



2020 Universal Registration Document



CONTENT

1	PRESENTATION OF VOLTALIA'S BUSINESS	13
1.1	Key events in the development of the Voltalia Group	14
1.2	Presentation of Voltalia's activities and business model	16
1.3	Operational structure of the Voltalia Group	29
1.4	Market environment	31
1.5	Significant contracts	41
1.6	Information from third parties, expert opinions and declarations of interest	43
2	RISK FACTORS AND RISK MANAGEMENT	45
2.1	Risk management and internal control procedures	46
2.2	Risk factors	49
2.3	Main legal proceedings	60
2.4	Insurance	60
3	STATEMENT OF NON-FINANCIAL PERFORMANCE	61
3.1	A CSR approach fully integrated into the company's strategy	62
3.2	Improving the global environment	67
3.3	Fostering local development	78
3.4	Our teams: the source of our success	84
3.5	Other social indicators	95
3.6	Note on methodology	100
3.7	Report by the independent third party on the consolidated non-financial statement	106
4	GOVERNANCE	109
4.1	Corporate governance	110
4.2	Board of Directors and Special Committees	122
4.3	Conflicts of interest within management bodies	126
4.4	Compensation of directors and executives	127
4.5	Pensions and other benefits	140
4.6	Summary of transactions by executives and persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code	140
4.7	Service contracts between members of the administrative and management bodies of Voltalia	140
4.8	Human resources	142
4.9	Interests and stock options of directors and officers	142
4.10	Information on the reappointment of the Statutory Auditors	142
4.11	Equity interests of the employees in the capital of the Company	142
4.12	Statutory auditors' special report on regulated party agreements and commitments	143
5	MANAGEMENT REPORT	147
5.1	General presentation of net profit and financial position	148
5.2	Highlights and events after the closing date	152
5.3	Information on the capital, liquidity and sources of financing	152
5.4	Trends	153
5.5	Earnings projections or estimates	154
5.6	Known trends, uncertainties, commitments or events reasonably likely to influence the Company's outlook	154
5.7	Significant change in the issuer's financial or trading position	154
6	CONSOLIDATED FINANCIAL STATEMENTS	155
6.1	Financial statements	156
6.2	Notes to the consolidated financial statements	162
6.3	Statutory Auditors' report on the consolidated financial statements	218
7	ANNUAL FINANCIAL STATEMENTS OF VOLTALIA SA	223
7.1	Balance sheet as of 31 December 2020	224
7.2	Income statement as of 31 December 2020	226
7.3	Appendices	228
7.4	Statutory Auditors' report on the annual financial statements	250

8 INFORMATION ABOUT THE COMPANY AND THE SHARE CAPITAL 255

8.1 General information about Volta Italia	257
8.2 Share capital	257
8.3 Major shareholders	258
8.4 Share capital history	259
8.5 Changes in shareholder structure and voting rights over the last three financial years	260
8.6 Major shareholders not represented on the Board of Directors	261
8.7 Control of the Company	261
8.8 Agreements which could result in change of control	261
8.9 Factors likely to have an impact in the event of a public offer	262
8.10 Non-equity securities	263
8.11 Acquisition by the Company of its own shares	263
8.12 Securities conferring a right to a share of the capital	264
8.13 Summary of dilutive instruments	264
8.14 Authorised capital	265
8.15 Information on the capital of any member of the Company that is subject to an option or a conditional or unconditional agreement to place it under option	268
8.16 Memorandum and articles of association	268
8.17 Voting rights of the major shareholders	273
8.18 Statement of pledges of Company shares	273
8.19 Share disposals (Article R. 233-19- 2)	273
8.20 Intra-group transactions	273
8.21 Related-party transactions	273

9 ADDITIONAL INFORMATION 275

9.1 Persons responsible for the Universal Registration Document and auditing the financial statements	276
9.2 Documents available to the public	277
9.3 Cross-reference tables	278

UNIVERSAL REGISTRATION DOCUMENT 2020



AUTORITÉ
DES MARCHÉS FINANCIERS
AMF

The Universal Registration Document was filed with the AMF on 19 April 2021, in its capacity as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of the said Regulation. The Universal Registration Document may be used for the purposes of a public offer of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a transaction note and, where applicable, a summary and any amendments to the Universal Registration Document. The resulting package is approved by the AMF in accordance with Regulation (EU) 2017/1129.

Copies of the Universal Registration Document are available free of charge at the registered office of the company. The Universal Registration Document is also available on the company's website (www.voltaia.com) and on the website of the French Financial Markets Authority (www.amf-france.org).

Voltalia, an international player in the renewable energy market

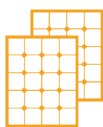
Voltalia is both an independent energy producer that relies on its own wind farms and solar, hydro, biomass and storage plants, and a provider of services across the value chain.

IT HAS EXPERTISE IN FIVE TECHNOLOGIES



WIND

Wind force is used to generate electricity in wind turbines. This energy has higher capacity factors than solar, but it generally requires longer development time and greater investment.



SOLAR

Energy is produced through sunlight captured by solar panels. A sharp decline in costs is making solar power increasingly competitive wherever the sun shines.



HYDRO

Hydropower has historically been the largest source of renewable energy. It is also conducive to storage. Voltalia specialises in small run-of-the-river hydropower stations, without dams.



BIOMASS

Harnessing the heat released by the combustion of plant matter, especially wood, biomass enables continuous electricity production. Priority is placed on sustainably managing the resources used to power Voltalia's plants.



STORAGE

Energy storage helps to counterbalance the intermittent nature of renewable energy. These days, battery storage is the most common solution.

ROBUST GROWTH IN 2020

Total revenues

€233.5 million

+ 33%
at current exchange rates

€163.1 million

Energy sales

€136.5 million

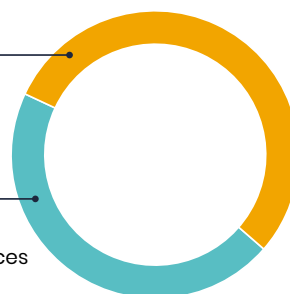
Services

(before eliminations of services provided internally)

EBITDA

€97.5 million

+ 50%
at current exchange rates



MAJOR MILESTONES ACHIEVED IN 2020



1.4 GW
in operation
and under
construction

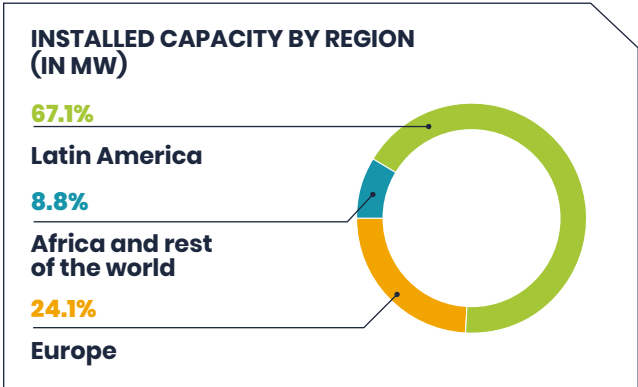
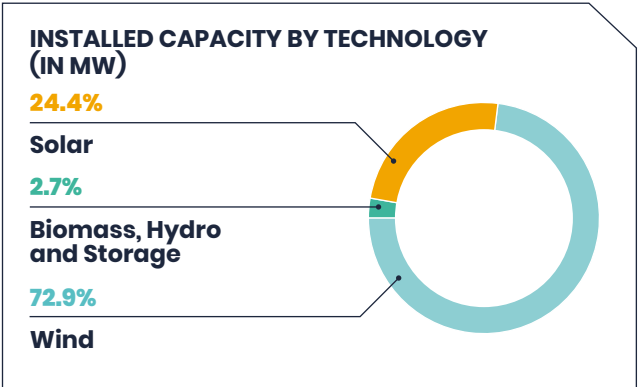
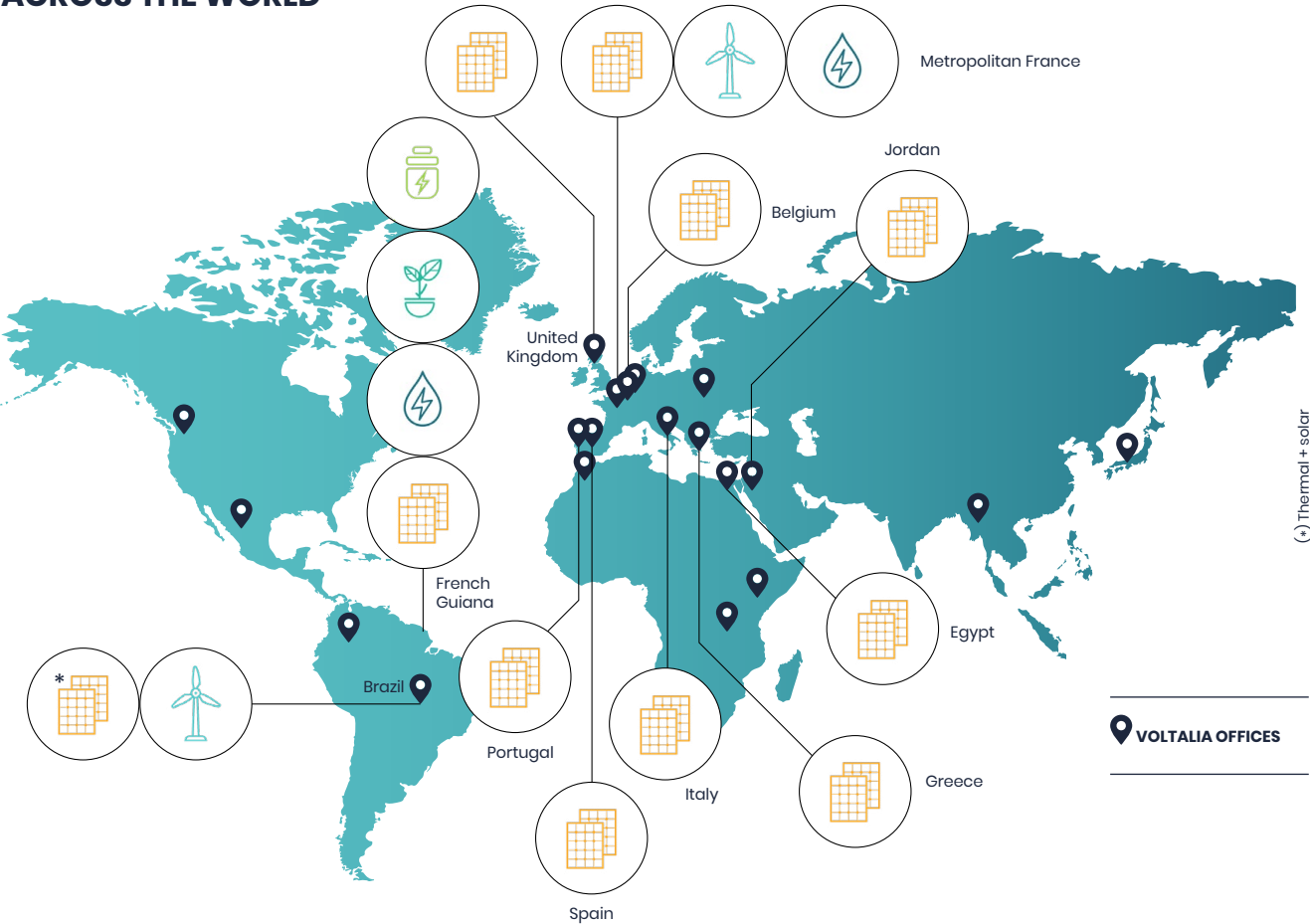


2.4 GW
of assets under
management for
third parties



9.7 GW
Pipeline
of projects

ACROSS THE WORLD



Voltalia, a success story since 2005



1,130+
employees



20
countries

Voltalia's story began in French Guiana, when two French engineer-entrepreneurs decided to develop a hydropower plant project for EDF. Building on the success of this project, Robert Dardanne founded Voltalia in 2005 with a single ambition: to produce carbon-free electricity from all renewable technologies, specifically in French Guiana. He gathered a group of people around him – many of whom are still with the Company – and they launched Voltalia.

The Voltalia teams made a discovery in neighbouring Brazil that changed the Company's profile: the enormous wind potential of Nordeste, the northeastern region of the country. The teams set to work tenaciously developing projects in the region, and their **ingenuity** was rewarded: beginning in 2011, the Company won contracts for several hundred megawatts of wind projects. These successes catapulted Voltalia, a start-up, into a new realm.

Meanwhile, the Mulliez family's acquisition of a stake in 2009 provided the Company with resources to help it grow. After Sébastien Clerc took the helm in 2011, Voltalia was able to speed up its strategic developments, especially in terms of growth in solar, which



was becoming competitive, and Services. The acquisition of Martifer Solar in 2016 tripled Voltalia's size and opened Voltalia up to ten new countries.

Collaborating with a growing number of stakeholders (local communities, partners and customers), Voltalia places **integrity** at the centre of its course of action, reflecting the strict ethical standards of its shareholders, managers and employees.

Inspired by its teams, Voltalia shaped the mission that drives all Voltalians to promote the energy transition and deepen the Company's local engagement: *"improve the global environment, foster local development."* This mission, which is now written into the Company's Articles of Association, has become the Group's corporate purpose.

Voltalia turned 15 in 2020, and now has 1,130 employees in 20 countries. The French start-up has become a leading international player in the renewable energy sector. While Voltalia continues to expand quickly, it is committed to preserving its corporate culture and its culture of **entrepreneurship**, **team spirit** and **integrity**, the four founding values that have played a vital role in the Company's success.

OUR VALUES



Our continued growth is guaranteed

With an integrated model that sets it apart, robust operating and financial performances in 2020 and a 9.7 GW project portfolio, Voltalia is reasserting its medium-term growth ambitions.



Sébastien Clerc
Chief Executive Officer

Laurence Mulliez
Chairman of the Board of Directors

In 2020, Voltalia achieved major growth milestones and accumulated a record volume of commercial successes. What drove this performance?

L.M. : Voltalia's installed capacity reached 1,015 megawatts at the end of 2020, surpassing the goal of 1 gigawatt that we had committed to achieving by then. We achieved our target while diversifying the Voltalia portfolio in favour of solar and the Europe/Africa region.

S.C. : In 2020, we won 1,025 MW of new contracts – that's more than 2.6 times the secured power in 2019. The decisive factors were our ability to utilise our presence in Services to grow as an independent power producer in target countries, and the synergies with Helexia to accelerate our growth, particularly in Corporate PPAs¹.

How was this manifested in Voltalia's 2020 financial performance?

S.C. : In 2020, our revenues were €233.5 million, up 33%² from 2019, and our EBITDA was €97.5 million, a 50% increase. Voltalia pragmatically responded to and managed the health and economic crisis, never losing sight of the priority to protect the health and safety of its employees and stakeholders. Our 2020 performance enables us to confirm the acceleration of our profitability in 2021, with anticipated EBITDA at around €170 million³.

“Voltalia is positioned on a very promising market that offers great visibility.”

Under these circumstances, where do things stand regarding your 2023 ambitions?

L.M. : Our 2023 ambitions are confirmed. Thanks to record commercial activity in 2020, our goal to reach 2.6 GW of installed capacity or capacity under construction by the end of 2023 has been secured. Over the longer term, Voltalia is positioned on a very promising, fast-growing market. Voltalia is also fortunate to have a strategy and shareholding structure that allow it to expand without constraints.

How does your business align with a responsible, sustainable approach?

L.M. : Our model allows us to reconcile economic growth, social development and climate protection. In 2020, we produced 2.8 TWh of renewable electricity, the equivalent of supplying 3.8 million people with electricity. As a result, we avoided 1,546 kilotonnes of CO₂ equivalent – that's more than 1.5 million round-trip flights between Paris and New York. Our CSR performance has been recognised by international rating agencies, including Sustainalytics. In 2020, Voltalia reinforced its commitments by writing its corporate purpose into its Articles of Association.

OUR PROGRESS IN 2020

1,025 MW
new contracts
won in 2020
2.6 times more than in 2019

OUR 2023 AMBITIONS

2.6 GW
in operation
or under construction

**€275–
€300 million**
normalised
EBITDA⁴

¹ Corporate PPA: Corporate Power Purchase Agreement. A Corporate PPA is a long-term contract that directly connects the electricity consumer, a company, to the producer, which builds a new renewable energy power plant to supply its customer.

² The changes indicated in this section are calculated at current exchange rates.

³ For an average wind/solar/hydro resource and a EUR/BRL exchange rate of 6.3.

⁴ "Normalised" means calculated with an average annual EUR/BRL exchange rate of 6.3 and an average wind, solar and hydropower resource over the long term.

An integrated model

The compatibility of the two business lines – renewable electricity producer and service provider on its own behalf and on behalf of third parties – has enabled Valtalia to develop recognised expertise across the value chain of renewable energy projects. This asset sets Valtalia apart in today's competitive landscape.

2.8 TWh
of renewable electricity
produced in 2020

1,546 kt
of CO₂ eq. avoided

Business model

A COMPREHENSIVE VALUE CHAIN

DEVELOPMENT

(from 2 to 8 years)

- Land negotiation, power plant design, permit procurement
- Negotiation of PPA or participation in auctions
- Project financing

ENGINEERING, EQUIPMENT SUPPLY AND CONSTRUCTION

(from 1 to 2 years)

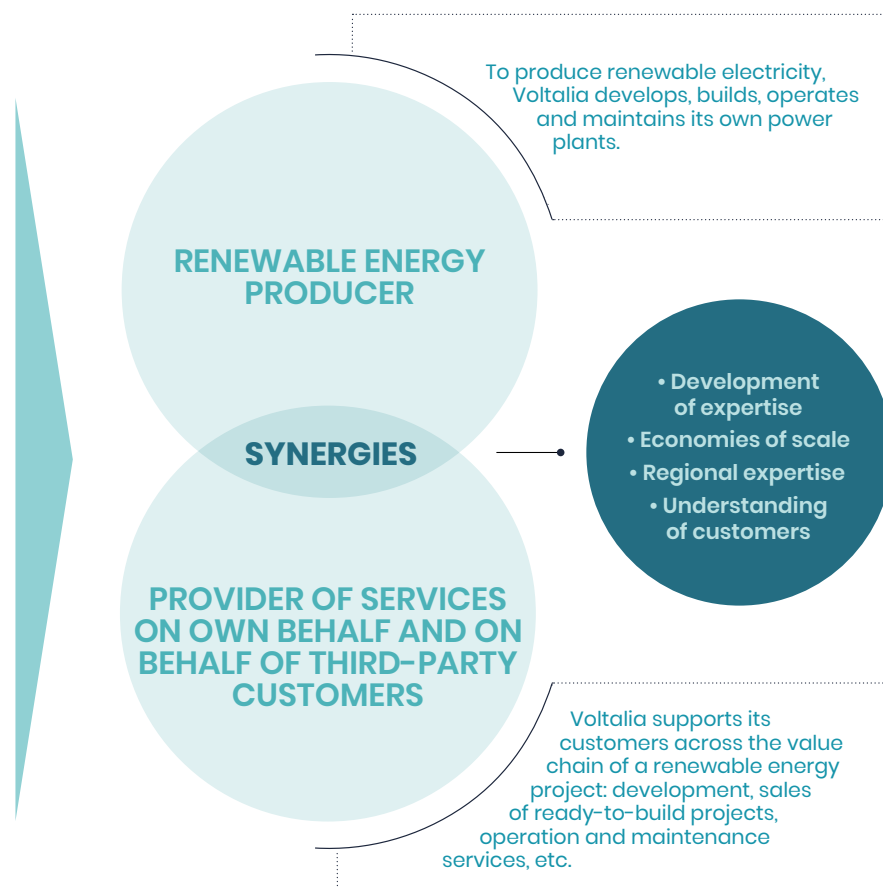
- Engineering
- Procurement
- Construction

OPERATION AND MAINTENANCE

(from 15 to 40 years)

- Equipment maintenance
- Operation of electric power plants
- Asset management (administrative, financial and contractual services)

TWO BUSINESS LINES



Voltalia's corporate purpose is to “improve the global environment by promoting local development”. By developing, building and maintaining renewable power plants, Voltalia is doing its part to help fight global warming. The Group targets regions where renewable energy does not need subsidies to locally produce affordable electricity. Voltalia also makes every effort to create local jobs in both the most developed countries and emerging countries.

OUR ESG PERFORMANCE



SUSTAINALYTICS

Voltalia was ranked 7th out of 482 companies in the utilities sector in 2020 (14th out of 403 in 2019)



Voltalia was ranked 44th out of 230 companies in 2020 (50th out of 230 in 2019)



Our contribution to the UN Sustainable Development Goals

A socially responsible company

SOCIAL AND ENVIRONMENTAL IMPACT



DEVELOPMENT (from 2 to 8 years)

- Socio-environmental studies and implementation of solutions to reduce the projects' environmental impact
- Forging of long-term partnerships with local stakeholders
- Development of projects with the surrounding communities



CONSTRUCTION (from 1 to 2 years)

- Use of a sound environmental practise management system to reduce environmental impact
- Guarantee that subcontractors' HSE performance meets the Voltalia Group's standards
- Strive to ensure that local communities and businesses benefit from the Voltalia Group's projects



OPERATION (from 15 to 40 years)

- Optimisation of use of natural resources
- Monitoring and prevention of environmental issues
- Support for projects initiated with local communities



Balkans



RECENT SUCCESSES IN THE BALKANS

The Services business, which is not capital intensive, also provides Voltalia with an opportunity to survey and explore new regions before setting up as an electricity producer over the long term. This strategy reduces risk considerably.

With nearly 100 MW of assets under management, Voltalia is an established player in the operation and maintenance of power plants for third-party customers in Greece, where the Company has been investing in new-project development for the last few years. Voltalia capitalised on this experience to win a 12 MW call for tenders in summer 2020, marking the start of a new expansion phase in Greece.

In 2018, and thanks to the support of the Group's hub in Greece, Voltalia achieved its first success in Albania when it became the provider of turnkey construction services for third-party customers on three photovoltaic power plants (7.5 MW). Voltalia spent two years assessing the growth potential of this new market, and in May 2020 won a 30-year concession for a 140 MW photovoltaic power plant, the largest in the Western Balkans.

Development: the focal point of Valtalia's strategy

The development of renewable energy projects is central to Valtalia's value-creating strategy, to which it allocates a large share of its resources, including some 300 dedicated employees. Valtalia's main site, Serra Branca in Brazil, is the largest wind and solar complex in the world.

The development of the Serra Branca site grew out of a specific desire: to recover the region's extraordinary wind resources, which are characterised by regular, unidirectional trade winds. Valtalia's land prospecting teams helped to secure numerous contiguous plots through the signature of very long-term leases, and Valtalia undertook in-depth technical and environmental studies, including three mandatory years of wind measurement. After completing these key development steps, Valtalia was able to present its projects on the national multi-energy auctions.

Expertise in electricity transmission infrastructure

A key stage in the development of the complex occurred in 2019, when new electricity transmission infrastructure was commissioned. These very high voltage lines, which are 52 kilometres long and supported by 112 towers, can transmit up to 500 kV and connect an additional 2 GW to the grid. These lines are a boon for the development of new projects, whether for Valtalia or for projects intended to be sold to Valtalia's customers.

Developing solar in Serra Branca

In 2020, Valtalia took advantage of falling photovoltaic costs to develop solar farms on certain land, taking care to place the panels north of the wind turbines to avoid shadow effects (the complex being located in the Southern Hemisphere). In addition to optimising the use of certain land, the wind-solar mix is beneficial when it comes to production since wind farms produce more overnight.

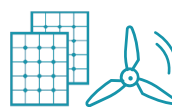
Project sales at all development stages

The industrial scale of the complex allows Valtalia to develop more projects at low marginal cost, select some for itself and sell others to third-party customers. These sales occur at different development stages, and are combined with operation-maintenance contracts. Demonstrating the drawing power of the Serra Branca complex and the quality of the developed assets, since 2018 Valtalia has sold ready-to-build projects totalling 574 MW to Actis, Total Eren and the Japanese group Toda. Valtalia also opened up the capital of Ventos Serra do Mel III (VSM 3), one of its wind farms, to a French investor that specialises in infrastructure projects.



WITH CAPACITY OF 2.4 GW, SERRA BRANCA IS THE LARGEST WIND AND SOLAR SITE IN THE WORLD

The Serra Branca site covers around 40,000 hectares in a 50-by-15 kilometre area. It includes 811 MW of wind projects in operation and under construction, 530 MW of solar projects secured by long-term electricity sales contracts, 574 MW of wind projects sold to customers or partners, and nearly 500 MW of projects under development that may be held by Valtalia or sold. **This complex has propelled Valtalia to the head of the pack of renewable energy companies**, allowing Valtalia to supply carbon-free electricity through long-term contracts to multiple customers, Brazilian electricity companies and industrial groups.



1 gw
Wind and solar projects in operation and under construction in Brazil



574 mw
Projects sold to third-party customers in Brazil since 2018

The corporate PPA, a competitive solution for businesses

In developing the Corporate PPAs¹, long-term contracts directly connecting a business to an electricity producer, Voltalia supports businesses in their CSR initiatives so they can be supplied with renewable, competitive electricity. This is a new growth driver for Voltalia.

Nowadays there are many businesses that wish to join the energy transition. There are different steps businesses may take to do this, such as altering their behaviour, building a dedicated electric power plant, and installing and operating efficient equipment to fulfil the main uses (heating, cooling, lighting, etc.). Voltalia and its Helexia subsidiary, a specialist in large rooftop solar panels and energy efficiency, support customers in this approach by offering a comprehensive line of innovative solutions and the ability to increase investment on the customer's behalf.

One of the most effective tools is the signature of a green Corporate PPA¹, a direct renewable electricity purchase contract. It is established between Voltalia and a client company, and **the long-term contractual commitment of both parties – an average of 19 years – enables the construction of a new renewable power plant.** The company is thus participating in the energy transition. It can then legitimately promote its actions in its communications with customers, employees and investors. The Corporate PPA also benefits the client company, offering it advantageous price terms thanks to the decline in renewable energy production costs, and providing price stability over the long term. In addition to the Corporate PPA, Voltalia – through its Helexia subsidiary – offers companies energy efficiency solutions for buildings: analysis, consumption optimisation and management, continuous improvement, CSR reporting, etc.

France



VOLTALIA, THE LEADER OF CORPORATE PPAS IN FRANCE

Corporate PPAs, which are already highly developed in the United States, United Kingdom, Australia and the Nordic countries with large multi-nationals that are already very involved, have become widespread in France thanks to Voltalia, the signatory to the first such agreement (Boulogne, 5 MW) and the largest one of this type (SNCF, 143 MW) in 2019. **In 2020, Voltalia, the market leader in France, signed more than 250 MW of contracts or partnerships with businesses in both France and abroad, such as LCL (Crédit Agricole Group), Auchan Retail, Décathlon, the City of London and Telefonica in Brazil.**



143 MW
Contract with
SNCF signed
in 2019



250+ MW
Contracts signed
with companies
in 2020

¹ Corporate PPA: Corporate Power Purchase Agreement. A Corporate PPA is a long-term contract that directly connects the electricity consumer, a company, to the producer, which builds a new renewable energy power plant to supply its customer.

STRATEGY

Other energy sources

To offer the most suitable and competitive solutions based on the region and available resources, Voltalia operates through five technologies. An established player in wind and solar, Voltalia also specialises in small hydro plants – a niche market – as well as biomass and storage.

HYDROPOWER

Voltalia operates two small hydro plants that it designed as run-of-river – that is, without using a dam. Hydropower represents 10 MW of the Group's installed capacity. The first plant, Centrale Hydroélectrique de Saut Maman Valentin (CHSMV), helps to make electricity production more reliable in French Guiana. This plant was developed entirely by Voltalia with the support of Caisse des Dépôts and commissioned in early 2011. It continually injects power into the grid; this is especially welcome in western Guiana.



Saut-Maman Valentin

Installed capacity

5.4 MW

Annual production

19.5 GWh

The second plant, the Taconnaz hydropower plant located at an altitude of 1,471 metres in Haute-Savoie, meets the electricity needs (excluding heat) of the 4,000 households in the Chamonix Valley while supporting the energy transition. It was commissioned in 2019.



Taconnaz

Installed capacity

4.5 MW

Annual production

12.5 GWh

BIOMASS

The abundance of wood makes biomass an especially valuable resource in French Guiana. By reusing residue from agricultural clearing and forest land without touching the primal forest, Voltalia produces electricity continually, thus strengthening the stability of the electric grid and contributing to Guiana's energy independence. **Cacao, the new 5.5 MW biomass power plant** in French Guiana, produced its first kilowatt hours in late 2020.



Cacao

Installed capacity

5.5 MW

Annual production

39 GWh



STORAGE: A HIGH-POTENTIAL MARKET

Storing power for several hours and counterbalancing the intermittent nature of renewable energy: power storage systems play a role in the safety of the electric grid and are increasingly being used in the design and operation of renewable energy power plants. They are particularly well suited to the needs of areas remote off-grid or connected to a fragile network. Their applications cover industries as well as islands or, increasingly, villages and small towns in the form of mini-grids.

Active on the market since 2017, **Voltalia operates the largest battery storage system in France, in the Toco complex in French Guiana.** Developed entirely by Voltalia, Toco has 13.1 MW of installed capacity in operation.

Finances

KEY FIGURES

In € millions	2018	2019	2020
Revenues	180.7	175.5	233.5
EBITDA	76.2	65.1	97.5
EBITDA margin	42.2%	37.1%	41.7%
Operating result	47.2	35.6	43.7
Net profit (Group share)	8.5	4.6	7.9
Total Assets	986.6	1,577.8	1,778.9
Shareholders' equity – Group share	317.6	783.2	696.2
Gross debt	505.9	656.2	839.3

In MW	2018	2019	2020
Installed capacity	523.8	677.8	1,015.5

In GWh	2018	2019	2020
Electricity production	2,081.4	2,117.4	2,756.4

STRUCTURE OF THE CAPITAL

as of 31 December 2020

23.6%

Free float

2.5%

Proparco

2.6%

Berd

71.3%

Creadev

An investment company
founded by the Mulliez
family in 2002

VOLTALIA SHARES

Voltalia shares are in Compartment A of the Euronext regulated market in Paris (ISIN code: FR0011995588). They are admitted to the Deferred Settlement Service (SRD) and eligible for the PEA.

Voltalia is listed on the Euronext Tech 40 and CAC Mid&Small indices, and is included on the Gaia Index for socially responsible mid-caps.

€2.5 billion
market capitalisation
as of 31/12/2020

GENERAL REMARKS

Definitions

In this Universal Registration Document (the “Universal Registration Document”), unless otherwise indicated:

- the “Company” means the company Voltalia SA;
- the “Group” or “Voltalia” designates the group of companies constituted by the company Voltalia SA and its subsidiaries (see Section 6.2 of the Universal Registration Document).

Pursuant to Article 28 of Regulation 809/2004/EC of the European Commission, the following information is incorporated by reference into the Universal Registration Document:

- the consolidated financial statements for the financial year ended 31 December 2018 and the corresponding Statutory Auditors' report, shown in Chapter 6 of the Universal Registration Document filed with the French Financial Markets Authority (AMF) on 29 March 2019 under number D.18-0376 (the “2018 Registration Document”);
- the consolidated financial statements for the financial year ended 31 December 2019 and the corresponding Statutory Auditors' report, shown in Chapter 6 of the Universal Registration Document filed with the French Financial Markets Authority (AMF) on 25 March 2020 under number D.19-0222 (the “2019 Registration Document”);
- the elements of the management report relating to the financial statements for the financial years ended 31 December 2018 and 2019 contained in Chapter 5 of the 2017 Registration Document and the 2018 Registration Document;
- the annual parent company financial statements for the financial year ended 31 December 2020 contained in Chapter 7 of this Universal Registration Document. The Statutory Auditor's report on the annual parent company financial statements for the financial year ended 31 December 2020 is contained in Section 7.4 of this Universal Registration Document.

Market Information

This Universal Registration Document contains information related to the markets in which Voltalia and its competitors operate, in particular in Chapter 1 “Presentation of Voltalia”. This information comes from studies carried out by external

sources. However, publicly available information, which Voltalia believes to be reliable, has not been verified by an independent expert and Voltalia cannot guarantee that a third party using different methods to gather, analyse or calculate the market data would obtain the same results. Voltalia and its direct and indirect shareholders neither make any commitment nor provide any warranty as to the accuracy of such information.

Risk Factors

Investors should carefully consider the risk factors described in Chapter 2 “Risk Factors and Risk Management” before making their investment decision. The realisation of any or all of these risks may have a negative effect on the activities, the position, the financial results of the Group or its objectives. Furthermore, other risks not yet identified or considered immaterial by the Company at the date of this Universal Registration Document could have the same negative effect and investors could lose all or part of their investment.

Forward-looking Information

This Universal Registration Document contains forward-looking statements and information about the Company's objectives, particularly in Chapter 1 “Presentation of Voltalia” and Section 5.4 “Trends”, which are sometimes identified by the use of future or conditional verb tenses and terms of a prospective nature, such as “estimate”, “consider”, “aim”, “expect”, “intend”, “should”, “hope”, “could”, in their affirmative or the negative forms, or any similar terminology. This information is based on data, assumptions and estimates considered reasonable by the Company. The forward-looking statements and objectives contained in this Universal Registration Document may be affected by known and unknown risks, uncertainties related in particular to the regulatory, economic, financial and competitive environment, and other factors that could cause the future results, performance and achievements of the Company to differ materially from the expressed or implied goals. These factors may include, in particular, the factors presented in Chapter 2 of this Universal Registration Document “Risk factors and Risk Management”.

01

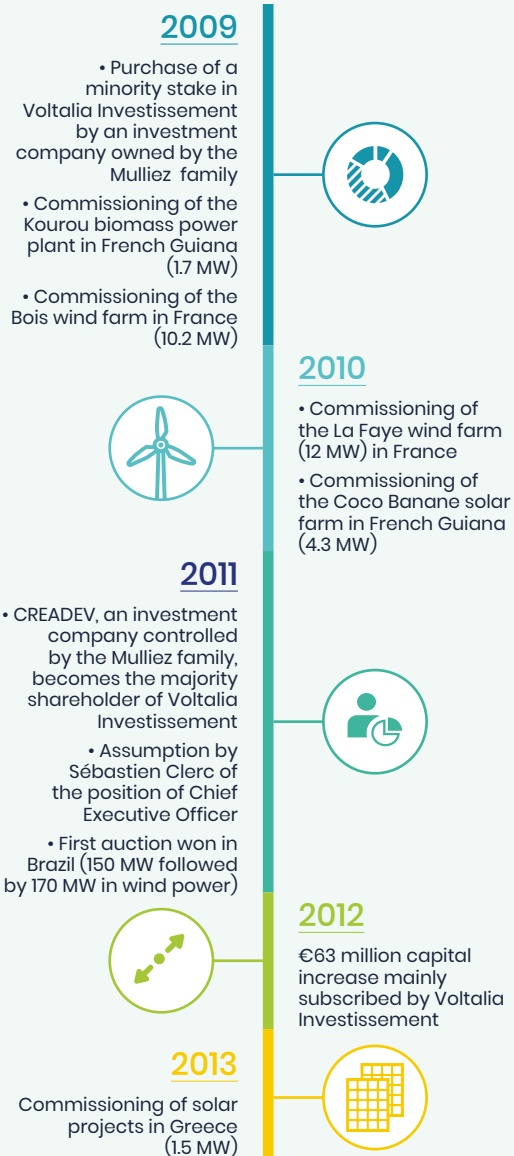
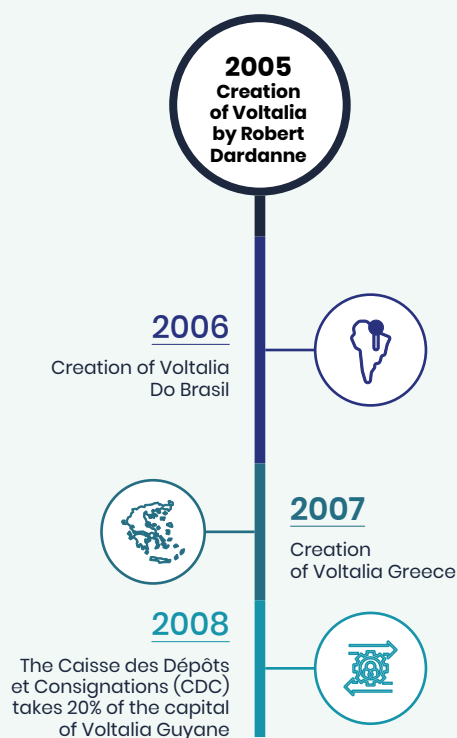
PRESENTATION OF VOLTALIA'S BUSINESS

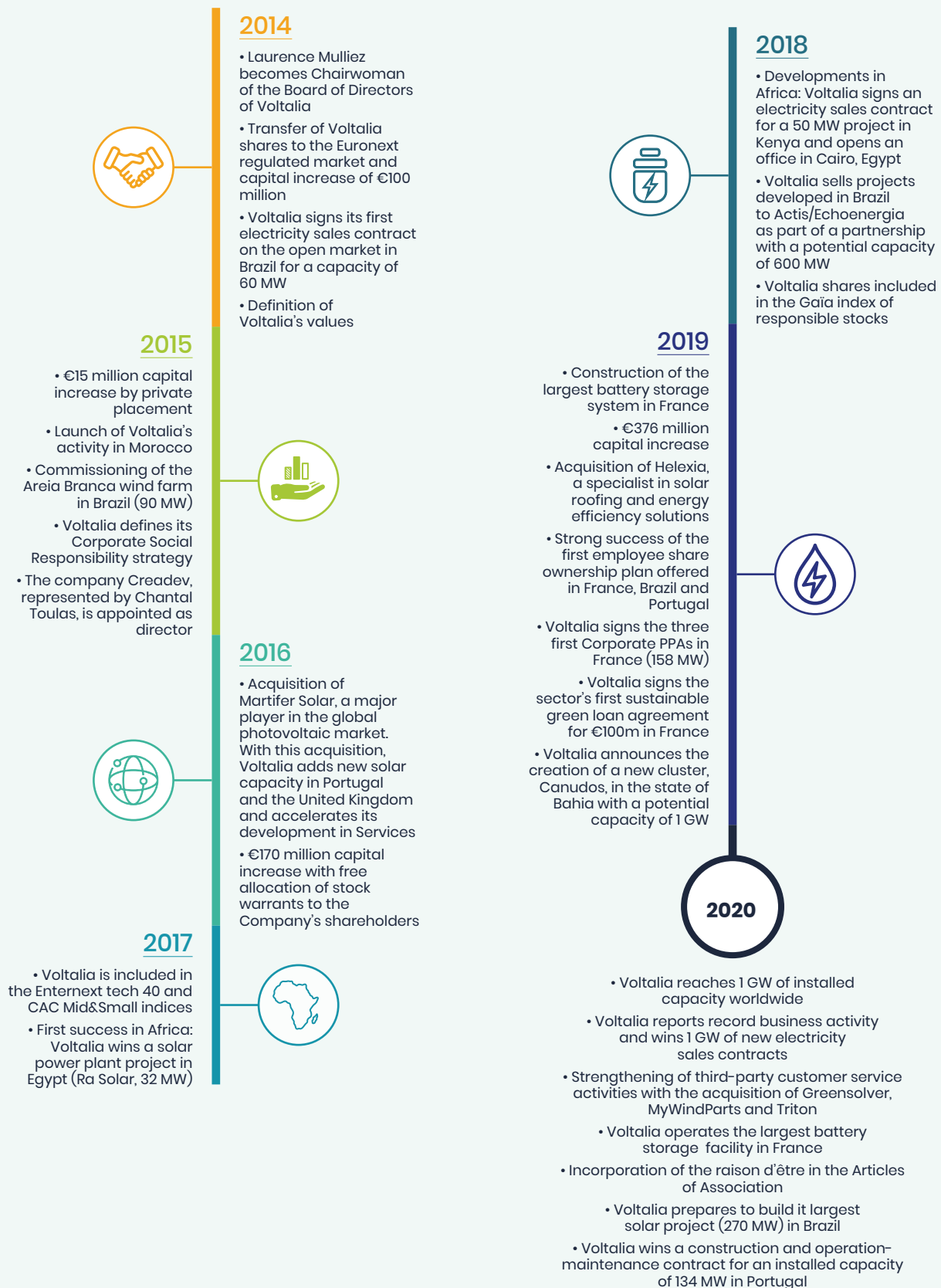


1.1	Key events in the development of the Voltalia Group.....	14
1.2	Presentation of Voltalia's activities and business model.....	16
1.2.1	Voltalia's business lines: a renewable electricity producer and service provider.....	16
1.2.2	Business model.....	17
1.2.3	Production of renewable electricity.....	20
1.2.4	Service activity.....	24
1.2.5	Strategy.....	26
1.2.6	An ambitious development plan.....	28
1.3	Operational structure of the Voltalia Group.....	29
1.4	Market environment.....	31
1.4.1	Renewable energy: a growing market.....	31
1.4.2	Market trends by energy sources.....	33
1.4.3	Increased competitiveness of renewables: a driver for growth.....	34
1.4.4	Regulatory environment, market structure and compensation.....	35
1.4.5	Competitive environment.....	35
1.4.6	Voltalia's markets.....	36
1.5	Significant contracts.....	41
1.5.1	Electricity sales contracts.....	41
1.5.2	Service contracts.....	43
1.6	Information from third parties, expert opinions and declarations of interest.....	43

1.1 KEY EVENTS IN THE DEVELOPMENT OF THE VOLTALIA GROUP

Founded in 2005, Voltalia has been expanding for 15 years at an ever-increasing pace. A recognised international player in the renewable energy sector, Voltalia is currently present in 20 countries.





1.2 PRESENTATION OF VOLTALIA'S ACTIVITIES AND BUSINESS MODEL

Since 2016 and its accelerated development in Services, Voltalia has a differentiating business model linking electricity production and the provision of services. The expertise developed both on assets held by Voltalia itself and on behalf of third-party customers enables economies of scale to

be achieved and contributes to optimising the sustainable value creation of the power plants, in the common interest of Voltalia, its customers, partners, shareholders and all of the Group's internal and external stakeholders.

1.2.1 Voltalia's business lines: a renewable electricity producer and service provider

Voltalia's main business activity is the **production and sale of energy generated by the wind, solar, hydropower, biomass and storage plants that the Group owns and operates**. The electricity production is either sold to public operators at prices set by regulations or defined in calls for tenders or sold to public or private customers on the open market. In 2020, Voltalia **sold 2.8 TWh of renewable electricity**.

Voltalia also provides **services linked to the development of new power plants, engineering and construction, operation-maintenance of commissioned power plants and asset management**. Voltalia does this on its own behalf and that of third parties (investors, power plant owners, etc.). Voltalia is thus present throughout the power plant life cycle.

Finally, as a pioneer in the business market, Voltalia offers a comprehensive range of services, from the supply of green electricity to energy efficiency services and the local production of electricity through its subsidiary Helexia.

As of 31 December 2020, Voltalia had an installed capacity of 1.0 GW, plus 0.4 GW under construction. In addition to its own power plants, Voltalia operates 2.4 GW on behalf of third parties.

Finally, the Group has a portfolio of projects under development representing a total capacity of 9.7 GW, of which 1.1 GW is already secured by long-term electricity sales contracts.

BREAKDOWN OF COMPANY REVENUES BY BUSINESS AND BY GEOGRAPHICAL REGION SINCE 2018

€ million	2020	2019	2018
Energy sales	163.1	130.5 ^(a)	131.7
Services	136.5	144.3	117.2
Eliminations and Corporate	(66.1)	(99.3)	(68.2)
TOTAL	233.5	175.5	180.7

(a) A contribution of €1.4 million from the Telecom business has been restated from Services to Energy Sales.

€ million	2020	2019	2018
Latin America	112.4	101.6	125.4
Europe	107.6	70.3	53.5
Asia, Africa	13.4	3.6	1.7
TOTAL	233.5	175.5	180.7

1.2.2 Business model

The know-how and synergies generated by the complementary nature of Voltalia's two business lines enable it to design a renewable project from A to Z, offer competitive electricity and provide its customers with a range of customised solutions at every stage of a project (energy efficiency, ready-to-build

projects, power plant operation and maintenance services, asset management, etc.). This positioning is unique in the market and provides a decisive competitive advantage for maximising value creation shared with all Voltalia stakeholders.

Business model

RESOURCES

TEAMS

- 1,130+ employees working on energy transition
- A corporate culture based on four values: entrepreneurship, ingenuity, integrity and team spirit

ASSETS

- 1 GW of renewable energy power plants owned by Voltalia in 20 countries

EXPERTISE

- Expertise across the entire value chain of a renewable energy project, from development to operation, including construction
- Multi-energy expertise for the climate

FINANCIAL CAPACITY

- Medium-term growth, equity financed by the major family shareholder and long-term investors
- Ability to raise debt thanks to long-term contracts (residual maturity: 13.4 years)

ENVIRONMENTAL AND SOCIAL COMMITMENT

- CSR strategy aligned with the UN's Sustainable Development Goals (SDGs)
- Integrated management of social and environmental risks at every stage of the projects
- HR and HSE policies serving the teams' commitment, health and safety
- Compliance programme deployed in every country

INTEGRATED MODEL



DEVELOPMENT (from 2 to 8 years)

- Land negotiation, power plant design, permit procurement
- Negotiation of PPAs or participation in auctions
- Project financing
- Social and environmental impact studies



ENGINEERING, EQUIPMENT SUPPLY AND CONSTRUCTION (from 1 to 2 years)

- Engineering
- Procurement
- Construction



OPERATION AND MAINTENANCE (from 15 to 40 years)

- Equipment maintenance
- Operation of electric power plants
- Asset management (administrative, financial and contractual services)

Figures as of 31 December 2020.

VOLTALIA'S CORPORATE PURPOSE

"Improve the global environment,
foster local development"

TWO BUSINESS LINES

To produce renewable electricity, Voltalia develops, builds, operates and maintains its own power plants.

**RENEWABLE
ENERGY
PRODUCER**

SYNERGIES

**PROVIDER
OF SERVICES
ON OWN BEHALF
AND ON BEHALF OF
THIRD-PARTY
CLIENTS**

Voltalia supports its customers across the value chain of a renewable energy project (development, project sales, ready-to-build, operation and maintenance services etc.)

- Development of expertise
- Economies of scale
- Regional expertise
- Understanding of customers

IMPACTS

EMPLOYEE ENGAGEMENT AND EXPERTISE

- 43% growth in the workforce in 2020, of which 36% in the Development segment
- Increase in the number of women: 32% of the workforce in 2020 compared to 32% in 2019
- 100% of employees trained

NEW RENEWABLE ENERGY POWER PLANTS FOR VOLTALIA AND ITS CUSTOMERS

- 1.4 GW in service and construction
- 2.8 TWh of green electricity produced and sold
- 180 MW developed and sold to third-party clients
- 2.4 GW managed for third-party clients

VALUE CREATION

- EBITDA growth: +50% in 2020

COMBATING CLIMATE CHANGE

- 1,546 kilotonnes of CO₂ equivalent avoided in 2020 thanks to Voltalia's production
- Driving the Group's environmental performance
- Preserving biodiversity and natural resources

SUSTAINABLE LOCAL DEVELOPMENT

- Consultation of local stakeholders
- 99 actions and social projects benefiting communities
- Integrity of the teams and relationships based on trust : 80% of employees trained to ethics

Figures as of 31 December 2020.

1.2.3 Production of renewable electricity

1.2.3.1 A growing portfolio of assets

In 2020, the Voltalia Group's installed capacity increased by 49.9% from 677.8 MW at 31 December 2019 to 1,015.5⁽ⁱ⁾ MW at 31 December 2020.

CONSOLIDATED INSTALLED CAPACITY AS OF 31 DECEMBER 2020

Installed capacity by area and by energy In MW	Wind	Solar	Biomass	Hydro	Hybrid ^(a)	31 December 2020	31 December 2019
Brazil	665.5				16.0	681.5	464.3
Egypt		32.0				32.0	32.0
Jordan		57.0				57.0	-
France	74.2 ^(b)	87.6		4.5		166.3	129.4
French Guiana		17.1	7.2	5.4		29.7	13.3
Greece		4.7				4.7	4.7
United Kingdom		7.3				7.3	7.3
Portugal		8.8				8.8	4.7
Italy		10.2				10.2	8.1
Belgium		11.6				11.6	11.3
Spain		6.4				6.4	2.7
TOTAL	739.7	242.7	7.2	9.9	16.0	1015.5	677.8

(a) 12 MW in thermal power and 4 MW in solar power.

(b) Including the Adriers wind farm (10 MW) sold on 31 December 2020.

CAPACITY UNDER CONSTRUCTION AS OF 31 DECEMBER 2020

Capacity by area and by energy In MW	Wind	Solar	Biomass	Storage	Total
Brazil	254				254
France	26.5 ^(c)	11.2			37.7
Kenya		50.0			50.0
Helexia		10.0			10.0
TOTAL	280.5	71.2			351.7

(c) The Coivert (10.8 MW) and Vergné (15.8 MW) wind power plants were sold on 31 December 2020.

In the first quarter of 2021, Voltalia launched the construction of the Canudos 1 wind farm (99.4 MW).

(i) This figure includes the Adriers wind farm in France, which was sold on 31 December 2020.

1.2.3.2 Annual electricity production as of 31 December 2020

In 2020, Voltalia sold 2,756.4 GWh of renewable electricity, up 30.2% compared to 2019. Production breaks down as follows:

Power production by area and by energy in GWh	Wind	Solar	Biomass	Hydro	Hybrid ^(a)	Total 2020	Total 2019
Brazil	2,272.4	-	-	-	45.1	2,317.5	1,833.1
Egypt	-	76.5	-	-	-	76.5	12.7
Jordan	-	33.8	-	-	-	33.8	-
France	134.1	101.2	-	6.4	-	241.6	199.2
French Guiana	-	4.3	8.9	19.6	-	32.8	32.5
Greece	-	7.2	-	-	-	7.2	7.1
United Kingdom	-	8.7	-	-	-	8.7	7.8
Portugal	-	7.3	-	-	-	7.3	6.2
Italy	-	14.0	-	-	-	14.0	8.8
Belgium	-	12.0	-	-	-	12.0	10.1
Spain	-	5.0	-	-	-	5.0	-
TOTAL	2,406.5	270.0	8.9	25.9	45.1	2,756.4	2,117.4

(a) Thermal + solar.

Electricity production in Metropolitan France

Voltalia has been established in Metropolitan France since 2006. As of 31 December 2020, operating capacity in Metropolitan France totalled 166.3 MW, up 28.5% from the end of 2019.

PLANTS IN OPERATION

Site	Energy	Installed capacity (in MW)
La Faye	Wind	12.0
Le Bois	Wind	10.2
Sarry	Wind	22.0
Adriers ^(a)	Wind	10.0
Molinons	Wind	10.0
Castellet II	Wind	3.8
Échauffour	Wind	10.0
Jonquières	Solar	3.9
Castellet	Solar	4.5
Pagap	Solar	5.0
Canadel	Solar	10.4
Tresques	Solar	3.0
Parroc	Solar	5.0
Talagard	Solar	5.0
Helexia	Photovoltaic rooftops	47.0
Taconnaz	Hydro	4.5
TOTAL		166.3

(a) The Adriers wind power plant (10 MW) was sold on 31 December 2020.

PLANTS UNDER CONSTRUCTION

As of 31 December 2020, power plants under construction in metropolitan France represented 11.2 MW. The Coivert (10.8 MW) and Vergné (15.8 MW) plants were sold in December 2020.

Site	Energy	Installed capacity (in MW)
Carrière des Plaines	Solar	8.2
Cabanon	Solar	3.0
TOTAL		11.2

Electricity generation in French Guiana

Voltalia has been active in French Guiana since 2005. The main holding company for Voltalia's activities in French Guiana is Voltalia Guyane SAS, which is an 80% subsidiary of Voltalia and a 20% subsidiary of the Caisse des Dépôts et Consignations (CDC).

The Group has developed expertise in electricity storage and won projects in French Guiana. Some of these projects, aimed notably at improving production stability and predictability, may be linked to Voltalia assets in operation, while some

are independent. Voltalia has developed the Toco storage complex and strengthened it with the commissioning of a new battery storage plant in Mana in November 2020. It is the largest storage system in France, with 12.6 megawatts in operation and 0.5 megawatts under construction.

Voltalia also operates two biomass plants, including Cacao, which produced its first kilowatt-hours at the end of 2020. Biomass is a particularly suitable resource in French Guiana due to the abundance of residues from forestry activities managed sustainably by the Office National des Forêts (ONF).

PLANTS IN OPERATION

As of 31 December 2020, the operating capacity in French Guiana was 29.3 MW, compared to 13.3 MW at the end of 2019.

Site	Energy	Installed capacity (in MW)
Kourou	Biomass	1.7
Kourou	Solar	0.2
Cacao	Biomass	5.1
Cacao	Storage	0.5
Saut Maman Valentin	Hydro	5.4
Mana Stockage	Storage	10.0
Savane des Pères	Solar	3.8
Savane des Pères	Storage	2.6
TOTAL		29.3

Electricity production elsewhere in Europe

PLANTS IN OPERATION

In the rest of Europe, Voltalia mainly operates solar power plants with an installed capacity of 49 MW as of 31 December 2020.

Site	Energy	Installed capacity (in MW)
Greece	Solar	4.7
United Kingdom	Solar	7.3
Portugal	Solar + Rooftops	8.8
Belgium	Photovoltaic rooftops	11.6
Spain	Photovoltaic rooftops	6.4
Italy	Photovoltaic rooftops	10.2
TOTAL		49.0

Electricity production in Brazil

PLANTS IN OPERATION

Voltalia's representative in Brazil is Voltalia Do Brazil, a 100% owned subsidiary of Voltalia SA. As of 31 December 2020, operating capacity in Brazil was 681.5 MW.

Site	Energy	Installed capacity (in MW)
Areia Branca	Wind	90.0
Sao Miguel do Gostoso	Wind	108.0
Vamcruz	Wind	93.0
Vila Para	Wind	99.0
Vila Acre	Wind	27.3
VSM 1	Wind	163.0
VSM 2	Wind	85.2
Oiapoque 1	Hybrid (thermal)	12.0
Oiapoque	Hybrid (solar)	4.0
TOTAL		681.5

PLANTS UNDER CONSTRUCTION

As of 31 December 2020, 254MW of power plants were under construction in Brazil.

Site	Energy	Installed capacity (in MW)
VSM2	Wind	43.0
VSM3	Wind	152.0
VSM4	Wind	59.0
TOTAL		254.0

In the first quarter of 2021, Voltalia launched the construction of the Canudos 1 wind farm (99.4 MW).

Power generation in Africa and in the Middle East

PLANTS IN OPERATION

In Africa, Voltalia commissioned the Ra Solar solar power plant in Egypt (32 MW) at the end of 2019.

In the third quarter of 2020, Voltalia acquired a 70% interest in a portfolio of solar power plants in Jordan with an installed capacity of 57 MW.

Site	Energy	Installed capacity (in MW)
Egypt (Râ Solar)	Solar	32.0
Jordan (Ma'an)	Solar	11.0
Jordan (Ma'an)	Solar	11.0
Jordan (Ma'an)	Solar	11.0
Jordan (Mafraq)	Solar	24.0
TOTAL		89.0

PLANTS UNDER CONSTRUCTION

As of 31 December 2020, 50 MW of power plants were under construction in Africa and were located in Kenya.

Site	Energy	Installed capacity (in MW)
Kenya	Solar	50.0
TOTAL		50.0

1.2.4 Service activity

Voltalia develops and offers services across the entire value chain of a renewable energy project, from Development to Operation-Maintenance, including Equipment Procurement and Construction. These services are carried out by Voltalia on its own behalf and on behalf of third-party customers such as power companies, companies from all sectors and infrastructure funds.

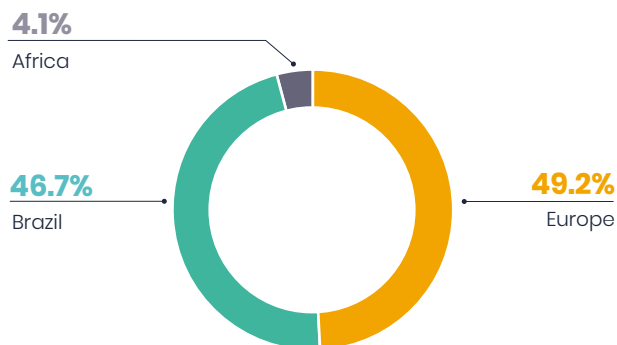
Third-party customer activity also allows Voltalia to explore and prospect new territories before establishing itself as a long-term electricity producer. This strategy significantly reduces risk. Recently, services activities have been used as a springboard in countries such as Albania and Burundi.

In 2020, Voltalia continued to accelerate its services development strategy through the acquisition of two companies:

- Greensolver, a European specialist in renewable power plant management services, supports its customers in management and consulting assignments and as a provider of technical, administrative and contractual services in all stages of the life of wind and solar power plants; and
- Mywindparts, a start-up with expertise in wind logistics (consulting on inventory management, technical support, parts repair, etc.).

With regard more specifically to Operation-Maintenance and asset management services, Voltalia was operating 2.4 GW at the end of 2020 on behalf of third-party customers, mainly in Europe, the Middle East and Asia, exceeding the Group's target of 1.5 to 2.0 GW of power under management at the end of 2020. Including the 1 GW owned by the Group, the total capacity under management is 3.4 MW.

BREAKDOWN OF OPERATED CAPACITY BY REGION FOR THIRD PARTY CUSTOMERS (EXCLUDING GREENSOLVER)



Key skills across the value chain

Voltalia is involved in the entire life cycle of a power plant and takes into account the associated social and environmental issues at every stage of the project. Corporate social responsibility lies at the heart of Voltalia's raison d'être and underlines the importance that each of the Group's employees places on its positive impact on the environment and local communities.

Development

Voltalia's teams are involved at every stage of project **Development** from evaluation of potential and securing of the best sites to project financing, connection to the grid and the launch of construction after obtaining the required permits and authorisations.

Engineering, Equipment Supply and Construction

The **Engineering, Equipment Supply and Construction** teams are responsible for designing the plant, selecting suppliers and sub-contractors and building the electricity production infrastructure (plants and transmission lines if required). They supervise the projects and carry out connection tests up to commissioning.

Operation-Maintenance

Operation-Maintenance teams **optimise** the performance of power plants and undertake preventive and corrective maintenance. They can also ensure administrative and financial management of the plants (adaptation to regulatory changes, electricity invoicing, etc.).

Development (from 2 to 8 years)

- Land negotiation, plant design, obtaining of grid connections and authorisations
- Negotiation of PPAs or participation in auctions
- Project financing



**283 employees,
3.5 GW of capacity developed**

Engineering, Equipment Supply and Construction (from 1 to 2 years)

- Engineering
- Equipment procurement
- Construction management



**216 employees
0.4 GW under construction**

Operation-Maintenance (from 15 to 40 years)

- Power plant operation
- Equipment maintenance
- Energy sales
- Administrative and financial management (asset management)



**249 employees
3.4 GW in operation
(for itself and for third parties)**

- Social and environmental impact studies and definition of management plans
- Consultation with local stakeholders
- Development of actions and social projects for the benefit of communities

- Integrated management of social and environmental risks
- Deployment of the HSE policy with teams and subcontractors

- Optimisation of use of natural resources
- Management of environmental performance of projects

1.2.5 Strategy

1.2.5.1 Development, the cornerstone of Voltalia's strategy

Significant amounts are being invested in prospecting and development to strengthen project portfolios. The latter reached 9.7 GW at the end of 2020, multiplied by three since the launch of the new Services strategy in 2016 with the acquisition of Martifer Solar.

By developing a significant number of projects at a lower marginal cost, Voltalia is able to make a selection, retaining those that best fit its strategy and selling the others to third-party customers, in association with Equipment Procurement, Construction and/or Operation-Maintenance contracts. Projects can be divested at any stage of development (ready-to-build projects, plants under construction or in operation).

At the end of 2020, Voltalia sold a portfolio of three wind power plants in France with long-term electricity sales contracts: Coivert and Vergne (25.2 MW, under construction) and Adriers (10 MW, in operation). Voltalia has been responsible for the development of these three projects and the construction of the wind farm currently in operation (Adriers) and will be responsible for the construction of Coivert and Vergne. For all three assets, Voltalia will provide Operation-Maintenance services and, for the first time, Voltalia has also combined asset management services from its subsidiary Greensolver on the three wind farms, thus demonstrating commercial synergies less than a year after its acquisition.

In Brazil, since 2018, Voltalia has sold a total of 574 MW of ready-to-build projects in the Serra Branca complex, confirming the attractiveness and quality of the assets developed by the Group, including 94 MW in 2020 that break down as follows:

- a 67 MW ready-to-build wind project and maintenance services (eBOP O&M) to Total-Eren. The long-term maintenance agreement started in 2021;
- a 28 MW ready-to-build wind project to the Japanese construction company TODA as well as Operation-Maintenance and asset management services.

In 2020, once again in the Serra Branca complex, Voltalia also opened the capital of Ventos Serra do Mel III (VSM 3), one of its wind power plants, to a French investor specialising in infrastructure projects.

In 2019 Voltalia sold 227 MW of "ready-to-build" projects in the Serra Branca cluster in Brazil to Actis, bringing the total number of projects sold under the partnership to 479 MW, representing 600 MW in total.

1.2.5.2 A strategy focused on non-subsidised markets

Voltalia offers a unique profile with 80% of its installed capacity producing electricity at a competitive price. With this differentiating strategy focused on unsubsidised markets, Voltalia is able to seize many opportunities to create added value at all stages of a plant's life cycle:

- before the start of the long-term electricity sales contract, Voltalia can plan for the construction of power plants and sell electricity at attractive prices via private contracts on the open market;
- during the long-term electricity sales contract, some temporary opportunities may arise in unsubsidised markets. Thus, in 2017 and 2018, a strategy of suspension of contracts was put in place in Brazil, making it possible to sell electricity at a higher price via short-term private contracts on the open market before resuming the normal application of the long-term contract in 2019;
- after the long-term electricity sales contract, offering the cheapest electricity on the market will give Voltalia power plants a competitive advantage, while subsidised plants could experience a drastic drop in their revenues.

1.2.5.3 A model characterised by revenue visibility

The economic model developed by Voltalia favours the production of electricity at a competitive price. Long-term electricity sales contracts (average residual contract maturity of 17 years at the end of 2020), indexed to inflation, offer exceptional visibility on cash flows over time: with the electricity sales contracts signed in 2020, Voltalia has a portfolio at its disposal at 31 December 2020 for a total of more than €6.5 billion in contracted future revenues.

In addition, the Voltalia plants are financed for the most part by long-term debt in the same currency as that of the electricity sales contract; this project debt currently has a residual maturity of 13.4 years.

1.2.5.4 Corporate PPAs: companies as a new driver of growth

In 2020, contracts linking a renewable energy producer directly to its customer, a company, or Corporate PPA, continued to develop both in countries where renewable energy is not subsidised and in countries where support mechanisms are still in place. France and Germany have seen the emergence of this type of over-the-counter contract since 2019, despite the existence of a Feed-In Tariff or a Feed-In Premium. The growth of Corporate PPAs in these two countries increased in 2020 with the signing of 18 new agreements for 889 MW of capacity (three times more than 2019).

This trend has accelerated in some areas, thanks to companies committing themselves, on a mandatory or voluntary basis, to an ambitious renewable energy consumption target. In areas where the power grid is absent or unreliable (mostly developing countries), renewable energy supply can also bring a cheaper and more reliable source of electricity than the sole generation through conventional diesel generator sets.

As many corporate buyers of energy are starting to think about renewable energy procurement strategies, Corporate PPAs are appreciated for their simplicity and effectiveness. In a Corporate PPA, a generator and a consumer agree on the conditions for the sale of electricity within a medium to long-term timeframe from one or more specific project(s) to the consumer's facilities. They allow producers to bring in a new source of renewable energy and thus constitute a source of "complementarity" for the grid.

Corporations have signed long-term agreements for more than 74 GW of clean energy globally since 2008. In 2020, a new record was set with 22.9 GW, up 21% from 2019, despite the health crisis. The USA continues to dominate this market (68% of contracted capacity), but diversification is ongoing in Latin America and Europe. In those markets, PPAs are complex instruments negotiated through the wholesale market, and most of them are "offsite" PPAs (electricity is wheeled from the plant to the facilities through the grid).

In 2020, 27% of the energy sales agreements signed by Voltalia were Corporate PPAs.

Brazil

Already active with companies for several years in Brazil, Voltalia signed in 2018 its first long-term contract with BRF, one of the world's largest agri-food companies. In 2020, Voltalia, through its subsidiary Helexia, won a contract to supply renewable electricity to the mobile phone networks of Vivo (a Telefonica brand) for a total capacity of 60 MW.

Development of positions in Europe

Voltalia, whose ambition is to develop the corporate market in Europe, achieved its first success in the United Kingdom in 2020, signing a 15-year Corporate PPA with the City of London. This contract, which directly links a renewable energy producer to a public authority, is a first in the United Kingdom. To supply green electricity to London's prestigious business district, Voltalia will build a new 49.9 MW solar power plant in Dorset.

Voltalia, leader in Corporate PPAs in France

Voltalia pioneered Corporate PPAs in France in 2019 and is the market leader in this area with customers in a variety of sectors such as retail and banking.

At the end of 2020, LCL, a bank in the Crédit Agricole Group that is a leader in small and mid-cap companies, and Voltalia launched an innovative offer that will enable around 15 of the companies most committed to energy transition to be awarded contracts that secure their supply of green electricity at guaranteed prices over a long period. The electricity will come from a new 55 MW power plant that Voltalia will develop and operate in the south of France.

In France, as of 31 December 2020, Voltalia has signed Corporate PPAs with the following companies:

- Boulanger (5 MW in 2019);
- SNCF (143 MW in 2019);
- Crédit Mutuel (10 MW in 2019);
- Auchan Retail (61 MW in 2020);
- LCL (Crédit Agricole Group) (2020); and
- Décathlon (16 MW in 2020).

1.2.6 An ambitious development plan

1.2.6.1 Towards a diversification of the portfolio

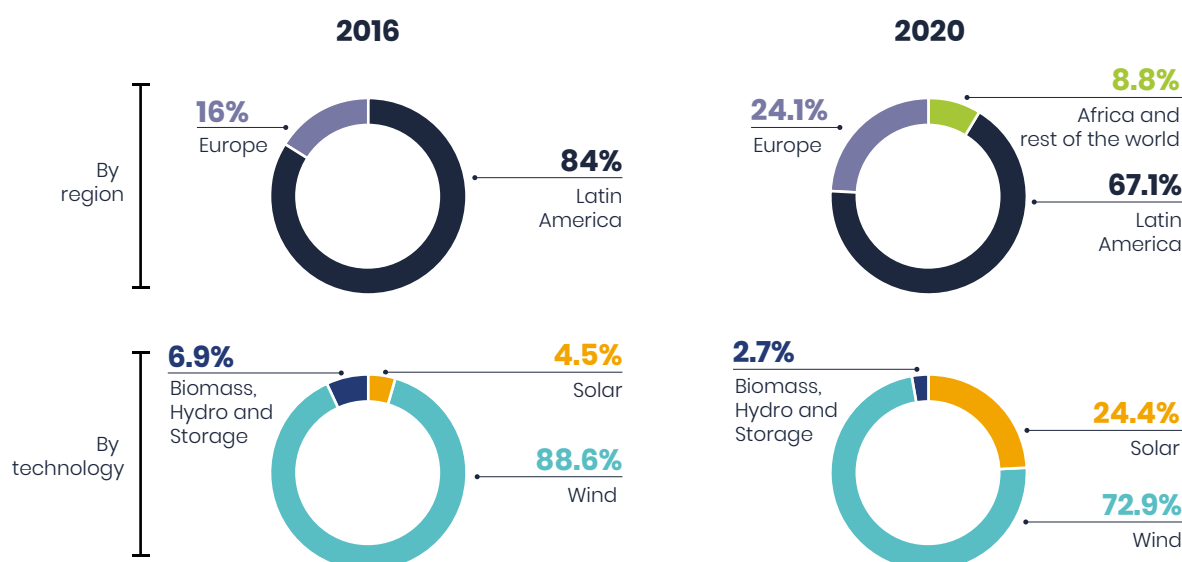
As an electricity producer, Voltalia's international development is based on a set of criteria aimed at identifying the next countries in which to establish long-term facilities. These criteria include:

- multi-energy potential;
- competitiveness of renewable energies;
- growth in electricity consumption (or the replacement of an existing obsolete source);
- financing by long-term debt in local currency; and
- the indexing of contracts to inflation.

Historically, this strategy has led Voltalia to focus on wind power, which was the most competitive technology during its first decade of existence. The success of auctions has enabled Voltalia to develop a large portfolio of power plants in Brazil. But asset diversification is underway from both a technological and geographical standpoint. Voltalia has developed solar energy and will continue to develop this technology in its three main regions.

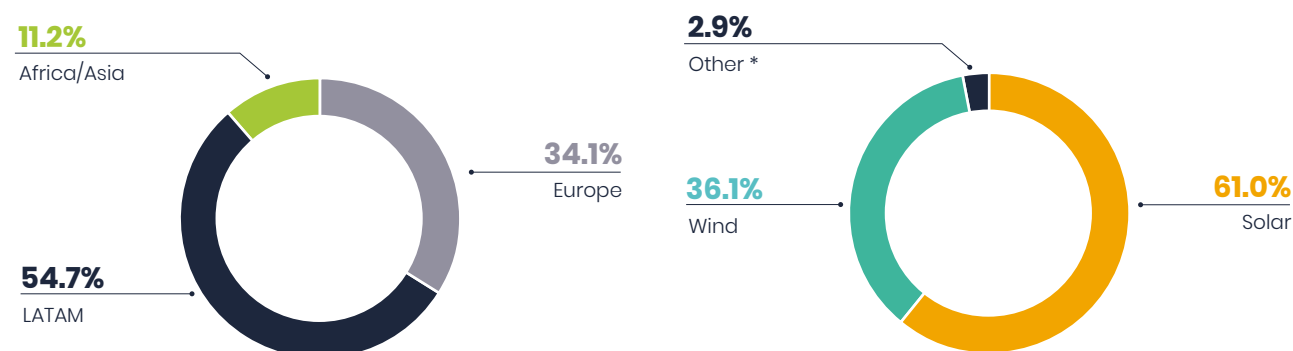
Since 2016, this diversification has resulted in a rise in the share of solar power in Voltalia's total installed capacity and a decline in Latin America in favour of Europe and the African continent.

BREAKDOWN OF INSTALLED CAPACITY BY REGION AND TECHNOLOGY



Similarly, Voltalia's portfolio of projects under development points towards greater diversification.

BREAKDOWN OF THE 9.7 GW OF PROJECTS INCLUDED IN THE PORTFOLIO OF VOLTALIA'S PROJECTS IN DEVELOPMENT AS OF 31 DECEMBER 2020 BY REGION AND TECHNOLOGY



* Hydro, biomass, storage, hybrid

All these projects meet the following criteria:

- visibility with respect to land access (obtaining a lease agreement and favourable environmental impact studies);
- visibility of authorisations (filing of administrative records and high probability of obtaining permits);
- feasibility of connection to the grid; and
- project value.

The portfolio of projects in development thus represents many significant opportunities, both for the long-term

development of renewable energy generation activity and for the services activity.

1.2.6.2 Medium-term ambitions confirmed

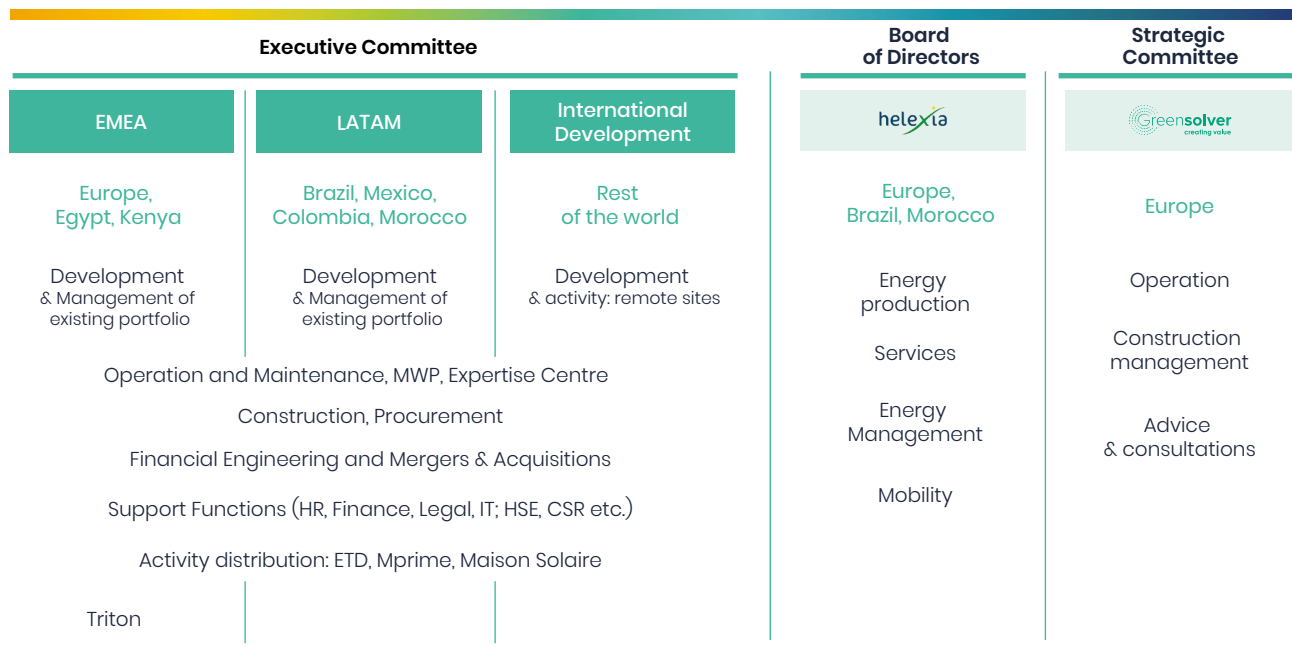
In the medium term, Voltalia is targeting 2.6 GW in operation or under construction and an EBITDA of between €275 million and €300 million by the end of 2023.

The detailed objectives and some of their underlying assumptions are described in depth in Chapter 5.12 of this Universal Registration Document.

1.3 OPERATIONAL STRUCTURE OF THE VOLTALIA GROUP

Voltalia's project development and power plant portfolio management activities are managed through three major regional divisions with the support of the financial engineering and mergers and acquisitions team, which is centrally managed but has local relays.

The other service activities (Construction, Operation-Maintenance, etc.) and Support Functions (Finance, Legal, HR, etc.) operate in the same way, with local relays.



Geographical structuring

In countries with permanent and structured teams, country teams are responsible for managing existing power plants and developing new projects.

In other countries without a permanent team, the International Development team is responsible for new projects.

The cross-functional Divisions and Departments are as follows:

- Financial Engineering division, which primarily covers raising project financing and project acquisitions/disposals;
- Equipment Procurement and Construction (EPC) division;
- Operation-Maintenance division, which also includes the Company's Centre of Engineering Expertise (CoE);
- Support Functions: Health and Safety division, Administration and Finance division, Legal division, Human Resources division, Marketing and Communication division, Information Systems division, General Secretariat.

Helexia

Acquired in 2019, Helexia retains independent operational management. This company relies on Voltalia's resources for its commercial development, particularly internationally, and the structuring of its support functions.

Greensolver

Greensolver joined the Voltalia Group at the beginning of 2020 and also retains independent operational management, with close proximity to Operations and Maintenance activities.

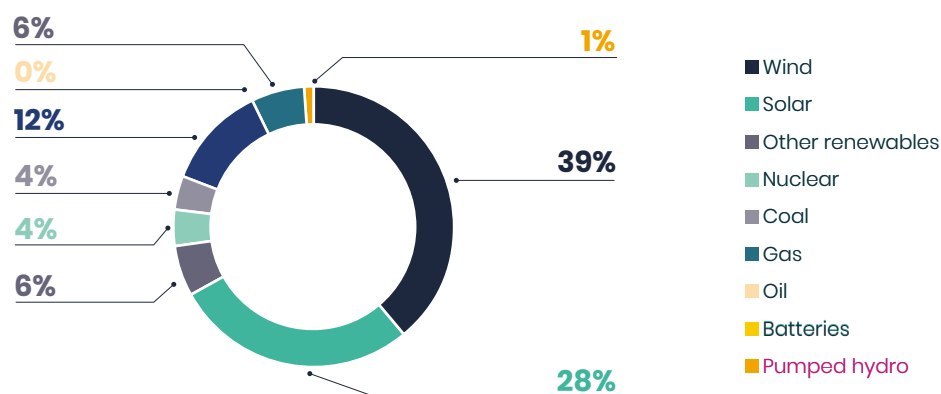
1.4 MARKET ENVIRONMENT

1.4.1 Renewable energy: a growing market

The global renewable energy sector is undergoing major growth: its installed capacity has grown by more than 8% per year from 2010 to 2020, effectively doubling the number of gigawatts installed worldwide over the last decade, to reach approximately 2,900 GW in 2020.

Between 2020 and 2050, an average of \$487 billion per year will be invested in new power generation capacity, 80% of which will be in renewable power plants.

GLOBAL INVESTMENT IN NEW CAPACITY BY TECHNOLOGY OVER THE PERIOD 2020-2050

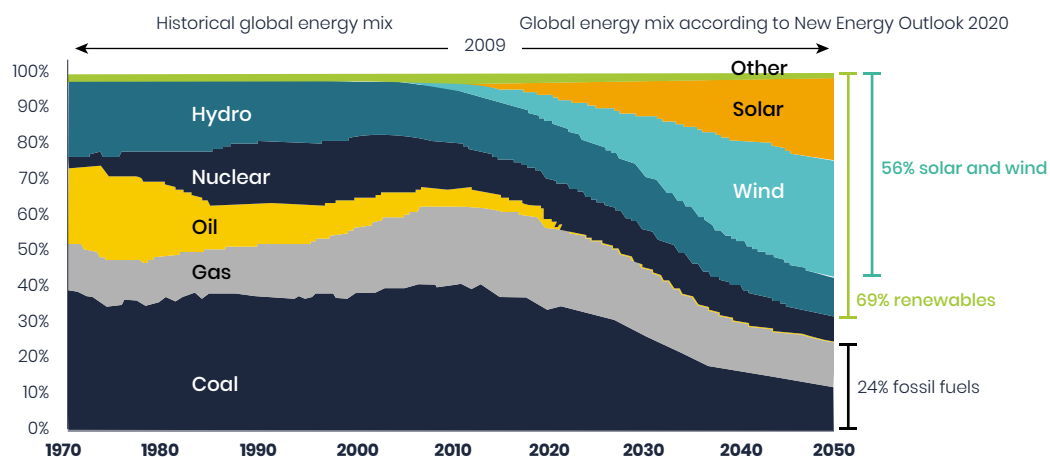


GLOBAL ELECTRICITY MIX BY TECHNOLOGY

In 2020, 25% of the world's electricity came from renewable sources. Among the renewable energy sources, hydropower, which accounts for 16% of the world's electricity production, is in first place. Wind power is next with 6% of global electricity production, followed by solar power (3%).

By 2050, nearly 70% of the world's electricity production could come from renewable sources, with rapid growth in

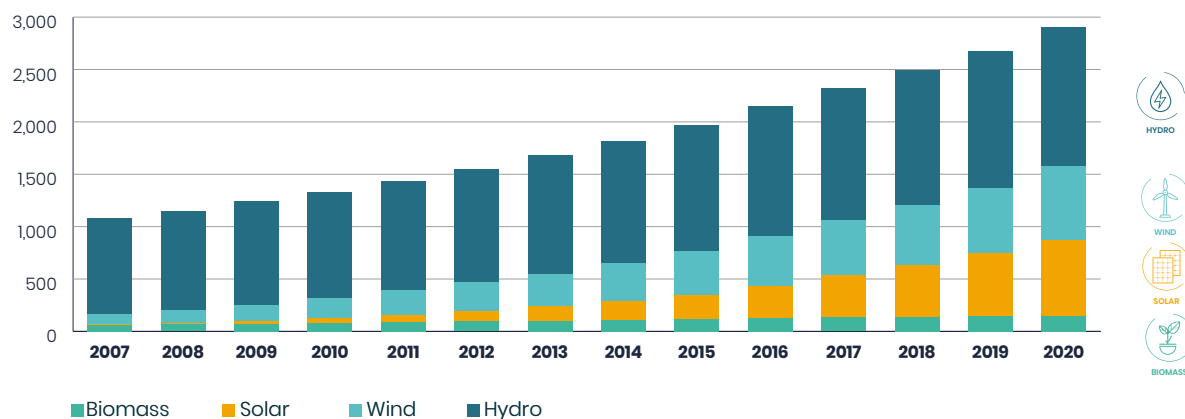
wind and solar power, which would account for 33% and 23%, respectively, of the world's electricity mix in 2050. This increase in wind and solar power is especially marked in Europe, where these two technologies are expected to account for around 75% of electricity generation by 2050. Hydropower would decrease slightly over the period.



Source: New Energy Outlook 2020 Bloomberg NEF scenario and International Energy Agency.

CUMULATIVE INSTALLED CAPACITIES OF RENEWABLE ENERGY BY SOURCE WORLDWIDE BETWEEN 2007 AND 2020, IN GW

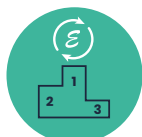
Solar power, which is benefiting from the continuing cost reduction trend, is the fastest growing technology. By 2020, almost 120 GW of solar capacity will have been installed, compared to around 80 GW for wind and just under 30 GW for hydro and biomass⁽ⁱ⁾.



Source: Globaldata.

Nearly 70% of the world's electricity generation could come from renewable sources by 2050 (Bloomberg NEF).

The evolution of the global energy mix, favourable to renewable energy, is supported by many long-term drivers, including:



Competitiveness

Production costs are steadily falling, making renewables one of the cheapest ways to produce electricity.



Growing needs for electricity

Renewables (solar / wind) are well-proven technologies and are much faster to deploy than any conventional energies.



Geostrategic independence

Renewables are local by definition: they reduce imports and the associated geostrategic dependence.



Fight against climate change

The increasing global awareness of the consequences of climate change is encouraging both public and private actors alike to adopt policies and actions to protect the environment.

(i) Globaldata, total installed capacity.

1.4.2 Market trends by energy sources



Solar PV continues to be the fastest growing renewable technology worldwide, supported by a rapid decline in costs. In 2020, this decline continued. It is estimated that nearly 120 GW of photovoltaic solar will have been installed worldwide by 2020, to reach 720 GW. Long-term predictions from the IEA estimate that by 2040, photovoltaic power will be the largest source of low-carbon energy production. Worldwide installed capacity in 2023 is expected to reach 1,120 GW.



Onshore wind accelerated in 2020 with 80 GW of new capacity installed compared to 58 GW in 2019. Onshore wind power worldwide has now reached 700 GW. This acceleration comes at a time when public support programmes for wind energy are being phased out in many countries, and the technology is increasingly being developed through competitive or market-based auctions. Installed capacity is expected to grow at an average rate of about 8% per year by 2023.



Hydropower is a well-controlled, mature technology providing also major storage capacity. Historically, it has been the largest source of renewable electricity and currently represents the second-largest source of power generation in the world, behind fossil fuels. Voltalia focuses on small hydro, a niche market with 143 GW installed globally as of end 2020, up 2 GW compared to 2019. Installed capacity is expected to grow at an average rate of about 2% per year by 2023.



Governments worldwide are investing in biopower technologies to ensure stability and security of energy supply. In 2020, global installed capacity reached 150 GW, an increase of 6 GW compared to 2019. Installed capacity is expected to grow at an average rate of about 5% per year by 2023.



Power storage systems are increasingly used in the design and operation of renewable energy power plants. Allowing intermittent production to be smoothed and/or electricity to be stored for several hours, they are particularly well suited to the needs of remote, off-grid areas or those connected to a fragile network. Their applications cover industries as well as islands or, increasingly, villages/small towns in the form of mini-networks. While pumped energy transfer stations (PETS) remain the main form of energy storage in the world, batteries (mainly using lithium-ion technology) are being developed at a fast pace. As per the International Renewable Energy Agency's (IRENA) Renewable Energy Roadmap 2030, 475 GW of energy storage solutions would be required to meet the target of 45% renewable in the energy mix by 2030.

Sources: Globaldata, BNEF, IRENA

Addressing needs in remote areas

Although storage solutions are supporting the development of reliable renewable power solutions in off-grid areas, the sector is also moving towards the expansion of hybrid power generation. This solution combines different technologies for electricity generation in the same area, providing reliable power to a customer or to a distribution grid. Hybrid power usually includes thermal generation from diesel, HFO or gas. The flexibility of this source of power allows the intermittency of renewable energy to be compensated. A growing number of power projects in remote areas include a renewable source (solar PV), storage capacities and/or flexible thermal generation.

Mining companies are a good example of hybrid systems deployment. Mines need constant and reliable power 24/7 and depend heavily on the procurement of fossil fuels, which are simultaneously polluting, uncertain and expensive, for their gensets. A growing number of mining companies, mostly in regions with poor grid development like Africa, have turned to hybrid power solutions.

The potential of this market remains largely intact.

1.4.3 Increased competitiveness of renewables: a driver for growth

A rapidly plummeting cost of installations further accentuated by the development of reverse bidding mechanisms make renewables more and more competitive.

This trend is expected to continue in upcoming years supported by the following:

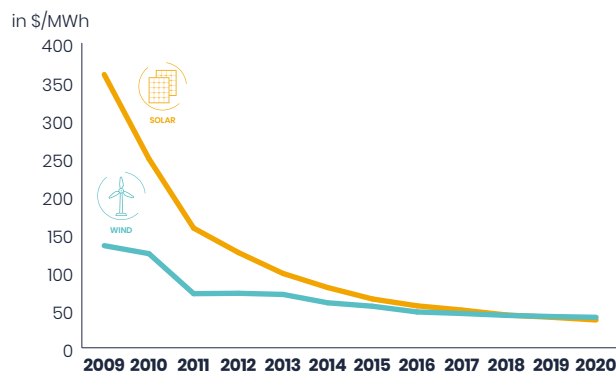
- continuing improvement of technology (higher performance solar equipment, larger wind farms);
- the industrialisation of the manufacturing processes allowing economies of scale and efficiency gains in supply chains;
- calls for tenders whose transparency enables developers of all backgrounds to compete;
- growing appetite of financial markets for renewable assets;
- the progressive digitalisation of operations and maintenance of power plants.

The Levelised Cost of Electricity (LCOE) is a method of evaluating the cost of energy generation. The LCOE thus represents the ratio of all generation costs over the duration of a power plant (from development and construction to operations and maintenance) to the quantity of energy that it generates. A discount rate is applied to the costs and quantity of energy generated to obtain the present value of future flows. Calculating the LCOE is especially useful for comparing the costs of different technologies for the production of electricity.

In its latest annual Levelised Cost of Energy Analysis (LCOE 14.0) the Lazard bank shows a continued decline in the cost of generating electricity from alternative energy technologies, especially in the utility-scale production of solar and wind.

Between 2009 and 2020, the average LCOE of energy of utility-scale PV technologies was down approximately 90%, and the average cost of energy of onshore wind declined by 70%. Over the past five years, the costs of industrial-scale solar energy have fallen by 43% and onshore wind energy has fallen by 26.6%.

In some cases, the cost of renewable energy has fallen so much that it is now equal to or even lower than the marginal cost of conventional production. The low end of the range of the LCOE of onshore wind-generated energy is \$26/MWh and that of utility-scale solar energy is around \$29/MWh, compared to an average marginal cost of \$34/MWh for coal.



Source: Lazard, 2020. Lazard's LCOE study is the most often cited worldwide, although based on the US market characteristics.

1.4.4 Regulatory environment, market structure and compensation

Voltalia operates within a regulated framework

Voltalia operates in a highly regulated environment. The Group must therefore ensure that each plant that it develops, constructs and/or operates, on its own behalf or on behalf of customers, complies with numerous laws and regulations, which differ depending on the country of operation. Other regulatory provisions concern access to network infrastructure. Finally, certain regulations govern the prices at which the electricity produced by Voltalia can be sold.

The production of renewable electricity is generally structured around three main remuneration mechanisms:

- **Regulated Feed-in Tariffs:** benefiting from the support of public authorities, these contracts require the historical operator (national electricity company) to purchase energy generated from renewable sources. The tariff, generally above market prices, is guaranteed over a long period (between 15 and 20 years) and may be inflation-linked or decrease over time;
- **Calls for tenders:** in calls for tenders, projects are selected by public authorities based on factors such as the purchase price proposed by the bidders. The call for tenders procedure allows the authorities to determine the number of projects and the volume of production that will benefit from public subsidies (if any); the rate awarded to the candidate, if selected, is the one submitted in the tender.
- **sale of electricity in the open market:** in this configuration, the operator of the renewable power plant sells the electricity produced outside of any public intervention. Electricity will be sold to other players such as a market operator, in market conditions (i.e. fluctuating on the basis of supply and demand) or private companies through "Corporate PPAs".

1.4.5 Competitive environment

The renewable energy market remains extremely open and fragmented, composed in all countries of players of all sizes:

- incumbent domestic operators;
- global energy companies;
- numerous medium-sized operators usually positioned in a single sector and/or covering a limited geographical area. This category includes sustainable asset investors/managers in the renewable energy sphere, which usually own and operate a portfolio of assets concentrated in one region;
- countless small single-project operators.


However, the presence of small players declines as a result of more stringent regulations or the introduction by public authorities of new criteria for the admissibility of applications (such as the measures adopted in Brazil since 2008), or the implementation of one-off measures (such as the moratorium on solar projects in France in late 2010). This trend is accompanied by a general move towards consolidation of the sector also related to the ambitions for rapid growth of the historical energy players. The many transactions carried out by the historical operators in France in recent years are an illustration of this trend.


Overall, the development of the renewable energy sector is favourable for groups such as Voltalia that are positioned on a significant number of medium-sized projects and possess adequate skills and resources. Among medium-sized operators, few have Voltalia's ability to pursue projects across the five technologies in which Voltalia operates; only the historic and the international operators are following such a strategy, while generally focusing on larger projects.

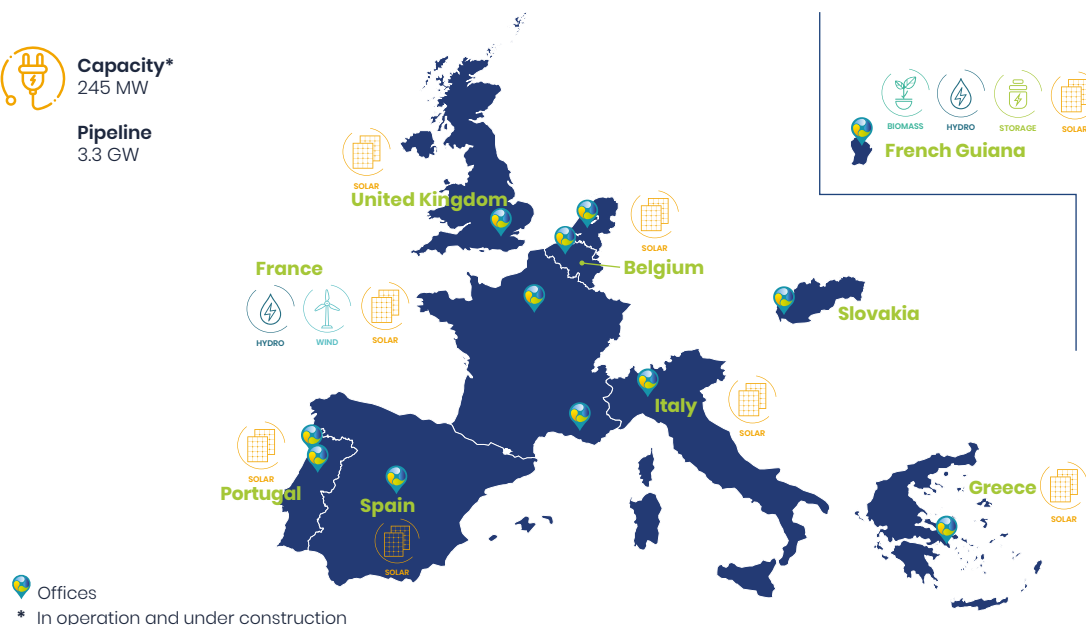
Regarding Services, and in an international context of increased competition and market consolidation, Voltalia's focus on providing services to third parties is motivated by a double logic to focus on internal skills and economies of scale. In Operation-Maintenance, the Group has excellent monitoring and optimisation systems for operation and maintenance; offering them to external customers enables Voltalia to reduce its internal operating cost per MW.

1.4.6 Voltalia's markets

1.4.6.1 Europe

 **Capacity***
245 MW

 **Pipeline**
3.3 GW



The strengths of the European markets:

- stable and supportive regulatory environments;
- mature, large-scale regulated markets: auctions organised by governments;
- wind and solar energy at or close to grid parity;
- emergence of Corporate PPAs: long-term electricity sales contracts directly from the producer to the end consumer with a more complex execution requiring agility, know-how and financial solidity.

Voltalia's strengths

Voltalia is ideally positioned to leverage its strong track record of value creation in regulated markets and its pioneering position in the corporate market.

Western Europe

Over the last two decades, renewable energy production assets have expanded in Europe and now account for 19.7%⁽¹⁾ of final consumption in the 27 EU Member States in 2019. In 10 years, primary production of renewable energy in the EU has increased 68% (representing annual average growth of 5.3%).

The European market is evolving in a binding legal framework set out in Directive 2018/2001 of 11 December 2018 on promoting the use of energy from renewable sources. EU Member States are required to adopt national action plans to achieve

the overall target of increasing the share of energy from renewable sources in gross final consumption of energy to 32% by 2030.

Historically, the rapid development of renewable energy is due to the implementation of support mechanisms, particularly feed-in tariffs (FiT).

While this mechanism still applies to assets already in operation and for small-scale projects – in general, in the case of installed capacity lower than 500 kW – the European Commission has imposed a new framework in order to benefit from State aid for the production of renewable energy.

In the guidelines on State aid for environmental protection and energy 2014–2020⁽²⁾ the Commission requires that “from 1 January 2016, for all new aid schemes and measures, the aid is granted as a premium in addition to the market price at which the producers sell their electricity directly in the market.” These support mechanisms are called feed-in premiums (FiP).

In France, the Additional Compensation mechanism was set up to meet the conditions of the FiP.

Corporate PPAs are also developing in the European countries where Voltalia operates. Historically, most Corporate PPAs have been in the UK and Scandinavia, as their regulations are adapted to this type of contract. The boom in these contracts in Germany, Spain, France and Italy that began in 2019 continued into 2020.

(1) <http://ec.europa.eu/eurostat/web/energy/data/shares>

(2) [https://eur-lex.europa.eu/legal-content/FR/TXT/?uri=CELEX:52014XC0628\(01\)](https://eur-lex.europa.eu/legal-content/FR/TXT/?uri=CELEX:52014XC0628(01)).

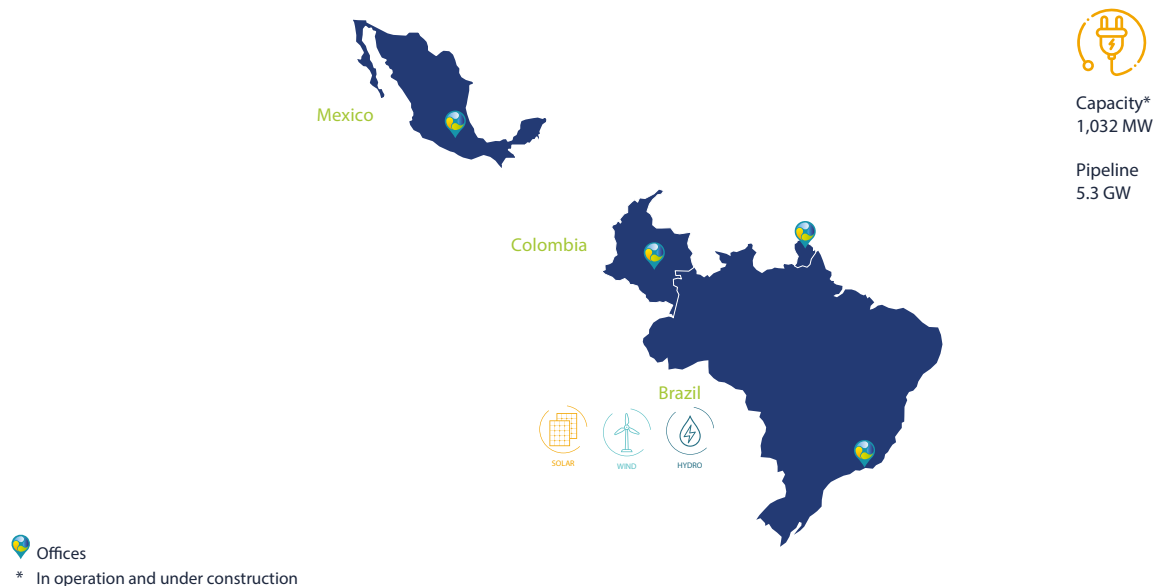
	National energy mix (electricity generation by source in 2019)	Share of renewable energies in electricity generation: national targets	Corporate PPAs signed in 2020	Expected growth of the renewable fleet 2020-23 / 2030
Belgium	<ul style="list-style-type: none"> • Nuclear: 51% • Fossil fuels: 28% • Wind: 11% • Biomass: 9% 	40% by 2030	492 MW (wind only)	6.7 GW solar PV in Flanders and 2.5 GW onshore wind power by 2030
Spain	<ul style="list-style-type: none"> • Fossil fuels: 37% • Nuclear: 23% • Wind: 22% • Solar: 6% 	74% by 2030	4,580 MW	123 GW of renewables in the energy mix by 2030 (of which 50 GW wind and 39 GW solar PV)
France	<ul style="list-style-type: none"> • Nuclear: 71% • Gas: 7% • Wind: 6% • Solar: 2% • Hydraulic Energy: 11% 	40% by 2030 Carbon neutrality target in 2050	440 MW	Between 101 and 113 GW of renewables – of which 33.2 GW to 34.7 GW onshore wind and 35.1 to 44 GW solar PV by 2028
Greece	<ul style="list-style-type: none"> • Fossil fuels: 63% • Renewables: 37% (of which 18% wind and 10% solar) 	60% by 2030	-	6.5 GW wind and 14.7 GW solar by 2030
Italy	<ul style="list-style-type: none"> • Fossil fuels: 64% (coal and gas) • Solar: 7% • Wind: 6% 	55% by 2030	159 MW	Target of 50 GW solar PV and 18 GW wind power by 2030
Portugal	<ul style="list-style-type: none"> • Fossil fuels: 46% (coal and gas) • Renewables: 56% (of which 25% wind and 3% solar) 	80% by 2030	-	9 GW onshore wind (up from 5.4 GW in 2020) and 9 GW solar PV (up from 2 GW in 2020) by 2030
United Kingdom	<ul style="list-style-type: none"> • Fossil fuels: 42% (gas and coal), • Wind: 23% • Nuclear: 17% • Solar: 5% 	No 2030 target but one of the most detailed trajectories for achieving carbon neutrality by 2050	1,683 MW	Target of 40 GW offshore wind by 2030

Rest of Europe

The countries of Central and Eastern Europe are still largely dependent on conventional sources (coal, gas, nuclear) for their electricity production, and independent producers have a limited presence there. Nevertheless, a gradual liberalisation of the markets is taking place, as well as incentive programmes for the development of renewable energies, particularly in the EU Member States (Slovakia, Hungary, Poland, Romania, etc.) which have set themselves

ambitious targets for 2030, in line with the new European directive. Most of these States are phasing out their feed-in tariff policy in favour of an auction mechanism. Poland, the leading country, has for the first time awarded solar projects in the 2019 auction, in addition to wind, and has started to register its first Corporate PPAs. The Balkan countries, due to their shallower markets, tend to favour calls for tenders for pre-identified sites. The European Bank for Reconstruction and Development (EBRD), as well as several other financial institutions, are very active in these markets.

1.4.6.2 Latin America



The strengths of the Latin American markets:

- growth in electricity demand is creating significant needs for new generation capacity;
- significant wind and solar resources;
- proven grid parity for renewable energy;
- high barriers to entry in most countries;
- niche market: remote sites.

Voltalia's advantages

A key player in Brazil since 2007 and continued expansion in Mexico and Colombia.

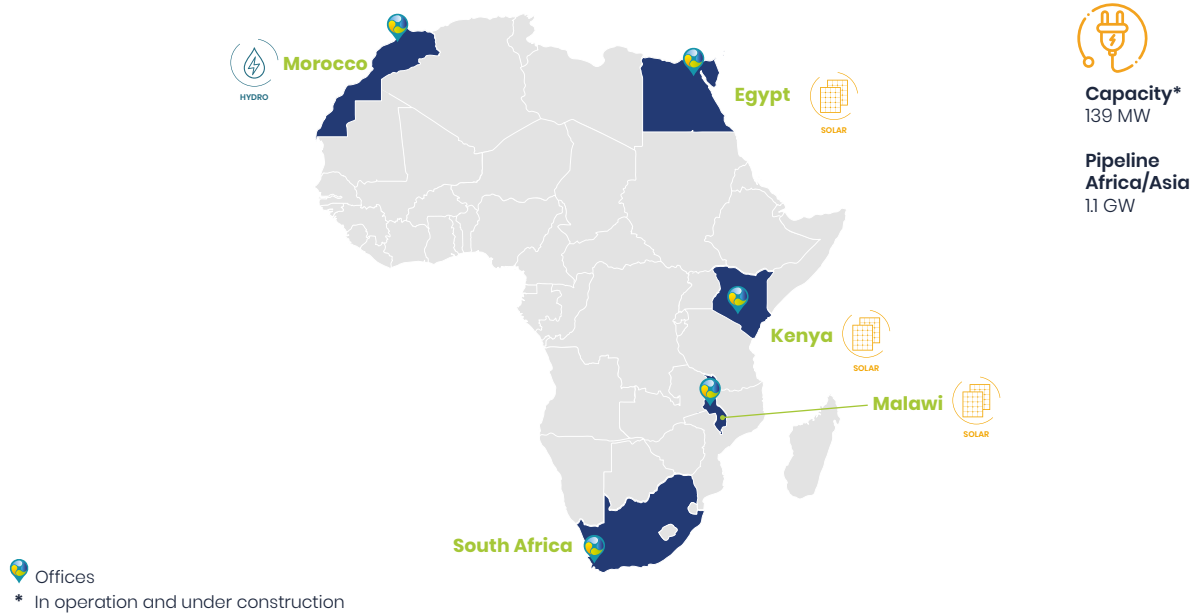
In Latin America, renewable energies have reached a maturity enabling them to develop within a competitive framework. The projects are sold mainly through auctions, but also on the market or via Corporate PPAs with large energy consumers.

The LATAM region is experiencing steady growth in energy and electricity consumption. From 2015 to 2030, primary energy supply is expected to increase by 23% and electricity generation by 37%. Solar and wind energy production in the region is expected to increase by about 550% between 2015 and 2030, while energy production from fossil fuels will decrease by 3%. The share of electricity generated from fossil fuels is expected to fall from 45% in 2015 to 31% in 2030⁽ⁱ⁾.

	National energy mix (electricity generation by source in 2019)	Share of renewable energies in electricity generation: national targets	Corporate PPAs signed in 2020	Expected growth of the renewable fleet 2020-23 / 30
Brazil	<ul style="list-style-type: none"> • Renewables: 82% (of which 64% hydropower) 	Achieve 20% renewables excluding hydropower by 2030	1,819 MW	
Mexico	<ul style="list-style-type: none"> • Fossil fuels: 80% (gas, coal and oil) • Hydropower: 9% • Solar: 1% • Wind: 5% 	35% by 2024	1,219 MW	
Colombia	<ul style="list-style-type: none"> • Renewables: 79% (of which 78% hydropower) • Fossil fuels (gas and coal): 21% 		6 MW	

(i) Global Change 2020: <https://globalchange.mit.edu/sites/default/files/P2P-LAMReport.pdf>

1.4.6.3 Africa



The strengths of the African markets:

- enormous demand for electrical energy that could not be met historically, due to the difficulty of implementing large thermal projects;
- success of renewables, whose cost has fallen considerably: affordable electricity supply to meet unmet demand;
- high entry barriers: requiring access to multilateral funding and local presence;
- niche markets: remote sites.

Voltalia's advantages

Rapid market entry with first contracts obtained in several countries, thanks to Voltalia's agility and reputation.

Africa still has uneven levels of renewable energy development.

Although the opportunities are immense, the subsidies applied to electricity tariffs still favour the inertia of the production base, which is highly dependent on conventional

resources – thermal and hydraulic. Despite the fact that the reorganisation of the electricity sector is still in its infancy in most countries, IPPs are allowed there in principle. However, they face a fragile regulatory framework, a lack of network infrastructure and the financial instability of the public utilities, which are purchasing electricity. Renewable energy now offers a competitive and reliable alternative to the existing conventional fleet to supply large electricity consumers, opening up significant opportunities in the Corporate PPA market.

Among the most advanced countries, South Africa and Morocco have installed more than 2 GW of wind and solar capacity in recent years, while Egypt has also reached a comparable level in 2019, thanks in particular to the gradual commissioning of the Benban solar complex. A few other countries have promoted the development of wind, solar or small hydro plants with some success, including Senegal, Uganda and Kenya. Countries that were promising a few years ago, such as Ghana and Nigeria, remain under the watchful eye of the investment community.

In the past, governments favoured bilateral negotiations for the implementation of projects, but today almost all of them have turned to calls for tenders in order to keep purchase prices as low as possible. Some of them receive support from development finance institutions for the implementation of programmes enabling less risky projects to be awarded: this is the case of Scaling Solar, implemented by the Société Financière Internationale (SFI) in several countries (Zambia, Senegal, Ethiopia, Madagascar, Togo) or GET FiT, from kfW programme (carried out in Uganda, underway in Zambia, in preparation in Mozambique). Other calls to tender were organised directly by the governments in Tunisia, Tanzania and Namibia. Some of these processes have resulted in

particularly low prices (Tunisia, Senegal, Ethiopia), between \$20 and \$40/MWh.

Due to low grid penetration, sub-Saharan African countries present some interesting opportunities in the development of off-grid solutions, either for remote industries, telecom towers or villages and towns. Regulations in some countries already include the possibility for private operators to get a concession for the distribution of electricity in remote areas for rural electrification purposes. Out of a total of about 650 million people without access to electricity on the continent, a large proportion could be connected by mini-grids within the next few years.

	National energy mix (electricity generation by source in 2019)	Share of renewable energies in electricity generation: national targets	Corporate PPAs signed in 2020	Expected growth of the renewable fleet 2020-23 / 2030
Egypt	<ul style="list-style-type: none"> Fossil fuels (gas): 75% Renewables: 11% (of which 3% solar and 1.4% wind) 	42% by 2035	30 MW	-
Kenya	<ul style="list-style-type: none"> Fossil fuels (oil): 46% Hydropower: 28% Wind: 14% Geothermal: 12% 	-	1 MW	23 GW of installed capacity by 2033, of which 42% renewable
Morocco	<ul style="list-style-type: none"> Coal: 67% Renewables: 20% (of which 11% wind and 3% solar) 	-	-	52% renewable capacities by 2030

1.4.6.4 Rest of the world

Jordan

	National energy mix (electricity generation by source in 2019)	Share of renewable energies in electricity generation: national targets	Corporate PPAs signed in 2020	Expected growth of the renewable fleet 2020-23 / 2030
Jordan	<ul style="list-style-type: none"> Fossil fuels: 86% (gas, oil) Renewables: 14% (4% wind, 10% solar) 	31% renewables by 2030	17 MW	3,200 MW by 2030 versus 1,559 MW at the end of 2019

1.5 SIGNIFICANT CONTRACTS

1.5.1 Electricity sales contracts

Brazil

Long-term sales contracts

Valtalia has entered into a number of electricity sales contracts, awarded via public auction, of two distinct types:

- Reserve Energy Contracts (CER);
- Electricity Purchase Contracts in a Regulated Environment (CCEAR).

The plants affected by CER contracts are:

- Carcara I (Areia Branca);
- 4 sites located between São Miguel do Gostoso and Touros: Reduto, Carnauba, Santo Cristo and São João (SMG); and
- Vila Acre I.

The plants affected by CCEAR contracts are:

- Carcara II and Terral (Areia Branca);
- the following sites, located at Serra do Mel: Caiçara I, Caiçara II, Junco I, Junco II (Vamcruz), Vila Para I, Vila Para II, Vila Para III, Vila Amazonas V (Vila Para), VSM 1 & 2 and SSM 1&2;
- Cabui.

Nature of the sale contracts and the counterparties

The CER and CCEAR contracts include an irrevocable commitment to purchase a defined volume of electricity over a period of 20 years for solar and wind projects. In the case of hydroelectric power plants, the term of the CCEAR contract is 30 years.

These two contract types include well-defined tolerance and adjustment mechanisms for the volumes and prices of electricity sold, taking account of the intermittency of wind power production.

Special features of CER contracts

The aim of these contracts is to secure the electricity supply by assigning a specific volume to this reserve. The contract was signed with the Brazilian Chamber of Commerce for Electrical Energy (CCEE) which manages a dedicated reserve fund for regulating the reserve supply of electricity.

Special features of CCEAR contracts

The aim of these contracts is to supply electricity to a group of distributors that have pooled their requirements for the auctions in question. Depending on the auction, the number of distributors may vary but generally ranges between 25 and 35 distributors from a variety of regions. Multiple bilateral contracts are therefore signed with the distributors in relation to each site and the contracts are administered by the CCEE.

Long-term sales contracts on the open market

Commonly referred to as Corporate PPAs, direct purchase agreements for renewable electricity are private power purchase agreements between renewable electricity producers and companies. When they relate to energy production assets under development, these contracts are long-term and allow for the financing of the assets.

In 2018 and then in 2019, Valtalia concluded long-term private electricity sales contracts with a new customer, BRF, for a period of 10 years. Two power plants of 64 MW and 63 MW, respectively, will be built under this contract, within the VSM 2 and 3 wind farm complexes. After the 10-year contract expires, Valtalia will sell the output under new short- or long-term electricity sales contracts.

In 2020, Valtalia, through its subsidiary Helexia, signed a contract to supply renewable electricity to the mobile telephone networks of Vivo (a Telefonica brand) for a total capacity of 60 MW. The renewable electricity will be supplied by 16 new solar power plants located in the states of Rondônia, Mato Grosso do Sul, Paraná, São Paulo and Ceará.

Valtalia has signed a 19-year electricity sales contract for a wind power plant that will be commissioned before the end of 2022 at Canudos, its new wind farm complex located in the state of Bahia.

At the end of 2020, Valtalia also signed a 14-year electricity sales contract with COPEL that will start in 2023. This contract will allow the construction of the Solar Serra do Mel 3 to 6 projects (260 MW).

Short-term sale contracts

Short-term contracts in Brazil are designed to allow the electricity produced by the plants to be sold in the event of early commissioning of these plants. Over time, these short-term contracts will be replaced by long-term contracts.

In 2018 and 2019, in anticipation of the early commissioning of these plants, Valtalia secured short-term contracts for its VSM 1 (163 MW) and VSM 2 (64 MW) plants.

France

Purchase obligation

Until the passage of the 2015 Energy Transition Law, the projects developed by Voltalia in France were solely part of the framework for the purchase obligation for renewable energy ("feed-in tariff"). As such, for each of its operating projects in France, the Group entered into a contract with EDF.

In this arrangement, EDF OA (Purchase Obligation) and Voltalia signed a contract for the purchase of electricity for 15 to 20 years depending on the source of energy involved. Voltalia is thus committed to selling to EDF all of the production of the facility at an inflation-indexed sales price.

EDF may terminate the electricity purchase contract in the event of cancellation of the operating licence by court ruling, (ii) in the event of cancellation by court ruling of the certificate establishing the obligation to purchase, (iii) in the event of the abandonment of the project, or (iv) in the event of a permanent cessation of activities or the decommissioning of the production facility.

These contracts do not include a renewal clause (except for contracts relating to hydraulic power plants, for which the electricity sales contracts can be renewed if a certain CAPEX threshold is crossed). At the end of the contract, the electricity may be sold to aggregators on the open market.

The plants in construction and in operation affected by Purchase Obligations are:

- Adriers, Molinons, Castellet 1 and 2, La Faye, Pagap, Canadel, Kourou, Kourou solar, Mana, Carrières des Plaines, Cacao, Taconnaz, Savane des Pères.

Additional compensation

Article 104 of Law no. 2015-992 of 17 August 2015 on the energy transition for green growth stipulates a new mechanism for "Additional compensation" applicable since 1 January 2017. The same as for the purchase obligation, EDF OA must purchase all of the production from a producer at a base rate for a duration of between 15 and 25 years defined by ordinance and set in tender offers composed as follows:

- a reference market price defined as the average of prices on the EPEX exchange platform;
- additional compensation corresponding to the difference between the base rate and the market price defined above.

In this new framework, Voltalia signed a contract for additional compensation with EDF OA and sells the electricity produced on the electricity wholesale market either (i) by itself or (ii) via a third party generally called an "aggregator".

The plants in construction and in operation affected by additional compensation contracts are:

- Sarry, Échauffour, Tresques, Parroc and Jonquières.

Direct electricity purchase contract

Commonly referred to as Corporate PPAs, direct purchase agreements for renewable electricity are private power purchase agreements between renewable electricity producers and companies. When they relate to energy production assets under development, these contracts are long-term and allow for the financing of the assets.

Pricing structures are diverse but generally allow the buyer to have visibility on its price for the entire duration of the contract. The price generally includes guarantees of origin associated with production as well as capacity guarantees. However, these two elements can be detached and valued separately.

Voltalia has partnerships in France with Boulanger (5 MW), SNCF (143 MW), Crédit Mutuel (10 MW), Auchan Retail (61 MW), LCL (Crédit Agricole Group) (55 MW) and Decathlon (16 MW).

United Kingdom

In 2020, Voltalia signed a 15-year Corporate PPA with the City of London (49.9 MW). To supply renewable electricity, Voltalia will build a new 49.9 MW solar power plant in Dorset (United Kingdom).

Egypt

Long-term sales contract

In October 2017, Voltalia entered into a Feed-in-Tariff agreement with the Egyptian Electricity Transmission Company (EETC), which provides for the purchase at a contractually-fixed price of electricity produced by the 32 MW Râ Solar solar power plant located in the Benban complex for a period of 25 years from the distribution date at the end of 2019.

The tariff is paid in Egyptian pounds and is partially indexed to the relative dollar/Egyptian pound rate.

Kenya

Long-term sales contract

In 2018, Voltalia signed a Feed-in-Tariff agreement with Kenya Power and Lighting Company Limited (KPLC), which ensures for 20 years, starting from the distribution date, the purchase at a contractually-fixed price of electricity produced by the Kopere (50 MW) ground-based solar power plant in Nandi County, Kenya. Commissioning is expected during 2022.

1.5.2 Service contracts

Construction contracts

The services offered by Voltalia to its customers include the construction of solar power plants on behalf of third parties. The construction takes place when the project is ready to be built, once the development phase has been completed.

The construction of solar plants takes an average of one year and commits Voltalia, as the service provider, to deliver a turnkey plant on the date specified in the service contract. Construction generally includes the following steps: general and detailed studies, equipment purchasing, subcontractor management, equipment assembly, commissioning, and generally managing all activities necessary for the construction of a solar power plant.

As a builder, Voltalia is committed to the performance of the solar power plants that it builds, which are approved in operating tests. The plant is considered as delivered as soon as the operating tests are successful. The plant can then be operated in the conditions of production and security specified in the contract. Voltalia must also provide, for a two-year average guarantee period, for replacement of defective materials. This replacement is generally the responsibility of the supplier of the equipment in question. In the case of Voltalia's non-compliance with any one of its contractual obligations, the contract specifies penalties for customer compensation. The customer, moreover, benefits from a bank guarantee or performance bond guaranteeing the execution of contractual obligations or payment of penalties. The construction contracts for solar power plants are signed either with the customers that acquire projects developed by Voltalia, or customers that develop their own projects and requested a bid only for the service of constructing the solar power plant.

Operation-maintenance service contracts

Voltalia also provides operation and maintenance (O&M) services for power plants on its own behalf for all of its technologies as well as for third-party customers for solar and wind technologies.

In this context, Voltalia has entered into operating and maintenance contracts of photovoltaic and wind power plants for a duration of up to 25 years. Under these contracts, the Group provides services that can cover all operation and maintenance needs: control and supervision, definition of maintenance plans, preventive and corrective maintenance operations, inspections and implementation of predictive maintenance made possible by the use of data (Artificial Intelligence, Machine Learning, etc.) and provision of specialised services relating to main components and systems (inverters, gearboxes, supply of spare parts, management of repairs, audits, extension of service life, repowering, etc.).

Voltalia also offers its customers asset management (administrative, accounting, and tax services for all technologies).

In most of the contracts, Voltalia must provide the customer with a minimum rate of availability of the power plant based on the energy produced.

1.6 INFORMATION FROM THIRD PARTIES, EXPERT OPINIONS AND DECLARATIONS OF INTEREST

None.

02

RISK FACTORS AND RISK MANAGEMENT



2.1	Risk management and internal control procedures.....	46
	Definition and objectives of internal control for risk management.....	46
	Organisation of internal control.....	46
	Actors of the control.....	47

2.2	Risk factors.....	49
2.2.1	Risk assessment methodology	49
2.2.2	Risk overview.....	49
2.2.3	Risk details	51
2.3	Main legal proceedings.....	60
2.4	Insurance.....	60

In the performance of its activities, Voltalia is exposed to a number of risks which could affect the smooth functioning of its operations and the achievement of its objectives.

The Company reviews and analyses these risks annually according to the development of its activities and its expansion. As a result of this analysis, the Company updates and amends its internal control system so that it remains adequate and consistent with the type and significance of the identified risks.

At the date of this Universal Registration Document, the major risks described below are the ones that Voltalia identified as likely to be incurred and that could have a significant negative impact on its business, financial position, results or ability to achieve its objectives. Voltalia believes that there are no other significant risks apart from those presented below.

Investors are nevertheless asked to please note that other risks of which the Group is currently unaware or whose occurrence is not considered likely to have a significant negative impact on the Group or its activities, financial situation, results or outlook at the date of this Universal Registration Document, may exist or arise.

The risk factors are assessed by the Group at the date of this Universal Registration Document and the Group's assessment of the significance of the risks may change at any time, especially if new internal or external developments materialise.

2.1 RISK MANAGEMENT AND INTERNAL CONTROL PROCEDURES

Definition and objectives of internal control for risk management

Internal control is a system that applies to the Company and all of its controlled subsidiaries that includes resources, behaviours, procedures and actions adopted with the aim of contributing to the control of its activities and the efficiency of its operations and provides reasonable assurance regarding the achievement of the following objectives:

- compliance with the laws and regulations applicable to the entire Group;
- the effective implementation of the strategic guidelines, directives and best practices established by the Company's General Management;
- the safeguarding and the protection of Voltalia's assets;
- the reliability and accuracy of the published financial information and financial statements provided to the corporate bodies;
- the prevention and control of identified risks arising out of the Voltalia's activity; and
- the optimisation of operational activities.

The internal control system incorporates the management of the risks that could threaten the objectives set by the Company's General Management and approved by its Board of Directors, namely:

- having, by 2023, 2.6 GW of capacity in operation or under construction;
- achieving EBITDA of between €275 million and €300 million by 2023;
- strengthening its multi-energy and multi-country asset portfolio;
- confirming its status as an international operator and energy producer that is integrated and independent by strengthening the different areas of expertise of its value chain;
- maintaining sustained growth through its development capabilities and expertise;
- uniting employees across the Group around a shared perception of the principal risks and raising employee awareness of the risks inherent to their activities.

Organisation of internal control

To define its internal control system and structure the preparation of this section, the Company relied on the reference framework on risk management and internal control systems for small- and mid-cap companies published by the French Financial Markets Authority (AMF) on 22 July 2010, as well as on the 17 principles of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework, known as the international standard for internal control.

The scope of application of the internal control system covers all Voltalia companies and employees, from governance bodies to individual employees. This system is managed under the responsibility of the internal control department, which was strengthened at the end of 2020 by the arrival of the new director of internal control within the Administration and Finance Division, which reports to General Management. The Internal Control Department is responsible of defining, designing and implementing best practices of internal

control through the elaboration of general policies and procedures that define the key controls to be implemented; assistance to the operational and functional departments to improve and optimise the internal control systems in place or to be deployed; and the analysis, on an ad hoc basis, issues identified by operational or functional departments involving internal control deficiencies or significant changes of processes or information systems.

In liaison with the Internal Audit and Risk Management Department, the Internal Control Department contributes to the proper monitoring of the application of risk management and internal control systems, as well as key indicators for the

mitigation of risks incurred. Both departments act in concert to ensure that the Group has structured and appropriate resources to identify, detect and prevent risks, anomalies or irregularities in the management of its business. They fulfil a role of careful and regular monitoring of risk management and internal control systems. They have direct access to the Chairman of the Audit Committee.

This organisation, which has been strengthened throughout the year, has been granted increased power to fully deploy all internal control processes and thereby support the growth of the Group.

Actors of the control

In addition to the internal control and internal audit and risk departments, the internal control system relies on a certain number of identified actors whose mission is to participate to the monitoring of internal controls and the prevention of risks that could have a major impact on the implementation of Voltalia's strategy, the achievement of its objectives or, more generally, its sustainability.

The internal control system thus involves:

- the Board of Directors and the Audit Committee;
- the CEO and the Executive Committee;
- the Administration and Finance Division and each of the functional divisions in its area of expertise.

Nevertheless, the internal control system remains the responsibility of everyone in the Group. Raising awareness of Voltalia's values among all employees is thus the first link in the internal control system, which enables the creation and development of a control environment in accordance with COSO⁽ⁱ⁾ principles. This vertical transmission of values is achieved both through seminars (Executive Committee seminars, annual team seminars, etc.) and regular team meetings and through regular communication of news relating to the Group and its strategy. This communication is also carried out through actions to raise awareness of the risks of fraud and corruption, thus encouraging teams to continuously strengthen internal control activities by promoting the control of these risks. This enables all employees, whatever their position, to ensure that their actions are consistent with Voltalia's values and strategy.

The Board of Directors and the Audit Committee

The Board of Directors approves the strategic direction based on the proposal of the Chief Executive Officer and periodically verifies, on the basis of the work of its Special Committees,

the strategy implemented by the Chief Executive Officer and his or her Executive Committee. It also verifies that the implementation of the strategy complies with the levels of risk and profitability that it has deemed to be acceptable in collaboration with General Management. The Board of Directors regularly monitors the Company's operating performance, financial position and project progress.

The Board of Directors, through the Audit Committee, also plays an important role in monitoring the risk management system.

The Audit Committee is responsible for the follow up of the process of preparing financial and accounting information and for reviewing and periodically monitoring the effectiveness of internal control systems and risk management. This year, in order to take into account the new dimensions of the Company, the Committee has completely reviewed its risk management methodology, in verified the process and its conclusions for 2020, and aims for continuous improvement, which is essential in view of the Group's sustained growth, by implementing the internal control system and, more generally, the internal audit procedures and reports and adapting them to the Group's new challenges.

The Chief Executive Officer

The CEO implements the strategy approved by the Board of Directors and, in this context, is responsible for the proper functioning of the internal control and risk management system, which is progressively implemented in line with Voltalia's objectives. Over the short-term, the CEO ensures operational performance, monitors the achievement of objectives and prescribes any necessary corrective actions, verifying implementation within the framework of the action plans. Over the longer term, the Chief Executive Officer also plays a key role in guiding Voltalia's strategy.

(i) The COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework defines five fundamental principles for the successful development of an internal control environment within an organisation: (i) the organisation demonstrates a commitment to integrity and ethical values; (ii) the Board of Directors demonstrates independence from management and exercises oversight over the development and performance of internal control; (iii) Management establishes, under the supervision of the Board of Directors, appropriate structures, lines of authority and accountability in pursuit of the objectives; (iv) the organisation demonstrates a commitment to attracting, developing and retaining competent people in line with the objectives; and (v) the organisation holds individuals accountable for their internal control responsibilities in pursuit of the objectives.

The Executive Committee

The Executive Committee meets regularly in order to monitor key events in Voltalia's day-to-day operations. Thanks to the Company's new IT tools, it can also be convened without delay if matters so require. It also constitutes a committee for analysis, reflection and exchange on cross-departmental subjects with a view to establishing action plans for deployment at divisional level.

The Executive Committee also meets four or five times a year over several days for in-depth discussions on the implementation of Voltalia's strategy.

Administration and Finance Division

The Administration and Finance Division is responsible for overseeing the internal control systems and the risk management system. This Division is also responsible for the regional financial managers and activity-based controllers, accounting, cash management consolidation and reporting. In order to take account of legal, tax and financial developments or developments in the context of specific operations, the Administration and Finance Division uses the services of external consulting firms.

The Administration and Finance Division is also responsible for the production and consolidation of the Group's financial and accounting information, including the production of reports shared periodically with the Executive Committee and the Board of Directors that form the basis of the analysis and ongoing monitoring of activities.

As part of the production and consolidation of financial and accounting information, the internal control department within the Administration and Finance Division plays a decisive role. It is responsible for ensuring their reliability, accuracy and fairness, through the implementation and management of internal control systems for the various procedures related to the activity of the Administration and Finance Division and for the other functional divisions.

Other functional divisions

The other functional divisions are all involved in the implementation of the internal control system. As a result of their day-to-day activities, the following divisions are most closely involved in the internal control process:

- I. the Operations-Maintenance Division and the Construction Division: by ensuring on a daily basis that the value of the Group's assets is preserved and that people and property remain safe. These two Divisions also periodically verify the environmental compliance of operations and the implementation of compliance action plans;
- II. the Corporate Functions Division: by supporting Voltalia's operational departments and activities. This includes:
 - the Legal Division, in particular for the management of contracts or other legal matters such as litigation of any kind, as well as the implementation and monitoring of the governance of the Company's subsidiaries,
 - the Sustainable Development Division to ensure that our activities comply with environmental, social and economic issues and with the Duty of Vigilance regulations,
 - the Human Resources Division: by defining the HR strategy, in terms of recruitment, training, career management, compensation, etc. in accordance with the strategy defined for the Group as a whole, while complying with legal, regulatory and statutory provisions,
 - the IT Division: by ensuring that the Group's information systems provide a level of security that guarantees the integrity, confidentiality and preservation of data, including access to said data;
- III. the Project Financing and Acquisitions Division, which includes:
 - corporate communication and investor relations: this department ensures that all financial and strategic information is made available to all Voltalia shareholders and the public, in accordance with its legal and regulatory obligations,
 - project and acquisition financing teams: this department is responsible for project financing, ensuring compliance with bank covenants and, more generally, compliance with the contractual terms of financing.

2.2 RISK FACTORS

2.2.1 Risk assessment methodology

The risks identified are classified according to the categories that reflect the nature of the risk factors:

- environmental, social and governance risks;
- risks related to the Group's financial situation;
- legal and regulatory risks;
- risks associated with Voltalia business activities and the energy sector.

Each risk is therefore included in one of the categories described above and assessed in a matrix basis on a scale from 1 to 4 (4 representing the most significant level) by the combination of its impacts and the probability of occurrence.

Therefore, the appropriate control actions are implemented in order to mitigate the incidence of risk with regard to the Group's business activities. The latter are subsequently

reassessed after taking into account the element of control resulting in the assessment of the residual risk.

Impacts considered

Voltalia believes that, depending on the nature of the risk, it may have different impacts. Accordingly, three types of impacts have been identified:

- impact on Voltalia's assets: as a percentage of net fixed assets;
- impact on the Group's ability to grow: as a percentage of reported growth in earnings before interest, depreciation and tax;
- impact on Voltalia's annual income statement: as a percentage of the two-year average earnings before interest, depreciation and taxes.

2.2.2 Risk overview

Impacts associated with the Covid-19 pandemic

Like all economic players, Voltalia is faced with the generic risk of the Covid-19 pandemic.

In this context, the Group's priority is to protect the health of its employees while ensuring as much as possible the continuity of its operations (health measures on site and at headquarters, deployment of digital and organisational solutions, adaptation of processes). From the onset of the pandemic, the Group mobilised to establish a global crisis management system and action plans to ensure the continuity of operating activities in the various geographic locations where the Group is present.

As of the date of this Universal Registration Document, Voltalia has not identified any challenges to its service activities (construction and maintenance) or electricity sales activities that could affect its profitability or the value of its assets. Similarly, Voltalia has not identified any changes in policies related to renewable energy or electricity management that could affect its projects under development.

The Group believes that the pandemic has not affected the scope or the classification of the risks specific to the Group as set out below. However, the crisis increases the hazards inherent in the Group's business and affects the probability of occurrence, in particular with regard to the following risks:

- Risks associated with the strength of the financial structure, particularly in terms of currency risk where the economic impact of the pandemic is affecting Brazil. Voltalia remains attentive to the volatility of the Brazilian real, which has weakened against the euro.
- Risks associated with construction and development, where travel or logistics constraints and administrative delays must be integrated.
- Counterparty risk, the crisis weakening the business activity of certain clients.

In this context, Voltalia has strengthened its control and management measures.

However, the Group believes that the uncertainty over time and the future development of the pandemic make it difficult to measure the overall impact on electricity demand and therefore on Voltalia's various businesses and consequently its financial position.

The table below shows the risks according to their classification and in descending order according to their residual risk assessment (after taking into account the elements of control).

Risk category	Risk	Impact on	Residual risk
Environmental, social and governance	Natural hazards	• net assets • growth	3
Environmental, social and governance	Non compliance to business ethics and corporate social responsibility	• growth • EBITDA	2
Financial situation	Strength of the financial structure	• EBITDA • growth	3
Legal and regulatory	Country and regulatory changes	• EBITDA	3
Business activity and energy sector	Project development	• net assets • EBITDA	3
Business activity and energy sector	Construction activity	• growth • EBITDA	2
Business activity and energy sector	Reputation	• growth • EBITDA	3
Business activity and energy sector	Growth and expansion into new regions	• growth	3
Business activity and energy sector	Counterparty	• EBITDA	2
Business activity and energy sector	Health & Safety	• EBITDA	2
Business activity and energy sector	Energy sales business	• net assets	1
Business activity and energy sector	Operation and maintenance activity	• growth • EBITDA	1
Business activity and energy sector	IT system & fraud	• EBITDA	1

2.2.3 Risk details

The risks are presented according to their classification and in descending order. The risks presented are the ones that have a residual risk assessment that is equal or higher than 2 (after taking into account control elements).

Environmental, social and governance risks

Risks related to natural hazards (non-financial)

Identification and description of the risk	Potential impact on the Group
<p>Due to the different geographical locations of its sites, the Group is exposed to natural hazards such as earthquakes, landslides, tsunamis, extreme droughts or decreasing wind strength.</p> <p>This risk is further accentuated by climate change, which has a direct impact on the frequency and severity of these events.</p> <p>Major or recurring natural disasters may lead to the total or partial destruction of the Group's power plants under construction or in operation, but may also lead to damage to the infrastructure for which it is responsible through its service contracts with third parties. As a result, Valtalia may temporarily not be able to implement its services in accordance with the terms of the contracts. The Group could, for example, have to compensate for the unavailability of the resources it originally planned to use for its solutions (due to discontinuity of activity) with resources that require costs higher than expected.</p>	<p>Reduction in the volume of energy produced.</p> <p>Continuity of on-site operations.</p> <p>Continuity of services.</p> <p>Poor financial performance.</p> <p>Loss of raw materials required for Valtalia's activities (water, inert materials, fuels, etc.).</p> <p>Degradation and unavailability of production resources.</p>
Control and mitigation of risk	
<p>To make the electricity production infrastructure more resilient, it is crucial to adapt by anticipating the negative impacts of climate change, such as floods, landslides, drastic temperature changes, storms, etc. To withstand the physical risks associated with climate change, Valtalia ensures that its installed equipment resists drastic temperature changes and high wind speed.</p> <p>The Group is also continuing its geographical diversification strategy but remains very dependent on its electricity production from wind power in Brazil. A weather event in this region could have an adverse effect on the Company's financial performance.</p> <p>The fight against climate change is at the heart of Valtalia's business. Renewable energy production emits no greenhouse gases into the atmosphere and enables optimal and responsible use of the planet's natural resources. This mitigation measure is detailed in Chapter 3.2 of this document.</p>	

Risk of non-compliance to business ethics and CSR (non-financial)

Identification and description of the risk	Potential impact on the Group
<p>Voltalia's activities and locations expose the company to non-financial risks with regard to:</p> <ul style="list-style-type: none"> • non-compliance of business ethics, corruption and fraud; • non-preservation of the environment and natural resources: damage to biodiversity, air pollution, soil pollution, waste, etc.; • human resources management: non-attraction of talent, loss of employee skills and expertise; • human rights abuses: failure to comply with international rules on working and living conditions for all associated stakeholders. <p>These non-financial risks are detailed in Chapter 3.3 of this document.</p>	<p>Reputational risk.</p> <p>Poor financial performance.</p> <p>Security of supplies.</p> <p>Penalties and fines.</p>
Control and mitigation of risk	
<p>As part of its CSR policy and Compliance programme, Voltalia has put in place the following measures:</p> <ul style="list-style-type: none"> • compliance programme: Ethics Code and Code of Conduct, whistleblowing procedure, ethics training, etc.; • Environmental and Social Management System (ESMS) at Group level to supplement the integrated HSE and quality management system already in place; • Group HR policy with a focus on work-life balance, compensation and benefits, training, career development and employee dialogue; • respect for the human rights and fundamental freedoms of local communities, its own employees and those of its subcontractors and suppliers, and a formal prohibition on the use of any form of slavery, inhuman and degrading treatment, and forced labour in its activities. <p>These measures are further detailed in Chapter 3.3 of this document. The objective is to prevent behaviour which, within the Group or its partners' businesses, could, voluntarily or involuntarily, incur its civil or criminal liability, an administrative penalty, damage its reputation, and threaten its businesses.</p>	

Financial risks

Risks associated with the strength of the financial structure

Identification and description of the risk	Potential impact on the Group
<p>Voltalia's activity is mainly exposed to currency, market and liquidity risks.</p> <p>Currency risk</p> <p>Voltalia is exposed to currency risk mainly through its Brazilian subsidiaries, which represent 23% of its assets and 40% of its debt as of 31 December 2020.</p> <p>The summary table in Note 14 to the consolidated financial statements for the year ended 31 December 2020 shows the exposure to currency risk.</p> <p>Variable interest rate risk</p> <p>Voltalia is exposed to interest rate risk mainly through project financing and the financing of its day-to-day operations.</p> <p>For the financing of its projects, Voltalia uses a significant leverage enabling it to limit its equity contribution, which typically ranges from 20% to 40% of total financing. This implies significant recourse to debt on the part of the operating companies, and that debt is most often incurred at a variable rate.</p> <p>Access to financing risk</p> <p>Voltalia's growth model consists of developing power plant projects for electricity production, which are financed by successive capital increases, by project financing (bridge loans and long-term debt) by corporate debts and, progressively, by some of the cash flows generated by the power plants in operation and service activities. To successfully complete its projects and to maintain them over the long term, Voltalia must find the necessary financing.</p> <p>The Group may have to reinforce its equity once again over the coming years to ensure the share of additional capital for debt financing. Although no particular difficulties are anticipated at this stage, the Group cannot exclude the possibility that the economic environment will make it more difficult to raise financing.</p>	<p>Impact on translation reserves in shareholders' equity</p> <p>Impact on consolidated reserves.</p> <p>Loss of margin on the service contract.</p> <p>Delay in the execution of service contracts</p> <p>Less advantageous construction financing, which reduces the profitability of the project.</p> <p>Suspending or even terminating the long-term development of future power plants.</p>

Control and mitigation of risk

With respect to currency risk, for all activities, the Group ensures that revenues, operating expenses, and financial expenses are for the most part expressed in the same currency in order to minimise the currency risk.

- For electricity sales activities mainly exposed to the Brazilian real, net cash flows are dependent on that currency. Nevertheless, Voltalia believes that its currency risk is hedged in the long term by inflation (see Note 14 of the Universal Registration Document). However, Voltalia remains exposed to short-term fluctuations.
- For services activities, cash flows generated in each of the currencies are not subjected to any particular type of hedging.

With regard to financing risk, Voltalia regularly analyses its financing requirements to support its development plan and, more specifically, analyses the construction projects to be launched with regard to financing and implements a policy of hedging interest rate risks by giving preference to fixed-rate financing or, when rates are variable, by using interest rate swaps to protect against unfavourable interest rate fluctuations. This is what most commonly occurs in France.

The Company has reviewed its liquidity risk and believes that it is in a position to meet its maturities for the next 12 months and its 2023 objectives with the funds it has raised and those it plans to raise.

Legal and regulatory risks

Country risk and risks related to regulatory changes

Identification and description of the risk	Potential impact on the Group
<p>Voltalia operates in a highly regulated environment in 20 countries around the world.</p> <p>This diversity exposes it to risks related to the macroeconomic, political and regulatory conditions in each of these countries.</p> <p>Each of these countries can unilaterally change its regulations, thus affecting future projects or plants already in operation.</p> <p>These regulations mainly govern:</p> <ul style="list-style-type: none"> • construction authorisations and operating licences, especially with regard to environmental protection (landscape regulations, noise regulations, biodiversity, etc.); • conditions of access to the electricity grid to which the power plant is connected; • various tax regulations under national, bi-national and international treaties and regulations where the interpretation of these various rules may be questioned by the tax authorities of various countries; • the health and safety of employees, contractors and project stakeholders (see health and safety risk in this chapter). <p>In addition, each of these countries experiences macro-economic variations that can influence the demand for electricity and therefore also the electricity sales contracts, in terms of the price of electricity, the financing conditions and the counterparties (see counterparty risk in this chapter).</p>	<p>Withdrawal of operating authorisations (licences, permits, etc.).</p> <p>Prohibition of links to local transport and distribution networks.</p> <p>Orders to pay fines.</p> <p>Tax adjustments.</p> <p>Increases in investment spending (for example, linked to the adaptation of its power plants), or operating charges (in particular by putting in place additional control and monitoring procedures).</p> <p>Impact on electricity demand depending on the level of growth of countries.</p> <p>Access to financing conditions.</p> <p>Interest rate inflation.</p>
Control and mitigation of risk	
<p>Voltalia is increasing its vigilance regarding political risks as well as the macroeconomic stability of the countries where it operates and emphasises these aspects in any potential new countries. Clauses indexing electricity sales contracts to inflation are negotiated in the vast majority of contracts.</p> <p>The Group conducts rigorous and continuous regulatory monitoring according to countries, regions and technologies in order to comply with local regulations or to protect itself from any legal changes that may affect the construction or operation of its plants.</p> <p>The ongoing diversification of the countries in which the Group operates will lead to a reduction in its possible dependence on a particular country.</p>	

Risks associated with business activity and the energy sector

Risks related to project development

Identification and description of the risk	Potential impact on the Group
<p>The development business incorporates some uncertainty as to the viability of the projects developed, whether developed for the Group or on behalf of a customer.</p> <p>Indeed, the time needed to develop a power plant project is between two and eight years, to carry out the initial prospecting, impact studies, interactions with the various public authorities and industrial commissioning of the power plants. Valtalia may incur significant expenses with respect to these elements prior to the commencement of construction and/or the industrial commissioning of the plants. For accounting purposes, these expenses are recognised under intangible assets and are submitted to an impairment test at least once a year. See Note 11 to the consolidated financial statements for the year ended 31 December 2020.</p> <p>The success of the development phase relies on meeting a number of conditions. If the latter are not met, the viability of the project and therefore its capacity to generate future revenues are threatened. Among these critical conditions are:</p> <ul style="list-style-type: none"> • visibility on land access: the Group cannot guarantee that the constraints on installation will not be strengthened and/or it will be able to find available sites needed to develop its electricity power plants; • connection capacity: Valtalia cannot guarantee that it will always be possible to implement connection solutions; • visibility on obtaining operating authorisations and planning permits: Valtalia cannot guarantee that planning permits and operating authorisations will be obtained for the sites that are currently under development; • project profitability: profitability being assured by a long-term commitment, Valtalia cannot guarantee that development work will actually result in a long-term purchase contract. <p>Valtalia develops certain projects with the intent of selling them. It cannot guarantee that these developed projects will be sold under satisfactory terms and conditions.</p>	<p>Volatile revenues</p> <p>Significant spending commitments</p> <p>Refusal of authorisations and permits for construction and operations.</p> <p>Feasibility studies for unfavourable projects.</p> <p>Scarcity of essential quality resources (such as land).</p> <p>Regulatory limits on candidate sites.</p>
Control and mitigation of risk	
<p>In order to limit the risks associated with development activities, the Group regularly assesses the probability of project completion, and those that no longer meet the activation criteria or that are abandoned are subject to full impairment.</p> <p>In addition, Valtalia uses a project management process that allows it to avoid committing to significant investments that are not transparent and to halt any project during the upstream phase of the development that no longer fully meets the profitability or risk criteria considered by the Group to be acceptable.</p>	

Risks related to the Construction business

Identification and description of the risk	Potential impact on the Group
<p>The construction of projects covers an average period of 12 to 24 months and is conditional upon obtaining operating authorisations and planning permits. These Construction activities could be subject to more or less significant delays.</p> <p>The Construction business primarily exposes the Group to regulatory risks (see the section Risks related to regulatory changes). However, given the uncertainties associated with the geology of the land, weather during the construction phase, the isolation of certain sites and the complexity of the equipment and components used, Voltalia is also exposed to various negative effects.</p> <p>In addition, any malfunctioning of the plants constructed by Voltalia during the bi-annual warranty period could entail additional costs in order to review the design and operation of these plants and reduce or even monopolise the technical and financial resources necessary for the development of other Voltalia projects. Moreover, Voltalia could see its contractual, or even criminal, liability invoked for damage sustained by its customers as a result of manufacturing or operating defects, even if – in the case of equipment – product liability could be transferred to the manufacturers.</p>	<p>Volatility of third-party construction revenues.</p> <p>Delay or even definitive cessation of construction</p> <p>Delays and additional construction costs.</p> <p>Problems linked to the power grid (obtaining adequate grid connections within the expected time periods and costs)</p> <p>Construction defects.</p> <p>Supplier default.</p> <p>Loss of financial guarantees given to customers</p>
Control and mitigation of risk	
<p>Voltalia's policy is to insure itself, to the extent possible, against extra-contractual risks during the construction phase of power plants. The level of insurance is negotiated on a case by case basis according to the specific characteristics of each project.</p> <p>Furthermore, the committee responsible for monitoring projects under construction uses specific risk mapping for each contract and these are reviewed, analysed and mitigated at each progress meeting or at key dates in the construction process, in particular using performance indicators and adequate reporting to draft acceleration/emergency plans in the event that the risk occurs.</p> <p>At the end of each project, the "feedback" database is updated to share the lessons learnt and to ensure the implementation of best practices within Voltalia.</p>	

Reputational risk (non-financial)

Identification and description of the risk	Potential impact on the Group
This risk includes in particular any risk of controversy that could have a negative impact on Voltalia's image, whether this is due directly to Voltalia's employees or activities or indirectly through potential misconduct by its partners (e.g. customers, subcontractors and suppliers).	<p>Inability to secure the land required for development.</p> <p>Non-acceptance of Voltalia's projects.</p> <p>Refusal of authorisations and permits for construction and operations.</p> <p>Loss of premium customers, suppliers and partners.</p> <p>Poor financial performance.</p> <p>Media impact.</p>
Control and mitigation of risk	
<p>Voltalia has a crisis monitoring and management system in the event of a known controversy.</p> <p>In order to strengthen the social acceptability of projects, Voltalia maintains regular and transparent dialogue with its stakeholders from the very beginning of the development phase of its projects.</p> <p>All non-financial risks from non-compliance with business ethics and CSR by Voltalia and its third parties present a reputation risk. Mitigation measures are therefore described above in the paragraph on that topic.</p>	

Risks related to growth and expansion into new regions

Identification and description of the risk	Potential impact on the Group
<p>As part of its objectives, the Group plans to expand into new regions and markets.</p> <p>As a result, the Group may experience difficulties in penetrating new markets or may misjudge the potential of a region considered by the Group.</p> <p>Tougher competition could lead to a scarcity of resources (talent, suppliers, financing, etc.), thus making growth potential more difficult and slower.</p> <p>This could also result in very low prices (for electricity sales or services) that do not allow for profitable growth.</p> <p>Furthermore, this growth could be achieved through acquisition, which would expose the Group to the inherent risks of integration, undervaluation of liabilities, overvaluation of assets or achievement of synergies.</p>	<p>Financial loss due to the lack of control over the new regions.</p> <p>Less profitable or slower than expected penetration of markets or regions.</p> <p>Growth below its objectives.</p>
Control and mitigation of risk	
<p>The Group has implemented a dynamic policy of geographic growth and diversification of services offered. In its future investment choices, Voltalia keeps a close eye on the economic, political and regulatory situation in the countries in which it is likely to invest and is also careful to diversify its investments so as to limit its exposure. New country targets and potential business acquisitions are regularly proposed and reviewed by the Executive Committee.</p>	

Counterparty risk (non-financial)

Identification and description of the risk	Potential impact on the Group
<p>In the context of its energy sales, Voltalia deals with several different types of third parties, such as suppliers of equipment or services, electricity distributors, public authorities or other independent producers, large utilities, infrastructure funds, etc. As a result, Voltalia is exposed to a counterparty risk that is not only financial but also ethical (see the risk of non-compliance with business ethics)</p> <p>Although most of these third parties are well established historical producers and distributors, no guarantee can be given that they will comply with their contractual obligations, especially in the context of long-term electricity sales contracts, or that suppliers will not encounter future difficulties in meeting Voltalia's demands or give preference to certain other market players, including direct competitors.</p> <p>Voltalia also cannot guarantee that its third parties will not be subject to restructuring or liquidation proceedings or the inability of a partner (customer, supplier, subcontractor) to comply with the applicable regulatory requirements as well as Voltalia's ethical and compliance standards.</p> <p>Any conviction, investigation or implication of a customer, subcontracting supplier or any other partner in a case involving the violation of human rights, proven corruption or any violation of international law or environmental and social best practices would have direct repercussions on Voltalia's reputation as well as legal and financial impacts.</p>	<p>Non-payment</p> <p>Termination of development, construction or maintenance contracts.</p> <p>Significant decrease in revenues and the project's economic profitability.</p> <p>Non-recovery of payments.</p> <p>Reputational risk.</p> <p>Order to pay fines and penalties.</p> <p>Unavailability of or price increases in equipment or raw materials.</p> <p>Delay in delivery times and the project schedule.</p> <p>Difficulty in achieving targets in terms of income or installed capacity.</p>
Control and mitigation of risk	
<p>In its electricity sales and services activities, the Group opts for a strategy of diversification of its counterparties, to reduce the individual impact of each customer and to ensure that none, taken individually, represents a significant portion of revenues. Nevertheless, Voltalia favours contracts linked to the country's inflation whenever possible or requires payment guarantees for the most important contracts.</p> <p>For the supplier and contractor portion, Voltalia organises calls for tenders from first-tier suppliers, which require wind turbine suppliers to follow the contract models developed internally, and then makes a selection among the offers received according to qualitative and quantitative criteria.</p> <p>In addition, as part of the Duty of Vigilance procedure, Voltalia applies social, environmental, human rights and corruption criteria in the selection process of third parties, conducts prior investigations ("KYTP") and random compliance audits.</p> <p>At the date of this Universal Registration Document, the Group has only experienced temporary and limited supplier shortages.</p>	

Health and safety risk (non-financial)

Identification and description of the risk	Potential impact on Voltalia
<p>In Construction and Operation-Maintenance activities for electricity generation infrastructure, Voltalia is exposed to a number of health and safety hazards that have the potential to cause damage or loss.</p> <p>Given the strong growth in Voltalia's business, the health and safety risk primarily corresponds to the increase in accidents due to the increasing volume of construction and operating sites as well as the risk of technical accidents.</p>	<p>Damage to the health and safety of Voltalia employees or those of its service providers.</p> <p>Increase in on-site accidents or during transportation and access to the various sites.</p> <p>Delay in the performance of contracts, possibly with additional costs.</p> <p>Reputational risk.</p>
Control and mitigation of risk	
<p>To protect the safety and well-being of Voltalia's employees and all other stakeholders, Voltalia has developed a comprehensive prevention policy led worldwide by the technical division, the purpose of which is to combat risks at the source, adapting working conditions to make them as safe as possible, or even non-hazardous as far as possible.</p> <p>Voltalia has also developed a strong commitment to training and awareness-raising for all employees to develop a health and safety culture within the Group and promote preventive behaviour. These initiatives are accompanied by adequate supervision to ensure that actions and instructions are carried out. If dangerous situations remain, collective and then individual protective measures (mandatory wearing of personal protective equipment) are put in place.</p> <p>Finally, to bring everyone together and raise the teams' awareness of this risk, the Company included this criterion in the variable compensation for all of its employees.</p> <p>Voltalia's health and safety policy is described in Chapter 3.4.2 of this document.</p>	

2.3 MAIN LEGAL PROCEEDINGS

The main disputes in which the Group is involved are a customer dispute and a supplier dispute over construction contracts:

- Voltalia began arbitration proceedings against a customer at the International Chamber of Commerce for unpaid invoices under a contract to build a solar power plant in Tanzania. The arbitration award approval procedure is underway in the local courts. Meanwhile, the customer obtained a judgment against Voltalia in a local court in contradiction with the ICC's decision. Hearings are ongoing and Voltalia remains ready to defend its interests in this case.

- As part of one its wind construction projects, Voltalia had to deal with a failure on the part of its supplier Servion, which entered liquidation proceedings, in 2019. Voltalia has had to negotiate with the subcontractors of Servion who have not been paid by the latter. The project went into operation in early 2021 and the financial performance of the power plant and the project is not compromised.

2.4 INSURANCE

The Group establishes insurance policies in each of the countries where it operates. The policies cover the civil liability of its corporate officers, including in its subsidiaries. For each of the companies it comprises, the Company has taken out civil liability insurance and more specific policies depending on the business of the company concerned (primarily: insurance of the premises, damaged property and operating losses insurance, car insurance, company travel insurance, etc.).

For companies involved in power plant projects, Voltalia identifies the specific risks associated with the technology (wind farm, photovoltaic power plant, biomass power plant, or other), and the local conditions (regions with difficult climate conditions) or countries of installation (special regulatory context).

For the Construction business, the company that owns the project subscribes to a comprehensive work-site insurance policy or is covered by such a policy subscribed to by the builder. This policy covers material damage during the construction period of the power plant up to handover and in most cases includes a specific section on operating losses. This component is generally required by the financial institutions involved in the project. In particular, it covers any operating losses that may be covered in the event of delays in works to complete plants arising from the occurrence of an accident.

The company that owns the project also subscribes a Civil Liability policy for property owners, when it is not covered by the Group policy.

As soon as the power plant is commissioned, the company owning the project takes out a general liability policy if it is not covered by the Group policy. It also takes out a policy that typically covers machinery breakdowns, fire and related risks, natural disasters and, in most cases, operating losses. The Group generally also holds contractual guarantees provided by the manufacturers of components and technical equipment of its electricity power plants, covering damage that occurs in the event of the malfunction of such components and equipment (during the warranty period).

However, Voltalia cannot guarantee that these policies are or will be sufficient to cover the losses that would result from an accident. The financial position and the results of the Group could be significantly impacted if it suffered a serious accident that is not insured, insufficiently insured, subject to a high deductible or exceeding the guarantee caps instituted or if there were to be a delay in the payment of the insurance compensation.

03

STATEMENT OF NON-FINANCIAL PERFORMANCE



3.1	A CSR approach fully integrated into the company's strategy.....	62	3.4	Our teams: the source of our success...	84
3.1.1	Sustainability as a lever for growth.....	62	3.4.1	Voltalia's human resources policy	85
3.1.2	A transversal and collaborative organisation	64	3.4.2	Health & Safety for everyone.....	91
3.1.3	An integrated approach to non-financial risk management.....	64	3.5	Other social indicators.....	95
3.1.4	Recognised non-financial performance.....	66	3.5.1	Human Resources.....	95
3.2	Improving the global environment.....	67	3.5.2	Projects and social actions.....	99
3.2.1	The fight against climate change.....	67	3.6	Note on methodology	100
3.2.2	Limited impact on resources and natural environments.....	73	3.6.1	The scope of non-financial reporting.....	100
3.2.3	Pollution prevention.....	76	3.6.2	Environmental data	101
3.2.4	A global quality approach.....	77	3.6.3	Societal data	104
3.3	Fostering local development.....	78	3.6.4	Social data.....	104
3.3.1	Ongoing dialogue with stakeholders.....	78	3.6.5	Exclusions	105
3.3.2	Contribution to local human development.....	79	3.7	Report by the independent third party on the consolidated non-financial statement.....	106
3.3.3	Uncompromising ethics.....	81			

INTRODUCTION

Voltalia reaffirmed its mission to “Improve the global environment by fostering local development” and enshrined its mission in the company’s bylaws in 2020. Voltalia employees embody this mission on a daily basis and take concrete action to produce renewable electricity that is accessible to the greatest number of people.

The various actions undertaken in favour of sustainable development to become an “*Entreprise à mission*” (“mission driven company”) in the near future demonstrate Voltalia’s real ambition to make Corporate Social Responsibility (CSR) a deeper part of the company’s business model and sustainable growth.

As a responsible company, Voltalia wishes to make a positive contribution to the major challenge of fighting climate change. To this end, it defines a CSR strategy that creates shared value with all the company’s stakeholders, in line with the United Nations Sustainable Development Goals (SDGs).

3.1 A CSR APPROACH FULLY INTEGRATED INTO THE COMPANY’S STRATEGY

Sustainability is at the very heart of Voltalia’s business and is a central lever for growth and opportunities, but also for managing non-financial risks throughout the value chain.

3.1.1 Sustainability as a lever for growth

Voltalia’s CSR commitments are aligned with its mission, which was written into the company’s bylaws in 2020, and with the United Nations Sustainable Development Goals (SDGs).

To stay true to its core values and mission, the Group aligned its sustainability policy around this mission and Voltalia’s sustainable growth model in 2019.

To this end, the Group’s CSR commitments are based on three pillars:

- improving the environment by actively combating climate change and limiting the impact of the Group’s activities on natural resources and environments;
- fostering local human development through continuous dialogue with stakeholders and uncompromising ethics;
- attracting, training and retaining employees, and protecting their health and safety.

The Group's CSR strategy actively contributes to the following United Nations Sustainable Development Goals (SDGs):



AFFORDABLE AND CLEAN ENERGY

Ensure access to affordable, reliable, sustainable and modern energy

Voltalia's business model is based on two activities: the production and sale of renewable electricity and the provision of services in the development, construction and operation of power plants, both for the company and for third-party customers.



CLIMATE ACTION

Take urgent action to combat climate change and its impact

Voltalia is involved in the fight against global warming through the production of affordable and competitively priced renewable electricity.



DECENT WORK AND ECONOMIC GROWTH

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

Voltalia's activities contribute to the development of local areas by creating jobs and sustainable infrastructure, and developing social and environmental projects for the benefit of local communities.



RESPONSIBLE CONSUMPTION AND PRODUCTION

Ensure sustainable consumption and production patterns

Voltalia contributes to the development, construction and operation of five technologies for energy production and storage: solar, wind, hydropower, biomass and storage.



LIFE ON LAND

Sustainably manage forests, combat desertification, halt and reverse land degradation, halt biodiversity loss

Voltalia strives to make responsible and optimal use of the natural resources at its disposal, such as water, forests and soil, through integrated environmental risk management at every stage of its projects.

CSR is fully integrated into Voltalia's business model⁽ⁱ⁾ at all stages of the project value chain: development, construction, operation and maintenance. It is a lever for growth and strategic development for the company and a strong expectation on the part of its stakeholders (shareholders, investors, communities and local authorities, etc.).

Voltalia hopes to go even further and soon obtain the status of a "mission driven company". Collective workshops bringing together the company's key functions are organised to define the objectives that will be included into the Group's bylaws. Voltalia is committed to pursuing these objectives within the framework of its activities through the implementation of action plans and the monitoring of associated indicators.

Materiality analysis

The company started its first materiality analysis in 2020. This exercise aims to identify and prioritise its main environmental, social and societal issues, through a broad consultation of the company's key internal and external stakeholders and an in-depth analysis of sectoral risks and trends. The conclusions of this analysis are expected in the spring of 2021 and will enable Voltalia to update its CSR strategy to make it as relevant and efficient as possible, for the creation of shared value with all stakeholders.

(i) For more information on Voltalia's business model and sustainable value creation, see Chapter 1, Section 1.2.2 of this Universal Registration Document.

3.1.2 A transversal and collaborative organisation

Voltalia created a specific Sustainability team in 2018, reporting directly to the Head of Human Resources and Corporate Functions, a member of the Executive Committee.

The team's mission is to:

Manage non-financial risks	Develop new growth opportunities	Promote Voltalia's ESG performance ⁽¹⁾
<ul style="list-style-type: none"> • Procedure for identifying social and environmental risks • Definition and deployment of the Environmental and Social Management System (ESMS) • Implementation of the Due Diligence law Act 	<ul style="list-style-type: none"> • Identification of priority social and environmental issues and definition of the Group's CSR strategy • Support to operational teams in the implementation of CSR commitments 	<ul style="list-style-type: none"> • Internal promotion and development of dedicated communication supports • Monitoring key performance indicators and non-financial reporting • Investor relations

⁽¹⁾ Environment, Social, Governance

The Sustainable Development team works in collaboration with many Voltalia teams: HSE⁽¹⁾ Compliance, Human Resources, Communications and Investor Relations, and also International Development, ASIF⁽²⁾ etc.

CSR issues are also assessed by the Board of Directors through its Audit Committee, and more particularly the management of non-financial risks and the application of the French "Sapin 2" Law and Due Diligence regulations.

3.1.3 An integrated approach to non-financial risk management

In accordance with its mission, Voltalia is committed to actively managing the environmental and social aspects of its activities in order to avoid, reduce and compensate for the negative impact associated with its activities. The Group's CSR strategy covers all significant non-financial risks, not only for the company but also for the planet and its communities.

3.1.3.1 Management of non-financial risks

The following table summarises the main non-financial risks identified by Voltalia as part of the Group risk assessment⁽³⁾, and the associated key performance indicators audited by the independent third party, Mazars SAS. The rest of this chapter describes each of these non-financial risks and presents the CSR policies and actions implemented to mitigate them, as well as the results thereof.

⁽¹⁾ Health, Safety and Environment.

⁽²⁾ Asset, Sales, Investment and Funding.

⁽³⁾ For more information on Group risk management, see Chapter 2 of this document.

Significant Group risks	Associated non-financial risks	Key performance indicators	2019 Performance	2020 Performance	Mitigation measures
Risk related to natural hazards	Fight against climate change	Tonnes of CO ₂ equivalent avoided thanks to Voltalia's production	1162 kilotonnes	1546.1 kilotonnes	Section 3.2.1 The fight against climate change
Health and safety risk	Accidents	Frequency rates (FR) and severity rates (SR) of occupational accidents involving employees and subcontractors	FR: 3.831 SR: 0.084	FR: 2.342 SR: 0.023	Section 3.4.2 Health & safety for everyone
Risk of breach of business ethics and CSR commitments	Breach of business ethics	Employees trained in ethics and compliance measures	70.3%	80.0%	Section 3.3.3 Uncompromising ethics
	Environment	Carbon intensity in CO ₂ /MWh of assets in operation (Scope 1 & 2)	n/a	11.6 kg of CO ₂ /MWh	Section 3.2 Improving the global environment
	Human resources	Percentage of employees who received at least one training course during the year Attrition rate of permanent employees	100% 15.7%	100% 14.2%	Section 3.4.1 Voltalia's human resources policy
Counterparty risk	Due Diligence of third parties	Suppliers and subcontractors assessed for their integrity	206 third parties assessed	315 third parties assessed	Section 3.3.3 Uncompromising ethics
Reputational risk	Negative image and reputation	Sustainalytics Rating and Gaia Index	8/51 75/100	3/60 76/100	Section 3.1.4 Recognised non-financial performance

3.1.3.2 Integrated approach

Voltalia adopts an integrated approach to non-financial risk management based on cross-functional collaboration between the specialised teams in charge of managing each of the specific risks, including the Sustainability, HSE, Compliance, Quality and Human Resources teams.

The company also recruited an Environmental and Social Compliance Manager into the Sustainability team in 2020, with the task of developing and coordinating the deployment of the Environmental and Social Management System (ESMS) at Group level. This ESMS complements the integrated HSE and Quality management system already in place and aims to manage all environmental and social risks associated with Voltalia's activities worldwide.

The ESMS procedures define general objectives and processes for identifying environmental and social risks throughout the project life cycle and implementing appropriate risk mitigation measures. Voltalia guarantees environmental and social management of non-financial risks at every stage of its projects.

Development

The objective is to identify the potential environmental and social impacts of Voltalia's activities as early as possible in the project life cycle. The company takes into account environmental and social sensitivities and constraints during the site selection phase and adapts the technical design of the power plant accordingly.

In compliance with national regulations, Voltalia carries out all the studies required to obtain environmental authorisations and operating licences during the development phase of its projects. These studies are carried out by independent consulting firms recognised in their field in order to guarantee their quality to the administrative authorities and Voltalia's stakeholders. The identification of the social impacts of projects is based mainly on consultation with project stakeholders.

The power plants developed by Voltalia thus benefit from impact reduction measures identified at the earliest stages of project development. The costs of the dedicated management plans are included in the budgets of each project from the development phase.

For some projects, where compliance with national regulations does not guarantee adequate identification and management of the environmental and social impacts of projects, Voltalia goes beyond national regulatory requirements. The aim is to align Voltalia's approach with European Union directives, International Finance Corporation (IFC) performance standards or European Bank for Reconstruction and Development (EBRD) performance requirements. This involves undertaking in-depth biodiversity studies that take into account the entire seasonal cycle in order to better anticipate the impact of its activities on the natural environment.

Construction

The construction phase of a project is where the highest risk of a negative impact on the natural and human environment is concentrated. Voltalia therefore ensures that all necessary

measures are in place to prevent potential impact generated by its activities and those of its subcontractors.

The HSE teams are responsible for implementing these measures in order to prevent environmental pollution, accidents that could endanger the health or safety of workers and local residents, and hindrances throughout the construction period. These measures are discussed in Section 3.4.2.




Operation

Voltalia ensures social and environmental management throughout the life of the power plant, i.e. between twenty and thirty years, through ecological monitoring of the site and possible inspections by dedicated organisations.

3.1.4 Recognised non-financial performance

Description of significant non-financial risk	Potential effects	Mitigation measures implemented and described in this section
Negative image or reputational risk: Any action or controversy that may have a negative impact on Voltalia's image, whether caused directly by Voltalia's employees or activities, or indirectly through the potential misconduct of its third parties (customers, partners, subcontractors and suppliers).	<ul style="list-style-type: none"> Media and reputational impact Social non-acceptance of Voltalia's projects Suspension or slowdown of operations Loss of customers, suppliers and partners 	<ul style="list-style-type: none"> Deployment of the CSR Policy at all levels of the company Monitoring of non-financial indicators Investor relations and responses to rating agencies

Voltalia continued to rise in the rankings of ESG rating agencies in 2020, demonstrating the recognition of its overall CSR performance as well as the transparency and maturity of its policies and associated indicators⁽¹⁾.

	2018	2019	2020
	-	19.2/100	15.2/100
Utilities ranking (industrial group)	-	16/403	7/482
Renewable energy producer classification (subcategory)	-	8/51	3/60
	70/100 ⁽²⁾	75/100 ⁽³⁾	76/100
	-	C	C

(1) The grade in year N corresponds to the performance evaluation in year N-1.

(2) Each year, the Gaia standard evolves and new criteria are included to better take into account the various aspects of Sustainability. Criteria related to biodiversity, natural resources and suppliers were added in 2020. According to the 2020 benchmark, Voltalia would have scored 62/100 in 2018.

(3) According to the 2020 benchmark, Voltalia would have scored 70/100 in 2018.

3.2 IMPROVING THE GLOBAL ENVIRONMENT

The preservation and improvement of the global environment are at the heart of Voltalia's business. This commitment is reflected in the Group's active participation in the fight against climate change, while optimising and rationalising the use of the natural resources at its disposal, and helps to mitigate the following risks

Description of significant non-financial risk	Potential effects	Mitigation measures implemented and described in this section
Risk related to natural hazards: Major or recurrent natural disasters exacerbated by climate change: floods, landslides, extreme temperature variations, storms, droughts etc.	<ul style="list-style-type: none"> • Unavailability of natural resources • Global warming • Suspension or slowdown of operations 	<ul style="list-style-type: none"> • CO₂ emissions avoided by renewable energy production • Monitoring of greenhouse gas emissions from Voltalia's activities
Environmental risk: Deterioration, whether one-off or sustained, of natural environments upon which Voltalia's operations depend.	<ul style="list-style-type: none"> • Unavailability of natural resources • Overexploitation and land pollution • Emissions of toxic and/or hazardous substances into the air or water • Poor waste management • Decline of biodiversity 	<ul style="list-style-type: none"> • Optimisation of the environmental performance of power plants • The conducting of environmental impact studies during the development phase • Measures to protect biodiversity • Co-use of land • Sustainable water and forest management • Prevention of pollution and environmental incidents • Waste management

3.2.1 The fight against climate change

Voltalia is actively involved in the fight against global warming through the production of affordable and competitively priced renewable electricity.

3.2.1.1 Enhanced expertise to serve the environment

Voltalia's business is a direct lever to reduce the risk of, and exposure to, climate change. As an independent producer and service provider for renewable energy production, the company is actively involved in the fight against climate change through two objectives:

- avoiding the emission of tonnes of CO₂ thanks to the decarbonisation of energy;
- limiting the environmental impact of its activities throughout the value chain.

Voltalia also diversifies its activities in order to complement its services and support its customers in their efforts to reduce their environmental impact:

- **Helexia** helps companies and organisations to implement their energy transformation. Thus, the company offers its customers an energy trajectory enabling them to form part of a CSR approach and to achieve energy savings through a process of continuous improvement of their energy efficiency. The company also offers the following services: electric mobility (charging stations for electric vehicles), development of customised photovoltaic solutions (shading systems or photovoltaic power plants for car parks or roofs), and industrial or commercial refrigeration management systems (for the reduction of greenhouse gas emissions).



- **Triton** enhances the value of submerged marine forests, creating products ranging from biomass to high-value finished products with wood recovered from under the surface of the oceans through its innovative technology: the SHARC™ Harvester. The core of Triton's business model is based on environmental preservation, given that it unlocks the value of an overlooked resource by developing submerged marine forests to avoid using land-based forests.



TRITON RESOURCES INC.
"REDEFINING SUSTAINABLE FORESTRY"

- **Greensolver** is an independent technical expert specialising in wind and solar assets. From construction and operating techniques to consulting, Greensolver helps increase asset profitability through quality service and in-depth industry knowledge.



- **Mywindparts**, is a start-up created in 2016 whose primary philosophy is to give a second life to wind turbines in their entirety or through the sale of spare or reconditioned parts. Expert in wind logistics, Mywindparts also offers technical advice on procurement and inventory management and develops repowering⁽¹⁾ activities in order to both extend the life of a power plant and improve its performance.



Voltalia devotes part of its activity to providing better access to energy both in countries where the energy network is not sufficiently developed and in remote areas not currently served by an existing network. In particular, the Group is working on managing the intermittence of renewable energies through its hybrid offer for isolated sites. These projects guarantee access to energy for industrial consumers not connected to the grid through an energy mix that maximises the share of renewable energy while guaranteeing the stability and quality of the electricity supplied.

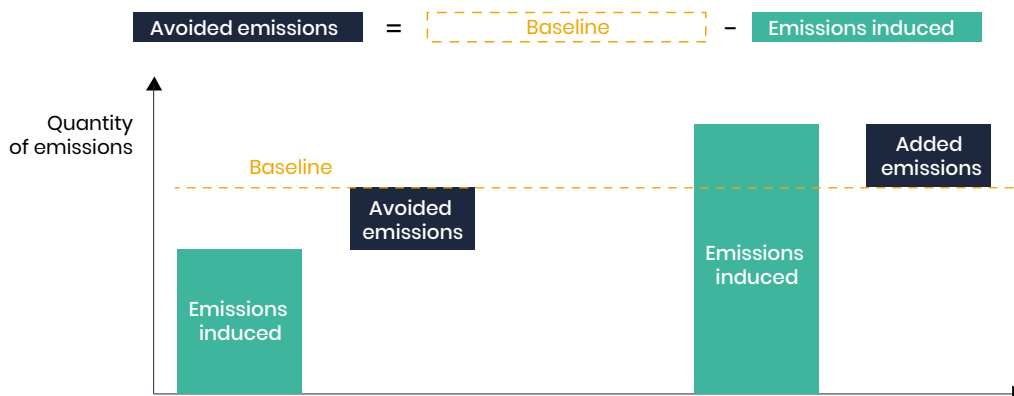
3.2.1.2 CO₂ emissions avoided

Renewable power plants reduce the use of fossil fuels (coal, gas, fuel oil) and thus avoid greenhouse gas emissions on a global scale. They thus contribute through their production to the objective of balancing anthropogenic emissions and emissions absorbed by carbon sinks.

Finally, the Group is actively involved in promoting and defending renewable energies and is a member of several professional networks committed to a more responsible development of the sector. This enables the Company to offer its expertise and feedback in order to work hand-in-hand with the various players in the sector to ensure the long-term development of renewable energy.



The renewable energy produced by the power plants developed, built or operated by Voltalia, for itself or its customers, replaces a more carbon-intensive use by end customers. Voltalia's avoided CO₂ emissions are therefore equal to the difference between the emissions generated by the production of renewable electricity and the emissions of a reference scenario that would have occurred in the absence of this production.

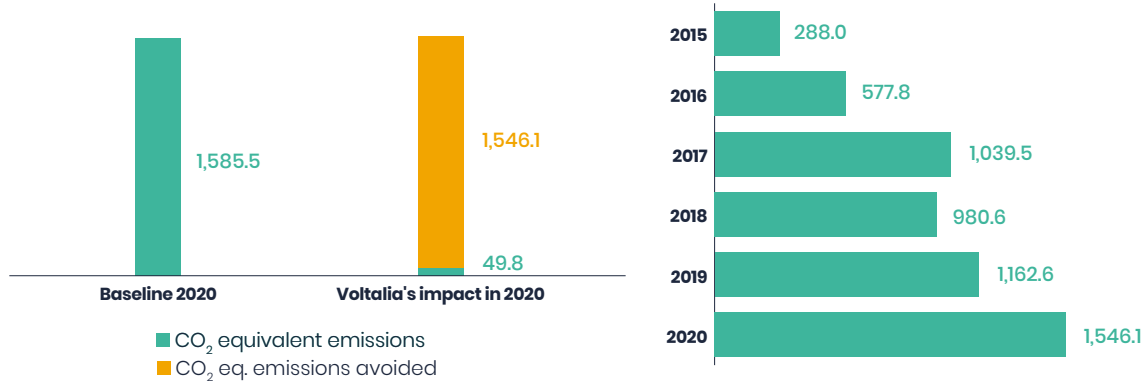


Source: Carbone 4, 2020.

(1) A repowering project consists of the complete dismantling and replacement of the wind turbines that comprise the farm (thus requiring the involvement of the large turbine manufacturers for the renewal). Source: ADEME (Agence de l'Environnement et de la Maîtrise de l'Energie – the French Environment and Energy Management Agency).

The production of all Voltalia's power plants worldwide in 2020 thus avoided 1,546.1 kilotonnes of CO₂ equivalent, an increase of 33% compared to 2019.

CO₂ EMISSIONS AVOIDED BY VOLTALIA IN 2020 AND SINCE 2015 (in ktCO₂ eq)



This increase in avoided emissions is due to:

- the increase in Voltalia's production in countries where the reference electricity mix has a significant carbon emission factor (Egypt, Jordan, Portugal, Greece);
- the update of emission factors (of reference and by technology);
- the continued growth of installed MW and of the associated production.

More than 90% of the avoided emissions come from wind generation in Brazil:

DISTRIBUTION OF AVOIDED CO₂ EMISSIONS BY COUNTRY AND TECHNOLOGY (in ktCO₂ eq)

Distribution by country	2020
Brazil	1,402.2
Egypt	43.1
France	41.1
Jordan	17.5
French Guiana	16.5
Greece	6.7
United Kingdom	5.9
Portugal	5.1
Italy	5.0
Belgium	2.1
Spain	1.0
TOTAL	1,546.1

Distribution by technology	2020
Wind	1,409.0
Solar	103.1
Hydro	11.1
Biomass	4.5
Hybrid	18.3
TOTAL	1,546.1

Based on the information available, Voltalia uses the Clean Development Mechanism (CDM) methodology of the United Nations Framework Convention on Climate Change (UNFCCC) to calculate the baseline emissions of countries⁽ⁱ⁾. This methodology reflects the merit order, i.e., the priority of generation given to low-cost (and low CO₂ emission) technologies on the grid.

(i) For more information on the methodology for calculating avoided emissions, see the note on methodology.

3.2.1.3 Group greenhouse gas emissions

Voltalia is committed to monitoring and controlling the environmental performance of its activities through the regular and extensive reporting of environmental data. In addition to Brazil, France (also including French Guyana), Portugal and Greece, this environmental reporting now covers the following countries: Spain, Mexico, Colombia, Italy, United Kingdom, Jordan, Egypt, Morocco, Kenya, Burundi, Myanmar and Albania.

In 2020, the Group's greenhouse gas emissions (excluding acquisitions) (Scope 1, Scope 2, Scope 3) represent the equivalent of 40,261 kilotons of CO₂.

2020 VOLTALIA GREENHOUSE GAS EMISSIONS (in ktCO₂ eq)

Scope 1 ⁽¹⁾	Scope 2 ⁽²⁾	Scope 3 ⁽³⁾	TOTAL
38.473	1.139	0.649	40.261

- (1) Direct greenhouse gas emissions (or Scope 1): direct emissions from fixed or mobile installations located within the organisational perimeter, i.e. emissions from sources owned or controlled by the organisation, such as: combustion from fixed and mobile sources, non-combustion industrial processes, ruminant emissions, biogas from technical landfills, refrigerant leaks, nitrogen fertilisation, biomass etc. (source: ADEME-Agence de l'Environnement et de la Maîtrise de l'Energie – the French Environment and Energy Management Agency).
- (2) Indirect energy emissions (or Scope 2): indirect emissions associated with the production of electricity, heat or steam imported for the organisation's activities (source: ADEME).
- (3) Other indirect emissions (or Scope 3): Other emissions indirectly produced by the organisation's activities that are not accounted for in Scope 2 but are linked to the entire value chain, such as the purchase of raw materials, services or other products, employee travel, upstream and downstream transport of goods, management of waste generated by the organisation's activities, use and end-of-life of the products and services sold, the capitalisation of production goods and equipment etc. (source: ADEME).

Ingenious wind turbine foundations in Brazil

In Brazil, more ingenious “star” foundations are being designed for wind farms with a view to raising the height of the towers by six metres and improve energy production by around 3% while using less concrete than conventional augmented-height foundations.

This eco-design reduces the use of concrete for the construction of the wind turbine foundations. About fifty turbines benefited from this solution in 2020.



To date, Voltalia only calculates CO₂ emissions from its business travel on Scope 3. During the 2021 financial year the Group intends to carry out its first carbon assessment in order to better understand its Scope 3 emissions and define an appropriate and ambitious climate strategy.

Scope 1 emissions

Scope 1 emissions were 38.473 kilotonnes of CO₂ equivalent in 2020. These emissions include:

- the fuel consumption of Voltalia's vehicles;
- consumption of vehicles and machinery on sites under construction and in operation;
- biomass consumption of the Kourou power plants.

Fuel consumption at the plants in operation is very low (with the exception of the Oiapoque site and the VSM1 site, where construction was completed in early 2020). Thus, 1,173,675 litres of fuel were needed to ensure 95% of Voltalia's production.

SCOPE 1 GREENHOUSE GAS EMISSIONS (in ktCO₂ eq)

	2020	Distribution
Diesel consumption at the Oiapoque power plant	26.572	69.1%
Fuel and diesel consumption except Oiapoque	10.212	26.5%
Biomass consumption at the Kourou power plant ⁽¹⁾	1.506	3.9%
Biodiesel consumption at the Oiapoque power plant	0.182	0.5%
TOTAL	38.473	100%

(1) Voltalia consumed 25,815 tonnes of wood for the operation of its Kourou power plant in 2020.

Fleet of vehicles

The strategy of Voltalia and its subsidiaries is to gradually replace its existing fleet of vehicles with electric or hybrid vehicles in all the countries where the Group operates, as is already the case in Portugal. New power plants are equipped with charging stations for the operation and maintenance teams, and also for some offices. In Brazil, biofuel is used for Voltalia's fleet of vehicles.

Oiapoque

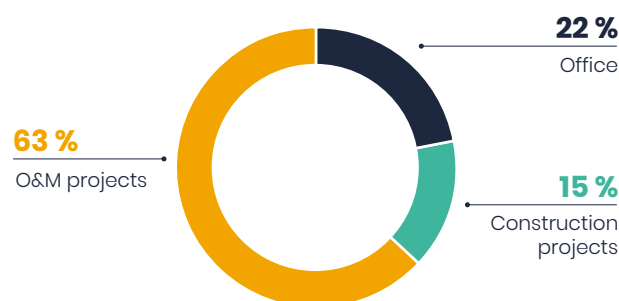
The Oiapoque plant is a hybrid power plant with a 4 MW solar unit and a 12 MW thermal plant. The Oiapoque plant consumed 11,449,277 litres of diesel for a production of 45,108 MWh in 2020. Approximately 254 litres of diesel are required to produce one MWh. The diesel used for the Oiapoque plant consists of 10% biodiesel.

Scope 2 emissions

Scope 2 emissions were 1.139 ktCO₂ eq in 2020. These emissions correspond to the following electricity consumption:

Offices ⁽¹⁾	Construction ⁽²⁾	Operation ⁽³⁾
766,623 kWh	525,344 kWh	2,192,265 kWh

BREAKDOWN OF GREENHOUSE GAS EMISSIONS IN SCOPE 2



To reduce its Scope 2 greenhouse gas emissions, Voltalia promotes the use of renewable energies through:

- self-supply: wherever possible, Voltalia consumes the electricity generated by its own power plants for the operation of its monitoring facilities. This approach sharply reduces its dependence on other electricity suppliers and the related costs. In Brazil, self-supply represents 79% of electricity consumption, i.e. 825,430 kWh out of 1,039,103 kWh;
- a green energy supply: 27% of office electricity consumption in 2020 came from renewable sources⁽¹⁾;
- energy efficiency of offices: Helexia's offices in Lyon, are BREEAM certified thanks to their design in terms of lighting, ventilation, photovoltaic energy, geothermal energy etc., have received BREEAM (Building Research Establishment Environmental Assessment Method) certification.

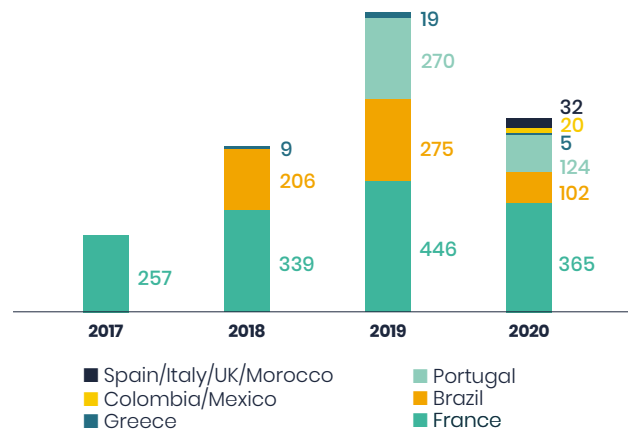
(1) This is the case for the offices in Paris (Voltalia headquarters) and Aix-en-Provence in France, Madrid in Spain and part of the offices in Oliveira de Frades in Portugal, as well as the Helexia offices in Lyon and Lille in France.

Scope 3 emissions

To date, Voltalia only calculates Scope 3⁽¹⁾ CO₂ emissions from its business travel. In order to limit travel as much as possible, the Group provides its teams with all the necessary IT tools for organising meetings and collaborative working on a remote basis. At Helexia employees are encouraged to use the train for business trips of less than four hours.

CO₂ emissions from business travel represent the equivalent of 649.24 tonnes. These emissions are down 35% from 2019, due especially to health restrictions related to the Covid-19 outbreak.

CHANGES IN AND DISTRIBUTION OF GREENHOUSE GAS EMISSIONS RELATED TO BUSINESS TRAVEL (in tCO₂ eq)



Carbon intensity

In addition to greenhouse gas emissions, Voltalia measures the carbon intensity of its power plants during operation and maintenance, i.e. the equivalent CO₂ emissions per megawatt-hour produced.

The aim is to improve the technical and environmental performance of power plants in order to reduce their carbon intensity. This indicator will be extended to power plants under construction in 2021.

SCOPE 1 AND 2 CARBON INTENSITY OF VOLTALIA SITES IN OPERATION IN 2020 (excluding acquisitions)

Emissions (ktCO ₂ eq)	Production ⁽¹⁾ (MWh)	Carbon intensity (kg CO ₂ eq / MWh)
30.030	2,581,886	11.6

(1) Location: Brazil, France and French Guiana, Egypt, Portugal, the United Kingdom and Greece, representing 97% of the Group's production in 2020.

Without taking into account the Oiapoque hybrid power plant powered by diesel fuel, the Scope 1 and Scope 2 carbon intensity drops to 1.3 kg of CO₂ equivalent emitted per MWh produced.

Voltalia's internal Center of Expertise in charge of project engineering aims to maximise installed capacity while minimising the carbon footprint of equipment in order to optimise the power plant's carbon intensity.

An internal tool has been developed to quickly estimate the carbon footprint of existing and future power plants⁽²⁾ and to identify the levers for optimising the carbon intensity of the plants. A list of internal recommendations will be compiled on the basis of this analysis in order to improve the eco-design of Voltalia power plants.

For example, in France, the modules used for the Cabanon and Jonquières solar power plants emit about 250 kg of CO₂ equivalent per Kw_p, compared to 900 kg for conventional modules from China⁽³⁾.

(1) A complete carbon assessment of the Group's Scope 1, 2 and 3 emissions is planned for 2021.

(2) Based on methods applied by ADEME and the International Energy Agency's Photovoltaic Power Systems (PVPS) programme.

(3) Estimate made on the basis of specifications provided by CRE (Commission de Régulation de l'Énergie – the French Energy Regulatory Commission).

3.2.2 Limited impact on resources and natural environments

Voltalia is committed to protecting the environment in the countries where it operates. The Group takes concrete action at every stage of its projects and is committed to strict compliance with national regulations on biodiversity preservation, natural resource management and pollution prevention.

3.2.2.1 Protection of biodiversity

Voltalia is committed to the preservation of biodiversity and has implemented a voluntary approach to follow international standards and thus go beyond national legislation.

Voltalia's activities take place over long cycles and have a direct impact on the natural environment. In order to protect natural environments, starting from the project design phase, Voltalia strictly applies regulatory procedures and/or procedures recommended by the applicable international standards that require biodiversity protection. Specific studies on the natural environment are therefore conducted as part of the project validation process, including:

- flora and fauna studies;
- bird studies;
- bat studies;
- amphibian and reptile studies;
- insect studies.

Thanks to these upstream studies, Voltalia applies the principles of the "Avoid, Reduce, Compensate" (ARC) approach. Actions implemented to avoid and reduce the impacts on the natural environment and measures to offset residual effects are analysed and implemented in partnership with the main stakeholders, notably in terms of the project, site, species and ecosystems concerned.

Biodiversity protection measures decided upon within the framework of the ARC doctrine are implemented during the construction and operational phases of Voltalia projects. They can take several forms, including:

- prohibiting the movement of construction vehicles within certain protected areas;
- demarcation and physical protection for certain sensitive species;
- periods of prohibition on construction works in order to respect nesting and/or reproductive periods;
- replanting hedgerows to create ecological corridors;
- installing permeable fences for species with low dispersal capabilities;
- creation of fallow land to provide suitable areas in which the species can hunt;
- scientific monitoring of habitats or protected species.

In Brazil, Voltalia is committed to working with local residents and biodiversity experts: the results of biodiversity monitoring at Voltalia sites are shared with local experts, environmental agencies and communities. Voltalia takes into account local threats to biodiversity beyond its commercial activities, in particular by conducting campaigns to fight the hunting of wild animals. Voltalia's wind farms in Rio Grande do Norte have helped to curb this activity and thus reduce the risk of threat to local biodiversity.

Wherever possible, vegetation cleared during construction is reused during site landscaping. Tree stumps and branches will be distributed around the site and used for habitat purposes while any unwanted material is used for stabilisation. No organic waste is burnt on site during the project.

Triton and biodiversity

The patented SHARC™ harvester from Triton, a Voltalia subsidiary specialising in sawing, planing and processing wood from submerged underwater forests, safely harvests trees in water up to 25 metres deep. Trees are cut back preserving the reservoir bottom and the natural habitat for fish and other aquatic species. Environmental management plans guide wood harvesting operations to minimise their negative impact. These plans are developed on the basis of environmental impact studies and are continuously adapted through specific environmental monitoring protocols.



3.2.2.2 Responsible use of resources

As a producer of renewable energy, Voltalia is committed to the responsible use of the natural resources at its disposal, whether land, water, wood or forests.

Land management

Right from the prospecting phase, Voltalia is committed to optimising land use to minimise its environmental footprint and support local agriculture.

Responsible land selection

Voltalia complies with local and national regulations in all the countries where it operates. During the process of land selection, the teams involved ensure the preservation of uncleared land, to maintain a certain distance from residential areas and ensure protection, guaranteeing that only a minimum of land is cleared. In Brazil, Voltalia goes further and replenishes vegetation in the local ecosystem to compensate for cleared areas.

In France, the choice of sites to develop projects meets selective approaches thanks to a multi-criteria geographical analysis: energy deposit, environmental constraints, heritage constraints, easements and distances to existing infrastructure, topography etc. For solar farms, Voltalia favours the redevelopment of degraded sites, such as abandoned quarries, and initiated a partnership with the Laboratory for Innovative Land and Territorial Initiatives (LIFTI) in 2018 to participate in the redevelopment of land, particularly wasteland.

For each project, Voltalia selects equipment with a good surface efficiency and defines support structures to limit the surface area used for a power plant project.

At the end of the plant's life, Voltalia is committed to rehabilitating the land to minimise negative impacts and has made financial provisions to cover the closure, decommissioning and rehabilitation of its sites.

Co-use of land to support local agriculture

Voltalia is also developing agrivoltaic farms, which consist of combining photovoltaic production with agricultural cultivation, by sharing the use of the same land. Voltalia thus participates in the conservation and strengthening of the agricultural economy of the territories.

Various agrivoltaic projects are being studied:

- AgriSOL: development of projects in direct consultation with farmers in order to adapt solar projects to existing farms (livestock, forage, cereal production) and thus promote synergy between agricultural production and renewable energy production;
- AgriPV: installation of solar panels equipped with trackers at a sufficient height so as not to interfere with farming practices and to protect crops from climatic hazards (violent winds, hail, drought episodes). To date, these are innovative projects with an experimental dimension (3 MW), located in vineyards, orchards, market gardens and areas used for horticulture;
- the reclamation of land for local agriculture: participation in the reopening of and access to land hitherto unexploited by local farmers through grazing agreements (for sheep, horses or donkeys etc.) in order to maintain the sites while respecting the nature of the terrain and its biodiversity. Beehives have also been set up at the Castellet II solar farm in France to fight the collapse of the bee population in the country.

Country	Agricultural activities	Power (MW)	Surface (ha)
France	Sheep, beekeeping	28.7	39.3
Portugal	Sheep, horses, donkeys	49.8	138

Crowdfunding

In Cabanon, France, Voltalia has launched its first agrivoltaic power plant project through crowdfunding. This innovative project was accompanied by a crowdfunding campaign open to residents and Voltalia staff living in the Bouches-du-Rhône and neighbouring departments during the first phase, then to all employees during a second phase. In this way, €700,000 was raised from 184 investors. This second crowdfunding campaign was launched in November 2020 after the successful 2019 campaign for the Tresques solar plant, which had raised €350,000.



Forest management

Wood consumption concerns the Kourou and Cacao biomass plants located in French Guiana. The Kourou power plant is the first power plant in a French overseas territory whose production is solely based on energy fuelled by wood combustion. Wood residues from sawmills is the main raw material used. These take the form of scraps, slabs, chips and sawdust.

In 2020, Voltalia recovered 25,815 tonnes of wood waste to operate its biomass power plant in French Guiana. In addition to continuous monitoring of biomass moisture content and combustion, annual maintenance operations are also an opportunity to improve the operation of the plants in order to optimise wood consumption.

As of 31 December 2020, 97.9% of the wood used was certified by the PEFC (Programme for the Endorsement of Forest Certification). With a certified wood supply, Voltalia is one of the first companies to produce electricity responsibly from renewable resources that take into account the environmental, social and economic aspects of sustainable forest management.



Voltalia aims to contribute to the implementation of sustainable management of natural forest resources in French Guiana, a territory covered by nearly 96% of primary equatorial forests, and to encourage its suppliers to obtain this certification.

The activities of its subsidiary, Triton, also allow the valorisation of submerged underwater forests in a short circuit by creating products ranging from biomass to high value finished products, without using land-based wood.

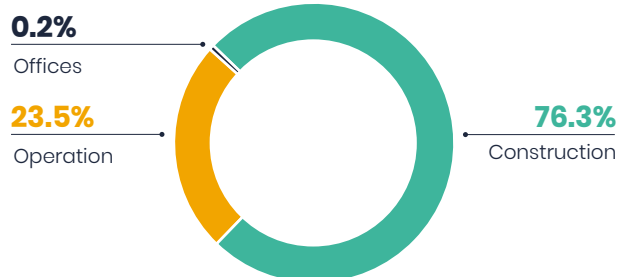
Water management

Activities developed during the construction phase or during the operation of the sites could have an impact on the availability and quality of water resources due to the use of resources such as fresh water, and the corresponding discharge of wastewater.

Voltalia develops a Water Management Plan adapted to each site so as to prevent or minimise negative impacts on water resources in terms of quality, quantity and availability.

Some preventive measures are also developed to protect both areas of surface water and underground water systems. These measures prevent the construction of water supply wells and water intake structures in sensitive ecosystems.

Voltalia also monitors water consumption during the construction and operational phases of its plants, as well as in its offices. **Total water consumption represented 733,046 m³ as of 31 December 2020.**



3.2.3 Pollution prevention

Voltalia prevents all risks of pollution and implements all necessary measures to prevent or minimise environmental incidents during the construction and operation of its plants.

3.2.3.1 Air pollution

One of the main sources of atmospheric emissions is the fuel consumption of machinery on construction sites for new power plants and for the operation of the Oiapoque hybrid site in Brazil. For more information on Voltalia's greenhouse gas emissions, see Section 3.2.1.3 above.

The Kourou and Cacao plant's atmospheric emissions are analysed every two years by a control office in accordance with regulations. In addition, Voltalia performs regular analyses of the two sites using a portable flue gas analyser.

3.2.3.2 Noise pollution

Voltalia is concerned about the integration of its power plants into their local environment and complies with the regulations in force, paying particular attention to any noise pollution from its activities in all the regions where it is located namely:

- Construction sites;
- The acoustic impact of wind power plants.

In France, the regulations applicable to wind farms in terms of acoustic impact are among the strictest in Europe. First of all, no wind turbine can be built within 500 metres of any dwelling. In addition, the wind turbines must respect strict criteria of sound emergence in relation to the ambient noise at the level of the nearest dwellings.

Voltalia designs and operates its wind farms in strict compliance with its obligations and applies techniques using specialised resources developed at its in-house Center of Expertise so as to better understand their acoustic impacts, right from the initial design phase of each power plant.

After the commissioning of a wind power plant, and in accordance with the regulatory procedure, Voltalia carries out a campaign of acoustic measurements. Corrective actions are implemented if necessary (e.g., through wind turbine clamping systems designed to reduce their operating power in order to eliminate possible excess noise levels). The proposed solutions are presented and validated by the public authorities concerned (i.e., by departmental prefectures in the French context).

3.2.3.3 Waste management

Voltalia's business does not generate significant amounts of hazardous waste. However, the Group is concerned about the proper management of waste at all its sites under construction and in operation, as well as at its offices.

In addition to the formalisation of an HSE policy at Group level, specific waste management plans are in place and adapted to each location, including:

- the appointment of a waste management officer for each project under construction and operation;
- the definition of dedicated procedures: waste management, environmental assessment, environmental incident recording, environmental risk assessment;
- training of staff for the reuse and recovery of waste;
- drawing up emergency plans for hazardous substances to prevent leaks, burns etc.;
- registration of complaints;
- a reporting and monitoring system for the evolution of waste treatment.

In general, the amount of waste at the operating sites is marginal.

Waste is recycled in the offices in Paris, Aix-en-Provence, Porto, Oliveira de Frades, Athens, Milan and London. **19.6 tonnes of waste were recycled in the Paris, Milan and Portugal offices in 2020.**

The activities of Mywindparts, a subsidiary of Voltalia, are also fully in line with a circular economy approach. Indeed, by giving a second life to wind turbines in their entirety or by selling spare or reconditioned parts, the company reduces the production of waste and new components, the production of which generates greenhouse gases.

3.2.3.4 Environmental incidents

All environmental incidents related to the Group's activities carried out by Voltalia or by other stakeholders participating in projects must be reported for inclusion in a dedicated HSE incident database. There are several classifications:

- Near misses: any unexpected events that did not result in damage, environmental release or property damage but had the potential to do so;
- Environmental accidents: an unforeseen event, failure or loss that has caused damage to the ecosystem or natural resources.

The causes of accidents must be identified to allow HSE teams to define an action plan to avoid the recurrence of the problem.

Good catches represent unsafe working conditions or actions and are encouraged to be reported along with near misses and accidents. They are generally referred to as "environmental non-compliances" and may be caused by actions under the direct responsibility of Voltalia or any

other stakeholder. The rapid identification of these deviations leads to preventive measures that avoid the occurrence of near misses, and whose early identification and notification can prevent the occurrence of accidents. The environmental incident values recorded in 2020 are as follows:



The main type of environmental accident recorded is the malfunctioning of machinery and work equipment, resulting in oil or diesel spills. In the event of an environmental accident, all necessary measures are taken to prevent the accident from happening again.

3.2.4 A global quality approach

Voltalia's Group Quality Policy supports the integration and implementation of all existing tools and processes that lead to a global quality management and continuous improvement system.

Quality must be understood and implemented by every employee at every level of the company, in every business line and location in which Voltalia operates. The members of the Executive Committee are actively involved in setting up, maintaining and monitoring this process. It is based on a recognised methodology of feedback analysis and is articulated around several objectives:

- improving customer satisfaction;

- raising awareness and training employees to improve skills and knowledge in terms of quality;
- promoting quality throughout the value chain;
- contributing to the continuous improvement of the processes in place.

The Group's quality management policy, whether or not the geographical areas are certified, allows for the integration and expansion, step by step, of tools and processes promoting a global quality management system.

Some countries have ISO certification of their quality management systems:

ISO 9001 Quality management	ISO 14 001 Environmental management	ISO 45 001 Occupational Health & Safety management systems	CHAS ⁽¹⁾	AQPV ⁽²⁾
Portugal Greece Italy France	Portugal Greece Italy	Portugal Greece Italy	United Kingdom	Aix-en-Provence

(1) Contractors Health and Safety Assessment Scheme.

(2) Photovoltaic Quality Alliance.

Other Voltalia subsidiaries are also certified:



- Greensolver is certified ISO 9001, ISO 14001, ISO 55001 and OHSAS 18001 (ISO 45001 equivalent);
- Helexia has several ISO 9001 certifications in Portugal, Italy and soon in France. Helexia's ambition is to introduce certification at all of its entities in order to then claim a global certification.

3.3 FOSTERING LOCAL DEVELOPMENT

Wherever it operates, Voltalia is committed to building long-term relationships with all of its stakeholders in order to continually contribute to the sustainable development of the territories and to mitigate the following social and ethical risks:

Description of significant non-financial risk	Potential effects	Mitigation measures implemented and described in this section
Risk of breach of business ethics: Any act that calls into question the integrity of an individual and the company: corruption, influence peddling, fraud, insider trading etc.	<ul style="list-style-type: none"> • Legal sanctions and civil or criminal liability • Suspension or slowdown of operations • Conflicts with local communities or suspension of operations • Withdrawal of investors or loss of market • Image and reputation of the company (internal and external) 	<ul style="list-style-type: none"> • Adherence to the Ethical Charter and the Code of Conduct • Provision of a professional alert system • Consultation with local stakeholders • Procedure for the selection and evaluation of third parties (Know Your Third Party)
Counterparty risk: Any practice that does not comply with applicable regulatory requirements and Voltalia's ethical and compliance standards on the part of a third party (customer, supplier, subcontractor or partner): violation of human rights, proven corrupt practices or any violation of international law and good environmental and social practices.		

3.3.1 Ongoing dialogue with stakeholders

Regular dialogue with stakeholders contributes to an accurate knowledge of local needs and expectations in order to provide adapted and innovative solutions. Aligning the interests of all stakeholders, namely local populations, regulators, and governments, is a key factor to success.

3.3.1.1 Consultation measures

Dialogue with stakeholders, through the implementation of consultation mechanisms, is a systematic and voluntary approach by Voltalia to ensure optimal integration of projects in the territories.

From the development phase onwards, consultation ensures that local stakeholders understand the position of the projects presented to them by meeting with them and involving them in the project. It is a matter of communication (distribution of newsletters, posters), but also of listening to understand the needs and integrate the expectations of stakeholders

in the design of projects: public meetings, campaigns to consult local populations, information sessions to speak with citizens and answer their questions, thematic workshops to share knowledge etc. The consultation phase also takes into account environmental aspects, with discussions on the results of environmental impact studies.

Community Liaison Officers have been created in France, Brazil and Kenya to monitor and manage the local consultation process and establish Voltalia as a key player in the region.

As part of the development of its projects in Africa, Voltalia conducts consultation campaigns with local populations, notably through administrative and religious leaders and local translators. Carried out during the impact study phases, these consultations make it possible to integrate their expectations and needs (job creation, contribution to local initiatives, training etc.) into the design and implementation of projects.

3.3.1.2 Grievance mechanisms

Voltalia is progressively putting in place systems that allow internal and external stakeholders to report their grievances, opinions or claims regarding Voltalia's projects.

Good grievance management is important to support the smooth running of a project. A grievance management process follows several steps, from receiving the grievance, recording it, investigating the circumstances, and proposing a resolution to the complainant if necessary.

Voltalia is currently setting up a grievance management procedure for the Group, drawing on existing best practices in Brazil, Kenya and France.

“Casa Voltalia”

Voltalia has created a place dedicated to dialogue with stakeholders at Serra do Mel in Brazil. A grievance mechanism allows us to record any questions or grievances about the project and to respond to them as soon as possible. This

grievance mechanism is associated with a “Stakeholder Engagement Plan” that ensures dialogue with all identified stakeholders, monitors the grievance mechanism and its effectiveness, and provides a timely and appropriate response.

Kopere project in Kenya

As part of the Kopere solar power plant construction project in Kenya, Voltalia developed an innovative mechanism for reporting public grievances via SMS. As a result, not only the workers but also the communities can send their grievances (social, HSE, security, employment etc.) free of charge. The “anonymity” option has been added to improve reporting without fear of retaliation.

Proper grievance management is important to ensure the successful implementation of economic resettlement. The grievance process in Kenya follows several steps (receipt of complaint, registration, investigation, resolution, return to the complainant).

3.3.2 Contribution to local human development

Voltalia's activities contribute to the local development by creating jobs and sustainable infrastructure and developing social and environmental projects for the benefit of local communities.

3.3.2.1 Support the socio-economic development of the territories

Voltalia's decentralised organisation allows for the creation of many direct and indirect jobs at the local level, particularly during the construction phase. The staff on the sites are recruited locally and trained in order to develop their skills on a long-term basis in the trades of the future.

In order to carry out its activities, Voltalia regularly develops infrastructure around its facilities: road construction, access to water and energy etc. Once the projects are completed and in operation, these infrastructures are maintained and provide lasting benefits to all local stakeholders.

3.3.2.2 Local social and environmental projects

In Brazil, Voltalia conducts social and environmental projects that are fully integrated into a strategic vision of the company's local presence in the country. These programmes are aligned with the UN's Sustainable Development Goals (SDGs) with sustainable strategic objectives (mid- and long-term) and dedicated indicators.

Five structural action programmes have been selected in 2020 in connection with the achievement of five SDGs. They were chosen taking into account the conditions of the region and the main needs of the communities. This effort also provides opportunities for the company to generate shared value and align with global, national and regional agendas for the SDGs.

A team is dedicated to dialogue with local stakeholders and to the implementation of these social and environmental projects around Voltalia's power plants. A specific budget is allocated for all projects, proof of a voluntary approach inherent in the company's culture. A total of BRL 12,580,365 (€1,969,834⁽ⁱ⁾) has thus been invested in these projects in Brazil since 2014.

(i) Exchange rate as of 31 December 2020. Source: xe.convert.

Social projects are aligned with the local social and economic environment and the SDGs and contribute to:

- the eradication of poverty by supporting employment and income-generating projects (SDG 1);
- the improvement of health conditions and the control of the pandemic, including in the municipality of Serra do Mel (SDG 3);
- the strengthening of the school network and access to education, such as training and the implementation of inclusive projects for citizenship, sport and local culture (SDG 4);
- per capita water supply through regional studies and engineering interventions as well as the construction of strategic partnerships for enhanced impact capacity (SDG 6);
- the improvement of the quality of the urban environment through waste management and recycling projects, environmental education, and CO₂ savings (SDG 11).

AMOUNT AND DISTRIBUTION OF INVESTMENTS IN VOLTALIA'S SOCIAL PROJECTS AND NUMBER OF BENEFICIARIES IN BRAZIL SINCE 2014

SDG	Investments (BRL)	Distribution	Number of beneficiaries ⁽¹⁾
1 NO POVERTY	5,408,676.90	43%	13,423
3 GOOD HEALTH AND WELL-BEING	3,409,554.70	27%	65,053
4 QUALITY EDUCATION	2,480,459.00	20%	65,735
6 CLEAN WATER AND SANITATION	583,325.75	5%	24,866
11 SUSTAINABLE CITIES AND COMMUNITIES	698,349.00	5%	288,768
TOTAL	12,580,365.44	100%	392,792

(1) For more details on the calculation of beneficiaries, please refer to the note on methodology.

The health crisis

Within the framework of SDG 3 (Good health and Well-being), several actions have been carried out to fight the Covid epidemic and provide communities with emergency assistance: donations of food baskets, donations of medical equipment (masks, gloves, surgical caps), donations of reusable masks, brochures, cleaning and hygiene kits for health professionals. The total amount invested was BRL 308,064 and benefited 20,589 people in the states of Rio Grande do Norte, Bahia, Minas Gerais, Rio de Janeiro and Amapá.

3.3.2.3 The employee association: we@vitalia

We@vitalia, Valtalia's employee association, was created and is run by Valtalians since 2018. It contributes to the financing and implementation of social projects proposed by employees who initiate projects in response to one of the following three requirements:

- to solve problems of access to water or energy sources, or problems more generally related to climate change;
- to contribute to the sustainable development of local territories;
- to have a positive impact on the environment.

The initiators pilot the project in its entirety with the technical support of Valtalian volunteers and the project committee of we@vitalia. The projects are implemented thanks to donations collected by and from employees, and thanks to the voluntary sharing of employees' skills with Valtalia's corporate support.

We@Valtalia systematically joins forces with local partners (NGOs), in addition to local Valtalians, to follow through each

project from conception to implementation, and to conduct periodic impact measurements.

The association is composed of 185 members from 12 countries. Volunteers are involved in solidarity operations that:

- give a new meaning to employees' career paths by actively involving them in solidarity projects;
- allows them to acquire new skills that can be reused in other professional and private areas;
- facilitates and accelerates the integration of new employees who have the opportunity to meet during the member association meetings Valtalians from different countries and cultures, and thus share common values.



3.3.3 Uncompromising ethics

Valtalia's mission to promote local development can only be fulfilled if each employee acts in the most ethical and responsible manner possible. It is also a prerequisite for winning the lasting trust of its partners and local stakeholders and a decisive competitive advantage in the long term.

3.3.3.1 The Ethical Charter and the Code of Conduct

Valtalia's responsibility goes beyond simple compliance with the applicable regulatory frameworks. Promoting renewable energies worldwide, the Group intends to pursue the development of its activities while remaining true to the values that guide its staff: integrity, ingenuity, team spirit and entrepreneurship. It is essential that their professional practices are anchored in these values, at all levels of the company.

With this in mind, Valtalia has chosen to adopt and apply an Ethical Charter and a Code of Conduct⁽ⁱ⁾ to which all employees and stakeholders (customers, partners, contractors) must adhere, complying strictly with the principles, without exception or compromise, creating a common desire to act ethically and in accordance with the company's values.

All employees are required to comply with the internal rules, policies and procedures set forth in the Ethical Charter and the Code of Conduct, and to sign the document when they join Valtalia. Translated into French, English and Portuguese, it is included in every contract signed with Valtalia's suppliers and service providers.

Through this Ethical Charter, Valtalia and its employees are committed to respecting the law, fighting corruption, respecting human rights and fundamental freedoms, and improving the environment.

Political contributions are prohibited. Valtalia does not make any contributions or provide any benefits to promote or support any political party or political figure. These practices are prohibited in order not to undermine the political neutrality to which Valtalia is committed and to avoid any suspicion of corruption.

The Ethical Charter also details the actions taken by Valtalia as a responsible employer in terms of:

- the protection of the Health & Safety of all workers;
- the fight against discrimination;
- combating harassment;
- promoting good labour relations;
- the protection of personal data.

(i) Valtalia's Ethics Code and Code of Conduct are available on the Group's website www.valtalia.com

3.3.3.2 The Compliance Programme

Voltalia implements a set of formalised internal measures and policies to ensure the ethical conduct of its activities and compliance with its Ethical Charter and Code of Conduct. The aim of these measures is to effectively fight the risk of corruption and fraud in all of the Group's geographical locations, and to ensure the protection of its employees and partners.

To ensure full compliance with the provisions of the French "Sapin 2" Law, measures are in place to deter non-compliance and reduce exposure to unethical opportunities. Thus, an internal monitoring system to detect corruption and a Group corruption risk map were created in 2020 to assess corruption risks in the various countries where the Group operates. The Group is committed to putting in place the necessary measures to deal with major ethical risks.

The Compliance Programme evolves on the basis of the results of this risk mapping, new recommendations from anti-corruption agencies relevant to Voltalia's business and in compliance with the principles of good governance in this area.

Governance

The Deputy Chief Executive Officer, a member of the Executive Committee, has been designated as the ethics adviser and is responsible for the proper application of the Ethical Charter and the Code of Conduct. Assisted by the Group's Legal and Compliance Director and the Group's Compliance Officer, this person reports annually to the Audit Committee on the progress of the Group's Compliance Programme.

Other members of the Compliance team are located in France, Portugal and Brazil. The legal team is particularly aware of ethical issues and acts as a relay between the Compliance team and operational staff.

In addition, the Audit Committee, as part of its oversight of the Group's activities, ensures the existence, relevance and effectiveness of the measures taken by management to implement the Compliance Programme.

Ethical Charter and Code of Conduct

The Ethical Charter and the Code of Conduct are the reference documents that contain a set of definitions of behaviour to be proscribed (corruption, influence peddling, fraud etc.) and to which Voltalia employees and stakeholders (customers, partners, contractors) must adhere, thus formalising their commitment to act ethically in accordance with the company's values.

It contains operational examples that enable each employee to adopt good business practices in relation to the fight against fraud and corruption: facilitation payments, third-party due

diligence (KYTP), political contributions, insider trading, unfair competition, conflict of interest, sponsoring, patronage, gift and invitation policy, sanctions control, etc.

It also ensures that ethical standards are respected by third parties with whom the company has contractual relationships. This is an audited document approved by the Chairman of the Board of Directors.

Third party control procedure

Know Your Third Party (KYTP) is the internal procedure for checking the integrity of third parties. It ensures that third parties do not present a risk of misconduct for Voltalia and that all necessary measures are taken to ensure this. It describes the steps to be taken by employees before they can enter into a contract with a supplier, subcontractor, partner or customer.

315 KYTP assessments were received and conducted by the compliance team in 2020, up 53% from 2019 when 206 audits were conducted.

Voltalia ensures that the policy and the KYTP procedure evolve to suit the Group's business. This procedure will be completed in 2021 to better cover the risks of infringement of human rights and fundamental freedoms, Health and Safety and environment.

Awareness and staff training

Voltalia aims to train all its employees in ethics (covering all types of contracts, all subsidiaries, all countries and all positions). **80% of employees were trained in the Ethical Charter and the Code of Conduct in 2020.**

The main objective of the anti-corruption training is to raise awareness among employees about the right behaviour and habits to acquire in terms of ethical choices in a difficult situation, particularly in relation to the provisions of Voltalia's Ethical Charter and Code of Conduct.

Training sessions are organised monthly in several languages for all new Voltalia employees. These trainings familiarise employees with certain key notions of business ethics:

- governance and compliance;
- the legal definitions of the different criminal offences in business life;
- the Ethical Charter and the Code of Conduct;
- the KYTP third party evaluation procedure;
- the whistleblowing system;
- examples of good practices.

This year, Voltalia highlighted the issue of corruption on the occasion of International Anti-Corruption Day (9 December 2020). Throughout the week, various activities (videos, quizzes, live broadcasts etc.) were carried out throughout the Group to raise awareness among employees of the risk of corruption and its consequences for Voltalia and, more broadly, for civil society.

Whistleblowing system

Voltalia provides all its internal and external stakeholders (employees or third parties) with a professional and confidential whistleblowing system via a secure external website that is open 24/7⁽¹⁾.

This whistleblowing system has been developed in accordance with the provisions of the French "Sapin 2" Law, and allows whistleblowers to anonymously report facts such as corruption, fraud, influence peddling and insider trading.

For more details on Voltalia's business whistleblowing system, see Section 3.3.3.4 of this document.

Compliance with data protection laws and regulations

As part of its programme to comply with the General Data Protection Regulation (GDPR) and the various related laws to which the company is subject, Voltalia is working to develop a harmonised compliance programme to address these issues in a consistent manner throughout the various countries in which the company operates.

The Legal and Compliance Department, through the Group Compliance Manager and the team's Compliance Officers, remains the guarantor of compliance with the legislation on data protection, and in particular with French Regulation 2016/679 – General Data Protection Regulation (RGPD) and the relevant Brazilian law (General Law for the Protection of Personal Data ["LGPD"] – Law No. 13.709 of 14 August 2018), currently being implemented.

The Compliance team is responsible for ensuring that the Group complies with its data protection obligations and for implementing a cross-functional approach involving all potential data protection stakeholders, in particular the Human Resources and IT departments.

Voltalia endeavours to only use subcontractors that provide sufficient guarantees regarding the implementation of appropriate technical and organisational measures, ensuring that the relevant contracts are reviewed and adapted to the applicable legal requirements regarding the protection of personal data.

The programme was complemented by a new Group "Personal Data Breach Management Procedure" in 2020. Other important developments in IT security have been implemented and employees have been made more aware and informed about the subject through mandatory training courses.

3.3.3.3 Respect for human rights

Through its Ethical Charter and Code of Conduct, Voltalia, its employees and partners are committed to respecting internationally recognised human rights in all circumstances⁽²⁾ and to protecting workers and local communities near its facilities.

Voltalia is particularly committed to respecting the fundamental rights of its employees and those of its subcontractors and suppliers, and formally prohibits the use of any form of slavery, inhuman or degrading treatment, or forced labour, including debt bondage, in the course of its activities.

The company prohibits all forms of child labour involving economic exploitation and sets the minimum age for employment at Voltalia at 16 for non-hazardous work and 18 for hazardous work.

Voltalia recognises the freedom of association, the right to collective bargaining and the freedom of association of its employees and those of its subcontractors and is committed to promoting good labour relations.

To this end, Voltalia is continually refining its policies and risk management system, thereby meeting international requirements and the expectations of its stakeholders.

The Group's whistleblowing system enables all stakeholders, whether inside or outside the company, to anonymously report incidents of harassment and violations of human rights and fundamental freedoms.

The Ethical Charter and Code of Conduct have been updated to include these commitments.

(1) Specialised external platform (EthicsPoint from Navex Global).

(2) As included in the International Bill of Human Rights and the fundamental Conventions of the International Labour Organization.

3.3.3.4 The professional whistleblowing system

Voltalia's whistleblowing system allows all the Group's stakeholders – employees and trainees working within the Group, as well as external and occasional employees and third parties (including suppliers, customers or other third parties) working with Voltalia – to issue an alert to their direct or indirect supervising manager, Human Resources officer, employer or appointed Referrers.

This whistleblowing system complements existing whistleblowing mechanisms under French labour law (whistleblowing via employee representatives or alerts transmitted to the employer under Article L. 4131-1 of the French Labour Code) and in other countries of the Group, and makes it possible to report any of the following:

- a crime or misdemeanour;
- a serious and manifest violation of the law or applicable regulations;
- conduct or situations contrary to the Group's Ethical Charter and Code of Conduct;
- a threat or serious harm to the public interest.

Employees have the possibility of issuing an alert 24/7 through a specialised external platform by referring to the non-exhaustive list of examples of behaviour that can be the subject of whistleblowing:

- corruption and other fraudulent acts;
- influence peddling;
- moral harassment;
- sexual harassment;
- theft;
- insider trading;
- human rights, environmental and QHSE violations.

The platform is available in several languages so that it can be understood by as many people as possible in the countries where Voltalia operates.

Alerts are treated confidentially to protect whistleblowers from retaliation (where permitted by local law in the whistleblower's country). A structure is in place to handle whistleblower reports with enquiries into incidents and corrective action. Furthermore, both the whistleblower and the persons concerned enjoy, if applicable, the rights provided for by the RGPD regarding their personal data (rectification, deletion etc.).

The whistleblowing procedure is proactively communicated to employees through posters, the Intranet, the launch of a communication campaign in 2020, ethics training and Compliance events within the Group (including the UN International Anti-Corruption Week in 2020). A new version of the alert procedure and a new platform will be implemented in 2021 and will be widely communicated within the Group.

3.3.3.5 Tax measures

As part of its mission, Voltalia wants to promote local development. To this end, taxes and duties constitute a vector of development. This is why Voltalia adopts a professional and ethical attitude towards all taxes and duties. The Group thus complies with the regulations in force and pays its taxes and duties in the countries where it operates, while benefiting from the tax breaks and other favourable provisions put in place by the tax authorities when the conditions are met.

In view of the diversity of the countries where it operates, and of the set of transactions giving rise to taxes and duties, Voltalia trains its local teams and ensures that calculation methods are mastered and correctly carried out, and that the declarations and payments are made within the established deadlines.

Voltalia paid €20.9 million in taxes in the main countries where the Group operates in 2020 (France, Brazil and Portugal).

3.4 OUR TEAMS: THE SOURCE OF OUR SUCCESS

Attracting, developing and retaining talent is essential to achieving the company's ambitious growth objectives for 2023. In addition, Voltalia does everything possible to protect the safety of its employees and to mitigate the following non-financial risks:

Description of significant non-financial risk	Potential effects	Mitigation measures implemented and described in this section
Risk related to Human Resources: Inability to attract, recruit, retain and train employees to support the Group's development: deterioration in the quality of life at work and social relations, insufficient attention paid to training or to Health and Safety, staff turnover etc.	<ul style="list-style-type: none"> • Loss of expertise and key skills • Loss of motivation and performance • Staff turnover • Inability to attract new talent • Psychosocial disorders • Social conflicts 	<ul style="list-style-type: none"> • Deployment of the Human Resources Policy at all levels of the company • Implementation of an integration and training programme for employees • Adherence to the Ethical Charter and the Code of Conduct
Health and Safety risk: Any damage, loss or technical accident (falling blades) related to a dangerous situation during the construction, operation and maintenance of electricity production infrastructures.	<ul style="list-style-type: none"> • Deterioration in the health and safety of workers • Increase of on-site accidents • Suspension or slowdown of operations • Image and reputation of the company (internal and external) 	<ul style="list-style-type: none"> • Deployment of the HSE Policy at all levels of the company • Development of training and awareness campaigns • Provision of a dedicated dashboard • Implementation of HSE audit plans

The health crisis: management of Covid-19

During the Covid-19 crisis, Voltalia paid the utmost attention to governmental health measures while ensuring the continuity of operations associated with energy production, which was considered an essential activity and therefore maintained even during periods of lockdown.

Voltalia has made little use of partial employment schemes (apart from occasional brief periods) or redundancies during this period of crisis. The company was even able to continue recruiting in 2020 and to guarantee the maintenance of its employees' standard of living. In France, for example, Voltalia decided to maintain the salaries of non-managers at 100% while they were partially active.

Employees who usually work in the offices all worked remotely, with the possibility of coming to the office on a voluntary basis in order to fight against employee isolation. The loaning of equipment was put in place to ensure a better working environment for remote working. Ergonomists worked with staff in France and Portugal to raise awareness of good working postures and the right to disconnect.

The HSE team was particularly involved right from the beginning of the pandemic in preventing the risk of infection and monitoring the health of Voltalia employees and stakeholders.

Activities involving interaction between Voltalia employees or other stakeholders, such as inspections, audits, emergency drills, and hands-on training, were either not performed or minimised.

Several awareness and training campaigns were implemented at each location, following legislation and government guidelines, seeking to provide timely protective equipment, preparing emergency Covid-19 plans, with comprehensive lockdown and return-to-office guidelines.

Finally, "Covid committees" were set up in Voltalia's main offices, bringing together employees from different teams. These committees meet weekly to discuss compliance with the measures in place, to ensure that government directives are being followed and to prepare communications when necessary.

3.4.1 Voltalia's human resources policy

The rapid growth and diversification of Voltalia's activities require a wide range of skills and new expertise to support this development. Voltalia is responsible for uniting its employees around its business plan and offering them a working environment that fosters diversity, well-being, skills development and good labour relations.

Voltalia has developed a Group Human Resources (HR) Policy whose purpose is to share the Group's vision in terms of Human Resources and the main aspects of associated practices: management, Voltalia's values, work-life balance, compensation and benefits, training, career development and labour dialogue.

Reporting directly to the Director of Human Resources and support functions, the Human Resources body has more than thirty dedicated members. The HR team had set several priorities in 2020 on which Voltalia made progress, and which remain priorities for 2021:

- supporting Voltalia's rapid growth through recruitment and the proper onboarding of new employees;
- developing employees' skills;
- encouraging diversity and equal opportunity;
- strengthening staff well-being and commitment.

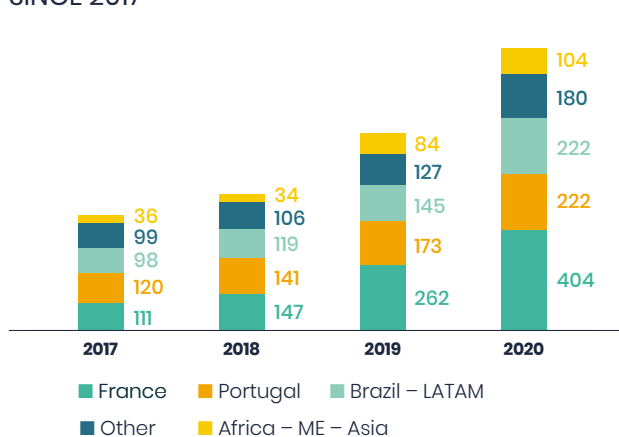
3.4.1.1 Recruitment and integration of employees

The HR teams continued their recruitment and integration campaigns for new employees to support Voltalia's business growth in 2020.

Workforce

With operations in France, Portugal, Brazil and a total of 20 countries⁽¹⁾, Voltalia had 1,132 employees as of 31 December 2020, an increase of 43% in total staff numbers. This strong growth in the workforce accompanied the growth of Voltalia's activities and was also due to the acquisition of Greensolver, Mywindparts and Triton in early 2020.

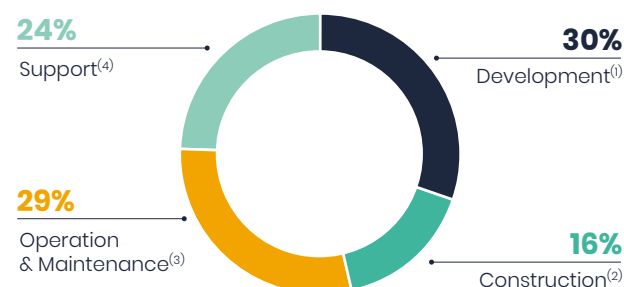
GROWTH AND DISTRIBUTION OF THE WORKFORCE SINCE 2017⁽¹⁾



A variety of roles, a source of success

In 2020, the internal development team accounted for one third of new hires and reflected Voltalia's ambitious objectives for 2023.

DISTRIBUTION OF THE WORKFORCE BY ACTIVITY IN 2020 (excluding acquisitions)



- (1) Europe and Africa Development, Latin America and Morocco Development, International Development, Funding & Investment, Power Sales.
 (2) EPC (Engineering, Procurement, Construction), ETD (Equipment, Trading, Distribution), HSE (Health, Safety, Environment), Quality.
 (3) O&M (Operation & Maintenance), COE (Center of Expertise).
 (4) Board of Directors, Finance & Administration, Human Resources and Corporate Functions.

GROWTH AND DISTRIBUTION OF ARRIVALS BY ACTIVITY IN 2019 AND 2020 (excluding acquisitions)

	2020	2019
Development	139	109
Construction	72	29
Operation & Maintenance	98	76
Support	73	81
TOTAL	382	295

Integration

Onboarding new hires into Voltalia is a key step in enabling them to understand the Group's values, strategic priorities and work methods. As such, the HR team implemented a four-part onboarding programme in 2019:

- an individual course with the meeting of several interlocutors;
- a mandatory training programme;

- a two-day integration seminar (presentation of Voltalia, its history and values, each business line and the Group's priorities in terms of Sustainability); and
- a follow-up interview on completion of the trial period.

This programme allows newcomers not only to become operational very rapidly but also to understand the challenges specific to each business line. This promotes Voltalia team spirit while enabling the onboarding of new employees.

(1) See the details of the geographical areas in the note on methodology at the end of the chapter.

Co-option policy

As part of the Group's ambitious objectives for 2023, the number of recruitments is expected to increase sharply. Voltalia has decided to place its trust in its employees to involve them in the Group's growth by creating a Co-option Policy for all countries in the Group by the end of 2019. The objective is to motivate employees to recommend qualified individuals to join Voltalia's teams by financially rewarding them for this involvement and thus facilitate the recruitment of new talents. Twenty-six talented new hires were recruited through the Co-option Policy (in France, Brazil, Portugal and Spain).



3.4.1.2 Skills development

The rapid growth and diversification of Voltalia's activities require a wide range of skills. The professional and personal development of each employee is a prerequisite for the company's growth.

Training

Voltalia has the objective of increasing the number of people receiving training to promote the professional and personal development of the largest number of employees. **As of 31 December 2020, 100% of Voltalia employees (excluding acquisitions) had received at least one training session during the year.**

30,896.45 hours of training were provided to Voltalia employees (excluding acquisitions) in 2020, 71% of which was provided by external service providers. This high growth in training hours (+ 80%)⁽¹⁾ underlines Voltalia's strong commitment to supporting all its employees in the Group's transformation.

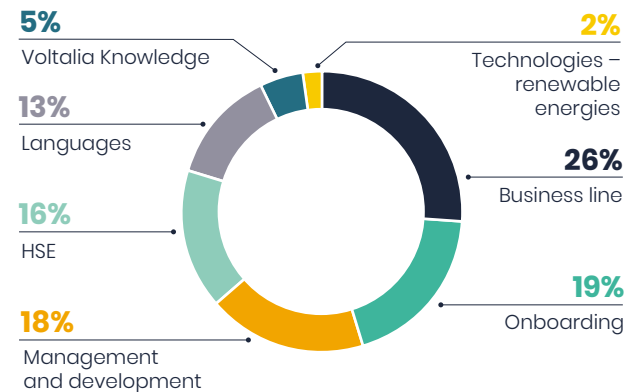
The annual performance review is an opportunity for all employees to review their training requirements in light of their past performance against set objectives.

Three areas of training development have been chosen.



Voltalia's 2020 training courses are distributed as follows:

BREAKDOWN OF TRAINING BY THEME IN 2020



In 2020, the training budget represented 3% of total base salaries, bonuses and related social charges, i.e. a total of €1.31 million. This budget was divided between:

- training activities carried out at a Group level for 20% of the total budget, i.e. €0.261 million;
- training actions carried out locally by each country for 80% of the total budget, i.e., €1.05 million.

The Voltalia Academy



An in-house training programme created by Voltalians for Voltalians and adapted to their needs was created in 2019. Knowledge management in Voltalia creates a corporate culture in which knowledge is as important as the notions of sharing and mutual support that accompany it. The aim is to leverage employees' intellectual capital to support their development, improve their performance and thus also improve the competitiveness and growth of the Group. These training sessions are accessible to everyone without limits as to seniority.

(1) 17,124 hours of training (excluding acquisitions) provided in 2019.

Leadership model

Voltalia launched its leadership model to support and train managers in 2020. This structured approach provides relevant guidance on behaviours and decision making within an organisation. This leadership model stems from Voltalia's four core values: integrity, entrepreneurship, team spirit and ingenuity. It allows managers to develop a common corporate and management culture and to learn new tools to improve the performance of their teams.

The leadership model promotes an open-feedback culture based on trust and communication. Indeed, the ability to create an environment of trust allows for learning, taking risks and assuming responsibility. Effective communication plays a key role in a fact-based feedback process and open dialogue where both parties listen and share transparently.



3.4.1.3 Diversity and equal opportunity

Through its Human Resources policy, and its Ethical Charter and Code of Conduct, Voltalia is committed to fighting all forms of discrimination and sees diversity as a source of enrichment and openness to the world.

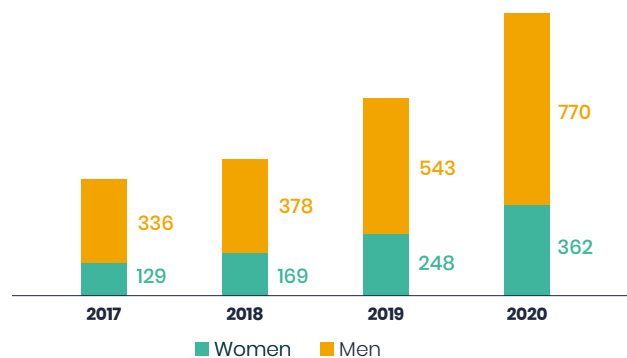
The company formally prohibits any discrimination based on the ethnic origin, nationality, religion, gender, sexual orientation, disability or age of its employees. As such, Voltalia is focusing its efforts on prevention and raising employee awareness about this type of behaviour.

Voltalia's recruitment policy is based on equal opportunities and thus ensures a transparent, non-discriminatory, impartial recruitment process. This applies to all countries where Voltalia operates and is recruiting.

Gender diversity

As it believes that gender diversity is a valuable performance driver, Voltalia promotes this diversity among its staff. **In four years, the proportion of women in the workforce has increased from 28% to 32%.**

BREAKDOWN OF GENDER IN THE WORKFORCE SINCE 2017



The Group ensures that women are represented throughout the organisational structure.

- Board of Directors: composed of four women and four men as of 31 December 2020. For more information on its composition, please refer to Section 4.1.2 of this document;
- Executive Committee: composed of two women, Céline Blachère, Head of Human Resources and Corporate Functions and Marie-Odile Lavenant, Voltalia's Chief Financial Officer. The decline in the share of women on the Executive Committee in 2019 is due to the arrival of four men and the departure of one woman.

During the recruitment process, the Human Resources teams must ensure that there is at least one woman in the final selection list of applicants.

Furthermore, throughout the year, HR teams ensure that the compensation offered to female candidates is equivalent to that offered to male candidates for the same types of positions. During the annual compensation review, Voltalia ensures that gender equity is respected both in terms of the number of people receiving raises and the percentage of raises.

The gap between average monthly salary for men and women fell, from 16.2% in 2019 to 12.8% in 2020. This gap has been steadily decreasing since 2018.

In the United Kingdom, Voltalia has also introduced a specific benefit to allow mothers to benefit from a higher income during their maternity leave than is provided for by local legislation.

Gender equality index

In accordance with the provisions introduced by the French law for the freedom to choose one's professional future enacted on 5 September 2018, Voltalia⁽¹⁾ obtained an overall score of 81/100 on the Gender Equality Index⁽²⁾.

This score is up significantly from 2019 (54/100) as a result of actions taken by the HR team. Voltalia stands out particularly in the following two indicators:

- The difference in the rates of individual increases (20/20);
- The number of employees who have received an increase upon return from maternity leave (15/15).

Helexia completed this index for the first time in 2020, achieving an overall score of 65/100 on the four indicators for companies with less than 250 employees.

Disability

Three main areas have been established to implement the disability approach at Voltalia in France:

- The recruitment and retention of disabled people, through the publication of job offers on the dedicated platform of AGEFIPH (*Association de Gestion du Fonds pour l'Insertion des Personnes Handicapées* – the French Association for the Management of the Fund for the Integration of Disabled People);
- Purchasing from special establishments (ESAT) and adapted companies (EA) providing employment and assistance to disabled workers;
- Raising awareness internally during European Disability Employment Week (EDEW), in particular by participating in DuoDay, a day during which a dozen people with disabilities met with Voltalia employees to learn about their jobs.

Cultural diversity

Voltalia actively promotes and supports multiculturalism within its teams as a way of opening up to the world. Accordingly, in the three main countries where the Group is present (France, Brazil and Portugal, i.e. 75% of the Group's workforce excluding acquisitions), no less than 18 nationalities and four continents are represented.

3.4.1.4 Employee well-being and engagement

In order to strengthen talent retention, Voltalia pays particular attention to the well-being and commitment of its teams in a complex health context.

Quality of life at work

Voltalia pays attention to the balance between the personal and professional lives of its teams. The company favours flexible working conditions whenever possible and encourages its employees to have interests and motivations outside their professional lives.

Voltalia is implementing a gradual improvement in health coverage levels in the Group's various countries on a voluntary basis, in order to increase the number of employees covered by health insurance. This is the case in Brazil, Portugal, Spain, Morocco, Egypt, Kenya, Colombia, Mexico and the United Kingdom. In addition, employees in France and Italy are covered by health insurance as required by law.

This voluntary approach is also adopted with regard to leave, in order to go further than the regulations of the countries concerned, as in Morocco, the United Kingdom and the Netherlands. Voltalia encourages employees to actively participate in community life or to volunteer in social organisations.

Voltalia is committed to actively identifying and punishing harassment within the Group. The company promotes relationships of respect and trust at all levels of the hierarchy and makes managers aware of the importance of listening to their teams in order to prevent risks.

Staff cohesion

With the health crisis and remote working becoming more widespread for Voltalia teams, ensuring communication and staff cohesion were priority objectives while combating social isolation. Voltalia has therefore set up actions to continue to unite its employees;

- organisation of weekly meetings between the teams;
- strengthening information dissemination meetings through online coffee corners;
- development of virtual, informal, friendly coffee breaks and aperitifs during periods of lockdown;
- sharing recipes from around the world during cookery workshops between employees.

Voltalia also celebrated its fifteenth anniversary in 2020. On this occasion, all Voltalia employees were invited to celebrate this festive moment through a video-conference event. Various activities took place and a book on the history of Voltalia was distributed to all employees.

(1) Voltalia SA, Voltalia Guyane and Voltalia Kourou.

(2) This index is measured on 100 points and is calculated on the basis of four or five indicators depending on the size of the company (more or less than 250 employees): the pay gap, the gap in the distribution of individual pay increases, the gap in the rate of promotion, the number of female employees receiving a raise when they return from maternity leave, and parity among the ten highest paid employees.

Labour relations and the assessment of collective agreements

Voltalia strives to maintain a respectful and constructive relationship with all its employees and is committed to promoting good labour relations. An efficient system of labour relations contributes to the well-being of employees and to the Group's development and performance.

Consequently, Voltalia guarantees all its employees freedom of association and formally recognises the right to collective bargaining.

Respect for good labour relations is the responsibility of local managers, who must ensure that they comply with local legislation and practices.

In accordance with regulatory obligations in France, Voltalia SA has an Economic and Social Committee (ESC) for which employee representatives have been elected. In France, companies with more than 11 employees are required to have employee representative bodies. This ESC is made up of eleven elected representatives (eight full members, three substitutes) from the company offices in Paris, Aix-en-Provence and Rémire-Montjoly in French Guiana, and strengthens communication with management and between the various teams.

In connection with this ESC, Voltalia signed an agreement for a Social and Economic Unit (SEU)⁽¹⁾ where all employees of Voltalia SA, Voltalia Guyane and Voltalia Kourou are represented, without taking into account the minimum workforce threshold for each company.

In Italy, Voltalia employees have a staff representative responsible for safety issues. This representative is elected by the other employees every three years and a new representative was elected in 2020.

81% of employees, excluding acquisitions, work under collective agreements at Voltalia.

France

Voltalia decided to sign an agreement for a Social and Economic Unit (SEU), as presented in the paragraph above. Moreover, there is a collective profit-sharing agreement, which is linked to the SEU. Executive-grade employees in the French companies are bound by the bargaining agreement for executives and engineers in the metallurgy industries, and non-executive grade employees are covered by regional versions of the collective bargaining agreement for non-executive grades in the metallurgy industries.

On 25 November 2020, a collective agreement was signed on working hours for technicians at the Kourou and Cacao biomass plants. This agreement allows for the organisation of work in shifts to ensure continuity of activity while facilitating the work of technicians and reducing the risk of accidents and isolated workers.

In France, Greensolver employees are covered by the Syntec Federation.

Portugal

In Portugal, employees are included in the collective employment contract signed between the Industrial Metallurgy Association and the Metallurgy Association of Portugal, according to the amendments of 8 June 2016, published in Employment Bulletin No 21.

Spain

In Spain, employees are covered by their respective regional collective agreements for the metallurgy industry: Toledo, Seville, Barcelona, Albacete, Alicante, Badajoz, Ciudad Real, Murcia and Madrid.

Italy

In Italy, employees are covered by the regional collective agreement for the metallurgy industry.

Brazil

Voltalia do Brazil (VDB) renewed its collective bargaining agreement signed in March with the Brazilian energy trades' union in 2020.

Internal mobility

Professional mobility is a major component of Voltalia's HR policy. This allows for the development of skills, provides career opportunities and gives everyone the means to progress within the Group. Mobility between the Group's different subsidiaries is encouraged.

Job opportunities are thus posted on Voltalia's Intranet and sent to all employees before publication on social media and on the Company's website. This procedure ensures that employees have the best visibility of all of the Group's job offers, in all teams and all countries of location.

In 2020, 55 employees at Voltalia (excluding acquisitions) were transferred internally. The share of the average workforce that transferred internally during the year was 6.6% in 2020.

In addition, mobility between the various Group entities is encouraged. Thus, several Voltalians joined Helexia in 2020.

Talent retention

The attrition rate of Voltalia's permanent workforce (excluding acquisitions) was 14.2% in 2020. This rate can be explained by the rapid growth of the Group as well as by the youthfulness of its employees (average age: 36.4 years old with a quarter of the workforce in the 18-29 age category and nearly half of the workforce in the 30-39 age category).

(1) Mywindparts is not represented in the SEU. In addition, no candidates were put forward for the partial professional elections for the Supervisors' college organised by the Voltalia HR team.

**TEAM ATTRITION RATE
(EXCLUDING ACQUISITIONS) SINCE 2018****Voltalia attrition rate (excluding acquisitions)**

2018	2019	2020
16.4%	15.7%	14.2%

In 2020, the attrition rate in the three main countries where the Group has 75% of its employees can be broken down as follows:

Brazil	7.6%
France	12.9%
Portugal	7.1%

The annual appraisal interviews represent a formal and regular process for reviewing the performance of permanent employees at Group level. In addition to the employee's performance during the past year, this interview allows them

to discuss their wishes in terms of training and mobility and to reflect on ways to develop their career. 100% of employees have an annual appraisal interview.

Exit interviews were also introduced in 2020 to better understand the reasons for departures and to continuously improve the Group's HR policy.

Compensation

Voltalia develops its compensation policy based on the conditions of the local labour market, internal consistency and applicable legislation. The Group's compensation policy is consistent with individual responsibilities and results, with team performance and with Voltalia's financial results. All employees benefit from variable compensation. This compensation is defined by a Company policy set up in 2018.

Variable compensation depends on the achievement of Group (15%), team (30%) and individual (55%) targets, except for France and French Guiana where the weighting is as follows: 35% for country and team targets, and 65% for individual targets (profit-sharing agreement signed in 2017 to share Group performance in France as from 2018).

3.4.2 Health & Safety for everyone

Voltalia faces the risk of an increase in personal and technical accidents due to the growing volume of construction and operating sites. The company complies with the most stringent standards and deploys an integrated Group HSE Policy and procedures adapted to each work situation to protect the health and safety of its employees and contractors.

3.4.2.1 "Zero accident" objective

The Health and Safety policy and measures developed by Voltalia since 2015 aim to provide all Group employees with a work environment that is free of accident risk by pursuing the "Zero accident" objective.

Governance

Reporting directly to the Chief Executive Officer, the Health and Safety team was expanded in 2020 to accommodate the company's growth and now has twenty-six employees dedicated to Health, Safety and Environment management at Voltalia and includes employees from different teams to ensure the involvement of all staff.

Local HSE managers and coordinators are responsible for implementing procedures, reporting and analysing accidents and ensuring compliance with the local regulatory framework. In addition, additional intermediaries have been identified across the different departments. They are responsible for promoting best practices and cooperation between the various HSE campaigns in the Group. These key contact people, who are representative of Voltalia's businesses and regional presence, are directly responsible for the proper application of the directives.

Progress made is monitored by the Executive Committee through a quarterly review of Health and Safety performance indicators. This regular review ensures that the necessary decisions are taken for the continuous improvement of the system. The ISO 45001 certification of Voltalia's sites in Portugal and Greece also guarantees that the safety risks related to the service activities are also rigorously managed.

Training and awareness campaigns

In 2020, 5,034 hours of training focusing on Health and Safety were provided to all employees.

Prevention and awareness campaigns were also conducted throughout the year by the Health and Safety teams. In 2020, two major HSE awareness campaigns were conducted:

- a campaign dedicated to "Zero Tolerance" and compliance with Health and Safety, and environmental regulations. This campaign aimed to involve all stakeholders (employees, subcontractors) in the company's "Zero accident" culture. Several regional initiatives and sub-campaigns have resulted from this campaign, such as the "3SYO⁽¹⁾" campaign, the development of inspection and supervision tools, a feedback model, and awareness campaigns on traffic accidents and local wildlife mitigation;
- a campaign dedicated to Covid-19 infection prevention (see box in the introduction to Section 3.4).

Educational booklets are also provided to employees at each site, as well as training adapted to the activity concerned (construction, operation) and the type of installation (solar, wind, biomass, hydro or storage plant).

(1) Three Strikes You're Out for repeated unsafe behaviour.

Employees receive on-site HSE training before any construction begins. These sessions are mandatory for Voltalia's construction staff as well as for subcontractors, whose Health and Safety performance is incorporated into that of the Group. This training covers all aspects of the project related to health, safety, hygiene and the environment.

All the documentation required for the proper application of Voltalia's HSE policy has been available to all employees on the Group's Intranet since 2018 and translated into several languages (HSE Policy, preventive instructions, risk assessment procedure etc.).

Finally, several specialised training courses exist to address specific risks such as lifting operations, working at heights, working on electrical circuits, first-aid assistance and evacuation drills in all activities and locations.

Subcontracting and suppliers

All contracts with suppliers and subcontractors include general HSE clauses and more specific ones in the case of construction projects. The HSE Plan is included and must be followed. The provision of penalties is required in case of non-compliance with HSE rules.

Operational guidance on contractor safety management is provided in the HSE Plan along with a comprehensive list of required documents: policies, procedures, operational instructions, traffic and emergency plans, checklists, inspections and reports. Usually (depending on the size of each project), one person is designated at the subcontractor's site as the HSE adviser.

Prior to starting operations, subcontractors must sign a form indicating that they agree to comply with all policies and procedures in place. In return, Voltalia is committed to ensuring their safety through a dedicated HSE Plan that includes all the documents to be implemented jointly by Voltalia and its contractors.

Emergency situations

Company-wide guidelines on how to prepare for and respond to emergencies are put in place. Indeed, potential risks requiring an emergency intervention have been identified: work accident, fire, hazardous substances and flooding/leaks. Instructions are available to all employees and are complemented by specific communication systems, emergency plans, training and exercises, applied according to the risks and local legislation.

In addition, a detailed emergency preparation plan is part of all action plans on construction sites or operational sites so that employees know how to respond to emergencies. The following measures are in place:

- emergency response teams in place at the regional, site or unit level: depending on the location (work site, O&M site, office or business trip), different plans are in place and must be implemented by trained local teams. The teams are prepared to attend to workplace accidents, first aid situations, firefighting, hazardous substance control and flooding. For permanent offices, specific emergency procedures are in place;
- communication protocols with external stakeholders: depending on local legislation and the extent of the risks involved, a specific communication protocol is shared with external parties. External stakeholders are involved in emergency planning as much as possible;
- emergency training for employees or communities, including regular testing of emergency response plans: the frequency of training and testing is defined in each site/office emergency plan. Emergency training is provided at two levels: the response team, with external training in first aid and firefighting (certified) and the users of the space (Voltalia or other stakeholders) with some exercises;
- a mechanism for stakeholders to report emergencies: lists with emergency contacts are available at all facilities. Emergency information and the national emergency number are also available.

Travel policy

The Group travel policy has been jointly defined by the Travel and the HR teams with the aim of harmonising practices by setting out clear rules, while taking into account the comfort, Health and Safety of employees. Voltalia makes every effort to protect the health and safety of its employees. Voltalia's partner in this effort is SOS International. SOS International provides medical and safety information to employees before their trip and when they are abroad. In the event of an emergency, an assistance system is available 24/7.

3.4.2.2 Health and Safety performance

The frequency and severity of work-related accidents are monitored and published in an internal quarterly report for all Group countries and projects. In addition, these performance indicators are available in real time on an online dashboard accessible to all employees.

In 2020, Voltalia's frequency rate (including acquisitions) improved and decreased by 39% compared to 2019.

HEALTH AND SAFETY INDICATORS SINCE 2017

	Voltalia				Subcontractors				Consolidation			
	2020	2019	2018	2017	2020	2019	2018	2017	2020	2019	2018	2017
Frequency rate	1.030	3.897	2.163	6.069	2.863	3.804	9.257	8.830	2.342	3.831	4.779	7.423
Severity rate	0.011	0.087	0.013	0.059	0.028	0.082	0.228	0.053	0.023	0.084	0.092	0.056
Accidents with time off work	2	5	2	5	14	12	5	7	16	17	7	12
Days off work	22	112	12	49	137	260	123	42	159	372	135	91

Performance objectives

Since 2015, Voltalia has been implementing a system to monitor the evolution of Health and Safety Incidents, aiming towards the "Zero accident" objective for Voltalia and its subcontractors. In addition to the definition of objectives,

a remuneration bonus is linked to their achievement. Each year, the Executive Committee decides on the objectives for the following year, based on changes in the frequency and severity rates.

EVOLUTION OF THE FREQUENCY AND SEVERITY RATES TARGETS OF WORK-RELATED ACCIDENTS SINCE 2017

Year	Frequency rate	Severity rate
2017	4.400	0.035
2018	3.018	0.028
2019	2.019	0.024
2020	2.019	0.024

Measures implemented

In 2020, the following measures were introduced:

- **HSE audit plan⁽¹⁾**: in addition to the inspections planned and carried out at each location, five visits were made to the company in Brazil, Burundi, Kenya and Spain. These HSE visits were carried out by the HSE manager at company level with the main purpose of verifying that all countries and business segments comply with the company's HSE rules and procedures. Due to travel restrictions, fewer audits were conducted than originally planned;

- **Good Catches register and dashboard**: a new online platform for reporting and monitoring HSE non-conformities has been created and improved, as well as awareness sessions, promoting its use and the consequent increase in the number of reports;
- **HSE documentation**: continuous improvements have been made to HSE documentation (adaptation to various locations, languages) in accordance with international references, such as ISO standards. In addition, HSE plans and other specific documents for tenders and contracts has been adapted to the legal requirements.

Fatal accidents

	Voltalia				Subcontractors				Consolidation			
	2020	2019	2018	2017	2020	2019	2018	2017	2020	2019	2018	2017
Fatal accidents	0	0	0	0	2	0	0	0	2	0	0	0

In its 15 years of existence, Voltalia has never experienced a fatal accident at one of its sites. However, this year, Voltalia reported two deaths on the Serra Branca wind farm in Brazil. Two employees of two second-tier subcontractors of Siemens-Gamesa (Voltalia's supplier for the wind turbines of

this park), service providers on the construction site, died: one in February and the other in June, during the displacement of a suspended load and the detachment of a suspended platform.

(1) In addition to internal audits, external audits are conducted annually. For example, external health and safety audits were conducted in 2020 in Brazil, Portugal, Egypt and Greece.

These activities are considered high risk and are subject to strict control at the project and operational levels and must meet all legal requirements. The conformity of the methods must be verified as well as the equipment and skills, with proven documentary evidence to support it.

These fatal accidents have had a profound effect on all the Group's employees. A specific internal communication took place to explain the circumstances of the accidents and the measures taken by Management.

In particular, the Executive Committee has put immediate and long-term measures in place to strengthen security.

- a new position of HSE Director, reporting directly to Valtalia's CEO, has been created;
- an internal and external investigation was conducted by an independent audit team from "Bureau Veritas" to understand the root causes of the accidents and to implement the necessary operational and organisational corrective and preventive measures through a deployed action plan. A review of procedures and documentation related to equipment supervision and inspection, such as rigging plans, inspection of all load lifting operations, preventive instructions, emergency instruction plans, and

the development of a subcontractor qualification and evaluation process were completed;

- this analysis was completed by an external audit of HSE practices and Valtalia's internal organisation;
- the members of the Executive Committee devote more of their time to safety issues, in particular by visiting power plants under construction or in operation, by reinforcing the safety awareness of Valtalia employees and subcontractors and by ensuring that safety rules are properly respected;
- training and awareness campaigns have been launched to emphasise security. A Safety Day seminar was held, as well as a global awareness campaign called "Zero Tolerance", to raise awareness of the importance of compliance with safety rules and the right of anyone to stop operations if they have any doubts about safety.

In accordance with the existing methodology for calculating Health and Safety performance indicators (frequency and severity rates), fatal workplace accidents are included in a separate category in the dashboard and are not taken into account in the formula for calculating the severity rate. However, both fatalities are taken into account in the calculation of the frequency rate.

3.5 OTHER SOCIAL INDICATORS

3.5.1 Human Resources

	2020	2019	2018
GROUP WORKFORCE	1,132	791	547
Of which Voltalia	930	709	547
Of which Helexia	146	82	-
Of which Greensolver	38	-	-
Of which Triton	13	-	-
Of which Mywindparts	5	-	-
Average workforce (excluding acquisitions)	836.9	629.3	499.5
Average workforce (with acquisitions)	1,007.7	-	-
Average number of permanent employees (excluding acq.)	84%	85%	84%
Average number of short-term/temporary employees (excluding acq.)	16%	15%	16%
Generational diversity (Voltalia excluding acquisitions)			
Average age	36.4	36.3	36.8
18 to 29 years	215	176	123
30 to 39 years	440	326	266
40 to 49 years	211	156	119
50 to 59 years	60	47	36
More than 60 years	4	4	3
Mobility			
Employees having benefited from mobility during the year	55	52	70
Of which promotions	43	36	49
Of which cross-departmental	9	16	12
Employees having benefited from mobility during the year (%)	3	-	-
Of which transfer to another Voltalia entity (transfer from Voltalia to Helexia)	6.6%	8.3%	14.0%
Compensation in euros (Voltalia excluding acquisitions)			
Average monthly salary	3,118	3,329	3,479
Average monthly executive salary	4,317	4,732	4,585
Average monthly non-executive salary	1,585	1,785	1,917
Average monthly salary for men	3,249	3,512	3,714
Average monthly salary for women	2,832	2,942	2,940
Absenteeism⁽¹⁾			
Number of hours of absence ⁽²⁾	29,556	21,098	23,579
Number of hours worked	1,408,997	748,473	810,184
Absenteeism rate	2.1%	2.8%	2.9%
Absenteeism rate excluding maternity/paternity leave	1.2%	1.5%	0.9%

(1) Location: France, Brazil, Portugal and Italy, i.e. 78% of Voltalia's workforce in 2020. Brazil is not included in the 2018 and 2019 scope.

(2) For ordinary or occupational illnesses, workplace accidents and family events

OVERALL DISTRIBUTION OF VOLTALIA (EXCLUDING ACQUISITIONS) ACCORDING TO BUSINESS LINE IN 2020

Development ⁽¹⁾	283
Construction ⁽²⁾	150
Operation and Maintenance ⁽³⁾	272
Support ⁽⁴⁾	225
TOTAL	930

(1) Europe and Africa Development, Latin America and Morocco Development, International Development, Funding & Investment, Power Sales.

(2) EPC (Engineering, Procurement, Construction), ETD (Equipment, Trading, Distribution), HSE (Health, Safety, Environment), Quality.

(3) O&M (Operation & Maintenance), COE (Centre of Expertise).

(4) Board of Directors, Finance & Administration, Human Resources and Corporate Functions.

BREAKDOWN OF VOLTALIA'S ARRIVALS AND DEPARTURES (EXCLUDING ACQUISITIONS) BY COUNTRY AND BY TYPE OF CONTRACT

	2020		2019		2018	
	Arrivals	Departures	Arrivals	Departures	Arrivals	Departures
Total by country	382	161	295	133	212	129
France	114	40	107	44	97	60
Brazil	86	13	37	12	27	6
Portugal	61	18	40	20	42	26
Other Europe	55	37	33	35	28	22
Other Latin America	2	8	7	4	2	1
Africa/Middle East/Asia	64	45	71	18	16	14
Total by contract type	382	161	295	133	212	129
Permanent contracts	266	100	180	84	131	69
Short-term/temporary contracts	116	61	115	49	81	60

BREAKDOWN OF VOLTALIA'S WORKFORCE BY GEOGRAPHICAL AREA IN 2020

Voltalia	930
France	290
Brazil	204
Portugal	204
Other Europe	122
Other Latin America	6
Africa/Middle East/Asia	104
Helexia	146
France	93
Portugal	18
Other Europe	35
Greensolver	38
France	15
Other Europe	23
Triton	13
France	1
North America	12
MyWindParts	5
France	5
TOTAL	1,132

BREAKDOWN OF VOLTALIA'S ARRIVALS AND DEPARTURES (EXCLUDING ACQUISITIONS)
BY TYPE OF CONTRACT (%)

	2020	2019	2018
Final total permanent contract	62%	54%	-
Final total short-term contract	37%	30%	-
Final total temporary	1%	17%	-
New employees on permanent contracts	70%	61%	-

Existence of profit-sharing schemes outside the legal framework (profit-sharing, collective pension fund, employee shareholding)	YES
Number of Voltalia employee shareholders thanks to the employee stock ownership plan launched in 2019	357

BREAKDOWN OF FEMALE AND MALE EMPLOYEES IN 2020

	Women	%	Men	%	Category total
Voltalia workforce	297	32%	633	68%	930
Chairman of the Board of Directors	1	100%	0	0%	1
Members of the Excom	2	15%	11	85%	13
Managers	133	32%	281	68%	414
Non-executives	161	32%	341	68%	502
Helexia workforce	50	34%	96	66%	146
Members of the Excom	0	0%	2	100%	2
Managers	24	32%	52	68%	76
Non-executives	20	38%	30	62%	69
Greensolver workforce	11	29%	27	71%	38
Managers	11	31%	25	69%	36
Non-executives	0	0%	2	100%	2
Mywindparts workforce	2	40%	3	60%	5
Managers	1	33%	2	67%	3
Non-executives	1	50%	1	50%	2
Triton workforce	2	15%	11	85%	13
Managers	1	11%	8	89%	9
Non-executives	1	25%	3	75%	4
TOTAL	362	32%	770	68%	1,132

BREAKDOWN OF FEMALE AND MALE EMPLOYEES IN 2019

	Women	%	Men	%	Category total
Voltalia workforce	223	31.5	486	68.5	709
Members of the Excom	2	13.3%	11	86.7%	1.8%
Managers	87	29.7%	205	70.3%	41.3%
Non-executives	134	33.3%	269	66.7%	56.8%
Helexia workforce	25	30.5%	57	69.5%	82
Members of the Excom	0	100%	2	0%	2.4%
Managers	18	27.3%	48	72.7%	80.5%
Non-executives	7	50%	7	50%	17.1%
TOTAL	248	31.4%	543	68.6%	791

CHANGES IN THE COMPOSITION OF VOLTALIA'S EXECUTIVE COMMITTEE

	Women	Men	Total
2020	2	13	15
2019	2	13	15
2018	3	9	12
2017	2	12	14

CHANGES IN THE COMPOSITION OF VOLTALIA'S BOARD OF DIRECTORS

	Women	Men	Total
2020	4	4	8
2019	4	3	7
2018	4	3	7

3.5.2 Projects and social actions

Social projects in Brazil	Finalised	In progress	Total
2014/2017	45	1	46
2018	5	2	7
2019	5		5
2020	31	10	41
TOTAL	86	13	99

AMOUNT OF DONATIONS AND SPONSORSHIPS ALLOCATED IN FRANCE
(METROPOLITAN FRANCE AND FRENCH GUIANA) *(in euros)*

	2020	2019
Donations and corporate sponsorship	41,800	46,000

3.6 NOTE ON METHODOLOGY

Following the transposition in France of the European Directive 2014/95/EU of 22 October 2014 on the publication of social and environmental information (Order 2017-1180 of 19 July 2017, Official Journal of 21 July 2017; Decree 2017-1265 of 9 August 2017, Official Journal of 11 August 2017), as amended by Order 2017-1180 of 19 July 2017 and Decree 2017-1265 of 9 August 2017, Voltalia is publishing a Statement of Non-Financial Performance in its Universal Registration Document for the second year.

The concordance table with the social, environmental and societal information that must be included in the Statement of Non-Financial Performance, as well as the list provided for in Article R. 225-105 II of the French Commercial Code, is published in Section 9.3 of this Universal Registration Document.

All of the information published reflects a desire to continuously improve the transparency, clarity and reliability of the Group's data and the performance of its CSR strategy. This note on methodology aims to specify the methods for collecting social, environmental and societal indicators.

3.6.1 The scope of non-financial reporting

In accordance with the requirements of Decree No. 2012-557 of 24 April 2012 on the transparency obligations of companies in social and environmental matters, the non-financial information in this report concerns the consolidated scope of Voltalia in 2020 (with acquisitions), unless otherwise mentioned.

Voltalia has expanded the scope of its social, societal and environmental reporting in relation to 2019. In the event that some indicators may be missing for a particular country, exclusions or variations in definitions are mentioned individually in the above report as footnotes.

The indicators are calculated over a period from 1 January to 31 December 2020 (12 months), with data as of 31 December 2020.

The data relating to the defined scopes was collected and consolidated by the Group's Sustainable Development department, directly from each department.

The quantitative and qualitative data provided in this report have been externally verified by Mazars SAS, appointed as an independent third party and member of the Mazars SA network, the Company's Statutory Auditor. For the information considered to be the most important, tests of details were performed.

3.6.2 Environmental data

3.6.2.1 CO₂ emissions avoided

Voltalia's avoided CO₂ emissions are equal to the difference between the emissions generated by the production of renewable electricity from existing plants in operation and the emissions of a reference scenario that would have occurred in the absence of this production.

Baseline emissions

Voltalia uses the Operating Margin (OM) emissions factors of the United Nations Framework Convention on Climate Change (UNFCCC) Clean Development Mechanism (CDM) methodology to calculate the baseline emissions of countries.

Since reliable data on electricity generation for each source is not available to calculate the OM emission factor in Jordan, Italy, Belgium and Spain, Voltalia uses the average emission factor of the country grid as a reference.

Country	Emission factors (tCO ₂ /MWh)
Brazil	0.620
Egypt	0.612
France	0.200
French Guiana	0.529
Jordan	0.566
Greece	0.987
United Kingdom	0.732
Portugal	0.746
Italy	0.406
Belgium	0.220
Spain	0.238

Voltalia's emissions

To calculate the emissions of its power plants, Voltalia uses the IPCC median emission factors⁽ⁱ⁾ for the technology used. These factors are refined for France and come from the ADEME Base Carbone database.

EMISSION FACTORS (tCO₂/MWh)

Technologies	France	Other
Solar	0.055	0.048
Wind	0.013	0.011
Hydro	0.006	0.024
Biomass	0.022	0.023

(i) Tool for calculating emissions from power projects – Clean Development Mechanism (CDM) report V7, UNFCCC, 2018.

3.6.2.2 Group greenhouse gas emissions

The Group calculates its direct greenhouse gas emissions (linked to the combustion of fuel oil and wood) as well as its indirect emissions (linked to electricity consumption). The equivalent in tonnes of CO₂ is calculated on the basis of the national or European average values presented below.

Voltaia has not yet set a target for the reduction of its greenhouse gas emissions, but aims to complete the Group's first full carbon assessment (Scope 1, 2 and 3) by 2021. This exercise will enable the Sustainability team to identify the most significant emission items to be reduced as a priority and to define an ambitious and relevant reduction target.

Only power plants with actual consumption data for the 12 months of the year have been included in the scope. In the event that a maximum of three months of consumption records for one facility out of 12 were missing, an extrapolation based on the average annual consumption could be applied to include the facility in the scope.

Scope

- Brazil, Egypt, Greece, United Kingdom, French Guiana: 100% of assets in operation.
- France: 95% of assets in operation.
- Jordan, Belgium, Spain, Myanmar, Helexia: assets excluded;
- The following assets are excluded from the carbon intensity calculation: Borox, Taconnaz, Coco Banane.

Scope 1

Scope 1 emissions	Unit	kg CO ₂
Diesel (100% mineral)	litres	2.68787
Biodiesel	litres	0.16580
Wood (chips)	tonnes	58.35272

Source: UK Government, Greenhouse gas reporting: conversion factors 2020.

Scope 2

Scope 2 emissions Emission factors (EF) (kg CO₂ eq/kWh)

Average EF mix	
France	0.057
Brazil	0.0617
Portugal	0.44
United Kingdom	0.45
French Guiana	2.56
Greece	0.72
Median EF by technology	
Wind	0.011
Solar	0.048

Particularity in Brazil and Egypt: the operating assets can self-supply. Median emission factors per technology are therefore considered.

3.6.2.3 Environmental reporting

Scope

The environmental reporting information covers the following countries: Albania, Brazil, Burundi, Colombia, Egypt, France, Greece, Italy, Jordan, Kenya, Mexico, Morocco, Myanmar, Portugal, Spain, United Kingdom. The acquisitions of Voltalia are excluded from the scope.

The following data are taken into account in environmental reporting: fuel consumption, electricity consumption, water consumption, waste production and recycling, and business travel.

Offices: the following offices are considered: Rio de Janeiro, Bogota, Cairo, Madrid, Aix-en-Provence, Paris, London, Milan, Athens, Amman, Nairobi, Rabat, Yangon, regional offices in Myanmar, Mexico City, Oliveira de Frades, Porto, Rémire-Montjoly.

Operating assets: 750 MW of installed capacity at Voltalia's operating sites is taken into account.

- Brazil, Egypt, Greece, United Kingdom: 100% of assets in operation;
- French Guiana: 100% of assets in operation (Coco Banane is no longer included in Voltalia's production figures but is taken into account in environmental reporting);
- France: 95% of operating assets (excluding Taconnaz);
- assets in Myanmar are taken into account;
- operating assets for third parties in Italy and Spain are also taken into account;
- Jordan, Belgium, Spain: assets excluded.

Assets under construction: 493 MW of Voltalia's capacity under construction is taken into account.

- Brazil: Ventos da Serra do Mel 2, Ventos da Serra do Mel 3, Ventos da Serra do Mel 4;
- France: Cabanon, Jonquières, Laspeyre, Covert Vergné, Sarry;
- Portugal: Cotovio, Cadaval;
- French Guiana: Cocola, Mana;
- Burundi: Mubuga;
- Albania: Seman 2&3.

Fuel consumption

Scope mentioned above, except for the following sites for which data is not available:

- fleet at Aix-en-Provence, Rabat and Rémire-Montjoly;
- Guyanese assets CHSMV, Coco Banane and Savane des Pères.

Electricity consumption

Scope mentioned above, except for the following sites for which data is not available:

- Bogota and London offices;
- operating assets: Borox, Coco Banane;
- operating assets for third parties in Italy and Spain;
- assets under construction: Cacao, Cadaval, Cotovio, Laspeyre, Mubuga.

Water consumption

Scope mentioned above, except for the following sites for which data is not available:

- offices in Bogota, Cairo, London, Madrid, Mexico City, Milan, Nairobi, Paris, Rabat, Rémire-Montjoly, Rio de Janeiro;
- operating assets: Borox, CHSMV, telecom towers in Myanmar, PV Portugal, Savane des Pères;
- operating assets for third parties in Italy;
- assets under construction: Laspeyre.

Waste

Waste data is available for the following sites:

- offices in Milan, Oliveira de Frades, Paris and Porto;
- the following operating assets: all Brazilian operating assets, Ra Solar, Tonge, third party operations in Italy;
- the following assets under construction: the above-mentioned scope, except for Cabanon, Laspeyre, Covert-Vergné and Mana Energy Services Stockage.

ICPE facilities

As of 31 December 2020, Voltalia had nine ICPE facilities in France and French Guiana, including all of its wind power sites, namely:

- 3V DEVELOPPEMENT SARL (authorisation);
- La Faye Energies (authorisation);
- France Europe Voltalia (authorisation);
- Echauffour Energies (authorisation);
- SAS Parc Éolien de Sarry (authorisation);
- Adriers Energies (authorisation)⁽ⁱ⁾.

(i) Power plant sold in 2020.

3.6.3 Societal data

3.6.3.1 Beneficiaries of social and environmental projects

The analysis of the beneficiaries of social and environmental projects in Brazil is done from project to project. The local Sustainability teams first identify the direct beneficiaries by taking into account the statistics of the Brazilian Institute of Geography and Statistics⁽ⁱ⁾ as well as:

- individual beneficiaries (e.g., number of direct jobs created);
- family units (e.g., number of houses in a village);
- groups (e.g., associations).

The impact of each project is then analysed in order to make more accurate estimates of the indirectly benefited population (e.g., the total population of a village, a commune etc.).

3.6.4 Social data

The scope for social data is as follows:

- Voltalia (excluding acquisitions): 100% of the 2020 scope covered, with the exception of absenteeism data for France, Brazil, Italy and Portugal.
- Voltalia (acquisitions): data concerning the workforce with a breakdown by geographical area, gender and status (management/non-management).

3.6.4.1 The workforce

The workforce numbers take into account the number of employees on permanent contracts (CDI), those on fixed-term contracts (CDD) and temporary employees. They do not include employees on French Overseas Volunteering Secondments (Volontariat International en Entreprise - VIE), apprenticeships (CAP and professional training contracts) and interns.

Breakdown of geographical areas

Africa - Middle East) Asia: Burundi, Egypt, India, Japan, Jordan, Kenya, Morocco, Myanmar.

Other Europe: Belgium, Cyprus, Greece, Italy, the Netherlands, Slovakia, Spain, the United Kingdom.

Brazil - Latin America - North America: Brazil, Canada, Colombia, Mexico.

3.6.3.2 Ethics training

The reference population to be trained is defined as the average of the current year's monthly workforce of Voltalia, Helexia, Greensolver, Triton and Mywindparts, all countries combined.

Trained individuals are defined as those who:

- received at least one ethics training between 2018 and 2020; and
- are part of the 2020 average workforce.

Employees trained in 2018 and 2019 who have left the company by 31 December 2020 are excluded from the trained workforce.

3.6.4.2 Compensation

Average salaries were calculated on the basis of employees present for at least six months of the year by adding together annual salaries in Full Time Equivalent (FTE), bonuses and exceptional bonuses in year N-1 paid in year N.

For France, benefits in kind such as cars or housing are added to the above items as well as holiday allowances paid during the year to employees present (one tenth rule).

This also corresponds to the definition used to calculate the professional equality index.

It should be noted that these average salaries encompass very different realities from one country to another due to the standard of living in each country and the type of positions represented within each country.

(i) Instituto Brasileiro de Geografia e Estatística (IBGE).

3.6.4.3 Health and safety indicators

Voltalia applies the following methodology in the calculation of the frequency and severity of workplace accidents for its employees and subcontractors (during the construction phase):

Frequency rate	FR: $\frac{\sum \text{Accidents with days of absence}}{\sum \text{Hours worked}} \times 1,000,000$
Severity rate	SR: $\frac{\sum \text{Days of absence}}{\sum \text{Hours worked}} \times 1,000$

Accidents with days of absence

An occupational injury or illness that prevents the injured person from performing any work on the workday following the accident (excluding the day the accident occurred).

Hours worked

All time (in hours) that an employee is on duty or on the employer's premises or at a prescribed work site. The time an employee is allowed to work is also taken into account, whether or not the employee is instructed or required to do so (i.e., hourly pay, overtime, double time).

Days of absence

Number of days absent from work after an injury or illness due to an accident occurred. Does not include the first day of the injury, the day the employee returns to work or the days the employee was required to travel for evaluation at a medical facility, scheduled time off, weekends, annual leave and bank holidays.

Hours worked	2020	2019	2018
Voltalia	1,940,888	1,283,033	924,512
Subcontractors	4,890,212	3,154,508	540,126
TOTAL	6,831,099	4,437,542	1,464,638

3.6.5 Exclusions

The issues of food waste, the fight against food insecurity, respect of animal well-being and responsible, equitable and sustainable food do not concern the Group's activities. This is why these issues are not included in the report.

3.7 REPORT BY THE INDEPENDENT THIRD PARTY ON THE CONSOLIDATED NON-FINANCIAL STATEMENT

For the year ended 31, December 2020

This is a free translation into English of the independent third party's report 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 standards applicable in France.

To the shareholders,

In our capacity as independent third party, accredited by COFRAC number 3-1058 (scope available at www.cofrac.fr), and member of the Mazars network of one of the company's Statutory Auditors, we hereby report to you on the non-financial statement⁽¹⁾ for the year ended 31, December 2020 (hereinafter the "Statement"), included in the group management report pursuant to the requirements of articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*Code de commerce*).

The entity's responsibility

The Board of Directors is responsible for preparing the Statement, including a presentation of the business model, a description of the principal nonfinancial risks, a presentation of the policies implemented considering those risks and the outcomes of said policies, including key performance indicators.

The Statement has been prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), the main elements of which are presented in the Statement and are available on request at the company's headquarters.

Independence and quality control

Our independence is defined by the requirements of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) of our profession. 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 guidance.

Responsibility of the independent third party

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

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225-105-I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks (hereinafter the "Information").

However, it is not our responsibility to comment on the entity's compliance with other applicable legal and regulatory requirements, in particular the French duty of care law and anti-corruption and tax avoidance legislation nor on the compliance of products and services with the applicable regulations.

Nature and scope of our work

The work described below was performed in accordance with the provisions of articles A. 225-1 et seq. of the French Commercial Code, as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements and with ISAE 3000⁽¹⁾:

- 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;

⁽¹⁾ ISAE 3000 - Assurance engagements other than audits or reviews of historical financial information

- we verified that the Statement includes each category of social and environmental information set out in article L. 225-102-1-III as well as information set out in the second paragraph of article L. 22-10-36 regarding compliance with human rights and anti-corruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105-II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1-III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with the 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 I; concerning certain risks (health and safety risk, business ethics risk, CSR risk, counterparty risk, reputation risk), our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities⁽ⁱ⁾;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix I, 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 and covers between 95% and 100% of the consolidated data relating to the key performance indicators and outcomes selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Means and resources

Our work was carried out by a team of 4 people between November 2020 and March 2021 and took a total of 3 weeks.

We conducted some ten interviews with the people responsible for preparing the Statement, representing in particular executive management, human resources, health and safety and environment departments.

Conclusion

Based on the procedures performed, nothing has come to our attention that causes us to believe that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

The independent third party,
Mazars SAS
Paris La Défense, 19, April 2021
Edwige REY
Associée RSE & Développement Durable

(i) VOLTALIA entities in Metropolitan France and French Guiana; VOLTALIA entities in Brazil

Appendix 1: Information considered as most important

Qualitative information (actions and results relating to the main risks)

- Fight against climate change
- Health and Safety Risk Accidents
- Business ethics to CSR
- Environment
- Human Resources
- Human Rights
- Third party due diligence
- Image and reputation

Quantitative indicators including key performance indicators

- Kiloton of CO₂ equivalent avoided through VOLTALIA's production
- Frequency and severity rates of work accidents for employees and subcontractors
- Carbon intensity in CO₂/MWh of operating assets (Scope 1 and 2)
- Percentage of employees having received at least one training session during the year
- Attrition rate of permanent staff
- Percentage of employees trained in ethics and compliance
- Number of suppliers and subcontractors assessed (KYTP)
- Sustainalytics rating and Gaia Index

04

GOVERNANCE



4.1	Corporate governance.....	110
4.1.1	Governance rules	110
4.1.2	Organisation of governance at Voltalia.....	112
4.1.3	Executives and Directors.....	114
4.1.4	Delegations and restrictions on the powers of the CEO	121
4.2	Board of Directors and Special Committees.....	122
4.2.1	Board of Directors.....	122
4.2.2	Special committees.....	123
4.2.3	Terms for the participation of the shareholders in the General Meeting	126
4.3	Conflicts of interest within management bodies.....	126
4.4	Compensation of directors and executives.....	127
4.4.1	Compensation policy for the Chairman of the Board of Directors and Chief Executive Officer.....	127
4.4.2	Compensation paid or awarded to executive corporate officers	129
4.4.3	Equity ratio.....	137
4.4.4	Principles and rules for the payment of Directors' compensation.....	138
4.5	Pensions and other benefits.....	140
4.6	Summary of transactions by executives and persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code	140
4.7	Service contracts between members of the administrative and management bodies of Voltalia.....	140
4.8	Human resources.....	142
4.8.1	Organisation chart as of 31 December 2020	142
4.8.2	Number and distribution of employees.....	142
4.9	Interests and stock options of directors and officers.....	142
4.10	Information on the reappointment of the Statutory Auditors	142
4.11	Equity interests of the employees in the capital of the Company.....	142
4.12	Statutory auditors' special report on regulated party agreements and commitments.....	143

4.1 CORPORATE GOVERNANCE

The Company is a French *société anonyme à Conseil d'Administration* (public limited company with a Board of Directors)

Laurence Mulliez assumed her duties as the non-executive Chairwoman of the Company on 5 May 2014. Her term of office was renewed for a period of three years during the General Shareholders' Meeting on 24 May 2018. Sébastien Clerc assumed his duties as CEO on 10 November 2011; his term of office was renewed on 13 May 2020 for a period of four years.

4.1.1 Governance rules

In the interests of transparency and public information, especially since the admission of its shares to trading on the regulated market of Euronext Paris, the Company has undertaken a comprehensive review of corporate governance practices.

In order to comply with the requirements of Article L. 225-37 of the French Commercial Code, the Company has designated the Corporate Governance Code published in September 2016 by MiddleNext (the "**MiddleNext Code**") as the reference code to which it will refer.

The Company seeks to comply with all recommendations of the MiddleNext Code. The table below lists the various recommendations of the MiddleNext Code and specifies whether the Company complies with the recommendations.

Recommendations of the MiddleNext Code

Compliance Non-compliance

Supervisory powers

R1 – Board members' ethics	✓	
R2 – Conflicts of interests	✓	
R3 – Composition of the Board – Presence of independent members	✓	
R4 – Information of Board members	✓	
R5 – Organisation of Board and Committee meetings	✓	
R6 – Establishment of Committees		✓ ⁽¹⁾
R7 – Establishment of the Board's rules of procedure	✓ ⁽²⁾	
R8 – Choice of each Board member	✓	
R9 – Term of office of Board members	✓ ⁽³⁾	
R10 – Compensation of Board members	✓	
R11 – Evaluation of the Board's work	✓	
R12 – Relationship with "shareholders"	✓	

Executive powers

R13 – Definition and transparency of the compensation of executive corporate officers	✓	
R14 – Preparation of succession plans for "executives"	✓	
R15 – Combined employment contract and corporate term of office	✓	
R16 – Retirement benefits	✓	
R17 – Supplementary pension plans	✓	
R18 – Stock options and free share allocation	✓ ⁽⁴⁾	
R19 – Review of vigilance points	✓	

(1) The Middelnext Governance Code recommends that some of the Special Committees, particularly the Audit Committee, should be chaired by Independent Directors with the necessary specific expertise. The Audit Committee is chaired by a family Director with the technical skills required. Details of the composition of the Special Committees are available in Section 4.2.2.

(2) The Chairwoman of the Board of Directors holds a corporate office at Globeleq, a company that produces electricity in Africa. Since Globeleq operates within a region where there is limited competition, this competitive situation has been accepted by the Board of Directors. In addition, the Chairman has been appointed as a non-executive Independent Director of Siemens Energy. This new position had been previously analysed and accepted by the Board of Directors at its meeting on 5 May 2020. Should an issue give rise to, or be likely to give rise to, a conflict of interest, the Chairwoman will inform the Board of Directors and the abstention and withdrawal rules provided for in the rules of procedure will apply (see the section on the duty of loyalty in the Board's rules of procedure).

(3) Directors' terms of office were renewed on 24 May 2018 at the General Meeting to approve the financial statements for 2017. The terms of office of the directors Laurence Mulliez, of the company The Green Option, represented by Philippe Joubert; and of the company Creadev, represented by Chantal Toulas and André-Paul Leclercq were renewed for different periods to stagger the ends of their terms of office.

(4) Allocations of options and shares to executive corporate officers are subject to performance conditions in line with the Group's medium-term objectives.

4.1.2 Organisation of governance at Valtalia

Chief Executive Officer

Sébastien Clerc, as CEO, is responsible for the Executive Management of the Company.

Name	Age	Nationality	Position in the Company	Date appointed	Date of renewal	Year of next renewal	Number of shares held ⁽¹⁾
Sébastien Clerc	55	French	Chief Executive Officer	10/11/2011	12/05/2016 13/05/2020	2024 GM	18,373

(1) As of 31 December 2020, shares listed in the share register.

Sébastien Clerc's management expertise and experience are the result of the variety of posts and management positions previously held. Sébastien Clerc's biography appears in Section 4.4.3 "Biographies of the executives and directors" of the Universal Registration Document.

For the purposes of managing Valtalia, Sébastien Clerc is assisted by the Executive Committee, a collegial body which he chairs. The Executive Committee implements the strategy defined by the Board of Directors.

Executive Committee

Composition

The members of the Executive Committee are:

- Sébastien Clerc, Chief Executive Officer;
- Michel Crémieux, Deputy Chief Executive Officer and Chairman of Helexia;
- Yoni Ammar, Head of Asset sales, Investment and Funding (ASIF);
- Céline Blachère, Head of Human Resources and Corporate Functions;
- Patrick Delbos, Director - France and Belgium;
- Pierre-Jérôme Desmarquest, Head of Operation and Maintenance;
- Gustavo Fernandes, Head of International Development;
- Alexis Goybet, Head of Hydro and Hybrid Project Development;
- Robert Klein, Director - Brazil, Mexico and Morocco;
- Marie-Odile Lavenant, Chief Financial Officer;
- Henri-François Prat, Head of Construction;
- Craig Windram, Director - Europe and Africa;
- Nicolas Mayaud, Chief Executive Officer of Helexia;
- Benjamin Simonis, Deputy Chief Executive Officer of Helexia;
- Maxime Vandoni, Head of Agrivoltaic Projects;
- Eduardo NIGRO, Head of Health Safety and Environnement.

Responsibilities – Functioning

The Executive Committee meets every two weeks to monitor the important events in the life of the Group and responds rapidly, as required. It also constitutes an entity for analysis, reflection and exchange on cross-departmental subjects with a view to establishing action plans for deployment at divisional level.

The Executive Committee also meets four or five times a year over several days for in-depth discussions on the implementation of Valtalia's strategy.

Board of Directors

The Board of Directors defines the Voltalia Group's strategy and supervises the actions of the Executive Management. At the date of the Universal Registration Document, the Company's Board of Directors consists of eight members:

Name	Age	Nationality	Date of first appointment	End of term of office	Number of shares held ⁽¹⁾	Experience and expertise	Positions held on Board Committees
Chairwoman							
			As a Director Board of Directors' meeting of 08/12/2009 As Chairwoman of the Board of Directors Board of Directors' meeting of 05/05/2014			Energy, renewable energies, international development, governance	Member of the Appointments and Compensation Committee
Laurence Mulliez	55	French		2021 GM 2021 GM	7,123 ⁽⁴⁾		
Directors							
							Chair of the Appointments and Compensation Committee Member of the Audit Committee
Creadev (represented by Chantal Toulas)	49	French	11/06/2015	2021 GM	-	Finance, human resources, company development	
							Chairman of the Audit Committee Member of the Appointments and Compensation Committee
André-Paul Leclercq ⁽²⁾	56	French	08/12/2009	2021 GM	-	Finance, international development	
							Member of the Audit Committee
Céline Leclercq	47	French	13/05/2020	2023 GM		Finance	
Independent Directors ⁽³⁾							
						Energy, industry, governance, corporate social responsibility (CSR), Brazil, finance	Member of the Audit Committee
The Green Option represented by Philippe Joubert	66	French	13/06/2014	2021 GM	11,947		
						International development (Africa), governance	-
Evelyne Tall ⁽²⁾	62	Senegalese	24/05/2018	2021 GM	-		
						Finance, banking, international development	Member of the Audit Committee
Alain Papiasse	65	French	13/05/2020	2023 GM	-		
						International development, renewable energies, entrepreneur	Member of the Appointments and Compensation Committee
Jean-Marc Armitano	51	French	13/05/2020	2023 GM	-		

(1) As of 31 December 2020. Directors are not obliged to hold Voltalia shares, either directly or indirectly.

(2) The General Meeting of 13 May 2020 renewed the terms of André-Paul Leclercq and Eveline Tall for an exceptional period of one year.

(3) The independent members satisfy the MiddleNext Code criteria.

(4) The number of Soparvoltalia shares held by Laurence Mulliez has increased each year through the reinvestment of a portion of the compensation received for her corporate office. Soparvoltalia is the vehicle designed to enable Voltalia's executives who are physical persons and Directors to reinvest part of the compensation that they receive for their corporate office. In short, Soparvoltalia has a 0.2496% capital interest in Voltalia.


The management expertise and experience of these individuals are the result of the variety of posts and management positions previously held (see Section 4.3 of the Universal Registration Document).

Sébastien Clerc, in his capacity as Chief Executive Officer of the Company, attends all Board of Directors meetings except closed proceedings.

In order to improve gender balance and independence and to ensure a partial renovation of the composition of the Board of Directors, two directors' terms were not renewed and three new directors were appointed during the General Meeting of 13 May 2020, bringing the new composition of the Board to four women and four men, and to four independent members out of eight. The Company thus complies with legal requirements and benefits from a female participation of 50% in its Board of Directors.

4.1.3 Executives and Directors

Biographies and main offices and positions held by the Directors in 2020, together with those held during the last five financial years but not currently held

Chairwoman of the Board of Directors	
<p>Laurence Mulliez</p> 	<p>Laurence Mulliez holds an Economics & Finance degree from ESC Rouen and an MBA from the University of Chicago Booth (USA), majoring in finance and strategy. Laurence's professional career began at BNP Paribas and, after her MBA, she was briefly with M&M Mars in Chicago (USA) and subsequently held various general management roles over 16 years with Amoco and BP in the USA, Switzerland and the UK. Her areas of expertise include strategy and M&A, but especially in employee management and enhancing financial performance as a CEO in chemicals, gas, electricity, renewable energies and industrial lubricants. Her last role at BP was Global CEO for Castrol industrial lubricants. From January 2010 to November 2013 she was CEO of Eoxis, an independent electricity producer owned by Platina Partners and active in the renewable energies sector (wind and solar) in Spain, Italy and India. Since 2011, she has been a director at several listed companies operating in the industrial and/or energy sectors. Ms Mulliez was elected Chairwoman of the Voltalia Board of Directors on 5 May 2014. She was re-appointed on 11 June 2015 and again on 24 May 2018.</p>
Other current corporate offices	Directorships held during the past five financial years but not currently held
<p>Chair of the Board of Directors: Voltalia Investissement SA (transformed into an SAS on 30 June 2020) Globeleq Ltd</p> <p>Non-executive independent director: SBM Offshore Morgan Advanced Materials Arcus Infrastructure Partners LLP NTR Wind Fund LLP Siemens Energy</p>	<p>Director: Green Investment Bank Aperam</p>

Directors

CREADEV

An investment company founded by the Mulliez family in 2002



Other current corporate offices

Director:

Yes Holding SAS
Volitalia Investissement SA
Groupe Maisons de Famille SA
Actility SA
Innovafeed SAS
Melchior Investissements et Industries SA
Sitel Group SAD since 6 August 2020

Member of the Strategic Committee:

Agorize SAS
Nutri & Co. SAS
Toopi Organics SAS

Member of the Governance Committee:

École W SAS

Member of the Supervisory Committee:

Easyence SAS

Board member:

NxtFood SAS

Member of the Supervisory Board:

Sitel Group SAD until 6 August 2020
Abilways SAD
Recommerce Solutions SAD
La Boite à Encas SAS
Digischool SAS (formerly Kreative, name changed 29 June 2020)

Company Chairman:

Creadev Mezzanine SAS
NxtFood SAS
NxtFood Immo SAS

Manager:

Crea-Five SC

Directorships held during the past five financial years but not currently held

Director:

MaunaKea Technologies SA
Greenland SA
Voltalis SA
Helexia Développement SA
Helexia SA

Member of the Supervisory Board:

Tradholding SAD
Groupe Acticall SA

Vice Chairman of the Supervisory Committee:

Groupe Maisons de Famille SAS (until 16 December 2016)

Representative of CREADEV

Chantal Toulas



A graduate of ESSEC and SFAF, Chantal Toulas joined CREADEV at the end of 2013, bringing with her 18 years of experience in M&A. Chantal began her career at KPMG Corporate Finance, where she specialised in medium-sized cross-border transactions and was co-director of M&A. She then moved to Gimar & Cie, a Parisian company specialising in bancassurance. Passionate about entrepreneurship and the "people" elements of her work, she is also a certified coach.

Other current corporate offices

Permanent representative of CREADEV SAS, Director:

Volitalia Investissement SA, converted into an SAS on 30 June 2020

Permanent representative of CREADEV SAS,

Member of the Supervisory Board:

Abilways SAD

Permanent representative of CREADEV SAS,

Member of the Governance Committee:

École W SAS

Employee:

CREADEV SAS

Directorships held during the past five financial years but not currently held

Director:

CREADEV USA, Inc.

Member of the Governance Committee:

Odyssey International SAS (since 31 July 2020)

André-Paul Leclercq



A graduate of IESEG Lille, André-Paul Leclercq has 30 years' experience at Auchan and Decathlon. His career has taken him to France, Asia and Eastern Europe, where he has held financial management and general management positions in the real estate sector, followed by international development roles. Elected to the Hauts-de-France Regional Council since 2016 and a CHEDE-IGPDE graduate, he is responsible for advising the Chairman on economic policy and represents the Region, in particular within investment funds. In 2017, he joined the Board of Directors of ANSA (*Association Nationale des Sociétés par Actions*—the French national association of joint-stock companies) and was elected as a member of the Supervisory Board of the Mulliez Family Association.

Other current corporate offices

Chairman of the Supervisory Board:
Entreprise Promotion SAD

Manager:
Berand SC
Viaduc SAS
Ancre SC

Member of the Supervisory Board:
Acanthe SCA
Cimofat SCA
Valorest SCA
Soderec SC

Chairman of the Board of Directors representing the President of the Regional Council:
Finorpa Conseil Lens

Deputy Regional Adviser – Commission Chairman:
Hauts de France Region

Acting Director appointed to the Board of Directors by the Regional Council:
Inovam Tourcoing SAS
Finorpa Financement Lens
Nord France Amortage
Contactless Technology Innovation Centre

Acting Director appointed to the Board of Directors to represent the President of the Regional Council:
Finorpa – PP Lens
Finorpa – SCR Lens
FRG Finorpa Lille
Nord France Invest
Agence Régionale de Développement et d'Innovation des Hauts de France (Hauts de France Regional Development and Innovation Agency)

Appointed representative to the Proch'emploi Lille regional employment platform
(Hauts de France Regional Council)

Member of the Reboost Fund Supervisory and Strategic Planning Board
(Hauts de France Regional Council)

Appointed representative to the Departmental Commission of the President of the Regional Council:
Regional Directorate for Business Competition, Consumption, Employment and Job Creation

Acting member appointed to the Supervisory Board to represent the President of the Regional Council:
Finorpa Gestion, Lille
Finovam, Marcq-en-Barœul

Appointed representative of the President of the Regional Council:
Public service for local employment

Alternate Director appointed to the Board of Directors by the Regional Council:
Picardie Énergie et Développement Durable (Picardy Energy and Sustainable Development)
Picardie Investissement (Picardy Investment)

Directorships held during the past five financial years but not currently held

Chairman of the Board of Directors:
Enterprise Promotion
Auchan Polska
Auchan Roumania
Mobilis Banque SA
BPI Banque Publique Lille

The Green Option or its representative

Philippe Joubert



Philippe Joubert worked in Brazil for nearly 25 years, primarily for the Alstom Group. He then returned to France in 2000 to assume the management of Alstom T&D and subsequently of Alstom Power. He was Deputy CEO of Alstom until 2012. Philippe Joubert is currently Chairman and founder of Earth on Board, Senior Advisor to the World Business Council on Sustainable Development, Senior Advisor for International Development with the World Energy Council and a Fellow at the Cambridge Institute for Sustainability Leadership at Cambridge University in the United Kingdom.

Other current corporate offices

Director and member of the Sustainability Committee:

Suzano

Trustee:

Client Earth

Chairman of the Advisory Board:

Cambridge Institute for Sustainability Leadership

Member of the Advisory Board:

A4S (Accounting for Sustainability)

Directorships held during the past five financial years but not currently held

Director:

Eneo Electricity of Cameroon

Fondation Nexans

Nexans

Evelyne Tall



A Senegalese national, Evelyne Tall is a graduate of the Ecole d'Administration et de Direction des Affaires de Paris. She began her career at Citibank in Senegal in 1981, before joining in 1998 Ecobank, the largest Pan-African bank, where she held several management positions, contributing her vast experience of business development in Africa. Since February 2017, she has been Chairwoman of the consultancy firm that she founded, E&S Partners.

Other current corporate offices

Executive Director:

E&S Partners SAS

Independent director:

AMSCO B.V.

The South Centre

Fagace

BGFI Holding

FINAO

Coris Bank Intl

Directorships held during the past five financial years but not currently held

Director representing the Ecobank Group holding company:

Ecobank Transnational Inc., Togo

Ecobank Kenya

Ecobank Cameroun

Ecobank Zimbabwe

Ecobank Côte d'Ivoire

Ecobank Nigeria

Ecobank Ghana

The Investment Climate Facility, Tanzania

Alain Papiasse



Alain Papiasse has over 40 years of financial, commercial and managerial experience with Crédit Lyonnais, Crédit Agricole and BNP Paribas. He has extensive experience covering the three continents where Voltalia is active, and also in the power sector. Alain Papiasse is currently President of the Corporate and Institutional Banking (CIB) Division of BNP Paribas, which works on development activities with companies. He is also BNP's General Management representative for North America.

Other current corporate offices

Chairman:

French American Foundation
BNP Paris India Foundation
BNP Paribas USA

Chairman of the Board and of the Compensation Committee:

Exane

Chairman of the Steering Committee:

Europace

Director:

BNPP US Wholesale & BNPP USA
Verned investissements SAS
Sharekhan Ltd

Directorships held during the past five financial years but not currently held

Chairman:

BNP Paribas UK Holdings Ltd
BNPP US Wholesale et BNPP USA

Director:

BNP Securities KK Tokyo

Jean-Marc Armitano



Jean-Marc Armitano has over 20 years experience in renewable energies. He notably co-founded Eole Technologie before directing Eole-RES in France and then the Europe/Africa/Middle-East/Asia-Pacific region of the British group, RES, one of the pioneers of renewable energy. He has also been heavily committed to the industry's representative organisations, particularly the *Syndicat des Énergies Renouvelables* (France), Wind Europe and *France Énergie Éolienne* (FEE). Jean-Marc Armitano is currently an entrepreneur and investor. Jean-Marc Armitano is a graduate of the Aix-en-Provence Institut Universitaire de Technologie and holds a Master's degree in international commerce (MBA programme) from the Centre d'Études du Commerce Extérieur (Kedge Business School in Marseille).

Other current corporate offices

Chairman:

ALVEHA SAS

Manager:

CEPE de La Teissonnière SARL
Calycé Énergie SARL
Gaïa Maneo SARL

Directorships held during the past five financial years but not currently held

Director:

Renewable Energy Systems Holdings Limited
Renewable Energy Systems Limited
The Renewables Infrastructure Group (France) SAS
Ailes Marines SAS

Chairman of the Supervisory Board:

RES Deutschland GmbH

Chair of the Board of Directors:

NV NordiskVindkraft AB
RES Italia S.R.L.

Chairman of the Board of Directors and Chief Executive Officer:

RES SAS

Chairman:

RES Méditerranée SAS

Manager:

CEPE Les Grunes SARL
CEPE Haut du Saule SARL
CEPE de la Roche Quatre Rivières SARL
CEPE Champs Carrés SARL
CEPE Val De Vingeanne Est SARL
CEPE de Cret Meuron SARL
CPES du Sauvage SARL
CPES Ombri-Res SARL
CEPE de Lacombe SARL
CPES des Lauzières SARL

Other current corporate offices	Directorships held during the past five financial years but not currently held
	<p>CEPE Fleur du Nivernais SARL CPES La Plaine des Mées SARL CEPE de Châtillonais SARL CPES les Broules SARL CEPE Sud Vesoul SARL CEPE de Bricqueville SARL CPES La Gineste SARL CEPE Mirebellois SARL CEPE Orain SARL CEPE Trois Provinces SARL CPES Brouville SARL SPV Locanergy SARL SPV LocanergyTwo SARL SPV LocanergyThree SARL CPES Terres Neuves SARL CPES Pascardate SARL CEPE Noyer Berger SARL Ombripark SARL Ombripark2 SARL CEPE la Tirroye SARL CEPE Croix de l'Erable SARL CEPE Grand Cerisier SARL CEPE le Langrois SARL CEPE du Haut Perron SARL CEPE de l'Escur SARL CEPE Bois de l'Aiguille SARL CEPE Frettes SARL CEPE Les Lorettes SARL CEPE Croix du Picq SARL CEPE Terrier de la Pointe SARL CEPE La Croix des Trois SARL CEPE Cerisou SARL CEPE Comblèzine SARL CEPE Fosse à Loup SARL CPES Les Grandes Pièces SARL CPES Plateforme Laudun SARL CPES Mas d'en Ramis SARL CPES Bac de Cos SARL CPES Les Lacs Médocains du Tourillon SARL CEPE Montigny la Cour SARL CEPE Rosières SARL CPES de l'Ancienne Cokerie SARL CEPE des Monts de l'Ain SARL CPES Lé Camazou CPES Les Lacs Médocains du Gartiou SARL CPES Les Lacs Médocains du Bourg d'Hourtin SARL CPES Les Lacs Médocains de la Redoune SARL CEPE Jasseines SARL CEPE Bois de Bajouve SARL CEPE du Blaiseron SARL CEPE de la Baume SARL CEPE de Vieille Carrière SARL</p>

Céline Leclercq



A graduate of the École Supérieure de Commerce of Compiègne, Céline Leclercq began her career as a consultant for Cap Gemini before holding various positions with Holcim-Lafarge, mainly as Administrative and Financial Manager for one of the subsidiaries. She currently works for the Adeo Group as a project manager and has governance responsibilities within AFM.

Other current corporate offices

Member of the Supervisory Board:

Valorest SCA
Acanthe SCA
Cimofat SCA
Soderec SC

Director:

Volitalia Investissement SAS

Directorships held during the past five financial years but not currently held

None

Chief Executive Officer

Sébastien Clerc



Sébastien Clerc has specialised in the infrastructure sector, and renewable energies in particular, for over 25 years. He also has proven expertise in change management and in company creation and development. Following 10 years in project financing at Crédit Lyonnais in Canada, then in New York, he returned to France in 1999 to join Ixis, then a subsidiary of Caisse des Dépôts, where he created and developed three activities: project financing consulting; management of infrastructure investment funds; and project financing. In 2007 he actively participated in the merger of Ixis and Natexis, notably by managing the fusion of the two banks' project financing teams in France and abroad. Sébastien Clerc was President of Natixis Environnement & Infrastructures (formerly IXIS Environnement & Infrastructures) from 2000 to 2011. From September 2009, he also managed Natixis Alternative Assets. He is a graduate of IEP Paris and the University of Paris X.

Other current corporate offices

Deputy CEO:

Volitalia Investissement

Directorships held during the past five financial years but not currently held

Director:

Ceetrus SA

Member of the Advisory Board:

Ciel et Terre

As the Company is not controlled by a company whose securities are admitted to trading on a regulated market, the information specified in Article L. 225-37-3 of the French Commercial Code does not appear in the Universal Registration Document.

Company Statements regarding the managers and Directors

Three Directors have family ties:

- Laurence Mulliez (by marriage);
- André-Paul Leclercq; and
- Céline Leclercq (by marriage).

Apart from the above, there is no other relationship between the corporate managers.

To the best of the Company's knowledge, during the last five years none of the managers and Directors listed in Sections 4.4.1 and 4.4.2 of the Universal Registration Document has been:

- convicted of fraud;
- associated in their capacity as an executive, director or member of the Supervisory Board in a bankruptcy, receivership or liquidation;
- subject to an official public indictment or sanction by a statutory or regulatory authority; or
- disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or running of the affairs of an issuer.

4.1.4 Delegations and restrictions on the powers of the CEO

At its meeting of 24 March 2021, the Board of Directors decided that the Chief Executive Officer would not be permitted to undertake the following actions without the prior consent of the Board:

- I. approval of the Company's consolidated strategic plan;
- II. approval of the Company's annual budget and Voltalia Group's consolidated annual budget comprising: an operating account, an investment and disinvestment plan, a financing plan;
- III. fulfilment of an individual investment commitment, by the Company or one of its subsidiaries, in an electricity production or storage power plant representing an equity investment on the part of the Voltalia Group without the prior consent of the Board of Directors: if the commitment amount exceeds €20,000,000; or if the electricity power plant is in a country where the Voltalia Group does not yet operate; or if the targeted internal rate of return (IRR) is below the general standards approved by the Board of Directors;
- IV. fulfilment of an individual investment commitment, by the Company or one of its subsidiaries, or a disbursement commitment not provided for in the annual consolidated budget, if the annual cumulative value exceeds either of these budgets by 10%, with the exception of expenditure required for emergency health and safety measures;
- V. conclusion of a loan agreement or negotiation of any source of finance by the Company which is not included in the approved financing plan, if the cumulative annual amount exceeds €30,000,000;
- VI. amendment of the accounting methods applied by the Company to the individual or consolidated financial statements;
- VII. any significant changes to the business activities (new sector of activity, new country for electricity generation etc.) of the Company or its subsidiaries that is not provided for in the strategic plan adopted;
- VIII. granting by the Company to third parties of any sureties or guaranties on its assets;
- IX. any planned strategic partnership by the Company or one of its subsidiaries which has capital implications, it being specified that the joint ventures for electricity plant projects are not considered to be strategic in nature;
- X. introduction of a profit sharing plan by the Company and/or its subsidiaries for employees of the Company and/or its subsidiaries;
- XI. acquisition by the Company and its subsidiaries from third parties of rights of ownership, operating licences, business premises, a building of any type or a tangible or intangible asset representing a value and/or firm commitment in excess of €20,000,000 (acquisition of electricity power plants in development, under construction or in operation) or €7,000,000 (other acquisitions) for the Voltalia Group or the taking or granting of a management lease on a third party's business premises;
- XII. disposal (or transfer of assets by the Company or its subsidiaries to third parties, and any third-party transactions on the capital of subsidiaries, such as mergers, divisions, partial contributions of assets) if the value exceeds €30,000,000 (sale of electricity power plants under development, under construction or in operation) or €5,000,000 (other disposals);
- XIII. equity investments by the Company in a legal entity, a joint venture or an incorporated or unincorporated company, whose partners or members have unlimited and/or joint and several liability or are held responsible for all or a portion of the social liabilities;
- XIV. a contract to build an electricity power plant for a third party with a value in excess of €150 million that has not been submitted to the Chairman of the Board of Directors prior to being signed;
- XV. any proposed increase of the capital of the Company, or any capital increase by one of its subsidiaries that does not support an electricity power plant that may have a dilutive effect on the Company, or any capital increase by one of its subsidiaries that supports an electricity power plant under development that may have a dilutive effect on the Company of at least €30,000,000;
- XVI. an agreement or commitment of any type (other than an employment contract) between the Company and one of its directors or employees acting directly or indirectly, through an intermediary in particular;
- XVII. recruitment by the Company or one of its subsidiaries of persons with a compensation package in excess of €350,000, if the Appointments and Compensation Committee has not been informed.
- XVIII. any deposits or guarantees on the Company's behalf exceeding €30,000,000; moreover, the Chief Executive Officer must obtain prior approval from the Chairman of the Board of Directors for all deposits or guarantees on the Company's behalf for an amount exceeding €10,000,000 and less than €30,000,000.

Special committees

The functioning of the Audit Committee and the Appointments and Compensation Committee is detailed in Section 4.2.2 of the Universal Registration Document.

4.2 BOARD OF DIRECTORS AND SPECIAL COMMITTEES

4.2.1 Board of Directors

The composition and information about members of the administrative and management bodies are presented in Sections 4.1 “Corporate governance” and 8.14 “Memorandum and Articles of Association” of the Universal Registration Document.

Directors are appointed for a period of between one and three years. By way of an exception, the terms of office of Evelyne Tall and André-Paul Leclercq were renewed by the Company’s General Meeting on 13 May 2020 for a period of one year.

The Directors, especially the Independent Directors, are remunerated for their attendance at meetings of the Board of Directors and of special committees, and depending on the time they devote to their duties (see Section 4.6.2 of the Universal Registration Document).

The Board of Directors’ rules of procedure, which were adopted at its meeting on 23 July 2020, are available on the Company’s website.

These rules of procedure include in particular the principles of conduct and the obligations of the members of the Board of Directors of the Group. The new rules incorporate the changes required by law, particularly in relation to written consultation. It is thus for the Board to “determine the strategy of the Company and to oversee its implementation. Subject to the powers expressly conferred to shareholders’ meetings and within the limit of the Company purpose, it shall deal with any issue affecting the Company’s efficient operation and make business decisions within its remit. In doing so, it defends the long-term interests of the Group with respect for all stakeholders”. Each member of the Board of Directors undertakes to maintain their independence of analysis, judgement and action and to actively participate in the activities of the Board of Directors. The member shall inform the Board of Directors of any conflict of interests he or she may face and draw consequences therefrom in respect of the exercise of his/her term of office. In addition, each member of the Board of Directors is bound by an obligation of due diligence and attendance. Lastly, the rules of procedure reiterate applicable regulations concerning the dissemination and use of insider information and specify that its members must refrain from trading in Voltalia securities when they have access to insider information. Each member of the Board of Directors must notify the Company and the French Financial Markets Authority (AMF) of any direct or indirect transactions they carry out in Voltalia’s securities.

As of the date of the Universal Registration Document, the Board of Directors recognises that the following are independent members within the meaning of the provisions of the MiddleNext Code: the company The Green Option and its permanent representative, Philippe Joubert; Evelyne Tall; Jean-Marc Armitano; and Alain Papiasse.

Furthermore, neither the The Green Option nor its permanent representative, Philippe Joubert, nor Evelyne Tall, Jean-Marc Armitano or Alain Papiasse:

- have been, over the last five years, or are, employees or executive corporate officers of the Group or one of its companies;
- have been, during the last two years, and are not currently, in any significant business relationship with the Group (as a customer, supplier, competitor, service provider, creditor, banker etc.);
- are a major shareholder or hold a significant percentage of the Company’s voting rights;
- have a close relationship or close family ties with a corporate officer or major shareholder; or
- have been a Statutory Auditor of the Company over the last six years.

The number of meetings held by the Board of Directors is a function of the various events that mark the life of the Company. Consequently, the Board of Directors meets as frequently as warranted by the Company’s current situation.

In accordance with its rules of procedure, the Board of Directors reviews its mode of operation and the preparation of its output once a year; at least every three years it conducts a formal assessment with the assistance, as necessary, of an external consultant. In addition, once a year, the Board of Directors reviews known conflicts of interest. Each Director informs the Board, as necessary, of the change in his/her situation.

Observers

On 25 September 2019, the Board of Directors appointed two Observers (Jean-Marc Armitano and Alain Papiasse) for a period of three years. The Board terminated their terms of office as Observers on 13 May 2020, and they were appointed as Directors by the General Meeting of Shareholders on 13 May 2020.

Meetings of the Board of Directors and Special Committees

In accordance with the Board's rules of procedure, the Directors undertake to devote the necessary time and attention to their duties. During the financial year ended 31 December 2020, the Company's Board of Directors met ten times and the attendance rate of the members of the Board of Directors was 95%. The following table shows the individual attendance rate of the Directors at meetings of the Board of Directors and its Special Committees during financial year 2020:

	Board of Directors	Audit Committee	Appointments and Compensation Committee
Directors in office as of 31/12/2020			
Laurence Mulliez	100%	n/a	n/a
Evelyne Tall	100%	n/a	n/a
The Green Option	100%	100%	n/a
André-Paul Leclercq	100%	100%	100%
Creadev	100%	100%	100%
Jean-Marc Armitano	100%	n/a	100%
Alain Papiasse	100%	100%	n/a
Céline Leclercq	100%	100%	n/a
Directors who ceased to hold office during the year			
Robert Dardanne	100%	n/a	n/a
Solène Guéré	20%	n/a	n/a
TOTAL	95%	100%	100%

Average annual attendance rates of each currently serving Director, determined using the ratio of the number of meetings attended during the year to the total number of meetings held during the year.

4.2.2 Special committees

On 13 June 2014, the Board of Directors set up an Audit Committee and an Appointments and Compensation Committee. The same Board approved the rules of procedure of each of these two Committees. An update to those rules was approved by the Board of Directors on 31 March 2017 and 20 October 2017.

Audit Committee

The main provisions of the rules of procedure of the Audit Committee are set out below.

Composition

The members of the Audit Committee are chosen from among the members of the Board of Directors and at least one must be an independent member according to the criteria defined by the MiddleNext Code, to which the Company refers.

If possible, the Committee comprises at least two members appointed by the Board of Directors on recommendation of the Appointments and Compensation Committee.

In choosing the members of the Committee, the Board of Directors ensures their independence and that at least one independent member of the Committee has specific financial and accounting skills.

The Chair of the Committee is appointed by the Board of Directors from amongst its members for the duration of his or her term of office on the Committee.

It is specified as necessary that no director holding management positions within the Group and its affiliates may be a member of the Committee.

The members of the Audit Committee may only receive attendance fees payable in respect of their directorship and as members of the Committee, from the Company and its subsidiaries, in addition to reimbursement of any expenses. Any other compensation must be exceptional and must have been previously authorised by the Board of Directors.

The term of office of the members of the Audit Committee coincides with that of their directorship. The term of office of a Committee member may be renewed at the same time as the directorship.

However, the Board of Directors may change the composition of the Committee at any time.

As of the date of this Universal Registration Document, the members of the Audit Committee are:

- André-Paul Leclercq (as Chairman), appointed by decision of the Board of Directors on 22 July 2015;
- the company Creadev, represented by Chantal Toulas, appointed by decision of the Board of Directors on 22 July 2015;
- Céline Leclercq, appointed by decision of the Board of Directors on 23 July 2020;
- The Green Option, represented by Philippe Joubert, independent member, appointed by decision of the Board of Directors on 22 July 2015;
- Alain Papiasse, independent member, appointed by decision of the Board of Directors on 23 July 2020.

André-Paul Leclercq has specific expertise in finance and accounting.

The expertise of the members of the Audit Committee is detailed in Section 4.3.

Responsibilities

Under the exclusive and collective responsibility of the members of the Company's Board of Directors, the Audit Committee is responsible for monitoring matters relating to the preparation and control of accounting and financial information. To this end, it shall be responsible, in particular, for:

- monitoring the financial reporting process and, where appropriate, making recommendations or proposals to ensure its integrity;
- monitoring the effectiveness of the internal control and risk management systems as far as the procedures relating to the preparation and processing of accounting and financial information are concerned, including in particular, a periodic review of major disputes; ensuring that the main risks are identified, managed and brought to its attention as part of the annual review of the risk map (including the environmental risks);
- monitoring the statutory audit of the annual and consolidated financial statements by the Statutory Auditors, which now includes monitoring of derivatives and their use. The Audit Committee takes into account any observations made by the French auditors' supervisory body (Haut Conseil du Commissariat aux Comptes - H3C);
- ensuring compliance with the procedure for the selection of Statutory Auditors and the rules for the rotation of firms and key signatories, in accordance with legal provisions;
- issuing a recommendation on the proposed appointment of the Statutory Auditors as put forward by the General Meeting and reviewing their terms of compensation;
- monitoring the independence of the Statutory Auditors, in particular with regard to the basis of the provision of non-audit services to the entity, its parent companies and the controlled subsidiaries. As of today, the Audit Committee delegates prior authorisation to the Chief Executive Officer and the Chief Financial Officer for any service other than

the certification of financial statements (SACC) by the Statutory Auditors and the members of their networks at Voltalia SA and entities controlled by the company. The SACCs are listed in the appendix to the rules of procedure of the Audit Committee. This delegation covers the services contracted in addition to certification of the financial statements and for which the fees will not exceed 70% of the average total annual fees over the last three years for certification of the Voltalia Group financial statements. The use of this delegation will be presented to the Audit Committee at least once a year. For other services, with the exception of prohibited services, prior authorisation should be requested on the basis of an analysis of the compatibility of the mission by the Statutory Auditors;

- to receive at least once a year the person responsible for the internal audit who will present the annual audit plan.

Functioning

The Committee meets at least four times a year, according to a schedule set by its Chairman, in order to discuss the annual, half-yearly and, if applicable, quarterly (in each case consolidated) financial statements, on an agenda drawn up by its Chairman and sent to the members of the Committee. The Audit Committee may also ask to review the Company's financial statements outside the half-yearly and annual financial statements. It shall also meet at the request of its Chairman, or of two of its members or of the Chairman of the Board of Directors of the Company.

The Committee may interview any director of the Company and carry out any internal or external audit on any subject it deems appropriate to its mission. The Chairman of the Committee shall inform the Board of Directors in advance of any such requirement. The Committee is notably empowered to interview those involved in preparing and verifying the financial statements (CFO and senior managers in the Finance Division).

The Committee shall interview the Statutory Auditors in the absence of any representative of the Company at least twice per year.

If they deem it necessary for the accomplishment of their mission, Committee members may request any accounting, legal or financial document to be sent to them.

The Committee's proposals are submitted to the Board of Directors.

During the 2020 financial year, the Voltalia Audit Committee met six times.

Reports

The Chairman of the Committee shall ensure that the minutes of the Committee, forwarded to the Board of Directors, enable it to be kept fully informed, thus supporting its deliberations.

Should the Committee detect a material risk, which does not appear to be adequately addressed during the course of its work, its Chairman shall immediately alert the Chairman of the Board.

Appointments and Compensation Committee

The main provisions of the rules of procedure of the Appointments and Compensation Committee are set out below.

Composition

The Appointments and Compensation Committee shall consist of at least two members of the Board of Directors designated by the Board itself.

As of the date of this Universal Registration Document, the members of the Appointments and Compensation Committee are:

- the company Creadev, represented by Chantal Toulas (as Chairwoman); and
- André-Paul Leclercq, by decision of the Board of Directors on 22 July 2015;
- Jean-Marc Armitano, appointed by decision of the Board of Directors on 23 July 2020;
- Laurence Mulliez, appointed by decision of the Board of Directors on 20 March 2020.

Responsibilities

Regarding appointments:

- presenting to the Board of Directors recommendations on the composition of the Board of Directors and its Committees; as part of this mission, the Committee will do its utmost to ensure the expertise of the individuals on the Board of Directors is commensurate with the long-term interests of the Group;
- each year, proposing to the Board of Directors a list of its members who may be classified as "independent members" under the criteria defined by the MiddleNext Code;
- reviewing the succession plan for executives of the Company once a year;
- assisting the Board of Directors in the selection and evaluation of members of the Board of Directors;
- preparing a list of persons whose appointment to the Board of Directors may be recommended; and
- preparing a list of members of the Board of Directors whose appointment as a member of a Special Committee of the Board of Directors may be recommended.

Regarding compensation:

- reviewing the main objectives proposed by Management for the compensation of non-executive corporate officers of the Company, including bonus share plans and stock options or warrants;
- reviewing the compensation of non-executive corporate officers, including bonus share plans and stock options or warrants, pension and insurance plans and benefits in kind;
- establishing recommendations and proposals for the Board of Directors concerning:

- compensation, pension and insurance plans, benefits in kind, other pecuniary entitlements, including in the event of cessation of functions, for corporate officers. The committee proposes compensation amounts structures, notably the rules for calculating the variable element taking into account the strategy, objectives and results of the Company and market practices, and
- plans for free shares, stock options or warrants and other similar profit-sharing mechanisms and, in particular, individual allocations to the corporate officers eligible for such mechanisms;
- examining the total amount of attendance fees and the system of allocation between the directors, including the conditions for reimbursement of any expenses incurred by members of the Board of Directors;
- preparing and submitting any reports required under the rules of procedure of the Board of Directors; and
- preparing any other recommendations as may be requested by the Board of Directors with regard to compensation.

For its work, the Committee may base itself on the work carried out by the Company's Human Resources Department and can contact this department directly to obtain any information it deems useful.

And more generally, the Committee provides advice and makes appropriate recommendations in the aforementioned areas.

Functioning

The Appointments and Compensation Committee shall meet at least four times a year in accordance with a schedule defined by its Chairman, with the agenda being prepared by its Chairman and forwarded to the members of the Appointments and Compensation Committee. It shall also meet at the request of its Chairman, or two of its members or the Chairman of the Board of Directors.

Non-executive directors who are not members of the Appointments and Compensation Committee may freely participate in its meetings.

The Chairman of the Board of Directors of the Company is a member of the committee but does not attend the deliberations relating to his own situation.

The Appointments and Compensation Committee may ask the Chairman of the Board of Directors for the assistance of any senior executive of the Company whose expertise could help to further discussions on an agenda item. The Chair of the Appointments and Compensation Committee or the chairman of the meeting shall draw the attention of anyone participating in discussions that they are bound by confidentiality obligations.

During the 2020 financial year, the Voltalia Appointments and Compensation Committee met eight times.

Reports

The Chair of the Appointments and Compensation Committee shall ensure that the minutes of the committee, forwarded to the Board of Directors, enable it to be kept fully informed in support of its deliberations.

The Compensation Committee shall in particular examine the Company's draft report on executive compensation.

4.2.3 Terms for the participation of the shareholders in the General Meeting

The General Meeting consists of all shareholders, regardless of the number of shares they own.

General Meetings, whether ordinary, extraordinary or special, depending on the purpose of the proposed resolutions, may be held at any time of year. General Meetings are convened under the formal requirements and time limits established by law.

The meetings are held at the registered office or any other address indicated in the notice of meeting.

All shareholders have the right to obtain the necessary documentation to enable them to make an informed decision and judgement on the management and operations of the Company.

Regardless of the number of shares they hold, all shareholders may attend General Meetings in person or via a representative by issuing a proxy to another shareholder or their spouse, or to the Company without stipulating the direction of their

vote, or by postal vote according to the legal and regulatory conditions in force.

An Ordinary General Meeting is a meeting called to make all decisions that do not amend the Articles of Association.

Only an Extraordinary General Meeting is authorised to amend the Articles of Association and all of the provisions contained therein. Unless unanimously approved by the shareholders, it may not, however, increase the commitments of the shareholders, with the exception of transactions resulting from an exchange or a reverse stock split that has been decided and carried out in a due and proper manner.

Special Meetings ratify the decisions of General Meetings that amend the rights attached to a class of shares.

Ordinary, Extraordinary and Special General Meetings deliberate under the conditions of quorum and majority required under the respective legal provisions by which they are governed.

4.3 CONFLICTS OF INTEREST WITHIN MANAGEMENT BODIES

Certain Directors are shareholders, directly or indirectly, of the Company (see Section 4.4.2).

Some related-party agreements are in place, which are described in Section 4.8 of this Universal Registration Document, specifically:

- quarterly fixed remuneration of €5,000 (excluding VAT) under the service agreement with The Green Option SAS, of which Philippe Joubert is the representative; and
- a service agreement with Creadev, a Director of Voltalia, with annual remuneration of €70,000 excluding tax; and
- unemployment insurance taken out in favour of Sébastien Clerc, the cost of which was €13,476 in 2020.

With the exception of the above, the Company is not aware of any current or potential conflicts of interest between the duties vis-à-vis the Group and personal interests and/or other duties of directors and the general management of the Company, as referred to in Section 4.3 of the Universal Registration Document.

To the best of the Company's knowledge, there are no arrangements or agreements with any shareholders, customers, suppliers or other persons under which any of the persons referred to in Section 4.3 of this Universal Registration Document have been appointed.

To the best of the Company's knowledge, at the date of this Universal Registration Document there are no restrictions accepted by the persons referred to in Section 4.3 of this Universal Registration Document concerning the disposal, within a certain period of time, of their interest in the Company's capital.

4.4 COMPENSATION OF DIRECTORS AND EXECUTIVES

4.4.1 Compensation policy for the Chairman of the Board of Directors and Chief Executive Officer

The following paragraphs constitute the compensation policy for the Chairman of the Board of Directors and CEO of Voltalia drawn up pursuant to Article L. 225-37-2 of the French Commercial Code. This policy sets out the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable to Chairman of the Board of Directors and the CEO of Voltalia. It is specified that the payment, in 2021, of the variable and exceptional components of the compensation for financial year 2020, as set out below, is subject to the approval of the components of compensation of the corporate officers in question by the Ordinary General Meeting pursuant to the provisions of Article L. 225-100 of the French Commercial Code.

The compensation policy for corporate officers is prepared by the Appointments and Compensation Committee, which makes a proposal approved by the Board of Directors. The Board refers to the MiddleNext Code to which Voltalia refers, for the determination of the compensation and benefits granted to corporate officers and executive corporate officers.

General principles

The compensation for the Chairman of the Board of Directors comprises only the following two elements: fixed compensation paid monthly and from time to time, and a medium-term compensation conditional on the achievement of performance criteria detailed below. The Chairman of the Board of Directors does not receive any other compensation for his directorship.

The Chairman of the Board of Directors does not benefit from the Voltalia pension scheme or any benefits upon departure. Nor is he subject to a non-compete undertaking.

Medium-term compensation

The medium-term compensation is currently based solely on the allocation of free shares. This share-based payment is contingent on the achievement of performance criteria in line with the targets announced by the Group to the market. As a result, the criteria are selected three or four years before the final vesting of the free shares and involve EBITDA, ROCE, the intrinsic value of the Group (IRR) and, since January 2020, CSR criteria.

Starting in 2020, the weighting of the performance criteria selected three or four years in advance falls within the following ranges:

- between 30% and 50%: the N-1 and N-2 EBITDAs preceding the final vesting in year N;
- between 30% and 50%: the intrinsic value (IRR) of the Group over the period;
- between 0% and 30%: the N-1 and N-2 ROCEs preceding the final vesting in year N;
- between 10% and 30%: environmental and social criteria.

Each allocation granted to the Chairman takes into account his previous allocations and total compensation. The valuation of free shares allocated is calculated on their date of allocation.

Once the vesting period is over, the allocations are also followed by retention obligations for the Chairman.

CEO's compensation policy

General principles

Voltalia's compensation policy seeks consistency between market and sector practices to ensure competitive compensation levels, a strong link with the Group's performance and maintenance of a balance between short-term and medium/long-term performance. Its objective is to align the Chief Executive Officer's compensation with shareholders' interests both in the short term and over the longer term.

The compensation of the Chief Executive Officer is determined by the Board of Directors on the recommendation of the Appointments and Compensation Committee in accordance with market practices.

Compensation structure

Voltalia's objective is to establish and maintain a compensation structure balanced between the fixed portion, the benefits in kind, the short-term variable portion in cash and the medium-term variable portion in the form of shares.

Fixed compensation

The amounts of fixed and variable annual compensation are reviewed annually by the Compensation Committee, which conducts regular reviews of the compensation with the support of studies on the compensation of executives in the sector conducted by external firms.

Voltalia's compensation policy is designed to motivate and reward performance by ensuring that a significant portion of the compensation is subject to the achievement of the financial, operational, environmental and social criteria reflecting the Company's interest and the creation of shareholder value. The two main levers of action are annual variable compensation in cash and medium-term compensation.

Annual variable compensation

The basis for annual variable compensation is between 60% of the fixed compensation in the event of 100% achievement of the objectives and 90% of the fixed compensation in the event of outperformance.

It is based on financial and non-financial criteria set annually by the Board of Directors in line with the short- and medium-term objectives announced by the Company.

Vesting conditions

On the recommendation of the Compensation Committee, the Board of Directors sets the performance conditions attached to annual variable compensation.

The performance criteria for variable compensation are based on:

- an EBITDA criterion of up to 20%;
- a MW criterion of up to 20%;
- a health and safety and CSR criterion of up to 30%;
- partly qualitative and partly quantitative criteria of up to 40%;
- a discretionary portion of up to 30% as determined by the Board.

For the quantitative criteria, the Board approves minimum and maximum limits each year when setting the objectives.

Exceptional compensation

The Board of Directors may use its discretion to determine the components of the Chief Executive Officer's variable compensation if unforeseeable circumstances or exceptional actions not reflected in the objectives have a significant favourable or unfavourable effect on the level of achievement of one or more performance criteria and/or on the sustainability of the Company.

Restitution clause:

The Board of Directors does not give the Chief Executive Officer the option of requesting that his variable compensation be returned, on the grounds that the variable and exceptional components of that compensation are subject to approval by the General Meeting.

Medium-term compensation

Medium-term compensation to the Chief Executive Officer is an important component aimed at aligning the interests of the Chief Executive Officer and those of the shareholders and at strengthening attachment to the Company. Medium-term compensation is currently based mostly on the allocation of free shares. However, the Board reserves the right to use other medium and long-term instruments of compensation. This can represent the equivalent of more than one year of the fixed compensation of the Chief Executive Officer determined at the time of attribution. Between 50% and 100% is allocated in the form of Voltalia SA shares and between 0% and 50% in the form of the shares of Voltalia Investissement, the reference shareholder.

Vesting conditions

On the recommendation of the Compensation Committee, the Board of Directors sets the performance conditions that govern the medium term compensation.

The performance criteria are selected three or four years before the final vesting of the shares and are based on:

- between 30% and 50%: the N-1 and N-2 EBITDAs preceding the final vesting in year N;
- between 30% and 50%: the intrinsic value (IRR) of the Group over the period;
- between 0% and 30%: the N-1 and N-2 ROCEs preceding the final vesting in year N;
- between 10% and 30%: environmental and social criteria.

Each allocation granted to the CEO takes into account his previous allocations and total compensation.

Once the vesting period is over, the allocations are also followed by retention obligations for the Chief Executive Officer.

Should a particular event that justifies it occur, the Board of Directors reserves the right to decide on an additional allocation. The reasons for this allocation to the executive corporate officer would be duly provided by the Board of Directors.

Benefits in kind

The Chief Executive Officer benefits from the same pension plan as Voltalia SA's French employees, as well as a GSC insurance (unemployment insurance for managers and company executives).

Non-compete undertaking

If the CEO leaves the Company, he undertakes not to join as an employee or a corporate officer of, or perform services for, or cooperate with, a competitor of the Company. The Board of Directors fixes the duration of this undertaking as well as the amount and terms of payment of the compensation that the Chief Executive Officer receives in return for this undertaking.

If the Chief Executive Officer leaves the Company, the Board of Directors may nevertheless decide to release him from the non-compete undertaking, for all or part of the period covered by the undertaking. In this event, the non-compete compensation is not due for the period waived by the Company.

Departure of the Chief Executive Officer

If the Chief Executive Officer leaves Voltalia before the end of the vesting period of the shares, he irrevocably loses the shares not yet vested, irrespective of any partial or full discharge of his non-compete undertaking under his term of office as CEO, which may be decided by the Board of Directors.

However, starting in 2021, for plans applicable to all beneficiaries of the Group's free share plans, the Board of Directors, on

the recommendation of the Compensation Committee, may decide, in the event of exceptional circumstances, to maintain some or all of these rights on an exceptional basis.

Principles and rules for payment

The payment of the Chief Executive Officer's annual variable compensation is subject to the approval of the General Meeting.

4.4.2 Compensation paid or awarded to executive corporate officers

4.4.2.1 Chairwoman of the Board of Directors for 2020 compensation

Details of the compensation paid to the Chairwoman of the Board of Directors during financial year 2020 are set out in the tables below.

This compensation was established in accordance with the compensation policy for the Chairwoman of the Board

of Directors approved by the shareholders at the Annual General Meeting on 13 May 2020 (17th resolution). This policy consists of fixed and medium-term compensation.

The Combined Annual General Meeting of 19 May 2021 will be asked to decide on the total compensation paid or attributable to the Chairwoman of the Board of Directors for 2020.

TABLE 1: SUMMARY OF COMPENSATION, OPTIONS AND SHARES GRANTED TO THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

Laurence Mulliez – Chairwoman of the Board of Directors (in euros)	2019 financial year	2020 financial year
Compensation for the financial year ⁽¹⁾ – (details in Table 2)	110,000	110,000
Valuation of free shares made available during the financial year ⁽²⁾	-	-
Valuation of multi-year variable compensation granted during the financial year	-	-
TOTAL	110,000	110,000

(1) The fixed compensation of the Chairwoman of the Board of Directors was approved by the Board of Directors on 28 March 2018.

(2) Allocations of shares made available are valued on the vesting date. On 31 July 2020, the free shares belonging to the Chairman of the Board of Directors in Voltalia Investissement, with a value of €44,863, became fully vested (see Table 7 below).

TABLE 2: OVERVIEW OF COMPENSATION FOR THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

Laurence Mulliez – Chairwoman of the Board of Directors	2019 financial year		2020 financial year	
	Amounts payable* (euros)	Amounts paid (euros)	Amounts payable* (euros)	Amounts paid (euros)
Fixed compensation	110,000	110,000	110,000	110,000
Annual variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Compensation for directorship	-	-	-	-
Benefits in kind	-	-	-	-
TOTAL	110,000	110,000	110,000	110,000

TABLE 4: STOCK OPTIONS OR WARRANTS GRANTED DURING THE FINANCIAL YEAR TO THE CHAIRWOMAN OF THE BOARD OF DIRECTORS BY VOLTALIA SA AND BY ANY GROUP COMPANY

None.

TABLE 5: STOCK OPTIONS OR WARRANTS EXERCISED DURING THE FINANCIAL YEAR BY THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

None.

TABLE 6: FREE SHARES GRANTED DURING THE FINANCIAL YEAR

No free shares were granted to the Chairwoman of the Board of Directors of Voltalia during financial year 2020.

TABLE 7: FREE SHARES GRANTED AND MADE AVAILABLE DURING THE FINANCIAL YEAR

Regarding Voltalia Investissement:

Laurence Mulliez – Chairwoman of the Board of Directors	Date of allocation by the Board	Number of shares vested during the financial year	Valuation of shares vested (in euros)	Vesting date	Availability date ⁽¹⁾	Performance conditions ⁽²⁾
Voltalia Investissement 2016–2020 allocation plan	16/12/2016	131,950	44,863	31/07/2020	31/07/2020	–

(1) Shares made available are subject to a holding period of two years.

(2) See the performance conditions table below.

At its meeting on 16 December 2016, the Board of Directors of Voltalia Investissement had decided, as part of the 2016 share allocation plan adopted pursuant to the authorisation given by the General Meeting of Voltalia Investissement on 16 December 2016, to allocate free of charge to Laurence Mulliez, Chairwoman of the Board of Directors, 301,830 shares subject to a vesting period of four years expiring on 31 July 2020, conditional upon Voltalia's achievement of the results detailed below.

Performance criteria of the Voltalia Investissement 2016–2020 plan	Weighting (as a % of the target amount)	Maximum as a % of the target	Portion achieved as a % of the target	Portion achieved as a number of 2016–2020 free shares
2019 EBITDA	30%	150%	0	0
2018 EBITDA	20%	150%	0	0
Value creation (IRR)	40%	150%	150%	120,731
ROCE 2019	5%	150%	0	0
ROCE 2018	5%	150%	111%	11,219
TOTAL	100%			131,950

TABLE 8: HISTORY OF STOCK OPTIONS OR WARRANTS GRANTED TO THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

No free shares were granted to the Chairwoman of the Board of Directors of Voltalia during financial year 2020.

TABLE 10: HISTORY OF FREE SHARES ALLOCATED TO THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

- Regarding Voltalia SA:

Free allocation of Voltalia Shares

Date of the Voltalia General Meeting that authorised the allocation	12/05/2016
Date of allocation by the Board of Directors	26/09/2018
Number of free share rights allocated	8,442
Vesting date	31/07/2022
Vesting conditions	(1)
Length of holding period	(2)

(1) The shares will be definitively allocated subject to compliance with a presence condition and the achievement of a performance condition.

(2) 30% of the shares are subject to the obligation to be held in registered form until the end of the term of office, including in the event of renewal, if any.

- Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code:

Free allocation of Voltalia Investissement shares

Date of the Voltalia General Meeting that authorised the allocation	16/12/2016	16/12/2016
Date of allocation by the Board of Directors	16/12/2016	26/09/2018
Number of free share rights allocated	301,830	312,500
Vesting date	31/07/2020	31/07/2022
Vesting conditions	(1)	(1)
Number of Voltalia Investissement shares vested at the date of the Universal Registration Document	131,950	-
Length of holding period	2 years	2 years

(1) The shares will be definitively allocated subject to compliance with a presence condition and the achievement of a performance condition.

TABLE 11: OVERVIEW OF BENEFITS FOR THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

Clarification regarding the terms and conditions of compensation and other benefits granted to executive corporate officers:

	Employment contract	Supplementary pension plan	Compensation or benefits due or likely to be due on termination or change of function	Compensation due under a non-competition clause
Laurence Mulliez	No	No	No	No
Chairwoman of the Board of Directors				
Start of term of office				05/05/2014
Date of renewal				24/05/2018
End of term of office			End of Ordinary General Meeting held to approve the financial statements for the financial year ended 31 December 2020	

4.4.2.2 Chief Executive Officer 2020 compensation

Details of the compensation received by or awarded to the Chief Executive Officer during financial year 2020 are set out in the tables below.

This compensation was established in accordance with the compensation policy for of the Chief Executive Officer approved by the shareholders at the Annual General Meeting on 13 May 2020 (18th resolution).

This policy consists of fixed compensation, annual variable compensation and medium-term compensation.

The Combined Annual General Meeting of 19 May 2021 will be asked to decide on the total compensation paid or attributable to the Chief Executive Officer for 2020.

TABLE 1: SUMMARY OF COMPENSATION, OPTIONS AND SHARES GRANTED TO THE CHIEF EXECUTIVE OFFICER

Sébastien Clerc – Chief Executive Officer	2019 financial year	2020 financial year
Compensation for the financial year ⁽¹⁾	511,276	466,476
Valuation of free shares made available during the financial year ⁽²⁾	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-
Valuation of rights to free shares granted during the financial year ⁽³⁾	850,000	850,000
TOTAL	1,361,276	1,316,476

(1) The fixed compensation of the Chief Executive Officer was approved by the Board of Directors on 11 April 2019 on the proposal of the Compensation Committee.

(2) Allocations of shares made available are valued on the vesting date. On 31 July 2020, the free shares belonging to the Chief Executive Officer in Voltalia Investissement, with a value of €582,399, became fully vested (see Table 7 below).

(3) The valuation of the shares allocated during the financial year corresponds to the estimated fair value at the allocation date with target presence and performance conditions. The €850,000 in free shares allocated to the Chief Executive Officer are shares in Voltalia Investissement, which controls Voltalia S.A within the meaning of Article L. 233-16 of the French Commercial Code.

TABLE 2: OVERVIEW OF CEO COMPENSATION

Sébastien Clerc – Chief Executive Officer	2019 financial year		2020 financial year	
	Amounts payable* (euros)	Amounts paid (euros)	Amounts payable* (euros)	Amounts paid (euros)
Fixed compensation	300,000	260,000 ⁽¹⁾	300,000	340,000 ⁽¹⁾
Annual variable compensation	198,000	144,000	153,000 ⁽²⁾	216,000 ⁽³⁾
Multi-year variable compensation				
Exceptional compensation				
Compensation				
Benefits in kind ⁽⁴⁾	13,276	13,276	13,476	13,476
TOTAL	511,276	417,276	466,476	569,476

(*) Annual variable compensation due for year N is paid during year N+1.

(1) Sébastien Clerc receives annual fixed compensation of €300,000 as Chief Executive Officer. This amount was approved by the Board of Directors on 11 April 2019, on the recommendation of the Appointments and Compensation Committee. A regularised payment of €40,000 was made in March 2020.

(2) The variable compensation for financial year 2020 was set by the Board of Directors on 24 March 2021, on the proposal of the Appointments and Compensation Committee, in accordance with the principles of the compensation policy for the Chief Executive Officer approved in the 18th resolution of the General Meeting on 13 May 2020.

(3) The Company paid the sum of €216,000 for the 2019 annual variable portion instead of €198,000. The overpayment of (€18,000) will be settled in the first half of 2021.

(4) Amount of the GSC insurance (unemployment insurance for managers and company executives) contribution.

BREAKDOWN OF VARIABLE COMPENSATION GRANTED FOR FINANCIAL YEAR 2020

The compensation policy for the Chief Executive Officer was approved by the shareholders at the General Meeting on 13 May 2020. The variable compensation for 2020 is based on the achievement of the quantitative and qualitative objectives set out in the following table:

Performance indicators	Weighting (as a % of the target amount)	Achieved as a % of the target for 2020	Maximum (as a % of the target amount)
Performance indicators			
2020 consolidated EBITDA criterion	15%	0%	22.5%
Installed MW criterion	10%	111%	15%
Health and safety and CSR criteria	10%	66%	15%
Other quantitative and qualitative criteria ⁽¹⁾	65%	103%	97.5%
TOTAL	100%	85%	150%

⁽¹⁾ The qualitative objectives set for the 2020 financial year included human and strategic objectives.

In total, not all of the 2020 targets for the Chief Executive Officer were met. The Board of Directors, on the recommendation of the Compensation Committee, decided, based on the financial and commercial achievements in 2020, to increase the 2020 variable compensation to €153,000, representing 85% of the targets set.

TABLE 4: STOCK OPTIONS GRANTED DURING THE FINANCIAL YEAR TO THE CHIEF EXECUTIVE OFFICER BY VOLTALIA SA AND BY ANY GROUP COMPANY

None.

TABLE 5: STOCK OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY THE CHIEF EXECUTIVE OFFICER

- Regarding Voltalia SA:

None.

- Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code:

Sébastien Clerc – Chief Executive Officer	Date of allocation by the Board	Number of options exercised during the financial year	Exercise price (in euros)
Share warrants	29/06/2012	1,086,957	0.18
Stock options	29/06/2012	6,111,112	0.18

TABLE 6: FREE SHARES GRANTED DURING THE FINANCIAL YEAR

Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code, see the table below:

Sébastien Clerc – Chief Executive Officer	Date of allocation by the Board	Free shares number allocated during FY2019	Vesting date	Availability date ⁽¹⁾	Performance conditions ⁽²⁾
Voltalia Investissement 2020–2023 allocation plan	10/02/2020	4,250,000	01/07/2023	31/07/2025	

⁽¹⁾ Shares made available are subject to a holding period of two years.

⁽²⁾ The shares are subject to a retention obligation for Beneficiaries who are Corporate Officers. The shares will be definitively allocated subject to compliance with a presence condition and the achievement of a performance condition.

TABLE 7: FREE SHARES GRANTED AND MADE AVAILABLE DURING THE FINANCIAL YEAR

Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code, see the table below:

Sébastien Clerc – Chief Executive Officer	Date of allocation by the Board	Number of shares vested during the financial year	Valuation of shares vested (in euros)	Vesting date	Availability date ⁽¹⁾	Performance conditions ⁽²⁾
2016–2020 allocation plan	16/12/2016	1,319,487	448,626	31/07/2020	31/07/2022	–
2017–2020 allocation plan	22/09/2017	393,450	133,773	31/07/2020	31/07/2022	–
TOTAL		1,712,937	582,399			–

(1) Shares vested are subject to a holding period of two years.

(2) See the performance conditions table below.

During financial year 2020, the free shares allocated to the Chief Executive Officer on 16 December 2016 and 22 September 2017 respectively by the Board of Directors of Voltalia Investissement, pursuant to the authorisation given by the General Meeting of Voltalia Investissement on 16 December 2016, were made available. Sébastien Clerc, Chief Executive Officer of Voltalia, definitively acquired 1,319,487 shares under the 2016–2020 plan and 393,450 free shares under the 2017–2020 plan. These free shares were subject to vesting periods of, respectively, four years for the 2016 plan and three years for the 2017 plan, which expired on 31 July 2020, and were conditional on Voltalia achieving the results detailed in the following table:

Performance criteria for the Voltalia Investissement 2016–2020 and 2017–2020 plans	Weighting (as a % of the target amount)	Maximum as a % of the target	Portion achieved as a % of the target	Portion achieved as a number of 2016–2020 free shares	Portion achieved as a number of 2017–2020 free shares
2019 EBITDA	30%	150%	0	0	0
2018 EBITDA	20%	150%	0	0	0
Value creation (IRR)	40%	150%	150%	1,207,307	360,000
ROCE 2019	5%	150%	0	0	0
ROCE 2018	5%	150%	111%	112,180	33,450
TOTAL	100%			1,319,487	393,450

TABLE 8: HISTORY OF ALLOCATIONS OF COMPANY FOUNDER WARRANTS (BSPCEs), SHARE WARRANTS (BSAs) AND STOCK OPTIONS TO EXECUTIVE CORPORATE OFFICERS

- Regarding Voltalia SA:
The Company has never allocated Company founder warrants (BSPCEs), share warrants (BSAs) and stock options to the Chief Executive Officer.
- Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code:

	Stock warrants	Options
Date of Voltalia Investissement General Meeting	29/06/2012	29/06/2012
Date of Voltalia Investissement Board of Directors' meeting	29/06/2012	29/06/2012
Number of BSAs/Options authorised	1,086,957	6,111,112
Total number of BSAs/Options awarded	1,086,957	6,111,112
Number of Voltalia Investissement shares that can be subscribed	1,086,957	6,111,112
Number of non-officer beneficiaries	0	0
Starting date of BSA stock warrants/options exercise period	30-Jun-16	30-Jun-16
BSA stock warrants/options expiry date	30-Jul-20	30-Jul-20
Voltalia Investissement single share subscription price (euros)	0.18	0.18
Conditions of exercise	(1)	(2)
Number of Voltalia Investissement shares subscribed at the date of this Universal Registration Document	1,086,957	6,111,112
Cumulative number of BSAs/Options cancelled or exercised	0	0
Remaining BSAs/Options at the date of the Registration Document	0	0
TOTAL NUMBER OF VOLTALIA INVESTISSEMENT SHARES THAT MAY BE SUBSCRIBED AT THE DATE OF THE REGISTRATION DOCUMENT	0	0

TABLE 10: HISTORY OF FREE SHARES ALLOCATED TO THE CHIEF EXECUTIVE OFFICER

- Regarding Voltalia SA:

Free allocation of Voltalia SA Shares

Date of the Voltalia General Meeting that authorised the allocation	12/05/2016	20/05/2019
Date of allocation by the Board of Directors	26/09/2018	25/10/2019
Number of free share rights allocated	39,912	136,572
Vesting date	31/07/2022	31/07/2023
Vesting conditions	(1)	(1)
Length of holding period	(2)	(2)

(1) The shares will be definitively allocated subject to compliance with a presence condition and the achievement of performance conditions.

(2) 30% of the shares are subject to the obligation to be held in registered form until the end of the term of office, including in the event of renewal, if any.

- Regarding Voltalia Investissement, the company controlling the Company within the meaning of Article L. 233-16 of the French Commercial Code:

Free allocation of Voltalia Investissement shares

Date of the Voltalia General Meeting that authorised the allocation	16/12/2016	16/12/2016	16/12/2016	10/02/2020
Date of allocation by the Board of Directors	16/12/2016	22/09/2017	26/09/2018	10/02/2020
Number of free share rights allocated	3,018,270	900,000	1,477,273	4,250,000
Vesting date	31/07/2020	31/07/2020	31/07/2022	01/07/2023
Vesting conditions	(1)	(1)	(1)	(1)
Number of Voltalia Investissement shares made available at the date of the URD	1,319,487	393,450	0	0
Number of Voltalia Investissement shares cancelled or lapsed	1,698,783	506,550		
Length of holding period	2 years	2 years	2 years	2 years

TABLE 11: CLARIFICATION REGARDING THE TERMS AND CONDITIONS OF COMPENSATION AND OTHER BENEFITS GRANTED TO THE CHIEF EXECUTIVE OFFICER

Executive corporate officers	Employment contract	Supplementary pension plan	Compensation or benefits due or likely to be due on termination or change of function	Compensation due under a non-competition clause
Sébastien Clerc Chief Executive Officer	No	No	No	Yes ⁽¹⁾
Start of term of office				10/11/2011
Date of renewal of term of office				12/05/2016 and 13/05/2020
End of term of office			Ordinary General Meeting held to approve the financial statements for the financial year ended 31 December 2023	

(1) Conditions for compensation due under a non-competition clause – see Clause 4.7 of that document.

4.4.3 Equity ratio

For the past five financial years, the ratio of the compensation of executive corporate officers to the median and average compensation of employees was as follows:

2020	Chair of the Board of Directors	Chief Executive Officer
Annual compensation ⁽¹⁾ of the executive corporate officer	110,000	511,476 ⁽²⁾
Average employee compensation ⁽³⁾ excl. corporate officers	65,105	65,105
Median employee compensation ⁽³⁾ excl. corporate officers	52,058	52,058
Ratio with average employee compensation ⁽¹⁾	1.7	7.9
Ratio with median employee compensation ⁽⁴⁾	2.1	9.8
2019	Chair of the Board of Directors	Chief Executive Officer
Annual compensation ⁽¹⁾ of the executive corporate officer	110,000	457,476 ⁽²⁾
Average employee compensation ⁽³⁾ excl. corporate officers	63,166	63,166
Median employee compensation ⁽³⁾ excl. corporate officers	49,206	49,206
Ratio with average employee compensation ⁽¹⁾	1.7	7.2
Ratio with median employee compensation ⁽⁴⁾	2.2	9.3
2018	Chair of the Board of Directors	Chief Executive Officer
Annual compensation ⁽¹⁾ of the executive corporate officer	110,000	401,016
Average employee compensation ⁽³⁾ excl. corporate officers	61,715	61,715
Median employee compensation ⁽³⁾ excl. corporate officers	46,311	46,311
Ratio with average employee compensation ⁽¹⁾	1.8	6.5
Ratio with median employee compensation ⁽⁴⁾	2.4	8.7
2017	Chair of the Board of Directors	Chief Executive Officer
Annual compensation ⁽¹⁾ of the executive corporate officer	80,000	422,051
Average employee compensation ⁽³⁾ excl. corporate officers	67,838	67,838
Median employee compensation ⁽³⁾ excl. corporate officers	49,853	49,853
Ratio with average employee compensation ⁽¹⁾	1.2	6.2
Ratio with median employee compensation ⁽⁴⁾	1.6	8.5
2016	Chair of the Board of Directors	Chief Executive Officer
Annual compensation ⁽¹⁾ of the executive corporate officer	80,000	346,551
Average employee compensation ⁽³⁾ excl. corporate officers	70,937	70,937
Median employee compensation ⁽³⁾ excl. corporate officers	47,152	47,152
Ratio with average employee compensation ⁽⁴⁾	1.1	4.9
Ratio with median employee compensation ⁽⁵⁾	1.7	7.3

(1) Annual executive compensation includes fixed compensation, annual variable compensation and annual benefits in kind paid during the year.

(2) Compensation paid to the Chief Executive Officer in 2019 was adjusted in 2020 to take into account the increase in annual salary of €40,000 since 1 January 2019. For the calculation of the ratio, we restated this adjustment by adding €40,000 to the compensation paid in 2019 (€417,476 + €40,000 = €457,476) and reducing the compensation paid in 2020 by €40,000. Furthermore, an error of €18,000 was made in the payment of the variable compensation in 2020, which will be rectified in 2021. Also, for the calculation of the ratio, the 2020 compensation of the Chief Executive Officer was restated using these two adjustments, i.e. €569,476 - €40,000 - €18,000 = €511,476.

(3) The average and median compensation used to calculate the ratio are those for employees of Voltalia SA and Voltalia Guyane who have been with the company for at least six months, which represents 74% of the average workforce in France. The compensation selected takes into account the fixed and variable compensation and benefits in kind paid during each year.

(4) The ratio corresponds to the ratio between the amount of the executive's compensation and the average compensation of the employees of Voltalia SA and Voltalia Guyane.

(4) The ratio corresponds to the ratio between the amount of the executive's compensation and the average compensation of the employees of Voltalia SA and Voltalia Guyane.

(5) The ratio corresponds to the ratio between the amount of the executive's compensation and the median compensation of the employees of Voltalia SA and Voltalia Guyane.

4.4.4 Principles and rules for the payment of Directors' compensation

Compensation policy for Directors

Based on the market studies conducted in 2019 on compensation paid to Directors, the Appointments and Compensation Committee defined, at its meeting of 6 March 2020, the compensation policy applicable to Volitalia's Directors for 2019 and subsequent financial years. This policy was approved at the General Meeting on 13 May 2020.

This policy states that all independent Directors receive a roughly equivalent flat-rate payment for their active participation in all Board meetings for the year. Directors who are not independent are compensated according to a scale based on their seniority and attendance at meetings, which is more or less the same scale used for independent directors.

Directors who participate in the Board's sub-committees receive a flat-rate payment in addition to their annual compensation. This additional compensation is adapted based on each Director's role within the committee, namely as a member or the Chairman or Chairwoman.

The Chairwoman of the Board of Directors receives compensation for her role as Chairwoman but does not receive compensation for her office of Director.

Principles and rules for payment

In accordance with the fifteenth resolution of the Combined General Meeting on 13 May 2020, the annual compensation package for Directors was set at €250,000 for financial year 2020 and for each subsequent financial year, until the Ordinary General Meeting decides otherwise.

The Appointments and Compensations Committee is in particular responsible for examining the total amount of Director compensation and its distribution system among Directors, as well as the conditions for the reimbursement of any expenses incurred by members of the Board of Directors.

The payment of Director compensation is subject to the approval of the General Meeting.

TABLE 3: COMPENSATION PAID TO DIRECTORS DURING THE LAST TWO FINANCIAL YEARS

The remuneration paid or allocated to the Company's Directors was as follows:

	2019 financial year		2020 financial year	
	Amounts payable* (euros)	Amounts paid* (euros)	Amounts payable* (euros)	Amounts paid* (euros)
Corporate officers				
André-Paul Leclercq⁽¹⁾ – Director				
Compensation	43,740	23,180	42,660	49,740
Other compensation				
The Green Option⁽²⁾ – Director				
Compensation	30,000	30,000	35,000	30,000
Other compensation	20,000	20,000	20,000	20,000
Creadev – Director				
Compensation				
Other compensation	70,000	40,832	70,000	29,167
Evelyne Tall – Director				
Compensation	25,000	15,205	30,000	25,000
Other compensation				
Céline Leclercq⁽³⁾ – Director				
Compensation			5,800	0
Other compensation				
Jean-Marc Armitano⁽⁴⁾ – Director				
Compensation	5,625		32,500	5,625
Other compensation				
Alain Papiasse⁽⁴⁾ – Director				
Compensation			27,500	0
Other compensation				
Directors who ceased to hold office during the year				
Solène Guéré⁽⁵⁾ – Director				
Compensation	10,200	4,920	1,000	10,200
Other compensation				
Robert Dardanne⁽⁶⁾ – Director				
Compensation				
Other compensation	30,000	30,000	30,000	30,000
TOTAL COMPENSATION FOR DIRECTORS	114,565	73,305	174,460	120,565
TOTAL OTHER COMPENSATION	120,000	90,832	120,000	79,167

* Compensation due for year N is paid during year N+1 following approval by the Annual General Meeting.

(1) André-Paul Leclercq's compensation for 2018 was regularised in 2020 to take into account a €6,000 adjustment in respect of his compensation as Chairman of the Audit Committee.

(2) Philippe Joubert receives indirect compensation as manager of The Green Option under the terms of a service agreement between The Green Option and the Company (see Section 4.9 of the Universal Registration Document).

(3) Céline Leclercq was appointed as a Director by the General Meeting on 13 May 2020.

(4) Jean-Marc Armitano and Alain Papiasse served as Observers between 25 September 2019 and 13 May 2020, when they resigned from their positions. They were then appointed as Directors by the General Shareholders' Meeting on 13 May 2020.

(5) The term of office of Solène Guéré expired at the General Shareholders' Meeting on 13 May 2020.

(6) Robert Dardanne received indirect compensation as manager of the company FGD S.P.A. under the terms of a service agreement (see Section 4.9 of the Universal Registration Document). His term of office expired at the General Meeting on 13 May 2020.

4.5 PENSIONS AND OTHER BENEFITS

There is no contract between the members of the Board of Directors and the Company or its subsidiaries providing for benefits or allowances due or likely to be due on the termination or change of functions within the Company or its subsidiaries, other than the unemployment insurance of the CEO and collective supplementary pension plans.

As part of the corporate officer's agreement that binds him to the company, Sébastien Clerc undertakes not to compete with the Company on conclusion of his term. In such an event he would benefit from a monthly allowance corresponding to his compensation during the period of non-competition, for a maximum period of six months. However, Voltalia has reserved the right to waive this clause.

4.6 SUMMARY OF TRANSACTIONS BY EXECUTIVES AND PERSONS MENTIONED IN ARTICLE L. 621-18-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

Person concerned	Transaction type	Transaction date	Transaction amount (euros)	Number of shares
Voltalia Investissement	Acquisition of Voltalia SA shares	10 February 2020	30,064,415.55	176,930,463

Creadev and Crea-Five subscribed to an increase in Voltalia Investissement's capital through the contribution of the Voltalia SA shares they held following the sale of Helexia to Voltalia

SA (see Chapter 6, Note 5.4 to the 2019 consolidated financial statements of the 2019 Universal Registration Document).

4.7 SERVICE CONTRACTS BETWEEN MEMBERS OF THE ADMINISTRATIVE AND MANAGEMENT BODIES OF VOLTALIA

New or existing agreements whose renewal has been previously authorised by the Board of Directors

Service agreement with Creadev

Voltalia SA established a service agreement with Creadev, a director of Voltalia SA.

Under the service agreement signed on 26 November 2018, CREADEV provides VOLTALIA with assistance and collaboration in the development and execution of its business in terms of strategy, sales, finance, human resources and management. It is subject to tacit renewal on 1 January of the renewal year. The service fee amounts to €70,000 per year, or €17,500 per quarter, to be paid within 15 days of receipt of the service invoice.

The Board of Directors authorised this renewal for one year on 17 December 2019, for 2020.

For the year ended 31 December 2020, no amounts relating to the period were invoiced, and €29,166 excluding VAT relating to 2019 was invoiced.

Service agreement with the company FGD

Voltalia SA established a service agreement with FGD S.P.R.L. Robert Dardanne, a Director of Voltalia SA until 13 May 2020, was its representative.

This service agreement is for the provision of support and advice to Voltalia SA to obtain authorisations and build electricity generation plants in French Guiana.

The Board of Directors authorised the service agreement with FGD S.P.R.L. on 10 November 2011. This agreement was signed on 10 January 2013 for a fixed period of one year, and has been renewed every year since then.

The Board of Directors authorised this service on 17 December 2019, for 2020.

For the year ended 31 December 2020, the service charge net of VAT invoiced to Voltalia SA amounted to €27,500 for 2020, plus €15,000 for reimbursement of expenses for 2019.

Service agreement with The Green Option

Voltalia SA established a service agreement with The Green Option. Philippe Joubert, director of Voltalia SA, is the Chairman of this Company.

This service is for the provision of strategic monitoring and targeted business relationships in new countries to Voltalia SA. The service also includes strategic advice on growing Voltalia business in Brazil and internationally. €20,000 is invoiced on a quarterly basis. The agreement was signed on 15 September 2014 for a one-year term and is automatically renewed.

The renewal for one year was authorised by the Board on 17 December 2019.

For the year ended 31 December 2020, the service charge net of VAT, excluding expenses, invoiced by The Green Option amounted to €20,000, of which €10,000 was for reimbursement of expenses for 2019.

Agreements approved during previous Service financial years and renewed in the most recent financial year

Service agreement with the company The Forest Initiative

Voltalia SA established a service agreement with the company The Forest Initiative. Robert Dardanne, director of Voltalia SA, is the Chairman of that Company.

This service agreement is intended to secure wood supplies for future biomass power plants. It was signed for a three-year term from the signature date. Total compensation is set at €300,000 plus the invoicing of additional specific tasks for a maximum annual amount of €150,000. The agreement also includes an option for Voltalia SA to purchase the company The Forest Initiative.

Since sourcing wood is key for biomass power plants, this agreement was authorised in advance by the Board of Directors on 31 March 2017, signed on 7 April 2017 and approved by the General Meeting of 1 June 2017.

No services were invoiced for the financial year ended 31 December 2020, and Voltalia did not exercise its purchase option.

Unemployment insurance coverage for Sébastien Clerc

Voltalia SA took out unemployment insurance for Sébastien Clerc, Chief Executive Officer, for 2020.

The Board of Directors approved this unemployment insurance coverage when his re-appointment was approved by the Board of Directors' meeting on 2 June 2017 and renewed on 13 May 2020.

Voltalia SA paid €13,476 for the unemployment insurance for the financial year ended 31 December 2020.

Cash supply agreements with La Faye Energies

On 26 February 2007, Voltalia SA entered into a cash management agreement with La Faye Energies, with which Voltalia SA shares a director in the person of Sébastien Clerc. This agreement is governed by the framework agreement concluded on 8 January 2007 between Voltalia and its subsidiaries. It was concluded for an unlimited period.

The agreement was authorised by the Board of Directors on 26 February 2007.

For the year ended 31 December 2020, Voltalia SA recognised a loan of €536,535 and income of €37,746 for the company La Faye Energies.

4.8 HUMAN RESOURCES

4.8.1 Organisation chart as of 31 December 2020

Voltalia's organisational structure is presented in Section 1.3 of the Universal Registration Document.

4.8.2 Number and distribution of employees

Details of the Group's workforce distribution as well as any changes is provided in Section 3.4 of the Universal Registration Document.

To the best of the Company's knowledge, there are no agreements stipulating indemnities for members of the Board of Directors or employees if they resign or are dismissed without real or serious cause or their employment ends due to a takeover bid or a public exchange offer.

4.9 INTERESTS AND STOCK OPTIONS OF DIRECTORS AND OFFICERS

As of 31 December 2020, the direct and indirect interests of the members of the Board of Directors and the Chief Executive Officer are set out in Section 4.6 of the Universal Registration Document.

4.10 INFORMATION ON THE REAPPOINTMENT OF THE STATUTORY AUDITORS

As H3P's term of office as joint Statutory Auditor expires at the closing of the 2019 financial statements, Voltalia has conducted a closed tender procedure with five auditing firms. The main criteria were professional reputation, support in the development of internal controls, geographical coverage and coordination, CSR approach and competitiveness of the financial offer.

At the end of the process, the Audit Committee recommended Grant Thornton, a choice approved by the Board of Directors on 25 March 2020 and approved by the General Meeting on 13 May 2020.

4.11 EQUITY INTERESTS OF THE EMPLOYEES IN THE CAPITAL OF THE COMPANY

On 18 March 2019, the Board of Directors authorised the introduction of the first employee stock ownership plan for the three countries that were members of the Group's savings plan: France, Brazil and Portugal. The plan met with tremendous success with a participation rate of nearly 70% of eligible employees. Once the transaction was complete, 153,969 shares were allocated to employee shareholders.

At 31 December 2020, Company employees and employees of related companies within the meaning of Article L. 225-102 of the French Commercial Code, held 0.16% of the Company's share capital under the Group savings plan.

4.12 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED PARTY AGREEMENTS AND COMMITMENTS

General Meeting to approve the financial statements for the year ended December 31, 2020

This is a translation into English of the Statutory auditors' special report on regulated party agreements and commitments of the Company issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders of the company VOLTALIA,

In our capacity as statutory auditors of your company, we hereby report on certain related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the characteristics, terms and conditions and interest for the Company of the agreements and commitments indicated to us, or that we may have identified in the performance of our engagement, without commenting as to their usefulness or appropriateness nor verifying the existence of other agreements or commitments. It is your responsibility, in accordance with article R. 225-31 of the French Commercial Code, to evaluate the benefits resulting from those agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you, in accordance with article R225-31 of the French code of commercial law, of any agreements and commitments previously approved by shareholders which were executed during the year.

We performed the procedures which we considered necessary to comply with the professional guidance applicable in France to this type of engagement. The procedures consisted of verifying that the information provided to us was consistent with the documentation from which it was extracted.

Agreements and commitments subject to the approval of the general meeting of shareholders

Agreements and commitments from previous years not submitted for approval of a previous general meeting

We have been advised of the following agreements authorized and entered into during fiscal year 2019 and which have not been submitted for approval to the General Meeting of Shareholders convened to approve the financial statements for the year ended December 31, 2019.

Agreement for services provided by FGD S.P.R.L

Contracting party: FGD S.P.R.L.

Director concerned: Robert Dardanne, representing FGD S.P.R.L. and a director VOLTALIA SA until May 13, 2020.

Nature and purpose: Your Board of Directors authorized a service agreement with FGD S.P.R.L. on November 10, 2011. This agreement was signed on January 10, 2013 for a period of one year. It has been renewed every year since that date. Its renewal for fiscal year 2020 has been authorized by your Board of Directors. Under the terms of this agreement, FGD S.P.R.L. has undertaken to provide VOLTALIA SA with assistance and advice in obtaining authorizations and building electricity production plants in French Guyana.

Amounts involved: The service charge, excluding taxes and expenses, of the services recognized by VOLTALIA SA for the year ended 31 December 2020 amounted to €27,500.

Date of the applicable Board meeting: December 17, 2019

Reasons: As required by law, we inform you that the prior authorisation given by the Board of Directors does not contain reasons explaining why this agreement is of interest for the company, as provided for by article L. 225-38.

Agreement for services provided by THE GREEN OPTION

Contracting party: THE GREEN OPTION

Director concerned: The Green Option, a director of VOLTALIA SA and represented by Philippe Joubert

Nature and purpose: Under the agreement signed on September 15, 2014 with THE GREEN OPTION, a director of VOLTALIA SA, for a period of one year subject to tacit renewal, THE GREEN OPTION performs strategic watch on behalf of VOLTALIA SA and proposes targeted business relationships for the company in new countries. The service also includes strategic consulting in the context of the development of Valtalia's activities in Brazil and internationally. €20,000 invoiced quarterly. The Board of Directors has authorized the renewal of this contract for the year 2020.

Date of the applicable Board meeting: December 17, 2019

Amounts involved: The service charge, excluding taxes and expenses, of the services recognized by VOLTALIA SA for the year ended 31 December 2020 amounted to €20,000.

Reasons: As required by law, we inform you that the prior authorisation given by the Board of Directors does not contain reasons explaining why this agreement is of interest for the company, as provided for by article L. 225-38.

Agreement for services provided by CREADEV

Contracting party: CREADEV

Director concerned: CREADEV, a director of VOLTALIA SA

Nature and purpose: Under the service agreement signed on 26 November 2018, CREADEV provides VOLTALIA with assistance and collaboration in the development and execution of its business in terms of strategy, sales, finance, human resources and management. It is renewable by tacit agreement on January 1 of the renewal year. Its renewal for fiscal year 2020 has been authorized by your Board of Directors with retroactive effect to January 1, 2020. The service fee amounts to €70,000 per year, or €17,500 per quarter, to be paid within 15 days of receipt of the service invoice.

Date of the applicable Board meeting: December 17, 2019

Amounts involved: For the year ended December 31, 2020, no amounts relating to the period have been invoiced.

Reasons: As required by law, we inform you that the prior authorisation given by the Board of Directors does not contain reasons explaining why this agreement is of interest for the Company, as provided for by article L. 225-38.

Agreements and commitments already approved by the general meeting of shareholders

Agreements and commitments approved during previous financial years

a) Which remained in effect during the past year

In accordance with Article R.225-30 of the French Commercial Code, we were informed that the following agreements and commitments, previously approved by General Meetings of Shareholders of previous financial years, continued to be executed during the year.

Agreement for administrative services rendered to LA FAYE ENERGIE SAS

This agreement was downgraded to current agreements concluded under normal conditions at the initiative of your Board of Directors on July 6, 2018. We do not agree with this analysis of normal conditions as it concerns a flat fee.

In this respect, due to the presence of persons covered by the control procedure for regulated agreements, it is appropriate, in our opinion, to maintain the regulated nature of this agreement.

Director concerned: Sébastien Clerc, Chief Executive Officer of VOLTALIA SA and a director of LA FAYE ENERGIES SAS

Nature and purpose: Under the agreement signed on 9 June 2010 with LA FAYE ENERGIES SAS for a period of one year from 1 January 2010 to 31 December 2010, subject to tacit renewal, VOLTALIA SA rebills to its subsidiary LA FAYE ENERGIES SAS the administrative, accounting, personnel, legal and fiscal services required for the company's functioning, on the basis of €4 thousand of fixed annual remuneration payable in two half-yearly instalments of €2 thousand each. Any direct costs borne by VOLTALIA SA on behalf of LA FAYE ENERGIES SAS are rebilled without markup.

Amounts involved for the year: The service charge excluding taxes billed by VOLTALIA SA to LA FAYE ENERGIES SAS for the year ended 31 December 2020 amounted to €89,974.

Commitments for the benefit of the company's Chief Executive Officer

Director concerned: Sébastien Clerc, Chief Executive Officer of VOLTALIA SA

Nature and purpose: VOLTALIA SA has taken out unemployment insurance coverage for Sébastien Clerc, Chief Executive Officer, for the year 2020.

The Board of Directors approved this unemployment insurance coverage for the officer at the time of his reappointment approved by the Board of Directors on June 2, 2017, renewed on May 13, 2020.

Amounts involved for the year: VOLTALIA SA paid €13,476 for the unemployment insurance premium as at 31 December 2020.

Treasury management agreement with La Faye Energies dated 8 January 2007

Contracting party: LA FAYE ENERGIES SAS

Director concerned: Sébastien Clerc, Chief Executive Officer of VOLTALIA SA and a director of LA FAYE ENERGIES SAS

Nature and purpose: A treasury management agreement was signed on 8 January 2007 between VOLTALIA SA and its subsidiaries. The ensuing agreement with LA FAYE ENERGIES SAS was signed on 26 February 2007. The agreement, which is for an indefinite period, covers the organisation, coordination and optimisation of Voltalia Group's treasury management. The interest charged on the central bank accounted opened in the name of Voltalia SA is rebilled to these companies on the basis of their use of the facilities available and of the average annual rate of interest charged by banks for floating rate business loans with initial durations in excess of two years.

Amounts involved for the year: For the year ended December 31, 2020, the amounts in account and financial interest of the centralizing bank accounts opened in the name of your Company with LA FAYE ENERGIES SAS are a loan in the amount of €536,535 and income in the amount of €37,746.

b) Without execution during the past year

In addition, we have been informed of the continuation of the following agreements, already approved by the General Meeting in previous years, which have not been executed during the past year.

Service agreement with THE FOREST INITIATIV

Contracting party: THE FOREST INITIATIV

Director concerned: Robert Dardanne, Chairman of THE FOREST INITIATIV a director of your Company until 13, May 2020.

Nature, purpose and conditions: This service agreement was signed on 7 April 2017 for a period of 3 years. It covers:

- The performance of a procurement plan feasibility review for consideration of €230,000 including €123,000 to be paid on remittance of the review and €100,000 to be paid on commencement of construction of the generating plant;
- Technical assistance in respect of another biomass generating plant amounting to €100,000 including €50,000 to be paid on signature of the agreement and €50,000 to be paid on 30 September 2017.
- The performance of other assignments pertaining to securing procurement for future biomass plants, in the maximum amount of €150,000 per annum to be billed monthly on the basis of the assignments performed.

The agreement also includes an option for your Company to purchase The Forest Initiative.

Amount paid during the financial year: No services have been invoiced and VOLTALA SA has not exercised its purchase option.

Courbevoie and Neuilly-sur-Seine, 19 April 2021
The Statutory Auditors

Mazars
Marc Biasibetti
Partner

Grant Thornton
French Member of Grant Thornton International
Guillaume Giné
Partner

05

MANAGEMENT REPORT



5.1	General presentation of net profit and financial position.....	148
	Key figures: business and profitability increased, EBITDA target achieved.....	148
	Overview of activities.....	148
	Other income statement items: +71% increase in net profit (Group share).....	150
	Simplified consolidated balance sheet.....	151
	Main investments.....	151
5.2	Highlights and events after the closing date.....	152
5.3	Information on the capital, liquidity and sources of financing.....	152
	Capital and liquidity.....	152
	Financing.....	152
	Cash flow.....	152
	Information on the borrowing conditions and financing structure.....	152
	Restrictions on the use of capital.....	152
	Sources of financing for future development.....	153
5.4	Trends.....	153
	Ambition for 2023 confirmed.....	153
5.5	Earnings projections or estimates.....	154
5.6	Known trends, uncertainties, commitments or events reasonably likely to influence the Company's outlook.....	154
5.7	Significant change in the issuer's financial or trading position.....	154

5.1 GENERAL PRESENTATION OF NET PROFIT AND FINANCIAL POSITION

Key figures: business and profitability increased, EBITDA target achieved

In € millions	2020	2019	Change at current exchange rates	Change at constant exchange rates*
Revenues	233.5	175.5	+ 33%	+ 55%
EBITDA	97.5	65.1	+ 50%	+ 88%
EBITDA margin	41.7%	37.1%	+ 4.6 pts	+ 8 pts
Net profit (loss) (Group share)	7.9	4.6	+ 71%	x3.7

* The average EUR/BRL exchange rate when the 2020 financial statements were approved was 5.89 vs. 4.4 in 2019.

Revenues for the year amounted to €233.5 million, an increase of +55% at constant exchange rates and +33% at current exchange rates. As announced previously, business was driven by the acceleration in newly commissioned power plants and excellent momentum in services to third-party customers. The share of revenues outside Brazil increased to 52% in 2020 compared to 42% in 2019.

Consolidated EBITDA stood at €97.5 million, up +88% at constant exchange rates and +50% at current exchange rates. This was due to the increase in profitability in both Energy Sales and Services to third-party customers. Fixed costs were also better amortised as a result of the Group's growth. This resulted in a substantial increase in profitability and took the EBITDA margin to 41.7% of revenues, from 37.1% a year earlier (+4.6 points).

As in the first half of 2020, the second half of the year was impacted by a negative resource effect, largely due to a wind level in Brazil below the long-term average (–€3.6 million at Group level in H2 2020). The 2020 normalised EBITDA worked out at €101.1 million, in line with the target set by the Group.

Net profit, Group share was €7.9 million, a 3.7x increase at constant exchange rates and up +71% at current exchange rates versus the end of 2019.

Overview of activities

Energy sales: strong EBITDA growth despite a lower wind resource in Brazil

KEY FINANCIAL FIGURES

In € millions Before eliminations of services provided internally	2020	2019*	Change at current exchange rates	Change at constant exchange rates
Revenues	163.1	130.6	+ 25%	+ 51%
EBITDA	100.9	76.1	+ 33%	+ 62%
EBITDA margin	61.9%	58.3%	+ 3.6 pts	+ 4 pts

* In 2020, some support services that were integrated into "Eliminations and Corporate" activity in 2019 were attached to the activities for which they provide a service; and the "Telecom" activity was attached to "Energy Sales" activity. The comparable period in 2019 has been adjusted accordingly.

OPERATIONAL INDICATORS

	2020	2019	Change	Load factors ⁽¹⁾	
				Voltalia long-term average	National long-term average
Production (in GWh)	2,756	2,117	+ 30%	-	-
Installed capacity (in MW, closing date)	1,015	678	+ 50%	-	-
Wind load factor in Brazil	44%	49%	- 5%	51%	43% ⁽²⁾
Wind load factor in France	28%	27%	+ 1%	25%	25% ⁽³⁾
Solar load factor in France	17%	19%	- 2%	20%	15% ⁽⁴⁾

(1) (Power actually generated) / (power that would be generated if the plants produced 100% of the time at 100% of their capacity).

(2) Source: Global Wind Energy Council 2019.

(3) Source: 2019 RTE report.

(4) Source: 2020 RTE report.

Strong revenue growth as a result of the increase in installed capacity

Revenues from Energy Sales amounted to €163.1 million, up +51% at constant exchange rates and +25% at current exchange rates.

This increase was primarily due to the increase in installed capacity, which stood at 1,015 MW as of end-2020, slightly above the Group's 1 GW target for the year, thanks to the addition of 337 MW in new projects versus 154 MW in 2019. This strong growth is all the more noteworthy given that it was achieved in an especially complex health context, which caused significant delays in construction and the commissioning of a number of projects.

Revenues also increased as a result of the full-year effect of power plants commissioned in the previous year, the full-year consolidation of Helexia (acquired mid-2019) and the consolidation over four months of the solar plants acquired in Jordan.

With a 51% long-term average, the load factor of Voltalia's Brazilian wind turbines is higher than the sector's national average. This positive difference can also be seen in the Group's other host countries and is attributable both to the Group's rigorous selectivity when choosing sites to develop

as well as the expertise of its maintenance teams, which is recognised by third-party customers who place their trust in Voltalia. Revenue growth in 2020 was nevertheless curbed by the lower wind resource recorded in Brazil which, as in 2019, was below the long-term average.

EBITDA growth outpacing revenue growth

Energy Sales in 2020 generated €47 million in additional EBITDA at constant exchange rates compared to the end of 2019, or €24.8 million at current exchange rates.

In both cases, the increase outpaced that of revenues. As a result, the EBITDA margin grew by 3.6 points.

This improvement was due to the quality of newly commissioned power plants, the receipt of compensation for loss of revenues following delays in the commissioning of some projects (€7.2 million) and good cost management, particularly at Helexia, which was recently consolidated. The 3.6-point increase in the EBITDA margin would have been even higher if the resource (wind, solar, hydro) had been in line with the long-term average: the resource deficit in 2020 compared with this average negatively impacted EBITDA by €11.1 million, of which €7.5 million in the first half of 2020 and €3.6 million in the second half.

Services: continued increase in the contribution to the Group's EBITDA

In € millions	FY 2020	FY 2019*	Change at current exchange rates	Change at constant exchange rates
Before eliminations of services provided internally				
Revenues	136.5	144.2	- 5%	- 1%
O/w internal revenues	66.1	98.5	- 33%	- 31%
O/w external revenues	70.4	45.7	+ 54%	+ 62%
EBITDA	11.6	11.7	- 1%	+ 20%
EBITDA margin	8.5%	8.1%	+ 0.4 pt	+ 1.9 pts

* In 2020, some support services that were integrated into "Eliminations and Corporate" activity in 2019 were attached to the activities for which they provide a service; and the "Telecom" activity was attached to "Energy Sales" activity. The comparable period in 2019 has been adjusted accordingly.

Sales of Services to third-party customers up by +54%

Revenues from internal and external Services in 2020 totalled €136.5 million.⁽¹⁾

In the absence of new high-contributing internal projects, intra-Group revenues (eliminated in the consolidation) were down -33% for the full year.

By contrast, revenues from Services sold to third-party customers came in at €70.4 million, an increase of +62% at constant exchange rates and +54% at current exchange rates, reflecting strong commercial momentum despite the economic and health crisis. Services also helped kick-start energy sales in two new countries, Albania and Jordan, where Voltalia's teams were already providing services to third-party customers.

This ramp-up in external sales was reflected in a solid third-party customer backlog as of the end of 2020 which amounted to €157.8 million (i.e. 2.2 times the level of external revenues in 2020).

Development, Construction & Equipment Procurement

Revenues from this particular segment totalled €114.2 million (-5% at constant exchange rates and -9% at current exchange rates), reflecting a slowdown in internal activity and a rise in activity for third-party customers for each of the segment's three business lines. The Group sold 180 MW in ready-to-build projects in Brazil and France to flagship partners such as France's Total-Eren and Siloé Infrastructures and Japan's Toda, and is also providing construction services to third-party customers mainly in Portugal, Burundi and Brazil (175 MW under construction at present). This significant level of activity enabled the Group to generate a double-digit EBITDA margin, in line with its forecasts.

Operation-Maintenance

Revenues from the Operation-Maintenance segment totalled €22.4 million (+23.1% at constant exchange rates and +17.2% at current exchange rates), reflecting growth in business both internally and with third-party customers, with Greensolver, acquired during the year, now contributing to revenues. Although there has been an improvement since 2019, the segment's EBITDA margin was still below breakeven, slightly reducing the overall profitability of the Services activity.

Other income statement items: +71% increase in net profit (Group share)

In € millions	2020	2019	Change at current exchange rates	Change at constant exchange rates
EBITDA before eliminations and corporate	112.6	87.9	+ 28%	+ 56%
Eliminations and corporate	(15.1)	(22.8)	- 33%	- 33%
EBITDA	97.5	65.1	+ 50%	+ 88%
Exceptional items, depreciation, amortisation, and provisions	(53.6)	(29.5)	+ 82%	+ 105%
Operating income (EBIT)	43.7	35.6	+ 23%	+ 73%
Financial result	(32.7)	(27.8)	+ 18%	+ 44%
Taxes and net income of equity affiliates	(3.8)	(5.0)	- 25%	+ 9%
Minority interests	0.7	1.8	- 62%	- 48%
NET PROFIT (LOSS) (GROUP SHARE)	7.9	4.6	+ 71%	X3.7

Eliminations were down, with internal business declining in favour of increased sales to external customers. As a result, the contribution of Services to consolidated EBITDA was higher. In addition, cost management initiatives meant that corporate costs were lower, even though business increased overall.

The Group's consolidated EBITDA stood at €97.5 million, up +50% from 2019. This increase in EBITDA, which outpaced the growth in revenues, led to a substantial improvement in profitability and took the EBITDA margin as a proportion of sales to 41.7%, versus 37.1% in 2019 (+4.6 points).

(1) Note that this figure is revised since the 26 January 2021 publication, and includes a reclassification of €10.7 million, now deducted from operating expenses. This reclassification had no impact on EBITDA or the cash position.

Depreciation, amortisation and provisions rose by +82% to €53.6 million as a result of the depreciation of power plants commissioned in 2020, the full-year effect of power plants commissioned in 2019 and the full-year consolidation of Helexia.

Financial expenses stood at €32.7 million, up +18%. This increase reflects the ramp-up in project financing (projects in operation) and the full-year consolidation of Helexia. The

increase was nevertheless limited by i) the depreciation of the Brazilian real in parallel with a drop in the country's interest rates; and ii) an optimisation of Helexia's financial costs following its consolidation.

After taking account of minority interests and taxes, which were down, net profit, Group share stood at €7.9 million. It was multiplied by 3.7 at constant exchange rates and was up +71% at current exchange rates.

Simplified consolidated balance sheet⁽¹⁾

Voltalia's balance sheet as of the end of 2020 stood at €1.8 billion, up +34% at constant exchange rates and +13% after taking into account the depreciation of the Brazilian real, which ended the year at 6.37BRL/EUR versus 4.51BRL/EUR as of 31 December 2019.

In € millions	31/12/2020	31/12/2019
Goodwill	80.2	86.5
Tangible and intangible fixed assets	1,273.5	1,066.6
Cash and cash equivalents	220.1	269.7
Other assets	205.1	155.0
Total assets	1,778.9	1,577.8
Equity	696.2	783.2
Financial debt	839.3	656.2
Other current and non-current liabilities	243.4	138.4
Total liabilities	1,778.9	1,577.8

The increase in the Group's assets, of +19.4%, was largely related to growth in its portfolio of power plants in operation or under construction. This growth would have been significantly higher still had it not been for the depreciation of the Brazilian real against the euro.

The Group's cash position at the end of 2020 was €220 million. This high level is to be compared to a total financial debt of €839 million at the end of 2020, a limited increase of +28% as a result of the depreciation of the Brazilian real, which is the loan currency of all power plants in Brazil. The gearing ratio⁽²⁾ remained low at 55%.

Given its very healthy financial position as of end-December 2020 and its financial resources, which were further strengthened in January 2021 following the issue of €200 million in green convertible bonds on highly attractive terms, the Group has what it takes to continue its trajectory of strong, profitable growth.

Further comments on the balance sheet detailed in Section 6.1 of this Universal Registration Document can be found in the various Notes presented in Section 6.2 of the same document.

Main investments

The main investments made by Voltalia relate to project development and the construction of power plants.

The total amount of investments made by the Company amounted to €326.2 million in 2020, versus €276.5 million in 2019 and €105.1 million in 2018.

In 2020, the Company continued its investments in project development and power plant construction, mainly in Brazil (VSM projects), French Guiana (Cacao), Africa (Kenya), and metropolitan France.

(1) As of 31 December 2019, "Goodwill" and "Shareholders' equity – Group share" were adjusted by €23,015 thousand to better reflect the fair value paid in connection with the acquisition of Helexia.

(2) Financial debt/(equity + financial debt).

5.2 HIGHLIGHTS AND EVENTS AFTER THE CLOSING DATE

The highlights and events after the closing date for the period are presented in Section 6.2 of this Universal Registration Document.

5.3 INFORMATION ON THE CAPITAL, LIQUIDITY AND SOURCES OF FINANCING

Capital and liquidity

As of 31 December 2020, the Company's capital totalled €696.2 million. The amount of cash and cash equivalents held by the Company amounted to €220.1 million, versus €269.7 million as of 31 December 2019.

Financing

Financing of the Company's Services activities is arranged by Voltalia SA through banking institutions, while the construction of power plants built for its own account is financed by loans arranged by the project company that owns the plant.

Financing details can be found in Section 6.2 of this Universal Registration Document.

Cash flow

For full-year 2020, the cash position fell by €27.6 million, with operating cash flow of +€85.6 million, investment flows of -€315.9 million and financing flows of €202.2 million.

Details can be found in Section 6.2 of this Universal Registration Document.

Information on the borrowing conditions and financing structure

Details can be found in Section 6.2 of this Universal Registration Document.

Restrictions on the use of capital

Loans arranged by the Group's project companies to fund construction generally include clauses on ratio compliance (particularly debt service cover and financial structure) and

a debt service reserve account. These clauses may restrict dividend payments.

Sources of financing for future development

In order to obtain the financial resources necessary for its growth, the Company reinforced its equity by carrying out a capital increase of €375 million in July 2019.

These funds helped achieve the target of 1-GW of installed capacity set for 2020, and were used to provide the equity financing needed for current projects, including 411 MW in power plants under construction as of the date of this

Universal Registration Document, with most of those plants expected to be commissioned by 2021.

As of 31 December 2020, Voltalia had cash amounting to €220.1 million and €85 million in unused corporate bank credit lines. Its cash position was strengthened by the €200 million green bond issue in January 2021.

5.4 TRENDS

The targets and trends presented below are based on data, assumptions and estimates deemed reasonable by the Company as of the date of the Universal Registration Document. These targets, based on Voltalia's strategic plan, should not be taken as Company forecasts or profit estimates. The data and assumptions on which these targets are based are subject to change in response to economic, financial, competitive, regulatory and fiscal developments and/or other factors of which the Company was not aware as of the date of the Universal Registration Document.

In addition, should certain risks materialise as described in Chapter 2 "Risk Factors and Risk Management" of the Universal Registration Document, they could have an impact on the activities, financial position, results and outlook of the Company and thereby affect its ability to meet the targets presented below. Furthermore, the achievement of objectives implies the success of the Company's strategy; the Company therefore makes no commitment or guarantee regarding the achievement of the objectives presented in this section.

Ambition for 2023 confirmed

The ambition of 2.6 GW in operation or under construction by the end of 2023 was confirmed after the Group reached 1 GW in installed capacity at the end of 2020 and signed

energy sale agreements in 2020 for an additional 1 GW of capacity. In 2023, normalised EBITDA is expected to range between €275 million and €300 million.

2023

Capacity	2.6 GW in operation or under construction
Normalised EBITDA	€275-300 million

"Normalised": with a wind/solar/hydropower resource equal to the ultra-long-term average and a EUR/BRL exchange rate of 6.3

5.5 EARNINGS PROJECTIONS OR ESTIMATES

The Company does not intend to make any earnings forecasts or estimates.

5.6 KNOWN TRENDS, UNCERTAINTIES, COMMITMENTS OR EVENTS REASONABLY LIKELY TO INFLUENCE THE COMPANY'S OUTLOOK

Thanks to the contribution of its portfolio of more than 1 GW in power plants in operation, the commissioning of new power plants and continued growth in Services for third-party customers, Volitalia has confirmed its normalised EBITDA target of around €170 million in 2021.

In € millions	Normalised* EBITDA
2021 Target	~ €170 million
Current levels	€97.5 million in 2020

* "Normalised": with a wind/solar/hydropower resource equal to the ultra-long-term average and a EUR/BRL exchange rate of 6.3.

5.7 SIGNIFICANT CHANGE IN THE ISSUER'S FINANCIAL OR TRADING POSITION

There have been no changes in Volitalia's financial or trading position since the end of the 2020 financial year.

06

CONSOLIDATED FINANCIAL STATEMENTS



6.1	Financial statements.....	156
6.1.1	Income statement.....	156
6.1.2	Statement of Comprehensive Income.....	157
6.1.3	Statement of financial position.....	158
6.1.4	Statement of cash flows.....	160
6.1.5	Statement of changes in equity.....	161

6.2	Notes to the consolidated financial statements.....	162
6.3	Statutory Auditors' report on the consolidated financial statements.....	218

6.1 FINANCIAL STATEMENTS

6.1.1 Income statement

<i>in thousands of euros</i>	Note	As of 31 December 2020	As of 31 December 2019*	Change	%
Total revenues	7	233,457	175,469	57,988	33%
Purchases and sub-contracting	7	(31,749)	(9,574)	(22,175)	232%
External expenses	7	(70,759)	(67,404)	(3,355)	5%
Payroll expenses	8	(33,828)	(30,665)	(3,163)	10%
Other business income and expenses		343	(2,732)	3,075	- 113%
Total expenses	7	(135,993)	(110,375)	(25,618)	23%
EBITDA		97,464	65,094	32,370	50%
% EBITDA		42%	37%	5%	13%
Other operating income and expenses	7	(7,116)	(472)	(6,644)	1,408%
Allocations and reversals of depreciation, amortisation and provisions	7	(46,602)	(28,986)	(17,616)	61%
Operating result (EBIT)		43,746	35,636	8,110	23%
% EBIT		19%	20%	- 2%	- 8%
Gross loan expenses	14	(31,408)	(33,837)	2,429	- 7%
Other financial income and expenses	14	(1,336)	6,019	(7,355)	- 122%
Income tax and other taxes	10	(3,603)	(4,971)	1,368	- 28%
Income from equity-accounted companies	5	(162)	(51)	(111)	218%
NET PROFIT (LOSS)		7,237	2,796	4,441	159%
% Net profit (loss)		3%	2%	2%	95%
Group Share		7,924	4,624	3,300	71%
Minority interests		(687)	(1,828)	1,141	- 62%
Earnings per share – Group Share (in euros):					
Before dilution		0.0834	0.0669	0.0165	25%
After dilution		0.0830	0.0664	0.0166	25%

* See Note 4.6

6.1.2 Statement of Comprehensive Income

<i>in thousands of euros</i>	Note	As of 31 December 2020	As of 31 December 2019*	Change	%
Net profit (loss)		7,237	2,795	4,442	159%
Currency conversion adjustments resulting from the conversion of foreign operations		(119,118)	(5,661)	(113,457)	2,004%
Change in fair value of loans	14	(160)	-	(160)	-
Change in fair value of hedging instruments	14	(3,858)	(7,911)	4,053	(51)%
Other recyclable items of comprehensive income		(123,136)	(13,572)	(109,564)	807%
Actuarial gains/(losses) on pension commitments	8	(109)	(120)	11	(9)%
Revaluation of financial assets at fair value through OCI					
Other non-recyclable items of comprehensive income		(109)	(120)	11	(9)%
COMPREHENSIVE INCOME		(116,008)	(10,897)	(105,111)	965%
Comprehensive income attributable to:					
Group Share		(94,125)	(7,743)	(86,382)	1,116%
Minority interests		(21,883)	(3,154)	(18,729)	594%

* See Note 4.6

6.1.3 Statement of financial position

<i>in thousands of euros</i>	Notes	As of 31 December 2020	As of 31 December 2019*	Change	%
Goodwill	11	80,155	86,472	(6,317)	(7)%
Right-of-use assets	11	45,316	40,400	4,916	12%
Intangible assets	11	154,889	128,559	26,330	20%
Property, plant and equipment	11	1,073,263	897,638	175,625	20%
Equity associates	5	2,196	3,048	(852)	(28)%
Financial assets	14	16,156	21,593	(5,437)	(25)%
Deferred tax assets	10	3,899	2,360	1,539	65%
Operating assets	16	144	-	144	-
Non-operating assets	16	5	-	5	-
Non-current assets		1,376,023	1,180,070	195,953	17%
Inventories, work in progress and supplier advances	16	39,703	40,951	(1,248)	(3)%
Contract assets	16	7,696	1,343	6,353	473%
Trade receivables	16	95,552	58,669	36,883	63%
Financial assets	14	6,283	5,079	1,204	24%
Non-operating assets	16	31,924	21,975	9,949	45%
Cash and cash equivalents	12	220,121	269,744	(49,623)	(18)%
Current assets		401,279	397,761	3,518	1%
TOTAL ASSETS		1,777,302	1,577,831	199,471	13%

* See Note 4.6

<i>in thousands of euros</i>	Notes	As of 31 December 2020	As of 31 December 2019*	Change	%
Equity – Group share		640,375	731,913	(91,538)	(13)%
Non-controlling interests		55,820	51,310	4,510	9%
Equity	13	696,195	783,223	(87,028)	(11)%
Non-current provisions	15	4,827	3,431	1,396	41%
Provisions for post-employment benefits	8	1,378	1,172	206	18%
Deferred tax liabilities	10	16,015	2,687	13,328	496%
Long-term borrowings	14	703,974	592,561	111,413	19%
Financial liabilities	14	14,614	9,239	5,375	58%
Non-operating liabilities		-	-	-	-
Non-current liabilities		740,808	609,090	131,718	22%
Current provisions	15	6,163	6,374	(211)	(3)%
Short-term borrowings	14	135,311	63,675	71,636	113%
Contract liabilities	16	13,443	1,439	12,004	834%
Trade and other payables	16	125,458	75,962	49,496	65%
Financial liabilities	14	26,138	15,866	10,272	65%
Non-operating liabilities	16	33,786	22,202	11,584	52%
Provisions for post-employment benefits	8	-	-	-	-
Current liabilities		340,299	185,518	154,781	83%
TOTAL LIABILITIES		1,777,302	1,577,831	199,471	13%

* See Note 4.6

6.1.4 Statement of cash flows

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Operating result (EBIT)	43,746	35,636
Depreciation, amortisation and provisions of non-current assets	46,602	28,986
Other business income and expenses	7,116	472
EBITDA	97,464	65,094
Income and expenses not affecting cash and cash equivalents	(19,655)	(22,425)
EBITDA Cash	77,809	42,669
Change in working capital requirement	19,564	15,013
Tax paid	(8,170)	(9,780)
Cash and cash equivalents from operating activities, before non-recurring items	89,203	47,902
Cash flows generated by exceptional items	(3,636)	(2)
Net cash flow from operating activities	85,567	47,900
Net flow from financial investments	10,054	28,259
Net flow from tangible investments	(278,131)	(233,896)
Net flow from intangible investments	(48,428)	(42,603)
Dividends received	621	28
Net cash flow from investing activities	(315,884)	(248,212)
Capital increases in Volitalia SA	-	370,402
Capital increases subscribed by minority shareholders	25,764	-
Financial income and expenses	2,521	(2,396)
Interests paid to banks	(27,808)	(32,912)
Repayments on leasing loans	(8,462)	(2,825)
Bond issues	252,238	335,910
Borrowing repayments	(41,555)	(316,362)
Dividends paid to non-controlling interests	(499)	(471)
Net cash flow from financing activities	202,199	351,346
CHANGE IN CASH FLOWS	(27,599)	151,023
Opening cash and cash equivalents	269,744	108,609
Impact of changes in currency prices	(33,783)	(1,362)
Impact on cash and cash equivalents of changes in the scope of consolidation	11,760	11,476
Closing cash and cash equivalents	220,121	269,744

* See Note 4.6

6.1.5 Statement of changes in equity

<i>in thousands of euros</i>	Share capital	Additional paid-in capital on capital transactions	Conversion reserves	Consolidated reserves	Net profit for the year	Shareholders' equity – Group share	Total minority interests	Equity
As of 31 December 2018*	279,177	96,482	(65,091)	(1,468)	8,525	317,625	54,748	372,373
Appropriation of earnings	-	-	-	8,525	(8,525)	-	-	-
Net profit (loss)	-	-	-	-	4,623	4,623	(1,828)	2,795
Other items of comprehensive income	-	-	(5,962)	(6,404)	-	(12,366)	(1,326)	(13,692)
Comprehensive income	-	-	(5,962)	(6,404)	4,623	(7,743)	(3,154)	(10,897)
Change in equity	263,906	138,591	-	-	-	402,497	-	402,497
Scope changes	-	-	(23)	22,283	-	22,260	1,645	23,905
Other movements	-	-	-	(2,730)	-	(2,730)	(1,929)	(4,659)
As of 31 December 2019*	543,083	235,073	(71,076)	20,206	4,623	731,909	51,310	783,219
Appropriation of earnings	-	-	-	4,622	(4,622)	-	-	-
Net profit (loss)	-	-	-	-	7,924	7,924	(687)	7,237
Other items of comprehensive income	-	-	(91,240)	(10,809)	-	(102,049)	(21,196)	(123,245)
Comprehensive income	-	-	(91,240)	(10,809)	7,924	(94,125)	(21,883)	(116,008)
Change in equity	394	(14)	-	-	-	380	-	380
Scope changes	-	-	386	2,929	-	3,315	627	3,942
Other movements	-	-	-	(1,108)	-	(1,108)	25,764	24,656
AS OF 31 DECEMBER 2020	543,477	235,058	(161,930)	15,846	7,924	640,375	55,818	696,193

* See Note 4.6

As of 31 December 2019, "Other movements" mainly included the adjustment for the cost of bank guarantees taken out by the Group for the BNDES loans which were included in the effective interest rate calculation until 31 December 2018. The impact of this adjustment as of 31 December 2019 was €(4,548) thousand, with a corresponding increase in debt. N.B. this adjustment had no significant impact on the 2018 income statement.

As of 31 December 2020, "Other movements" mainly included the neutralisation of the purchases/sales of treasury shares under a liquidity contract and a share buyback programme, in the amount of €(1,490) thousand and capital increases carried out in subsidiaries by minority shareholders for €26,152 thousand.

6.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1	Formation, development and business of the Group	163	Note 11.3	Acquisition of Helexia	184
NOTE 2	The Group's business	163	Note 11.4	Acquisition of Triton	184
NOTE 3	Highlights of the period and subsequent events	163	Note 11.5	Acquisition of Mywindparts	184
Note 3.1	Governance	163	Note 11.6	Acquisition of Greensolver	184
Note 3.2	Highlights of the financial year	164	Note 11.7	Acquisition of Maison Solaire Voltalia	184
Note 3.3	Subsequent events	166	Note 11.8	Goodwill, right-of-use assets, intangible assets and property, plant and equipment	185
NOTE 4	Accounting rules and methods	167	Note 11.9	Goodwill	185
Note 4.1	Statement of compliance	167	Note 11.10	Right-of-use assets	187
Note 4.2	Basis for the preparation and presentation of the financial statements	167	Note 11.11	Intangible assets	188
Note 4.3	Accounting standards applied	167	Note 11.2	Property, plant and equipment	189
Note 4.4	Functional and presentation currency	168	NOTE 12	Cash and cash equivalents and cash flows	190
Note 4.5	Use of judgements and estimates	168	Note 12.1	Accounting rules and methods	190
Note 4.6	Amendments to comparables	168	Note 12.2	Cash	190
NOTE 5	Scope of consolidation	170	NOTE 13	Equity and earnings per share	191
Note 5.1	Accounting rules and methods	170	Note 13.1	Accounting rules and methods	191
Note 5.2	Exchange rates used by Voltalia	172	Note 13.2	Equity and dividends	191
Note 5.3	Scope of consolidation	173	Note 13.3	Earnings per share	191
Note 5.4	Information on holdings	173	Note 13.4	Diluted earnings per share	192
NOTE 6	Operating segments	174	Note 13.5	Dilutive instruments – Free share allocation plans	192
Note 6.1	Accounting rules and methods	174	Note 13.6	Dilutive instruments – Stock options	193
Note 6.2	Segment reporting by business	174	NOTE 14	Financing and derivative instruments	194
Note 6.3	Segment reporting by region	175	Note 14.1	Accounting rules and methods	194
NOTE 7	Operating profit	175	Note 14.2	Current and non-current financial assets and liabilities	195
Note 7.1	Accounting rules and methods	175	Note 14.3	Current and non-current borrowings	195
Note 7.2	Sales and other revenues	176	Note 14.4	Financial profit (loss)	198
Note 7.3	Operating expenses	176	Note 14.5	Derivative financial instruments	198
Note 7.4	Other operating income and expenses	177	Note 14.6	Hierarchy of fair value measurement of financial assets and financial liabilities	200
Note 7.5	Other operational income and expenses	177	Note 14.7	Currency risk	201
Note 7.6	Allocations and reversals of depreciation	177	Note 14.8	Interest rate risk	202
Note 7.7	Impairments, reversals and provisions	177	NOTE 15	Current and non-current provisions	203
NOTE 8	Employee benefits and expenses	177	Note 15.1	Accounting rules and methods	203
Note 8.1	Accounting rules and methods	177	Note 15.2	Statement of provisions	203
Note 8.2	Payroll expenses	178	NOTE 16	Operational data on working capital requirement	204
Note 8.3	Workforce	178	Note 16.1	Accounting rules and methods	204
Note 8.4	Employee benefits	179	Note 16.2	Operating working capital requirement	204
NOTE 9	Statutory Auditors' fees	180	Note 16.3	Non-operating working capital requirement	205
NOTE 10	Income tax	180	NOTE 17	Off-balance sheet commitments	206
Note 10.1	Accounting rules and methods	180	Note 17.1	Commitments given	206
Note 10.2	Income tax and other taxes	181	Note 17.2	Commitments received	206
Note 10.3	Tax rationalisation	181	Note 17.3	Related party disclosures	207
Note 10.4	Deferred taxes	182	NOTE 18	List of companies – Scope of consolidation	208
NOTE 11	Goodwill, right-of-use assets, intangible assets and property, plant and equipment	182	Note 18.1	List of fully-consolidated companies	208
Note 11.1	Accounting rules and methods	182	Note 18.2	List of consolidated companies accounted for by the equity method	215
Note 11.2	Acquisition of Martifer Solar	184	Note 18.3	Change in the list of Voltalia companies	216

NOTE 1 Formation, development and business of the Group

The Voltalia company was founded on 28 November 2005. Its registered office has been located at 84 Boulevard de Sébastopol, 75003, Paris, France, since 2 July 2018. It began trading in France and French Guiana then branched out into Brazil before acquiring several new regional markets with the purchase in August 2016 of Portuguese solar energy company Martifer Solar, followed by Helexia in 2019. Today Voltalia operates in 20 countries. The company has been listed on Euronext since July 2014.

The attached annual financial statements as of 31 December 2020 present the operations of Voltalia and its subsidiaries (together referred to as "the Group") and the Group's proportionate share in associates and joint ventures.

NOTE 2 The Group's business

Voltalia is an independent player in the renewable energy market. As an integrated industrial player, Voltalia develops, builds and operates renewable energy power plants, for its own account and on behalf of third parties.

Voltalia is present in the main renewable energy production areas: wind, solar, small hydro and biomass. The Group also develops solutions for power storage.

As of 31 December 2020, Voltalia's principal source of profits is the sale of renewable electricity produced by its power plants. Such sales are governed by long-term contracts with full transparency on the volumes and prices of the electricity sold. Voltalia also generates revenues from the sale of projects developed in-house or from services, such as construction or operation-maintenance of power plants owned by third-party customers.

In terms of managing transactions within the Company, based on cash flow forecasts (e.g., financing of working capital requirements or bridging loans), the Company provides the funds required by the various subsidiaries by way of cash supply agreements. As part of the financing for the construction of power plants, Voltalia SA provides its subsidiaries with the necessary equity, via current account and/or capital advances. Bank financing, for its part, is contained within each of the project companies. The Services

activities (equipment development, construction & supply, operation-maintenance) are carried out by specialised Voltalia subsidiaries. These services are sold to third-party customers as well as to Voltalia's own plants. In the case of Voltalia's own power plants, contracts are signed with SPVs and different services are handled intra-group. It should be noted that subsidiaries specialising in the provision of services also invoice the various SPVs for administrative services (mainly bookkeeping and legal secretarial services).

Social and environmental responsibility is at the heart of the Group: Voltalia's mission to "improve the global environment, foster local development" highlights the importance that the Group attaches to having a positive local and social impact.

Throughout its history, Voltalia has established lasting relationships with many partners. The Caisse des Dépôts et des Consignations (CDC) has been a shareholder of Voltalia Guyane since 2008. COPEL and CHESF, Brazilian leaders in power production, are shareholders of Voltalia's major power plants in Brazil. Proparco and the EBRD have been shareholders of Voltalia S.A since November 2016 and July 2019, respectively. Other partners in the areas of capital, banking, and operations, as well as public partners, have also contributed to the development of Voltalia since its inception.

NOTE 3 Highlights of the period and subsequent events

Note 3.1 Governance

Appointment of three new directors

Céline Leclercq, Jean-Marc Armitano and Alain Papiasse were appointed Directors by the General Meeting of 13 May 2020 for a term of three years, until the end of the Ordinary

General Meeting called in 2023 to approve the financial statements for the financial year ended 31 December 2022.

On 25 September 2019, the Board of Directors appointed two Observers (Jean-Marc Armitano and Alain Papiasse) for a period of three years. Their terms as Observers ended on 13 May 2020.

The terms of Solène Guéré and Robert Dardanne as Directors, which expired at the end of the General Meeting of 13 May 2020, were not renewed.

Renewal of the terms as Directors of Evelyne Tall and André-Paul Leclercq

By way of an exception, the terms of office of Evelyne Tall and André-Paul Leclercq were renewed by the Company's General Meeting on 13 May 2020 for a period of one year.

Note 3.2 Highlights of the financial year

Continued organic growth

Plants commissioned in 2020

In 2020 Voltalia built and commissioned six new plants (wind power, solar power (including rooftop), hydroelectricity, battery storage and biomass) on three continents. The VSM1 plant in Brazil was commissioned in June 2020 with a total installed capacity of 163 MW. The plant is serviced by a transmission line having a capacity of 2.4 GW which Voltalia commissioned and connected to its Serra Branca wind farm in September 2019. At a length of 52km, it links Voltalia's plants as well as those of its partners to Brazil's power grid.

In 2020, Voltalia also commissioned the largest battery storage system in France with Mana Stockage in French Guiana. Mana Storage is located within the Toco complex, which has a total installed capacity of 13.1 MW in operation.

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
France	Southern France	Jonquières	3.9	Solar	20 years	August 2020
Brazil	State of Rio Grande do Norte Serra Branca wind farms	VSM 1	163	Wind	20 years	June 2020
Brazil	State of Rio Grande do Norte Serra Branca wind farms	VSM 2	85	Wind	20 years	Gradual commissioning in 2020
France	French Guiana	Mana Stockage	10	Storage	10 years	November 2020
France	French Guiana	Cacao	5.5	Biomass	25 years	Connected in December 2020
France	Burgundy	Sarry	22	Wind	20 years	Connected in December 2020
Europe	France, Belgium, Italy, Spain, Portugal	Miscellaneous	10	Rooftop solar panels	15 years	2020

Plants under construction at end 2020

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
France	Southern France	Cabanon	3	Solar (agrivoltaic)	20 years	Q2 2021
Brazil	State of Rio Grande do Norte Serra Branca wind farms	VSM 2	43	Wind	15 years	Q2 2021
	State of Rio Grande do Norte					
Brazil	Serra Branca wind farms State of Rio Grande do Norte	VSM 3	152	Wind	15 years	Gradual commissioning starting Q1 2021
Brazil	Serra Branca wind farms	VSM 4	59	Wind	15 years	Q2 2021
Europe	France, Belgium, Italy, Spain, Portugal	Miscellaneous	10	Rooftop solar panels	Up to 25 years	2021
France	Southern France	Carrière des Plaines	8	Solar	20 years	2022
Kenya	Nandi County/Songhor	Kopere	50	Solar	20 years	2022

Power plants acquired in 2020

In the second half of 2020, Voltalia acquired a 70% majority stake in a portfolio of four solar power plants in Jordan for a total of 57 megawatts. These power plants were built, operated and partly developed by Voltalia. The power plants are governed by a 20-year electricity sales contract signed in 2016.

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
Jordan	(Ma'an)	-	11	Solar	20 years	2016
Jordan	(Ma'an)	-	11	Solar	20 years	2016
Jordan	(Ma'an)	-	11	Solar	20 years	2016
Jordan	(Ma'raq)	-	24	Solar	20 years	2016

Power plants and projects sold in 2020

In December 2020, Voltalia sold a portfolio of three wind farms governed by long-term electricity sales contracts to the Siloé Infrastructures fund (Crédit Mutuel Capital Privé): Coivert and Vergne (25.2 MW, under construction) and Adriers (10 MW, in operation). Voltalia was responsible for the development of these three projects and the construction of the wind farm currently in operation (Adriers) and will be responsible for the construction of Coivert and Vergne. For all three assets,

Voltalia will provide Operation-Maintenance services and, for the first time, Voltalia has also combined asset management services from its subsidiary Greensolver for the three wind farms, demonstrating commercial synergies less than a year after its acquisition. This sale illustrates Voltalia's strategy of developing projects and selling them at any stage of development (ready-to-build projects, power plants under construction or in operation) and allocating resources to competitive, non-subsidised power generation projects everywhere that the Company operates.

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
France	Western France	Adriers	10	Wind	20 years	December 2014
France	Western France	Vergne	16	Wind	20 years	Under construction
France	Western France	Coivert	11	Wind	20 years	Under construction

In the first half of 2020, Voltalia sold a 67 MW wind farm project to Total-Eren and maintenance services (eBOP O&M). The long-term maintenance contract started in 2021. This project is located in Voltalia's Serra Branca complex and will use the Group's connection facilities.

In the second half of 2020, Voltalia sold a 28-megawatt, ready-to-build wind project to Japanese construction company TODA. For this project, located within the Serra Branca complex, Voltalia will provide construction, operating, maintenance and administrative management services to TODA. Construction of the new wind farm should start in 2020, and it is expected to be commercially operational in July 2021. This date will mark the start of the eight-year service contract for the operation-maintenance of electrical infrastructure such as the medium-voltage networks, substations and transmission lines. The first development revenues were recognised by Voltalia in the first half of 2020.

In the fourth quarter of 2020, STOA, an investment fund dedicated to infrastructure projects in developing and emerging countries, acquired a 33% stake in the Ventos Serra do Mel III (VSM 3) wind power plant, a 152-megawatt Voltalia wind power plant located in the state of Rio Grande do Norte in the Serra Branca complex.

Commercial successes in 2020: 1,025 MW of long-term electricity sales contracts secured

In 2020, Voltalia secured major contracts for its solar projects in the Serra Branca complex in Brazil (SSM 1 to 6), representing almost 600 MW. For the VSM 3 wind project (152 MW), Voltalia won a 20-year contract with a Brazilian electricity company.

In Europe, Voltalia was awarded contracts in Albania and Greece for almost 90 MW.

Finally, Voltalia has consolidated its position as leader in corporate PPAs⁽¹⁾ on the French market, signing contracts with Auchan Retail, Decathlon and LCL (Crédit Agricole Group). The Group has also developed new positions for this type of contract in Europe and Brazil. Voltalia's ambition is to develop the corporate market in Europe, and it achieved its first success in the United Kingdom in 2020, signing a 15-year Corporate PPA with the City of London. This contract, which directly links a renewable energy producer to a public authority, is a first in the United Kingdom. To supply green electricity to London's business district, Voltalia will build a new 49.9 megawatt solar power plant in Dorset.

(1) A Corporate PPA is a long-term contract that directly links the electricity consumer, a company, to the producer building a new renewable power plant to supply its customer.

In Brazil, Valtalia, through its subsidiary Helexia, was awarded a contract to supply renewable electricity to the mobile telephone networks of Vivo (a Telefonica brand) for a total capacity of 60 MW, and will build 16 new solar power plants in five states.

Acquisition of Greensolver and Mywindparts (see Note 11)

In the first half of 2020, Valtalia continued to accelerate its strategy of developing services across the value chain of projects through the acquisition of two companies:

- Greensolver, a European specialist in renewable power plant management services, which supports its customers in management and consulting assignments and as a provider of technical, administrative and contractual services during all stages of the life of wind and solar power plants.
- Mywindparts, a start-up that has developed expertise in wind logistics (consulting on inventory management, technical support, parts repair, etc.).

Closing context – Covid-19

Like all economic actors, Valtalia has been confronted with the impacts of the Covid-19 pandemic. In this context, the Group's priority is to protect the health of its employees while ensuring the continuity of its operations (health measures on site and at headquarters, deployment of digital and organisational solutions, adaptation of processes) as much as possible. The costs required for these specific measures are marginal at Group level and have been recognised as recurring operating expenses.

The market volatility associated with the pandemic, in particular the economic situation in Brazil affecting the Brazilian Real exchange rate, has impacted EBITA negatively (EBITA growth versus 2019 reduced to 55%, instead of 88% at constant rates). In addition, travel difficulties and preventive measures specific to each of the regions have led to occasional delays in certain construction projects, postponing the start of operations and limiting the growth of other Services activities.

The pandemic had no other significant effects on the Group's results. More specifically:

- The Group has not identified any triggering events that could result in an impairment of goodwill, property, plant and equipment or intangible assets;
- The Group has not identified any challenges to its existing electricity sales contracts that could affect its profitability or the value of its assets;

- The Group has not identified any changes in renewable energy or electricity management policies that may affect its projects under development.

Closing context – Brexit

The withdrawal of the United Kingdom from the European Union on 31 December 2020, accompanied by the signing of a trade and cooperation agreement, should not significantly affect Valtalia's activities. Moreover, the share of the Group's operations remains very limited.

Note 3.3 Subsequent events

Valtalia passes the one gigawatt mark in installed capacity

Thanks to a dynamic fourth quarter of 2020 and significant capacity additions, Valtalia reached a total installed capacity of 1,015⁽¹⁾ megawatts, thus exceeding the 1 gigawatt ambition the Group had committed to achieve by December 2020. This objective was achieved while diversifying Valtalia's portfolio in favour of solar energy and the Europe/Africa region.

Green financing

On 13 January 2021, as part of its green and sustainable financing efforts, Valtalia completed a green bond issue of 6,283,380 bonds convertible at par, with a nominal amount of €31.83 and a coupon of 1%, for a total of €200 million. Through this green commitment, Valtalia is agreeing to use that financing exclusively for the financing of renewable energy projects or technologies.

The issue has been oversubscribed considerably and has very favourable terms for both Valtalia and the existing shareholders.

Start of construction of Canudos 1

In February 2021, Valtalia began construction of Canudos 1, a 99.4-megawatt wind project within its new Canudos complex, whose potential capacity is one gigawatt. A long-term electricity sales contract was signed with the electricity company CEMIG for a 20-year period. The wind farm will be equipped with 28 G132 turbines with a capacity of 3.55 megawatts each. The power plant is scheduled to be commissioned in the first half of 2022.

Withdrawal from Myanmar

On 31 March, Valtalia announced its intention to withdraw from Myanmar, ending its Telecom tower electrification activities in that country. This withdrawal will take place during 2021, thus ensuring the safety of its 43 employees and enhancing the value of its assets. The Group does not anticipate any significant financial impact from this withdrawal.

(1) Including the Adriers wind power plant (10 MW) in France, which was sold on 31 December 2020.

NOTE 4 Accounting rules and methods

Note 4.1 Statement of compliance

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which are available on the European Commission's website.

The Group's consolidated financial statements were approved by the Board of Directors of Voltalia SA on 24 March 2021.

Note 4.2 Basis for the preparation and presentation of the financial statements

Preparation basis

In the consolidated financial statements for the period ended 31 December 2020, the Company applied the same accounting principles and valuation methods as those used as of 31 December 2019, with the exception of the new standards applied, as described in Note 4.3.

As of 31 December 2020, the financial statements were prepared in accordance with the principles of operational continuity and historical cost, with the exception of assets and liabilities measured at fair value as presented in Note 14.6.

Presentation of the financial statements

The Group presents a "Statement of Comprehensive Income" by type, showing revenues, EBITDA, other operating income and expenses, EBIT, net profit (loss), income equity-accounted companies and net income, Group share.

In its financial statements, the Group refers to alternative performance indicators, as defined by the Financial Markets Authority (DOC-2015-12) and ESMA (ESMA/2015/1415):

- EBITDA, which is the profit before "Other operating income and expenses" (as described below), "Allocations and reversals of depreciation, amortisation and provisions", financial interest ("Gross loan expenses" and "Other financial income and expenses"), "Income from equity-accounted companies" and "Income tax and other taxes".
- EBIT is the profit before financial interest ("Gross loan expenses" and "Other financial income and expenses"), "Income from equity-accounted companies" and "Income tax and other taxes".

"Other income and expenses" corresponds to unusual, abnormal or infrequent events of a significant material nature that could make current operating performance more difficult to interpret. This may include the following:

- gains or losses on disposal or significant and unusual impairment of non-current tangible or intangible assets⁽¹⁾;
- certain restructuring expenses: these are solely restructuring costs that would be likely to make recurring operating income less readable as a result of their unusual nature and size;
- other operating income and expenses such as a provision for litigation of very significant materiality.

For the presentation of the statement of financial position, the distinction between current and non-recurring items results from the application of IAS 1.

Note 4.3 Accounting standards applied

The Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, which is available on the European Commission's website.

Main standards, amendments and interpretations for which application is mandatory as of 1 January 2020

- amendment to IFRS 3, "Business combinations";
- amendments to IFRS 9, IAS 39 and IFRS 7, "Interest rate benchmark reform";
- amendments to IAS 1 and IAS 8, "Definition of Material";
- amendment to IFRS 16 "Covid-19-Related Rent Concessions";
- amendment of the references to the conceptual framework in IFRS standards.

These amendments for which application is mandatory did not materially impact the 2020 annual consolidated financial statements.

Standards, amendments and interpretations issued by the IASB for which application is not mandatory in the European Union as of 1 January 2020

The Group has not opted for early application of these standards, amendments and interpretations in its 2020 consolidated financial statements and does not expect them to have a significant impact on its results and financial position.

(1) It should be noted that the sale price of development assets is recognised as revenues, and that the net book value of the assets sold is recognised as an operating expense (see Note 7.1).

Note 4.4 Functional and presentation currency

The consolidated financial statements are presented in thousands of euros, the reporting currency and functional currency of the parent company.

Note 4.5 Use of judgements and estimates

The preparation of the consolidated financial statements requires the use of assumptions, estimates or judgements that affect the amounts recognised in the balance sheet, income statement and notes to the consolidated financial statements:

- Valuation of intangible assets: Note 11;
- Measurement of fair value: Note 14;
- Valuation of deferred tax assets: Note 10;
- Determination of the amount of pension commitments: Note 8;
- Determination of the amount of provisions: Note 15;
- Recognition of revenue: Note 7

These assumptions, estimates or assessments are made based on information or situations existing at the financial statement preparation date and that may differ from the actual situation in the future.

Finally, most of the Group's operating entities have multi-year contracts with significant customers. During the course of these contracts and on the occasion of their termination and/or renewal, discussions may take place between these entities and their customers about the conditions, including financial, from the past performance of these contracts.

Note 4.6 Amendments to comparables

As of 31 December 2020, the Group identified a number of improvements aimed at making its financial statements more readable. These improvements relate to:

Application of IFRS 16: "Variable lease payments" and "Right-of-use assets"

The "Right-of-use assets" arising from the application of IFRS 16 and previously shown under "Intangible assets" were isolated in the statement of financial position. As a result, the "Right-of-use assets" and "Intangible assets" sections of Note 11 were revised. This presentation was applied to the comparable period.

The variable portion of lease payments restated under IFRS 16 (by their very nature, outside the scope of application) was previously shown under "Other operating income and expenses" in the "Statement of consolidated income" and stood at €(4,373,000) as of 31 December 2019. This charge was reclassified on 31 December 2019 under "External expenses", as detailed in Note 7.

Financial assets and liabilities and working capital requirement ("WCR")

Some "Financial" assets and liabilities and "WCR" were previously aggregated in the statement of financial position, although they were independently detailed in Note 14 "Financial assets and liabilities" and Note 16 "Working Capital Requirement". Since this presentation did not make it easy for the reader to reconcile the notes with the statement of financial position, the Group changed the way in which its financial statements were presented as of 31 December 2020 and revised the comparable period to 31 December 2019.

Readability improvements and reclassifications

The Group also made three reclassifications in its financial statements presented as of 31 December 2019:

- A receivable on an asset disposal was reclassified under "Trade receivables" as of 31 December 2019;
- "Share-based payments", previously presented under "Other movements in consolidated reserves", were reclassified under "Other items of comprehensive income". The statement of comprehensive income, as well as the changes in equity were amended as of 31 December 2019 and 2018.
- Expenses related to employee training have been reclassified to "Payroll expenses" and were previously presented under "External expenses".

Acquisition of Helexia

As of 31 December 2019, "Goodwill" and "Shareholders' equity - Group share" were adjusted by €23,015,000. In 2019, at the time of the initial valuation of Helexia's goodwill, the acquisition cost in the consolidated financial statements should have taken into account the market value of the Volitalia shares given as compensation for the acquisition (see), not the carrying amount of the securities that were under joint control (97.55%).

AMENDMENTS TO THE STATEMENT OF FINANCIAL POSITION AS OF 31 DECEMBER 2019:

<i>in thousands of euros</i>	Notes	As of 31 December 2019 (Published)	Implementation of IFRS 16	Reworking of Note 13.1 "Financial assets and liabilities" and Note 15 "WCR"	Reclassi- fication	Revision: Helexia acquisition	As of 31 December 2019 (Revised)
Goodwill	11	63,457				23,015	86,472
Right-of-use assets	11	-	40,400				40,400
Intangible assets	11	168,959	(40,400)				128,559
Property, plant and equipment	11	897,638					897,638
Equity associates	5	3,048					3,048
Financial assets	14	22,630		(1,037)			21,593
Other non-current assets	14/16	12,607		(607)	(12,000)		-
Operating assets		-					-
Deferred tax assets	10	2,360					2,360
Non-current assets		1,170,699	-	(1,644)	(12,000)	23,015	1,180,070
Inventories, work in progress and supplier advances	16	40,951					40,951
Trade receivables	16	47,022		990	12,000		60,012
Financial assets	14	3,576		1,503			5,079
Other current assets	14/16	21,353		(21,353)			-
Non-operating assets	16	-		21,975			21,975
Current tax assets	10	1,471		(1,471)			-
Cash and net cash equivalents	12	269,744					269,744
Current assets		384,117	-	1,644	12,000	-	397,761
Assets held for sale							
TOTAL ASSETS		1,554,816	-	-	-	23,015	1,577,831
Equity - Group share		708,898				23,015	731,913
Non-controlling interests		51,310					51,310
Equity	13	760,208	-	-	-	23,015	783,223
Non-current provisions	15	3,431					3,431
Provisions for post-employment benefits	8	1,172					1,172
Deferred tax liabilities	10	2,687					2,687
Long-term borrowings	14	592,561					592,561
Financial liabilities	14	8,957		282			9,239
Non-current liabilities	14	282		(282)			-
Non-current liabilities		609,090	-	-	-	-	609,090
Current provisions	15	6,374					6,374
Short-term borrowings	14	63,675					63,675
Trade and other payables	16	77,401					77,401
Other tax liabilities	16	6,641		(6,641)			-
Other current and financial liabilities	16	31,427		(31,427)			-
Financial liabilities	14	-		15,866			15,866
Non-operating liabilities	16	-		22,202			22,202
Current liabilities		185,518	-	-	-	-	185,518
TOTAL LIABILITIES		1,554,816	-	-	-	23,015	1,577,831

AMENDMENTS TO THE INCOME STATEMENT AS OF 31 DECEMBER 2019:

<i>in thousands of euros</i>	Note	As of 31 December 2019 (Published)	Reclassification Employee training expenses	Implementation of IFRS 16	As of 31 December 2019 (Revised)
Total revenues	7	175,469	-	-	175,469
Purchases and sub-contracting	7	(9,574)			(9,574)
External expenses	7	(63,321)	(290)	(4,373)	(67,404)
Payroll expenses	8	(30,375)	290		(30,665)
Other business income and expenses		(7,105)		4,373	(2,732)
Total expenses		(110,375)	-	-	(110,375)
EBITDA		65,094	-	-	65,094
Other operating income and expenses		(472)			(472)
Allocations and reversals of depreciation, amortisation and provisions	7	(28,986)			(28,986)
Operating result (EBIT)		35,636	-	-	35,636
Gross loan expenses	14	(33,837)			(33,837)
Other financial income and expenses	14	6,019			6,019
Income tax and other taxes	10	(4,971)			(4,971)
Income from equity-accounted companies	5	(51)			(51)
NET PROFIT (LOSS)		2,796	-	-	2,796

NOTE 5 Scope of consolidation

Note 5.1 Accounting rules and methods

Consolidation method

Full consolidation

In accordance with IFRS 10 "Consolidated Financial Statements", the Group's consolidated financial statements include the accounts of all entities that the Group controls directly or indirectly, whatever its level of participation in the capital of these entities. An entity is controlled when the Group has power over this entity, when it is exposed to or has rights to variable returns because of its involvement in this entity, and when it has the ability to use its power over the entity to influence the amount of these returns. The determination of control takes into account the existence of potential voting rights if they are significant, i.e. if they can be exercised on a timely basis when decisions about the relevant activities of the entity must be taken.

The consolidated entities of the Group are classified as "subsidiaries". The entities that the Group controls by means other than voting rights are described as "consolidated structured entities".

Reciprocal receivables and liabilities, as well as reciprocal income and expenses related to fully consolidated companies, are eliminated in full. The internal margins between these companies are eliminated.

Joint ventures and equity associates

The Group applies IFRS 11, which defines how a joint arrangement is to be treated.

Under this standard, partnerships through which two or more parties have joint control are accounted for on the basis of rights and obligations of each party to the partnership, taking particular account of the structure, the legal form of the agreements, the rights granted to each party by the agreements, as well as the facts and circumstances, where appropriate:

- assets and liabilities (income and expenses) of joint activities that give each of the co-participants direct rights in the assets and obligations reported as liabilities shall be recognised according to the interest in the joint activity;
- joint ventures that confer rights in net assets should be recognised using the equity method

In addition to the case of joint ventures indicated above, and pursuant to IAS 28, the equity method is applied to associates in which the Group has significant influence (generally over 20%), i.e. when it has the power to participate in financial and operating policy decisions, but cannot control or exercise exclusive or joint control over those policies.

This method of consolidation consists of retaining the net assets and net income of a company in proportion to the interest held by the parent company in the capital and the goodwill relating thereto, as appropriate.

Receivables and payables to companies accounted for under the equity method are considered as outside of the Group and are therefore not eliminated.

Consequently, IFRS standards require consolidation under the equity method of the following:

- associates, companies over which the Group has significant influence;
- joint ventures, companies over which the Group has joint control.

As of 31 December 2020, the Group has not identified any companies classified as joint ventures.

Business combinations

Business combinations are recognised by applying the acquisition method on the date the control is transferred to the Group.

Up to now, the Group has always calculated goodwill on the acquisition date according to the full goodwill method. It corresponds to the difference between:

- the consideration transferred for the acquisition of the combination; and
- the proportionate share of the fair value of the net identifiable asset acquired.

Goodwill does not include goodwill related to minority interests.

When the difference is negative, a profit in view of the acquisition under favourable conditions is immediately recognised in income.

Acquisition costs, other than those related to the issue of debt or capital securities, that the Group bears due to a business combination, are recorded as expenses when they are incurred.

Any potential consideration to be paid is assessed at fair value on the acquisition date. Any potential consideration that has been classified as equity is not reassessed, and its settlement is recognised under equity. However, future changes in the fair value of this consideration will be recognised through profit or loss.

It should be noted that acquisitions of project company (SPV) securities, in view of the fact that (i) the substance of the acquisition is a purchase of assets, and that (ii) the acquired company does not have employees, nor a process, the transaction is not considered a business acquisition

(IFRS 3, B7). This acquisition is therefore considered as the acquisition of a set of assets and liabilities, to be treated under IAS 38, and not as a business combination under IFRS 3.

Investments in non-consolidated companies

Investments in non-consolidated companies are, by default, recognised at fair value through profit or loss.

However, when initially recognised, the Group may opt, for entities not held for trading purposes, for the irrevocable application of the alternative fair value accounting method, through other comprehensive income.

If the Group opts for the alternative method, other gains and losses recorded in other comprehensive income may not be recycled through profit or loss, including on disposal.

The choice and application of these methods is made on an investment by investment basis.

As of 31 December 2020, the Group opted for the alternative method for all its investments.

Foreign currency conversion

Foreign currency transactions

Foreign currency transactions are translated into euros using the exchange rate in effect on the transaction date. Monetary items and, where appropriate, non-monetary items measured at fair value in a foreign currency are translated using the closing rate.

Financial statements denominated in foreign currencies

The functional currency of the foreign subsidiaries of the Group corresponds to the local currency of these entities, or the currency generally used in transactions. On this basis, the assets and liabilities of the companies included in the scope of consolidation and denominated in foreign currencies are translated into euros using the exchange rate at the balance sheet date. The income and expenses of these companies are converted into euros using the average exchange rate over the period.

All currency translation differences arising from the conversion of the financial statements are recognised in other comprehensive income. All currency translation differences from foreign currency transactions are recognised through profit or loss over the period.

Net investments in an overseas business

Translation differences relating to intragroup assets and liabilities are also recognised through profit or loss. On an exceptional basis, such translation differences are temporarily recognised in other comprehensive income when the monetary asset or liability forms an integral part of the net investment in a foreign company. Such is effectively the case of loans and receivables in foreign currencies for which settlement is neither planned nor probable in the foreseeable future.

Note 5.2 Exchange rates used by Voltalia

Code	Currency	As of 31 December 2020		As of 31 December 2019	
		Closing rate	Average rate	Closing rate	Average rate
AED	UAE Dirham	4.50491	4.19305	4.11963	4.11218
ALL	Albanian Lek	123.60771	123.56052	n/a	n/a
BIF	Burundian Franc	2380.9524	2178.6492	n/a	n/a
BRL	Brazilian Real	6.3702	5.89077	4.50853	4.41515
CAD	Canadian Dollar	1.56276	1.52966	1.45992	1.48541
CLP	Chilean Peso	871.83958	903.34237	826.44628	788.02206
COP	Colombian Peso	4219.4093	4219.4093	3690.0369	3676.47059
EGP	Egyptian Pound	19.29645	18.05315	17.99791	18.837
GBP	Pound Sterling	0.89852	0.88943	0.85059	0.87718
HUF	Hungarian Forint	364.03349	359.58288	n/a	n/a
INR	Indian Rupee	89.55759	84.4452	79.93605	78.75876
JOD	Jordanian Dinar	0.86956	0.80938	0.79519	0.79375
JPY	Japanese Yen	126.53423	121.80268	121.8769	122.05541
KES	Kenyan Shilling	133.68984	121.6693	113.70097	114.18132
MAD	Moroccan Dirham	10.9187	10.82403	10.74287	10.76345
MMK	Myanmar Kyat	1631.3214	1569.8587	1669.44908	1703.57751
MXN	Mexican Peso	24.39322	24.5092	21.20891	21.54754
MZN	Mozambican Metical	91.86111	79.34619	68.91324	70.0035
RON	Romanian Leu	4.86774	4.83765	4.78499	4.74516
SGD	Singapore Dollar	1.62118	1.57369	1.50947	1.52709
TRY	Turkish Lira	9.09455	8.03968	6.67267	6.3608
TZS	Tanzanian Shilling	2840.9091	2645.5027	2583.97933	2583.97933
UAH	Ukrainian Hryvnia	34.74032	30.83089	26.5576	28.9377
USD	US Dollar	1.22646	1.14157	1.12156	1.11954
XOF	CFA Franc (BCEAO)	656.16798	656.16798	656.16798	656.16798

Note 5.3 Scope of consolidation

The lists of consolidated companies, changes in the scope of consolidation, associates and partnerships are detailed in Note 18.

In 2020, Voltalia created 37 new companies (France, French Guiana, Albania, the Netherlands, Morocco, Brazil), acquired 17 companies (France, the Netherlands, the United Kingdom, Ireland, Jordan, Brazil, Mexico), and sold six companies (France, Brazil, Mexico), changing its scope of consolidation.

Shares in equity associates contributed to Voltalia's consolidated financial statements as follows:

As of 31 December 2020:

- 278 companies are consolidated (excluding Voltalia SA, the consolidating entity), including 270 through full consolidation and eight accounted for under the equity method; and
- no partnerships were signed during the period.

As of 31 December 2020, the Group had no significant minority shareholdings, except for a historical 7.8% stake in an investment fund.

in thousands of euros

Equity associates

As of 31 December 2018*	2,303
Change in equity	2
Dividends	-
Net profit (loss)	(51)
Scope changes	829
Translation reserve	(36)
Other	-
As of 31 December 2019*	3,048
Change in equity	-
Dividends	(498)
Net profit (loss)	(162)
Scope changes	80
Translation reserve	(78)
Other	(193)
AS OF 31 DECEMBER 2020	2,196

* See Note 4.6

Note 5.4 Information on holdings

Main equity investments:

- Voltalia Guyane: 80%-owned by the Group and 20%-owned by Caisse des Dépôts et Consignations, Voltalia Guyane is a service provider in French Guiana and has a 100% shareholding in the Saut Mama Valentin, Kourou, Voltalia Biomasse Investissement and Voltalia Organabo Investissement power plants, as well as in SPVs currently in the development phase.
- Envolver: owned by the Group (99.999%) and Voltalia Energia do Brasil (0.001%), a civil engineering company in the State of Sao Paulo. The Envolver holding has a 51% stake in the subsidiaries charged with operating Vamcruz wind farms; CHESF, another major operator in the Brazilian electricity industry, owning 49% of Vamcruz subsidiaries.
- Voltalia Sao Miguel do Gostoso I Participacoes: owned by the Group and Voltalia Energia do Brasil (51%) and COPEL (49%), Voltalia Sao Miguel do Gostoso I Participacoes' sole activity is holding the shares of Voltalia Sao Miguel do Gostoso Participacoes which, in turn, holds all the shares of the subsidiaries responsible for the operation of the Sao Miguel do Gostoso wind farms.

- Ventos de Serra do Mel III wind farm: This wind farm, which comprises EOL Potiguar 31, 32 and 33, is 57%-owned by the Group, 33% by STOA (see Note 3.2) and 10% by Altos dos Ventos Energia Eolica SA.
- Taconnaz, 67%-owned by the Group, 16.5%-owned by the municipality of Les Houches and 16.5%-owned by the municipality of Chamonix is a Hydroelectric power station.
- Miroir du Soleil, 67%-owned by the Group and 33%-owned by Auchan Retail, operates solar power plants installed on Auchan stores (roofs or car parks).
- Soleil Immo, 67%-owned by the Group and 33%-owned by Ceetrus France, operates solar power plants installed on Ceetrus shopping centres (roofs or car parks) and energy performance contracts.

Minority shareholders do not participate in the operational management of SPVs. Shareholders' pacts were signed for Voltalia Guyane (with the CDC) and for the La Faye plant in Metropolitan France, as well as in Brazil for the Vamcruz and Sao Miguel do Gostoso plants.

NOTE 6 Operating segments

Note 6.1 Accounting rules and methods

Reporting by business segment is presented in accordance with the internal reporting system of the Group, which is used by the General Management to measure performance and allocate resources.

Segment reporting by business segment is favoured by the Group, because the risks and returns depend mainly on its activities rather than the type of energy to which they refer.

The segmentation used by the Group includes two operating segments:

- the "Energy sales" business, which brings together the owned, operating power plants;
- the "Services" business, comprising the activities of:
 - "Development, construction and procurement", which comprises: the development and sale of projects, and the construction of power plants and procurement of equipment for solar power plants, and

- "Operation-maintenance", a service provision activity.

These Services activities are carried out on behalf of the Group's own power plants or on behalf of third-party customers.

The business segments described above are presented by the Group in a "stand-alone" manner, i.e. considering the business segment as a truly autonomous whole and as one of the components contributing to the Volitalia consolidated entity. This presentation enables revenues and the service costs from internal services to be identified and isolated under the item "Eliminations and Corporate"⁽¹⁾.

This presentation complies with the needs identified by the General Management and enables the Group to (a) measure the individual performance of the identified operating segments, (b) compare the level of services provided internally, on its own behalf, to the cost of identical services available outside of the Group, and lastly, (c) as part of the financing of its activities, to present the performance of the financed entity, consistent with the business of the said entity.

Note 6.2 Segment reporting by business

in thousands of euros	Energy sales	Services		Eliminations and corporate	As of 31 December 2020
		Development, construction and procurement	Operation-Maintenance		
External revenues	163,025	55,116	15,299	17	233,457
Internal revenues	67	59,036	7,093	(66,196)	0
Total revenues	163,092	114,152	22,392	(66,180)	233,457
EBITDA	100,932	13,147	(1,468)	(15,147)	97,464
EBITDA margin (in %)	62%	12%	- 7%	23%	42%

In 2020, Volitalia recorded a 33% increase in revenue and profitability as measured by EBITDA. The "Energy Sales" activity is supported by the growth of the power plant portfolio, while the "Services" activity showed positive developments with external customers.

in thousands of euros	Energy sales	Services		Eliminations and corporate	As of 31 December 2019
		Development, construction and procurement	Operation-Maintenance		
External revenues	129,862	34,114	11,589	(95)	175,470
Internal revenues	719	90,997	7,513	(99,229)	0
Total revenues	130,581	125,112	19,102	(99,324)	175,470
EBITDA	76,124	12,422	(681)	(22,773)	65,092
EBITDA margin (in %)	58%	10%	- 4%	23%	37%

In 2020, some support services that were integrated into "Eliminations and Corporate" activity in 2019 were attached to the activities for which they provide a service; in addition, the "Telecom" activity was attached to "Energy Sales" activity. The comparable period in 2019 has been adjusted accordingly.

(1) These are corporate items, to which are added the effects of intra-group eliminations corresponding to internal re-invoicing of services carried out within the Group.

Note 6.3 Segment reporting by region

<i>in thousands of euros</i>	Europe	Of which France	Latin America	Asia and Africa	As of 31 December 2020
Revenues	107,625	55,617	112,395	13,437	233,457
EBITDA	17,671	14,030	73,110	6,682	97,464
<i>EBITDA margin (in %)</i>	16%	25%	65%	50%	42%

<i>in thousands of euros</i>	Europe	Of which France	Latin America	Asia and Africa	As of 31 December 2019
Revenues	70,283	40,256	101,563	3,624	175,470
EBITDA	(1,216)	5,945	66,052	256	65,092
<i>EBITDA margin (in %)</i>	- 2%	15%	65%	7%	37%

The Group's activity is growing in all geographical areas in which it operates. The differences in profitability are due to the business mix, with the lower-margin Services activity performed mainly in Europe, while a substantial part of installed capacity and therefore of Energy Sales comes from Latin America (Brazil). Africa recorded its first significant

contribution following the commissioning of the Râ Solar plant in Egypt and the acquisition of solar plants in Jordan. In 2020, Brazil accounted for almost all of the Latin American region's revenues and EBITDA, whilst France accounts for 24% of total revenues.

NOTE 7 Operating profit

Note 7.1 Accounting rules and methods

Total revenues

Revenues include (i) income from activities based on customer contracts (revenue), and (ii) income from the disposal of development projects and power plants.

Sales revenues is comprised of:

- "Energy sales" from the Group's production units;
- "Services sales" from:
 - the completion of power plant construction contracts,
 - the supply of equipment,
 - the supply of power plant operation and maintenance services, and
 - additional development services (which may be negotiated at the same time as the signing of a contract for the sale of a project and in this case are subject to revenue recognition independent of the sale of the project).

Sales revenues

Pursuant to IFRS 15, revenue is recognised when each performance obligation is met, i.e. when control of the good or service is transferred to the customer. It corresponds to

the fair value of the consideration received or receivable for goods and services sold, net of discounts and rebates, in the normal course of the Group's activities.

Energy sales revenue corresponds to the sale of electricity produced by each power plant and sold to customers in accordance with various contracts which guarantee in particular the sales prices in relation to volumes produced and sold. Sales revenue is calculated on the basis of the MWh actually delivered, which constitutes the service performance obligation, over the period concerned.

Some 15- to 20-year contracts for the sale of energy may include tolerance and adjustment mechanisms between the volume delivered and the contractual commitment. In this case, the adjustments are estimated on the basis of actual production and taking into account production forecasts (contractual period of up to 4 years in certain Brazilian contracts) and recognised as production progresses.

On a temporary basis (such as for early commissioning) or on an ad hoc basis in the event of overproduction in relation to its contractual commitment, the Group has to sell on the open market or on short-term markets.

Services sales correspond mainly to power plant construction for which Voltalia is the general contractor (design, building site supervision, supplier and sub-contractor selection) and all power plant construction (turnkey contracts) and maintenance and operation activities, equipment sales and services and support for the development of projects:

- construction revenue is based on the contract, which can take the form of a turnkey contract or a service contract (assistance, project management). In the case of turnkey contracts, revenue is recognised on a percentage-of-completion basis through costs;
- maintenance revenue is based on multi-year contracts with duration of between two and 15 years in general and up to 25 years; revenue from this activity is recognised upon delivery of the service;
- revenue from equipment sales is based on sales contracts and is recognised when the equipment is delivered;
- revenue from the provision of services and support for project development corresponds to a separate obligation from the sale of the asset. It is recognised as the service is performed on the basis of the contractual price specific to that service.

Note 7.2 Sales and other revenues

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Energy sales	147,218	120,162
Services sales	59,567	30,159
Sales revenues	206,785	150,321
Proceeds from the sale of assets (farms and projects under development)	19,464	23,316
Other revenues	7,208	1,832
TOTAL REVENUES	233,457	175,469

* See Note 4.6

Sales of securities or projects are described in Note 3.2. In "Other revenues", €7,195 thousand is related mainly to the

collection of contractual compensation for losses of revenues from delays in the commissioning of certain projects.

Note 7.3 Operating expenses

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Purchases and sub-contracting	(31,749)	(9,574)
Lease payments outside the scope of IFRS 16	(11,938)	(9,043)
Maintenance and repairs	(11,028)	(7,264)
Cost of external services	(25,536)	(27,558)
Operating expenses	(13,648)	(14,357)
Non-revenue based taxes	(8,609)	(9,182)
BUSINESS EXPENSES	(102,508)	(76,978)

* See Note 4.6

The increase in business expenses is due mainly to:

- companies newly consolidated in 2020 (Triton, Greensolver, Mywindparts, Maison Solaire Voltalia) and 2019 (acquisition of Helexia on 1 July 2019), for €4,530,000;
- Growth in Services activities (Development, construction, equipment supply and Operation-maintenance) for €14,352,000 (on a constant consolidation scope basis); and
- Purchases of electricity to supplement the production of our power plants and meet our contractual obligations, in particular for the start-up of the VSM1 and VSM2 power plants for €5,829,000.

The "variable" portion of lease payments restated under IFRS 16 amounts to €(6,116,000) and is presented in the line "Lease payments outside the scope of IFRS 16".

Note 7.4 Other operating income and expenses

Other business income and expenses mainly comprised the net carrying amount of projects sold for €191,000.

Note 7.5 Other operational income and expenses

Other operating income and expenses are related mainly to additional non-recurring costs on construction projects for €3,514,000, impairment of service assets for €1,556,000 and impairment of development projects for €1,622,000.

Note 7.6 Allocations and reversals of depreciation

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Allocations	(44,097)	(37,090)
Reversals	599	-
DEPRECIATION AND AMORTISATION OF INTANGIBLE FIXED ASSETS AND PROPERTY, PLANT AND EQUIPMENT	(43,498)	(37,090)

* See Note 4.6

Allocations to depreciation and amortisation mainly reflect the depreciation of plants in operation. The increase in depreciation and amortisation of €(6,408,000) is explained primarily by the acquisition of Helexia (in the second half

of 2019) and by the initial depreciation of the power plants commissioned during the period. Details of allocations and reversals by type are shown in Note 11.

Note 7.7 Impairments, reversals and provisions

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Allocations	(5,162)	(1,920)
Reversals	2,058	10,024
IMPAIRMENT AND PROVISIONS	(3,104)	8,104

* See Note 4.6

Details of provisions are given in Note 15.2 and impairments are given in Note 11.

NOTE 8 Employee benefits and expenses

Note 8.1 Accounting rules and methods

Payroll expenses

Payroll expenses allocated to development and construction projects on behalf of the Group are recorded as assets, when projects meet the capitalisation criteria. Other personnel expenses are included in the income statement.

Employee benefits

These benefits may be offered through defined contribution plans or defined benefit plans. Within the framework of defined contribution plans, the Group has no obligation other than to pay contributions; the charge corresponding to the contributions paid is recognised directly in the profit for the financial year.

Post-employment benefits

Defined benefit plans are subject to actuarial measurement using the projected unit credit method. Under this method, each period of service gives rise to an additional unit of benefit entitlement and each unit is measured separately to measure the final obligation. This final obligation is then discounted.

These actuarial calculations include demographic and financial assumptions defined for each of the entities concerned and taking into consideration their local macro-economic environment. All actuarial differences are recognised under other comprehensive income.

Such regimes only concern the following countries, within the Group: metropolitan France, French Guiana, Greece, Italy, Mexico and Slovakia.

Termination benefits

Where necessary, employment contract termination benefits may be reviewed, and provisions are made up to the amount of the resulting commitment. Benefits that fall due more than 12 months after the balance sheet date are discounted.

Share-based compensation expense

Stock options granted to corporate officers and certain key executives are measured at fair value at the grant date by the Board of Directors. This measurement is not subsequently revised. Based on the estimated number of options that will vest at the end of the vesting period, the Group recognises the overall charge spread equally across this period. These expenses are offset by charges in equity under reserves.

Note 8.2 Payroll expenses

In 2020, payroll expenses amounted to (€33,828,000) compared to (€30,665,000) in 2019. These expenses are net of capitalisations.

The increase in employee benefits is mainly linked to the increase in staff to support the Group's growth.

Note 8.3 Workforce

The average Volitalia workforce (including Helexia, Greensolver, Mywindparts, Triton) in 2020 was 1,008 employees in 20 countries. Most of the workforce is located in three countries: Brazil (Rio de Janeiro and Natal), France (Paris, Aix-en-Provence and Cayenne) and Portugal (Oliveira de Frades and Porto).

Average workforce	Brazil	France & Fr. Guiana	Italy	Portugal	Other	As of 31 December 2020	As of 31 December 2019
Executive managers	1	13	-	2	6	22	19
Managers	27	270	12	60	98	468	288
Employees	144	62	40	138	126	510	357
Temporary workers	-	2	3	-	4	8	4
TOTAL	172	347	55	201	233	1,008	668

The Volitalia workforce (including Helexia, Greensolver, Mywindparts, Triton) as of 31 December 2020 stood at 1,132 employees. The increase in the workforce over the period is

mainly explained by the strengthening of teams in France, Portugal and Brazil to support the Group's growth.

Workforce at the end of the period	Brazil	France & Fr. Guiana	Italy	Portugal	Other	As of 31 December 2020	As of 31 December 2019
Executive managers	1	14	-	3	11	29	21
Managers	30	313	12	69	97	521	352
Employees	173	75	32	150	145	575	414
Temporary workers	-	2	2	-	3	7	4
TOTAL	204	404	46	222	256	1,132	791

Note 8.4 Employee benefits

Change in pension and other benefit commitments to personnel.

Pensions and other employee benefits only apply, within the Group, to the following countries: metropolitan France, French Guiana, Greece, Italy, Mexico and Slovakia.

As of 31 December 2020, the Group had no plans with hedging assets.

in thousands of euros

Provisions for post-employment benefits

As of 31 December 2019*	1,172
Net cost of the period	292
• Cost of services rendered	337
• Effect of discount	9
• Other items	(54)
Acquisition/disposal	41
Net amount recognised in comprehensive income	119
• Experience adjustments	55
• Changes in demographic assumptions	2
• Changes in economic assumptions	62
Net employer contribution	(237)
Translation reserve	(9)
AS OF 31 DECEMBER 2020	1,378
• Of which defined benefit obligations	1,378
• Of which fair value of the plan	-

* See Note 4.6

Main actuarial assumptions:

	France & Fr. Guiana	Greece	Italy	Mexico	Slovakia
Discount rate	0.35%	0.35%	0.00%	4.70%	0.35%
Salary increase rate	2.00%	2.00%	3.14%	4.40%	2.00%

Sensitivity analysis:

	50bp decrease	Change in %	Actual provision	50bp increase	Change in %
Discount rate	1,461	6.00%	1,378	1,287	(7.00%)
Salary increase rate	1,300	(6.00%)	1,378	1,463	7.00%

NOTE 9 Statutory Auditors' fees

<i>in thousands of euros</i>	Mazars	Grant Thornton	As of 31 December 2020	Mazars	H3P	As of 31 December 2019
Statutory audit	(148)	(135)	(283)	(205)	(157)	(362)
Non-audit services	(10)	(1)	(11)	(129)	(73)	(202)
Voltalia SA	(158)	(136)	(294)	(334)	(230)	(564)
Statutory audit	(299)	(150)	(449)	(541)	(229)	(770)
Non-audit services	(26)	-	(26)	(41)	-	(41)
Subsidiaries	(325)	(150)	(475)	(582)	(229)	(811)
TOTAL FEES	(483)	(286)	(769)	(916)	(459)	(1,375)

* See Note 4.6

As of 31 December 2020, the Statutory Auditors' fees amounted to €(639,000). The reduction in statutory audit fees is related mainly to "Services other than the certification of the financial statements (SACC)" with the non-renewal of the work done for the July 2019 capital increase and to "Statutory audit – Subsidiaries". The still-uncompleted assignments of the former statutory auditor H3P are not included in this table.

"Services other than the certification of the financial statements (SACC)" correspond mainly to additional audits performed for the purpose of financing.

The Company presents SACC provided based on a legal document, such as the audit of the reports of the Board of Directors or of the regulated agreements, in the legal audit fees to ensure a better comparability of advertised fees.

NOTE 10 Income tax

Note 10.1 Accounting rules and methods

Income tax and other taxes

Income tax (expense or income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income). Tax is recognised in the income statement unless it relates to items recognised directly in equity, in which case it is recognised in other items of comprehensive income.

Current tax is (i) the estimated amount of tax payable on the taxable income of a period, determined using tax rates that have been enacted or substantively enacted by the balance sheet date, and (ii) any adjustment to the amount of tax payable in respect of previous periods.

Tax consolidation scopes have been established within the Group. Each of the areas is treated as a taxable entity under IAS 12 and is accordingly the subject of corresponding deferred taxation compensation.

Deferred taxes

Deferred taxes are recognised in the income statement and statement of financial position to reflect the temporary differences between the carrying amounts and tax bases of assets and liabilities.

Deferred taxes are accounted for using the balance sheet approach of the liability method. Deferred taxes are measured taking into account known changes in tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. The impact of possible changes in tax rates on deferred taxes previously recognised on the income statement or in equity is recognised on the income statement or in equity during the financial year in which these rate changes become effective.

Deferred taxes are recognised in the statement of net income or in other comprehensive income or in equity during the year in which they relate to the items themselves recognised in profit or loss or in equity.

Deferred tax assets are recognised if and only if it is probable that taxable profits will be available against which the deferred tax asset can be utilised. In the absence of a high degree of probability, such assets are not recognised. The carrying amount of deferred tax assets is reviewed at each balance sheet date to determine whether this value should be reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Conversely, any such reduction must be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax assets and liabilities are not discounted.

Note 10.2 Income tax and other taxes

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Current tax	(3,941)	(5,950)
Deferred taxes	338	979
INCOME TAX AND OTHER TAXES	(3,603)	(4,971)

* See Note 4.6

As of 31 December 2020, income tax and other taxes of €(3,603,000) mostly consisted of current tax on Brazilian companies under the "assumed" and "actual" profit regimes "lucro presumido" for €(3,262,000) and "lucro real" amounting to €(1,731,000).

Note 10.3 Tax rationalisation

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Net profit (loss) from consolidated companies	7,236	2,799
Net income of equity-accounted companies	(162)	96
Net income from consolidated companies excluding equity-accounted companies	7,398	2,702
Income tax expense	(340)	(1,874)
Tax expense of entities outside of the IAS 12 scope of application	(3,262)	(3,097)
Profit before taxes (excluding equity-accounted companies)	11,000	7,673
Standard tax rate applicable to the parent company (as a %)	28%	28%
(EXPENSE) INCOME FROM THEORETICAL TAX	(3,080)	(2,148)
Impact:		
• Of differences between the tax rate of the parent company and that of its subsidiaries	(2,373)	(406)
• Of entities excluded from the scope of IAS 12	3,151	577
• Of non-recognition of deferred tax assets on tax loss carryforwards and other deductible temporary differences	(15,110)	(10,150)
• Consumption of tax income on tax loss carryforwards and temporary differences	1,047	3,318
• Of permanent differences	9,839	3,823
• Other taxes not based on pre-tax profit	(1,720)	15
• Of tax credits recognised as income	4,644	
(EXPENSE)/INCOME FROM EFFECTIVELY RECOGNISED TAX	(3,603)	(4,971)

* See Note 4.6

Companies outside the scope of IAS 12 are Brazilian SPVs subject to the "lucro presumido" tax regime.

The impact of these entities on tax rationalisation is €3,151,000 (at the standard tax rate applicable to the parent company), and differs from the actual expense recognised in the financial statements by €(3,262,000) (at the actual tax rate of those subsidiaries).

Note 10.4 Deferred taxes

As of 31 December 2020, deferred taxes mainly relate to the value of assets (for projects in development or in operation).

Deferred tax assets, and deferred tax income, as shown respectively in the Group's statement of financial position and statement of comprehensive income, and resulting in a deferred tax net asset, relate exclusively to French subsidiaries outside the tax consolidation arrangement or foreign entities that pay current tax.

As of 31 December 2020, net deferred tax assets amounted to €3,900 thousand and net deferred tax liabilities amounted to €16,021 thousand. Recognised deferred tax assets leading to a net position of zero amounted to €28,900 thousand.

The stock of available loss carryforwards amounted to €207,299 thousand as of 31 December 2020.

NOTE 11 Goodwill, right-of-use assets, intangible assets and property, plant and equipment

Note 11.1 Accounting rules and methods

Business combinations – Goodwill

Business combinations are recognised in compliance with the instructions of IFRS 3. According to these standards, acquired assets and contingent liabilities are measured at their fair value.

The valuation differences arising on consolidation are allocated to the assets and liabilities concerned, including the share attributable to non-controlling interests. Goodwill corresponds to the difference between the purchase price paid during business combinations and the amount of assets and liabilities acquired, net of contingent liabilities assumed. The positive difference between the acquisition cost and the proportionate share of the acquirer in the fair value of identifiable assets and liabilities acquired is recognised as goodwill in the balance sheet. If this difference is negative, it is recognised directly in income at the date of acquisition.

Goodwill is not amortised but is subject to impairment tests at least once a year.

Acquisition of assets

Acquisitions of assets outside the scope of IFRS 3, as defined by the 2020 amendment to IFRS 3, are recognised under IFRS 10. Acquisition costs (including acquisition expenses) are allocated to the assets and liabilities acquired at their relative fair values at the date of acquisition.

Intangible assets

Intangible assets are initially recognised at their cost or fair value if they are acquired in the context of a business combination.

Intangible assets correspond to the capitalised costs of projects under development.

Expenses for each project are capitalised as soon as all of the following criteria are met:

- visibility with respect to access to land, such as obtaining a lease agreement and favourable environmental impact studies;
- visibility of authorisations, e.g., filing of administrative records and high probability of obtaining permits;
- feasibility of connection to the grid; and
- project profitability.

Such capitalised costs include external costs (corresponding to commitments to outside vendors or service providers (invoices, invoices receivable, status reports, etc.) and internal costs (measured based on the time allocated to these projects).

All projects are reviewed at each reporting date. Projects in development that no longer meet the capitalisation criteria or which are abandoned are amortised up to the capitalised expenses.

Amortisation is recognised in expense using the straight-line method over the useful lives of the intangible assets, unless such lives are indefinite. Intangible assets with finite useful lives are amortised as soon as they are brought into service. Intangible assets with an indefinite useful life and intangible assets not yet in service are subject to an annual impairment test and/or each time there is an indication of impairment.

It should be noted that projects undergoing disposal whose value is less than the carrying amount will be impaired in the amount of the disposal price, if this can be reliably measured.

In the case of the acquisition of development assets through the purchase of securities with an earnout clause, the additional compensation and any subsequent variations are recorded as intangible assets in progress corresponding to the debt (see Note 5.1).

Fixed assets – Leases

A “Right of use” and a “lease liability” are recorded for leases where (a) the period is over 12 months, (b) the acquisition cost of the leased asset is over €5,000 and (c) the Group has the right to control the use of the asset.

Right-of-use assets related to operating leases where the Group is the lessee are presented under intangible assets.

The lease liability is initially measured at the present value of future lease payments and is presented as an acquisition for the period of use.

Lease payments only comprise the fixed portion; any variable component, such as indexation to electricity sales revenues, is treated as a business expense for the period.

For property leases, the period of use is the longest of the lease term or electricity sales contract related to the site's plant. When the contract provides for an early termination clause, the Group defines a likely scenario which is compatible with the contractual clauses.

To determine the discount rate, the Group uses the interest rate implicit in the lease.

Property, plant and equipment

Property, plant and equipment consist mainly of electricity generation facilities. They are recognised at cost (purchase price plus ancillary costs).

Property, plant and equipment under construction correspond to the capitalised costs of projects under construction.

When the components of an asset have different useful lives, they are accounted for separately and depreciated over their own useful lives. Significant spare parts are capitalised and depreciated over the useful life of power plants.

The straight line depreciation method, which leads to a constant expense over the useful life of the assets, is normally used by the Group.

The Group may opt for depreciation using production units in the specific case where the power plants in production face technical, operations or regulatory constraints. The absence of connection to the power grid, and therefore an absence of production, results in no depreciation expenses.

The useful lives used for the main components are the following:

- for wind power plants: 25 years;
- for solar power plants: 25 years;
- for hydropower plants: infrastructure from 5 to 40 years; equipment from 8 to 20 years; and
- for biomass power plants: infrastructure from 15 to 30 years; equipment from 5 to 30 years.

Other fixed assets are depreciated on a straight-line basis over periods of between two and ten years.

The Group conducts an annual review of useful lives.

Land is not depreciated.

Decommissioning obligations were recognised as an asset component against a provision in the same amount. Decommissioning obligations are amortised based on the life of the underlying assets concerned.

In the absence of multi-year maintenance expenses, expenses for routine maintenance of power plants to keep them in good working order are recorded as expenses as they arise.

The carrying amount of an asset is written down immediately to its recoverable amount when the carrying amount of the asset exceeds its estimated recoverable amount.

Production facilities are depreciated on a straight line basis over their estimated useful lives, (or actual use if a contract provides for a transfer of ownership), as of the date on which the asset is put into use, i.e. once it is in place and in the condition necessary to be capable of operating in the manner intended by management.

Impairment of goodwill, intangible assets and property, plant and equipment

The Group uses estimates and must use certain assumptions designed to (i) assess the expected useful life of the assets in order to determine their depreciation period; and (ii) recognise impairment, if necessary, on the balance sheet value of any asset.

In order to ensure the correct valuation of its assets on the balance sheet, the Group regularly reviews certain indicators that would lead to the performance of an impairment test, if necessary.

Impairment of assets with fixed life spans

Assets with fixed life spans are subject to an impairment test if an indication of impairment is identified. The main index used is revenue, actual and forecast, and the analysis of the causes of possible changes to it such as climatic, regulatory or operational incidents or events that compromise continuity and/or profitability of operation.

Impairment of assets with indefinite life spans

The net carrying amount of Goodwill and assets under construction is subject to review at least once a year, or in the presence of an indication of impairment. For this category, the indices used are events affecting construction sites (and their consequences in terms of delays and costs) or projects under development with regard to their feasibility, obtaining of necessary authorisations or cost revaluations.

To test impairment, goodwill is allocated to the CGUs (Cash Generating Units) or to CGU groups likely to benefit from business combination synergy, corresponding to the level at which goodwill is monitored by the Group.

The CGUs defined by the Company correspond to homogeneous groups of assets belonging to the same cash generating division, largely independent from the flows generated by other CGUs and broken down as follows:

- the “Energy sales business” CGU;
- the “Development, construction and procurement business” CGU;
- the “Operation–maintenance business” CGU.

The “Energy Sales” business is divided into as many CGUs as there are farms or clusters in operation.

The two “Development, Construction and Procurement” and “Operation–Maintenance” businesses are broken down by region.

The impairment tests are carried out for all intangible assets and property, plant and equipment, as well as for assets and liabilities making up the CGUs’ working capital requirement. When the net carrying amounts for all the elements exceed their recoverable value, impairment is recognised and allocated in priority to Goodwill.

The recoverable value is the higher of the fair value of the asset (or group of assets) net of disposal costs, and its value in use. The value in use is thus exclusively determined from the discounted future cash flows expected from assets (or group of assets) and involve management judgements notably concerning elements such as weather conditions, inflation, operating costs, and costs of investments in projects in development.

Cash flows used as the basis for the calculation of the values in use of the CGUs (or groups of CGUs) is from the Medium Term Plan and the budgets prepared by the Group’s management for the next five financial years.

Assumptions of zero growth and inflation are applied to determine normative flows, which are extrapolated for the “Energy sales” CGU over the following 20 years, i.e. the life of the plants operated within the CGU; and for the “Development, construction and procurement” and “Operation–maintenance” CGUs, to infinity.

The discount rate used is the average weighted cost of capital. These are established based on rates by region and by business, weighted by the weight of the activity for each region.

Note 11.2 Acquisition of Martifer Solar

On 18 August 2016, the Group acquired all the shares of Martifer Solar (MTS) for €9,000 thousand. The Martifer Solar entities were consolidated into the Voltalia scope from 1 August 2016 at their carrying amount.

The final goodwill was €46,033 thousand and was, in accordance with IAS 36, allocated to the CGUs as follows:

- Energy sales: €25,104 thousand;
- Development, construction and procurement: €17,450 thousand; and
- Operation–Maintenance: €3,479 thousand.

Note 11.3 Acquisition of Helexia

On 25 September 2019, Voltalia acquired all the shares of Helexia, for an acquisition price of €56,572 thousand (see Voltalia press release dated 25 September 2019).

The final goodwill was €30,902 thousand and was, in accordance with IAS 36, allocated to the CGUs as follows:

- Energy sales activities: €6,180 thousand; and
- Development, construction and procurement activities: €24,722 thousand.

Note 11.4 Acquisition of Triton

On 4 December 2019, Voltalia acquired Triton Resources Inc in Canada for €728 thousand. Triton is a player in the forestry business and owns a submerged wood extraction technology and extraction concession in French Guiana.

Goodwill was definitively allocated to Operating Rights in the amount of €650 thousand.

Note 11.5 Acquisition of Mywindparts

On 3 February 2020, Voltalia acquired 90% of the shares of Mywindparts for €134 thousand to expand its service offering in wind turbine maintenance.

The provisional goodwill totalled €402 thousand and will be definitively allocated in the first half of 2021.

Note 11.6 Acquisition of Greensolver

On 13 February 2020, Voltalia acquired all the shares of Greensolver for €441 thousand to expand its range of services in the management of wind and solar power plants.

The provisional goodwill totalled €2,734 thousand and will be definitively allocated in 2021.

Note 11.7 Acquisition of Maison Solaire Voltalia

On 30 April 2020, Voltalia acquired all the shares of CPAE, renamed Maison Solaire Voltalia, for an amount of €140 thousand as part of the expansion of the solar panel installation business for individuals.

The provisional goodwill totalled €83 thousand and will be definitively allocated in 2021.

Note 11.8 Goodwill, right-of-use assets, intangible assets and property, plant and equipment

<i>in thousands of euros</i>	Gross value	Depreciation, amortisation and impairment	As of 31 December 2020	Gross value	Depreciation, amortisation and impairment	As of 31 December 2019*
Goodwill	81,196	(1,041)	80,155	87,513	(1,041)	86,472
Right-of-use assets	53,338	(8,022)	45,316	44,360	(3,960)	40,400
Intangible assets in progress	109,736	(10,706)	99,030	97,342	(11,150)	86,192
Intangible assets	70,456	(15,720)	54,736	53,829	(12,289)	41,540
Other intangible assets	2,377	(1,254)	1,123	1,839	(1,012)	827
Intangible assets	182,569	(27,680)	154,889	153,010	(24,451)	128,559
Land	7,534	(2,192)	5,342	6,915	(2,101)	4,814
Buildings	839,744	(152,433)	687,311	699,942	(126,142)	573,800
Materials, equipment and tooling	106,018	(30,467)	75,551	91,327	(28,536)	62,791
Property, plant and equipment in progress	305,059	-	305,059	256,233	-	256,233
Property, plant and equipment	1,258,355	(185,092)	1,073,263	1,054,417	(156,779)	897,638

* See Note 4.6

Note 11.9 Goodwill

As of 31 December 2020, the net book value of goodwill and assets in progress was not impaired.

As of the Group's reporting date, no indication of impairment of tangible and intangible assets, or of operating assets and liabilities of the CGUs to which Goodwill is allocated, has been identified.

<i>Allocations to CGUs in thousands of euros</i>	As of 31 December 2019*	Newly consolidated companies	Goodwill adjustment	As of 31 December 2020
Energy sales	33,192	-	(1,907)	31,284
Development, construction and procurement	49,801	83	(7,630)	42,254
Operation-Maintenance	3,479	3,137	-	6,616
GOODWILL	86,472	3,220	(9,537)	80,155

* See Note 4.6

"Newly consolidated companies" correspond to the acquisitions of Maison Solaire Voltalia for €83 thousand, GreenSolver for €2,734 thousand, and Mywindparts for €402 thousand.

"Goodwill adjustments" relate to the allocation of goodwill from the 2019 Helexia acquisition. After an adjustment of €5,336 thousand relating to amortisation periods, €2 million in goodwill was allocated to the Helexia brand and €3,279 thousand to the backlog at the date of acquisition.

In addition, the provisional goodwill of Helexia was adjusted by €23,015 thousand, as of 31 December 2019 (see Note 4.6).

The goodwill from the acquisitions of Maison Solaire Voltalia, Greensolver and Mywindparts is provisional and will be definitively adjusted and allocated on 30 June 2021.

Discount rate

The discount rates used as of 31 December 2020 by CGU are:

- Energy sales: between 3.9% and 12.2%;
- Development, construction and procurement: between 5.2% and 14.3%; and
- Operation-maintenance: between 5.2% and 14.3%.

Sensitivity analysis

Energy sales

	WACC - 100 pts	WACC	WACC + 100 pts
Zero growth	319	-	(274)
10% growth	3	(284)	(531)

The discount rate used is 6.54%. At a zero growth rate, the threshold for an impairment is a WACC of 16.7%.

Development, construction and procurement

	WACC - 100 pts	WACC	WACC + 100 pts
Zero growth	15	-	(14)
10% growth	(29)	(29)	(55)

The discount rate used is 8.40%. At a zero growth rate, the threshold for an impairment is a WACC of 11.4%.

Operation-Maintenance

	WACC - 100 pts	WACC	WACC + 100 pts
Zero growth	1	-	(1)
10% growth	(1)	(2)	(3)

The discount rate used is 7.35%. At a zero growth rate, the threshold for an impairment is a WACC of 8.0%.

Note 11.10 Right-of-use assets

in thousands of euros

Right-of-use assets

As of 31 December 2018*	37
Acquisitions	7,374
Disposals	-
Changes in method	31,237
Scope changes	5,718
Depreciation and amortisation	(3,727)
Impairment	-
Translation reserve	(203)
Other	(37)
As of 31 December 2019*	40,400
Acquisitions	13,660
Disposals	(1,262)
Changes in method	-
Scope changes	4,086
Depreciation and amortisation	(4,265)
Impairment	-
Translation reserve	(5,770)
Other	(1,535)
AS OF 31 DECEMBER 2020	45,316

* See Note 4.6

Lease payments outside the scope of IFRS 16 (including the variable portion of lease payments restated under IFRS 16) are presented in "External expenses" (see Note 7.3).

Three quarters of right-of-use assets consist of the land on which the company's own power plants, offices and car rentals are located.

Acquisitions during the year correspond mainly to the land on which the VSM wind farms in Brazil and the solar projects in France are located; the change in scope is related to the integration of the four solar farms in Jordan.

in thousands of euros	Land	Other fixed assets	Vehicles and equipment	Total right-of-use assets	Leasing obligations
As of 31 December 2019	30,589	8,087	1,725	40,400	40,971
Increase	6,559	2,777	4,324	13,660	13,660
Disposal	(1,248)	(14)	0	(1,262)	
Changes in scope	3,892	124	70	4,086	4,234
Depreciation and amortisation	(1,060)	(1,769)	(1,435)	(4,265)	
Interest				0	26
Payments					(3,922)
Translation reserve	(5,293)	(476)	0	(5,770)	(5,869)
Other	(1,535)			(1,535)	(2,852)
AS OF 31 DECEMBER 2020	31,904	8,729	4,684	45,316	46,249
of which other current financial liabilities					4,780
of which other long-term liabilities					41,469

Note 11.11 Intangible assets

<i>in thousands of euros</i>	Intangible assets in progress	Intangible assets	Other intangible assets	Total
As of 31 December 2018*	64,135	31,115	1,132	96,382
Acquisitions	29,287	388	-	29,675
Disposals	(1,596)	(3)	-	(1,599)
Commissionings	(7,534)	7,534	-	-
Changes in method	-	-	-	-
Scope changes	3,895	2,888	64	6,847
Depreciation and amortisation	-	(2,332)	(368)	(2,700)
Impairment	(2)	-	-	(2)
Translation reserve	(21)	(84)	-	(105)
Other	(1,973)	2,036	-	63
As of 31 December 2019*	86,192	41,540	827	128,559
Acquisitions	49,292	(440)	-	48,852
Disposals	(1,861)	(955)	(217)	(3,033)
Commissionings	(11,646)	10,687	959	-
Changes in method	-	-	-	-
Scope changes	(3,068)	1,668	(64)	(1,464)
Depreciation and amortisation	-	(3,658)	(242)	(3,900)
Impairment	(1,422)	(75)	-	(1,497)
Translation reserve	(6,614)	(3,482)	-	(10,096)
Other	(11,843)	9,451	(140)	(2,532)
AS OF 31 DECEMBER 2020	99,030	54,736	1,123	154,889

* See Note 4.6

"Intangible assets in progress" largely correspond to the capitalised costs of projects under development or under construction.

"Intangible assets" correspond to the development costs of plants in operation and are amortised over the useful lives defined in Note 11.1.

"Other" movements mainly relate to reclassifications between categories of fixed assets.

As of 31 December 2020, intangible assets stood at €154,889 thousand, and the €26,330 thousand change mainly relates to:

- the emergence of new projects under development (in Europe and Latin America);
- the progress of projects under development in the portfolio (in Europe, Africa and Latin America); and
- translation reserves (mainly related to the devaluation of the Brazilian Real).

Note 11.2 Property, plant and equipment

<i>in thousands of euros</i>	Land	Buildings	Materials, equipment and tooling	Property, plant and equipment in progress	Total
As of 31 December 2018*	4,777	483,053	55,934	64,464	608,228
Acquisitions	395	4,053	1,729	227,816	233,993
Disposals	-	(186)	(4)	(42)	(232)
Commissionings	-	36,007	7,156	(43,163)	-
Changes in method	-	-	-	-	-
Scope changes	(170)	91,942	(9,275)	11,963	94,460
Depreciation and amortisation	(185)	(26,235)	(4,151)	-	(30,571)
Impairment	-	38	-	-	38
Translation reserve	(2)	(5,675)	(59)	(2,895)	(8,631)
Other	-	(9,198)	11,461	(1,910)	353
As of 31 December 2019*	4,814	573,800	62,791	256,233	897,638
Acquisitions	1,011	16,473	1,674	269,448	288,606
Disposals	-	(134)	(756)	(1,279)	(2,169)
Commissionings	-	142,425	25,520	(167,945)	-
Changes in method	-	-	-	-	-
Scope changes	(280)	125,223	(8,055)	(8,122)	108,766
Depreciation and amortisation	(181)	(30,240)	(4,912)	-	(35,333)
Impairment	-	(164)	-	-	(162)
Translation reserve	(23)	(137,924)	(1,326)	(50,114)	(189,387)
Other	-	(2,146)	614	6,839	5,306
AS OF 31 DECEMBER 2020	5,342	687,311	75,551	305,059	1,073,263

* See Note 4.6

Acquisitions of "property, plant and equipment in progress" as well as other tangible assets correspond to the construction costs of the power plants operated on its own account.

"Other" changes were mainly reclassifications between intangible and tangible fixed assets.

The change in property, plant and equipment corresponds mainly to:

- the impact of translation reserves for €189,387 thousand, most of which is linked to the deterioration in the Brazilian exchange rate;
- the acquisition of four solar power plants in Jordan; and
- the construction of the VSM wind power projects in Brazil, the Cacao biomass power plant in French Guiana and the construction of the Jonquières and Cabanon solar and agrivoltaic projects in Metropolitan France.

NOTE 12 Cash and cash equivalents and cash flows

Note 12.1 Accounting rules and methods

"Cash and cash equivalents" may consist of bank accounts, bank overdrafts, cash on hand, demand deposits and money market UCITS.

Money market UCITS classified as "cash equivalents" meet the criteria of IAS 7 and the November 2018 AMF and ANC recommendations (short-term investment; highly liquid and easily convertible into a known amount of cash; subject to a negligible risk of change in value).

UCITS that do not meet the above criteria are classified as current "Financial assets".

An instrument is classified as an investment at fair value through profit or loss if it is held for trading or designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. On initial recognition, directly attributable transaction costs are recognised in income as incurred. Financial instruments at fair value through profit or loss are measured at fair value and any resulting change is recognised in income.

Note 12.2 Cash

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Cash assets	132,634	149,744
Marketable securities	87,531	120,000
Bank overdrafts	(44)	-
CASH AND CASH EQUIVALENTS	220,121	269,744

* See Note 4.6

In 2020, the Group's cash position deteriorated by 18%. "Cash and cash equivalents" that were subject to restrictions on use because of sureties related to some Group financing totalled €39,520 thousand.

As of 31 December 2020, "cash assets" consisted exclusively of bank accounts.

In 2020, money market UCITS yielded €2,287 thousand, which was recognised under Financial result, "other income and expenses" (see Note 14.4).

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Net cash flow from operating activities	86,093	47,889
Net cash flow from investing activities	(315,891)	(248,212)
Net cash flow from financing activities	202,199	351,346
Change in cash flows	(27,599)	151,023
Opening cash and cash equivalents	269,744	
Impact of changes in currency prices	(33,783)	
Impact on cash and cash equivalents of changes in the scope of consolidation	11,760	
CLOSING CASH AND CASH EQUIVALENTS	220,121	

* See Note 4.6

The revenues generated by plants in operation make it possible to finance the Group's prospecting and growth activities. The use of corporate and project debt supports investment transactions including projects under development and those under construction.

For investment transactions and changes in debt, see Note 11 and Note 14.

NOTE 13 Equity and earnings per share

Note 13.1 Accounting rules and methods

Share capital

Ordinary shares are classified as equity instruments. Supplementary costs directly attributable to the issue of new shares or options are recognised in equity as a reduction of income from the issue.

Earnings per share

The earnings for the period (Group share) divided by the weighted average number of ordinary shares outstanding during the period, after deduction of treasury shares held during the period. The average number of ordinary shares in circulation is an adjusted annual weighted average of the number of ordinary shares bought back or issued during the period and calculated based on the date of issue of shares during the period.

Diluted earnings per share

Earnings for the period (Group share) and the weighted average number of shares outstanding, used to calculate the earnings per share, are adjusted for the effects of all potentially diluting ordinary shares: stock options, free shares and other dilutive instruments (BSPCE warrants).

Note 13.2 Equity and dividends

During the 2020 financial year, capital increases were recorded for €394 thousand, bringing total share capital to €543,477 thousand. These capital increases were carried out by the Chief Executive Officer, on the authority of the Board of Directors:

- on 31 March 2020, following the exercise of 7,882 stock options for €45 thousand;
- on 30 June 2020, following the exercise of 15,400 stock options for €88 thousand;
- on 23 September 2020, following the exercise of 15,256 shares for €87 thousand;
- on 30 September 2020, following the exercise of 28,200 stock options for €161 thousand; and
- on 31 December 2020, following the exercise of 2,350 stock options for €13 thousand;

No dividends have been paid since the Company's creation.

Note 13.3 Earnings per share

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Net earnings attributable to the parent company in the period	7,924	4,624
Net earnings taken into account to calculate earnings per share	7,924	4,624
Weighted average number of outstanding shares	95,003,418	69,143,877
Earnings per share – Group share (in euros)	0.0834	0.0669
Retrospective adjustment	–	–
Weighted average number of outstanding shares	95,003,418	69,143,877
Basic earnings per share – Group share (in euros)	0.0834	0.0669

* See Note 4.6

Note 13.4 Diluted earnings per share

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Net earnings attributable to the parent company in the period	7,924	4,624
Net earnings taken into account to calculate earnings per share	7,924	4,624
Weighted average number of outstanding shares	95,003,418	69,143,877
Number of shares resulting from the conversion of dilutive instruments	477,743	546,870
Weighted average number of outstanding shares used to calculate diluted earnings per share	95,481,161	69,690,747
Diluted earnings per share – Group share (in euros)	0.0830	0.0664
Retrospective adjustment	–	–
Weighted average number of outstanding shares	95,481,161	69,690,747
Basic earnings per share – Group share (in euros)	0.0830	0.0664

* See Note 4.6

As of 31 December 2020, dilutive instruments included: 449,373 free shares (granted under the 2017, 2018, 2019 and 2020 plans) and 28,370 stock options (for employees), giving rights to an equal number of shares.

The number of potential shares resulting from these dilutive instruments is 477,743 and the potential dilution caused by these instruments is 0.50%.

Note 13.5 Dilutive instruments – Free share allocation plans

	Free share allocation 2018	Free share allocation 2018	Free share allocation 2019 Volitalia	Free share allocation 2019 Helexia	Free share allocation 2019 Volitalia Add
Date of the meeting that authorised the allocation	12 May 2016	12 May 2016	20 May 2019	20 May 2019	20 May 2019
Date of allocation by the Board of Directors	26 September 2018	26 September 2018	25 October 2019	25 October 2019	13 May 2020
Number of shares that can be allocated	1,144,506	1,115,172	2,000,000	1,694,700	1,670,594
Total number of shares allocated	29,334 ⁽¹⁾	77,291 ⁽¹⁾	305,300	24,106	19,287
<i>of which the total number of shares granted to corporate officers</i>	–	48,354 ⁽¹⁾	136,572	–	–
• Laurence Mulliez		8,442 ⁽¹⁾	–	–	–
• Sébastien Clerc		39,912 ⁽¹⁾	136,572	–	–
Number of non-officer beneficiaries	3	4	6	2	1
Number of shares being vested	29,334 ⁽¹⁾	71,346 ⁽¹⁾	305,300	24,106	19,287
Vesting date	31 July 2021	31 July 2022	31 July 2023	31 July 2023	31 July 2023
Vesting conditions	(3)	(2)	(2)	(2)	(3)
Number of shares vested at the date of the Universal Registration Document	0	0	0	0	0
Number of shares cancelled or lapsed	0	5,945 ⁽¹⁾	0	0	0
Length of holding period	0	0	0	0	0

(1) Taking into account the adjustment to the number of free shares allocated, decided upon following the Company's July 2019 capital increase, in accordance with the provisions of Article L. 228-99 of the French Commercial Code.

(2) The shares will vest to beneficiaries at the end of a four-year period.

(3) Period of three years instead of four years; these allocations should have been made in 2017 and 2019, respectively.

Note 13.6 Dilutive instruments – Stock options

	Stock options
Date of the General Meeting that authorised the allocation	11 June 2015
Date of option allocation by the Board of Directors	06 August 2015
Maximum authorised number of shares that can be issued	800,000
Number of stock options allocated	201,204
Number of Voltalia shares to which the options were likely to give rights at the date of their allocation	221,249 ⁽¹⁾
<i>of which the total number that may be subscribed by corporate officers of the Company</i>	0
<i>of which the total number that may be subscribed by corporate officers of the Company's subsidiaries</i>	80,778 ⁽¹⁾
Number of non-officer beneficiaries	1
Starting date of stock option exercise period	07 August 2017
Stock option expiry date	07 August 2022
Stock option price for one Voltalia share	€7.93 ⁽¹⁾
Conditions of exercise	⁽²⁾
Number of Voltalia shares subscribed at the date of the Universal Registration Document	86,162 ⁽³⁾
Cumulative number of stock options cancelled or lapsed	106,717
Outstanding stock options at the date of the Universal Registration Document	28,370 ⁽¹⁾
Total maximum number of Voltalia shares that may be subscribed at the date of the Universal Registration Document (given the exercise conditions of the options)	28,370 ⁽¹⁾
Total maximum number of shares that may be subscribed during the financial year for all outstanding options at the date of the Universal Registration Document (that are assumed to meet all the conditions for the exercise of the said options)	28,370 ⁽¹⁾

⁽¹⁾ Taking into account the adjustments to the subscription price and the number of shares that may be subscribed through the exercise of the options decided upon following the Company's November 2016 and July 2019 capital increases, in accordance with the provisions of Article L. 228-99 of the French Commercial Code.

⁽²⁾ The exercise of stock options is subject to Company performance conditions and conditions of employment within the Company.

⁽³⁾ Subscription of 53,832 shares by the exercise of share subscription options in 2020.

NOTE 14 Financing and derivative instruments

Note 14.1 Accounting rules and methods

Financial assets and liabilities

Financial assets consist of term deposits, loans, non-consolidated securities, investments, derivative instruments and cash and cash equivalents.

The accounting rules and methods applicable to cash and cash equivalents are detailed in Note 12.

Non-consolidated investments and other assets available for sale are recognised at fair value, and the change in these amounts is offset in other comprehensive income.

Guarantee deposits and term deposits are recorded using the amortised cost method at the effective interest rate. This method does not result in significant differences with the nominal value of receivables that is used. In case of difficulties in debt recovery, impairments are recognised on the basis of collection estimates.

Despite the possible negative value of financial instruments, financial liabilities recorded by the Group are recognised using the amortised cost method at the effective interest rate.

Financial result

The cost of net financial debt includes interest payable on borrowings calculated using the effective interest rate method, net of interest receivable on investments and other financial income.

Income from interest is recognised in the income statement as it accrues, using the effective interest rate method.

Net financial income includes both the cost of debt and other financial revenues and expenses.

Derivative instruments

Derivative instruments are recorded at fair value and recognised as derivative instrument assets or liabilities in the statement of financial position.

If the instrument is designated as a fair value hedge of assets or liabilities recognised in the balance sheet, its changes in value, like those of the underlying hedged item, are recorded in the income statement over the same period.

If the derivative instrument is designated as a hedge of future cash flows, changes in the fair value of its effective portion

are recognised in other comprehensive income and will be recycled to profit or loss when the underlying hedged item itself is recognised in the income statement.

Changes in the fair value of the ineffective portion of hedging instruments, as well as changes in the fair value of derivative instruments that are not eligible for hedge accounting, are recognised in the income statement for the period, in EBIT or financial income, depending on the type of underlying item concerned.

In the case where the underlying item is linked to an asset under construction, the impacts of changes in derivative instruments on the income statement are capitalised as part of the underlying asset.

Loans

Loans are recognised using the amortised cost method, based on the effective interest rate.

Hierarchy of fair value measurement of financial assets and financial liabilities

Volitalia distinguishes three categories of financial instruments based on the two valuation methods used (listed prices and valuation techniques), and uses this classification, in accordance with international accounting standards, to present the characteristics of financial instruments recognised on the balance sheet at fair value through profit or loss or other comprehensive income at the reporting date. The three categories are defined as follows:

- Level 1: Financial instruments listed on an active market;
- Level 2: Financial instruments measured at fair value using valuation techniques based on observable market parameters; and
- Level 3: Financial instruments measured at fair value using valuation techniques based on non-observable parameters (parameters whose value results from assumptions not based on observable transaction prices in markets in the same instrument or observable market data available at closing) or which are only partially observable.

Lease liabilities

The accounting rules and methods for lease liabilities are presented in Note 11.

Note 14.2 Current and non-current financial assets and liabilities

<i>in thousands of euros</i>	Current	Non-current	As of 31 December 2020	As of 31 December 2019*
Financial assets assessed at fair value through OCI	-	506	506	1,558
Financial assets assessed at fair value through profit or loss	-	2,436	2,436	1,449
Loans and current accounts (Assets)	3,104	11,203	14,307	14,812
Loans and current accounts (Liabilities)	(1,586)	(12,167)	(13,753)	(6,926)
Deposits and guarantees	3,065	2,009	5,074	8,150
Fair value of hedging derivative instruments	(23,695)	-	(23,695)	(13,090)
Debts relating to put options granted to minority shareholders	-	(2,411)	(2,411)	(2,443)
Other	(743)	(34)	(777)	(1,943)
FINANCIAL ASSETS AND LIABILITIES	(19,855)	1,542	(18,313)	1,567

* See Note 4.6

Loans and current accounts are mainly related to equity-accounted companies or to minority shareholders in fully consolidated companies. The fair values of hedging derivative instruments are detailed in Note 14.6.

Note 14.3 Current and non-current borrowings

<i>in thousands of euros</i>	Borrowings from credit institutions	Lease liabilities	Other financing	Bank overdrafts (debts/revolving loans)	Current interest	Total
As of 31 December 2018*	482,449	11,013	11,099	102	1,332	505,995
Decrease	(291,586)	(5,695)	(21,301)	(103)	(30,880)	(349,565)
Increase	326,794	7,375	350	-	31,948	366,467
Capitalised interest	147	-	-	-	(147)	-
Change in method	-	31,237	-	-	-	31,237
Scope changes	71,834	14,684	20,641	-	301	107,460
Translation reserve	(5,262)	(208)	(163)	-	(45)	(5,678)
Other	153	-	408	-	(241)	320
As of 31 December 2019*	584,528	58,407	11,035	-	2,266	656,236
Decrease	(41,274)	(6,475)	(281)	-	(28,089)	(76,119)
Increase	257,004	13,660	-	-	31,722	302,386
Capitalised interest	128	-	-	-	(128)	-
Change in method	-	-	-	-	-	-
Scope changes	72,324	4,234	-	-	12	76,570
Translation reserve	(106,480)	(5,869)	(3,129)	-	(623)	(116,101)
Other	(918)	(2,824)	356	-	(301)	(3,687)
AS OF 31 DECEMBER 2020	765,311	61,134	7,981	-	4,859	839,285

* See Note 4.6

The €183,049 thousand increase in financial liabilities is explained mainly by the €177,729 thousand change in "Bank debt" and "Other bank financing".

In 2020, bank and bond project debt varied mainly because of:

- subscription of new loans, for €187,288 thousand;
- principal repayments, for €30,564 thousand;
- the effect of the conversion of Brazilian debt, for €(99,362) thousand, Jordanian debt, for €(6,670) thousand, and Egyptian debt, for €(1,368) thousand; and

- Scope changes, for €72,324 thousand, including the Jordan acquisition, for €80,232 thousand, and the disposal of a French SPV for €(9,151) thousand.

In 2020, Corporate bank debt varied mainly because of:

- the subscription of new Corporate loans, for €65,000 million; and
- principal repayments, for €(10,991) thousand;

"Other financing" corresponds to project financing via debenture in Brazil, for €7,631 thousand, and via crowdfunding in France, for €350 thousand.

<i>in thousands of euros</i>	Borrowings from credit institutions	Lease liabilities	Other financing	Bank overdrafts (debts/revolving loans)	Current interest	Total
As of 31 December 2019*	584,528	58,407	11,035	-	2,266	656,236
Decrease (cash)	(41,274)	(8,462)	(281)	-	(27,808)	(77,825)
Increase (cash)	252,238	-	-	-	31,722	283,960
Other flows (non-cash)	(30,180)	11,188	(2,773)	-	(1,321)	(23,086)
AS OF 31 DECEMBER 2020	765,311	61,134	7,981	-	4,859	839,285

* See Note 4.6

ANALYSIS BY MATURITY

<i>in thousands of euros</i>	Balance sheet value 31 December 2020	Fair value 31 December 2020	Less than one year	From 1 to 5 years	Over 5 years
Borrowings from credit institutions	765,310	786,796	124,492	228,934	433,370
Other financing	7,982	7,982	215	2,715	5,052
Bank overdrafts (debts)	-	-	-	-	-
Accrued interest on borrowings	4,693	4,693	4,693	-	-
Total bank debt	777,985	799,471	129,400	231,649	438,422
Lease liabilities	61,132	61,132	7,856	21,775	31,501
Current interest on lease liabilities	168	168	168	-	-
Total lease liabilities	61,300	61,300	8,024	21,775	31,501
TOTAL FINANCIAL LIABILITIES	839,285	860,771	137,424	253,424	469,923

<i>in thousands of euros</i>	Balance sheet value 31 December 2019*	Fair value 31 December 2019*	Less than one year	From 1 to 5 years	Over 5 years
Borrowings from credit institutions	584,528	607,098	56,141	213,244	337,714
Other financing	11,035	11,035	1,197	5,138	4,700
Bank overdrafts (debts)	-	-	-	-	-
Accrued interest on borrowings	2,123	2,123	2,123	-	-
Total bank debt	597,686	620,257	59,461	218,382	342,414
Lease liabilities	58,406	58,406	6,169	22,108	30,129
Current interest on lease liabilities	143	143	143	-	-
Total lease liabilities	58,549	58,549	6,312	22,108	30,129
TOTAL FINANCIAL LIABILITIES	656,235	678,806	65,773	240,490	372,543

* See Note 4.6

ANALYSIS BY TYPE OF RATE AND CURRENCY

<i>in thousands of euros</i>	Balance sheet value 31 December 2020	Fair value 31 December 2020	Less than 1 year	From 1 to 5 years	More than 5 years
Fixed	19,947	20,176	3,575	6,775	9,826
Variable	454,630	462,131	108,166	139,134	214,831
Adjustable *	303,408	317,164	17,659	85,740	213,765
TOTAL BANK DEBT	777,985	799,471	129,400	231,649	438,422

Adjustable rate debt relates to the debt of Brazilian companies whose capital is indexed to the TJLP (*Taxa de Juro de Longo Prazo*) and/or the ICPA (*Índice de Preços ao Consumidor Amplo*).

<i>in thousands of euros</i>	Balance sheet value 31 December 2020	Fair value 31 December 2020	Less than 1 year	From 1 to 5 years	More than 5 years
EUR	340,170	375,627	104,179	114,791	156,657
USD	93,459	93,459	6,781	27,992	58,686
BRL	344,356	330,385	18,440	88,866	223,079
TOTAL BANK DEBT	777,985	799,471	129,400	231,649	438,422

Note 14.4 Financial profit (loss)

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Interest on borrowings	(27,238)	(30,988)
Interest on lease liabilities	(2,029)	(1,913)
Interest on other financing	(2,141)	(936)
Gross loan expenses	(31,408)	(33,837)
Translation losses net of hedging effects	(4,764)	(2,991)
Translation gains net of hedging effects	1,695	4,367
Other income and expenses	1,733	4,643
Other financial income and expenses	(1,336)	6,019
FINANCIAL RESULT	(32,744)	(27,818)

* See Note 4.8

"Other financial income and expenses" corresponds mainly to interest generated by surplus cash invested in money market UCITS, for €2,287 thousand, IOF (Imposto sobre Operações

Financeiras) taxes in Brazil, for €399 thousand, and interest charges on minority shareholder current accounts.

Note 14.5 Derivative financial instruments

As of 31 December 2020, the only financial instruments recognised by the Group were interest rate and currency hedging liabilities that qualify for hedge accounting under IFRS 9.

Currency hedging instruments eligible for hedge accounting

<i>Notional amount in millions</i>		<i>Hedging instrument maturity</i>	Fair value as of 31 December 2019	Fair value as of 31 December 2020	Change in fair value Impact on results	Change in fair value Impact on equity	Scope changes	Translation reserve
26	USD	29/01/2020	507	-	(507)	-	-	-
3.7	USD	13/02/2020	(42)	-	-	42	-	-
30	USD	22/01/2021	-	33	33	-	-	-
57	BRL	30/04/2021	-	(447)	(447)	-	-	-
0.54	USD	30/06/2021	-	(10)	(10)	-	-	-
10	USD	30/06/2022	-	(206)	(206)	-	-	-
TOTAL			465	(630)	(1,137)	42	-	-

Currency hedging instruments eligible for hedge accounting

Notional amount in millions		Hedging instrument maturity	Fair value as of 31 December 2019	Fair value as of 31 December 2020	Change in fair value Impact on results	Change in fair value Impact on equity	Scope changes	Translation reserve
12.9	EUR	30/06/2025	(602)	(435)	-	167	-	-
14	EUR	31/12/2029	(1,106)	(1,099)	-	7	-	-
12	EUR	28/09/2029	(645)	-	-	(40)	685	-
1.3	EUR	31/10/2029	(58)	-	-	(7)	65	-
4.3	EUR	31/08/2038	(410)	(474)	-	(64)	-	-
4.8	EUR	01/01/2038	(335)	(409)	-	(74)	-	-
12	EUR	30/06/2038	(1,078)	(1,270)	-	(192)	-	-
14	EUR	01/04/2037	(1,322)	-	-	1,322	-	-
15.2	EUR	01/06/2037	-	(1,429)	-	(1,429)	-	-
24.3	EUR	01/10/2037	(2,322)	-	-	2,322	-	-
37	EUR	01/07/2044	-	(3,165)	-	(3,165)	-	-
16	EUR	30/09/2040	(1,644)	-	-	1,644	-	-
24	EUR	30/09/2040	(1,092)	-	-	1,092	-	-
16	EUR	31/03/2041	-	(1,673)	-	(1,673)	-	-
24	EUR	31/03/2041	-	(2,524)	-	(2,524)	-	-
13.6	EUR	31/08/2042	-	(542)	-	(542)	-	-
7.3	EUR	30/04/2040	-	(737)	-	(737)	-	-
1.4	EUR	30/09/2030	(38)	(57)	-	(19)	-	-
0.8	EUR	30/09/2028	(16)	(23)	-	(7)	-	-
0.7	EUR	31/12/2026	(28)	(24)	-	4	-	-
1.9	EUR	30/11/2021	(43)	(21)	-	22	-	-
14.8	EUR	01/07/2028	(416)	(541)	-	(125)	-	-
10.1	EUR	30/06/2033	(669)	(929)	-	(260)	-	-
12.9	EUR	31/12/2028	(915)	(1,157)	-	(242)	-	-
0.8	EUR	31/12/2030	(42)	(55)	-	(13)	-	-
0.7	EUR	31/12/2030	(33)	(45)	-	(12)	-	-
3.3	EUR	31/12/2030	(185)	(240)	-	(55)	-	-
14.7	EUR	29/12/2032	(554)	(627)	-	(73)	-	-
17.3	USD	15/09/2031	-	(1,058)	-	169	(1,330)	103
17.3	USD	15/09/2031	-	(1,058)	-	169	(1,330)	103
17.3	USD	15/09/2031	-	(1,054)	-	169	(1,325)	102
34.1	USD	15/03/2032	-	(2,413)	-	379	(3,027)	235
TOTAL			(13,553)	(23,060)	-	(3,789)	(6,262)	543

In order to hedge exposure to rising interest rates related to variable rate financings, the Group's subsidiaries entered into interest rate swaps with characteristics in terms of nominal amount and fixing dates that exactly match the characteristics of the hedged item. Consequently, these financial instruments involved in the Group's cash flow hedging strategy are accounted for as fully effective.

In order to hedge future cash flows to suppliers against exchange rate variations, the Group subscribed for financial instruments in US Dollars and Brazilian Reals in 2020.

Hedging instruments not eligible for hedge accounting

As of 31 December 2020, no derivative instruments not eligible for hedge accounting have been recognised.

Note 14.6 Hierarchy of fair value measurement of financial assets and financial liabilities

Hierarchy of fair value measurement of financial assets and financial liabilities

The tables below present the financial assets and liabilities as recorded on the balance sheet ("balance sheet value"), broken down according to their IFRS classification, as well as their "fair values". The valuation methods are:

- for "derivative assets and liabilities", which are interest rate and currency hedging instruments: prices based on observable data (Level 2);
- for "cash and cash equivalents": quoted prices in an active market for identical assets (Level 1); and
- for other financial assets and liabilities: prices based on unobservable data (Level 3).

The main difference between fair value and balance sheet value relates to the treatment of borrowing costs.

Categories of financial assets and financial liabilities as of 31 December 2020

<i>in thousands of euros</i>	Fair value through profit or loss	Fair value through OCI	Assets and liabilities at amortised cost	Balance sheet value	Fair value
Financial assets	1,316	506	14,334	16,156	16,156
Non-current assets	1,316	506	14,480	16,302	16,302
Trade receivables	-	-	101,446	101,446	101,446
Financial assets	-	-	6,250	6,250	6,250
Financial instruments - assets	33	-	-	33	33
Cash and net cash equivalents	220,121	-	-	220,121	220,121
Current assets	220,154	-	107,696	327,850	327,850
TOTAL ASSETS	221,470	506	122,176	344,152	344,152
Long-term borrowings	-	-	703,974	703,974	723,346
Financial liabilities	2,411	-	12,203	14,614	14,614
Non-current liabilities	2,411	-	716,177	718,588	737,960
Short-term borrowings	-	-	135,311	135,311	137,424
Trade and other payables (excl. prepaid expenses)	-	-	115,109	115,109	115,109
Financial liabilities	-	-	2,410	2,410	2,410
Financial instruments - liabilities	-	23,728	-	23,728	23,728
Current liabilities	-	23,728	252,830	276,558	278,671
TOTAL LIABILITIES	2,411	23,728	969,007	995,146	1,016,631

Financial assets measured at fair value through profit or loss include investment funds and bonds convertible into shares (of equity-accounted subsidiaries).

The financial assets measured at fair value through OCI correspond to non-consolidated securities.

The financial liabilities measured at fair value through profit or loss correspond to debt related to put options granted to minority shareholders.

Categories of financial assets and financial liabilities as of 31 December 2019*

<i>in thousands of euros</i>	Fair value through profit or loss	Fair value through OCI	Assets and liabilities at amortised cost	Balance sheet value	Fair value
Financial assets	1,449	1,558	18,586	21,593	21,593
Non-current assets	1,449	1,558	18,586	21,593	21,593
Trade receivables	-	-	58,032	58,032	58,032
Financial assets	-	-	4,571	4,571	4,571
Financial instruments - assets	508	-	-	508	508
Cash and net cash equivalents	269,744	-	-	269,744	269,744
Current assets	270,252	-	62,603	332,855	332,855
TOTAL ASSETS	271,701	1,558	81,189	354,448	354,448
Long-term borrowings	-	-	592,561	592,561	613,176
Financial liabilities	2,411	-	6,828	9,239	9,239
Non-current liabilities	2,411	-	599,389	601,800	622,415
Short-term borrowings	-	-	63,675	63,675	65,631
Trade and other payables (excl. prepaid expenses)	-	-	58,974	58,974	58,974
Financial liabilities	-	-	2,268	2,268	2,268
Financial instruments - liabilities	-	13,598	-	13,598	13,598
Current liabilities	-	13,598	124,917	138,515	140,471
TOTAL LIABILITIES	2,411	13,598	724,306	740,315	762,886

* See Note 4.6

Note 14.7 Currency risk

The table below summarises the exposure to currency risk with respect to revenues, EBITDA and equity:

<i>in thousands of euros</i>	Impact on revenues		Impact on the EBITDA		Impact on equity	
	Appreciation of 10%	Down 10%	Appreciation of 10%	Down 10%	Appreciation of 10%	Down 10%
BRL	12,488	(10,218)	8,179	(6,692)	(2,949)	2,413
GBP	478	(391)	101	(83)	(2,242)	1,834
USD	710	(581)	440	(360)	(98)	80
JOD	652	(534)	527	(431)	108	(88)
Other	130	(107)	(289)	237	(3,284)	2,687
TOTAL	14,459	(11,830)	8,958	(7,329)	(8,465)	6,926

The impact on equity depends on the net position of each company.

Note 14.8 Interest rate risk

Position regarding borrowings (fair value position):

<i>in thousands of euros</i>	31 December 2020	31 December 2019
Fixed-rate loans	25,231	42,842
Of which Projects	25,231	39,092
Of which Corporate	-	3,750
Variable-rate loans	457,076	253,046
Of which Projects hedged by an interest rate swap	271,416	122,448
Of which Projects not hedged	75,660	79,348
Of which Corporate not hedged	110,000	51,250
Adjustable-rate loans	317,164	324,369
Of which Projects	317,164	324,369
Of which Corporate	-	-
Total borrowings	799,471	620,257
Maturity ≤ 1 year	129,400	59,461
Maturity 1 to 5 years	231,649	218,382
Maturity ≥ 5 years	438,422	342,414
TOTAL BY MATURITY	799,471	620,257

As of 31 December 2020, after hedging, 97% of the Group's debt consisted of variable or adjustable rate loans exposed to interest rate risk. The Corporate portion corresponds to 14% of the Group's total debt.

Adjustable-rate loans amounted to €317,164 thousand, representing 40% of the Group's total debt and corresponding

to loans contracted in Brazil for which the change in rates is considered to be naturally hedged, as electricity sales contracts are indexed to inflation, which is highly correlated to lending rates, for which the effects offset each other.

Variable-rate project financing hedged by interest rate swaps represents 34% of the Group's total debt.

The table below summarises the net exposure to interest rate risk before and after hedging as of 31 December 2020:

<i>in thousands of euros</i>	Financial liabilities before hedging		Financial liabilities after hedging	
	Fixed rate	Variable rate	Fixed rate	Variable rate
Less than one year	4,602	124,798	19,019	110,381
From 1 to 5 years	10,803	220,846	81,803	149,846
More than 5 years	9,826	428,596	191,131	247,291
TOTAL	25,231	774,240	291,953	507,518

An increase of 100 basis points on loans taken out by the Group (unhedged adjustable or variable-rate loans) before 31 December 2020 would represent approximately €3,971 thousand in additional costs in 2021 and a cumulative amount of approximately €28,875 thousand over the life of the loans.

Note that unhedged variable-rate loans are mainly loans taken out in Brazil (see above).

NOTE 15 Current and non-current provisions

Note 15.1 Accounting rules and methods

The Group recognises provisions when:

- it has a present obligation as a result of a past event;
- it considers it probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- it can reliably estimate the amount of the obligation.

For wind farms, Valtalia has an obligation to decommission and restore sites at the end of the production period. This obligation includes the decommissioning of production facilities, the excavation of a part of the foundations, the restoration of land unless the owner wishes it to remain as it is, the disposal or recycling of waste from decommissioning or dismantling, which for example in France falls under the remit of Decree no. 2011-652.

A provision for decommissioning the farm is established with an offsetting entry for decommissioning the asset, the cost

of which is the subject of an estimate each year and which is amortised on a straight-line basis over the useful life of the asset. In case of a change in estimate that leads to an increase in the provision, the net value of the asset being decommissioned will be increased accordingly. Conversely, if the change in estimate leads to a decrease in the provision, the asset being decommissioned will be depreciated.

In rare cases, maintenance obligations assumed by the Group that meet the provisioning requirements summarised above have been recorded as a liability. As with all provisions, the Group regularly reviews these valuations, which must in any case reflect the best estimate at the close of the period.

The Group's construction business requires guarantees that are the subject of provisions. These construction contracts entail risks of additional costs or penalties, which are the subject of provisions for risks.

Note 15.2 Statement of provisions

<i>in thousands of euros</i>	Provisions for contingencies (disputes & litigation on business)	Provisions for guarantees	Provisions for social and tax risks	Other provisions	Total
As of 31 December 2018*	4,178	10,113	1,950	1,945	18,186
Allocations	656	91	576	357	1,680
Reversals used	(21)	(4,330)	(32)	(12)	(4,395)
Unused reversals	(404)	(4,501)	(749)	(27)	(5,681)
Scope changes	-	-	-	-	-
Translation reserve	10	230	(20)	1	221
Other	7	-	-	(209)	(202)
As of 31 December 2019*	4,425	1,602	1,724	2,054	9,805
Allocations	433	1,353	224	610	2,620
Reversals used	(367)	(1,153)	-	(3)	(1,523)
Unused reversals	-	(21)	(253)	(219)	(493)
Scope changes	140	175	-	523	838
Translation reserve	-	(54)	(395)	(69)	(518)
Other	-	(9)	-	269	260
AS OF 31 DECEMBER 2020	4,631	1,893	1,300	3,166	10,990

* See Note 4.6

As of 31 December 2020, provisions amounted to €10,990 thousand:

- provisions for contingencies (litigation and business-related) are unchanged and mainly for the Kigoma project in Tanzania;
- the increase in provisions for guarantees is mainly related to the completion of several constructions in France and Portugal in 2020;

- provisions for social and tax risks mostly cover the tax risks (excluding corporation tax) incurred by Brazilian companies; and
- other provisions are mainly due to legal and/or contractual decommissioning obligations in France and Jordan.

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Non-current provisions	4,827	3,431
Current provisions	6,163	6,374
TOTAL PROVISIONS	10,990	9,805

* See Note 4.6

NOTE 16 Operational data on working capital requirement

Note 16.1 Accounting rules and methods

Inventories and work in progress

Replacement part inventories are valued at historical cost and in application of the FIFO method. Impairment exists when the fair value is below the purchase cost.

Trade receivables

Trade receivables are recognised at their fair value, in the statement of financial position. Impairment is recognised by the Group when an "expected credit loss" is identified.

Note 16.2 Operating working capital requirement

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019*
Inventories, work in progress and supplier advances	39,703	40,951
Trade receivables	95,697	58,670
Trade and other payables	(125,459)	(75,963)
Contract assets	7,696	1,343
Contract liabilities	(13,443)	(1,439)
OPERATING WORKING CAPITAL REQUIREMENT	4,194	23,562

* See Note 4.6

The change in working capital requirement mainly reflects the construction of power plants for third-party customers and for its own account as well as the consolidation of Greensolver and Mywindparts entities.

As such, construction generates significant movements in trade payables depending on the phase of contracts.

In 2020, the €23,849 thousand increase in trade receivables is mainly explained by receivables relating to the disposal of development projects in France (in December 2020) and by the growth in "Construction" (EPC) and "Energy sales" business (commissioning of new power plants; scope changes, in particular the acquisition of four power plants in Jordan).

Changes in contract assets and liabilities reflect the changes in the construction (EPC) business.

<i>in thousands of euros</i>	As of 31 December 2020
Gross trade receivables	87,416
Of which not yet due	46,583
Of which due in:	40,833
Less than 1 month	3,430
1 to 3 months	6,712
3 to 6 months	10,968
6 to 12 months	2,533
Over 12 months	17,190
Impairment	(11,137)
Net impairment of trade receivables	76,279
Other trade receivables	19,418
Trade receivables	95,697

In addition to the €(11,137) thousand impairment of trade receivables, there is a "Provisions for contingencies (disputes & litigation on business)" of €3,742 thousand relating to the trade receivables of the Kigoma project in Tanzania (see Note 15.2).

Note 16.3 Non-operating working capital requirement

<i>in thousands of euros</i>	Asset	Liability	As of 31 December 2020	As of 31 December 2019*
Tax receivables and liabilities	26,610	(17,446)	9,164	9,729
Employee-related and social welfare-related receivables and payables	1,339	(16,259)	(14,920)	(8,939)
Other non-operating assets and liabilities	4,086	(187)	3,899	(1,017)
NON-OPERATING WORKING CAPITAL REQUIREMENT	32,035	(33,892)	(1,857)	(227)

* See Note 4.6

NOTE 17 Off-balance sheet commitments

Note 17.1 Commitments given

Commitments given relating to operating activities

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019
Commitments given by the Group to its suppliers	1,394	92,693
Commitments given by the Group to its customers	261,879	241,232
Guarantees relating to the decree ensuring the safety of installations classified for the protection of the environment (ICPE)	1,184	2,248
COMMITMENTS GIVEN RELATING TO OPERATING ACTIVITIES	264,457	336,173

The commitments given by the Group to its suppliers are payment guarantees, mainly given to equipment suppliers in respect of construction. There was a significant decrease between December 2019 and 2020 due to the expiry of two guarantees to turbine suppliers.

The commitments given by the Group to its customers mainly comprise guarantees where the Group is the guarantor and backs the performance of the contractual commitments, made on the basis of research, design, development, construction, operation and maintenance contracts. These guarantees are generally granted for the duration of the contract in question, with a ceiling amount. They constitute the majority of the Group's commitments to its customers.

As part of the remediation guarantee for facilities classified for environmental protection (ICPE), the Group companies affected by this requirement benefit from a grandfather provision and took out surety insurance with a top-tier insurer in July 2016. The dismantling obligation is recognised as a dismantling asset. The decommissioning insurance coverage is €1,456 thousand.

Commitments given in relation to financing activities

As part of the implementation of project financing, the Group is required to give financial guarantees to its bank partners. As of 31 December 2020, these commitments stood at €76,559 thousand (of which 97% in Brazilian Real-denominated transactions and associated with the Group's Brazilian activities).

Collateral

Debts contracted by the Group in the framework of project financing are guaranteed by collateral (mortgages, pledge on equipment, pledge of securities and receivables, and reserve accounts) provided as security, in the amount of €691,836 thousand. This amount represents the outstanding balance as of 31 December 2020 of debts for projects that are in operation or under construction and in receipt of bank financing. The furthest maturity of these debts is in 2042.

Note 17.2 Commitments received

Commitments received relating to operating activities

<i>in thousands of euros</i>	As of 31 December 2020	As of 31 December 2019
Commitments received by the Group from suppliers	123,946	37,738
Subsidies received	-	418
COMMITMENTS RECEIVED RELATING TO OPERATING ACTIVITIES	123,946	38,157

The commitments received from suppliers are mainly performance/completion guarantees or even advance payments in favour of the Group under supply contracts entered into by subsidiaries with these suppliers.

Financing commitments received

The Group benefits from the following financing commitments:

- an €80,000 thousand syndicated credit line due in December 2022: this line has not been drawn down;
- a €100 million syndicated credit line due in May 2025: this line has been fully drawn; and
- Confirmed undrawn bilateral credit lines of €15 million.

Note 17.3 Related party disclosures

Loans to associates and corporate officers

As of 31 December 2020, the Group had not granted any loans to the Group's corporate officers or associates.

Related-party transactions

The transactions made by the Group with its non-consolidated interests or equity associates are included in the Group's consolidated financial statements.

Compensation of corporate officers

Laurence Mulliez – Chairwoman of the Board of Directors	2019 financial year	2020 financial year
Compensation for the financial year	110,000	110,000
Valuation of free shares made available during the financial year	-	-
Valuation of multi-year variable compensation granted during the financial year	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-
TOTAL COMPENSATION OF THE CHAIRWOMAN OF THE BOARD (in euros)	110,000	110,000

The fixed compensation of the Chairwoman of the Board of Directors was approved by the Board of Directors on 28 March 2018.

Sébastien Clerc – Chief Executive Officer	2019 financial year	2020 financial year
Compensation for the financial year	511,276	466,476
Valuation of free shares made available during the financial year	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-
Valuation of free shares granted during the financial year	850,000	850,000
TOTAL COMPENSATION OF THE CHIEF EXECUTIVE OFFICER (in Euros)	1,361,276	1,316,476

The fixed compensation of the Chief Executive Officer was approved by the Board of Directors on 11 April 2019 on the proposal of the Compensation Committee.

The €850,000 in free shares allocated to the Chief Executive Officer are shares in Voltalia Investissement, which controls Voltalia S.A within the meaning of Article L233-16 of the French Commercial Code.

On 31 July 2020, the shares of the Chairwoman and the Chief Executive Officer in Voltalia Investissement became fully vested, for €44,863 and €582,399 respectively.

NOTE 18 List of companies – Scope of consolidation

The percentages presented in the tables below correspond to the Group's percentage interest at the period-end closing date.

Note 18.1 List of fully-consolidated companies

Country	Entity	31 December 2020	31 December 2019
Parent company	Voltalia SA	100%	100%
Belgium	Voltalia Belgium NV	100%	100%
	Green Energy Solutions Invest	100%	100%
	Helexia Belgium I	100%	100%
	Helexia Flanders	60%	60%
Spain	Voltalia Renovables España S.A.U.	100%	100%
	Solar Parks Construcción Parques Solares ETVE S.A.	100%	100%
	Voltalia Holding Colombia, S.L.	100%	100%
	Gimnesia Solar II	100%	100%
France	Parc solaire du PAGAP	100%	100%
	Voltalia Distribution SAS	100%	100%
	MTSFR PARROC	100%	100%
	Anelia	100%	100%
	Parc Eolien Argenteuil	100%	100%
	Parc Eolien Laignes	100%	100%
	Parc Eolien Sarry	100%	100%
	Adriers Energies	–	100%
	La Faye Energies	100%	100%
	Échauffour Énergies	100%	100%
	Parc Eolien Coulmier	100%	100%
	3VD	100%	100%
	Taconnaz Énergie	67%	67%
	Parc éolien de Molinons	100%	100%
	Parc solaire de Montclar	100%	100%
	Parc solaire du Castellet	100%	100%
	Parc solaire de Piboulon	100%	100%
	Parc solaire de Mana	100%	100%
	Parc solaire Puy Madame II	100%	100%
	Parc solaire Puy Madame III	100%	100%
	Parc solaire Puy Madame IV	100%	100%
	Parc solaire Carrière des Plaines	100%	100%
	Parc solaire de Tresques	100%	100%

Country	Entity	31 December 2020	31 December 2019
	Parc solaire du Castellet 2	100%	100%
	Ombrière Solaire du Marché	100%	100%
	Parc solaire du Canadel	100%	100%
	PEP Énergie France	100%	100%
	GEP Énergie France	100%	100%
	ECM Énergie France	-	100%
	SVNC Énergie France	100%	100%
	Volta Énergie	100%	100%
	Parc Eolien de Marly	100%	100%
	Parc solaire du Seranon	100%	100%
	Parc solaire du Talagard	100%	100%
	Parc solaire de Laspeyres	100%	100%
	Croix et Jorasse Énergie	100%	100%
	Jalandre Énergie	100%	100%
	Champs Agrivoltaique du cabanon	100%	100%
	Merderel Énergie	100%	100%
	Ferme Eolienne de Pouligny Saint Pierre	100%	100%
	Le Guil Énergie	100%	100%
	Parc solaire du Domaine des Selves	100%	100%
	Fangas 1	100%	100%
	Fangas 2	100%	100%
	4 Termes 1	100%	100%
	4 Termes 2	100%	100%
	Kopere Energy Investment	100%	100%
	Parc Solaire de Logelbach ⁽ⁱ⁾	100%	100%
	Ombrières Solaires de Jonquières SAS	100%	100%
	Helexia	100%	100%
	HEXIEL	100%	51%
	Helexia Invest 1	100%	100%
	Helexia Invest 2	100%	100%
	Helexia Solar 8	100%	100%
	Helexia Solar 9	100%	100%
	Helexia Solar 10	100%	100%
	Helexia Performance 2	100%	100%
	Helexia Developpement	100%	100%
	Helexia Solar 1	100%	100%
	Helexia Solar 2	100%	100%
	Miroir du Soleil	67%	67%

Country	Entity	31 December 2020	31 December 2019
	Soleilimmo	67%	67%
	Volterre	100%	100%
	Helexia Performance 1	100%	100%
	Helexia Solar 4	100%	100%
	Helexia Solar 5	100%	100%
	Helexia Solar 6	100%	100%
	Helexia Solar 7	100%	100%
	Alter Grand Sud	100%	100%
	Irisolar 1	100%	100%
	Helexia Solar 12	100%	100%
	Poste Electrique du Mattas	100%	100%
	MyWindParts	90%	-
	Greensolver Holding	100%	-
	Greensolver	100%	-
	Maison Solaire Voltalia	100%	-
	La Chevallerai Éolien Énergie	100%	-
	Bournand Éolien Énergie	100%	-
French Guiana	Voltalia Guyane	80%	80%
	SIG Mana ⁽²⁾	-	80%
	SIG Kourou – manager ⁽²⁾	-	80%
	SIG Cacao	100%	100%
	Voltalia Kourou	80%	80%
	Voltalia Caraïbes	100%	100%
	Centrale Hydroélectrique de Saut Maman Valentin (CHSMV)	80%	80%
	Belle Étoile Énergie Guyane	80%	80%
	VLT Saut Mapaou Investissement	80%	80%
	Voltalia Organabo Investissement	80%	80%
	Hydro Régina 2 investissement	80%	80%
	Bon Espoir Énergie Guyane	80%	80%
	Voltalia Biomasse Amazone Investissement	80%	80%
	Tamanoir Énergie Guyane	80%	80%
	Voltalia Saut Mapaou Exploitation	80%	80%
	Saut Dalles Énergie Guyane	80%	80%
	Maripasoula Énergie Guyane	80%	80%
	Roura Bois Énergie	80%	80%
	Cr'Éole	100%	100%
	Iracoubo Biomasse Énergie	100%	100%
	Sinnamary Biomasse Énergie ⁽¹⁾	100%	100%

Country	Entity	31 December 2020	31 December 2019
	Saut Mankaba Hydro	100%	-
United Kingdom	Voltalia UK Ltd	100%	100%
	MTS Tonge Solar Limited	100%	100%
	Greensolver UK	100%	-
Ireland	Greensolver Ireland Limited	100%	-
Greece	Voltalia Greece	100%	100%
	Energiaki Agionoriou	100%	100%
	Energeiaki Aggelokastrou Korinthias SA	100%	100%
	Energiaki Sesklou Magnisias	100%	100%
	Cluster Holding SA	80%	80%
	Energen SA	100%	100%
	Rougero Holding SA	78%	78%
	Lakka Kokkini Aioliiki SARL	100%	100%
	Energiaki Sesklou 1 Ltd	100%	100%
	Xenakis Yorgos SCS	98%	98%
	Sarafadis SNC	100%	100%
	Fotovoltaiki Systimata Katerin	100%	100%
	Fotovoltaiki Parka Pieras	100%	100%
	Fotovoltaiki Katerinis SNC	100%	100%
	Kalaitzidis St-Ofidis AR	100%	100%
	GSolar Energiaki	64%	64%
	Gerovolt Ltd	100%	100%
	Forgero Holding SA	65%	65%
	Voltalia Solar Hellas SA	100%	100%
Italy	Voltalia Italia SRL	100%	100%
	MTS1 S.R.L.	100%	100%
	MTS2 S.R.L.	100%	100%
	Helexia Italy	100%	100%
	Solar 30 S.R.L.	100%	100%
	Solar 11	97%	97%
	Solarimmo	100%	100%
	Solar 22	100%	100%
	Helexia Energy Services	100%	100%
Netherlands	Voltalia Management International	100%	100%
	Khepri Solar B.V.	100%	100%
	Osiris Solar Holding B.V.	100%	100%
	VLT Investment 1	100%	100%
	VLT Investment 2	100%	100%

Country	Entity	31 December 2020	31 December 2019
	VLT Investment 6 ⁽¹⁾	100%	100%
	VLT Investment 7 ⁽¹⁾	100%	100%
	VMI-BR Canudos BV	100%	-
	VMI-BR Solar Serra Do Mel BV	100%	-
	VMI-BR VSM IV BV	100%	-
	VMI-PCH Cabui BV	100%	-
	Greensolver Nederland B.V	100%	-
	VLT Investment Greenfield	100%	-
	VMI-ALB Karavasta BV	100%	-
	VMI-TNI BV	100%	-
	VMI-Eastern Europe BV	100%	-
	VMI-MEX-Puebla B.V.	100%	-
	VMI-JOR-Ma'an B.V.	100%	-
	VMI-Spare 2 BV	100%	-
	VMI-Eastern Europe 2 BV	100%	-
Portugal	Voltalia Portugal, S.A.	100%	100%
	MPrime Solar Solutions, S.A.	100%	100%
	Sol Cativante	100%	100%
	Greencoverage Unipessoal Lda.	100%	100%
	Believe in Bright Unipessoal LDA	100%	100%
	Helexia Portugal	100%	100%
	Helexia II Energy Services LDA	100%	100%
	Helexia PSL Navitas I,LDA	100%	100%
	Helexia LMP 1	100%	100%
	Helexia PT Solar 1	100%	100%
Slovakia	Voltalia Central & Eastern Europe s.r.o.	100%	100%
Albania	Karavasta Solar	100%	-
Canada	Triton Resources Inc.	100%	100%
Brazil	Martifer Solar S.A. Brazil branch	100%	100%
	Voltalia Do Brasil	100%	100%
	Sapeel	100%	95%
	Junco 1	51%	51%
	Junco 2	51%	51%
	Caiçara 1	51%	51%
	Caiçara 2	51%	51%
	Terral	100%	100%
	Carcara 1	100%	100%
	Carcara 2	100%	100%

Country	Entity	31 December 2020	31 December 2019
	Usina de Energia Eolica Reduto S.A	51%	51%
	Usina de Energia Eolica Santo Cristo S.A	51%	51%
	Usina de Energia Eolica Carnauba S.A	51%	51%
	Usina de Energia Eolica Sao João S.A	51%	51%
	Envolver	100%	100%
	Areia Branca I	100%	100%
	Areia Branca II	100%	100%
	Vila Para I	100%	100%
	Vila Para II	100%	100%
	Vila Para III	100%	100%
	Vila Amazonas V	100%	100%
	Voltalia Sao Miguel Do Gostoso Participacoes S.A	51%	51%
	Voltalia SMG I	51%	51%
	Oiapoque Energia	100%	100%
	Vamcruz Participacoes SA	51%	51%
	Vamcruz I Participacoes SA	51%	51%
	Serra Pará I Participações S.A	100%	100%
	Serra Pará Participações S.A	100%	100%
	Usina de Energia Eólica Vila Acre I S.A	100%	100%
	Alameda Acre Participações S.A	100%	100%
	Voltalia do Brasil Comercializadora de Energia Ltda	100%	100%
	Ventos de Vila Paraíba I spe S.A	100%	100%
	Ventos de Vila Paraíba II spe S.A	100%	100%
	Ventos de Vila Ceará I spe S.A	100%	100%
	Ventos de Vila Ceará II spe S.A	100%	100%
	Ventos de Vila Acre II spe S.A	100%	100%
	Voltalia Serviços do Brasil LTDA	100%	100%
	EOL Potiguar B141 SPE S.A	100%	100%
	EOL Potiguar B142 SPE S.A	100%	100%
	EOL Potiguar B143 SPE S.A	100%	100%
	Eol Ventos de Vila Paraiva IV (Vila Ceará I)	100%	100%
	Ventos De Serra Do Mel A S.A.	100%	100%
	Ventos De Serra Do Mel B S.A.	100%	100%
	Oiapoque II energia SPE S.A	100%	100%
	EOL Potiguar B61 SPE S.A	100%	100%
	EOL Potiguar B31 SPE S.A	57%	100%
	EOL Potiguar B32 SPE S.A	57%	100%
	EOL Potiguar B33 SPE S.A	57%	100%

Country	Entity	31 December 2020	31 December 2019
	EOL Maral I SPE S.A.	-	100%
	EOL Maral II SPE S.A.	-	100%
	EOL Potiguar B11 SPE S.A.	100%	100%
	EOL Potiguar B62 SPE S.A.	100%	100%
	SOL Serra Do Mel I SPE S.A.	100%	-
	SOL Serra Do Mel II SPE S.A.	100%	-
	PCH Cabuí SPE S.A.	100%	-
	Eólica Canudos II SPE S.A.	100%	-
	Eólica Canudos III SPE S.A.	100%	-
	Ventos De Serra Do Mel III S.A.	57%	-
	Vila Alagoas IV Empreendimentos e Participações S.A.	100%	-
	Vila Alagoas V Empreendimentos e Participações S.A.	100%	-
	Vila Alagoas VI Empreendimentos e Participações S.A.	100%	-
	Eolica So Gabriel I SPE S.A.	100%	-
	Eolica Pedra Pintada I SPE S.A.	100%	-
	Sol Serra Do Mel III SPE S.A.	100%	-
	Sol Serra Do Mel IV SPE S.A.	100%	-
	Sol Serra Do Mel V SPE S.A.	100%	-
	Sol Serra Do Mel VI SPE S.A.	100%	-
	Helexia Brasil Participacoes LTDA.	100%	-
	Sol MS Paranaíba SPE S.A.	100%	-
	Sol PR Cidade Gaucha SPE S.A.	100%	-
	Sol PR Loanda SPE S.A.	100%	-
	Sol PR Nova Esperança SPE S.A.	100%	-
	Sol RO Rolim De Moura SPE S.A.	100%	-
	Sol SP Serra Do Mar SPE S.A.	100%	-
	Sol SP Tiete SPE S.A.	100%	-
Colombia	Voltalia Colombia S.A.S	100%	100%
	KAI Verde BT S.A.S. E.S.P. ⁽¹⁾	100%	100%
	Las Icoteas Solar S.A.S. ⁽¹⁾	100%	100%
Chile	Voltalia Solar Chile Holding Limitada	100%	100%
Mexico	VLT Proyectos y Sistemas Solares	100%	100%
	Voltalia Servicios Mexico ⁽²⁾	-	100%
	Voltalia Mexico Renovables SA de CV	100%	100%
India	Inspira Solar	51%	51%
Japan	Martifer Solar Japan KK	100%	100%
Myanmar	Voltalia Esco Co. Limited	100%	100%
Singapore	Martifer Solar Singapura PTE. LTD.	100%	100%

Country	Entity	31 December 2020	31 December 2019
Egypt	Eshu Energy Egypt LLC	100%	100%
	RA Solar S.A.E.	100%	100%
Morocco	Volitalia Maroc	100%	100%
	Alterrya Maroc	100%	100%
	VMA Sahara	100%	100%
	Parc Éolien De Ghrad JRAD	100%	-
	Centrale des Sources de l'Oum Er Rbia	100%	-
Kenya	Kopere Solar Park	100%	100%
	Volitalia Kenya Services	100%	100%
Tanzania	Mahale Renewable Energy	100%	100%
United Arab Emirates	Martifer Solar Middle East	100%	100%
Jordan	Volitalia Portugal SA (Jordânia subsidiary)	100%	100%
	Jordan Solar One (Cayman) Jordan PSC	70%	-
	Al Ward Al Joury for Energy Generation PSC	70%	-
	Al-Zanbaq For Energy Generation PSC	70%	-
	Zahrat Al Salam For Energy Generation PSC	70%	-
South Africa	Volitalia South Africa ⁽¹⁾	100%	100%
Burundi	Volitalia Burundi SU ⁽¹⁾	100%	100%

(1) Not consolidated as of 31 December 2019.

(2) Merged on 31 December 2020.

Note 18.2 List of consolidated companies accounted for by the equity method

Country	Entity	31 December 2020	31 December 2019
Spain	Parque Solar Sesena I, S.L.	37.48%	37.48%
France	3LE	40%	40%
	VLT Investment III	40%	40%
	Greensolver Finance	49.24%	-
Belgium	Energis	17.34%	17.34%
	N&B Renewable Energy	24%	24%
Chile	Maria del Sol Norte S.A.	49%	49%
Mexico	Mire Solar, SA de CV	35%	35%
	Mire Solar SPV1	-	34.90%

Note 18.3 Change in the list of Voltalia companies

Country	Entity	Consolidation method as of 31 December 2020	Consolidation method as of 31 December 2019	Event
France	MyWindParts	FC	-	Acquisition
	Greensolver Holding	FC	-	Acquisition
	Greensolver	FC	-	Acquisition
	Greensolver Finance	EM	-	Acquisition
	Maison Solaire Voltalia	FC	-	Acquisition
	La Chevallerai Éolien Énergie	FC	-	Creation
	Bournand Éolien Énergie	FC	-	Creation
	Parc solaire de Logelbach	FC	NC	
	Poste Electrique du Mattas	FC	NC	Initial consolidation
	Adriers	-	FC	Disposal
	ECM Énergie France	-	FC	Disposal
French Guiana	Saut Mankaba Hydro	FC	-	Creation
	Sinnamary Biomasse Énergie	FC	NC	Initial consolidation
	SIG Mana	-	FC	Merger
	SIG Kourou - manager	-	FC	Merger
United Kingdom	Greensolver UK	FC	-	Acquisition
Ireland	Greensolver Ireland Limited	FC	-	Acquisition
Netherlands	VLT Investment 6	FC	NC	
	VLT Investment 7	FC	NC	Initial consolidation
	VMI – BR Canudos BV	FC	-	Creation
	VMI – BR Solar Serra Do Mel BV	FC	-	Creation
	VMI – BR VSM IV BV	FC	-	Creation
	VMI – PCH Cabui BV	FC	-	Creation
	Greensolver Nederland B.V	FC	-	Acquisition
	VLT Investment Greenfield	FC	-	Creation
	VMI – ALB Karavasta BV	FC	-	Creation
	VMI – TNI BV	FC	-	Creation
	VMI-Eastern Europe BV	FC	-	Creation
	VMI-MEX- Puebla B.V.	FC	-	Creation
	VMI – Jor-Ma'an B.V.	FC	-	Creation
	VMI-Spare 2 BV	FC	-	Creation
	VMI-Eastern Europe 2 BV	FC	-	Creation
Brazil	EOL Maral I SPE S.A.	-	FC	Disposal
	EOL Maral II SPE S.A.	-	FC	Disposal
	Toda Energia Do Brasil LTDA	-	-	Creation then disposal

Country	Entity	Consolidation method as of 31 December 2020	Consolidation method as of 31 December 2019	Event
	Sol Serra Do Mel I SPE S.A.	FC	-	Creation
	Sol Serra Do Mel II SPE S.A.	FC	-	Creation
	PCH Cabuí SPE S.A.	FC	-	Creation
	Eólica Canudos II SPE S.A.	FC	-	Creation
	Eólica Canudos III SPE S.A.	FC	-	Creation
	Ventos De Serra Do Mel III S.A.	FC	-	Creation
	Vila Alagoas IV Empreendimentos e Participações S.A.	FC	-	Creation
	Vila Alagoas V Empreendimentos e Participações S.A.	FC	-	Creation
	Vila Alagoas VI Empreendimentos e Participações S.A.	FC	-	Creation
	Eolica So Gabriel I SPE S.A.	FC	-	Creation
	Eolica Pedra Pintada I SPE S.A.	FC	-	Creation
	Sol Serra Do Mel III SPE S.A.	FC	-	Creation
	Sol Serra Do Mel IV SPE S.A.	FC	-	Creation
	Sol Serra Do Mel V SPE S.A.	FC	-	Creation
	Sol Serra Do Mel VI SPE S.A.	FC	-	Creation
	Helexia Brasil Participacoes LTDA.	FC	-	Creation
	Sol MS Paranaíba SPE S.A.	FC	-	Acquisition
	Sol PR Cidade Gaucha SPE S.A.	FC	-	Acquisition
	Sol PR Loanda SPE S.A.	FC	-	Acquisition
	Sol PR Nova Esperança SPE S.A.	FC	-	Acquisition
	Sol RO Rolim De Moura SPE S.A.	FC	-	Acquisition
	Sol SP Serra Do Mar SPE S.A.	FC	-	Creation
	Sol SP Tiete SPE S.A.	FC	-	Creation
Mexico	Voltalia Servicios Mexico	-	FC	Merger
	Mire Solar SPVI	-	EM	Disposal
Colombia	Kai Verde BT S.A.S. E.S.P	FC	NC	
	Las Icoteas Solar S.A.S	FC	NC	Initial consolidation
South Africa	Voltalia South Africa	FC	NC	Initial consolidation
Burundi	Voltalia Burundi SU	FC	NC	Initial consolidation
Morocco	Parc Éolien de Ghrad Jrad	FC	-	Creation
	Centrale des Sources de l'Oum Er Rbia	FC	-	Creation
Jordan	Jordan Solar One (Cayman) Jordan PSC	FC	-	Acquisition
	Al Ward Al Joury for Energy Generation PSC	FC	-	Acquisition
	Al-Zanbaq For Energy Generation PSC	FC	-	Acquisition
	Zahrat Al Salam For Energy Generation PSC	FC	-	Acquisition
Albania	Karavasta Solar	FC	-	Creation

6.3 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2020

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders of the company Voltalia,

Opinion

In compliance with the engagement entrusted to us by your Company's General Meeting, we have audited the annual financial statements of Voltalia for the financial year ended 31 December 2020, as attached to this report.

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 as at 31 December 2020, 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 those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2020 to the date of our report, and in particular we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics for Statutory Auditors.

Emphasis of Matter

Without qualifying our opinion stated above, we draw your attention to Note 4.6 to the consolidated financial statements, which outlines the presentation changes made to the comparative financial information.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the annual financial statements, which were approved under the conditions mentioned above, and in forming our opinion expressed above. We do not express an opinion on individual items in these annual financial statements.

Recognition and measurement of projects under development and generating plants under construction

Identified risk

(Notes 11.1, 11.5 and 11.6 of the consolidated financial statements)

At 31 December 2020 the carrying amount for the Group's projects under development and generating plants under construction amounted to €403,648 thousand (31 December 2019: €332,294 thousand) or 23% of total consolidated assets.

Development projects are non-amortisable intangible assets, recognised for a net carrying amount of €99,030 thousand as at 31 December 2020, equal to the costs committed which comply with the criteria to be recognised as a balance sheet asset. As described in Note 11.1 to the consolidated financial statements, capitalised project development costs must meet the following criteria: visibility as to land access, visibility as to administrative authorisations, feasibility of power network connection and profitability. Once the development phase has been completed, generating plants enter their construction phase (€304,618 thousand of construction in progress as at 31 December 2020) if the development projects have not been sold as such.

Management verifies at each reporting date, or in the event of any indication of impairment, that the carrying amount for these assets does not exceed their recoverable amounts. Management performs impairment testing at the level of each CGU corresponding to the applicable assets or asset clusters.

The recoverable amount for a development project or generating plant under construction is defined as the higher of the asset's fair value and value in use. The determination of value in use requires significant exercise of judgement and formulation of assumptions by Management with regard in particular to future operating cash flows (climatic conditions, inflation, investment costs for the applicable development or construction projects and the appropriate discount rates).

We considered the recognition and measurement of projects under development and generating plants under construction as a key audit matter given:

- the degree of Management's judgement required for estimating development costs and complying with the applicable capitalisation criteria; and
- the sensitivity for those estimates of the main data and assumptions retained by Management.

Our audit response

Our audit procedures consisted, on the basis of the documentation communicated by the Company, in:

- examining the compliance of the Company's methodology for determining the recoverable amounts of projects under development and generating plants under construction with the applicable accounting standards;
- analysing the compliance of the capitalisation criteria for development projects with the applicable accounting standards, notably by interviewing Management and vouching the Group's work in progress file to supporting documentation (business plan, administrative authorisations, building permits, etc.);
- examining on a test basis, for projects under development and generating plants under construction, the impairment testing performed:
 - in reconciling the carrying amount of each project under development and generating plant under construction with the amounts recorded as assets,
 - in assessing the reasonableness of the main underlying data and assumptions for the estimates performed (of discount rates and long-term growth rates in particular), by interviewing Management and with assistance from our specialists,
 - in analysing Management's sensitivity tests.

Recognition of revenue from Energy sales in Brazil

Identified risk

(Notes 6.2 and 7.1 of the consolidated financial statements)

Voltaia recognised €154,413 thousand of Energy sales at 31 December 2020.

Energy sales contracts are generally signed for periods of 15 to 20 years. In Brazil, the Group has signed contracts including annual and four-year tolerance and volume adjustment mechanisms regarding the overall contractual volumes. When the tolerance limits are exceeded in either direction, MWh sales price adjustments have to be calculated and recorded. In the event of early launch of a generating plant, or of suspension of a long-term contract, the Group may have occasion respectively to sign short-term contracts with a private distributor or to sell electricity on the open market.

We considered the recognition of revenue from Energy sales a key audit matter given:

- the diversity of contracts;
- the management judgements required for the estimation of energy production and any applicable penalties and price adjustments in respect in particular of multiannual energy sales contracts in Brazil.

Our audit response

To assess energy revenue recognition, we:

- analyzed the Group's energy sales contracts;
- obtained supporting documentation for the quantities produced;
- compared the applicable selling prices to the contract documentation and verified the calculation and recording of the contractual adjustments.

Specific verifications

As required by laws and regulations and in accordance with professional standards applicable in France, we have also verified the specific information pertaining to the Group presented in the management report of the Board of Directors approved on 24 March 2021.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement provided for by Article L. 225-102-1 of the French Commercial Code (Code de commerce) is included in the information pertaining to the Group presented in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of said Code, we have verified neither the fair presentation nor the consistency with the financial statements of the information contained in this statement which must be subject to a report by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of the consolidated accounts to be included in the annual financial report

In accordance with III of Article 222-3 of the AMF General Regulation, the management of your company has informed us of its decision to postpone the application of the single electronic reporting format as defined by the European Delegated Regulation No. 2019/815 of December 17, 2018 to financial years beginning on or after January 1, 2021. Consequently, this report does not include a conclusion on compliance with this format in the presentation of the consolidated financial statements intended for inclusion in the annual financial report referred to in I of Article L. 451-1-2 of the Monetary and Financial Code.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Voltaia by the General Meeting held on 13 May 2020 for Grant Thornton and on 9 November 2011 for Mazars.

At 31 December 2020, Grant Thornton was in its first year of total uninterrupted engagement and Mazars in its tenth year of total uninterrupted engagement, which are the first year and seventh year since securities of the company were admitted to trading on a regulated market, respectively.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout this audit. And furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks and obtains audit evidence considered to be sufficient and appropriate to provide a basis for its 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;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements;
- assesses 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 its audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains 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 auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

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

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore 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 such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence and the related safeguards.

Courbevoie and Neuilly-sur-Seine, 19 April 2021
The Statutory Auditors

Mazars
Marc Biasibetti
Partner

Grant Thornton
French Member of Grant Thornton International
Guillaume Giné
Partner

07

ANNUAL FINANCIAL STATEMENTS OF VOLTALIA SA



7.1	Balance sheet as of 31 December 2020.....	224
7.2	Income statement as of 31 December 2020.....	226

7.3	Appendices.....	228
7.4	Statutory Auditors' report on the annual financial statements.....	250

7.1 BALANCE SHEET AS OF 31 DECEMBER 2020

Balance sheet assets

(in euros)	Gross amount	Amort. Prov.	Net 31/12/2020	Net 31/12/2019
Uncalled subscribed capital				
INTANGIBLE ASSETS				
Start-up costs				
Developed software	5,484,709	2,347,546	3,137,165	2,362,072
Other intangible assets	90,009		90,009	90,009
Intangible assets in progress	996,284		996,284	1,766,391
PROPERTY, PLANT AND EQUIPMENT				
Land	1,011,000		1,011,000	
Buildings				
Facilities and equipment	140,592	24,292	116,299	8,874
Other property, plant and equipment	1,965,650	959,125	1,006,525	933,687
Property, plant and equipment in progress	6,640		6,640	47,983
Prepaid expenses	11,274		11,274	59,224
FIXED FINANCIAL ASSETS				
Holdings in companies accounted for using the equity method				
Other investments	421,873,551	36,159,464	385,714,086	377,607,815
Receivables related to equity investments	338,860,025	1,295,190	337,564,835	194,097,206
Other fixed investments				
Loans	23,124		23,124	21,500
Other fixed financial assets	4,460,541		4,460,541	3,571,637
Fixed assets	774,923,397	40,785,617	734,137,781	580,566,397
INVENTORIES AND WORK IN PROGRESS				
Raw materials, supplies				
Production of goods in progress	40,708,475	4,209,064	36,499,411	23,972,514
Production of services in progress				
Intermediate and finished products				
Goods				
Advances and prepayments on orders	2,397,725		2,397,725	5,451,166
ACCOUNTS RECEIVABLE				
Trade receivables and related accounts	62,119,680		62,119,680	64,117,356
Other receivables	92,762,227	4,135,174	88,627,054	81,726,028
Called subscribed capital, unpaid				
MISCELLANEOUS				
Marketable securities				
(o/w treasury shares):				
Cash and cash equivalents	20,520,682		20,520,682	134,731,831
ACCRUALS AND PREPAYMENTS				
Prepaid expenses	3,709,661		3,709,661	1,208,855
Current assets	222,218,450	8,344,237	213,874,213	311,207,750
Debt issuance costs to be amortised	1,107,570		1,107,570	1,121,792
Bond redemption premiums				
Translation reserve – assets	1,494,728		1,494,728	187,043
GRAND TOTAL	999,744,145	49,129,854	950,614,291	893,082,982

Balance sheet liabilities

(in euros)	2020 financial year	2019 financial year
Share capital or individual capital (o/w paid: 543,477,113)	543,477,113	543,083,312
Issue, merger and contribution premiums	235,058,299	235,072,296
Revaluation reserve (o/w equity accounting reserve)		
Legal reserve	58,367	58,367
Statutory or contractual reserves		
Regulated reserves (incl. res. for prov. for exchange rate fluct.)		
Other reserves (incl. purchase of original works of art)		
Retained earnings	(6,980,552)	(16,971,049)
INCOME FOR THE YEAR (PROFIT OR LOSS)	(76,468)	9,990,497
Investment subsidies		
Tax-regulated provisions	1,756,871	1,342,760
Equity	773,293,630	772,576,183
Proceeds from issues of participating securities		
Conditional advances		
Other equity		
Provisions for contingencies	5,164,452	21,441,026
Provisions for expenses	541,738	336,230
Provisions	5,706,190	21,777,256
FINANCIAL LIABILITIES		
Convertible bonds		
Other bonds		
Borrowings and liabilities from credit institutions	110,338,889	51,391,297
Other borrowings and financial liabilities (incl. equity loans)	1,756,139	1,217,087
Advances and deposits received on orders in progress	26,696	
OPERATING DEBTS		
Trade accounts payable and related accounts	17,900,024	20,613,108
Tax and employee-related expenses	17,484,160	11,003,626
OTHER LIABILITIES		
Fixed asset liabilities and related accounts	6,683	201,929
Other debts	11,210,649	3,471,594
ACCRUALS AND PREPAYMENTS		
Deferred income	12,878,873	10,224,501
Liabilities	171,602,114	98,123,350
Translation reserve - Liabilities	12,356	606,193
GRAND TOTAL	950,614,291	893,082,982

7.2 INCOME STATEMENT AS OF 31 DECEMBER 2020

(in euros)	2020 financial year			2019 financial year
	France	Exports	Total	
Sale of goods	489,835		489,835	32,813
Production of goods sold				
Production of services sold	44,117,752	17,549,407	61,667,160	90,239,575
Net sales revenues	44,607,587	17,549,407	62,156,995	90,272,387
Production transferred to inventory			13,937,009	3,036,723
Capitalised production			1,098,791	1,757,567
Operating subsidies			16,133	
Reversals of impairment, provisions (and depreciation and amortisation), transfer of expenses			538,334	333,790
Other income			117	1,615
Operating income			77,747,379	95,402,083
Purchases of goods (including customs duties)			619,845	
Change in inventories (goods)				
Purchases of raw materials and other supplies				
Change in inventories (raw materials and supplies)				
Other purchases and external expenses			66,926,467	83,748,164
Taxes and similar payments			789,120	564,974
Wages and salaries			17,552,156	12,391,903
Social charges			7,971,870	6,052,711
Operating allowances:				
On fixed assets: depreciation and amortisation			1,289,697	1,169,789
On fixed assets: impairment charges				
On current assets: impairment charges			1,410,111	
Provisions			1,214,697	185,723
Other expenses			188,214	114,615
Total operating expenses			97,962,178	104,227,878
Operating profit/loss			(20,214,799)	(8,825,795)
Joint operations				
Profit appropriated or loss transferred				
Loss borne or profit transferred				
Financial income			36,914,776	36,414,754
Financial income from investments			15,565,694	31,869,709

(in euros)	2020 financial year			2019 financial year
	France	Exports	Total	
Income from other securities and receivables from fixed assets				
Other interest and similar products			408,543	469,027
Reversals of provisions and transfer of expenses			19,160,809	3,030,615
Positive currency differences			1,779,731	1,045,404
Net income from disposals of marketable securities				
Financial expenses			26,889,369	28,385,426
Financial depreciation, amortisation and provisions			23,408,376	23,262,714
Interest and similar expenses			2,086,318	3,420,664
Negative currency differences			1,394,675	1,702,048
Net expenses on disposals of marketable securities				
Financial result			10,025,407	8,029,328
Current earnings before taxes			(10,189,392)	(796,467)
Non-recurring income			13,406,611	43,789,100
Non-recurring income from management operations			1,099,057	583,628
Non-recurring income from capital transactions			12,307,554	43,205,472
Reversals of provisions and transfer of expenses				
Non-recurring expenses			4,189,775	32,966,217
Non-recurring expenses on management operations			3,162,976	1,496,510
Non-recurring expenses on capital transactions			612,689	31,137,544
Non-recurring depreciation, amortisation and provisions			414,111	332,164
Non-recurring income (expense)			9,216,836	10,822,883
Employee profit-sharing			99,804	
Income taxes			(995,891)	35,919
Total income			128,068,766	175,605,937
Total expenses			128,145,234	165,615,440
PROFIT OR LOSS			(76,468)	9,990,497

7.3 APPENDICES

NOTE 1	Highlights of the financial year	229	Note 3.10	Liquidity contract	239
Note 1.1	Governance	229	Note 3.11	Provisions	239
Note 1.2	Highlights of the financial year	229	Note 3.12	Financial and operating liabilities	240
Note 1.3	Significant events since the end of the year	230	Note 3.13	Accrued expenses	241
			Note 3.14	Taxes and tax consolidation scope	241
NOTE 2	Accounting rules and methods	230	NOTE 4	Notes to the income statement	242
Note 2.1	Basis for preparation of the financial statements	230	Note 4.1	Breakdown of revenue by region	242
Note 2.2	Use of estimates	230	Note 4.2	Other operating income	242
Note 2.3	Intangible assets	230	Note 4.3	Purchases and external expenses	242
Note 2.4	Property, plant and equipment	230	Note 4.4	Other operating expenses	243
Note 2.5	Equity investments and other financial assets	231	Note 4.5	Financial profit (loss)	243
Note 2.6	Inventories and work in progress	231	Note 4.6	Non-recurring income	244
Note 2.7	Receivables	231	Note 4.7	Income tax	244
Note 2.8	Debt issuance costs to be amortised	231	Note 4.7	Net profit (loss)	244
Note 2.9	Investment securities	231	NOTE 5	Other information	244
Note 2.10	Regulated provisions	231	NOTE 6	Affiliates	245
Note 2.11	Foreign currency transactions	231	NOTE 7	Off-balance sheet commitments	245
Note 2.12	Litigation and provisions	232	Note 7.1	Commitments given relating to operating activities	245
Note 2.13	Retirement benefits	232	Note 7.2	Commitments received relating to operating activities	246
Note 2.14	Revenue	232	NOTE 8	Compensation of the corporate officers	246
NOTE 3	Notes to the balance sheet	232	NOTE 9	Dividend distribution policy	249
Note 3.1	Tangible and intangible assets	232	NOTE 10	Table of the last five financial years	249
Note 3.2	Depreciation, amortisation and impairment	233			
Note 3.3	Fixed financial assets	233			
Note 3.4	Receivables related to equity investments	238			
Note 3.5	Loans and other financial assets	238			
Note 3.6	Work in progress	238			
Note 3.7	Current accounts receivable	238			
Note 3.8	Cash and cash equivalents	239			
Note 3.9	Changes in shareholders' equity	239			

NOTE 1 Highlights of the financial year

The reporting period is 12 months, beginning on 1 January 2020 and ending on 31 December 2020.

The Notes indicated below are an integral part of the annual financial statements.

These financial statements were approved by the Company's Board of Directors on 24 March 2021.

Note 1.1 Governance

Renewal of directors' terms of office

At the Annual General Meeting of 13 May 2020, the terms of office of Robert Dardanne and Solène Guéré were not renewed. At the same time, the terms of office of Evelyne Tall and André-Paul Leclercq were renewed by this General Meeting for a period of one year.

Director appointments

The Annual General Meeting of 13 May 2020 appointed three new directors for a three-year term. The appointed directors were Céline Leclercq, Alain Papiasse and Jean-Marc Armitano.

Renewal of the term of office of the Chief Executive Officer

The term of office of Sébastien Clerc, Chief Executive Officer since 10 November 2011, was renewed for a four-year term by the Annual General Meeting of 13 May 2020.

Reappointment of the Statutory Auditors

The term of office of one of the two joint Statutory Auditors of Voltalia SA, namely H3P, expired on the 2019 balance sheet closing date. It was decided to fill this vacancy through a closed call for tender. At the end of the process, the Audit Committee recommended Grant Thornton, and this recommendation was approved by the Board of Directors on 25 March 2020 and approved by the Annual General Meeting on 13 May 2020. The term of office is six financial years.

Note 1.2 Highlights of the financial year

Continued organic growth

Plants commissioned in 2020

In 2020 Voltalia built and commissioned four new plants using four technologies (wind, solar, storage and biomass). Voltalia commissioned the largest battery storage system in France with Mana Stockage in French Guiana. Mana Storage is located within the Toco complex, which has a total installed capacity of 13.1 MW in operation.

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
France	Southern France	Jonquières	3.9	Solar	20 years	August 2020
France	French Guiana	Mana Stockage	10	Storage	10 years	November 2020
France	French Guiana	Cacao	5.5	Biomass	25 years	December 2020
France	Burgundy	Sarry	22	Wind	20 years	December 2020

Plants under construction at end 2020

Country	Region/Site	Plant	MW	Energy	Contract	Commissioning
France	Southern France	Carrière des Plaines	8	Solar	20 years	Q1 2022
France	Southern France	Cabanon	3	Solar (agrivoltaics)	20 years	Q2 2021

Plants and projects sold in 2020

In December 2020, Voltalia sold a portfolio of three wind power plants, all backed by long-term electricity sales contracts, to the Siloé Infrastructures fund (Crédit Mutuel Capital Privé): Coivert and Vergne (25.2 MW, under construction) and Adriers (10 MW, in operation). Voltalia was responsible for the development of these three projects and the construction of the wind farm currently in operation (Adriers) and will be responsible for the construction of Coivert and Vergne. For all three assets, Voltalia will provide Operation-Maintenance

services and, for the first time, Voltalia has also combined asset management services from its subsidiary Greensolver for the three wind farms, demonstrating commercial synergies less than a year after its acquisition. The sale is part of Voltalia's strategy to develop projects and sell them at any stage of their development (ready-to-build, under construction or in operation), and to allocate resources to competitive, non-subsidised power generation projects everywhere the Company operates.

Acquisition of Greensolver and Mywindparts

In the first half of 2020, Voltalia continued to accelerate its strategy of developing services across the value chain of projects through the acquisition of two companies:

- Greensolver, a European specialist in renewable power plant management services, which supports its customers in management and consulting assignments and as a provider of technical, administrative and contractual services during all stages of the life of wind and solar power plants;
- Mywindparts, a start-up that has developed expertise in wind logistics (consulting on inventory management, technical support, parts repair, etc.).

Note 1.3 Significant events since the end of the year

Green financing

In early January 2021, Voltalia successfully launched a new green, sustainable financing framework document and the first issue of green convertible bonds for a nominal amount of €200 million. Heavily oversubscribed, the issue benefited from highly attractive terms for Voltalia and existing shareholders. The net proceeds from this issue will be allocated to the financing and/or refinancing of Voltalia's green projects, including potential acquisitions.

NOTE 2 Accounting rules and methods

The annual financial statements have been prepared in accordance with generally accepted accounting principles in France and in particular with the provisions of the latest version of the Accounting Plan and Regulation 2018-01 of 20 April 2018, amending Regulation 2014-03.

Note 2.1 Basis for preparation of the financial statements

In its separate financial statements for the year ended 31 December 2020, the Company applied the following rules:

- Going concern;
- Consistency of methods;
- Independence of financial years.

Note 2.2 Use of estimates

The preparation of the financial statements requires management to make assumptions and estimates affecting the financial statements. The main estimates made by the Group relate in particular to the assumptions used for:

- the valuation and impairment of property, plant and equipment and intangible assets, and inventories;
- the valuation of equity investments;
- calculating provisions.

These estimates are based on the best information available to the management on the date of the financial statements.

They include, for example, the assessment on that date of the state of the markets in which the Company operates. Considering the uncertainties inherent to the sector, the countries and the economic and financial conditions that impact the business of Voltalia SA and its subsidiaries, these estimates may need to be revised if the circumstances on which they were based change or as a result of new information. Actual results may therefore differ from these assumptions and estimates.

Note 2.3 Intangible assets

Purchased software is recognised as an intangible asset and is amortised over its useful life of between three and five years. Tax derogations allowing accelerated amortisation of such software may also be applied and are recognised in regulated provisions.

In the specific case of mergers, the accounting cost of assets received under the merger is the contribution value.

Note 2.4 Property, plant and equipment

The gross amount of property, plant and equipment corresponds to its historical acquisition cost. This cost includes expenses directly attributable to bringing the asset to the location and the cost of enabling it to be operated in the manner intended by management. Depreciation of fixed assets is calculated on a straight-line basis over the estimated useful life.

Table of estimated useful lives

Type of asset	Method	Duration
Fixtures and fittings	L	8 to 10 years
Vehicles	L	4 years
Office and computer equipment	L	3 years
Office equipment	L	10 years

Note 2.5 Equity investments and other financial assets

The gross value of financial assets corresponds to their acquisition cost excluding ancillary costs. Securities acquired in foreign currencies are recorded at the acquisition price converted into euros using the exchange rate of the transaction date.

When the value in use is lower than the carrying amount, impairment exists. The value in use is determined by taking into account the share of the net position or the profitability outlook (present value of future cash flows) in relation to the position and nature of the Company.

The profitability outlook is based on cash flows calculated in light of historical, present and projected market conditions resulting from the actual data and the strategic plans of the subsidiaries.

Note 2.6 Inventories and work in progress

Work in progress represents the costs capitalised for power plant projects under development. Expenses for each power plant project are capitalised as soon as all of the following criteria are met:

- visibility with respect to access to land, such as obtaining a lease agreement and favourable environmental impact studies;
- visibility of authorisations, e.g., filing of administrative records and high probability of obtaining permits;
- feasibility of connection to the grid;
- project profitability.

Production costs are re-invoiced to the subsidiary carrying the project when the construction of the project begins.

Capitalised costs include the internal and external costs recorded for each power plant project:

- external costs correspond to commitments to suppliers or external service providers (invoices, invoices receivable, status reports, etc.); and
- internal costs are measured on the basis of overhead expenses applicable to the projects and the time allocated to these projects.

All projects are reviewed at each reporting date, with the implementation of individual impairment tests. The net carrying amount of the fixed asset is then compared to its present value. The present value is the highest value of the market value or the value in use. Value in use is based on discounted cash flow analysis of the plant and implies significant exercise of judgement by Management in respect of factors such as climate conditions, inflation and the operating and investment costs of each development project. If the present value is lower than the net carrying amount, the projects under development are impaired in the amount of the difference.

It should also be noted that projects undergoing disposal with a recoverable value less than the carrying amount will be impaired in the amount of the price specified in the contract of sale.

Project-related costs not meeting the capitalisation criteria remain as expenses.

Abandoned projects are recognised as losses.

Note 2.7 Receivables

Accounts receivable are recognised at face value. They are impaired according to the risk of non-recovery, assessed on a case-by-case basis.

Note 2.8 Debt issuance costs to be amortised

Debt issuance costs are spread over the duration of the subscribed loan.

Note 2.9 Investment securities

Investment securities are valued at the lowest of acquisition value and market value.

Note 2.10 Regulated provisions

Regulated provisions consist of depreciation allowances; associated provisions and reversals are constituted in accordance with the tax rules.

Note 2.11 Foreign currency transactions

The accounts are prepared in euros. Income and expenses denominated in foreign currencies are recognised at their equivalent value in euros at the transaction date. Liabilities, receivables and cash in foreign currencies are recognised using the exchange rate on the transaction date.

Receivables, liabilities, loans and borrowings in foreign currencies are converted on the balance sheet based on the exchange rate in effect on the balance sheet date to offset the "Translation reserve – Assets/Liabilities" items on the balance sheet. Unrealised translation gains are not used in calculating accounting income. A provision for risks is made for unhedged unrealised losses. If there is a hedge, the provision only covers the unhedged risk.

Voltalia SA, as the parent company, establishes financing to support the development and construction of power plants until long-term local bank financing can be obtained and set up. These short- or long-term financings can involve Company cash or inter-company borrowings in foreign currencies by the Company, thereby exposing it to a currency risk.

Voltalia uses foreign exchange derivatives for the loans granted to the companies within the Group. Translation gains and losses associated with these derivatives are recognised symmetrically to the hedged items. When the maturity of the derivatives is not aligned with the schedule of hedged cash flows, the results from the derivatives, based on the spot rate, are stored in a suspense account on the balance sheet, and symmetrically recycled on the hedged risk.

On the balance sheet, the translation differences generated by the revaluation of the hedging derivatives are recognised symmetrically to the translation differences originating from the revaluation of the receivables and liabilities in foreign currencies at the closing rate.

Note 2.12 Litigation and provisions

All known legal cases in which the Company is involved have been reviewed by management as of the balance sheet date and, where applicable, on the advice of outside counsel, any provisions deemed necessary have been made to cover the estimated risks.

Note 2.13 Retirement benefits

Pursuant to French law, Voltalia SA has an obligation to pay a pension to employees on retirement. The corresponding liabilities are calculated annually using the projected unit credit method based on final salary. Such calculations are made based on the applicable collective agreement.

Contingent liabilities are calculated and recognised in provisions. Any differences resulting from changes in actuarial assumptions are immediately recognised in profit and loss. Retirement benefits are recognised as an expense when actually incurred.

Note 2.14 Revenue

The revenue of Voltalia SA mainly consists of:

- services related to the development and monitoring of projects at the development phase on behalf of its various subsidiaries: services are recognised in revenue as and when they are provided, i.e. at the time of sale;
- services related to the construction of power plants on behalf of its various subsidiaries: revenue is recognised based on progress and corresponds to the technical progress of the construction site, along with the construction of monitoring services, which are recognised as revenue in accordance with the stage of completion;
- services related to the operation of power plants on behalf of its various subsidiaries: services are recognised in revenue as and when they are provided;
- other services (administrative services, etc.) on behalf of its various subsidiaries: services are recognised in revenue as and when they are provided.

NOTE 3 Notes to the balance sheet

Note 3.1 Tangible and intangible assets

(in euros)	As of 31/12/2019	Acquisitions	Disposals	As of 31/12/2020
Software	3,754,366	1,736,565	(6,221)	5,484,710
Other intangible asset items	90,009			90,009
Intangible assets in progress	1,766,391	937,889	(1,707,995)	996,284
Total 1 Intangible assets	5,610,765	2,674,454	(1,714,216)	6,571,003
Land		1,011,000		1,011,000
Buildings on freehold land				
Buildings on non-freehold land				
Construction of installations, fixtures and fittings, etc.				
General installations and fixtures and fittings	519,578	70,094		589,671
Facilities and equipment	25,496	115,096		140,592
Vehicles				
Office and computer equipment, furniture	1,046,458	329,520		1,375,979
Recoverable packaging and miscellaneous				
Total 2 Property, plant and equipment	1,591,532	1,525,710	-	3,117,242
Property, plant and equipment in progress ⁽ⁱ⁾	47,983	360,553	(401,897)	6,640
Total 3 Outstanding amount of property, plant and equipment	47,983	360,553	(401,897)	6,640
Advances	59,224		(47,950)	11,274
TOTAL	7,309,504	4,560,717	(47,950)	9,706,159

The main change in intangible assets concerns ERP development. The ERP system was developed in 2020 for €600 thousand and commissioned for €1,568 thousand.

Property, plant and equipment relates to the acquisition of land worth €1,011 thousand in southern France to be used for future projects.

Note 3.2 Depreciation, amortisation and impairment

(in euros)	As of 31/12/2019	Additions	Reductions and reversals	As of 31/12/2020
Intangible assets	1,392,293	955,251		2,347,546
Total 1	1,392,293	955,251	-	2,347,546
Land				
Buildings				
General installations and fixtures and fittings	180,557	50,547		231,104
Facilities and equipment	16,622	7,670		24,292
Vehicles				
Office and computer equipment, furniture	451,792	276,229		728,021
Recoverable packaging and miscellaneous				
Total 2	648,971	334,446	-	983,417
TOTAL	2,041,264	1,289,697	-	3,330,963

Note 3.3 Fixed financial assets

(in euros)	Gross value as of 31/12/2019	Acquisitions and transfers between items	Disposals and transfers between items	Gross value as of 31/12/2020	Provision	Net value as of 31/12/2020
Equity investments	393,104,594	29,362,792	593,857	421,873,551	36,159,464	385,714,087
Loans and receivables related to equity investments	194,659,717	172,051,394	27,851,087	338,860,024	1,295,190	337,564,834
Other fixed investments						
Other fixed financial assets	3,593,137	11,103,186	10,212,659	4,483,664		4,483,664
TOTAL	591,357,448	212,517,372	38,657,581	765,217,240	37,454,654	727,762,585

Security acquisitions during the year mainly concern the recapitalisation of subsidiaries through the transfer of existing current accounts to the subsidiaries' capital. Voltalia SA recapitalised some of its subsidiaries for a total amount of €28,014 thousand.

The Company also acquired Mywindparts, Greensolver and Maison Solaire Voltalia for €1,150 thousand.

Voltalia SA sold two of its subsidiaries during the 2020 financial year, Adriers and ECM Énergie. The securities of these companies were recognised in Voltalia's accounting records for €583 thousand for Adriers and €10 thousand for ECM.

In 2020, Voltalia SA continued to support its subsidiaries' development by providing them with major funding. Investment-related receivables increased by €172 million, while at the same time, Voltalia received repayments from its subsidiaries amounting to approximately €28 million.

Provisions for equity investments totalled €36,159 thousand and the allocation for the year was €20,678 thousand. This allocation was mainly due to the recapitalisation of its subsidiaries (see above). Note that the allocation was offset by a reversal of provisions on current accounts and was therefore neutral for the year.

Subsidiaries and investments

Financial information for subsidiaries and investments as of 31/12/2020 (in euros)	Capital	Equity other than capital	Share of capital held as a percentage	Acquisition costs	Carrying amount of securities + acquisition costs	Loans granted by the Company as of 31/12/2020	Advances/ current account liabilities as of 31/12/2020	Revenue excl. taxes – non-Group as of 31/12/2020	Dividends received in 2020	Net income (profit or loss) as of 31/12/2020
Egypt										
Eshu	9,391	(2,936,907)	1%		97	3,678,795	1,140,602	1,464		384,493
France										
Anelia Holding	40,000	(1,364,704)	100%		20,041		430,213			(44,901)
Parc éolien d'Argenteuil	37,000	(228,288)	0.05%		11		571,390			(10,112)
Parc éolien de Laignes	37,000	(255,379)	0.05%		11		511,656			(10,947)
Parc éolien de Sarry	37,000	(318,059)	0.05%		11	10,867,989	1,349,706			(327,947)
La Faye Energies	59,000	2,279,740	100%		449,603	536,536	37,747	2,393,791	476,845	293,840
Échauffour Énergies	37,000	923,454	100%		37,000	3,289,917	187,345	2,448,058		281,722
Parc éolien de Coulmier	37,000	(440,890)	0.05%		11		405,581			(8,185)
3V Développement	39,000	(925,080)	100%	11,550	1,061,550	2,620,800	41,065	1,662,579		(171,378)
3L Énergies	3,000		40%		113,400		912,348	1,270,177		65,947
Taconnaz Énergie	37,000	(449,215)	67%		24,790	1,006,586	74,642	443,172		(268,302)
Parc éolien de Molinons	37,000	933,395	100%		37,000		3,511,868	2,965,147	656,648	929,695
Parc solaire de Montclar	37,000	(51,995)	100%		37,000		451,013			(8,173)
Parc solaire du Castellet	37,000	198,105	100%		37,000		1,724,747	1,111,453	152,276	194,405
Parc solaire de Piboulon	5,000	(47,366)	100%		5,000		49,751			(3,992)
Parc solaire de Mana	5,000	(302,320)	100%		5,000		349,687			(7,362)
Parc solaire Puy Madame II	5,000	(321,226)	100%		5,000		466,981			(10,175)
Parc solaire Puy Madame III	5,000	(310,201)	100%		5,000		359,569			(8,583)
Parc solaire Puy Madame IV	5,000	(320,643)	100%		5,000		446,996			(9,723)
Parc solaire de Carrière des plaines	10,000	873,757	100%		10,000	8,525,001	678,909			(21,709)
Parc solaire Castellet 2	10,000	37,973	100%		10,000	1,254,001	82,468	550,860		(7,755)
Ombrière solaire du Marché	10,000	2,320,244	100%		65,190		1,218,198	121,053		2,320,242
Parc solaire Le Fangas 1	5,000	(355,124)	100%		5,000		414,554			(7,293)
Parc solaire Le Fangas 2	5,000	(357,027)	100%		5,000		416,066			(7,315)
Parc solaire Les 4 Termes 1	5,000	(359,278)	100%		5,000		423,657			(7,536)
Parc solaire Les 4 Termes 2	5,000	(357,357)	100%		5,000		420,705			(7,733)
Parc solaire du Canadel	10,000	(330,706)	100%		10,000	3,254,431	196,301	1,374,324		(250,642)
PEP Energy UK	10,000	(132,678)	100%		10,000		1,347,477			(119,664)
GEP Energy UK	10,000	(158,954)	100%		10,000		3,019,238			(154,877)
SVNC Energy UK	10,000	(76,538)	100%		10,000		916,525			(54,147)
Volitalia Énergie	10,000	(638,738)	100%		10,000		773,856			19,534
Parc éolien de Marly	1,000	(12,807)	100%		328,215		39,888			(1,741)
Parc solaire du Seranon	5,000	(10,679)	100%		5,000		5,983			(3,131)

Financial information for subsidiaries and investments as of 31/12/2020 (in euros)	Capital	Equity other than capital	Share of capital held as a percentage	Acquisition costs	Carrying amount of securities + acquisition costs	Loans granted by the Company as of 31/12/2020	Advances/ current account liabilities as of 31/12/2020	Revenue excl. taxes – non-Group as of 31/12/2020	Dividends received in 2020	Net income (profit or loss) as of 31/12/2020
Parc solaire de Laspeyres	5,000	(10,721)	100%		5,000		119,317			(1,890)
Croix et Jorasse Énergie	5,000	(11,831)	100%		5,000		7,007			(3,049)
Jalandre Énergie	5,000	(8,755)	100%		5,000		8,984			(2,947)
Champs Agrivoltaïque du Cabanon	5,000	(18,233)	100%		5,000		412,363			(12,503)
Merderel Énergie	5,000	(11,809)	100%		5,000		8,984			(3,049)
Ferme Éolienne de Poulligny-Saint-Pierre	5,000	(10,963)	100%		5,000		5,983			(3,049)
Le Guil Énergie	5,000	(11,809)	100%		5,000		8,984			(3,049)
Parc solaire du Domaine des Selves	5,000	(10,422)	100%		5,000		5,983			(3,079)
Parc solaire de Bayol	5,000	(16,492)	100%		5,000		15,238			(11,115)
Parc solaire Clos de la Blaque	5,000	(8,329)	100%		5,000		10,260			(2,929)
Southeast Africa Energy Invest 1	5,000	(9,512)	100%		5,000		25,617			(5,479)
Southeast Africa Energy Invest 2	5,000	(8,701)	100%		5,000		24,457			(5,196)
Champs Agrivoltaïque de Lamanon	5,000	(6,394)	100%		5,000		2,240			(3,478)
Ombrières Solaires du Castellet S	5,000	(8,036)	100%		5,000		4,240			(3,150)
Parc solaire du Clap	5,000	(8,320)	100%		5,000		3,181			(3,014)
Kopere Energy Investment	5,000	(9,583)	100%		5,000		93,281			(5,694)
Avenergie	5,000	(5,880)	100%		4,990					(3,131)
Parc solaire du Mattas	5,000	(6,294)	100%		5,000					(3,545)
Parc solaire de Logelbach (formerly Gamadou)	5,000	(5,941)	100%		5,000		12,000			(3,192)
Parc solaire de Terres Salées	5,000	(5,880)	100%		5,000					(3,131)
Parc éolien La Faye 2	5,000	(5,882)	100%		5,000		8,000			(3,133)
Parc éolien des Groies	5,000	(5,881)	100%		5,000		5,000			(3,132)
Parc éolien des Grands Buissons	5,000	(5,880)	100%		5,000		5,000			(3,131)
Parc éolien de Beddes-Saint-Jeanvrin	5,000	(5,865)	100%		5,000					(3,161)
Ombrières solaires d'Épinouze	5,000	(5,866)	100%		5,000					(3,132)
Champ Agrivoltaïque de Salon	5,000	(5,909)	100%		5,000		20,480			(3,132)
VLT Investissement III	5,000	3,844,331	40%		2,000		1,666,332			3,844,331
VLT Investissement IV	5,000	(1,640)	100%		5,000					(1,640)
VLT Investissement V	5,000	(1,640)	100%		5,000					(1,640)
Parc éolien de Seraumont	5,000	(1,730)	100%		5,000		10,000			(1,730)
Helexia	17,261,410	7,831,623	94.90%		31,846,350	44,500,000	16,442,838			(2,161,364)
Parc éolien de Poussay	5,000	(1,655)	100%		5,000					(1,655)

Financial information for subsidiaries and investments as of 31/12/2020 (in euros)	Capital	Equity other than capital	Share of capital held as a percentage	Acquisition costs	Carrying amount of securities + acquisition costs	Loans granted by the Company as of 31/12/2020	Advances/ current account liabilities as of 31/12/2020	Revenue excl. taxes – non-Group as of 31/12/2020	Dividends received in 2020	Net income (profit or loss) as of 31/12/2020
Parc solaire de Château Raymond	5,000	(1,655)	100%		5,000					(1,655)
Poste Électrique du Mattas	5,000	(3,511)	100%		5,000		601,775			(3,511)
Parc solaire du Coin du Four	5,000	(1,655)	100%		5,000					(1,655)
Champ Agrivoltaïque de Marmorières	5,000	(75)	100%		5,000					(75)
Parc solaire de Sulauze	5,000	(105)	100%		5,000					(105)
MyWindParts	50,000	(300,970)	90%	27,680	161,737		896,182	1,205,114		(263,242)
Greensolver Holding	2,050,300	359,813	100%	250,000	848,847	2,320,665	280,000			53,245
Champ Agrivoltaïque de Chaux	5,000	(75)	100%		5,000					(75)
Maison Solaire Voltalia	5,000	52,471	100%		140,000			445,299		(37,121)
Parc solaire de la Molière	5,000		100%		5,000					
La Chevallerais Éolien Énergie	5,000		100%		5,000					
Bournand Éolien Énergie	5,000		100%		5,000					
French Guiana										
Voltalia Guyane	1,043,841	954,249	80%		835,051	26,515,590	9,389,886			(954,249)
SIG Cacao	1,000	6,116	100%		1,000		159,257			(6,116)
Voltalia Kourou	300,000	1,697,372	0.33%		1,000		23,434	2,934,885		(1,697,372)
Voltalia Caraïbes	37,000	6,800	100%		37,000		11,552			(6,800)
Cr'Éole	174,000	3,870	100%		200,100		21,744			(3,870)
Iracoubo Biomasse Énergie	5,000	5,270	100%		5,000		184,022			(5,270)
Sinnamary	5,000	4,163	100%		5,000		155,704			(4,163)
Mana Biomasse Énergie	5,000	3,463	100%		5,000		2,000			(3,463)
Mana Énergie Guyane	5,000	3,433	100%		5,000		2,000			(3,433)
Parc solaire Macouria	5,000	3,993	100%		5,000					(3,993)
Parc solaire Flottant de Petit Saut	5,000	3,665	100%		5,000					(3,665)
Soleil de Grand Santi	5,000	3,665	100%		5,000					(3,665)
Soleil de Montsinery	5,000	3,433	100%		5,000					(3,433)
Mana Énergie Services	5,000	3,433	100%		5,000					(3,433)
Greece										
Voltalia Greece	12,680,911	(5,017,387)	99.89%	77,407	22,763,441	8,281,637	1,474,382	4,820,753		(1,399,060)
Martifer Solar Hellas	1,130,000	(1,538,936)	100%		1,130					(37,657)
Brazil										
Voltalia Do Brasil	31,871,039	4,411,410	100%		39,512,036	2,518,165	2,413,173	9,289,461		11,336,846
Envolver	40,316,623	(17,477,658)	100%		33,579,234					(990,499)
Voltalia Areia Branca I Participações	36,641,874	(6,725,494)	98.76%		51,300,533				636,033	1,380,410
Tourinho 1			95%		292					
Tourinho 2			95%		292					

Financial information for subsidiaries and investments as of 31/12/2020 (in euros)	Capital	Equity other than capital	Share of capital held as a percentage	Acquisition costs	Carrying amount of securities + acquisition costs	Loans granted by the Company as of 31/12/2020	Advances/ current account liabilities as of 31/12/2020	Revenue excl. taxes – non-Group as of 31/12/2020	Dividends received in 2020	Net income (profit or loss) as of 31/12/2020
Voltalia Sao Miguel Do Gostoso I Particip.	54,058,836	(18,711,996)	25.01%	2,929	16,004,150					(836,292)
Oiapoque Energia	2,527,508	5,611,726	0.00001%		16			13,747,615		4,378,478
Serra Para I	64,312,591	(16,856,639)	97.73%	57,268	69,806,844				320,506	494,896
Voltalia Energia Do Brasil Consultoria	3,940	(96,321)	0.02%		1					(16)
Alameda Acre Participações	22,493,854	(6,858,655)	100%	37,433	23,270,870				307,276	1,196,198
Voltalia do Brasil Commercializadora de Energia	347,145	(146,953)	99.9997%		373,476			5,284,024	785	511,189
Voltalia Serviços do Brasil	232,297	(69,721)	0.0008%					396,790	0	98,047
Ventos de Serra do Mel A SA	39,781,159	(12,993,914)	60%		23,885,335				17,363	11,670,922
Morocco										
Voltalia Maroc	548,629	4,041	100%		2,541,678	4,612,358		(0)		(364,479)
Alterrya Maroc	125,759	(128,420)	100%		40,737	208,732	4,149			(12,447)
VMA Sahara	9,146	15,613	100%		37,924					11,825
Mexico										
Voltalia Mexico Renovables	4,244	(546,897)	47.50%		2,322	4,750,041	84,065			(1,809,345)
Portugal										
Voltalia Portugal	5,000,000	10,928,634	100%	1,866,712	82,526,988	11,875,949	153,785	19,565,338		(4,456,983)
Tanzania										
Mahale	8,742	(454,146)	1%		4,332	1,107,935	56,635			(164,986)
United Kingdom										
Voltalia UK Ltd	1,184	3,266,613	100%		18,921,134	6,478,427	312	983,192		(2,337,184)
Kenya										
Voltalia Kenya Services	875	(4,563)			866	1,307,905	130,524	348,188		(382,347)
Canada										
Triton	7,697,716	(7,734,216)			655,915	7,389,920	547,930			(1,339,852)
TOTAL	341,576,017	(60,372,098)		2,330,979	421,873,551	156,901,379	58,495,011	73,362,737	2,567,732	18,518,917

Note 3.4 Receivables related to equity investments

As of 31 December 2020, borrowings and receivables related to investments amounted to €338,860 thousand, including €13,729 thousand in foreign currencies.

Receivables related to indirect investments amounted to €200,650 thousand, including €6,098 thousand in foreign currencies.

Note 3.5 Loans and other financial assets

(in euros)	Gross value as of 31/12/2019	Acquisitions	Disposals	Gross value as of 31/12/2020
Loans to personnel	21,500	11,535	9,912	23,124
Deposits	2,068,373	44,242	683,411	1,429,204
BPI loan guarantee retention	500,000		500,000	-
Treasury shares	493,526	6,268,697	4,437,220	2,325,003
Other long-term receivables	509,738	4,778,778	4,582,183	706,333
TOTAL	3,593,137	11,103,252	10,212,725	4,483,664

Note 3.6 Work in progress

(in euros)	Gross amount	Impairment	Balance as of 31/12/2020
Production in progress	40,708,475	4,209,064	36,499,411
TOTAL	40,708,475	4,209,064	36,499,411

As of the balance sheet date, projects under development are reviewed and, where necessary, fully impaired. Cumulative impairment stood at €4,209 thousand.

Note 3.7 Current accounts receivable

(in euros)	Gross amount	Within one year	At more than one year
Current accounts receivable	158,591,569	158,591,569	-
Customers	62,119,680	62,119,680	
Personnel and related receivables	24,566	24,566	
Social security bodies	70,718	70,718	
State: taxes other than on income	8,904,428	8,904,428	
Group and associates	56,593,321	56,593,321	
Miscellaneous receivables	27,169,195	27,169,195	
Prepaid expenses	3,709,661	3,709,661	

Trade receivables: trade receivables are mainly composed of internal invoices for development, construction and maintenance costs to the subsidiaries carrying the projects.

Group and associates: the amount recognised under current accounts includes cash contributions made by Volitalia SA to its subsidiaries. These current accounts were written down in the amount of €4,135 thousand to reflect the negative net assets of subsidiaries.

Miscellaneous receivables: the "miscellaneous receivables" item mainly comprises the receivable produced by the sale of the ECM and Adriers subsidiaries. The receivable was €23,849 thousand and was settled in January 2021.

Prepaid expenses: prepaid expenses mainly relate to billings on construction projects.

Note 3.8 Cash and cash equivalents

(in euros)	Balance as of 31/12/2019	Balance as of 31/12/2020
Cash assets	134,731,610	19,779,067
Cash instruments	221	741,614
TOTAL	134,731,831	20,520,682

The cash position as of 31 December 2020 stood at €20,521 thousand.

Note 3.9 Changes in shareholders' equity

(in euros)	As of 31/12/2019	Appropriation of earnings	+	-	Net 31/12/2020
Capital	543,083,312		393,801		543,477,113
Issue premium	234,810,569			(14,497)	234,796,072
Acquisition premium	261,727				261,727
Share warrants	500				500
Legal reserve	58,367				58,367
Retained earnings - debit	(16,971,049)	9,990,497			(6,980,552)
Income for the year	9,990,497	(9,990,497)		(76,468)	(76,468)
TOTAL	771,233,423		393,801	(90,965)	771,536,259

As of 31 December 2020, the share capital of Valtalia SA totalled €543,477,113, consisting of 95,346,862 fully paid-up shares with a par value of €5.70 each.

Pursuant to the meeting of the Board of Directors of 5 August 2015, 53,832 stock options were exercised in 2020. Following the exercise of these options, the Company's share capital increased by €306,842.40, and additional paid-in capital by €120,045.36.

Pursuant to the meeting of the Board of Directors of 16 December 2016, the meeting of the Board of Directors of 23 September 2020 recognised the vesting of 15,256 bonus shares by the beneficiaries by issuing new shares and

deducting their nominal value from additional paid-in capital. The amount of the increase following the deduction from additional paid-in capital was €86,959.20.

The free float amounted to 22.44% of the capital.

Note 3.10 Liquidity contract

As of 31 December 2020, the following positions featured in the liquidity account:

163,696 securities representing a value of €2,325,003;
cash in the amount of €706,333.

Note 3.11 Provisions

Provisions for risks break down as follows:

(in euros)	As of 31/12/2019	Additions	Reversals	As of 31/12/2020
Provisions for litigation	206,445	246,000	156,845	295,600
Provisions for guarantees		763,189		763,189
Other provisions for risks and charges	21,052,546	255,245	18,696,856	2,610,936
Provisions for translation losses	182,034	1,494,728	182,034	1,494,728
TOTAL	21,441,026	2,759,162	19,035,735	5,164,452

Provisions for litigation amounted to €296 thousand and were mainly for commercial disputes with suppliers.

The provision for guarantees amounting to €763 thousand related to construction contracts.

Other provisions for risks and charges comprised provisions for the subsidiaries' net positions. The reversal of €18,697

thousand was due to the recapitalisation of subsidiaries (by incorporation of the current account into capital – see above).

The provision for translation losses in the amount of €1,495 thousand pertained to advances, loans and receivables for Volitalia SA subsidiaries. The risk on the US dollar was €890 thousand, on the Brazilian real, €438 thousand, and on the GB pound, €166 thousand.

Provisions for charges break down as follows:

(in euros)	As of 31/12/2019	Additions	Reversals	As of 31/12/2020
Provisions for pensions and similar obligations	336,230	205,508		541,738
TOTAL	336,230	205,508	-	541,738

As of 31 December 2020, the provision for retirement benefits was adjusted upwards (+ €205 thousand). The discount rate used was 0.35%, and the future salary growth rate was 2%.

Note 3.12 Financial and operating liabilities

(in euros)	Gross amount end of period	Less than 1 year	1 to 5 years	More than 5 years
Convertible bonds				
Borrowings and liabilities from credit establishments:				
at maximum 1 year at inception	338,889	338,889		
at more than 1 year at inception	110,000,000		110,000,000	
Other borrowings and financial liabilities	1,756,139	1,756,139		
Trade payables and related accounts	17,900,024	17,900,024		
Advances and deposits received	26,696	26,696		
Personnel and related receivables	3,666,095	3,666,095		
Social security and other welfare bodies	4,732,047	4,732,047		
Income taxes				
Value added tax	8,630,498	8,630,498		
Other taxes and related accounts	455,520	455,520		
Fixed asset liabilities and related accounts	6,683	6,683		
Group and associates	10,239,710	10,239,710		
Other debts	970,939	970,939		
Deferred income	12,878,873	12,878,873		
TOTAL	171,602,114	61,575,417	110,000,000	-
Borrowings subscribed during the financial year	65,000,000			
Borrowings repaid during the financial year	6,250,000			

As of 31 December 2020, Volitalia SA's debt at credit institutions breaks down as follows:

- €45 million corresponding to a term loan (repayable in 2024);
- €65 million drawn down from the €135 million in credit lines made available by the bank;

- €339 thousand corresponding to accrued interest on loans taken out with banks.

Volitalia SA repaid two loans during the financial year amounting to €6,250 thousand.

Note 3.13 Accrued expenses

The amount of accrued expenses included in the items listed above is as follows:

<i>(in euros)</i>	31/12/2020
Borrowings and liabilities from credit institutions	338,889
Trade accounts payable and related accounts	14,072,674
Tax and employee-related expenses	2,001,909
TOTAL	16,413,254

Note 3.14 Taxes and tax consolidation scope

The tax loss of the consolidated group for the 2020 financial year amounted to €14,416,397. Added to the loss carryforward from 2019, the cumulative loss carryforward as of 31 December 2020 stood at €64,435,219 (tax group and prior to joining the consolidated group).

The table below presents the tax consolidation of the Group as of 31 December 2020 and the option start dates:

Scope of the French tax consolidation as of 31/12/2020 <i>(in euros)</i>	Option start date	Tax savings
VOLTALIA SA (head of the Group)	01/01/2012	
3V DÉVELOPPEMENT	01/01/2012	
PARC ÉOLIEN DE MOLINONS	01/01/2012	356,614
PARC SOLAIRE DU CASTELLET	01/01/2013	93,165
CRÉOLE	01/01/2016	
PARC SOLAIRE DES CARRIÈRES DES PLAINES	01/01/2017	
PARC SOLAIRE DU CANADEL	01/01/2017	
PARC SOLAIRE DU CASTELLET 2	01/01/2017	17,098
ÉCHAUFFOUR ÉNERGIES	01/01/2017	122,590
ANELIA	01/01/2017	
PARC ÉOLIEN DE SARRY	01/01/2017	
PARC ÉOLIEN D'ARGENTEUIL	01/01/2019	
PARC SOLAIRE DE MANA	01/01/2019	
PARC SOLAIRE DE TRESQUES	01/01/2019	
OMBRIERE SOLAIRE DU MARCHÉ	01/01/2019	14,259
SVNC Énergie France	01/01/2019	
VOLTALIA ÉNERGIE	01/01/2019	
PARC SOLAIRE DU TALAGARD	01/01/2019	40,842
PARC SOLAIRE DE LASPEYRES	01/01/2019	
CHAMPS AGRIVOLTAIQUE DU CABANON	01/01/2019	
OMBRIERE SOLAIRE DE JONQUIÈRES	01/01/2019	
GEP ÉNERGIE	01/01/2019	
LA FAYE	01/01/2020	90,073
PARROC	01/01/2020	26,385
AVENERGIE	01/01/2020	
TOTAL		761,025

For the entire tax group, the tax savings as of 31 December 2020 stood at €761,025.

NOTE 4 Notes to the income statement

Note 4.1 Breakdown of revenue by region

Voltalia SA invoices its various subsidiaries for amounts corresponding to the sale of goods and services related to the development, construction and operation of power plants and miscellaneous services. Voltalia may also bill third parties, for example, in connection with transfers of rights relating to power plant projects under development or in operation.

(in euros)	Change (as a %)	Change (in euros)	2019	2020
Europe	(8.28)%	(5,661,236)	68,363,759	62,702,523
Latin America	62.04%	65,485	201,379	326,364
Asia, Africa	(104)%	(20,231,099)	21,643,249	(871,892)
TOTAL	(31.09)%	(28,051,392)	90,208,387	62,156,995

Note 4.2 Other operating income

(in euros)	As of 31/12/2020	As of 31/12/2019
Production transferred to inventory	13,937,009	3,036,723
Capitalised production	1,098,791	1,757,567
Other miscellaneous management and operating subsidy income	16,133	
Reversals on depreciation, amortisation and provisions, transfer of expenses	538,451	335,405
TOTAL	15,590,384	5,129,695

Production transferred to inventory totalling €13,937 thousand reflects the capitalisation of project development costs.

Capitalised production amounting to €1,099 thousand represents capitalised IT projects.

Reversals of provisions and expense transfers of €538 thousand comprise the following:

- reversals of provisions for risks and charges in the amount of €157 thousand;
- the transfers of expenses include reimbursements for insurance claims as well as those associated with personnel (social security reimbursements, benefits in kind, training expenses) totalling €375 thousand.

Note 4.3 Purchases and external expenses

Other purchases and external expenses mainly correspond to outsourcing costs related to project development, advertising

costs, accountants' fees, auditors' fees, legal expenses and expenses related to personnel costs.

(in euros)	As of 31/12/2020	As of 31/12/2019
Purchase of goods	619,845	–
Other purchases and external expenses	66,926,467	83,748,164
TOTAL	67,546,312	83,748,164

Note 4.4 Other operating expenses

(in euros)	As of 31/12/2020	As of 31/12/2019
Taxes and duties	789,120	564,974
Wages + payroll taxes	25,524,026	18,444,614
Allocations to depreciation and amortisation of assets	1,289,697	1,169,789
Impairment of assets	1,410,111	
Provisions	1,214,697	185,723
Other expenses	188,214	114,615
TOTAL	30,415,866	20,479,715

Note 4.5 Financial profit (loss)

The financial result for the year stood at €10,025,407 and breaks down as follows:

(in euros)	2020 financial year	2019 financial year
Financial income	36,914,776	36,414,754
Income from investments	3,111,020	23,416,186
Current account interest	12,454,674	8,453,522
Other interest and similar products	408,543	469,027
Reversals of provisions and transfer of expenses	19,160,809	3,030,615
Positive currency differences	1,779,731	1,045,404
Financial expenses	26,889,369	28,385,426
Financial depreciation, amortisation and provisions	23,408,376	23,262,714
Interest and similar expenses	2,086,318	3,420,664
Negative currency differences	1,394,675	1,702,048
FINANCIAL RESULT	10,025,407	8,029,328

Note 4.6 Non-recurring income

Non-recurring income for the year stood at €9,216,836 and breaks down as follows:

(in euros)	2020 financial year	2019 financial year
Non-recurring income	13,406,611	43,789,100
Non-recurring income from management operations	1,099,057	583,628
Income from disposals of financial assets	11,519,101	43,034,008
Share repurchase gain	341,559	171,464
Other non-recurring income	446,895	
Non-recurring expenses	4,189,775	32,966,217
Non-recurring expenses on management operations	3,162,976	1,496,510
NBV of fixed financial assets	592,690	30,823,683
Other non-recurring expenses	19,999	1,419
Share repurchase loss		312,442
Accelerated depreciation	414,111	332,164
NON-RECURRING INCOME (EXPENSE)	9,216,836	10,822,883

Non-recurring income of €9,216 thousand came mainly from the sale of Adriers and ECM securities.

Note 4.7 Income tax

Income tax revenue was largely derived from the exit from the tax consolidation of Adriers, a subsidiary sold in December 2020.

Note 4.7 Net profit (loss)

The loss for the financial year was -€76,468 compared to a profit of €9,990,497 recorded as of 31 December 2019.

NOTE 5 Other information

Actual workforce	As of 31/12/2019	As of 31/12/2020
Executive managers	10	12
Managers	154	225
Non-executives	23	43
Temporary workers	4	-
TOTAL	191	280

Average workforce	As of 31/12/2019	As of 31/12/2020
Executive managers	9.5	11.4
Managers	133.1	191.4
Non-executives	21.2	30.9
Temporary workers	3.3	0.8
TOTAL	167.1	234.5

NOTE 6 Affiliates

<i>(in euros)</i>	Assets (gross value)	Liability	Income statement
Operating and non-recurring income			71,187,242
Trade receivables and related accounts	58,192,307		
Operating and non-recurring expenses			(3,636,668)
Trade accounts payable and related accounts		3,266,674	
Deferred income		12,751,937	

NOTE 7 Off-balance sheet commitments**Note 7.1 Commitments given relating to operating activities**

<i>(in thousands of euros)</i>	As of 31/12/2020
Commitments given by Voltalia to suppliers, in favour of its subsidiaries	966
Commitments given by Voltalia to customers, in favour of its subsidiaries	218,737
Guarantees relating to the decree ensuring the safety of installations classified for the protection of the environment (ICPE)	1,184
COMMITMENTS GIVEN RELATING TO OPERATING ACTIVITIES	220,887

This item mainly involves delivery, proper execution, performance or payment guarantees.

The commitments given by Voltalia to its suppliers in the course of its activities are mainly payment guarantees granted under the terms of the supply contracts entered into by the subsidiaries.

The commitments given by the Group to its customers mainly comprise guarantees, where the Group is the guarantor and backs the performance of the contractual commitments, made on the basis of research, design, development, construction, operation and maintenance contracts. These guarantees are generally granted for the duration of the contract in question, with a ceiling amount. They constitute the majority of the Group's commitments to its customers.

Guarantees and commitments given in relation to project financing

As part of the implementation of project financing, Voltalia is required to give financial guarantees to its bank partners.

As of 31 December 2020, these commitments amounted to €1,631 thousand.

Pledges

Pledge of all shares held in its French subsidiaries to a bank or banking pool until the financing received is repaid in full. The subsidiaries concerned are 3V Développement, 3L Énergies, La Faye Énergies, Parc solaire du Castellet, Parc éolien de Molinons, Parc solaire de Coco Banane (formerly Volta Guyane), Parc solaire de Carrière des Plaines, Parc solaire de Canadel and Parc solaire de Castellet 2, Échauffour Énergie, Parc éolien de Sarry, Parc solaire de PAGAP, Taconnaz Énergies, GEP and Organabo.

Pledge of two loans, as part of €551 thousand in project financing for Unifergie, Natixis Energenco and Oséo Financements until the expiry of the finance lease contract of 3V Développement and 3L Énergies.

Note 7.2 Commitments received relating to operating activities

(in thousands of euros)	As of 31/12/2020	As of 31/12/2019
Commitments received by Voltalia from suppliers	66,005	6,337
Subsidies – commitments received	–	–
COMMITMENTS RECEIVED RELATING TO OPERATING ACTIVITIES	66,005	6,337

The commitments received from suppliers are mainly performance/completion guarantees or even advance payments made to the Group under supply contracts concluded by subsidiaries with these suppliers.

Confirmed Corporate financing lines

As of 31 December 2020, Voltalia SA had:

- €80,000 thousand in syndicated credit lines expiring in December 2022. This line has been drawn in the amount of €10,000 thousand;
- A €100,000 thousand syndicated credit line expiring in May 2025. This line has been fully drawn.
- Two confirmed bilateral credit lines, for a total of €15,000 thousand which has not been drawn.

NOTE 8 Compensation of the corporate officers

Details of the compensation received by or awarded to corporate officers during financial year 2020 are set out in the tables below.

Compensation amounts were established in accordance with the compensation policies applicable to the Chief Executive Officer and the Chairman which were approved by the shareholders at the Annual General Meeting of 13 May 2020.

TABLE 1: SUMMARY OF COMPENSATION, OPTIONS AND SHARES GRANTED TO EACH EXECUTIVE CORPORATE OFFICER

Laurence Mulliez – Chairwoman of the Board of Directors (in euros)	2019 financial year	2020 financial year
Compensation for the financial year ⁽¹⁾ – (details in Table 2)	110,000	110,000
Valuation of free shares made available during the financial year ⁽³⁾	–	–
Valuation of multi-year variable compensation granted during the financial year	–	–
TOTAL	110,000	110,000

Sébastien Clerc – Chief Executive Officer (in euros)	2019 financial year	2020 financial year
Compensation for the financial year ⁽²⁾	511,276	466,476
Valuation of free shares made available during the financial year ⁽³⁾	–	–
Valuation of options, BSPCEs and BSAs granted during the financial year	–	–
Valuation of rights to free shares granted during the financial year ⁽³⁾	850,000	850,000
TOTAL	1,361,276	1,316,476

(*) Variable compensation due for year Y is paid during year Y+1, following approval by the Annual General Meeting.

(1) The fixed compensation of the Chairman of the Board of Directors was approved by the Board of Directors meeting on 28 March 2018.

(2) The fixed compensation of the Chief Executive Officer was approved by the Board of Directors on 11 April 2019 on the proposal of the Compensation Committee.

(3) Allocations of shares made available are valued on the vesting date. These are the bonus share allotment plans granted by Voltalia Investissement. On 31 July 2020, the shares of the Chairwoman and the Chief Executive Officer in Voltalia Investissement became fully vested, for €44,863 and €582,399 respectively.

The valuation of the shares allocated at the cost for the financial year corresponds to the estimated fair value at the allocation date with employment and target performance conditions.

TABLE 2: SUMMARY OF THE COMPENSATION OF EACH EXECUTIVE CORPORATE OFFICER

	2019 financial year		2020 financial year	
	Amounts payable*	Amounts paid	Amounts payable*	Amounts paid
Laurence Mulliez – Chairwoman of the Board of Directors				
Fixed compensation	110,000	110,000	110,000	110,000
Annual variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Compensation for directorship	-	-	-	-
Benefits in kind	-	-	-	-
TOTAL	110,000	110,000	110,000	110,000

	2019 financial year		2020 financial year	
	Amounts payable*	Amounts paid	Amounts payable*	Amounts paid
Sébastien Clerc – Chief Executive Officer				
Fixed compensation	300,000	260,000 ⁽¹⁾	300,000	340,000 ⁽¹⁾
Annual variable compensation	198,000	144,000	153,000 ⁽²⁾	216,000 ⁽³⁾
Multi-year variable compensation				
Exceptional compensation				
Compensation				
Benefits in kind ⁽⁴⁾	13,276	13,276	13,476	13,476
TOTAL	511,276	417,276	466,476	569,476

(*) Variable compensation due for year Y is paid during year Y+1, following approval by the Annual General Meeting.

(1) Sébastien Clerc receives annual fixed compensation of €300,000 as Chief Executive Officer. This amount was approved by the Board of Directors on 11 April 2019, on the recommendation of the Appointments and Compensation Committee. A regularised payment of €40,000 was made in March 2020.

(2) The variable compensation for financial year 2020 was set by the Board of Directors on 24 March 2021, on the proposal of the Appointments and Compensation Committee, in accordance with the principles of the compensation policy for the Chief Executive Officer approved in the 18th resolution of the AGM on 13 May 2020.

(3) The Company paid the sum of €216,000 for the 2019 annual variable portion instead of €198,000. The overpayment of (€18,000) will be settled in the first half of 2021.

(4) Amount of the GSC insurance (unemployment insurance for managers and company executives) contribution.

TABLE 3: COMPENSATION AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

	2019 financial year		2020 financial year	
	Amounts payable* (in euros)	Amounts paid* (in euros)	Amounts payable* (in euros)	Amounts paid* (in euros)
Corporate officers				
André-Paul Leclercq⁽¹⁾ – Director				
Compensation	43,740	23,180	42,660	49,740
Other compensation				
The Green Option⁽²⁾ – Director				
Compensation	30,000	30,000	35,000	30,000
Other compensation	20,000	20,000	20,000	20,000
Creadev – Director				
Compensation				
Other compensation	70,000	40,832	70,000	29,167
Evelyne Tall – Director				
Compensation	25,000	15,205	30,000	25,000
Other compensation	N/A	N/A		
Céline Leclercq⁽³⁾ – Director				
Compensation			5,800	0
Other compensation				
Jean-Marc Armitano⁽⁴⁾ – Director				
Compensation	5,625		32,500	5,625
Other compensation				
Alain Papiasse⁽⁴⁾ – Director				
Compensation			27,500	0
Other compensation				
DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE YEAR				
Robert Dardanne⁽⁶⁾ – Director				
Compensation				
Other compensation	30,000	30,000	30,000	30,000
Solène Guéré⁽⁵⁾ – Director				
Compensation	10,200	4,920	1,000	10,200
Other compensation				
TOTAL COMPENSATION FOR DIRECTORS	114,565	73,305	174,460	120,565
TOTAL OTHER COMPENSATION	120,000	90,832	120,000	79,167

(*) Compensation due for year Y is paid during year Y+1 following approval by the Annual General Meeting.

(1) André-Paul Leclercq's 2018 compensation was regularised in 2020 to take into account a €6,000 adjustment in respect of his compensation as Chairman of the Audit Committee.

(2) Philippe Joubert receives indirect compensation as manager of The Green Option under the terms of a service agreement between The Green Option and the Company (see Section 4.9 of the Universal Registration Document).

(3) Céline Leclercq was appointed as a Director by the AGM of 13 May 2020.

(4) Jean-Marc Armitano and Alain Papiasse served as Observers between 25 September 2019 and 13 May 2020, when they resigned from their positions. They were then appointed as Directors by the AGM of 13 May 2020.

(5) The term of office of Solène Guéré expired at the AGM of 13 May 2020.

(6) Robert Dardanne received indirect compensation as manager of the company FGD S.P.R.L. under the terms of a service agreement (see Section 4.9 of the Universal Registration Document). His term of office expired at the AGM of 13 May 2020.

NOTE 9 Dividend distribution policy

The Company has not distributed any dividends in the past three years.

NOTE 10 Table of the last five financial years

	As of 31/12/2019	At 31/12/2018	At 31/12/2017	As of 31/12/2016	As of 31/12/2015
Financial position at year end					
Share capital	543,083,312	279,177,194	279,011,084	278,976,086	149,405,909
Number of shares issued	95,277,774	48,978,455	48,921,173	48,949,313	26,211,563
Total income from current operations					
Revenue excl. taxes	90,272,387	60,494,774	19,252,538	2,745,888	1,195,429
Earnings before taxes, depreciation and amortisation and provisions	11,271,631	4,600,650	(5,348,187)	3,401,719	40,799
Income taxes					
Earnings after taxes, depreciation and amortisation and provisions	9,990,497	2,463,798	(4,595,224)	3,502,850	(749,639)
Amount of profits distributed					
Earnings per share					
Earnings before taxes, depreciation and amortisation and provisions	0.118	0.09	(0.11)	0.07	0
Earnings after taxes, depreciation and amortisation and provisions	0.105	0.05	(0.09)	0.07	(0.03)
Dividends paid per share					
Personnel					
Number of employees	191	128	92	58	47
Total payroll	12,391,903	8,915,468	6,921,448	4,414,210	3,431,389
Amount paid in payroll taxes	6,052,711	3,891,070	3,119,855	1,942,578	1,525,503

7.4 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

For the year ended December 31, 2020

This is a translation into English of the statutory auditors' report on the annual financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders of the company Voltalia,

Opinion

In compliance with the engagement entrusted to us by your General Meetings, we have audited the accompanying annual financial statements of Voltalia for the financial year ended 31 December 2020, as attached to this report.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company and of the results of its operations as at 31 December 2020, in accordance with French accounting principles.

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

Basis of Opinion

Audit framework

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

Our responsibilities under those standards are further described in the "Statutory Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2020 to the date of our report and we specifically did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics for Statutory Auditors.

Justification of our assessments – Key audit matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the annual financial statements, which were approved under the conditions mentioned above, and in forming our opinion expressed above. We do not express an opinion on individual items in these annual financial statements.

Investments in subsidiaries and associated receivables – Notes 7.1.3.2 and 7.1.3.3 to the 2020 parent company financial statements

Identified risk

At 31 December 2020, Voltalia SA's equity investments had a net carrying amount of €385,714 thousand and the associated receivables had a carrying amount of €337,565 thousand. In aggregate, they thus represented 76% of Voltalia SA's total assets.

The Company's investments in subsidiaries are recognized for a gross amount reflecting their cost of acquisition net of transaction costs; impairment is subsequently charged with any excess of their carrying amount over value in use.

As indicated in the Notes 7.1.3.2 and 7.1.3.3 to the 2020 parent company financial statements, value in use is estimated by Management, depending on the subsidiary's nature and position, on the basis of the Company's share of the subsidiary's net assets or on a discounted cash flow basis reflecting the company's historical, current and future market conditions as per its historical data and strategic forecasts.

The valuation of the Company's investments in subsidiaries and associated receivables is regarded as a key audit matter given the inherent uncertainties and in particular, the likelihood of achieving the forecasts included in the fair value measurement.

Our audit response

Our procedures involved:

- verify that the criteria used by the company's management to determine the fair value of equity investments and related receivables were appropriate and that the resulting impairment calculations were correct;
- verify that the equity used is consistent with the annual accounts of the entities, particularly for valuations based on accounting elements;
- verify the consistency and updating of future cash flow forecasts for valuations based on a Discounted Cash Flow model;
- assessing the recoverability of the receivables associated with the investments in subsidiaries in terms of the overall analysis of the applicable investments.

Inventories and work in progress – Notes 7.1.3.2 et 7.1.3.3 to the 2020 parent company financial statements

Identified risk

At 31 December 2020, Voltalia SA's inventories and work in progress had a carrying amount of €36,499 thousand. Work in progress represented the costs capitalized for generating plants under development. Expenses for each generating plant project are capitalized as soon as a list of exhaustive criteria is verified.

The recoverable amount of a development project is defined as the higher of the asset's fair value and value in use. Value in use is based on discounted cash flow analysis of the plant and implies significant exercise of judgement by Management in respect of items such as climatic conditions, inflation and operating and investment costs for each development project.

We considered the valuation of inventories and work in progress as a key audit matter given the complexity of the economic models used for the valuation of generating plants under development and their sensitivity to the underlying data and assumptions retained by Management.

Our audit response

Our procedures involved:

- assess the achievement of the criteria for capitalization of development costs, notably in interviewing Management based on the Group's work in progress file, in vouching the amounts booked to supporting documentation and in reviewing the profitability forecasts of the projects;
- review the documentation of the main activations of the year, based on the file of outstanding amounts established by the company;
- review the profitability assumptions of the main new projects for the year.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors as of 24 March 2021 and in the other documents with respect to the financial position and the financial statements provided to Shareholders.

As required by law, we inform you that the information on payments deadlines specified in Article D.441-6 of the French Commercial Code (*Code de commerce*) are not presented in the management report. As a consequence, we cannot attest their sincerity and consistency with the financial statements.

Information relating to 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 (*code de commerce*) relating to remunerations and benefits received by the directors 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 your company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (*code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on 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 or information required by laws and regulations

Format of the annual accounts to be included in the annual financial report

In accordance with III of Article 222-3 of the AMF General Regulation, the management of your company has informed us of its decision to postpone the application of the single electronic reporting format as defined by the European Delegated Regulation No. 2019/815 of December 17, 2018 to financial years beginning on or after January 1, 2021. Consequently, this report does not include a conclusion on compliance with this format in the presentation of the annual financial statements intended for inclusion in the annual financial report referred to in I of Article L. 451-1-2 of the Monetary and Financial Code.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Volitalia by the General Meeting held on 13 May 2020 for Grant Thornton and on 9 November 2011 for Mazars.

At 31 December 2020, Grant Thornton was in its first year of total uninterrupted engagement and Mazars in its tenth year of total uninterrupted engagement, which are the first year and seventh year since securities of the company were admitted to trading on a regulated market, respectively.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The annual financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives 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 from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his 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.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses 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 his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

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

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore 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 such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence and the related safeguards.

Neuilly-sur-Seine and Paris La Défense, 19 April 2021
The Statutory Auditors

Grant Thornton
French member of Grant Thornton International
Guillaume Giné
Partner

Mazars
Marc Biasibetti
Partner

08

INFORMATION ABOUT THE COMPANY AND THE SHARE CAPITAL



8.1	General information about Voltalia.....	257
8.1.1	Company name.....	257
8.1.2	Place of registration and registration number of the Company.....	257
8.1.3	Date of incorporation and duration.....	257
8.1.4	Registered office of the Company, legal form, legislation governing its activities.....	257
8.2	Share capital.....	257
8.3	Major shareholders.....	258
8.4	Share capital history.....	259
8.5	Changes in shareholder structure and voting rights over the last three financial years.....	260
8.6	Major shareholders not represented on the Board of Directors.....	261
8.7	Control of the Company.....	261
8.8	Agreements which could result in change of control.....	261
8.9	Factors likely to have an impact in the event of a public offer.....	262
8.9.1	Structure of the capital of the Company.....	262
8.9.2	Statutory restrictions on the exercise of voting rights and transfers of shares or the clauses of agreements brought to the knowledge of the Company in application of Article L. 233-II of the French Commercial Code.....	262
8.9.3	Direct or indirect investments in the capital of the Company of which it has knowledge by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code.....	262
8.9.4	List of holders of any security having special rights of control and a description of those rights.....	262
8.9.5	Mechanisms of control specified in an employee shareholder system, when the rights of control are not exercised by the employees.....	262
8.9.6	Agreements between shareholders of which the Company has knowledge that can lead to restrictions in the transfer of shares and exercise of voting rights.....	262
8.9.7	Rules applicable to the appointment or replacement of the members of the Board of Directors as well as to the amendments of the Articles of Association.....	262
8.9.8	Powers of the Board of Directors, in particular concerning share issues or buybacks.....	263
8.9.9	Agreements entered into by the Company that are amended or come to an end in the event of a change of control of the Company.....	263
8.9.10	Agreements specifying payments for the members of the Board of Directors or employees, if they resign or are dismissed without real or serious cause, or if their employment ends due to a takeover bid.....	263
8.10	Non-equity securities.....	263
8.11	Acquisition by the Company of its own shares.....	263
8.12	Securities conferring a right to a share of the capital.....	264
8.13	Summary of dilutive instruments.....	264
8.14	Authorised capital.....	265
8.15	Information on the capital of any member of the Company that is subject to an option or a conditional or unconditional agreement to place it under option.....	268

8.16	Memorandum and articles of association.....	268
8.16.1	Company purpose.....	268
8.16.2	Provisions under the Articles of Association and other stipulations relating to members of administrative and management bodies.....	269
8.16.3	Rights, privileges and restrictions attached to shares of the Company.....	271
8.16.4	Changes to the rights of shareholders.....	272
8.16.5	General Meetings.....	272
8.16.6	Provisions for delaying, deferring or preventing a change in control.....	272
8.16.7	Specific provisions governing changes in share capital.....	272

8.17	Voting rights of the major shareholders	273
8.18	Statement of pledges of Company shares	273
8.19	Share disposals (Article R. 233-19- 2).....	273
8.20	Intra-group transactions.....	273
8.21	Related-party transactions.....	273

8.1 GENERAL INFORMATION ABOUT VOLTALIA

8.1.1 Company name

The registered name of the Company is: Voltalia SA.

8.1.2 Place of registration and registration number of the Company

The Company has been registered with the Paris Trade and Companies Register since 24 September 2014 under the number 485 182 448.

Its LEI is 969500KE938Z79ZHIN44.

8.1.3 Date of incorporation and duration

The Company was incorporated on 28 November 2005 for a period of 99 years ending on 28 November 2104, unless subject to early dissolution or extension.

8.1.4 Registered office of the Company, legal form, legislation governing its activities

The registered office of the Company is located at 84, Boulevard de Sébastopol, 75003 Paris. The Company is a *société anonyme* (public limited company) incorporated under French law with a Board of Directors, governed by the particular provisions of the French Commercial Code.

The full contact details of the Company are:

Voltalia SA
84, Boulevard de Sébastopol
75003 Paris
France

Tel: +33 (0)1 81 70 37 00

Website: <https://www.voltalia.com/fr>

8.2 SHARE CAPITAL

As of 31 December 2020, the share capital of the Company totalled €543,477,113.40. It was divided into 95,346,862 fully paid-up shares, each with a par value of €5.70.

8.3 MAJOR SHAREHOLDERS

The table below details Voltalia SA's shareholding structure at the date of this Universal Registration Document:

Shareholder	Number of shares	% of capital	Number of theoretical voting rights ⁽¹⁾	% of theoretical voting rights	Number of voting rights exercisable at the General Meeting ⁽²⁾	% of voting rights exercisable at the General Meeting
Voltalia Investissement	66,324,565	69.56%	100,221,752	77.48%	100,221,752	77.56%
Subtotal other shareholders holding more than 5% of the capital	-	-	-	-	-	-
Treasury shares	143,727	0.15%	143,727	0.11%	0	0.00%
Free float	28,878,570	30.29%	28,878,570	22.41%	28,992,821	22.44%
TOTAL	95,346,862	100%	129,358,300	100%	129,214,573	100%

(1) A double voting right is granted to all fully paid shares which can be demonstrated to have been registered in the name of the same shareholder for at least two consecutive years.

(2) Number of theoretical voting rights, less the voting rights attached to the treasury shares held under the terms of a liquidity contract.

To the best knowledge of the Company, there is no action in concert between shareholders.

To the best knowledge of the Company, no other shareholder, directly or indirectly, alone or in concert, holds more than 5% of the share capital and voting rights.

8.4 SHARE CAPITAL HISTORY

The Company was registered with the Trade and Companies Registry on 28 November 2005, with an initial share capital of €37,000.

At the date of the Universal Registration Document the share capital of the Company totals €543,477,113.40. It is divided into 95,346,862 shares with a par value of €5.70 each.

The following table presents a summary of the change in the share capital over the last three financial years:

Date	Type of transaction	Amount of share capital increase	Amount of increase in issue premium	Number of shares issued	Number of shares comprising the share capital	Nominal value	Share capital
02/02/2018 ⁽¹⁾	Capital increase by exercise of stock options	€34,998	€16,455.2	6,140	48,949,313	€5.70	€279,011,084.1
30/06/2018	Capital increase by exercise of stock options	€52,554	€24,709.6	9,220	48,958,533	€5.70	€279,063,638.1
31/12/2018 ⁽²⁾	Capital increase resulting from the vesting of free shares	€113,555.4	-	19,922	48,978,455	€5.70	€279,177,193.5
2019 total (between April and May)	Six capital increases by exercise of stock options	€96,729	€37,843.10	16,970	48,995,425	€5.70	€279,273,922.5
11/07/2019	Capital increase with shareholders' preferential subscription rights	€232,728,264	€142,903,320.0	40,829,520	89,824,945	€5.70	€512,002,186.5
30/09/2019	Capital increase with the contribution of Helexia shares	€31,081,125.30	-	5,452,829	95,277,774	€5.70	€543,083,311.8
From 01/01/2020 to 30/06/2020	Capital increase from the exercise of options	132,707.40	€51,918.86	23,282	95,301,056	€5.70	€543,216,019.20
23/09/2020 ⁽³⁾	Capital increase resulting from the vesting of free shares	€86,959.20	-	15,256	95,316,312	€5.70	€543,302,978.40
From 01/07/2020 to 31/12/2020	Capital increase resulting from the exercise of options (between July and December 2020)	€174,135	€68,126.50	30,550	95,346,862	€5.70	€543,477,113.40

(1) The €34,998 capital increase was recorded before 31 December 2017 and recognised at the meeting of the Board of Directors of 02/02/2018.

(2) Allocated by the Board on 25/07/2014 (Free share allocation 2014).

(3) Allocated by the Board on 16/12/2016 (Free share allocation 2016).

8.5 CHANGES IN SHAREHOLDER STRUCTURE AND VOTING RIGHTS OVER THE LAST THREE FINANCIAL YEARS

The following tables show the change in the share capital and voting rights of the Company for the last three financial years:

CHANGES IN SHAREHOLDER STRUCTURE

Shareholder	31/12/2018	31/12/2019	31/12/2020
Voltalia Investissement and Creadev ⁽¹⁾	72.62%	71.37%	71.32%
Subtotal other shareholders holding more than 5% of the capital	0.00%	0.00%	0.00%
Subtotal other shareholders holding less than 5% of the capital	27.38%	28.63%	28.68%
TOTAL	100%	100%	100%

⁽¹⁾ Voltalia Investissement, a subsidiary of Creadev, is controlled by the Mulliez family.

CHANGES IN THE DISTRIBUTION OF THEORETICAL VOTING RIGHTS

Shareholder	31/12/2018	31/12/2019	31/12/2020
Voltalia Investissement and Creadev	83.84%	79.11%	79.04%
Subtotal other shareholders holding more than 5% of the capital	0.00%	0.00%	0.00%
Subtotal other shareholders holding less than 5% of the capital	16.16%	20.89%	20.96%
TOTAL	100%	100%	100%

Declarations of crossing of thresholds

During the financial year ended 31 December 2020, the Company received the following notifications regarding threshold crossings:

None.

The Company has received no further notifications of threshold crossings from 31 December 2020 until the date of this Universal Registration Document.

8.6 MAJOR SHAREHOLDERS NOT REPRESENTED ON THE BOARD OF DIRECTORS

At the date of the Universal Registration Document, the company Voltalia Investissement held more than 5% of the capital of the Company and was not represented on the Board of Directors, it being specified, however, that the company Creadev, a Director, controls Voltalia Investissement.

8.7 CONTROL OF THE COMPANY

As of 31 December 2020, Voltalia Investissement (a French *société anonyme* 98.88% owned by investment holding companies belonging to the Mulliez family) held 71.32% of the share capital and 79.04% of the theoretical voting rights of Voltalia SA.

CHANGES IN THE SHAREHOLDER STRUCTURE OF VOLTALIA INVESTISSEMENT

Voltalia Investissement shareholders	31/12/2018	31/12/2019	31/12/2020
CREADEV SA	98.20%	98.82%	98.48%
CREA-FIVE SC	0.00%	0.00%	0.38%
<i>Subtotal for Mulliez Family</i>	<i>98.20%</i>	<i>98.82%</i>	<i>98.86%</i>
Robert Dardanne	0.85%	0.54%	0.50%
SOPARVOLTALIA	0.47%	0.37%	0.35%
Sébastien Clerc	0.48%	0.20%	0.26%
Laurence Mulliez	0.00%	0.00%	0.005%
Voltalia SA employees	0.00%	0.00%	0.021%
Voltalia Investissement	0.00%	0.00%	0.005%
TOTAL	100%	100%	100%

The following measures have been put in place to protect the Company from any risk of control being exercised in an abusive manner:

- the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer; and
- the presence of four independent directors on the Board of Directors, two of whom are on the Audit Committee.

8.8 AGREEMENTS WHICH COULD RESULT IN CHANGE OF CONTROL

To the best of the Company's knowledge, there is no agreement whose implementation could result in a change of control of the Company or action in concert between the shareholders of the Company.

8.9 FACTORS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

8.9.1 Structure of the capital of the Company

See Section 8.2 of the Universal Registration Document.

8.9.2 Statutory restrictions on the exercise of voting rights and transfers of shares or the clauses of agreements brought to the knowledge of the Company in application of Article L. 233-11 of the French Commercial Code

None.

8.9.3 Direct or indirect investments in the capital of the Company of which it has knowledge by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code

See Sections 8.2 and 8.5 of the Universal Registration Document

8.9.4 List of holders of any security having special rights of control and a description of those rights

The Company has no knowledge of the existence of any special rights of control.

8.9.5 Mechanisms of control specified in an employee shareholder system, when the rights of control are not exercised by the employees

In 2019, the Company introduced its first employee stock ownership plan. This did not, however, result in the introduction of any control mechanisms, other than those exercised directly by employee shareholders.

8.9.6 Agreements between shareholders of which the Company has knowledge that can lead to restrictions in the transfer of shares and exercise of voting rights

None.

8.9.7 Rules applicable to the appointment or replacement of the members of the Board of Directors as well as to the amendments of the Articles of Association

The rules applicable in this matter are statutory and legally compliant.

8.9.8 Powers of the Board of Directors, in particular concerning share issues or buybacks

The Combined General Meeting of the Company held on 13 May 2020, authorised the Board of Directors, for a term of 18 months from 13 May 2020, to implement a share buyback programme on Company shares pursuant to Article L. 225-209

of the French Commercial Code and in compliance with the General Regulation of the AMF (in this regard, see Section 8.9 of this Universal Registration Document).

8.9.9 Agreements entered into by the Company that are amended or come to an end in the event of a change of control of the Company

Voltalia has entered into several funding agreements to finance its business. One of these has an early repayment clause in the event of a change in Company control.

8.9.10 Agreements specifying payments for the members of the Board of Directors or employees, if they resign or are dismissed without real or serious cause, or if their employment ends due to a takeover bid

To the best of the Company's knowledge, there are no agreements stipulating indemnities for members of the Board of Directors or employees if they resign or are dismissed

without real or serious cause or their employment ends due to a takeover bid or public exchange offer.

8.10 NON-EQUITY SECURITIES

None.

8.11 ACQUISITION BY THE COMPANY OF ITS OWN SHARES

The Company's Combined General Meeting, held on 13 May 2020, authorised the Board of Directors in its twentieth resolution, for a period of 18 months from the General Meeting, to implement a share buyback programme on Company shares pursuant to Article L. 225-209 of the French Commercial Code and in compliance with the General Regulations of the French Financial Markets Authority (AMF), under the terms and conditions stated below.

Maximum number of shares that can be purchased: 10% of the share capital as of the share buyback date. Where shares are acquired in order to promote trading and liquidity, the number of shares taken into account for calculating the 10% limit shall correspond to the number of shares purchased minus the number of shares resold during the term of the authorisation.

Objectives of share buybacks:

- to maintain a liquid market in the Company's shares through a liquidity agreement with an investment services provider, in accordance with a Code of Ethics recognised by the AMF;

- to honour obligations related to share purchase option programmes, free share allocation programmes, employee savings schemes or other allocations of shares to Company employees and managers or those of related companies;
- to issue shares on the exercise of rights attached to securities giving access to the capital;
- to purchase shares for retention and subsequent use in exchange or as payment for any external growth transactions, in accordance with the market practices accepted by the AMF; or
- to cancel all or part of the repurchased shares; or
- more generally, to operate for any purpose that may be authorised by law or any market practice that may be accepted by the market authorities, it being understood that, in such a case, the Company would inform its shareholders by means of a press release.

Maximum purchase price: €25 per share, excluding fees and commissions and any adjustments to take account of transactions concerning the capital.

It is stipulated that the number of shares acquired by the Company to be retained and subsequently delivered in payment or exchange in connection with a merger, demerger or contribution may not exceed 5% of the share capital.

Maximum amount of funds that may be allocated to buying back shares: €15 million.

Repurchased shares may be cancelled.

As part of the aforementioned share buyback programme, the Company tasked Invest Securities with the establishment of a liquidity contract compatible with the Company's trading and liquidity objectives.

On 31 December 2020, the following assets were included in the liquidity account of the share buyback programme with Invest Securities:

- 19,969 Company shares (representing 0.02% of its share capital) with a nominal value of €5.70 per share and a

total carrying value of €399,885 valued at the shares' purchase price; and

- the amount of liquidity available is €724,734.

During the financial year ended 31 December 2020, 276,319 shares were purchased and 280,399 shares were sold under the terms of this liquidity contract. The average purchase price was €16.58 and the average sale price was €17.02. These shares were not reallocated for any other purposes.

Also in the context of the aforementioned share buyback programme, and since 18 December 2018, Valtalia has entrusted Natixis with a share buyback mandate intended to cover most of the 2018 and 2019 performance share plans.

As part of this mandate, Natixis repurchased 120,000 Company shares on 31 December 2020 at an average purchase price of €14.05. This mandate was given to BNP Securities Services on 18 May 2020. The balance as of 31 December 2020 was 143,727 shares, representing a carrying value of €1,940,201.

8.12 SECURITIES CONFERRING A RIGHT TO A SHARE OF THE CAPITAL

A summary of the transferable securities conferring a right to a share of the capital is available in Note 13.5 "Dilutive instruments" of Chapter 6 "Consolidated financial statements" of this Universal Registration Document.

8.13 SUMMARY OF DILUTIVE INSTRUMENTS

On the date of this Universal Registration Document, the total number of ordinary shares that may be created through the full exercise of all rights convertible into shares of the Company amounts to 541,291 shares, representing a

maximum dilution of 0.56% based on the existing capital. The dilution of voting rights itself stands at 0.42% on the basis of theoretical voting rights as well as on the basis of exercisable voting rights.

8.14 AUTHORISED CAPITAL

The resolutions approved by the Extraordinary General Meeting of 13 May 2020 are summarised below:

Subject of the resolutions adopted by the General Meeting of the Company on 13 May 2020	Resolution number	Duration and expiry of the authorisation	Maximum nominal amount (euros)	Price calculation methods	Date and conditions of use by the Board of Directors during the past financial year
Delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future by issuing ordinary shares and/or any transferable securities, maintaining the preferential subscription rights of the shareholders	Twenty-fourth resolution	13/07/2022 (26 months)	500,000,000 ⁽¹⁾	-	The Board of Directors did not make use of this delegation during the past financial year
Delegation of authority granted to the Board of Directors to immediately (or in the future) increase the capital by issuing ordinary shares and/or transferable securities, without preferential subscription rights of the shareholders by way of public offering	Twenty-fifth resolution	13/07/2022 (26 months)	500,000,000 ⁽¹⁾	⁽²⁾	The Board of Directors did not make use of this delegation during the past financial year
Delegation of authority granted to the Board of Directors to increase the capital by issuing ordinary shares and/or transferable securities, without preferential subscription rights of the shareholders to be issued as part of an offering to qualified investors or a limited number of investors as described in part II of Article L. 411-2 of the French Monetary and Financial Code	Twenty-sixth resolution	13/07/2022 (26 months)	300,000,000 ⁽¹⁾ within a limit of 20% of the share capital per 12-month period	⁽³⁾	The Board of Directors did not make use of this delegation during the past financial year
Authorisation granted to the Board of Directors, in the event of the issue of ordinary shares and/or securities, without shareholders' preferential subscription right, to set the issue price	Twenty-seventh resolution	13/07/2022 (26 months)	within a limit of 10% of the existing share capital on the date of the transaction under consideration	⁽⁴⁾	The Board of Directors did not make use of this authorisation during the past financial year
Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital through the issue of ordinary shares or securities without preferential subscription rights for shareholders for the benefit of a class of persons with specific characteristics	Twenty-eighth resolution	13/11/2021 (18 months)	180,000,000 ⁽¹⁾	⁽⁵⁾	The Board of Directors did not make use of this delegation during the past financial year

Subject of the resolutions adopted by the General Meeting of the Company on 13 May 2020	Resolution number	Duration and expiry of the authorisation	Maximum nominal amount (euros)	Price calculation methods	Date and conditions of use by the Board of Directors during the past financial year
Delegation of authority granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights	Twenty-ninth resolution	13/07/2022 (26 months)	within a limit of 15% of the initial issue ^{(1) (6)}	Same price as initial issue	The Board of Directors did not make use of this delegation during the past financial year
Delegation of authority granted to the Board of Directors to issue ordinary shares and securities convertible into shares of the Company, in the event of a takeover bid with an exchange component initiated by the Company	Thirtieth resolution	13/07/2022 (26 months)	300,000,000 ⁽¹⁾		The Board of Directors did not make use of this delegation during the past financial year
Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any transferable securities, to remunerate in-kind contributions of equity securities or securities giving access to third-party capital outside of a public exchange offering	Thirty-first resolution	13/07/2022 (26 months)	Within a limit of 10% of capital		The Board of Directors did not make use of this delegation during the past financial year
Delegation of powers granted to the Board of Directors for the purposes of awarding stock options	Thirty-third resolution	13/07/2023 (38 months)	2,000,000 share subscription warrants giving rights to the issue of 2,000,000 shares with a nominal value of €5.70 each	⁽⁷⁾ and ⁽⁸⁾	The Board of Directors did not make use of this delegation during the past financial year
Authorisation given to the Board of Directors to make bonus allocations of existing or new shares	Thirty-fourth resolution	13/07/2023 (38 months)	11,400,000 (corresponding to the issue of a maximum number of 2,000,000 shares with a par value of €5.70 each), without exceeding 10% of the share capital of the Company ⁽⁷⁾	-	The Board of Directors did not make use of this delegation during the past financial year
Delegation of powers to be granted to the Board of Directors with a view to increasing the share capital by issuing shares and securities giving access to the Company's capital to the employees who belong to the group savings plan	Thirty-ninth resolution	13/11/2021 18 months	16,292,000 ⁽¹⁾	⁽⁹⁾	The Board of Directors did not make use of this delegation during the past financial year

Subject of the resolutions adopted by the General Meeting of the Company on 13 May 2020	Resolution number	Duration and expiry of the authorisation	Maximum nominal amount (euros)	Price calculation methods	Date and conditions of use by the Board of Directors during the past financial year
Authorisation granted to the Board of Directors for the repurchase by the Company of its own shares	Twentieth resolution	13/11/2021 (18 months)	15,000,000	(10)	The Board of Directors repurchased its shares as part of the liquidity contract concluded with Invest Securities (see Section 8.9 of this Universal Registration Document)
Authorisation granted to the Board of Directors to reduce the share capital by cancelling shares under the authorisation to buy back its own shares	Twenty-first resolution	13/11/2021 (18 months)	10% of the share capital per twenty-four (24)-month period	(10)	The Board of Directors did not make use of this authorisation during the past financial year

- (1) The maximum aggregate nominal amount of the capital increases that may be carried out pursuant to the delegations conferred by the twenty-fourth resolution to the twenty-sixth resolution, the twenty-seventh resolution to the thirtieth resolution and the thirty-ninth resolution above adopted by the General Meeting of the Company is set at €600,000,000, it being specified that to this ceiling will be added the additional amount of the shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where necessary, the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to shares.
- (2) The issue price of the shares and securities that may be issued pursuant to this delegation will be set by the Board of Directors in accordance with the provisions of Article L. 225-136-1 and Article R. 225-119 of the French Commercial Code, corrected in the event of a difference in the vesting date, it being specified that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus, where applicable, the amount likely to be subsequently received by it, is, for each share issued as a result of the issue of such securities, at least equal to the issue price defined above.
- (3) The issue price of the shares will be at least equal to the volume-weighted average market price of the last three trading sessions preceding its setting, reduced, where applicable, by the discount allowed by law (currently 5%), corrected in the event of a difference in the vesting date, it being specified that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus, where applicable, the amount likely to be subsequently received by it, is, for each share issued as a result of the issue of such securities, at least equal to the issue price defined above.
- (4) Within a limit of 10% of the Company's capital (as at the date of the transaction) per 12-month period, to derogate from the price-setting conditions provided for in the above-mentioned resolutions and to set the issue price of ordinary shares and/or securities giving immediate or future access to the issued capital, as follows:
- the issue price of the ordinary shares will be at least equal to the weighted average price of the last three trading sessions preceding its setting, if applicable reduced by a maximum discount of 20%, it being recalled that under no circumstances can it be less than the nominal value of a Company share on the issuance date of the shares concerned; and
 - the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus, where applicable, the amount that may subsequently be received by it, is, for each share issued as a result of the issue of such securities, at least equal to the issue price defined in the paragraph above.
- (5) The issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted average prices of the last three trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 20%, taking into account, if applicable, their vesting date; it being specified that (i) in the event of an issue of securities giving access to the capital, the issue price of the shares that may result from the exercise, conversion or exchange thereof may, where applicable, be set, at the discretion of the Board of Directors, by reference to a mathematical formula defined by the Board and applicable after the issue of said securities (for example, on their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board deems it appropriate, on the date of application of said formula (and not on the date that the issue price is set); and (ii) the issue price of the securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the amount, if any, received immediately by the Company, plus the amount that may be received by the Company upon exercise or conversion of said securities, shall be, for each share issued as a result of the issue of such securities, at least equal to the minimum amount referred to above.
- (6) 15% or any other fraction determined by the regulations in force.
- (7) The sum (i) of the shares that may be issued or acquired upon exercise of the options allocated under the twenty-fourth resolution above, and (ii) the free shares that may be allocated under the twenty-fifth resolution above, cannot exceed 2,000,000 shares with a par value of €5.70 per share, it being understood that to this ceiling will be added the additional amount of shares to be issued in order to maintain, in accordance with applicable contractual provisions, the rights of holders of securities and other rights giving access to shares.
- (8) The purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the limits set by law and this resolution, and may not be less than ninety-five percent (95%) of the average quoted price over the twenty trading days preceding the day of the Board of Directors' decision to award the options, rounded down to the next euro, or, in the case of purchase options, 80% of the average purchase price of treasury shares held by the Company, rounded down to the next euro.
- (9) The issue price of new shares or securities giving access to the capital will be determined by the Board of Directors under the conditions set out in Article L. 3332-19 of the French Labour Code and may not be higher than the average quoted prices of the twenty trading sessions preceding the day of the decision of the Board of Directors setting the opening date of the subscription, nor more than 20% lower than this average, or 30% when the vesting period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years.
- (10) The maximum unit purchase price per share (excluding fees and commissions) is set at €25, with an overall ceiling of €15 million, it being specified that this purchase price will be subject to adjustments if necessary to take account of capital transactions (particularly in the event of the incorporation of reserves and the free allocation of shares, or of the division or consolidation of shares) during the period of validity of this authorisation.

8.15 INFORMATION ON THE CAPITAL OF ANY MEMBER OF THE COMPANY THAT IS SUBJECT TO AN OPTION OR A CONDITIONAL OR UNCONDITIONAL AGREEMENT TO PLACE IT UNDER OPTION

To the best knowledge of the Company, there is no option to buy or sell or other commitments in favour of shareholders of the Company or made by them involving shares of the Company.

8.16 MEMORANDUM AND ARTICLES OF ASSOCIATION

8.16.1 Company purpose

In accordance with Article 3 of its Articles of Association, the purpose of the Company in France and all other countries is:

- all operations relating to energy in the broadest sense and including, but without being limited to, the acquisition and sale and the promotion/construction/operation of wind farms, biomass plants, hydropower stations and any power plants that use renewable energies;
- all transactions in the acquisition, sale and promotion/construction/operation of plants that process, treat, recover and dispose of waste, whether or not associated with the production of energy;
- the production, trading or transactions of any kind relating to energy in the broadest sense of the term, to the treatment of waste and, more generally, all activities related to the environment;
- all operations involving the study, design, development, construction, implementation and execution, direct or indirect operation, maintenance and training, and all consulting services provided for third parties;
- all transactions relating to acquiring direct or indirect interests in any form whatsoever in any French or foreign companies as well as the administration, management and development of such investments and related interventions;
- any use of funds for the creation, management or realising the value of a portfolio that may consist of equity securities of any company, of patents, of licences of any type, and of securities available to the Company by way of sale or assignment, contribution or option-taking and any other legally admissible means;
- all the above whether directly or indirectly on its own account or on behalf of third parties, and more generally all transactions of any nature whatsoever, whether economic, legal, financial, civil or commercial, which may be related directly or indirectly to this corporate purpose or to all similar, related or complementary purposes.

8.16.2 Provisions under the Articles of Association and other stipulations relating to members of administrative and management bodies

Board of Directors (Articles 11, 12 and 13 of the Articles of Association)

Composition

The Company is managed by a Board composed of physical persons or legal entities whose number is set within the limits of the law.

Any legal entity shall, upon appointment, designate a physical person as its permanent representative to the Board. The term of office of the permanent representative shall be the same as that of the legal entity represented as a director. Should the legal entity dismiss its permanent representative, it must immediately provide a replacement. The same applies in the event of the death or resignation of the permanent representative.

Directors are appointed for three-year terms. The term of a director shall end at the close of the Ordinary General Shareholders' Meeting called to approve the previous year's financial statements and held in the year during which the appointment expires.

Directors may be re-elected indefinitely; their appointment may be revoked at any time by the General Shareholders' Meeting.

In the event of a vacancy caused by the death or resignation of one or more directors, the Board of Directors may make appointments on a provisional basis between two General Meetings.

Appointments made by the Board of Directors under the previous paragraph are subject to approval by the next Ordinary General Meeting.

If such appointments are not approved, the deliberations and acts previously carried out by the Board shall nevertheless remain valid.

When the number of directors falls below the legal minimum, the remaining directors must immediately convene the Ordinary General Meeting in order to complement the number of directors.

A Company employee may be appointed director. His/her employment contract must, however, correspond to an actual job. In such cases he/she will retain the benefit of their employment contract.

The number of directors who are tied to the Company by an employment contract may not exceed one third of the directors in office.

The number of directors who are over 70 years of age may not exceed one third of the directors in office. When this limit is exceeded during a term, the oldest director shall be deemed to have resigned from office after the next General Shareholders' Meeting.

Chairman

The Board of Directors shall elect from among its members a chairman, who must be a physical person. It determines their term of office, which may not exceed their term as a director, and which they may revoke at any time. The Board determines any compensation.

The Chairman organises and directs the work of the Board, on which he/she shall report to the General Meeting. He/she ensures the smooth functioning of the Company's management and governance bodies and notably ensures that the directors are able to fulfil their responsibilities.

The Chairman of the Board may not be more than 70 years of age. If the Chairman reaches this age limit during their term as Chairman, they will be deemed to have resigned. However, their term of office shall extend to the next meeting of the Board of Directors, during which a successor will be appointed. Subject to this provision, the Chairman may be re-elected indefinitely.

Observers

The Board of Directors may at any time appoint one or more Observers (up to a maximum of three) who may be physical persons or legal entities, and are chosen from outside the members of the Board of Directors.

Observers are appointed for a maximum of three years. The term of Observers shall end on conclusion of the Ordinary Annual General Meeting called to approve the previous year's financial statements and held in the year during which their appointments expire. They are eligible for re-election and may be removed from office at any time by a decision of the Board of Directors.

Observers are not corporate officers. They may make any observations they deem to be necessary during meetings of the Board of Directors. They are at the disposal of Board and its Chairman to provide their opinions on matters of all types submitted to them, including technical, commercial, administrative or financial matters.

The Observers' role is solely advisory and they do not vote at meetings of the Board of Directors, which they are invited to attend, in accordance with the applicable regulations and, where appropriate, the rules of procedure of the Board of Directors and/or any other agreement adopted by its members. Their interventions are limited to a purely consultative role. They may not intervene in the management of the Company. Their opinions are not binding on the directors or on executive management, who are free to determine the course of action to take. They may not, therefore, be entrusted with any management, supervision or control duties and may not, under any circumstances, replace the Company's statutory bodies or functions (Board of Directors, Chairman, Chief

Executive Officers or Statutory Auditors). The Observers may be tasked with examining issues submitted by the Board of Directors or its Chairman and reporting thereon.

Directors have the option of remunerating Observers by passing on part of the attendance fees allocated to them by the General Meeting. Observers may obtain reimbursement from the Company for expenses incurred during the performance of their mission, subject to the production of receipts.

Meetings of the Board of Directors

The Board of Directors meets as frequently as warranted by the interests of the Company.

Directors are called to meetings of the Board of Directors by the Chairman. The meeting may be convened by any means, whether in writing or orally.

The Chief Executive Officer may also demand a meeting to be called by the Chairman to discuss a particular agenda.

Where a Works Council has been established, its representatives, appointed in accordance with the provisions of the French Employment Code, shall be invited to all meetings of the Board of Directors.

The meetings of the Board are held at the registered office or at any other place in France or abroad.

For the decisions of the Board to be valid, the number of members present must be at least half the total number of members.

Decisions of the Board shall be taken by majority vote; in the event of a tie, the Chairman shall have the casting vote.

A rule of procedure may be adopted by the Board of Directors that directors participating in a Board meeting by video conference or other telecommunications system that complies with regulations will be considered present for the purposes of quorum and majority. This provision is not applicable to the adoption of decisions referred to in Articles L. 232-1 and L. 233-16 of the French Commercial Code.

Each director receives the information necessary for the accomplishment of their mission and mandate, and may request any documents deemed to be useful.

Any director may, even by letter, telegram, telex or facsimile, authorise another director to represent him/her at a Board meeting, but each director may only have one proxy during a given meeting.

Copies or extracts of the deliberations of the Board may be validly certified by the Chairman, the CEO, a director acting as Chairman or any person duly authorised to this effect.

Powers of the Board of Directors

The Board of Directors shall determine the strategy of the Company and oversee its implementation. Subject to the powers expressly conferred to shareholders' meetings and within the limit of the Company purpose, it shall deal with any issue affecting the Company's efficient operation and make business decisions within its remit.

In dealing with third parties, the Company is bound by acts of the Board of Directors that fall outside the Company purpose, unless it is able to prove that the third party knew that the act exceeded the said purpose or could not have been unaware thereof given the circumstances; the mere publication of the Articles of Association is not sufficient to constitute such proof.

The Board of Directors shall undertake any controls and verifications that it considers appropriate.

In addition, the Board of Directors shall exercise the special powers conferred upon it by law.

Executive management (extracts from Article 14 of the Articles of Association)

Conditions of exercise

The Company shall be managed either under the authority of the Chairman of the Board of Directors or of another individual appointed by the Board of Directors and having the title of Chief Executive Officer (CEO).

The CEO may not be more than 70 years of age. If CEOs reach this age limit, they will be deemed to have resigned. However, their term of office shall extend to the next meeting of the Board of Directors, during which a new CEO will be appointed.

When CEOs are also directors, their term of office may not exceed their term as director.

The Board of Directors may dismiss the CEO at any time. CEOs may be entitled to damages if they are dismissed without just cause, except when the CEO assumes the functions of Chairman of the Board of Directors.

On deliberation by a majority vote of the directors present or represented, the Board of Directors chooses between the two methods of exercising executive management. Shareholders and third parties shall be notified of the Board's decision in accordance with the applicable statutory and regulatory conditions.

The choice of the Board of Directors remains in force until otherwise determined by the Board or, at the option of the Board, during the term of office of the CEO.

If the executive management of the Company is assumed by the Chairman of the Board of Directors, the provisions applicable to the CEO shall apply to the Chairman.

Pursuant to the provisions of Article 706-43 of the French Code of Criminal Procedure, CEOs may validly delegate to any person of their choice the power to represent the Company in the context of any criminal proceedings that may be instigated against it.

Powers of the Chief Executive Officer

The Chief Executive Officer is vested with the broadest powers to act in the Company's name in all circumstances. The CEO exercises these powers within the limits of the corporate purpose and to the exclusion of those matters which are expressly reserved by law to the shareholders at Shareholders' Meetings or to the Board of Directors.

The CEO shall represent the Company in its dealings with third parties. The Company is bound by acts undertaken by the CEO that fall outside of the corporate purpose, unless it proves that the third party knew that the act went beyond this purpose or could not have been unaware thereof given the circumstances; the mere publication of the Articles of Association are not sufficient to constitute such proof.

On the date of this Universal Registration Document, Sébastien Clerc is the Company's CEO as a result of the renewal of his term of office by the Board of Directors of 13 May 2020.

Deputy Chief Executive Officers (extracts of Article 14 of the Articles of Association)

On the proposal of the CEO, the Board of Directors may appoint one or more physical persons to assist the CEO as Deputy CEO.

In agreement with the CEO, the Board of Directors determines the extent and duration of the powers delegated to any Deputy CEO. The Board of Directors shall determine any compensation of the Deputy CEOs. When a deputy CEO is also a director, their term of office may not exceed their term as a director.

With respect to third parties, Deputy CEOs shall have the same powers as the CEO; Deputy CEOs may notably be a party to legal proceedings.

There may be no more than five Deputy CEOs.

Deputy CEOs may be dismissed at any time by the Board of Directors, at the proposal of the CEO. Deputy CEOs may be entitled to damages if they are dismissed without just cause.

A Deputy CEO may not be more than 70 years of age. If active Deputy CEOs reach this age limit, they will be deemed to have resigned. However, their term of office shall extend to the next meeting of the Board of Directors, during which a new Deputy CEO may be appointed.

If CEOs resign or are unable to perform their duties, Deputy CEOs will retain their functions and powers until the nomination of the new CEO, unless the Board of Directors decides otherwise.

As on the date of this Universal Registration Document, the Company does not have any Deputy CEOs.

8.16.3 Rights, privileges and restrictions attached to shares of the Company

Voting rights

Subject to applicable legal and regulatory provisions, and except for the double voting rights provided for in Article 9 of the Company's Articles of Association, the right to vote attached to the shares is proportional to the amount of capital they represent, and each share is entitled to at least one vote.

Double voting rights were established by decision of the Extraordinary General Meeting of 20 February 2006. Article 9 of the Articles of Association provides for double voting rights compared to those conferred on other shares, taking into consideration the proportion of share capital they represent, to be granted to all fully paid shares which can be demonstrated to have been registered for at least two consecutive years to the same shareholder.

In the event of a capital increase by capitalisation of reserves, earnings or issue premiums, this right is also conferred on issue to registered shares allocated to a shareholder who already holds the said right in respect of existing shares.

The shares are stripped of their double voting rights if they are converted into bearer shares or transferred, except in the case of the transfer between registered shareholders as part of an inheritance, family gift or liquidation of community property between spouses.

Finally, double voting rights may also be removed by a decision of the Extraordinary General Meeting after ratification by a Special Shareholders' Meeting of beneficiaries benefiting from double voting rights.

Rights to dividends and profits

Each share confers rights to a share in the ownership of the Company's assets and to a share in the profits. This share is in proportion to the number of shares in existence, taking into account the nominal value of the shares.

Period of limitation for dividends

Dividends not claimed within five years from the date of payment will be forfeited to the State (Article L. 1126-1 of the French General Code on the Ownership of Public Entities).

Right to liquidation proceeds

Each share confers rights to a share in the liquidation proceeds. This share is in proportion to the number of shares in existence, taking into account the nominal value of the shares and rights to shares in different classes.

Preferential subscription right

Shares of the Company all have a preferential right to subscribe to capital increases.

Limitation of voting rights

None.

Identifiable bearer shares

Shareholders may choose to hold their shares in registered or bearer form. When shares are in registered form, an entry is made in an individual account under the conditions and in the manner prescribed by the laws and regulations in force.

Under the conditions prescribed by applicable laws and regulations, at any time the Company may, at its own expense, request the central depository responsible for maintaining its securities issue account to provide information relating to shareholders with immediate or future voting rights at General Meetings and the number of shares held by each of them and, if applicable, any restrictions applicable to such securities.

Repurchase by the Company of its own shares

See Section 8.11 of this Universal Registration Document.

8.16.4 Changes to the rights of shareholders

Shareholder rights as set out in the Articles of Association of the Company may be amended only by the Extraordinary General Meeting of shareholders of the Company.

8.16.5 General Meetings

The General Meeting consists of all shareholders, regardless of the number of shares they own.

General Meetings, whether ordinary, extraordinary or special depending on the purpose of the proposed resolutions, may also be held at any time of year.

General Meetings are convened under the formal requirements and time limits established by law.

The meetings are held at the registered office or any other address stated in the notice of meeting.

All shareholders have the right to obtain the necessary documentation to enable them to make an informed decision and judgement on the management and operations of the Company.

Regardless of the number of shares they hold, all shareholders may attend General Meetings in person or via a representative by issuing a proxy to another shareholder or their spouse, or to the Company without stipulating the direction of their

vote, or by postal vote according to the legal and regulatory conditions in force.

An Ordinary General Meeting is a meeting called to make all decisions that do not amend the Articles of Association.

Only an Extraordinary General Meeting is authorised to amend the Articles of Association and all of the provisions contained therein. Unless unanimously approved by the shareholders, it may not, however, increase the commitments of the shareholders, with the exception of transactions resulting from an exchange or a reverse stock split that has been decided and carried out in a due and proper manner.

Special Meetings ratify the decisions of General Meetings that amend the rights attached to a class of shares.

Ordinary, Extraordinary and Special General Meetings deliberate under the conditions of quorum and majority required under the respective legal provisions by which they are governed.

8.16.6 Provisions for delaying, deferring or preventing a change in control

The Articles of Association of the Company do not contain any provisions for delaying, deferring or preventing a change in control.

8.16.7 Specific provisions governing changes in share capital

There is no particular stipulation in the Articles of Association of the Company governing changes to its share capital.

8.17 VOTING RIGHTS OF THE MAJOR SHAREHOLDERS

See Section 8.2 of the Universal Registration Document.

8.18 STATEMENT OF PLEDGES OF COMPANY SHARES

None.

8.19 SHARE DISPOSALS (ARTICLE R. 233-19- 2)

There has not been any disposal of shares made by a company in application of Articles L. 233-29 and L. 233-30 in the financial year.

8.20 INTRA-GROUP TRANSACTIONS

Intra-group transactions are described in Section 8.23 of this Universal Registration Document. The Statutory Auditors' report on regulated agreements is available in Section 4.12 of this Universal Registration Document.

8.21 RELATED-PARTY TRANSACTIONS

Related-party transactions are described in Note 17.2 to the consolidated financial statements for the financial year ended 31 December 2020, contained in Section 6.2 of this Universal Registration Document.

The current related-party agreements existing on the date of the Universal Registration document are referred to in the special reports on the regulated agreements and commitments by the Statutory Auditor, prepared with respect to the financial years ended 31 December 2019 and 2020 shown in Section 4.12 of this Universal Registration Document.

Since the issue of the special report of the Statutory Auditor for financial year 2020, no new related-party agreements have been submitted to the Board of Directors for approval.

In addition, pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, it is specified that, during the financial year ended 31 December 2020, no agreement was concluded, either directly or by proxy, between, on the one hand, one of the Company's corporate officers or one of its shareholders having a fraction of the voting rights greater than 10% and, on the other, another Group company.

09

ADDITIONAL INFORMATION



9.1	Persons responsible for the Universal Registration Document and auditing the financial statements.....	276
9.1.1	Certification of the person responsible.....	276
9.1.2	Person responsible for the financial information.....	276
9.1.3	Persons responsible for auditing the financial statements.....	276
9.1.4	Information on the Statutory Auditors who have resigned, were removed or whose mandate was not renewed.....	277
9.1.5	Certification of the fees paid to the Statutory Auditors.....	277

9.2	Documents available to the public.....	277
9.3	Cross-reference tables	278
9.3.1	Universal Registration Document.....	278
9.3.2	Annual financial report.....	281
9.3.3	Management Report.....	282
9.3.4	Information relating to Corporate Governance.....	283
9.3.5	Statement of Non-Financial Performance (DPEF).....	284

9.1 PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND AUDITING THE FINANCIAL STATEMENTS

9.1.1 Certification of the person responsible

Person responsible for the information contained in the Universal Registration Document: Sébastien Clerc, Chief Executive Officer of Voltalia S.A.

I declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omissions likely to affect its scope.

I declare that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and that they present a true and fair view of the assets, financial position and results of the Company and the consolidated group, and that the management report contained in the Universal Registration

Document accurately presents the changes in the business, results and financial position of the Company and the consolidated group, as well as describing their principal risks and uncertainties.

I obtained a statement from the Statutory Auditors at the end of their engagement affirming that they had reviewed the entire Universal Registration Document and examined the information about the financial position and the financial statements contained therein. This letter does not contain any comments.

Paris, 19 April 2021

Sébastien Clerc
Chief Executive Officer

9.1.2 Person responsible for the financial information

Marie-Odile Lavenant
Chief Financial Officer

84, Boulevard de Sébastopol
75003 Paris
France

Tel.: +33 (0)1 81 70 37 00
invest@voltalia.com

9.1.3 Persons responsible for auditing the financial statements

Primary auditors	Date of first appointment	Duration of term of office	End of term of office
Cabinet Mazars Member of the Paris Auditors' Association Tour Exaltis 61, Rue Henri Regnault 92075 Paris La Défense Cedex, France Represented by Marc Biasibetti	09 November 2011	6 years	Annual Ordinary General Meeting of Shareholders to approve the financial statements for the year ended 31 December 2022.
Grant Thornton 29, Rue du Pont 92200 Neuilly-sur-Seine, France Represented by Guillaume Giné	13 May 2020	6 years	Annual Ordinary General Meeting of Shareholders to approve the financial statements for the year ended 31 December 2025.

9.1.4 Information on the Statutory Auditors who have resigned, were removed or whose mandate was not renewed

The Ordinary General Meeting of 13 May 2020, in its nineteenth resolution, decided not to renew the term of office of the primary statutory auditor of the company H3P Audit & Conseil

and of the substitute statutory auditor of the company Auditeurs et Conseils Associés.

9.1.5 Certification of the fees paid to the Statutory Auditors

The table of fees of the Statutory Auditors of the Company is shown in Note 9 to the consolidated financial statements for the financial year ended 31 December 2020 (Section 6.2 of this Universal Registration Document).

9.2 DOCUMENTS AVAILABLE TO THE PUBLIC

The press releases of the Company and the annual registration documents (including historical financial information on the Company filed with the AMF and any revisions) are available on the Company's website at the following address: www.voltalia.com; a copy may also be obtained from the registered office of the Company located at 84, Boulevard de Sébastopol, 75003 Paris, France.

All information published and made public by the Company during the last 12 months in France is available on the Company's website at the above address and on the AMF website at the following address: www.amf-france.org.

Finally, the Articles of Association of the Company, the minutes of the General Meetings, the Statutory Auditors' reports and all other corporate documents may be consulted at the registered office of the Company.

9.3 CROSS-REFERENCE TABLES

In order to facilitate the reading of this Universal Registration Document, the cross-reference tables below make it possible to identify:

- The main sections provided for in Appendices 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 having supplemented the provisions of Commission Regulation (EU) 2017/1129 of 14 June 2017;
- The information that constitutes the Annual Financial Report provided for in Articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the General Regulations of the French Financial Markets Authority (AMF);
- The information that constitutes the Management Report of the Board of Directors provided for in Articles L. 225-100 et seq. of the French Commercial Code;
- The information that constitutes the Corporate Governance Report provided for in Articles L. 225-37-4 et seq. of the French Commercial Code;
- The information that constitutes the Statement of Non-Financial Performance (DPEF) provided for by the French Commercial Code.

9.3.1 Universal Registration Document

Universal Registration Document cross-reference table: Appendices 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 having supplemented the provisions of Commission Regulation (EU) 2017/1129 of 14 June 2017

Headings of Appendices 1 and 2 of Commission Delegated Regulation (EU) No 2019/980		Section
1. Parties responsible, information from third parties, expert opinions and approval from the competent authority		9.1
2. Statutory Auditors of the financial statements		9.1
3. Risk factors		2
Risks specific to the Group or to its sector of activity		2.2
Financial and market risks		2.2
Insurance and risk policies		2.4
Judicial and arbitration proceedings		2.3
4. Information about Volitalia		1.2
5. Business overview		
Main activities and nature of operations		1.2
New products		N/A
Main markets		1.4
Significant events in the development of activities		6.2 Note 3
Strategy and objectives		1.2
Dependency on patents or licences or on manufacturing contracts or processes		N/A
Competitive positioning		1.4.5
Investments		5.1
Information on holdings and joint ventures		6.2 Note 5.4
Environmental matters		3
6. Organisational structure		
Brief description of the Group (legal structure)		1.3
List of main subsidiaries		6.2 Note 5
Main intra-group transactions		6.2 Note 2

Headings of Appendices 1 and 2 of Commission Delegated Regulation (EU) No 2019/980	Section
7. Review of results and financial position	
Financial position	5.1
Operating profit/loss	5.1
Balance sheet analysis	5.1
8. Cash and shareholders' equity	
Information on the capital	5.3
Sources and amounts of cash flows	5.3
Information on financing needs and financing structure	5.3
Restrictions on the use of capital that has influenced, or may have a significant influence on, the Group's activities	5.3
Expected sources of financing (<i>needed in the future</i>)	5.3
9. Regulatory environment	1.4
10. Information on trends	5.4
11. Earnings projections or estimates	5.5
12. Administrative and management bodies	4
Composition of the Board of Directors and management bodies and information on the members	4.1
Conflicts of interest at Board and Executive Management level	4.3
13. Compensation and benefits	4.4
Compensation of the corporate officers	4.4
Amounts provisioned by the Company for pension, retirement and other benefits for corporate officers	4.4
Securities giving access to the Company's capital awarded to corporate officers	4.9
14. Board and management practices	
Expiry dates of current terms of office	4.1
Service contracts between members of the Administrative or Management bodies and Voltalia or one of its subsidiaries	4.7
Information on the Board of Directors committees	4.2
Declaration of compliance with a Code of Corporate Governance	4.1
Potential material impacts on governance	N/A
15. Employees	
Number and distribution of employees	3.5
Equity interests and stock options of corporate officers	6.2 Note 13
Equity interests of the employees in the capital	4.11
16. Major shareholders	
Shareholders holding more than 5% of the share capital or voting rights	8.3
Existence of different voting rights	8.3
Controlling shareholders	8.7
Change in control	8.8
Statement of pledges of Company shares	8.18

Headings of Appendices 1 and 2 of Commission Delegated Regulation (EU) No 2019/980	Section
17. Related party transactions	
Intra-Group transactions	6.2 Note 2
Transactions with related parties	6.2 Note 17
18. Financial information concerning the issuer's assets & liabilities, financial position and results of Valtalia	
Historical financial information	6.1
Changes to accounting reference dates	6.2 Note 4
Accounting standards	6.2 Note 4
Changes to accounting practices	N/A
Consolidated financial statements prepared	6
Audit of historical annual financial information	6.3
Other information verified by the Statutory Auditors	3
Dividend policy	7.3 Note 9
Legal and arbitral proceedings	2.3
Significant change in the financial position	5.7
19. Additional information	
Amount of share capital issued	8.2
Non-equity securities	8.10
Treasury shares	8.11
Transferable securities convertible to the capital of the Company	8.12
Summary of dilutive instruments	8.13
Information on the capital of any member of the Group that is subject to an option or a conditional or unconditional agreement specifying to place it under option	8.15
Share capital history	8.4
Authorised capital	8.14
Memorandum and articles of association	8.16
Change in control	8.8
20. Significant contracts	1.5
21. Available documents	9.2

9.3.2 Annual financial report

Cross-reference table for the Annual Financial Report provided for in Articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the General Regulations of the French Financial Markets Authority (AMF):

Annual Financial Report	Section
Certification of the person responsible	9.1
Company financial statements – French GAAP	7
Consolidated financial statements – IFRS	7
Management Report	dedicated table
Corporate Governance Report	dedicated table
Statutory Auditors' fees	6.2 Note 9
Statutory Auditors' report on the annual financial statements under French GAAP and IFRS	6.3, 7.4

9.3.3 Management Report

Cross-reference table of the Management Report of the Board of Directors provided for by Articles L. 225-100 et seq. of the French Commercial Code:

Annual Management Report	Section
Voltalia's business	
Presentation of the situation of the Company during the previous financial year	5.1
Significant events occurring between the date of the end of the financial year and the date of the preparation of the management report	5.2
Foreseeable changes of the Company's situation	5.4, 5.5 and 5.6
Objective and exhaustive analysis of business development	5.1
Key financial and non-financial performance indicators	5.1 and 3
Main risks and trends	2
Indication on the use of financial instruments	6.2 Note 18
Internal control and risk management procedures relating to the preparation and handling of accounting and financial information	2.1
Mention of existing branches	6.2 Note 18
Research and development activities	N/A
Anti-competitive practices	N/A
Subsidiaries and investments	
Activity and results of the subsidiaries and of controlled companies by branch of activity	N/A
Equity investments or controlling holdings	6.2 Note 5
Information concerning the share capital	
Holders of capital or voting rights	8.2
Treasury shares	8.2
Adjustments in the case of the issue of transferable securities convertible to capital	N/A in 2020
Disposals of shares (reciprocal investments)	8.18
Allocation of free shares	6.2 Note 13
Allocation of stock options	6.2 Note 13
Share buyback transactions	8.11
Transactions in securities carried out by managers (Article 223-26 of the General Regulation of the French Financial Markets Authority, or AMF)	4.6
Employee investment in the capital of the Company	4.11
Social and environmental impact of the activity	
Information on the manner in which the Company takes into account the social and environmental consequences of its activity	3
Information related to the exercise of a dangerous activity	
Indications on the financial risks linked to the effects of climate change and presentation of measures taken to reduce them by implementing a low carbon strategy	2.2 and 3.2

Annual Management Report	Section
Other information	
Dividends (Article 243, paragraph 2, of the French General Tax Code)	7.3 Note 9
Customer and supplier payment times	6.2 Note 16
Amount of inter-company loans granted in accordance with Article L. 511-6 paragraph 3 bis, of the French Monetary and Financial Code	7.3 Note 3
Opinion of the Works Council on the amendments to the economic or legal organisation	N/A in 2020
Fiscally non-deductible expenses and expenses added back following a tax adjustment (Articles 223, paragraph 4, and 223, paragraph 5, of the French General Tax Code)	N/A in 2020

9.3.4 Information relating to Corporate Governance

Cross-reference table for the corporate governance report provided for in Articles L. 225-37-4 et seq. of the French Commercial Code:

Information relating to Corporate Governance	Section
Methods of Executive Management	4.1
Reference to a Corporate Governance Code	4.1
Composition of the Board of Directors, balanced representation of women and men	4.2
Review of the independence of the members of the Board of Directors and potential conflicts of interest	4.3
Duties of the Board of Directors	4.2
Conditions for preparing and organising the work of the Board of Directors	4.2
Agreements concluded between an executive manager or significant shareholder of the Company and a subsidiary	4.7
Principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors and the Chief Executive Officer	4.4
Compensation paid to corporate officers	4.4
Level of compensation of executive corporate officers in relation to the average compensation of Company employees	4.4
Special terms for the participation of the shareholders in the General Meeting	4.2
Factors likely to have an impact in the event of a public offer	8.9
Summary table of valid delegations granted by the General Shareholders' Meeting to the Board of Directors with regard to capital increases	8.14
Statutory Auditors' special report on related party agreements and commitments	4.12

9.3.5 Statement of Non-Financial Performance (DPEF)

Cross-reference table for the Statement of Non-Financial Performance (DPEF) provided for in Articles L. 225-102-1 and R. 225-105 of the French Commercial Code:

Statement of non-financial performance	Section
Business model	1.2.2
Main non-financial risks	3.1.3
Due diligence policies and procedures	3
Publication of key performance indicators	3.1.3
Mandatory topics mentioned in Article L. 225-102-1	
The social consequences of the activity	3.3/3.4
The environmental consequences of the activity	3.2.2
Respect for human rights	3.3.3.3
Fighting against corruption	3.3.3
Fighting against tax evasion	3.3.3.5
The consequences of the Company's activity on climate change and the use of the goods and services it produces	3.2.1
Societal commitments in favour of the circular economy	3.2.3.3
Collective agreements entered into by the company and their impact on the economic performance of the company as well as on the working conditions of employees	3.4.1.4
Actions aimed at combating discrimination and promoting diversity	3.4.1.3
Societal commitments to fight against food waste	N/A
Measures taken in favour of people with disabilities	3.4.1.3
Societal commitments to fight against food insecurity	N/A
Societal commitments to respect animal welfare	N/A
Societal commitments in favour of responsible, fair and sustainable food	N/A
Societal commitments in favour of sustainable development	3.1

Design and implementation: **côté**corp.

Tel.: +33 (0)1 55 32 29 74

Photo credits: Voltalia photo library, all rights reserved



Registered office
84, Boulevard de Sébastopol
75003, Paris, France

Tel.: +33 (0)1 81 70 37 00
accueil.paris@voltage.com

