Transdev Northern Europe AB
556066-8633

Fastställelseintyg

Undertecknad styrelseledamot i Transdev Northern Europe AB, 556066-8633, intygar härmed dels att denna kopia av årsredovisningen överensstämmer med originalet, dels att resultat- och balansräkningen fastställts på årsstämma 2023-06-30. Stämman beslöt också att godkänna styrelsens förslag till resultatdisposition.

Stockholm 2023-06-30

Anna Höjer
Verkställande direktör

20230710244495

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Årsredovisning för

Transdev Northern Europe AB

556066-8633

Räkenskapsåret

2022-01-01 - 2022-12-31

Innehållsförteckning: **Sida**

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Företagets redovisningsvaluta: Svenska kronor (SEK).
Alla belopp redovisas, om inte annat anges, i tusentals kronor (tkr).

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Förvaltningsberättelse

Styrelsen och verkställande direktören för Transdev Northern Europe AB, 556066-8633, med säte i Stockholm får härmed avge årsredovisning för 2022.

Allmänt om verksamheten

Transdev Northern Europe AB bedriver kollektivtrafik på entreprenad genom dotterbolaget Transdev Sverige AB. Kollektivtrafik bedrivs inom verksamheterna buss, tåg, spårväg och båt.

Ägarförhållande

Transdev Northern Europe AB ägs till 100% av Transdev Group S.A, organisationsnummer 521477851 som i sin tur ägs av Caisse des Depots et Consignations, organisationsnummer B 497941377, med säte i Paris, Frankrike och Rethmann Group, organisationsnummer DE 196 899 706, med säte i Amtsgericht Dortmund, Tyskland. Ägandet är fördelat 66/34 mellan bolagen 2022-12-31.

Utveckling av företagets verksamhet, resultat och ställning

					Belopp i Tkr
	2022-12-31	*2021-12-31*	*2020-12-31*	*2019-12-31*	*2018-12-31*
Nettoomsättning	-	-	-	-	-
Rörelseresultat	-	-1	100	-2	-2
Resultat efter fin poster	-	-1	28	-	-2
Balansomslutning	619 504	467 157	492 350	1 444 743	1 194 141
Soliditet %	35,0%	46,5%	44,1%	15,1%	22,5%
Medelantal anställda	-	-	-	-	-

Väsentliga händelser under räkenskapsåret

Bolaget är ett holdingbolag till den svenska koncernen och har ingen operativ verksamhet. Bolaget har inte haft några anställda under året.

Väsentliga händelser efter räkenskapsåret

Bolaget har inte haft några väsentliga händelser efter balansdagen.

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Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer

Bolaget kommer fortsätta vara ett renodlat holdingbolag för den svenska verksamheten.

Några väsentliga finansiella risker bedöms ej föreligga. Finansiella transaktioner med utländska koncernföretag avser inlåning av finansiella medel och genomförs i lokal valuta.

Eget kapital

	Aktie-kapital	*Balanserad vinst*	*Årets vinst*	***Summa Eget kapital***
Vid årets början	50 000	167 014	0	**217 014**
Omföring av föreg års vinst		0	0	-
Årets resultat			0	**0**
Vid årets slut	**50 000**	**167 014**	**-**	**217 014**

Förslag till disposition av företagets vinst eller förlust

Styrelsen föreslår att till förfogande stående vinstmedel, kronor 167 013 902, disponeras enligt följande:

	Belopp i kr
Balanserat resultat	167 013 902
Årets resultat	0
Balanseras i ny räkning	167 013 902
disponeras så att	
i ny räkning överföres	167 013 902
	167 013 902

Vad beträffar företagets resultat och ställning i övrigt, hänvisas till efterföljande resultat- och balansräkningar med tillhörande noter.

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Resultaträkning

Belopp i Tkr	*Not*	*2022-01-01-2022-12-31*	*2021-01-01-2021-12-31*
Rörelsens kostnader			
Övriga externa kostnader	*4*	-	-1
Rörelseresultat		-	-1
Resultat från finansiella poster			
Ränteintäkter och liknande resultatposter	*5*	10 549	5 475
Räntekostnader och liknande resultatposter	*6*	-8 969	-5 475
Resultat efter finansiella poster		1 580	-1
Bokslutsdispositioner	*7*	-1 580	1
Resultat före skatt		-	-
Årets resultat		-	-

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Balansräkning

Belopp i Tkr	*Not*	*2022-12-31*	*2021-12-31*
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	*8*	5 000	5 000
		5 000	5 000
Summa anläggningstillgångar		5 000	5 000
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag	*9*	614 498	462 157
Övriga fordringar		6	-
		614 504	462 157
Summa omsättningstillgångar		614 504	462 157
SUMMA TILLGÅNGAR		619 504	467 157

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Balansräkning

Belopp i Tkr	*Not*	*2022-12-31*	*2021-12-31*
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital	*10*	50 000	50 000
		50 000	50 000
Fritt eget kapital	*17*		
Balanserad vinst eller förlust		167 014	167 014
Årets resultat		-	-
		167 014	167 014
Summa eget kapital		217 014	217 014
Långfristiga skulder	*11*		
Skulder till koncernföretag		400 000	250 000
		400 000	250 000
Kortfristiga skulder			
Skulder till koncernföretag		1 580	-
Skatteskulder		-	6
Upplupna kostnader och förutbetalda intäkter	*12*	910	137
		2 490	143
SUMMA EGET KAPITAL OCH SKULDER		619 504	467 157

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Kassaflödesanalys

Belopp i Tkr	*Not*	*2022-01-01-2022-12-31*	*2021-01-01-2021-12-31*
Den löpande verksamheten			
Resultat efter finansiella poster	14	1 580	-1
		1 580	-1
Betald skatt		-12	-
Kassaflöde från den löpande verksamheten före förändringar av rörelsekapital		**1 568**	**-1**
Kassaflöde från förändringar i rörelsekapital			
Ökning(-)/Minskning (+) av rörelsefordringar		-152 341	25 193
Ökning(+)/Minskning (-) av rörelseskulder		773	-193
Kassaflöde från den löpande verksamheten		**-150 000**	**24 999**
Finansieringsverksamheten			
Erhållna koncernbidrag		-	1
Upptagna lån		150 000	-
Amortering av lån		-	-25 000
Kassaflöde från finansieringsverksamheten		**150 000**	**-24 999**
Årets kassaflöde		**-**	**-**
Likvida medel vid årets slut		**-**	**-**

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Noter

Not 1 Redovisningsprinciper

Belopp i Tkr om inget annat anges

Allmänna redovisningsprinciper

Årsredovisningen har upprättats i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Värderingsprinciper m m

Tillgångar, avsättningar och skulder har värderats utifrån anskaffningsvärden om inget annat anges nedan.

Utländsk valuta

Monetära poster i utländsk valuta räknas om till balansdagens kurs. Icke-monetära poster räknas inte om utan redovisas till kursen vid anskaffningstillfället.

Skatt

Skatt på årets resultat i resultaträkningen består av aktuell skatt och uppskjuten skatt. Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte har redovisats. Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.

Intäkter

Det inflöde av ekonomiska fördelar som företaget erhållit eller kommer att erhålla för egen räkning redovisas som intäkt. Intäkter värderas till verkliga värdet av det som erhållits eller kommer att erhållas, med avdrag för rabatter.

Koncernbidrag

Huvudregel för redovisning av koncernbidrag enligt 35 kap. inkomstskattelagen (1999:1229).

Koncernbidrag som erhållits/lämnats redovisas som en bokslutsdisposition i resultaträkningen. Det erhållna/lämnade koncernbidraget har påverkat företagets aktuella skatt.

Koncernredovisning

Bolaget har med stöd av ÅRL kap 7 §2 inte upprättat någon koncernredovisning då moderbolaget lyder under lagstiftningen inom Europeiska Ekonomiska Samarbetsområdet. Moderbolagets koncernredovisning har upprättats och reviderats enligt den lagstiftning som tillkommit i enlighet med Europeiska gemenskapernas direktiv av den 13 juni 1983 om sammanställd redovisning (83/349 EEG).

Det överordnade moderbolaget är Transdev Group S.A. (org nr 521477851), med säte i Issy les Moulineaux, där den gemensamma koncernredovisningen upprättas och återfinns (32 Boulevard Gallieni, 92 130 Issy les Moulineaux, Frankrike.)

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Not 2 Uppskattningar och bedömningar

Upprättandet av bokslut och tillämpning av redovisningsprinciper baseras ofta på ledningens bedömningar, uppskattningar och antaganden som anses vara rimliga vid den tidpunkt då bedömningen görs. Uppskattningar och bedömningar är baserade på historiska erfarenheter och ett antal andra faktorer som under rådande omständigheter anses vara rimliga. Resultatet av dessa används för att bedöma de redovisade värdena på tillgångar och skulder, som inte annars framgår tydligt från andra källor. Det verkliga utfallet kan avvika från dessa uppskattningar och bedömningar. Uppskattningar och antaganden ses över regelbundet.

Enligt företagsledningen är väsentliga bedömningar avseende tillämpade redovisningsprinciper samt källor till osäkerhet i uppskattningar, främst relaterade till nedskrivningsprövning av materiella anläggningstillgångar.

Not 3 Anställda och personalkostnader

Bolaget har inte haft någon personal sedan mars 2008. Det har inte heller skett någon utbetalning till styrelse eller ledande befattningshavare.

Not 4 Arvode och kostnadsersättning till revisorer

Huvudansvarig revisor är Ernst & Young AB och upplysningar om bolagets revisionsarvode och kostnadsersättning lämnas hos bolagets dotterbolag Transdev Sverige AB.

Not 5 Ränteintäkter och liknande resultatposter

	2022-01-01-2022-12-31	*2021-01-01-2021-12-31*
Ränteintäkter, koncernföretag	10 549	5 475
Summa	**10 549**	**5 475**

Not 6 Räntekostnader och liknande resultatposter

	2022-01-01-2022-12-31	*2021-01-01-2021-12-31*
Räntekostnader, koncernföretag	-8 969	-5 475
Summa	**-8 969**	**-5 475**

Not 7 Bokslutsdispositioner

	2022-01-01-2022-12-31	*2021-01-01-2021-12-31*
Erhållna koncernbidrag	-	1
Lämnade koncernbidrag	-1 580	-
Summa	**-1 580**	**1**

Not 8 Andelar i koncernföretag

	2022-12-31	*2021-12-31*
Ackumulerade anskaffningsvärden:		
-Vid årets början	1 602 626	1 602 626
Utgående ackumulerade anskaffningsvärden	1 602 626	1 602 626
-Vid årets början	-1 597 626	-1 597 626
Utgående ackumulerade nedskrivningar	-1 597 626	-1 597 626
Redovisat värde vid årets slut	**5 000**	**5 000**

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Specifikation av moderföretagets innehav av aktier och andelar i koncernföretag

Eget kapital samt Årets resultat har angetts i sin helhet oavsett ägarandel.
I Eget kapital ingår 79,4% av obeskattade reserver.
Med Årets resultat avses resultat efter finansiella poster.

	Eget kapital	Årets resultat
Transdev Sverige AB	292 259	224 037
KB Bussningen	79 261	573

Dotterföretag / Org nr / Säte	*Antal andelar*	*Kapitalandel i %*	*Redovisat värde*
Transdev Sverige AB, 556042-4391, Stockholm	200 000	100	-
KB Bussningen, 916631-9526, Stockholm	-	83	5 000
			5 000

Not 9 Kortfristiga fordringar

I koncernens svenska del finns en gemensam cashpool och en beviljad checkkredit på 75 MSEK, vilken per den 31 december 2022 var outnyttjad (0 MSEK).

Bolaget ingår i koncernens gemensamma cashpool, där också koncernbidrag regleras. Transdev Sverige AB är innehavare av koncernens cashpoolkonto. Transdev Northern Europe ABs andel per 2022-12-31 uppgick till 214 MSEK (312 MSEK).

Not 10 Antal aktier och kvotvärde

Antal aktier uppgår till 7 000 000 stycken och aktiernas kvotvärde till 7,14.

Not 11 Långfristiga skulder

	2022-12-31	*2021-12-31*
Skulder till koncernföretag	400 000	250 000
	400 000	**250 000**

Skulder till koncernföretag om 400 MSEK (250 MSEK) ingår i en kreditfacilitet som bolaget har mot moderbolaget som löper ut 19:e augusti 2026.

Not 12 Upplupna kostnader och förutbetalda intäkter

	2022-12-31	*2021-12-31*
Upplupna räntekostnader till koncernföretag	910	137
	910	**137**

Not 13 Ställda säkerheter och eventualförpliktelser

Ställda säkerheter

	2022-12-31	*2021-12-31*
För egna skulder och avsättningar		
Företagsinteckningar	-	-
Summa ställda säkerheter	**-**	**-**

Eventualförpliktelser

	2022-12-31	*2021-12-31*
Borgenförbindelser till förmån för Prestationsgaranti	527 500	527 500
Summa eventualförpliktelser	**527 500**	**527 500**

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Not 14 Betalda räntor

Belopp i Tkr	*2022-01-01-2022-12-31*	*2021-01-01-2021-12-31*
Betalda räntor		
Erhållen ränta	10 549	5 475
Erlagd ränta	-8 969	-5 475
	1 580	**-**

Not 15 Koncernuppgifter

Transdev Northern Europe AB ägs till 100% av Transdev Group S.A, organisationsnummer 521477851 som i sin tur ägs av Caisse des Depots et Consignations, organisationsnummer B 497941377, med säte i Paris, Frankrike och Rethmann Group, organisationsnummer DE 196 899 706, med säte i Amtsgericht Dortmund, Tyskland. Ägandet är fördelat 66/34 mellan bolagen 2022-12-31.

Not 16 Nyckeltalsdefinitioner

Balansomslutning:
Totala tillgångar.

Soliditet:
(Totalt eget kapital + 79,4% av obeskattade reserver) / Totala tillgångar.

Not 17 Disposition av vinst eller förlust

Styrelsen föreslår att till förfogande stående vinstmedel, kronor 167 013 902, disponeras enligt följande:

	2022-12-31
Balanserat resultat	167 013 902
Årets resultat	0
Balanseras i ny räkning	167 013 902
disponeras så att	
i ny räkning överföres	167 013 902
	167 013 902

Underskrifter

Stockholm 2023-06-30

Thierry Mallet
Styrelseordförande

Anna Höjer
Verkställande direktör

Laurent Terris
Styrelseledamot

Marcos Garcia
Styrelseledamot

Vår revisionsberättelse har lämnats 2023-

Ernst & Young AB

Jennifer Rock Baley
Auktoriserad revisor

20230710244494

Underskrifter

Stockholm 2023- -

Thierry Mallet
Styrelseordförande

Anna Höjer
Verkställande direktör

Laurent Terris
Styrelseledamot

Marcos Garcia
Styrelseledamot

Vår revisionsberättelse har lämnats 2023- 06- 30

Ernst & Young AB

Jennifer Rock Baley
Auktoriserad revisor

20230710244496

Building a better working world

Revisionsberättelse

Till bolagsstämman i Transdev Northern Europe AB, org.nr 556066-8633

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Transdev Northern Europe AB för räkenskapsåret 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Transdev Northern Europe ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat och kassaflöde för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Transdev Northern Europe AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning av Transdev Northern Europe AB för räkenskapsåret 2022 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Transdev Northern Europe AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den 2023-06-30

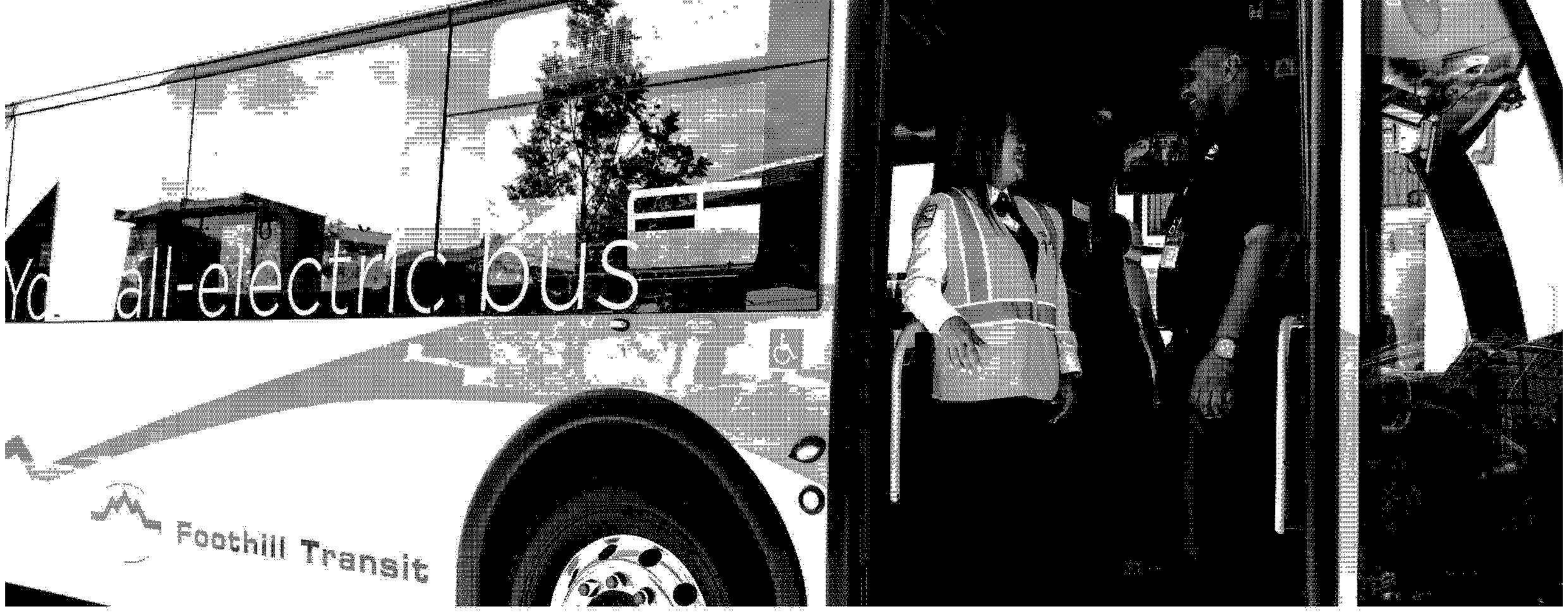
Ernst & Young AB

Jennifer Rock-Bailey
Auktoriserad revisor

A member firm of Ernst & Young Global Limited

Financial Report 2022

transdev
the mobility company



Transdev, a fast-growing global group at the heart of mobility challenges

Around the world, in the 19 countries where Transdev does business, 2022 was a **year of rebound** for our Group, after a year 2021 still marked by the pandemic.

Although there was a significant increase in **ridership** in all our networks worldwide during the past year, we have not yet returned to our 2019 levels.

On the **financial** front, with revenues up 10% to €7.7 billion, and thanks to the turnaround efforts carried out in our transportation networks around the world, we generated a net result of €20 million in 2022. This return to profitability was achieved despite an economic context marked by the energy crisis and inflation.

The main impact of the **energy crisis** that Europe has experienced since last spring, has been the soaring cost of fuel, gas and electricity, which had a negative impact of €82 million (net of government support received) on the Group's results in 2022 versus 2021.

The year 2022 was marked by a number of **commercial successes** and network launches, such as in France (renewal of the Saint-Etienne contract, new contracts in the Ile-de-France region, including the first urban cable car, maritime routes in Brittany, etc.), Australia (bus networks in Perth and Sydney), the Netherlands (extension of the Stadsregio Arnhem-Nijmegen contract), Germany (Hanover S-Bahn regional express trains), Sweden (buses and trains) and the United States (California).

We have also continued our efforts in the field of **energy transition** to maintain our lead, strengthen our expertise and meet the ever-increasing expectations of our clients around the world. A highlight of the year was the successful start of our GreenMovil contract in Bogotá, Colombia, with a fleet of 406 electric buses, the largest in South America. In the Netherlands, in 2022, we surpassed the symbolic milestone of 500 electric buses in service in the country. By the end of 2023, we will operate a fleet of over 2,500 electric vehicles worldwide.

Transdev has embarked on a **winback strategy in the metro business** and was awarded two contracts. The first was in Ecuador, for the operation of the new metro in the capital, Quito, which will start in the first half of 2023, and the second in Canada, where we won a 30-year contract to operate and maintain the future "Ontario Line" automatic metro in Toronto, which is currently under construction.

Transdev will soon finalize the acquisition of **First Transit,** one of the largest private operators of mobility solutions in North America. As a result of this transaction, Transdev will become the leading private operator of public transportation services in the United States and Canada, making North America its second largest market, after France.

Our group is increasingly global, with operations in 19 countries, and offers a broad range of expertise to serve our passengers. Our values of diversity, equity and inclusion, both as an employer and as a business partner, are enriched by strong local cultures wherever we do business. These assets, along with our international presence, will bring us numerous opportunities in 2023.

I have confidence in Transdev's teams to continue our profitable growth together and to meet the societal and environmental challenges of mobility, serving the common good.

Thierry Mallet, Chairman & CEO, Transdev Group

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Management repo
Transdev Group

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transdev
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Impact of the energy crisis on Transdev's business activities

Impact of the energy crisis on the public transportation sector

After the health crisis, which particularly impacted Transdev due to lower ridership and business levels, business in 2022 was strongly affected by the major energy volatility in Europe.

The public transportation sector in general, and Transdev in particular, are major energy consumers and therefore their energy costs have increased significantly.

However, public transportation operators have widely varying exposures to energy prices depending on their contracts. In some cases, well-honed and frequently updated indices protect them from price volatility. In other cases, the indices are not updated frequently enough to take into account the current volatility, for example if they are updated annually, or if the index itself does not reflect changes in purchasing costs. This was a particularly significant issue for electricity and gas in 2022. Despite the support of public authorities and indexation mechanisms, the negative impact of rising energy prices is estimated at (€82) million in 2022 (net of indexation and public aid), mainly in Europe.

Against the backdrop of this pronounced energy crisis throughout Europe, Transdev continued to fulfil its obligations to manage transportation services on behalf of local authorities.

In conjunction with other industry stakeholders, the Group is working, in this new environment of price volatility, to improve the frequency of updates and the quality of energy indices used in contracts.

The energy transition remains at the core of our priorities, and we intend to continue developing our fleet of electric vehicles and hydrogen buses.

Support from public authorities and our clients

The support plans in some countries have helped to mitigate the rise in energy prices and the imprecise indices, but these have proved very inadequate, particularly in France, Germany and the Czech Republic.

Moreover, the German government introduced a €9 monthly pass for public transportation nationwide for three months, which increased ridership on public transportation (10% shift from road to rail) and is introducing a new national ticket in May 2023.

The Netherlands and Germany have also maintained their public transportation subsidies to offset the impact of the drop in ridership due to COVID and to maintain the quality of the public transportation offer with a view to promoting modal shift.

Impact of rising interest rates

The year 2022 was also marked by rising interest rates in most countries where the Group operates. This change in interest rates did not have a significant impact on the cost of debt for the year, as the Group's financial debt is mainly at fixed rates.

Changes in the discount rates for provisions enabled the Group to reduce the amounts of certain long-term provisions, which increased Current Operating Result by +€21.7 million.

Outlook and Transdev's operational response

Public transportation has an essential role to play in countries' economic, social and territorial cohesion and ecological transition.

Transdev enables each person to get around thanks to reliable, efficient and innovative solutions. With the help of local authorities, the Group contributes to the development of local areas.

The Group adapts its services and innovates in order to adjust to the new behaviors and needs of passengers, as well as to the financial capacities of its clients.

Transdev accelerated its energy transition throughout 2022 by increasing the size of its alternative (non-diesel) fleet by 6%. By the end of 2023, the Group aims to operate 2,500 electric vehicles and 3,500 biofuel vehicles worldwide.

In addition, Transdev is working to reduce energy use through commitments and concrete actions over the medium and long term, such as more strictly controlling consumption, by joining the Ecowatt program in France and, in particular, by accelerating the rollout of eco-driving and reducing its digital footprint.

The Group's priority in 2023 continues to be the energy transition and reducing energy consumption, while ensuring the social inclusion of all citizens and continuing to innovate and extend its services to cover all local areas (particularly, peri-urban areas), in order to meet new mobility needs and stimulate modal shift.

Management report on the consolidated financial statements

Chiffres clés – comptes consolidés

(€ millions)	Fiscal year 2021 (12 months)	Fiscal year 2022 (12 months)
Revenue	7,010.9	**7,707.2**
EBITDA (Earnings before interest, taxes, depreciation and amortization)	632.6	**512.4**
Current operating result[1]	123.9	**87.0**
Net income (loss)	(159.0)	**22.2**
Net income – Group share	(162.1)	**20.4**
Net financial debt (NFD)	1,215.2	**1,133.9**

[1] *Note VI.4.1.2. of the notes to the consolidated financial statements describes the reconciliation of EBITDA to current operating result and operating result.*

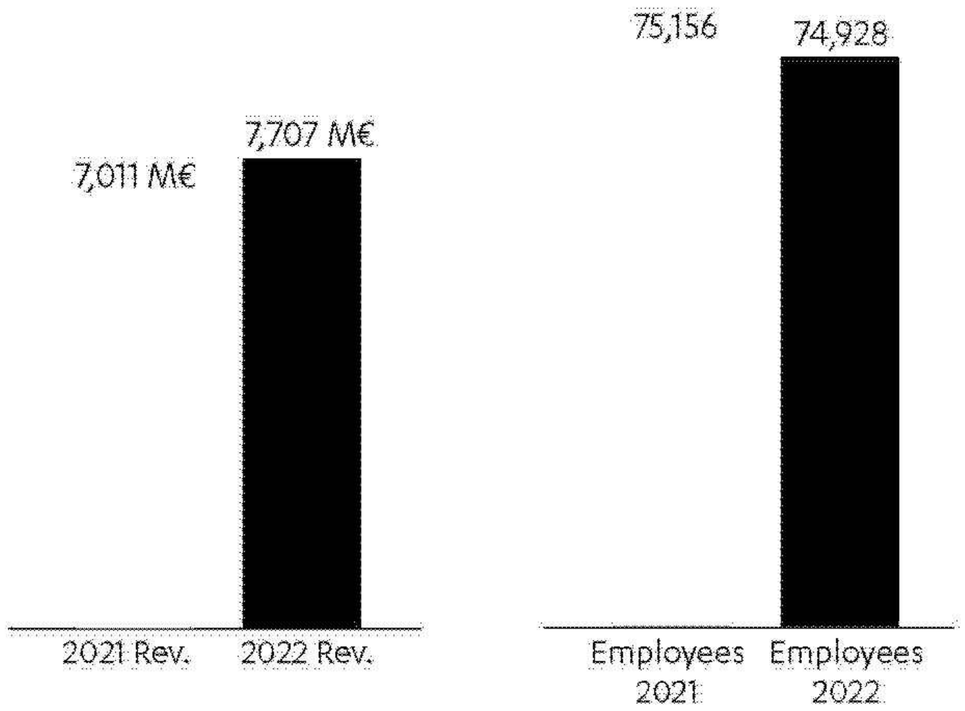
Group keys figures

The Group operates in **19** countries

Annual revenue: M€ **7,707**

74,928 employees[1]

Revenue - 12 months & Number of employees[1]



[1] *Figures do not include the contribution of public-private partnerships. Data on number of employees are stated as a weighted average number of employees and do not include discontinued operations or employees of joint ventures and associates.*

Group performance in 2022

The Group saw a solid recovery in business following the COVID-19 crisis, which enabled its return to profitability in fiscal year 2022, thanks to the commitment of all employees and the support of its clients and local authorities.
This is reflected in Current Operating Result (COR) of +€87.0 million.
The Group's EBITDA was down in 2022 (-19%), mainly due to the negative impacts of energy costs. However, the Group's indebtedness fell slightly, despite continued significant investments (€536 million of gross CapEx).

The Group reported net income of +€20.4 million, up sharply from the previous year. In fiscal year 2021, Transdev recognized impairment losses on goodwill totalling (€195.0) million.

Uncertainties due to the volatility of energy prices and the upcoming negotiations with the authorities on contracts in difficulty are reflected in the Group's long-term plan. Transdev has recognized losses on completion of certain contracts, particularly in Germany and Sweden.

Despite the difficulties created by the energy crisis, the Group has continued its energy transition efforts and investments. In addition to a growing fleet of electric buses (over 1,600 electric vehicles in operation in 2022), the Group has continued its development with hydrogen and bio-VNG solutions.

Business development and activities

In 2022, the Group had major business gains and win backs in all our markets; some significant examples are described below.

France

- Transdev renewed its contract with the city of Saint-Etienne for a period of eight years (which may be extended for an additional year).
- In the Ile-de-France region, Transdev won the operating contracts for 16 bus lines serving the north of the Seine-Saint-Denis department for a period of five years (16 lines). In addition, Transdev's Côteaux de la Marne-Sucy-en-Brie contract was renewed for a term of six years.
- The Group renewed its contract providing maritime service to the Morbihan islands for a period of seven years.

Netherlands

- Transdev extended its Stadsregio Arnhem-Nijmegen (SAN) contract by four years starting in December 2022.

Australia

- The Group won the contract to continue operating the Fremantle and Rockingham-Mandurah (Perth) bus services in Western Australia for a period of 10 years, a service which Transdev has provided since 1996.

United States

- Transdev successfully bid for the renewal of the Foothill (California) contract for five years (with possible extensions), which includes a fleet of electric and hydrogen buses. As a result, Transdev continues to be the leader in low-carbon mobility in the United States.

Canada

- Transdev was chosen to operate and maintain the new Ontario Line in Toronto, a high-speed driverless subway line, for a period of 30 years.

Chile

- Transdev was chosen to operate the U4 and U6 bus lots in Santiago for a period of five years (with an option to extend the term for another five years).

Ecuador

- Transdev (51%), together with its partner Metro de Medellin (49%), won the contract to operate the first metro line in Quito, the capital of Ecuador. This contract has a term of six years.

Sweden

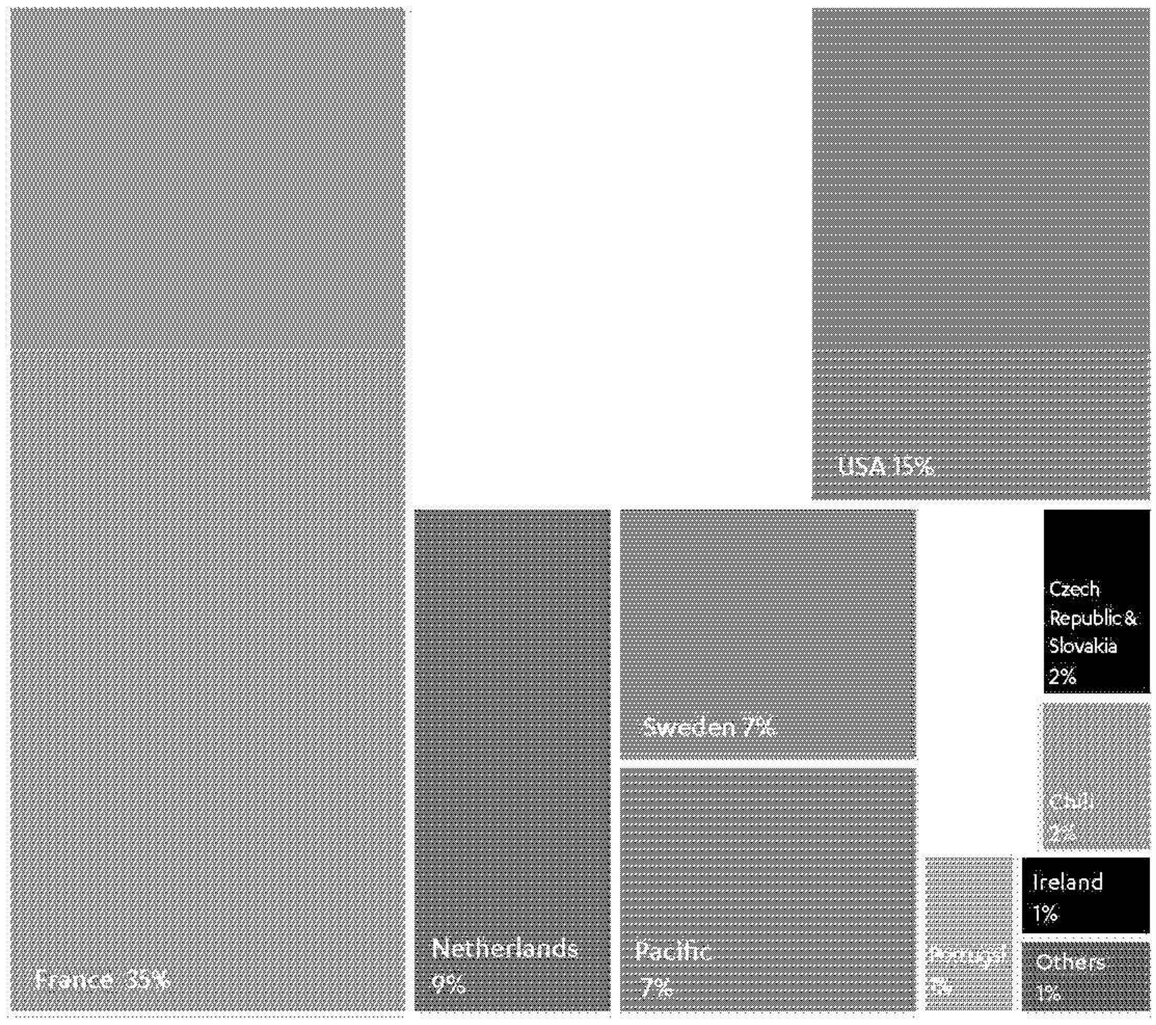
- The Group took over the Öresundståg contract, a cross-border train network between Denmark and Sweden that serves the major cities in the region, including Copenhagen, Malmö and Gothenburg, for a period of two years.

In addition, on October 26, Transdev signed an agreement to acquire First Transit, which operates in the United States and Canada, with a view to creating a public transportation leader in North America. The acquisition is expected to close in the first quarter of 2023.

Group results in 2022

The Group's consolidated revenue amounts to €7,707 million in 2022, up 10% compared to 2021, reflecting a clear upturn in business activity, the effect of higher prices and a stronger U.S. dollar.

Breakdown of 2022 revenue by location



At year-end 2022, EBITDA is of €512.4 million, i.e. a margin of 6.6%, which is a decrease compared to 2021 (9.0%). The decrease is due primarily to the negative impacts of energy costs.

Current Operating Result (COR) amounts to +€87.0 million, down from +€123.9 million in 2021, with a margin rate of 1.1% (versus 1.8% in 2021). The negative impact of higher energy costs, estimated at €82 million, was partially offset by improved performance.

The cost of the Net Financial Debt amounts to (€36.0) million in 2022. The rise in interest rates in most countries where Transdev operates has not significantly impacted the cost of debt, as majority of the debt is at fixed rates.

Net income Group share of +€20.4 million, is driven by improved operating results. Higher energy costs, loss making contracts, and acquisition costs were mitigated by one-off transactions, in particular capital gains on disposals, the reduction in certain discounted liabilities due to the impact of higher interest rates, reversals of provisions, and favorable negotiations with our clients.

The level of Net Financial Debt (including IFRS 16 lease liabilities) of €1,133.9 million at year-end 2022, down slightly relative to 2021 (€1,215.2 million), despite the fact that the Group has continued to invest significantly (€536 million of gross CapEx).

Foreseeable trends and outlook

The 2023-2028 strategic plan is built on an analysis of our markets and the transformations they are undergoing. Mobility is a service that must adapt to changes in passenger behavior. The key factor in this transformation is the response to the climate challenge. Our services must continue to innovate to offer our passengers an alternative to the private car. The energy transition of our fleets, the development of efficient rail services, and the continuous improvement of our operations will also contribute to decarbonizing mobility.

In line with the Moving You strategic plan, Transdev is continuing to allocate resources and expand its expertise to promote a high-quality service offer that advances modal shift, the energy transition and the development of multimodal projects.

Recent developments and subsequent events

This information is provided in both the group consolidated and company financial statements.

Research and development activities

In 2022, the Group's activities focusing on innovation remained at the heart of our strategy, as confirmed by the following projects:

- The development of digital transport on demand (ToD) solutions by Cityway to offer more flexible services better adapted to the needs of our passengers.
- Transamo's management of the project to build a MaaS (Mobility as a Service) solution for the city of Montreal in Canada.
- Hybridization of fixed routes and transport on demand services provided through a unique platform in the Netherlands.
- Coordination of a research program led by Gustave Eiffel University to study passenger flows and their elasticity with respect to the transportation offer. This program aims to understand the keys to modal shift.
- Our continuing partnerships with start-ups that offer new services to our clients and passengers.
- The development of a solution for optimized recharging of electric vehicles.
- The trial of a hydrogen train in Bavaria in 2023.
- Participation in the first project in the world to retrofit a diesel combustion intercity bus and convert it into a hydrogen electric intercity bus, which took place in Normandy (France).
- Management of autonomous vehicles in France, Sweden, the Netherlands and the United States.

Key factors

As an international leader in public passenger transportation, Transdev has the benefit of an unparalleled field for experimentation. By maintaining close ties with passengers and its public clients, Transdev's teams ensure the continuity of transportation services on a daily basis. Transdev's governance is decentralized, thus providing them with a full range of tools to build value: performance, innovation, attention to passengers, listening to clients, taking care of the teams.

The implementation of Transdev's strategy is based on three key factors:

- We are an employer of choice – Transdev is inclusive and flexible and welcomes its employees into dynamic teams driven by the common good. In particular, Transdev has launched its manifesto for a diverse, fair and inclusive company;
- We invest selectively – Transdev has continued its selective growth despite an economic context disrupted by the energy crisis. An important step in the Group's growth was taken in North America with the acquisition of First Transit;
- We develop added value through our contracts – Transdev has focused on contracts with a high social and environmental impact. Innovations closely tailored to meet the demands of the local areas we serve and of our customers set Transdev apart and position it as the global leader in inclusive and green mobility.

To mitigate and manage its exposure to the risks of fluctuating interest and foreign exchange rates, Transdev uses derivative instruments, some of which qualify as hedge accounting. Additional information on these instruments is presented in note VI.8.4 to the consolidated financial statements.

Management report on the statutory financial statements

Key figures – statutory financial statements

(€ thousands)	Fiscal year 2021	Fiscal year 2022
Revenue	73,260	89,365
Operating result	783	(1,850)
Financial result	(92,308)	3,408
Extraordinary result	1	(1)
Net income (loss)	(69,938)	22,596

Business activities of the company

The Transdev Group's operating result was -1.85 million, compared to +0.8 million in 2021. Financial result, comprising primarily dividends paid by the subsidiaries, the net finance costs on the debt of Transdev Group SA, and changes in impairment of investments, totaled +€3.4 million in 2022, compared to -€92.3 million in 2021, which included significant impairment of investments.

Additional details on changes in the business and financial position, as well as the activity and results of Transdev Group's subsidiaries and the companies it controls, are provided in the section of the management report on the consolidated financial statements.

After taking into account the tax consolidation bonus, net result is a profit of +€22.596 million for the fiscal year.

New investments and disposals during the fiscal year

During fiscal year 2022, the Company carried out acquisitions and capital increases for a total of €89.7 million, relating to the capital increases of:

- its subsidiary Transdev GmbH in the amount of €80 million
- its subsidiary Transdev Ré in the amount of €8.5 million
- its subsidiary Transdev Group Innovation for an amount of €0.7 million;

Existing branches

The Company's operation of the establishment opened in Singapore in 2021 continued in 2022.

Post-closing events

On October 25, 2022, Transdev signed an agreement to acquire First Transit Inc., thereby strengthening its offer of sustainable mobility services and innovative public transportation in the United States and Canada. After the requisite regulatory approvals have been obtained, the acquisition of First Transit Inc. by Transdev North America Inc., a wholly-owned subsidiary of Transdev Group, is expected to close in the first quarter of 2023. This acquisition is financed primarily by a five-year syndicated loan indexed to sustainable development indicators, thus confirming the Group's commitments to its ESG trajectory.

Research and development activities

Transdev Group engages in research and development activities within its new business lines.

Miscellaneous information

In fiscal year 2022, the total amount of lavish expenses within the meaning of Article 39-4 of the French General Tax Code (Code général des impôts) totaled €202,183.

Report on corporate governance

Information concerning corporate officers and executive management

As of the date of this report, the Board of Directors is comprised of the 13 directors listed below, including one independent director and two directors who represent employees.

Directors	Date appointed/reappointed	Date term of office expires
Ms. Anne-Marie Couderc *(Independent director)*	15/03/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Mr. Thierry Mallet *(Chairman and Chief Executive Officer)*	29/03/2022	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Caisse des dépôts et consignations, represented by Ms. Audrey Girard	15/03/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Ms. Marie-Hélène Michon	23/07/2021	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Mr. Jean-Michel Fenaut *(Director representing employees)*	01/07/2020	01/07/2024
Ms. Anja Kühler *(Director representing employees)*	18/06/2020	18/06/2024
Mr. Pierre Aubouin	26/03/2021	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2024
Ms. Carole Abbey	26/03/2021	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2024
Mr. Olivier Sichel	09/01/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Mr. Ludger Rethmann *(Vice-Chairman of the Board of Directors)*	09/01/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Dr. Werner Kook	09/01/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Mr. Jean-Louis Hurel	09/01/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022
Ms. Sophie Barbier	09/07/2020	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2023
Mr. Egbert Tölle *(Board observer)*	09/01/2019	General shareholders' meeting that will vote on the financial statements for the fiscal year ending December 31, 2022

The shareholders' meeting held on March 29, 2022 reelected Thierry Mallet to a new four-year term of office as director, thus confirming the decision adopted on January 21, 2022 by the Board of Directors to reappoint him as Chairman of the Board of Directors for the duration of his term of office as director and as Chief Executive Officer for a term of five years. Mr. Mallet's appointment took effect immediately and automatically at the conclusion of the shareholders' meeting.

For this purpose, the shareholders' meeting amended the bylaws to raise the age limit applicable to the offices of Chairman and Chief Executive Officer, Chief Executive Officer and Deputy Chief Executive Officer.

Finally, the same shareholders' meeting ratified the provisional appointment of Marie-Hélène Michon as a director of the Company for the remaining term of her predecessor.

As the terms of office as directors of Anne-Marie Couderc, Marie-Hélène Michon, Caisse des Dépôts et Consignations, Olivier Sichel, Ludger Rethmann, Dr. Werner Kook and Jean-Louis Hurel will expire at the conclusion of the shareholders' meeting convened to approve the financial statements for the year ended December 31, 2022, the shareholders are being requested to renew their terms of office for a period of four years expiring at the

Provided the shareholders' meeting convened to vote on the financial statements for the year ended December 31, 2022 renews Ludger Rethmann's term of office as director, the Board will be requested to renew his term of office as Vice-Chairman of the Board.

On February 2, 2023, the Board of Directors examined the independence criteria applicable to independent directors and decided that Anne-Marie Couderc continues to meet the criteria for being considered an independent director, notwithstanding the fact that she has held her office for 12 years. Therefore, provided the shareholders' meeting convened to vote on the financial statements for the year ended December 31, 2022 renews Anne-Marie Couderc's term of office as director, it will be proposed that she retain her status as independent director.

As the term of office as Board observer of Egbert Tölle will expire at the conclusion of the shareholders' meeting convened to approve the financial statements for the year ended December 31, 2022, the shareholders are being requested to renew his term of office for a period of four years expiring at the conclusion of the shareholders' meeting that will be convened to vote on the financial statements for the year ending December 31, 2026.

As the Company is not listed and is exclusively controlled by the Caisse des Dépôts et Consignations, no directors are concerned by the obligations to disclose remuneration as set out in Article L. 225-102-1 of the French Commercial Code (Code de commerce), as amended by Order no. 2014-863 of July 31, 2014. In addition, the table below lists the offices and positions held by the various corporate officers in all companies.

MR. THIERRY MALLET

Transdev Group	Chairman and Chief Executive Officer Director Chair of the Strategic Committee Chair of the Investment Committee
Transdev SA	Chairman and Chief Executive Officer Director
Transdev Ile-de-France	Chairman and Chief Executive Officer Director
Transdev Sverige AB	Chairman Board member
Transdev Northern Europe	Chairman Board member
TBC Holding	Director Class A Chairman
Transdev North America	Director
Transdev Australasia Pty	Director
HIME (SAUR)	Membre de l'Advisory Board

MR. OLIVIER SICHEL

Transdev Group	Director
Caisse des dépôts et Consignations	Deputy Chief Executive Officer
CDC Habitat	Member of the Supervisory Board
Euronext N.V	Member of the Supervisory Board
La Poste	Director
Assia Inc.	Member of the Board of Directors (resignation effective February 15, 2023)
Agence nationale de la cohésion des territoires	Representative of Caisse des Dépôts on the Board of Directors
Fondation digital new deal	Chairman of the Board of Directors

MS. CAROLE ABBEY

Transdev Group	Director Chair and Member of the Appointments and Compensation Committee Member of the Investment Committee Member of the Audit Committee Member of the Strategy Committee Member of the CSR Committee
SCET	Director Chair of the Board of Directors Member of the Remuneration Committee
BPIFrance SA	Director Member of the Risk Committee Member of the Audit Committee
BPIFrance Participations	Director Member of the Investment Committee
BPIFrance Investissements	Director
ICADE	Director

MS. AUDREY GIRARD

Transdev Group	Standing Representative of the Caisse des dépôts et consignations Director Member of the Audit Committee
CDC Investissement immobilier	Standing Representative of the Caisse des dépôts et consignations Director
CDC Investissement immobilier interne	Standing Representative of the Caisse des dépôts et consignations Director
Association HAP (hôpital Paul Desbief) Marseille	Ex-officio member
Fondation hôpital Ambroise Paré Marseille	Ex-officio member

MR. PIERRE AUBOUIN

ADL Participations	Member of the Supervisory Committee
Aéroports de la Côte d'Azur	Board Observer
CIBAIR	Member of the Executive Committee
Gestionnaire d'infrastructure CDG Express	Member of the Board of Directors Chairman of the Board of Directors
Transdev Group	Director Deputy member of the Investment Committee
Institut de la gestion déléguée	Member of the Board of Directors
Ludev-Logistique urbaine développement (Evol Holding)	Member of the Strategy Committee
Mobilité-Agglomération-Rémoise	Chairman of the Board of Directors
Logivolt Territoires	Member of the Strategy Committee

MS. ANNE-MARIE COUDERC

Transdev Group	Independent director Member of the Audit Committee Member of the Strategy Committee Chair and Member of the CSR Committee
Plastic Omnium	Director Chair and Member of the Appointments Committee
Ramsay Générale de Santé	Director Member of the Audit Committee Member of the Risk Committee Chair and Member of the Remuneration Committee
Air France/KLM	Director Chair of the Board of Directors
CESE	Membre
Fondation Veolia	Director

MS. SOPHIE BARBIER

Transdev Group	Director Member of the Strategy Committee
Compagnie des Landes	Member of the Supervisory Board
Novethic	Member of the Strategy Committee

MS. MARIE-HELENE MICHON

Transdev Group	Director Member of the Appointments and Remuneration Committee Member of the CSR Committee
GeoPost IMDH	Member of the Supervisory Board
DPD Deutschland Gmbh	Member of the Supervisory Board
SRT Group	Member of the Supervisory Committee
Chronopost SAS	Member of the Supervisory Committee
DPD France SAS	Member of the Supervisory Committee
Pickup Services	Member of the Supervisory Committee
Pickup Logistics SAS	Member of the Supervisory Committee
GeoPost Holdings Ltd	Member of the Board of Directors
GeoPost Intermediate Holdings Ltd	Member of the Board of Directors
DPDgroup UK Ltd	Member of the Board of Directors
DPD UK Ltd	Member of the Board of Directors
DPD Local UK Ltd	Member of the Board of Directors
Speedy AD	Member of the Board of Directors Member of the Audit Committee
DPD Polska	Member of the Supervisory Committee

MS. ANJA KÜHLER

Transdev Group	Director representing employees Member of the CSR Committee

MR. JEAN-MICHEL FENAUT

Transdev Group	Director representing employees Member of the Audit Committee

DR. WERNER KOOK

Transdev Group	Director Member of the Investment Committee Member of the Strategy Committee Member of the Appointments and Remuneration Committee
Niederrheinische Verkehrsbetriebe Aktiengesellschaft Niag	Member
RETHMANN Group	Chief Representative Rethmann Group
BDI-Verkehrsausschuss	Member
IHK-Fachausschuss Verkehr und Logistik	Member
Bundesfachkommission Verkehr, Logistik, Infrastruktur, Wirtschaftsrat Deutschland	Chairman
RHENUS SE & Co. KG	Chief Representative
RETHMANN SE & Co. KG	Chief Representative
FB4-Advisory Boards Wirtschaftswissenschaftliche Fakultät Der Westfälischen Wilhelms-Universität Münster	Member

MR. LUDGER RETHMANN

Transdev Group	Director Vice-Chairman of the Board of Directors
Board of RETHMANN SE & Co. KG	Member
Board of REMONDIS SE & Co. KG	Chief Executive Officer
Supervisory board SARIA SE & Co. KG	Member
Advisory board Deutsche Bank SE	Member
Advisory board Kirchoff Group	Member
Supervisory board of the Clinic Group Katholische St. Paulus Gesellschaft	Member
Board of Trustees St. Marien Hospital	Member
Supervisory board Rhenus SE & Co. KG	Member

MR. JEAN-LOUIS HUREL

Transdev Group	Director Chair and Member of the Audit Committee Deputy member of the Investment Committee
RETHMANN France SAS	Chairman
ENSCR (Ecole Nationale Supérieure de Chimie de Rennes)	Director

MR. EGBERT TÖLLE

Transdev Group	Board Observer
REMONDIS Group	Vice-Chairman
REMONDIS International Group	Chairman
Lhoist/Rheinkalk Group	Member of the Supervisory Board
German Eastern Business Association	Member of Presidency

Statutory auditors

As the term of office of Mazars as principal statutory auditor will expire at the conclusion of the shareholders' meeting convened to vote on the financial statements for the year ended December 31, 2022, it is requested that the shareholders renew its term for an additional period of six years, expiring at the conclusion of the shareholders' meeting that will be convened to vote on the financial statements for the year ending December 31, 2028.

The term of office of d'E&Y et Autres, the principal statutory auditor, was renewed for six years during the general shareholders' meeting of March 29, 2022; therefore, there is no need to renew it.

Powers and/or authority delegated to the board of directors

In respect of capital increases

There are no other delegations of powers or authority to the Board of Directors.

Agreements within the scope of article L.225-38

During the past fiscal year, the following agreements were entered into, either directly or via an intermediary, between the Company and the Chief Executive Officer, any deputy managing directors, one of the corporate officers, one of the shareholders who holds more than 10% of the voting rights in a Company, or, if the shareholder is a company, the company which controls it within the meaning of Article L. 233-3, as well as agreements entered into between the Company and any other business, if the Chief executive officer, any of the deputy managing directors or any of the corporate officers of the Company is the owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, an officer of that company, other than agreements relating to day-to-day transactions that are entered into under normal conditions:

- Caisse des Dépôts et Consignations and Rethmann France concluded an amendment to the shareholders' agreement, following prior approval granted by the Board of Directors on March 3, 2022, with the directors representing Caisse des Dépôts et Consignations and the Rethmann Group not taking part in the vote.
- Caisse des Dépôts et Consignations and Rethmann France concluded an amendment to the shareholders' agreement, following prior approval granted by the Board of Directors on July 29, 2022, with the directors representing Caisse des Dépôts et Consignations and the Rethmann Group not taking part in the vote.
- A corporate officer's agreement that defines the conditions under which Mr. Thierry Mallet performs his duties in his capacity of Chairman and CEO; Mr. Thierry Mallet did not take part in the vote.

The following agreements approved in previous years continued in 2022:

- A shareholders' agreement signed on January 9, 2019 by Caisse des Dépôts et Consignations and Rethmann France, which was witnessed by Rethmann SE&CO KG and the Transdev Group, was approved by the Board of Directors at its meeting of December 21, 2018, as amended following prior approval granted by the Board of Directors on July 28, 2020, with the directors representing Caisse des Dépôts et Consignations and the Rethmann Group not taking part in the vote.
- An investment protocol signed by Caisse des Dépôts et Consignations, the Company, Rethmann France, Rethmann SE&CO KG and Transdev GmbH, which establishes the terms for (i) the Rethmann Group's acquisition of a stake in the Company, (ii) Transdev GmbH's purchase of Rhenus Veniro shares and (iii) the capital increase of Transdev Group paid up on June 28, 2019.

Agreements entered into between senior managers or significant shareholders of the company and a subsidiary

The Investment Protocol was approved by Transdev Group's Board on December 21, 2018 and signed that same date between Caisse des Dépôts et Consignations, Transdev Group, Transdev GmbH, Rethmann SE&CO KG and Rethmann France (the Investment Protocol) as well as the agreements entered into pursuant to the Investment Protocol on January 9, 2019, continued during 2022.

1. Transdev GmbH's purchase of Rhenus Veniro's shares on 9 January 2019
   Rhenus SE sold and Transdev GmbH purchased:
   (i) all limited partner shares in Rhenus Veniro; and
   (ii) all securities of Rhenus Veniro Verwaltungs, representing 100% of the capital and voting rights of Rhenus Veniro Verwaltungs.
   Rhenus Veniro Verwaltungs held all general partner shares in Rhenus Veniro, which together with the limited partner shares referred to in sub-section (i) above, represent all securities of Rhenus Veniro, i.e. 100% of the capital and voting rights of Rhenus Veniro.
2. Two transition services agreements between Rhenus Veniro, Rethmann Services and Rethmann SE, which respectively establish the nature, duration and compensations terms of the services provided by the Rethmann Group to the companies of the Rhenus Veniro Group
   (i) Management agreements between Rhenus Veniro and NIAG
   (ii) Transdev GmbH's assumption of the obligations under warranties Rethmann SE furnished to companies of the Rhenus Veniro group

Employee shareholding

As of December 31, 2022, the Company's employees did not hold any of its shares.

Directors' fees

Transdev Group's general meeting of shareholders held on March 29, 2022 voted to set the total gross annual amount of directors' fees to be paid to the Board of Directors in 2021 at €60,000. This amount is to be divided among the directors. Of this amount, a gross amount of €45,000 was paid during the fiscal year.

We propose that you grant a gross annual amount of €60,000 in directors' fees for fiscal year 2023.

Statement of non-financial performance

The statement of non-financial performance is provided in Appendix 2 to this report.

Vigilance plan

The Company's vigilance plan and the report on its effective implementation are included in the statement of non-financial performance.

Proposed appropriation of income for 2022

We propose that you appropriate the income (profit) for fiscal year 2022, i.e., +€22,596,067.06 to the retained earnings account.

Dividends distributed by the Company in the last three fiscal years:

2019	None
2020	None
2021	None

Amount of loans granted by the company that are ancillary to its main business
(Article L511-6 3 bis, par. 2, of the French Monetary and Financial Code (Code monétaire et financier))

None..

Information on Transdev Group SA payment periods

	Invoices **received** not paid at closing date and overdue					Invoices **issued** not paid at closing date and overdue				
	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total for 1 day or more	1 to 30 days	31 to 60 days	61 to 90 days	91 day or more	Total for 1 day or more
A°) Overdue										
Number of invoices					10					166
Total including VAT for related invoices (in thousand of euros)	2	0	0	11	13	406	6,366	7	4,133	10,912
As a percentage of purchases/net sales (including VAT)	0%	0%	0%	0%	0%	0%	7%	0%	5%	12%
B°) Invoices excluded from (A) relating to disputed or unrecorded invoices										
Number of invoices excluded					8					-
Total including VAT for related invoices (in thousand of euros)					60					-
C°) Payment term used	Contractual payment term					Contractual payment term				

The number of invoices is calculated based on the number of occurences; an occurence corresponds to the number of overdue invoices in the accounts "accounts payables-goods and services" and "payables related to acquisition of fixed assets" for invoices received and "accounts receivables" and "receivables on disposal of tangible and intangible fixed assets" for invoices issued.
The total including VAT for related invoices corresponds to the year-end balance of the above mentionned invoices.
Invoices exclued from (A) correspond to doubtful customers accounts.
N/A : not applicable as long as revenue from the company is made of other revenue only (no net sales).

After the statutory auditors have read their reports to you, we will request that you approve the Company's consolidated and statutory financial statements and the appropriation of income.

If you agree with these proposals, we request that you approve the resolutions submitted to you for a vote.

Appendix 1
Results (and other key figures) of the company during the last five fiscal years

(€ thousands)	Fiscal year 2018	Fiscal year 2019	Fiscal year 2020	Fiscal year 2021	Fiscal year 2022
I - Capital at the end of the period					
Share capital	1,137,120	1,206,036	1,206,036	1,206,036	1,206,036
Number of ordinary shares issued	118,203,700	125,367,560	125,367,560	125,367,560	125,367,560
II - Transactions and results for the period					
Revenue, excluding taxes	76,604	69,004	67,898	59,794	70,455
Income before taxes, employee profit sharing and allowances/ reversals of depreciation, amortization and provisions	117,666	4,806	17,225	11,883	694
Corporate income tax	23,400	24,631	22,203	21,575	21,038
Employee profit sharing owed for the period	-	-	-	-	-
Income after taxes, employee profit sharing and depreciation, amortization and provisions	(129,135)	94,592	(294,140)	(69,938)	22,596
Income distributed	-	-	-	-	-
III - Income per share (in euros)					
Income after taxes, employee profit sharing but before depreciation, amortization and provisions	1.19	0.23	0.31	0.27	0.17
Income after taxes, employee profit sharing and depreciation, amortization and provisions	(1.09)	0.75	(2.35)	(0.56)	0.18
Dividend paid per share	-	-	-	-	-
IV - Workforce					
Average number of employees during the period	353	310	297	260	258
Payroll during the period	32,056	25,546	28,355	23,927	25,223
Amounts paid as employee benefits during the period (Social security, benefit programs)	15,450	11,850	13,303	11,106	11,831

Appendix 2
Statement of non-financial performance

I. Transdev, a fast-growing global group at the heart of mobility challenges

"Our ambition is to reduce our carbon footprint by 30% by 2030. To achieve this objective, we continuously deploy significant resources through our 'Moving Green' environmental strategy, which formalizes our commitments and concrete actions."

Thierry Mallet, CEO

Mobility is a means, not an end. It enables us to go to school or to work, to meet, to cultivate ourselves, to escape, to entertain ourselves, and to see our loved ones, whether they are near or far. Mobility is an essential need.

Transdev endeavors each day to meet this essential need: to deliver a safe, efficient and increasingly sustainable service available to all. The challenge for Transdev is to enable everyone to move while working for the common good by offering transportation solutions designed as instruments of social cohesion and development. To more fully meet this ambition, Transdev continues to innovate and expand the coverage of its services to serve all types of communities.

Innovating means creating appropriate alternatives to the model of the private car use. This requires taking into account the communities and their demographic density, topography, needs, uses and constraints in order to develop suitable solutions.

To assist our passengers throughout the world, we – the women and men of Transdev – operate trains, metros, trams, buses, coaches, ferries, cable cars, fleets of electric bicycles, transportation on-demand and carpooling services.

The modes used may differ, but the goal remains the same: to contribute to the vitality of communities, to bring their residents closer together, and to meet their mobility needs, while responding to the climate challenge.

Innovating also means reducing CO_2 emissions by turning to means of propulsion other than fossil fuel engines, such as electric vehicles powered by batteries or hydrogen. By the end of 2023, Transdev will operate 2,500 zero emission vehicles* worldwide. To accelerate the energy transition, we are developing a multi-energy approach that makes growing use of sustainable biofuels in our fleet of over 3,500 vehicles*.

In order to collectively rise to this environmental challenge, we have set in motion a transformation process with the aim of becoming even more inclusive, in partnership with all our stakeholders. We also aim to increase our appeal to new talent with a passion for mobility.

Our scope is expanding. Transdev now operates in 19 countries all around the world.

In France, in 2022, many clients placed their trust in us. Examples include numerous new contracts in the Île-de-France region following the opening of the market to competition, including the commissioning of the first urban cable car starting in 2025, and the roll-out of the first retrofitted hydrogen bus in the Normandy region.

In the Americas, Transdev won two new metro contracts: in Toronto, Canada, the Group will operate and maintain the future automatic "Ontario Line" for 30 years. South America has become a major market for Transdev, which already does business in Chile and Colombia, where Transdev signed a significant contract with TransMilenio for over 400 electric buses. In Quito, Ecuador, the Group will operate the capital's metro as of the first half of 2023. In the United States, we had some notable renewals, such as the Foothill Transit bus network. Last fall, Transdev signed an agreement to acquire First Transit, making North America its second largest business market, behind France.

Transdev teams are committed to serving the common good and developing tailor-made, equitable and responsible transportation services in all communities we serve. This is the foundation for Transdev's growth, as well as a source of inspiration for its employees.

In 2022, we validated our CSR trajectory, which is founded on environmental, social and governance commitments, and placed it at the heart of our strategy. By doing so, we clearly manifest our ambition to be an employer of choice, an inclusive leader and strong contributor to carbon neutrality, exemplary in terms of ethics and compliance. Furthermore, these commitments demonstrate that we are an active player in the economic and social development of communities, including by providing access to public transportation for the greatest number.

** over the entire operating scope*

Assets

A "Moving You" strategy to serve communities

- Welcoming new passengers
- Enhancing our value offer for our clients
- Leading green innovation
- Guaranteeing sustainable performance
- Building diverse and cohesive teams

Committed teams throughout the world

- Nearly **84,000** employees in 19 countries
- **69%** of teams employed as drivers
- **24%** women on our teams
- **150+** business lines
- **300** internal experts who provide support for operational projects wherever Transdev does business

An ecosystem of partners, a social and local dynamic

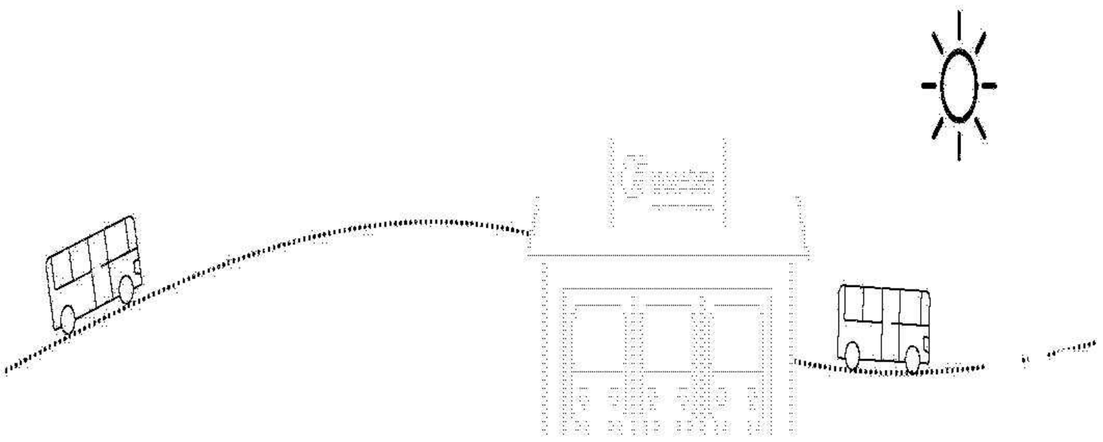
- **300+** procurement categories
- **€362 K** donated through the Transdev Foundation
- **€3.5 billion** on average in products and services purchased out of Transdev total procurements

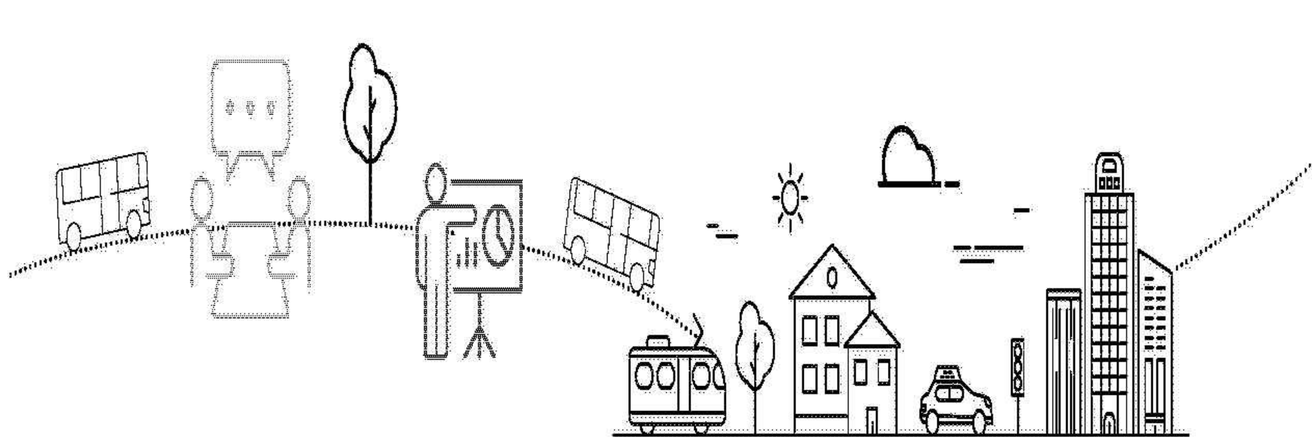
A business model that is respectful of resources

- **€785.6 M** in shareholders' equity and a committed long-term shareholder
- **16** modes of transportation
- **46,669** vehicles operated
- **17.1%** alternative fleet

Value Creation

Empower freedom to move everyday thanks to safe, reliable and innovative solutions that serve the common good®





Results

trips each day throughout the world

of our rail activities comply with the requirements of our safety management system;

of our activities for other modes comply with the requirements of our safety management system.

Inter- and multi-modal mobility solutions for an attractive alternative to the private car

Customer experience and inclusion of all at the heart of our action in the communities we serve

low-emission energies
(including biodiesel, biogas and electricity)

ISO 14001 certified entities

of our entities covered by our Environmental Management System

increase in our alternative fleet (non-diesel), i.e. a progression of 15% to 17% of the fleet between 2021 and 2022

employees have completed the Environmental Awareness training

For our clients, local communities and public institutions

- **€19.9 million** paid in corporate income tax
- **"Moving Green"** tailor-made green solutions deployed in 8 Group countries
- **2,000+** suppliers qualified as inclusive suppliers
- **26,848** new hires in communities

For our employees

- **"Drivers@transdev"** international operational task force set up to attract, recruit, hire and retain drivers
- **83.9%** of employees received training during the year
- **9 countries** have conducted an employee engagement survey
- **5,000+** managers have obtained Health and Safety Certification

THE 10 SIGNIFICANT SUSTAINABLE DEVELOPMENT OBJECTIVES FOR TRANSDEV

3 GOOD HEALTH AND WELL-BEING

5 GENDER EQUALITY

8 DECENT WORK AND ECONOMIC GROWTH

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

10 REDUCED INEQUALITIES

11 SUSTAINABLE CITIES AND COMMUNITIES

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

13 CLIMATE ACTION

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

17 PARTNERSHIPS FOR THE GOALS

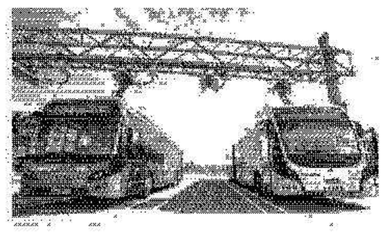
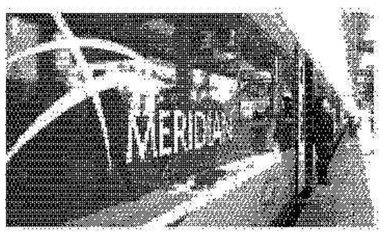
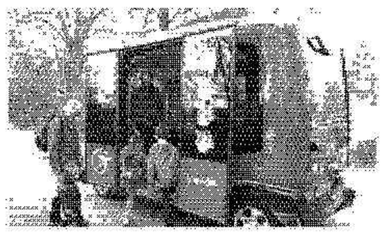
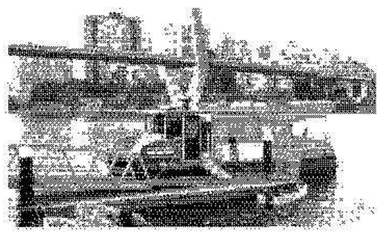
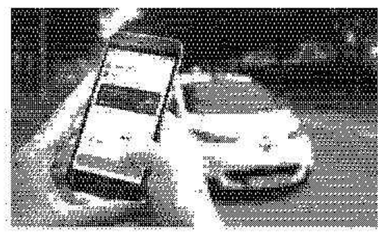
Our business model

Our business

Transdev possesses global expertise derived from over 150 business lines. Each day, 57,868 drivers serve our local authority clients.

Buses, high-frequency bus services, coaches, solidarity shuttles, trains, metros, trams and tram-trains, ambulances, transportation for persons with reduced mobility, transportation on-demand (TOD), autonomous vehicles, bike sharing, funiculars, cable cars, maritime and inland waterway transportation are representative of the broad range of transportation modes and systems and day-to-day infrastructure that we operate all over the world. In addition to our role as an operator, we are committed to offer all kind of mobility solutions at the service of our customers, and delivering sustainable and inclusive mobility.

Our activities

Urban	Intercity	Rail	Light vehicles	Maritime transport	Other
					
▪ Urban and peri-urban buses ▪ Urban rail ▪ Tramway ▪ Metro	▪ Peri-urban and intercity coaches ▪ Long-distance coaches ▪ Staff transportation ▪ Tourism and charters	▪ BtoG rail ▪ Commercial rail	▪ Ambulances and non-emergency medical transportation ▪ Paratransit ▪ Taxis ▪ Autonomous vehicles. ▪ Shuttles	▪ Ferries	▪ Rail infrastructure ▪ POA* consulting ▪ Digital ▪ Call centers ▪ Air cargo ▪ Road cargo ▪ Holding company and resources ▪ Other activities
46.7 %	29.7 %	13.0 %	6.1 %		1.9 %

** project owner assistance*

Nearly all of Transdev's revenues are eligible for the first two objectives of the European taxonomy (European Regulation 2020/852 of June 18, 2020) on climate change mitigation and adaptation.

Our mobility solutions

Our urban, intercity, rail, maritime and specific mobility solutions:

- meet the expectations of our clients that are transit authorities at the national, regional and municipal levels, as well as of our private clients, with respect, transparency and integrity;
- are adapted to the specificities of populations and communities;
- are in line with the demands of society as a whole (ease of use, respect for the environment and the health requirements, and fairness).

Key figures 2022

€7.7
billion
revenue

€20.4
million
net result
Group share

€1.1
billion
financial debt*
** including lease liabilities*

10 %
increase in revenue
for 2022

€87
million
in current
operating result

1,078
electric buses
and coaches

€512.4
million
EBITDA

8,8 M
million
passenger trips
each day

16
transportation
modes

69 %
drivers

93 %
permanent
contracts

84,035
employees

24 %
women

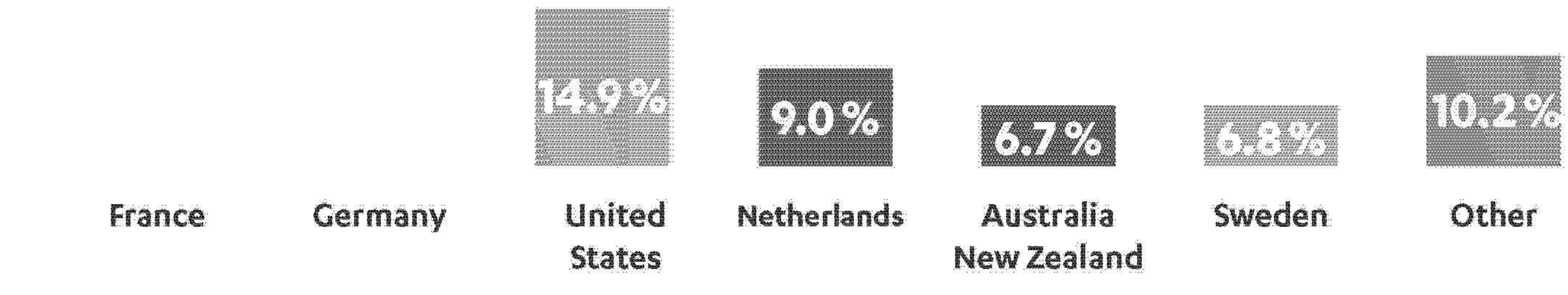
19
ntries

Our geographical presence (consolidation scope)

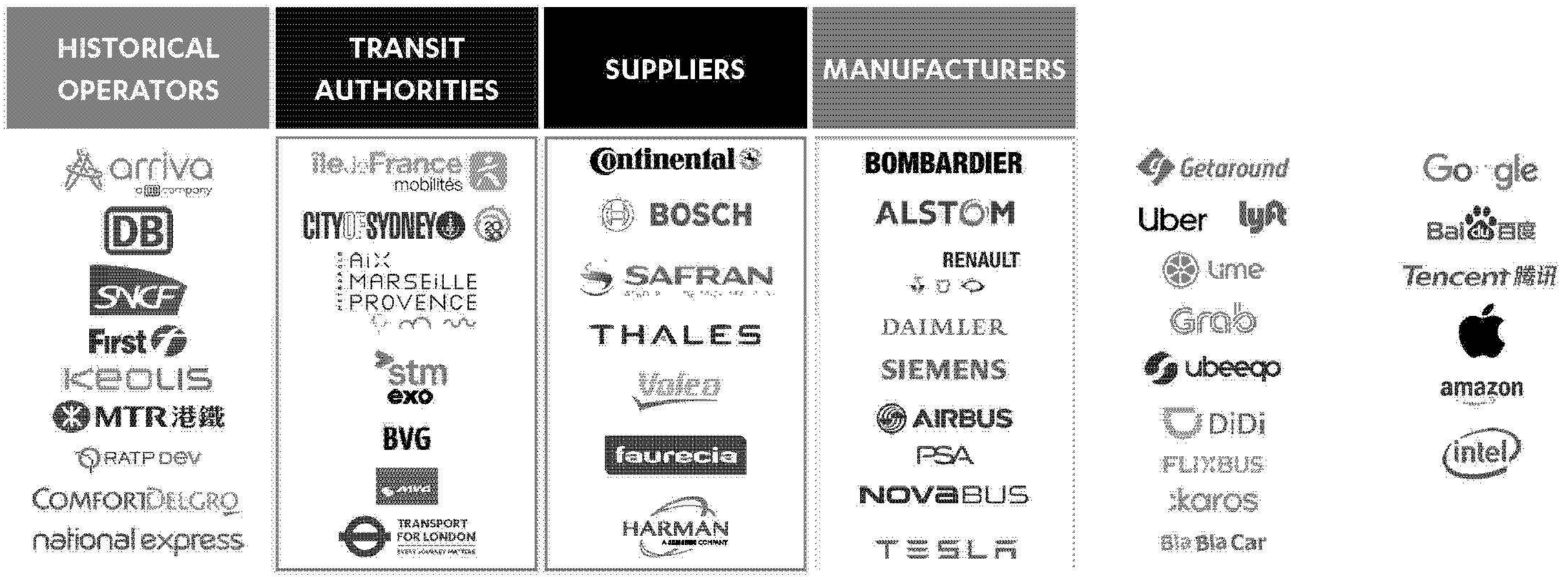
AUSTRALIA
BRAZIL
CANADA
CHILE
COLOMBIA
CZECH REPUBLIC
ECUADOR
FRANCE
GERMANY
IRELAND
MOROCCO
NETHERLANDS
NEW ZEALAND
PORTUGAL
SLOVAKIA
SPAIN
SWEDEN
UNITED KINGDOM
UNITED STATES

Our teams are locally based in 19 countries to meet the specific demands of each group and local area and to offer solutions tailored to the communities we serve.

2022 revenue by country



Our ecosystem of competitors and partners



Traditional competitors are expanding into new geographical areas:

- in Ireland, ComfortDelGro acquired a bus company;
- In Australia, RATP Dev won a contract to operate and maintain Sydney Metro - Western Sydney Airport Line;
- In Dubai, Keolis won the metro/LRT project;
- Grand Paris Express: ComfortDelGro joined forces with RATP;
- in Central Europe, Renfe acquired 50 % of Leo Express;
- in Germany, Trenitalia increased its equity stake in Netinera from 51 % to 100 % (Trenitalia also completed acquisitions in the UK and the Netherlands: Qbuzz);
- in Spain, the SNCF launched Ouilalà;
- in Portugal, National Express won the urban transport contracts for Lisbon and Porto;
- in Singapore, RATP Dev joined forces with ComfortDelGro.

In addition, **operators** are withdrawing from markets and contracts deemed unprofitable or that are highly volatile:

- in Germany, Keolis and Abellio are withdrawing from certain rail contracts;
- in the United Kingdom, a new rail franchising model is being implemented;
- Greyhound is withdrawing from Canada.

The digital giants are enhancing their mobility offers with new services. For example, Google has expanded its multimodal transportation offer by adding several new services and a payment solution to Google Maps.

Start-ups are converting themselves into multimodal mobility platforms with a growing portfolio of activities (passenger transportation, logistics, meal delivery, shopping): FlixMobility and Blablacar are continuing to raise funds to expand into new territories (US, UK, Portugal, etc.). Start-ups have also sought to partially withdraw from the autonomous vehicle business to share the burden of R&D investments.

Manufacturers are accelerating their transition to an electric offer, driven by the stimulus plans. Faced with rising raw material prices, manufacturers in the automobile sector have been forced to streamline their mobility service offers (car sharing, taxis, etc.).

Similarly, **suppliers** have been heavily impacted by the crisis but have benefited from the stimulus plans announced. They are also seeing their business model transformed in an increasingly electric, intelligent and connected market. Software developers will undoubtedly play a key role.

All players in the ecosystem have expanded their geographical presence and some of them have developed new business segments.

The mobility sector is undergoing a major transformation and public transportation is still weakened by the crisis, which has reduced ridership levels and the regularity of operations. In Europe, rising energy prices disrupted the economic balance of contracts.

Public transit authorities have taken advantage of the stimulus plans to improve infrastructure and develop multimodal and low-emission transportation. However, at the same time, individual transportation and electric cars have benefited from the stimulus plan.

Public transportation operators are still trying to find a second wind by:

- obtaining the support of public transit authorities to jointly build the services needed in communities;
- continuously adapting the service offer to changing needs and lifestyles;
- continuing the energy transition of their fleets to meet the challenges of climate change and more expensive raw materials;
- innovating and making an even greater commitment to preserving jobs and maintaining service, which are the key to social cohesion in the communities they serve.

Transdev's adapted mobility networks and solid infrastructure management provide it with the means to reduce its carbon footprint, as well as local pollutants that directly impact public health:

- by focusing on developing rail transportation, which is still the most efficient form of low-emission public transportation;
- by promoting appropriate urban infrastructure (such as high-frequency bus services);
- by committing to the energy transition (renewable energy, zero emissions);
- by reducing the environmental impacts of all our activities (eco-driving, green depots);
- by improving the customer experience in order to accelerate the reduction in the use of private cars (on-demand transportation, autonomous vehicles), including in low-density areas;
- by innovating and designing a new mobility model (Mobility as a Service, car-sharing).

Responding to local challenges at the lowest cost

Our business model consists in imagining, building, organizing and operating appropriate mobility solutions for everyone, in a highly regulated global passenger transport market that is open to competition in measures that vary considerably by country and mode of transport.

Over 95 % of our activities involve contracts to manage transport services on behalf of local authorities - BtoG activities (cities, metropolitan areas, departments, regions or national governments). We also work for other private communities or associations, such as in Canada, where we provide transportation services for several schools, and in France and Chile, with our airport transport offer.

If a market is open to competition, access thereto is usually decided through a competitive bidding procedure. When the specifications are prepared, the public transit authority (the PTA) will determine the specific needs to be met. The bidder whose bid best meets these requirements in terms of understanding local specificities and that offers the most favorable price will be awarded the contract. Therefore, each contract is a unique response to a local demand in terms of transportation modes, and also takes into account the number of vehicles involved, the frequency of service, pricing and the commitments the bidder may make on future developments in the use of the transit system.

Compensation

When Transdev contracts with government agencies, its clients are public transit authorities. In such case, two forms of collaboration are possible:

- **Gross contracts:** the transit authority undertakes to pay us a predetermined amount based on a volume of service (in hours or kilometers, for example). All passenger revenue is remitted to the transit authority. In certain cases the contract may provide for variable compensation tied to increases in ridership. Apart from such variable compensation, Transdev does not bear the risk of passenger revenue; however, Transdev generally bears the costs necessary to provide a proper level of service in accordance with the contract;
- **Net contracts:** under these contracts, we generally receive a grant from the transit authority in an amount agreed upon when the contract is signed. All or part of the profits generated from passenger revenue accrue to Transdev (directly, or indirectly under a bonus/penalty scheme), which assumes the risks in connection with revenue and cost management. The grant is intended to cover the difference between projected revenue and projected costs.

Overall, our business is divided between these two types of contracts, although this allocation may vary significantly by country and activity. We create value in all our activities by:

- meeting all needs of our customers and clients, whether they are passengers, public transit authorities or businesses;
- developing new solutions for future needs and markets;
- focusing on operational excellence in order to provide the best possible service at all times at the lowest cost.

Cost control

Our main cost are:

- employee payroll;
- financing the vehicle fleet;
- energy and fuel costs;
- financing for our operations.

Employee payroll

Ordinarily, Transdev directly employs all teams that provide its services. Our teams are Transdev's greatest asset.

Financing the vehicle fleet;

For contracts with public transit authorities (depending on geographical area and transportation modes), the fleet is provided:

- by the transit authority; or
- by Transdev.

In this case, two situations are possible:

- we own the equipment;
- we lease the equipment from a third party, in which case Transdev is not exposed to residual value risk.

In all cases, the equipment must comply with the specifications established by the transit authority.

Energy and fuel costs

Our vehicles are fueled primarily by diesel, electricity, hydrogen and gas. Most contracts with public transit authorities include indexation clauses that cover mainly energy costs and employee remuneration.

These clauses do not in all cases set off the full amount of price increases as the changes in the indexes may not be aligned with costs actually incurred.

Financing for our operations

We rely on a combination of financing, such as:

- our capital: Transdev's parent company, Transdev Group, is jointly owned 66 % by Caisse des Dépôts and 34 % by Rethmann France;
- bonds;
- bank loans and a Schuldschein placement;
- asset financing consisting primarily of operating leases;
- resources generated by operating working capital;
- profits from our operations.

Adapting to a sustainable transformation

The public transportation sector constantly evolves to meet the climate challenge and adapt to changes in our lifestyles. Although the health crisis has waned, our passengers have permanently changed their habits.

Adapting to a long-term change in mobility habits

Although the number of passengers has nearly returned to pre-crisis levels, the distribution of ridership during the day and week has changed, with less regular peaks. Business levels are still below pre-health crisis levels. A long-term decline in ridership seems to be emerging in most geographical areas, although highly urbanized areas are recovering more quickly. This decrease directly affect older passengers and persons who are not dependent on public transportation.

Some responses to the crisis became permanent, such as the widespread adoption of teleworking and the expansion of home delivery services. In the mobility field, alternatives to public transportation, such as electric bicycles or cars, have been encouraged and incorporated into stimulus plans that confirm enduring changes in mobility habits.

Meeting the challenges of the ecological transition and territorial cohesion in a context of economic recovery

In the face of a growing energy crisis, record greenhouse gas concentrations and worrying weather events, governments at COP 27 agreed to advance the goal of global adaptation and resilience for the most vulnerable communities. Resilient transportation infrastructures have become fundamental for the environmental, social and economic viability of communities, as well as a genuine challenge for Transdev as an international transportation player. More than ever, Transdev must play its part in the global climate emergency:

- **in supporting the energy transition** in communities by offering high-quality mobility solutions that reduce emissions per passenger;
- **in developing efficient transportation network connectivity**, relying in particular on rail transportation, which is one of the most effective methods for meeting climate challenges;
- **as a development catalyst for populations in peri-urban areas** thanks to shared, multimodal and inclusive mobility offers that provide citizens with access to mobility in specific areas, whether or not they have a private car.

The various mobility decarbonization policies promoted by governments are characterized by approaches that, to a greater or lesser extent, favor the public transportation sector over individual mobility, particularly electric cars. We are convinced that our business is destined to play a decisive role in the ecological transition. Our commitment to the environment and our ability to support public decision-makers in this area are, more than ever, at the heart of our corporate strategy.

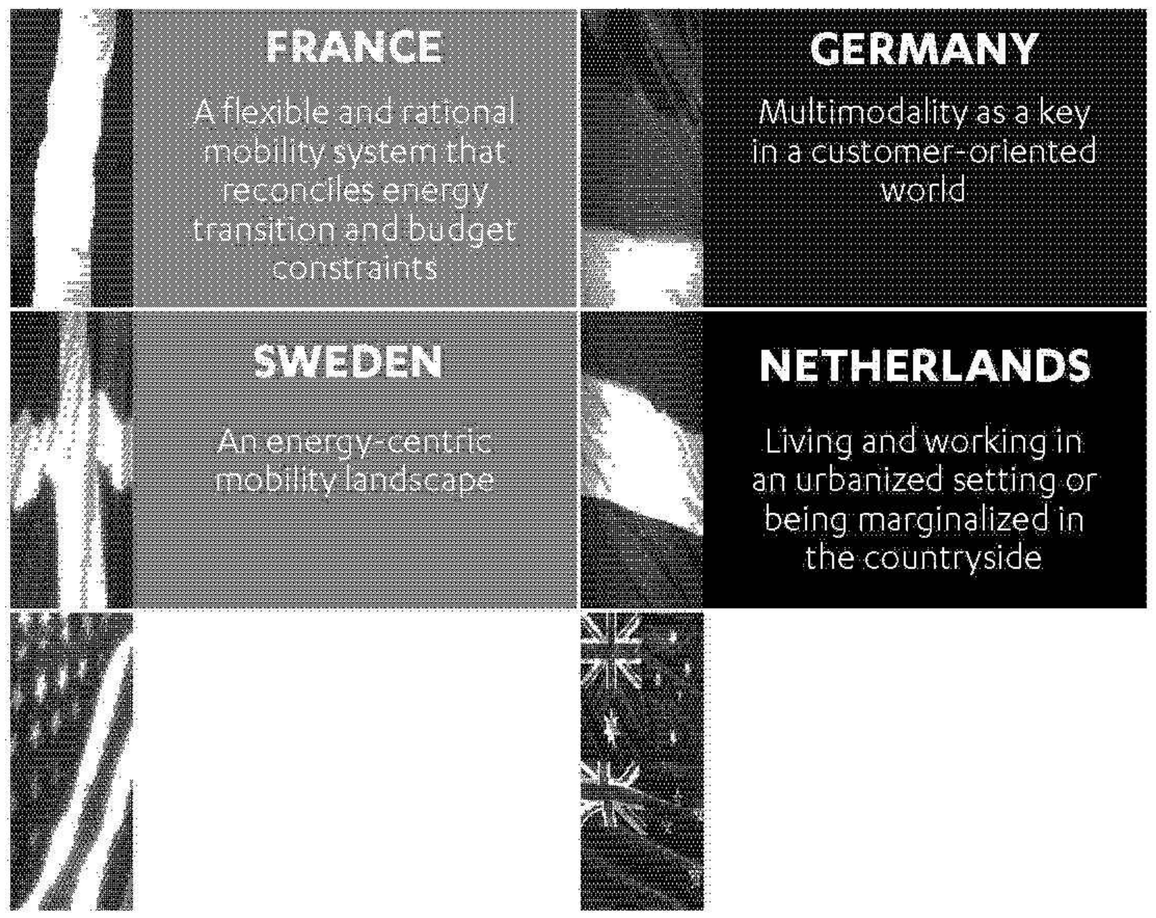
Designing mobility in 2030

We perceive the emergence of four major trends by 2030:

- **the fight against global warming**, which opens up an entire panoply of public and private actions: the energy transition of vehicles, the emphasis placed on energy savings, restrictions on private vehicle traffic in urban centers;
- **a more fragmented demand**, with very different needs depending on the type of passenger: the elderly and dependent persons, schoolchildren, working people, young people. These demands will require flexibility and constant adaptation of transportation modes. They will also bring about modifications of urban spaces. Providing a balanced service for all users will require designing new services, in collaboration with those concerned;
- **the advent of new transportation modes**, such as bicycles, scooters, and increasingly automated transportation modes, such as autonomous private cars or public transportation, automated metros. These technological revolutions are transforming our businesses and our ecosystem. The emergence of the autonomous car market, which will mature between 2030 and 2050, will impact day-to-day mobility by opening up new markets for people without a driver's license or with disabilities;
- **the digitalization of our societies** is a growing phenomenon that has become increasingly manifest in recent years, and transportation operators have a role to play in this trend, particularly in the development of MaaS (Mobility as a Service) solutions.

Transdev's six main countries have taken a coordinated approach to thinking about future trends and proposing actions that will position Transdev as of today.

The future picture of mobility in 2035 developed by Transdev's six largest countries



Our MOVING YOU strategic plan

The Group establishes the global strategy, sets financial guidelines and assists its subsidiaries in developing their expertise. The ability of the subsidiaries to play their role of responding to the needs of their clients, the public transit authorities, has been strengthened. They deploy the Group's strategy, Moving You.

In this context, and in the service of our **Purpose** – "empower freedom to move every day thanks to safe, reliable and innovative solutions that serve the common good" – our strategy and governance adapt to current challenges. In 2022, the Group accelerated its transformation, focusing on three strategic priorities:

- **We are an employer of choice** – Transdev is inclusive and welcomes its employees into dynamic teams driven by the common good. A manifesto for a diverse, fair and inclusive company was rolled out.
- **We invest selectively** – as the lockdowns end and passengers return, Transdev is once again seeing pre-crisis mobility trends. Nevertheless, the energy crisis is still negatively impacting our operations in Europe. Against this backdrop, investment decisions are analyzed beforehand to ensure the right conditions for delivering our services. The acquisition of First Transit was an important step in the Group's growth in North America.
- **We develop added value through our contracts** – Transdev has focused on contracts with a high social and environmental impact. Innovations closely tailored to meet the demands of the communities we serve and of our clients set Transdev apart and position it as the global leader in inclusive and green mobility.

These common priorities are deployed in the 19 countries where we do business pursuant to the strategic roadmap *Moving You*, which is developed by each management team and validated once a year by the Executive Committee.

This roadmap now incorporates the Group CSR commitments at the heart of the strategy.

At Transdev we also have a set of guidelines that apply to all our actions:

- We take care of communities and travelers (Care).
- We share best practices and build collectively (Share).
- We innovate to invent solutions that meet the climate challenge and the range of changes in our passengers' lifestyles (Dare).

MOVING YOU, TRANSDEV MANAGERS MAKE A COMMITMENT

In 2022, at the annual Top Executive convention (circle of the Group's 100 top executives), we reaffirmed our commitments in all the communities we serve.

WELCOMING NEW PASSENGERS

A holistic approach to mobility patterns, based on data analysis, to design solutions that will enable passengers to opt for public transportation.

ENHANCING OUR VALUE OFFER FOR OUR CLIENTS

Promoting Transdev's global expertise in our service offers so all our clients can benefit from the best practices and expertise of a global group.

BEING THE LEADER IN GREEN INNOVATION

A position as an operator at the heart of the energy transition of fleets and the transformation of our businesses to design zero-emission services.

GUARANTEEING SUSTAINABLE PERFORMANCE

Responsibly using our resources to reduce costs and improve our impact on the climate.

BUILDING DIVERSE AND COHESIVE TEAMS

A commitment by everyone to diversity, equity and inclusion to make Transdev an employer of choice.

Dialogue with stakeholders

We engage in a continuous dialogue with a very dense ecosystem of stakeholders at all levels of the organization. We build, maintain and develop long-term relationships of trust with our stakeholders that enable us collectively to meet today's challenges and assist the transitions underway in a spirit of joint action, cooperation and transparency.

STAKEHOLDERS	CHALLENGES	RESOURCES	
EMPLOYEES	▪ Providing a safe and inclusive workplace for every employee. ▪ Giving our employees the opportunity to grow, enabling them to acquire the skills and knowledge necessary to thrive in our work ecosystem, now and in the years to come.	▪ Regular employee engagement surveys. ▪ Dedicated HR programs and tools: we@transdev managerial model, "drivers@transdev" program dedicated to drivers, induction and integration programs, me@transdev platform, etc. (see "Taking care of our employees" section). ▪ Development of new management and leadership training courses.	▪ Work on the Group's Employee Value Proposition with a group of employees and the involvement of a wider circle in the countries through surveys. ▪ Launch of a web radio on the theme of "diversity, equity and inclusion." ▪ Second edition of the "On The Launch Pad" program dedicated to the young talents of the Transdev Group.
COMMUNITIES	▪ Effectively developing public transportation solutions in the communities we serve. ▪ Supporting and contributing to sustainable local economic growth and social mobility. ▪ Understanding the needs of our communities to reinforce our engagement activities and improve our services.	▪ Ongoing and regular dialogue with our communities and all relevant stakeholders. ▪ Funding charitable causes for our communities. ▪ Regular surveys to obtain crucial information and opinions to improve our local engagement.	▪ Collective for an inclusive economy. ▪ Rollout of a whistleblowing system in each Group country enabling any employee or external stakeholder to report a compliance problem (harassment, corruption, abuse, anomalies, etc.).
PASSENGERS	▪ Developing a long-term relationship with customers ▪ Being available and responsive to customer needs. ▪ Adapting to and listening to customers' expectations and being the preferred mobility partner.	▪ Digitalization of services and providing real-time information. ▪ Customer relationship management systems. ▪ Regular satisfaction surveys. ▪ Events organized for customers on specific issues (security, safety, environment, etc.). ▪ Ongoing dialogue with customer representative groups.	▪ European Rail Agency (ERA) safety climate survey. ▪ In May 2022, Transdev updated its barometer of surveys to more fully understand changes in behavior. ▪ Launch of a pilot project in Lund, Sweden, to equip a bus with a road condition reporting system.
SUPPLIERS	▪ Establishing strong and lasting relationships with our suppliers, who are key partners in our supply chain. ▪ Developing and embedding sustainability and ethical standards in our supply chain. ▪ Entering into contracts on mutually acceptable commercial terms.	▪ We maintain close ties with our suppliers and economic partners. ▪ We are committed to a responsible and principled approach based on quarterly meetings with our strategic suppliers. ▪ Regular discussions to support joint efforts to identify and manage potential risks.	▪ In Morocco, we have begun an inclusive purchasing process by updating the supplier evaluation questionnaire in order to review the classification of our suppliers, to give preference to those who adopt the same approach and to help those who have difficulties in aligning themselves. ▪ In 2022, Sweden conducted a CSR assessment of the majority of its suppliers. ▪ In France, Transdev is renewing its commitment to the development of responsible purchasing by signing in 2022 the "Supplier Relations and Responsible Purchasing" (RFAR) charter designed by the National Corporate Ombudsman and the National Purchasing Council.
PUBLIC AUTHORITIES	▪ Promoting policies to encourage the optimal deployment of public transportation by private actors. ▪ Keeping abreast of current events and political developments.	▪ Close dialogue with representative organizations in the sector: UTP* in France, APTA* in the United States, and UITP* at the international level. ▪ Direct links with policy makers.	▪ In January 2022, Intercommunalités de France and Transdev signed a partnership agreement to continue their work on the evolution of the institutional landscape of mobility. ▪ In France, in connection with the partnership with the Inclusive Mobility Laboratory (LMI), in 2022, Transdev participated in the first anniversary of the "#Tous mobiles" initiative supported by the Ministry of Transportation.
SHAREHOLDERS	▪ Keeping our investors informed of the company's development and strategic orientations. ▪ Ensuring the company's stability. ▪ Interact with investors and providing evidence of our actions in order to maintain trust.	▪ Our two shareholders, Caisse des Dépôts and Rethmann Group, are at the core of the decision-making process at shareholder meetings. ▪ Ongoing dialogue with the Investor Relations Department. ▪ Involvement in Transdev's CSR commitments. ▪ The Board of Directors approves strategic choices and monitors their implementation.	▪ Increased engagement with shareholders on corporate social responsibility issues. ▪ The CSR Committee of the Board was set up in 2022 and met three times during the year to discuss CSR issues.
CLIENTS	▪ Developing a long-term relationship with clients. ▪ Being available and responsive to clients needs. ▪ Adapting to and listening to clients' expectations and being the preferred mobility partner.	▪ In all territories where the Group does business, our teams maintain a constant dialogue with clients and public transit authorities in order to understand and fully meet their expectations. ▪ Events organized for clients on specific issues (security, safety, environment, etc.). ▪ Ongoing dialogue with clients representative groups.	▪ In June 2022, Montpellier Méditerranée Métropole, local network (TaM) and Transdev launched the Terra bus stop experiment. These stops will be tested for two years and will collect quantitative and qualitative data with the aim of developing an accessible service tailored to meet the needs of the general public.
SOCIAL PARTNERS	▪ Maintaining a high-quality social dialogue.	▪ Constructive dialogue with unions and workers' representatives. ▪ Various social and economic committees representing employees have been set up, which meet at the regional, country and Group levels to ensure an ongoing dialogue.	▪ Member of Global Deal, a worldwide initiative to make social dialogue a tool for decent working conditions and inclusive growth.

** UTP (French Public Transport Association) / APTA (American Public Transport Association)*

Business successes

In Sweden, start of service on the **Öresund rail lines** (Sweden-Denmark connection) and **Roslagsbanan lines**, north of Stockholm.

In Australia, renewal for **10 years** of the bus contract with TransPerth in Western Australia (Perth) **worth €842 million.**

In France, Transdev was awarded **6 bus units in Île-de-France**, as well as the **contract for the first urban cable car**, contracts to operate regional lines, and key regional contracts (Saint-Etienne, Compagnie Océane, etc.).

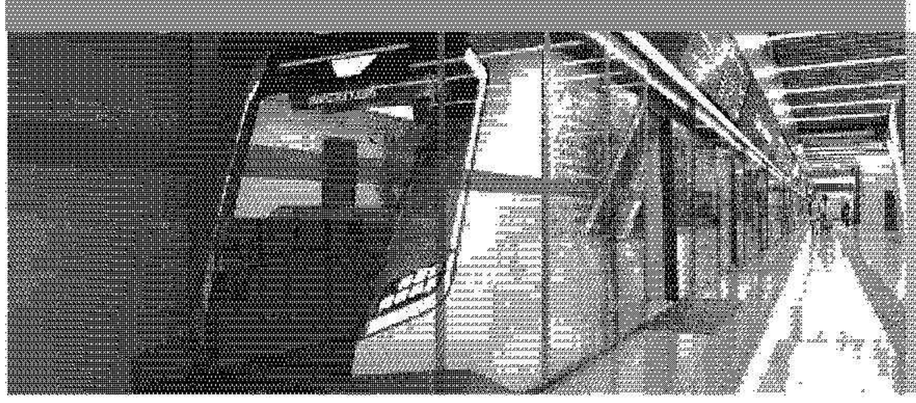
In Ecuador, award of the contract for the operation of the first metro line in Quito, in partnership with Metro de Medellín.

In the Netherlands, extension for 2 years of the **operation and maintenance contract with Stadsregio Arnhem-Nijmegen** (urban, interurban and train services).

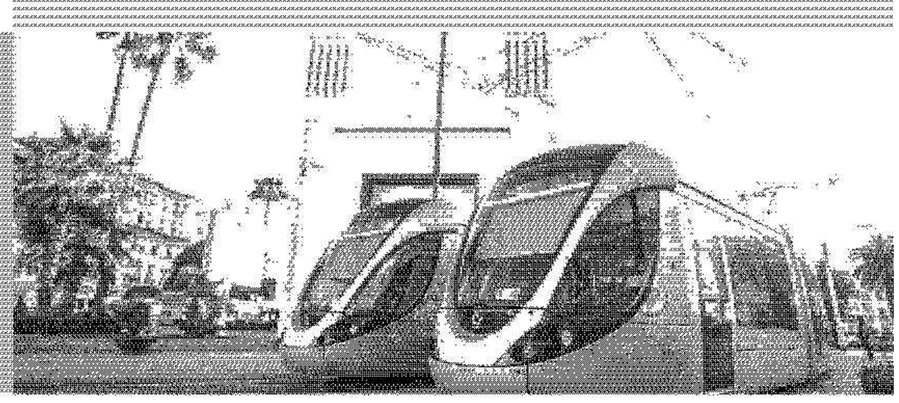
In Canada, award of the 30-year operation and maintenance contract for the "Ontario Line" future automatic metro, with Plenary and Hitachi.

In Germany, start of the operation of **10 S-Bahn regional train lines in Hanover**, carrying about 30 million passengers annually.

In Morocco, commissioning of the extension of line 2 of the Rabat-Salé tram network, which has been operated by Transdev since 2011.

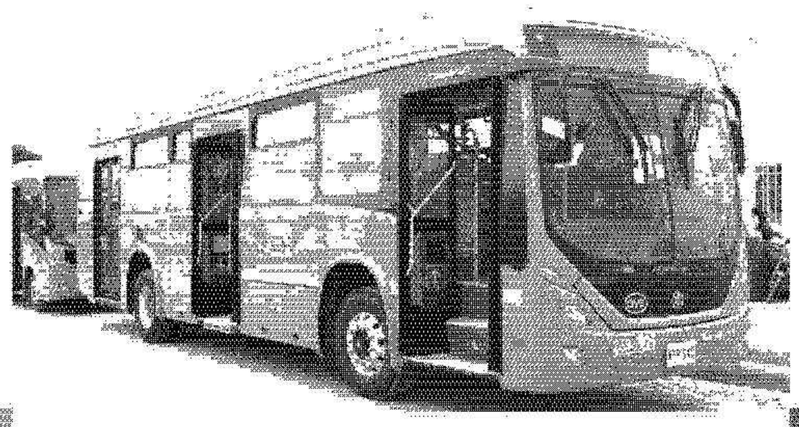


In the United States, renewal of the Foothill Transit (including a fleet of electric buses) and Nassau County contracts.

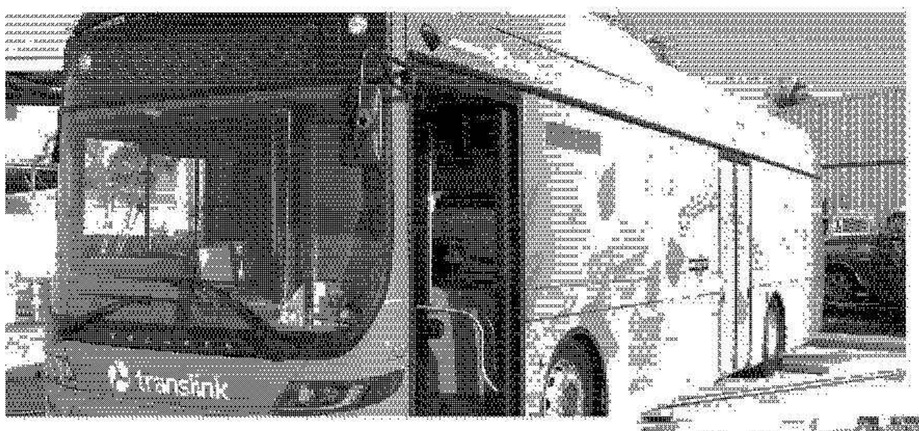


New environmental solutions

In Australia, the first full-size electric bus, powered entirely by sustainable energy sources, is now on the road in Queensland and the Redlands, east of Brisbane. This new electric bus is powered by solar energy produced locally at the company's depot in Capalaba.

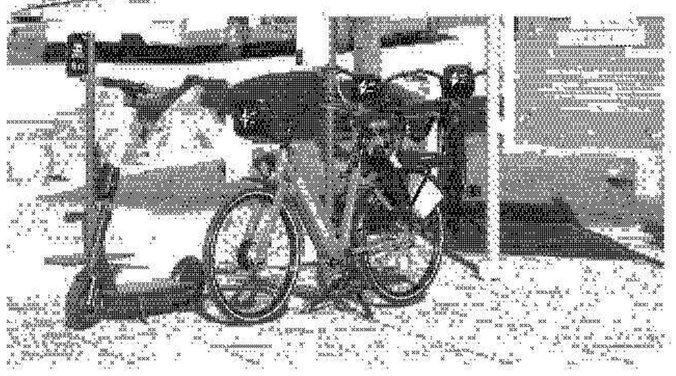


In New Zealand, Transdev subsidiaries Howick and Eastern Buses in Auckland and Mana Newlands Coach Services in Wellington made a commitment to test new hydrogen technology in their existing diesel bus fleets to reduce their carbon footprint.



In Colombia, a major contract was signed with TransMilenio covering over 400 electric buses and the largest electric depot in the Bogotá area (40,000 m²).

In France, Nantes Métropole, launched Captain Bike, a new electric bicycle and scooter service.



In Sweden, a network of 145 electric buses set up in Umeå in western Sweden; 317 fossil-free buses for northern Stockholm.

II. Transdev, a committed player

2002 — Creation of the Transdev Foundation

The Group joined the Global Compact — 2003

2011 — Signature of the Diversity Charter

Signature of the Responsible Supplier Relations Charter — 2013

2014 — Signature of the Sustainable Development Charter of the International Association of Public Transport (UITP)

Official Partner to the COP 21 — 2015

Global Compact "GC Advanced" certification

2017

Transdev obtains ISO 9001 certification for its CSR management system

2018

The Group's environmental commitment

2020

Membership in the Business Collective for a More Inclusive Economy

Group's carbon trajectory adopted

2021

Deployment of the company's Positivity Index in all French regions

Transdev validates its CSR commitments

Launch of the Group's diversity, equity and inclusion manifesto and charter

Our responsibility approach

More than ever, our long-term growth is tied to our ability to maximize the positive social and environmental impact of our activities, with and for all our stakeholders. We are persuaded that our CSR approach is a driver of long-term performance, transformation and collective commitment, as well as a factor that sets us apart from other companies. In addition to complying with regulatory requirements, we strive to anticipate and exceed them, in order to be an attractive and inclusive company to work with and for.

Reaffirming our commitments

In line with the Paris Agreements, we are working towards a controlled trajectory to achieve carbon neutrality in 2050. To do so, we have developed a methodology for calculating our global footprint and we exhort our suppliers and partners to join us in this process.

We have set ourselves high goals with respect to working conditions in order to attract, motivate and retain employees and accelerate change on the issues of diversity, equity and inclusion. **Our ambition is to be recognized as an employer of choice by 2025, with inclusion at the heart of our management practices and our organization.** We reaffirm our ambition to accelerate changes towards gender balance and we have set a target of having 34% women among the Group's top 100 executives by 2030.

As a trusted partner to local authorities, we reaffirm our commitment to **being a leader in the areas of safety and security and a major player in the inclusive economic and social development of communities by 2030.** Finally, ensuring long-term and responsible growth requires us to make our ethics and compliance approach both an essential requisite and a performance enabler.

Strengthening our CSR governance

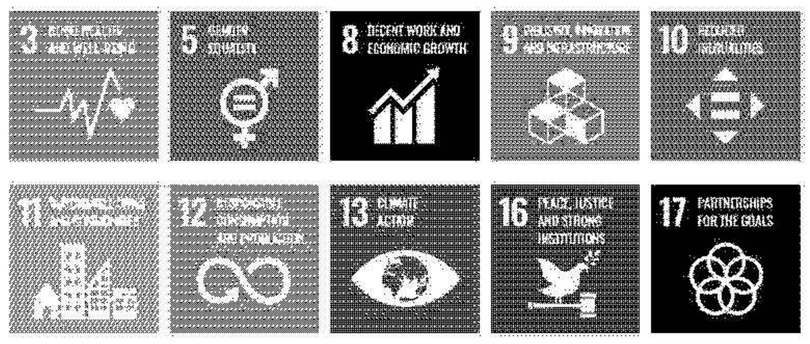
Our responsibility approach is an integral part of our strategic and decision-making processes. At the Executive Committee level, CSR is implemented by the Human Resources and CSR Directions. We have continued to strengthen our CSR governance and to ensure that our commitments are implemented, we formally grounded on several circles of collaboration:

- **The CSR Committee of the Board of Directors.** This committee was set up in 2022 and met three times to discuss issues of diversity, equity and inclusion, safety and environment.
- **The CSR Strategic Committee:** this committee is made up of three members of the Executive Committee and steers our non financial performance. It meets on average twice a year.
- **The Extended CSR Strategic Committee**: this committee is made up of the CSR Strategic Committee members plus two country CEOs and the Communications Direction. It meets once a year to discuss the progress of our strategic CSR commitments.
- **The CSR Corporate Committee:** the finance, environment, purchasing, HR, safety, security, communications and business development departments are represented on this committee. It coordinates the non-financial reporting process and is supported by the work of a network of officers in all Group subsidiaries.
- **The International CSR Community**, which comprises the CSR officers in the countries where the Group does business. Its role is to establish the CSR roadmaps for each country and deploy policies and tools that enable achieving the Group's CSR commitments and objectives. The community meets monthly to share progress and best practices that feed the Group's collective CSR expertise for the benefit of communities.
- **The CSR Department**, which coordinates these various bodies and oversees the Group's CSR roadmap.

Deploying our CSR trajectory

In 2022, the Transdev Group established a CSR trajectory in line with the expectations of all its stakeholders. It is grounded on six key commitments: **global carbon footprint; global safety and security; work conditions to attract, engage and retain; diversity, equity and inclusion; social and economic development of communities; ethics and compliance.**

For each of these commitments, the Group has defined an ambition and a trajectory. This trajectory and our roadmaps are in line with the objectives of the UN's Sustainable Development Goals, in particular the following objectives:



Our CSR trajectory

CSR COMMITMENTS	2022	2023	2025	2030
		VISION SCOPE 3 Design and deployment of the Group methodology for calculating our global carbon footprint	New commitments defined across the entire value chain	Oversight of our global carbon footprint
GLOBAL SAFETY AND SECURITY	Strengthening the Group's safety and security policies	Strengthening our leadership and behavioral practices	Alignment of SMSs with international standards (e.g. ISO 45001, EFQM)	Coordination of a proactive safety and security culture
WORK CONDITIONS TO ATTRACT, ENGAGE AND RETAIN	Structuration of HR programs	Deployment of programs to enhance the appeal of our company and retain employees	Oversight of HR performance	Continuous improvement in employee engagement
DIVERSITY, EQUITY AND INCLUSION	Launch of the Group's diversity, equity and inclusion manifesto and charter	Deployment of the Group's diversity, equity and inclusion roadmap	Setting new diversity goals	Being an inclusive leader
	Structuring the Group's social value proposition and implementing the action plan		Deployment of the social value proposition in all Group countries	
ETHICS AND COMPLIANCE	Updating the Code of Ethics and compliance	Updating our ethics and compliance management system (ECMS)	Making ethics and compliance a performance enabler	

Incorporating CSR into all our activities

Transdev continues to deploy its CSR policies, programs and initiatives within the framework of its strategic commitments to achieve the objectives set by the Group for 2025 and 2030.

Our achievements and progress to 2022 are described in the following sections of this report.

Evaluating our process

In 2021, we appointed Ecovadis to evaluate our entire CSR process. The Ecovadis rating assesses the quality of a company's CSR management system based on its policies, actions and results, focusing on four main areas: the environment, social and human rights, ethics and responsible purchasing. We obtained "silver" certification, which places us in the top 25% of the best performing companies in our category in terms of CSR, with standout performance in the area of responsible purchasing.

In the countries where we operate, our entities are working to have their performance and the quality of the processes they have implemented recognized and certified. For example, in 2022 this was the case in Morocco. Following an Integrated Management System (IMS) audit, Transdev Rabat-Salé obtained a favorable opinion for four certifications: Safety (ISO 45001), Quality (ISO 9001), Environment (ISO 14001) and Energy (ISO 50001). In addition, the ISO 26001 certification of Transdev Rabat-Salé's responsibility process is at an "Advanced" status.

In 2022, Thierry Mallet, Group CEO, reaffirmed our support for the principles of the United Nations Global Compact. Since 2015, our annual reporting has been certified "Advanced" by the Global Compact. This is the highest level of reporting under the Global Compact, which aims to create a standard of excellence in CSR performance and promote transparency.

In the Netherlands, Transdev has carried out its own materiality analysis in order to develop a solid CSR strategy tailored to local specificities. This is a first for Transdev at country level.

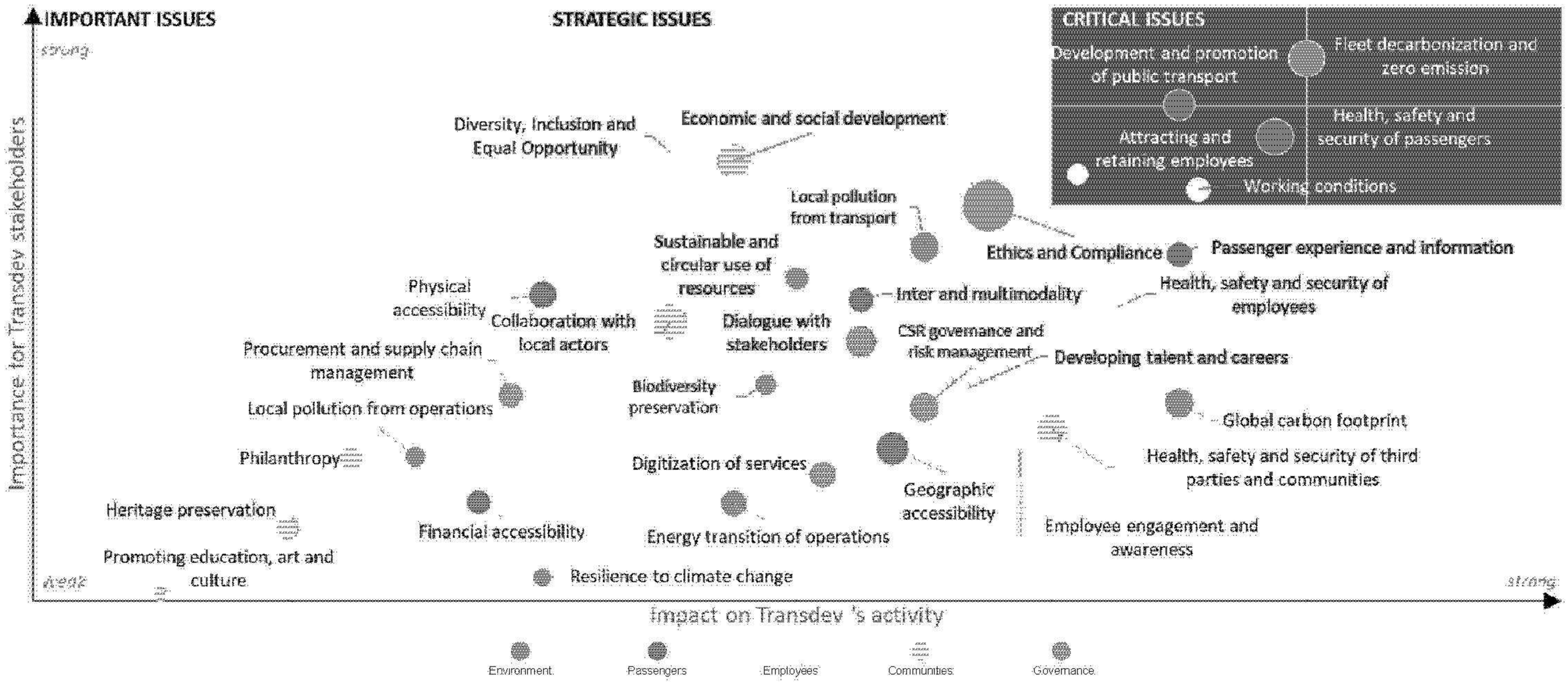
Transdev Netherlands has also undertaken the CSR Performance Ladder process, a Dutch CSR management and certification system. It is inspired by international standards (ISO 26000, ISO 9001:2015, AA1000, GRI) and focuses on 31 aspects and on the implementation of a stakeholder consultation system. Transdev Netherlands aims to reach Level 3 in the first quarter of 2023.

In Australia, Transdev Sydney Light Rail was the first light rail operator to register for an operational sustainability rating with the Infrastructure Sustainability Council (ISC), the leading infrastructure sustainability organization in Australia and New Zealand. The Sydney Light project was awarded an "Excellent" rating by the ISC.

Currently, we are preparing to implement the **Corporate Sustainability Reporting Directive (CSRD),** which was adopted on November 10, 2022 by the European Parliament, and which amends the non-financial reporting requirements of the 2014 Non-Financial Reporting Directive (NFRD). The implementation of this directive will require us to provide more detailed information on our environmental, social and human rights impacts.

Identifying and meeting our non-financial challenges

Transdev's materiality matrix

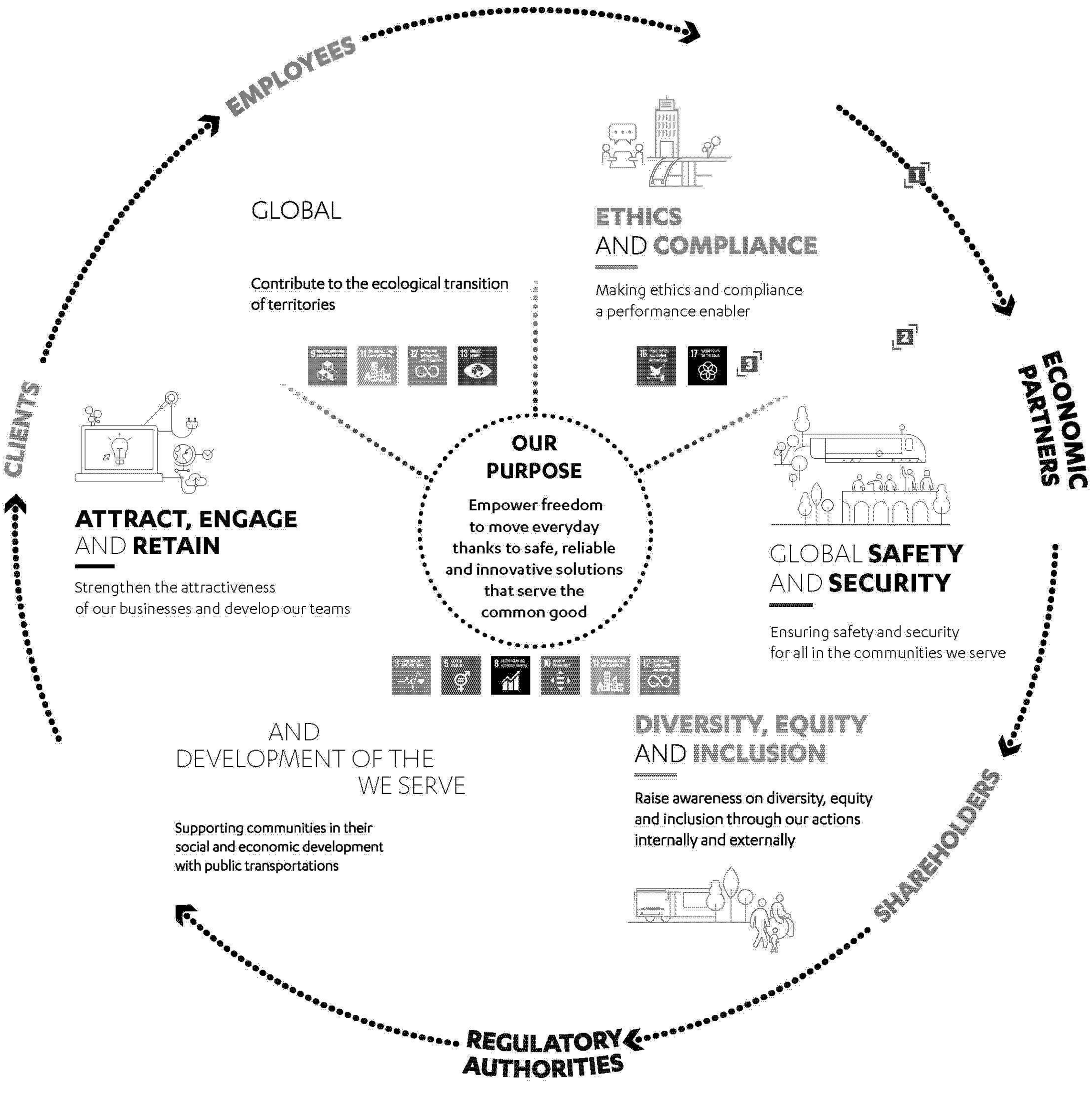


Our 32 CSR issues were identified by the community of CSR representatives of all Group countries and validated by our expert partner, BL Evolution. In 2021, these issues were prioritized by analyzing 63 in-depth qualitative interviews conducted in eight Group countries (France, USA, Germany, Netherlands, Sweden, Australia, Canada and Ireland). The impact of these issues on our business model was established in conjunction with the Group Executive Committee.

- **Environmental issues**: more than ever Transdev is expected to be an active player in the ecological and energy transition. In the communities we serve, the Group contributes to the ecological transition by decarbonizing its fleet, reducing pollution and using resources sustainably.
- **Passenger health, safety and security**: this is and remains the priority, particularly in view of the public health issues currently facing our societies. Today, this is Transdev's priority for all: our passengers, our employees and our external stakeholders.
- **Expanding and promoting public transportation**: a catalyst for the ecological transition in the communities we serve, public transportation is one of the answers to the social challenges facing our societies; developing a multimodal and accessible offer contributes to meeting the challenges of inclusion and equality in all communities.
- **Employment challenges:** ensuring the appeal of our jobs, recruitment and employee working conditions are issues that have acquired new prominence as a result of the health crisis. Most of Transdev's teams were on the front line and were the first to be impacted by the health situation and the associated restrictions. Ensuring good working conditions for employees in the context of the transformation of the mobility sector underway is a major challenge.

In 2022, we once again carried out an in-depth analysis of our non-financial (CSR) risks. The method used to identify and prioritize these risks is described in the methodological note. The analysis method was adjusted and the risks of anti-competitive practices, tensions in the hiring of maintenance technicians and drivers, and the pandemic were added to the risks studied. This analysis confirmed our choice of environmental, social and governance priorities.

Our strategic CSR commitments



1 Our Stakeholders

2 Our CSR Commitments

3 SDGs related to CSR Commitments

Management of our non-financial performance

FIELD	CHALLENGES	SIGNIFICANT RISKS	POLICIES AND ACTION PLANS	COMMITMENT	KPIS	TARGET
	▪ **Decarbonization of our fleet and zero emissions** ▪ Local pollution from transportation ▪ Sustainable and circular use of resources ▪ Global carbon footprint ▪ Preserving biodiversity ▪ Energy transitions of operations ▪ Resilience to climate change	Gradual air pollution Regulatory and contractual non-compliance in environmental matters Accidental/gradual ground pollution	Environmental policy + Our actions and programs in support of the energy and ecological transition and to fight against climate change	▪ Contributing to the reduction of CO_2 emissions in communities. ▪ Reducing congestion and preserve air quality from local pollution. ▪ Increasing our non-diesel fleet in response to the depletion of fossil resources. ▪ Commitments made to communities through partnerships to preserve nature and biodiversity.	GHG emissions kg/100km traveled Pollutant emissions g/100km traveled Alternative fleet percentage: non-diesel road fleet (CNG, biogas, electric, biofuel, hydrogen) Rate of entities that experienced accidental pollution during the period	Reduce the carbon intensity of our fleet by 30% by 2030 (base year: 2018) Decrease compared to year "N-1" 50% increase in the alternative fleet by 2030 (base year: 2018) Decrease compared to year "N-1"
PASSENGERS	▪ Passenger experience and information ▪ Financial, physical and geographic accessibility ▪ Inter- and multimodality ▪ **Health, safety and security of passengers** ▪ Digitalization of transport services ▪ **Developing and promoting public transportation**	Serious train and bus accidents Assaults on passengers Terrorist attack	Health and Safety Policy Security Policy	▪ Strengthening governance and compliance, improving health and safety performance. ▪ Applying strict sanitary measures in our vehicles and stations to combat Covid-19 to ensure the safety of our passengers and the public. ▪ Implementing all resources necessary to protect the health, safety, security and tranquility of passengers.	Accidental fatalities Rate of accidents with serious consequences Share of countries covered by a passenger security officer and/or the total number of countries in the consolidation scope	Each day, we do everything possible to achieve our goal of zero accidents. Ensuring a safe travel environment 100% of countries covered
EMPLOYEES	▪ Working conditions ▪ Health, safety and security of employees ▪ Diversity, inclusion and equal opportunities ▪ Developing talent and careers ▪ **Employee acquisition and retention** ▪ Meaning of our activity shared by employees	Workplace accidents Assaults on employees Terrorist attack Absenteeism and low employee commitment (including psychosocial risks) Poor skills planning	Health and Safety Policy Security Policy Engagement Policy + Talent Management and Learning Programs + Diversity, Equity and Inclusion Program	▪ Strengthening governance and compliance, improving health and safety performance. ▪ Promoting a positive and proactive culture of wellbeing and safety. ▪ Implementing all resources necessary to protect the health, safety and security of employees and subcontractors. ▪ Deploying the Engagement approach every two years in each Group country. ▪ Improving and enhancing social dialogue. ▪ Promoting social diversity and parity at all levels of the company.	Lost time injuries frequency rate Lost time injuries severity rate Lost time injuries frequency rate due to assault Lost time injuries severity rate due to assault Share of countries covered by a cyber security officer and/or the total number of countries in the consolidation scope Absenteeism rate Employee turnover rate Engagement rate (questionnaire) Percentage of employees who received at least one training course during the year Percentage of employees who had an annual interview Percentage of women among Top Executives	Annual performance targets Ensuring a safe travel and work environment 100% of countries covered 100% of employees covered by a commitment survey in 2022 At least 80% of employees who have received one training course/year 100% of employees who have had an annual interview (target for Group top managers) 34% women among Top Executives in 2030 (benchmark year: 2021)
COMMUNITIES	▪ Collaboration with local players ▪ Economic and social development ▪ Promoting education, arts and culture ▪ Health, safety and security of third parties and communities ▪ Heritage preservation ▪ Philanthropy	CSR claims against a supplier	Sustainable Procurement policy	▪ Raising awareness among our suppliers and subcontractors to sustainable initiatives. ▪ Ensuring they undertake to comply with our ethical principles. ▪ Taking into account their commitment to responsible business. ▪ Assessing the relationship with our suppliers. ▪ Monitoring implementation of our policy in Group countries.	Percentage of master contracts > €1million that incorporate the Suppliers' Charter	Incorporation of the Suppliers' Charter into all contracts with a value over €1 million.
GOVERNANCE	▪ Business ethics ▪ Risk management and transparency ▪ Dialogue with stakeholders ▪ Procurement and logistics management	Failure to respect human rights Personal data breach Corruption Anti-competitive practices	Fundamental rights policy + Data Privacy Policy + Ethics and Compliance Management System (ECMS)	▪ Enabling all employees to exercise their whistleblowing rights without fear. ▪ Protect personal data of our stakeholders ▪ Zero tolerance for corruption ▪ Currently covered by Transdev's ECMS	Annual percentage of projects approved by the GEC* for which human rights risks have been assessed and reduced to an acceptable level Share of countries covered by a personal data protection officer compared to the total number of countries in the consolidation scope Percentage of managers trained in anti-corruption measures every sliding 3 years	100% of projects approved by the Group Engagement Committee 100% of countries covered 100% of managers trained at least every 3 years

*GEC: Group Engagement Committee

III. Transdev, a sustainable mobility player

Acting for the environment and the climate

According to the International Energy Agency, the transportation sector accounts for over one-third of global greenhouse gas emissions – mainly due to its dependence on fossil fuels – and 40 to 60 % of these emissions are due to the use of private vehicles. Abandoning the "car is king" model is crucial. Promoting public transportation and modal shift, and decarbonizing our vehicle fleet are major priorities in our fight against climate change.

Our ambition is to make a significant contribution to achieving carbon neutrality by 2050. To achieve this objective, **we continuously deploy significant resources through our "Moving Green" environmental strategy,** which formalizes our commitments and concrete actions.

We have made it a priority to support communities in their efforts to achieve sustainable low-carbon mobility. We mobilize the full range of our expertise to help our clients choose appropriate mobility solutions and provide genuine alternatives to individual mobility. We are Europe's leading zero-emission mobility operator and, each day, we develop energy solutions for cleaner travel.

Finally, on a day-to-day basis, we take all possible measures to control our environmental impact and raise awareness among all our employees about the challenges of sustainable mobility.

FIELD	CHALLENGES	RISKS
9 · 11 · 12 · 13	▪ Decarbonization of the fleet ▪ Local pollution ▪ Sustainable and circular use of resources ▪ Global carbon footprint ▪ Preserving biodiversity ▪ Energy transition transitions of operations ▪ Resilience to climate change	▪ Accidental / gradual ground pollution ▪ Gradual air pollution ▪ Regulatory and contractual non-compliance in environmental matters

Our "Moving Green" environmental strategy

In 2019, **the Transdev Group made ambitious carbon reduction commitments to be achieved by 2030, aligning us with the Paris Agreements.**

Building sustainable mobility requires, first and foremost, convincing as many people as possible to choose public transportation, by improving the customer experience and adapting our offer to passengers' needs (multimodal options, attractive and comfortable conditions, transportation on demand, deployment of Mobility as a Service, etc.). It also requires decarbonizing our vehicle fleet by deploying alternative energies (electric, biogas, hybrid and hydrogen vehicles).

Since 2020, our "Moving Green" strategy has formalized our commitments and concrete actions:

- **Reduce the carbon intensity of our fleet by 30 % by 2030 (base year 2018);**
- **increasing our alternative vehicle fleet by 50 % by 2030 (base year 2018)** – which already consists of 11% compressed natural gas (CNG) and biogas, 3% biofuel and 3% electric.

To achieve these goals, we support our clients in deploying efficient, low-carbon transportation networks, we offer intelligent financing solutions to engineer the energy transition, and we leverage our expertise and experience, in particular our zero-emission know-how.

Our "Moving Green" strategy is deployed on all continents thanks to the commitment of its local teams. The majority of Group countries has made political commitments to reduce GHG emissions by 2030. Four of our countries have aligned their policies with the Group's climate commitments: France, Australia, New Zealand and the United States.

Transdev's roadmap to align the environmental impact of its value chain with the Paris Agreements

	2018	2022	2023	2025	2030
SUPPLIERS		Scope 3 measurement		Commitment of our suppliers to a responsible approach	Emissions per km down 30 % since 2018
		Energy transition commitment for our fleets *emissions per km down 30 % between 2018 and 2030*	Footprint measurement per passenger transported	Renewal of the climate commitment of our operations on a passenger per km basis New commitments defined across the value chain	Commitments across the value chain, aligned with the Paris Agreements
COMMUNITIES		Estimated emissions avoided		Promotion of Public Transit to our clients as a catalyst for decarbonization	50 % more alternative vehicles since 2018
Decarbonization of transportation		Proposed alternatives to the private car: CO_2 avoided due to modal shift			

** CO_2 footprint for 2018 (year of reference)*

Our environmental policy

Controlling our environmental impacts requires analyzing the significant risks inherent in our due diligence duty and our compliance with Directive 2014/95/EU of the European Parliament. This in-depth study highlighted our main environmental risks:

- gradual air pollution: climate and air quality issues;
- gradual and accidental ground pollution in the areas where we operate;
- Regulatory and contractual non-compliance in environmental matters.

We have adopted an approach that aims to preserve ecosystems in the long term by focusing on the following main areas:

- **Minimizing our environmental impact by implementing our Environmental Management System (EMS),** Transdev is committed to continuous improvement. The application of our policy and compliance with our commitments are monitored and verified annually (number of entities in compliance with Transdev's EMS criteria, percentage of the environmental policy deployed in each Group subsidiary, percentage of ISO 14001-certified sites).
- **Ensuring compliance :** through our continuous improvement approaches, experiments and pilot initiatives, Transdev complies with environmental regulatory requirements or seeks to exceed them and provide environmentally friendly mobility (number of instances of non-compliance/number of contracts);
- **Making a commitment through effective communication:** we promote the highest level of environmental excellence and sustainable development in our business practices (responsible driving, route optimization, etc.) and through our communications aimed at passengers, in particular through multimodal information systems that provide passengers with all information they need to complete their journey door to door using various transportation modes (changes in GHG emissions kg/100km traveled).

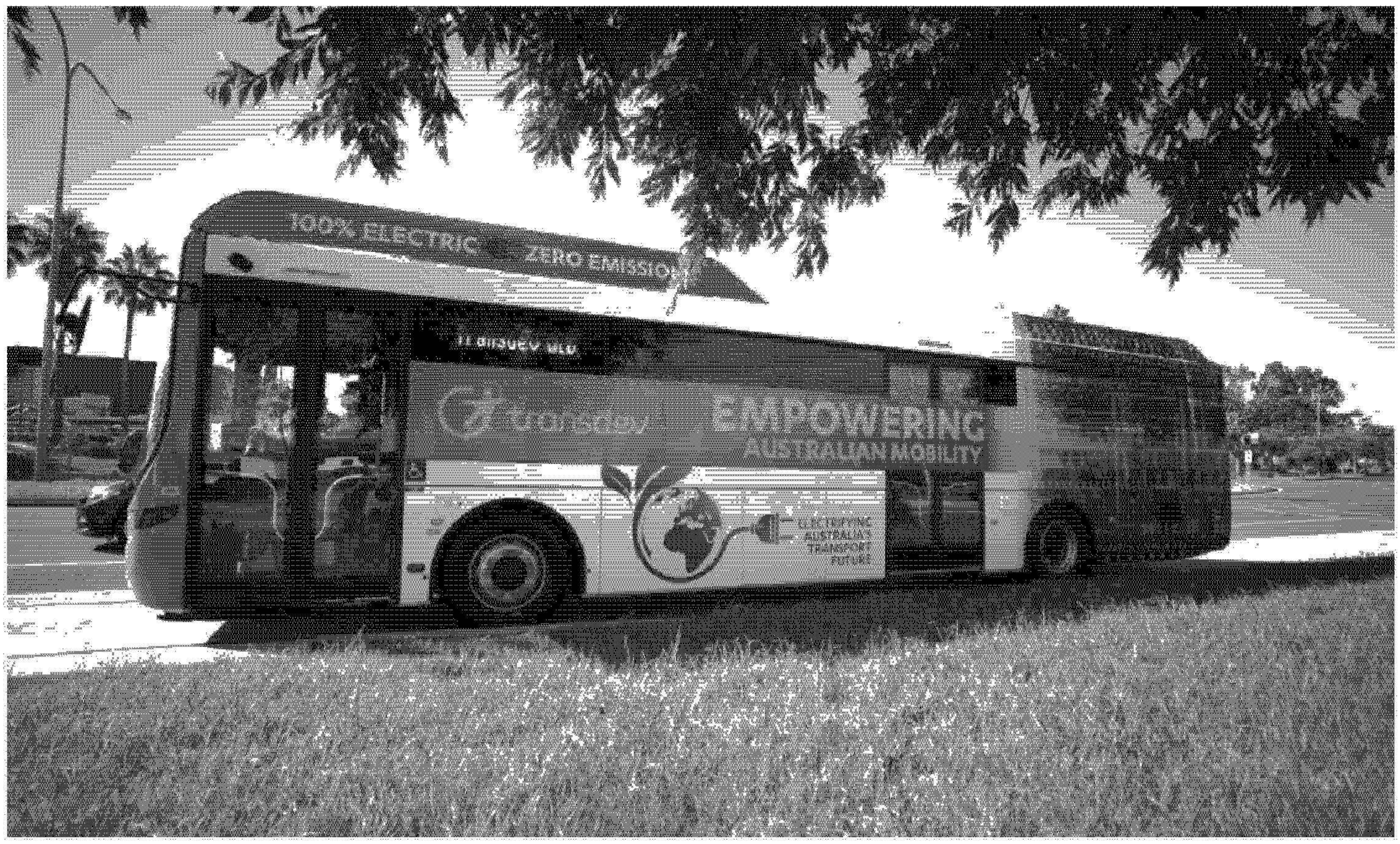
Our environmental management system

We monitor our environmental impacts and apply a quality approach to our processes and the certification of our infrastructures. Our Environmental Management System (EMS) enables us to detect and measure the environmental impact of our services with a view to continuous improvement.

This system has been implemented by many of our entities and adapted to local specificities.

Through our EMS, we monitor our environmental impacts (local pollution, energy consumption, carbon emissions, water and waste management), ensure regulatory compliance, and achieve Transdev's environmental policy objectives.

In France, this approach is reinforced by the FACE (Fundamentals, Continuous Improvement and Excellence) internal certification, a genuine quality management tool for our networks. To date, 104 entities have been certified (with the assistance of Bureau Veritas, an independent entity).



Our action principles

Mobilizing at all levels

Mobility operators, local authorities, public utilities, infrastructure providers, equipment manufacturers and citizens are all key stakeholders in the ecological transition of communities. Consequently, the Transdev Group listens, shares and engages in dialogue with its ecosystem. We are convinced that accelerating this transition will require a collective effort.

50 % increase in Transdev's alternative fleet by 2030 vs. 2018

Renewal of the fleet to **assist the shift of operations towards a better energy mix** (EV*, hydrogen, biofuels, biogas)

Adapting transportation offers according to passenger numbers

Environmental management: ISO 14001 or equivalent EMS

Deploying energy efficient driving in operations to reduce fuel consumption

Procurement of renewable energy

Acting with our clients

Offer specific services **to help local authorities reduce their local carbon footprint**

Transdev's Zero Emission team provides expert assistance around the world to help clients engineer the energy transition

At the political level, we take part in the public debate and take all measures to align ourselves with undertakings made, such as the Paris Agreements, and to comply with applicable laws. This is particularly the case in Europe, where the European Union adopted the Taxonomy Regulation in 2020. This text is in line with the objective of achieving carbon neutrality by 2050 that was established in the European Green Deal. The Taxonomy aims to redirect capital flows towards sustainable investments, promote long-term transparency, and incorporate the concept of sustainability into risk management. For these purposes, the Taxonomy Regulation establishes reporting obligations based on a classification system for non-financial and financial companies.

In accordance with this regulation, we have rolled out our "Moving Green" strategy and strengthened our reporting processes.

In all countries where the Group operates, we are committed to contributing to the quality of life in communities, to dealing with the depletion of fossil resources and to protecting biodiversity. This requires reducing our CO_2 emissions, controlling the risks of pollution in the communities we serve, decarbonizing our vehicle fleet, and setting up partnerships to protect nature and biodiversity.

At the national level, the Netherlands has made even more ambitious commitments, in line with its governments' undertakings. Transdev Netherlands, which includes the Transdev/Connexxion OV, Connexxion Taxi Services and Witte Kruis operating divisions, endeavors to reduce its CO_2 emissions as much as possible. Its revised targets for the period 2022-2025 are:

- At least 50 % of the commercial public transportation fleet powered by electricity or hydrogen;
- Total annual gas consumption of buildings and facilities reduced by 10 %;
- Total annual electricity consumption of buildings and facilities reduced by 30 % compared to 2019.

For our employees, in 2022, the Transdev Group developed an e-learning module to raise awareness of current global environmental issues. The Environmental Awareness course covers the role of the transportation sector, as well as the Group's strategy, ambitions and solutions for reducing its environmental impact. In 2022, **1,225 employees** completed this online module.

Finally, **within the transportation industry,** we participate in working groups and put our expertise at the service of the collective good. To accelerate the transformation of the sector, our actions focus on four priorities: encouraging modal shift, developing public transportation services in urban and peripheral areas, ensuring an inclusive energy transition, and adapting to local specificities.

Mobilizing to serve passengers

Encouraging modal shift to reduce emissions

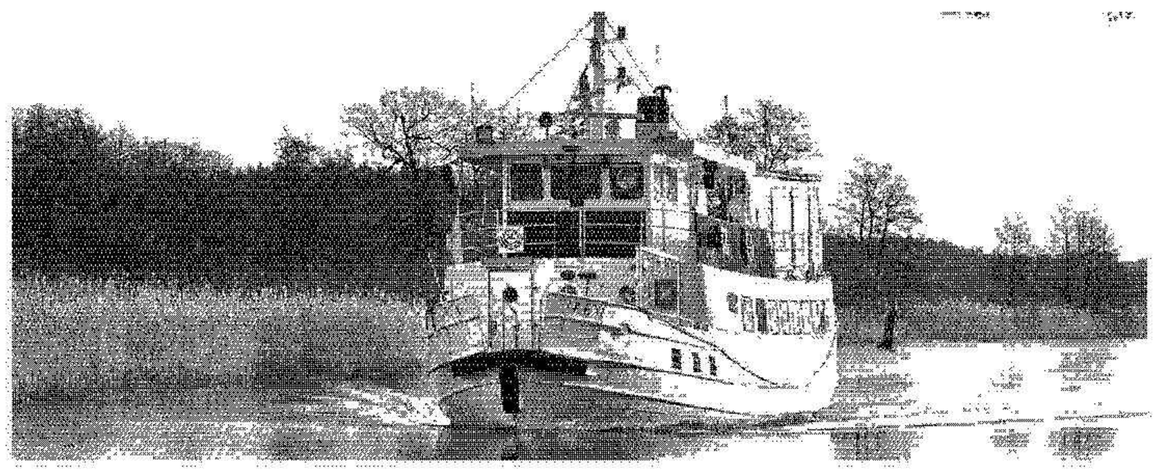
Cars are currently the dominant transportation mode in the countries of the European Union, with an average of less than two persons per car**. The environmental impact of public transportation is in all cases much lower than that of private transportation. Our activity enable us to reduce the carbon footprint of the public transportation sector, but also to reduce road traffic and the massive emissions it generates. Our first catalyst in favor of the environment is to attract passengers:

- by encouraging dialogue with our clients and local actors driven by our detailed knowledge of the communities we serve;
- by improving the customer experience:
  - by offering seamless travel: multimodal options,
  - by offering comfortable conditions (quality impact of energy efficient driving);
- by adapting our offer to passengers' needs:
  - with increasingly flexible solutions for the first and last kilometers (transportation on-demand),
  - adjusting our capacities in real time to daily changes in customer needs (Flowly);
- by reducing the environmental impacts of all our activities.

In addition, we inform passengers on the environmental impact of their journey, by offering comparisons between various transportation modes (kg GHG emissions/100km traveled).

** EV: elctric vehicles*

*** source Ademe*



Mobilizing alongside public services and mobility operators

Our expertise at the service of the green conversion

Reducing economic and energy dependence on fossil fuels and accelerating the energy transition are priorities for Transdev. Our commitment is reflected in the assistance we provide to public transit authorities in converting their vehicle fleets. We have created a specific centralized unit: the Zero Emission Team. It provides expert support to our subsidiaries around the world. The Zero Emission team is made up of experts with cutting edge knowledge in the field of electric mobility and who contribute on this activity worldwide, enabling us to offer the latest technologies to our clients. The Zero Emission team coordinates the community of Zero Emissions officers in each of the Group's subsidiaries.

Developing "tailor-made" green solutions

Transdev has analyzed its clients' environmental expectations and challenges to respond appropriately to the specific constraints and strengths of each local area. Our "tailor-made" green solutions assist our clients to meet the challenges they face, as well as citizen awareness-raising, environmental efficiency and ecological and energy transition goals.

Deploying a zero-emission fleet

For and with our clients, we contribute to reducing the global environmental footprint of transportation by developing an alternative fleet. **By the end of 2022, 2,000* zero-emission vehicles (electric and hydrogen buses and coaches and 100 % electric trolley buses) were on the road.**

** operating scope*

Since 2015, the electrification of transportation networks has become a major issue for public transit authorities, which see it as a significant factor for a successful energy transition and for improving the quality of life in communities by reducing air pollution. We have accelerated the electrification of our bus and coach fleets, in line with the European Union's commitments under the "FIT FOR 55" plan.

In Australia, we were the successful bidders for an eight-year contract (2022-2030) to gradually replace 136 diesel buses with electric ones. By March 2022, 10 electric buses were already operating in the Sydney area.

Transdev Canada has placed 27 electric school buses in service in the Quebec City area since September 2020. By working with local vehicle manufacturers and electricity providers (Hydro-Québec), over CAD$4.5 million were reinjected into the local economy and CO_2 emissions were reduced by 99% compared to diesel buses, thus providing local residents with an improved living environment.

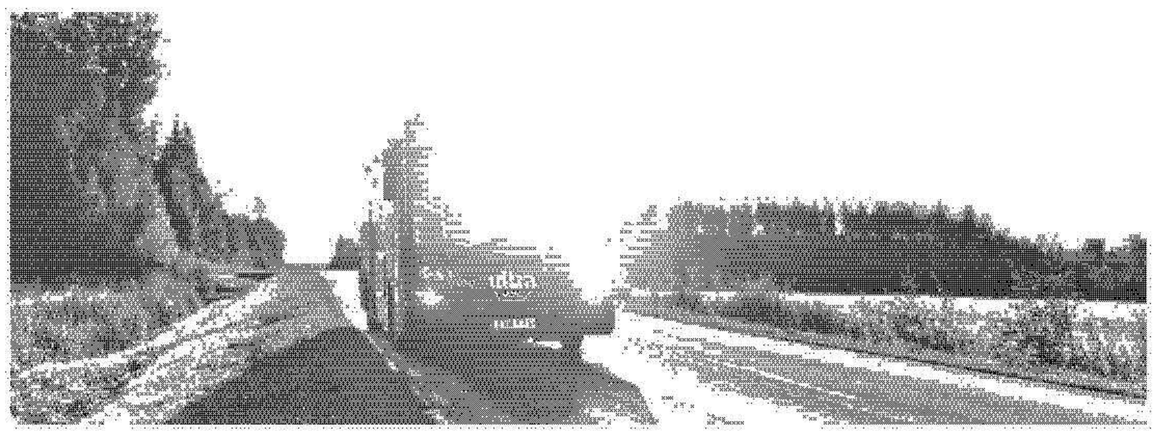
Furthermore, Transdev has a fleet of 3,500 gas and renewable biogas vehicles and over 50 electric hydrogen vehicles. Our fleet of hydrogen vehicles is growing, for example in the **Netherlands** and in **France,** in Lens, Auxerre and the Toulouse Blagnac airport network.

We are committed to developing and expanding new solutions with a positive impact on communities. One example is the hydrogen ecosystems that are being developed at the regional level. They optimize the energy market through short circuits and large volumes. This is the case in Auxerre, where the AuxHYGen station has been operational since 2021. This green hydrogen production station emits almost no greenhouse gas emissions and has enabled placing five buses in service. This type of ecosystem is feasible in many cities and generates a real positive impact on the carbon footprint of the local area in question.

Participating in green financing

Managing climate challenges requires significant investments. Through their financing, public and private investors support projects classified as "sustainable" or "green".

In France, the Région Sud regional authority awarded Transdev the operation of the Marseille-Toulon-Nice regional rail line starting in the summer of 2025. This line accounts for 10 % of the regional service offer. The project will be firmly committed to the ecological transition: traction energy will be 100 % green and French through the purchase of green certificates from the electricity supplier chosen by Transdev. The purchase of these green certificates will help support the production of green electricity. The network's operators will also be trained in energy efficient train operation techniques.



Mobilizing for the sustainable development of communities

Acting to preserve and protect ecosystems

As a global mobility integrator and trusted partner of local authorities, we are actively involved in the communities we serve to help them achieve their environmental goals. Since 2016 in France, **Transdev has partnered with CDC Biodiversité,** a Caisse des Dépôts Group subsidiary, through the Nature 2050 program, which focuses entirely on actions to promote biodiversity. The goal of the program is to protect and preserve our ecosystems. This partnership reflects our locally focused policy and involvement by protecting and restoring local ecosystems. Through this partnership we have committed to restoring **over 62.000 m²** of green spaces in the communities where Transdev operates, thus ensuring they are preserved until 2050. In 2021, we took an additional step to formalize our commitment by signing a master agreement with CDC Biodiversité in France to work alongside local authorities in supporting concrete actions to protect biodiversity.

Promoting the circular economy

We promote **a circular economy approach** that is respectful of the environment. In addition to shifting alternative mobility, the circular economy model must be integrated throughout the production and life cycle of current means of transportation.

The sorting of waste, whether or not hazardous, is a requirement in our networks. To meet this obligation, different bins are available. In order to track the waste until its end of life, we also monitor the treatment of our waste using tracking slips for hazardous and non-hazardous waste, in compliance with the regulations. We have developed master contracts that enable our entities to take advantage of our national networks of suppliers, thereby ensuring a standardized level of waste treatment - for example for the treatment of our waste oils, aerosols, soiled rags, etc.

Our analyses confirm the importance local governments ascribe to the circular economy and its ability to build richer, more resilient and thriftier communities. For example, in 2020, in Brisbane, we set up a photovoltaic energy production center that enables solar-powered vehicles to maximize their range. As a result, our energy is produced and consumed locally, for 100 % zero-emission travel within the city. This expertise, derived from our Smart Grid management experience, contributes significantly to achieving the objectives set by the public transit authorities.

Our Key Performance Indicators

KPIs		2018*	2021	2022
Rate of entities that experienced accidental pollution during the year		1.6 %	1.8 %	**1.25 %**
GHG emissions kg/100 km traveled[1]		95.1	88.5	**85.7**
Alternative fleet percentage[2] : non-diesel road fleet (CNG, biogas, electric, biofuel, hydrogen)		12.2 %	14.8 %	**17.1 %**
Low-emission fleet rate[3]		54 %	61 %	**69.9 %**
Pollutant emissions g/100 km traveled	CO	74.1	44.4	**41.2**
	NOx	1224.6	913.2	**825.2**
	PM	8.1	4.9	**4.3**
	HC	NC[4]	12	**10.8**

(1) Excluding maritime activities. The Group's carbon intensity for 2022 would be 89.98 kg/100km, including maritime activities.
(2) Alternative fleet definition: non-diesel buses and coaches ie. CNG, biogas, electric, biofuel, hydrogen.
(3) Low-emission fleet definition: fleet with low greenhouse gas or pollutant emissions ie. Euro VI, hybrids, CNG, biogas, electric, biodiesel, hydrogen. In 2022, this indicator has not been audited as it is replaced by the alternative fleet.
(4) NC: Not calculated. Indicator not covered by the audit in 2018.
**2018 base year*

The performance indicators presented above have been sized in line with the significant impacts of our business.

We operate a fleet equipped primarily with internal combustion engines, which have two impacts:

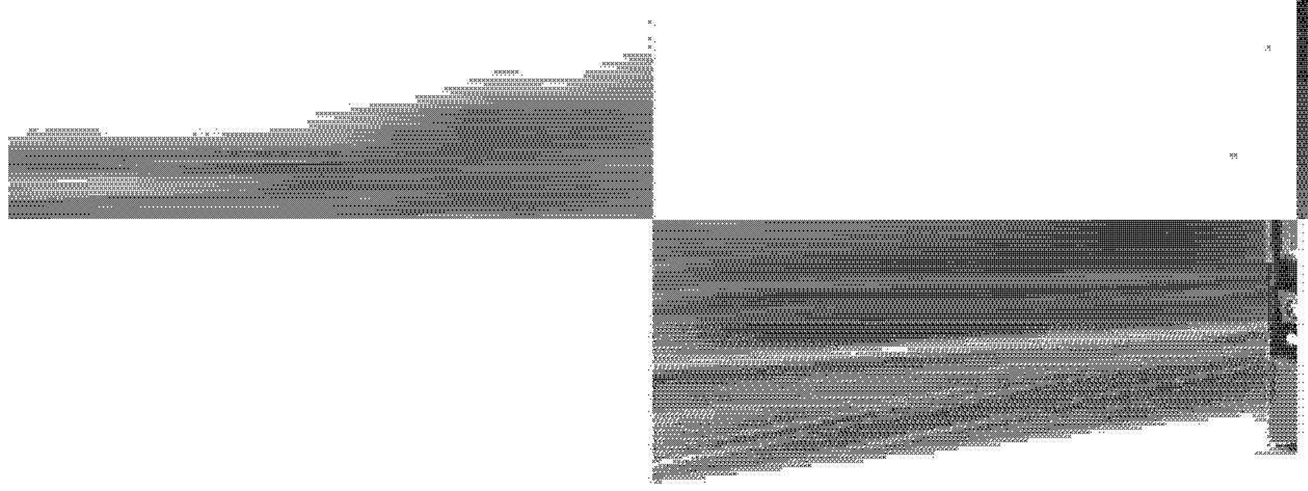
- an impact on global warming through a significant carbon footprint (GHG);
- an impact on air quality by generating pollutants: carbon monoxide (CO), nitrogen oxide (NOx), microparticles (PM) and hydrocarbons (HC).

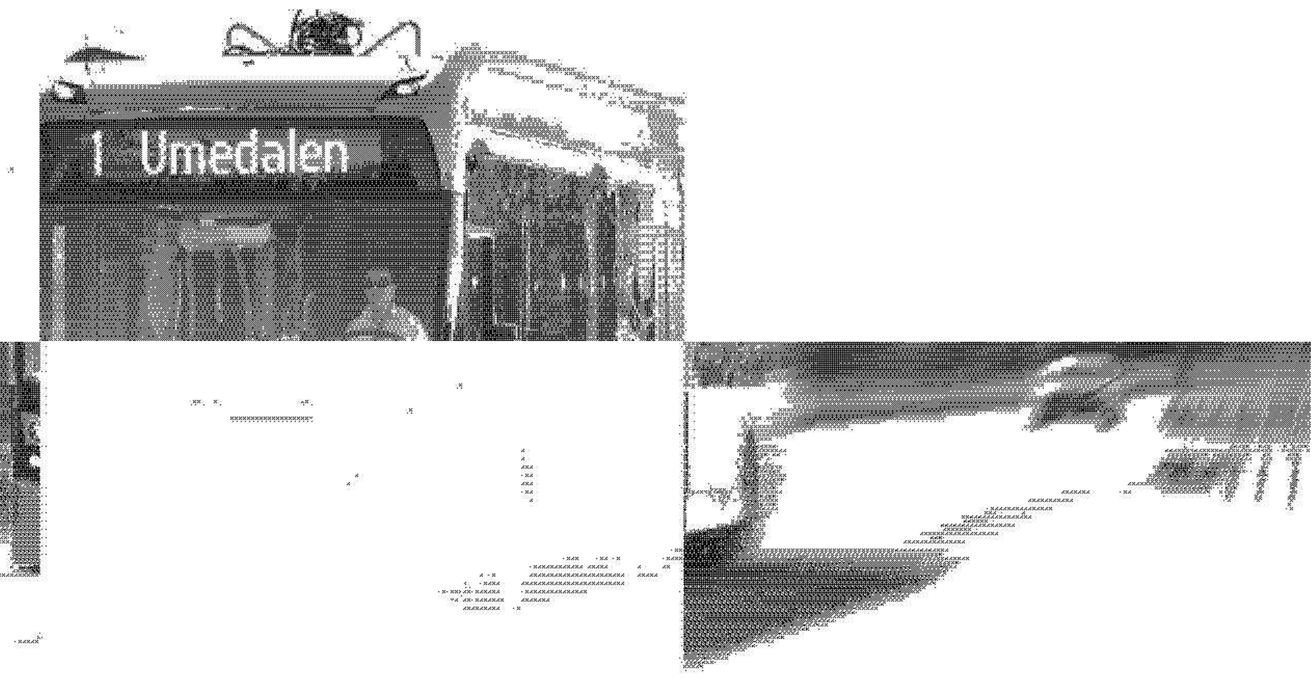
We are therefore monitoring these indicators very closely in order to minimise our impact. We observe a decrease in our carbon intensity of 3.2% between 2021 and 2022 and 9.9 % between 2018, our base year, and 2022.

This reduction has been enabled by the progress of our energy transition and the increase in our alternative buses and coaches between 2021 and 2022: **236 CNG, 199 biofuels, 96 biogas and 12 electric.**

In response to the global energy crisis in 2022, Transdev implemented an energy performance strategy in operations (equipping vehicles with energy efficient driving boxes, raising network awareness, reducing heating energy, etc.). These energy efficiency projects, coupled with the increase in the share of alternative energies and our fleet of electric vehicles, has led to reduced CO (7.2%), NOx (9.6%), PM (12.2%) and HC (10%) emissions

Key figures



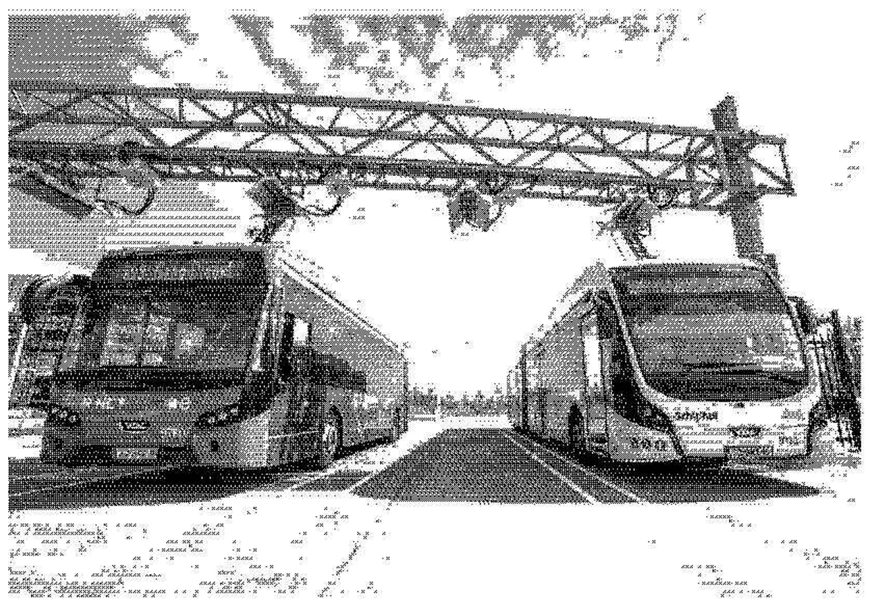


Achievements

Deploying electric solutions tailored to the communities

In April 2022, in Colombia, Transdev and its partner Fanalca launched the largest electric bus operation outside China. Built in just 10 months, the depot covers an area of over 40,000 m², has 406 electric buses, 7 electric substations, 119 charging stations and 381 chargers (also called "dispensers").

This project contributes to reducing the CO_2 emissions of the Bogotá bus network (24,000 tons saved each year compared to the operation of a fleet of thermal diesel vehicles), and also generates employment (over 1,200 jobs have been created).



Giving a second life to electric bus batteries

The Dutch bus manufacturer VDL Bus & Coach and the German energy company RWE will give a second life to the batteries of the 43 electric buses that Transdev operates in Eindhoven in the Netherlands. The objective of this project, called "Anubis," is to offer a sustainable reuse solution for batteries that still have enough capacity to be used for stationary applications. Used batteries are used as energy storage systems before being recycled. The 43 batteries, with a total storage capacity of 7.5 megawatts, will be connected to a battery in the RWE power plant in Moerdijk. In addition, due to their fast response time, battery systems stabilize the power grid. This project actively contributes to reducing CO_2 emissions. The experience gained should lead to large-scale deployment and contribute to the development of new circular economy solutions in the Netherlands.

IV. Transdev guarantees safe mobility

Protecting the health and safety of all

Health, safety and security are at the core of our responsibilities as a first priority. They are the essential foundation for the trust our employees, passengers and the communities we serve place in us. "Safety first and foremost" is Transdev's priority and enables us to build, day after day, a relationship of trust, respect and partnership with our clients, passengers and teams.

This is a fundamental aspect of the Group's common culture, coordinated by our Executive Management and supported by our safety departments in the Group and countries. To achieve operational excellence in health and safety, we focus on four strategic priorities:

- developing and deploying the Transdev Group's Health and Safety Policy;
- strengthening Transdev's health and safety governance and compliance;
- improving health and safety performance;
- promoting a positive and proactive culture of safety and wellness.

FIELD	CHALLENGES	RISKS
3 GOOD HEALTH AND WELL-BEING 8 DECENT WORK AND ECONOMIC GROWTH	▪ Health and safety of passengers ▪ Health and safety of employees	▪ Serious train accidents ▪ Serious bus accidents ▪ Workplace accidents

Our Health and Safety Policy

Transdev's Health and Safety Policy sets out our commitment and approach to managing health and safety issues, including the responsibilities of management and employees.

A dedicated organization: the Group Safety Department

The Group Safety Department establishes our policy, monitors its implementation and promotes a positive and proactive safety culture. Each quarter, a consolidated safety report by country is produced, as well as a Group report with key indicators that highlights improvements. Safety performance is reviewed with the management in each country and action plans are put in place to quickly remedy any non-conformities.

Our safety management system

Transdev Group has designed its Safety Management System (SMS) based on its many years of experience as a transportation operator. It provides a structured management approach for identifying, monitoring and controlling health and safety risks in our operations. Our operations must comply with the Group's SMS, which establishes requirements in the following areas: organization, leadership and commitment, planning (including hazard identification and risk assessment), communication and consultation, documentation and follow-up, measurement, analysis and assessment of safety performance.

Our SMS is consistent and compatible with the ISO 45001 standard. Regular and rigorous internal and external audits are conducted in all entities to ensure it is effectively implemented.

Improving our data: a more complete monthly report in Germany

Following a collaborative pilot project between the Group's Safety Department and the German Safety team, a new automated safety report (based on Power BI) was developed. The German local entities, regional divisions and national management now receive this new report automatically by email each month. Depending on local activities, it may contain up to 53 safety indicators.

Health and Safety community

The Group's Safety Department coordinates the internal community of health and safety managers. It convenes them periodically to exchange best practices and provide feedback on safety events. In 2022, the community continued to work together to share industry safety practices, new innovative solutions and emerging safety risks across the Group's operations. This work is carried out in partnership with our employees, employee representatives and public transit authorities with the goal of reducing health and safety risks for all. In September 2022, the Health and Safety seminar organized by the Group Safety Department for all country Safety Directors focused on the fire prevention program, in collaboration with the Group's Insurance and Prevention Department, as well as on our first half safety results.

Integrate pandemic risk management into our operations

In 2020, the Group's Safety Department created the "back on track" plan, which set out the best practices and health measures to be followed, and since then has worked with the entire Health and Safety community to ensure its operational implementation. Each country remains mobilized on a day-to-day basis to deploy and apply health guidelines, in line with local authorities, in order to protect its passengers and employees.

Transdev's 10 safety principles

Transdev's 10 safety principles are the product of the collaborative work of the Health & Safety community, with the contribution of the local entities. This global initiative underscores that these safety principles are non-negotiable aspects of Transdev's operations, at all levels of the company. The 10 principles, which have been made available in a variety of formats (posters, flyers, cards and videos), guide the actions and decisions of our employees and their managers.

Our safe driving program

We offer training and technological solutions to assist drivers in adopting safer driving techniques, such as smooth acceleration, gentle braking and maintaining a safe distance between vehicles. These initiatives have contributed to a reduction in the frequency of accidents.

Developing a common culture: World Day for Health and Safety at Work

This year again, the Transdev Group manifested its commitment to the World Day for Safety and Health at Work, which was held on April 28, 2022. The Group's countries joined this initiative and launched their campaigns to communicate with their employees on safety issues. For example, in Morocco, Transdev Rabat-Salé focused on preventing accidents and occupational diseases by holding 15-minute safety sessions to raise employee awareness of the importance of protection and prevention. Other actions were carried out throughout the month to remind employees of safety guidelines.

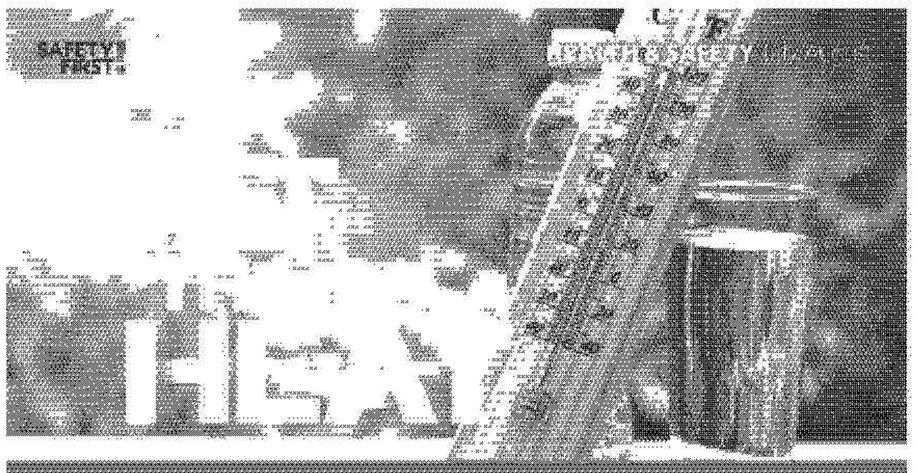
Our Key Performance Indicators

KPIs	2021	2022
Lost time injuries frequency rate *(Number of work-related accident resulting in medical leave/total annual hours worked X 1,000,000)*	20.82	**20.68**
Lost time injuries severity rate *(Number of days lost following a work-related accident/total annual hours worked x 1,000)*	1.84	**2.19**
Major accident rate *(1 fatality (non-suicide/non-natural death) and/or 3 injured and hospitalized/total annual kms x 1,000,000)*	0.02	**0.03**
Number of major accident	31	**54**

Transdev manages its safety performance by focusing on these three critical key performance indicators (see above). In 2022, Group's operation has recovered to almost pre-pandemic levels. Our lost time injuries frequency rate has reduced as a result on a focus on incidents' root causes and taking corrective actions to reduce the safety risks. Our total lost time injuries severity rate has increase due to historical incidents that occurred in previous years. Transdev will continue to be proactive in the management of the health and safety of our employees, passengers and communities.

Key figures

Achievements

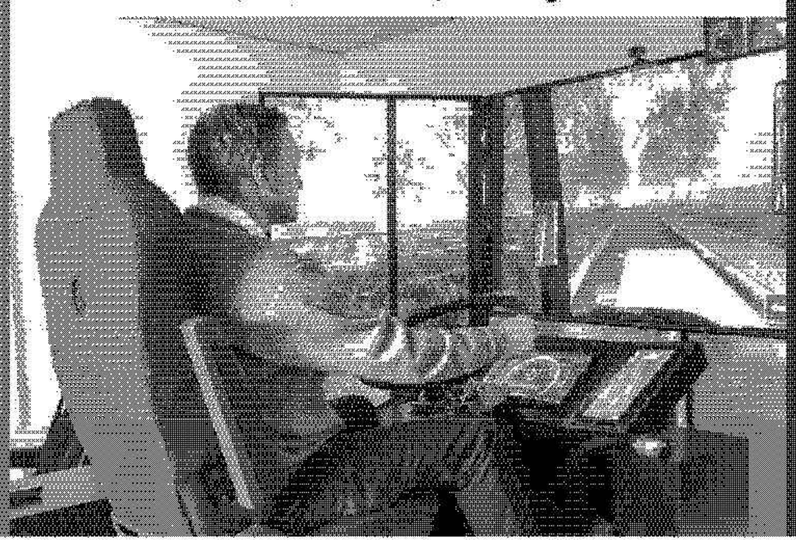


Raising awareness of health and safety issues: regular communications in the United States

In the United States, every two months, communications highlight health and safety issues. While riding public transportation, at the office or at home, these communications help employees and passengers keep health and safety issues in mind and take appropriate actions. In 2022, issues included pedestrian safety, school bus safety, preventing collisions with cyclists and summer heat.

Road safety training: a driving simulator in the Netherlands

In the Netherlands, Transdev Academy is dedicated to training new drivers, with a particular focus on safety training. Innovative educational tools are available, such as a driving simulator. A mobile seat offers the possibility of trying out different types of buses and environments. The simulated driving is very close to the actual experience. A new train simulator is also operational at the Dutch headquarters in Hilversum. These technological tools ensure a better user experience and further enhance safety for Transdev employees and passengers.



Preventing accidents: behavioral safety training in the UK

In Heathrow, in the UK, behavioral safety training has been rolled out. This training is based on the principle that, depending on personality type, it is possible to predict how a person might get injured and to tailor advice accordingly. The behavioral approach was an eye-opener for the employees who received the training, who were able to identify and understand how behaviors can impact their safety and that of others. This behavioral safety training, along with greater communication, enhances safety performance.

Protecting our passengers and employees

The security of our passengers and employees is a crucial issue. We undertake to protect our passengers and employees from malicious acts that, in particular, threaten their physical integrity, as well as ensuring their sense of security.

Identifying security risks, assessing their significance and implementing a suitable response require a global and operational approach. To do so, we put in place human, technical and organizational measures aimed at ensuring a safe travel and working environment. We have established a security policy and are adopting concrete measures that actively contribute to increasing security in transportation.

FIELD	CHALLENGES	RISKS
3 GOOD HEALTH AND WELL-BEING 8 DECENT WORK AND ECONOMIC GROWTH	▪ Safety of passengerss ▪ Safety of employees	▪ Terrorist attacks ▪ Assaults on employees ▪ Accidents involving staff

Our security policy

The Transdev Group's security policy sets out our collective approach to ensuring the security of the people and property for which we are responsible. It focuses on four priorities:

- local security management in close cooperation with local institutions;
- passenger awareness to increase prevention of the main security risks;
- the compliance of security actions, methods and tools with the Group's ethical principles and human rights;
- sharing best practices, through our security community, between all countries in which we do business.

Our security management system

We have a security management system (SeMS) common to all Group entities. This enables us to optimize and standardize management of all security risk particularities, as well as to rigorously assess the performance of the protection and action systems implemented locally.

We work continuously to improve and implement it. Security reporting is now accessible in a common data analysis and graphing tool (Power BI). Since December 2021, the contributing officers of each entity submit monthly reports. This increases the reliability and quality of our data and facilitates comparison between countries.

We are currently developing a formal checklist of security requirements with which all Group countries must comply. Germany is the pilot country for this project. The security requirements identified will be incorporated into the security audit criteria common to all Group countries.

In France, to improve the quality and reliability of security data, we work closely with the Infrastructure, Transportation and Marine Department (DGITM) of the French Ministry of Transportation on the Standardized Security Information Integration (ISIS) project. The Data France team is also helping to incorporate into our internal reporting tools the National Nomenclature of Rude Behavior in Transportation (NNFIT) and the definitions of rude behaviors monitored. This project, which was launched in 2021, is still in the deployment stage.

Our security community

In accordance with the Group's security policy, a security officer has been appointed in each of the countries where we operate. The Group's Security Department coordinates the community of country security managers and organizes regular discussions with them in order to share best practices among all our transportation networks worldwide.

Our training and awareness-raising system

Staff awareness and training is an essential prerequisite for proper operational management of our security policy.

We have developed online training on incorporating security into the operational management of our activities. This training raises awareness of security issues among the 3,000 managers and, more specifically, on managing and reporting security incidents in accordance with the Group's whistleblowing procedures.

In France, Transdev has created a specific training module focused on preventing and handling conflict situations. The primary target audience of this module is drivers, as well as all persons in direct contact with passengers. Trainees learn and understand the mechanisms of conflict and learn to anticipate it in order to mitigate its impact. They also put into practice a range of conflict avoidance and de-escalation techniques through practical case studies. These sessions are also an opportunity for employees to share and discuss conflict situations experienced in the course of their work.

We have rolled out a specific training module for handling sexual and gender-based assaults and providing support to the victims. At the conclusion of this training, which consists primarily of workshops and role-playing exercises, trainees are able to react appropriately and identify tools for combating this type of aggression.

These initiatives are shared within the international security community and serve to inspire Group countries to develop training modules tailored to local security issues.

Our action principles

Increasing human presence in transportation

Human presence in vehicles, trains and stations is the most effective way to ensure the tranquility and safety of public transportation. This is why we have outsourced security services to private companies to bolster our security systems in numerous networks. These security agents are trained in techniques for conducting actions in confined spaces and in spaces open to the public.

Deploying technological innovations

Technological innovations increase the sense of security of employees and passengers. Therefore, Transdev is carrying out a project to make women and, more generally, all passengers, feel confident and secure in public transportation.

Based on data collected on incidents and rude behavior by internal tools and external tools, this project has two objectives:

- **feeding the databases and improving reporting of incidents and rude behavior** by diversifying the source channels (passenger crowdsourcing, recovering alert signals from vehicles, detecting risk situations by audio and video analysis, etc.). This consolidated information is also shared with local authorities;
- **providing responses to reassure and encourage the use of public transportation**, deter rude behavior and incidents, and expand the possibilities for action with the assistance of a supportive community.

Collaboration with local actors

In all countries where we operate, we develop a partnership strategy with the police authorities and public institutions. This action most often takes the form of agreements signed or the participation of security managers in training or awareness-raising sessions facilitated by law enforcement agencies. In Sweden, security managers are regularly invited by local law enforcement agencies to attend awareness-raising meetings on major issues such as combating dr ug trafficking, crime and recidivism, preventing radicalization and combating terrorism.

Share our expertise

To provide additional security in our vehicles and transportation facilities, and to complement the work of our security agents, we advise our clients who are public transit authorities on the study of new security strategies and, in particular, on the possibility of setting up a transportation police force or deploying private security agents in the networks. Its benefit is that it provides backup and an operational interface for crime prevention and crime-fighting missions.

Combating terrorism and preventing radicalization

In coordination with the police forces, we have adapted our vigilance and awareness-raising policy in accordance with government guidelines, depending on threat levels. In all countries where we do business, we attach the greatest importance to the quality of all employees we hire, in particular our drivers, who are in direct contact with users. In France, all applicants for a position with public transportation companies classified by decree as sensitive systematically undergo an administrative security investigation by the National Police.

Our Key Performance Indicators

KPIs	2021	**2022**
Lost time injuries frequency rate due to assault *(Number of work-related accidents due to assault/total annual hours worked x 1,000,000)*	2.43	**3.10**
Lost time injuries severity rate due to assault *(Number of days lost due to physical assault/total annual hours worked x 1,000)*	0.34	**0.42**
Rate of physical assaults on passengers *(Number of physical assaults on passengers/total million kms traveled)*	0.69	**1.03**
Share of countries covered by a national security officer / total number of countries in the consolidation scope	100 %	**100 %**

The resumption of activity as well as the end of the mandatory sanitary measures imposed on public transport during the health crisis, has enabled an increase in ridership from the beginning of 2022. The return of passengers to our vehicles means that the probability of an assault between passengers or against the Group's employees increased. The growth observed for the frequency and severity of recorded assaults is illustrated by a security context marked by an increase in violence, particularly visible in Europe, due to successive social and economic crises.

Key figures

Achievements

Security in transportation: signature of a partnership with the start-up UMAY

In order to enable passengers, in particular women, to feel confident and secure on public transportation, Transdev and the start-up UMAY signed an expanded partnership agreement on November 25, 2022, on the occasion of the International Day for the Elimination of Violence against Women. Under this partnership, Transdev and UMAY will jointly develop functionalities adapted to the public transportation environment. This app makes travel safer thanks to a geolocation system deployed on the urban network and supported by "Safe Places", which are identified partners in many cities in France. The UMAY's Safe Places network will be expanded by automatically associating the sales agencies of Transdev partner networks. Agents will be trained on how to handle persons who feel unsafe and who come to take refuge in these safe places. Finally, this partnership will create a detailed mapping of security incidents, fed by the data obtained from reports submitted by users of the app traveling on Transdev's partner networks.

Preventing repeat offenses: signature of a partnership with the French Ministry of Justice and its Community Service Agency

On April 7, 2022, Transdev signed a partnership agreement with the French Ministry of Justice and its Community Service Agency (ATIGIP). Under this partnership, Transdev undertook to host persons sentenced to perform community service and to help them discover a profession, acquire expertise and master interpersonal skills. The assignments proposed include maintaining buses, coaches and trains and providing information to passengers. Through these actions, Transdev participates directly in preventing repeat offenses and contributes to social reintegration through work.

V. Transdev, a responsible employer

Taking care of our employees

Transdev's most valuable asset is the men and women in the company who enable each person to get around every day. We employ over 84 ,000 persons worldwide. As a responsible employer, we deploy our efforts in the communities to offer everyone access to our professions. Attracting the best talents and developing them within the company are among our priorities, along with promoting diversity, equity and inclusion, which are also tools for enhancing the appeal of our company externally and boosting employee engagement internally. Another key point is the need for high-quality social dialogue at all levels of the organization.

FIELD	CHALLENGES	RISKS
3 GOOD HEALTH AND WELL-BEING · 5 GENDER EQUALITY · 8 DECENT WORK AND ECONOMIC GROWTH · 10 REDUCED INEQUALITIES	▪ Employee acquisition and retention ▪ Working conditions ▪ Health, safety and security of employees ▪ Training and Social dialogue ▪ Diversity and equal opportunities	

Our HR strategy

Our Group HR strategy focuses on the following priorities: increasing the appeal of the Group, recruiting, developing and reinforcing talent, strengthening the Group culture, and deploying tools to measure and oversee HR performance. Three fundamental principles underpin our actions: social dialogue, commitment to diversity, equity and inclusion, and corporate social responsibility.

Our dedicated organization

The Group Human Resources Department coordinates the network of country HR Departments and each country's HR Department also reports to the country manager to whom it is attached. The Group HR Department directly manages the members of the executive committees of the various Transdev Group subsidiaries. It coordinates the recruitment, compensation, annual review and mobility processes. Management of senior executives is shared by the Group HR Department, which oversees major processes such as career interviews and joint training, and the country HR Departments, which provide individual supervision and day-to-day management. The country HR Departments are responsible for managing middle managers (mobility, career). The HR Departments of the local entities (in the countries) are responsible for HR management of first-level managers, drivers, maintenance technicians and administrative staff.

Our human resources management system

A human resources information system (HRIS), not including payroll functions, is shared worldwide by the various Group entities, and is overseen by the Group HR Department for the management of senior executives and senior management. It manages career reviews, potential assessments and training. In France, the system is deployed at the level of management and supervisory employees.

Our action principles

Maintaining and enhancing social dialogue

In addition to its role as the forum for negotiating collective bargaining agreements, social dialogue is also a tool that promotes competitiveness because it permits difficulties to be brought to light and appropriate solutions to be found. The health and economic crises, have confirmed that social dialogue is essential in the Group's HR strategy. It is a key driver of collective resilience and has been crucial to explain and carry out the necessary adjustments, to continue to serve our clients and passengers under the best possible conditions, and to offer our teams a framework that most closely corresponds to the aspirations of each.

At Transdev, it is based on four principles:

- **social dialogue at every level of the company;**
- **social dialogue based on transparency and compliance with rules;**
- **social dialogue based on confidence and mutual respect;**
- **social dialogue based on compliance with commitments made.**

Management, the labor unions, Human Resources and employees, who comprise the key social dialogue players, interact via a structured dialogue at various levels of the Group.

Since 2012, a **European Works Council** has been set up. About three times a year, this European Council brings together the employee representatives of the German, Spanish, Portuguese, Dutch, British and French subsidiaries to discuss all transnational issues concerning the Group's activities. It is consulted on transnational issues that impact the Group (employment, significant changes in the Group's organization, transfers of production, investments made for the Group as a whole, etc.) and, once a year, on the Group's strategic orientations, long-term plans drawn up and the follow-up thereto. Each year, the members of the Council receive proper training on specific subjects.

In France, each subsidiary has local representative institutions: the **social and economic committees**. These committees, which are key components of the Group's social dialogue, are forums for sharing information and consulting closely with the field and on local issues.

Since 2015, a **French Group Works Council** was set up to represent all employees of the Group's French subsidiaries. It meets about three times a year and is composed of 22 employee representatives appointed by the labor unions that are representative at Group level, and who are chosen from among their elected representatives to the bodies of the relevant subsidiaries. In particular, this French Group Works Council is informed of the development of activities, investment projects, employment trends, the Group's economic, financial and employment situation and the consolidated financial statements of Transdev and its subsidiaries. It is also systematically consulted on the Group's strategic orientations, as well as on any transaction that may impact the economic and employment situation or the organization of the Transdev Group.

In 2021, a **National Healthcare Costs Committee** was set up pursuant to a Group agreement in order to better manage the healthcare costs reimbursement plans of the Group's subsidiaries in France.

In addition, under the Group Agreement "on the exercise of labor union rights and social dialogue within the Transdev Group", which was concluded in June 2015 and amended in February 2019 to perpetuate constructive employment relations and organize the smooth exercise of labor union rights within the Group, national labor union delegates and national coordinating labor union delegates have been designated. They have been provided with human and financial resources.

Finally, in addition to these resources, the Group agreement of February 2019 supplemented the social dialogue organization by setting up a National Social Dialogue Oversight Committee, which meets twice a year to plan the schedule of social negotiations at the Group level and to oversee them in conjunction with the representative labor unions. This agreement also harmonized the framework for setting up Social and Economic Committees in the subsidiaries, while allowing the local entities room for negotiation, thereby permitting adjustments to local contexts.

Since the health crisis, the methods and pace of social dialogue at Transdev have been transformed. For example, meetings and discussions are held weekly, or more frequently if necessary, at the contractual, regional, country and Group levels. The deterioration in the economic situation that followed, as well as inflationary trends not seen for nearly thirty years, which have been a significant factor in aggravating social tensions, have further spurred changes to the manner in which Transdev conducts social dialogue.

The Group's central bodies have increased the number of meetings they hold, generally in hybrid form with a combination of physical presence and remote participation: Three French Group Works Council meetings, three European Works Council meetings, two National Health, Safety and Working Conditions Committee meetings and three National Healthcare Costs Committee meetings were held in 2022 to maintain ongoing social dialogue and prevent labor conflicts.

Attracting talent and enhancing the appeal of our professions

Attracting and retaining talent is a major challenge for Transdev. For this reason, we have invested in enhancing the **appeal of our professions and in promoting our company**, by setting up dedicated programs such as **"Drivers@Transdev"**. Indeed, Transdev is faced with a worldwide shortage of drivers and a demographic imbalance in the driver population: 53% of our drivers are over 50 and will retire within the next 10 to 15 years.

The intense competition for talent and the shortage of field staff, including drivers, impacts all Group countries. Attracting and retaining talent of all profiles is a major challenge that Transdev must meet in order to ensure good working conditions for its teams and to maintain performance at the highest level.

With this objective in mind, **the Group's HR Department initiated a number of "People" projects in 2022, drawing on an internal network of over 90 contributors with a wide range of expertise and of many nationalities.**

These projects provide support to Group countries while ensuring, when appropriate, consistency in HR initiatives.

In the area of recruitment, we now offer Group-wide training to develop the skills of our recruiters and managers, who are the first points of contact with applicants. In-depth work has been undertaken in all our countries on our value offer as an employer to ensure better communication on the attractiveness and retention incentives that Transdev offers its teams. This work will serve as the foundation for our new Employer brand in 2023. As key players in attracting and retaining employees, Transdev's managers were at the heart of the Learning and Development teams' concerns in 2022.

For example, we now offer a training program for all first-line managers in order to strengthen the core competencies required to perform their duties. In addition, 100% of newly promoted managers in the Group must receive training within the first year of their promotion.

Drivers @transdev

Since 2019, the "Drivers@Transdev" program aims to attract new drivers and support their activities by providing them with solutions on a day-to-day basis. This initiative is a means to encourage future drivers to discover this job, to provide them with tools to facilitate their day-to-day work, and to anticipate changes in the profession through specific training.

The governance and missions of the "Drivers@Transdev" program evolved in 2022. Comprising 16 experts from five different countries, it now focuses its efforts on detecting and disseminating innovative practices, as well as offering new tools, in particular to structure and enhance managerial practices. A major project has been launched to improve drivers' working conditions and, more specifically, their individual work schedules, which are a source of dissatisfaction and negatively impact the appeal of the job.

Providing access to employment and meeting our recruitment needs

Académie by transdev

In France, Académie by Transdev was launched to train a new generation of drivers. Since September 2020, Académie by Transdev has been a concrete manifestation of our commitment to providing access to mobility jobs through apprenticeships and to promoting the inclusion of persons with low employability. **Our goal is for Académie by Transdev to train 250 employees** (covering all apprenticeship and professional training contracts) **in 2022, and then 500 employees as of 2023.**

In the Netherlands, the application of social return on investment (SROI) criteria in public contracts (procurement or calls for bids) is used to evaluate companies that operate public services on their performance in terms of providing greater opportunities for persons with low employability. This performance is measured on a scale from 1 to 4. In 2020, Transdev's first rating on this scale placed it at the second level, and it aims to reach the highest level in 2023.

In Australia, in connection with our **Reconciliation Plan**, Transdev forges strong partnerships with local Aboriginal employment services and industry leaders to address the inequalities faced by Aboriginal and/or Torres Strait Islander people.

Supporting the career development of our employees

Supporting the career paths and development of our employees are key factors for the Group's performance. We have set up a variety of dedicated processes (annual interviews, evaluations based on the we@transdev management model, career interviews, people reviews, ongoing discussions and succession plans), all of which are supported by our me@transdev platform.

Our management model: we @transdev

A development tool for our managers and teams, **we@transdev is a Group management model** that evolves to meet Transdev's business needs and the transformations of the mobility sector. It is structured on the basis of three priorities: performance, innovation and collaboration, which are, in turn, broken down into 10 key managerial skills that are manifested in the actions of our managers and their teams. With we@transdev, **our goal is to create a common culture with shared definitions for each skill.** Therefore, each manager must know, understand and assimilate the skills the model provides in order to work with their team on the roadmap and their collaboration methods.

Processes in place

Our various processes (annual interviews, evaluations based on the we@transdev management model, career interviews, people reviews, ongoing discussions and succession plans) provide us with in-depth knowledge of our employees, their performance and their career aspirations. They also enable us to build and offer them suitable and ambitious development paths, thus guaranteeing the company solid succession plans for all key positions in the Group.

In conjunction with the countries, the Group deploys and coordinates the processes dedicated to talent management for the Group's 500 top managers and officers. The processes are adopted and applied within the subsidiaries for all employees. **Our goal is to deploy these processes to 100% of the Group's top managers and executives.** The indicator monitored by the Group is the percentage of annual interviews conducted by the Group's top managers and executives.

A dedicated tool: me@transdev

This is a unique space dedicated to employees where they can access their career path: annual reviews and career interviews, training and development proposals, internal mobility. We offer a complete training program, including the Group's digital training catalog, which is supplemented by training offered by outside partners, covering a wide variety of subjects, all of which is free of charge and freely accessible. The Transdev Formation internal training center offers employees the possibility of registering online for over 150 training courses in our core businesses, as well as offering training in diversity, equity and inclusion. On the me@transdev platform, a series of e-learning sessions have been added on environmental, safety, ethics and compliance issues, which are intended for all Group managers.

Developing the potential of all our employees

Our aim is to develop individual skills, provide opportunities for continuous learning and update our working methods, through our Learning process. This is also a key tool for sharing and strengthening our corporate culture.

The Learning approach is linked to Talent Management. Development and learning plans are designed in each Group countries according to specific needs. Some programs have been developed at the Group level:

"On The Launch Pad": over an 18-month period, this program offers about fifteen talented young individuals from nine different countries, equally divided between men and women, the opportunity to acquire a global vision of the mobility sector and the Group's strategy and current endeavors.

"Trans'lead": a six-month international development program for top managers identified during People Reviews that aims to prepare the Group's talents in the field of leadership.

"In'Pulse" and "Trans'Days": in order to facilitate the integration of new managers involved in international projects, the bi-yearly **"In'Pulse"** seminar, designed for about twenty participants, provides an overview of the Group's strategic challenges and a unique forum to discuss with its top managers. **"Trans'Days",** a manager integration program, was applied to integrate 150 employees in France in 2022.

"Moving Digital": this platform offers a broad range of digital learning courses. In 2022, new e-learning courses were made available on the platform. These resources cover subjects such as collaboration, management, distance learning, conducting meetings, and the proper use of digital tools.

Our objective is to enable all our employees to receive at least one training course per year. In 2022, nearly 83.9% of the Group's employees received training. The countries where we do business have continued to deploy we@transdev, our Group management model, which also is the platform for the Group's integration and Learning & Development programs **("In'Pulse", "Trans'Lead", "Trans'Days")**.

Encouraging international mobility

To ensure our operations have the skills they need, meet the demands of our clients and take into account the career aspirations of our employees based on their skills, the Group deploys policies and systems with an international outlook.

This approach, which is aimed at all employees who have the desire, ambition or possibility of pursuing an international career, is based on three focuses:

- managing the international mobility of our employees;
- building a pool of young talent with an international dimension;
- enabling our expertise to be mobilized where and when it is required.

e.team @transdev The e-Team Group system enables our expertise to be mobilized where and when it is required. This Group system maps our internal experts in 27 identified fields of expertise. Our employees can position themselves, declare their expertise and communicate their willingness to take part in specific expert support projects. The Group's experts, who are selected on the basis of their expertise and willingness to cooperate, and who are approved by the field's reference person, join the Group's community of international experts, who are mobilized to promote the mobility solutions offered by Transdev and provide these solutions to our clients. In 2022, 300 experts from over 20 countries carried out nearly 180 assistance missions within the Group.

Listening to our employees

Listening to employees is essential to implementing the conditions that fosters performance. Committed employees contribute their talent and motivation to the company's success, in line with its values and objectives, while finding personal fulfillment in their work. Employee listening measures are implemented by the teams in the countries where the Group operates.

Our Key Performance Indicators

KPIs	2021	**2022**
Absenteeism rate	7.7%	**8.1%**
Employee turnover rate	21.4%	**24.0%**
Percentage of employees who received at least one training course during the year	82.9%	**83.9%**
Percentage of employees who had an annual interview *(Top Executives & Top Managers of the Group)*	78.7%	**82.9%**

The post-Covid labour market change is having a strong impact on employee turnover. Abandonments of post and resignations are on the rise.

The absenteeism rate is also worsening due to the increase in sickness absence (resumption of Covid/flu infections), the weight of absences due to work-related accidents carried over from previous years, and unscheduled absences, which describe the difficulty that countries have in getting employees back to work, coupled with the pressure that the shortage of drivers is putting on operations.

We are making progress on training and interviews through process support to employees.

Key figures

Achievements

Training our managers in the challenges of attracting and retaining talent

In connection with the "Drivers@Transdev" program, Transdev's Executive Committee decided to focus on attracting and retaining talent. Accordingly, in 2022, we created a training program for first-level managers (managers of drivers). First-level managers are central: they are at the heart of the program. The goal is to assist these managers in understanding these challenges. This training program includes cross-functional topics (knowledge of the Group, societal trends in the workplace, diversity, equity and inclusion issues, health and safety, etc.), which are the subject of training at the Group level. Specific training courses will also be developed in the countries where the Group does business. This training program will be rolled out in 2023, and our target is to train 100 % of new managers: nearly 2,500 first-level managers will receive training.

Transdev France: making our jobs more attractive. The "Shift the Lines" (Faites bouger les lignes) campaign

Against a backdrop of significant hiring difficulties, urban passenger transportation companies, including Transdev, are mobilizing to hire over 2,000 drivers by June 2023. Based on mutual commitments, the French Public and Rail Transport Association, the French Ministers of Labor and Transportation, and the Unemployment Agency have joined forces to promote these promising professions through the "Shift the Lines" campaign to increase the appeal of these jobs. At an initial meeting held in December 2022, bus drivers, including two Transdev Group drivers, came from all regions to talk about their job and promote the sector. Among the actions planned for 2023, a dedicated bus will tour France to raise awareness of these jobs among young people, women, job seekers and employees undergoing a career change. A digital communication campaign will also be launched.

Transdev Canada: being an exemplary employer

Great Place To Work. Certified NOV 2021 - OCT 2022 CANADA

Transdev Canada has been awarded "Great Place to Work®" (GPTW) certification. This certification is based on a rigorous, anonymous and confidential direct survey of all employees that is conducted independently by GPTW Canada. The results of this certification demonstrate that human resources management is a priority for Transdev Canada. To achieve this priority, the subsidiary relies on robust policies and concrete programs to promote development, integration, training and well-being, while emphasizing listening, respect, inclusion and equity. In the survey, 80 % of employees stated "I can be myself at Transdev Canada."

Transdev Australasia: employer of choice

In 2022, Transdev Australasia's (TDA) People and Culture team was an Australian HR Awards Excellence awardee in the HR Team of the Year category. This award recognizes the expertise, commitment and dedication of this team in providing high-quality service and results. Against the complex backdrop of the health crisis, the team succeeded in concluding corporate workplace agreements, developing a new HR portal with seven different payroll systems, and rolling out its diversity, equity and inclusion strategy and a nationally accredited training program for apprentices and interns.

Transdev Ireland rewarded for well-being at work

In 2022, the initiatives taken for our employees were also recognized in Ireland, where Transdev Dublin Light Rail (TDLR) was awarded KeepWellTM certification by Ibec, the largest employers' confederation in Ireland. This certification label recognizes the work employers do to keep employees healthy in the workplace.

The KeepWell Mark An Ibec Initiative

Promoting diversity, equity and inclusion

As a key player in the mobility of today and tomorrow, it is our responsibility to promote the values of diversity, equity and inclusion (DEI), both as an employer and as a business partner. To do so, we are committed to:

- striving to embed diversity, equity and inclusion in our identity;
- pursuing our goal to be a leader in diversity, promoting this value within our industry, and fully integrating diversity, equity and inclusion best practices in the way we work and in our business activities;
- aiming to create a work culture where individual differences are understood, anticipated, valued and capitalized on.

At the highest level of the company and in all our day-to-day actions, we value diversity in terms of expression, points of view, origins, priorities and orientations. We ensure that every employee has an equal opportunity to succeed, regardless of their age, background, ethnicity, education, gender, disability, sexual orientation, religion/belief, marital status, union, organization or minority group, thus enabling them to develop their skills and serve our customers each day.

In 2022, we reaffirmed our commitment to accelerate change by publishing a diversity, equity and inclusion manifesto and charter, which very concretely set out the actions we have put in place.

FIELD	CHALLENGES	RISKS
3 GOOD HEALTH AND WELL-BEING 5 GENDER EQUALITY 8 DECENT WORK AND ECONOMIC GROWTH 10 REDUCED INEQUALITIES	▪ Employee acquisition and retention ▪ Working conditions ▪ Health, safety and security of employees ▪ Training and Social dialogue ▪ Diversity and equal opportunities	

Our action principles

Our Group HR strategy focuses on the following priorities: increasing the appeal of the Group, recruiting, developing and supporting our talents, strengthening the Group culture, and deploying tools to measure and oversee HR performance. Three fundamental principles underpin our actions: social dialogue, commitment to diversity, equity and inclusion, and corporate social responsibility.

Establishing ambitious roadmaps

The Diversity, Equity and Inclusion program is a priority of the Transdev Group and is coordinated by the Group Executive Committee. It requires all Transdev subsidiaries to focus on three avenues for action:

- the recruitment process;
- the employee development;
- communication.

Diversity, equity and inclusion are part of our six strategic CSR commitments: a specific action plan has been established and a dedicated organization has been set up. In each Group subsidiary, we deploy a roadmap aligned with local issues and the culture of the countries where we operate. The people review and recruitment HR processes integrate these objectives of diversity, equity and inclusion.

In the United States, the **Diversity & Inclusion Council** has been rolled out, comprising 17 members who represent the range of employee diversity. It advocates, coordinates, studies and monitors strategic actions that promote diversity and inclusion.

In Australia-New Zealand, Transdev Australasia has rolled out a clear and ambitious roadmap that focuses on six priorities: sexual orientation, gender, age, accessibility, multiculturality and reconciliation with Aboriginal populations. Diversity and Inclusion councils are systematically set up in each business unit, comprising a variety of profiles.

Incorporating diversity, equity and inclusion into our business activities

In our Diversity, Equity and Inclusion Charter we have formally set out our ambitions and the concrete means we implement:

- **consistently meet or exceed our legal and regulatory diversity and inclusion obligations** in all regions where we do business;
- **work collaboratively**, conducting our business and fulfilling our obligations to the community and stakeholders without discrimination, bias or undue advantage for any group or individual over another;
- **measure and evaluate our success** in terms of diversity and inclusion, both internally and against appropriate external benchmarks, and develop solutions to accelerate progress until our diversity goals are met and the culture we wish to create becomes a reality;
- **accelerate change** with respect to gender balance and progress towards gender parity at all levels of the organization: **in connection with the strategic CSR trajectory, we have set a target of 34 % women by 2030.** The members of the Group Executive Committee participate in the mentoring program, which is adapted and carried on by the country Executive Committees.
- **evaluate and reward the performance**, potential and talent of our employees according to their individual abilities and their contribution to our business, regardless of their origin or individual differences;
- **monitor and review the application of our HR policies** and processes to ensure they are implemented without bias or discrimination;
- **educate and train** our teams on diversity, equity and inclusion.

Putting diversity, equity and inclusion at the heart of our culture

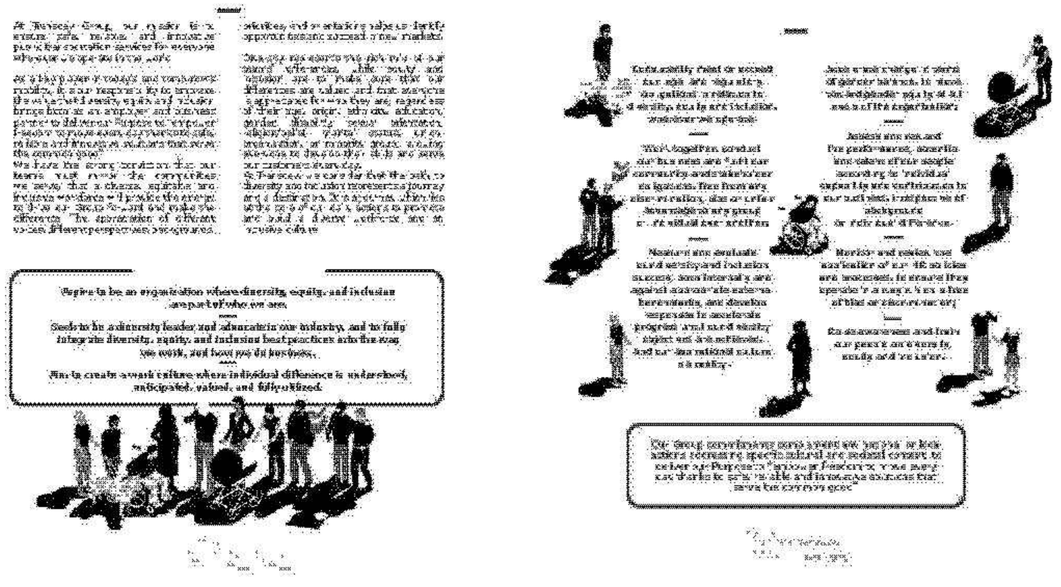
We aim to create a work culture where individual differences are understood, anticipated, valued and capitalized on. This requires training, awareness-raising and sharing good practices internally.

A Diversity, Equity and Inclusion module is now available on our digital learning platform. This module includes a test to assess employees' knowledge, as well as educational content.

It also presents Transdev's strategy, our goals, examples of how Diversity, Equity and Inclusion are applied within Transdev, and current initiatives at the Group's various locations. In addition to these internal examples, learners also discover initiatives by other companies in the mobility sector and in other industries. Finally, this module encourages practical application of these principles by suggesting concrete actions that can be implemented at an individual and managerial level.

In addition, all learning programs and systems developed include diversity, equity and inclusion awareness modules. We also organize internal events to continue to inform, raise awareness and develop inclusive behaviors, such as a dedicated episode on our web radio. On October 12 and 13, 2022, we invited all employees to join a conversation on diversity, equity and inclusion, live on our web radio. The discussion sessions were held in English and French and were facilitated by representatives of key internal functions (CSR, HR, unit managers, etc.) and an outside expert. These episodes, which are available for replay, were also an opportunity to present **Transdev's diversity, equity and inclusion manifesto and charter to the 148 employees who tuned in.**

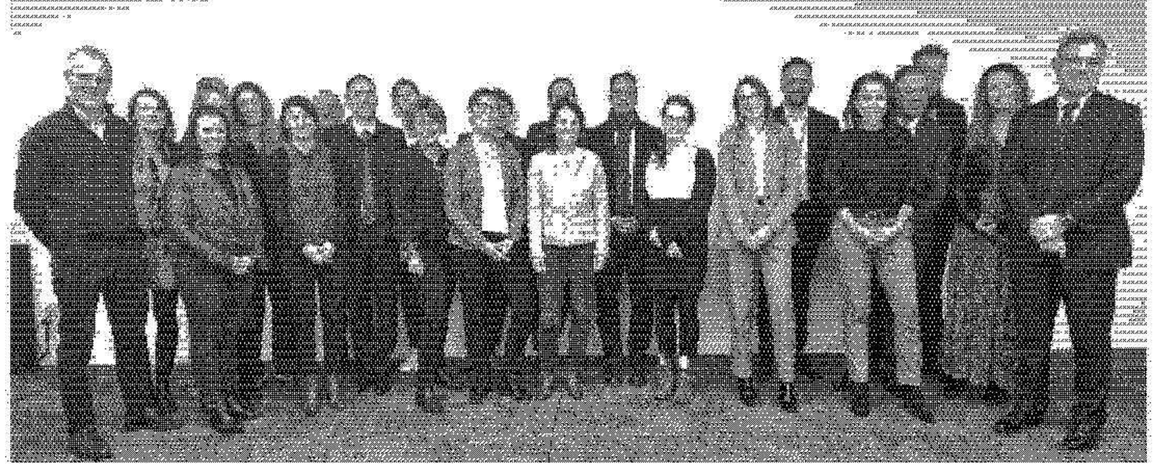
At Transdev, our employees are encouraged to share best practices. For example, in our Yammer corporate network we have a community dedicated to diversity, equity and inclusion. This is also the case in the course of the exchanges of the international CSR community. Finally, in 2023, an international network of Diversity, Equity and Inclusion officers will be launched.



Diversity, equity and inclusion charter and manifesto

Mentoring for women

In September 2022, the Executive Committee launched the second edition of our Women's Mentoring program. During two half-day training sessions, participants discovered mentoring, best practices, the challenges of female leadership in 2022, and various types of leadership. The nine mentees, from the United States, France, Australia-New Zealand, Sweden, Germany, Canada and the Netherlands, met with their mentors and defined their goals. For nearly a year, the pairs will have monthly discussions, with a major objective: to promote each person's development by capitalizing on the sharing of mutual experiences.



Acting to promote diversity, equity and inclusion

To do their part to promote diversity, equity and inclusion, Transdev employees in various countries have joined **sports and solidarity initiatives.** A notable example was provided by an employee of the assets and engineering division of Transdev Australasia. This employee signed up for the marathon of the 20th edition of the Sydney Running Festival and ran to support the charity iimpact Australia, which funds education for girls between the ages of 6 and 14 in remote rural villages in India. As he prepared for the marathon, he used social networks to raise awareness about education and equality for women. The funds raised will provide support for the learning center in the village of Rihana in the Bundi District of Rajasthan, India, for one full year and will provide up to 30 girls between the ages of 6 and 14 with education and daily meals. In the Netherlands, 60 employees from various branches and business units participated in the Mud Masters race and received pre-race training from paralympic athlete Tim de Vries. This event was an extraordinary opportunity to raise awareness on the practice of sports by people with disabilities.

Our Key Performance Indicator

KPIs	2021	**2022**
women among Top Executives*	25 %	**26 %**

**this indicator is audited from 2022*

Key figures

1
agreement signed with AGEFIPH

9
participants in the Women's Mentoring program

12
women participated in the "Women Leaders" program

2
web radio episodes on diversity, equity and inclusion

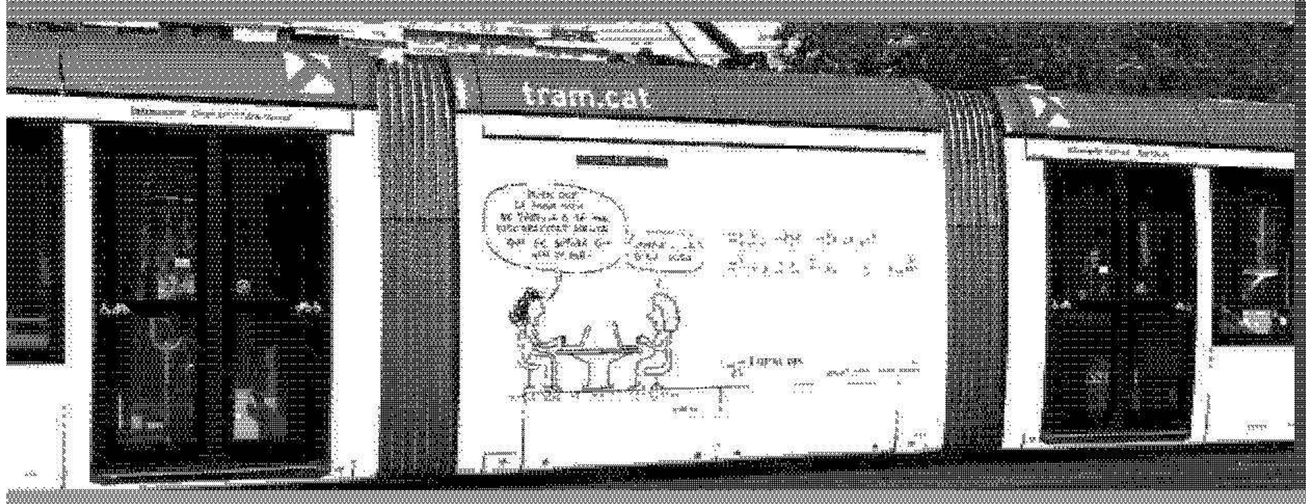
Achievements

Acting to include persons with disabilities

In Everett, USA, a partnership was signed with AtWork, an agency that helps people with intellectual and developmental disabilities find employment and assists them to successfully transition to work. In 2022, one person benefited from this program and is now employed in a permanent cleaning position. A needs analysis, prior training, a discovery visit and an adaptation period enabled us to find an optimal balance for the employee and the site. Two new hires are being considered in 2023.

In Melbourne, a partnership with the NGO Amaze was formed to raise awareness of autism among passengers through an on-board advertising campaign. It encourages the public to consider their response to people with autism in order to foster a more inclusive and welcoming environment;

In Barcelona, TRAM launched a campaign of illustrations on trams by the artist Javi Roya that confront passengers with actual situations that persons with disabilities may face. This operation was carried out in partnership with the Eurofirms Foundation.



Supporting female talent

In 2020 in France, Transdev has launched its "Women Leaders" ("*Leader au Féminin*") program to develop a pool of female talents that will occupy key positions in the future (operational fields, network management, response to calls for bids, etc.). This initiative was born of a conviction – gender diversity is a performance catalyst – and an observation: at Transdev, too few women hold operational positions. The program targets two groups: external and internal talent. The program's structure consists of major stages to ensure successful integration: a period of immersion in different networks (urban, interurban, etc.) to discover the diversity of our businesses and the various aspects of network management, meetings with head office employees, completing a training program called "Company Management Pathway" that includes a number of modules (management, steering social dialogue, P&L management, etc.), the opportunity to obtain a transportation qualification, and a mentoring program. The program also includes regular meetings with participants' HR advisors. In 2022, our actions continued: 12 women participated in the "Women Leaders" program.

Implementation of a disability policy

In France, Transdev and Agefiph (Fund Management Association Promoting Access to Work for Persons with Disabilities) signed a two-year agreement covering the period from January 1, 2022 to December 31, 2023. This agreement reflects our commitment to implement a disability policy that is incorporated into the human resources policy. The company has committed to objectives established jointly with Agefiph on several issues: employment (hiring and retaining employees), awareness-raising, training, and the protected worker sector. In return, Agefiph provides the company with financial resources suitable to its objectives and provides support for this process.

VI. Transdev, the partner of communities

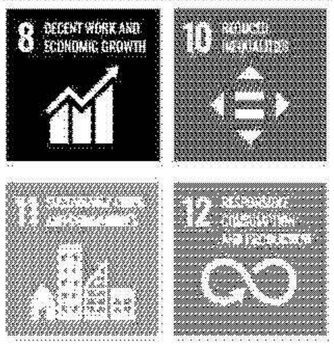
Contributing to the development of communities

Empower freedom to move everyday thanks to safe, reliable and innovative solutions that serve the common good, that is our purpose . In keeping with this corporate statement, our activity is aimed at implementing our clients' public mobility policies, thereby providing citizens with freedom of movement under optimal quality and safety conditions. Therefore, Transdev Group plays a major role in the economic and social development of the communities it serves.

Carried out in partnership with public transit authorities and in line with regional planning strategies, our actions enable millions of passengers to have equal access each day to employment, training, a social life and leisure activities, regardless of where they live.

We are committed to continuous dialogue and share our experiences with all our stakeholders. We work with local authorities over the long term to make mobility a powerful tool to promote the appeal and economic and social development of communities. Together we design tailored, integrated and inclusive mobility solutions.

Wherever we do business, we help to change how people travel on a day-to-day basis and we contribute to expanded economic and social activity, social cohesion and the ecological transition through our innovations, inclusive local purchasing policies and solidarity initiatives.

FIELD	CHALLENGES	RISKS
	**PASSENGERS** ▪ Developing and promoting public transportation ▪ Inter- & multimodal options ▪ Customer experience ▪ Transport accessibility	▪ CSR claims against a supplier

Our action principles

Promoting the use of public transportation

We believe that public transportation is the backbone of any urban or regional mobility system and a key asset for cities that seek to adapt successfully to the economic, social and environmental challenges of tomorrow. Therefore, promoting the use of public transportation is not merely an economic imperative for us, but it is the bedrock of our corporate mission. Each day, Transdev's teams mobilize excellence in our businesses to offer the public networks that meet the concrete needs of day-to-day life, operated with the highest quality of service and exacting standards in terms of customer experience. Each day, our teams in the engineering offices, in marketing support and in our operations mobilize their know-how, with motivation, to ensure that our commitment to passengers citizen is kept consistently, from the first ride in the morning to the last service in the evening. Convincing through concrete proof is therefore our primary approach to promoting use of public transportation.

We also carry out numerous educational and awareness-raising actions for young people to promote the use of public transportation. On the COROLIS network in Beauvais, an entire system has been deployed to help young travelers become independent and responsible users of public transportation: educational workshops in the classroom, events, distribution of educational documents on buses inspired by the "Les Incollables" game, and distribution of books of tickets to encourage youngsters to discover the network. On the REZO network of Greater Verdun, we encourage a courteous and respectful use of public transportation through entertaining activities, events and educational projects in partnership with dedicated organizations.

Improving access to transportation for all

Transdev endeavors to ensure access to public transportation for all persons. In France, we are partners of the **Inclusive Mobility Laboratory (LMI)**. In connection with this partnership, with the support of the French Ministry of Transportation , we worked to set up the **"#TousMobiles" program** to give local actors the keys and tools they need to work toward solidarity-based mobility.

Through the actions of the Group and its CEO, Thierry Mallet, in the Collective for an Inclusive Economy, Transdev affirms its global commitment to employment and inclusion. This initiative brings together over 30 French companies with the aim of promoting products, services and systems to help people in difficult situations on a day-to-day basis and developing inclusive purchasing policies.

At the Linköping site in Sweden, a research project was launched to develop a digital solution for passengers with vision disabilities. The project uses digital audio and tactile tools to communicate instructions to passengers about the arrival of the shuttle and its location on the platform. In Harrogate, England, Transdev offers free travel on its buses for persons with disabilities, to encourage them to use public transportation. In Dunkirk, on the DK'Bus network, transportation on demand services are offered to seniors by the Etoile service, and to people with reduced mobility by the Handibus service. In 2023, an app will allow to book Transportation On Demand (TOD) up to two hours before the trip.

Acting to improve access in communities

Our solutions contribute to improving access to communities, such as in the Ile-de-France region, where we have enhanced our transportation on-demand offer. In the Fourmies population center, which has a high unemployment rate, we offer tailor-made services with Avesnois Mobilités, such as local transport for arrivals and departures at the Lille railway station, electric bikes, and a local carpooling system.

Participating in a collaborative movement

Each day, Transdev works with local players to design a new mobility model, encourage new use habits, and promote initiatives to increase their appeal and ridership. To anticipate and respond to these changes, Transdev has created a unique joint development approach: **LEMON, the Mobility Experimentation Laboratory.** It operates on a principle of shared innovation to design and test sustainable mobility solutions adapted to the local context. This laboratory is active in six areas (Grenoble, Montpellier, Nantes, Lens, Mulhouse, Villefranche-sur-Saône and the Rhône interurban area) and has launched 20 experimental projects on various themes, such as shared mobility, air quality, and mobility and employment. Each project is carried out jointly with the public transit authority and the local operator.

Supporting the ecological transition in communities

Since 2015, the electrification of transportation networks has become a major issue for public transit authorities, which see it as a significant factor for a successful energy transition and for improving the quality of life in communities by reducing air pollution. Today, we are Europe's leading zero-emission mobility operator and, each day, we develop energy solutions for cleaner travel. **We support local authorities in accelerating the energy transition of their fleets by progressively deploying efficient, responsible and sustainable fleets using alternative energies:** electric, hydrogen, hybrid, bioethanol, etc. We share our unique expertise to help them make choices regarding infrastructure, technology, rolling stock, etc.

The circular economy also plays an important role in the development of communities that are more sustainable and resilient and use fewer resources. Transdev takes this issue into account throughout its supply chain, from the sorting of waste to its treatment, in accordance with the law. We have developed master contracts that enable our entities to take advantage of our national networks, thereby ensuring a standardized level of waste treatment - for example for the treatment of our waste oils, aerosols, soiled rags, etc.

We support the development of **active mobility in communities**. For example, in large and medium-sized cities, bicycle use rose by 11% in one year, according to "Vélo & Territoire." To support this transition, Transdev is negociating a national partnership with the French Cycling Federation to train and encourage cyclists to use or reuse their bikes. The first project of this type, which was set up in the Evian area, offers a cycling school to adults who have never biked, as well as lessons to cyclists who want to regain their confidence before biking on city streets. Moreover, the bicycle services operated by Transdev have proved successful, such as the "Lovélo longue-durée" project that was launched in September 2021 by the Rouen network. Over the course of a year, over 1,700 customers rented a bike from the fleet, which includes folding, electric and cargo bikes.

Expanding digitalization

Contactless, remote and digitalization have become commonplace practices, particularly since the end of the health crisis. All over the world, the networks operated by Transdev have accelerated the development of electronic payment solutions, such as SMS tickets, M-tickets or open payment (use of a bank card as a ticket wallet), to facilitate the purchase of tickets and reduce the volume of disposable physical materials.

Combating fraud and reaccustoming people to tagging on

The issue of fraud is a constant priority for the networks. Numerous actions to encourage tagging on and to combat fraud have been launched. With the **Transdev loyalty program "My Club"**, passengers accumulate loyalty points with each trip, which they can use in our network of partner merchants. This program, which has been deployed in several networks such as Grenoble, Saint-Etienne, Lens, Reims and Rouen, enhances the appeal of tagging on. In Normandy, a day-long tagging on challenge converts these points into an act of solidarity in the form of a donation is made to an association. The Switch program encourages fraudsters to adopt proper behavior by giving them a choice of paying their fine or exchanging it for a transportation ticket on the network (subscription, 10-trip book of tickets, etc.).

Developing solidarity actions and roots in communities

Since 2002, the Transdev Foundation has supported over **364 projects that promote social mobility.** In France, over 200 Transdev employees are actively involved and committed as sponsors of these projects, alongside the associations we support. **In 2022, 26 new projects received support totaling €362,257.**

In addition to the 26 projects funded this year, the Foundation opted for a more robust involvement by creating partnerships for the first time. Through these partnership agreements, it provides long-term support for high-impact projects that will be extended at the national level. Unlike traditional Foundation support in the form of an annual grant, the partnership provides a multi-year grant for the term of the agreement. The three associations chosen will receive funding of €20,000 per year for three years (2023-2025).

Going beyond our public service mission, the Transdev networks are committed to playing a social role and are involved in solidarity initiatives tailored to local issues. In all communities where we do business, our teams develop solidarity-based initiatives with local players. In Lens, the teams of the TADAO network have developed educational workshops for advisors and beneficiaries of the Unemployment Agency in order to broaden awareness of the network and facilitate its day-to-day use. In Niort, the Tanlib network offers free service to the city's cemeteries every Friday on its *"Souvenir"* lines.

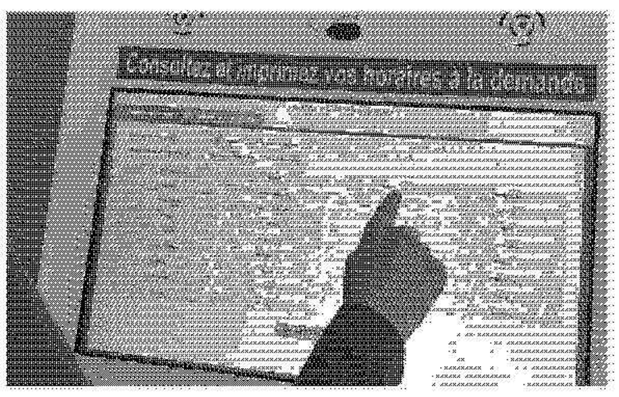
Key figures

Achievements

Adapting to changes in mobility: our survey barometer

The health crisis has led to changes in behavior and frequency of travel on public transportation. A survey barometer set up since the start of the pandemic has enabled us to estimate changes in the customer base, behaviors and future intentions. In May 2022, we carried out an expanded version of this survey barometer, both in terms of sample size, to include new users and medium-sized cities, and in terms of the questions asked, to better understand behavioral changes, identify long-term changes, and measure the impact of teleworking, rising gas prices, and the coming introduction of low-emission zones. In 2020, ridership fell by 25 % (compared to 2019) and by 12 % in 2021. This decrease is expected to be 5 % for the whole of 2022, with disparities depending on the networks and user profiles. Our most recent survey shows that about 5 % of users state they will not use public transportation again. Teleworking is one of the main reasons, which also has the effect of spreading out the demand for transportation throughout the day. A significant portion of customers choose to drive alone or to limit themselves to local journeys, preferring to walk. The use of active transportation modes in urban areas, such as bicycles and scooters, has become more popular.

Digitizing materials: timetables printed on request



In France, the Citura network in Reims has opted to replace paper timetables by installing a terminal in the network's sales office that customers can use to personalize their schedule and print only the information they actually need. A video tutorial has been produced to explain to customers how to use the terminal. However, customers who need help can receive assistance from sales office staff when they learn how to use the service. In January 2022, this initiative won the first prize of the Public Transport New Year Challenges organized by the French Public Transport Authorities Association (GART).

Promoting public transportation: favorable offers for users

Against the backdrop of the 2022 economic and energy crisis, numerous marketing actions have been launched to encourage the use of public transportation as an alternative to the car and to promote the value of this more economical means of transportation. In March 2022, the TANGO network in Nîmes highlighted the benefits of its offer using the slogan "the tram-bus means: free parking, zero traffic jams and gas savings" and proposed an exceptional promotion of 20-ticket passes for €20. Other networks have experimented with trial offers or promotions, such as the CITEA network in Valence, which in April 2022 offered a promotion of "1 month of bus tickets purchased = 1 month of free bus tickets."

Promoting responsible practices in communities

As an economic and social actor, we also contribute to the development of regions through the relationships we maintain with our suppliers. Our responsible purchasing policy guides our decisions and practices on a day-to-day basis. This policy, which was adopted at the Group level, establishes common criteria for our purchasing and procurement, as well as environmental protection and economic and social development requirements in the communities we serve.

Our intention is to maintain long-term and ethical relationships with our suppliers, based on the following commitments:

- Raising awareness among our suppliers and subcontractors to sustainable initiatives;
- Ensuring they undertake to comply with our ethical principles;
- Taking into account their commitment to responsible business;
- Assessing the relationship with our suppliers;
- Verifying implementation of our policy in Group countries.

FIELD	CHALLENGES	RISKS
	COMMUNITIES ▪ **Social and ec onomic development** ▪ **Partnership with local actors**	▪ **CSR claims against a supplier**

Our Sustainable Procurement policy

Since 2019, we have implemented a responsible purchasing policy at the Group level. This policy includes a roadmap that establishes objectives to be achieved by 2050, the regular monitoring of indicators, and incorporating CSR criteria in the selection and assessment of our suppliers. This purchasing policy evolved in 2022 with the addition of quantitative monitoring indicators and robust commitments, such as a CSR status report in all business reviews with our strategic suppliers. We also analyzed the maturity level of the purchasing function in the various countries, which included responsible purchasing aspects.

The Purchasing Department contributes to the energy transition, which is at the core of the Group's strategy, by entering into propulsion gas contracts with a biogas option and B100 biofuel contracts to reduce GHG emissions, and by working with its vehicle suppliers to encourage them to switch to alternative energies: electric, natural gas for vehicles, retrofits, etc.

In July 2022, **the Transdev Group launched the "Vision Scope 3" project to measure its carbon footprint across the entire value chain (Scopes 1, 2, and 3).** France is the pilot country, but other countries, such as Australia, the Netherlands, Sweden and Germany, have been included in the project to share their approaches in this area, as well as their data on activities not carried out in France in order to finalize the methodology.

Our Sustainable Procurement policy incorporates the **Transdev CSR Supplier Charter**, which is based on the Code of Conduct that suppliers undertake to sign for any contract over €100,000. It defines the scope of the collaboration, regardless of country or area of expertise, and reflects our various policies concerning ethics, compliance, human rights, labor, the environment, preventing corruption, money laundering and the financing of terrorism, etc. By accepting the Charter, suppliers undertake to respect the Group's expectations in this area and are prompted to follow these principles.

In 2022, we updated our **Supplier Charter**, which includes a new section that encourages suppliers, their employees and subcontractors to act with greater transparency. To assist in this endeavor, we have a whistleblowing system that enables any employee or external stakeholder of the Group to report a problem of non-compliance, in particular with the principles of this charter.

This whistleblowing system, which can be accessed through the SpeakUp® platform, is a simple and secure reporting solution that provides a direct link to our Compliance Department.

We monitor the most significant contracts, i.e., contracts over €1 million. In 2022, this monitoring was reinforced: the number of countries concerned was increased and monitoring is now integrated into the Group's purchasing dashboard.

Our Key Performance Indicator

KPIs	2021	**2022**
Percentage of master contracts > 1 M € that incorporate the Suppliers' Charter	85.7%	**94.2%**

In 2022, the scope of the indicator included in our quaterly report has been significantly expanded. It is currently deployed in 11 significant Group countries, enabling us to raise awareness in our supplier network about sustainable procurement practices and our ethical principles.

Key figures

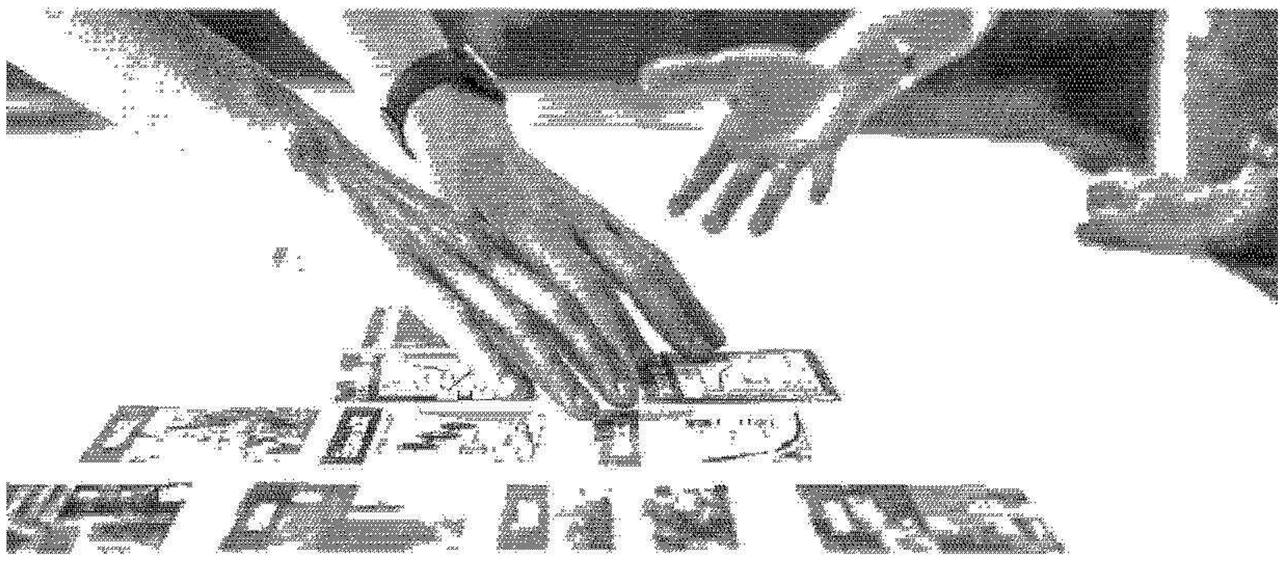
Achievements

Working for a more inclusive economy

In 2022, Thierry Mallet, CEO of Transdev, made a commitment to the Collective for an Inclusive Economy and became a co-sponsor of the working group on inclusive purchasing. This collective includes over 30 French companies that are working to implement concrete actions and develop inclusive purchasing policies. In October 2022, the Collective organized the first inclusive purchasing forum. This forum brought together 50 "inclusive suppliers" and over 350 participants from member companies. It highlighted best practices and established a benchmark for "inclusive partners." Transdev invited two of its suppliers to the forum: a vehicle cleaning service provider in the Hauts-de-France region and an association in Burgundy that promotes access to work and support for school students.

Developing a responsible purchasing culture

At the annual seminar in June, all Purchasing Department members attended a workshop organized by Fresque du Climat. This tool was used to raise awareness of climate issues among the teams and to accompany the launch of the roadmap for reducing Scope 3 greenhouse gases. In addition, in 2022, buyers attended a training session on societal issues, which included a review of the laws in force as well as specific issues, such as working with the protected worker sector.



VII. Our ethics and compliance approach

Conducting our business ethically

When performing our duties in the service of the common good, our decisions and day-to-day actions are guided by unwavering ethical principles. In line with our values, our ethical principles shape the image of the Transdev Group, contribute to the relationship of trust we build with our various stakeholders, guide us when making choices, and ensure that our actions are consistent with our words.

FIELD	CHALLENGES	RISKS

Our Code of Ethics

We have adopted a formal Code of Ethics based on 21 principles. This code is available to all our stakeholders, is deployed in all countries where we do business, and applies to all our employees, regardless of their position in the company. This code is supplemented by specific measures that outline the Group's vision and the organization it has set up to implement it.

Our Ethics and Compliance Management System

A review of ethical risks and an analysis of how they are handled prompted the Group in 2019 to supplement its ethics approach and to set up a global ethics and compliance management system (ECMS).

This ECMS, validated by the Executive Committee and then by the Audit Committee, is being developed in all countries. It is based on Group requirements, implemented at various levels of the organization, including:

- **A network of ethics and compliance country officers**, who report functionally to the Group's Risk, Ethics, Compliance and Internal Control Department, and who are tasked with effective deployment of the system;
- **Compliance risk mapping;**
- **Prior due diligence concerning third parties** (KYC – Know Your Counterparties);
- **Training/awareness-raising of stakeholders;**
- **The ethics whistleblower system.**

The ECMS requires each country to set up an ethics whistleblowing system that protects whistleblowers. Ethics alerts are compiled in a semiannual report submitted to the Group and, for certain types of incidents the Group deems unacceptable (such as bribery or personal data protection breaches), the incident is reported immediately.

The Group has also set up an "alerts and incidents" system that ensures that any serious incident (human, environmental, etc.) is immediately reported and handled appropriately. The "Alerts and Incidents and Ethics Alert" systems enable the Transdev Group to identify, handle and monitor any non-financial risk that arises.

The new ECMS periodic monitoring process includes an annual self-assessment exercise and first- and second-level controls. It was implemented starting in January 2020 and enables the Group and its governing bodies to take stock of all its ethics and compliance systems and, therefore, to assess its vigilance plan.

Our action principles

Observing the fundamental human rights

Due to its business model and the location of its businesses, the Transdev Group's exposure to human rights abuses, such as forced labor or child labor, stems primarily from the actions of third parties with which it works (suppliers, subcontractors, etc.). Other issues, such as harassment, discrimination or failure to respect freedom of association, may arise in the Group's activities.

In 2018, the Group adopted a fundamental rights protection policy, which reiterates the Group's operating principles:

- Acceptable working conditions;
- Acceptable working hours, wages, vacations;
- Fair treatment (no harassment or discrimination, respect for privacy);
- Freedom of association;
- Refusal of forced labor and child labor;
- Acceptable impact of our operations on local communities.

These principles, which are in line with the Group's Code of Ethics, are implemented by the Group's employees and managers, and are analyzed in connection with the approval process for significant Group projects (development, acquisition, divestment, organization, etc.) reviewed by the Group's Commitment Committee.

Our commitment towards personal data protection

The Transdev Group manages tens of thousands of employees and millions of passengers each day. This involves handling large quantities of personal data, which must be protected and processed in the best interests of the various stakeholders.

The adoption of the General Data Protection Regulation (GDPR) has been an opportunity for the Group to implement **a policy aimed at ensuring optimal and protected management of personal data.** In addition to the European regulation, seven principles have been established that provide a common language across all geographical areas. They aim to provide effective protection of data subjects' data and to optimize the management of their data. The Group thus views the GDPR and deploys it internally as a tool for progress and not merely a regulatory constraint.

The* "Data Privacy" *process is supported by a network of Data Protection Officers (DPO) in European countries, and of Data Protection Referents in non-European countries, to ensure that personal data is processed

in accordance with the Group's principles, such as data minimization, reliability and security, as well as local laws. Depending on the size and organization of the countries, DPOs or local contacts may be appointed.

The network of country DPOs meets periodically to share experiences, best practices and difficulties encountered, and to work to improve the system. Effective deployment of the GDPR is monitored on the basis of 12 criteria applicable to each entity and to groups of entities. At this stage, the main European countries all have a DPO and effectively apply the 12 criteria. Coordination with non-European countries is currently being undertaken.

Our combat against tax evasion

To ensure compliance with and respect for the laws in force, our tax governance is based on ethics and transparency.

Tax ethics

The Transdev Group does business in 19 countries. Our tax contribution (payment of taxes) is made in these countries and complies with local and international tax rules. Our business has local economic impacts, such as job creation. In addition to corporate income tax, we pay other contributions in the countries in which we do business: social security contributions, wage withholding taxes, taxes paid on goods and services (VAT, GST, etc.), local taxes, taxes on power supply, and other local taxes.

When the Group operates in countries where the corporate tax rate is lower than in France, it is able to prove that it is engaged in a genuine business activity and that it has economic substance in those countries.

Tax transparency

The Group maintains a professional and cooperative relationship of confidence with the tax authorities in the countries where it operates and communicates all relevant information in a transparent manner, in compliance with its legal and tax obligations. For example, in 2019, Transdev in Australia obtained an excellent assessment from the Australian tax authorities in a "Top 1000 Streamlined Assurance Review" of the 2015-2018 fiscal years, particularly in the areas of transfer pricing, tax governance, tax risk management and reconciliation of tax and accounting results. The Group's companies ensure that tax returns are filed and payments are made in accordance with the local laws in force. In addition, the French tax authorities have accepted our application to join a tax partnership with the objective of promoting transparency and collaboration between the company and the authorities. Our tax conduct is consistent with international developments: OECD guidelines, the Base Erosion and Profit Shifting (BEPS) project, the Anti-Tax Avoidance Directive (ATAD), the DAC 6 Directive, which follows from the BEPS project, etc. The Directive on the 15 % minimum global tax was adopted in late 2022 and, after it is transposed into national law, will take effect on 1 January 2024. As they come within the scope of this new law, Caisse des Dépôts and the Transdev Group are working on implementing this new directive to ensure compliance with international law.

Each year, the Group prepares and publishes the following documents:

- Country-by-country reporting (CBCR) since 2016;
- Transfer pricing documentation prepared in accordance with tax authorities and Action 13 of the BEPS project.

Our efforts to fight corruption

The Transdev Group generates a significant share of its revenue from public authorities through calls for bids. It is therefore exposed to the risk of bribery of public officials and influence peddling, which, in some cases, could take the form of inappropriate sponsorship actions for example.

Compliance by all stakeholders is at the core of the Group's ethics approach. Transdev has therefore adopted a principle of zero tolerance for bribery and influence peddling. It has drafted a specific code of conduct, which is supplemented, whenever necessary or of use, by appropriate procedures, in particular concerning sales intermediaries.

The anti-corruption approach is deployed through a network of country Ethics and Compliance officers and focuses on providing training to employees. Each manager in the Group must complete an e-learning course. This course goes over and explains the Group's demanding standards, the procedures in effect, including the ethics whistleblowing system, and the possibility for each individual to contact management and the functional departments if they need help, information or explanations.

In past years, certain Group subsidiaries were investigated by local administrative or judicial authorities. The Transdev Group monitors each of these potential incidents and systematically cooperates with the authorities.

The Group regularly reminds its employees of its commitment to ethics, integrity and the absolute necessity to combat all forms of corruption.

The Risk, Ethics, Compliance and Internal Control Department assisted each country to update and expand its mapping of corruption risks, before establishing a consolidated version. Action plans have been identified and implemented. Their gradual implementation will enhance the effectiveness of the system.

Our Key Performance Indicators

KPIs	2021	**2022**
Annual percentage of projects approved by the Group Engagement Committee for which human rights risks have been assessed and reduced to an acceptable level*	71 %	**85.7 %**

** Failure to respect human rights in the supply chain (forced labor and child labor), failure to respect freedom of association, discrimination, harassment*

The actions carried out in 2022 significantly improved the ratio and allowed us to achieve a coverage of almost 86%.

KPIs	2021	**2022**
Share of countries covered by a personal data protection officer compared to the total number of countries in the consolidation scope	89 %	**94.1 %**

The Group has Data Privacy Officers in nearly every country, particularly in Europe, which ensures proper coverage of this issue. In 2022, specific training sessions were held for foreign officers. Achieving a rate of 100%, which remains the target, may prove difficult due to changes in the consolidation scope and mobility within the Group.

KPIs	2021	**2022**
Percentage of managers trained in anti-corruption measures every sliding 3 years	50 %	**81 %**

The work of the Compliance and Human Resources functions has enabled progress to be made and a good level of coverage and therefore training. Additional actions are planned to improve the result, in particular by improving the inclusion of new recruits.

VIII. Monitoring our non-financial performance

Methodological note

1. Method used to develop the business model

The business model highlights our methods for creating and preserving value over the long term through our service offers. It reflects the Group's strategic vision.

The business model is the product of the joint efforts, at the Group level, of the Group Legal, Finance, Risk and Compliance Department and the Transformation and Strategy Department.

2. Method used to identify the main non-financial risks

We implement a global risk management policy throughout the Group intended to identify, assess and prioritize material adverse events that could impact it. Depending on the Group's risk appetite, potential events are handled in order of importance to reduce them to an acceptable level.

This methodology takes into account all risks and activities. It is based on a field viewpoint, which is consolidated, reviewed and adjusted at the Group level.

To analyze non-financial risks, this operating method was applied with an additional level of detail and specific requirements. For each family of risks (environment, safety, social, fundamental rights, etc.), scenarios were defined in conjunction with the relevant experts of the Group and from certain countries in an effort to ensure completeness. These scenarios were compiled into a list shared with all Group contributors to non-financial performance in order to ensure their relevance and consistency.

In each Group countries, all scenarios were analyzed and evaluated in terms of impact and probability and, if applicable, the control systems in place and additional action plans were discussed. These analyses were then consolidated by the Risk Department into a proposed hierarchy by risk family. These were then reviewed and challenged by the relevant Group experts to arrive at the risks of each family. Lastly, the entire analysis was presented to the Executive Committee for final review.

In 2022, the risk analysis was updated, prioritizing risks according to their criticality and how well they are controlled. The impact, probability and control scales were adjusted. This led to some adjustments in the mapping and to the inclusion of new risks in this Statement of Non-Financial Performance.

3. The reporting scope

The consolidation scope of non-financial information is the same as that used to prepare the consolidated financial statements. This non-financial information is then consolidated applying the method used to integrate the company into the Group's consolidation scope:

- the non-financial data of fully consolidated companies is included in full during the period they are consolidated;
- the non-financial data of companies consolidated using the equity method (joint ventures and associates) is not included.

4. Reporting methodology

Each department is responsible for its own indicators, which the CSR Department centralizes for inclusion in the Statement of Non-Financial Performance (SNFP).

We use two methods to collect and consolidate data:

- Data may be processed by the sites and then consolidated, for example for HR, environmental, health/safety and security indicators;
- Data may be processed centrally, as is the case for procurement and ethics indicators.

Carbon footprint methodology

Our carbon footprint is measured out in accordance with the standards and recommendations of the Greenhouse Gas Protocol (GHG) and the French Ecological Transition Agency (ADEME). Using an operational control approach, this measurement covers entities that engage in transportation activities that have been in operation for at least one year and are included in the financial scope.

Our report covers the following categories or scopes of emissions:

- **Scope 1:** direct emissions from vehicles and infrastructure by combustion or leakage within the organizational scope;
- **Scope 2:** indirect emissions associated with the production of electricity, heat or steam acquired for the organization's activity;
- Other emissions included in **Scope 3** are calculated for the first time for France only.

Emissions are calculated on the basis of the emission factors provided by ADEME and the GHG Protocol.

Breakdown of emission factors:

The GHG emission factors for electricity consumption by country, road diesel, rail diesel, light marine diesel, heavy marine diesel, vehicle natural gas, liquefied petroleum gas and gasoline are derived from the GHG Protocol Carbon Base.

Since 2019, the reporting protocol for greenhouse gas (GHG) emissions is the Greenhouse Gas Protocol (GHG), which was updated in 2020. In addition, the pollutant reporting protocols no longer rely on business data, but on ADEME data taken from the "Overview and evaluation of various urban bus sectors" study for Euro II to VI engines.

Emission factors for Euro 0 and Euro I engines reflect business data for Euro II.

Definition of the fleet:

- Low-emission fleet: fleet with low greenhouse gas or pollutant emissions (Euro VI, hybrids, CNG, biogas, electric, biodiesel, hydrogen);
- Alternative fleet: non-diesel buses and coaches (CNG, biogas, electric, biofuel, hydrogen);
- Low-carbon fleet: fleet with low greenhouse gas emissions (biogas, biodiesel, hydrogen, electric*).

Indicators and benchmark year

Due to a software upgrade that did not permit updating the 2017 data and the updating of emission factors, 2018 replaces 2017 as the benchmark year.

Due to uncertainties about the emissions of the marine fleet, the carbon emissions per 100 km indicator is monitored for the non-marine fleet, which accounts for 95 % of the fleet's total emissions.

Local pollutant indicators are calculated on our road fleet including the bus and coaches fleet.

Indicators developed or changed in 2022

Diversity, Equity & Inclusion

- Percentage of women among Top Executives.

Green certificate purchases are combined with electric fleets in countries where it is possible.

5. Verifications carried out of our social, environmental, procurement, health, security and safety reporting systems

Each year, definition references are shared with the network of contributors and any changes shared and explained by our contributors are made following discussions, prior to the launch of reporting campaigns in order to ensure, to the extent possible, that they properly understand which data is expected and that this information is reliable.

The quality of non-financial information is a priority for the Group and, therefore, our teams are engaged in continuous data quality improvement process. In all countries, optimization initiatives have been deployed by activating all available tools in the information production chain: exhaustive and reliable data sources, modernized data collection architectures, effective use and reporting of information, ensuring data consistency at the Group level.

6. Fighting food waste and food insecurity, and ensuring animal welfare and responsible, equitable and sustainable food production

As of the date of this document, we have no knowledge of any actions to combat food waste and food insecurity or to ensure animal welfare. We are aware that these are essential issues but they do not concern our business sector.

We strive to ensure responsible, equitable and sustainable food production through our agreements with our company catering service provider which:

- Offers consumers healthy life choices and encourages them to follow them;
- Promotes local development and equitable, inclusive and sustainable business practices;
- Is a responsible buyer and provides management services that reduce carbon emissions.

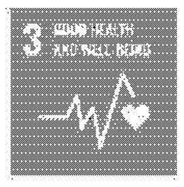
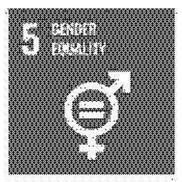
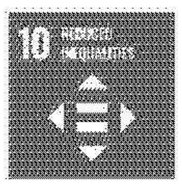
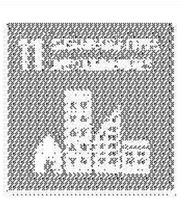
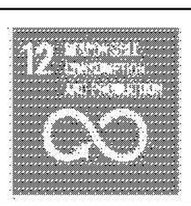
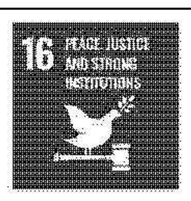
The information contained in this document meets the requirements of Order No. 2017-1180 and Implementing Decree No. 2017-1265, which transposed Directive 2014/95/EU of the European Parliament and of the Council of October 22, 2014 on the disclosure of non-financial information.
This document is an appendix to the Transdev Group's management report.

Monitoring our non-financial performance

Focuses	KPIs		Results 2021	Results 2022	Trends 2022	Targets
Environment	Rate of entities that experienced accidental pollution during the period		1.8 %	1.25 %	↘	*Decrease compared to year "N-1"*
	Low-emission fleet rate		61 %	69.9 %(1)	↗	*Increase compared to year "N-1"*
	GHG emissions kg/100 km traveled *(excluding maritime activities)*		88.5	85.7	↘	*Decrease emissions by -30 % by 2030*
	Alternative fleet rate		14.8 %	17.1 %(2)	↗	*Increase the alternative fleet by +50 % by 2030*
	Pollutant emissions g/100 km traveled	CO	44.4	41.2	↘	*Decrease compared to year "N-1"*
		NOx	913.2	825.2	↘	
		PM	4.9	4.3	↘	
		HC	12	10.8	↘	
Responsible procurement	Percentage of master contracts > €1 million that incorporate the Suppliers' Charter		85.7 %	94.2 %	↗	*100 %*
Safety	Lost time injuries frequency rate		20.82	20.68	↘	*Decrease compared to year "N-1"*
	Lost time injuries severity rate		1.84	2.19	↗	*Decrease compared to year "N-1"*
	Major accident rate		0.02	0.03	↗	*Decrease compared to year "N-1"*
Security	Lost time injuries frequency rate due to assault		2.43	3.10	↗	*Decrease compared to year "N-1"*
	Lost time injuries severity rate due to assault		0.34	0.42	↗	*Decrease compared to year "N-1"*
	Rate of physical assaults on passengers		0.69	1.03	↗	*Decrease compared to year "N-1"*
	Share of countries covered by a national security officer relative to the total number of countries in the consolidation scope		100 %	100%	=	*100 %*
HR	Absenteeism rate		7.7 %	8.1 %	↗	*Decrease compared to year "N-1"*
	Employee turnover rate		21.4 %	24.0 %	↗	*Decrease compared to year "N-1"*
	Percentage of employees who received at least one training course during the year		82.9 %	83.9 %	↗	*80 % of the employees*
	Percentage of employees who have had an annual interview *(Group Top Executive and top managers scope)*		78.7 %	82.9 %	↗	*100 %*
Diversity, Equity & inclusion	Percentage of Top Executives that are women		25 %	26 %(2)	↗	*34 % women among Top Executives by 2030*
Fundamental rights	Annual percentage of projects approved by the Group Engagement Committee for which human rights risks have been assessed and reduced to an acceptable level		71 %	85.7 %	↗	*100 %*
Personal data protection	Share of countries covered by a personal data protection officer compared to the total number of countries in the consolidation scope		89 %	94.1 %	↗	*100 %*
Anti-corruption efforts	Percentage of managers trained in anti-corruption measures every sliding 3 years		50 %	81 %	↗	*100 % (every three years)*

(1) indicator not audited in 2022
(2) indicator published and audited in 2022

Our contribution to the UN sustainable development goals

SDG	Initiatives/Commitments undertaken by Transdev
	▪ Transdev deploys a Safety policy and a Security policy in all countries where it operates.
	▪ Transdev deploys a policy to promote respect for fundamental rights. ▪ Transdev is committed to diversity and inclusion through its Group Diversity and Inclusion Program.
	▪ Transdev deploys a Safety policy and a Security policy. ▪ Transdev deploys a policy to promote respect for fundamental rights and a vigilance plan. ▪ Transdev promotes social and economic inclusion by working with local stakeholders. ▪ Transdev deploys an Ethics and Compliance Management System. ▪ Transdev deploys a Sustainable Procurement policy.
	▪ Transdev deploys an Environmental Management System. ▪ Transdev develops clean, autonomous and electric mobility solutions.
	▪ Transdev develops integrated and inclusive mobility solutions. ▪ Transdev promotes social ties through the Transdev Foundation. ▪ Transdev develops Learning programs to enhance opportunities for its employees. ▪ Transdev is committed to initiatives to encourage social inclusion and reduce inequalities in access to transportation. ▪ Transdev deploys an Ethics and Compliance Management System and a policy to promote respect for fundamental rights.
	▪ Transdev deploys an Environmental policy and a Security policy. ▪ Transdev deploys clean, autonomous and electric mobility solutions. ▪ Transdev provides efficient and shared on-demand solutions. ▪ Transdev deploys a Sustainable Procurement policy.
	▪ Transdev deploys an Environmental policy and a Sustainable Procurement policy.
	▪ Transdev deploys an Environmental policy and is committed to a more ecological and cleaner mobility.
	▪ Transdev deploys an Ethics and Compliance Management System and a policy to promote respect for fundamental rights.
	▪ Transdev promotes social ties through the Transdev Foundation and develops local partnerships in the communities it serves. ▪ Transdev applies an ethics charter and deploys an ECMS policy.

Réseau France

"GC Advanced" cross-reference table

The Group has undertaken to report annually on the implementation of 21 advanced criteria and best practices related to our strategy, governance, stakeholder engagement and contribution to the UN Sustainable Development Goals (SDGs).

INTEGRATION OF THE 10 PRINCIPLES IN STRATEGY AND OPERATIONS		PAGE
The COP (Communication on Progress) describes mainstreaming into corporate functions and business units	"Transdev, a committed player"	30
The COP describes the implementation in the value chain of reliable policies and procedures on human rights	"Our ethics and compliance process"	60

RELIABLE POLICIES AND PROCEDURES ON HUMAN RIGHTS		PAGE
The COP describes robust commitments, strategies or policies in the area of human rights	"Transdev, a committed player" "Management of our non-financial performance" "Our ethics and compliance process"	30 34/35 60
The COP describes effective management systems to integrate the human rights principles	"Management of our non-financial performance" "Our ethics and compliance process"	34/35 60
The COP describes effective monitoring and evaluation mechanisms of human rights integration	"Our ethics and compliance process" "Monitoring our non-financial performance"	60 64

RELIABLE POLICIES AND PROCEDURES ON LABOR PRINCIPLES		PAGE
The COP describes specific commitments, strategies or policies in the area of labor	"Transdev, a committed player" "Management of our non-financial performance" "Transdev, a responsible employer"	30 34/35 48
The COP describes effective management systems to integrate the labor principles	"Transdev, a responsible employer"	48
The COP describes effective monitoring and evaluation mechanisms of labor principles integration	"Transdev, a responsible employer" "Monitoring our non-financial performance"	48 64

RELIABLE POLICIES AND PROCEDURES ON ENVIRONMENTAL PROTECTION		PAGE
The COP describes specific commitments, strategies or policies in the area of environmental stewardship	"Transdev, a committed player" "Management of our non-financial performance" "Transdev, a sustainable mobility player"	30 34/35 36
The COP describes effective management systems to integrate the environmental principles	"Transdev, a sustainable mobility player"	36
The COP describes effective monitoring and evaluation mechanisms for environmental stewardship	"Transdev, a sustainable mobility player" "Monitoring our non-financial performance"	36 64

ACTING TO SUPPORT THE WIDER GOALS OF THE UNITED NATIONS		PAGE
The COP describes core business contributions to UN goals and issues	"Transdev, a committed player" "Monitoring our non-financial performance"	30 64
The COP describes strategic social investments and philanthropy	"Transdev, the partner of communities"	55
The COP describes advocacy and public policy engagement	"Transdev, a sustainable mobility player"	36
The COP describes partnerships and collective action	"Transdev, a committed player" "Transdev, a sustainable mobility player" "Transdev, a responsible employer" "Transdev, the partner of communities"	30 36 48 55

RELIABLE POLICIES AND PROCEDURES IN THE AREA OF ANTI-CORRUPTION		PAGE
The COP describes specific commitments, strategies or policies in the area of anti-corruption	"Management of our non-financial performance" "Our ethics and compliance process"	34/35 60
The COP describes effective management systems to integrate the anti-corruption principle	"Our ethics and compliance process" "Monitoring our non-financial performance"	60 64
The COP describes effective monitoring and evaluation mechanisms for the integration of anti-corruption	"Our ethics and compliance process" "Monitoring our non-financial performance" "Vigilance Plan"	60 64 67

GOVERNANCE AND ACCOUNTABILITY LEADERSHIP		PAGE
The COP describes CEO and Management commitment	"Transdev, a committed player"	30
The COP describes Board adoption and oversight	"Transdev, a committed player"	30
The COP describes stakeholder engagement	"Dialogue with stakeholders"	27/28

IX. Vigilance Plan

In accordance with Act No. 2017-399 of March 27, 2017 on the duty of vigilance of parent companies and principals, Transdev Group has adopted and implements a plan that includes reasonable vigilance measures to identify risks and prevent serious violations of human rights and fundamental freedoms, or threats to the health and safety of persons or of environmental damage, due to its activities and those of the companies it directly or indirectly controls within the meaning of Article L. 233-16(II) of the French Commercial Code, as well as due to the activities of subcontractors or suppliers with whom it maintains an established business relationship, if such activities are related to that relationship.

This initiative is based on:

1. A process for identifying, analyzing and prioritizing risks

2. Established assessment procedures for risk mapping purposes

2.1 Assessment of subsidiaries

2.2 Assessment of subcontractors and suppliers

3. Appropriate actions to mitigate risks or prevent serious harm

3.1 A framework of fundamental rules

3.2 A responsible and accountable governance

3.3 Concrete prevention and monitoring actions

4. A mechanism for reporting and receiving reports on the existence or occurrence of risks

5. A system for monitoring measures implemented and evaluating their effectiveness

5.1 Risks and Compliance

5.2 Non-financial performance

6. Implementation report

This document is an appendix to the Transdev Group's management report.

1. A process for identifying, analyzing and prioritizing risks

The Group's main risks with respect to the duty of vigilance concern:

- Fight against climate change, reducing pollution and implementing energy transition;
- The health, safety and security of passengers and employees (preventing serious bus and train accidents, workplace accidents, incivility and violence in public transportation, terrorist and armed attacks and assaults on employees or passengers);
- Responsible and sustainable procurement;
- Fundamental rights (preventing risks of violations of fundamental rights, including harassment and discrimination);
- Business ethics (combating all forms of corruption, influence peddling, money laundering and terrorist financing).

The mapping methodology used is described in Section VIII of the statement of non-financial performance and additional details are provided in the "Methodological Note" section of the same document.

2. Established assessment procedures for risk mapping purposes

2.1 Assessment of subsidiaries

Vigilance plan risks were assessed for each country using a bottom-up approach. The methodology developed and used enables each country to apply this analysis within its subsidiaries.

The Group's performance indicators described in the statement of non-financial performance are applied within the various entities to enable each entity to track its performance and changes over time, as well as for reporting purposes.

2.2 Assessment of subcontractors and suppliers

This assessment and its results are described in the "Transdev, the partner of communities" section of the Statement of Non-Financial Performance.

3. Appropriate actions to mitigate risks or prevent serious harm

3.1 A framework of fundamental rules

Transdev has adopted policies, procedures and codes of conduct that are binding on its stakeholders (employees, subcontractors, suppliers, consultants, service providers, etc.). The topics within the scope of the duty of vigilance that are covered by these policies and procedures include:

- The Safety Policy;
- The Group Environmental policy;
- The Anti-Corruption Policy and Code of Conduct;
- The Ethics and Compliance Management System, including the anti-corruption code of conduct;
- The Group Sponsorship and Corporate Philanthropy Procedure;
- The corporate officers appointment procedure;
- The sales intermediaries, service providers and lobbyists procedure;
- The Risk Policy;
- The Crisis Management Procedure and Incident Reporting Procedure;
- The Code of Ethics;
- The Procurement Procedure and Suppliers' Charter;
- The internal control charter.

These policies, procedures and codes are approved by the Executive Committee and circulated to all employees. In addition, whenever relevant, they are provided to the Group's stakeholders, who are requested to undertake to comply with them. They are regularly reviewed and modified, in accordance with the same approval process.

3.2 Responsible and accountable governance

The Group has set up a chain of delegations of authority and signature powers that defines and limits the authority of the holders' powers, and it reminds them of their obligation to comply with, and to take reasonable and necessary measures to ensure that their teams are familiar and comply with all aspects of the statutes and regulations on preventing terrorism, organized crime and money laundering, as well as with the procedures, policies and codes adopted by the Company, in particular on:

- Safety;
- Bribery, influence peddling and other conflicts of interests;
- Money laundering and the Financing of Terrorism;
- Fundamental rights;
- Anti-competitive practices;
- Environment.

It has also adopted a review and decision-making procedure for development and operational projects that is implemented by the Country and Group Commitment Committees, as well as by an Investment Committee, which are responsible for examining these projects and operations based on criteria defined by the Group, and which incorporates the issues covered by this vigilance plan and mitigation/action plans in the event of specifically identified risks. These committees are chaired by the manager responsible for the relevant business scope.

The Group Commitment Committees are managed by the Risks, Ethics, Compliance and Internal Control Department.

3.3 Concrete prevention and monitoring actions

In addition to internal regulations and attentive governance, the Group has implemented risk management measures (Security, Safety and Environmental Management Systems, Training, Audits, Investigations), which are described in greater detail in Sections III to VII of the statement of non-financial performance.

4. A mechanism for reporting and receiving reports on the existence or occurrence of risks

The Group has adopted a reporting and incident management procedure to quickly circulate information on confirmed significant risks and to ensure that such information is handled by the ordinary organization or a crisis management structure.

The system, which is managed by the Risks, Ethics, Compliance and Internal Control Department, is on call 24/7.

In addition, various functional reports are used to periodically report incidents by type (health and safety, security, environment, fraud, etc.).

Information is periodically cross-referenced between the Risks, Ethics, Compliance and Internal Control Department and the relevant functional departments to ensure that information is consistent and that incidents are handled and monitored.

Lastly, an ethical whistleblowing procedure has been set up in all countries where the Group operates. Employees may, in good faith and in a disinterested manner, report a serious non-compliance or danger of which they are personally aware, with respect to the following issues: accounting, finance, banking, corruption, influence peddling or money laundering, anti-competitive practices, discrimination, harassment and, more generally for the fundamental rights, health and physical or mental integrity of any person concerned by our business, and protection of the environment and biodiversity.

This process, which is monitored by the Risks, Ethics, Compliance and Internal Control Department, operates in a manner that protects the rights of the relevant persons. Information has been circulated within the Group about the existence of the reporting system.

The Group has also set up a dedicated e-mail address – "ethics@transdev.com" – that all employees can use to contact the Risks, Ethics, Compliance and Internal Control Department if they have questions or need assistance.

5. A system for monitoring measures implemented and evaluating their effectiveness

5.1 Risks and Compliance

Every six months, the Executive Committee meets as the Risk Committee to review risk and compliance management within the Group, actions completed and ongoing actions and their results, and decides on additional actions to be taken.

The information necessary for this review is prepared by the Risks, Ethics, Compliance and Internal Control Department in conjunction with the countries, the functional departments and the members of the Executive Committee.

Specific preparatory work is carried out on issues in relation to ethics and compliance. Information on the implementation of this system is reported on a semi-annual basis by the country representatives. The contributions are consolidated in the report submitted to the Ethics and Compliance Committee. That committee's analyses and proposals are included in the semiannual risk report.

Each year, the Audit Committee also examines the risks and compliance review presented by the Risks, Ethics, Compliance and Internal Control Department, the engagement plans of the Internal Audit and Internal Financial Control Departments and their reports on their audits, recommendations, and the follow-up to the implementation of the plans and measures adopted.

5.2 Non-financial performance

The report and its conclusions are reviewed annually by the Audit Committee.

6. Implementation report

In 2022, the Group made progress on the various components of the vigilance plan, in particular:

- conducting a review of the Risk Policy;
- setting up a gifts and hospitality procedure;
- formalizing a risk appetite framework;
- rolling out an ethics whistleblower system.

These advances contribute to improving risk management and ensuring the effective implementation of the plan, across the entire business scope.

Report of the independent third-party on the verification of the consolidated non-financial statement included in the Group management report

FOR THE YEAR ENDED DECEMBER 31, 2022

To shareholders,

As an independent third party, member of the Mazars network, auditor of Transdev Group SA, accredited by the COFRAC Inspection under number 3-1058 (scope of accreditation available on www.cofrac.fr), we conducted our audit with the objective of providing an assessment expressing a limited level of assurance on the historical information (observed or extrapolated) of the consolidated statement of non-financial performance, which was issued in accordance with the entity's procedures (hereinafter the "Group Protocol"), for the year ended December 31, 2022 (hereinafter the "Information" and the "Statement", respectively), presented in the Group's management report, in accordance with the provisions of Articles L. 225-105-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

Conclusion

On the basis of all the information gathered and the procedures performed, as described in the "Nature and scope of our work" section, we have not identified any material misstatements that would challenge the fair presentation of the non-financial performance report in accordance with the applicable regulations and the fair presentation of the Information taken as a whole in accordance with the Group Protocol.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used framework or established practice on which to evaluate and measure the Information allows for the use of different, but acceptable, measurement techniques that may affect the comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Group Protocol, the significant elements of which are included in the Statement.

Limitations in the Preparation of Information

As indicated in the Declaration, Information may be subject to uncertainty due to the current state of scientific or economic knowledge and the quality of the external data used; not to mention that some information is sensitive to the methodological choices, assumptions and/or estimates used to determine it and included in the Statement.

The entity's responsibility

The Board of Directors is responsible for:

- the selection or setting of appropriate criteria for the development of information;
- the preparation of a Statement in accordance with legal and regulatory requirements, including a description of the business model, a description of the main non-financial risks, a presentation of the policies implemented - with regard to these risks - as well as the outcomes of such policies, including key performance indicators; and
- the implementation of internal controls reviewed by the Board of Directors as necessary to ensure that the information produced is free from material misstatement, whether due to fraud or error.

As mentioned above, the Statement was prepared by applying the Group Protocol.

Responsibility of the Independent Third Party

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

- the compliance of the Declaration with the provisions of Article R. 225-105 of the French Commercial Code; and
- the fair presentation of the historical information (observed or extrapolated) provided in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code, namely the outcomes of policies, including key performance indicators, and the measures, relating to the main risks.

We are not engaged in the preparation of the Information as it may compromise our independence, as it is our responsibility to provide an independent conclusion on the Information as prepared by management.

It is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory requirements (in particular with regard to due diligence and the fight against corruption and tax evasion);
- the compliance of products and services with applicable regulations.

Regulatory provisions and applicable professional standards

We conducted our work described below 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 (Compagnie Nationale des Commissaires aux Comptes - "CNCC") applicable to such engagements, and the International Standard on Auditing (ISAE) 3000 (revised).

Independence and quality control

Our independence is defined by the provisions of Article L. 822-11 of the French Commercial Code and the Code of Ethics of the Statutory Auditors. In addition, we have implemented a quality control system that includes documented policies and procedures designed to ensure compliance with applicable laws and regulations, ethical rules and professional guidance issued by the French Institute of Statutory Auditors ("CNCC") applicable to such engagements.

Means and resources

Our work involved the expertise of five people and was carried out between November 2022 and February 2023 over a total period of four weeks.

We conducted about ten interviews with managers responsible for the preparation of the Statement, in particular from General Management, Administration and Finance, Risk Management, Compliance, Human Resources, Health and Safety, Environment and Procurement Departments.

Nature and scope of our work

We planned and performed our work taking into account the risks of significant misstatement of the Information.

The procedures carried out in the exercise of our professional judgment enable us to provide a limited assurance conclusion:

- we reviewed all the entities included in the scope of consolidation and the description of the main risks;
- we assessed the suitability of the Group Protocol with regard to its relevance, completeness, reliability, neutrality and understandability, giving due consideration, where appropriate, to best practices in the industry;
- we verified that the Statement covers each category of information provided for in III of Article L. 225-102-1 with regard to social and environmental matters;
- we verified that the Statement presents the information required by II of Article R. 225-105 when relevant to the principal risks and includes, where appropriate, an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L. 225-102-1;
- we verified that the Statement includes the business model and a description of the main risks related to the activity of all entities within the scope of consolidation, including, where relevant and proportionate, risks resulting from their business relationships, products or services, as well as policies, measures and outcomes, including key performance indicators associated with the main risks;
- we referred to documentary sources and conducted interviews to:
  - assess the selection and validation process of the main risks and the consistency of the outcomes, including the selected key performance indicators, in relation to the main risks and policies reported; and
  - corroborate the qualitative information (measures and outcomes) that we considered most important, as described in Appendix 1. For certain risks (poor skills planning, claims against a supplier, failure to respect human rights, personal data breaches, the fight against corruption), our work was carried out at the level of the consolidating entity; for other risks, work was carried out on the consolidating entity and on a selection of entities [1];
- we made sure 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 took into account the internal control and risk management procedures implemented by the entity and assessed the collection process to ensure the completeness and fairness of the Information;
- regarding key performance indicators and other quantitative outcomes that we considered to be the most important included in Appendix, we implemented:
  - analytical procedures consisting of checking the proper consolidation of the collected data as well as the consistency of their evolution;
  - tests of details based on sampling or other means of selection, to verify the proper application of definitions and procedures and to reconcile the data with supporting documents. This work was carried out on a selection of contributing entities[1] and involved between 37% and 86% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

[1] *Transdev Sydney (Light Rail), Transdev France*

The procedures performed for a limited assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine of the French Institute of Statutory Auditors ("CNCC"). Indeed, a higher level of assurance would have required more extensive audit work.

The independent third-party,

Mazars SAS

Paris La Défense, March 6, 2023

Charles DESVERNOIS

Associé

Edwige REY

Associée RSE &
Développement Durable

Appendix 1: Information considered most important

Qualitative information (actions and results) relating to the main risks

- Responsible Procurement Policy
- Data Privacy Policy
- Ethics and Compliance Management System
- Engagement Policy

Quantitative indicators including key performance indicators

Social indicators:

- Absenteeism rate
- Percentage of employees who received at least one training course during the year
- Employee turnover rate
- Percentage of women among Top Executives
- Percentage of employees who had an annual interview (Top Executives and Top managers of the Group)

Safety indicators:

- Lost time injuries frequency rate
- Lost time injuries severity rate
- Major accident rate

Security indicators:

- Lost time injuries frequency rate due to assault
- Lost time injuries severity rate due to assault
- Share of countries covered by a national security officer relative to the total number of countries in the consolidation scope
- Rate of physical assaults on passengers

Environmental indicators:

- Rate of entities that experienced accidental pollution during the period
- Alternative fleet percentage
- Pollutant emissions/100 km traveled
- GHG emissions/100 km travelled (excluding marine activities)

Procurement indicator:

- Percentage of master contracts > €1 million that incorporate the Suppliers' Charter

Corruption indicator:

- Percentage of managers trained in anti-corruption measures every sliding 3 years

Fundamental human rights indicator:

- Annual percentage of projects approved by the Group Engagement Committee for which human rights risks have been assessed and reduced to an acceptable level

Personal data protection indicator:

- Share of countries covered by a personal data protection referent compared to the total number of countries included in the consolidation scope.

Consolidated Financial Statement Transdev Group S.A.

As of December 31, 2022

transdev
the mobility company

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Information on Transdev Group

Transdev Group, the parent company of the Transdev group (hereinafter "Transdev" or the "Group") is a joint stock company *(société anonyme)* incorporated under French law, which has stated capital of €1,206,035,927.20, and which was registered with the Nanterre Trade and Companies Registry under number 521 477 851 on December 12, 2011. The head office is located at 3 allée de Grenelle, 92 130 Issy-les-Moulineaux, France.

Transdev is a global mobility operator: it designs, sets up and operates passenger transportation systems that incorporate all modes of land and sea travel, combining a range of public transportation services and on-demand mobility solutions, and offering services that facilitate passengers' daily lives. Transdev's approach, which is rooted in long-term partnerships, is to advise and provide support to businesses and public authorities in the pursuit of the safest and most innovative mobility solutions. Its corporate mission is focused on the following objectives: "We empower freedom to move every day thanks to safe, reliable and innovative solutions that serve the common good".

In 2022, the Group generated consolidated revenue of €7.7 billion and did business in 19 countries. It comprises 577 consolidated subsidiaries and has 74,928 employees (average number of full-time equivalent employees). In addition, the Group participates in part state-owned corporations in France, in which the Group holds non-controlling interests.

Caisse des Dépôts[1] holds a 66% stake in Transdev Group; the remaining 34% of the capital is held by Rethmann France.

[1] Caisse des Dépôts is a special French institution established in 1816 by decree, which is governed by Articles L518-2 et seq. of the French Monetary and Financial Code.

I. Consolidated income statement

(€ millions)	December 31, 2021	December 31, 2022	Notes
REVENUE	**7,010.9**	**7,707.2**	**VI.4.1**
Cost of sales	(6,217.1)	(6,928.1)	
Selling costs	(26.6)	(28.6)	
General and administrative expenses	(643.3)	(663.5)	
CURRENT OPERATING RESULT	**123.9**	**87.0**	**VI.4.1**
Other operating income and expenses	(211.3)	(12.2)	
OPERATING RESULT	**(87.4)**	**74.8**	**VI.4.1**
Share of net income (loss) of equity-accounted entities	0.6	6.2	
o/w share of net income (loss) of joint ventures	0.7	6.4	VI.7
o/w share of net income (loss) of associates	(0.1)	(0.2)	VI.7
OPERATING RESULT after share of net income (loss) of equity-accounted entities	**(86.8)**	**81.0**	
Net finance costs	(36.7)	(36.0)	VI.8.3
Other financial income and expenses	(9.3)	(9.6)	VI.8.3
Income tax expense	(26.2)	(16.6)	VI.11.1
NET INCOME (LOSS) FROM CONTINUING OPERATIONS	**(159.0)**	**18.8**	
Net income (loss) from discontinued operations	-	3.4	
NET INCOME (LOSS)	**(159.0)**	**22.2**	
Share of non-controlling interests	(3.1)	(1.8)	
SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY	**(162.1)**	**20.4**	

The accompanying notes are an integral part of the consolidated financial statements.

II. Consolidated statement of comprehensive income

(€ millions)	December 31, 2021	December 31, 2022
NET INCOME (LOSS) FOR THE YEAR	**(159.0)**	**22.2**
Actuarial gains or losses	10.7	0.8
Related income tax	1.4	(3.1)
Amount net of tax	12.1	(2.3)
Fair value adjustments on equity instruments	(3.0)	(1.2)
Related income tax	0.6	0.3
Amount net of tax	(2.4)	(0.9)
OTHER ITEMS OF COMPREHENSIVE INCOME NOT SUBSEQUENTLY RELEASED TO NET INCOME	**9.7**	**(3.2)**
o/w attributable to joint ventures	-	-
o/w attributable to associates	-	-
Fair value adjustments on derivatives used as cash flow hedge	1.3	0.5
Related income tax	(0.2)	(0.2)
Amount net of tax	1.1	0.3
Foreign currency translation		
Translation differences on the accounts of subsidiaries kept in foreign currencies	*5.1*	*0.9*
Translation differences on net foreign investment financing	*0.5*	*0.8*
Related income tax	(0.1)	(0.1)
Amount net of tax	0.4	0.7
Net foreign exchange gains and losses	5.5	1.6
OTHER ITEMS OF COMPREHENSIVE INCOME SUBSEQUENTLY RELEASED TO NET INCOME	**6.6**	**1.9**
o/w attributable to joint ventures	*(0.9)*	*(0.9)*
o/w attributable to associates	-	-
TOTAL OTHER COMPREHENSIVE INCOME	**16.3**	**(1.3)**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	**(142.7)**	**20.9**
Attributable to owners of the parent company	(146.4)	18.6
Attributable to non-controlling interests	3.7	2.3

The accompanying notes are an integral part of the consolidated financial statements.

III. Consolidated statement of financial position

ASSETS *(€ millions)*	December 31, 2021	December 31, 2022	Notes
Goodwill	624.7	643.9	VI.6
Other intangible assets	103.4	96.1	VI.5.1
Property, plant and equipment	1,090.8	1,183.0	VI.5.2
Right-of-use assets	984.4	885.6	VI.5.3
Investments in equity-accounted companies	29.3	25.5	VI.7.1
Non-current operating financial assets	477.8	512.0	VI.5.4
Other non-current financial assets	48.0	48.4	VI.8.2
Non-current derivative instruments - assets	-	1.4	VI.8.4
Deferred tax assets	24.1	24.4	VI.11.2
Other non-current assets	-	-	
TOTAL NON-CURRENT ASSETS (I)	**3,382.5**	**3,420.3**	
Inventories and work in progress	128.7	145.4	VI.4.2
Operating receivables	1,515.0	1,612.6	VI.4.2
Current operating financial assets	80.7	116.2	VI.5.4
Other current financial assets	53.2	38.6	VI.8.2
Current derivative instruments - assets	1.2	3.4	VI.8.4
Cash and cash equivalents	622.1	586.9	VI.8.1
Assets held for sale	18.6	16.0	
TOTAL CURRENT ASSETS (II)	**2,419.5**	**2,519.1**	
TOTAL ASSETS (I+II)	**5,802.0**	**5,939.4**	

EQUITY AND LIABILITIES *(€ millions)*	December 31, 2021	December 31, 2022	Notes
Share capital	1,206.0	1,206.0	
Reserves and retained earnings attributable to owners of the parent company	(474.7)	(448.1)	
Equity and net income attributable to owners of the parent company	**731.3**	**757.9**	**VI.10**
Equity and net income attributable to non-controlling interests	25.8	27.7	VI.10
EQUITY (I)	**757.1**	**785.6**	
Non-current provisions	435.8	438.4	VI.9
Non-current financial liabilities	771.1	701.4	VI.8.1
Non-current lease liabilities	777.4	689.0	VI.8.1
Provision of rolling stock under concession arrangements - Non-current part	272.7	398.8	VI.5.4
Non-current derivative instruments - liabilities	-	-	VI.8.4
Other non-current liabilities	30.6	24.2	
Deferred tax liabilities	33.4	40.1	VI.11.2
TOTAL NON-CURRENT LIABILITIES (II)	**2,321.0**	**2,291.9**	
Operating payables	2,239.8	2,294.3	VI.4.2
Current provisions	164.8	168.1	VI.9
Current financial liabilities	33.1	81.6	VI.8.1
Current lease liabilities	239.2	218.6	VI.8.1
Provision of rolling stock under concession arrangements - Current part	19.9	62.2	VI.5.4
Current derivative instruments - liabilities	3.2	5.4	VI.8.4
Overdrafts	13.7	29.7	VI.8.1
Liabilities held for sale	10.2	2.0	
TOTAL CURRENT LIABILITIES (III)	**2,723.9**	**2,861.9**	
TOTAL EQUITY AND LIABILITIES (I+II+III)	**5,802.0**	**5,939.4**	

The accompanying notes are an integral part of the consolidated financial statements.

IV. Consolidated statement of cash flows

(€ millions)	December 31, 2021	December 31, 2022
NET INCOME (LOSS) FOR THE YEAR	**(159.0)**	**22.2**
Operating depreciation, amortization, provisions and impairment losses	719.9	460.3
Financial amortization and impairment losses	(0.1)	0.7
Gain (losses) on disposal	(4.2)	(20.3)
Unwinding of discounted provisions, receivables and payables	4.2	7.5
Share of net income (loss) of equity-accounted entities	(0.6)	(6.2)
Dividends received	(1.2)	(1.5)
Net finance costs	36.7	36.1
Income tax expense	26.2	16.6
Other items	3.1	3.2
OPERATING CASH FLOW BEFORE CHANGES IN WORKING CAPITAL REQUIREMENTS	**625.0**	**518.6**
Income taxes paid	(16.9)	(19.9)
Changes in working capital requirements	(111.3)	(74.8)
Change in contract costs	(2.9)	(3.0)
I. NET CASH FROM OPERATING ACTIVITIES	**493.9**	**420.9**
Capital investments	(243.8)	(353.8)
Proceeds on disposal of intangible assets and property, plant and equipment	45.1	71.2
Net investments in operating financial assets		
New operating financial assets	(47.4)	(17.9)
Principal payments on operating financial assets	88.8	122.7
Purchase of financial investments	(9.6)	(24.7)
Sale of financial assets	5.4	29.9
Dividends received (including dividends received from joint ventures and associates))	6.1	3.5
Non-current financial receivables, cash out	(21.5)	(1.8)
Non-current financial receivables, cash in	23.1	4.9
Net increase / decrease in current financial receivables	14.6	(6.3)
II. NET CASH USED IN INVESTING ACTIVITIES	**(139.2)**	**(172.3)**
Capital increase (share subscribed by non-controlling interests)	-	0.5
Dividends paid	(1.9)	(1.1)
New non-current borrowings [1]	162.7	3.1
Principal payments on non-current borrowings [1]	(41.5)	(14.9)
Net increase (decrease) in current borrowings [1]	(47.7)	(8.6)
Principal payments on lease liabilities	(271.8)	(249.1)
Interest paid	(17.6)	(19.7)
Interest paid on lease liabilities	(19.4)	(16.7)
Transactions between shareholders - acquisitions and divestitures, without change in control	0.3	(0.1)
III. NET CASH FROM (USED IN) FINANCING ACTIVITIES	**(236.9)**	**(306.6)**
IV. EFFECT OF FOREIGN EXCHANGE RATE CHANGES AND OTHER	**5.3**	**6.8**
NET CASH AT THE BEGINNING OF THE YEAR	**485.3**	**608.4**
Changes in cash, cash equivalents and overdrafts (I+II+III+IV)	123.1	(51.2)
NET CASH AT THE END OF THE YEAR	**608.4**	**557.2**
Cash and cash equivalents	*622.1*	*586.9*
Overdrafts	*(13.7)*	*(29.7)*

[1] The reconciliation between the change in net financial debt in the consolidated statement of financial position and the cash flows is presented in note VI.8.1.

The accompanying notes are an integral part of the consolidated financial statements.

V. Statement of changes in equity

(€ millions)	Share capital	Consolidated reserves and retained earnings	Items that may be reclassified to profit or loss: Foreign exchange translation reserves	Items that may be reclassified to profit or loss: Fair value reserves	Items that are not reclassified to profit or loss: Fair value reserves not re-classifiable to profit or loss	Items that are not reclassified to profit or loss: Other unrealized gains/ (losses), not re-classifiable to profit or loss	Equity attributable to equity owners of the parent	Non-controlling interests	Total equity
AS OF JANUARY 1, 2021	**1,206.0**	**(255.2)**	**(14.6)**	**(0.3)**	**(1.4)**	**(55.5)**	**879.0**	**23.4**	**902.4**
Third party share in share capital increases of subsidiaries and in changes in consolidation scope	-	-	-	-	-	-	-	0.4	0.4
Third party share in dividend distributions of subsidiaries	-	-	-	-	-	-	-	(1.9)	(1.9)
Transactions between shareholders	-	(1.3)	-	-	-	-	(1.3)	0.2	(1.1)
TOTAL TRANSACTIONS BETWEEN SHAREHOLDERS AND OTHER SCOPE CHANGES	**-**	**(1.3)**	**-**	**-**	**-**	**-**	**(1.3)**	**(1.3)**	**(2.6)**
Foreign exchange translations	-	-	4.9	-	-	-	4.9	0.6	5.5
Actuarial gains or losses	-	-	-	-	-	12.1	12.1	-	12.1
Fair value adjustment on hedge derivatives and assets measured at fair value through other comprehensive income	-	-	-	1.1	(2.4)	-	(1.3)	-	(1.3)
OTHER COMPREHENSIVE INCOME	**-**	**-**	**4.9**	**1.1**	**(2.4)**	**12.1**	**15.7**	**0.6**	**16.3**
NET INCOME (LOSS) FOR THE YEAR 2021	**-**	**(162.1)**	**-**	**-**	**-**	**-**	**(162.1)**	**3.1**	**(159.0)**
AS OF DECEMBER 31, 2021	**1,206.0**	**(418.6)**	**(9.7)**	**0.8**	**(3.8)**	**(43.4)**	**731.3**	**25.8**	**757.1**
Third party share in share capital increases of subsidiaries and in changes in consolidation scope	-	-	-	-	-	-	-	0.5	0.5
Third party share in dividend distributions of subsidiaries	-	-	-	-	-	-	-	(1.0)	(1.0)
Transactions between shareholders	-	(0.4)	-	-	-	-	(0.4)	0.1	(0.3)
TOTAL TRANSACTIONS BETWEEN SHAREHOLDERS AND OTHER SCOPE CHANGES	**-**	**(0.4)**	**-**	**-**	**-**	**-**	**(0.4)**	**(0.4)**	**(0.8)**
Foreign exchange translations	-	-	1.2	-	-	-	1.2	0.4	1.6
Actuarial gains or losses	-	-	-	-	-	(2.4)	(2.4)	0.1	(2.3)
Fair value adjustment on hedge derivatives and assets measured at fair value through other comprehensive income	-	-	-	0.3	(0.9)	-	(0.6)	-	(0.6)
OTHER COMPREHENSIVE INCOME	**-**	**-**	**1.2**	**0.3**	**(0.9)**	**(2.4)**	**(1.8)**	**0.5**	**(1.3)**
OTHER VARIATIONS [1]	**-**	**8.4**	**-**	**-**	**-**	**-**	**8.4**	**-**	**8.4**
NET INCOME (LOSS) FOR THE YEAR 2022	**-**	**20.4**	**-**	**-**	**-**	**-**	**20.4**	**1.8**	**22.2**
AS OF DECEMBER 31, 2022	**1,206.0**	**(390.2)**	**(8.5)**	**1.1**	**(4.7)**	**(45.8)**	**757.9**	**27.7**	**785.6**

[1] This line includes the impacts related to the amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and those related to the decisions of the IFRS Interpretations Committee specifying on the one hand the calculation of retirement benefits, and the treatment of the costs of configuring and customizing software made available under a SaaS contract (Software as a Service) on the other hand (see note VI.2.2.2).

The accompanying notes are an integral part of the consolidated financial statements.

VI. Notes to the consolidated financial statements

VI.1. Significant events

VI.1.1 Agreement signed for the acquisition of First Transit in the United States and Canada

On October 25, 2022, Transdev signed an agreement to acquire 100% of the capital of First Transit Inc., thereby strengthening its offer of sustainable mobility services and innovative public transportation in the United States and Canada.

First Transit Inc. has 20,000 employees in North America and revenues of approximately US$1.4 billion.

The acquisition of First Transit Inc. by Transdev North America Inc., a wholly-owned subsidiary of Transdev Group, is expected to close in the first quarter of 2023. This acquisition will be financed primarily by a syndicated sustainability-linked loan indexed to the five-year ESG targets, thus confirming the Group's commitments to its ESG trajectory.

VI.1.2. Main changes within the consolidation scope during the year

Transdev acquired two companies in Canada (Ontario and Quebec) in November and December 2022 and one company in Slovakia in August 2022.

On January 11, 2022, Transdev sold its entire parking structure business in France. This activity, which was not a cash-generating unit, had been classified as non-current assets held for sale on December 31, 2021.

VI.1.3. Inflationary context, rising energy prices and interest rates

Although the adverse impacts of the Covid-19 health crisis (lower ridership, health measures that disrupted the financial balance of contracts, etc.) have receded somewhat in most countries where the Group does business, some contracts continue to be destabilized by the drop in ridership or are still dependent on public support for their financial stability. Furthermore, current macroeconomic conditions (rising raw material and energy costs, inflationary pressure, especially on wages, rising interest rates, etc.) make for a very uncertain economic environment.

Changes in operational performance are discussed in the management report.

VI.1.3.1. Rising energy prices

Rising energy prices (particularly for electricity and gas in Europe) and, more broadly, the inflationary context adversely impacted operating performance in fiscal year 2022.

Although most contracts with public transit authorities include indexation clauses covering energy and salaries, these clauses do not in all cases set off changes in real time nor capture the full financial impacts of increases, because:

- there is often a time lag before any setoffs apply;
- the changes in the gas and electricity indexes are not always aligned with costs actually incurred, particularly during periods of extreme volatility such as this, when certain prices have quadrupled or more and government intervention has effectively capped certain indexes.

Transdev adapts to this uncertain environment and mitigates its adverse impacts primarily by:

- continuing its efforts to increase productivity and implementing energy-saving measures;
- renegotiating with its clients to revise inadequate indexation mechanisms; and
- taking advantage of available public support measures.

The negative impact of rising energy prices on current operating result relative to fiscal year 2021, net of indexation mechanisms and public support measures, is estimated at €82 million. This negative impact concerns chiefly the Group's activities in Europe.

VI.1.3.2. Rising interest rates

Fiscal year 2022 was also marked by the end of favourable monetary policies. Interest rates have risen sharply in most countries where the Group does business. This increase did not have a significant impact on financial income for the year as most of its current and non-current financial debt is at fixed rates (see note VI.8.1).

This increase also led to a reduction in the amount of certain long-term provisions, with an impact either on actuarial gains and losses or current operating result. Current operating result was impacted positively by €21.7 million due to changes in the discount rate for provisions (see note VI.9.1). The impacts of unwinding discounted provisions are recognized in "Other financial income and expenses" (see note VI.8.3).

The discount and inflation rates used to measure the recoverable amount of Cash Generating Units (CGUs) have also been adjusted significantly relative to December 31, 2021 (see note V.6.2).

More generally, due to the uncertain macroeconomic environment, the Group has conducted an in-depth review of its assumptions and estimates (see details in note VI.3).

VI.1.4. Commercial operations

The most significant contracts the Group won or renewed since the start of the year are described below.

North America
Transdev Canada, a member of the Connect 6ix consortium, was chosen to operate and maintain the new "Ontario Line" in Toronto, a stand-alone automated metro transit line under construction, for a period of 30 years (annual average revenue of around €34 million).

In the United States, Transdev renewed the Foothill contract (California) for four years, with an option to extend for an additional year (annual revenue of approximately €57 million).

South America
In February 2022, Transdev was awarded the contract to operate the U4 and U6 bus service units in Santiago, Chile for a term of five years, with a five-year extension option, thereby strengthening its positions (annual revenues of around €100 million).

In November 2022, in Ecuador, Transdev (51%), in partnership with Metro de Medellín (49%), was awarded the contract to operate the first metro line in Quito for a term of six years (annual revenue of approximately US$28 million).

Australia
In July 2022, Transdev renewed the contracts to operate the Transperth Fremantle and Rockingham-Mandurah bus services in Western Australia for a period of 10 years (annual revenue of around €52 million).

Europe excluding France
In the Netherlands, the Stadsregio Arnhem-Nijmegen (SAN) contract was extended by four years (annual revenue of around €118 million).

In Sweden, Transdev was again awarded the contract to operate the rail line linking southern Sweden and part of Denmark (Öresundståg) for a renewable term of two years (annual revenue of around €77 million).

France
In the Ile-de-France region, a large-scale call for bids process has been underway since 2020 for the public transportation contract for urban and intercity buses in the outer suburbs of Paris. The initial calls for bids have been launched for operations in the inner suburbs and in Paris itself, in which RATP currently has a monopoly. As a result, the vast majority of Transdev's current business operations in the outer suburbs of Paris were put out for bids since 2020 (contracts awarded or procedures in progress). As of the end of December 2022, contracts representing over €300 million of the Group's annual revenues had been renewed and the Group had been awarded new contracts worth over €20 million.

In Saint-Etienne, Transdev renewed its contract to provide urban transportation services, with an option to extend for an additional year (annual revenue of approximately €60 million).

In addition, the contracts for interurban services in Normandy were renewed.

VI.2. Accounting principles and policies

VI.2.1. General principles applied in preparing the consolidated financial statements

The consolidated financial statements are presented in millions of Euros, unless stated otherwise.

The consolidated financial statements include the financial statements of Transdev Group and those of its subsidiaries included in the scope of consolidation. The financial statements of nearly all the subsidiaries are drawn up for the same reference period as those of the parent company, from January 1 to December 31, 2022, in accordance with uniform accounting policies and methods.

The consolidated financial statements are presented on a historical cost basis, with the exception of assets and liabilities held for sale measured in accordance with IFRS 5 (at the lower of the net carrying amount and the net fair value less costs to sell) and the following assets and liabilities recognized at fair value: derivatives, financial instruments at fair value through profit or loss and financial instruments at fair value through other comprehensive income (in accordance with IAS 32 and IFRS 9).

Based on available information, the Group concluded that there were no material uncertainties that call into question the going concern assumption.

The consolidated financial statements as of December 31, 2022 were approved by the Board of Directors at its meeting on the morning of March 6, 2023 in Issy-les-Moulineaux (France).

VI.2.2. Accounting standards framework

VI.2.2.1. Basis underlying the preparation of the financial statements

Pursuant to Regulation no. 1606/2002 of July 19, 2002, as amended by European Regulation no. 297/2008 of March 11, 2008, the consolidated financial statements for fiscal year 2022 are prepared in accordance with IFRS (International Financial Reporting Standards), as adopted by the European Union and published by the International Accounting Standards Board (IASB). These standards are available on the following European Union website:
https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting_en

The company's financial statements are presented, for comparison purposes, with the financial statements for fiscal year 2021, which were prepared using the same accounting standards framework, taking into account the new texts applicable as of January 1, 2022 (see note VI.2.2.2).

In the absence of IFRS standards or interpretations, and in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Transdev Group refers to other IFRS standards that address similar or related issues, as well as to the conceptual framework.

VI.2.2.2. Principles, standards, amendments to standards and interpretations applicable as of fiscal year 2022

The accounting policies and valuation rules applied by the Group in preparing the consolidated financial statements as of December 31, 2022 are identical to those the Group used as of December 31, 2021, with the exception of the new standards, amendments to standards and interpretations of mandatory application as of January 1, 2022, which are described below:

- Amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" on costs to be included when assessing whether a contract will be loss-making;
- Amendments to IAS 16 "Property, Plant and Equipment" on proceeds before intended use;
- Amendments to IFRS 3 "Business Combinations" on references to the conceptual framework;
- IFRS 2018-2020 annual improvement process.

The initial application of the amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" led the Group to reduce its provisions for onerous contracts as of January 1, 2022, with a corresponding adjustment to equity (positive net impact of €16.3 million, recognized in "Other changes").

In addition, during the first semester of 2022, the Group analyzed:

- The consequences of the IFRS Interpretations Committee's March 2021 decision on IAS 38 "Intangible Assets" concerning the recognition of costs to configure and customize software made available under a SaaS (Software as a Service) contract. Pursuant to this decision, the costs of configuring and customizing SaaS applications, which had previously been capitalized, were restated as of January 1, 2022, with a corresponding adjustment to equity recognized in "Other changes" for a net amount of €(9.8) million;
- The consequences of the IFRS Interpretations Committee's decision in April 2021 on "Attribution of Benefits to Periods of Service" (IAS 19), which clarifies the period over which the liability under certain defined-benefit pension plans should be recognized. Provisions for post-employment benefits were reduced as of January 1, 2022, with a corresponding adjustment to equity recognized in "Other changes" for a positive net amount of €1.9 million.

VI.2.2.3. Main texts applicable after December 31, 2022 and not adopted early by the Group

The main texts which became mandatory after December 31, 2022 are listed below:

- Amendments to IAS 1 "Presentation of Financial Statements" on the classification of liabilities as current or non-current and the information to be provided on accounting policies;
- Amendments to IAS 1 "Disclosure of Accounting Policies";
- Amendments to IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" on the definition of accounting estimates;
- Amendments to IAS 12 "Income Taxes" on deferred taxes related to assets and liabilities arising from a single transaction.

The Group is currently assessing the impacts of the initial application of these texts.

VI.2.3. Translation of foreign subsidiaries' financial statements and foreign currency transactions

VI.2.3.1. Translation of foreign subsidiaries' financial statements

Statements of financial position, income statements and statements of cash flows of subsidiaries whose functional currency is different from the parent company's presentation currency are translated into the currency used to present the consolidated financial statements at the applicable exchange rate, i.e., the year-end rate for consolidated statement of financial position items and the average annual rate for income statement and cash flow statement items. Foreign exchange translation gains and losses are recognized in equity as other comprehensive income.

The exchange rates of the major currencies of non-euro countries used in preparing the consolidated financial statements were as follows:

€1 = X foreign currency

AVERAGE RATE	2021	2022
U.S. Dollar	1.184	1.054
Australian Dollar	1.575	1.517
Swedish Krona	10.145	10.627
CLOSING RATE	**2021**	**2022**
U.S. Dollar	1.133	1.067
Australian Dollar	1.562	1.569
Swedish Krona	10.250	11.122

VI.2.3.2. Foreign currency transactions

In general, the functional currency of the Group's subsidiaries is their local currency. Transactions denominated in foreign currency are translated by the subsidiaries into their functional currencies at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currency are translated by the subsidiaries into their functional currencies at the year-end exchange rate. The resulting foreign exchange gains and losses are recorded in income for the period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at historical cost are translated using the exchange rate on the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated using the exchange rate on the date that fair value is measured.

Net investments in a foreign operation

Loans to a foreign subsidiary for which payment is neither planned nor probable in the foreseeable future are essentially a portion of the Group's net investment in that foreign operation. Foreign exchange gains and losses on monetary items that are part of a net investment are recognized directly

in other comprehensive income as foreign exchange translation adjustments and are released to income on the disposal of the net investment.

Foreign exchange gains and losses on borrowings denominated in foreign currencies or foreign currency derivatives used to hedge net investments in foreign subsidiaries are recognized in other comprehensive income as foreign exchange translation adjustments. Amounts recognized in other comprehensive income are released to income on the sale date of the relevant investment.

VI.3. Use of estimates and assessments

Transdev may make estimates and use assumptions that affect the carrying amount of assets, liabilities, revenue and expenses, as well as the disclosures concerning contingent assets and liabilities. The actual future results may be appreciably different from these estimates.

Underlying estimates and assumptions are made based on past experience and other factors considered as reasonable given the circumstances. They act as a basis for making judgments necessary for measuring the carrying amounts of assets and liabilities, which cannot be obtained directly from other sources. Actual values may differ from these estimates.

All of these estimates are based on an organized process for collecting forecast information on future flows, after validation by operating management, and on anticipated market data based on external indicators, which are used in accordance with consistent and documented methodologies. Underlying estimates and assumptions are reviewed on an ongoing basis; the impact of changes in accounting estimates is recognized in the period in which the change is made.

The consolidated financial statements for the year have been prepared taking the current economic environment into account, on the basis of accounting estimates made in a context that continues to be sensitive to changes in the energy market, inflation and interest rates, the consequences of which make assessment of the medium and short-term economic outlook difficult. Therefore, special attention has been paid to the following factors:

- The recognition of revenue, which has been assessed on a case-by-case basis, depending on the progress of negotiations on indexation clauses;
- The certainty of public support measures to which the Group may be entitled;
- Determining the discount rates for impairment of assets (IAS 36), provisions (IAS 37 and IAS 19) and leases (IFRS 16). These rates have increased significantly since the year ended on December 31, 2021. The method for determining them is described in notes VI.6, VI.9 and VI.5;
- Determining the recoverable amounts of goodwill and tangible and intangible assets. Note VI.6 presents the future cash flow and discount rate assumptions used to measure the recoverable amounts of these assets. Sensitivity analyses were also performed and are presented in that note.

In addition to the specific issues raised by the current macroeconomic situation, the Group's other estimates used in preparing its consolidated financial statements concern primarily:

- The measurement of provisions (note VI.9). In determining these provisions, Transdev has used the best estimates of these obligations. In particular, the estimate of provisions for self-insurance and claims in the United States is based on an estimate of litigation settlements and an independent actuarial valuation, which takes into account factors such as claim ratio (claim frequency and size), the progress of litigation and disputes not yet identified. These factors are based on judgments, which are a source of uncertainty;
- Pending legal or arbitration proceedings (note VI.14). In accordance with the criteria of IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", the Group has determined that, as of December 31, 2022, no provision should be recognized in connection with ongoing legal or arbitration proceedings when their outcome is considered highly uncertain or the financial consequences thereof are not quantifiable to date;
- The recoverable amount of deferred tax assets due to tax losses, which was measured in light of the current situation, based on projections of expected taxable income, established in accordance with the operational assumptions included in the Group's long-term plan (see note VI.11);
- The determination of the lease terms and of the renewal options used to determine the value of lease liabilities and right-of-use assets in accordance with IFRS 16 "Leases" (see note VI.5.3).

VI.4 Operational activities

VI.4.1 Operating result

ACCOUNTING PRINCIPLES

Sales of services (IFRS 15)
Five-step model

IFRS 15 "Revenue from Contracts with Customers" establishes a five-step model for determining when to recognize revenue and in what amount. The general principle of the model is that all companies should recognize revenue on the basis of the transfer of goods or services promised to customers for an amount that corresponds to the consideration they expect to receive in exchange for such goods or services.

The Group's primary business is the public transportation of passengers. It consists of managing a portfolio of multi-year contracts that can have very different characteristics (modes of transportation, start date, term, margin profiles and compensation terms, indexation formulas, etc.). In the vast majority of cases:

- a performance-related system of bonuses/penalties is applied to these contracts. They are calculated and settled over periods ranging from month to year and are approved by the governance bodies of the public transit authorities;
- contracts usually have a revenue per unit of work (kilometers, hours, etc.) that is stable over time, assuming constant modes of transportation.

The customers are the public transit authorities (generally local authorities). Under most contracts, the promise to the customer is to provide an overall service, i.e., a public transportation network management service, in which the identified services are interdependent components. The main costs for providing this overall service are primarily for rolling stock (depreciation, leasing, financing), payroll, energy (electricity, fuel, hydrogen) and maintenance.

The public transit authorities simultaneously receive and consume the benefits of the service as it is provided by the Group. They verify the public service provided as it is delivered (i.e., as kilometers/hours/services progress).

Principal/agent analysis

If a third party is involved in providing goods or services to a customer, an entity must determine whether it is acting on its own behalf (principal: revenue recognized is the gross amount to which the entity expects to be entitled in consideration for the specified good or service provided) or as an agent (agent: revenue recognized is a net amount equal to the commission to which the entity expects to be entitled in consideration for the arrangements made for the specified good or service).

The key principle is that an entity acts as a principal if it obtains control of the promised good or service before it is transferred to the customer. The standard provides three indicators that an entity acts as a principal:

- the entity has primary responsibility for fulfilling the promise, including responsibility for the acceptability of the good or service and its compliance with the customer's specifications;
- the entity bears the risks associated with holding inventory, either before the goods are transferred to the customer or in the event of a return;
- the entity has the discretion to set the prices the customer pays for the goods or services.

The Group most often acts as a principal, in particular regarding access rights to the rail network in Germany and taxes and contributions.

Contract costs

IFRS 15 requires capitalizing the costs of acquiring contracts if both of the following conditions are met:

- these costs must be incremental, i.e., costs the entity would not have incurred if it had not acquired the contract; and
- the entity expects to recover them, i.e., the entity expects that the profit generated by the contract will be sufficient to absorb these costs.

The standard also addresses costs incurred to perform a contract. If the accounting treatment for such costs is not prescribed by another IFRS standard and they come within the scope of IFRS 15, the costs of performing the contract must be recognized as an asset only if they meet the following three conditions: they relate directly to the contract, they generate or enhance the resources of the entity that it will use to satisfy its performance obligations in the future and the entity expects to recover them. Capitalized costs incurred in the performance of a contract include certain costs sustained after the Group has been selected as a preferred bidder (restricted bid procedure) in call for bids processes but before it receives any payment from customers.

Capitalized contract costs are amortized over the term of the contracts. Impairment is recognized if their carrying amount, less amortization, exceeds the economic benefits expected from the contract.

Service Concession Arrangements (IFRIC 12)
See note VI.5.4 on concession arrangements.

VI.4.1.1. Items comprising revenue and operating result

The items comprising revenue and operating result are shown below:

(€ millions)	2021	2022
Revenue from services	6,970.3	7,657.3
Revenue from sales of goods	28.2	42.2
Revenue from operating financial assets	12.3	7.7
REVENUE	**7,010.9**	**7,707.2**
Employee expenses	(3,853.4)	(4,124.2)
Impairment of operating receivables, net of reversals	15.2	10.2
Depreciation, amortization and operating provisions, net of reversals (excluding restructuring and impairment of operating receivables and goodwill)	(523.9)	(458.9)
Gains (losses) on disposals of capital assets	6.1	8.6
Others	(2,531.0)	(3,055.9)
CURRENT OPERATING RESULT	**123.9**	**87.0**
Restructuring costs *(net of provisions and reversals)*	3.2	5.2
Gains (losses) on disposals of financial assets	0.5	10.6
Impairment losses resulting from impairment tests and provisions for onerous contracts	(226.9)	(39.6)
Others	11.9	11.6
OPERATING RESULT	**(87.4)**	**74.8**
Share of net income (loss) of equity-accounted entities	0.6	6.2
OPERATING RESULT after share of net income (loss) of equity-accounted entities	**(86.8)**	**81.0**

At year-end 2022, the Group's consolidated revenue totalled €7,707.2 million. The main geographical areas in which the Group does business are France (€2,730.3 million), Germany (€1,322.6 million), the United States (€1,147.3 million) and the Netherlands (€697.2 million).

VI.4.1.2. Reconciliation of EBITDA to operating result

(€ millions)	2021	2022
EBITDA *(Earnings Before Interest, Taxes, Depreciation, and Amortization)*[1]	632.6	512.4
Depreciation and amortization	(511.9)	(490.6)
Operating provisions, net of reversals	3.2	41.9
Gains (losses) on disposals of capital assets	6.1	8.6
Others	(6.1)	14.7
CURRENT OPERATING RESULT	**123.9**	**87.0**
Restructuring costs (net of provisions and reversals)	3.2	5.2
Gains (losses) on disposals of financial assets	0.5	10.6
Impairment losses resulting from impairment tests and provisions for onerous contracts	(226.9)	(39.6)
Others	11.9	11.6
OPERATING RESULT	**(87.4)**	**74.8**
Share of net income (loss) of equity-accounted entities	0.6	6.2
OPERATING RESULT after share of net income (loss) of equity-accounted entities	**(86.8)**	**81.0**

[1] Including impairment related to operating working capital requirements.

VI.4.1.3. Breakdown of net depreciation and amortization, provisions and impairment

The breakdown of the net depreciation, amortization, provisions and impairment expense in fiscal year 2022 is shown below:

(€ millions)	Operating	Financial	Tax	Discontinued operations	Total
Net provisions for impairment of assets [1]	10.8	(0.8)	(20.8)	-	(10.8)
Provisions for contingent liabilities	38.8	-	-	-	38.8
Current and non-current provisions	**49.6**	**(0.8)**	**(20.8)**	**-**	**28.0**
Depreciation, amortization and impairment of property, plant and equipment and intangible fixed assets	(231.1)	-	-	-	(231.1)
Depreciation, amortization and impairment of right-of-use assets	(229.0)				(229.0)
Impairment of receivables on disposal of property, plant and equipment and intangible assets	-	-	-	-	-
Impairment losses on goodwill, other non-current expenses resulting from impairment tests and adjustments to fair value of assets held for sale	(39.6)	-	-	-	(39.6)
DEPRECIATION, AMORTIZATION, PROVISIONS AND IMPAIRMENT	**(450.1)**	**(0.8)**	**(20.8)**	**-**	**(471.7)**

[1] Impairment losses on inventories and receivables are recorded in changes in working capital requirements in the Consolidated Statement of Cash Flows.

The provisions for contingent liabilities are discussed in note VI.9 and the impairment tests in note VI.6.2.

VI.4.2. Working capital requirements

Net WCR includes "operating" WCR (inventories, trade receivables, trade payables, other operating receivables and payables and tax receivables and payables excluding current taxes), "tax" WCR (current tax receivables and payables) and "investment" WCR (current receivables and payables on fixed asset acquisitions).

ACCOUNTING PRINCIPLES

In accordance with IAS 2 "Inventories", inventories are measured at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion or the estimated costs necessary to make the sale.

Trade receivables and payables are recorded at their nominal amount, unless discounting using the market interest rate has a material impact.

The Group applies the simplified approach for measuring impairment losses on its trade receivables, in accordance with the possibility available under IFRS 9.

Trade payables are measured using the amortized cost of liabilities method.

VI.4.2.1 Changes in working capital requirements by type

Changes in each of these types of WCR in fiscal year 2022 are shown below:

(€ millions)	December 31, 2021	Change in business	Net impairment losses	Change in consolidation scope	Currency impact	Reclassification in assets / liabilities held for sale	Other changes	December 31, 2022
Inventories and work in progress [1]	128.7	15.7	0.4	0.6	-	-	-	145.4
Operating receivables	1,415.6	138.5	9.8	(6.9)	2.8	(1.5)	0.3	1,558.6
Operating payables	(2,136.0)	(89.6)	-	6.2	0.1	1.6	14.0	(2,203.7)
OPERATING WORKING CAPITAL REQUIREMENTS [2]	**(591.7)**	**64.6**	**10.2**	**(0.1)**	**2.9**	**0.1**	**14.3**	**(499.7)**
Tax receivables (current tax)	13.6	3.8	-	-	(0.3)	-	-	17.1
Tax payables (current tax)	(21.8)	1.8	-	(0.2)	0.1	-	(0.8)	(20.9)
TAX AMOUNTS IN WORKING CAPITAL	**(8.2)**	**5.6**	**-**	**(0.2)**	**(0.2)**	**-**	**(0.8)**	**(3.8)**
Other receivables	85.8	(49.2)	(0.1)	-	-	-	0.5	37.0
Other payables	(82.0)	12.0	-	(0.1)	0.3	-	0.1	(69.7)
INVESTMENTS IN WORKING CAPITAL	**3.8**	**(37.2)**	**(0.1)**	**(0.1)**	**0.3**	**-**	**0.6**	**(32.7)**
NET WORKING CAPITAL REQUIREMENTS	**(596.1)**	**33.0**	**10.1**	**(0.4)**	**3.0**	**0.1**	**14.1**	**(536.2)**

[1] Net inventories and work in progress correspond mainly to raw materials and spare parts.

[2] The change in working capital requirements in the Consolidated Statement of Cash Flows is equal to the sum of the "Changes in business" and the "Net impairment losses" of the operating working capital requirements presented above.

VI.4.2.2 Changes in operating receivables

Changes in operating receivables in fiscal year 2022 are shown below:

(€ millions) OPERATING RECEIVABLES	December 31, 2021	Change in business	Impairment losses [1]	Reversal of impairment losses [1]	Change in consolidation scope	Currency impact	Reclassification in assets held for sale	Other changes	December 31, 2022
Trade receivables, gross amount	991.2	110.0	-	-	(1.1)	5.1	(1.9)	0.2	1,103.5
Impairment on trade receivables [1]	(33.3)	-	(5.8)	15.2	-	(0.3)	1.0	(0.1)	(23.3)
Trade receivables	**957.9**	**110.0**	**(5.8)**	**15.2**	**(1.1)**	**4.8**	**(0.9)**	**0.1**	**1,080.2**
Other operating receivables, gross amount	462.0	28.5	-	-	(5.8)	(2.1)	(0.6)	0.2	482.2
Impairment on other operating receivables	(4.4)	-	(1.6)	2.0	-	0.1	-	-	(3.9)
Other operating receivables	**457.6**	**28.5**	**(1.6)**	**2.0**	**(5.8)**	**(2.0)**	**(0.6)**	**0.2**	**478.3**
Other receivables	85.8	(49.2)	(0.1)	-	-	-	-	0.5	37.0
Tax receivables	13.6	3.8	-	-	-	(0.3)	-	-	17.1
OPERATING RECEIVABLES	**1,515.0**	**93.0**	**(7.5)**	**17.2**	**(6.9)**	**2.5**	**(1.5)**	**0.8**	**1,612.6**

[1] Impairment losses are recorded in operating result and included in the line "Changes in working capital requirements" in the Consolidated Statement of Cash Flows.

VI.4.2.3 Changes in operating payables

Changes in operating payables in fiscal year 2022 are shown below:

(€ millions) OPERATING PAYABLES	December 31, 2021	Change in business	Change in consolidation scope	Currency impact	Reclassification in liabilities held for sale	Other changes	December 31, 2022
Trade payables	559.9	53.7	0.7	(0.1)	(0.7)	(13.7)	599.8
Other current operating payables	1,576.1	35.9	(6.9)	-	(0.9)	(0.3)	1,603.9
Other payables	82.0	(12.0)	0.1	(0.3)	-	(0.1)	69.7
Tax payables	21.8	(1.8)	0.2	(0.1)	-	0.8	20.9
OPERATING PAYABLES	**2,239.8**	**75.8**	**(5.9)**	**(0.5)**	**(1.6)**	**(13.3)**	**2,294.3**

VI.4.3. Employee expenses and workforce

VI.4.3.1. Employee expenses

Employee expenses totalled approximately €4,124.2 million in 2022 (€3,853.4 million in 2021).

Post-employment benefits and other long-term benefits are described in note VI.9.2.

VI.4.3.2. Workforce

DEFINITION

The consolidated full-time equivalent workforce is equal to the number of employees of each subsidiary, calculated as a full-time equivalent for the fiscal year, on the basis of working hours and employment rates. That figure is then consolidated using the consolidation method applied to the company within the consolidation scope:

- Employees of fully consolidated companies are included in full during the consolidation period;
- Employees of joint operations are included only in proportion to their consolidation rate during the consolidation period;
- Employees of companies consolidated using the equity method are not included.

The average consolidated full-time equivalent workforce totals 74,928 employees for continuing operations and is broken down geographically as follows:

AVERAGE NUMBER OF EMPLOYEES	2021	2022
France	31,360	30,091
United States	12,782	13,100
Germany	6,266	6,466
Netherlands	5,041	5,100
Pacific	5,186	4,259
Sweden	3,151	3,862
Others	11,370	12,050
TOTAL	**75,156**	**74,928**

VI.5. Other intangible assets, property, plant and equipment, right-of-use assets and operating financial assets

For contracts with public transit authorities, the rolling stock is supplied:

- by the public transit authority; or
- by Transdev, which in such case either owns or leases the equipment.

In all cases, the equipment must comply with the specifications established by the public transit authorities. For many years, Transdev has been actively involved alongside its public clients in promoting the energy transition in public transportation.

For the rolling stock it owns or leases, Transdev ensures that the useful lives determined and their residual values are appropriate, taking into account the term of the contracts associated with these assets, technological developments and environmental laws in force locally.

VI.5.1. Intangible assets excluding goodwill

ACCOUNTING PRINCIPLES

Intangible assets are identifiable non-monetary assets without physical substance. They include mainly access fees paid to local authorities under contracts, the value of contracts and portfolios acquired in connection with business combinations, assets constituted under agreements (IFRIC 12), trademarks, patents, licenses, software and operating rights.

Intangible assets (excluding goodwill) are recognized at historical acquisition cost, less accumulated depreciation and any accumulated impairment losses.

If intangible assets have a definite useful life, they are amortized on a straight-line basis over their useful life, unless another systematic amortization basis better reflects the rate of consumption of the asset. Useful lives are as follows:

	Range of useful lives in number of years [1]
Contractual rights	contract-based
Portfolios	based on a period covering 80% of discounted flows
Purchased software	3 to 10 years

[1] The range of useful lives is due to the diversity of relevant assets.

All intangible assets excluding goodwill are subject to impairment testing annually, as soon as there are indicators that may call into question the value recognized in assets in the consolidated statement of financial position.

The initial application of the IFRS Interpretations Committee's March 2021 decision on IAS 38 "Intangible Assets" concerning the recognition of costs to configure and customize software made available under an SaaS (Software as a Service) contract had a net impact on equity of €(9.8) million as of January 1, 2022 (see note VI.2.2).

The table below shows intangible assets, broken down by asset class and flow:

(€ millions)	Concession intangible assets	Contract costs	Trademark	Other intangible assets with indefinite useful life	**Intangible assets with indefinite useful life**	Contracts and portfolios acquired	Software acquired	Other intangible assets with a definite useful life	**Intangible assets with a definite useful life**	**Other intangible assets**
As of January 1, 2021	**5.3**	**3.5**	**26.6**	**-**	**26.6**	**11.5**	**33.1**	**25.6**	**70.2**	**105.6**
Investments	12.9	3.0	-	-	-	-	5.6	11.0	16.6	32.5
Disposals	-	-	-	-	-	-	(1.2)	-	(1.2)	(1.2)
Impairment losses and amortization	(6.4)	(0.8)	-	-	-	(0.8)	(16.0)	(12.6)	(29.4)	(36.6)
Change in consolidation scope	-	-	-	-	-	-	-	(0.1)	(0.1)	(0.1)
Currency impact	(0.3)	-	-	-	-	0.5	-	0.2	0.7	0.4
Reclassification as assets held for sale	(0.8)	-	-	-	-	-	-	-	-	(0.8)
Other movements	-	-	-	-	-	-	7.0	(3.4)	3.6	3.6
TOTAL AS OF DECEMBER 31, 2021	**10.7**	**5.7**	**26.6**	**-**	**26.6**	**11.2**	**28.5**	**20.7**	**60.4**	**103.4**
o/w gross amounts	*45.2*	*9.5*	*84.7*	*2.4*	*87.1*	*264.4*	*153.0*	*56.8*	*474.2*	*616.0*
o/w cumulated amortization and impairment	*(34.5)*	*(3.8)*	*(58.1)*	*(2.4)*	*(60.5)*	*(253.2)*	*(124.5)*	*(36.1)*	*(413.8)*	*(512.6)*
As of January 1, 2022	**10.7**	**5.7**	**26.6**	**-**	**26.6**	**11.2**	**28.5**	**20.7**	**60.4**	**103.4**
Investments	4.8	3.0	-	-	-	-	5.2	10.9	16.1	23.9
Disposals	-	-	-	-	-	-	(0.2)	(2.6)	(2.8)	(2.8)
Impairment losses and amortization	(6.8)	(1.1)	-	-	-	(1.3)	(9.8)	(6.1)	(17.2)	(25.1)
Currency impact	0.2	(0.3)	-	-	-	(0.1)	(0.2)	-	(0.3)	(0.4)
Reclassification as assets held for sale	-	-	-	-	-	-	-	-	-	-
Other movements [1]	-	-	-	-	-	-	(0.9)	(2.0)	(2.9)	(2.9)
TOTAL AS OF DECEMBER 31, 2022	**8.9**	**7.3**	**26.6**	**-**	**26.6**	**9.8**	**22.6**	**20.9**	**53.3**	**96.1**
o/w gross amounts	*29.4*	*11.3*	*87.9*	*2.5*	*90.4*	*279.1*	*125.2*	*55.0*	*459.3*	*590.4*
o/w cumulated amortization and impairment	*(20.5)*	*(4.0)*	*(61.3)*	*(2.5)*	*(63.8)*	*(269.3)*	*(102.6)*	*(34.1)*	*(406.0)*	*(494.3)*

[1] This line includes the impacts related to the decisions of the IFRS Interpretations Committee specifying the treatment of the costs of configuring and customizing software made available under a SaaS contract (Software as a Service) (see note VI.2.2.2).

VI.5.2. Property, plant and equipment

ACCOUNTING PRINCIPLES

Property, plant and equipment are accounted for at historical acquisition cost to the Group, less accumulated depreciation and any accumulated impairment losses.

"Borrowing costs" incurred to finance the acquisition and construction of installations

"Borrowing costs" for the purpose of financing the acquisition and construction of specific installations that are incurred during the construction period are included in the cost of these assets, in accordance with IAS 23, "Borrowing Costs".

Investment grants for property, plant and equipment

In accordance with the option offered under IAS 20, "Accounting for Government Grants and Disclosure of Government Assistance", investment grants are deducted from the gross carrying amount of the assets for which they were received. They are recognized as a reduction in the depreciation charge over the useful life of the depreciable asset.

If construction of an asset takes place over more than one period, the portion of the grant not yet used is recorded as a liability in "other liabilities".

Depreciation and impairment

Property, plant and equipment are recorded by component and each component is depreciated over its useful life. Tangible assets are mainly depreciated on a straight-line basis over their useful life, unless another systematic depreciation basis better reflects the rate of consumption of the asset. The range of useful lives used for the Group is as follows, by type of fixed assets:

Property, plant and equipment	Range of useful lives in number of years [1]
Buildings	20 to 25 years
Installations, fixtures and improvements	8 to 15 years
General plant assets	10 years
Machinery and equipment	5 to 10 years
Computer equipment	3 to 5 years
Office equipment and furniture	3 to 10 years
Coaches and buses	6.5 to 16 years
Minibuses	6 to 8 years
Locomotive frames / bogies / cabs	24 years
Locomotive engines	18 to 24 years
Heavy lifting equipment for overhaul of rolling stock	8 years

[1] The range of useful lives is due to the diversity of relevant assets and to the ways assets are used.

The carrying amounts of property, plant and equipment are reviewed at year-end to determine if there is any indication that the value of an asset has become impaired.

The table below shows property, plant and equipment, broken down by asset class and flow:

(€ millions)	Rolling stock and other transportation equipment	Plant and equipment	Buildings	Land	Other	Property, plant and equipment
As of January 1, 2021	**720.1**	**70.5**	**97.0**	**69.9**	**148.3**	**1,105.8**
Investments	185.5	11.7	6.3	0.1	70.0	273.6
Disposals	(37.9)	(6.9)	(3.8)	(5.0)	(4.2)	(57.8)
Impairment losses and depreciation	(169.1)	(18.2)	(16.8)	(1.8)	(27.1)	(233.0)
Change in consolidation scope	(4.5)	-	-	(0.5)	(0.8)	(5.8)
Currency impact	10.8	0.5	0.8	0.7	0.9	13.7
Reclassification as assets held for sale	-	(0.1)	-	-	(0.4)	(0.5)
Other movements	20.6	9.5	1.2	0.9	(37.4)	(5.2)
TOTAL AS OF DECEMBER 31, 2021	**725.5**	**67.0**	**84.7**	**64.3**	**149.3**	**1,090.8**
o/w gross amounts	*1,845.0*	*281.0*	*236.9*	*73.1*	*324.1*	*2,760.1*
o/w cumulated depreciation and impairment	*(1,119.5)*	*(214.0)*	*(152.2)*	*(8.8)*	*(174.8)*	*(1,669.3)*
As of January 1, 2022	**725.5**	**67.0**	**84.7**	**64.3**	**149.3**	**1,090.8**
Investments	255.1	17.1	8.1	5.1	64.2	349.6
Disposals	(31.3)	(2.5)	(4.0)	(2.5)	(5.3)	(45.6)
Impairment losses and depreciation	(154.7)	(16.8)	(10.6)	(0.8)	(24.2)	(207.1)
First consolidations	10.8	0.5	2.8	0.4	-	14.5
Removals from consolidation scope	-	-	(0.1)	(0.1)	(0.1)	(0.3)
Currency impact	(8.5)	(0.3)	(0.5)	0.1	0.3	(8.9)
Reclassification as assets held for sale	-	-	(0.2)	-	-	(0.2)
Other movements	9.2	14.7	8.5	3.3	(45.5)	(9.8)
TOTAL AS OF DECEMBER 31, 2022	**806.1**	**79.7**	**88.7**	**69.8**	**138.7**	**1,183.0**
o/w gross amounts	*2,025.2*	*299.9*	*254.5*	*78.0*	*317.9*	*2,975.5*
o/w cumulated depreciation and impairment	*(1,219.1)*	*(220.2)*	*(165.8)*	*(8.2)*	*(179.2)*	*(1,792.5)*

VI.5.3. Right-of-use assets

The Group's leases mainly concern rolling stock and properties (depots and offices).

ACCOUNTING PRINCIPLES

Leases, as defined by IFRS 16 "Leases", are recorded in the consolidated statement of financial position, which leads to the recognition of an asset representing a right-of-use of the asset leased during the lease term of the contract and to the recognition of a liability related to the payment obligation.

Lease term

The term of the lease is determined for each contract, taking into account, in particular, the useful life of leasehold improvements that are not removable from the leased property. The lease term corresponds mainly to the non-cancellable period of each contract, except in cases where the Group is reasonably certain of exercising the renewal options contractually foreseen.

Lease liabilities

At commencement date, the lease liability is measured at the present value of the lease payments for the term of the lease, which include: the fixed payments, the variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the commencement date of the lease; the amounts expected to be payable by the lessee under residual value guarantees and the payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Non-lease components, such as management fees, taxes or the provision of a maintenance service are not included.

The discount rates used consist of either the implicit interest rate in the lease or the incremental borrowing rate, which is determined by currency, maturity and country.

Right-of-use assets

At commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received from the lessor;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;
- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract.

The right-of-use asset is depreciated over the lease term. The carrying amount of the asset is reviewed at year-end to determine if there is any indication that it has become impaired.

Exemptions

For short-term leases and leases for which the underlying asset is of low value, the Group uses the two exemptions permitted by the standard (recognition of full lease expenses in operating result).

As of December 31, 2022, right-of-use assets were concentrated primarily in France (€366 million) and in Germany (€227 million). The table below shows right-of-use assets, broken down by asset class and flow:

(€ millions)	Right-of-use - Rolling stock and other transportation equipment	Right-of-use - Real estate	Right-of-use - other	Right-of-use assets
As of January 1, 2021	**768.0**	**265.2**	**15.2**	**1,048.4**
Investments	159.3	59.5	11.7	230.5
Disposals	(8.2)	(11.5)	(1.1)	(20.8)
Impairment losses and depreciation	(189.9)	(66.5)	(7.9)	(264.3)
Currency impact	(2.3)	1.6	0.4	(0.3)
Reclassification as assets held for sale	-	(4.1)	-	(4.1)
Other movements	3.7	(8.6)	(0.1)	(5.0)
TOTAL AS OF DECEMBER 31, 2021	**730.6**	**235.6**	**18.2**	**984.4**
o/w gross amounts	*1,593.9*	*417.2*	*33.9*	*2,045.0*
o/w cumulated depreciation and impairment	*(863.3)*	*(181.6)*	*(15.7)*	*(1,060.6)*
As of January 1, 2022	**730.6**	**235.6**	**18.2**	**984.4**
Investments	83.8	70.5	10.4	164.7
Disposals	(7.4)	(8.8)	(1.5)	(17.7)
Impairment losses and depreciation	(158.6)	(62.5)	(8.0)	(229.1)
Removals from consolidation scope	-	-	(0.1)	(0.1)
Currency impact	(12.9)	(1.7)	0.1	(14.5)
Other movements	(2.3)	0.2	-	(2.1)
TOTAL AS OF DECEMBER 31, 2022	**633.2**	**233.3**	**19.1**	**885.6**
o/w gross amounts	*1,501.6*	*457.8*	*36.5*	*1,995.9*
o/w cumulated depreciation and impairment	*(868.4)*	*(224.5)*	*(17.4)*	*(1,110.3)*

Information relating to lease liability is available in note VI.8.1.

The rents resulting from non-capitalized leases are shown below:

(€ millions)	2021	2022
Expense relating to short-term leases	(25.5)	(27.0)
Expense relating to leases of low-value asset	(3.8)	(3.3)
Expense relating to variable lease payments	(7.4)	(8.4)

VI.5.4. Concession activities: current and non-current operating financial assets

Operating financial assets include financial assets recognized as a result of applying IFRIC 12 on concession arrangements.

ACCOUNTING PRINCIPLES

Group assets

A share of the Group's assets is used in connection with concession or public service management contracts granted by public sector customers ("concession grantors") or signed by concessionaires purchased by the Group pursuant to total or partial privatizations. The characteristics of these contracts vary significantly by country. Nevertheless, they generally provide, directly or indirectly, for the concession grantor's involvement on the one hand in determining the service and compensation, and on the other, the return of assets necessary to perform the service at the end of the contract.

IFRIC 12, Service Concession Arrangements, is applicable to concession arrangements comprising a public service obligation and meeting the following criteria: the concession grantor controls or regulates the services to be provided by the operator using the asset, the infrastructure, the beneficiaries of the services and prices applied; and the concession grantor controls the residual economic value of the infrastructure at the end of the arrangement. Pursuant to IFRIC 12, such infrastructures are not recognized as fixed assets of the operator, but as financial assets ("financial asset model") and/or intangible assets ("intangible asset model"), depending on the compensation paid by the concession grantor.

Financial asset model

The financial asset model applies if the operator has an unconditional right to receive cash or another financial asset from the concession grantor, in compensation for concession services. In the case of concession services, the operator has such an unconditional right if the concession grantor contractually guarantees payment of amounts specified or determined in the contract, or of any shortfall, i.e. the difference between amounts received from users of the public service and amounts specified or determined in the contract.

Financial assets resulting from the application of IFRIC 12 are recorded in the consolidated statement of financial position under a separate heading entitled "Operating financial assets". They are recognized at amortized cost unless otherwise indicated in the contract, the effective interest rate retained is equal to the weighted average cost of capital of the entities carrying the relevant assets. The portion that matures in less than one year is presented in "Current operating financial assets", and the portion that matures in more than one year is presented in "Non-current operating financial assets".
In accordance with IFRS 9 "Financial Instruments," these assets are impaired using a model based on expected credit losses.

Cash flows associated with these operating financial assets are included in the consolidated statement of cash flows in net cash used in investing activities.

Revenue associated with this financial model includes remuneration of the operating financial asset accounted for in Revenue from operating financial assets (excluding principal payments) and the compensation for the service.

Intangible asset model

The intangible asset model applies if the operator is paid by the users or if the concession grantor makes no contractual guarantee concerning the recoverable amount. The intangible asset corresponds to the right granted by the concession grantor to the operator to charge users of service as compensation for the concession services.

Intangible assets resulting from the application of IFRIC 12 are recognized in the consolidated statement of financial position under a separate heading entitled "Concession intangible assets". These assets are generally amortized on a straight-line basis over the term of the contract.

Outgoing cash flows, i.e. disbursements, associated with infrastructure construction pursuant to "intangible asset model" concession arrangements are presented in the consolidated statement of cash flows in net cash from investing activities, and incoming cash flows are presented in net cash generated by the activity.

Under the intangible asset model, revenue corresponds to compensation for the service.

Mixed or bifurcation model

The choice of the financial asset or intangible asset model depends on the existence of payment guarantees made by the concession grantor. However, certain contracts may include a payment commitment on the part of the concession grantor covering only part of the investment, with the balance covered by fees charged to users. In such a case, the investment amount guaranteed by the concession grantor is recognized using the financial asset model and the balance is recognized using the intangible asset model.

Investment grants related to concession arrangements

Investment grants received in connection with concession arrangements are generally vested and are therefore not repayable. In accordance with the option offered by IAS 20, these grants are presented as a deduction from intangible assets or financial assets, depending on the model chosen when the concession arrangement is interpreted (IFRIC 12):

- under the intangible asset model, investment grants reduce amortization expense for intangible assets within the scope of the concession over the residual term of the concession arrangement,
- under the financial asset model, investment grants are treated as a method of repaying the operating financial asset.

Assets provided to the Group by concession grantors or by a third party in consideration for the payment of lease instalments

Under certain concession arrangements, the rolling stock is provided to the Group in consideration for the payment of lease instalments, in which case the legal form of the arrangement is a lease contract. At the same time, the concession grantor grants the Group unconditional reimbursement rights in an equivalent amount.

Due to the fact that the concession grantors control the use of the rolling stock, the Group cannot apply IFRS 16 to these contracts. Therefore, these future lease payments are treated as the acquisition cost of the concession contract, and their present value is reported in the "Provision of rolling stock under concession arrangements - non-current part" and "Provision of rolling stock under concession arrangements - current part" items of the consolidated statement of financial position. These liabilities are not included in the definition of the Group's "Net Financial Debt" indicator because they are future lease payments for rolling stock that are fully secured by revenues, of the same amount and with the same maturities, to be paid by the concession grantor.

The reimbursement rights, of an equivalent amount, are classified as "Non-current operating financial assets" and "Current operating financial assets" in the consolidated statement of financial position.

These transactions have no impact on the consolidated statement of cash flows throughout the term of the contract.

In the consolidated income statement, amounts paid by concession grantor are set off against the lease instalments the Group pays for the rolling stock provided to it.

(€ millions)	Operating financial assets representing property, plant and equipment restated in accordance with IFRIC 12 [1]	Operating financial assets covering future lease payments [2]	Operating financial assets
As of January 1, 2021	**296.3**	**88.0**	**384.3**
Additions	47.4	-	47.4
Repayments / disposals	(88.8)	-	(88.8)
Impairment losses	1.5	-	1.5
Currency impact	0.9	0.2	1.1
Other movements	(1.5)	214.5	213.0
TOTAL AS OF DECEMBER 31, 2021	**255.8**	**302.7**	**558.5**
o/w gross amounts	*263.1*	*302.7*	*565.8*
o/w impairment	*(7.3)*	-	*(7.3)*
As of January 1, 2022	**255.8**	**302.7**	**558.5**
Additions	27.3	-	27.3
Repayments / disposals	(122.7)	-	(122.7)
Impairment losses	1.8	-	1.8
Currency impact	(0.5)	(6.8)	(7.3)
Other movements [3]	(5.2)	175.8	170.6
'TOTAL AS OF DECEMBER 31, 2022	**156.5**	**471.7**	**628.2**
o/w gross amounts	*162.0*	*471.7*	*633.7*
o/w impairment	*(5.5)*	-	*(5.5)*
o/w < 1 year	*62.6*	*53.6*	*116.2*
o/w > 1 year and < 5 years	*82.4*	*174.8*	*257.2*
o/w > 5 years	*11.5*	*243.3*	*254.8*

[1] These amounts correspond to the unconditional rights to receive remuneration from the concession grantors in respect of the financing of rolling stock on behalf of concession grantors.

[2] These amounts correspond to the unconditional rights to receive remuneration from the concession grantors in respect of lease payments to be made related to rolling stock.

[3] In 2022, this amount is mainly explained by a new unconditional right to receive remuneration in respect of lease payments to be made relating to railway equipment.

With respect to operating financial assets representing property, plant and equipment restated applying IFRIC 12 (Group assets):

- Cash flows associated with these operating financial assets (new assets and principal repayments) are broken down in the net cash flows associated with investment transactions presented in the consolidated statement of cash flows (see note IV).
- Revenue generated by operating financial assets is reported as revenue; it is broken down in note VI.4.1.

As of December 31, 2022, operating financial assets were concentrated primarily in Germany (€212.9 million), in the Netherlands (€157.3 million) and Sweden (€145.4 million).

VI.6. Goodwill

VI.6.1. Changes during the period and breakdown by cash generating unit

ACCOUNTING PRINCIPLES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method, as defined in IFRS 3. Under this method, identifiable assets acquired and liabilities assumed of the entity acquired are recognized at their fair value on the acquisition date.

Goodwill generated by a business combination is measured as the excess of the total consideration transferred, the amount of any non-controlling interest and, if applicable, the fair value of any previously held interest, over the net of the amounts, on the acquisition date, of identifiable assets acquired and liabilities assumed. This goodwill is measured in the functional currency of the entity acquired and is recognized as an asset in the consolidated statement of financial position.

On the acquisition date, the Group may elect for each transaction to measure non-controlling interests at either fair value (full goodwill) or at the proportionate share in the fair value of the acquired entity's identifiable net assets (partial goodwill).

Pursuant to IFRS, goodwill is not amortized but is subject to impairment tests performed annually, and more frequently if there are indications that call into question the carrying amounts recognized as assets in the consolidated statement of financial position.

If a business combination is made on particularly advantageous terms, negative goodwill is recognized. The corresponding gain is recognized as income.

Acquisition-related costs are recognized in profit or loss in the periods in which the costs are incurred and the services received.

Pursuant to IFRS 3, the Group has a measurement period in which to finalize recognition of business combinations. This period ends when all necessary information has been obtained and no later than one year from the acquisition date.

When accounting for acquisitions of joint ventures, the Group applies the acquisition method, as defined by IFRS 3, Business Combinations.

Cash generating units (CGU)
A cash generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash flows generated by other assets or groups of assets. In light of the Group's business, cash generating units generally corresponds to a country in which the Group operates.
For the purposes of impairment testing, as of the acquisition date, goodwill is allocated to each cash generating unit or group of cash generating units that should benefit from the business combination.

(€ millions)	France	United States	Germany	Canada	Australia and New Zealand	Central Europe	United Kingdom & Ireland	Netherlands	Iberia	Sweden	Goodwill
As of January 1, 2021	**536.2**	**94.3**	**43.6**	**30.5**	**42.0**	**19.7**	**11.5**	**4.1**	**5.0**	**25.7**	**812.6**
Change in consolidation scope	-	-	-	-	-	-	-	-	-	-	-
Currency impact	-	7.9	-	2.7	0.8	1.1	0.9	-	-	(0.4)	13.0
Impairment losses	(170.0)	-	-	-	-	-	-	-	-	(25.3)	(195.3)
Other movements	(6.0)	-	-	-	-	0.1	0.3	-	-	-	(5.6)
TOTAL DECEMBER 31, 2021	**360.2**	**102.2**	**43.6**	**33.2**	**42.8**	**20.9**	**12.7**	**4.1**	**5.0**	**-**	**624.7**
o/w gross amounts	*642.2*	*128.2*	*164.1*	*48.5*	*80.9*	*20.9*	*41.9*	*317.8*	*23.6*	*56.5*	*1,524.6*
o/w cumulated impairment	*(282.0)*	*(26.0)*	*(120.5)*	*(15.3)*	*(38.1)*	-	*(29.2)*	*(313.7)*	*(18.6)*	*(56.5)*	*(899.9)*
As of January 1, 2022	**360.2**	**102.2**	**43.6**	**33.2**	**42.8**	**20.9**	**12.7**	**4.1**	**5.0**	**-**	**624.7**
Change in consolidation scope	(1.0)	-	-	10.5	-	7.2	-	-	-	-	16.7
Currency impact	-	6.5	-	(0.4)	(0.3)	0.6	(0.7)	-	-	-	5.7
Impairment losses	-	-	-	-	-	-	-	-	-	-	-
Other movements	0.1	-	-	-	-	-	-	-	(3.3)	-	(3.2)
TOTAL DECEMBER 31, 2022	**359.3**	**108.7**	**43.6**	**43.3**	**42.5**	**28.7**	**12.0**	**4.1**	**1.7**	**-**	**643.9**
o/w gross amounts	*641.3*	*136.4*	*164.1*	*58.5*	*80.4*	*28.7*	*39.7*	*317.8*	*11.8*	*52.1*	*1,530.8*
o/w cumulated impairment	*(282.0)*	*(27.7)*	*(120.5)*	*(15.2)*	*(37.9)*	-	*(27.7)*	*(313.7)*	*(10.1)*	*(52.1)*	*(886.9)*

VI.6.2. Impairment tests

ACCOUNTING PRINCIPLES

Goodwill and other intangible assets with an indefinite useful life are systematically tested for impairment each fiscal year and whenever there is an indication that the cash generating unit ("CGU") may have lost value. Changes in the overall economic and financial context, deterioration in local economic environments and changes in economic performances are among the external indicators of impairment that the Group analyses to determine if impairment tests should be conducted more frequently.
The need to recognize an impairment loss is determined by comparing the carrying amount of a CGU and its recoverable amount. If the recoverable amount calculated is less than the net carrying amount of an asset or group of assets, an impairment loss is recognized. Impairments of fixed assets may be reversed, except impairments of goodwill. If applicable, impairment of goodwill is recognized in the operating result, in "Other operating income and expenses"; it is definitive.

Measuring recoverable amount
Changes in the economic, financial, regulatory, employment and health environment, as well as changes in economic performance, may affect estimates of the recoverable amount, which is defined as the higher of fair value, less costs to sell, and value in use.

Fair value less costs to sell is measured on the basis of available information enabling the best estimate of sale value less the costs necessary to make a sale, under normal competitive conditions between well-informed and consenting parties.

The value in use measured by the Group is equal to the present value of future cash flows from CGUs or groups of CGUs, taking into account their residual value, on the basis of the following factors:

- Projected cash flows are based on the long-term plan prepared during the second semester and subsequently submitted to the Strategic Committee. Cash flow projections reflect changes in volumes, rates, direct costs (including energy) and investments during the period, established on the basis of, first, contracts or business activities using historical data and, second, expected changes during the period covered by the long-term plan. This plan covers fiscal year 2023 and the next five years. This period corresponds to the average duration of the Group's portfolio of long-term contracts and its short-term business activities;
- Final values are measured on the basis of the present value of projected cash flows for the last year of the long-term plan (2028). These cash flows are estimated for each CGU on the basis of a continuous growth rate that takes factors such as inflation into account;
- A discount rate (weighted average cost of capital) is determined for each asset and cash generating unit at the end of the second half of 2022: this rate corresponds to a risk-free rate, increased by a risk premium weighted on the basis of specific country risks. Therefore, the discount rates estimated by management for each cash generating unit reflect current assessments of the market, the time value of money and country risks specific to the CGU only; other risks are included in future cash flows;
- Restructuring plans not yet implemented are not included in the cash flow projections used to measure value in use.

Goodwill is tested for impairment taking into account the impacts of IFRS 16, in particular including right-of-use assets in the value of capital employed tested, excluding lease payments from future cash flows used to determine value in use, and using a discount rate that takes into account right-of-use assets.

Projected cash flows are based on the long-term plan prepared during the second semester of fiscal year 2022 and approved by the Group Strategic Committee on January 17, 2023. This long-term plan was produced for each country.

These cash flow projections were made on the basis of the immediate situation, taking into account the current context and available information. Due to the level of uncertainty about the various parameters, sensitivity analyses are of particular importance.

VI.6.2.1 Key assumptions used to measure recoverable amounts

The discount rates and average perpetual growth rates used in 2022 are shown below:

	Determination of the recoverable amount	Discount rates [1]	Perpetual growth rates
France	Value in use	6.1%	2.0%
Germany	Value in use	5.7%	2.0%
Sweden	Value in use	6.7%	2.0%
United States	Value in use	6.7%	2.0%

[1] After taking into account the right-of-use assets.

VI.6.2.2. Impairment recognized in the fiscal year and sentivity of impairment tests

Impairment tests were performed on all cash generating units. No impairment losses were recognized in fiscal year 2022.

Recoverable amounts measured within the framework of impairment tests underwent a sensitivity analysis on the basis of a discount rate increased by 0.5%, a perpetual growth rate decreased by 0.5% and operating cash flows decreased by 5%. These assumptions concerning changes are considered reasonable in light of the Group's business activities and the geographical areas where such business activities are conducted.

On the test dates, for four CGUs (including the "France," "Germany" and "Sweden CGUs), these changes would result in a recoverable amount lower than the carrying amount of the CGUs by €76 million in the event of a 0.5% increase in the discount rate, €44 million in the event of a 0.5% decrease in the perpetual growth rate, and €4 million in the event of a 5% decrease in operating cash flows.

VI.7. Consolidated under the equity method and other non-consolidated investments

The main companies consolidated in the consolidated financial statements are presented in note VI.16.

Commitments in connection with the Group's scope are broken down in note VI.12.

VI.7.1. Joint ventures and associates

ACCOUNTING PRINCIPLES

Definition

An associate is an entity over which the Group has significant influence. Significant influence is constituted by the power to participate in the financial and operating policy decisions of the entity, without exercising control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties ("joint venturers") that have joint control of the entity have rights to its net assets. Joint control is the contractually agreed sharing of control of an entity, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Equity method

The results and assets and liabilities of associates or joint ventures are incorporated in the Group's consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with the provisions of IFRS 5, Non-Current Assets Held for Sale and Discontinued Operations.

Under the equity method, the investment in the associate or joint venture is initially recognized at acquisition cost and is adjusted thereafter to reflect the Group's share of the net income and other comprehensive income of the associate or joint venture.

An investment is accounted for using the equity method from the date on which the entity becomes an associate or joint venture. On acquisition of the investment in an associate or joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the entity's identifiable assets and liabilities is recognized as goodwill; this goodwill is integrated in the line "Investments in joint ventures" or "Investments in associates". Any excess of the net fair value of the entity's identifiable assets and liabilities over the cost of the investment is recognized in profit or loss.

Presentation of the share of net income of the Group's equity-accounted entities in the consolidated income statement

Pursuant to recommendation no. 2013-01 issued by the French Accounting Standards Authority (Autorité des Normes Comptables, ANC) on April 4, 2013, and if the activities of the equity-accounted entities are in line with the Group's activities, the share of net income of the Group's equity-accounted entities is included in the line "Operating result after share of net profit (loss) of equity-accounted entities".

When a Group entity transacts with an associate or joint venture of the Group, profits and losses resulting from the transaction with the associate or joint venture are recognized in the Group's consolidated financial statements solely to the extent of interests held by third parties in the associate or joint venture.

Impairment tests

The requirements of IFRS 9 "Financial Instruments" are applied to determine whether it is necessary to test for impairment with respect to the investment in an associate or joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 "Impairment of Assets".

Loss of significant influence or joint control

The equity method is no longer applied from the date the investment ceases to be an associate or a joint venture. If the Group retains a residual interest in the entity and that interest is a financial asset, the financial asset is measured at fair value at the date the investment ceases to be an associate or a joint venture.

If an investment in an associate becomes an investment in a joint venture, or vice versa, the equity method continues to be applied and the change in ownership interest does not trigger remeasurement to fair value.

(€ millions)	Equity value		Share of net income	
	As of December 31, 2021	As of December 31, 2022	As of December 31, 2021	As of December 31, 2022
France	4.0	8.8	1.4	4.9
Latin America	9.5	7.2	2.0	0.2
Germany	5.4	5.4	(2.4)	0.5
Other	7.2	1.4	(0.3)	0.8
INVESTMENTS IN JOINT VENTURES	**26.1**	**22.8**	**0.7**	**6.4**
France	3.2	2.8	(0.2)	(0.2)
Other	-	(0.1)	0.1	-
INVESTMENTS IN ASSOCIATES	**3.2**	**2.7**	**(0.1)**	**(0.2)**
INVESTMENTS IN EQUITY-ACCOUNTED COMPANIES	**29.3**	**25.5**	**0.6**	**6.2**
o/w share of net income (loss) of equity-accounted entities in continuing operations			*0.6*	*6.2*

All companies consolidated under the equity method, whether joint ventures or associates, conduct business in line with the Group's activities.

Most of the Group's joint arrangements under joint control are joint ventures within the meaning of IFRS 11 and are accounted for using the equity method.

VI.7.2. Non-consolidated investments

The Group's non-consolidated investments totalled €13.5 million as of December 31, 2022 (€17.4 million as of December 31, 2021), and consist primarily of:

- investments in non-controlled concession holders that own public transportation infrastructures (Nottingham City TPS, etc.);
- investments in innovative startups (Liftango Pty Ltd, etc.); and
- investments in certain non-controlled part state-owned corporations in France.

Investments in non-consolidated companies are not considered individually material at the Group level.

The breakdown of non-consolidated investments measured at fair value through profit or loss or equity is presented in note VI.8.2.

VI.8. Financing, financial instruments and financial risk management

Financial assets and liabilities comprise the following main items:

- financial liabilities, lease liabilities, cash and cash equivalents and overdrafts (note VI.8.1);
- other current and non-current financial assets (note VI.8.2);
- derivative instruments (note VI.8.4).

Off-balance sheet commitments are broken down in note VI.12.

VI.8.1. Net financial debt

Net financial debt consists of gross debt (non-current and current financial and lease liabilities and overdrafts) net of cash and cash equivalents, and after taking into account the fair value of interest rate and foreign exchange derivatives.

ACCOUNTING PRINCIPLES

Financial liabilities

With the exception of trading liabilities and liability derivative instruments that are measured at fair value, borrowings and other financial liabilities are initially recognized at fair value, less transaction costs, and are subsequently measured at amortized cost using the effective interest rate method (EIR).

The effective interest rate is the rate that exactly discounts future cash payments or receipts over the estimated term of the financial instrument or, if applicable, over a shorter period, enabling calculation of the net carrying amount of the financial asset or liability.

Cash and cash equivalents

Cash equivalents are held to meet short-term cash commitments. For an investment to be considered a cash equivalent, it must be easily convertible into a known amount of cash and have negligible risk of a change in value, thereby meeting the criteria of IAS 7 Statement of Cash Flows.

Cash and cash equivalents include all cash balances, certain term deposits, negotiable debt instruments and cash UCITS.

Cash and cash equivalents are measured at fair value in income.

Bank overdrafts repayable on demand that form an integral part of the Group's cash management policy represent a component of cash and cash equivalents for the purposes of the statement of cash flows.

VI.8.1.1. Components of net financial debt

As of December 31, 2022, the Group's main sources of financing were:

- bonds, issued in the form of unlisted private placements, for a total amount of €625 million (€160 million maturing in August 2025, €125 million maturing in August 2026, €220 million maturing in November 2029 and €120 million maturing in July 2031);
- a credit facility placed with a syndicate of banks for a total amount of €1,100 million, maturing in July 2026. The credit facility had not been drawn down as of December 31, 2022.

This credit facility carries a financial covenant that must be tested semi-annually (see note VI.8.1.5).

- a *Schuldschein* placement (a private placement governed by German law) in the amounts of $10.5 million and €68.5 million, which will mature between 2023 and 2027;
- lease agreements.

As of December 31, 2022, the Group's net financial debt is broken down as follows:

(€ millions)	December 31, 2021	December 31, 2022
Non-current financial liabilities	771.1	701.4
Current financial liabilities	33.1	81.6
Overdrafts	13.7	29.7
FINANCIAL LIABILITIES (incl. overdrafts)	817.9	812.7
Cash and cash-equivalents	(622.1)	(586.9)
Fair value of interest rate and foreign exchange derivatives related to net financial debt	2.8	0.5
NET FINANCIAL DEBT EXCLUDING LEASE LIABILITIES [1]	**198.6**	**226.3**
Lease liabilities	1,016.6	907.6
NET FINANCIAL DEBT [1]	**1,215.2**	**1,133.9**

[1] Liabilities related to the provision of rolling stock under concession arrangements are not included in the indicator "Net Financial Debt" (see note VI.5.4 "Concession activities").

VI.8.1.2 Cash and cash equivalents and overdrafts

A review of the Group's cash and cash equivalents balances at year-end did not disclose any material amounts that were unavailable to the Group.

(€ millions)	Cash	Cash equivalents	Cash and cash equivalents	Overdrafts	Net cash
As of January 1, 2021	**475.7**	**38.3**	**514.0**	**(28.7)**	**485.3**
Change in business	18.3	84.3	102.6	15.5	118.1
Change in consolidation scope	(0.5)	-	(0.5)	-	(0.5)
Currency impact	7.8	0.1	7.9	(1.1)	6.8
Reclassification in assets / liabilities held for sale	(1.3)	-	(1.3)	-	(1.3)
Other movements	-	(0.6)	(0.6)	0.6	-
TOTAL AS OF DECEMBER 31, 2021	**500.0**	**122.1**	**622.1**	**(13.7)**	**608.4**
As of January 1, 2022	**500.0**	**122.1**	**622.1**	**(13.7)**	**608.4**
Change in business	(161.9)	112.6	(49.3)	(18.4)	(67.7)
Change in consolidation scope	9.6	0.2	9.8	-	9.8
Currency impact	3.4	5.2	8.6	2.2	10.8
Reclassification in assets / liabilities held for sale	(4.1)	-	(4.1)	-	(4.1)
Other movements	-	(0.2)	(0.2)	0.2	-
TOTAL AS OF DECEMBER 31, 2022	**347.0**	**239.9**	**586.9**	**(29.7)**	**557.2**

VI.8.1.3. Non-current and current financial and lease liabilities

Changes in, and breakdown by type, of current and non-current financial and lease liabilities:

(€ millions)	Bonds payable	Syndicated loan	Schuldschein private placement	Other financial liabilities	Total financial liabilities	Total lease liabilities
As of January 1, 2021	**504.6**	**-**	**85.2**	**111.3**	**701.1**	**1,085.6**
Cash flows	**120.0**	**-**	**(9.5)**	**(37.0)**	**73.5**	**(271.8)**
Increases / subscriptions	120.0	-	-	42.7	162.7	-
Repayments	-	-	(9.5)	(79.7)	(89.2)	(271.8)
Non-Cash flows	**-**	**-**	**2.1**	**27.5**	**29.6**	**202.8**
Increases / subscriptions	-	-	-	7.8	7.8	230.0
Change in consolidation scope	-	-	-	(0.8)	(0.8)	(0.1)
Currency impact	-	-	2.1	14.2	16.3	0.4
Reclassification in assets / liabilities held for sale	-	-	-	-	-	(4.2)
Other movements	-	-	-	6.3	6.3	(23.3)
TOTAL AS OF DECEMBER 31, 2021	**624.6**	**-**	**77.8**	**101.8**	**804.2**	**1,016.6**
o/w current part	-	-	-	*33.1*	*33.1*	*239.2*
o/w non-current part	*624.6*	-	*77.8*	*68.7*	*771.1*	*777.4*
As of January 1, 2022	**624.6**	**-**	**77.8**	**101.8**	**804.2**	**1,016.6**
Cash flows	**-**	**-**	**-**	**(20.4)**	**(20.4)**	**(249.1)**
Increases / subscriptions	-	-	-	3.1	3.1	-
Repayments	-	-	-	(23.5)	(23.5)	(249.1)
Non-Cash flows	**-**	**-**	**0.5**	**(1.3)**	**(0.8)**	**140.1**
Increases / subscriptions	-	-	-	-	-	163.7
Change in consolidation scope	-	-	-	-	-	6.7
Currency impact	-	-	0.5	(1.5)	(1.0)	(13.8)
Reclassification in assets / liabilities held for sale	-	-	-	-	-	-
Other movements	-	-	-	0.2	0.2	(16.5)
TOTAL AS OF DECEMBER 31, 2022	**624.6**	**-**	**78.3**	**80.1**	**783.0**	**907.6**
o/w current part	-	-	*53.3*	*28.3*	*81.6*	*218.6*
o/w non-current part	*624.6*	-	*25.0*	*51.8*	*701.4*	*689.0*

Maturity of non-current and current financial and lease liabilities

		As of December 31, 2022, maturing in:					
(€ millions)	December 31, 2022	< 1 year	2 years	3 years	4 years	5 years	> 5 years
Bonds payable	624.6	-	-	160.0	124.9	-	339.7
Schuldschein private placement	78.3	53.3	-	-	-	25.0	-
Other current and non-current financial liabilities	80.1	28.3	13.0	12.4	17.1	2.5	6.8
NON-CURRENT AND CURRENT FINANCIAL LIABILITIES	**783.0**	**81.6**	**13.0**	**172.4**	**142.0**	**27.5**	**346.5**
LEASE LIABILITIES	**907.6**	**218.6**	**168.0**	**133.3**	**102.9**	**85.0**	**199.8**

Breakdown of current and non-current financial and lease liabilities by currency

For financial debts, the primary currency of the financing lines is the euro. Currency swaps between euro lenders and borrowers in the foreign currencies used to finance foreign subsidiaries have been set up (see note VI.8.4.1).

For the vast majority of lease liabilities, leases are denominated in the same currency as that of the lessee.

Breakdown of current and non-current financial and lease liabilities by interest rate

		o/w	
(€ millions)	December 31, 2022	Fixed rates	Floating rates
NON-CURRENT AND CURRENT FINANCIAL LIABILITIES	**783.0**	**774.7**	**8.3**
LEASE LIABILITIES	**907.6**	**896.5**	**11.1**

After interest rate hedging, the share of the gross financial debt and of the lease liability at fixed rates amounts to 99% (interest rate derivatives are broken down in note VI.8.4.1).

Approximately 36% of gross financial debt is used for loans to subsidiaries denominated in foreign currencies, 35% of which are at floating rates after currency swaps. The Group has limited exposure (16%) to fluctuations in short-term interest rates in the following currencies: COP, GBP, CZK, SEK, NZD, AUD and CAD.

VI.8.1.4. Unused credit lines

The Group has a €1,100 million credit facility maturing in July 2026, which had not been drawn down as of December 31, 2022.

VI.8.1.5. Financial covenant

The legal documentation in connection with the €1,100 million credit facility includes a financial covenant, i.e., an undertaking to comply with a coverage ratio. In the event of non-compliance, the credit facility could be accelerated. The ratio to be complied with, on a half-yearly basis, is the ratio between adjusted net financial debt and adjusted EBITDA.

The Group complied with this financial covenant throughout fiscal year 2022.

VI.8.2. Other current and non-current financial assets

ACCOUNTING PRINCIPLES

Measurement and recognition of financial assets

Under IFRS 9, all financial assets must be recognized in one of the following three categories: assets at amortized cost, assets at fair value through other comprehensive income or assets at fair value through profit or loss. The classification of a financial asset in each of these categories depends on the business model applied to it and the characteristics of its contractual cash flows.

Financial assets are initially recognized at fair value, less transaction costs, if the relevant assets are not subsequently measured at fair value through profit or loss. In the case of assets measured at fair value through profit or loss, transaction costs are recognized directly through profit or loss.

Assets at amortized cost
This category includes loans to investments, operating financial assets, other loans and receivables and trade receivables. After initial recognition at fair value, these instruments are recognized and measured at amortized cost using the effective interest rate method (EIR). Net gains and losses on loans and receivables consist of interest income and impairment losses.

Assets measured at fair value through profit or loss
This category includes the majority of non-consolidated investments, consisting almost entirely of shares in unlisted companies, and derivative instruments that do not qualify as cash flow hedges.
Net gains and losses on assets measured at fair value through profit or loss consist of interest income, dividends and fair value adjustments.

Assets at fair value through other comprehensive income
This category includes equity instruments not held for trading for which the Group has irrevocably elected, instrument by instrument, and as of initial recognition, to recognize changes in fair value in other comprehensive income.
Other assets at fair value through other comprehensive income are mainly cash flow hedging derivatives.

Impairment of financial assets
IFRS 9 requires a prospective impairment model based on expected credit losses over the life of financial assets for which credit risk has increased materially since initial recognition, taking into account all reasonable and supportable information, including forward-looking information.

Derecognition of financial assets
The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire or when it transfers the contractual rights to the cash flows from the financial asset pursuant to a transaction under which nearly all the rights and obligations inherent to ownership of the financial asset are transferred. Any interest created or retained by the Group in financial assets transferred is recognized separately as an asset or liability.

(€ millions)	Non-current financial assets at amortized cost	Non-consolidated investments measured at fair value through profit or loss	Non-consolidated investments measured at fair value through other comprehensive income (non recyclable)	Total other non-current financial assets	Current financial assets at amortized cost	Other current financial assets measured at fair value through profit or loss	Total other current financial assets
As of January 1, 2021	**48.5**	**8.7**	**11.9**	**69.1**	**32.5**	**30.5**	**63.0**
Additions	21.9	0.2	-	22.1	0.2	0.5	0.7
Repayments / disposals	(27.7)	(2.4)	(0.2)	(30.3)	(14.9)	(2.5)	(17.4)
Change in consolidation scope	-	-	-	-	0.2	-	0.2
Impairment losses	-	0.2	-	0.2	(0.1)	-	(0.1)
Currency impact	-	0.2	0.1	0.3	-	2.5	2.5
Reclassification as assets held for sale	-	(0.9)	-	(0.9)	-	-	-
Other movements	(12.1)	1.2	(1.6)	(12.5)	1.6	2.7	4.3
TOTAL AS OF DECEMBER 31, 2021	**30.6**	**7.2**	**10.2**	**48.0**	**19.5**	**33.7**	**53.2**
o/w gross amounts	*31.0*	*11.0*	*14.4*	*56.4*	*21.5*	*33.7*	*55.2*
o/w cumulated impairment	*(0.4)*	*(3.8)*	*(4.2)*	*(8.4)*	*(2.0)*	-	*(2.0)*
As of January 1, 2022	**30.6**	**7.2**	**10.2**	**48.0**	**19.5**	**33.7**	**53.2**
Additions	1.9	0.2	-	2.1	0.6	0.2	0.8
Repayments / disposals	(5.3)	(1.0)	(2.1)	(8.4)	4.7	(7.2)	(2.5)
Change in consolidation scope	(0.4)	0.8	-	0.4	-	-	-
Impairment losses	0.1	(0.4)	-	(0.3)	(0.4)	-	(0.4)
Currency impact	(1.1)	(0.2)	-	(1.3)	0.3	2.2	2.5
Non-current / current reclassification	9.5	-	-	9.5	(9.5)	-	(9.5)
Reclassification as assets held for sale	-	-	-	-	-	-	-
Other movements	(0.4)	(0.1)	(1.1)	(1.6)	(1.5)	(4.0)	(5.5)
TOTAL AS OF DECEMBER 31, 2022	**34.9**	**6.5**	**7.0**	**48.4**	**13.7**	**24.9**	**38.6**
o/w gross amounts	*36.7*	*11.3*	*12.4*	*60.4*	*16.2*	*24.9*	*41.1*
o/w cumulated impairment	*(1.8)*	*(4.8)*	*(5.4)*	*(12.0)*	*(2.5)*	-	*(2.5)*

Non-consolidated investments are described in note VI.7.2.

VI.8.3. Financial result

ACCOUNTING PRINCIPLES

Net finance costs consist of interest payable on borrowings, interest expenses on lease liabilities, income from investments of cash and cash equivalents and gains or losses on interest rate derivatives, whether or not classified as hedges.

Other financial income and expenses primarily include income from financial receivables, dividends, foreign exchange gains and losses, impairment losses on financial assets and the unwinding of discounted provisions.

(€ millions)	2021	2022
Finance costs	(18.0)	(22.6)
Revenues from cash and cash equivalents	0.7	3.3
Net finance costs excluding lease liabilities	**(17.3)**	**(19.3)**
Interest expenses on lease liabilities	(19.4)	(16.7)
NET FINANCE COSTS	**(36.7)**	**(36.0)**
Unwinding of discounted provisions	(4.2)	(7.5)
Others	(5.1)	(2.1)
OTHER FINANCIAL INCOME AND EXPENSES	**(9.3)**	**(9.6)**

VI.8.4. Management of financial risk - derivative financial instruments

ACCOUNTING PRINCIPLES

The Group uses derivative financial instruments primarily to hedge its exposure to foreign exchange, interest rate and commodities risks resulting from its operating, financial and investment activities. Certain transactions carried out in accordance with the Group's risk management policy that do not meet hedge accounting criteria are recorded as trading instruments.

Recognition and measurement of derivative instruments

Derivative instruments are recognized at fair value in the consolidated statement of financial position. The fair value of derivatives is estimated using standard valuation models that take into account active market data.

Other than the exceptions detailed below, changes in the fair value of derivative instruments are recognized in the consolidated income statement. Net gains or losses on instruments at fair value in the consolidated income statement (trading) correspond to flows exchanged and the change in the value of the instrument.

Hedge accounting

Derivative instruments may be classified as hedges under one of three types of hedging relationship: fair value hedge, cash flow hedge or hedge of a net investment in a foreign operation. Hedge accounting applies if:

- The hedging relationship is precisely defined and documented at the inception date;
- The effectiveness of the hedge is demonstrated at the outset and by regular subsequent verification of the correlation between movements in the market value of the hedging instrument and the hedged item. The ineffective portion of the hedge is systematically recognized in income.

Fair value hedge

A fair value hedge is a hedge of exposure to changes in the fair value of a recognized asset or liability, or an identified portion of such asset or liability, that is attributable to a specific risk (in particular, interest rate or foreign exchange risk) and could affect net income for the period. Changes in the fair value of the hedging instrument are recognized in income for the period. The change in the value of the hedged item attributable to the hedged risk is also recognized symmetrically in the income statement for the period (and adjusts the value of the hedged item). These two remeasurements offset each other in the same income statement items, for the net amount of the "ineffective portion" of the hedge.

Cash flow hedge

A cash flow hedge is a hedge of exposure to variations in cash flows that are attributable to a specific risk associated with a recognized asset or liability or a highly probable forecast transaction (such as a fuel purchase) and could affect net income for the period. In the case of cash flow hedges, the effective portion of changes in fair value of the hedging instrument is recognized directly in other comprehensive income, and changes in the fair value of the underlying item are not recognized in the consolidated statement of financial position. The ineffective portion of fair value variations is recognized in income. Amounts recognized in other comprehensive income are released to income in the same period or periods in which the asset acquired or liability issued impacts income.

Hedge of a net investment in a foreign operation: see note VI.2.3.2.

VI.8.4.1. Market risks and derivative instruments

Management of commodity risk

Energy purchases (fuel, electricity and gas) represent a significant expense for the Group and contracts with the public transit authorities generally include indexation clauses.

Fuel (diesel and biodiesel)

To manage changes in fuel prices, a fuel hedging policy has been adopted for contracts with indexation deemed inadequate or to hedge contractual commitments. The Group uses either firm fuel purchase contracts or derivatives whose features (notional amount and maturity) are defined on the basis of projected fuel requirements (based on firm orders or highly probable forecast flows). These derivatives are swaps concluded in local currency that set the future price of fuels.

These derivatives have been analyzed in accordance with IFRS 9, "Financial Instruments", and are classified as hedging instruments (cash flow hedges).

The Group did not hedge a significant volume of its consumption in 2022.

Electricity

The Group is exposed to increases in electricity prices, which vary greatly from country to country, and which are determined by factors such as (i) how market prices are set, which in turn depends on the national energy mix, (ii) government intervention and (iii) public indices. In most cases, the Group buys electricity from suppliers at the spot price (day-ahead market) and, in a minority of cases, purchase prices are set in advance for a period of several months, a year or even longer.

The indices used in the contract indexation formulas have proved inadequate in the current crisis situation for certain contracts or geographical areas, leaving the Group with significant non-covered costs in 2022 (see note VI.1.3), with no assurance that the indexes will fully reflect the increases experienced. This situation has led Transdev to enter into negotiations with its clients. In addition, through professional associations, it has begun discussions with national statistical institutes with the goal of developing indices that can be replicated for purchasing purposes.

The Group makes no trades in the financial markets for these products.

Gas

The Group is exposed to increases in gas prices. In most cases, the Group buys energy from suppliers at the spot price (day-ahead market) and, in a minority of cases, purchase prices are set in advance for a period of several months, a year or even longer.

In most cases, the indices used in the contract indexation formulas have proved inadequate in the current crisis situation (whether due to the time periods for applying the formulas and/or the correlation of the indices to the market), leaving the Group with significant non-covered costs in 2022 (see note VI.1.3), with no assurance that the indexes will fully reflect the increases experienced. This situation has led Transdev to negotiate with its clients to obtain compensation or to amend the indexation formulas.

Management of currency risk

The Group's international activities generate cash flows in a variety of currencies.

Currency risk associated with the financing of foreign subsidiaries

The Group is financed primarily in euros.

Transdev has created a foreign exchange derivatives portfolio in order to hedge net debt in foreign currencies (consisting of foreign currency borrowings and intra-group loans and borrowings in foreign currencies). For this purpose, the Group has mainly set up either:

- plain-vanilla foreign exchange swaps between euro lenders and foreign currency borrowers or between foreign currency lenders and euro borrowers for the current accounts and short- and medium-term variable-rate financing of subsidiaries. These swaps are not classified as hedging instruments under IFRS 9. Therefore, the remeasurement of financing in foreign currencies granted to subsidiaries and changes in the value of swaps are recognized at the same time in income.
- cross-currency swaps for long-term financing in foreign currencies at fixed rates. These cross-currency swaps constitute a cash flow hedge within the meaning of IFRS 9. Changes in their value are recognized in other comprehensive income and are released to income as the repayment of the nominal amount and the interest impact the Group's income.

The impact of these currency derivatives on income and financial position is shown in the tables below:

Nature	*(local currency millions)* NON HEDGE DERIVATIVES - NOMINAL AS OF DECEMBER 31, 2022		*(€ millions)*	
	Total	< 1 year	Income (loss) of the year	Fair value in the consolidated statement of financial position
Swap EUR/CAD	*119.6*	*119.6*	*1.0*	*0.1*
Swap EUR/SEK	*400.0*	*400.0*	*0.6*	*0.5*
Swap USD/EUR	*50.0*	*50.0*	*(4.3)*	*(4.4)*
Swap EUR/GBP	*41.2*	*41.2*	*1.8*	*1.2*
Swap EUR/AUD	*95.0*	*95.0*	*0.2*	-
Swap EUR/CZK	*479.0*	*479.0*	*0.1*	*(0.2)*
Swap EUR/NZD	*26.0*	*26.0*	*(0.2)*	*(0.5)*
Swap EUR/COP	*20,207.4*	*20,207.4*	*0.5*	*0.6*
TOTAL			**(0.3)**	**(2.7)**

		CASH FLOW HEDGE DERIVATIVES		*(€ millions)* INCOME (LOSS) OF THE YEAR				CONSOLIDATED STATEMENT OF FINANCIAL POSITION	
		Nominal as of December 31, 2022							
Nature	Unit	Total	> 5 years	Recycling of fair value reserves into income	Income (loss), ineffective part	Income (loss) of non-eligible instruments	Total income (loss)	Fair value reserves (net of tax)	Fair value
Cross currency swap	GBP	12.7	12.7	-	-	-	-	0.2	0.3
Cross currency swap	SEK	512.3	512.3	-	-	-	-	0.9	1.1
TOTAL		**525.0**	**525.0**	**-**	**-**	**-**	**-**	**1.1**	**1.4**

Transactional currency risk

The Group has low exposure to transactional currency risk because the Group's business is conducted by subsidiaries that operate in their own countries and in their own currencies. Their exposure to currency risk is therefore naturally limited.

Translation risk

Transdev incurs translation risk as a result of translating the financial information of its subsidiaries in the consolidated financial statements. The main currencies concerned are the U.S. dollar, the Australian dollar and the Swedish krona.

A 10% depreciation of these three currencies against the euro would cause the Group's revenue to fall by approximately €211 million.

Management of interest rate risk

The Group's financial debt has low exposure to interest rate risk (see note VI.8.1.3).

Assuming a constant debt structure (including lease liabilities) and management policy as of December 31, 2022, a change of 1% in interest rates would have an impact on the cost of non-current and current financial debt and lease liabilities of around €0.2 million, net of interest rate hedging.

VI.8.4.2. Management of credit risk

Credit risk is essentially due to the possibility that customers will be unable to meet their payment obligations. The Group's exposure to the risk of default by its contracting parties is limited by the diversity and multitude of its clients, which are primarily public transit authorities.

The aged trial balance of assets overdue but not impaired as of December 31, 2022 is shown below:

		December 31, 2022				Overdue not impaired		
(€ millions)	Note	Gross value	Impairment	Net value	Assets not yet due	Overdue between 0-6 months	Overdue between 6-12 months	Overdue for more than 1 year
Non-current and current operating financial assets	VI.5.4	633.7	(5.5)	628.2	627.6	0.6	-	-
Trade receivables	VI.4.2	1,103.5	(23.3)	1,080.2	898.2	156.3	18.7	7.0
Other operating receivables		304.2	(3.9)	300.3	274.1	15.2	1.4	9.6
Non-current financial assets at amortized cost	VI.8.2	36.7	(1.8)	34.9	34.9	-	-	-
Current financial assets at amortized cost	VI.8.2	16.2	(2.5)	13.7	13.4	-	-	0.3
Other non-current financial assets	VI.8.2	-	-	-	-	-	-	-
Other current financial assets	VI.8.2	24.9	-	24.9	24.9	-	-	-
TOTAL		2,119.2	(37.0)	2,082.2	1,873.1	172.1	20.1	16.9

Transdev did not identify any factor that would justify materially increasing the credit risk of its main clients in fiscal year 2022.

VI.8.5. Carrying amount and fair value of financial assets and liabilities by accounting class

ACCOUNTING PRINCIPLES

Fair value is determined:

- Based on quoted prices in an active market (level 1); or
- Using internal valuation techniques involving standard mathematical calculation methods integrating observable market data (forward rates, interest rate curves, etc.). Valuations produced by these models are adjusted to take into account a reasonable change in the credit risk of the Group or the counterparty (level 2); or
- Using internal valuation techniques integrating parameters estimated by the Group in the absence of observable data (level 3).

As of December 31, 2022, the only financial assets and/or liabilities covered by enforceable master netting agreements are derivatives managed pursuant to FBF and ISDA contracts. These instruments are netted only in the event of a default by one of the parties to the contract. Therefore, they are not netted for accounting purposes.

The fair value of loans and receivables is very close to the value in the consolidated statement of financial position.

VI.8.5.1. Financial assets

The table below shows the net carrying amount and fair value of the Group's financial assets, grouped according to the categories defined by IFRS 9, as of December 31, 2022:

		As of December 31, 2022					
		Carrying amount in the consolidated statement of financial position	Classes of financial assets				Method of measuring fair value
(€ millions)	Note	Total	Assets measured at amortized cost	Assets measured at fair value through profit or loss	Assets measured at fair value through other comprehensive income - recyclable	Assets measured at fair value through other comprehensive income - non-recyclable	
Non-consolidated investments	VI.7.2	13.5	-	6.5	-	7.0	Level 3
Current and non-current operating financial assets	VI.5.4	628.2	628.2	-	-	-	
Other non-current financial assets	VI.8.2	34.9	34.9	-	-	-	
Non-current and current derivative instruments - assets	VI.8.4	4.8	-	2.7	2.1	-	Level 2
Trade receivables	VI.4.2	1,080.2	1,080.2	-	-	-	
Other current operating receivables	VI.4.2	478.3	478.3	-	-	-	
Other current financial assets	VI.8.2	38.6	13.7	24.9	-	-	Level 1
Cash and cash equivalents	VI.8.1	586.9	-	586.9	-	-	Level 2
TOTAL		**2,865.4**	**2,235.3**	**621.0**	**2.1**	**7.0**	

VI.8.5.2. Financial liabilities

The table below shows the net carrying amount and fair value of the Group's financial liabilities, grouped according to the categories defined by IFRS 9, as of December 31, 2022:

		As of December 31, 2022				
		Carrying amount in the consolidated statement of financial position	Classes of financial liabilities			Method of measuring fair value
(€ millions)	Note	Total	Liabilities at amortized cost	Liabilities measured at fair value through profit or loss	Liabilities measured at fair value through other comprehensive income - recyclable	
Borrowings and other financial liabilities						
- non-current financial liabilities	VI.8.1	701.4	701.4	-	-	
- current financial liabilities	VI.8.1	81.6	81.6	-	-	
- overdrafts	VI.8.1	29.7	-	29.7	-	Level 2
Lease liabilities	VI.8.1	907.6	907.6	-	-	
Non-current and current derivative instruments - liabilities	VI.8.4	5.4	-	5.4	-	Level 2
Non-current and current part of lease payments to be made under concession arrangements		461.0	461.0	-	-	
Trade payables	VI.4.2	599.8	599.8	-	-	
Other operating payables	VI.4.2	1,603.9	1,603.9	-	-	
TOTAL		**4,390.4**	**4,355.3**	**35.1**	**-**	

VI.9. Provisions

ACCOUNTING PRINCIPLES

Provisions (IAS 37)

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets," provisions are recognized if, at the end of the fiscal year, the Group owes a present (legal or constructive) obligation to a third party as a result of a past event, it is probable that discharging this obligation will result in an outflow of resources representing economic benefits for the company, and the amount of this obligation can be estimated reliably as of the balance sheet date.

In the event of restructuring, an obligation exists if, prior to year-end, the restructuring has been announced and a detailed plan produced or implementation has commenced. No provision is recognized for future operating costs.

Provisions covering outflows after more than one year are discounted if the impact is material. The discount rates used consist of a risk-free interest rate and a risk premium specific to the underlying assets and. The impacts of changes in discount rates are recognized in current operating result (in "Cost of sales") and the impacts of unwinding discounted provisions are also recognized in income (in "Other financial income and expenses").

The discount rates used as of December 31, 2022, except for provisions for employee benefit obligations are shown below:

	As of December 31, 2021	As of December 31, 2022
Euro		
2 to 5 years	0.3%	3.6%
6 to 10 years	1.2%	3.9%
More than 10 years	1.9%	4.3%
U.S dollar		
2 to 5 years	2.2%	5.5%
6 to 10 years	3.0%	5.7%
More than 10 years	3.8%	6.2%

As of January 1, 2022, the initial application of the amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" had a positive net impact of €16.3 million on equity (see note VI.2.2).

Post-employment benefits and other long-term benefits (IAS 19)

Defined-contribution plans

Defined-contribution plans are plans under which the Group (or a Group entity) pays an agreed contribution to a separate entity, relieving it of any liability for future payments. These obligations are recognized as an expense when due.

Defined-benefit plans

Defined-benefit plans are plans that do not meet the definition of a defined-contribution plan. The net obligations of each Group entity are calculated for each plan based on an estimate of the amount employees will receive in exchange for services rendered during the current and past periods. This amount is then discounted to present value and the fair value of plan assets is deducted.

For the purpose of financing defined-benefit plans, the Group may make voluntary payments to pension funds. If applicable, such voluntary payments are presented on the consolidated statement of cash flows in net cash generated by the activity, in the same manner as other employer contributions paid.

Employee benefit obligations of the Group are calculated using the projected credit unit actuarial method. This method is based on the probability of personnel remaining with companies in the Group until retirement, foreseeable changes in remuneration, the appropriate discount rate and, in some jurisdictions, on the length of the operated public service contracts. This results in the recognition of pension-related assets or provisions in the consolidated statement of financial position, and the recognition of the related net expenses.

Specific discount rates are adopted for each currency zone. They are determined based on the yield offered by bonds issued by top-quality companies (rated AA) or treasury bonds or equivalent where the market is not liquid, with maturities equivalent to the average term of the plans valued in the relevant regions. Those rates are determined using a range of market indices, in particular the iBoxx index, and data provided by actuaries of the Group.

Actuarial gains and losses related to post-employment benefits are recognized in other comprehensive income. Costs recognized in the income statement are posted to operating result, with the exception of the net interest expense, which is recognized as financial income.

Certain obligations of the Group or Group entities may carry repayment rights, corresponding to a commitment by a third party to repay, in full or in part, the expenses related to these obligations. Repayment rights are recognized in financial assets.

The IFRS Interpretations Committee's decision on "Attributing Benefit to Periods of Service" (IAS 19), which clarifies the period over which employees' vested rights are recognized under defined-benefit plans that cap rights after a certain length of service, has generated a €1.9 million positive impact (see note VI.2.2).

VI.9.1. Breakdown of provisions

(€ millions)	Provisions for self-insurance and claims	Provisions for employment benefit obligations	Provisions for litigation	Other provisions for contingent liabilities	Provisions
As of January 1, 2021	**199.8**	**171.0**	**38.1**	**187.9**	**596.8**
Additions during the period	69.3	19.4	17.8	81.7	188.2
Used during the period	(64.3)	(25.0)	(6.3)	(49.1)	(144.7)
Reversal	(6.4)	(4.7)	(9.5)	(30.3)	(50.9)
Actuarial gains (or losses)	-	(10.6)	-	-	(10.6)
Unwinding of discount	2.5	1.7	-	-	4.2
Currency impact	14.6	0.5	0.2	0.3	15.6
Other movements	-	(0.6)	1.4	1.2	2.0
TOTAL AS OF DECEMBER 31, 2021	**215.5**	**151.7**	**41.7**	**191.7**	**600.6**
o/w non-current part	*132.4*	*151.7*	*20.8*	*130.9*	*435.8*
o/w current part	*83.1*	*-*	*20.9*	*60.8*	*164.8*
As of January 1, 2022	**215.5**	**151.7**	**41.7**	**191.7**	**600.6**
Additions during the period	89.4	23.6	26.4	105.6	245.0
Used during the period	(90.4)	(19.0)	(6.2)	(34.5)	(150.1)
Reversal	(4.7)	(13.0)	(15.1)	(38.6)	(71.4)
Actuarial gains (or losses)	-	(0.6)	-	-	(0.6)
Change in discount rate	(13.9)	0.8	-	(8.6)	(21.7)
Unwinding of discount	5.1	2.3	-	0.1	7.5
Currency impact	11.4	0.1	(0.1)	(0.8)	10.6
Other movements [1]	-	(5.6)	0.3	(8.1)	(13.4)
TOTAL AS OF DECEMBER 31, 2022	**212.4**	**140.3**	**47.0**	**206.8**	**606.5**
o/w non-current part	*137.3*	*140.3*	*26.1*	*134.7*	*438.4*
o/w current part	*75.1*	*-*	*20.9*	*72.1*	*168.1*

[1] This line mainly includes the impacts related to the amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and those related to the decision of the IFRS Interpretations Committee specifying the calculation of retirement benefits (see note VI.2.2.2).

Provisions for self-insurance and claims concern essentially operations in the United States (€180.2 million at year-end 2022), for which Transdev has taken out insurance policies with third-party insurers, but which have deductibles of varying amounts that Transdev must pay.

Provisions for litigation include all losses deemed probable in connection with litigation of all types (employment and other disputes) that the Group faces in the course of its business.

Other provisions for contingent liabilities include, in particular:
- provisions for contractual maintenance obligations (major overhauls) in connection with the Rail activity in Germany; and
- provisions for onerous contracts.

VI.9.2. Post-employment benefits and other long-term benefits

Depending on local regulations and collective bargaining agreements, the Group has set up defined-contribution pension plans, defined-benefit pension plans (covering one company or several employers) and other post-employment benefits for its employees.

VI.9.2.1. Breakdown of provisions in the statement of financial position

(€ millions)	France[1]	Australia / New Zealand	Sweden	United States	Other	Total
Pension plans and early-retirements (except retiree medical coverage)	-	1.1	14.9	11.3	10.6	37.9
End-of-career allowances	44.5	-	-	-	6.8	51.3
Other post-employment benefits	-	0.6	-	-	-	0.6
Total post-employment benefits	**44.5**	**1.7**	**14.9**	**11.3**	**17.4**	**89.7**
Long-service awards	3.5	-	-	-	4.6	8.2
Other long-term benefits	-	23.4	-	-	19.0	42.4
Total other long-term benefits	**3.5**	**23.4**	**-**	**-**	**23.6**	**50.6**
PROVISIONS FOR EMPLOYMENT BENEFIT OBLIGATIONS AS OF DECEMBER 31, 2022	**48.0**	**25.1**	**14.9**	**11.3**	**41.0**	**140.3**

[1] The reported "France" activity does not include the activities carried out by the holding company Transdev Group (included in the column "Other").

VI.9.2.2. Defined-contribution plans

Certain subsidiaries have set up defined-contribution plans to supplement the basic mandatory plans. The Group's expenses for these plans totalled about €44 million (€44 million in 2021).

VI.9.2.3. Defined-benefit plans

Certain companies of the Group have set up defined-benefit pension plans (primarily supplemental pensions and end-of-career allowances) and/or plans that offer other post-employment benefits. These future payment obligations may be financed in part or in full (through plan assets).

Non-financed plans
Non-financed plans are essentially retirement benefit plans, for which rights vest only if the employee is still employed by the Group at the time he/she retires. A provision is recognized, without any obligation to pre-finance it because the payment of these benefits remains uncertain. In some cases, funds have been placed with external organizations (such as insurance companies) but without any future payment obligation.

Financed plans
Financed plans are essentially pension plans which are managed through a pension fund in the United States, the United Kingdom, Sweden, and Australia. They are closed to new employees; in addition, beneficiaries still working in the United States and the United Kingdom do not acquire additional rights.

These obligations are pre-financed by contributions paid by the Group's subsidiaries and the employees to external funds that are separate legal entities and whose investments are subject to the fluctuations of the financial markets.

The main risks to which the Group is exposed through the pension plans are plan asset volatility, changes in bond rates and longevity.

Obligations with respect to defined-benefit pension plans and other post-employment benefits

The tables below show the Group's obligations with respect to defined-benefit pension plans and other post-employment benefits. They exclude, by definition, defined-contribution plans and multi-employer retirement plans (see note VI.9.2.4).

Actuarial assumptions

Actuarial assumptions used for the calculations vary according to the country in which the plans are set up.

	As of December 31, 2021	As of December 31, 2022
Discount rate		
Euro zone	0.6%	3.6%
United States	2.9%	5.2%
Sweden	1.2%	3.8%
Inflation rate		
Euro zone	1.8%	2.0%
United States	2.5%	2.5%
Sweden	1.6%	2.5%

Changes in the defined-benefit obligation (DBO) and plan assets

	As of December 31, 2021			As of December 31, 2022		
(€ millions)	Non-financed plans	Financed plans	Total	Non-financed plans	Financed plans	Total
Changes in the defined-benefit obligation						
Discounted value of the defined-benefit obligation at beginning of year	**88.7**	**169.6**	**258.3**	**82.5**	**168.8**	**251.3**
Current service cost	4.1	-	4.1	3.3	0.1	3.4
Interest cost	0.3	3.1	3.4	0.5	4.0	4.5
Plan participants' contributions	-	-	-	0.1	-	0.1
Benefit obligation transferred on divestitures	-	-	-	(0.1)	-	(0.1)
Curtailments / settlements	(2.0)	-	(2.0)	(3.3)	(14.1)	(17.4)
Actuarial losses (gains)	0.3	(5.3)	(5.0)	1.4	(33.6)	(32.2)
o/w experience actuarial losses (gains)	*0.9*	*0.1*	*1.0*	*3.6*	*1.4*	*5.1*
o/w demographic assumptions actuarial losses (gains)	*0.2*	*0.2*	*0.4*	*15.1*	*3.1*	*18.2*
o/w financial assumptions actuarial losses (gains)	*(0.8)*	*(5.6)*	*(6.4)*	*(17.4)*	*(38.1)*	*(55.5)*
Benefits paid	(6.8)	(8.2)	(15.0)	(6.7)	(8.3)	(15.0)
Plan amendments	1.8	-	1.8	-	-	-
Other (including foreign exchange translation)	(3.9)	9.6	5.7	(8.9)	20.4	11.5
Discounted value of the defined-benefit obligation at end of year (1)	**82.5**	**168.8**	**251.3**	**68.6**	**137.4**	**206.1**
Changes in plan assets						
Fair value of plan assets at beginning of year	**1.3**	**131.4**	**132.7**	**0.7**	**145.1**	**145.9**
Actual return on plan assets	-	8.0	8.0	-	(27.4)	(27.4)
o/w interest income on plan assets	-	*2.4*	*2.4*	-	*3.4*	*3.4*
o/w actuarial gains (losses)	-	*5.6*	*5.6*	-	*(30.8)*	*(30.8)*
Employer contributions	-	6.0	6.0	-	4.6	4.6
Plan participants' contributions	-	-	-	-	0.1	0.1
Curtailments / settlements	-	-	-	-	(14.7)	(14.7)
Benefits paid	(0.2)	(8.7)	(8.8)	(0.1)	(9.1)	(9.2)
Other (including foreign exchange translation)	(0.4)	8.4	8.0	-	18.4	18.4
Fair value of plan assets at end of year (2)	**0.7**	**145.1**	**145.9,**	**0.7**	**117.0**	**117.8**
Funding status (a) = (2) - (1)	**(81.8)**	**(23.7)**	**(105.4)**	**(67.9)**	**(20.3)**	**(88.3)**
Asset ceiling (b)	**-**	**0.2**	**0.2**	**-**	**1.3**	**1.3**
NET OBLIGATION (-a + b)	**81.8**	**23.9**	**105.6**	**67.9**	**21.6**	**89.7**

Plan assets

The average allocation of the Group's plan assets is shown below:

	As of December 31, 2022
Equities	30.7%
Corporate bonds	30.2%
Goverment bonds	5.1%
Other	12.2%
Quoted assets	**78.2%**
Insurance contract	15.3%
Real estate	1.8%
Other[1]	4.7%
Non-quoted assets	**21.8%**

[1] Including Liability Driven Investment (LDI).

In 2023, the contribution to the funding of defined-benefit plans should be about €6 million.

Net cost of post-employment benefits

	2021			2022		
(€ millions)	Non-financed plans	Financed plans	Total	Non-financed plans	Financed plans	Total
Current service cost	(4.1)	-	(4.1)	(3.3)	(0.1)	(3.4)
Interest cost	(0.3)	(3.1)	(3.4)	(0.5)	(4.0)	(4.5)
Interest income on plan assets	-	2.4	2.4	-	3.4	3.4
Curtailments / settlements	2.0	-	2.0,	3.3,	(0.5)	2.8
Plan amendments	(1.8)	-	(1.8)	-	-	-
Other	2.9	(0.7)	2.2	(2.0)	(0.9)	(2.9)
Net cost of post-employment benefits in the consolidated income statement	**(1.2)**	**(1.5)**	**(2.7)**	**(2.4)**	**(2.2)**	**(4.6)**
Actuarial gains (losses) on assets	-	5.6	5.6	-	(30.8)	(30.8)
Experience actuarial gains (losses)	(0.9)	(0.1)	(1.0)	(3.6)	(1.4)	(5.1)
Actuarial gains (losses) on demographic assumptions	(0.2)	(0.2)	(0.4)	(15.1)	(3.1)	(18.2)
Actuarial gains (losses) on financial assumptions	0.8	5.6	6.4	17.4	37.2	54.6
Net cost of post-employment benefits in other comprehensive income	**(0.3)**	**10.8**	**10.6**	**(1.3)**	**1.9,**	**0.6**
TOTAL	(1.5)	9.3	7.9	(3.7)	(0.2)	(4.0)

Sensitivity of the discounted value of the obligation and of the current service cost

The Group's actuarial debt is particularly sensitive to discount rates and salary increases.

An increase of 0.5% in the discount rates would reduce the discounted value of the Group's obligation by about €9.4 million. A drop of 0.5% in the discount rate would increase the discounted value of the Group's obligation by about €10.4 million.

VI.9.2.4. Multi-employer plans

Pursuant to collective bargaining agreements, certain Group companies participate in multi-employer defined-benefit plans.

The principal multi-employer plans are primarily in the Netherlands, the United States and Sweden. The corresponding expense recognized in the consolidated income statement is equal to the contributions made during the year. This amount was approximately €40 million in 2022 (approximately €43 million in 2021), including €26 million contributed to the Rail & OV plan in the Netherlands.

VI.10. Equity

VI.10.1. Equity attributable to the owners of the parent company

Stated capital

As of December 31, 2022, Transdev Group's capital totalled €1,206,035,927.20, divided into 125,367,560 shares with a nominal value of €9.62 each, all fully subscribed and paid in, including 123,496,402 ordinary shares and 1,871,158 non-voting preferred shares.

Foreign currency translation

The exchange rates of the major currencies of non-euro countries used in preparing the consolidated financial statements are broken down in note VI.2.3.

VI.10.2. Non-controlling interests

A breakdown of changes in non-controlling interests is shown in the statement of changes in equity (see note V).

VI.11. Taxes

ACCOUNTING PRINCIPLES

Income tax (expense or credit) includes current tax expense (or credit) and deferred tax expense (or credit).

Temporary differences and tax losses generally result in the recognition of deferred tax assets or liabilities.

Deferred tax assets resulting from temporary differences are recognized only if it is probable that:

- Sufficient taxable temporary differences will be available within the same tax entity or the same tax group, and it is likely that they will reverse during the period in which these deductible temporary differences will arise or during the periods in which the tax loss resulting from the deferred tax asset may be carried forward or back;
- The Group will have future taxable profits against which the asset can be set off.

At each year-end, the Group reviews the recoverable amount of deferred tax assets associated with significant tax loss carry-forwards. Deferred tax assets associated with such tax losses are not recognized or are reduced if facts and circumstances specific to each relevant company or tax group so require, in particular if:

- The time frame of projections and uncertainties about the economic environment no longer allow an assessment of the level of probability that they will be used;
- The companies have not begun to use these losses;
- The time frame of foreseeable use exceeds the deferral period authorized by the tax laws and/or a period of about five years from the end of the relevant fiscal year; or
- A set-off against future taxable profits appears uncertain due to the risk of diverging interpretations concerning the application of tax laws.

Deferred tax balances are calculated on the basis of the tax situation of each company or the overall results of all companies within the relevant tax consolidation scope, and the net amount is recognized as an asset or liability in the consolidated statement of financial position by tax entity.

Deferred tax assets and liabilities are adjusted to take into account the effect of amendments to the tax laws and changes in tax rates in force at year-end. Deferred taxes are not discounted.

VI.11.1. Income tax expense

VI.11.1.1. Breakdown of income tax expense

The Group's income tax for fiscal year 2022 is an expense of €16.6 million, and breaks down as follows:

(€ millions)	2021	2022
Australia	(6.7)	(7.6)
Chile	(2.8)	(3.2)
Canada	(1.3)	(1.7)
Transdev Group tax group (France)	(6.4)	0.5
United States	(2.0)	0.8
Others	(7.0)	(5.4)
INCOME TAX EXPENSE	**(26.2)**	**(16.6)**
Current income tax	*(27.3)*	*(14.3)*
Deferred income tax	*1.1*	*(2.3)*

Nearly all French subsidiaries have chosen to join the tax consolidation group headed by Transdev Group (an agreement with a five-year term entered into in 2011 and renewable automatically). Transdev Group is solely liable to the French Treasury for current corporate income taxes calculated on the basis of the overall tax return. Transdev Group, the consolidating company, is entitled to any tax savings that may be generated.

VI.11.1.2. Rationalization of the tax liability

(€ millions)	2021	2022
Net income (loss) from continuing operations (a)	(159.0)	18.8
Income (loss) from joint ventures and associates (b)	0.6	6.2
Income tax expense (c)	(26.2)	(16.6)
Pre-tax income (loss) from continuing operations (d)=(a)-(b)-(c)	(133.4)	29.2
Theoretical tax rate (e) (1) [1]	**28.41%**	**25.83%**
Theoretical income tax -(d) x (e)	**37.9**	**(7.5)**
Net goodwill impairment expense	(49.1)	-
Tax rate differences [2]	(5.0)	(1.1)
Gain (loss) on disposals	-	2.9
Non-basis taxes	(0.6)	0.3
Tax visibility [3]	(6.9)	(13.2)
Other factors	(2.5)	2.0
INCOME TAX EXPENSE (effective tax)	**(26.2)**	**(16.6)**

[1] The theoretical tax rate given is the tax rate applicable in France of 25.83%.

[2] The differences in tax rates are due to the fact that the Group does business in countries that apply tax rates that are different from the tax rate in France.

[3] Tax visibility includes the movements of unrecognized deferred tax assets and the decrease in the amount of usable tax loss carryforwards.

VI.11.2. Deferred tax assets and liabilities

VI.11.2.1. Changes

Changes in deferred tax assets and liabilities in fiscal years 2021 and 2022 are shown below:

(€ millions)	Deferred tax assets	Deferred tax liabilities	Net deferred tax
As of January 1, 2021	**23.2**	**(34.3)**	**(11.1)**
Change in business activities recognized in net income	(16.4)	17.5	1.1
Change in business activities recognized in equity	1.6	(0.1)	1.5
Change in consolidation scope	-	0.1	0.1
Currency impact	0.1	(1.0)	(0.9)
Other movements	15.6	(15.6)	-
TOTAL AS OF DECEMBER 31, 2021	**24.1**	**(33.4)**	**(9.3)**
As of January 1, 2022	**24.1**	**(33.4)**	**(9.3)**
Change in business activities recognized in net income	(8.9)	6.6	(2.3)
Change in business activities recognized in equity	(3.1)	0.2	(2.9)
Change in consolidation scope	(0.1)	(1.3)	(1.4)
Currency impact	(0.1)	0.2	0.1
Reclassification as assets / liabilities held for sale	(0.1)	-	(0.1)
Other movements	12.6	(12.4)	0.2
TOTAL AS OF DECEMBER 31, 2022	**24.4**	**(40.1)**	**(15.7)**

Business movements through equity primarily include tax impacts on fair value adjustments and actuarial gains and losses.

As of December 31, 2022, the amount of deferred tax assets not reflected on the statement of financial position totalled €346.7 million, of which €221.2 million are deferred tax assets generated by tax losses.

VI.11.2.2. Breakdown by type and expiration schedule for deferred tax assets on tax losses (net)

(€ millions)	December 31, 2021	December 31, 2022
Deferred tax assets recognized in net income	16.3	18.9
Deferred tax assets recognized in equity	7.8	5.5
NET DEFERRED TAX ASSETS	**24.1**	**24.4**
Deferred tax liabilities recognized in net income	(33.7)	(39.6)
Deferred tax liabilities recognized in equity	0.3	(0.5)
DEFERRED TAX LIABILITIES	**(33.4)**	**(40.1)**
NET DEFERRED TAX	**(9.3)**	**(15.7)**
Including tax losses	2.4	2.1
o/w expiration < 1 year	*-*	*-*
o/w expiration > 1 year and < 5 years	*0.2*	*0.8*
o/w expiration > 5 years	*1.1*	*1.1*
o/w unlimited	*1.1*	*0.2*

VI.11.3. Tax audits

In connection with their ordinary business activities, the entities of the Group in France and abroad are subject to regular tax audits. In its estimates of risks, the Group takes into account the expenses that could result from the consequences of such tax audits, based on a technical analysis of the positions the Group defends before the tax authorities. The estimates of such risks are revised periodically in light of any developments in the audits and disputes.

VI.12. Off-balance sheet commitments and collateral

VI.12.1. Off-balance sheet commitments made and received

COMMITMENTS AND GUARANTEES GIVEN *(€ millions)*	December 31, 2022	MATURITY		
		< 1 year	between 1 and 5 years	> 5 years
Operating guarantees including performance bonds	795.8	393.4	257.4	145.0
Capital investment and purchase obligations	100.7	98.8	1.9	-
Commitments in connection with operating activities	**896.5**	**492.2**	**259.3**	**145.0**
Seller's warranties of assets and liabilities	2.0	-	2.0	-
Commitments in connection with the Group's scope	**2.0**	**-**	**2.0**	**-**
Letters of credit	51.8	51.8	-	-
Other financing commitments	3.7	0.5	1.3	1.9
Commitments in connection with financing	**55.5**	**52.3**	**1.3**	**1.9**
TOTAL COMMITMENTS MADE	**954.0**	**544.5**	**262.6**	**146.9**

COMMITMENTS AND GUARANTEES RECEIVED *(€ millions)*	December 31, 2022	MATURITY		
		< 1 year	between 1 and 5 years	> 5 years
Operating guarantees	49.7	18.3	16.8	14.6
Capital investment and purchase obligations	6.7	0.1	0.2	6.4
Commitments in connection with operating activities	**56.4**	**18.4**	**17.0**	**21.0**
Seller's warranties of assets and liabilities	35.7	1.1	19.8	14.8
Commitments in connection with the Group's scope	**35.7**	**1.1**	**19.8**	**14.8**
Commitments in connection with financing [1]	**-**	**-**	**-**	**-**
TOTAL COMMITMENTS RECEIVED	**92.1**	**19.5**	**36.8**	**35.8**

[1] Excluding unused credit lines (€1.1 billion as of December 31, 2022, see note VI.8.1.4).

Commitments received under unused credit lines (see note VI.8.1.4) are not shown in the table above.

Operating guarantees – Commitments made

The Group defines operating guarantees as any commitments not associated with financing transactions that are required under agreements or contracts and, more broadly, that are required in connection with carrying on the business of the Group's companies. These guarantees include bid bonds, advance payment bonds and completion or performance bonds posted in connection with the execution of contracts or concession arrangements.

Investment and purchase obligations – Commitments made

These are irrevocable commitments associated with the acquisition of operating assets.

Letters of credit – Commitments made

Letters of credit are issued by financial institutions to creditors, customers or suppliers of the Group's companies as guarantees in connection with their operating activities. Letters of credit granted are primarily guarantees given to insurers in the United States guaranteeing payment of deductible amounts in the event of claims. Each insurer updates the total amount required, on the basis of an actuarial calculation of claim risk, either annually or upon renewal of the insurance policy.

The table above shows only the portion of letters of credit that exceeds the amount of the provision for self-insurance and claims covering this risk already recognized in the consolidated statement of financial position (see note VI.9.1).

VI.12.2. Collateral provided to secure financial liabilities

As of December 31, 2022, collateral provided by the Group totalled €66.3 million and is intended to guarantee financial liabilities. The amount of drawdowns under credit facilities outstanding at year-end 2021 totalled €53.1 million.

VI.13. Other notes

VI.13.1. Related party transactions

VI.13.1.1. Compensation and related benefits paid to principal officers

The Group's principal officers consist of the members of Transdev's Executive Committee and the directors.

The table below presents the compensation and related benefits paid to the members of Transdev's Executive Committee:

(€ thousands)	2021	2022
Short-term benefits excluding employer contributions [1]	3,378.6	3,990.8
Employer contributions [2]	1,230.8	1,282.6
Post-employment benefits [3]	96.0	106.7
TOTAL	**4,705.4**	**5,380.1**

[1] Fixed and variable compensation, employee benefits in kind and termination benefits. Variable compensation comprises amounts due in respect of the prior fiscal year and paid during the next fiscal year.

[2] Except employer contributions related to post-employment benefits.

[3] Current service cost.

The Executive Committee increased in size in 2022 and now consists of nine members (8 in 2021). It is chaired by the Group's Chairman and CEO and comprises the CEO France and Group Security, the CEO USA, the CEO Germany, the CEO Europe and the CEO International, as well as the Group Chief Strategy and Transformation Officer, the Group Legal Affairs, Finance, Risks and Compliance Officer, and the Group Chief Human Resources and Corporate Social Responsibility (CSR) Officer.

Directors' fees paid to Transdev Group directors

Transdev Group's general meeting of shareholders held on March 29, 2022 voted to set the total gross annual amount of directors' fees to be paid to the Board of Directors in 2022 at €60,000. This amount is to be divided among the directors. Of this amount, €45,000 was paid during the fiscal year.

VI.13.1.2. Relationships with companies consolidated under the equity method

Investments in joint-ventures and associates are detailed in note VI.7.1. These non-material transactions with joint ventures and associates are concluded on arm's-length terms.

VI.13.1.3. Relationships with Caisse des Dépôts and Rethmann companies and their subsidiaries not affiliated with Transdev

The relationships with Caisse des Dépôts and Rethmann companies and their subsidiaries not affiliated with Transdev are presented in the table below:

	2022	
(€ millions)	**Relationships with Caisse des Dépôts companies and subsidiaries not affiliated with Transdev**	**Relationships with Rethmann companies and subsidiaries not affiliated with Transdev**
Receivables		
Operating receivables	0.1	-
Current financial receivables	5.6	-
Liabilities		
Operating payables	0.6	0.4
Current financial liabilities	19.0	-
Non-current financial liabilities	59.3	-
Revenue	-	-
Operating expenses	(2.7)	(0.7)
Net finance expenses	(0.9)	-

In addition, in various geographical sectors, the Group has entered into contracts with certain Rethmann subsidiaries for the collection and treatment of waste, as well as for water distribution.

VI.13.2. Statutory auditors' fees

EY and Mazars are the Group's external statutory auditors.

	2022		
(€ millions)	EY network	Mazars network	Other
Certification of accounts	3.5	2.7	0.1
Services other than certification	0.5	0.2	0.3
o/w Services other than certification required by law	*0.1*	*0.1*	-
o/w other [1]	*0.4*	*0.1*	*0.3*
TOTAL	**4.0**	**2.9**	**0.4**

[1] Legal, tax, employment-related, etc.

VI.14. Pending legal or arbitration proceedings

In the ordinary course of its operations, the Group is involved in a number of legal and arbitration proceedings with third parties or the tax authorities in certain countries. Provisions are recognized in connection with these legal and arbitration proceedings if an obligation (legal, contractual or implicit) is owed to a third party on the balance sheet date, if it is probable that an outflow of funds without consideration will be necessary to extinguish the obligation, and if the amount of such outflow of funds can be estimated with sufficient reliability.

In the year ended December 31, 2022, the main pending legal proceedings concern regional aid for road transportation of passengers in Ile-de-France.

In 2004, Syndicat Autonome des Transports de Voyageurs (SATV) and Société Autocars R. Suzanne petitioned the Ile-de-France Region to cancel its decisions adopted in 1994, 1998 and 2001 creating aid programs, on the grounds that the Region had breached Article 108-3 of the Treaty on the Functioning of the European Union, which requires that all aid programs must be reported to the European Commission before they are implemented. Pursuant to a decision rendered on February 2, 2017, which was upheld by the General Court of the European Union on July 12, 2019, the European Commission recognized that the aid programs adopted to assist operators of bus transportation services in the Île-de-France Region were compatible with the internal market and, therefore, there were grounds only for the Region to recover the interest for the period of illegality (the period between October 20, 1994, and February 2, 2017). In a decision rendered on March 18, 2020, pursuant to an appeal against the decision of the Paris Administrative Court of Appeal of November 27, 2015, the Conseil d'Etat ordered the Ile-de-France Region to take the necessary steps, within six months, to ensure that each company that engaged in business on a market open to competition and that received benefits under the illegal aid program pays the interest the company would have paid if it had had to borrow the amount of its grant on the market between the date it was awarded and February 2017 (the date of the European Commission's decision), taking into account, however, the portions of the aid that reduced the operating grants on the grounds of amortization and the resulting deduction in financial interest, if any, which was the case in this matter. On July 7, 2021, the Ile-de-France Region sent letters to the relevant companies, to which Transdev Group replied on January 21, 2022. Subject to confirmation by the Ile-de-France Region, this decision eliminates this risk concerning interest. Therefore, no provision has been recognized in the Group's financial statements.

VI.15. Recent developments and subsequent events

The Group disposed of its long-distance Business to Consumer ("BtoC") activity in Portugal on January 18, 2023. This activity, which was not a cash generating unit, had been classified as of December 31, 2022 as a non-current asset held for sale and measured at the lower of its net carrying amount and its estimated fair value less costs to sell.

VI.16. Main companies included in the consolidated financial statements

ACCOUNTING PRINCIPLES

Principles of consolidation

Controlled entities
Transdev fully consolidates all entities over which it exercises control. Control exists when the Group holds power over an entity, is exposed or has rights to variable returns from its involvement with the entity, and has the ability to use its power over the entity to affect the amount of its returns.

The Group consolidates a subsidiary in its consolidated financial statements from the date it obtains control of the entity to the date it ceases to control the entity.

Non-controlling interests represent the equity in a subsidiary that is not directly or indirectly attributable to the Group.

Net income and each component of other comprehensive income are allocated between owners of the Company and non-controlling interests. Total comprehensive income of subsidiaries is allocated between owners of the Company and non-controlling interests, even if this results in non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in a change of control over the subsidiaries are accounted for as equity transactions, as they are transactions performed by shareholders acting in this capacity. The effects of these transactions are recognized in equity at their net-of-tax amount and do not therefore impact the Consolidated Income Statement of the Group. These transactions are presented in the net cash from financing activities in the Statement of Cash Flows.

Investments in joint operations
A joint operation is a joint arrangement whereby the parties ("joint operators") that have joint control of the arrangement have direct rights to the assets and obligations for the liabilities relating to the arrangement.

As a joint operator in a joint operation, the Group recognizes the following elements in relation to its interest in the joint operation:
- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output generated by the joint operation;
- its share of the revenue from the sale of the output generated by the joint operation;
- its expenses, including its share of any expenses incurred jointly.

Investments in joint ventures and associates
See note VI.7.1.

Transactions impacting the consolidation scope
Business combinations and goodwill
See note VI.6.1.

Assets/liabilities classified as held for sale, discontinued operations
IFRS 5, Non-current Assets Held for Sale and Discontinued Operations, specifies the accounting treatment applicable to assets held for sale as well as the presentation and information to be disclosed about discontinued operations.

In particular, it requires that assets held for sale be presented separately in the consolidated statement of financial position at the lower of their carrying amount or their fair value, less costs to sell, when the criteria under the standard are satisfied.

When the Group is committed to a sale process leading to the loss of control of a subsidiary, all material assets and liabilities of that subsidiary for the Group are reclassified as held for sale where the standard classification criteria are met, irrespective of whether the Group retains a residual interest in the entity after sale.

In addition, the standard requires that the results of discontinued operations be presented separately in the consolidated income statement, retrospectively, for all periods presented.

As of December 31, 2022, 557 entities were consolidated by the Group (569 as of December 31, 2021), of which:
- 511 companies were fully consolidated;
- 5 companies were consolidated in proportion to the equity share held;
- 41 companies were consolidated using the equity method, of which 33 were joint ventures.

The main companies of the Group as of December 31, 2022 are listed below:

Entity	Country	Address	Consolidation method[1]	Percentage of control at closing date	Percentage of interest at closing date
FRANCE					
TRANSDEV GROUP	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
TRANSDEV	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
TRANSDEV ILE-DE-FRANCE	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
TRANSDEV URBAIN	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
COMPAGNIE FRANCAISE DE TRANSPORT INTERURBAIN	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
TRANSPORTS RAPIDES AUTOMOBILES	FRANCE	241 CHEMIN DU LOUP, 93420 VILLEPINTE	IG	100.0	100.0
SOCIETE DU METRO DE L'AGGLOMERATION ROUENNAISE	FRANCE	15 RUE DE LA PETITE CHARTREUSE, 76000 ROUEN	IG	100.0	100.0
REGIE MIXTE DES TRANSPORTS TOULONNAIS	FRANCE	RUE OCTAVE VIRGILLY, 83100 TOULON	IG	100.0	71.4
TRANSDEV LOCATION DE VEHICULES	FRANCE	3 ALLEE DE GRENELLE, 92130 ISSY-LES-MOULINEAUX	IG	100.0	100.0
TRANSDEV ARTOIS GOHELLE	FRANCE	59 AVENUE ALFRED VAN PELT, 62300 LENS	IG	100.0	100.0
NETHERLANDS					
TRANSDEV CONNEXXION HOLDING B.V.	NETHERLANDS	STATIONSPLEIN 13, TE HILVERSUM	IG	100.0	100.0
CONNEXXION OPENBAAR VERVOER N. V.	NETHERLANDS	STATIONSPLEIN 13, 1211EX HILVERSUM	IG	100.0	100.0
WITTE KRUIS AMBULANCE B. V.	NETHERLANDS	HERTOG AALBRECHTWEG 8 TE ALKMAAR	IG	100.0	100.0
GERMANY					
TRANSDEV GMBH	GERMANY	GEORGENSTRAßE 22, 10117 BERLIN	IG	100.0	100.0
BAYERISCHE OBERLANDBAHN GMBH	GERMANY	RUDOLF-DIESEL-RING 27, 83607 HOLZKIRCHEN	IG	100.0	100.0
NORDWESTBAHN GMBH	GERMANY	FRANZ-LENS STRAßE 5, 49084 OSNABRUCK	IG	100.0	100.0
TRANSDEV RHEIN-RUHR GMBH	GERMANY	AM SILBERPALAIS 1, 47057 DUISBOURG	IG	100.0	100.0
TRANSDEV HANNOVER	GERMANY	KRIEGERSTRAßE 1D, 30161 HANOVER	IG	100.0	100.0
BAYERISCHE REGIOBAHN GMBH	GERMANY	RUDOLF-DIESEL-RING 27, 83607 HOLZKIRCHEN	IG	100.0	100.0
CZECH REPUBLIC AND SLOVAKIA					
TRANSDEV MORAVA	CZECH REPUBLIC	BOZDECHOVA 567/8, 702 00 OSTRAVA-MORAVSKA OSTRAVA	IG	100.0	100.0
TRANSDEV SLOVAKIA SRO	SLOVAKIA	STUROVA 72, 949 01 NITRA	IG	100.0	100.0
SWEDEN					
TRANSDEV NORTHERN EUROPE AB	SWEDEN	BOX 14091, 167 14 BROMMA	IG	100.0	100.0
TRANSDEV SVERIGE AB	SWEDEN	BOX 14091, 167 14 BROMMA	IG	100.0	100.0
SAMBUS AB	SWEDEN	TURNBYTORPSGARTAN 10, 721 37 VASTERAS	IG	100.0	100.0
PORTUGAL AND SPAIN					
TRANSDEV PARTICIPACÕES SGPS	PORTUGAL	RUA DE OSLO, CENTRO COMMERCIAL LONDRES, LOJA AC122, 4460-388, SENHORA DA HORA	IG	100.0	100.0
TRANSDEV DIVISION ESPANA SLU	SPAIN	AVENIDA BARCELONA, S/N 08970, SANT JOAN DESPI, BARCELONA	IG	100.0	100.0
UNITED KINGDOM AND IRELAND					
TRANSDEV PLC	UNITED KINGDOM	PROSPECT PARK, BROUGHTON WAY, HARROGATE, ENGLAND, HG2 7NY	IG	100.0	100.0
TRANSDEV DUBLIN LIGHT RAIL	IRELAND	LUAS DEPOT, RED COW, CLONDALKIN, DUBLIN 22, D22 C5P3	IG	100.0	100.0
TRANSDEV IRELAND	IRELAND	RED COW, NAAS RD. CLONDALKIN, DUBLIN 22	IG	100.0	100.0

[1] **FC:** fully consolidated.

Entity	Country	Address	Consolidation method [1]	Percentage of control at closing date	Percentage of interest at closing date
UNITED STATES					
TRANSDEV NORTH AMERICA INC	UNITED STATES	720 E. BUTTERFIELD RD., SUITE 300, LOMBARD, IL 60148	IG	100.0	100.0
TRANSDEV SERVICES INC	UNITED STATES	720 E. BUTTERFIELD RD., SUITE 300, LOMBARD, IL 60148	IG	100.0	100.0
TRANSDEV ALTERNATIVE SERVICES INC	UNITED STATES	847 SANSOME STREET, SAN FRANCISCO, CA 94117	IG	100.0	100.0
CANADA					
TRANSDEV QUEBEC INC	CANADA	9160 BOULEVARD LEDUC, BUREAU 510, BROSSARD, QUEBEC, CANADA, J4Y 3E6	IG	100.0	100.0
TRANSDEV CANADA INC	CANADA	9160 BOULEVARD LEDUC, BUREAU 510, BROSSARD, QUEBEC, CANADA, J4Y 3E6	IG	100.0	100.0
AUSTRALIA AND NEW ZEALAND					
TRANSDEV AUSTRALASIA PTY LTD	AUSTRALIA	LEVEL 6, 550 BOURKE STREET, MELBOURNE, VIC 3000	IG	100.0	100.0
TRANSDEV JOHN HOLLAND BUSES	AUSTRALIA	LEVEL 6, 550 BOURKE STREET, MELBOURNE, VIC 3000	IG	100.0	75.0
TRANSDEV SYDNEY FERRIES PTY LTD	AUSTRALIA	LEVEL 6, 550 BOURKE STREET, MELBOURNE, VIC 3000	IG	100.0	100.0
CHILE, COLOMBIA AND ECUADOR					
TRANSDEV CHILE S.A.	CHILE	SANTA CLARA N°301, OFIC.7805,HUECHURABA, SANTIAGO	IG	100.0	100.0
REDBUS URBANO SA	CHILE	SANTA CLARA N°301, OFIC.7805,HUECHURABA, SANTIAGO	IG	100.0	100.0
TRANSDEV COLOMBIA SAS	COLOMBIA	CR 81 B 17 50 BOGOTA-COLUMBIA	IG	100.0	100.0
EMPRESA OPERADORA METRO DE MEDELLIN TRANSDEV	ECUADOR	CALLE LIZARDO GARCIA E10-80 Y AV. 12 de OCTUBRE, QUITO, PINCHINCHA	IG	100.0	51.0
MOROCCO					
TRANSDEV RABAT SALE SA	MOROCCO	8 RUE HAJ MOHAMED ERRIFAI HASSAN, RABAT 10 000	IG	100.0	100.0

[1] **FC:** fully consolidated.

Significant changes within the consolidation scope are described in note VI.1.2.

Statutory auditors' report on the consolidated financial statements

YEAR ENDED DECEMBER 31, 2022

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 French law, such as the verification of the information concerning the Group presented in the management report. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Transdev Group,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying consolidated financial statements of Transdev Group for the year ended December 31, 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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 Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independance
We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code *(Code de commerce)* and the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes)* for the period from January 1, 2022 to the date of our report.

Justification of Assessments

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 assessments that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Your Group has carried out impairment tests on goodwill according to the methods described in Notes VI.3 and VI.6 to the consolidated financial statements. As part of our assessments, our work consisted in reviewing the methods of implementation of these impairment tests, as well as the assumptions used to make the cash flow projections. We have also verified that the appropriate disclosure was made in said notes to the consolidated financial statements.

Other intangible assets and financial assets entered under IFRIC 12 arrangements are recognized and measured according to the methods described in Notes VI.5.1 and VI.5.4 to the consolidated financial statements. As part of our assessments, our work consisted in assessing the data and assumptions on which the judgments and estimates relating to these financial statements were based, in reviewing, on a test basis, the calculations made by your Group, and in verifying that the various notes to the consolidated financial statements provide the appropriate disclosures.

As stated in Note VI.14 to the consolidated financial statements, in the normal course of its business your Group is involved in legal and arbitration proceedings with third parties. We have verified that an appropriate disclosure was made in the notes to the consolidated financial statements in this respect.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non financial statement required by Article L. 225 102 1 of the French Commercial Code *(Code de commerce)* is included in the information relating to the Group given in the management report, it being specified that, in accordance with Article L. 823 10 of said Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

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 consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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 made on the basis of these consolidated 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 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 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 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 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 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.

Paris-La Défense, March 9, 2023

The Statutory Auditors
French original signed by

MAZARS		ERNST & YOUNG et Autres	
Gilles Magnan	Charles Desvernois	Jean-Christophe Goudard	Alexandre Chrétien

transdev
the mobility company

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I. Statement of financial position

ASSETS *(€ thousands)*	Fiscal Year 2021 Net	Fiscal Year 2022 Gross	Fiscal Year 2022 Depreciation, Amortization	Fiscal Year 2022 Net	Notes
FIXED ASSETS					
Intangible assets					
Start-up costs	-	-	-	-	
Concessions, patents and similar rights	13,200	13,200	-	**13,200**	
Goodwill	-	283	283	-	
Other intangible assets	2,163	28,867	27,609	**1,258**	
Intangible asset advances and down payments	-	-	-	-	
TOTAL INTANGIBLE ASSETS	**15,363**	**42,350**	**27,892**	**14,458**	III.7.1.&.7.2
Property, plant and equipment					
Land	-	-	-	-	
Buildings	-	-	-	-	
Transportation equipment	-	-	-	-	
Machinery and equipment	-	-	-	-	
Other	2,913	7,529	4,755	**2,775**	
Property, plant and equipment in progress and down payments	73	3	-	**3**	
TOTAL PROPERTY, PLANT AND EQUIPMENT	**2,986**	**7,532**	**4,755**	**2,777**	III.7.1.&.7.2
Investments					
Equity investments	1,168,089	2,958,208	1,684,569	**1,273,639**	
Loans related to investments	792,169	955,482	40,772	**914,710**	
Other long-term securities	-	-	-	-	
Other loans	-	-	-	-	
Other	3,375	3,427	-	**3,427**	
TOTAL INVESTMENTS	**1,963,634**	**3,917,116**	**1,725,341**	**2,191,775**	III.7.1.&.7.2
TOTAL FIXED ASSETS (I)	**1,981,982**	**3,966,998**	**1,757,988**	**2,209,010**	III.7.1.&.7.2
CURRENT ASSETS					
Inventories and work in progress					
Inventories of raw materials and other supplies	-	-	-	-	
Advances and down payments to suppliers	17	44	-	**44**	
Operating receivables					
Trade receivables	20,693	30,977	59	**30,918**	III.7.3.&.7.4
Other	10,194	16,254	-	**16,254**	III.7.3.&.7.4
Marketable securities	151,108	233,387	3,255	**230,132**	III. 7.4
Treasury Instruments	-	**5,619**	-	**5,619**	
Cash and cash equivalents	125,612	47,659	-	**47,659**	
Prepaid expenses	605	2,335	-	**2,335**	III. 7.3
TOTAL CURRENT ASSETS (II)	**308,230**	**336,275**	**3,314**	**332,960**	
EXPENSES TO BE APPORTIONED OVER MORE THAN ONE PERIOD (III)	-	-	-	-	
BOND REDEMPTION PREMIUMS (IV)	**519**	**453**	-	**453**	
UNREALIZED EXCHANGE LOSSES (V)	**524**	**7,785**	-	**7,785**	III.7.5
GRAND TOTAL (I+II+III+IV+V)	**2,291,256**	**4,311,511**	**1,761,302**	**2,550,209**	

I. Statement of financial position

LIABILITIES *(€ thousands)*	Fiscal year 2021	Fiscal year 2022	Notes
EQUITY			
Capital	**1,206,036**	**1,206,036**	
Issue, contribution premiums	-	-	
Revaluation of assets	-	-	
Reserves			
Legal reserve	24,303	24,303	
Other reserves	-	-	
Regulated reserves	-	-	
Retained earnings	**(73,392)**	**(143,330)**	
Income (loss) for the period	(69,938)	22,596	
Investment grants	-	-	
Regulated provisions	-	-	
Conditional advances	-	-	
TOTAL EQUITY (I)	**1,087,008**	**1,109,604**	III.7.6
PROVISIONS			
Provisions for liabilities	17,437	16,648	
Provisions for expenses	5,359	5,337	
TOTAL PROVISIONS (II)	**22,796**	**21,986**	III.7.7
LIABILITIES			
Other bonds	628,389	628,352	III.7.8
Borrowings from financial institutions [1]	78,489	79,435	III.7.8
Various debts	391,788	631,755	III.7.8
Advances and down payments on orders in progress	-	-	III.7.8
Trade payables	22,673	38,905	III.7.8
Tax payables and employee commitments	17,899	16,196	III.7.8
Liabilities to fixed asset suppliers	579	450	III.7.8
Other liabilities	38,472	16,876	III.7.8
Treasury Instruments	-	-	
Prepaid income	-	-	III.7.8
TOTAL LIABILITIES (III)[2]	**1,178,288**	**1,411,969**	
UNREALIZED EXCHANGE GAINS (IV)	**3,163**	**6,650**	III.7.5
GRAND TOTAL (I+II+III+IV)(I+II+III+IV)	**2,291,256**	**2,550,209**	
[1] Of which bank overdrafts and credit balances on bank accounts:	138	172	
[2] Prepaid expenses and income maturing within one year:	468,053	754,163	

II. Income statement

(€ thousands)	Fiscal year 2021	Fiscal year 2022	Notes
Revenue from operations			
Sales of goods	-	-	
Production sold (goods)	-	-	
Production sold (services)	59,794	70,455	III.8.3
NET SALES	**59,794**	**70,455**	
Inventories of finished goods	-	-	
Operating grants	-	-	
Reversals of provisions, depreciation (and amortization), expense transfers	1,365	4,959	
Other revenue	12,101	13,950	
TOTAL REVENUE FROM OPERATIONS (I)	**73,260**	**89,365**	
Operating expenses			
Supply purchases	-	-	
Changes in inventories	-	-	
Other purchases and external expenses	27,277	42,987	
Taxes	3,219	2,748	
Wages and salaries	23,927	25,223	
Social security contributions	11,106	11,831	
Depreciation and amortization:			
- fixed assets: amortization	*2,682*	*2,456*	
- fixed assets: depreciation	*1,133*	-	
- current assets: depreciation	*15*	-	
- liabilities and expenses: depreciation	*799*	*453*	
Other expenses	2,319	5,516	
TOTAL OPERATING EXPENSES (II)	**72,477**	**91,215**	
OPERATING INCOME (I-II)	**783**	**(1,850)**	
PROFIT ATTRIBUTED OR LOSS TRANSFERRED (III)	**10**	-	
LOSS INCURRED OR PROFIT TRANSFERRED (IV)	-	-	
Financial income			
Income from equity investments	17,108	28,513	
Income from other marketable securities and non-current asset receivables	-	-	
Other interest and similar income	3,932	5,458	
Reversals of provisions, depreciation (and amortization), expense transfers	93,145	170,066	
Foreign exchange gains	19,154	31,194	
Net revenue from disposals of transferable securities	-	31	
TOTAL FINANCIAL INCOME (V)	**133,339**	**235,262**	
Financial expenses			
Depreciation, amortization and provisions	193,111	171,041	
Interest and similar expenses	13,610	28,056	
Foreign exchange losses	18,926	32,607	
Net expenses on disposals of transferable securities	-	150	
TOTAL FINANCIAL EXPENSES (VI)	**225,646**	**231,854**	
FINANCIAL INCOME (LOSS) (V-VI)	**(92,308)**	**3,408**	III.8.4
CURRENT INCOME (LOSS) BEFORE INCOME TAX (I-II+III-IV+V-VI)	**(91,515)**	**1,559**	
Extraordinary income			
From operations	1	-	
From asset disposals	-	27	
Reversals of provisions, depreciation (and amortization), expense transfers	-	-	
TOTAL EXTRAORDINARY INCOME (VII)	**1**	**27**	
Extraordinary expenses			
From operations	-	-	
From asset disposals	-	28	
Depreciation, amortization and provisions	-	-	
TOTAL EXTRAORDINARY EXPENSES (VIII)	-	**28**	
EXTRAORDINARY INCOME (LOSS) (VII-VIII)	**1**	**(1)**	III.8.5
EMPLOYEE PROFIT-SHARING (IX)	-	-	
INCOME TAX (X)	**(21,575)**	**(21,038)**	III.8.6
TOTAL REVENUE (I+III+V+VII)	**206,610**	**324,654**	
TOTAL EXPENSES (II+IV+VI+VIII+IX+X)	**276,548**	**302,058**	
NET INCOME (LOSS)	**(69,938)**	**22,596**	

III. Notes to the financial statements

Transdev Group, the parent company of the Transdev group (hereinafter "Transdev" or the "Group") is a joint stock company (société anonyme) incorporated under French law, which has stated capital of €1,206,035,927.20, and which was registered with the Nanterre Trade and Companies Registry under number 521 477 851 on December 12, 2011. The head office is located 3 allée de Grenelle, 92 130 Issy-les-Moulineaux, France.

III.1. Noteworthy actions and significant events during the period

III.1.1. Shareholder structure

Caisse des Dépôts holds a 66% stake in Transdev Group; the remaining 34% of the capital is held by Rethmann France.

III.1.2. Inflationary context and rising energy prices

Although the adverse impacts of the COVID-19 health crisis (lower ridership, health measures that disrupted the financial balance of contracts, etc.) have receded somewhat in most countries where the Group does business, current macroeconomic conditions (rising raw material and energy costs, inflationary pressure, especially on wages, rising interest rates, etc.) make for a very uncertain economic environment.

III.1.3. Restructuring

The departure plan set up in late 2020, under the forward-looking jobs and skills management mechanism (GPEC), was ended early on December 31, 2022.

III.1.4. Equity investments

In 2022, Transdev Group SA:
- subscribed for the capital increase of:
  - its subsidiary Transdev GmbH in the amount of €80 million
  - its subsidiary Transdev Ré in the amount of €8.5 million
  - its subsidiary Transdev Group Innovation for an amount of €0.7 million;
- bought from its Czech subsidiary 100% of the stake it held in Transdev Slovakia;
- acquired a 51% stake in Empresa Operadora Metro de Medellin Transdev EOMMT S.A.S (Ecuador).

III.1.5. Changes in interest rates

Interest rates have risen sharply in most countries where the Group does business.

III.1.6. Tax consolidation

On April 21, 2011, Transdev Group SA elected to be part of a tax group, as defined in Articles 223 A et seq. of the French General Tax Code *(Code général des impôts)*.

The tax consolidation election took effect on January 1, 2011 for a period of five years. It is renewable automatically unless expressly terminated by Transdev Group SA.

Income tax expense is allocated to the accounts of the various entities that comprise the tax group in accordance with the "neutrality" method required by the French National Accounting Institute *(Conseil National de la Comptabilité)*, and reiterated in the Official Tax Bulletin no. 4H-9-88.

Pursuant to this principle, each subsidiary pays the tax it would have paid in the absence of tax consolidation. Transdev Group SA, the company that heads the tax consolidation group, pays its own tax and either receives the benefit of any tax savings or bears the burden of any additional tax due to application of tax consolidation.

For 2022, the tax consolidation option led to the recognition of a consolidated tax bonus of €21 million on the parent company's financial statements.

III.2. General rules and principles applied

The financial statements for fiscal year 2022 have been prepared in accordance with French accounting principles in force. To the extent possible, detailed figures are provided in table form and expressed in thousands of euros.

New regulation ANC 2018-01 of April 20, 2018, which amended regulation ANC 2014-03 on the French General Chart of Accounts, has no material impact on the Company's financial statements.

III.3. Consolidation

Transdev Group SA is the parent company of the Transdev group whose consolidated accounts are fully consolidated in the accounts of Caisse des Dépôts et Consignations (General Section), which registered office is located at 56 rue de Lille, 75356 Paris 07 SP.

III.4. Measurement procedures and methods applied to various balance sheet and income statement items

Items recognized on the financial statements are measured using the "historical costs" method. More specifically, the measurement procedures and methods described below are used for the various items reported on the annual financial statements.

III.4.1. Intangible assets

Intangible business assets are measured at acquisition cost. In accordance with the accounting regulations applicable to assets under ANC 2015-06, intangible business assets with an indefinite useful life are not amortized, but are tested each year for impairment. Impairment is recognized if the market value of the asset is less than its net carrying amount.

The accounting regulations on intangible business assets had no impact on the financial statements as of December 31, 2022.

Depending on its type, computer software is amortized over a period of three to five years.

III.4.2. Property, plant and equipment

Assets are depreciated on a straight-line basis over their useful lives:

- Buildings ..... 20 years
- Installations, fixtures and improvements ..... 8 years
- Computer equipment ..... 5 years
- Office equipment ..... 5 to 7 years
- Office furniture ..... 5 to 10 years

III.4.3. Investments

For securities acquired, the gross value of long-term securities is equal to acquisition cost including ancillary expenses, if any.

Provisions for impairment of equity investments are recognized on the basis of (i) the financial performance of the investments, (ii) changes in income or (iii) their probable sale value. The company relies inter alia on the business plans prepared by the subsidiaries.
Other investments are recognized as assets at their initial recognition value. Impairment is recognized if the market value of an asset falls below net carrying amount.

III.4.4. Receivables and liabilities

Receivables and liabilities are recognized at their nominal values.

If applicable, impairment is recognized on receivables to take into account the risk of non-collection.

III.4.5. Transferable securities

Time deposit accounts are reported in this item. They are recognized at their acquisition cost, and a provision for impairment is recognized if their market value is less than their carrying amount.

III.4.6. Provisions for liabilities and expenses

Contingency and loss provisions are estimated according to the data known to the company on the date on which the financial statements are closed off.

Provisions are broken down by type in section III-7.7 of the note to the financial statements.

III.4.7. Foreign currency transactions

During the fiscal year, transactions in foreign currencies are reported at their equivalent value in euros at the exchange rate in effect on the date of the transaction.

Receivables, liabilities, loans and borrowings in foreign currencies are reported on the balance sheet for their equivalent value in euros using the year-end exchange rate. Any difference generated by updating the value of liabilities and receivables in foreign currencies using the year-end exchange rate is reported in the "unrealized foreign exchange gains or losses" item on the balance sheet.

In accordance with Article 420-7 of the French General Chart of Accounts, the impact of converting cash accounts held in foreign currency is recognized directly on the income statement as a foreign exchange translation gain (loss). Similarly, the impact of converting current accounts held with subsidiaries that, by their nature, are comparable to cash accounts, is recognized directly on the income statement as a foreign exchange translation gain (loss).

A contingency provision is recognized for the net amount of the total amount of any unrealized foreign exchange losses, assessed by currency and maturity group, after taking into account forward transactions classified as hedging transactions for accounting purposes.

III.4.8. Foreign exchange derivative transactions

Transdev Group SA manages market risks associated with fluctuations in foreign exchange rates through the use of derivatives, in particular currency futures, currency swaps and currency options. These instruments are used for hedging purposes.
Foreign exchange derivatives classified as hedging transactions for accounting purposes are reported as foreign exchange gains or losses offsetting the hedged items.

The overall position of derivatives not classified as hedging transactions for accounting purposes is reported by currency.
A provision is recognized for unrealized foreign exchange losses, unrealized gains are not recognized in income, and realized gains or losses are recognized in income.

III.4.9. Pension commitment

The rights accrued by the employees in respect of future post-employment benefits were calculated on the basis of the age and length of service of each employee, using a method that takes into account assumptions concerning changes in salaries, life expectancy and personnel turnover, in accordance with the principles applied in the Transdev group.

Expenses and income from discounting are recognized on the income statement using the preferential method described in CNC Recommendation no. 2003 R-01 of April 1, 2003.

In 2022, a rate of 3.60% was used for discounting.

As of December 31, 2022, a provision of €4.5 million was recognized for a shortfall in commitment coverage.

III.4.10. Commitment in respect of length of service benefits

The rights accrued by employees in respect of length of service benefits were determined according to the age and length of service of each employee, using a method that takes into account assumptions concerning changes in salaries, life expectancy and personnel turnover, in accordance with the principles applied in the Transdev group.

As of December 31, 2022, the commitments were covered by a provision of €0.1 million.

III.5. Other information

III.5.1. Related-party transactions

Related-party transactions concerned by Article R.123-199 1 of the French Commercial Code

Pursuant to the regulations of the Accounting Standards Authority (*Autorité des Normes Comptables* or *"ANC"*) and Article R.123-199 1 of the French Commercial Code concerning related parties, Transdev Group SA confirms that it did not engage any such transactions in fiscal year 2022.

Transactions with affiliates

As part of its holding activities, the company provides services to its subsidiaries on behalf of the group. These activities cover primarily technical assistance, a brand fee, employee lending and furnishing guarantees.

III.5.2. Statutory auditors' fees

Pursuant to Decree no. 2008-1487 of December 30, 2008, information concerning statutory auditors' fees is provided in the notes to the Transdev group consolidated financial statements.

III.6. Post-closing events

On October 25, 2022, Transdev signed an agreement to acquire First Transit Inc., thereby strengthening its offer of sustainable mobility services and innovative public transportation in the United States and Canada. After the requisite regulatory approvals have been obtained, the acquisition of First Transit Inc. by Transdev North America Inc., a wholly-owned subsidiary of Transdev Group, is expected to close in the first quarter of 2023. This acquisition is financed primarily by a five-year syndicated loan indexed to sustainable development indicators, thus confirming the Group's commitments to its ESG trajectory.

III.7. Additional information concerning the statement position

III.7.1. Statement of fixed assets: changes in gross values

(€ thousands)	Gross values at the start of the period	Acquisitions, increases during the period	Disposals, reductions during the period	Other flows	Unrealized currency losses	Gross values at the end of the period
Intangible assets	42,352	37	-	(39)	-	42,350
Intangible assets advances and down payments	-	-	-	-	-	-
Property, plant and equipment	6,750	709	-	70	-	7,529
Property, plant and equipment in progress	73	-	-	(70)	-	3
Investments, of which	3,692,014	499,127	(274,024)	-	-	3,917,116
Equity investments	2,868,526	89,709	(28)	-	-	2,958,208
Loans related to investments	820,112	409,307	(273,938)	-	-	955,482
Other long-term securities	-	-	-	-	-	-
Other loans	-	-	-	-	-	-
Other investments	3,375	110	(59)	-	-	3,426
TOTAL FIXED ASSETS	**3,741,189**	**499,873**	**(274,024)**	**(39)**	**-**	**3,966,998**

Below is a breakdown of the main transactions involving investment securities:

(€ thousands)	Acquisitions during the period	Capital Increase	Disposals during the period	Other flows	Changes during the period
Transdev GmbH	-	80,000	-	-	80,000
Transdev Group Innovation	-	714	-	-	714
Transdev Ré	-	8,500	-	-	8,500
Other	15	481	(28)	-	468
TOTAL	**15**	**89,695**	**(28)**	**-**	**89,682**

III.7.2. Statement of fixed assets: changes in depreciation, amortization and impairment

(€ thousands)	Position at the start of the period	Provisions during the period	Reversals or reductions during the period	Reclassifications Other flows	Depreciation and amortization at the end of the period
Depreciation and amortization of intangible assets	26,989	1,539	(636)	-	27,892
Depreciation and amortization of property, plant and equipment	3,837	917	-	-	4,755
Impairment of investments	1,728,380	162,446	(165,485)	-	1,725,341
TOTAL DEPRECIATION/AMORTIZATION AND IMPAIRMENT OF FIXED ASSETS	**1,759,207**	**164,902**	**(166,121)**	**-**	**1,757,988**
of which provisions and reversals					
operating	-	2,456	(636)	-	-
financial	-	162,446	(165,485)	-	-
extraordinary	-	-	-	-	-

Impairment of financial assets and related receivables:

(€ thousands)	Position at the start of the period	Provisions during the period	Reversals or reductions during the period	Reclassifications Other flows	Depreciation and amortization at the end of the period
Transdev Ile-de-France SA	610,042	-	(30,657)	-	579,385
Transdev SA	394,853	60,000	-	-	454,853
Transdev North America INC.	276,500	-	(73,083)	-	203,417
TD GmbH	138,635	74,792	-	-	213,427
TD PARTICIPACOES SGPS SA	58,625	-	(5,955)	-	52,670
TD Australasia	46,844	-	(1,115)	-	45,729
TD Northen Europe	48,220	-	(33,026)	-	15,194
Other	154,661	27,654	(21,649)	-	160,666
TOTAL	**1,728,380**	**162,446**	**(165,485)**	**-**	**1,725,341**

III.7.3. Statement of receivable maturity dates

(€ thousands)	Fiscal year 2022 Gross	Maturing in less than one year	Of which affiliates or controlled entities	Fscal year 2021 Gross
Fixed assets				
Receivables from controlled entities	955,482	306,149	955,482	820,112
Other investments	3,427	-	-	3,375
Current assets				
Trade receivables	30,977	30,977	26,403	20,753
Other receivables	16,254	16,254	7,323	10,194
Prepaid expenses	2,335	2,335	-	605
TOTAL	**1,008,474**	**355,715**	**989,208**	**855,040**

III.7.4. Statement of current assets: changes in impairment

(€ thousands)	Position at the start of the period	Provisions during the period	Reversals or reductions during the period	Reclassifications Other flows	Impairment at the end of the period
Inventories and work in progress	-	-	-	-	-
Trade and other receivables	59	-	-	-	59
Other accounts receivable	-	-	-	-	-
Marketable securities	2,155	1,302	(202)	-	3,255
TOTAL IMPAIRMENT OF CURRENT ASSETS	**2,214**	**1,302**	**(202)**	**-**	**3,314**
of which provisions and reversals:					
operating	-	-	-	-	-
financial	-	1,302	(202)	-	-
extraordinary	-	-	-	-	-

III.7.5. Unrealized foreign exchange loss/gain

The breakdown of currency impact at year-end is shown below:

(€ thousands)	Unrealized currency translation losses	Unrealized currency translation gains
Receivables from controlled entities	7,759	796
Trade receivables	26	26
Transferable securities	-	5,619
Loans and other debts	-	209
TOTAL	**7,785**	**6,650**

and breaks down as follows by currency:

(€ thousands)	Unrealized currency translation losses	Unrealized currency translation gains
Canadian dollar CAD	1	166
Pound sterling GBP	1,641	26
Cross Currency Swap GBP	-	299
New Zealand dollar NZD	-	440
Australian dollar AUD	283	-
Colombian Peso COP	24	-
Czech crown CZK	-	134
Swedish krona SEK	5,837	-
Cross Currency Swap SEK	-	5,320
US dollar USD	1	264
TOTAL	**7,785**	**6,650**

III.7.6. Statement of changes in equity

(€ thousands)	Position at the start of the period	Appropriation of net income 2021	Capital increase/ reduction	Other own funds	Net income (loss) 2022	Position at the end of the period
Capital subscribed, called and paid in	1,206,036	-	-	-	-	1,206,036
Contribution premium	-	-	-	-	-	-
Legal reserve	24,303	-	-	-	-	24,303
Other Reserves	-	-	-	-	-	-
Retained earnings	(73,392)	(69,938)	-	-	-	(143,330)
Income (loss) for the period	(69,938)	69,938	-	-	22,596	22,596
Conditional advances	-	-	-	-	-	-
TOTAL EQUITY	**1,087,008**	**-**	**-**	**-**	**22,596**	**1,109,604**

At year-end, Transdev Group SA's share capital consists of 123,496,402 ordinary shares with a nominal value of €9.62, fully paid up and subscribed, and of 1,871,158 preferred shares with a nominal value of €9.62, fully paid up and subscribed.

In accordance with the ordinary general meeting's resolutions of March 29, 2022 approving the financial statements for 2021, the accounting loss for the fiscal year was allocated to retained earnings.

III.7.7. Provisions for liabilities and expenses

The movements during the period are shown below:

(€ thousands)	Amount at the start of the period	Provisions during the period	Reversals during the period: used	Reversals during the period unnecessary	Contribution Other Flows	Amount at the end of the period
Provision for impairment [1]	17,437	7,227	(4,582)	(3,434)	-	16,648
Provision for pensions and length of service benefits	4,654	403	(7)	(469)	-	4,582
For employee contingencies	705	50	-	-	-	755
TOTAL	**22,796**	**7,680**	**(4,589)**	**(3,902)**	**-**	**21,986**
of which provisions and reversals:						
operating	-	453	(225)	(3,902)	-	-
financial	-	7,227	(4,364)	-	-	-
extraordinary	-	-	-	-	-	-

The main changes concern the types below:

(€ thousands)	Amount at the start of the period	Increases during the period	Decreases, reversals during the period	Reclassifications	Amount at the end of the period
[1] **Provisions for impairment**					
Provision for impairment of subsidiary value	10,364	7,227	(4,364)	-	13,227
Other provisions for risks	7,073	-	(3,652)	-	3,421
TOTAL PROVISIONS FOR IMPAIRMENT	**17,437**	**7,227**	**(8,016)**	**-**	**16,648**

III.7.8. Statement of debt maturity dates

(€ thousands)	Fiscal year 2022	Maturing in less than 1 year	Maturing in more than 1 year and less than 5 years	Maturing in more than 5 years	Of which affiliates or controlled entities	Fiscal year 2021
Other bonds	628,352	3,260	285,092	340,000	-	628,389
Borrowings from financial institutions	79,435	54,435	25,000	-	-	78,489
Various debts	631,755	628,974	2,781	-	628,974	391,788
Advances and down payments on orders in progress	-	-	-	-	-	-
Trade payables	38,905	38,905	-	-	14,975	22,673
Tax payables and employee commitments	16,196	16,196	-		-	17,899
Liabilities to fixed asset suppliers	450	450	-	-	74	579
Other liabilities	16,876	11,942	4,934	-	15,539	38,472
Prepaid income	-					-
TOTAL	**1,411,969**	**754,163**	**317,806**	**340,000**	**659,562**	**1,178,288**

III.7.9. Statement of financial commitments

The total amount of the company's financial commitments breaks down as shown below:

TYPES OF COMMITMENTS *(€ thousands)*	Total	Subsidiaries, controlled entities and other affiliates	Other	Maturing in less than 1 year	Maturing in more than 1 year and less than 5 years	Maturing in more than 5 years
Operational performance guarantees	211,112	202,043	9,069	73,154	83,583	54,375
Guarantees on operating leases	167,147	164,484	2,663	10,892	127,003	29,252
Other operational guarantees	341,486	318,446	23,040	287,416	7,060	47,010
TOTAL OPERATIONAL GUARANTEES	**719,745**	**684,973**	**34,772**	**371,461**	**217,647**	**130,637**
Guarantees related to financial transactions	-	-	-	-	-	-
Commitments made	-	-	-	-	-	-
Financial guarantees	38,017	38,017	-	-	37,017	1,000
TOTAL OTHER GUARANTEES AND COMMITMENTS MADE	**38,017**	**38,017**	**-**	**-**	**37,017**	**1,000**
Commitments received	1,100,000	-	1,100,000	-	1,100,000	-

The commitments made by Transdev Group SA mainly relate to financing and performance guarantees on behalf of its French and foreign subsidiaries. Commitments received consist of unused credit lines with banks.

III.7.10. Finance lease commitments

There were no finance lease commitments at year-end 2021 and year-end 2022.

(€ thousands)	Fiscal year 2022 Total	Fiscal year 2021 Total
Original value of assets	n.a.	n.a.
Amortization during the period	n.a.	n.a.
Total amortization	n.a.	n.a.
Lease payments during the period	n.a.	n.a.
Lease payments still outstanding	n.a.	n.a.

III.8. Additional information concerning the income statement

III.8.1. Compensation of corporate officers

(€ thousands)	Fiscal Year 2022 Amount	Fiscal Year 2021 Amount
Compensation paid to members of management bodies (directors' fees)	45	45

III.8.2. Average number of employees

	Salaried personnel	Personnel loaned to the company
Management employees	222	16
Supervisors and technicians	34	-
White-collar employees	2	-
TOTAL	**258**	**16**

III.8.3. Breakdown of net sales

(€ thousands)	Fiscal Year 2022 Amount	Fiscal Year 2021 Amount
A) Distribution by business sector		
Provision of services	70,455	59,794
TOTAL	**70,455**	**59,794**
B) Distribution by geographical area		
Provision of services France	32,896	28,806
Provision of services EU and non-EU	37,559	30,988
TOTAL	70,455	59,794

The revenue from management fees, invoicing of employees loaned and other costs is included in the provison of services.

III.8.4. Analysis of financial income (loss)

TYPE OF TRANSACTIONS *(€ thousands)*	Fiscal Year 2022 Amount	Of which affiliates or controlled entities
Financial revenue		
Revenue from controlled entities	3,383	3,383
Revenue from receivables of controlled entities	25,131	25,131
Other financial income	5,458	3,984
Reversals of financial provisions and expense transfers	170,066	169,849
Currency translation gains	31,194	-
Net revenue from disposals of transferable securities	31	-
TOTAL FINANCIAL REVENUE	**235,262**	**202,346**
Financial Expenses		
Financial amortization and provisions	(171,041)	(170,773)
Interest and similar expenses	(28,056)	(12,766)
Other financial expenses	-	-
Currency translation losses	(32,607)	-
Expenses on the disposal of transferable securities	(150)	-
TOTAL FINANCIAL EXPENSES	**(231,854)**	**(183,539)**
FINANCIAL INCOME (LOSS)	**3,408**	**18,807**

III.8.5. Analysis of extraordinary expenses and revenue

TYPE OF TRANSACTIONS *(€ thousands)*	Extraordinary expenses	Extraordinary revenue
Extraordinary expenses and revenue from management operations	-	-
Disposals of long-term investments	(28)	27
Disposals of property, plant and equipment	-	-
Disposals of intangible assets	-	-
Allocations to/reversal of depreciation/amortization and extraordinary provisions:		
Other extraordinary allocations/reversals	-	-
Excess tax depreciation	-	-
TOTAL	(28)	27

III.8.6. Corporate income tax breakdown

(€ thousands)	Current income (loss)	Extraordinary income (loss)	Total
1. Pre-tax income	1,559	(1)	1,558
2. Temporary differences	(7,943)	-	(7,943)
3. Permanent differences	(3,011)	1	(3,010)
4. Tax bases	(9,396)	-	(9,396)
5. Tax loss carryforwards and deferred depreciation	-	-	-
6. Taxable income after deduction of losses	(9,396)	-	(9,396)
7. Corporate income tax	21,038	-	21,038
8. Long-term capital gains tax (reduced rate)	-	-	-
9. After-tax income	22,597	(1)	22,596

Temporary differences correspond to expenses included in the book income that will be deducted from or added back to taxable income in future fiscal years.

Permanent differences primarily correspond to dividends received from subsidiaries, long-term net capital gains and losses and provisions for impairment of the financial assets.

In 2022, as a result of tax consolidation, Transdev Group SA recognized a tax saving of €21,031k in its individual financial statements.

III.8.7. Deferred taxation

As of December 31, 2022, Transdev Group SA held:

- Tax losses that can be carried forward indefinitely in the amount of (cerfa 2058-B Bis) ..... 104,522 k€
- Total tax losses for the consolidated group of ..... 299,766 k€

III.9. Information on subsidiaries, equity interests and the portfolio

A) Detailed information on each subsidiary and equity interest of more than 10% whose gross value exceeds 1% of Transdev Group SA's capital

The information about subsidiaries is taken from the figures as shown in the group reports (local accounts principles) as of January 20, 2023.

As an exception, the data concerning Transdev Ile de France SA and Transdev SA is taken from the parent company financial statements.

The data for subsidiaries outside the Euro Zone is converted at the December 31 exchange rate for equity and at the average rate for income statement information.

COMPANIES *(€ thousands)*	Capital (in number)	Par value	Share Capital of the subsidiary	Equity including net income (loss) for the period (excluding capital)	% held	Current value of securities held		Loans and advances made by TDG	Guarantees and pledges granted by TDG	2022		
						Gross	Net			Sales	Net income (loss)	Dividends received
1. SUBSIDIARIES												
Transdev Ile-de-France SA												
3, Allée de Grenelle 92130 Issy-Les-Moulineaux France	20,000,000	10EUR	200,000	78,252	100%	890,999	311,614	474	-	133,584	10,485	-
Transdev SA												
3, Allée de Grenelle 92130 Issy-Les-Moulineaux France	1,241,266	140EUR	127,850	(98,601)	100%	691,000	236,147	240,000	28	142,211	(78,959)	-
Transdev PLC												
Prospect Park, Broughton Way, Harrogate, England, HG2 7NY	40,500,000	1GBP	45,663	(79,889)	100%	61,902	-	47,930	-	1,183	(21,177)	-
Transdev Participacoes SGPS SA												
Rua de Oslo, Centro Commercial Londres, Loja AC122, 4460-388, Senhora Da Hora Portugal	17,000,000	1EUR	25,279	22,769	100%	108,000	55,330	27,222	-	597	(4,339)	-
Transdev Connexxion Holding B.V.												
Stationsplein 13, TE Hilversum Netherlands	36,818	1EUR	37	(65,302)	100%	52,700	33,950	174,329	-	-	(5,196)	-
TDG Innovation												
3 Allée de Grenelle 92130 Issy-Les-Moulineaux France	8,400	1,600EUR	6,300	(8,772)	100%	38,931	-	2,063	1,411	2,029	(8,435)	-
Transdev Ceska Republica S.R.O.												
Klimentska 1207/10 Nové Mestro 110 00 Praha 1	50,000	10CZK	21	49,629	100%	50,167	50,167	19,947	-	1,442	(1,500)	-
Transdev Ré												
145 Rue Kiem L-8030 STRASSEN Luxembourg	1,642,500	10EUR	16,425	-	100%	16,425	16,425	-	16,006	7,617	-	-
Transdev Canada Inc												
9160 Bd Leduc, Bureau 510, Brossard, Quebec, Canada, J4Y 3E6	40,000,100	100CAD	52,978	1,544	100%	48,038	48,038	84,048	984	13,149	(1,605)	-
Transdev North America Inc												
720 E. Butterfield Road Suite 300 Lombard IL. 60148 USA	1,000	1USD	-	287,425	100%	478,591	275,174	9,844	274,558	39,692	(5,081)	-
Transdev Northern Europe AB												
Box 14091, 167 14 Bromma Sweden	7,000,000	7,14,SEK	4,496	15,017	100%	65,500	50,306	36,086	-	-	-	-
Transdev GmbH												
Georgenstr. 22, 10117 Berlin Germany	25,600	1EUR	26	116,317	100%	246,500	33,073	65,000	-	69,874	(53,336)	-
Transdev Australasia Pty Ltd												
Level 6, 550 Bourke Street, Melbourne, VIC 3000, Australia	67,100,000	0,70,AUD	30,013	29,066	100%	196,200	150,471	61,018	-	26,876	(10,421)	-
2. EQUITY STAKES												
Not applicable												

B) General information on subsidiaries and equity interests of more than 10% whose value does not exceed 1% of Transdev Group SA's capital

(€ thousands)	Current value of securities held		Loans and advances made by TDG	Guarantees and pledges granted by TDG	2022		
	Gross	Net			Sales	Net income (loss)	Dividends received
1. Subsidiaries in which an equity stake of more than 50% is held							
1.1. French subsidiaries	1,357	1,347	295	163	-	-	-
1.2. Foreign subsidiaries	11,253	11,252	57,320	46,288	-	-	3,363
2. Equity interests (of between 10 and 50%)							
2.1. French subsidiaries	635	335	102	-	-	-	20
2.2. Foreign subsidiaries	-	-	-	-	-	-	-

C) General information on subsidiaries and equity interests of more than 10%

(€ thousands)	Current value of securities held		Loans and advances made by TDG	Guarantees and pledges granted by TDG	2022		
	Gross	Net			Sales	Net income (loss)	Dividends received
1. Subsidiaries							
1.1. French subsidiaries	1,583,356	549,108	240,769	191	-	-	-
1.2. Foreign subsidiaries	1,374,206	724,185	584,808	339,247	-	-	3,363
2. Equity interests							
2.1. French subsidiaries	635	335	102	-	-	-	20
2.2. Foreign subsidiaries	-	-	-	-	-	-	-
GRAND TOTAL	**2,958,198**	**1,273,629**	**825,678**	**339,437**	**-**	**-**	**3,383**

Statutory auditors' report on the financial statements

YEAR ENDED DECEMBER 31, 2022

This is a translation into English of the statutory auditors' report on the 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 French law, such as the verification of the management report and the other documents provided to the 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 Annual General Meeting of Transdev Group,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying financial statements of Transdev Group for the year ended December 31, 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

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 Financial Statements* section of our report.

Independence
We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code *(Code de commerce)* and the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes)* for the period from January 1, 2022 to the date of our report.

Justification of Assessments

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 assessments that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Your Company has booked and measured equity interests according to the methods described in Note III.4.3 to the financial statements. As part of our assessments, our work consisted in examining the terms and conditions of implementation of these methods, assessing the data and assumptions on which the judgments and estimates used by your Company are based, and examining, on a test basis, the calculations made by your Company.

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 the 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 Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code *(Code de commerce)*.

Information relating to Corporate Governance

We attest that the section of the Board of Directors' management report on corporate governance sets out the information required by Article L. 225-37-4 of the French Commercial Code *(Code de commerce)*.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests has been properly disclosed in the management report.

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 financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

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 made 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.

Paris-La Défense, March 9, 2023

The Statutory Auditors
French original signed by

MAZARS		ERNST & YOUNG et Autres	
Gilles Magnan	Charles Desvernois	Jean-Christophe Goudard	Alexandre Chrétien

transdev
the mobility company

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92442,Issy-les-Moulineaux,Cedex

www.transdev.com

Building a better working world

Revisionsberättelse

Till bolagsstämman i Transdev Northern Europe AB, org.nr 556066-8633

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Transdev Northern Europe AB för räkenskapsåret 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Transdev Northern Europe ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat och kassaflöde för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Transdev Northern Europe AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

Building a better working world

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning av Transdev Northern Europe AB för räkenskapsåret 2022 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Transdev Northern Europe AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den 2023-06-30

Ernst & Young AB

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Auktoriserad revisor