	Carrying amount at 12/31/2022 *(in thousand of euros)*
Performance Share Plan 2019 Authorized by the Board of Directors on May 2, 2019	286,386	5,345
Performance Share Plan 2020 Authorized by the Board of Directors on December 11, 2020	228,373	3,590
Performance Share Plan 2021 Authorized by the Board of Directors on February 17, 2021	45,947	1,170
Performance Share Plan 2022 Authorized by the Board of Directors on February 17, 2022	0	0
TOTAL	**560,706**	**10,105**

Pursuant to the authorization by the Combined General Meeting of April 21, 2022, on February 17, 2022 the Board of Directors decided to carry out an allocation on April 22, 2022 of 95,602 performance shares free of charge to the directors of Compagnie Plastic Omnium SE. The vesting of the performance shares will occur following the General Meeting of Shareholders that will take place in 2025. The cost associated with this plan was estimated at €1.3 million at December 31, 2022. On the vesting date of the shares, the relevant subsidiary with plan beneficiaries will be re-invoiced for the cost.

As of December 31, 2022, 281,500 stock options had not been exercised. They relate to the stock option plan authorized by the Extraordinary Meeting of Shareholders of April 28, 2016 and decided by the Board of Directors' meeting of February 22, 2017.

The stock option plan authorized by the Extraordinary Meeting of Shareholders of April 25, 2013 and approved by the Board of Directors on July 21, 2015 presented 591,840 unexercised stock options at the expiry date of the plan on August 6, 2022. The shares attached to this plan were canceled as part of the capital reduction of September 1, 2022.

At December 31, 2022, the number of free shares remaining to be granted by plan, after forfeits, was as follows:

For the year	2019	2020
	Plan of May 2, 2019	Plan of April 30, 2020
Date of the GM authorization	04/26/2018	04/26/2018
Board decision date	02/13/2019	12/11/2020
Share value in euros (1)	23	15
Start of vesting period	05/02/2023	04/30/2024
Start of holding period	None	April 30, 2024 concerning the directors for 10% of the shares
End of holding period	None	None except on the date of dismissal of the director
Related conditions	50% depending on the level of the Group's operating margin for fiscal years 2019, 2020, 2021, 2022 and 50% depending on the level of the Group's free cash-flow. The two criteria are assessed at scope and market conditions unchanged	50% based on the level of cumulative free cash flow for fiscal years 2020, 2021 and 2022 and 50% based on growth in net earnings per share. The two criteria are assessed at scope and market conditions unchanged
Number of performance shares awarded	400,000	228,373
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	130,760	36,000
Rights granted at 12/31/2022	1,000	0
Balance of rights at 12/31/2022	268,240	192,373

(1) Weighted average value (according to the method used for the consolidated financial statements).

For the year	2021	2022
	Plan of April 23, 2021	Plan of April 22, 2022
Date of the GM authorization	04/26/2018	04/21/2021
Board decision date	02/17/2021	02/17/2022
Share value in euros (1)	28	14
Start of vesting period	After the 2025 General Meeting of Shareholders	After the 2025 General Meeting of Shareholders
Start of holding period	No later than June 30, 2025 concerning the directors for a total of 10% of the shares	No later than June 30, 2025 concerning the directors for a total of 10% of the shares
End of holding period	On the date of dismissal of the director	On the date of dismissal of the director
Related conditions	25% depending on the rate of return on Capital Employed in 2021, 2022, 2023 25% depending on the level of cumulative free cash-flow in 2021, 2022, 2023 25% based on the average annual growth rate of the Group's consolidated revenue for 2021, 2022, 2023 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2021, 2022, 2023	25% depending on the rate of return on Capital Employed in 2022, 2023, 2024 25% depending on the level of cumulative free cash-flow in 2022, 2023, 2024 25% based on the average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2022, 2023, 2024
Number of performance shares awarded	45,947	95,602
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	0	0
Rights granted at 12/31/2022	0	0
Balance of rights at 12/31/2022	45,947	95,602

(1) Weighted average value (according to the method used for the consolidated financial statements).

F – ACCRUALS

In thousand of euros	2022	2021
Prepaid expenses	1,438	615
Deferred charges (debt issuance costs)	3,472	3,232
Bond redemption premiums	1,282	2,064
Translation differences – assets	346	560
TOTAL, NET	**6,538**	**6,471**

The increase in prepaid expenses is related to the interest deducted on commercial paper issued in 2022.

The costs incurred for the implementation in 2022 of the *Schuldschein* private placement for an amount of €400 million with private investors amounted to €1.4 million. The recognition as expenses of these costs is spread over the term of the financing.

G – STATEMENT OF CHANGES IN EQUITY

In thousand of euros	2021	+	-	2022
Capital	8,827	-	96	8,731
Additional paid-in capital	17,389	-		17,389
Translation differences	245	-	-	245
Legal reserve	1,501	-	-	1,501
Other reserves	8,956	-	-	8,956
Carried forward	1,297,428	100,758	75,177	1,323,009
Net income for the year	100,758	196,349	100,758	196,349
Regulated provisions	-	-	-	-
TOTAL	**1,435,104**	**297,107**	**176,031**	**1,556,180**

In accordance with the authorization granted by the Combined General Meeting of April 21, 2022, the Board of Directors decided on July 20, 2022 to proceed on September 1, 2022 with a share capital reduction in the amount of €96,000.00, corresponding to the cancelation of 1,600,000 shares with a par value of €0.06. The share capital was thus reduced to €8,731,329.18 and is divided into 145,522,153 shares with a par value of €0.06.

The number of shares held as treasury shares totals 1,549,878 and represents 1.065% of the company's capital.

The decrease in Retained earnings in the amount of €75.2 million corresponds to the distribution of dividends in the amount of €40.6 million on May 3, 2022 and the cancellation of shares for €34.6 million in respect of the capital reduction.

Movements for the year concerning treasury shares were as follows:

in numbers of share	Number at 01/01/2022	Purchases	Sales	Share transfers	Capital reduction (1)	Number at 12/31/2022
Treasury shares held for cancelation	400,000	954,593	-	-	(974,593)	380,000
Treasury shares allocated to stock option plans	927,840	-			(591,840)	336,000
Treasury shares allocated to the 04/22/2022 Free Performance Share Award Plan (1)	0	-	-	-	-	0
Treasury shares allocated to the 04/23/2021 Free Performance Share Award Plan	45,947	-	-	-	-	45,947
Treasury shares allocated to the 12/11/2020 Free Performance Share Award Plan	228,373	-	-	-	-	228,373
Treasury shares allocated to the 05/02/2019 Free Performance Share Award Plan	319,953	-	-	-	(33,567)	286,386
Treasury shares allocated to liquidity contracts	139,300	1,064,277	(930,405)	-	-	273,172
TOTAL	**2,061,413**	**2,018,870**	**(930,405)**	**0**	**(1,600,000)**	**1,549,878**

(1) See Note "Significant events of the year."

In value *In thousand of euros*	Gross value at 01/01/2022	Purchases	Sales	Share transfers	Capital reduction [1]	Gross value at 12/31/2022
Treasury shares held for cancelation	10,413	15,465	-	-	(20,122)	5,756
Treasury shares allocated to stock option plans	23,455	-	-	-	(13,937)	9,518
Treasury shares allocated to the 04/22/2022 Free Performance Share Award Plan	0	-	-	-	-	0
Treasury shares allocated to the 04/23/2021 Free Performance Share Award Plan	1,170	-	-	-	-	1,170
Treasury shares allocated to the 12/11/2020 Free Performance Share Award Plan	3,590	-	-	-	-	3,590
Treasury shares allocated to the 05/02/2019 Free Performance Share Award Plan	5,972	-	-	-	(626)	5,346
Treasury shares allocated to liquidity contracts	3,159	18,213	(17,366)	-		4,006
TOTAL	**47,759**	**33,678**	**(17 366)**	**0**	**(34,685)**	**29,386**

(1) See Note "Significant events of the year."

H – PROVISIONS FOR CONTINGENCIES AND CHARGES

In thousand of euros	2021	+	Utilized (-)	Surplus (-)	2022
Provisions for foreign exchange losses	561	346	-	(561)	346
Provisions for contingencies and charges on Performance Share Plans	8,557	1,530	-	(796)	9,291
Other provisions for contingencies and charges	1,497	318	-	-	1,815
Provisions for taxes	70,443	-	-	(70,443)	0
TOTAL	**81,058**	**2,194**	**0**	**(71,800)**	**11,452**

The neutralization of the tax saving granted to Compagnie Plastic Omnium SE in respect of the losses incurred by its French subsidiaries is presented as of December 31, 2022 in the "Deferred income" account.

I – LIABILITIES

In thousand of euros	2021	2022	Maturity date < 1 year	Maturity date 1-5 years	Maturity date > 5 years
Bonds	1,105,791	1,366,981	166,981	1,070,000	130,000
Bank borrowings*	0	0	-	-	-
Other borrowings	333,531	520,096	520,096	-	-
TOTAL NET FINANCIAL LIABILITIES	**1,439,322**	**1,887,077**	**687,077**	**1,070,000**	**130,000**
Trade payables	12,236	17,098	17,098	-	-
Accrued taxes and payroll costs	3,334	3,367	3,367	-	-
Other liabilities	32,871	33,556	11,513	22,043	-
Prepaid income **	0	81,873	81,873	-	-
TOTAL	**1,487,763**	**2,022,971**	**800,928**	**1,092,043**	**130,000**

** Including bank loans not taken into account.*

*** Maturity within one year by default, subject to future use of subsidiaries' losses*

Net financial liabilities

On May 23, 2022, Compagnie Plastic Omnium SE completed a *Schuldschein* private placement, without covenant, for an amount of €400 million. It is divided into six tranches with private investors, with maturities of three, five and seven years, for an average financing rate of 1.58%. In parallel with this transaction, Compagnie Plastic Omnium SE repaid €141 million early on the €300 million *Schuldschein* of June 16, 2016, and which was due on June 17, 2023.

Bonds

The main features of the bonds totaling €1,359 million as of December 31, 2022 are presented below:

Schuldschein private placement of June 16, 2016

Private placement	*Schuldschein*
Issue *(in euros)*	159,000,000
Maturity	June 17, 2023
Annual coupon – Fixed rate	1.478%

Bond issue of June 26, 2017

Bond issue	Euro Bond
Issue *(in euros)*	500,000,000
Maturity	June 26, 2024
Annual coupon – Fixed rate	1.250%
Listed	Euronext Paris

Schuldschein private placement of December 21, 2018

Private placement	*Schuldschein*
Issue *(in euros)*	300,000,000
Maturity	December 21, 2025
Annual coupon – Fixed rate	1.632%

Schuldschein private placement of May 23, 2022

Private placement	Schuldschein
Issue *(in euros)*	15,000,000
Maturity	May 23, 2025
Annual coupon – Fixed rate	1.7790%

Schuldschein private placement of May 23, 2022

Private placement	*Schuldschein*
Issue *(in euros)*	80,000,000
Maturity	May 23, 2025
Half-yearly coupon - Variable rate	0.70%

Schuldschein private placement of May 23, 2022

Private placement	*Schuldschein*
Issue *(in euros)*	36,000,000
Maturity	May 23, 2027
Annual coupon – Fixed rate	2.3550%

Schuldschein private placement of May 23, 2022

Private placement	*Schuldschein*
Issue *(in euros)*	139,000,000
Maturity	May 23, 2027
Half-yearly coupon - Variable rate	1.00%

Schuldschein private placement of May 23, 2022

Private placement	*Schuldschein*
Issue *(in euros)*	108,000,000
Maturity	May, 23, 2029
Annual coupon – Fixed rate	2.7760%

Schuldschein private placement of May 23, 2022

Private placement	*Schuldschein*
Issue *(in euros)*	22,000,000
Maturity	May, 23, 2029
Half-yearly coupon - Variable rate	1.250%

Accrued interest payable on bonds amounted to €7.9 million at December 31, 2022.

Other borrowings

Miscellaneous loans and borrowings totaling €520.1 million at December 31, 2022 mainly consisted of:

- €508.5 million in commercial paper issued in the fiscal year;
- the remaining commitment to the Aster VI institutional venture capital (FPCI) fund of €4.8 million;
- the remaining commitment to the Fonds d'Amorçage Industriel Métropolitain for an amount of €4.6 million;
- the remaining commitment to the Fonds d'Avenir Automobile rank 2 in the amount of €1 million;
- financial instruments valued at €1.2 million *(see Note "Portfolio of financial instruments").*

Forward financial instruments and hedging transactions

The currency swaps portfolio, created to hedge foreign-currency loans granted to subsidiaries, stood as follows:

Financial instruments portfolio at December 31, 2022

Currency *In thousand of euros*	Nominal Currency	Fair value Assets	Fair value Liabilities	Fair value
CNY/EUR	390,000	565	(82)	483
USD/EUR	163,300	9,973	(814)	9,159
IDR/EUR	46,085,000	318	(38)	280
KRW / EUR	10,000,000	-	(264)	(264)
TOTAL	**-**	**10,856**	**(1,198)**	**9,658**

Financial instruments portfolio at December 31, 2021

Currency *In thousand of euros*	Nominal Currency	Fair value Assets	Fair value Liabilities	Fair value
CNY/EUR	390,000	90	(163)	(73)
USD/EUR	163,300	309	(1,138)	(829)
IDR/EUR	16,205,000	-	(1)	(1)
TOTAL	**-**	**399**	**(1,302)**	**(903)**

Trade payables, tax and other liabilities

Compagnie Plastic Omnium SE has a corporate income tax liability in respect of the tax consolidation group of €0.4 million. Payables to suppliers and social organizations amounted to €17.1 million and €0.6 million respectively at December 31, 2022.

Other liabilities mainly relate to tax current accounts with the other corporate members of the tax group for €32.2 million, including €31.3 million relating to tax credits.

Prepaid income

The neutralization of the tax saving granted to Compagnie Plastic Omnium SE in respect of the losses incurred by its French subsidiaries is presented as of December 31, 2022 in the "Deferred income" account for an amount of €81.9 million.

Accrued expenses

In thousand of euros	2022
Other bonds, accrued interest	7,981
Bank borrowings and liabilities	-
Net financial liabilities	-
Trade payables	16,728
Other liabilities	1,394
TOTAL	**26,103**

Related companies

Balance sheet items *In thousand of euros*	2022
Assets	
Equity investments	1,450,234
Loans	766,375
Other financial assets	30
Trade receivables	14,335
Financial receivables – Current accounts	1,075,620
Other receivables	11,132
Liabilities	
Trade payables	6,096
Other liabilities	32,162

NOTES TO THE INCOME STATEMENT

J – REVENUE AND OTHER OPERATING INCOME

Total revenue excluding expense transfers and provision reversals breaks down as follows:

In thousand of euros	2022	2021
By operating segment		
Property management income	5	5
Other expenses re-invoiced	23,377	1,730
License and service fees	31,460	28,722
TOTAL	**54,842**	**30,457**
By region		
France	21,689	4,462
International	33,153	25,995
TOTAL	**54,842**	**30,457**

The increase in income is mainly due to the re-invoicing of the acquisition costs of securities to the Group's business line holding companies as well as the increase in fees invoiced to subsidiaries in connection with the increase in their revenue used as a basis for invoicing.

K – PURCHASES AND EXTERNAL CHARGES

In thousand of euros	2022	2021
Overheads and headquarters expenses	264	706
Professional fees	20,801	13,139
Advertising, print collateral and publication	5,154	4,449
Travel and entertainment	1,500	597
Bank charges	8,036	6,877
Insurance	2,305	0
Other purchases and external charges	13,972	9,986
TOTAL	**52,032**	**35,754**

The increase in purchases and external charges mainly relates to:

- fees related to acquisitions of new activities as part of external growth projects; a portion of these fees was re-invoiced to the entities carrying these acquisitions in the amount of €18.5 million;
- the insurance item, relating to external growth projects; the entire amount was re-invoiced to the entities carrying these acquisitions;
- the communication item, due to communication events related to external growth and to sponsorship actions;
- the travel and entertainment item, relating to the lifting of health restrictions and to Group seminars;
- the bank fees and commission item in connection with the issue of the *Schuldscheins* already mentioned *(see Note I)*

L – PERSONNEL COSTS

In thousand of euros	2022	2021
Wages and salaries	950	950
Payroll taxes	386	366
TOTAL	**1,336**	**1,316**

The Board of Directors of Compagnie Plastic Omnium SE of February 17, 2022 approved the principles and criteria for the compensation of the Chairman of the Board of Directors. This compensation is recognized in personnel costs.

M – DEPRECIATION, AMORTIZATION AND IMPAIRMENT

Changes in depreciations *In thousand of euros*	2021	+	-	2022
Trademarks patents and software	968	3	-	971
Fixtures and fittings	92	10	-	102
Office equipment and furniture	633	72	-	705
TOTAL	**1,693**	**85**	**0**	**1,778**

Changes in provision *In thousand of euros*	2021	+	-	2022
On assets				
Financial assets	71,558	-	30,083	41,475
Other receivables	1,604	1,263	1,604	1,263
Cash and cash equivalents	144	1,013	144	1,013
TOTAL	**73,306**	**2,276**	**31,831**	**43,751**
On liabilities				
Regulated provisions	0	-	-	0
Provisions for contingencies and charges under the Performance Share Plan of May 2, 2019	4,127	-	302	3,825
Provisions for contingencies and charges under the Performance Share Plan of April 30, 2020	3,260	-	236	3,024
Provisions for liabilities and charges under the Performance Share Plan of April 3, 2021	1,170	-	-	1,170
Provisions for contingencies and charges under the Performance Share Plan of April 22, 2022	-	1,272	-	1,272
Other provisions for contingencies and charges	2,058	664	561	2,161
Provisions for taxes	70,443		70,443	0
TOTAL	**81,058**	**1,936**	**71,542**	**11,452**

The reversals of provisions for contingencies and charges on the plans of May 2, 2019 and December 11, 2020 were recognized in view of the failure to achieve the performance conditions and the forfeited rights following the departure of beneficiaries.

Pursuant to the authorization by the Combined General Meeting of April 21, 2022, on February 17, 2022 the Board of Directors decided to carry out an allocation on April 22, 2022 of 95,602 performance shares free of charge to the directors of Compagnie Plastic Omnium SE. The vesting of the performance shares will occur following the General Meeting of Shareholders that will take place in 2025. The cost associated with this plan was estimated at €1.3 million at December 31, 2022. On the vesting date of the shares, the relevant subsidiary with plan beneficiaries will be re-invoiced for the cost.

The neutralization of the tax saving granted to Compagnie Plastic Omnium SE in respect of the losses incurred by its French subsidiaries is presented as of December 31, 2022 in the “Deferred income” account. The resulting reversal of the provision and recognition as deferred income are recognized in the 'Income tax" expense account. There is no impact on the income statement.

N – NET FINANCIAL INCOME (EXPENSE)

In thousand of euros	2022	2021
FINANCIAL INCOME	**228,900**	**133,155**
Dividend income	156,186	101,262
Interest income on loans	38,876	31,266
Reversal of provisions for impairment	30,145	514
Net foreign exchange gains and losses	3,551	52
Net gain on disposal of short-term investment securities	117	0
Miscellaneous financial income	25	61
FINANCIAL EXPENSES	**27,980**	**19,707**
Interest on borrowings, commercial paper and financing	26,131	17,972
Allocations to provisions	1,849	1,735
TOTAL	**200,920**	**113,448**

Dividend income includes €150.7 million in dividends from French subsidiaries and €5.4 million received from international subsidiaries.

The reversal of the provision for impairment mainly concerns Plastic Omnium GmbH equity investments (see Note C).

The allocation to provisions concerns, in the amount of €1.3 million, the 95,602 treasury shares allocated to the free performance share plan set up on April 22, 2022.

The gain net of exchange rate differences mainly relates to the revaluation of loans denominated in foreign currencies.

O – NON-OPERATING ITEMS

	2022			2021
In thousand of euros	**Income**	**Expenses**	**Net**	**Net**
On revenue transactions	-	(15)	(15)	(8)
On disposals of property, plant and equipment	-	-	-	-
On disposal of financial assets	-	-	-	-
On disposal of shares allocated to the plans	-	-	-	-
Other non-operating income and expenses	-	(1,175)	(1,175)	(96)
Reduction in invoices to be issued to subsidiaries based on the 2019 Performance Share Plan	(302)	-	(302)	
Reduction in invoices to be issued to subsidiaries based on the 2020 Performance Share Plan	(236)	-	(236)	
Invoices to be issued to subsidiaries based on the 2022 Performance Share Plan	1,272	-	1,272	
Reversals of provisions for the 2019 Performance Share Plan	302	-	302	
Reversals of provisions for the 2020 Performance Share Plan	236	-	236	
Allocations to provisions for the 2022 Performance Share Plan	-	(1,272)	(1,272)	
Invoices to be issued to subsidiaries based on the 2021 Performance Share Plan	-	-	-	306
Allocations to provisions for the 2021 Performance Share Plan	-	-	-	(306)
TOTAL	**1,272**	**(2,462)**	**(1,190)**	**(104)**

Other net non-operating income and expenses correspond to transactions carried out on treasury shares under the liquidity contract.

The costs associated with the free share allocation plans of May 2, 2019, December 11, 2020, April 23, 2021 and April 22, 2022 will be invoiced by Compagnie Plastic Omnium SE to the subsidiaries whose employees and directors benefit from the plans. The amounts concerned are recognized under "Invoices to be issued to subsidiaries under Free Performance Share Plans". They are reduced by the departure of beneficiaries.

Treasury shares allocated to Free Performance Share Plans are the subject of a provision for expenses for an amount equal to Invoices to be issued *(see Note D)*. The reversals of provisions correspond to the forfeiting of rights, as some beneficiaries left the Group in 2022.

Related companies

Income statements items

In thousands of euros	Related companies
Income	
Net revenue and other operating revenue	54,918
Financial income	194,721
Non-operating income	734
Expenses	
Operating expenses	(14,493)
Financial expenses	(341)
Non-operating expenses	(734)

P – INCOME TAX

	Results for 2022		
In thousands of euros	Current	Non-operating items	Net
* Profit (loss) before tax	201,565	(1,190)	200,375
* Tax consequences	176,202	(15)	176,187
= Base	25,363	(1,175)	24,188
Current theoretical tax (25.82%)	**(6,549)**	**303**	**(6,245)**
Income after tax at theoretical (standard) rate	**195,016**	**(887)**	**194,130**
Impact of Group relief	**-**	**-**	**9,761**
Other tax impacts	**-**	**-**	**(13,786)**
Total corporate income tax	**-**	**-**	**(4,026)**
INCOME AFTER TAX	**-**	**-**	**196,349**

Compagnie Plastic Omnium is the parent company of a tax consolidation group comprising 19 entities.

The tax consolidation impact for fiscal 2022 was an income of €9.8 million.

The neutralization of the tax saving granted to Compagnie Plastic Omnium SE in respect of the losses incurred by its French subsidiaries is presented as of December 31, 2022 in the "Deferred income" account. The resulting reversal of the provision and recognition as deferred income are recognized in the Income tax expense account. There is no impact on the income statement.

The tax consolidation group's tax loss carryforwards represent €81 million, i.e. estimated future tax savings of €21 million at the rate of 25.82% (rate used for deferred taxes).

Unrecognized deferred tax assets and liabilities, excluding tax loss carryforwards, calculated at a tax rate of 25.82%, broke down as follows at December 31, 2022:

In thousand of euros	2022
Translation differences – liabilities	6
Translation differences – assets	(346)
TOTAL NET DEFERRED TAX ASSET	**(340)**

OTHER DISCLOSURES

OFF-BALANCE SHEET COMMITMENTS

Commitments given

In thousand of euros	2022
Unused EUR credit lines (1)	30,000
Endorsements, sureties and guarantees given (1)	300,068
Collateral	-
TOTAL	**330,068**

(1) Guarantees given to banks on behalf of subsidiaries as part of their financing.

Guarantees received

In thousand of euros	2022
Unused credit lines	1,773,000
Endorsements, guarantees and guarantees received	-
Collateral	-
TOTAL	**1,773,000**

The outstanding amount of confirmed medium-term credit lines was unchanged at €1,840 million at December 31, 2022, of which €150 million was for the benefit of Group subsidiaries. The subsidiaries had drawn down €67 million from credit lines at the end of 2022. Compagnie Plastic Omnium SE had not made any drawdowns at the end of 2022.

Loans and advances to executive corporate officers

No loans or advances were made to executive corporate officers of the Company as defined in Article L. 225-43 of the French Commercial Code.

Compensation of management bodies

The total compensation paid to management bodies in fiscal year 2022 amounted to €1,834,705.

Events after the reporting period

None.

Other

The identity of the parent company consolidating the financial statements of Compagnie Plastic Omnium SE is: Burelle SA – 19, boulevard Jules-Carteret – 69342 Lyon Cedex 07, France.

At December 31, 2022, Burelle SA held 60.01% of the capital of Compagnie Plastic Omnium SE versus 59.35% at December 31, 2021 (% excluding treasury shares).

6.3 FIVE-YEAR FINANCIAL SUMMARY

In thousand of euros	2018	2019	2020	2021	2022
1 – Capital at year-end					
a) Share capital	8,914	8,914	8,914	8,827	8,731
b) Number of shares issued	148,566,107	148,566,107	148,566,107	147,122,153	145,522,153
c) Number of bonds convertible into shares	0	0	0	0	0
2 – Transactions and results of the fiscal year					
a) Revenue excluding tax and other operating revenue	49,672	41,571	31,349	31,840	58,157
b) Profit before tax, depreciation, amortization and provisions	210,014	269,118	99,335	106,447	173,622
c) Income tax	12,131	1,384	3,889	3,044	4,025
d) Profit after tax, depreciation, amortization and provisions	231,797	271,774	104,496	100,758	196,349
e) Amount of profits distributed	108,169	71,221	71,287	41,194	56,754
3 – Earnings per share					
a) Profit after tax, before depreciation, amortization and provisions	1.50	1.82	0.69	0.70	1.17
b) Profit after tax, depreciation, amortization and provisions	1.56	1.84	0.70	0.68	1.35
c) Dividend paid per share	0.74	0.49	0.49	0.28	0.39
4 - Personnel					
a) Number of employees	0	0	1	1	1
b) Total payroll	0	0	1,875	950	950
c) Employee benefits expense (social security, private welfare programs, etc.)	0	0	562	366	386

6.4 TABLE OF SUBSIDIARIES AND AFFILIATES

Subsidiaries	Share capital and currency	% interest
PLASTIC OMNIUM AUTO EXTERIORS SA – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 5,810,400	100.0%
PLASTIC OMNIUM AUTO INERGY SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 119,796,330	100.0%
PLASTIC OMNIUM GESTION SNC – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 2,011,500	100.0%
PLASTIC OMNIUM FINANCE SNC – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 247,500	100.0%
PLASTIC OMNIUM MANAGEMENT 4 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 602,253	100.0%
PLASTIC OMNIUM MODULES SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 387,221,805	100.0%
PLASTIC OMNIUM GmbH – Walter-Gropius – Strasse 17 – 80807 Munich – Germany	EUR 13,500,000	100.0%
PLASTIC OMNIUM RE AG – Bahnhofstrasse 28 – 6300 Zug – Switzerland	CHF 16,167,000	100.0%
PLASTIC OMNIUM INC. – 1209 Orange Street, Wilmington, Delaware 19801 – United States	USD 60,100	100.0%
PLASTIC OMNIUM HOLDING (Shanghai) CO. LTD RM 3501, F35 Building 2 No. 391 Guiping Road - Shanghai - PR China	EUR 100,000,000	100.0%
PO LIGHTING SYSTEMS SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
SOFTWARE HOUSE SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
PLASTIC OMNIUM MANAGEMENT 8 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
PLASTIC OMNIUM MANAGEMENT 9 SAS – 19, boulevard Jules-Carteret – 69007 Lyon – France	EUR 100,000	100.0%
Affiliates		
BPO AS – Y. Yalova Yolu 8 km, Panayir – Bursa – Turkey	TRL 5,000,000	50.0%

In thousand of euros	Subsidiaries	Affiliates
Carrying amount of shares held		
Gross	1,445,874	4,231
Net	1,405,837	4,231
Loans and advances granted	1,425,325	0
Dividends received	153,242	2,944

6.5 TABLE OF SUPPLIER AND CUSTOMER PAYMENT TERMS AS MENTIONED IN ARTICLE D. 441-6 OF THE FRENCH COMMERCIAL CODE

Invoices received or issued but unpaid and past due as of the closing date (Table pursuant to I of Article D. 441-6 of the French Commercial Code)

	Article D. 441 I. – 1° of the French Commercial Code: invoices received, unpaid and past due at the closing date						**Article D. 441 I. – 2° of the French Commercial Code: invoices issued, unpaid and past due at the closing date**					
In thousand of euros	**0 day (as reference)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days or more**	**Total (1 day or more)**	**0 day (as reference)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days or more**	**Total (1 day or more)**
(A) Portion past due												
Number of invoices in question	-	-	-	-	-	43	-	-	-	-	-	28
Total amount of invoices in question including tax	-	99	6	4	33	142	-	783	0	0	833	1,616
Percentage of total purchases including tax in the period	-	0.19%	0.01%	0.01%	0.06%	0.28%	-					
Percentage of year's revenue including tax	-	-	-	-	-	-	-	1.32%	0.00%	0.00%	1.41%	2.73%
(B) Invoices excluding (A) involving disputed or non-recognized liabilities and receivables												
Number of invoices excluded						0						0
Total amount of invoices excluded						0						0
(C) Reference payment periods used (contractual or legal period – Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Payment periods used in calculating late payments	30 days from invoice date – 30 days from the end of the month 45 days from invoice date – 45 days from the end of the month 60 days from invoice date											Upon receipt

6.6 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

(For the year ended 31 December 2022)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law, such as information about the appointment of Statutory Auditors. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

OPINION

In compliance with the engagement entrusted to us by your Shareholders' Meeting, we have audited the accompanying financial statements of Compagnie Plastic Omnium SE for the year ended 31 December 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company at 31 December 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

BASIS FOR OPINION

AUDIT FRAMEWORK

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

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the financial statements" section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for Statutory Auditors for the period from 1 January 2022 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

JUSTIFICATION OF OUR ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgement, were the most significant in our audit of the financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the financial statements.

MEASUREMENT OF EQUITY INVESTMENTS

Note "Accounting policies and principles – Equity investments and related receivables" and Note "C – Financial assets" to the financial statements

KEY AUDIT MATTER

At 31 December 2022, equity investments represented a gross amount of €1,450 million in the balance sheet of Compagnie Plastic Omnium SE.

- As described in Note "Accounting policies and principles – Equity investments and related receivables" to the financial statements, a provision for impairment is booked when there is a prolonged decline in the value in use and it is lower than the carrying amount. Value in use is determined according to a multi-criteria approach, based on management's judgement, taking into account the share of net equity and an enterprise value approach based on discounted future cash-flows. These expected future flows are determined over a five-year horizon. The flows are based on five-year plans prepared by the subsidiaries' management and validated by Management. A terminal value is calculated on the basis of data for the last year, taking into account a perpetual growth rate specific to the geographical areas in which the companies operate. Qualitative elements representative of the strategic value of the investment may also be taken into account.
- As described in Note "C – Financial assets" to the financial statements, impairment tests were carried out on the shares of subsidiaries.
- The valuation of equity investments was considered to be a key audit matter due to the relative size of equity investments on the balance sheet and due to the judgement required by Management, particularly in order to estimate the future profitability of the subsidiaries.

HOW OUR AUDIT ADDRESSED THIS RISK

Our work consisted primarily in:

- Reviewing the methodology used by the Company to determine the value in use of each equity investment.
- Comparing the carrying amount of the equity investments with the share of equity of the subsidiaries.
- For valuations based on forecast data:
  - Examining the consistency of the assumptions used by Management with the economic environment at the reporting date and at the date on which the financial statements were prepared, particularly in the current macroeconomic context (crisis in Ukraine, inflation, semiconductor crisis) and the impact on the future profitability of the Company's subsidiaries.
  - Comparing the discount and long-term growth rates used with external market data, with the support of our valuation specialists.
  - Checking the mathematical accuracy of the calculations used to determine value in use.

SPECIFIC VERIFICATIONS

In accordance with professional standards applicable in France, we have also performed the specific verifications required by French legal and regulatory provisions.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS PROVIDED TO THE SHAREHOLDERS WITH RESPECT TO THE COMPANY'S FINANCIAL POSITION AND THE FINANCIAL STATEMENTS

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents provided to the shareholders with respect to the Company's financial position and the financial statements.

We attest to the fair presentation and the consistency with the financial statements of the information about payment terms referred to in Article D.441-4 of the French Commercial Code.

REPORT ON CORPORATE GOVERNANCE

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code relating to remuneration and benefits paid or awarded to corporate officers and any other commitments made in their favour, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements, and, where applicable, with the information obtained by the Company from controlled companies within its scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Concerning the information given in accordance with the requirements of Article L.22-10-11 of the French Commercial Code relating to those items the Company has deemed liable to have an impact in the event of a takeover bid or exchange offer, we have verified its consistency with the underlying documents that were disclosed to us. Based on this work, we have no matters to report with regard to this information.

OTHER INFORMATION

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

OTHER VERIFICATIONS AND INFORMATION PURSUANT TO LEGAL AND REGULATORY REQUIREMENTS

PRESENTATION OF THE FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the financial statements to be included in the consolidated financial report referred to in paragraph I of Article L.451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*) and prepared under the Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of 17 December 2018.

On the basis of our work, we conclude that the presentation of the financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic reporting format.

It is not our responsibility to ensure that the financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed Statutory Auditors of Compagnie Plastic Omnium SE by the Shareholders' Meeting held on 29 April 2010 for Ernst & Young et Autres and on 21 April 2022 for PricewaterhouseCoopers Audit.

At 31 December 2022, Ernst & Young et Autres and PricewaterhouseCoopers Audit were in the thirteenth year and first consecutive year of their engagement, respectively.

Previously, Ernst & Young Audit was the Statutory Auditor of Compagnie Plastic Omnium SE from 2001.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for preparing financial statements giving a true and fair view in accordance with French accounting principles, and for implementing the internal control procedures it deems necessary for the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE FINANCIAL STATEMENTS

OBJECTIVE AND AUDIT APPROACH

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit. They also:

- identify and assess the risks of material misstatement in the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their 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 the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the financial statements;
- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

REPORT TO THE AUDIT COMMITTEE

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

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

Ernst & Young et Autres
May Kassis-Morin

6.7 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

Annual General Meeting held to approve the financial statements for the year ended 31 December 2022

This is a translation into English of a report issued in French and it is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company, we hereby present our report on on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code *(Code de commerce)*, to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code *(Code de commerce)* of the continuation of the implementation, during the year ended 31 December 2021, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors *(Compagnie nationale des commissaires aux comptes)* relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING

In accordance with Article L. 225-40 of the French Commercial Code *(Code de commerce)*, we have been notified of the following related party agreements which received prior authorization from your Board of Directors.

WITH BPO-B. PLAS PLASTIC OMNIUM OTOMOTIV PLASTIK VE METAL YAN SANAYI A.S., WHOSE 50% OF THE VOTING RIGHTS IS OWNED BY YOUR COMPANY.

Royalty agreement for licensing and technical assistance.

NATURE AND PURPOSE

The agreement, entered on 21 december 2001, of an initial duration of five years and annually tacitly renewable, has a purpose of utilizing designs, models, industrial processes, know-how, and related technical assistance services associated with your company. The renewal of this agreement was authorized by the Board of Directors on 17 February 2022.

TERMS AND CONDITIONS

The royalties will be billed by your company at the rate of 1.5% of the net sales of the licensed products made by BPO-B.PLAS-Plastic Omnium Otomotiv Plastik A.S.

On 31 december 2022, your company your company has recognised income in the respect of royalty to be charged to BPO.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. for an amount of € 225,905.89.

REASONS JUSTIFYING WHY THE COMPANY BENEFITS FROM THIS AGREEMENT

Your Board of Directors gave the following reasons: The Convention still fulfils the criteria which led the Board of Directors to give its initial approval for its conclusion.

AGREEMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

Agreements approved in prior years

a) Whose implementation continued during the year ended 31 December 2022

In accordance with Article R. 225-30 of the French Commercial Code *(Code de commerce)*, we have been notified that the implementation of the following agreements, which were approved by the Annual General Meeting in prior years, continued during the year ended 31 December 2022.

WITH YANFENG PLASTIC OMNIUM AUTOMOTIVE SYSTEMS CO LTD, WHOSE 49.95% OF THE SHARE CAPITAL IS INDIRECTLY OWNED BY YOUR COMPANY.

PERSONS CONCERNED

M. Laurent Favre, director and Managing Director of your company and Director of Yanfeng Plastic Omnium Automotive Exterior SystemS CO LTD.

Royalty agreement for trademark concession for Company Plastic Omnium

NATURE AND PURPOSE

This agreement was authorized by the Board of Directors on 26 February 2013. It has a purpose of using the trademarks of your company.

TERMS AND CONDITIONS

Royalties will be billed by your company at a rate of 0,25 % of the benefits the company receives from the agreement.

The agreement has a duration of 30 years.

On 31 december 2022, your company has recognised income in the respect of royalty to be charged to Yanfeng Plastic Omnium Automotive Systems Exterior Systems CO Ltd for an amount of € 2,878, 650.11.

b) which were not implemented during the year ended

In addition, we have been notified that the following agreements, which were approved by the Annual General Meeting in prior years, were not implemented during the year ended 31 December 2022.

WITH THE ENTITY BURELLE SA, WHICH DIRECTLY OWNS 60,01 % OF YOUR COMPANY'S SHARE CAPITAL.

PERSONS CONCERNED

Mr. Laurent Burelle, President and CEO of Burelle SA, Mr. Paul Henry Lemarié, Mr. Jean Burelle and Mrs. Eliane Lemarié and Félicie Burelle, directors of Burelle SA.

Additional retirement plan agreement of the General Management Group

NATURE AND PURPOSE

This agreement was authorized by the Board of Directors on 11 December 2003. Its aim is the reinvoicing, by the entity Burelle SA, of the share of the cost for the supplementary retirement plan, which provides to social agents in salaried positions, an additional pension of 10% of their current compensation. This share is proportional to the compensation supported by Burelle SA and your company.

As of December 31, 2022, no payments have been made by Burelle SA under the supplementary pension plan. Your Company has therefore not recognized any expense in respect of its share of the pension plan expense.

Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

ERNST & YOUNG et Autres
May Kassis-Morin

7. CAPITAL and shareholding structure

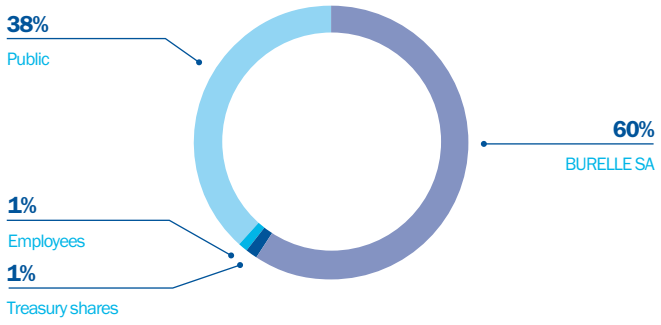
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7.1 SHARE CAPITAL INFORMATION

For information regarding the share capital of Compagnie Plastic Omnium SE see chapter 3, section 3.5 “Information regarding the share capital” in this document.

7.2 INFORMATION ON THE SHAREHOLDING STRUCTURE

BREAKDOWN OF THE SHAREHOLDING STRUCTURE OF COMPAGNIE PLASTIC OMNIUM SE AT DECEMBER 31, 2022



At its meeting of July 20, 2022, the Board of Directors of Compagnie Plastic Omnium SE decided to cancel 1,600,000 treasury shares, representing 1.08% of the share capital.

This transaction took effect on September 1, 2022. Following this capital reduction through the cancellation of treasury shares, the share capital of Compagnie Plastic Omnium SE was reduced from 147,122,153 shares to 145,522,153 shares, each with a par value of €0.06, i.e. €8,731,329.18. After this transaction, the stake of the controlling holding company, Burelle SA, increased from 59.3% to 60.01% of the share capital.

7.3 THE PLASTIC OMNIUM SHARE

7.3.1 SHARE MANAGEMENT

7.3.1.1 PLASTIC OMNIUM SHARE FACT SHEET

The Company’s securities are traded on the Euronext Paris market (ISIN code: FR0000124570). Plastic Omnium is included in the SBF120 index.

The par value of the share is €0.06. It is eligible for the deferred settlement service (SRD).

BNP Paribas Securities Services is the registrar for shares held in registered form. The Issuers’ Service can be reached at +33 (0)826 109 119. There you may obtain all share performance data. For all other requests, Shareholders’ Services can be contacted on the following toll-free number: +33 (0)800 777 889. A dedicated “Become a shareholder” page is available on the Group’s website, under the Finance, Shareholders section. It lists the different ways to hold shares and indicates the procedures to be followed.

Kepler Cheuvreux was appointed to intervene in the purchase and sale of the shares on behalf of Compagnie Plastic Omnium SE on the Euronext Paris market. The terms and conditions were set out in a liquidity agreement valid from January 2, 2015, with regard to its ordinary shares (Paris – ISIN code FR0000124570), providing an overall budget at commencement of €6 million.

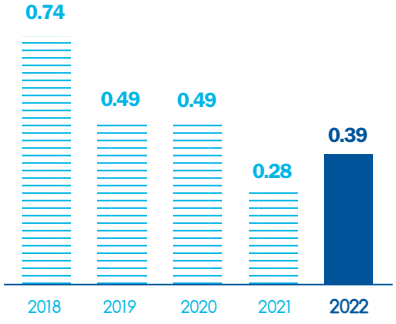
7.3.1.2 STOCK MARKET DATA

Share price at December 31, 2022	**€13.58**
Average closing price of the last 30 trading sessions in 2022	€13.99
Highest price in 2022	€24.40 on 01/05/2022
Lowest price in 2022	€13.14 on 12/22/2022
Year-on-year change at December 31, 2022	
Plastic Omnium	-40.6%
SBF 120	-10.3%
CAC Mid 60	-12.7%
Market capitalization at December 31, 2022	**€1.98 billion**

7.3.2 DIVIDENDS DISTRIBUTED TO SHAREHOLDERS

Dividend per share proposed to the General Meeting of Shareholders of April 26, 2023

CHANGE IN DIVIDENDS PER SHARE OVER FIVE YEARS (IN EUROS)



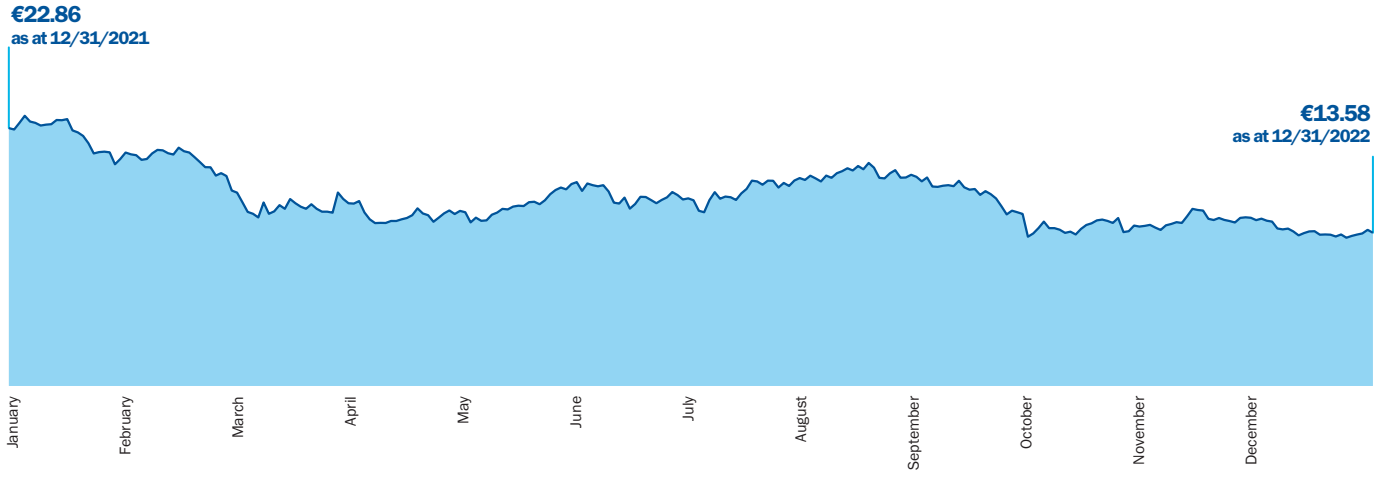
The Board of Directors of Compagnie Plastic Omnium SE decided to propose the payment of a dividend corresponding to a payout ratio of 33.5%, i.e. €0.39 per share.

Dividends must be claimed within five years. Unclaimed dividends are paid back to the Caisse des Dépôts et Consignations.

7.3.3 CHANGE IN COMPAGNIE PLASTIC OMNIUM SE SHARE PRICE AND TRANSACTION VOLUMES

	Highest price (in euros)			Lowest price (in euros)			Transaction volume (average daily)		
	2020	2021	2022	2020	2021	2022	2020	2021	2022
January	25.81	32.94	24.40	22.70	27.80	20.02	179,341	223,474	170,483
February	23.96	33.66	21.52	19.96	29.72	18.96	249,184	147,016	185,499
March	19.08	34.30	17.65	12.61	29.88	15.22	370,622	174,582	267,495
April	17.36	31.90	16.70	12.19	27.96	14.71	223,351	191,251	210,279
May	19.67	28.28	17.59	15.80	27.18	14.50	200,949	145,719	137,230
June	20.88	29.36	18.07	17.78	26.34	15.72	279,071	152,487	133,462
July	19.32	27.64	18.21	17.07	24.88	15.40	183,250	189,877	143,135
August	19.23	27.56	19.77	17.35	25.52	18.13	108,724	176,392	105,581
September	23.04	25.02	18.48	18.79	21.44	13.23	188,340	211,647	204,681
October	24.16	24.08	14.89	19.20	21.60	13.43	225,318	154,444	139,782
November	29.64	25.44	15.70	19.70	21.46	13.83	259,984	166,108	101,483
December	29.32	24.28	14.65	27.58	21.60	13.14	145,349	122,237	142,702

CHANGE IN THE COMPAGNIE PLASTIC OMNIUM SE SHARE PRICE IN 2022



The Compagnie Plastic Omnium SE share price fell 40.6% in 2022 (compared to -10.3% for the SBF 120 index and -12.7% for the CAC MID 60 index). It was strongly impacted by the Ukrainian crisis in February 2022 as well as the continuation of the crisis related to the semiconductor shortage, and closed 2022 at €13.58.

7.4 RELATIONS WITH THE FINANCIAL COMMUNITY

The Investor Relations Department acts as the interface between the Group and the international financial community comprising:

- institutional investors (equity, bond and ESG investors);
- financial analysts;
- individual shareholders.

The Investor Relations Department provides all these market participants with accurate, precise and fairly-presented information in real time to keep them updated on the Group's strategies, divisions, financial results, and short- and medium-term outlook.

The Plastic Omnium Group Investor Relations Department responds to all requests for information and documentation from any individual shareholder, financial analyst or institutional investor, whether existing or potential. It also makes available to them on its new website www.plasticomnium.com a dedicated "Finance" section, with three areas, "Analysts and Investors", "Shareholders" and "Regulated Information", which includes:

- the Universal Registration Document;
- the activity report;
- the interim financial report;
- press releases;
- financial and investor presentations;
- the capital structure and all information relating to the Plastic Omnium share;
- all documents relating to the General Meeting of Shareholders;
- and the Group's financial communication agenda.

All of this information is also available on smartphones and tablets on the "Plastic Omnium IR" app. This Plastic Omnium app may be downloaded via the App Store for iPhones and iPads or Google Play for Androids.

7.4.1 INSTITUTIONAL INVESTORS

During 2022, dialogue with the financial community was mainly organized in the form of conferences, roadshows and virtual telephone meetings. In total, the Group interacted with more than 220 investors during 2022.

In addition, Senior Executives organized its CAPITAL MARKETS DAY in May 2022 under the theme "DRIVING A NEW GENERATION OF MOBILITY" in order to present its long-term growth and transformation strategy.

The Group also took part in several meetings with analysts and investors dedicated to ESG topics, an opportunity for the Group to present and discuss its governance and social and Sustainability strategy. All this information can be consulted in the "ACT FOR ALL™" section of the Group's website.

7.4.2 INDIVIDUAL SHAREHOLDERS

At December 31, 2022, the Plastic Omnium Group had more than 14,900 individual shareholders.

Since 2016, Plastic Omnium has strengthened its individual investor communication strategy by holding site visits. Since 2019, the health restrictions related to Covid-19 have forced the Group to temporarily interrupt these. However, the Group plans to organize a new site visit in the second half of 2023, if health conditions allow.

In 2018, the Group also resumed its attendance at individual shareholder meetings, an opportunity for the Group to meet its shareholders and to present its divisions, its strategy, its areas of development and innovation and its CSR commitments. In particular, the Group organized a shareholder meeting in Bordeaux on December 8, 2022, in collaboration with Le Revenu website.

Plastic Omnium's efforts with its individual shareholders earned it the "Jury Special Award - CAC Mid 60", awarded by Le Revenu on December 1, 2022.

The Investor Relations Department provides individual shareholders with two digital shareholder's letters, published in March for the annual results and in July for the interim results, as well as a Shareholder's Guide. All these documents are grouped together under "Shareholders", available in the Finance section of the Group's website. All of this information is also available on smartphones and tablets through the Plastic Omnium app (downloadable via the App Store for iPhones and iPads or Google Play for Androids).

7.5 FINANCIAL COMMUNICATION AND SHAREHOLDER CALENDARS

7.5.1 FINANCIAL COMMUNICATION CALENDAR

Publication of the 2022 annual results	**February 22, 2023**
Publication of first quarter revenue for 2023	April 25, 2023
First half results for 2023	July 24, 2023
Publication of third quarter revenue for 2023	October 26, 2023

7.5.2 SHAREHOLDERS' CALENDAR

General Meeting of Shareholders	**April 26, 2023**
Ex-dividend date	May 2, 2023
Dividend payment date	May 4, 2023
Site visits*	Second half of 2023

** If health conditions allow.*

7.6 CONTACTS

COMPAGNIE PLASTIC OMNIUM SE
1 Allée Pierre Burelle
92593 Levallois Cedex – France
Tel. : +33 (0)1 40 87 64 00

Institutional investors and financial analysts

For any meeting request:
E-mail: investor.relations@plasticomnium.com

Individual shareholders
Tel. : 0 800 777 889
(toll-free number – free call from a landline in France)
E-mail: investor.relations@plasticomnium.com

For any questions relating to registered shares:
BNP Paribas Securities Services
Tel. : + 33 (0) 826 109 119

8. GENERAL MEETING of Shareholders

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8.1 AGENDA

8.1.1 ORDINARY RESOLUTIONS

- First resolution: Approval of the annual financial statements for the fiscal year ended December 31, 2022
- Second resolution: Appropriation of net income for the fiscal year and determination of the dividend
- Third resolution: Approval of the consolidated financial statements for the fiscal year ended December 31, 2022
- Fourth resolution: Approval of an agreement pursuant to the provisions of Articles L. 225-38 et seq. of the French Commercial Code (former agreement renewed by tacit agreement during the 2022 fiscal year)
- Fifth resolution: Report of the Statutory Auditors on related-party agreements and commitments (old agreements that continued during the fiscal year)
- Sixth resolution: Authorization to be granted to the Board of Directors to transact in the Company's shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling
- Seventh resolution: Non-renewal of the term of office as a director of Ms. Anne Asensio
- Eighth resolution: Renewal of the term of office as a director of Ms. Félicie Burelle
- Ninth resolution: Renewal of the term of office as a director of Ms. Cécile Moutet
- Tenth resolution: Renewal of the term of office as director of Mr. Vincent Labruyère
- Eleventh resolution: Ratification of the provisional appointment of Ms. Élisabeth Ourliac as director
- Twelfth resolution: Appointment of a new director (Ms. Virginie Fauvel)
- Thirteenth resolution: Approval of the compensation policy for the Chairman of the Board of Directors for fiscal year 2023 in accordance with Article L. 22-10-8 II of the French Commercial Code
- Fourteenth resolution: Approval of the compensation policy for the Chief Executive Officer for fiscal year 2023 in accordance with Article L. 22-10-8 II of the French Commercial Code
- Fifteenth resolution: Approval of the compensation policy for the Managing Director for fiscal year 2023 in accordance with Article L. 22-10-8 II of the French Commercial Code
- Sixteenth resolution: Approval of the compensation policy for directors for fiscal year 2023 in accordance with Article L. 22-10-8 II of the French Commercial Code
- Seventeenth resolution: Approval of all compensation paid or awarded to directors for the fiscal year ended December 31, 2022 in accordance with Article L. 22-10-34 I of the French Commercial Code
- Eighteenth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2022 to Mr. Laurent Burelle, Chairman of the Board of Directors
- Nineteenth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2022 to Mr. Laurent Favre, Chief Executive Officer
- Twentieth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2022 to Ms. Félicie Burelle, Managing Director

8.1.2 EXTRAORDINARY RESOLUTIONS

- Twenty-first resolution: Authorization to be given to the Board of Directors to cancel the shares bought back by the Company pursuant to Article L. 22-10-62 of the French Commercial Code, duration of the authorization, ceiling
- Twenty-second resolution: Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights, the duration of the delegation, the maximum nominal amount of the capital increase, ability to limit the increase to the amount of subscriptions, to distribute or launch a public offer for unsubscribed shares

- Twenty-third resolution: Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, by way of a public offer, excluding the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, and/or as consideration for securities as part of a public exchange offer, the duration of the delegation, the maximum nominal amount of the capital increase, the issue price, ability to limit the increase to the amount of subscriptions
- Twenty-fourth resolution: Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, by way of an offer referred to in paragraph I of Article L. 411-2 of the French Monetary and Financial Code duration of the delegation, the maximum nominal amount of the capital increase, issue price, ability to limit the increase to the amount of subscriptions
- Twenty-fifth resolution: Delegation of authority granting the Board of Directors powers to increase the number of shares to be issued, when a share issue is carried out, with or without preferential subscription rights, under the twenty-second through twenty-fourth resolutions, up to a maximum of 15% of the initial issue
- Twenty-sixth resolution: Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital, the duration of the delegation, the maximum nominal amount of the capital increase
- Twenty-seventh resolution: Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, in consideration for equity securities or investment securities giving access to the share capital contributed as part of a public exchange offer initiated by the Company, the duration of the delegation, the maximum nominal amount of the capital increase
- Twenty-eighth resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or investment securities giving access to the capital with cancellation of preferential subscription rights, reserved for members of a company savings plan pursuant to Articles L. 3332-18 *et seq.* of the French Labor Code, the duration of the delegation, the maximum nominal amount of the capital increase, issue price, option to grant free shares in application of Article L. 3332-21 of the French Labor Code
- Twenty-ninth resolution: Delegation of authority granting the Board of Directors powers to reconcile the Company bylaws with legal and regulatory provisions
- Thirtieth resolution: Powers for formalities

8.2 EXPLANATORY STATEMENTS AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 26, 2023

8.2.1 ORDINARY BUSINESS

The text of the resolutions is preceded by an introductory paragraph setting out the reasons for each of the resolutions proposed. All of these paragraphs form the Board of Directors' report to the General Meeting of Shareholders.

EXPLANATORY STATEMENT

1st, 2nd and 3rd resolutions: Approval of the statutory and consolidated financial statements for fiscal year 2022, appropriation of net income and determination of the dividend

In light of the reports of the Board of Directors and the Statutory Auditors, the General Meeting of Shareholders is called upon to approve:

- the statutory financial statements for fiscal year 2022, which show a net profit of €196,349,004 compared to €100,757,738 in 2021; and
- the consolidated financial statements for fiscal year 2022, which show a consolidated net profit attributable to owners of the parent company of €167,607 thousand compared to a consolidated net profit attributable to owners of the parent company of €126,372 thousand in 2021.

The Board of Directors proposes to the General Meeting of Shareholders the appropriation of net income and the setting of the dividend for the fiscal year ended December 31, 2022 as follows:

In euros

Given the retained earnings of	1,323,007,835
And net profit for the fiscal year ended December 31, 2022 of	196,349,004
Total amount to be appropriated	1,519,356,839

The Board of Directors proposes to the General Meeting of Shareholders a net dividend for the fiscal year ended December 31, 2022 of €0.39 per share, i.e. an increase of 39.3% compared to the previous year's dividend.

Upon payment, the dividend attributable to treasury shares held by the Company will be transferred to "Retained earnings."

If the General Meeting of Shareholders approves this proposal, shares will trade ex-dividend as of May 2, 2023 at midnight (Paris time) and the dividend will be paid on May 4, 2023.

For individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code. The dividends for individual shareholders are subject to withholding at 12.8%.

Over the last three fiscal years, dividends have been distributed as follows:

			Income eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2 of the French General Tax Code	
Fiscal year	Number of shares with dividend rights	Dividend per share	Dividends	Other income	Dividends	Other income
2019	145,349,120	0.49	71,221,069	-	-	-
2020	145,484,413	0.49	71,287,362	-	-	-
2021	144,949,672	0.28	40,585,908	-	-	-

The Board of Directors recommends that this amount be appropriated as follows:

In euros

Total amount to be appropriated	1,519,356,839
Appropriation:	
Net dividend distributed for FY 2022	56,753,639
Carried forward	1,462,603,200
TOTAL APPROPRIATED	**1,519,356,839**

FIRST RESOLUTION: APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the annual financial statements for the fiscal year ended December 31, 2022, the report of the Board of Directors and the Statutory Auditors' report for the fiscal year ended December 31, 2022, approves the financial statements for the said fiscal year as presented, as well as the transactions reflected in these financial statements or summarized in these reports, and showing, for said fiscal year, a net profit of €196,349,004.

SECOND RESOLUTION: APPROPRIATION OF NET INCOME FOR THE FISCAL YEAR AND DETERMINATION OF THE DIVIDEND

The General Meeting of Shareholders, on the proposition of the Board of Directors, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and noting that the results for the fiscal year ended December 31, 2022 show a net profit of €196,349,004 and that retained earnings totaled €1,323,007,835 as of December 31, 2022, decides to appropriate the net sum representing an amount of €1,519,356,839, namely:

In euros

Total amount to be appropriated	1,519,356,839
Appropriation:	
Net dividend distributed for FY 2022	56,753,639
Carried forward	1,462,603,200
TOTAL APPROPRIATED	**1,519,356,839**

Consequently, the Meeting sets the net dividend for fiscal 2022 at €0.39 per share. As a reminder, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code for individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%. The dividends for individual shareholders are subject to withholding at 12.8%.

The coupon will be detached on May 2, 2023.

This dividend will be paid on the date set by the Board of Directors, i.e. May 4, 2023.

Compagnie Plastic Omnium SE shares held in treasury on the dividend payment date will be stripped of dividend rights and the related dividends will be credited to retained earnings.

This appropriation will bring the amount of shareholders' equity to €1,499,426,248 and that of the reserves to €1,473,306,217.

In accordance with the law, the General Meeting notes that, after deducting dividends not paid on treasury stock, dividends for the last three years were as shown in the table below.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the following table summarizes the amount of dividends and other income distributed in respect of the three preceding fiscal years, as well as their eligibility for the 40% tax relief, provided for in Article 158-3-2° of the French General Tax Code, where applicable, for individual shareholders resident in France for tax purposes.

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2 of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2 of the French General Tax Code	
			Dividends	Other income	Dividends	Other income
2019	145,349,120	0.49	71,221,069	-	-	-
2020	145,484,413	0.49	71,287,362	-	-	-
2021	144,949,672	0.28	40,585,908			

THIRD RESOLUTION: APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the fiscal year ended December 31, 2022 as presented, as well as the transactions reflected in these financial statements or summarized in these reports, and showing, for said fiscal year, a net profit (attributable to owners of the parent company) of €167,607 thousand.

EXPLANATORY STATEMENT

4th and 5th resolutions: Statutory Auditors' report on related-party agreements entered into or continued during the past fiscal year

The purpose of the fourth and fifth resolutions is, in accordance with Article L. 225-38 of the French Commercial Code, to record the agreements referred to in the special report of the Statutory Auditors on related-party agreements entered into by Compagnie Plastic Omnium SE during the fiscal year ended December 31, 2022. In this respect, we inform you that a related-party agreement was renewed with BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. during the 2022 fiscal year. We propose that you approve this tacit renewal. In addition, you are asked to take not of related-party agreements previously entered into by Compagnie Plastic Omnium SE that continued during the fiscal year ended December 31, 2022.

FOURTH RESOLUTION: APPROVAL OF AN AGREEMENT PURSUANT TO THE PROVISIONS OF ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE (FORMER AGREEMENT TACITLY RENEWED DURING 2022)

The General Meeting of Shareholders, having reviewed the Statutory Auditors' special report on the related-party agreements referred to in Article L. 225-38 of the French Commercial Code, approves the agreement, which was tacitly renewed during the fiscal year ended December 31, 2022 with BPO-B. PLAS Plastic Omnium Automotiv Plastik Ve Metal Yan Sanayi A.S. and mentioned in said report.

FIFTH RESOLUTION: REPORT OF THE STATUTORY AUDITORS ON RELATED-PARTY AGREEMENTS AND COMMITMENTS (OLD AGREEMENTS THAT CONTINUED DURING THE FISCAL YEAR)

The General Meeting of Shareholders, after having read the special report of the Statutory Auditors on related-party agreements and commitments referred to in Article L. 225-38 of the French Commercial Code, notes the information mentioned therein regarding the continuation, during the current fiscal year, of agreements signed in the course of previous years.

EXPLANATORY STATEMENT

6th resolution: Authorization for the Company to buy back its own shares

As the existing authorization expires in October 2023, it is proposed that the General Meeting of Shareholders grants the Board a new authorization for a period of eighteen months.

At the General Meeting of Shareholders of April 21, 2022, the shareholders authorized the Company to buy back its own shares under the following terms and conditions:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program	€1,176,977,200

Between April 22, 2022 and January 31, 2023, the Company:

- acquired 2,271,030 shares for a total value of €36,423,473, i.e. a unit value of €16.04, of which 661,844 shares under the liquidity contract and 1,609,186 shares outside this contract;
- sold under the liquidity contract 674,973 shares for a total disposal value of €10,891,040, i.e. a unit value of €16.14.

The detailed summary of the transactions carried out and the description of the authorization submitted for your vote are provided in section 3.5.5 of chapter 3 of the Company's 2022 Universal Registration Document.

The authorization to buy back the shares of the Company granted by the General Meeting of Shareholders of April 21, 2022 expires on October 20, 2023.

Share buybacks allow an investment service provider to make a market in the Company's shares under a liquidity contract complying with the Code of Ethics issued by the *Association Française des Marchés Financiers* (AMAFI), and the subsequent cancelation of shares.

Shares can also be repurchased to support external growth transactions, to implement stock option and free share plans for employees or executive corporate officers, to cover securities granting rights to the allocation of the Company's shares within current regulations, or any market practice permitted by the market authorities.

The Board at Directors may not use this authorization during the course of a takeover bid for the Company's shares.

We are seeking to renew this authorization on the following terms:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program as of the day of the General Meeting of Shareholders, i.e. April 26, 2023	€1,164,177,200

SIXTH RESOLUTION: AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO TRANSACT IN THE COMPANY'S SHARES PURSUANT TO THE PROVISIONS OF ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE, DURATION OF THE AUTHORIZATION, PURPOSES, TERMS, CEILING

The General Meeting of Shareholders, after having read the report of the Board of Directors, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, authorizes the latter, with the option of subdelegation under the conditions set by law, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to proceed with the purchase, on one or more occasions that it will decide, of shares of the Company up to the limit of 10% of the number of shares comprising the share capital, if necessary adjusted to take into account any capital increase or decrease that may occur during the duration of the program.

Acquisitions may be made with a view to any use permitted by law, in particular:

- to ensure the promotion of the secondary market or the liquidity of the Compagnie Plastic Omnium SE share through an investment service provider via a liquidity contract in accordance with the practice accepted by the regulations, it being understood that in this context, for the purposes of calculating the aforementioned limit of 10%, the number of shares held corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
- to retain the shares acquired and use them at a later date for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to cover stock option and/or free share (or similar) plans awarded to Group employees and/or corporate officers and all allocations of shares as part of a company or group savings (or similar) plan, or for purposes of Company profit-sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- to cover securities carrying rights to the allocation of the Company's shares within the current regulations;
- to implement any market practice that may be accepted by the AMF, and more generally carrying out any other transaction in accordance with the regulations in force;
- to cancel the acquired shares, if appropriate, in accordance with the authorization to be granted by this General Meeting of Shareholders pursuant to its twenty-first extraordinary resolution.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. Transactions may be made at any time, except during a public offer period concerning the Company.

The Company does not intend to use options or derivative instruments.

The maximum number of shares that may be purchased by the Company may not exceed 10% of share capital on the date of this decision, i.e. a maximum number of 14,552,215 shares as of this date.

The maximum purchase price may not exceed €80 per share. In the event of a transaction affecting capital, in particular stock splits or reverse stock splits or free share allocations, the aforementioned amount will be adjusted in the same proportion (coefficient of the ratio between the number of shares comprising the equity capital before the transaction and the number of shares after the transaction).

At December 31, 2022, the Company held 1,549,878 treasury shares. In the event that these treasury shares were to be canceled or used, the maximum amount that the Company would be able to pay out would be €1,164,177,200 for the purchase of 14,552,215 shares.

This authorization takes effect at the end of this General Meeting of Shareholders and is valid for a period of eighteen months from today. It cancels and supersedes the authorization granted by the Combined General Meeting of April 21, 2022 in its fifth resolution for the unused portion.

Unless it takes this action itself, the General Meeting of Shareholders authorizes the Board of Directors to adjust the aforementioned maximum number of shares and maximum purchase price as necessary to take into account the impact on the share price of any change in the par value of the shares or any capital increase by incorporation of reserves and free share allocation issues, any stock split or reverse stock split, any return of capital or any other transaction relating to shareholders' equity, within the aforementioned limits of 10% of share capital and €1,164,177,200.

The General Meeting of Shareholders grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to use this authorization, to conclude any agreements, carry out any filing and other formalities, notably with the French Financial Markets Authority or any other authority that may replace it, and, more generally, take all necessary, with the option of subdelegation under the conditions set by law, action.

EXPLANATORY STATEMENT

7th, 8th, 9th, 10th, 11th and 12th resolutions: Directors' terms of office

1. Composition of the Board of Directors of Compagnie Plastic Omnium SE at December 31, 2022

The directors of Compagnie Plastic Omnium SE are complementary due to their different professional backgrounds, skills and nationalities. They are present, active and involved and have a good knowledge of the Company. The directors are vigilant and exercise their complete freedom of judgment, which enables them to participate in the decisions and work of the Board and its specialized committees.

Laurent Burelle, aged 73, began his career within the Plastic Omnium Group as a production engineer and assistant to the director of the Langres plant. In 1977, he was appointed Chief Executive Officer and then Chairman and Chief Executive Officer of Plastic Omnium SA in Valencia, Spain. He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium in 1988 and then Chairman and Chief Executive Officer in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of Compagnie Plastic Omnium SE since January 1, 2020, and Chairman and Chief Executive Officer of Burelle SA since January 1, 2019. He has also been Chairman of the *Association Française des Entreprises Privées* (AFEP) since 2017. Laurent Burelle is also a founder-director of the Fondation Jacques Chirac.

Laurent Favre, aged 51, spent his career before joining the Plastic Omnium Group in the automotive industry in Germany, where he held various positions of responsibility within leading automotive equipment manufacturers such as ThyssenKrupp (steering systems), ZF (transmissions and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division. Laurent Favre has been Chief Executive Officer of Compagnie Plastic Omnium SE since January 1, 2020.

Félicie Burelle, aged 43, began her career in 2001 within the Plastic Omnium Group, then joined the Mergers & Acquisitions Department of Ernst & Young Transaction Services in 2005. She rejoined Compagnie Plastic Omnium in 2010 and became Head of Strategic Planning and Commercial Coordination of the Auto Exterior Division before being promoted to Strategy and Development Director of Compagnie Plastic Omnium, followed by Chief Operating Officer. Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2017 and Managing Director since January 1, 2020.

Anne Asensio, aged 60, joined Dassault Systèmes in November 2007 as Vice-Chairwoman of Design, in charge of design, innovation and corporate identity. Anne Asensio began her career at Renault (1987). She also held several management positions with General Motors, leading the development of a number of concept cars. Anne Asensio has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2011 and a member of the Compensation Committee.

Martina Buchhauser, aged 56, has been Senior Advisor for H&Z Management Consulting in Germany since 2021. She is an independent director and member of the Audit Committee of Gränges AB in Sweden and of Sono Group NV in Germany, where she is also a member of the Governance and Appointments Committee. After starting her career at General Motors in the United States, she joined Opel AG in Germany, where she was Global Purchasing Director. Then, in 2007, she became Vice-Chairwoman, Purchasing, of MAN Camions et Bus and then joined the BMW Group in 2012, where she was in charge of purchasing for vehicle interiors and electronics. In 2017, she became Senior Vice President, member of the Executive Committee of Volvo Car Corporation (Geely Group) in Sweden, in charge of purchasing. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2022.

Anne-Marie Couderc, aged 72, is Chairwoman of the Board of Directors of Air France KLM and Air France. After beginning her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer. A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for Employment until 1997. At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer and member of the Editorial Committee of Hachette Filipacchi Medias, and director of several publications. She was Chief Executive Officer of Presstalis in 2010 and then Chairwoman of the Board of Directors until June 2017. Anne-Marie Couderc has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2010 and chairs the Appointments and CSR Committee and is a member of the Compensation Committee.

Prof. Dr. Bernd Gottschalk, aged 79, of German nationality, began his career within the Daimler AG Group in the field of finance, going on to become Plant Manager and then Chairman of Mercedes-Benz do Brasil. In 1992, he was appointed to the Executive Committee of the Daimler AG Group, Global Vice-President of the Commercial Vehicles Division. In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and, in 2007, created AutoValue GmbH, an automotive consultancy that he has headed since that date. Prof. Dr. Bernd Gottschalk has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2009.

Vincent Labruyère, aged 72, began his professional career in 1976 at Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials. In 1981, he took over the management of Imprimerie Perroux, specializing in the production of checkbooks and bank forms, which he diversified by creating its subsidiary DCP Technologies. In 1989, he founded the SPEOS Group, specializing in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office. Vincent Labruyère is Chairman of the Supervisory Board of the Labruyère Group, a family group active in the operation of vineyards in France and the United States, commercial real estate, hotels and growth capital in France and abroad. Vincent Labruyère has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2002 and is a member of the Audit Committee.

Éliane Lemarié, permanent representative of Burelle SA, aged 77, has devoted her professional career to corporate information and communication. She began her career as a journalist and copy editor in various written press publications as part of the Permanent Assembly of Chambers of Commerce and Industry (APCCI). In 1983, she founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairwoman and Chief Executive Officer until 2010. Éliane Lemarié has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2009 and Burelle SA, of which she is the permanent representative, has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 1987. Éliane Lemarié is also a member of the Appointments and CSR Committee.

Paul Henry Lemarié, aged 75, entered the engineering group Sofresid (steel industry, mining, offshore) and joined the Plastic Omnium Group in 1980 as 3P – High-Performance Plastics Products Division Director. In 1985, he became Chairman of the Automotive Division. In 1987 he was appointed Chief Operating Officer of Compagnie Plastic Omnium, then Chief Executive Officer in 2001 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020. Paul Henry Lemarié has been Chairman and Chief Executive Officer of Burelle Participations since July 28, 2021. He has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 1987.

Lucie Maurel Aubert, aged 60, began her professional career in 1985 as a business attorney at Gide Loyrette Nouel. She joined the family bank Martin Maurel, where she has been a director since 1999. Appointed Managing Director of Compagnie Financière Martin Maurel in 2007, and then Vice-Chairwoman Managing Director in 2011 and Chief Operating Officer of Banque Martin Maurel in 2013, she has been Vice-Chairwoman of Rothschild Martin Maurel Associés since July 2017. Lucie Maurel Aubert has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2015 and chairs the Audit Committee and is a member of the Appointments and CSR Committee.

Alexandre Mérieux, aged 48, was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Director until 2004. He has held various operational positions within bioMérieux. Managing Director since 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and the Microbiology unit between 2011 and 2014. Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences. Alexandre Mérieux has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2018 and chairs the Compensation Committee.

Cécile Moutet, aged 49, began her career in communication consulting at the agency IRMA Communication, then continued her career by working independently in Spain, in the field of communication consulting. In 2009 and 2010, Cécile Moutet worked at IRMA Communication, which later became Cap & Cime PR, and coordinated various consulting assignments. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2017.

Élisabeth Ourliac, aged 63, began her career in an audit firm before joining Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. As part of this function, the negotiation and implementation of joint ventures enabled the creation of new business models. From 2016 to 2022, Élisabeth Ourliac was Vice-President Strategy at Airbus. A lawyer by training, Ms. Élisabeth Ourliac is a graduate of Stanford University School of Business and holds an MBA from Toulouse Business School. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since December 7, 2022.

Amandine Chaffois, aged 42, is Vice-chairman Environmental Sustainability of the Plastic Omnium Group. Amandine Chaffois has been a director representing the employees of Compagnie Plastic Omnium SE, appointed by the France Group Works Council since 2019.

Ireneusz Karolak, aged 63, of Polish nationality, is Purchasing Manager at the Lublin site in Poland within the Clean Energy Systems business lines. Ireneusz Karolak has been a director representing the employees of Compagnie Plastic Omnium SE, appointed by the European Consultation Committee since 2019.

2. Resolutions submitted to the vote of the General Meeting of Shareholders of April 26, 2023

7th resolution: Anne Asensio having informed the Board of Directors of her intention not to have her term of office renewed on its expiry, the seventh resolution proposes that the General Meeting of Shareholders record the non-renewal of her term of office as director.

8th resolution: As the term of office of Félicie Burelle expires in 2023, the renewal of her term of office for a period of three years is submitted to the General Meeting of Shareholders.

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in Business-Finance from South Bank University of London and an MBA from the Instituto de Empresa (IE) Business School of Madrid. After beginning her career in the Group in 2001 as Accounting Manager of a subsidiary of the Auto Exterior Division in Spain (Madrid), Félicie Burelle moved on to the Merger & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium and took over the Strategic Planning and Commercial Coordination Department of the Auto Exterior Division. She also became member of the Executive Committee of this Division. Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013. In 2015, she became Strategy and Development Director of Compagnie Plastic Omnium SE and has been member of the Executive Committee since then. Appointed Chief Operating Officer of Compagnie Plastic Omnium SE on January 1, 2018, Félicie Burelle has been Managing Director since January 1, 2020.

Félicie Burelle brings to the Board her knowledge of the Group, her managerial and operational experience acquired throughout her career, as well as her skills in the fields of finance and digital and innovation techniques. Over the five years of her term as Director, Félicie Burelle's attendance at meetings of the Board of Directors was: 96%.

9th resolution: As the term of office of Cécile Moutet expires in 2023, the renewal of her term of office for a period of three years is submitted to the General Meeting of Shareholders.

Cécile Moutet has a Specialized Master's degree in Market Research and Marketing Management from NEOMA Business School (formerly ESC Rouen) and from the Institut Européen des Affaires. She started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events. Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communication consultant. In 2009 and 2010, Cécile Moutet worked at IRMA Communication (which became Cap & Cime PR in 2010) and coordinated various consulting assignments.

Cécile Moutet brings to the Board her knowledge of the automotive Group and her communication skills. Over the five years of her term of office as Director, Cécile Moutet's attendance at meetings of the Board of Directors was: 89%.

10th resolution: As the term of office of Vincent Labruyère expires in 2023, the renewal of his term of office for a period of three years is submitted to the General Meeting of Shareholders.

An engineering graduate from the École Polytechnique Fédérale de Zurich, Vincent Labruyère started his professional career in 1976 with Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials. In 1981, he became head of Imprimerie Perroux, a printer of checkbooks and bank forms, which he diversified in 1985 by creating DCP Technologies, a subsidiary specializing in credit card manufacture and encoding. In 1989, he founded the SPEOS Group, specialized in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office in 2001. Vincent Labruyère then joined the Labruyère Group as Chief Executive Officer, later becoming Chairman of the Management Board and then Chairman of the Supervisory Board. Labruyère Group is a family-owned company operating vineyards in France and the United States, which also operates in commercial real estate, hotels and growth capital in France and abroad.

Vincent Labruyère brings to the Board his industrial experience and his financial and managerial skills. Over the 20 years of his term of office as a director, the attendance of Vincent Labruyère was 99% for meetings of the Board of Directors and 100% for the Audit Committee of which he is a member.

11th resolution: It is proposed that the General Meeting of Shareholders ratify the co-option as a director of Élisabeth Ourliac, decided by the Board of Directors on December 7, 2022, to replace Amélie Oudéa-Castéra, for the remaining term of office of her predecessor, i.e. until the end of the Ordinary General Meeting called in 2025 to approve the financial statements for the 2024 fiscal year.

A French national, Ms. Élisabeth Ourliac has spent her career in the aeronautics industry at Airbus, mainly in financial roles.

Ms. Élisabeth Ourliac joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. As part of this function, the negotiation and implementation of joint ventures enabled the creation of new business models. From 2016 to 2022, Élisabeth Ourliac has been Vice-President Strategy at Airbus.

Ms. Élisabeth Ourliac is a graduate of Stanford University School of Business and holds an MBA from Toulouse Business School.

Ms. Élisabeth Ourliac brings to the Board her experience in the field of Finance and risk management, but also in the industrial sector and international relations.

After examining the independence criteria in the AFEP-MEDEF Code, the Board of Directors concluded that Ms. Élisabeth Ourliac could be considered an independent director.

12th resolution: the General Meeting of Shareholders is asked to appoint as director Ms. Virginie Fauvel, in addition to the members currently in office, for the statutory term of three years.

Virginie Fauvel, 48, of French nationality, would bring to the Board her experience in the world of Finance, digital, data, software and CSR in particular.

An engineer by training, a graduate of the École des Mines de Nancy, Ms. Virginie Fauvel began her career at Cetelem in 1997 where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy. In 2008, Ms. Virginie Fauvel took over the management of online banking and created Hellobank! In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018. In 2020, she was invited to become CEO of Harvest, TechForFin specializing in wealth management, and thus succeed the founders Jean-Michel Dupiot and Brice Pineau.

After examining the independence criteria in the AFEP-MEDEF Code, the Board of Directors concluded that Ms. Virginie Fauvel could be considered an independent director.

3. Composition of the Board of Directors following the General Meeting of Shareholders of April 26, 2023

Subject to the approval of the resolutions submitted to the vote of the General Meeting of Shareholders on April 26, 2023, at the end of this General Meeting of Shareholders, the terms of office of the 16 directors of Compagnie Plastic Omnium SE will be as follows:

			Specialized committees		
	Independence	End of current term of office	Audit Committee	Appointments and CSR Committee	Compensation Committee
Laurent Burelle		2024			
Laurent Favre		2024			
Félicie Burelle		2026			
Martina Buchhauser	✓	2025			
Anne-Marie Couderc		2024		▣	▪
Virginie Fauvel	✓	2026			
Prof. Dr. Bernd Gottschalk		2024			
Vincent Labruyère		2026	▪		
Paul Henry Lemarié		2024			
Éliane Lemarié, permanent representative of Burelle SA		2024		▪	
Lucie Maurel Aubert	✓	2024	▣	▪	
Alexandre Mérieux	✓	2024			▣
Cécile Moutet		2026			
Élisabeth Ourliac	✓	2025			
Amandine Chaffois		2025			
Ireneusz Karolak		2025			

✓*Independence within the meaning of the AFEP-MEDEF Code criteria.*

▣*Chairperson of the Committee* ▪ *Member of the Committee.*

SEVENTH RESOLUTION: NON-RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. ANNE ASENSIO

The General Meeting of Shareholders, ruling under the quorum and majority conditions required for Ordinary General Meetings, having noted that Anne Asensio's term of office as Director was due to expire at the end of this Meeting, resolves not to proceed with its renewal.

EIGHTH RESOLUTION: RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. FÉLICIE BURELLE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, renews, for a three-year period, the term as a director of Ms. Félicie Burelle. Her term of office will expire at the close of the General Meeting of Shareholders to be held in 2026 to approve the 2025 financial statements.

Ms. Félicie Burelle has indicated that she would accept the renewal of the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

NINTH RESOLUTION: RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. CÉCILE MOUTET

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, renews, for a three-year period, the term as a director of Ms. Cécile Moutet. Her term of office will expire at the close of the General Meeting of Shareholders to be held in 2026 to approve the 2025 financial statements.

Ms. Cécile Moutet has indicated that she would accept the renewal of the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

TENTH RESOLUTION: RENEWAL OF THE TERM OF OFFICE AS A DIRECTOR OF MR. VINCENT LABRUYÈRE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, renews, for a three-year period, the term as a director of Mr. Vincent Labruyère His term of office will expire at the close of the General Meeting of Shareholders to be held in 2026 to approve the 2025 financial statements.

Mr. Vincent Labruyère has indicated that he would accept the renewal of the duties entrusted to him and that he is not subject to any measure likely to prevent him from performing such duties.

ELEVENTH RESOLUTION: RATIFICATION OF THE PROVISIONAL APPOINTMENT OF MS. ÉLISABETH OURLIAC AS DIRECTOR

The General Meeting of Shareholders ratifies the appointment as Director, made on a provisional basis by the Board of Directors at its meeting of December 7, 2022, of Ms. Élisabeth Ourliac, to replace Ms. Amélie Oudéa-Castéra, who resigned.

As a result, Ms. Élisabeth Ourliac will hold her position for the remainder of her predecessor's term of office, i.e. until the end of the General Meeting of Shareholders called in 2025 to approve the financial statements for the 2024 financial year.

Ms. Élisabeth Ourliac has indicated that she would accept the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

TWELFTH RESOLUTION: APPOINTMENT OF A NEW DIRECTOR (MS. VIRGINIE FAUVEL)

The General Meeting of Shareholders, voting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to appoint Ms. Virginie Fauvel, in addition to the members currently in office, as director, for a term of three years. Her term of office will expire at the close of the General Meeting of Shareholders to be held in 2026 to approve the 2025 financial statements.

Ms. Virginie Fauvel has indicated that she would accept the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

EXPLANATORY STATEMENT

13th, 14th, 15th, 16th, 17th, 18th, 19th and 20th resolutions: Compensation of the Company's directors

The General Meeting of Shareholders is asked to vote on the compensation policy for the directors of Compagnie Plastic Omnium SE (*ex ante* vote).

In the 13th to 16th resolutions, the General Meeting of Shareholders is asked to approve, in accordance with the provisions of Article L. 22-10-8, II of the French Commercial Code, the compensation policies for Compagnie Plastic Omnium SE's directors. These policies would apply from the 2023 fiscal year until the General Meeting of Shareholders decides on a new compensation policy.

The texts of these compensation policies drawn up by the Board of Directors appear in section 3.2.2 of the Company's 2022 Universal Registration Document of the Company.

The shareholders are asked to approve, separately:

- in the vote on the 13th resolution, the compensation policy for the Chairman of the Board of Directors of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2022 Universal Registration Document;
- in the vote on the 14th resolution, the compensation policy for the Chief Executive Officer of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2022 Universal Registration Document;
- in the vote on the 15th resolution, the compensation policy for the Managing Director of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2022 Universal Registration Document;
- in the vote on the 16th resolution, the compensation policy for the directors of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2022 Universal Registration Document.

The General Meeting of Shareholders is called upon to approve the compensation of Compagnie Plastic Omnium SE's directors for fiscal year 2022 (*ex post* vote)

Each year, the General Meeting of Shareholder must vote on the compensation awarded or paid to the Company's corporate officers during the fiscal year.

This so-called "*ex post*" vote concerns:

- all corporate officers of Compagnie Plastic Omnium SE, namely the directors including the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director. The shareholders are thus asked to approve, by voting on the 17th resolution, the compensation for the 2022 fiscal year of each of the aforementioned directors, as required by Article L. 22-10-9, I of the French Commercial Code. This information is provided in section 3.2.1.1 of the 2022 Universal Registration Document;
- and the Company's executive corporate officers. The shareholders are asked to approve, by voting on the 18th, 19th and 20th resolutions, the fixed and variable components of the total compensation and benefits of any kind paid during fiscal year 2022 or allocated during this fiscal year to Mr. Laurent Burelle, Chairman of the Board of Directors (18th resolution), Mr. Laurent Favre, Chief Executive Officer (19th resolution) and Ms. Félicie Burelle, Managing Director (20th resolution), pursuant to the provisions of Article L. 22-10-34, II of the French Commercial Code. This information is presented in section 3.2.1.2 of the 2022 Universal Registration Document and summarized in the tables below:

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2022 FISCAL YEAR TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€950,000	€950,000	The annual fixed compensation of Laurent Burelle amounts to €950,000 from January 1, 2022.
Annual variable compensation	€0	€0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	€0	€0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	€0	€0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€63,237	€63,237	Laurent Burelle received compensation of €63,237 in respect of his offices as a director and Chairman of the Board of Directors for fiscal year 2022.
Grant of stock options, performance shares or other long-term compensation	€0	€0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	€0	€0	Laurent Burelle does not receive any compensation for taking up or leaving office.
Supplementary pension plans	€0	€0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (Compagnie Plastic Omnium SE's parent company)
Benefits in kind	€0	€0	N/A

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2022 FISCAL YEAR TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€1,000,760	€1,000,760	The annual fixed compensation of Laurent Favre amounts to €1,000,760 from January 1, 2022.
Annual variable compensation	€1,200,000 (compensation awarded for fiscal year 2021)	€1,127,775	During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Mr. Laurent Favre with respect to fiscal year 2022 at €1,127,775. The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows: • weighting of 64% for the quantifiable part and 36% for the qualitative part; • variable portion target for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €1,100,000. In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2022 was determined as follows: • For the quantifiable part (64%), the parameters used are: • the level of free cash -flow (20%); • the level of net profit (loss) – attributable to owners of the parent (15%); • the level of the operating margin (20%), and • ESG criteria relating to safety at work, gender diversity in management bodies and the reduction of CO2 emissions (9%). For the qualitative part (36%), the following parameters were used: • the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%); • the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%); • qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%). At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee: • noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%; • decided that the achievement rate for the qualitative criteria met the expectations and targets at 97.5%; • the achievement of ESG criteria was approved at 92%. Overall achievement rate taking into account the weighting of the various criteria: 102.5%. The variable portion for 2022 thus amounts to €1,127,775 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023.
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Joining or severance compensation	None	None	Laurent Favre does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Laurent Favre received compensation of €50,737 in respect of his directorship for fiscal year 2022.
Exceptional compensation	None	None	Laurent Favre does not receive any exceptional compensation.

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €803,054	The Board of Directors' meeting of February 17, 2022 decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021. The vesting of these shares is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives: • for 25% on the level of the Group's free cash-flow; • for 25% on the Group's average annual ROCE; • for 25% on the average growth rate of consolidated revenue, and • for 25% on the percentage of women on governing bodies and the deployment of actions to reduce the carbon footprint.
			The first full year taken into account for the assessment of the performance conditions for this grant is 2022. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. This threshold is set at 80% achievement of the objectives. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.
Supplementary pension plans	€0	€55,121	In addition to the pension rights of the mandatory plan, Laurent Favre benefits from Compagnie Plastic Omnium SE's new pension plan with certain rights.
Benefits in kind	Valuation: €14,073	Valuation: €14,073	Laurent Favre has a company car with the benefit estimated at €14,073. Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2022 FISCAL YEAR TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€650,760	€650,760	The annual fixed compensation of Félicie Burelle amounts to €650,760 from January 1, 2022.
Annual variable compensation	€600,000 (variable compensation awarded in respect of fiscal year 2021)	€615,150	During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle with respect to fiscal year 2022 at €615,150. The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows: • weighting of 64% for the quantifiable part and 36% for the qualitative part; • target variable part for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €600,000. In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2022 was determined as follows: For the quantifiable part (64%), the parameters used are: • the level of free cash -flow (20%); • the level of net profit (loss) – attributable to owners of the parent (15%); • the level of the operating margin (20%), and • ESG criteria relating to safety at work, gender diversity in management bodies and the reduction of CO2 emissions (9%) For the qualitative part (36%), the following parameters were used: • the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%); • the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%); • qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%); • the achievement of ESG criteria was approved at 92%. At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee: • noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%; • decided that the achievement rate for the qualitative criteria met the expectations and targets at 97.5%. Overall achievement rate taking into account the weighting of the various criteria: 102.5%. The variable portion for 2022 thus amounts to €615,150 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023.
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Félicie Burelle received compensation of €50,737 in respect of her directorship for fiscal year 2022.
Exceptional compensation	None	None	Félicie Burelle does not receive any exceptional compensation.

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €535,374	On February 17, 2022, the Board of Directors decided to implement, for the last year, the 2019 Free share award plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018. The vesting of these shares is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2019, 2020, 2021 and 2022. The number of performance shares vested depends on the achievement of the following objectives: • for 50% on the level of the Group's free cash-flow; • for 50% the level of the Group's operating margin. In view of the results of these four years, the Board of Directors noted the definitive allocation of 10,500 shares to Félicie Burelle, this allocation will be submitted to the vote of the General Meeting of Shareholders of April 26, 2023. The Board of Directors' meeting of February 17, 2022 also decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021.
			The vesting of these shares is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives: • for 25% on the level of the Group's free cash-flow; • for 25% on the Group's average annual ROCE; • for 25% on the average growth rate of consolidated revenue, and • for 25% the percentage of women on governing bodies and the deployment of actions to reduce the carbon footprint.
			The first full year taken into account for the assessment of the performance conditions for this grant is 2022. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. This threshold is set at 80% achievement of the objectives. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.
Supplementary pension plans	€0	€30,623 (under the defined-benefit pension plan with certain rights under Article L. 137-11-2 of the French Social Security Code) €42,531 (under the defined-benefit pension plan with uncertain rights in Article L. 137-11 of the French Social Security Code)	In addition to the pension rights of the mandatory plan, Félicie Burelle benefits from the Compagnie Plastic Omnium SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	Félicie Burelle has a company car. Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

THIRTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2023 IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for fiscal year 2023, as described in section 3.2.2 of the Company's 2022 Universal Registration Document.

FOURTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2023 IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Chief Executive Officer for fiscal year 2023 as described in section 3.2.2 of the Company's 2022 Universal Registration Document.

FIFTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE MANAGING DIRECTOR FOR FISCAL YEAR 2023 IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Managing Director for fiscal year 2023 as described in section 3.2.2 of the Company's 2022 Universal Registration Document.

SIXTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS FOR FISCAL YEAR 2023 IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the directors for fiscal year 2023 as described in section 3.2.2 of the Company's 2022 Universal Registration Document.

SEVENTEENTH RESOLUTION: APPROVAL OF ALL COMPENSATION PAID OR AWARDED TO DIRECTORS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 IN ACCORDANCE WITH ARTICLE L. 22-10-34 I OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to compensation paid or awarded to directors during the fiscal year ended December 31, 2022, as described in section 3.2.1 of the Company's 2022 Universal Registration Document.

EIGHTEENTH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Mr. Laurent Burelle in his capacity as Chairman of the Board of Directors for the fiscal year ended December 31, 2022, as described in section 3.2.1 of the Company's 2022 Universal Registration Document.

NINETEENTH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 TO MR. LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Mr. Laurent Favre in his capacity as Chief Executive Officer for the fiscal year ended December 31, 2022, as described in section 3.2.1 of the Company's 2022 Universal Registration Document.

TWENTIETH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 TO MS. FÉLICIE BURELLE, MANAGING DIRECTOR

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Ms. Félicie Burelle in her capacity as Managing Director for the fiscal year ended December 31, 2022, as described in section 3.2.1 of the Company's 2022 Universal Registration Document.

8.2.2 EXTRAORDINARY BUSINESS

EXPLANATORY STATEMENT

21st resolution: Authorization to be given to the Board of Directors to cancel the shares bought back by the Company

The authorization granted to the Board of Directors by the General Meeting of Shareholders of April 21, 2022 to cancel shares acquired by the Company under Article L. 22-10-62 of the French Commercial Code having been used, the General Meeting of Shareholders is asked to grant the Board a new authorization allowing it to cancel shares, within the legal limits, i.e. 10% of the existing share capital on the date of cancellation per period of twenty-four months. This authorization would be granted for a period of twenty-six months from the date of this General Meeting and would cancel, from this date, for any unused portion, any previous authorization.

TWENTY-FIRST RESOLUTION: AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO CANCEL THE SHARES BOUGHT BACK BY THE COMPANY PURSUANT TO ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE, DURATION OF THE AUTHORIZATION, CEILING

The General Meeting of Shareholders, having read the report of the Board of Directors and the report of the Statutory Auditors:

1) grants the Board of Directors authorization to cancel at its own discretion, with the option to subdelegate under the conditions set by law, on one or more occasions, the shares that the Company holds or may hold as a result of purchases made pursuant to Article L. 22-10-62 of the French Commercial Code, up to the limit of 10% of the share capital as measured on the date the cancelation is decided, after deducting any shares canceled during the previous 24 months, and to reduce the share capital accordingly pursuant to the applicable legal and regulatory provisions;

2) sets at twenty-six months as of this General Meeting of Shareholders the validity period of this authorization, which cancels and replaces any prior authorization with the same purpose;

3) fully empowers the Board of Directors, with the option to sub-delegate under the conditions set by law, to conduct the transactions necessary for such cancelations and the corresponding reductions of share capital, to amend the Company bylaws accordingly, and to carry out all necessary formalities.

EXPLANATORY STATEMENT

22nd resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights

The General Meeting of Shareholders is asked to delegate to the Board of Directors its authority to increase the share capital by issuing ordinary shares or investment securities giving access to the capital with preferential subscription rights. This delegation of authority to the Board of Directors enables it to have the flexibility, if needed, to carry out share issues that are best adapted to the market.

This delegation of authority concerns issues, with preferential subscription rights, of ordinary shares and/or equity securities giving access to other equity or other debt securities and/or securities giving access to the equity shares to be issued by the Company for a consideration or free of charge, pursuant to Article L. 228-91 *et seq.* of the French Commercial Code.

It would be renewed for another twenty-six month period as of this General Meeting of Shareholders and, as such, cancels and replaces all previous delegations of authority with the same purpose.

In the event of an issue of investment securities giving future access to new shares, the decision of the General Meeting of Shareholders would waive shareholders' rights to subscribe to any shares that might be obtained from the securities initially issued.

This authorization would be renewed for a maximum nominal amount of capital increases likely to be carried out immediately or in the future under this delegation of six million euros, (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) it being specified that the nominal amount of capital increases realized pursuant to the twenty-third to twenty-seventh resolutions would be deducted from this amount.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or investment securities giving access to the share capital.

This delegation of authority would also cover the authorization to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that the nominal amount of debt securities issued pursuant to the twenty-third to twenty-seventh resolutions would be deducted from this amount.

On these bases, the Board of Directors would be authorized to proceed with these issues, on one or more occasions, in the best interests of the Company and its shareholders, and could, in accordance with the law, establish a subscription right for shareholders on a reducible basis.

The Board of Directors would be authorized to issue warrants of Company shares by subscription offer, as well as the free allocation of new shares to owners of old ones.

In addition, the Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

TWENTY-SECOND RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES, AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS, TO DISTRIBUTE OR LAUNCH A PUBLIC OFFER FOR UNSUBSCRIBED SHARES

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the French Commercial Code, particularly Articles L.225-129-2, L.22-10-49, L.228-91, L.228-92 and L.225-132 *et seq.*:

1) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, a foreign currency or any other account unit established on the basis of a series of currencies, with preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities (including through the free allocation of share subscription warrants) or granting entitlement to the allocation of debt securities, and/or investment securities giving access to equity securities to be issued by the Company, for which subscription may be carried out by the offsetting of liquid and due receivables;

2) sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

- the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that the nominal amount of the capital increases carried out pursuant to the twenty-third to twenty-seventh resolutions will be deducted from this amount, subject to the adoption of said resolutions by the Meeting,
- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or securities giving access to the share capital,
- the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of two billion euros or the equivalent value of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued pursuant to the twenty-third to twenty-seventh resolutions of this Meeting will be deducted from this amount, subject to the adoption of said resolutions by the Meeting;

3) sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4) in the event that the Board of Directors uses this delegation:

- decides that shareholders may exercise their preferential subscription rights under the conditions provided for by law; in addition, the Board of Directors may introduce a reducible subscription right for shareholders which they could exercise in proportion to their subscription rights and within the limit of their requests,
- decides that, if irreducible and, where applicable, reducible subscriptions do not absorb the entire ordinary share or security issue as defined above, the Board of Directors may use, in the order it considers appropriate, each or only some of the options provided for in Article L. 225-134 of the French Commercial Code,
- notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights to the shares to which these securities would give entitlement;

5) resolves that the amount paid or due to the Company for each of the shares issued under this delegation shall be at least equal to the nominal value of the share on the date of issue of said shares;

6) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

- concerning the preferential subscription rights attached to treasury shares, resolve not to take into account these shares when determining the preferential subscription rights attached to the other shares, distribute the preferential subscription rights attached to the treasury shares among the shareholders on a pro-rata basis according to the rights held, or to sell them on the stock market,
- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
- decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), their term (fixed or otherwise) and the other terms of issue, and set the conditions under which such securities would give access to the share capital of the Company,

- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

23rd resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with cancellation of preferential subscription rights

The twenty-third resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, by way of a public offering, excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, for a maximum nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares), it being specified that the nominal amount of capital increases carried out pursuant to the twenty-second and twenty-fourth to twenty-seventh resolutions would be deducted from this amount.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or investment securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that the nominal amount of debt securities issued pursuant to the twenty-second and twenty-fourth to twenty-seventh resolutions would be deducted from this amount.

In accordance with the same conditions as those provided for pursuant to the twenty-fourth resolution and subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;
- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

Pursuant to Article L. 22-10-51 5th paragraph of the French Commercial Code, the Board of Directors may grant shareholders, for a specific period of time and subject to conditions determined by the Board in compliance with applicable legal and regulatory provisions, and for all or part of any issue, a priority subscription right which does not constitute a negotiable right and must be exercised in proportion to the quantity of shares owned by each shareholder.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

In the event of an issue of securities carried out for the purpose of remunerating shares tendered in the context of a public exchange offer, the Board of Directors would have, within the limits set out above, the necessary powers to draw up the list of securities to be tendered for the exchange and determine the issue conditions, the exchange parity and, if applicable, the amount of the cash payment to be paid, and the terms of the issue.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-THIRD RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFER, EXCLUDING THE OFFERS REFERRED TO IN 1° OF ARTICLE L.411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, ISSUE PRICE, ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with provisions of the French Commercial Code, particularly Articles L.225-129-2, L.22-10-49, L.22-10-52, L.22-10-54 and L.228-92:

1) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, or a foreign currency or any other account unit established on the basis of a series of currencies, without preferential subscription rights, by way of a public offer excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, ordinary shares and/or debt securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, for which the subscription may be effected by offset against liquid and payable receivables; public offerings made pursuant to this resolution, may be associated, in the context of one issue or several issues carried out simultaneously, with the offerings mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code and decided in accordance with the twenty-fourth resolution submitted to this General Meeting of Shareholders;

2) sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

   - the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that the nominal amount of the capital increases carried out pursuant to the twenty-second and twenty-fourth to twenty-seventh resolutions will be deducted from this amount, subject to the adoption of said resolutions by the Meeting,
   - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or securities giving access to the share capital,
   - the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of two billion euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that could be issued pursuant to the twenty-second and twenty-fourth to twenty-seventh resolutions of this Meeting will be deducted from this amount, subject to the adoption of said resolutions by the Meeting;

3) sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4) resolves to cancel the preferential subscription rights of shareholders to the securities covered by this resolution, while leaving to the Board of Directors, pursuant to Article L.22-10-51 paragraph 5 of the French Commercial Code, the option to grant shareholders, for a period of time and subject to conditions it may set in compliance with applicable legal and regulatory provisions, and for all or part of any issue, a priority subscription right which does not constitute a negotiable right and which must be exercised in proportion to the number of shares owned by each shareholder, and which may be supplemented by a subscription on a reducible basis;

5) resolves that, if irreducible and, where applicable, reducible subscriptions, where the Board of Directors has so authorized, do not absorb the entire issue of shares or securities as defined above, the Board of Directors may limit the amount of the operation to the amount of subscriptions received;

6) notes that, when necessary, this delegation of authority automatically waives in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights related to shares to which these securities would give entitlement;

7) decides that, in accordance with Article L.22-10-52 of the French Commercial Code:

   - the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used,
   - the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
   - the conversion, redemption and more generally the transformation into shares of each investment security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;

8) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

   - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital or to debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),

- decide, in the event of an issue of debt securities, including investment securities giving entitlement to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed as the case maybe), their term and the conditions under which such securities could give access to the capital of the Company or companies in which it directly or indirectly owns more than half of the capital,
- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

24th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by the issue of ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, by way of an offer referred to in 1° of Article L.411-2 of the French Monetary and Financial Code

The twenty-fourth resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company by way of a public offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, for a maximum nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares), it being specified that the nominal amount of capital increases carried out under the twenty-second, twenty-third and twenty-fifth to twenty-seventh resolutions would be deducted from this amount.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or investment securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that the nominal amount of debt securities issued pursuant to the twenty-second, twenty-third and twenty-fifth to twenty-seventh resolutions would be deducted from this amount, under the same terms as those provided for in the twenty-third resolution, subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;
- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-FOURTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF AN OFFER REFERRED TO IN 1° OF ARTICLE L.411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, ISSUE PRICE, ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, particularly Articles L.225-129-2, L.22-10-52 and L.228-92:

1) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, by way of an offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros, a foreign currency or any other account unit established on the basis of a series of currencies, without preferential subscription rights, ordinary shares and/or equity shares, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, for which the subscription may be effected by offset against liquid and payable receivables; the offers covered by 1° of Article L.411-2 of the French Monetary and Financial Code and decided pursuant to this resolution may be associated, in the context of one issue or several issues carried out simultaneously, with the public offerings decided pursuant to the twenty-third resolution submitted to this General Meeting of Shareholders;

2) sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

   - the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares), or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of several currencies, it being specified that the nominal amount of the capital increases carried out pursuant to the twenty-second, twenty-third and twenty-fifth to twenty-seventh resolutions would be deducted from this amount, subject to the adoption of said resolutions by the Meeting,
   - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or securities giving access to the share capital,
   - the total amount of debt securities of the Company that could result from this delegation may not exceed the ceiling of seven hundred and fifty million euros or the equivalent of this amount in foreign currency on the date the issue is decided upon, it being specified that the nominal amount of debt securities that may be issued pursuant to the twenty-second, twenty-third and twenty-fifth to twenty-seventh resolutions of this Meeting will be deducted from this amount, subject to the adoption of said resolutions by the Meeting;

     Moreover, in accordance with the provisions set forth in Article L.22-10-52 of the French Commercial Code, all issues of equity securities will be capped at 20% of equity capital per 12-month period, and assessed at the date of issue;

3) sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4) decides to waive preferential subscription rights of shareholders within the context of this resolution;

5) notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these investment securities would grant entitlement;

6) decides that, in accordance with Article L.22-10-52 of the French Commercial Code:

   - the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used,
   - the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
   - the conversion, redemption and more generally the transformation into shares of each investment security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;

7) resolves that, if the subscriptions have not absorbed the entire issue of investment securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;

8) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

   - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
   - decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
   - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,

- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

25th resolution: Delegation of authority granted to the Board of Directors to increase the share capital pursuant to the twenty-second to twenty-fourth resolutions, up to a limit of 15% of the initial issue, with maintenance or cancelation of preferential subscription rights

As permitted by French law, the twenty-fifth resolution would enable the Board of Directors to decide, in the context of capital increases with or without preferential subscription rights carried out under the twenty-second, twenty-third and twenty-fourth resolutions, to increase the number of securities to be issued at the same price as in the initial issue, within the time and limits provided for by the applicable regulations.

This option would enable the Board of Directors to increase the number of shares to be issued by a maximum of 15% within 30 days of the end of the subscription period, at the same price, while remaining within the same limits of the nominal amount provided for in the twenty-second, twenty-third and twenty-fourth resolutions.

This new authorization would be valid for a period of twenty-six months as of this General Meeting and cancels and replaces all previous delegations of authority with the same purpose.

TWENTY-FIFTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED WHEN A SHARE ISSUE IS CARRIED OUT, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, UNDER THE TWENTY-SECOND TO TWENTY-FOURTH RESOLUTIONS, UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings of Shareholders, after having read the report of the Board of Directors and the Statutory Auditors' report, and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code:

1) decides that the Board of Directors, with the option to subdelegate under the conditions set by French law, may increase by a maximum of 15% the number of securities to be issued under issues decided pursuant to the twenty-second, twenty-third and twenty-fourth resolutions, at the same price as that of the initial issue as provided for in Articles L. 225-135-1 et R. 225-118 of the French Commercial Code, within the same time-frame and subject to the same limitations provided for by applicable regulations at the date of the issuance (currently, within thirty days of the subscription closure date) and within the limits provided for in the resolution pursuant to which the issue was decided;

2) sets the period of validity of this delegation at twenty-six months from the date of this General Meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose.

EXPLANATORY STATEMENT

26th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital to remunerate contributions in kind granted to the Company of equity securities or investment securities giving access to the capital of third-party companies

The General Meeting of Shareholders is asked to grant a delegation of authority to the Board of Directors to enable it to increase the Company's share capital in order to remunerate contributions in kind granted to the Company and consisting of equity securities or investment securities giving access to the capital of third parties, other than during a public exchange offer, to carry out any external growth transactions.

The Board will approve the Report of the Contribution Auditors relating in particular to the value of the contributions, if this is necessary.

The amount of the capital increases that may be carried out in this respect would be limited to a maximum nominal amount of two million euros and would be deducted from the overall ceiling on capital increases.

This resolution would also allow the Board of Directors to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that the nominal amount of debt securities issued pursuant to the twenty-second to twenty-fifth and twenty-seventh resolutions would be deducted from this amount, subject to the specificities set out below:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;
- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

If subscriptions, including those of shareholders if applicable, do not absorb the entire issue, the Board of Directors would be authorized, in the order it determines, (i) to limit the issue to the amount of the subscriptions on the condition that, in the case of ordinary share or security issues where the main security is a share, such amount is equal to at least three-quarters of the initial amount of the issue, and (ii) to freely distribute all or part of the unsubscribed securities.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-SIXTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, AS CONSIDERATION FOR CONTRIBUTIONS IN KIND CONSISTING OF EQUITY SECURITIES OR INVESTMENT SECURITIES GIVING ACCESS TO THE SHARE CAPITAL, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-147, L. 225-147-1, L. 22-10-53 and L. 228-92:

1) delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to proceed, in one or more installments, in the proportions and at the times it sees fit, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies, and with cancelation of shareholders' preferential subscription rights, with the issue of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities, and/or investment securities giving access to equity securities to be issued by the Company in order to remunerate contributions in kind granted to the Company and consisting of equity securities or investment securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2) sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

   - the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares), or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of several currencies, it being specified that the nominal amount of the capital increases carried out pursuant to the twenty-second to twenty-fifth and twenty-seventh resolutions would be deducted from this amount, subject to their adoption by the Meeting,
   - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or securities giving access to the share capital,
   - the total amount of debt securities of the Company that could result from this resolution may not exceed the ceiling of seven hundred and fifty million euros or the equivalent of this amount in foreign currency on the date the issue is decided upon, it being specified that the nominal amount of debt securities that will be issued pursuant to the twenty-second to twenty-fifth and twenty-seventh resolutions of this Meeting will be deducted from this amount, subject to the adoption of said resolutions by the Meeting,
   - Moreover, in accordance with the provisions set forth in Article L.22-10-52 of the French Commercial Code, all issues of equity securities will be capped at 10% of equity capital per period of 12 months, assessed at the date of issue;

3) sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4) decides to waive preferential subscription rights of shareholders within the context of this resolution;

5) notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these investment securities would grant entitlement;

6) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

   - determine the list of investment securities contributed, approve or reduce the valuation of the contributions and the granting of special benefits, set, where applicable, the amount of the cash balance to be paid and record the number of shares contributed,

- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
- decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L.228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

27th resolution: Delegation of authority to be granted to the Board of Directors to increase the share capital with cancelation of preferential subscription rights, to remunerate contributions of securities as part of a public exchange offer

The General Meeting of Shareholders is asked to grant a delegation of authority to the Board of Directors to enable it to increase the Company's share capital intended to remunerate securities that may be contributed to the Company as part of a public exchange offer initiated by the Company and carried out in accordance with the provisions of Articles L.225-129-2, L.225-147, L.22-10-54 and L.228-92 of the French Commercial Code.

The maximum nominal amount of capital increases that may be carried out under this delegation of authority may not exceed a ceiling of six million euros or its equivalent in foreign currency and will be deducted from the overall amount of capital increases.

The total nominal amount of the investment securities representing debt securities giving access to the share capital that may be issued under this delegation of authority may not exceed seven hundred and fifty million euros, it being specified that the nominal amount of debt securities issued under the twenty-second to twenty-sixth resolutions would be deducted from this amount.

The Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-SEVENTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, AS CONSIDERATION FOR EQUITY SECURITIES OR INVESTMENT SECURITIES GIVING ACCESS TO THE SHARE CAPITAL CONTRIBUTED AS PART OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-147, L. 22-10-54 and L. 228-92:

1) delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to proceed, in one or more installments, in the proportions and at the times it sees fit, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies, and with cancelation of shareholders' preferential subscription rights, with the issue of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities, and/or investment securities giving access to equity securities to be issued by the Company as consideration for equity securities or investment securities giving access to the share capital contributed as part of a public exchange offer initiated by the Company;

2) sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

- the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of several currencies, it being specified that the nominal amount of the capital increases carried out pursuant to the twenty-second to twenty-sixth resolutions will be deducted from this amount, subject to the adoption of said resolutions by the Meeting,
- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of stock options and/or securities giving access to the share capital,
- the total amount of debt securities of the Company that could result from this resolution may not exceed the ceiling of seven hundred and fifty million euros or the equivalent of this amount in foreign currency on the date the issue is decided upon, it being specified that the nominal amount of debt securities that may be issued pursuant to the twenty-second to twenty-sixth resolutions of this Meeting will be deducted from this amount, subject to the adoption of said resolutions by the Meeting;

3) sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4) decides to waive preferential subscription rights of shareholders within the context of this resolution;

5) notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these investment securities would grant entitlement;

6) confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

- approve the list of investment securities tendered to the public exchange offer, set the exchange ratio and, where applicable, the amount of the cash balance to be paid and record the number of securities tendered to the offer,
- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
- decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

28th resolution: Delegation of authority granted to the Board of Directors to carry out a capital increase reserved for employees, without preferential subscription rights

In the twenty-eighth resolution, the General Meeting of Shareholders is asked to grant the Board of Directors the authority to carry out capital increases for the benefit of Group employees who are members of a company savings plan.

In accordance with Article L. 3332-19 of the French Labor Code, the issue price may not exceed the average share price over last twenty trading sessions preceding the decision to set the opening date of the subscription period. It can also not be more than 30% lower than this average, unless the lock-up period for subscribed shares is at least ten years, in which case the issue price cannot be lower than 40% of this average.

The General Meeting of Shareholders is therefore requested to delegate to the Board of Directors, within the limit of a maximum nominal amount of two hundred and sixty-one thousand nine hundred and thirty-nine euros and ninety euro cents, the power to decide to carry out this capital increase.

This delegation is valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancels and replaces all previous delegations of authority with the same purpose.

TWENTY-EIGHTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO THE CAPITAL WITH CANCELATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN PURSUANT TO ARTICLES L. 3332-18 *ET SEQ.* OF THE FRENCH LABOR CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, ISSUE PRICE, OPTION TO GRANT FREE SHARES IN APPLICATION OF ARTICLE L. 3332-21 OF THE FRENCH LABOR CODE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the Statutory Auditors' report on the application of Articles L.225-129-6 and L.225-138-1 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code:

- authorizes the Board of Directors, if it deems it appropriate and on its sole decision, and with the option to subdelegate under the conditions set by law, to increase the share capital on one or several occasions by issuing ordinary shares or investment securities reserved for employees and managers who are members of one or more savings plans of the Company and/or any French or foreign companies affiliated to it under the terms of Articles L. 225-180 of the French Commercial Code and L.3344-1 of the French Labor Code;
- waives, in favor of these persons, shareholders' preferential subscription rights to shares that could be issued pursuant this delegation;
- sets the validity period of this delegation at twenty-six months as of this General Meeting;
- the total nominal amount of the capital increases that may be carried out under this delegation is limited to a nominal amount of two hundred and sixty-one thousand nine hundred and thirty-nine euros and ninety euro cents, (i.e. on the basis of the current nominal value of the Company's shares of €0.06, 4,365,665 shares), or the equivalent value of this amount on the date the issue is decided in the event of an issue in another currency or in an account unit set by reference to several currencies, this amount being independent of any other ceiling provided for in delegations relating to capital increases. To this amount shall be added, where applicable, the additional amount of ordinary shares that may be issued in order to preserve, as required by French law and any contractual stipulations providing for other adjustments, the rights of holders of investment securities giving access to the Company's equity securities;
- decides that the price of shares to be issued under this delegation, may not be more than 30% lower, or 40% when the lock-up period provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is equal to or more than ten years, than the average opening share price over the last twenty trading sessions preceding the Board of Director's decision to increase the capital and issue the corresponding number of shares; or exceed this average;
- decides that, pursuant to Article L.3332-21 of the French Labor Code, the Board of Directors may freely allocate to beneficiaries defined in the first paragraph above, existing or to be issued shares, or other existing or to be issued securities giving access to the share capital of the Company in respect of (i) the contribution that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount;
- acknowledges that this delegation cancels any prior delegation with the same purpose.

The Board of Directors may or may not implement this delegation and, with the option of subdelegation under the conditions set by law, take all necessary measures and carry out all necessary formalities.

EXPLANATORY STATEMENT

29th resolution: Delegation of authority granting the Board of Directors the power to reconcile the Company bylaws with legal and regulatory provisions

Each year, the General Meeting of Shareholders is asked to renew the authorization previously given to the Board of Directors to amend the bylaws to reconcile them with legislation or regulations. This delegation of authority would bring the bylaws into compliance with new legal or regulatory provisions without waiting for a General Meeting of Shareholders to be called.

The amendments to the bylaws so decided would nonetheless be subject to ratification by the next General Meeting.

TWENTY-NINTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having reviewed the report of the Board of Directors, grants full powers to the Board to reconcile the Company's bylaws with legal and regulatory provisions, subject to ratification of these amendments by the next Extraordinary General Meeting.

EXPLANATORY STATEMENT

30th resolution: Powers for formalities

This resolution is intended to grant the necessary powers to carry out the formalities following the holding of the General Meeting of Shareholders.

THIRTIETH RESOLUTION: POWERS FOR FORMALITIES

The General Meeting of Shareholders grants full powers to the bearer of an original, a copy or an extract of the minutes of the General Meeting to carry out any and all legal filings and formalities.

8.3 STATUTORY AUDITORS' REPORT ON THE REDUCTION IN CAPITAL

COMBINED GENERAL MEETING OF APRIL 26, 2023

Twenty-first resolution

This is a free translation into English of the Statutory Auditors' issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Compagnie Plastic Omnium SE and in accordance with the provisions of Article L.22-10-62 of the French Commercial Code (*Code de commerce*), applicable in the event of a share capital reduction via the cancellation of treasury shares, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital reduction.

The Board of Directors is seeking a 26-month authorisation, with the right to subdelegate, as from the date of this Combined General Meeting, to cancel, for up to a maximum of 10% of the share capital per 24-month period, the shares bought back by the Company pursuant to an authorisation to buy back its own shares in accordance with the provisions of the aforementioned article.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the reasons for and the terms and conditions of the proposed share capital reduction, which is not considered to affect shareholder equality, comply with the applicable legal provisions.

We have no matters to report on the reasons for and the terms and conditions of the proposed share capital reduction.

Neuilly-sur-Seine and Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

Ernst & Young et Autres
May Kassis-Morin

8.4 STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND/OR VARIOUS INVESTMENT SECURITIES WITH AND/OR WITHOUT CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS

COMBINED GENERAL MEETING OF APRIL 26, 2023

Twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions

This is a free translation into English of the Statutory Auditors' issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 and seq. and Article L. 22-10-52 of the French Commercial Code (Code de commerce), we hereby report on the proposed issue of shares and/or securities, an operation upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report, that you delegate to it, with the option of sub-delegation, for a period of twenty-six months, the power to decide on the following operations and to set the final terms and conditions of these issues and proposes, where relevant, to cancel or maintain your preferential subscription rights:

- issue – with preferential subscription rights (twenty-second resolution)– of ordinary shares and/or securities, which are equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities, and/or securities giving access to equity;
- issue – with cancellation of preferential subscription rights – of ordinary shares and/or securities, which are equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, by way of a public offering excluding offers referred to 1° in Article L. 411-2 of the Monetary and Financial Code (twenty-third resolution);
- issue – with cancellation of preferential subscription rights – through offerings in accordance with 1° of article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier) for an amount that does not exceed 20% of the share capital per year (twenty fourth resolution)– of ordinary shares and/or securities, which are equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities providing access to equity securities to be issued by the Company;
- issue – with cancellation of preferential subscription rights – of ordinary shares of the company and/or securities, which are equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, with a view to remunerating contributions in kind granted to your company and consisting of equity securities or securities giving access to the capital (twenty-sixth resolution), up to a limit of 10% of the share capital;
- issue - with cancellation of preferential subscription rights (twenty-seventh resolution), of ordinary shares and/or securities, which are equity securities providing access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued as consideration for equity securities or investment securities giving access to the share contributed as part of a public exchange offer initiated by your Company;

The global nominal amount of the capital increases that may be carried out immediately or in the future may not exceed a nominal amount of € 6,000,000 under each of the twenty-second, twenty-third and twenty-seventh resolutions and € 2,000,000 under each of the twenty-fourth and twenty-sixth resolutions; it being specified that the nominal amount of the capital increases that may be carried out pursuant to the twenty-second to twenty-fourth and twenty-sixth to twenty-seventh would be deducted from these amounts, subject to their adoption by this Assembly;

The global nominal amount of the debt securities that may be carried out immediately or in the future may not exceed a maximum nominal amount of € 2,000,000,000 under each of the twenty-second and twenty-third resolutions and € 750,000,000 under each of the twenty-fourth, twenty-sixth and twenty-seventh; it being specified that the nominal amount of the debt securities that may be issued pursuant to the twenty-second to twenty-fourth and twenty-sixth to twenty-seventh resolutions would be deducted from these amounts, subject to their adoption by this Assembly;

These ceilings take into account the additional number of securities to be created within the framework of the implementation of the delegations referred to in the twenty-second, twenty-third and twenty-fourth resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code, if you adopt the twenty-fifth resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 and seq. of the French Commercial Code (Code de commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report by virtue of the twenty-third, twenty-fourth and twenty-sixth resolutions.

Furthermore, since this report does not specify the method of determining the issue price of the equity securities to be issued as part of the implementation of the twenty-second and twenty-seventh resolutions, we are not able to give our opinion on the choice of computational elements of this issue price.

As the final conditions for the issues have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights made under the twenty-third, twenty-fourth, twenty-sixth and twenty-seventh resolutions.

In accordance with Article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, on the use of these delegations by the Board of Directors in the case of issues of equity securities giving access to other equity securities or debt securities, in the case of issues of securities giving access to equity securities to be issued and in the case of issues of shares without preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

Ernst & Young et Autres
May Kassis-Morin

8.5 STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND/OR SECURITIES RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN

COMBINED GENERAL MEETING OF APRIL 26, 2023

Twenty-eighth resolution

This is a free translation into English of the Statutory Auditors' issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 and seq. of the French Commercial Code (Code de commerce), we hereby report on the proposed delegation of authority granting the Board of Directors powers to decide to issue ordinary shares and/or securities giving access to the share capital without preferential subscription rights, reserved for the members of one or more Company or group savings plans set up by your company and/or the French or foreign companies affiliated to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code, on which you are called to vote.

The total nominal amount of the capital increases that may be carried out is limited to a nominal amount of € 261 939.90 (i.e., on the basis of the current nominal value of your company's shares of €0.06, 4 365 665 shares), or to the equivalent of this amount on the date of the issue decision in the event of an issue in another currency or in a unit of account set by reference to several currencies, this amount being independent of any other ceiling provided for in respect of the delegation of capital increases. To this amount shall be added, where applicable, the additional amount of ordinary shares to be issued to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving entitlement to equity securities of your company.

This transaction is submitted for your approval pursuant to the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 and seq. of the French Labour Code.

Your Board of Directors proposes, on the basis of its report, that you delegate to it, for a period of twenty-six months, and with the option of sub-delegation, the power to decide on an issue and to cancel your preferential subscription rights to the ordinary shares and/or securities to be issued. If necessary, it will be up to the Board of Directors to determine the final terms and conditions of this operation.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 and seq. It is our responsibility to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on certain other information relating to the issue, given in this report.

We performed those procedures we considered necessary to comply with professional guidance issued by the national auditing body (Compagnie nationale des commissaires aux comptes) relating to this engagement. These procedures consisted in verifying the contents of the Board of Directors' report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, on the use of these delegations by the Board of Directors in the case of issues of equity securities giving access to other equity securities or debt securities, in the case of issues of securities giving access to equity securities to be issued and in the case of issues of shares without preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, 23 March 2023

The Statutory Auditors

PricewaterhouseCoopers Audit
Philippe Vincent

Ernst & Young et Autres
May Kassis-Morin

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9.1 INFORMATION ABOUT THE COMPANY

GENERAL INFORMATION ABOUT THE COMPANY

COMPANY NAME AND REGISTERED OFFICE

The full company name is Compagnie Plastic Omnium SE. Its registered office is located at 19, boulevard Jules-Carteret, 69007 Lyon, France, and its administrative headquarters is at 1, allée Pierre Burelle, 92300 Levallois-Perret, France.

TRADE AND COMPANIES REGISTER – WORLDWIDE DIRECTORY OF LEIS

The Company is registered in the Lyon Trade and Companies Register under number 955 512 611 and registered in the worldwide directory of LEIs (Legal Entity Identifier) under code 9695001VLC2KYXXODW73.

LEGAL FORM AND GOVERNING LAW

Compagnie Plastic Omnium SE, founded in 1875, is a European company governed by the applicable European Community and national provisions.

TERM

The Company's term will run until April 24, 2112.

FISCAL YEAR

The Company's accounting period runs for twelve months, from January 1 to December 31.

CORPORATE PURPOSE (ARTICLE 3 OF THE BYLAWS)

"The Company's purpose is to:

- process all forms of plastic, metal and other raw materials in order to manufacture all types of products and articles for all uses, particularly industrial;
- manage its property and capital assets;
- acquire, build, lease, develop, improve and exploit any land or buildings;
- acquire any equity or other interest in any company, enterprise or other entity, in France or abroad, irrespective of its corporate purpose in whatsoever form and in particular by acquiring or subscribing for any form of security, equity interest or other right in such entities;
- manage its investment portfolio of equity interests and securities;
- carry out all works and services relating to general administration and building maintenance (other than acting as a building manager);
- and in general, make any transaction (commercial, industrial, financial or related to property and capital assets) that is linked, directly or indirectly, to the Company's purpose; or that could be relevant to it, or that could make the purpose easier to achieve.

The Company may, both in France and abroad, create, acquire, use or grant licenses to use all trademarks, brands, commercial names, designs, models, patents and manufacturing processes related to the above purpose.

It may act directly or indirectly, on its own behalf or for a third party, in any country. It may do so either alone or with any other persons or companies in a partnership, joint venture, consortium or company, and may make any transaction within the scope of its corporate purpose."

CHAIRPERSON AND CHIEF EXECUTIVE OFFICERS (ARTICLE 14 OF THE BYLAWS)

The Board of Directors shall elect one of its members as Chairman.

The Chairman organizes and directs the work of the Board of Directors and reports on said work to the General Meeting of Shareholders. He sees to the smooth running of the Company's bodies and more particularly ensures that the directors are in a position to carry out their duties.

Either the Chairman of the Board of Directors or another natural person appointed by the Board of Directors as Chief Executive Officer is responsible for running the Company.

The Board of Directors chooses in a free and majority vote one of the two modes of supervision and can at any moment by a majority vote modify its choice. The Board of Directors may, in accordance with the law, appoint one or more natural persons as Managing Director to assist either the Chairman, if he assumes the office of Chief Executive Officer, or the Chief Executive Officer. There can be no more than five Managing Directors.

The powers of the Chairman of the Board of Directors, if he is responsible for running the Company, and those of the Chief Executive Officer are set out by law. His powers may be limited by the Board of Directors in accordance with the Company's decision-making structures.

The Board of Directors determines, in accordance with the law, the extent and duration of the powers conferred on the Managing Directors. Managing Directors have the same powers as the Chief Executive Officer with regard to third parties.

The age limit for the position of Chairman of the Board of Directors shall be eighty years.

The age limit for the positions of Chief Executive Officer and Managing Director shall be seventy-five years.

CONSULTATION OF DOCUMENTS RELATING TO THE COMPANY

Documents that must be made available to the public (Company's bylaws, reports from the Statutory Auditors, reports from the Board of Directors and historical financial information relating to Compagnie Plastic Omnium SE and its subsidiaries, and that included in this Universal Registration Document) may be consulted, while they remain valid, at the registered office of Compagnie Plastic Omnium SE and also at its administrative headquarters (1, allée Pierre Burelle, 92300 Levallois-Perret, France). Some of these documents may also be available in electronic format on www.plasticomnium.com.

This Universal Registration Document and Compagnie Plastic Omnium SE's 2022 integrated report are both available in English.

THE ROLE OF COMPAGNIE PLASTIC OMNIUM SE IN RELATION TO ITS SUBSIDIARIES

Compagnie Plastic Omnium SE is a holding company with the following role:

- to hold equity interests in the holding companies for each business line. These holding companies own, directly or indirectly, shares in the operating subsidiaries;
- to finance Group subsidiaries to provide them with optimal market conditions, either directly or via Plastic Omnium Finance (the Group's Central Treasury);
- to grant Group subsidiaries the right to use the brands it owns. This is subject to a license fee paid by the licensees (see the Statutory Auditors' report on related-party agreements).

STATUTORY AUDITORS

Statutory Auditors

Ernst & Young et Autres

Statutory Auditor, member of *Compagnie Régionale de Versailles*, represented by May Kassis-Morin

41, rue Ybry

92200 Neuilly-sur-Seine

Ernst & Young et Autres was appointed (first term) by the General Meeting of Shareholders of June 29, 2010 and renewed by the General Meeting of Shareholders of April 21, 2022 for a period of six fiscal years expiring at the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended December 31, 2027.

PricewaterhouseCoopers Audit

Statutory Auditor, member of the *Compagnie Régionale de Versailles*, represented by Philippe Vincent.

63 rue de Villiers

92200 Neuilly-sur-Seine

PricewaterhouseCoopers Audit was appointed (first term) by the General Meeting of Shareholders of April 21, 2022 for a period of six fiscal years expiring at the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended December 31, 2027.

Compensation of Statutory Auditors and members of their network paid by the Group

See Note 7.4 to the consolidated financial statements in chapter 5 of this Universal Registration Document.

AGREEMENTS ENTERED INTO BY THE COMPANY WHICH WOULD CHANGE OR END IF CONTROL OF THE COMPANY CHANGED

The bonds issued in June 2017 include a clause allowing the investor to demand redemption or repurchase of their bond(s) if control over the Company changes. There is a similar clause in most other Group financing contracts.

AGREEMENTS WHICH, IF IMPLEMENTED, COULD EITHER PROVOKE A CHANGE OF CONTROL OF THE COMPANY, OR COULD DELAY, POSTPONE OR PREVENT SUCH A CHANGE

There is currently no bylaw, charter, regulation or provision that could delay, postpone or prevent a change of control.

MATERIAL CONTRACTS

On July 1, 2022, Compagnie Plastic Omnium SE acquired, through its wholly-owned subsidiaries, 100% of AMLS (Automotive Lighting Systems) from ams OSRAM Group and, on October 6, 2022, the Varroc Lighting Systems (VLS) business from Varroc Engineering Limited. Both companies (AMLS and VLS) specialize in automotive lighting.

Compagnie Plastic Omnium SE, through one of its wholly-owned subsidiaries, acquired on August 1, 2022 100% of ACTIA Power, a division of the ACTIA Group specializing in the design and manufacture of on-board batteries, power electronics and electrification systems for electric vehicles.

Compagnie Plastic Omnium SE, through one of its wholly-owned subsidiaries, acquired on December 12, 2022 the 33.33% stake of the German group Hella in the HBPO joint venture, previously 66.67% owned by Plastic Omnium. Compagnie Plastic Omnium SE now holds 100% of HBPO, the world leader in complex automotive modules.

There are no other material contracts apart from those agreed in the normal course of business.

The Company's material financial contracts are described in Note 5.2.6.2 to the consolidated financial statements.

DEPENDENCE

Compagnie Plastic Omnium SE is not currently dependent on any patents or manufacturing processes owned by third parties or on any special supplying contracts.

In the sector of the automotive industry in which Compagnie Plastic Omnium operates, sub-contractors do not generally define the specifications for sub-contracted parts. When, exceptionally, sub-contractors are able to do so, the Group's policy is to define contractually the arrangements for the sub-contractor to transfer the design work, in order to be able to be used with other services.

9.2 HISTORY AND DEVELOPMENT OF THE GROUP

Compagnie Plastic Omnium SE's origins stretch back to **1946,** when Plastic Omnium, created on April 15, set up business at the rue du Louvre in Paris. The Company then had three employees and Pierre Burelle was the Chairman and Chief Executive Officer. Its first products were pipe fittings, dehydrator spark plugs and other plastic automotive parts (Jaeger).

During this time, injection molding machines were characterized by the weight of the part produced. In 1949, the Company had five molds, with the largest able to produce a 250-gram part.

1952

The Company moved to rue du Parc in Levallois-Perret, (in the Hauts-de-Seine department).

1954

The Company borrowed to buy a mold capable of making 1,200-gram parts, a serious challenge for a company of this size.

1963

New premises in Langres (Haute-Marne) were built to keep pace with the significant growth in business.

1965

Plastic Omnium took control of UMDP *(Union Mutuelle Des Propriétaires Lyonnais),* a company listed on the Lyon stock exchange. The two companies merged and Pierre Burelle became Chairman and Chief Executive Officer of the new entity. Plastic Omnium's stock market listing dates back to this merger.

UMDP was a septic tank cleaning and sanitation company. Pierre-Émile Burelle, a civil engineer and graduate of the *École des Mines* in Paris, took over its management in 1877 at the age of 29.

This company, under the aegis of Pierre-Émile Burelle, installed a vast network of pipes from the La Mouche plant in Lyon. This network distributed extraction materials to agricultural and market gardening areas. This 55 km network led to the creation of spread cropping.

After 1914, with the development of sewer systems, Pierre-Émile Burelle refocused the business on waste bucket rentals. He died in 1926. Two of his sons were involved in the management of UMDP: Jean Burelle, who died in the war in 1915, and Charles, who headed the Company until 1965. In that year, Pierre Burelle, the son of Jean Burelle and the grandson of Pierre-Émile Burelle, acquired a majority stake in UMDP on the Lyon stock exchange.

UMDP's waste bucket business was the starting point for the development of a range of products and services by Pierre Burelle, Chairman and Chief Executive Officer of Plastic Omnium, including waste container rental, maintenance and cleaning. This business became the backbone of the Environment Division.

1966

Creation of the current logo by Raymond Loewy, with a new graphic design; Plastic Omnium has since been written as two words.

1968

The Group acquired Gachot's Fluorinated Resin Division and set up a plant in Langres dedicated to these products, which became the 3P Division.

The 1970s

The 1970s saw the start of the Company's international expansion with the creation of one subsidiary a year, including Spain in 1970, Germany in 1972, the United Kingdom in 1973 and the United States in 1977.

1974

The parent company, Compagnie Plastic Omnium, was set up.

In 1974, the Group acquired a 2,500-metric ton injection molding machine, followed in 1982 by a 10,000-metric ton machine, both records in terms of power for the time.

1980

Beginning of the Bumper business for Renault.

1986

Plastic Omnium took a controlling interest in the Landry Group and Techniplaste Industrie, which resulted in the Fuel Systems business and diversified the Group's client portfolio with Peugeot and Citroën.

1987

Jean Burelle became Chairman and Chief Executive Officer of Compagnie Plastic Omnium. Pierre Burelle became Honorary Chairman and remained a director.

In the 1990s, the Group continued to extend its geographic reach internationally with the creation of new subsidiaries and with acquisitions:

- Zarn, in the United States, which operated four container plants, was acquired in 1991 and then sold in 2001;
- Vasam, a fuel tank manufacturer based in Madrid and Vigo, was acquired in 1994;
- Reydel, a dashboard and door panel specialist with operations in France, Spain, Italy and the United Kingdom, was acquired in 1996 and formed the basis of the Plastic Omnium Auto Interior Division that was sold on to Visteon in 1999.

In the 2000s, the Company continued to grow with a targeted acquisition and partnership strategy, and established a presence in Asia. It also stepped up its spending on R&D.

2000

Inergy Automotive Systems, the world leader in fuel systems, was created as a 50/50 joint venture with Solvay.

2001

Laurent Burelle became Chairman and Chief Executive Officer of Compagnie Plastic Omnium.

2002

The Company's global R&D center for exterior automotive components, ∑-Sigmatech, was inaugurated in the Lyon area.

The 3P Division's pipe fitting business was sold.

2004

Plastic Omnium Medical was sold.

The joint venture HBPO, the global leader in complex front-end automotive modules design, development, assembly and logistics, was set up by Plastic Omnium and two German automotive suppliers, HELLA and Mahle-Behr.

2006

The Group took control of Inoplast, a manufacturer of components and products made with composite materials and thermoplastics for cars and trucks.

2007

The Group celebrated its 60th anniversary with a gathering of 1,000 people in La Défense (Paris).

Plastic Omnium began operations in China, as part of a joint venture with Yanfeng Visteon for exterior body parts.

The Group also began operations in India, through a majority-owned joint venture with Varroc for exterior body parts. The Group took full control in 2012.

The Group acquired German-based Sulo, Europe's second largest waste container group.

Plastic Omnium acquired Signature, the European leader in road signage and marking, from Burelle SA, the parent company, and launch of a partnership with Eurovia (Vinci) in the same business segment.

2008

The Performance Plastics Products (3P) Division was sold.

2010

The Group took control of the Inergy Automotive Systems joint venture through the acquisition of Solvay's 50% stake.

Since 2010, the Company has continued to expand in fast growing regions, through a combination of organic growth and acquisitions.

2011

The Company acquired Ford's fuel system production assets in the United States, and the Polish auto exterior plants of its competitor Plastal.

2012

Two majority-owned fuel system joint ventures, one in China with BAIC, and the other in Russia with DSK, were set up.

Signature's German and French operations were sold to Eurovia.

2014

R&D activities were strengthened with the opening of α-Alphatech, Auto Inergy Division's global center in Compiègne, France.

2016

In July, the Group finalized the acquisition of Faurecia's Exterior Systems business.

2017

On June 6, Plastic Omnium celebrated its 70th anniversary at the Grand Palais, in Paris, with more than 1,500 guests.

2018

On June 26, Plastic Omnium raised its stake in HBPO, the world leader in automotive front-end modules, by acquiring a 33.33% stake in the German group Mahle (HBPO had previously been held equally by Plastic Omnium, Hella and Mahle-Behr), bringing Plastic Omnium's stake in HBPO to 66.67%.

On December 18, Plastic Omnium sold its subsidiary Plastic Omnium Environment BV to the consortium Latour Capital/Bpifrance (French public investment bank).

2019

On September 24, Compagnie Plastic Omnium SE announced changes in its governance with effect from January 1, 2020: Laurent Burelle became Chairman of the Board of Directors, Laurent Favre joined the Group as Chief Executive Officer and Félicie Burelle was appointed Managing Director.

Compagnie Plastic Omnium SE sold its non-industrial real estate assets to the property company Sofiparc, wholly owned by Burelle SA, for an amount of €128.5 million.

2020

Project to create, with the German supplier ElringKlinger, a joint venture, EKPO Fuel Cell Technologies, specializing in fuel cell stacks, and to acquire the Austrian subsidiary of ElringKlinger, specializing in fuel cell stacks to complete its global hydrogen offering.

2021

In March 2021, the Group finalized the creation of the EKPO joint venture and the acquisition of EKAT.

2022

The Group's purpose is "Driving a new generation of mobility".

Announcement of the construction of the largest plant in Europe to make hydrogen tanks for mobility applications, near Compiègne, France.

The Group celebrated 20 years since the creation of Sigmatech, the Group's first major R&D center.

Creation of the Lighting Division and completion of two major complementary acquisitions to offer a complete range of automotive lighting products:

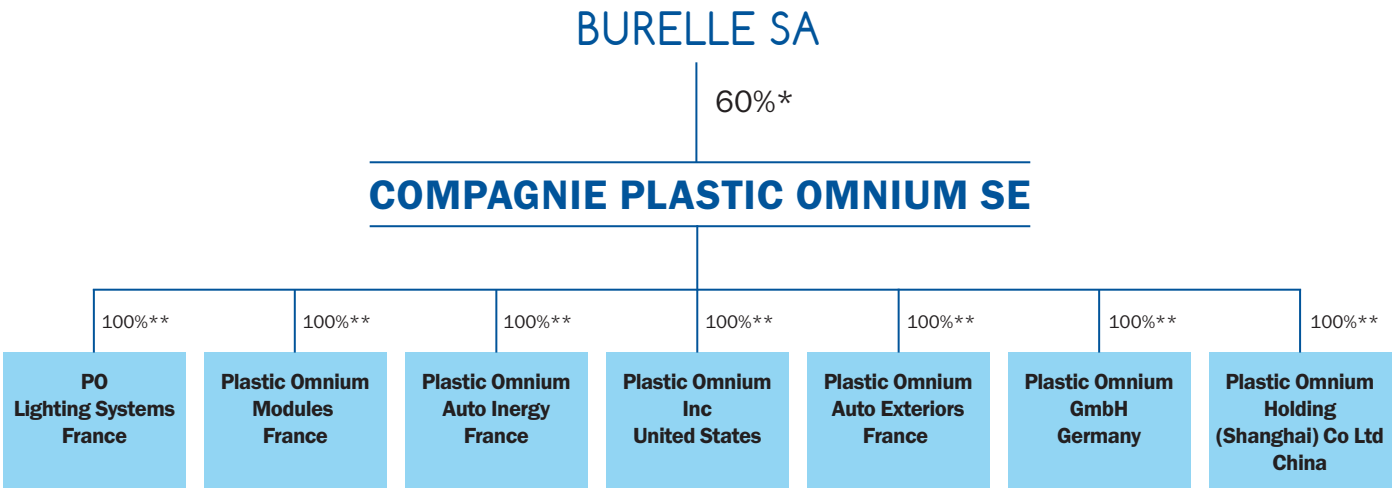
- Automotive Lighting Systems GmbH (AMLS Osram) on July 1
- Varroc Lighting Systems (VLS) on October 6.

On August 1, acquisition of the Actia Power Division, specializing in the design and manufacture of on-board batteries, power electronics and electrification systems primarily intended for electric mobility for trucks, buses and coaches, trains and construction machinery.

On December 12, acquisition of Hella's 33.33% stake in HBPO, enabling the Plastic Omnium Group to hold HBPO at 100%.

At the end of 2022, the Group had economic revenue of €9.5 billion and, with its joint ventures, employed 40,500 people in 150 plants and 43 R&D centers in 28 countries to serve 93 customer brands.

9.3 ORGANIZATION CHART /AFR/



* 74.26% OF VOTING RIGHTS.
** THE % OF VOTING RIGHTS IS EQUAL TO THE % INTEREST

The Plastic Omnium Group is organized around business line holding companies or country holding companies that hold the securities of local operating subsidiaries, as indicated in the organization chart above.

The entities that make up the VLS (Varroc Lighting Systems) group acquired in October 2022 are held by the holding company PO Lighting Systems. Those making up the AMLS (Automotive Lighting Systems) group were acquired by Plastic Omnium GMBH on July 1, 2022. Detailed information on the 2022 acquisitions can be found in section 5.2.6 (note 2.2.2).

The activity of these local operating entities primarily depends on their local market; they therefore have the assets and liabilities necessary for their activity but do not hold strategic assets. Compagnie Plastic Omnium SE entities are directly or indirectly wholly owned or controlled by Compagnie Plastic Omnium SE, with the exception in particular of the following four entities, which are held jointly with partners.

YFPO: a joint venture owned at 49.95% by Plastic Omnium Auto Exteriors, the company is the Chinese leader in exterior body parts. Its 2022 revenue stood at €675 million (Plastic Omnium's share). YFPO employs 5,655 employees in its development center and its 27 plants.

SHB Automotive modules: Korean joint venture, market leader in front-end modules, 50% owned by HBPO. Its 2022 revenue stood at €233 million (Plastic Omnium's share).

BPO: a joint venture 50% owned by Compagnie Plastic Omnium SE, the company is the Turkish leader in exterior body parts. Its 2022 revenue stood at €28 million (Plastic Omnium's share).

EKPO: Joint venture 40% owned by Plastic Omnium Auto Inergy, leader in the development and mass production of fuel cell stacks, created in 2020 to accelerate the growth of hydrogen mobility. Its 2022 revenue stood at €4 million (Plastic Omnium's share).

9.4 LIST OF REGULATED INFORMATION PUBLISHED DURING THE LAST 12 MONTHS

Nature of the information	References for the publications or releases
Business and results	
First quarter revenue for 2022	April 27, 2022
First half results for 2022	July 25, 2022
Third quarter revenue for 2022	October 25, 2022
Full-year results for 2022	February 22, 2023
2023 publication dates	September 3, 2022
Share performance	
Half-year statement on the liquidity agreement at June 30, 2022	July 6, 2022
Half-year statement on the liquidity agreement at December 31, 2022	January 9, 2023
Declaration of transactions involving treasury stock	June 2, June 7, June 20, June 29, August 8, August 12, October 5, October 10, December 1, December 7, December 13, 2022 January 10, January 17, 2023
Declaration of voting rights	February 4, March 3, April 6, May 4, June 3, July 6, August 9, September 6, October 5, November 7, December 6, 2022 January 5, February 10, March 9, 2023
Reduction of 1.08% of the capital through the cancellation of treasury shares	August 30, 2022
General Meeting of Shareholders: legal documents	
Description of the share buyback program	March 31, 2022
Professional fees of the Statutory Auditors – fiscal years 2020 and 2021	March 31, 2022
Report on Corporate Governance and Internal Control – 2021	March 31, 2022
Public availability of documents prior to the Annual General Meeting of April 21, 2022	March 31, 2022
Ratification of the bylaws	March 31, 2022
Publication of the 2022 General Meeting of Shareholders Notice in the French Official Bulletin of Legal Notices (BALO)	March 31, 2022
Regulated and permanent information	
2021 Universal Registration Document (XHTML & PDF)	March 15, 2022
Plastic Omnium announces the acquisition of the AMLS business from the AMS OSRAM group	March 25, 2022
Plastic Omnium accelerates its electric mobility growth strategy with its proposed acquisition of ACTIA POWER and purchase of an equity stake in VERKOR	March 29, 2022
Plastic Omnium acquires Varroc's automotive lighting systems business of and becomes an integrated lighting player enabling differentiating solutions for exterior systems	April 29, 2022
CAPITAL MARKETS DAY 2022: Plastic Omnium presents its long-term strategy for growth and transformation	May 12, 2022
Plastic Omnium successfully completes a new *Schuldschein* private placement for €400 million	May 24, 2022
Plastic Omnium acquires the Actia Power division from the Actia group	June 27, 2022
Plastic Omnium finalizes the acquisition of AMLS and creates a new Lighting Division	July 1, 2022
2022 half-year financial report	July 25, 2022
Availability of the 2022 half-year financial report	July 25, 2022
Plastic Omnium becomes the sole shareholder in HBPO	July 28, 2022

Nature of the information	References for the publications or releases
Plastic Omnium announces the construction of Europe's largest hydrogen tank plant in Compiègne à Hydrogène d'Europe	September 28, 2022
Plastic Omnium finalizes the acquisition of Varroc's automotive lighting systems	October 6, 2022
Plastic Omnium finalizes the acquisition of 100% of HBPO	December 12, 2022
Plastic Omnium announces the creation of OP'n Soft and takes embedded software and services to a new level	January 5, 2023
Plastic Omnium sets up a Joint Venture with Shenergy Group to accelerate Hydrogen development in China	January 11, 2023
Plastic Omnium sells its Vigo Metal activity to Spanish group Segura	January 18, 2023

The press releases have been posted on the website of the French Financial Market Authority (Autorité des Marchés Financiers) and can be viewed on the Compagnie Plastic Omnium SE website, www.plasticomnium.com.

9.5 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT /AFR/

APPOINTMENT OF THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT CONTAINING THE ANNUAL FINANCIAL REPORT

Laurent Favre, Chief Executive Officer of Compagnie Plastic Omnium SE

DECLARATION BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I certify that the information contained in this Universal Registration Document is, to the best of my knowledge, factual and does not contain any material omission that would alter its content.

I state that, to my knowledge, the financial statements are prepared in accordance with the applicable accounting standards and give a true picture of the assets, the financial situation and the results of the Company and its consolidated entities, and that the management report included in this document presents an accurate picture of the business development, results and financial situation of the Company and its consolidated entities, and that it describes the main risks and uncertainties that they face.

Levallois, March 23, 2023

Laurent Favre

Chief Executive Officer

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CORPORATE GOVERNANCE REPORT CROSS-REFERENCE TABLE

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FINANCIAL GLOSSARY

A	
AMF (French Financial Markets Authority)	Financial institution and French independent administrative authority whose role is to set the operating and ethics rules of the markets, monitor the markets and protect investors and shareholders.
B	
Broker	Intermediary between a buyer and a seller, the broker facilitates trades between different traders or asset managers.
C	
Capital expenditures and projects	Corresponds to acquisitions of property, plant and equipment and intangible assets, net of disposals, the net change in advances to suppliers of fixed assets and investment subsidies received.
Consolidated sales (revenue)	Does not include the share of joint ventures, consolidated by using the equity method, in accordance with IFRS 10-11-12.
Covid	Covid-19 refers to “Coronavirus Disease 2019”, the disease caused by a virus of the Coronaviridae family, SARS-CoV-2. This infectious disease is a zoonosis, whose origin is still debated, which emerged in December 2019 in the city of Wuhan, in the province of Hubei in China. It quickly spread around the world.
D	
DSS (deferred settlement service)	Paid service enabling, for the most liquid shares, to defer the payment for orders and delivery of shares until the last stock market day of the month.
E	
EBITDA	Corresponds to the operating margin, which includes the share of profit of associates and joint ventures before allowances for depreciation and operating provisions.
Economic revenue	Corresponds to consolidated revenue, plus revenue from the Group’s joint ventures, consolidated at their percentage of ownership: Yanfeng Plastic Omnium (50%) Chinese leader in exterior body parts, SHB Automotive modules (33.33% then 50% from December 2022), Korean company leader in front-end modules, BPO (50%), major player in the Turkish exterior equipment market and EKPO Fuel Cell Technologies (40%), specializing in the development and mass production of fuel cells for hydrogen mobility.
Euronext Paris	Market operator which organizes, manages and develops the Paris securities markets. It performs a market regulatory function (financial transactions, monitoring of brokers) through delegation of the AMF.
Ex-dividend date	The date on which the share’s dividend is paid. The dividend amount is deducted from the closing price on the day preceding the ex-dividend date. The dividend will then be received by the shareholder on the payment date. On the ex-dividend date, the opening price theoretically loses the equivalent value of the dividend from its closing price of the day before.
F	
Float	Portion of the equity capital available to the public and used in stock market trading. Plastic Omnium’s float was 38.0% at December 31, 2022.
Free cash-flow	Corresponds to the operating cash-flow, less tangible and intangible investments net of disposals, taxes and net interest paid +/- the change in working capital requirements (cash surplus from operations), see the statement of cash flows on page 255, line “Cash surplus from operations”.
G	
Gearing	The net debt rate (net debt/shareholders’ equity) is the ratio which measures a company’s level of indebtedness in relation to its shareholders’ equity.
I	
IFRIC (International Financial Reporting Interpretations Committee)	The International Financial Reporting Interpretations Committee (IFRIC) formulates interpretations of IFRS international accounting standards to ensure homogeneous application of these standards, clarify details that apply to them and find practical solutions.
IFRS (International Financial Reporting Standards)	International accounting standards established by the IASB (International Accounting Standards Board). Since January 1, 2005, the preparation of consolidated financial statements is mandatory for all listed companies in Europe to facilitate the comparison of their financial positions.
Like-for-like	Constant scope and exchange rates

M	
Market capitalization	Value of all the shares of a company on the market at a given time. It is equal to the stock market price multiplied by the number of shares comprising the equity capital of the Company.
N	
Net dividend per share	Share of the net income of a company distributed to shareholders. Its amount is voted on by shareholders at the General Meeting of Shareholders, after approval of the annual financial statements and on the recommendation of the Board of Directors.
Net financial debt	Includes all long-term borrowings, short-term borrowings and bank overdrafts less loans, marketable debt instruments and other non-current financial assets, and cash and cash equivalents, see page 295.
Net profit (loss) – Attributable to owners of the parent	The profit or loss of the Company is obtained by adding the operating margin, other income and expenses, net financing expenses, other financial income and expenses, net income after tax of discontinued, or being discontinued, operations and by deducting net income tax and earnings payable to minority shareholders.
O	
Operating margin	Includes the share of profit of entities accounted for by the equity method and the amortization of acquired intangible assets, before other operating income and expenses.
P	
Par value	Initial value of a share set in the bylaws of a company. The share capital of a company is the product of the par value of the share multiplied by the total number of shares.
Q	
Quorum	Minimum percentage of shares present or represented and having the right to vote, necessary for the General Meeting of Shareholders to legally deliberate.
R	
Roadshow	Institutional investor meetings during which the Company's corporate executive officers and/or the Investor relations team communicates their net income, their markets and their strategy.
ROCE (Return on capital employed)	Return on capital employed corresponds to the ratio of the operating margin to the sum of shareholders' equity and net financial debt.
S	
Share	Negotiable security representing a fraction of a company's share capital. Equities grant certain rights to its shareholders. The share may be held in registered or bearer form.
Share buyback	Transaction where a company buys its own shares on the market, up to a threshold of 10% of its share capital and after authorization by the shareholders given at the General Meeting of Shareholders. Shares bought back are not included in the calculation of earnings per share and do not receive dividends.
Shareholder of a pure registered share	Shares held in pure registered form are held with the listed company, who has delegated the management of them to its financial intermediary.
Shareholder of an administered registered share	Equities held in administered registered form are registered with the listed company, but their management remains with the shareholder's financial intermediary who remains the preferred contact for all transactions.
Shareholder of bearer shares	Shares are held in an account opened with a financial intermediary (bank, broker).
Shareholders' equity	The shareholders' equity is the financial resources of the Company (excluding debt) and is comprised of share capital, reserves, net income for the year and operating subsidies.
SRI (Socially responsible investor)	Socially responsible investment includes, in addition to the usual financial criteria, environmental, social and governance (ESG) criteria in the analysis and investment process.
Stock option	See Subscription Option.
Subscription option (Stock option)	An option which gives the right to subscribe for, at a price fixed in advance and during a pre-determined period, shares of a company.
Treasury shares	A portion of the treasury shares held by a company, regulated and capped at 10%.
Treasury stock	Treasury shares represent the portion of the share capital held by the Company which issued them. They do not have voting rights and do not receive dividends.

TECHNICAL AND SUSTAINABILITY GLOSSARY

A	
ACT FOR ALL™	Compagnie Plastic Omnium SE CSR policy. This global program aims to mobilize the Group's stakeholders around three areas: a responsible company, care for people and sustainable production.
ARPEJEH	The ARPEJEH Association (Supporting the Implementation of Study Projects for Young Pupils and Students with Disabilities) is a general interest association, governed by the law of July 1, 1901, bringing together private and public professional organizations (businesses, public institutions, public offices, local communities) in all sectors, and committed to an active policy in favor of the employment of people with disabilities, equal opportunity and diversity.
C	
CASE	Connected/Autonomous/Shared/Electrified
Circular Economy	The circular economy is an economic concept that is notably inspired by the ideas of the green economy, the economy of use or the economy of functionality, the performance economy and industrial ecology. It aims to produce goods and services whilst significantly limiting the consumption and waste of raw materials, and the use of non-renewable energy sources.
CMR	Carcinogenic, Mutagenic and toxic for Reproduction
CNG	Compressed natural gas
CO2	Carbon dioxide, or carbon gas, mainly from the combustion of hydrocarbons and coal (industry, energy generation, transport, etc.).
Composite	A composite material is an assembly of at least two immiscible components (but with a high penetration ability) with properties that complement each other. This process enhances the material's performance for certain uses (lightness, rigidity, etc.).
CSR (Corporate Social Responsibility)	CSR for Plastic Omnium is structured around three focus areas with the aim of becoming the leading partner for sustainable mobility: sustainable production; attention to employees; responsible entrepreneurs.
E	
EcoVadis	A CSR (Corporate Social Responsibility) assessment designed to observe the inclusion of sustainability principles in a company's business.
EDEW	European Disability Employment Week
ESG	Environmental, Social and Governance Criteria
FR1	Workplace accident frequency rate with lost time: number of workplace accidents with lost time multiplied by one million, divided by the number of hours worked (including temporary staff).
FR2	Workplace accident frequency rate with and without lost time: number of workplace accidents with and without lost time multiplied by one million, divided by the number of hours worked (including temporary staff).
Fuel cell stack	This is an electrochemical device that produces electricity by reverse electrolysis of water.
G	
GDPR	General data protection regulation. The goal of the GDPR is to strengthen supervisory practices regarding the collection and use of personal data.
GHG (Greenhouse gases)	Greenhouse gases (GHG) are gas components that absorb the infrared radiation emitted by the Earth's surface, and contribute to the greenhouse effect. Their increased concentration in the Earth's atmosphere is one of the factors causing global warming.
GRI (Global Reporting Initiative)	A not-for-profit organization that aims to develop directives applicable worldwide with respect to corporate sustainability policies and reporting. www.globalreporting.org.
H	
HSE (Health, Safety and Environment)	A function that deals with workplace Health, Safety and Environment issues.
Hybrid	This is a general operating principle which consists of combining an electrical engine (often reversible as a generator) with a combustion engine to propel a vehicle.
Hydrogen	"Hydrogen vehicle" refers to any type of transport that uses the chemical transformation of hydrogen as a propulsion energy source.
Hydro-soluble paint	Paint that uses water and not solvents as thinners.

I	
ILO	International Labour Organization, founded in 1919, is an institution on a worldwide level charged with articulating and supervising international labor standards.
ISO 14001	International environmental management system standard.
ISO 50001	International energy management system standard.
L	
LCA	Life cycle analysis
N	
NOx	Comprising nitrogen and oxygen and including nitric acid and nitrogen dioxide gases. NOx are mainly produced by the combustion of hydrocarbons.
O	
OHSAS 18001/ISO 45001	International workplace health and safety management system standard
Open Innovation	Plastic Omnium has chosen an “open innovation” approach. Its three main focuses are environmental sustainability, or how to move towards clean propulsion systems; the autonomous car and the shared vehicle, or how to integrate the new IT, data capture and processing technologies; and industrial performance (4.0 plant) or how to use data to create the most efficient production and logistics technologies while developing employees’ skills.
R	
RobecoSAM	RobecoSAM (sustainable asset management): asset manager specializing in sustainable investment and the analysis of non-financial corporate performance (environmental, social, governance, etc.). The quality of the analysis produced has led it to create and manage jointly with Standard and Poor’s the “Dow Jones Sustainability Indexes", a family of indexes that assess the sustainable performance of the 2,500 largest companies ranked in the Dow Jones Global Total Stock Market Index. www.sustainability-index.com.
S	
SCR (Selective Catalytic Reduction)	Through the injection of the additive AdBlue®, this technology reduces NOx emissions (nitrogen oxides, which have adverse health effects) from diesel engines by 95%.
SVHS (Substance of Very High Concern)	SVHS are chemical substances that fall into one of the following categories: substances that are carcinogenic, mutagenic or toxic for reproduction, persistent, bioaccumulative and toxic substances, very persistent and very bioaccumulative substances, substances that can disrupt the endocrine system.
T	
Tg (severity rate)	Severity rate of workplace accidents: number of days lost as a result of accidents multiplied by one thousand, divided by the number of hours worked (including temporary staff).
Thermoplastic	A thermoplastic material is one that softens (we sometimes observe fusion) repeatedly when heated above a certain temperature, but which becomes hard again below that temperature.
Thermosetting	Polymer that hardens under heat. The constituting molecules connect to each other, making the polymer more rigid. Plastic Omnium uses this material in automotive parts for its lightness and resistance properties.
Top Planet	Energy management system applicable to all subsidiaries and joint ventures controlled by Plastic Omnium.
Top Safety	System to manage the security of people and property applicable to all subsidiaries and joint ventures controlled by Plastic Omnium.
V	
VOC	Volatile organic compounds are composed of carbon, oxygen and hydrogen and can be easily found in gaseous form in the atmosphere. They are mainly the result of solvent evaporation.
W	
WoMen@PO	Internal network whose purpose is to promote and facilitate gender diversity in companies.

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