20230714132537

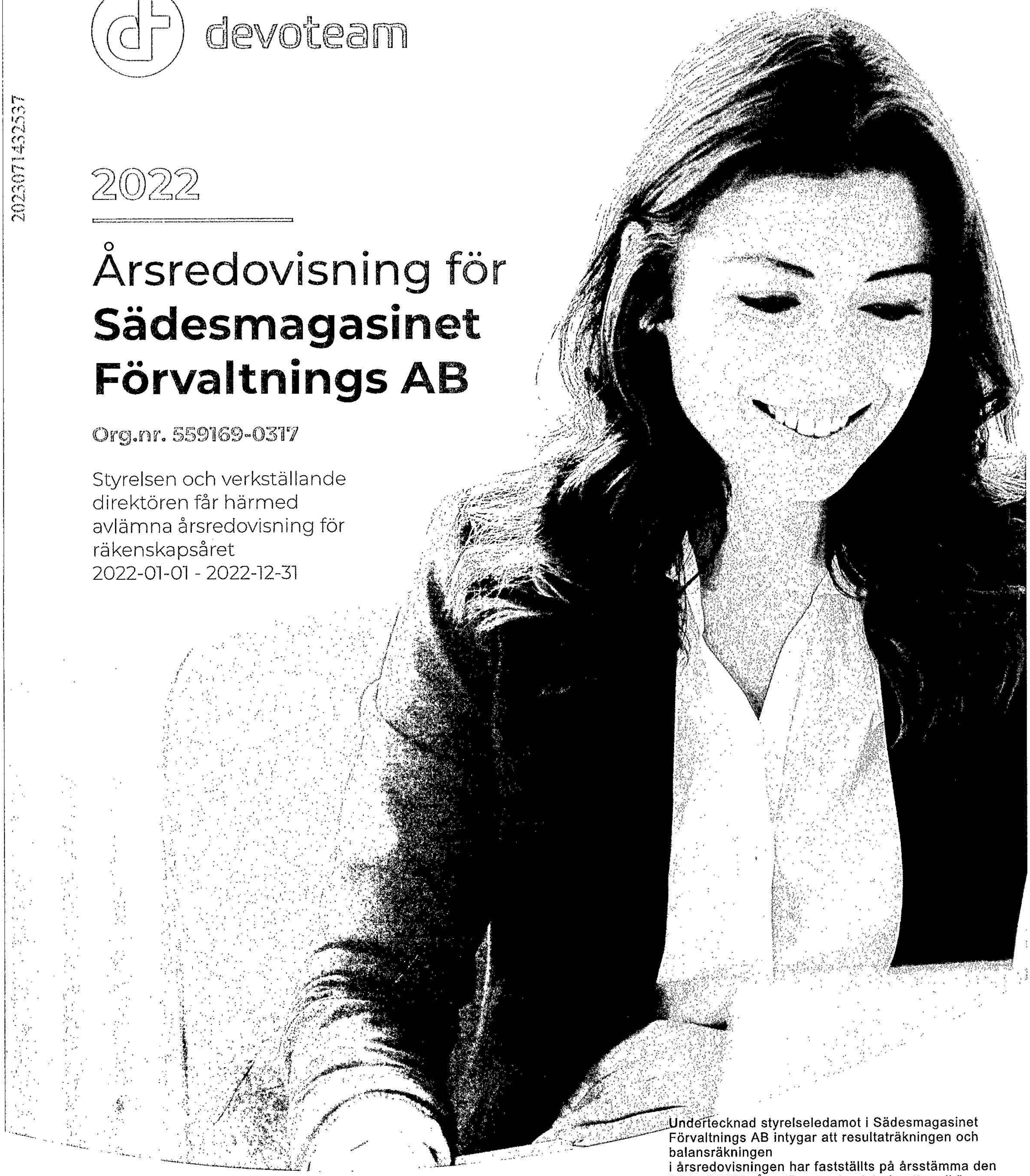
devoteam

2022

Årsredovisning för **Sädesmagasinet Förvaltnings AB**

Org.nr. 559169-0317

Styrelsen och verkställande direktören får härmed avlämna årsredovisning för räkenskapsåret
2022-01-01 - 2022-12-31



Creative tech for Better Change

Undertecknad styrelseledamot i Sädesmagasinet Förvaltnings AB intygar att resultaträkningen och balansräkningen
i årsredovisningen har fastställts på årsstämma den 30 juni 2023. Årsstämman beslutade att godkänna styrelsens förslag till hur förlusten ska fördelas.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Malmö 2023-06-30

Philip Kron

Fastighetsbyrån Förvaltnings AB | Org.nr 559...

20230714325339

Innehåll

4 | Förvaltningsberättelse

6 | Resultaträkning

7 | Balansräkning

9 | Kassaflödesanalys

10 | Noter

14 | Underskrifter

20230714325540

Förvaltningsberättelse

Årsredovisningen är upprättad i svenska kronor, SEK.

Verksamheten

Bolaget är moderbolag för en grupp kunskapsföretag inom digital innovation och mjukvaruutveckling. Företagets säte är Malmö.

Flerårsjämförelse*

	2022	2021	2020	2019	2018
Nettoomsättning	0	0			
Res. efter finansiella poster	-531 382	-1 323 463	-2 089 079	11 080 178	-696 636
Balansomslutning	176 645 275	176 647 660	176 656 800	189 986 627	196 670 383
Soliditet (%)	58	59	60	56	47

*Definitioner av nyckeltal, se noter

Ägarförhållanden

Bolaget ägs till 100 % av Devoteam SA.

Väsentliga händelser under räkenskapsåret

Styrelsen har kontinuerligt övervakat marknadens utveckling och dess effekter på bolaget både på kort och lång sikt. Under räkenskapsåret har styrelsen märkt av en viss återhållsamhet på marknaden vilket har påverkat koncernens lönsamhet. Därtill har koncernen gjort satsningar för att följa sin långsiktiga strategi vilket tillsammans med marknadsläget har bidragit till en minskning av lönsamheten.

Framtida utveckling samt väsentliga risker och osäkerhetsfaktorer

Styrelsen ser med vaksamhet på den rådande marknaden, som präglas av både positiva och negativa trender. Vi är väl medvetna om den rådande osäkerheten och följer noga dess utveckling. Trots detta är vi medvetna om att det också finns gynnsamma förhållanden på marknaden som ger oss möjlighet att investera och växa.

Sammantaget bedömer styrelsen att förutsättningarna för koncernens verksamhet är gynnsamma och att det finns möjligheter att generera resultat under år 2023. Vi fortsätter att övervaka marknaden noga och anpassa oss efter de rådande förhållandena för att säkerställa koncernens fortsatta framgång.

20230714325341

Förändringar i eget kapital

	Aktiekapital	Övrigt bundet eget kapital	Övrigt fritt eget kapital	Årets resultat	Summa fritt eget kapital
Belopp vid årets ingång	50 000	0	105 076 282	-1 323 463	103 752 819
Resultatdisp. enl. beslut av årsstämma:			-1 323 463	1 323 463	0
Årets förlust				-531 382	-531 382
Belopp vid årets utgång	50 000	0	103 752 819	-531 382	103 221 437

Resultatdisposition

Förslag till disposition av bolagets vinst

Till årsstämmans förfogande står	
balanserad vinst	103 752 819
årets förlust	-531 382
	103 221 437
Styrelsen föreslår att	
i ny räkning överföres	103 221 437
	103 221 437

Beträffande bolagets resultat och ställning i övrigt hänvisas till efterföljande resultat- och balansräkningar med tillhörande noter.

20230714325342

Resultaträkning

	Not	2022-01-01 2022-12-31	2021-01-01 2021-12-31
Rörelsens intäkter m.m.			
Nettoomsättning		0	0
Rörelsens kostnader			
Övriga externa kostnader	3	-27 385	-26 400
		-27 385	-26 400
Rörelseresultat		-27 385	-26 400
Resultat från finansiella poster			
Räntekostnader och liknande resultatposter		0	-156
Räntekostnader till koncernföretag		-503 997	-1 296 907
		-503 997	-1 297 063
Resultat efter finansiella poster		-531 382	-1 323 463
Resultat före skatt		-531 382	-1 323 463
Skatt på årets resultat	4	0	0
Årets resultat		**-531 382**	**-1 323 463**

20230714325543

Balansräkning

	Not	2022-12-31	2021-12-31
Tillgångar			
Anläggningstillgångar			
Finansiella anläggningstillgångar Andelar i koncernföretag	5	176 639 403	176 639 403
		176 639 403	176 639 403
Summa anläggningstillgångar		176 639 403	176 639 403
Omsättningstillgångar			
Kortfristiga fordringar Övriga fordringar		14	14
		14	14
Kassa och bank Kassa och bank		5 858	8 243
Summa kassa och bank		5 858	8 243
Summa omsättningstillgångar		5 872	8 257
Summa tillgångar		176 645 275	176 647 660

AH

20230714132544

Balansräkning

Eget kapital och skulder **Eget kapital**	Not	2022-12-31	2021-12-31
Bundet eget kapital Aktiekapital		50 000	50 000
		50 000	50 000
Fritt eget kapital Balanserat resultat Årets resultat		103 752 819 -531 382	105 076 282 -1 323 463
		103 221 437	103 752 819
Summa eget kapital		103 271 437	103 802 819
Långfristiga skulder Skulder till koncernföretag	6	5 491 296	13 654 847
Summa långfristiga skulder		5 491 296	13 654 847
Kortfristiga skulder Skulder till koncernföretag Upplupna kostnader och förutbetalda intäkter		67 857 542 25 000	59 164 994 25 000
Summa kortfristiga skulder		67 882 542	59 189 994
Summa eget kapital och skulder		176 645 275	176 647 660

20230714132545

Kassaflödesanalys

	Not	2022-01-01 2022-12-31	2021-01-01 2021-12-31
Den löpande verksamheten			
Rörelseresultat		-27 385	-26 400
Erlagd ränta		-503 997	-1 297 063
Kassaflöde från den löpande verksamheten			
före förändringar av rörelsekapital		-531 382	-1 323 463
Kassaflöde från förändringar av rörelsekapital			
Minskning(+)/ökning(-) av fordringar		0	-14
Minskning(-)/ökning(+) av kortfristiga skulder		0	-7 584
Kassaflöde från den löpande verksamheten		-531 382	-1 331 061
Investeringsverksamheten			
Förändring av lån från koncernföretag		8 692 548	31 095 747
Kassaflöde från investeringsverksamheten		8 692 548	31 095 747
Finansieringsverksamheten			
Förändring av lån moderbolag		-8 163 551	-29 773 840
Kassaflöde från finansieringsverksamheten		-8 163 551	-29 773 840
Förändring av likvida medel		-2 385	-9 154
Likvida medel vid årets början		8 243	17 397
Likvida medel vid årets slut		5 858	8 243

20230714325546

Noter

Not 1 Redovisnings- och värderingsprinciper

Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning.

Principerna är oförändrade jämfört med föregående år.

Fordringar
Fordringar har upptagits till de belopp varmed de beräknas inflyta.

Övriga tillgångar, avsättningar och skulder
Övriga tillgångar, avsättningar och skulder har värderats till anskaffningsvärden om inget annat anges nedan.

Finansiella instrument
Finansiella instrument värderas utifrån anskaffningsvärde.

Finansiella tillgångar och finansiella skulder redovisas när företaget blir part i det finansiella instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när den avtalsenliga rätten till kassaflödet från tillgången upphör eller regleras, eller när de risker och fördelar förknippade med tillgången överförs till annan part. Finansiella skulder tas bort från balansräkningen när den avtalade förpliktelsen fullgörs eller upphör.

Finansiella anläggningstillgångar och finansiella långfristiga skulder samt räntebärande kortfristiga finansiella fordringar och skulder värderas såväl vid första redovisningstillfället som i efterföljande värdering till upplupet anskaffningsvärde, vilket normalt är detsamma som verkligt värde (transaktionsvärdet) vid anskaffningstidpunkten med tillägg av direkt hänförliga transaktionsutgifter såsom courtage.

Nedskrivning av finansiell anläggningstillgång
Per varje balansdag bedömer företaget om det finns indikationer på nedskrivningsbehov. Bedömningen görs individuellt post för post. Företagets värdepappersportfölj utgör en post då företaget utformat och dokumenterat en riskspridningsstrategi och de finansiella instrumenten i portföljen är klart identifierbara.

För finansiella anläggningstillgångar som värderas till upplupet anskaffningsvärde görs nedskrivning av redovisat värde till nuvärdet av den bästa uppskattningen av framtida kassaflöden diskonterat med tillgångens ursprungliga effektivränta eller aktuell ränta på balansdagen för tillgångar med rörlig förräntning. Tillgångar med rörlig ränta diskonteras med aktuell ränta på balansdagen. För finansiella anläggningstillgångar som handlas på en aktiv marknad har företaget valt att göra nedskrivningar till verkligt värde med avdrag för försäljningskostnader.

20230714325547

Inkomstskatt
Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte har redovisats.

Aktuell skatt värderas till det sannolika beloppet enligt de skattesatser och skatteregler som gäller på balansdagen.

Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.

Uppskjuten skatt beräknas på temporära skillnader. En temporär skillnad finns när det redovisade värdet på en tillgång eller skuld skiljer sig från det skattemässiga värdet. Temporära skillnader beaktas ej i skillnader hänförliga till investeringar i dotterföretag, filialer, intresseföretag eller joint venture om företaget kan styra tidpunkten för återföring av de temporära skillnaderna och det inte är uppenbart att den temporära skillnaden kommer att återföras inom en överskådlig framtid. Skillnader som härrör från den första redovisningen av goodwill eller vid den första redovisningen av en tillgång eller skuld såvida inte den hänförliga transaktionen är ett rörelseförvärv eller påverkar skatt eller redovisat resultat utgör inte heller temporära skillnader.

Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den omfattning det är sannolikt att avdragen kan avräknas mot framtida skattemässiga överskott. Ingen uppskjuten skattefordran har redovisats avseende utgående skattemässigt underskott.

Not 2 Uppskattningar och bedömningar

Företagsledningen gör uppskattningar och bedömningar om framtiden. Dessa uppskattningar kommer sällan att motsvara det verkliga resultatet. De uppskattningar och antaganden som kan komma att leda till risk för väsentliga justeringar i redovisade värden för tillgångar och skulder är främst värdering av aktier i dotterbolag.

20230714325548

Upplysningar till enskilda poster

Not 3 Ersättning till revisorer	2022	2021
Grant Thornton Sweden AB Revisionsuppdrag	25 000	25 000
	25 000	25 000

Med revisionsuppdrag avses revisors arbete för den lagstadgade revisionen och med revisionsverksamhet olika typer av kvalitetssäkringstjänster. Övriga tjänster är sådant som inte ingår i revisionsuppdrag, revisionsverksamhet eller skatterådgivning.

Not 4 Skatt på årets resultat	2022	2021
Avstämning av effektiv skatt Resultat före skatt	-531 382	-1 323 463
Skattekostnad 20,60% (20,60%)	109 465	272 633
Skatteeffekt av: Ej avdragsgilla kostnader Underskottsavdrag som nyttjas i år	 0 -109 465	 -32 -272 601
Summa	0	0

Not 5 Andelar i koncernföretag			2022-12-31	2021-12-31
Företag Organisationsnummer Devoteam Holding AB 556679-2460	Säte Malmö	Antal/Kap. andel % 1 590 916 100,00%	Redovisat värde 176 639 403	Redovisat värde 176 639 403
			176 639 403	176 639 403
Uppgifter om eget kapital och resultat Devoteam Holding AB Devoteam Holding AB Ingående anskaffningsvärde			Eget kapital 7 663 855 176 639 403	Resultat -2 851 512 176 639 403
Utgående ackumulerade anskaffningsvärden			176 639 403	176 639 403
Utgående redovisat värde			176 639 403	176 639 403

Not 6 Långfristiga skulder	2022-12-31	2021-12-31
Amortering inom 2 till 5 år	5 491 296	13 654 847
	5 491 296	13 654 847

20230714325549

Not 7 Disposition av vinst eller förlust

Förslag till disposition av bolagets vinst

Till årsstämmans förfogande står balanserad vinst	103 752 819
årets förlust	-531 382
	103 221 437

Styrelsen föreslår att i ny räkning överföres	103 221 437
	103 221 437

Not 8 Koncernförhållanden

Bolaget är moderbolag, men med stöd av ÅRL 7 kap 2 § upprättas inte någon koncernredovisning.
Övergripande koncernredovisning upprättas av:
Castillon SAS, org nr 881 761 555, med säte i Frankrike.

Not 9 Definition av nyckeltal

Soliditet
Justerat eget kapital i procent av balansomslutning

20230714325S0

Underskrifter

Malmö 2023-06-20

Philip Kron

Karin Eclundh

Sebastien Chevrel

Vår revisionsberättelse har lämnats den 29 juni 2023

Grant Thornton Sweden AB

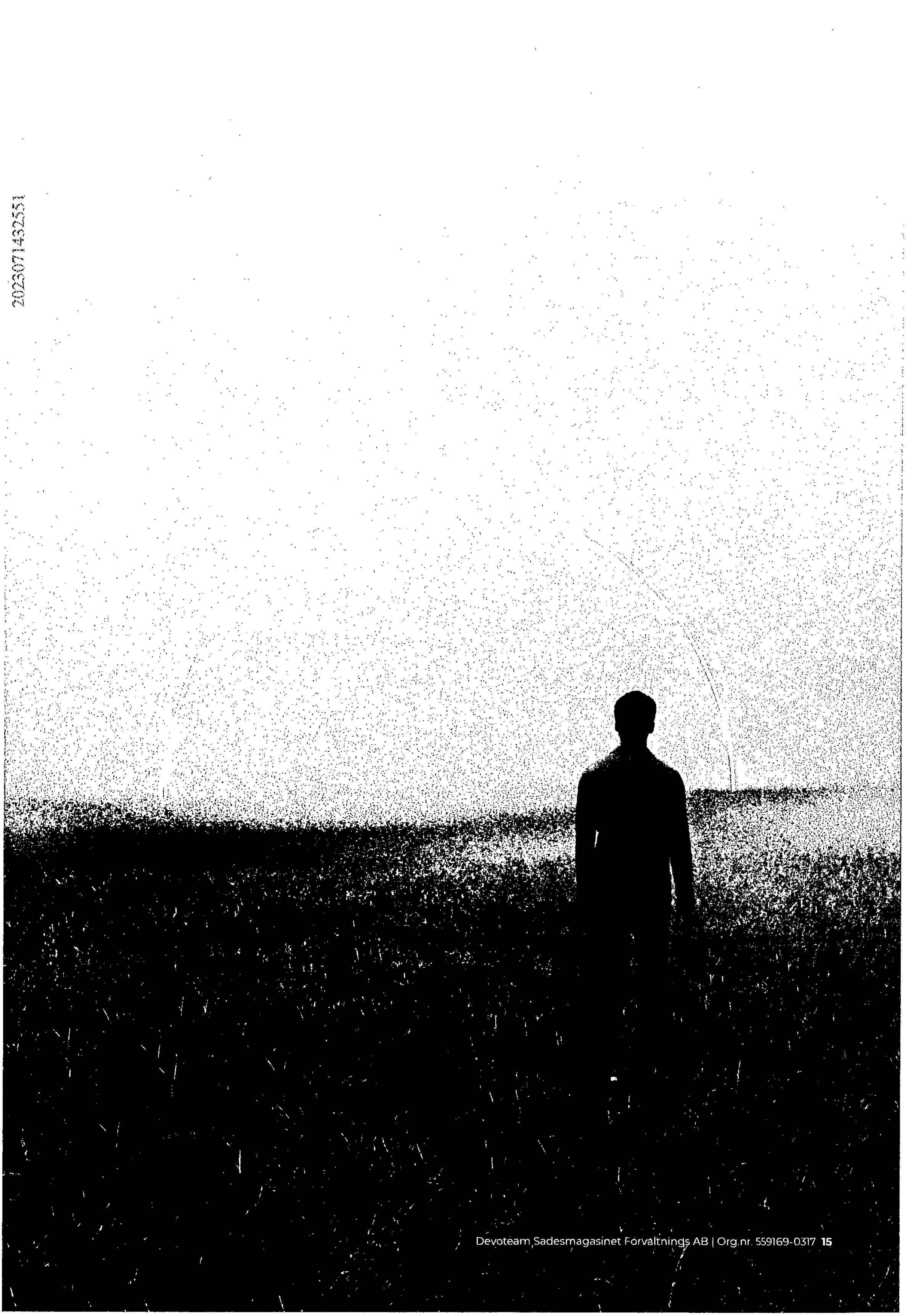
Boel Hansson

Auktoriserad revisor

VIDIMERAS:
ULF LINDGREN
0763-168236

Maria Ludwig
0708 926949

20230714232551



20230714232552

20230714332553

Revisionsberättelse

Till bolagsstämman i Sädesmagasinet Förvaltnings AB

Org.nr. 559169 - 0317

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Sädesmagasinet Förvaltnings AB för år 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Sädesmagasinet Förvaltnings 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 Sädesmagasinet Förvaltnings 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 ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den 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 för bedömningen av bolagets förmåga att fortsätta verksamheten. Den 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 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 huruvida 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 uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida 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

20230714325S4

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.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Sädesmagasinet Förvaltnings AB för år 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 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 Sädesmagasinet Förvaltnings 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 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.

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 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.

Malmö den 29 juni 2023,
Grant Thornton Sweden AB

Boel Hansson
Auktoriserad revisor

Vidimeras:

Ulf Lindgren
0763 168236

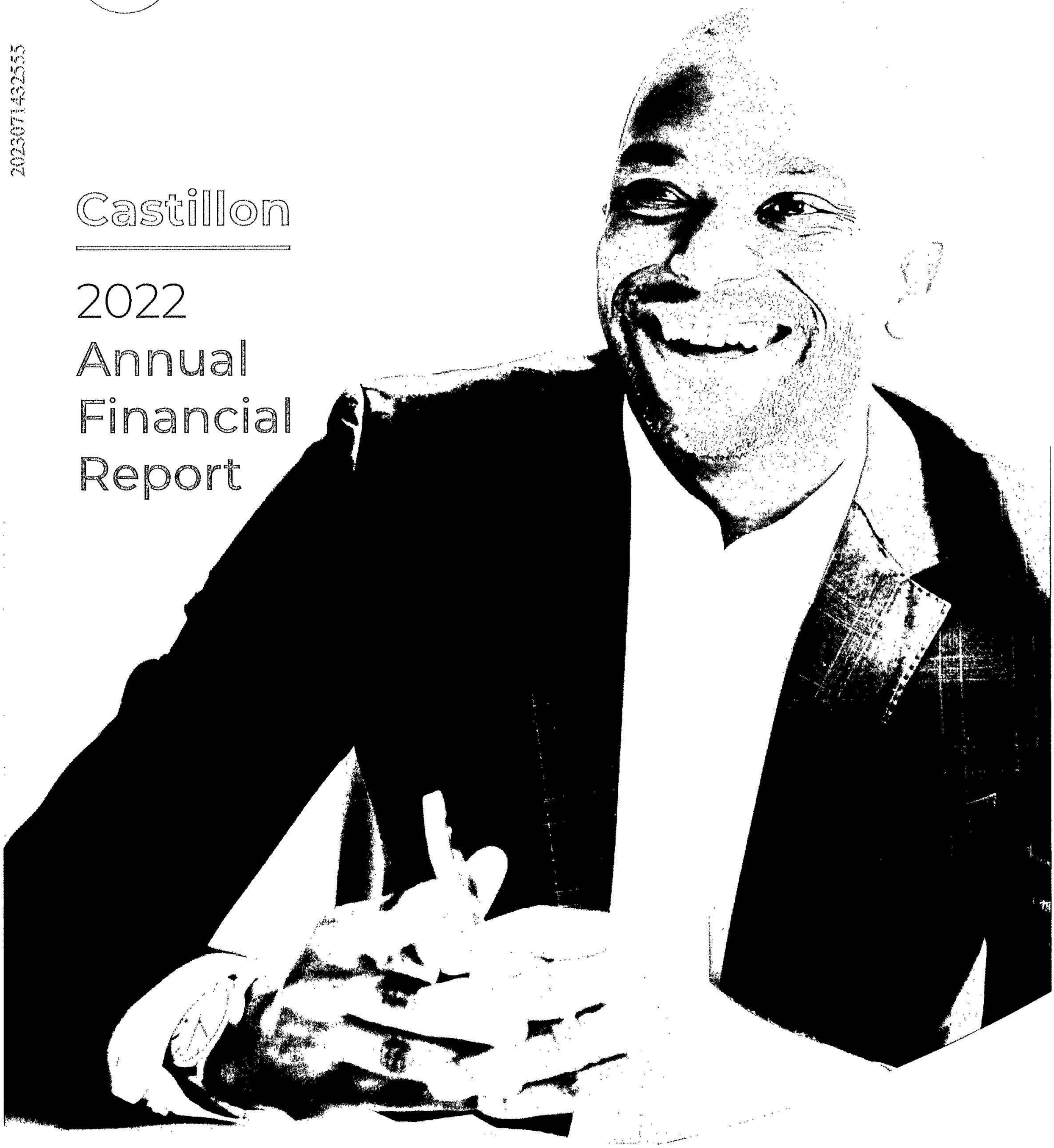
Maria Ludwig
0708 926 949

devoteam

20230714322555

Castillon

2022 Annual Financial Report



Creative tech for Better Change

2023071432556

CONTENTS

1 PERSONS RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT AND FOR THE AUDITING OF THE FINANCIAL STATEMENTS	3
1.1 PERSON RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT	3
1.2 PERSON RESPONSIBLE FOR THE AUDITING OF THE FINANCIAL STATEMENTS	3
1.3 STATUTORY AUDITORS' FEES	3
1.4 POST BALANCE SHEET EVENTS	3
2 CHAIRMAN'S REPORT ON THE GROUP'S BUSINESS ACTIVITY AND MANAGEMENT	4
2.1 THE BUSINESS ACTIVITY OF DEVOTEAM SAS AND ITS SUBSIDIARIES DURING THE FINANCIAL YEAR	4
2.2 SUBSIDIARIES AND INVESTMENTS	10
2.3 INFORMATION ON THE SHARE CAPITAL	11
3 CASTILLON CONSOLIDATED FINANCIAL STATEMENTS	12
3.1 CONSOLIDATED STATEMENT OF FINANCIAL POSITION	12
3.2 CONSOLIDATED INCOME STATEMENT	13
3.3 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	14
3.4 CONSOLIDATED STATEMENT OF CASH FLOWS	15
3.5 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	16
3.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	18
3.7 STATUTORY AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS	76
4 CASTILLON SAS FINANCIAL STATEMENTS	79
4.1 CASTILLON SAS BALANCE SHEET	79
4.2 CASTILLON SAS INCOME STATEMENT	80
4.3 NOTES TO THE CASTILLON SAS FINANCIAL STATEMENTS	81
4.4 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS	90

20230714322557

1 PERSONS RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT AND FOR THE AUDITING OF THE FINANCIAL STATEMENTS

This financial report concerns Castillon SAS ("the Company"), a French simplified joint stock company ("SAS") subject to French law. The Company was created on 19 February 2020. Its purpose is to hold and actively manage equity interests in companies and provide related services. The Company is the lead holding company of the Devoteam Group subsequent to its acquisition in December 2020. The Company and its subsidiaries are hereinafter referred to as the "Group".

1.1 Person responsible for the annual financial report

Stanislas de Bentzmann, Chairman.

1.2 Person responsible for the auditing of the financial statements

Statutory auditors	Date of the initial engagement	Date of expiry of current engagement
KPMG SA, Tour EQHO 2 avenue Gambetta, CS 60055, 92066 Paris La Defense represented by Jean-Pierre Valensi	2021	AGM called to approve the 2026 financial statements
Grant Thornton 29, rue du Pont 92200 Neuilly-sur-Seine represented by Vincent Frambourt	2021	AGM called to approve the 2026 financial statements

1.3 Statutory auditors' fees

The table below breaks down the statutory auditor fees paid for the 2022 and 2021 financial years:

In thousands of euros	2022					2021				
	KPMG	%	Grant Thornton	%	Total	KPMG	%	Grant Thornton	%	Total
Certification and half-yearly limited review of separate and consolidated financial statements										
Issuer	153	36%	151	27%	304	48	10%	48	32%	96
Fully consolidated subsidiaries	267	64%	394	71%	661	358	77%	393	68%	751
Services other than certification of financial statements										
Issuer	0	0%	12	2%	12	0	0%	0	0%	0
Fully consolidated subsidiaries	0	0%	0	0%	0	58	13%	0	0%	58
Total	420	100%	557	100%	977	464	100%	441	100%	904

1.4 Post balance sheet events

None.

20230714325S8

2 CHAIRMAN'S REPORT ON THE GROUP'S BUSINESS ACTIVITY AND MANAGEMENT

Ladies and Gentlemen,

We have called this General Meeting to report to you on the results of our work carried out during the financial year ended 31 December 2022 and to submit for your approval the Group's separate and consolidated financial statements for said year.

During this meeting, we will read to you the reports by KPMG and Grant Thornton, our statutory auditors. The statutory auditors' reports, the management report, the annual separate and consolidated financial statements, and other related documents have been made available to you at the Company's head office, as required by law, to enable you to familiarise yourselves with these documents.

The separate financial statements hereby presented were prepared in compliance with the general regulations that apply to the preparation and presentation of annual financial statements in France. The consolidated financial statements were prepared in accordance with the IFRS guidelines, as adopted by the European Union prior to 31 December 2022. All of these financial statements comply with the true-and-fair-view principle.

2.1 The business activity of Devoteam SAS and its subsidiaries during the financial year

2.1.1 **Year's highlights**

The economic and business environment at the end of 2022 was highly uncertain. Companies must continue to adapt their business strategy in response to geopolitical tensions, the energy transition, climate change, the return of inflation and developments in digital technologies, while accelerating their digital transformation to take advantage of these new technologies.

In this turbulent environment, the Group's DNA as a tech company has enabled it to use its expertise to strengthen its products and services in the key areas of cloud services, cybersecurity, data management, the digital transformation and sustainability. In 2022, for the first time in its young history, the Group's revenue exceeded the €1 billion mark, with 20.5% annual growth vs. 2021 on a 12-month basis, of which 16.1% was organic. Its workforce also achieved a milestone, with over 10,000 employees. These achievements attest to the relevance of the Group's strategy and constitute a decisive step in the implementation of its Infinite strategic plan, the guidelines for which were reiterated at our company's Board meeting on 28 January 2022.

In an ever-changing technological environment, the Group continued to invest heavily in 2022 in its strategic partnerships with the leading providers of Cloud services (Amazon Web Services, Google Cloud, Microsoft, Salesforce and ServiceNow), with the objective of thus generating over 50% of its revenue and having over 70% of its consultants certified by 2024. The importance of the foundation formed by these key partners and these objectives was also emphasised at the above meeting, with the "Partner pillar ambitions".

This strategy has been regularly honoured by our partners. For example, for the 3rd year running, Google Cloud named the Group its sales partner of the year for the EMEA region. The Group was also made a Global Microsoft Partner and has become a leader in the Specialisations arena in the EMEA region. Finally, the Group is one of the few companies to have signed a strategic collaboration agreement with AWS, for a term of four years.

At various Board meetings, and in particular that of 28 April 2022, our company also reviewed a number of acquisition opportunities, all of which were abandoned except for the Spanish company Beclever, which was acquired in June 2022. This acquisition will enable the Group to expand its presence in northern Spain and strengthen its offerings in cybersecurity and data management.

20230714323539

The Company's consolidated financial statements for the financial year ended 31 December 2022 include the Company and its subsidiaries (collectively referred to as "the Group"), and the Group's share of the earnings of associates and joint-ventures.

The financial statements will be submitted to the Annual General Meeting for approval.

2 1.2 Business activity and financial performance of Castillon SAS

As the Company's purpose is to hold and manage equity interests, it may provide managerial, human resources, financial and legal services and consultancy to its subsidiaries and direct or indirect equity interests.

Over the year, the Company continued to lead the implementation of the Group's strategy. Devoteam's delisting– which our company achieved by buying out the minority shareholders and thus acquiring 99.87% of the shareholder rights – gave Devoteam back its strategic independence and has proven to be very beneficial, since the Group exceeded €1 billion in annual revenue for the first time in its history and posted over 20% growth on a 12-month basis (of which 16% was organic) with an operating margin of over €100 million. Furthermore, the milestone of 10,000 employees was also achieved.

The Company's revenue totalled €238 thousand, vs. €34 thousand in 2021. An operating loss of €3.9 million was posted for the year. Much of this is attributable to the amortisation of €2.9 million of loan issuance expenses.

A net loss of €30.7 million was posted for the year, vs. a €23.1 million loss in 2021. This includes:

- A net financial loss of €28.8 million (vs. €16.7 million in 2021), mainly due to interest paid on the TLB loan and revolving credit facility over the year
- A non-recurring loss of €3.1 million (vs. €2.9 million in 2021), attributable to the accelerated amortisation of equity interest acquisition costs.

Further details are provided in Notes 4.4 and 4.5 to the separate financial statements.

With regard to the financial position:

- The Company's equity stood at €351.3 million at 31 December 2022, vs. €373 million at 31 December 2021.The change for the year is attributable to the recognition of a net loss of €30.7 million for the year, capital increases of €5.9 million and regulated provisions of €3.1 million.

- Gross borrowings amounted to €600 million at 31 December 2022, vs. €577.7 million at 31 December 2021. These borrowings are mainly the senior TLB loan of €565 million and a drawdown of €25 million on the RCF.

- Available cash amounted to €0.9 million at 31 December 2022 and consists essentially of current accounts held in the company's name.

In accordance with the provisions of Articles 441-6-1 and D. 441-4 of the French commercial code, trade receivables and payables at 31 December 2022 are broken down by maturity below:

20230714325G0

	Article D. 441-I-1 of the French Commercial Code: Invoices received and not settled at the closing date of the financial year in which they fell due						Article D. 441-I-2 of the French Commercial Code: Invoices issued and not settled at the closing date of the financial year in which they fell due					
	(0 days (due date))	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)	(0 days (due date))	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) Number of days overdue												
Number of invoices outstanding	3				1		-					-
Total amount of invoices outstanding in thousands of euros (incl. taxes)	77	0	0	0	29	29	286	-	-	-	-	-
Percentage of the total amount of purchases for the year (incl. taxes)	2.09%	0.00%	0.00%	0.00%	0.78%	0.78%						
Percentage of revenue for the year (incl. taxes)							100%	-	-	-	-	-

The target payment period for trade payables and receivables is 60 days.

2.1.3 The Group's business activity and consolidated financial performance

Income statement analysis

Revenue totalled €1,043.2 million in 2022, which is 12.6% more than in 2021 and 20.5% more, including 16.1% at constant scope and exchange rates on a 12-month basis. Changes in scope added 3.7 points to growth while exchange rate fluctuations reduced growth by 0.9 of a point.

The operating margin, which is the ordinary operating profit excluding the impact of share-based remuneration and the amortisation of intangible assets related to acquisitions, totalled €104.0 million in 2022, which is 10.0% of revenue.

Broken down by half-year, the change in revenue and operating margin is as follows:

In millions of euros and %	2022			2021		
	H1	H2	FY	H1	H2	FY
Revenue	509.5	533.7	1,043.2	430.1	435.3	865.4
Annual change (%)	18.5%	22.6%	20.5%	11.1%	16.7%	13.8%
Operating margin	47.7	56.3	104.0	49.6	43.5	93.2
(as % of revenue)	9.4%	10.6%	10.0%	11.6%	9.9%	10.8%

The operating income amounted to €69.0 million. It consists mainly of €21.6 million in amortisation of intangible assets related to acquisitions (customer relationships and order backlogs), €3.8 million in share-based compensation costs, and €6.0 million in business restructuring costs, mainly in Germany, Denmark and France.

The net financial income was -€37.4 million. This mainly includes €30.4 million in interest on the senior TLB loan (of which €27.6 million of financial interest and €2.8 million in amortised loan issuance expenses), €1.8 million in the Group's short-term financing costs (confirmed credit lines and factoring); and a €0.8 charge under IFRS 16.

2023071432561

Income tax amounted to €16.5 million, or 52.3% of pre-tax profit, vs. 74.5% in 2021. This decrease is due in particular to the creation of a tax consolidation group, which has enabled the Company to charge some of its financial expenses and acquisition costs against the operating profits of the members of this group.

The **Group's net income** rose 105.9%, from €7.3 million in 2021 to €15.1 million in 2022. It should be noted that the 2021 financial year was impacted by the acquisition costs of the Devoteam Group, which amounted to €16 million.

Balance sheet analysis

The table below shows the changes in the main items of the consolidated balance sheet in 2022:

In millions of euros	31 December 2022	31 December 2021	Change	Main reasons for the change
Non-current assets	960.6	976.4	(15.8)	This change is mainly attributable to the recognition of €6.0 million of new goodwill on acquisitions (BeClever) and the completion of investments in Cloudeon, Necsia, Alfun and Nubalia PPAs totalling €4.3 million. This change was partially offset by the impairment loss of €1.2 million recorded on the Sweden CGU.
Operating receivables	435.8	364.4	71.4	The change in operating receivables is mainly due to the €53.1 million increase in trade receivables and the €6.4 million increase in prepaid expenses. At 31 December 2022, the Group had 45 days of sales outstanding (DSO) vs. 44 DSO at 31 December 2021.
Cash and cash equivalents*	127.8	109.8	18.0	See below
Equity attributable to the Group	278.7	268.4	10.3	The change is mainly attributable to: - a capital increase, for €5.9 million - *the group's profit, for €8.5 million* - currency effects, for -€2.1 euros - changes in the scope of consolidation and puts on minority interests, for -€8.5 million - transactions in treasury shares and other equity instruments, for €2.8 million.
Non-controlling interests	25.6	28.5	(2.9)	Non-controlling interests (see Note 5.13 to the consolidated financial statements).
Non-current liabilities	686.1	696.7	(10.6)	The decrease in non-current liabilities is mainly due to the change in liabilities on put options and earn-outs (-€3.5 million) and on lease liabilities (-€2.5 million).
Current liabilities	533.8	457.0	76.8	The increase in non-current liabilities is mainly attributable to the €33.2 million increase in trade payables and the €26.7 million increase in tax and social security liabilities, which are in line with the Group's operational growth, and to additional drawdowns on credit lines totalling €13 million.

* Cash and cash equivalents (net of €6.2 million in bank overdrafts) totalled €128.2 million:

- Positive cash flow from operating activities of €79.1 million, with EBITDA of €123.7 million in 2022 including the impact of IFRS 16 (vs. €118.7 million in 2021 and €114.9 million on a 12-month basis) less WCR consumption of €8.0 million (+€24.1 million in 2021, of which +€9.1 million on a 12-month basis), attributable to growth and despite the impact of customer payment times (DSO), which were stable in 2022 at 45 days, vs. 44 days in 2021.
  Taxes had a greater impact on operating cash flow in 2022, with €25.3 million in taxes paid (vs. €21 million in 2021 and €19.3 million on a 12-month basis).

- The negative cash flow from investing activities of €16.8 million in 2022 (vs.-€408.3 million in 2021) is mainly attributable to:
  - disbursements to acquire subsidiaries (net of cash acquired) totalling €5.6 million

20230714325G2

- proceeds from the disposal of financial assets of €6.6 million, relating in particular to the receipt of the balance of the vendor loan on the sale of the Group's minority stake in Between Staffing Group in the Netherlands and movements on customer bank security deposits, notably in the Middle East
- disbursements of €15.3 million for the Group's operational investments.

- The negative cash flow from financing activities of €43.4 million in 2022 (vs.+€413.0 million in 2021) which consists mainly of:
  - a net cash outflow of €18.8 million for the purchase of minority interests
  - an additional drawdown of €13 million on confirmed credit lines (RCF)
  - the payment of €30.8 million in interest, mainly on the TLB loan
  - the payment of €15.3 million of lease liabilities (IFRS 16)
  - a €8.1 million increase in assigned receivables.

The Group's net debt (excluding lease liabilities under IFRS 16) amounted to €455.2 million and breaks down as follows:

In millions of euros	31 December 2022	31 December 2021
Short-term investments	0.1	2.8
Cash in bank	134.3	113.4
Bank overdrafts (liability)	(6.2)	(6.4)
Cash and cash equivalents	128.2	109.8
Cash management assets	-	-
Bank loans and other borrowings	(554.0)	(551.5)
Long-term borrowings	(554.0)	(551.5)
Bank loans and other borrowings	(29.3)	(13.9)
Short-term borrowings	(29.3)	(13.9)
Total borrowings	(583.3)	(565.5)
Derivative instruments	-	-
Net cash*	(455.2)	(455.7)
Total Equity	304.3	296.9
Gearing (net debt/consolidated equity)	1.50	1.54
EBITDA (post IFRS 16)	123.7	114.9
Leverage (net debt/Ebitda)	3.68	3.97

* For 2022, net cash includes the positive impact (net of guarantee deposits) of agreements to assign non-recourse trade receivables totalling €26.8 million vs. €15.8 million in 2021.

2.1.4 Post balance sheet events

None.

2.1.5 Proposed appropriation of net income

It is proposed that the General Meeting appropriate the entire loss of €30,663,468 for the year ended 31 December 2022 to "Retained earnings", which will thus be decreased to €53,803,678.

2.1.6 Non-deductible expenses

None.

2023071432563

2.1.7 Research and development activity

Research and innovation activities in 2022 focused on the following:

- Data management, and specifically on data quality and service-oriented data infrastructures
- Cloud-based services, focusing on hybrid infrastructures and cloud management
- Project portfolio management (organisational theory)
- Tools for the initial phases of application design projects
- Data security, with an anti-phishing tool for Chat.

In all, we have devoted over 6,000 man-days to developing innovative products and services for our clients. The Group also provides outsourced R&D for the innovation projects of some of its clients, particularly in France and Belgium. Some of these projects are eligible for the French research tax credit.

2.1.8 Other information

The presentation rules and valuation methods used in preparing the consolidated financial statements are compliant with IFRS and other current regulations, as described in Notes 2 and 3 to the consolidated financial statements. New standards and interpretations have come into force, as described in Note 2.1 to the financial statements.

20230714325564

2.2 Subsidiaries and investments

2.2.1 Consolidated companies

The companies within the scope of consolidation at 31 December 2022 are listed in Note 4.1 to the consolidated financial statements.

2.2.2 Contribution of operating segments to the Group's results

Operating segments are presented in detail in Note 3.19.

Contribution to results by region over 12 months

In millions of euros	2022	2021
France		
Contribution to revenue	479.8	391.4
Operating margin	59.5	48.0
In % of rev.	12.4%	12.3%
International		
Contribution to revenue	573.5	479.9
Operating margin	51.3	55.7
In % of rev.	8.9%	11.6%
HQ & divestments		
Contribution to revenue	(10.0)	(5.9)
Operating margin	(6.7)	(10.6)
In % of rev.	66.9%	181.6%
Total		
Contribution to revenue	1,043.2	865.4
Operating margin	104.0	93.2
In % of rev.	10.0%	10.8%

Change in revenue by region

In millions of euros	2022	2021
France	479.8	391.4
Growth	22.6%	14.6%
Growth at constant scope and exchange rates	19.6%	12.4%
International	573.5	479.9
Growth	19.5%	13.6%
Growth at constant scope and exchange rates	13.7%	8.4%
HQ & divestments	(10.0)	(5.9)
Growth	N/A	N/A
Growth at constant scope and exchange rates	N/A	N/A
Total	1,043.2	865.4
Growth	20.5%	13.8%
Growth at constant scope and exchange rates	16.1%	10.0%
Impact of foreign exchange	0.9%	0.2%
Impact of scope	3.7%	3.6%

Of which impact of significant acquisitions:

In millions of euros	2022
France	11.8
Alfun, consolidated at 31 December 2021	11.8
International	10.4
Necsia, consolidated at 31 December 2021	8.9
BeClever, consolidated at 1 August 2022	1.4

2023071432565

2.3 Information on the share capital

2.3.1 Changes in share capital and the number of shares in 2022

The table below summarises the movements during the year.

In number of shares	Number of shares	Share capital
Shares purchased upon inception	393,208,312	393,208,312
Capital increases - Minutes of the Chairman's decisions of 28/07/2022 and 20/12/2022	3,195,095	3,195,095
Shares outstanding as of 31 December	396,403,407	396,403,407
Par value	€1	€1

Share classes	Number of shares				Share capital
	Start if year	Created during the year	End of year	Par value	
Ordinary shares	3,923,543	2,117,560	6,041,103	1	6,041,103
A preferred shares	161,614,712	-	161,614,712	1	161,614,712
B1 preferred shares	3,081,537	947,834	4,029,371	1	4,029,371
B1' preferred shares	-	129,701	129,701	1	129,701
B2 preferred shares	563,000	-	563,000	1	563,000
C preferred shares	191,352,516	-	191,352,516	1	191,352,516
D preferred shares	32,673,004	-	32,673,004	1	32,673,004
Total	393,208,312	3,195,095	396,403,407		396,403,407

The Company holds none of its own shares.

****

The draft resolutions submitted to you cover the main points of this report. We hereby ask you to approve these resolutions and thank you for your trust and collaboration.

The Chairman

20230714325566

3 CASTILLON CONSOLIDATED FINANCIAL STATEMENTS

3.1 Consolidated statement of financial position

ASSETS *In thousands of euros*	Note	31 December 2022	31 December 2021
Goodwill	5.1	661,712	617,225
Other intangible assets	5.2	231,264	250,881
Tangible assets	5.3	13,706	11,274
Right-of-use assets	5.4	42,055	45,958
Non-current financial assets	5.5	6,040	44,318
Investments in associates	5.6	553	560
Investment property	5.7	2,200	2,200
Deferred tax assets	5.11	1,129	1,572
Other non-current assets	5.8	1,971	2,419
TOTAL NON-CURRENT ASSETS		960,631	976,407
Trade receivables	5.9	340,023	286,928
Other current receivables	5.9	80,060	67,583
Tax receivables	5.9	10,364	5,407
Other current financial assets	5.10	5,339	4,450
Cash and cash equivalents	5.10	134,399	116,148
TOTAL CURRENT ASSETS		570,185	480,517
TOTAL ASSETS		1,530,816	1,456,923

LIABILITIES ET SHAREHOLDERS' EQUITY *In thousands of euros*	Note	31 December 2022	31 December 2021
Share capital	5.12	396,403	393,208
Share premium		2,716	-
Consolidated reserves		(133,366)	(125,005)
Currency translation reserves		4,314	6,420
Net income for the year		8,611	(6,213)
EQUITY ATTRIBUTABLE TO THE GROUP		278,678	268,410
Minority shareholders' equity	5.13	25,647	28,456
TOTAL EQUITY		304,325	296,866
Loans and borrowings	5.14	554,034	551,543
Lease liabilities	5.4	29,849	32,375
Provisions	5.15	4,831	4,425
Provisions for pension liabilities	5.16	3,273	5,167
Deferred tax liabilities	5.11	49,437	55,119
Other liabilities	5.8	44,725	48,059
TOTAL NON-CURRENT LIABILITIES		686,149	696,688
Loans and borrowings	5.14	35,517	20,329
Lease liabilities	5.4	13,317	14,470
Provisions	5.15	9,093	11,995
Trade payables	5.9	146,323	113,145
Tax and social security liabilities	5.9	187,395	160,726
Current tax liabilities	5.9	10,180	10,684
Other liabilities	5.9	138,517	132,020
TOTAL CURRENT LIABILITIES		540,342	463,369
TOTAL LIABILITIES		1,226,491	1,160,058
TOTAL LIABILITIES AND EQUITY		1,530,816	1,456,923

20230714332567

3.2 Consolidated income statement

In thousands of euros, except per share data	Note	31 December 2022	From 19 February 2020 to 31 December 2021
NET REVENUE	6.2	1,043,238	926,275
Other income		0	0
ORDINARY OPERATING INCOME		1,043,239	926,275
Purchases of goods for resale		(1,062)	(7,839)
Other purchases and external expenses	6.4	(210,652)	(182,353)
Taxes		(1,674)	(2,087)
Salaries, wages and social security contributions	6.3	(701,824)	(613,969)
Depreciation/amortisation on fixed assets		(21,842)	(22,104)
Impairment loss on current receivables		(1,850)	(960)
Other expenses		(306)	(224)
ORDINARY OPERATING EXPENSES		(939,210)	(829,535)
OPERATING MARGIN		104,029	96,740
Share-based remuneration	6.3	(3,834)	(1,303)
Amortisation of customer relationships acquired in business combinations		(21,628)	(23,404)
ORDINARY OPERATING INCOME		78,567	72,033
Other operating income	6.5	1,843	475
Other operating expenses	6.5	(11,416)	(22,043)
NET OPERATING INCOME		68,994	50,465
Financial income	6.6	503	1,093
Financial expenses	6.6	(37,886)	(22,708)
FINANCIAL INCOME		(37,384)	(21,615)
Share of profit or loss of equity-accounted companies		(2)	(67)
PRE-TAX PROFIT		31,608	28,783
Income tax	6.7	(16,504)	(21,446)
NET INCOME		15,104	7,336
Attributable to:			
The parent company's shareholders		8,611	(6,213)
Minority shareholders' equity		6,494	13,549
Earnings per share (in €)	5.12.3	0.02	(0.03)
Diluted earnings per share (in €)	5.12.3	0.02	(0.03)

20230714325568

3.3 Consolidated statement of comprehensive income

In thousands of euros	31 December 2022	From 19 February 2020 to 31 December 2021
Net income	15,104	7,336
Defined benefit plan actuarial gains (losses)	2,499	550
Deferred taxes on defined benefit plan actuarial gains (losses)	(673)	(140)
Items that will never be reclassified to profit or loss	1,826	*410*
Foreign currency translation differences	1,967)	7,157
Change in the fair value of cash flow hedges	1,446	-
Tax expense on the change in the fair value of cash flow hedges	(373)	-
Items that are or may be reclassified subsequently to profit or loss	(895)	*7,157*
Other comprehensive income (loss) for the year, net of income tax	931	7,567
Total comprehensive income for the period	16,035	14,903
Of which:		
Equity holders of the parent company	9,404	617
Minority shareholders' equity	6,631	14,286

20230714325S9

3.4 Consolidated statement of cash flows

In thousands of euros	Note	31 December 2022	From 19 February 2020 to 31 December 2021
Net income for the year		15,104	7,336
Adjustments for:		-	
Share of profit of associates		2	67
Tax expense		16,504	21,446
Depreciation, amortisation and provisions		42,115	48,159
Other transactions without impact on cash and cash equivalents		4,642	2,054
Income from asset disposals		245	673
Net interests income		33,903	20,990
Change in net working capital		(8,032)	24,079
Income tax paid		(25,341)	(21,000)
Cash flow from operating activities	7.1	79,142	103,806
Purchases of fixed assets		(15,250)	(7,445)
Purchases of financial assets		(3,655)	(2,417)
Proceeds from sale of fixed assets		1,086	819
Dividends received		(23)	23
Proceeds from sale of financial assets		6,563	8,353
Proceeds from sale of subsidiaries, net of cash divested		(2)	(193)
Acquisitions of subsidiaries, net of cash acquired		(5,554)	(407,410)
Cash flow from investing activities	7.2	(16,836)	(408,270)
Proceeds from share capital issuance		5,841	203,632
Repayments of borrowings		(3,953)	(32,860)
Proceeds from borrowings		15,232	556,950
Repayment of lease liabilities		(15,289)	(15,625)
Change in factored receivables (net of security deposit)		8,113	4,020
Interests paid		(30,819)	(20,378)
Acquisitions of non-controlling interests		(18,849)	(279,943)
Reduction in ownership interest while retaining control		33	170
Dividends paid		(3,670)	(3,014)
Transactions on own shares		0	(0)
Cash flow from financing activities	7.3	(43,361)	412,953
Net change in cash and cash equivalents		18,945	108,489
Net cash and cash equivalents at start of year		109,754	-
Impact of exchange rate fluctuations on cash held		(508)	1,265
Net cash and cash equivalents at year end	5.10	128,190	109,754
Reconciliation with cash and cash equivalents on the balance sheet			
Cash and cash equivalents on the balance sheet		134,399	116,148
Bank overdrafts		(6,208)	(6,394)
Cash and cash equivalents in the consolidated statement of cash flows	5.10	128,190	109,754

3.5 Consolidated statement of changes in equity

In thousands of euros, except per share data	Number of shares issued	Share capital	Share premium	Treasury shares	Consolidated reserves	Currency translation reserves	Total Group shareholders' equity	Minority shareholders' equity	Total equity
Balance at 1 January 2022	393,208,312	393,208	-	-	(131,218)	6,420	268,410	28,455	296,866
Total comprehensive income for the period									
Net income					8,611	-	8,611	6,494	15,104
Other comprehensive income (1)					2,899	(2,106)	793	138	931
Total comprehensive income for the period					11,510	(2,106)	9,404	6,631	16,035
Transactions with the Company's owners									
Contributions and distributions									
Dividends paid for 2021					-		-	(3,906)	(3,906)
Valuation of share subscription options					2,750		2,750	-	2,750
Transactions involving own shares			-		-		-	-	-
Adjustment for the number and value of treasury shares					-		-	-	-
Capital increase	3,195,095	3,195	2,716		-		5,911	-	5,911
Total contributions and distributions	3,195,095	3,195	2,716	-	2,750	-	8,661	(3,906)	4,756
Changes in ownership interests									
Acquisition and disposal of NCI with no change of control					(8,466)		(8,466)	(5,537)	(14,003)
NCI gained through acquisition, creation or the disposal of a subsidiary					-		-	-	-
Total changes in ownership interests	-	-	-	-	(8,466)	-	(8,466)	(5,537)	(14,003)
Other movements					669	-	669	4	672
Total transactions with owners of the Company	3,195 095	3,195	2,716	-	(5,047)	-	864	(9,439)	(8,576)
Balance at December 31, 2022	396,403 407	396,403	2,716	-	(124,755)	4,314	278,678	25,647	304,325

(1) Details provided in the statement of comprehensive income

In thousands of euros, except per share data	Number of shares issued	Share capital	Share premium	Treasury shares	Consolidated reserves	Currency translation reserves	Total Group shareholders' equity	Minority shareholders' equity	Total equity
Creation of Castillon	100	0			-	-	-	-	-
Total comprehensive income for the period									
Net income					(6,213)		(6,213)	13,549	7,336
Other comprehensive income [1]					410	6,420	6,830	737	7,567
Total comprehensive income for the period					(5,803)	6,420	617	14,286	14,903
Transactions with the Company's owners									
Contributions and distributions									
Dividends paid for 2020								(2,640)	(2,640)
Valuation of share subscription options					914		914		914
Transactions involving own shares			-		168		168		168
Adjustment for the number and value of treasury shares					82		82		82
Capital increase	393,208,212	393,208	-		-		393,208		393,208
Total contributions and distributions	393,208,212	393,208	-	-	1,164	-	394,372	(2,640)	391,732
Changes in ownership interests									
Acquisition and disposal of NCI with no change of control					(126,492)		(126,492)	(165,946)	(292,438)
NCI gained through acquisition, creation, or the disposal of a subsidiary								182,794	182,794
Total changes in ownership interests	-	-	-	-	(126,492)	-	(126,492)	16,848	(109,644)
Other movements					(87)	-	(87)	(39)	(126)
Total transactions with owners of the Company	393,208,212	393,208	-	-	(125,415)	-	267,793	14,169	281,962
Balance at 31 December 2021	393,208,312	393,208	-	-	(131,218)	6,420	268,410	28,455	296,866

(1) Details provided in the statement of comprehensive income.

20230714325T2

3.6 Notes to the consolidated financial statements

Note 1 - Business activity and significant events

1.1 Company type and history

Castillon SAS ("the Company") is a simplified joint stock company governed by French law. The Company was created on 19 February 2020. Its purpose is to hold and actively manage equity interests in companies and provide related services.
The first financial year began on 1 February 2020 and ended on 31 December 2021. The current financial year began on 1 January 2022 and ended on 31 December 2022.

1.2 Business activity

The Company is the parent company of Devoteam, a European consulting and engineering group and a major provider of management and innovative technology consultancy services. With 25 years of experience in innovative and disruptive technologies, the Devoteam group leads its clients through the digital transformation of their business and organisation.

1.3 Significant events in 2022

The economic and business environment at the end of 2022 was highly uncertain. Between geopolitical tensions, the energy transition, climate change, the return of inflation, digital developments, etc., companies must continue to adapt their strategy and accelerate their digital transformation to take advantage of technologies.

In this turbulent environment, the Group's DNA as a tech company has enabled it to use its expertise to strengthen its products and services in the key areas of cloud services, cybersecurity, data management, the digital transformation and sustainability. In 2022, for the first time in its young history, the Group's revenue exceeded the €1 billion mark, with +20.5% annual growth vs. 2021, of which 16.1% was organic. Its workforce also achieved a milestone, with over 10,000 employees. These achievements attest to the relevance of the Group's strategy and constitute a decisive step in the implementation of its strategic plan.

In an ever-changing technological environment, the Group continued to invest heavily in 2022 in its strategic partnerships with the leading providers of Cloud services (Amazon Web Services, Google Cloud, Microsoft, Salesforce and ServiceNow), with the objective of thus generating over 50% of its revenue and having over 70% of its consultants certified by 2024.

This strategy has been regularly honoured by our partners. For example, for the 3rd year running, Google Cloud named the Group its sales partner of the year for the EMEA region. The Group was also made a Global Microsoft Partner and has become a leader in the Specialisations arena in the EMEA region. Finally, the Group is one of the few companies to have signed a strategic collaboration agreement with AWS, for a term of four years.

The Company's consolidated financial statements for the financial year ended 31 December 2022 include the Company and its subsidiaries (collectively referred to as "the Group"), and the Group's share of the earnings of associates and joint-ventures.

20230714322573

Note 2 - Consolidation principles and methods

2.1 Statement of compliance

The IFRS principles used are those adopted by the European Union and published in the *Official Journal of the European Union* prior to 31 December 2022. They are available on the website of the European Commission (https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_fr) and comply with the IASB's IFRS standards.

International accounting standards include the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS), and the interpretations issued by the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC).

The annual consolidated financial statements at 31 December 2022 prepared in compliance with the IASB's IFRS standards as adopted by the European Union are consistent with those of the previous year, with the exception of the standards, amendments and interpretations that are mandatorily applicable as of 1 January 2022 and which have a material impact on the Group.

The Group elected not to comply with accounting standards, amendments or interpretations until compliance is mandatory.

2.2 Measurement bases and presentation currency

The financial statements are presented in euros (the Company's functional currency) and all figures are rounded to the nearest thousand. They are valued on the basis of their historical cost, except for the following:

- derivative financial instruments are measured at fair value
- Financial instruments are measured at fair value through profit or loss
- Non-consolidated securities are measured at fair value
- Available-for-sale financial assets are measured at fair value
- Contingent consideration arising from a business combinations
- Investment property is measured at fair value
- Liabilities arising from share-based payments with treasury shares are measured at fair value
- Net liabilities (assets) in respect of defined-benefit plans.

The methods used to measure fair value are described in Note 3.1.

2.3 Use of estimates and judgments

The preparation of financial statements under IFRS requires the use of analyses that are based on valuations and assumptions that have an impact on the Group's income, expenses, assets and liabilities. These valuations are based on the Group's experience and other factors considered reasonable under the prevailing circumstances. Actual values may differ from these estimations. Estimates play a particularly important role in:

- Determining the amount of intangible assets recognised in business combinations (Notes 3.1 and 5.2)
- Recognising revenue on fixed-price contracts under the percentage-of-completion method (Note 3.12)
- Performing impairment tests on fixed assets, as these tests involve the calculation of a recoverable amount derived from estimated future cash flows and growth and discount rate assumptions (Notes 3.2 and 5.1)
- Measuring earn-outs (Notes 3.2 and 5.1)
- Estimating provisions for litigation (Notes 3.11 and 5.15)
- Calculating pension liabilities and other long-term benefits, which requires the use of actuarial assumptions (Notes 3.10 and 5.16)
- Determining deferred taxes, and in particular when assessing the recoverability of deferred tax assets (Notes 3.18, 5.11 and 6.7)

20230714325574

- Measuring derivative financial instruments (Note 3.7)

The Group has no direct exposure to Ukraine, Belarus or Russia, with the exception of a small company in Russia in which the Group is a minority shareholder (accounted for with the equity method) and which represents a total commitment (loans and book value of the equity interest) of less than €0.5 million.

However, given the geopolitical tensions and economic uncertainties, some key estimates and judgements were revised, in particular with respect to impairment tests on the CGUs (Note 5.1), the assessment of the recoverability of deferred tax assets on tax losses (Note 5.11) and the recognition of contract assets and the risk of impairment of trade receivables (Note 5.9).

2.4 Consolidation principles

2.4.1 Business combinations

Business combinations are recognised in accordance with IFRS 3 and the following principles:

- Goodwill is measured at the fair value of the consideration transferred (including the fair value of any previously held equity interest in the acquiree), plus the amount recognised for any non-controlling interest in the acquiree, less the net amount recognised (generally at fair value) for the identifiable assets acquired and liabilities assumed, all of which are measured at the acquisition date When the difference is negative, the resulting acquisition gain is recognised immediately in profit or loss.
- The Group has the option of measuring any non-controlling interest (e.g. minority interests) held in the acquiree on the basis of the proportionate share of the acquiree's identifiable net assets or at fair value. This option is available on a case-by-case basis for each acquisition.
- Any adjustment in the purchase price is recognised at fair value as of the acquisition date and subsequent changes are recognised in "Other operating income" or "Other operating expenses".
- The acquisition costs borne by the Group as a result of a business combination are recognised in "Other operating expenses" when incurred.

When a business combination is achieved in stages, the previously held interest in the acquiree is remeasured at fair value as of the acquisition date, and any resulting gain or loss is recognised in "Other operating income" or "Other operating expenses".

2.4.2 Acquisitions of and commitments to purchase non-controlling interests

Acquisitions of non-controlling interests or the issuance of options to acquire non-controlling interests are recognised as transactions with owners acting in this capacity, and no goodwill is therefore recognised. The difference between the price paid (including direct transaction costs) and the carrying amount of the interest in the net assets acquired at the date of the transaction is recognised in shareholders' equity. Consequently, subsequent changes in the assumptions used to measure the transaction price will also impact the Group's share of shareholder's equity.

2.4.3 Subsidiaries

A subsidiary is an entity that is controlled by the Group. Control exists when the Group is exposed to or has rights to variable returns from its investment in the entity and is able to affect those returns through the power it may exercise over the entity. In assessing control, potential voting rights that are currently exercisable or convertible are taken into consideration insofar as such rights are material. The consolidated financial statements include the financial statements of acquired entities from the date control is obtained until the date control ceases.

2.4.4 Associates and joint ventures

Associates are entities in which the Group has significant influence over financial and operating policies, but without being able to control these policies. Significant influence is presumed to exist when the Group holds

20230714325T5

between 20% and 50% of an entity's voting rights. Joint ventures are entities over which the Group exercises joint control by virtue of a contract under which strategic financial and operational decisions are subject to unanimous agreement.

Associates and joint ventures are accounted for under the equity method ("equity-accounted investees") and are initially recognised at cost. The Group's interest includes the goodwill identified at the time of the acquisition, less accumulated impairment losses.

The consolidated financial statements therefore include the Group's share of the total comprehensive income of associates and joint ventures (after taking into account adjustments made to align accounting policies with those of the Group), from the date when significant influence or joint control is obtained until the date it ceases.

If the Group's share of losses in an equity-accounted investee exceeds its interest in the investee, the carrying amount of the investee's securities is reduced to zero (including any investment that is substantially part of the net investment), and the Group ceases to recognise its share of future losses unless it has a legal or constructive obligation to bear a portion of future losses or to make payments on behalf of the associate or joint venture.

2.4.5 Elimination of intra-Group transactions

All transactions, except those involving impairment losses, and reciprocal assets and liabilities between fully consolidated companies are eliminated.

Gains arising from transactions with an equity-accounted investee are eliminated through the investee securities in proportion to the Group's interest in the investee. Losses are eliminated similarly, but only insofar as they do not result from impairment.

2.4.6 Translation of the financial statements of foreign companies and of foreign currency transactions

The financial statements of foreign subsidiaries are translated into euros as follows:

- Assets and liabilities (including goodwill and fair value adjustments arising on acquisition) are translated at the exchange rates prevailing on the balance sheet date.
- Income statement items are translated at the exchange rate prevailing on the date of the respective transactions, or at the average annual exchange rate unless the rate has changed significantly.
- Any resulting translation differences are recognised in equity, in the translation reserve.

The Group does not operate in hyperinflationary economies.

Foreign currency transactions are translated into the respective functional currencies of the Group's various entities using the exchange rate prevailing on the date of the respective transactions. Monetary assets and liabilities denominated in a foreign currency at the balance sheet date are translated into the functional currency using the exchange rate on that date.

Exchange differences on monetary assets and liabilities denominated in a foreign currency are recognised in the operating margin or as financial income or expense, depending on the nature of the underlying transaction.
Non-monetary items denominated in a foreign currency and measured at historical cost are translated at the exchange rate at the date of the transaction.

Non-monetary items denominated in a foreign currency and measured at fair value are translated at the exchange rate at the date on which fair value was determined.

20230714325376

Note 3 - Accounting policies and methods

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements. They have been applied in a uniform manner by all Group entities.

3.1 Fair value

Certain of the Group's accounting policies and disclosures require the measurement of the fair value of financial and non-financial assets and liabilities. Fair values have been determined for measurement or disclosure purposes in accordance with the following methods (additional information on the assumptions used to determine fair value is provided in the notes to the relevant assets or liabilities in the financial statements):

- Intangible assets: the fair value of business relationships and order backlogs acquired in a business combination are calculated using the multi-period excess earnings method. This method involves measuring the relevant assets after deducting a reasonable return for the other assets that generate cash flow with the business relationships and order backlogs. The fair value of technology (software) acquired in a business combination is calculated using the relief-from-royalty method, which involves measuring the asset in question on the basis of the royalties that could be obtained if the asset were licensed.
- Investment property: the fair value of investment properties is based on the valuations of independent appraisers and reflects the market price at which the investment property could be sold or exchanged between well-informed and willing parties in an arm's length transaction. The Group determines fair value without deducting any transaction costs it may incur when selling or otherwise disposing of the asset.
- Non-consolidated investments (less than 20% interest): fair value is determined using the estimated future cash flow method.
- Investments in equity and debt securities: financial instruments at fair value through profit or loss and available-for-sale financial assets are measured at the most recent bid price available at the balance sheet date.
- Derivative instruments: call options on non-controlling interests are valued according to commonly used option valuation methods, while taking into account the specific terms of these options.
- Loans and receivables are measured at amortised cost. Due to their short-term nature, the carrying amount of trade and other receivables and cash is their estimated fair value.
- Non-derivative financial liabilities are measured at amortised cost. Due to their short-term nature, the carrying amount of current bank borrowings, trade and other payables is their estimated fair value.
- The fair value of loans and borrowings is the estimated value of the future cash flows generated by the repayment of principal and interest, discounted at the market interest rate at the balance sheet date.
- In measuring right-of-use assets (lease contracts), which requires the discounting of future lease payments, the discount rate used is the Group's incremental borrowing rate adjusted to account for the duration of the loan and the entity's geographic region and size.
- Share-based payment transactions: the fair value of stock options and of bonus shares granted gratuitously to employees is generally measured using standard option valuation models, such as Black-Scholes, Hull & White and Monte Carlo.

3.2 Business combinations and goodwill

In a business combination, goodwill is measured at the fair value of the consideration transferred (including the fair value of any previously held equity interest in the acquiree), plus the amount recognised for any non-controlling interest in the acquiree, less the net amount recognised (generally at fair value) for the identifiable assets acquired and liabilities assumed, all of which are measured at the acquisition date.

When an entity becomes a subsidiary through successive purchases of its securities, goodwill is not recognised until control is obtained.

20230714325T7

Commitments in respect of additional payments or reductions in the purchase price contingent on financial performance (revenue and/or operating margin) are recognised at fair value at the acquisition date. Changes (other than discounting effects) arising from facts and circumstances existing at the acquisition date and occurring within the allocation period are recorded against goodwill. Otherwise, these changes are recognised in financial income or expense.

Recognition and measurement

Goodwill is treated as an intangible asset. Gains from bargain purchases are recognised immediately in profit or loss under "Other operating income" after a review of the assets and liabilities identified and measured and an assessment of the cost of the combination.

Goodwill is not amortised. It is tested for impairment at least annually, and whenever events or changes in the internal or external environment indicate a risk of loss of value. In subsequent years, it is recorded at cost less accumulated impairment losses.

For the purpose of impairment testing, assets are grouped together in cash-generating units (CGU), and goodwill is allocated to the various CGUs. CGUs are homogeneous groups of assets whose continued use generates cash inflows that are largely independent of cash inflows generated by other groups of assets. The recoverable amount of a CGU is the greater of its fair value less costs to sell and its value in use. The value in use of a CGU is the present value of discounted future net cash flows. It is estimated using parameters derived from the budgetary and forecasting process over a five-year timeframe, and reasonably estimated growth and profits. The discount and long-term growth rates that are used to value CGUs are based on analyses of the Group economic sector. When the recoverable amount of a CGU is less than its carrying amount, the resulting impairment loss is first allocated to goodwill and recognised in operating income under "Other operating expenses". Impairment losses on goodwill cannot subsequently be reversed.

The Group's CGUs are generally companies that are based in the same country or geographic region. However, when the products and services of companies are merged operationally, when they share the same management and when their staff are interdependent and interchangeable, they are grouped together to form a single CGU. The homogeneous CGUs thus formed within the Group are:

- The Alps CGU comprises the following companies: Devoteam Czech Republic, Devoteam Technology GmbH in Austria, Devoteam Switzerland and Devoteam Slovakia
- The Great Britain CGU includes all companies in the United Kingdom
- The BeLux CGU includes all Belgian and Luxembourg companies
- The Germany CGU includes all German entities
- The Spain CGU includes all Spanish entities
- The France CGU includes the Group's French companies
- The Netherlands CGU includes all companies in the Netherlands and TMNS Serbia
- The Denmark CGU includes all companies in Denmark
- The Norway CGU includes all companies in Norway
- The Sweden CGU includes the companies of the Jayway and Avalon groups in Sweden, Poland, the USA and Singapore
- The Portugal CGU includes the Group's companies in Portugal
- The Africa CGU includes the Group's companies in Tunisia and Morocco.

3.3 Intangible and tangible fixed assets

3.3.1 Intangible assets

Intangible assets other than goodwill consist mainly of business relationships, order backlogs and technology capitalised pursuant to the acquisition method (IFRS 3 and IFRS 3R), measured at fair value at the acquisition date, and also software purchased directly by the Group, recognised at cost (external and internal) less accumulated amortisation and any impairment loss.

20230714325T8

Intangible assets are amortised on a straight-line basis over their expected useful life, which is general between:

- 6 and 14 years for business relationships
- 1 to 4 years for order backlogs
- 3 to 5 years for purchased software.

3.3.2 Tangible assets

Tangible assets are initially recognised at cost, which is the purchase price plus all costs directly attributable to the purchase of the asset and its installation at its point of use. They are not revalued. Tangible assets are subsequently carried at cost less accumulated depreciation and any impairment losses.

Subsequent expenditures are only capitalised only if the future economic benefits of the asset are likely to flow to the entity and their costs can be estimated reliably. All other expenses are expensed as incurred.

Depreciation is calculated using the straight-line method over the estimated useful life of the asset, which is determined as follows:

Asset category	Term
Buildings	15 years
Fixtures and fittings	10 years
Transportation equipment	2 to 4 years
Office equipment	5 years
IT equipment	3 to 5 years
Office furniture	3 to 10 years

3.4 Investment properties

Investment properties are initially recognised at cost, which is the purchase price plus transaction costs.

After their initial recognition, investment properties are measured at fair value, in accordance with market conditions at the balance sheet date. Gains or losses resulting from changes in the fair value of investment property are recognised in the income statement in "Other operating income and expenses" in the period in which they occur. As they are measured at fair value, investment properties are not subject to impairment.

Exceptionally, after initial recognition, if it is not possible to determine the fair value of an investment property in a reliable and consistent manner, this property will be measured using the cost model described in IAS 16 "Property, plant and equipment" until its disposal. This scenario may occur when there are no or only a small number of comparable transactions in the investment property market, making the asset in question illiquid.

3.5 Non-current financial assets

Non-current financial assets mainly consist of security deposits on premises leased by the Group for business purposes and medium-term advances to non-consolidated equity interests. When initially recognised these assets are measured at fair value, then subsequently at amortised cost.

3.6 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and other borrowings, and trade and other payables.

Non-derivative financial instruments are initially recognised at fair value, plus directly attributable transaction costs if not recognised through profit and loss.

20230714325379

3.6.1 Trade and other receivables, and trade and other payables

These items are initially recognised at fair value, then subsequently at amortised cost. The fair value of trade receivables and payables is deemed to be their face value given the short payment terms.

The credit risk of receivables is assessed at each reporting date, on the basis of a case-by-case review. If an event triggers an impairment loss (a debtor's default or a significantly late payment), impairment is determined by comparing the carrying amount with future cash flows, if necessary discounted at the initial rate. This impairment loss is recognised in income and is reversed through profit or loss if a subsequent event reduces the impairment loss.

The new prospective impairment model based on expected credit losses, introduced by IFRS 9, has had no impact on the level of impairment of trade receivables calculated using the methodology described above.

3 6.2 Other current financial assets

This item consists essentially of the reserve funds for the trade receivables assignment contract.

3.6.3 Cash management assets

This item consists mainly of investments at fair value through profit or loss, i.e. investments either held for trading or designated as such upon initial recognition. Financial investments are designated as being held at fair value through profit or loss if the Group manages such investments and makes buying and selling decisions based on their fair value. On initial recognition, directly attributable transaction costs are expensed as incurred. Financial investments at fair value through profit or loss are measured at fair value, and any subsequent change is recognised in financial income or expense.

3.6.4 Cash and cash equivalents

Cash and cash equivalents include demand deposits and short-term investments (three months maximum at origin) that are highly liquid, readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

Such items, classified as current assets, are measured at fair value through profit or loss. Fair value represents the net asset value at the closing date. Changes in fair value are recorded as financial income or expense.

Bank overdrafts repayable on demand, and are one of the Group's cash management assets, are a component of cash and cash equivalents for the purposes of the statement of cash flows.

3.6.5 Loans and other borrowings

Borrowings may include:

- the debt resulting from the issuance of bonds
- the debt resulting from the issuance of senior Term loan B (TLB)
- the drawdowns from confirmed short-term credit lines of the revolving credit facility type.
- the debt resulting from conventional bank loans.

3.6.6 Other non-current liabilities

Other non-current liabilities mainly include liabilities arising from commitments to buy out non-controlling interests and earn-outs to be paid on business combinations.

3.7 Derivative financial instruments

The Group may use derivative instruments to hedge its exposure to fluctuations in interest or exchange rates. Such hedging instruments are traded with rated banking counterparties. These derivative instruments are initially measured at fair value. With the exception of derivative instruments designated for accounting

20230714325R0

purposes as hedging instruments in a fair-value or cash-flow hedging transaction, changes in the fair value of derivative instruments – which are estimated on the basis of the market price, or the value indicated by the bank counterparty – are recognised through the income statement.

3.8 Capital

Ordinary shares

Ordinary shares are classified as equity instruments. Incidental costs directly attributable to the issuance of ordinary shares or equity options are deducted from equity, net of tax.

Treasury shares

All treasury shares held by the Group are deducted from equity at their acquisition cost. Any gains (or losses) on the disposal of treasury shares directly increase (or decrease) equity net of tax. Accordingly, any gains (or losses) on disposals do not affect the annual net income.

3.9 Share-based payments

Stock purchase or subscription options and performance bonus shares are granted to certain employees of the Group. In accordance with IFRS 2 "Share- based payments", options are measured at fair value at their grant date. The Group typically uses the Black-Scholes, Hull & White or Monte Carlo models, depending on the characteristics of the stock option plan.

The resulting amount is recorded between operating margin and ordinary operating profit, on a straight-line basis between the grant date and the end of the vesting period, with a corresponding increase in equity.

The amount recognised as an expense is adjusted to reflect the number of rights for which it is considered that non-market service and performance criteria will be met, so that the amount ultimately expensed is based on the actual number of rights that meet the non-market service and performance criteria at the vesting date. For share-based payment rights that are subject to other criteria, the fair value at the grant date reflects these criteria, and differences between the estimate and the actual amount do not result in any subsequent adjustment.

3.10 Employee benefits

3.10.1 Pension plans with defined contributions or benefits

Upon their retirement, Group employees receive, in addition to the pension payments required under the local law, a complementary pension and/or a retirement bonus. The Group offers these benefits through defined-contribution or defined-benefit plans.

Under defined-contribution plans, the Group has no obligations other than the payment of premiums, the expense of which is shown in the income statement.

In accordance with IAS 19 "Employee benefits", the Group's net obligation under defined-benefit plans is measured separately for each plan by estimating the amount of future benefits earned by employees in exchange for services rendered during the current period and previous periods. Pension and similar obligations are measured using the projected unit credit actuarial method. Under this method, each period of service gives rise to the recognition of an additional unit of benefit entitlement, and each unit is measured separately to obtain the final obligation.
This final obligation is then discounted and subjected to a probability analysis. It is mainly determined by the following:

- An assumed retirement date
- A discount rate that is the yield of blue chip bonds having a maturity profile similar to that of the Group's pension liabilities
- An inflation rate
- Assumptions on salary increases and on staff mortality and turnover.

20230714325811

These assessments are made annually, except when changes in assumptions require more frequent estimates.

Actuarial gains and losses are generated by revised assumptions pertaining to pension plan assets and liabilities, and by gaps between projections and actual results. Such adjustments are recognised directly in equity.

The Group determines the net interest expense (income) for the period of the net liability (asset) in respect of defined benefits by applying the discount rate used at the start of the year to assess the obligations in respect of the net defined-benefit liabilities (assets) determined at the start of the year. The calculation then takes into account any change in the net defined-benefit liability (asset) resulting from the payment of contributions and of benefits during the period. As a result, the net interest on the net defined- benefit liability (asset) now comprises the following:

- The financial cost of the defined-benefit obligation
- The financial income generated by the plan assets
- The interest on the effect of the asset ceiling.

3.10.2 Employment contract termination benefits

Employment contract termination benefits are recognised as expenses when the Group is demonstrably committed, without the realistic possibility of withdrawing from its commitment, to a formal and detailed plan, either for layoffs before the normal retirement or offers encouraging voluntary departures in order to downsize. If full payment of compensation is not expected in the 12 months following the closing date, such obligations are discounted.

3.11 Provisions

In accordance with IAS 37 "Provisions, contingent liabilities and contingent assets", a provision must be recognised when the company has a present obligation (legal or constructive) resulting from a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when the amount of the obligation can be reliably estimated. If these conditions are not met, no provision is required.

In the case of restructuring expenses, an obligation is only recognised when the restructuring has been the subject of a detailed plan that is expected by the people affected (i.e. it has been announced or its implementation has begun). Provisions are not set aside to cover future operating expenses.

The estimated provisions is the expense the Group is likely to incur to fulfil the obligation. If no reliable estimate of this amount can be obtained, no provision is recorded and this is indicated in the notes to the financial statements. Because of the uncertainties inherent to the risks involved, provisions are estimated on the basis of information available as of the valuation date. Provisions are discounted when the effect of the time value is significant.

In a business combination, the acquirer recognises a contingent liability assumed at the acquisition date if it is a present obligation of the acquiree resulting from past events and whose fair value can be measured reliably. This is the case even if these current obligations were not recognised in the liabilities of the acquiree prior to the takeover, in accordance with IAS 37 "Provisions, contingent liabilities and contingent assets", because the outflow of resources was not deemed likely. After the initial recognition of a contingent liability and until it is settled, cancelled or expires, it is measured as the greater of the amount that would be recognised in accordance with IAS 37 and the amount initially recognised.

3.12 Recognition of revenue

Revenue is calculated based on the compensation specified in a contract signed with a client and recognised upon the transfer of control of the good or service, i.e. either on a given date or continuously, in accordance with the IFRS 15 standard.

20230714322582

Subcontracting services

Subcontracting services are resource-based contracts invoiced on the basis of time spent. Subcontracting revenue and expenses are recognised as and when the service is performed, assuming the client benefits immediately from the services provided by the Group. Services performed but not yet invoiced are recorded as contract assets (unbilled work). Services invoiced but not yet performed are recorded as contract liabilities (deferred income).

Fixed-price services

Fixed-price services are contracts based on deliverables and billing milestones with which the Group undertakes to transfer to the client a series of goods or services based on a fixed price which may be adjusted according to the specific terms of each contract. Fixed-price contracts are generally recognised using the percentage of completion method, since either the Group's service improves an asset over which the client obtains control as the service is performed, or the Group manufactures specifically for the client an asset with no alternative use, or, in the event that the contract is terminated by the client, the Group has an irrevocable right to payment for the service provided up to the date of termination. The stage of completion is determined by comparing the costs incurred at closing with the total expected costs over the term of the contract. The total costs of a contract, in particular those still to be incurred, are regularly monitored and estimated to determine whether the stage of completion of the contract and the level of margin to be recognised need to be revised. When it is probable that total contract costs will exceed total contract revenue, the expected loss is expensed immediately. The Group contractually acquires the right to invoice at contractual milestones or when the client accepts the work performed. If the difference between the cumulative revenue and invoices is positive, this is presented in contract assets.

Resale activity

Within the context of its integration projects, the Group may resell equipment, licenses and other services acquired from third-party suppliers. In these cases, and when the asset or service is distinct from other services provided by the Group, analysis is required to determine whether the Group is acting as agent or principal in the transaction. The Group acts as principal if it has control of the goods or services prior to their transfer to the client. In this situation, the transaction is recorded on a gross basis in the income statement at the time of the transfer of control to the client. If this is not the case, the Group acts as agent and the transaction is recorded on a net basis (the amount invoiced by the supplier is deducted from the revenue invoiced to the client) when the Group fulfils its performance obligation as agent.

More specifically, the Group applies the following principles to the resale of perpetual licenses or SaaS licenses:

- For the sale of third-party perpetual publisher licenses representing a separate performance obligation, the Group considered that it obtains control of the license prior to its transfer to the client, since it is not authorised to make changes to these licenses, and noted that in the majority of cases, they are transferred directly by the publisher to the client. In this case, the Group acts as agent and only recognises the sales margin in revenue. Conversely, if the license is an integral part of a complex integration solution overseen by the Group, the Group considers that it acts as principal for the entire project, including the license.
- For the sale of a subscription to a software platform in "Cloud or SaaS" mode, as an integral part of an overall solution in which, for the term of the contract, the Group is responsible for operational performance on the customer's behalf, the Group considers that it acts as principal for the entire solution. If this is not the case, the Group acts as agent in the resale of access rights to the platform.

Rental income from investment property and subletting income

Rental income from investment properties and income from the partial subletting of buildings occupied by the Group is recognised on a straight-line basis over the term of the lease or sublease. This revenue is recorded as a reduction of the costs associated with the buildings.

Breakdown of revenue

20230714325B3

The Group is organised by geographic region and reports its segment information by region. Revenue is mainly derived from consultancy and integration services broken down into seven main offerings (Cybersecurity, Digital Workplace, Agile IT, Transformation Management, Customer Experience, Business Process Excellence and Data as a Service). Each of these offerings is deployed in each of the Group's regions. Currently, the Group monitors the volume of business of each of these offerings in terms of contractual commitments, but does not yet have a breakdown by revenue. The bulk of revenue is obtained with subcontracting and fixed-price contracts, which may sometimes include the sale of licenses or access rights.

3.13 Rights to use under lease contracts

When a contract comes into force, the Group determines whether it is a lease contract or contains a lease contract. This determination is based on the right to control the use of an identified asset for a specified time and for consideration. On the date the asset is made available, the Group recognises a right-to-use asset and a lease liability.

The right to use is initially evaluated at cost, which includes the initial amount of the lease obligation and any direct costs initially incurred. It is amortised over the duration used to calculate the lease liability.
The lease liability is initially measured at the discounted value of future lease payments over the estimated duration of the lease at the lessee's incremental borrowing rate. This rate is determined for the currencies, maturities and regions of the Group's various entities and is derived from the Group's incremental borrowing rate with an additional margin to account for each entity's financing profile. The term of the lease is the non-cancellable period plus any renewal options the Group is reasonably likely to exercise. This period is nine years for French real property leases.

The lease liability is then calculated at amortised cost using the effective interest rate method. It is re-evaluated if future rents are modified due to a change of index or rate, if the amount to be paid is re-estimated, or if the lease is extended.

The Group may exceptionally apply the exemption measures under the standard on lease contracts in respect of assets with a unitary value of less than USD 5,000 and/or lease/rental contracts that do not exceed 12 months. The Group has decided not to apply the standard to leases for intangible assets.

Given the Group's activities, most of its leases are for premises and for the company vehicles it uses for these activities.

3.14 Subsidies and grants

In the course of its business, the Group may sign, in the various countries in which it is present, agreements with the central government and public bodies to obtain funding in the form of subsidies and grants.

In accordance with IAS 20, subsidies and grants are recognised when there is reasonable assurance that the entity will comply with the conditions attached to them and that the funds will be received. When these conditions are met, subsidies and grants are recognised in the income statement net of their associated expenses.

Certain tax incentives, such as the French research tax credit, are similar to public subsidies as they may be paid out even if there is no tax liability, they are not included in taxable income, and are not limited to the tax liability. In this case, subsidies and grants are accounted for in accordance with IAS 20 and recorded on the income statement net of their associated expenses. For the Group these expenses are mainly personnel costs.

20230714325S4

3.15 Definition of Ordinary Operating Income and Operating Margin

Operating Margin, the chief indicator of the Group's business performance, is Ordinary Operating Income (as defined below) before share-based compensation and the amortisation of assets recognised for business combinations, and in particular any business relationships and/or order backlogs thus acquired.

Ordinary operating income is obtained in the normal course of a company's business, and possibly from activities that are incidental to or a logical extension of this business.

Ordinary operating income is the net income before:

- The other operating income and expenses described below
- Financial income and expenses
- Current and deferred taxes
- Net income from equity-accounted investees
- Income from discontinued operations

3.16 Other operating income and expenses

Other operating income and expenses arise from unusual, abnormal and infrequent events which have a material impact on consolidated financial performance, pursuant to ANC Recommendation No. 2013-03 of 7 November 2013.

These other operating income and expense consist mainly of:

- Restructuring and/or downsizing expenses or provisions related to business combinations incurred between the acquisition date and the end of that financial year
- Other restructuring expenses under plans approved by the Group's management bodies and disclosed to the relevant third parties
- Severance payments paid to the Group's "top managers", i.e. managers of operational entities (separate legal entities or which are managed and report independently) and managers of a corporate department
- Gains or losses on the sale of securities of subsidiaries
- Gains or losses on disposal of tangible and intangible assets, and impairment losses on non-financial assets
- Profits on bargains purchased during business combinations
- Acquisition costs incurred for business combinations
- Fair-value revaluations of non-controlling interests obtained during acquisitions
- Fair-value revaluations of investment property
- Fair-value revaluations of assets held for sale pursuant to IFRS 5.

3.17 Financial income and expenses

Financial income notably includes interest on investments, gains on disposal of available-for-sale financial assets, increases in the value of financial assets at fair value through profit or loss, foreign exchange gains and profits on hedging instruments recognised in profit or loss. Interest income is recognised in profit or loss when earned, using the effective interest rate method.

Financial expenses comprise interest payable on borrowings and leases, the accretion of provisions, the accretion of earn-outs and/or changes in earn-out assumptions for business combinations, foreign exchange losses, decreases in the fair value of financial assets through profit or loss, and losses on hedging instruments recognised in profit or loss. All expenses related to loans and leases are recognised in profit or loss using the effective interest rate method.

Financial income and expense also include the net interest calculated for defined-benefit plans (see Note 3.10.1).

20230714325B5

3.18 Income taxes

The tax expense that is used to determine the annual income is the total amount of tax payable plus deferred tax. The tax expense is generally recognised in the income statement, with the exception of the portion of tax relating to items recognised in equity or other comprehensive income.

Current taxes are the income taxes payable in respect of the year's taxable profits. They are calculated using the tax rates that are enacted or substantively enacted at the balance sheet date, and are adjusted to account for taxes payable in respect of previous years.

The Group uses the balance sheet liability method to recognise deferred taxes. This means that deferred tax assets and liabilities reflect the decreases and increases in future tax payables that result from temporary differences between the carrying amount and tax base of assets and liabilities (excluding the specific cases under IAS 12), and from tax losses and tax credits carried forward. Deferred tax assets and liabilities are measured for each entity or tax consolidation group at the applicable tax rates of the years in which these temporary differences are likely to reverse or terminate.

Deferred tax assets and liabilities are set off if there is a legally enforceable right to set off current tax assets and liabilities and the Group intends to settle the net amount of the current tax assets and liabilities, or to simultaneously realise the tax assets and settle the tax liabilities.

Deferred tax assets in respect of deductible temporary differences and tax losses are recognised only to the extent that the Group has future taxable profits against which the temporary differences and corresponding tax losses may be applied. The Group estimates future profits over a three-year horizon. Deferred tax assets are reassessed at each reporting date and are cancelled if their realisation is no longer probable.
Tax loss and tax credit carry forwards resulting from a business combination are recognised in profit or loss unless estimated during the valuation period on the basis of the information available at the acquisition date.

Following the introduction of the territorial economic contribution tax (CET tax) applicable to French companies under the 2010 Budget Act, the Group opted to classify the corporate value-added contribution (CVAE) component of the CET as income tax in accordance with IAS 12. The Group considers that the CVAE meets the income tax criteria as its calculation is based on a net amount of income and expenses, and its net amount is potentially different from net income, insofar as value added is the intermediate level of income systematically used, under French tax rules, to determine the amount due in respect of the CVAE.

3.19 Operating segments

Under IFRS 8, operating segments must be based on internal reporting regularly reviewed by the chief operating decision maker. The chief operating decision makers are in charge of the allocation of resources and the evaluation of the performance of the operating segments. They have been identified as being the Chairman, the CEO and the Deputy CEO, who as members of the Executive Committee take strategic decisions.

The Group organises its operations by country. This country-based organisation is used in the Group's internal reports to present and review its performance, allocation of resources and customers. There is no separation of "products and services" between countries. Each country is able to distribute all its products and services either directly or via another Group entity.

In accordance with the principles of IFRS 8, the Group has decided to group together countries other than France in a single "International" region, as no country other than France exceeds any of the quantitative thresholds of the IFRS 8 standard.

The following regions were thus created:

- The "France" region, the Group's largest country accounting for around 46% of its revenue, comprises the French entities and the administrative service centres in Morocco;

20230714325B6

- The "International" region includes the other countries where the Group operates, which individually are immaterial and have similar economic characteristics and performance;
- The "HQ and entities sold" segment includes head office activities not allocated directly to the operating regions, as well as residual items from discontinued or sold activities.In 2021, this segment included the activities sold by Studio Vues A/S in Norway and the sale of the minority stake in Siticom GmbH in Germany.

The "geographical splits" for the entire scope are shown below.

Entities	Country	2022	2021	Entities	Country	2022	2021
Castillon SAS	France	HQ & divested entities	HQ & divested entities	New Business Intelligence Company S.L.	Spain	Non-applicable	Non-applicable
DVT SAS	France	France	France	Nubalia Cloud Computing SLU	Spain	International	International
DVT Management Consulting	France	France	France	Necsia	Spain	International	Non-applicable
DVT Outsourcing	France	Non-applicable	HQ & divested entities	BeClever	Spain	International	Non-applicable
EXA ECS	France	Non-applicable	HQ & divested entities	Jayway Inc	United States	International	International
S'Team Management	France	Non-applicable	France	DVT Cloud Services US	United States of America	Non-applicable	International
RVR Parad	France	France	France	DVT UK	Great Britain	International	International
Siticom SAS	France	France	France	TMNS UK	Great Britain	International	International
DVT G Cloud FR	France	France	France	DVT Cloud Services UK	Great Britain	Non-applicable	International
Be Team	France	France	France	DVT Management Consulting UK	Great Britain	International	International
DVT G Maps	France	France	France	Fourcast Cloud Services Ltd	Great Britain	International	International
DVT Creative Technology	France	France	France	DVT Cloud Services	Indonesia	International	International
DVT Innovative Tech Enterprise Application	France	France	France	VoxPilot	Ireland	HQ & divested entities	HQ & divested entities
Axance Technology	France	France	France	DVT Italy	Italy	International	International
myG	France	Non-applicable	France	DVT Luxembourg	Luxembourg	International	International
Technologies & Operations	France	France	France	DVT Consulting Holding	Luxembourg	HQ & divested entities	HQ & divested entities
DVT Customer Effectiveness	France	France	France	DVT Communication SARL	Luxembourg	HQ & divested entities	HQ & divested entities
Fi-Makers	France	France	France	DVT Morocco	Morocco	International	International
DVT Revolve	France	France	France	DVT Services Morocco	Morocco	France	France
DVT nexDigital	France	France	France	DVT Consulting Morocco	Morocco	International	International
MEL SAS	France	HQ & divested entities	HQ & divested entities	DVT Mexico	Mexico	International	International
Slag Management	France	HQ & divested entities	HQ & divested entities	Devomex Cloud Services	Mexico	International	International
Ysance	France	France	France	Devoteam AS	Norway	International	International
Maxance	France	Non-applicable	HQ & divested entities	DVT Smart Flow AS	Norway	International	International
DMCH	France	Non-applicable	HQ & divested entities	DVT G Cloud NO	Norway	International	International
Alfun	France	France	Non-applicable	Studio Vues AS	Norway	HQ & divested entities	HQ & divested entities
Deepedge	France	France	Non-applicable	Studio Vues MEE	Norway	HQ & divested entities	HQ & divested entities
Nubalia Cloud Computing LTD	South Africa	International	International	Devoteam M Cloud AS	Norway	International	International
DVT Germany	Germany	International	International	Drago Solutions Corp.	Panama	International	International
Siticom GmbH	Germany	HQ & divested entities	HQ & divested entities	DVT Netherlands	Netherlands	International	International
DVT S Team	Germany	International	International	Fourcast Netherlands BV	Netherlands	International	International
DVT Alegri GmbH	Germany	International	International	DVT Poland (ex Avalon)	Poland	International	International
Alegri Personal Service GmbH	Germany	International	International	Bold International SA	Portugal	International	Non-applicable
DVT Consulting Austria	Austria	International	International	Bold Wealth Lda	Portugal	International	International
DVT Technology GmbH	Austria	International	International	DiamondbyBold Lda	Portugal	International	International
DVT Belgium	Belgium	International	International	OutFit	Portugal	International	International

DFSJ	Belgium	Non-applicable	HQ & divested entities	TechSensys Lda	Portugal	Non-applicable	HQ & divested entities
DVT Management Consulting BE	Belgium	Non-applicable	International	Nubalia Cloud computing LDA	Portugal	International	International
Fourcast Group NV	Belgium	International	International	Integrity SA	Portugal	International	International
DVT G Cloud BeLux BV	Belgium	International	International	Excellence Center DVT Portugal	Portugal	Non-applicable	International
Devoteam A/S	Denmark	International	International	DVT Czech Republic	Czech Republic	International	International
DVT Technology Consulting DK	Denmark	International	International	Media-tel LLC	Russia	HQ & divested entities	HQ & divested entities
Jayway ApS	Denmark	International	International	DVT Serbia	Serbia	International	International
DVT Cloud Services DK	Denmark	International	International	DVT Cloud Services SG	Singapore	International	International
Inviso by DVT	Denmark	International	International	DVT Slovakia	Slovakia	International	International
Inviso Software by DVT	Denmark	International	International	DVT Creative Tech AB	Sweden	International	International
Cloudeon Denmark	Denmark	International	International	DVT Holding SE	Sweden	International	International
Cloudeon UAB	Lithuania	International	Non-applicable	Øredev AB	Sweden	International	International
DVT Middle East	United Arab Emirates	International	International	Sädesmagasinet Förvaltnings AB	Sweden	International	International
DVT Spain	Spain	Non-applicable	Non-applicable	DVT G Cloud SE	Sweden	International	International
Keivox	Spain	HQ & divested entities	HQ & divested entities	Avalon Solutions Intressenter	Sweden	International	Non-applicable
Desarrollo de procesos de implantacion S.L.	Spain	International	International	DVT Switzerland	Switzerland	International	International
Softoro Development Center SAU	Spain	Non-applicable	Non-applicable	DVT Tunisia	Tunisia	International	International
DVT Drago	Spain	International	International	DVT Technology Consulting	Tunisia	International	International
DVT Cloud Services ES	Spain	International	International	DVT Turkey	Turkey	International	International

The key performance indicators set out below are used by the Group for its internal reporting:

- The operating margin, which is the ordinary operating income before share-based compensation and the amortisation of business relationships acquired in business combinations
- The group contribution (or the "contributed revenue"), which is the total internal and external revenue of an operating segment less the cost of internal subcontracting by other Group entities. This indicator reflects a segment's contribution to the Group's revenue obtained from the Group's resources. The sum of the "group contributions" of the operating segments is the Group's consolidated revenue.

3.20 Earnings per share

In accordance with IAS 33 "Earnings per share", earnings per share are calculated by dividing the profit or loss attributable to the parent company's ordinary equity holders by the weighted average number of ordinary shares outstanding over the financial year. The calculation of the average number of shares outstanding takes into account changes in share capital and adjustment for the Group's treasury shares.

Diluted earnings per share is the ratio of net income (attributable to the parent company's equity holders) over the diluted weighted average number of shares outstanding over the period, adjusted by the number of treasury shares and taking into account the dilutive effect of stock option and bonus share plans.

3.21 Non-current assets held for sale

Non-current assets that have been approved for sale during the period are shown on a separate line of the balance sheet, since the sale is considered highly probable and must be made within 12 months.

Non-current assets (or disposal groups of assets and liabilities) the carrying amount of which will be recovered principally through a sale than through continued use are classified as "held for sale".

Immediately prior to their classification as held for sale, the assets (or the components of the disposal group) are measured in accordance with the Group's accounting principles. Subsequently, the assets (or disposal group) are recognised at the lower of the carrying amount or the fair value less costs to sell.

20230714325S8

Any impairment loss in respect of a group of assets held for sale is initially allocated to goodwill and other assets in proportion to their carrying amount, with the exception of inventories, financial assets, deferred tax assets, assets generated by employee benefits and investment properties, which continue to be measured using the accounting principles applicable to them. Impairment losses resulting from the classification of an asset (or a disposal group) as held for sale and any gains or losses from subsequent valuations, are recognised in profit of loss. The gain recognised cannot exceed the cumulative impairment losses recognised.

Subsequent to their classification as non-current assets held for sale, tangible and intangible assets are no longer depreciated, amortised or impaired.

20230714325899

Note 4 - Consolidation scope

4.1 Consolidation scope

The year's consolidated financial statements include the financial statements of Castillon SAS and those of companies controlled directly or indirectly by the Group, as well as companies over which the Group has significant influence. The main companies included in the Group's consolidation scope at 31 December 2022 presented below.

Companies (SIREN code)	Percentage of share capital held (1)		Consolidation method	
	2022 12	2021 12	2022 12	2021 12
FRANCE				
Castillon SAS	Parent company	Parent company	Parent company	Parent company
Devoteam SAS	100%	100%	FC	FC
Devoteam Management Consulting FR	100%	100%	FC	FC
Devoteam Outsourcing	100%	100%	FC	FC
EXA ECS	35%	35%	EA	EA
S'Team Management	0% (1)	100%	NC	FC
RVR Parad	95%	95%	FC	FC
Siticom	100% (2)	99%	FC	FC
Devoteam G Cloud	100%	100%	FC	FC
Be Team	72%	72%	FC	FC
Devoteam G Maps	100%	100%	FC	FC
Axance (Ex Axance people)	100%	100%	FC	FC
Devoteam Innovative Tech Enterprise Application	80% (3)	90%	FC	FC
Axance Technology	100%	100%	FC	FC
myG	0% (4)	100%	NC	FC
Technologies & Operations	96.3% (5)	93%	FC	FC
Devoteam Customer Effectiveness	98%	98%	FC	FC
Fi-Makers	96% (6)	91%	FC	FC
Myfowo.com	100%	100%	FC	FC
Devoteam Revolve	82.1%	82.1%	FC	FC
Devoteam Luxembourg SA	88.9%	88.9%	FC	FC
Devoteam Modern Applications	80%	80%	FC	FC
MEL SAS	100%	100%	FC	FC
Slag Management	100% (2)	88%	FC	FC
Ysance	100%	100%	FC	FC
Maxance	0% (7)	100%	NC	FC
DMCH	0% (8)	100%	NC	FC
Alfun	100% (9)	0%	FC	NC
Deepedge	100% (9)	0%	FC	NC
South Africa				
Nubalia Computing Ltd	75%	75%	FC	FC
GERMANY				
Devoteam Germany	100%	100%	FC	FC
DVT S Team	100%	100%	FC	FC
Devoteam Alegri GmbH	100%	100%	FC	FC
Alegri Personal Service GmbH	100%	100%	FC	FC
AUSTRIA				
Devoteam Consulting Austria	100%	100%	FC	FC

20230714325900

DevoteamTechnology GmbH	100%	100%	FC	FC
BENELUX				
Devoteam NV/SA	100%	100%	FC	FC
DFSJ	50%	50%	EA	EA
Devoteam Management Consulting BE	0% (10)	100%	FC	FC
Devoteam Luxembourg S.A.	100%	100%	FC	FC
Devoteam Consulting Holding	100%	100%	FC	FC
Devoteam Communication	100%	100%	FC	FC
Devoteam Netherland BV	95% (11)	90%	FC	FC
Fourcast Group NV	70%	70%	FC	FC
Fourcast Group BV	70%	70%	FC	FC
Fourcast Netherlands BV	63%	63%	FC	FC
UNITED ARAB EMIRATES				
Devoteam Middle East FZ LLC	76%	76%	FC	FC
SPAIN				
Devoteam Spain S.A.U	0% (12)	100%	NC	FC
Kelvox	35%	35%	EA	EA
Desarrollo de procesos de implantacion S.L.	100%	100%	FC	FC
Drago Solution S.A.U	100%	100%	FC	FC
Softoro Development Center S.A.U	0% (13)	100%	NC	FC
Devoteam Cloud Services	100%	100%	FC	FC
New Business Intelligence Company S.L.	0% (14)	100%	NC	FC
Nubalia Cloud Computing SLU	75%	75%	FC	FC
Necsia	100% (15)	0%	FC	NC
BeClever	100% (16)	0%	FC	NC
UNITED STATES				
Jayway Inc	100% (27)	85%	FC	FC
Devoteam Cloud Services US (ex Avalon Solutions Inc)	0% (17)	93%	NC	FC
IRELAND				
Voxpilot Limited	100%	100%	FC	FC
INDONESIA				
Devoteam Cloud Services ID	93.1% (28)	88%	FC	FC
ITALY				
Devoteam Italy SRL	85% (18)	20%	FC	FC
LITHUANIA				
Cloudeon UAB	100% (19)	0%	FC	FC
MOROCCO				
Devoteam Morocco SARL	51%	51%	FC	FC
Devoteam Services Morocco SARL	100%	100%	FC	FC
Devoteam Consulting Morocco	75%	75%	FC	FC
MEXICO				
Devoteam Mexico	99%	99%	FC	FC
Devomex Cloud Services	98%	98%	FC	FC
PANAMA				
Drago Solutions Corp. PANAMA	100%	100%	FC	FC
POLAND				
Avalon Solutions Sp Zoo	88%	88%	FC	FC
PORTUGAL				
Bold International SA	65% (20)	61%	FC	FC
Bold Wealth Lda	65% (21)	61%	FC	FC
DiamondbyBold Lda	0% (22)	61%	NC	FC

OutFit	66% (21)	64.4%	FC	FC
TechSensys Lda	0% (23)	61%	NC	FC
Nubalia Cloud computing LDA	75%	75%	FC	FC
Integrity SA	75%	75%	FC	FC
Excellence Center DVT Portugal	65% (24)	75%	FC	FC
CZECH REPUBLIC				
Devoteam s.r.o	90%	90%	FC	FC
UNITED KINGDOM				
Devoteam UK Limited	100% (25)	97.4%	FC	FC
Devoteam Cloud Services Ltd (ex. Avalon Solutions)	0% (26)	87.5%	NC	FC
Fourcast Cloud Services Ltd	70%	70%	FC	FC
Cloudeon LTD	100%	100%	FC	FC
RUSSIA				
Media-tel LLC	43%	43%	EA	EA
SCANDINAVIA				
Devoteam A/S (Denmark)	100%	100%	FC	FC
DVT Technology Consulting (Denmark)	90%	90%	FC	FC
Jayway ApS	100% (27)	85.5%	FC	FC
Devoteam Cloud Services (Denmark)	93.1% (28)	87.5%	FC	FC
Devoteam Creative Tech AB	100% (27)	85.5%	FC	FC
Devoteam Holding AB	100% (27)	85.5%	FC	FC
DVT Cloud Services	100% (27)	85.5%	FC	FC
Sädesmagasinet Förvaltnings AB	100% (27)	85.5%	FC	FC
Devoteam G Cloud AB (Ex Avalon Solutions AB)	93.1% (28)	87.5%	FC	FC
Devoteam AS	100%	100%	FC	FC
Devoteam G Cloud AS (ex Avalon Solutions AS Norway)	93.1% (28)	87.5%	FC	FC
Inviso by DVT *	87.5%	87.5%	FC	FC
Inviso software by DVT *	88.5%	88.5%	FC	FC
Studio Vues AS	49%	49%	EA	EA
Devoteam M Cloud AS	80% (29)	81%	FC	FC
Cloudeon A/S (Denmark)	100%	100%	FC	FC
Cloudeon AB (Sweden)	100%	100%	FC	FC
Cloudeon AS (Norway)	100%	100%	FC	FC
Avalon Solutions Intressenter	45.1% (28)	0%	FC	
SERBIA				
Devoteam d.o.o.	100%	100%	FC	FC
SINGAPORE				
Devoteam Cloud Services PTE Ltd	93.1% (28)	87.5%	FC	FC
SLOVAKIA				
Devoteam Slovakia	90%	90%	FC	FC
SWITZERLAND				
Devoteam Switzerland	90%	90%	FC	FC
TUNISIA				
Devoteam Tunisia	75%	75%	FC	FC
Devoteam Technology Consulting	75%	75%	FC	FC
TURKEY				
Devoteam Information Technology and Consultancy A.S. (ex Secura)	100%	100%	FC	FC

FC: Fully consolidated; EA: Equity-accounted; NC: No consolidated

20230714325911

20230714325Z

(1) S'Team Management was absorbed by Axance SAS at 1 January 2022.
(2) Acquisition of an additional 12.5% interest in Slag Management, Siticom's holding company. This brings the Group's stakes in Slag Management and Siticom to 100%
(3) Sale of 10% of the share capital of Devoteam Innovative Tech Enterprise Application. The Group's interest is now 80%.
(4) MY-G 295 was absorbed into Devoteam G Cloud SAS.
(5) Acquisition of an additional 3.5% of Technologies & Operations, bringing the Group's interest to 96.3%.
(6) Acquisition of an additional 5% interest in Fi-Makers. The Group's equity interest is now 96%.
(7) Maxance was absorbed into Devoteam SAS.
(8) DMC HOLDING was absorbed into Devoteam SAS, the holding company of Devoteam Management Consulting FR and BE.
(9) Devoteam acquired 100% of the share capital of Alfun and of its subsidiary DeepEdge Consulting.
(10) Devoteam Management Consulting Belgium merged with Devoteam NV/SA.
(11) An additional 5% of Devoteam Netherland BV was acquired, bringing the Group's stake to 95%.
(12) Devoteam Spain was merged into Drago solution SAU.
(13) Softoro Development Center was merged into Drago solution SAU.
(14) New Business Intelligence Company was merged into Drago solution SAU.
(15) 100% of Necsia's share capital was acquired via the DPI holding company.
(16) Acquisition of 100% of Beclever's share capital by Drago solution SAU.
(17) Liquidation of Devoteam Cloud Services US.
(18) Acquisition of 65% of the share capital of Devoteam Italia SRL, bringing the Group's stake to 85%.
(19) Creation of Cloudeon UAB, a subsidiary of Cloudeon A/S.
(20) Acquisition of an additional 4% of Bold, bringing the Group's stake to 65%.
(21) Acquisition of an additional 4% of Bold wealth, bringing the Group's stake to 65%, and increasing the equity interest in Outfit, a subsidiary of BoldWealth, by 1.6%.
(22) Diamond By Bold is merged into Bold.
(23) TechnSensys Lda was merged into Boldwealth Lda.
(24) Shares in Excellence Center DVT Portugal were sold by Devoteam SAS to Bold international, bringing the Group's stake to 65%.
(25) An additional 2.6% of Devoteam UK's share capital was acquired, bringing the Group's stake to 100%.
(26) Devoteam Cloud Services Ltd (ex. Avalon Solutions) was liquidated.
(27) Additional acquisition of 14.5% of Sädesmagasinet Förvaltnings AB, the holding company of the Jayway group. This gives the Group a 100% stake.
(28) Acquisition of 45.1% of Avalon Solutions Intressenter, the holding company of the Avalon group, by Devoteam SAS.
(29) Sale of 1% of the share capital of DVT Cloudify. This gives the Group an 80% stake.

20230714325Y3

4.2 Movements during the year

4.2.1 Other acquisitions during the period

The Group made the following acquisitions during the period:

- In December 2021, the Group acquired 100% of the share capital of Necsia IT Consulting S.L. in Spain and Alfun SAS in France. The shares acquired were recorded as non-current financial assets at 31 December 2021.

- On 17 June 2022, Devoteam acquired 100% of the share capital of BeClever in Spain. Its service offering is focused on digital transformation and in particular on Cybersecurity, Infrastructure & Data, and Applications. BeClever is a Microsoft partner. BeClever has around 50 employees and generated revenue of €4.5 million in 2020.

Net assets of the acquired companies

In thousands of euros	Necsia	BeClever	Alfun
Fixed Assets	215	54	613
Trade and other receivables	2,257	2,067	5,444
Cash and cash equivalents	935	1,328	5,740
Current and non-current provisions	-	-	-
Provisions for pension liabilities	-	-	-
Trade and other payables	(2,829)	(2,933)	(7,336)
Net assets and liabilities	578	517	4,462

Goodwill

Goodwill arising from acquisitions was calculated as follows:

In thousands of euros	Necsia	BeClever	Alfun
Consideration provided for the takeover	10,425	6,519	33,361
- Of which contingent consideration	4,763	1,323	11,112
Non-controlling interest measured as a share of the net identifiable assets recorded	-	-	-
Less fair value of net identifiable assets	(578)	(517)	(4,462)
Goodwill/Badwill (-)	9,847	6,002	28,899

The expenses arising from these acquisitions totalled €30 thousand and are recorded in "Other current operating expenses".

The nature of the Group's business results in the recognition of significant goodwill. In a business combination, the Group primarily acquires human capital.

Acquisition accounting and valuation period

The allocation of the price paid to acquire BeClever is being determined and will be finalised in 2023.

The finalisation of the price of the acquisitions of Nubalia, Integrity, Necsia and Alfun, acquired in 2021, did not give rise to the recognition of any significant intangible assets during the year.

20230714325Y4

Comparable basis information

In thousands of euros	Transactions in 2022	Transactions in 2021
Annual revenue	22,260	12,716
Ordinary operating income	3,628	1,643
Net income	2,581	1,046
Total assets	12,219	32,633
Changes in WCR	(1,741)	44,691

4.2.2 Disposals and losses of control

During the year, the Group wound up Devoteam Cloud Services Ltd in the United Kingdom and Devoteam Cloud Services US in the United States, with no material impact on the financial statements.

Note 5 - The consolidated statement of financial position

5.1 Goodwill

In thousands of euros	31 December 2021	Acquisitions/ Impairment	Other	Disposals	Foreign currency translation differences	31 December 2022
Goodwill	617,225	44,748	3,078	-	(2,159)	662,892
Impairment losses	-	(1,234)	-	-	55	(1,179)
Net goodwill	617,225	43,514	3,078	-	(2,105)	661,712

The €44,487 thousand increase in net goodwill at 31 December 2022 is mainly attributable to the following

- a €44,748 thousand increase in goodwill arising from the acquisitions of BeClever in Spain (€6,002 thousand), Alfun in France (€28,899 thousand) and Necsia in Spain (€9,847 thousand)
- the adjustment of goodwill for Cloudeon in Denmark (€2,943 thousand) and Nubalia in Spain (€135 thousand)
- the recognition of an impairment loss of €1,234 thousand on the Sweden CGU. This impairment loss was justified by lower-than-expected growth and profitability prospects.
- the negative impact of exchange rate movements (€2,105 thousand), mainly in the Middle East, Sweden and Norway.

The following movements were observed at 31 December 2021:

In thousands of euros	Acquisitions/ Impairment	Other	Disposals	Foreign currency translation differences	31 December 2021
Goodwill	612,613	-	-	4,612	617,225
Impairment losses	-	-	-	-	-
Net goodwill	612,613	-	-	4,612	617,225

No impairment losses were recognised in 2021.

20230714325595

Goodwill by CGU at 31 December 2021 and 2022:

In thousands of euros	31 December 2022			31 December 2021		
Goodwill	Gross goodwill	Cumulative impairment	Net goodwill	Gross goodwill	Cumulative impairment	Net goodwill
France	295,354	-	295,354	266,455	-	266,455
Denmark	81,011	-	81,011	78,067	-	78,067
Portugal	44,217	-	44,217	44,217	-	44,217
Sweden	32,782	(1,179)	31,603	35,570	-	35,570
Spain	51,102	-	51,102	35,119	-	35,119
Belux	34,888	-	34,888	34,888	-	34,888
Middle East	33,593	-	33,593	31,636	-	31,636
Alps	20,815	-	20,815	20,193	-	20,193
Norway	16,029	-	16,029	16,872	-	16,872
Germany	13,930	-	13,930	13,930	-	13,930
Netherlands	13,884	-	13,884	13,884	-	13,884
Great Britain	12,508	-	12,508	13,202	-	13,202
Africa	6,139	-	6,139	6,535	-	6,535
Austria	5,356	-	5,356	5,356	-	5,356
Italy	1,224	-	1,224	1,224	-	1,224
Turkey	59	-	59	77	-	78
Total	662,892	(1,179)	661,712	617,225	-	617,225

Earn-out clause

At 31 December 2022, the earn-out commitment was €20,923 thousand (vs. €19,845 thousand at 31 December 2021) and involved Paradigmo, New Bic, Integrity, Axance, Cloudeon, Necsia, Alfun, Devoteam Italy and BeClever. These earn-outs are contingent on the future performance of the acquired entities.

The recoverable amount of the CGUs

The method used to measure the recoverable amount of CGUs is described in Note 3.2. The key assumptions used in 2022 to determine the recoverable amounts are presented below for each geographic region in which the Group is present:

Key assumptions for 2022	Discount rate	Long-term growth rate	Normative rate of return[1]
France	10.3%	2%	3% to 17%
Other countries	9.6% to 12.2%	2%	5% to 15%[2]
Middle East	11.3% to 15.9%	2.50%	5% to 10%
North Africa	12.50%	2.50%	10% to 12%

(1) Long-term operating margin.
(2) With the exception of Nubalia whose normative rate of return is 20%.

Key assumptions for 2021	Discount rate	Long-term growth rate	Normative rate of return[1]
France	9.0%	2%	3% to 10%
Other countries	8.4% to 11%	2%	5% to 9%[2]
Middle East	10.7% to 11.5%	2.50%	5% to 11%
North Africa	15.20%	2.50%	5% to 9%

(1) Long-term operating margin.
(2) Except for Nubalia and TMNS Serbia whose normative rates of return are respectively 20% and 15%.

The key assumptions were determined as follows:

20230714325596

- The discount rate was determined by an independent firm on the basis of average risk premiums and betas observed over the past two years. The risk-free rate is the average rate of 10Y French government OAT bonds over the past two years.
- The normative return of the CGUs used to calculate the terminal value was based on the Group's historical data.
- The long-term growth rate used to calculate the terminal value is derived from OECD forecasts and is confirmed by the average rate used by financial analysts for the Group's industry.

At 31 December 2022, the application of IFRS 16 was taken into account in Group's impairment testing methodology. In particular, this impacts the value of the assets to be tested, the discount rates and the cash flow projections.

The following sensitivity tests were performed on these key assumptions:

- A 0.5-point increase in the discount rate would have reduced earnings by €3,784 thousand. A 1-point increase in the discount rate would have reduced earnings by €13,888 thousand.
- A 0.5-point decrease in the perpetual growth rate would have reduced earnings by €2,126 thousand.
- A 0.5-point decrease in the normative rate of return would have reduced earnings by €1,885 thousand.

Future cash flows are estimated using parameters obtained from the budgeting and forecasting process over a five- year timeframe, and include growth and profitability rates that are deemed to be reasonable and consistent with management's expectations.

The following sensitivity tests were performed on the parameters used to estimate future cash flows:

- A 1-point decrease in revenue growth would have reduced the Group's earnings by €2,687 thousand.
- A 1-point decrease in the operating margin would have reduced the Group's earnings by €1,390 thousand.
- A combination of the above two decreases would have reduced the Group's earnings by €7,587 thousand.

Other than the CGU that was impaired during the period, the Alps, Spain and Portugal CGUs had a recoverable amount that was near their carrying amount at the end of 2022.

20230714325S7

5.2 Intangible assets

The table below shows the main movements observed in 2022:

In thousands of euros	Software and trademarks	Business relationships and order backlog	Other intangible assets	Total
Gross value				
At 1 January 2022	34,293	243,860	9,136	287,289
Change in scope	14	26	(3,439)	(3,399)
IFRS 5 reclassification	-	-	-	-
Acquisitions during the year	400	-	5,763	6,164
Disposals during the year	-	-	-	-
Reclassification and scrapping	(514)	(416)	(128)	(1,057)
Foreign currency translation differences	(39)	(753)	(0)	(793)
At 31 December 2022	34,155	242,716	11,332	288,204
Accumulated amortisation and impairment losses				
At 1 January 2022	(8,845)	(23,527)	(4,036)	(36,408)
Change in scope	(11)	-	313	302
IFRS 5 reclassification	-		-	-
Net additions	(557)	(21,628)	147	(22,038)
Decreases	-	-	-	-
Reclassification and scrapping	514	416	125	1,055
Foreign currency translation differences	(7)	157	-	150
At 31 December 2022	(8,906)	(44,582)	(3,451)	(56,939)
Net value at 31 December 2022	25,249	198,134	7,881	231,264

The table below shows the main movements observed in 2021:

In thousands of euros	Software and trademarks	Business relationships and order backlog	Other intangible assets	Total
Gross value				
Changes in scope[1]	33,929	241,600	6,317	281,846
Acquisitions during the year	200	-	1,731	1,931
Disposals during the year	-	-	-	-
Reclassification and scrapping	46	-	(94)	(48)
Foreign currency translation differences	118	2,260	1,182	3,560
At 31 December 2021	34,293	243,860	9,136	287,289
Accumulated depreciation and impairment losses				
Changes in scope[1]	(8,369)	-	(3,667)	(12,036)
Net additions	(431)	(23,404)	(443)	(24,278)
Decreases	-	-	-	-
Reclassification and scrapping	(39)	-	74	35
Foreign currency translation differences	(6)	(123)	(0)	(129)
At 31 December 2021	(8,845)	(23,527)	(4,036)	(36,408)
Net value at 31 December 2021	25,449	220,333	5,100	250,881

(1) Mainly attributable to the consolidation of the Devoteam group

20230714325598

5.3 Tangible assets

The table below shows the main movements observed in 2022:

In thousands of euros	Land and buildings	Fixtures and fittings	IT, office equipment and furniture	Other tangible assets	Total
Gross value					
At 1 January 2022	637	7,127	35,208	1,040	44,012
Change in scope	-	-	621	527	1,147
IFRS 5 reclassification	-	-	-	-	-
Acquisitions during the year	179	1,014	7,242	710	9,143
Disposals during the year	-	(94)	(1,319)	(272)	(1,685)
Reclassification and scrapping (1)	(1)	(2,645)	(4,458)	(12)	(7,116)
Foreign currency translation differences	22	(28)	(174)	(12)	(191)
At 31 December 2022	837	5,374	37,119	1,981	45,310
Accumulated amortisation and impairment losses					
At 1 January 2022	(527)	(4,454)	(26,823)	(934)	(32,738)
Change in scope	-	-	(443)	(179)	(622)
IFRS 5 reclassification	-	-	-	-	-
Net additions	(123)	(486)	(5,088)	(125)	(5,821)
Decreases	-	29	633	-	662
Reclassification and scrapping	-	2,463	4,288	77	6,828
Foreign currency translation differences	(23)	12	100	(2)	87
At 31 December 2022	(673)	(2,435)	(27,333)	(1,164)	(31,605)
Net value at 31 December 2022	164	2,939	9,786	817	13,706

(1) Mainly corresponds to improvements to business premises and IT equipment upgrades for the Group's operational needs.

The table below shows the main movements observed in 2021:

In thousands of euros	Land and buildings	Fixtures and fittings	IT, office equipment and furniture	Other tangible assets	Total
Gross value					
Changes in scope[1]	3,613	6,697	31,041	1,150	42,501
Acquisitions during the year[2]	-	396	5,053	27	5,475
Disposals during the year	(797)	-	(174)	(113)	(1,083)
Reclassification and scrapping	(2,210)	(0)	(889)	(20)	(3,119)
Foreign currency translation differences	31	36	176	(4)	239
At 31 December 2021	637	7,127	35,208	1,040	44,012
Accumulated depreciation and impairment losses					
Changes in scope[1]	(606)	(3,953)	(23,229)	(952)	(28,741)
Net additions	(50)	(469)	(4,464)	(90)	(5,073)
Decreases	150	-	482	110	743
Reclassification and scrapping	8	-	515	(3)	520
Foreign currency translation differences	(29)	(32)	(126)	-	(188)
At 31 December 2021	(527)	(4,454)	(26,823)	(934)	(32,738)
Net value at 31 December 2021	110	2,673	8,385	106	11,274

(1) Mainly attributable to the consolidation of the Devoteam group.
(2) Mainly corresponds to improvements to business premises and IT equipment upgrades for the Group's operational needs.

20230714325599

5.4 Rights to use leased assets

Rights to use leased assets

In thousands of euros	Land, buildings and fittings	Vehicles	IT and other equipment	Total
Gross value				
At 1 January 2022	61,984	20,258	91	82,333
Foreign currency translation differences	(510)	(33)	-	(543)
Acquisitions/Increases	14,263	5,304	(6)	19,561
Disposals/Decreases	(10,461)	(3,155)	-	(13,616)
At 31 December 2022	65,276	22,374	85	87,735
Depreciation, amortisation and impairment				
At 1 January 2022	(25,777)	(10,559)	(40)	(36,376)
Foreign currency translation differences	248	21	-	269
Charges and impairment	(10,471)	(5,242)	(12)	(15,725)
Reversals	3,416	2,734	-	6,150
At 31 December 2022	(32,584)	(13,046)	(52)	(45,682)
Net values				
At 31 December 2022	32,693	9,329	33	42,055

Lease liabilities

In thousands of euros	Due in less than 1 year	Due in 1 to 5 years	Portion due in more than 5 years	Total
Operating lease liabilities At 31 December 2022	13,317	23,859	5,989	43,166

5.5 Non-current financial assets

In thousands of euros	31 December 2022	31 December 2021
Loans, guarantees and other receivables	5,163	5,997
Other financial assets	877	38,321
Total	6,040	44,318

Non-current financial assets consist mainly of security deposits and loans outside the Group. Loans, guarantees and other receivables consist mainly of lease security deposits totalling €3,496 thousand. Other non-current financial assets consist mainly of cash advances to associates. The change in this item is mainly due to the reclassification of shares in Alfun (€29,916 thousand) and Necsia (€7,485 thousand), which were not consolidated at 31 December 2021.

5.6 Equity-accounted investees

In thousands of euros	31 December 2022	31 December 2021
Investments in associates	553	560

The information provided below applies to the following equity-accounted investees: Kelvox (Spain), DFSJ (Belgium), Media-Tel LLC (Russia), Exa ECS (France) and Studio Vues (Norway).

20230714326O0

Recorded amounts *In thousands of euros*	31 December 2022	31 December 2021
Non-current assets	630	431
Current assets	6,698	6,969
Non-current liabilities	943	1,119
Current liabilities	5,283	5,192
100% of net assets	1,102	1,088
Net assets attributable to the Group	553	560
Goodwill	-	-
Other	-	-
Carrying amount of interests	553	560
Net revenue	10,322	7,577
Profit / (loss) after tax from continuing operations	25	(176)
Other items of comprehensive income	-	-
Total comprehensive income	25	(176)
Total comprehensive income attributable to the Group	(2)	(67)

5.7 Investment property

The Group's investment property consists of an office building with total floor space of 4,122 sqm and a 894 sqm data centre. As this property is fully sublet, it is not used for the Group's business and is accordingly classified as an investment property. The fair value assigned to this asset for the Devoteam Group acquisition of 1 December 2020 is €2,200 thousand. This value was not adjusted at 31 December 2022.

This investment property generated subletting income of €461 thousand with operating expenses totalling €16 thousand.

5.8 Other non-current assets and liabilities

Assets *In thousands of euros*	31 December 2022	31 December 2021
Other	413	185
Prepaid expenses (>1 yr)	1,558	2,234
Total	1,971	2,419

Liabilities *In thousands of euros*	31 December 2022	31 December 2021
Other non-current liabilities	41,385	44,828
Deferred income	3,341	3,231
Total	44,725	48,059

Other non-current liabilities consist of the following:

- Earn-out liabilities of €16,029 thousand, of which €8,588 thousand for Cloudeon, €5,243 thousand for Alfun, €1,323 thousand for BeClever, €535 thousand for Devoteam Italy and €340 thousand for Paradigmo
- Put-option liabilities of €24,114 thousand, of which €10,798 thousand for Fourcast, €5,058 thousand for Integrity, €7,276 thousand for Nubalia and €982 thousand for Devoteam.
- Non-current mandatory severance pay liabilities of €1,001 thousand for employees in Italy.

20230714326O1

5.9 Other non-current assets and liabilities

Assets *(in thousands of euros)*	31 December 2022	31 December 2021
Trade receivables	274,425	220,144
Contract assets	65,598	66,784
Tax and social security receivables	24,068	19,353
Current tax receivables	10,364	5,407
Other current receivables	3,341	1,946
Prepaid expenses	52,651	46,284
Total	430,447	359,919

Trade receivables and contract assets

The change in trade receivables and contract assets of €53,095 thousand is mainly attributable to changes in scope (€11,778 thousand) and to the growth of business activity. At 31 December 2022, the Group had 45 days of sales outstanding (DSO) vs. 44 DSO at 31 December 2021.

Calculation of average days of sales outstanding (DSO)

(all figures are thousands of euros, except for the number of days)	31 December 2022	31 December 2021
Trade receivables and contract assets excl. VAT	310,790	259,937
Accounts receivable and contract liabilities	(120,797)	(114,710)
Net client position excl. VAT	189,992	145,226
Q4 2022 / Q4 2021 revenue excl. VAT	381,743	296,455
DSO (in days) (*)	45	44

*Management data, with neutralisation of the impacts of factoring & IFRS 15.

Tax and social security receivables

The change in tax and social security receivables is attributable to the change in the consolidation scope during the year (€840 thousand) and the Group's organic growth.

Prepaid expenses

The change in this item is explained by changes in scope (€966 thousand) and by the Group's business activity.

Liabilities (excluding current provisions and short-term loans and other borrowings) *(in thousands of euros)*	31 December 2022	31 December 2021
Trade payables	143,262	109,711
Tax and social security liabilities	187,395	160,726
Current tax liabilities	10,180	10,684
Fixed asset liabilities	3,061	3,433
Other current liabilities	35,463	34,667
Contract liabilities	103,054	97,353
Total	482,415	416,575

Trade payables

The change in trade payables is explained by changes in scope (€5,610 thousand) and by the Group's business activity.

Tax and social security liabilities

Tax and social security liabilities rose €26,669 thousand. This was largely attributable to the Group's organic growth (€23,383 thousand) and also to changes in scope (€3,286 thousand).

2023071432602

Fixed asset liabilities
This item consists mainly of €2,912 thousand in liabilities arising from the acquisition of Cloudeon shares.

Other current liabilities
Other current liabilities amounted to €35,463 thousand and break down as follows:

- Advance payments from customers and customer credit notes to be issued totalling €17,283 thousand (vs. €16,951 thousand in 2021), mainly for French entities (€14,806 thousand) and Danish entities (€1,619 thousand)
- Current liabilities in respect of earn-outs and put options on non-controlling interests totalling €16,784 thousand (vs. €17,137 thousand in 2021) for acquisitions
- Dividends to be paid to minority shareholders totalling €228 thousand.

Contract liabilities
The increase in this item is explained by changes in scope (€2,180 thousand) and by the Group's business activity.

5.10 Other current financial assets and net cash

Other current financial assets
This item mainly consists of a security deposit for the receivables factoring contract (€2,165 thousand), short-term loans and guarantees (€777 thousand), and a hedging instrument (€2,397 thousand), the characteristics of which are described in Note 5.14.

Net cash
The cash shown in the statement of cash flows consists of cash and cash equivalents (short-term investments and cash in bank), net of bank overdrafts.

Net cash/debt includes cash, as defined above, and cash management assets (assets presented separately in the statement of financial position due to their characteristics), less short- and long-term borrowings. It also takes into account the impact of hedging instruments on borrowings and treasury shares. It does not include the lease liabilities recognised pursuant to IFRS 16.

In thousands of euros	31 December 2022	31 December 2021
Short-term investments	117	2,755
Cash in bank	134,281	113,393
Bank overdrafts (liability)	(6,208)	(6,396)
Cash and cash equivalents	128,190	109,752
Cash management assets[1]	-	-
Bonds	-	-
Bank loans and other borrowings	(554,034)	(551,543)
Long-term borrowings	(554,034)	(551,543)
Bonds	-	-
Bank loans and other borrowings	(29,309)	(13,934)
Short-term borrowings	(29,309)	(13,934)
Total borrowings[2]	(583,343)	(565,477)
Derivative instruments	-	-
Net cash	(455,152)	(455,725)

* Borrowings are described in detail in Note 5.14.

Cash held in countries subject to foreign exchange controls totalled €3,102 thousand.

The main changes in the Group's cash over the year are described in Note 7.

20230714326G3

5.11 Deferred tax assets and liabilities

Recognised deferred tax

The items in the table below are not offset by the Group's consolidated deferred tax assets and liabilities.

In thousands of euros	31-Dec-21	Recognised in profit or loss	Foreign currency translation differences	OCI*	Other	31-Dec-22	31-Dec-22	
							Assets	Liabilities
Lump-sum retirement payments	1,493	123	(29)	(673)	850	1,764	1,793	(29)
Sundry provisions	1,610	(815)	2		268	1,066	1,194	(128)
Other temporary differences	1,661	233	5		(221)	1,680	2,020	(339)
Tax loss carryforwards	133	160	(13)		716	997	997	-
Customer relationships	(52,681)	4,728	810			(47,143)		(47,143)
Order backlog	(1,073)	464	(22)		(6)	(637)		(637)
Trademark	(6,218)		67			(6,151)		(6,151)
Treasury shares								
Operating leases (IFRS 16)	272	-4				267	267	-
Finance leases	-	21			(2)	19	19	-
Cancellation of goodwill	(339)	(2)	27		(613)	(927)	183	(1,110)
Other	1,595	172	53	(373)	(688)	756	1,772	(1,019)
TOTAL	(53,547)	5,081	902	(1,046)	304	(48,308)	8,249	(56,557)

* Other comprehensive income.

Castillon SAS established a tax consolidation group on 1 January 2022 for its main French subsidiaries.

In thousands of euros	Newly consolidated entities	Recognised in profit or loss	Foreign currency translation differences	OCI*	Other	31-Dec-21	31-Dec-21	
							Assets	Liabilities
Lump-sum retirement payments	1,345	83		(136)	201	1,493	1,494	(1)
Sundry provisions	1,705	(103)	6			1,610	1,618	(8)
Other temporary differences	1,850	(218)	26		5	1,661	2,129	(468)
Tax loss carryforwards	612	(441)	(3)		(35)	133	133	-
Customer relationships	(57,438)	5,161	(404)			(52,681)		(52,681)
Order backlog	(1,555)	516	(34)			(1,073)		(1,073)
Trademark	(6,195)		(23)			(6,218)		(6,218)
Treasury shares	(0)	(83)			83	-	-	-
Operating leases (IFRS 16)	202	70				272	272	-
Finance leases	(0)					-	-	-
Cancellation of goodwill	(306)		(33)			(339)	168	(507)
Other	1,509	(76)	53		109	1,595	2,293	(698)
TOTAL	(58,272)	4,909	(412)	(136)	363	(53,547)	8,112	(61,660)

* Other comprehensive income.

The Group recognised a deferred tax asset on its tax loss carryforwards of €997 thousand, mainly in Denmark (€588 thousand), France (€196 thousand) and Norway (€208 thousand).

The recoverability of these tax assets is justified by tax planning over a 3-year period, using the growth and profitability assumptions that were used to determine the recoverable amounts of the CGU.

20230714326O4

The table below shows the change in deferred taxes in 2021 and 2022.

In thousands of euros	31 December 2022	31 December 2021
Profit/(loss)	5,081	4,908
Foreign currency translation differences	902	(412)
Other comprehensive income	(1,046)	(136)
Changes in scope	24	(58,272)
Other	280	365
Total	5,239	(53,547)

Maturity of deferred tax assets before offsetting:

In thousands of euros	31 December 2022			31 December 2021		
	Total	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year
Deferred tax assets	8,249	5,626	2,623	8,112	5,152	2,960
Deferred tax liabilities	56,558	6,485	50,073	61,660	5,901	55,758
Net deferred tax	(48,308)	(859)	(47,449)	(53,547)	(749)	(52,798)

Unrecognised deferred tax

The Group has tax loss carryforwards in various tax jurisdictions. Deferred tax assets have not been recognised in respect of these tax losses, as there is not sufficient probability that a taxable profit will enable their use within a reasonable timeframe.

In thousands of euros	2022	2021
Unrecognised tax loss carryforwards	48,262	38,852

These tax deficits, which were not recognised at 31 December 2022, mainly concern the Group's entities in France (€29,834 thousand), Germany (€9,640 thousand) Lithuania (€1,899 thousand) and Spain (€1,825 thousand) and can be carried forward indefinitely.

The amounts of other comprehensive income included in the change in deferred taxes are shown below:

In thousands of euros	31 December 2022	31 December 2021
Tax expense on the remeasurement of defined-benefit pension plan liabilities	(673)	(140)
Tax expense on the change in the fair value of cash flow hedges	(373)	-
Total	(1,046)	(140)

5.12 Equity

5.12.1 Share capital

At 31 December 2022, Castillon S.A.S's share capital totalled396,403,407 euros and consisted of 396,403,407 shares with a par value of 1 euro.

The changes in share capital over the year are shown below:

20230714326O5

Share classes	Number of shares				Share capital
	Beginning of year	Created during the year	End of year	Par value	
Ordinary shares	3,923,543	2,117,560	6,041,103	1	6,041,103
A preferred shares	161,614,712	-	161,614,712	1	161,614,712
B1 preferred shares	3,081,537	947,834	4,029,371	1	4,029,371
B1' preferred shares	-	129,701	129,701	1	129,701
B2 preferred shares	563,000	-	563,000	1	563,000
C preferred shares	191,352,516	-	191,352,516	1	191,352,516
D preferred shares	32,673,004	-	32,673,004	1	32,673,004
Total	393,208,312	3,195,095	396,403,407		396,403,407

There are currently seven share classes:

- Ordinary shares
- The class A preferred shares, issued in consideration for the contribution of Devoteam shares by the founders of the Devoteam Group, are ordinary shares with double voting rights
- Class B1 and B1' preferred shares offer certain "positive" advantages in the event of a triggering event. They have a single voting right and no right to distributions.
- Class B2 preferred shares offer certain "positive" benefits in the event of a triggering event. They have double voting rights and no right to distributions.
- Class C preferred shares offer certain "negative" benefits in the event of a triggering event. They have a single voting right and entitle their holders to distributions.
- Class D preferred shares offer certain "negative" benefits in the event of a triggering event. They have a single voting right for all outstanding shares and entitle their holders to distributions.

5.12.2 Treasury shares

None

5.12.3 Earnings per share (EPS)

	31 December 2022
Consolidated profit/(loss) attributable to the Group (in thousands of euros)	8,611
Weighted average number of shares	396,403,407
Earnings per share (€)	0.02

* The calculation method is described in Note 3.20.

At 31 December 2022, there were no outstanding dilutive instruments.

5.13 Non-controlling interests

At 31 December 2020, the main minority interests were held in Devoteam Middle East, Bold, Axance, Devoteam Portugal, Devoteam Netherlands, Devoteam Morocco and Devoteam Czech Republic.

20230714326O6

The table below summarises the key financial figures of material non-controlling interests before intra-group eliminations.

In thousands of euros	31 December 2022	31 December 2021
Non-current assets	76,070	106,881
Current assets	291,646	267,874
Non-current liabilities	-22,911	(46,134)
Current liabilities	-226,251	(200,968)
Net assets	118,553	127,653
Reclassification of minority interests	229	1,326
Carrying amount of non-controlling interests	25,647	28,456
Net revenue	310,525	290,997
Net income	34,259	28,409
Other comprehensive income		-
Total comprehensive income	34,259	28,409
Net income allocated to non-controlling interests	6,494	13,549
Other comprehensive income allocated to non-controlling interests		-
Cash flow from operating activities	29,167	28,214
Cash flow from investing activities	(2,899)	1,078
Cash flow from financing activities	(17,341)	(34,049)
Impact of exchange rate fluctuations	84	1,301
Net increase (decrease) in cash and cash equivalents	9,011	(3,455)

The Group presents aggregate information on non-controlling interests due to the immaterial impact of these interests taken individually, with the largest representing less than 1.5% of the Group's consolidated equity.

5.14 Loans and other borrowings

In thousands of euros	31 December 2022	Due in less than 1 year	Due in 1 to 5 years	Due in more than 5 years
Term loan B	548,902	-	548,902	-
Loans from credit institutions	34,440	29,309	5,131	-
Bank overdrafts	6,208	6,208	-	-
Total loans and borrowings	589,551	35,517	554,034	-

In thousands of euros	31 December 2021	Due in less than 1 year	Due in 1 to 5 years	Due in more than 5 years
Term loan B	546,118	-	-	546,118
Loans from credit institutions	19,359	13,934	5,425	-
Bank overdrafts	6,396	6,396	-	-
Total loans and borrowings	571,873	20,329	5,425	546,118

Senior loan ("Term loan B" or "TLB")

On 20 July 2020, the Group signed a Senior Facility Agreement (SFA) with a pool of banks for a maximum amount of €370 million, in order to finance the acquisition of 100% of the Devoteam Group. Since the Group had not acquired 100% of the shares upon completion of the first tender offer in December 2020, only 300 million euros of this loan was drawn down and the balance was cancelled.
On 13 October 2021, the Group signed a supplement agreement to the SFA for an additional tranche of 265 million euros to finance the second tender offer for the Devoteam Group and its delisting. All of this additional tranche was used. The nominal amount of the loan is therefore €565 million.

20230714326O7

Loan issuance expenses amounted to €19.8 million and were deducted from the nominal amount of the loan.

The net book value of the TLB breaks down as follows:

In thousands of euros	31 December 2022	31 December 2021
Par value	565,000	565,000
Loan issuance expenses	(19,773)	(19,773)
Amortisation of loan issuance expenses	3,675	891
Net carrying amount	548,902	546,118

The main characteristics of the TLB are shown below:

	TLB
Nominal issuance amount (in €)	565,000,000
Term	84 months
Base interest rate	Euribor*
Initial margin	4.50%**
Amortisable	Not used
Intended redemption date	09/12/2027

* 0% floor

** The initial margin of 4.5% may be revised if the leverage ratio (L) falls below 2.5, as follows:
- between 2 and 2.5, the margin will be 4.25%.
- below 2, the margin will be 4.00%.

The leverage ratio (L) is the ratio of the net consolidated debt over the consolidated EBITDA

Taking into account issuance costs, this loan's effective interest rate is 7.23%.

In August 2022, the Company entered into an agreement with a leading counterparty to hedge some of its floating-rate debt with the hedging instrument that is described below. The Group may adapt its hedging strategy depending on market conditions and on volatility in particular.

Hedging instrument	
Type	Cap rate
Nominal amount	€225 million
Base interest rate	3-month Euribor
Term	3 years as of 19/09/2022
Strike price	3.25%
Cost of hedging (€)	1,105,000
Fair value to 31 December 2022 (€)	2,397,140

20230714326O8

Revolving Credit Facilities (RCF)

The SFA signed on 20 October 2020 with the Company gives the Group access to a RCF for a maximum amount of 100 million euros, with €35 million for the Company and €65 million for Devoteam (implemented with a supplemental agreement dated 12 March 2021).

	RCF 1 (Castillon)	RCF 2 (Devoteam)
Maximum amount (€)	35,000,000	65,000,000
Term (starting with first use)	78 months	78 months
Base interest rate	Euribor*	Euribor*
Initial margin	4.00%*	3.00%**

* 0% floor

**12 months after the first drawdown, the initial margin can be revised depending on the leverage ratio (L), thus making it possible to lower the margin to 3% for RCF 1 and to 2% for RCF 2.

The Senior Facility Agreement (SFA) provides for a 7-to-1 leverage ratio of consolidated net debt over consolidated EBITDA that is only to the advantage of the RCF lenders. This ratio is only tested if the total amount of the RCF drawdowns less available cash exceeds 40% of the maximum amount of the RCF lines. This covenant does not apply to the TLB.

Change in loans and other borrowings

			Change not affecting cash			
In thousands of euros	31 December 2021	Change in cash	Changes in scope	Currency effect	Other movements	31 December 2022
Term loan B	546,393	-			2,509	548,902
Loans from credit institutions	5,150	(2,491)	3,483	(427)	(585)	5,131
Lease liabilities	32,375	12,519	-		(15,045)	29,849
Non-current loans and other borrowings	583,918	10,028	3,483	(427)	(13,121)	583,882
Loans from credit institutions	13,934	13,771	283	0	1,322	29,309
Lease liabilities	14,470	(15,289)	-		14,135	13,317
Bank overdrafts	6,396	193	(381)	-	-	6,208
Current loans and other borrowings	34,800	(1,325)	(98)	0	15,457	48,834
Total loans and borrowings	618,718	8,703	3,385	(427)	2,336	632,716
of which change in borrowings on the cash flow statement		*11,279*				
of which change in bank overdrafts on the cash flow statement		*193*				
of which change in lease liabilities		(2,770)				

5.15 Provisions

The following table shows the aggregate provisions and movements for each category:

In thousands of euros	31 December 2021	Changes in scope	Charges	Reversals		Other changes*	31 December 2022
				Used	Not used		
Provisions - non-current	4,425	-	1,079	(1,669)	-	996	4,831
Provisions - current	11,995	-	6,707	(7,561)	(1,761)	(286)	9,093
Total	16,420	-	7,786	(9,231)	(1,761)	710	13,924

* Mainly arising from the reclassification of a provision for charges in the Middle East for €523 thousand.

20230714336O9

Current and non-current provisions (excluding pension obligations)

Current and non-current provisions amounted to €13,924 thousand (vs. €16,420 thousand in 2021) and break down as follows:

- Restructuring provisions totalling €3,410 thousand (vs. €2,386 thousand in 2021), recognised in Germany (€1,747 thousand), Denmark (€903 thousand), France (€663 thousand) and Spain (€80 thousand). The change over the year is chiefly attributable to:
  - Net restructuring provision charges, mainly in Germany (€930 thousand) and Denmark (€903 thousand)
  - Net restructuring provision reversals in France (€444 thousand), Norway (€287 thousand) and Morocco (€43 thousand)
- Provisions for employee disputes totalling €804 thousand, mainly in France
- Provisions for risks and charges totalling €9,710 thousand (vs. €13,230 thousand at 31 December 2021). The change over the year was attributable chiefly to the reversal of a risk provision on the Polish dispute in France and to additional risk provisions in Germany and the Middle East.

5.16 Provisions for pension obligations

Group employees in some countries are entitled to lump-sum retirement payments. The main countries in this respect are France, Austria, Belgium and Germany. The corresponding expense is included in the annual income, except for actuarial gains and losses, which are recognised in other comprehensive income.

In thousands of euros	31 December 2022	Change in scope	Charges	Reversals		Other changes*	31 December 2022
				Used	Not used		
Non-current pension and retirement provisions	5,167	-	685	(80)	-	(2499)	3,273

* The other changes are mainly actuarial gains and losses.

Valuation assumptions used

Key assumptions	2022	2021
Discount rate	3.20%	0.90%
Inflation rate	1.75% to 2%	1.75% to 1.80%
Average rate of salary increases	0% to 5.50%	0% to 5%

The retirement age is generally assumed to be 67. Mortality and staff turnover assumptions take into account the economic conditions of each Group country and company. The Group takes the employer's contributions into account in these calculations. The benchmarks used to determine the discount rates in 2022 are those used for the previous years.

20230714326I0

Change in the present value of the obligation

In thousands of euros	At 31 December 2022			At 31 December 2021		
	France	International	Total	France	International	Total
Present value of benefits for services rendered						
At start of year	3,483	12,489	15,972	-	-	-
Changes in scope				3,392	3,895	7,287
Service costs	464	776	1,240	433	83	515
Interest cost	35	108	143	15	13	29
Benefits paid over the year	(144)	(448)	(592)	(140)	(196)	(335)
Contributions from participants	-	81	81	-	-	-
Actuarial gains (losses) recognised directly in equity	(848)	(1,440)	(2,288)	(265)	(219)	(484)
Other changes	18	508	526	48	8,912	8,960
At end of year	3,008	12,073	15,081	3,483	12,489	15,972
Fair value of plan assets	-	(11,808)	(11,808)	-	(10,805)	(10,805)
Ceiling on plan assets (IAS 19.58b)	-	-	-	-	-	-
Liability recognised in respect of defined benefits	3,008	265	3,273	3,483	1,684	5,167

The Group's pension obligations (excluding plan assets) amounted to €15,081 thousand (vs. €15,972 thousand in 2021). They are for the Group's entities in France (€3,008 thousand), Belgium (€9,417), Germany (€307 thousand) and Austria (€2,349 thousand).

The cumulative actuarial gains and losses recognised in equity at 31 December 2022 totalled €4,880 thousand.

Change in the fair value of plan assets

In thousands of euros	At 31 December 2022			At 31 December 2021		
	France	International	Total	France	International	Total
At start of year	-	10,805	10,805	-	-	-
Changes in scope	-	-	-	-	2,487	2,487
Expected return on plan assets	-	95	95	-	10	10
Contributions	-	621	621	-	147	147
Benefits paid over the year	-	(449)	(449)	-	(183)	(183)
Actuarial gain (loss) on plan assets	-	218	218	-	67	67
Other changes	-	519	519	-	8,276	8,276
At end of year	-	11,808	11,808	-	10,805	10,805

Plan assets are mainly for the defined-benefit plans in Belgium (€9,324 thousand), Germany (€347 thousand) and Austria (€2,137 thousand). These plans are financed through a fund that is invested in general insurance company funds that offer a capital guarantee and a guaranteed minimum return.

Sensitivity to assumptions (France only)

The projected change in the annual discount rate would not have a significant effect on the amounts recognised in the income statement.

20230714326111

A change of one percentage point in the annual discount rate would have the following impacts:

In thousands of euros	Increase of one percentage point in the annual discount rate	Decrease of one percentage point in the annual discount rate
Aggregate effect on the service cost and interest cost	(32)	36
Effect on the value of the obligation	(335)	396

The projected change in the retirement age would not have a significant effect on the amounts recognised in the income statement.

A change of one year in the retirement age would have the following impacts:

In thousands of euros	One-year increase in the retirement age	One-year decrease in the retirement age
Aggregate effect on the service cost and interest cost	(30)	23
Effect on the value of the obligation	(213)	225

Expenses recognised

In thousands of euros	At 31 December 2022			At 31 December 2021		
	France	International	Total	France	International	Total
Cost of services rendered during the year	(464)	(776)	(1,240)	(433)	(83)	(516)
Interest cost	(35)	(108)	(143)	(15)	(13)	(29)
Expected return on plan assets	-	95	95	-	10	10
Benefits paid over the year	112	-	112	126	-	126
Total	(388)	(789)	(1,176)	(322)	(86)	(408)

The cost of services rendered by employees during the year and the benefits paid during the year are recognised in personnel expenses in the income statement. Returns on plan assets and interest cost are recognised in financial income.

The estimated contributions in 2023 are shown below:

In thousands of euros	France	International	Total
Cost of services rendered during the year	(359)	(606)	(965)
Interest cost	(107)	(375)	(481)
Expected return on plan assets	-	367	367
Benefits paid over the year	-	(560)	(560)
Total	(466)	(1,173)	(1,638)

Note 6 - Information on the income statement

6.1 Comparative information

The impact of the acquisitions made in 2022 on the financial statements is presented in Note 4.2.

6.2 Operating segments

The description of the operating segments and the changes made to their composition during the year are provided in Note 3.19. There was no change to operating segments in 2022 with respect to 2021.

The results and assets of the various operating segments are presented below:

In thousands of euros	France		International		HQ & divested entities		Group	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021	31 December 2022	31 December 2021	31 December 2022	From 7 February 2020 to 31 December 2021
Group contribution*	479,771	418,940	573,494	513,606	(10,027)	(6,245)	1,043,238	926,302
Depreciation and amortisation of tangible and intangible assets	(16,011)	(16,834)	(26,984)	(28,007)	(475)	(669)	(43,470)	(45,510)
Operating margin*	59,463	51,204	51,288	57,270	(6,722)	(11,734)	104,029	96,740
Operating income	57,651	38,237	45,174	40,245	(33,831)	(28,017)	68,994	50,465

Net financial income/(loss)	(37,384)	(21,615)
Income from equity-accounted investees	(2)	(67)
Tax expense	(16,504)	(21,446)
Net income	15,104	7,336

Impairment losses on goodwill and other assets (see Note 5.1) are allocated to the "HQ & divested entity" operating segment.

In thousands of euros	France		International		Total consolidated assets	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Segment assets*	659,873	623,297	849,697	815,656	21,247	17,971	1,530,816	1,456,923

* When segment assets are shared by two segments, they are allocated pro rata to the "group contribution" generated over the period.

Information by geographic region:

In thousands of euros	France		International		Consolidated total	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Revenue with external customers	477,120	415,245	566,118	511,031	1,043,238	926,275
Non-current assets	423,406	427,782	537,225	548,625	960,631	976,407

20230714326I3

Order backlog

The amount of the transaction price attributed to performance obligations not yet fulfilled at 31 December 2022 is determined in accordance with the exemptions allowed under the applicable standard. These are the performance obligations of contracts with initial terms of less than one year and performance obligations effectively fulfilled and billable (subcontracting contracts).

Accordingly, the revenue not yet recognised for performance obligations not yet fulfilled, as shown below, applies only to fixed-price contracts and subscriptions to SaaS products the client has not yet received. This revenue was at least €191,945 thousand at 31 December 2022.

Major customers

No single customer accounts for more than 5% of the Group's revenue.

6.3 Personnel expenses and share-based payments

Share-based payments:

At 31 December 2022, a total of 198,250 employee bonus shares were outstanding and "in the money".

In accordance with the parameters that are used to determine their fair value, the total amount remaining to be amortised in 2023 and subsequent years for the bonus shares that fall within the scope of IFRS 2 is -€7,760 thousand.

The movements of all stock option and bonus share plans are summarised in the following table.

	2022		2021	
	Number of options	Average exercise price	Number of options	Average exercise price
Number of shares available for subscription at start of year	250,000	**€0**	38,061	**€0**
Number of options cancelled during the year	51,750	€0	6,214	€0
Number of options exercised during the year	-	€0	31,847	€0
Number of options issued during the year	-	€0	250,000	€0
Number of options available for subscription at end of year	198,250	**€0**	250,000	**€0**

The key features of the stock option and bonus share plans that were still active in 2022 and 2021 are shown below:

Plan launch date	Granted	Number of options outstanding at 31/12/2022	Number of options outstanding at 31/12/2021	Exercise price	Earliest exercise date	Expiry date	Zero coupon rate
24/06/2021	250,000	198,250	250,000	-	01/04/2025	01/04/2025	1%
TOTAL	250,000	198,250	250,000				

Plan characteristics and calculation assumptions

Fair value of the shares granted and impact on the financial statements

On the basis of the method and calculation parameters used (described above) and the assumed staff turnover rate, a total "Share-based payments" expense of €3,824 thousand was recognised on the income statement at 31 December 2022. The main component of this expense is the bonus share plan.

2023071432614

The 2021 performance bonus share plan

On 24 June 2021, Devoteam SA's management board used the authorisation granted to it by the Combined General Meeting of 14 June 2019 to launch a new performance bonus share plan, the main characteristics of which are shown in the table below.

Summary	The plan of 24 June 2021
Total number of shares that may be granted	250,000
Start of plan	24/06/2021
End of plan (vesting date)	31/03/2025
Option exercise price	€0.00
Vesting period	45 months
Market performance condition	Yes
Individual performance condition	Yes
On payroll at the vesting date	Yes
Share price at grant date	€107.80
Fair value	€56.88

The main parameters of the valuation model are shown in the table below.

Key valuation parameters	The plan of 24 June 2021
Model used to determine the fair value	Monte Carlo
Share price volatility	37.00%
Risk-free interest rate	-0.453%
Anticipated dividend yield	1%

Personnel expenses:

Personnel expenses consist of the following:

In thousands of euros	2022	2021
Wages and salaries	(546,795)	(476,556)
Social security contributions	(154,402)	(136,325)
Lump-sum retirement payments	(626)	(1,088)
TOTAL	(701,824)	(613,969)

The increase in personnel expenses is attributable chiefly to changes in scope and to the Group's organic growth.

6.4 Other purchases and external expenses

Other purchases and external expenses for 2022 and 2021 are broken down below.

In thousands of euros	2022	2021
Subcontracting	(137,870)	(125,314)
Lease and rent payments	(13,642)	(10,658)
Business travel and receptions	(18,117)	(11,491)
Other purchases	(41,023)	(34,890)
TOTAL	(210,652)	(182,353)

6.5 Other operating income and expenses

The main components of other operating income and expenses are as follows:

20230714326I5

In thousands of euros					
Other operating expenses	2022	2021	Other operating income	2022	2021
Restructuring expenses	(6,139)	(3,998)	Income from the reversal of unused restructuring provisions	152	25
Net value of fixed assets sold	(147)	(77)	Net value of fixed assets sold	100	128
Net loss on disposals of subsidiaries	(1,022)	(37)	Net gain on disposal of subsidiaries	1	232
Acquisition related costs	(18)	(16,052)	Revaluation at fair value of previously acquired capital		
Impairment of goodwill (*)	(1,234)				
Sundry	(2,855)	(1,878)	Sundry	1,590	90
Total	(11,416)	(22,042)	Total	1,843	475

Restructuring expenses at 31 December 2022 are mainly attributable to downsizing costs, most notably in Germany (€1,921 thousand), France (€1,292 thousand), Norway (€510 thousand) and Denmark (€1,341 thousand).

The net loss on the disposal of subsidiaries mainly corresponds to the € 516 thousand adjustment of the proceeds from the sale of Studio Vues As and the €500 thousand provision on the receivable on the sale of Energy Dynamics assets.

Impairment losses on goodwill of €1,234 thousand are attributable to the Sweden CGU (see Note 5.1).

The other expenses correspond mainly to provisions for consulting fees (€1,010 euros) and for litigation (€1,500 thousand).

6.6 Financial income and expenses

The main components of financial income and expenses at 31 December 2022 are shown below:

In thousands of euros					
Financial expenses	2022	2021	Financial income	2022	2021
Realised exchange loss	(1,747)		Realised exchange gain	-	419
Interest on bonds measured at the effective interest rate	-	(559)	Interest on bonds measured at the effective interest rate	-	-
Interest on Term loan B measured at the effective interest rate	(30,588)	(17,002)			-
Capital loss on assets valued at fair value through profit and loss (fair value option)	-	-	Capital gain on assets valued at fair value through profit and loss (fair value option)	-	-
Interest charge on lease contract (IFRS 16) and interest on finance lease at the effective interest rate	(761)	(689)	Interest hedging income	-	-
Change in the fair value of the interest rate hedging instrument	-		Change in the fair value of the interest rate hedging instrument	-	-
Discounting of long-term liabilities	(1,425)	(826)		-	-
Provisions on financial assets	-		Provisions on financial assets	-	-
Other financial expenses	(3,365)	(3,632)	Other financial income	503	674
Total	(37,886)	(22,708)	Total	503	1,093

At 31 December 2022, there was a net financial expense of €37,383 thousand that is mainly attributable to:

- Term loan B interest expense of €30,588 thousand

20230714326l6

- The €1,746 thousand increase in financial expenses on credit lines and the factoring contract
- Interest expense on leases totalling €761 thousand arising from the application of IFRS 16.

The Group's cost of net financial debt breaks down as follows:

Cost of net financial debt		
In thousands of euros	2022	2021
Interest expense on financing operations at the effective interest rate	(33,431)	(20,974)
Net income (expense) of interest rate hedges on gross financial debt	-	-
Cost of gross financial debt	(33,431)	(20,974)
Interest income from cash and cash equivalents	256	645
Capital gains on assets at fair value through profit or loss *	-	-
Cost of net financial debt	(33,175)	(20,329)

Foreign exchange items recognised in other comprehensive income:

In thousands of euros	2022	2021
Gains on available-for-sale assets	-	-
Exchange differences	(2,099)	7,161
Total	(2,099)	7,161
Recognised in consolidated reserves	-	-
Recognised in translation reserves	(2,099)	7,161

6.7 Income tax expense

6.7.1 Breakdown by type of tax

- Current tax: the income tax expense is equal to the amount of income taxes due to tax authorities for the year, based on the rules and effective tax rates in the various countries.
- Deferred taxes: the deferred tax expense is determined in accordance with the method described in Note 3.18.

The following table breaks down taxes by type:

In thousands of euros	2022	2021
Current tax	(21,585)	(26,355)
Change in deferred taxes	5,081	4,908
Total	(16,504)	(21,446)

Deferred tax expense and credits:

In thousands of euros	2022	2021
Lump-sum retirement payments	123	83
Sundry provisions	(815)	(100)
Other temporary differences	233	(220)
Tax loss carryforwards	160	(441)
Customer relationships	4,728	5,161
Order backlog	464	516
Lease contracts (IFRS 16)	(4)	70
Treasury shares	0	(83)
Finance leases	21	(2)
Cancellation of goodwill	(2)	-
Other	172	(76)
Total	5,081	4 909

The deferred tax income generated is mainly attributable to the amortisation of customer relationships (€4,728 thousand) and the order backlog (€464 thousand).

6.7.2 Reconciliation of total tax expense with theoretical tax expense

The reconciliation between the income tax expense in the income statement and the theoretical tax expense is as follows:

In thousands of euros	2022	2021
Consolidated net income	15,104	7,336
Income tax expense	16,504	21,446
Pretax profit/(loss)	31,608	28,784
Tax rate applicable in France	25.83%	28.41%
Theoretical tax	8,163	8,177
Tax loss carryforwards previously unrecognised	(298)	(45)
Use of unrecognised prior tax losses	(396)	(552)
Unrecognised tax losses created over the year and derecognition during the year	3,362	10,748
Permanent differences and other items (1)	4,543	3,605
Additional local taxes (2)	2,507	2,092
Tax rate difference between countries and reduced rates (3)	(1,374)	(2,579)
Total tax calculated	16,504	21,446
Tax recorded	16,504	21,446

(1) Mainly concerns the absence of tax on the following elements:

- Capital gains on the disposal of equity interests (-€1,837 thousand)
- Non-deductible interest expenses born by the Group (€6,467 thousand)
- Non-deductible expenses (+€993 thousand)
- The share-based tax charge (-€658 thousand)
- The French research tax credit (-€257 thousand) and other tax credits (-€1,203 thousand)
- The taxation of some dividends (+€399 thousand)
- Other non-taxable restatements totalling +€567 thousand.

(2) The additional local taxes consist primarily of the CVAE tax (€2,253 thousand vs. €1,770 thousand in 2021), which is included with taxes as explained in Note 3.18.

(3) Mainly concerns the United Arab Emirates (-€469 thousand) France (-€210 thousand), Portugal (-€209 thousand), Germany (-€131 thousand), the Czech Republic (-€116 thousand), Serbia (-€107 thousand) and Lithuania (+€206 thousand).

6.8 Net income from discontinued operations

None.

Note 7 - Statement of cash flows

The Group uses the indirect method to present its statement of cash flows. Bank overdrafts repayable on demand, and which form part of the Group's cash management process, are included in cash and cash equivalents for the purposes of the statement of cash flows.

The main changes in the Group's cash over the year are described below.

7.1 Cash flow from operating activities

Cash flow from operations (CAF)

Cash flow from operations (which excludes changes in working capital and income taxes paid) improved significantly in 2022, rising from €95.3 million in 2021 to €112 million, for an 18.0% increase. This €17.2 million increase is mainly attributable to the growth of the Group's net operating income.

20230714326l7

20230714326518

Change in net working capital (WCR)

The change in the working capital requirement of -€8.0 million (vs. +€24.1 million in 2021, of which +€9.1 million on a 12-month basis) is attributable to the growth of the Group's business, despite the effect of customer payment times, with DSO relatively stable at 45 days at 31 December 2022 vs. 44 days a year earlier.

Taxes paid

Taxes paid rose to€25.3 million in 2022, vs. €21 million in 2021 and €19.3 million on a 12-month basis.

7.2 Cash flow from investing activities

Acquisitions and disposals of fixed assets

This item corresponds to the Group's operational investments, which mainly served to purchase IT equipment and fit out the Group's premises. In 2022, it also includes the development costs of the new Group ERP system, which were capitalised.

Acquisition of financial assets

This item mainly represents movements in bank term deposits with initial maturity of more than three months and loans to entities not fully consolidated by the Group.

Disposal of financial assets

This item mainly reflects the receipt of the balance of the vendor loan for the sale of the Group's minority interest in Between Staffing Group in the Netherlands, and to movements in customer bank security deposits, mainly in the Middle East.

Acquisition of subsidiaries, net of cash acquired

This item is mainly attributable to disbursements for the acquisition of BeClever in Spain, net of available cash, and to the integration of the available cash of Necsia in Spain and Alfun in France, which were acquired in 2021 but consolidated as of 1 January 2022 (see Note 4.2), totalling +€2.8 million. It also includes the payment of earn-outs and deferred payments on prior acquisitions totalling -€8.4 million.

7.3 Cash flow from financing activities

Proceeds from the issuance of share shares

The €5.8 million increase in capital increases is attributable to the issuance of shares in Castillon SAS to the holding companies La Surveillante, Duras, Sainte Foy and Entrepreneurship.

Repayments of loans

The Group's total loan repayments of €4.0 million in 2022 consist mainly of the repayment of a state-guaranteed loan by Alfun in France and bank loans in Spain.

Loan issuance

Loan issuance totalled €15.2 million in 2022 and consisted mainly of an additional €13 million drawdown on the confirmed RCF credit lines.

Repayment of lease liabilities

The repayment of lease liabilities in connection with the rights to use the leased assets (IFRS 16) amounted to €15.3 million.

Change in factored receivables (net of guarantees)

The Group's factored receivables increased €8.1 million over the year.

20230714326I9

Acquisition of non-controlling interests

The disbursement of €18.8 million was made to buyout the minority interests in the Group.

Interests paid

The €30.8 million in interest paid consists mainly of interest on the Term Loan B and the RCF, factoring contract fees, and interest on lease liabilities pursuant to IFRS 16.

Dividends paid

Dividends payments totalled €3.7 million and consisted solely of payments to the minority shareholders of the Devoteam group's subsidiaries.

7.4 Effect of exchange rate fluctuations on cash

The impact of changes in foreign exchanges rates on cash and cash equivalents held in foreign currencies is as follows:

In thousands of euros	31 December 2022	31 December 2021
Sweden	(460)	(102)
Norway	(300)	192
Morocco	(172)	117
United Kingdom	(119)	134
Czech Republic	(45)	34
United States	(37)	48
Turkey	(33)	(214)
Tunisia	(15)	29
Poland	(4)	(2)
Denmark	4	(9)
Mexico	90	51
Middle East	696	953
Other	(17)	34
Total	(412)	1,265

Note 8 – Information on financial risk management

8.1 Financial risk management policy

The Group is exposed to credit, liquidity and market risks arising from its use of financial instruments. This note provides information about the Group's exposure to these risks and its monitoring and management of these risks.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to fulfil its obligations. The main sources of credit risk the Group has identified are trade receivables and investments of surplus cash.

Trade receivables

The Group's exposure to credit risk depends mainly on the characteristics of each of the customers with which it does business. The Group's customer portfolio consists mainly of large global clients with significant financial resources. None of the Group's major customers accounts for over 5% of its annual revenue, with the five largest together accounting for approximately 16.3% of consolidated revenue, which considerably reduces concentration risk. The Finance Departments of the various Group entities manage customer credit risk directly. Nevertheless, when reviewing monthly performance, the Group's Finance Department systematically monitors all trade receivables that are due. Every material overdue payment is monitored and

20230714326Z0

an action plan is initiated if necessary. When entering into a business relationship with a new customer, the latter's credit-worthiness is assessed in accordance with its size.

The Group assesses its credit risk the end of each accounting period. This assessment is based on an individual analysis of each receivable at risk of non-recovery, and a provision is recorded in the amount of the best estimate of the probable loss that the Group may incur. In addition, following the entry into force of IFRS 9, the Group makes sure that the expected level of credit losses on trade receivables is immaterial.

Investments of surplus cash

The Group limits its exposure to credit risk by investing its cash exclusively in bank deposits that offer a capital guarantee and regular money market funds issued by leading banking counterparties. The liquidity of these investments was not in question at 31 December 2022.

Given the quality of its counterparties, the Group does not expect any of them fail to fulfil its obligations.

Sureties and guarantees given

The Group only stands as guarantor for its subsidiaries. However, in the normal course of business, the Group may be required to provide guarantees in favour of its business partners (mainly customers and suppliers), either directly or through banks. The main sureties and guarantees given are described in Note 9.3.

Liquidity risk

Liquidity risk is the risk that the Group may fail to meet its financial obligations. The Group's approach to managing this risk is to ensure that it always has sufficient funds to meet its liabilities as they fall due.

The Finance Department has established a forward-looking bi-weekly and annual cash flow monitoring process for each Group operating entity, which gives it sufficient visibility to manage its liquidity risk.

The Group has conducted a specific review of its liquidity risk, and considers itself able to meet its future payments. At the closing date, the Group had no liquidity risk, since its cash, net of bank overdrafts and including cash management assets, amounted to €128.2 million, which well exceeds its €29.3 million in short-term borrowings.

The Group also has a syndicated revolving credit facility (RCF) of up to 100 million euros, with a term of 6.5 years. At the end of 2022, the Group had drawn down 25 million euros on this credit line.

Lastly, the factoring contract that Devoteam signed in 2013 was still in effect at the closing date. The maximum authorised drawdown line is €45 million, of which €25.7 million had been used at 31 December 2022.

Market risk

Market risk is the risk that a change in certain financial market parameters – such as a foreign exchange rate, an interest rate or a share price – could adversely affect the Group's financial performance and equity.

Currency risk

The Group's business is mainly conducted in the eurozone, which accounted for 74.8% of revenue in 2022. The individual markets of each of the Group's entities are predominantly local, which means that most revenue and expenses are denominated in the same currency. The Group is therefore not exposed to significant currency risk, and does not use currency hedging instruments.

The main currencies other than the euro (EUR) are the Danish kroner (DKK), Norwegian kroner (NOK), UAE dirham (AED) and the pound sterling (GBP), each of which accounts for 2.9% to 7.6% of consolidated sales.

Loans and other borrowings are almost exclusively denominated in euros, and therefore present no currency risk.

As regards other assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure remains immaterial, and when necessary, buys or sells foreign exchange at the spot price to hedge its exposure.

Interest rate risk

Interest rate risk is managed by the Group's Finance Department in connection with its main bank counterparties. At 31 December 2022, most of the Group's borrowings were at floating rates that were mainly indexed to Euribor. The hedging instruments used are described in Note 5.14. The Group may adapt its hedging strategy in accordance with market conditions.

20230714326211

8.2 The impact of financial instruments on the Group's performance

8.2.1 Financial instruments by category

The table below breaks down financial assets and liabilities by their accounting category and market value (or fair value) in 2022. This table does not include non-financial assets and liabilities.

In thousands of euros	Note	Assets measured at fair value through profit or loss (trading)	Assets measured at fair value	Assets measured at fair value through profit or loss (JV option)	Loans & receivables	Available-for-sale assets	Liabilities at amortised cost	Liabilities measured at fair value through OCI	Assets measured at fair value through profit or loss	Total net carrying amount	Fair value
Guarantees and sureties	5.5	-	-	-	5,538	-	-	-	-	5,538	5,538
Unconsolidated equity interests	5.5	-	-	-	-	-	-	-	-	-	-
Loans	5.5	-	-	-	502	-	-	-	-	502	502
Other financial assets	5.8	-	2,200	-	1,971	-	-	-	-	4,171	4,171
Non-current financial assets		-	2,200	-	8,011	-	-	-	-	10,211	10,211
Trade receivables	5.9	-	-	-	340,023	-	-	-	-	340,023	340,023
Other receivables	5.9	-	-	-	89,134	-	-	-	-	89,134	89,134
Other financial assets	5.10	-	2,397	-	2,942	-	-	-	-	5,339	5,339
Cash management assets	5.10	-	-	-	-	-	-	-	-	-	-
Cash and cash equivalents	5.10	-	-	-	134,399	-	-	-	-	134,399	134,399
Current financial assets		-	2,397	-	566,498	-	-	-	-	568,895	568,895
Total financial assets		-	4,597	-	574,509	-	-	-	-	579,106	579,106
Bonds	5.14	-	-	-	-	-	548,902	-	-	548,902	548,902
Bank loans	5.14	-	-	-	-	-	5,131	-	-	5,131	5,131
Finance lease	5.14	-	-	-	-	-	-	-	-	-	-
Lease liabilities	5.4	-	-	-	-	-	29,849	-	-	29,849	29,849
Minority put option and earn-outs	5.8	-	-	-	-	-	-	24,114	16,030	40,144	40,144
Other non-current financial liabilities	5.8	-	-	-	-	-	4,582	-	-	4,582	4,582
Non-current financial liabilities		-	-	-	-	-	588,464	24,114	16,030	628,608	628,608
Bonds	5.14	-	-	-	-	-	-	-	-	-	-
Bank loans and overdrafts	5.14	-	-	-	-	-	35,517	-	-	35,517	35,517
Finance lease	5.14	-	-	-	-	-	-	-	-	-	-
Lease liabilities	5.4	-	-	-	-	-	13,317	-	-	13,317	13,317
Trade payables and related accounts	5.9	-	-	-	-	-	146,323	-	-	146,323	146,323
Tax and social security liabilities	5.9						187,395	-		187,395	187,395
Other liabilities	5.9	-	-	-	-	-	121,733	11,890	4,894	138,517	138,517
Current financial liabilities		-	-	-	-	-	504,285	11,890	4,894	521,069	521,069
Total financial liabilities		-	-	-	-	-	1,092,749	36,004	20,924	1,149,677	1,149,677

The table below breaks down financial assets and liabilities by their accounting category and market value (or fair value) in 2021. This table does not include non-financial assets and liabilities.

In thousands of euros	Note	Assets measured at fair value through profit or loss (trading)	Assets measured at fair value	Assets measured at fair value through profit or loss (JV option)	Loans & receivables	Available-for-sale assets	Liabilities at amortised cost	Liabilities measured at fair value through OCI	Assets measured at fair value through profit or loss	Total net carrying amount	Fair value
Guarantees and sureties	5.5	-	-	-	6,451	-	-	-	-	6,451	6,451
Unconsolidated equity interests	5.5	-	-	-	37,402	-	-	-	-	37,402	37,402
Loans	5.5	-	-	-	465	-	-	-	-	465	465
Other financial assets	5.8	-	2,200	-	2,419	-	-	-	-	4,619	4,619
Non-current financial assets		-	2,200	-	46,737	-	-	-	-	48,937	48,937
Trade receivables	5.9	-	-	-	286,928	-	-	-	-	286,928	286,928
Other receivables	5.9	-	-	-	72,990	-	-	-	-	72,990	72,990
Other financial assets	5.10	-	-	-	4,450	-	-	-	-	4,450	4,450
Cash management assets	5.10	-	-	-	-	-	-	-		(0)	(0)
Cash and cash equivalents	5.10	-	-	-	116,148	-	-	-	-	116,148	116,148
Current financial assets		-	-	-	480,517	-	-	-	-	480,517	480,517
Total financial assets		-	2,200	-	527,254	-	-	-	-	529,454	529,454
Bank loans	5.14	-	-	-	-	-	551,543	-	-	551,543	551,543
Finance lease	5.14	-	-	-	-	-	-	-	-	-	-
Lease liabilities	5.4	-	-	-	-	-	32,375	-	-	32,375	32,375
Minority put option and earn-outs	5.8	-	-	-	-	-	-	9,897	33,723	43,620	43,620
Other non-current financial liabilities	5.8	-	-	-	-	-	4,439	-	-	4,439	4,439
Non-current financial liabilities		-	-	-	-	-	588,358	9,897	33,723	631,978	631,978
Bank loans and overdrafts	5.14	-	-	-	-	-	20,329	-	-	20,329	20,329
Finance lease	5.14	-	-	-	-	-	-	-	-	-	-
Lease liabilities	5.4	-	-	-	-	-	14,470	-	-	14,470	14,470
Trade payables and related accounts	5.9	-	-	-	-	-	113,145	-	-	113,145	113,145
Tax and social security liabilities	5.9	-	-	-	-	-	160,726	-	-	160,726	160,726
Other liabilities	5.9	-	-	-	-	-	114,884	9,141	7,996	132,020	132,020
Current financial liabilities		-	-	-	-	-	423,554	9,141	7,996	440,691	440,691
Total financial liabilities		-	-	-	-	-	1,011,912	19,038	41,718	1,072,668	1,072,668

20230714326624

The methods used to determine fair values are described in Note 3.1.

The fair values of financial assets were determined at level 1 (on the basis of the price quoted on an active market), or at level 2 (using models that use observable market data).

8.2.2 Presentation of gains and losses by category in the income statement

The table below breaks down expenses, income, gains and losses on financial assets and liabilities by category:

In thousands of euros	31 December 2022	31 December 2021
Income from financial assets at fair value (trading)	-	-
Income from financial assets at fair value (fair value option)	-	-
Income from loans and receivables	503	1,093
Income from available-for-sale assets	-	-
Income from available-for-sale assets transferred from equity	-	-
Total financial income	503	1,093
Expenses on financial liabilities at fair value	522	220
Expenses on financial liabilities at amortised cost	37,364	22,488
Expenses on available-for-sale assets	-	-
Total financial expense	37,886	22,708
Net financial income/(loss)	(37,384)	(21,615)

8.3 Group's exposure to financial risks

8.3.1 Credit risk

The carrying amount of the financial assets represents the maximum credit risk to which the Group is exposed. The table below summarises the carrying amounts for each asset category:

In thousands of euros	31 December 2022	31 December 2021
Guarantees and sureties	5,538	6,451
Unconsolidated equity interests	-	37,402
Loans	502	465
Other long-term assets	1,971	4,619
Trade receivables	340,023	286,928
Other receivables	89,134	72,990
Other financial assets	5,339	4,450
Cash management assets	-	(0)
Cash and cash equivalents	134,399	116,148
Total	576,906	529,454

The main sources of credit risk identified by the Group, as defined in Note 8.1, are trade receivables and investments of cash surpluses. Cash is invested exclusively in bank deposits and money market funds with top-rated counterparties.

20230714326Z5

The table below presents the total trade receivables not due and due by time past due:

Trade receivables	31 December 2022				31 December 2021			
In thousands of euros	Gross	Provision	Net	%	Gross	Provision	Net	%
Not due and invoices to be issued	269,375	153	269,223	79%	211,310	48	211,262	74%
Past due less than 1 month	45,641	100	45,541	13%	41,447	26	41,421	14%
Past due between 1 and 3 months	15,886	69	15,816	5%	23,837	87	23,750	8%
Past due between 3 and 6 months	6,369	127	6,241	2%	7,339	91	7,248	3%
Past due more than 6 months	8,388	5,186	3,202	1%	8,680	5,433	3,247	1%
Total	345,659	5,635	340,023	100%	292,613	5,684	286,928	100%

Receivables over six months past due that are unprovisioned are mainly for our subsidiary Devoteam Middle East, as payment times are significantly longer than the Group's average.

The following impairments were recognised on trade receivables in 2022:

In thousands of euros	31 December 2021	Changes in scope	Charges	Reversals	Other	Exchange differences	31 December 2022
Provisions for trade receivables	(5,684)	(748)	(1850)	2,396	278	(27)	(5,635)

Based on the Group's past experience and a case-by-case analysis of its receivables, the Group does not believe that any additional provision is required on due and outstanding receivables, and in particular on receivables more than six months past due. These receivables are identified and monitored by management.

Impairments on receivables by geographic region:

In thousands of euros	31 December 2022	31 December 2021
France	1,270	1,569
International	4,365	4,116
Total	5,635	5,684

Customer risk by geographic region:

In thousands of euros	31 December 2022	31 December 2021
France	152,268	129,044
International	193,391	163,568
Total	345,659	292,613

In 2013, the Group signed a contract with a leading bank counterparty to sell up to €45 million in trade receivables. This contract has an indefinite term and applies to the Devoteam group's French entities. It may be extended to include other European entities. Receivables are sold without recourse, which allows the Group to transfer substantially all of their risks and benefits to the transferee and to derecognise them immediately. The outstanding receivables sold at 31 December 2022 totalled €25,670 thousand (vs €16,880 thousand at 31 December 2021).

20230714326226

Derecognised assets with continuing involvement:

Continuing involvement *In thousands of euros*	Carrying amount of continuing involvement				Fair value of continuing involvement	Maximum exposure
	Amortised cost	Held to maturity	Available for sale	Financial liabilities at fair value		
Factoring guarantees	2,165	-	-	-	2,165	2,165

The "Other receivables" item presents no material impairment risk.

8.3.2 Liquidity risk

The table below shows the undiscounted repayment flows (principal and interest) of the financial liabilities (excluding current and non-current provisions and deferred tax liabilities) based on the residual contractual maturities:

2022 (in thousands of euros)	Net carrying amount	Residual contractual value	Six months or less	Six to twelve months	One to five years	More than five years
Term loan B	548,902	748,853	19,626	18,495	710,733	-
Lease liabilities	43,166	55,066	7,689	7,039	30,941	9,397
Other loans and borrowings	34,440	34,440	29,309	-	5,131	-
Bank overdrafts	6,208	6,208	6,208	-	-	-
Trade payables and related accounts	146,323	146,323	146,323	-	-	-
Tax and social security liabilities	187,395	187,395	187,395	-	-	-
Other liabilities	183,243	183,243	138,517	(0)	44,725	-
Total	1,149,677	1,361,528	535,066	25,534	791,530	9,397

2021 *In thousands of euros*	Net carrying amount	Residual contractual value	Six months or less	Six to twelve months	One to five years	More than five years
Term loan B	546,118	718,787	13,455	12,995	103,183	589,154
Lease liabilities	46,846	48,252	7,296	6,755	29,711	4,490
Other loans and borrowings	19,359	19,359	13,934	-	5,425	-
Bank overdrafts	6,396	6,396	6,396	-	-	-
Trade payables and related accounts	113,145	113,145	113,145	-	-	-
Tax and social security liabilities	160,726	160,726	160,726			
Other liabilities	180,080	180,080	116,932	15,088	48,059	-
Total	1,072,668	1,246,744	431,884	34,838	186,379	593,644

The Group does not expect to receive the cash flows in the above table much earlier than indicated or in significantly different amounts.

8.3.3 Currency risk

Currency risk, as described in Note 8.1, is mainly attributable to the Danish kroner (DKK), the UAE dirham (AED), the Norwegian kroner (NOK) and the pound sterling (GBP).

20230714322627

The table below provides the euro exchange rates of these currencies that were used during the year:

Euro	Average rate		Closing rate	
	2022	2021	2022	2021
DKK	7.4396	7.4370	7.4365	7.4364
AED	3.8673	4.3436	3.9171	4.1595
NOK	10.1026	10.1633	10.5138	9.9888
GBP	0.8528	0.8596	0.8869	0.8403

Sensitivity

The table below shows the impact on the balance sheet and income statement of a plus or minus 10% change in the average and closing exchange rates of the above currencies:

In thousands of euros	2022		2021	
	10%	-10%	10%	-10%
Impact on equity	(19,209)	23,478	(18,991)	23,212
Impact on profit or loss	(453)	554	(738)	903

8.3.4 Interest rate risk

The Group's exposure to interest rate risk breaks down between fixed and floating rates as follows:

In thousands of euros	2022	2021
Floating rate		
Other current financial assets	-	-
Cash and cash equivalents	134,399	116,148
Term Loan B	(548,902)	(546,118)
Short-term credit facilities	(25,000)	(12,000)
Bank overdrafts	(6,208)	(6,396)
Net exposure before hedging	(445,712)	(448,366)
Fixed rate		
Other current financial assets	5,339	4,450
Cash management assets	0	0
Finance leases	-	-
Lease liabilities	(43,166)	(46,846)
Other borrowings	(9,440)	(7,359)
Net exposure before hedging	(47,267)	(49,754)
Total exposure before hedging	(492,979)	(498,120)

*The RCF drawdowns were reclassified from "Other borrowings" to "Short-term credit facilities" in 2021

The main terms and conditions of loans and borrowings are as follows:

In thousands of euros	Currency	Interest rate	Maturity	31 December 2022		31 December 2021	
				Original value	Carrying amount	Original value	Carrying amount
Revolving credit lines (RCF)	€	Euribor + 3.00% to 4.00%	2027	25,000	25,000	12,000	12,000
Senior loan (TLB)	€	Euribor + 4.50%	2027	565,000	548,902	565,000	546,118
Lease liabilities(1)	€	0.48% to 18.78%	2020 to 2030	87,696	43,166	82,103	46,846
Bank overdrafts	€	Floating	Short term	6,208	6,208	6,396	6,396

(1) Depends on the country and maturity.

2023071432628

Note 9 - Sundry information

9.1 Workforce

The Group employed 10,275 people at the end of 2022, vs. 8,992 at the end of 2021. Almost all of these employees were mid-management or executive level.

9.2 Related parties

9.2.1 Compensation and benefits paid to executive managers

None.

9.2.2 Associates and other related parties

Sales and purchases with related parties were and are made at market prices. The following table shows the total amount of transactions with related parties in 2021 and 2022:

Recorded amounts *In thousands of euros*	31 December 2022			31 December 2021		
	Associates[1]	Joint ventures	Other related parties[2]	Associates[1]	Joint ventures	Other related parties[2]
Sales to related parties	137	-	-	157	-	-
Purchases from related parties	502	-	2,710	161	-	3,137
Purchases of assets from related parties	5	-	-	5	-	-
Dividends and other income from equity interests	-	-	-	-	-	-
Interest and financial expenses	15	-	-	13	-	-
Other operating expenses	-	-	-	-	-	-
Other operating income	-	-	-	-	-	-
Receivables from related parties	586	-	656	1001	-	656
Payables to related parties	-	-	-	-	-	855

(1) Concerns DFSJ, Media-Tel, EXA ECS and Studio Vues

(2) Concerns SCI 73 rue Anatole France, as described below.

SCI 73 rue Anatole France

In July 2005, the Devoteam group signed an agreement with SCI 73 rue Anatole France to sublet a building to transfer its head office there. As SCI 73 rue Anatole France and the Group have a number of directors in common, the Group appointed two independent appraisers to ensure that the transaction was carried out on an arm's length basis. The agreement took effect on 1 May 2008, the effective date of occupancy.

In November 2008 and June 2012, the Group signed two subletting agreements with SCI 73 rue Anatole France for premises located respectively at 113 rue Anatole France in Levallois and 1 rue Galvani in Massy, which the Devoteam group had been leasing from another owner. The terms of these agreements are identical to those of the leases with the previous owners.

In November 2017, the Group signed a new sub-lease agreement with SCI 73 rue Anatole France for premises located at 43 boulevard Barbès.

The above subletting agreements do not carry any off-balance sheet commitments.

20230714326229

9.3 Off-balance sheet commitments

9.3.1 Guarantees given

The main sureties, endorsements and guarantees given by the Group at 31 December 2022 are shown below:

In thousands of euros	31 December 2022	31 December 2021
Commitments given under contracts with customers	7,069	20,974
Commitments given to guarantee trade payables	-	-
Commitments given to guarantee the payment of commercial leases	-	105
Other commitments given	-	-
Total	7,069	21,079

9.3.2 Operating leases

The minimum lease payments under non-cancellable operating leases are shown below:

In thousands of euros	Less than one year	One to five years	More than five years
31 December 2022	3,146	1,705	-
31 December 2021	504	5	-

The off-balance-sheet commitments on 31 December 2022 concern IT equipment and intangible assets not restated in accordance with the exemptions authorised under IFRS 16 (see Note 2.1).

9.4 Statutory auditors' fees

The table below breaks down the statutory auditor fees paid for the 2022 and 2021 financial years:

In thousands of euros	2022					2021				
	KPMG	%	Grant Thornton	%	Total	KPMG	%	Grant Thornton	%	Total
Certification and half-yearly limited review of separate and consolidated financial statements										
Issuer	153	36%	151	27%	304	48	10%	48	32%	96
Fully consolidated subsidiaries	267	64%	394	71%	661	358	77%	393	68%	751
Services other than certification of financial statements										
Issuer	0	0%	12	2%	12	0	0%	0	0%	0
Fully consolidated subsidiaries	0	0%	0	0%	0	58	13%	0	0%	58
Total	420	100%	557	100%	977	464	100%	441	100%	904

Note 10 - Significant events subsequent to 31 December 2022

None.

This is a free translation into English of the statutory auditors' report on the consolidated financial statements of the SOCIETE DEVOTEAM GROUP SAS issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

20230714326300

Year ended 31 December 2022

To the shareholders of DEVOTEAM GROUP S.A.S. (ex. Castillon S.A.S.)

Opinion

In compliance with the engagement entrusted to us by the shareholders, we have audited the consolidated financial statements of DEVOTEAM GROUP S.A.S. (formerly Castillon S.A.S.) for the year ended 31 December 2022, as attached to this report.

We certify that the consolidated financial statements give a true and fair view of the financial results of all of the consolidated persons and entities for the past financial year and of their assets, liabilities and financial position at the end of that year, in compliance with IFRS accounting principles and standards as adopted by the European Union.

Basis of our opinion

Auditing standards

We conducted our audit in accordance with the professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the section of this report entitled "Responsibilities of the statutory auditors in the auditing of the consolidated financial statements" section of this report.

Independence

We have conducted our audit, which covers the period from 1 January 2022 to the date of issue of this report, in accordance with the rules that govern the independence of auditors as set forth in the French code of commerce and in the code of ethics for statutory auditors.

Justification of our assessments

Pursuant to the provisions of Article L.823-9 and R.823-7 of the French commercial code relating to the justification of our assessments, we hereby inform you of the following assessments, which in our professional judgement are the most material in respect of the auditing of the annual consolidated financial statements.

These assessments are to be understood within the context of the auditing of the consolidated financial statements taken as a whole and of the formation of our opinion as expressed above. We do not express an opinion on any isolated aspect of these consolidated financial statements.

20230714326311

- The company systematically tests goodwill for impairment at least once a year, using the methods described in Note 3.2 to the consolidated financial statements: "Business combinations and goodwill". On the basis of the information available, our work consisted of obtaining an understanding of the procedures used by management to prepare these estimates, examining the methods used to perform the impairment test, assessing the data and assumptions underlying the discounted future cash flow forecasts used, and reviewing the company's calculations. In making our assessments, we verified the reasonableness of these estimates and the appropriateness of the disclosures in Notes 2.3 "Use of estimates and judgement", 3.2 "Business combinations and goodwill" and 5.1 "Goodwill".

- Note 3.12 "Revenue recognition principles" describes the methods used to recognise revenue and service costs. In assessing the accounting principles observed by the company and the information provided in the aforementioned note, we ensured that these principles were correctly applied.

Specific verifications

We also performed the specific verifications, in accordance with French accounting standards, of the information concerning the Group provided in the Chairman's management report that are required under the applicable laws and regulations.

We have no observations to make concerning the fairness of this information nor its consistency with the consolidated financial statements.

Responsibility of management and of corporate governance personnel in respect of the consolidated financial statements

It is management's responsibility to prepare consolidated financial statements that present a true and fair view in accordance with IFRS accounting rules and principles as adopted by the European Union and to implement the internal controls that it deems necessary to prepare consolidated financial statements that are free of material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the company's ability to operate as a going concern, for providing any relevant information in relation to this ability, and for applying the going-concern principle for accounting purposes, unless it intends to liquidate or otherwise terminate the company.

The consolidated financial statements have been approved by the Chairman.

The statutory auditors' responsibility in auditing the consolidated financial statements

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements taken as a whole do not contain any material misstatements. Reasonable assurance corresponds to a high level of assurance, but does not guarantee that an audit performed in accordance with the standards of professional practice can consistently detect any significant anomalies. Anomalies may arise from fraud or error and are considered significant where it can reasonably be expected that they, taken individually or cumulatively, may influence the economic decisions that readers of the statements may take on the basis thereof.

Pursuant to Article L.823-10-1 of the French code of commerce, our audit engagement does not consist in assuring the viability of your company or the quality of its management.

In conducting an audit pursuant to the professional standards that are observed in France, statutory auditors must exercise their professional judgment throughout the audit. They must also:

- Identify and assess any risk that the consolidated financial statements may comprise a material misstatement, whether due to fraud or error, determine and implement audit procedures to address such risk, and obtain sufficient appropriate evidence on which to base their opinion. There is a higher risk of not detecting a material misstatement that is attributable to fraud rather than error, since fraud may involve collusion, falsification, a deliberate omission, misrepresentation or evasion of internal control.

20230714326J32

- Obtain information on the aspects of the internal control system that are relevant for the audit so that appropriate audit procedures may be determined, and not for the purpose of expressing an opinion on the effectiveness of this internal control.
- Assess the appropriateness of the accounting methods selected by management and the reasonableness of its accounting estimates, and assess any related information provided in the consolidated financial statements.
- Determine whether management's use of the going-concern principle is appropriate and, depending on the evidence obtained, whether there is significant uncertainty as to any events or situations that may substantially compromise the company's ability to continue to operate. This assessment must be based on the evidence obtained up to the date of the auditor's report, it being understood however that subsequent events or situations may compromise the company's ability to continue as a going concern. If the auditor concludes that there is such a significant uncertainty, the auditor has an obligation to draw the attention of the readers of the auditor's report to the information in the consolidated financial statements that concerns this uncertainty or, if this information is insufficient or is not deemed pertinent, the auditor must issue a modified opinion or a disclaimer of opinion.
- Assess the overall presentation of the consolidated financial statements and determine whether they provide a true and fair view of the underlying transactions and events.
- Collect financial information on the persons or entities within the scope of consolidation that it considers to be sufficient and appropriate for expressing an opinion on the consolidated financial statements. The statutory auditors are responsible for directing, supervising and conducting the auditing of the consolidated financial statements and for the opinion expressed on these statements.

The statutory auditors

Paris La Défense, 26 May 2023

KPMG Audit
a division of KPMG S.A.

Jean-Pierre Valensi
Partner

Neuilly-sur-Seine, 26 May 2023

Grant Thornton
French member of Grant Thornton International

Vincent Frambourt
Partner

20230714326633

4 CASTILLON SAS FINANCIAL STATEMENTS

4.1 Castillon SAS balance sheet

ASSETS *In thousands of euros*	Note	31 December 2022	31 December 2021
Intangible assets		-	-
Tangible assets		-	-
Non-current financial assets			
Equity interests and associated receivables	3.2	925,523	924,765
Other non-current financial assets			-
FIXED ASSETS		925,523	924,765
Trade and related receivables		286	-
Other receivables	3.3	10,074	1,669
Derivatives	3.7	952	-
Marketable securities		-	-
Cash assets		912	10,449
Prepaid expenses	3.3	101	7
CURRENT ASSETS		12,324	12,125
Loan issuance expense to be amortised	3.9	14,412	17,305
Unrealised foreign exchange loss		-	-
TOTAL ASSETS		952,258	954,195

LIABILITIES *In thousands of euros*	Note	31 December 2022	31 December 2021
Share capital		396,403	393,208
Share premium		2,716	-
Statutory reserves		-	-
Other reserves		-	-
Retained earnings		(23,140)	-
Net income for the year		(30,663)	(23,140)
Regulated provisions		6,037	2,906
EQUITY	3:10	351,353	372,974
Provisions for risks		-	-
Provisions for charges		-	-
PROVISIONS FOR RISKS AND CHARGES		-	-
Borrowings			
Bonds		-	-
Loans from credit institutions and sundry borrowings	3.3	600,094	577,725
Operating liabilities			
Trade payables and related accounts	3.3	680	3,470
Tax and social security liabilities	3.3	130	21
Other liabilities			
Other liabilities	3.3	1	4
Deferred income		-	-
LIABILITIES		600,906	581,220
Unrealised gain on foreign exchange		-	-
TOTAL LIABILITIES		952,258	954,195

4.2 Castillon SAS income statement

In thousands of euros	*Note*	31 December 2022	From 19 February 2020 to 31 December 2021
NET REVENUE	4.1	238	34
Capitalised production			-
Operating subsidies			
Reversals of depreciation, amortisation and provisions, and expense reclassifications		-	20,198
Other income			-
OPERATING INCOME		238	20,232
Purchases of raw materials and goods for resale		-	-
Other purchases and external expenses		(526)	(20,830)
Taxes		(461)	-
Wages and salaries		(80)	(28)
Social security contributions		(52)	(12)
Depreciation, amortisation and provisions on fixed assets		(2,893)	(2,893)
Provisions on current assets		-	-
Provisions for risks and charges		-	-
Other expenses		(85)	-
ORDINARY OPERATING EXPENSES		(4,097)	(23,763)
OPERATING INCOME		(3,858)	(3,530)
Financial income		154	-
Financial expenses		(28,944)	(16,704)
FINANCIAL INCOME	4.4	(28,790)	(16,704)
ORDINARY PROFIT (LOSS) BEFORE TAX		(32,649)	(20,234)
Non-recurring income		-	-
Non-recurring expenses		(3,131)	(2,906)
NON-RECURRING INCOME	4.5	(3,131)	(2,906)
Employee profit-sharing		-	-
Corporate income tax		5,116	-
NET INCOME		(30,663)	(23,140)

20230714326J4

20230714326355

4.3 Notes to the Castillon SAS financial statements

NOTE 1 - PRESENTATION OF THE COMPANY AND KEY CHARACTERISTICS

Castillon SAS ("the Company") is a simplified joint stock company governed by French law. The Company was created on 19 February 2020. Its purpose is to hold and actively manage equity interests in companies and provide related services. The Company was created to serve as a vehicle for the Devoteam Group acquisition announced on 9 July 2020 in a takeover bid that was launched to strengthen the control of Devoteam's founders with the support of a financial investor.

Over the year, the Company continued to lead the implementation of the Devoteam group's strategy. Devoteam's delisting from the stock market gave it back its strategic independence and proved to be highly beneficial to the Group, since it exceeded €1 billion in annual revenue for the first time in its history and posted over 20% growth on a 12-month basis (of which 16% was organic) with an operating margin of over €100 million. Furthermore, the milestone of 10,000 employees was also achieved.

These results confirm the effectiveness of the Company's strategy, which most notably consisted in accelerating investment in strategic partnerships with the leading providers of Cloud-based services (Amazon Web Services, Google Cloud, Microsoft, Salesforce and ServiceNow), with the objective of thus generating over 50% of its revenue and having over 70% of its consultants certified by 2024.

NOTE 2 - ACCOUNTING PRINCIPLES, RULES AND METHODS

2.1 *General principles observed*

The accounting policies have been observed in accordance with the prudence principle and in compliance with the underlying assumptions of going concern, consistency of accounting methods and independence of financial years, and in compliance with the general rules on the preparation and presentation of annual financial statements in France and with Regulation No. 2014-03 of the ANC, the French accounting standards authority.

The method used to value accounting items is the historical cost method.

Assets that are valued over a medium-term to long-term horizon, and in particular intangible assets and equity interests, are measured using the parameters derived from the budgeting and forecasting process. The discount rate was determined by an independent firm on the basis of the average risk premiums observed over the past ten years and the average betas observed over the past five years. The risk-free rate is the average rate of 10Y French government OAT bonds observed over the past ten years.

2.2 Fixed assets

The company observes the new rules on the depreciation, amortisation and impairment of assets under CRC regulation 02-10 as amended by CRC regulation 03-07, and on the definition, recognition and measurement of assets under CRC regulation 04-06.

2.2.1 *Tangible assets*

Tangible assets are recorded at their cost price, which is their purchase price (cost of acquisition plus ancillary costs) plus any costs directly incurred to install the asset and prepare it for use. The depreciation periods used are the estimated useful lives of the assets within the company and are determined as shown below:

Asset category	Term	Method
Office equipment	3 to 5 years	Straight line
IT equipment	3 to 5 years	Straight line
Office furniture	3 to 10 years	Straight line

20230714322636

2.3 Non-current financial assets

2.3.1 Equity interests

Equity interests are recognised at cost plus directly attributable acquisition costs.

The value in use of equity interest securities is determined either on the basis of the share of net assets held (mainly for minority interests), or using the discounted future cash flows method, which is adjusted to account for the company's cash and/or net debt. The latter method uses the parameters derived from the budgeting and forecasting process over a five-year period and growth and profit rates that are deemed reasonable. All entities that generate their own cash flow are valued using discount and long-term growth rates beyond the 5-year period that are determined on the basis of historical data and analyses of the Group's industry.

A provision for impairment is made for entities that are valued below their subscription value.

2.4 Receivables and payables

Receivables and payables are recorded at their nominal value after taking into account any foreign exchange gains or losses required to adjust foreign currency balances at the closing exchange rate.

2.5 Doubtful debts

The credit risk of receivables is periodically assessed on a case-by-case basis and provisions are made for debts that are potentially non-recoverable.

2.6 Marketable securities

The gross value of marketable securities is their purchase price net of ancillary costs. When their value falls below this gross value, a provision for impairment is made to cover the difference.

2.7 Provisions

In accordance with CRC Regulation No. 2000-06, a provision must be made for the major risks and charges identified at the balance sheet date when the Company has an obligation at this date towards a third party that is likely or certain to result in an outflow of resources to this third party, without consideration of at least equal value.

2.8 Loans and other borrowings

To finance the acquisition of the Devoteam Group, on 20 July 2020 the Company took out a long-term senior loan (Term Loan B) of €300 million. Amended on 23 October 2020 to finance the mandatory delisting of Devoteam, the TLB was increased to €565 million euros via an additional tranche of €265 million. This loan, which matures seven years after the first drawdown, i.e. on 9 December 2027, is repayable in its entirety at maturity and bears interest at Euribor +4.5%.

On this same date and under the terms of the same credit agreement, the Company arranged a confirmed RCF (Revolving Credit Facility) line of credit with leading bank counterparties for a total of €35 million, bearing annual interest at Euribor +4% and for a term of 6.5 years. Drawdowns on these facilities are subject to covenants and the standard financial ratios that apply to credit lines of this type.

Loan issue expenses of €20,198 thousand, including publicity and credit-rating costs and fees paid to the banks arranging the loans, were recognised as assets in the "Deferred charges" account in accordance with the option provided for in Article 39-1-1° quarter of the French general tax code and amortised over the term of the loans in accordance with Article 944-48 of the French chart of accounts.

2.9 Revenue

The company's corporate purpose is to hold and manage equity interests. As such, it may provide managerial, human resources, financial and legal services and consultancy to its subsidiaries and direct or

indirect equity interests. These services are recognised as and when they are provided. Services not yet invoiced are recorded as invoices to be issued while services invoiced but not yet provided are recorded as deferred income.

20230714326J7

2.10 Non-recurring net income

Non-recurring income is generated by events or transactions that are either distinct from a company's normal business or are considered unlikely to occur with regular frequency.

In accordance with French National Accounting Council (CNC) Notice No. 2000-D of 21 December 2000, the costs incurred for a failed acquisition attempt shall be fully and directly recorded as non-recurring expenses.

NOTE 3 - BALANCE SHEET ITEMS

3.1 Intangible and tangible assets

None.

3.2 Non-current financial assets

3.2.1 Change in non-current financial assets

In thousands of euros	Gross value at start of year	Increases	Decreases	Gross value at year-end
Security deposits				-
Other loans				-
Equity interests	924,765	758		925,523
Devoteam SAS (1)	924,765	758		925,523
Receivables on equity interests				-
Total	924,765	758	-	925,523

(1) *Acquisition of 0.05% of the shares of Devoteam SAS.*

At the end of 2022, the Company held 8,210,122 shares in Devoteam SAS, representing 98.53% of its share capital and voting rights, and in fact 99.81% considering that Devoteam SAS held 106,785 of its own shares.

The amount includes €15,656 thousand in acquisition costs.

The recoverable amount of the CGUs

The method used to assess the recoverable amount of the CGUs is described in Note 2.3.1. The key assumptions used in 2022 to determine the recoverable amount are shown below for each of the Group's geographic regions.

Key assumptions for 2022	Discount rate	Long-term growth rate	Normative rate of return
France	10.3%	2%	3% to 17%
Other countries	9.6% to 12.2%	2%	5% to 15%[2]
Middle East	11.3% to 15.9%	2.50%	5% to 10%
North Africa	12.50%	2.50%	10% to 12%

(1) *Long-term operating margin.*
(2) With the exception of Nubalia whose normative rate of return is 20%.

The key assumptions were determined as follows:

- The discount rate was determined by an independent firm on the basis of average risk premiums and betas observed over the past two years. The risk-free rate is the average rate of 10Y French government OAT bonds over the past two years.

20230714326S8

- The normative profitability of the CGUs used to calculate the terminal value was determined using the Devoteam group's historical data.
- The long-term growth rate used to calculate the terminal value is derived from OECD forecasts and is confirmed by the average rate used by financial analysts for the Group's industry.

3.2.2 Table of subsidiaries and equity interests

The table below presents the main characteristics of subsidiaries and equity interests at 31 December 2022, in compliance with Article of the Decree of 23 March 1967.

(in thousands of euros)	Share capital	Share of capital held	Gross carrying amount of shares held	Net carrying amount of shares held	Loans and advances granted and not repaid	Guarantees and endorsements provided by the company	Dividends received by the company during the year
Devoteam SAS	1,263	99.81%	925,523	925,523	-	-	-

Some information about subsidiaries and equity interests is not provided given the potentially harmful effects of its disclosure.

3.3 Additional information on receivables and payables

The table below breaks down receivables and payables by maturity bucket:

Receivables *(in thousands of euros)*	Gross amount	Matures in less than 1 year	Matures in more than 1 year	Matures in more than 5 years
Fixed asset receivables				
Receivables on equity interests	-	-	-	-
Loans	-	-	-	-
Other non-current financial assets	-	-	-	-
Current asset receivables				
Advances and prepayments	-	-	-	-
Trade and other receivables	286	286	-	-
Other receivables	7,114	7,114	-	-
Group and associate current accounts	2,959	2,959	-	-
Prepaid expenses	101	101	-	-
Total	10,460	10,460	-	-

Liabilities *(in thousands of euros)*	Gross amount	Matures in less than 1 year	Matures in more than 1 year	Matures in more than 5 years
Bonds	-	-	-	-
Borrowings from credit institutions	-	-	-	-
Miscellaneous borrowings (1)	591,181	26,181	565,000	-
Group and associates	8,913	8,913		
Trade payables	680	680	-	-
Tax and social security liabilities	130	130	-	-
Fixed asset liabilities	-	-	-	-
Other liabilities	1	1	-	-
Deferred income	-	-	-	-
Total	600,906	35,906	565,000	-

(1) Includes €25,050 thousand for the RCF credit lines and €566,130 thousand for the TLB loan (see Note 2.8)

20230714326S9

3.4 Provisions

None.

3.5 Accrued expenses

In thousands of euros	2022
Supplier invoices not yet issued	574
Personnel - accrued expenses	63
Social security bodies - accrued expenses	13
Interest accrued on other loans	1,181
Total	1,831

3.6 Accrued income receivable

In thousands of euros	2022
Accrued interest receivable	3
Total	3

3.7 Derivative financial instruments

In August 2022, the Company entered into an agreement with a leading counterparty to hedge some of its floating-rate debt with the hedging instrument that is described below. The Group may adapt its hedging strategy depending on market conditions and on volatility in particular.

Hedging instrument	
Type	Cap rate
Nominal amount	€225 million
Base interest rate	3-month Euribor
Term	3 years as of 19/09/2022
Strike price	3.25%
Cost of hedging (€)	1,105,000
Hedging cost amortisation period	3 years

3.8 Marketable securities

None.

3.9 Deferred charges

Loan issuance expenses of €20,198 thousand euros were amortised in equal fractions over the term of the loans as of 1 January 2021 (see Note 2.8). These expenses were initially recorded in account No. 6272 "Loan issuance expenses" and then transferred to account No. 4816 "Loan issuance expenses" by crediting account No. 791 "Transfer of operating expenses".

Deferred charges were affected by the following movements during the year:

In thousands of euros	Net amount at start of year	Increases	Decreases	Net amount at end of year
Loan issuance expenses				
Senior "TLB" type loan	16,713	-	(2,785)	13,928
RCF type credit lines	592	-	(108)	484
Total	17,305	-	(2,893)	14,412

20230714326AO

The table below breaks down net deferred charges by maturity bucket:

Deferred charges *In thousands of euros*	Net amount	Matures in less than 1 year	Matures in more than 1 year	Matures in more than 5 years
Loan issuance expenses	14,412	2,893	11,519	-
Senior "TLB" type loan	13,928	2,785	11,143	-
RCF type credit lines	484	108	376	-
Other deferred charges	-	-	-	-
Total	14,412	2,893	11,519	-

3.10 Net position

3.10.1 Share capital

At 31 December 2022, the share capital of Castillon S.A.S totalled 396,403,407 euros and consisted of 396,403,407 shares with a par value of one euro.

Below is a summary of the changes recorded in 2022:

	Number of shares
At 1 January 2022	393,208,312
Capital increases - Minutes of the Chairman's decisions of 28/07/2022 and 20/12/2022	3,195,095
At 31 December 2022	396,403,407

Share classes	Number of shares				Share capital
	Start of year	Created during the year	End of year	Par value	
Ordinary shares	3,923,543	2,117,560	6,041,103	1	6,041,103
A preferred shares	161,614,712	-	161,614,712	1	161,614,712
B1 preferred shares	3,081,537	947,834	4,029,371	1	4,029,371
B1' preferred shares	-	129,701	129,701	1	129,701
B2 preferred shares	563,000	-	563,000	1	563,000
C preferred shares	191,352,516	-	191,352,516	1	191,352,516
D preferred shares	32,673,004	-	32,673,004	1	32,673,004
Total	393,208,312	3,195,095	396,403,407		396,403,407

There are currently seven share classes:

- Ordinary shares.
- The class A preferred shares, issued in consideration for the contribution of Devoteam shares by the founders of the Devoteam Group, are ordinary shares with double voting rights.
- Class B1 and B1' preferred shares offer certain "positive" advantages in the event of a triggering event. They have a single voting right and no right to distributions.
- Class B2 preferred shares offer certain "positive" benefits in the event of a triggering event. They have double voting rights and no right to distributions.
- Class C preferred shares offer certain "negative" benefits in the event of a triggering event. They have a single voting right and entitle their holders to distributions.
- Class D preferred shares offer certain "negative" benefits in the event of a triggering event. They have a single voting right for all outstanding shares and entitle their holders to distributions.

20230714326411

3 10.2 Changes in equity

In thousands of euros	Beginning of year	Approp of 2021 earnings	Capital increase	Capital decrease	Other changes	Dividends distributed	Net income for the year	End of year
Share capital	393,208	-	3,195	-	-	-	-	396,403
Share premium	-	-	2,716	-	-	-	-	2,716
Statutory reserve	-	-	-	-	-	-	-	-
Other reserves	-	-	-	-	-	-	-	-
Retained earnings	-	(23,140)	-	-	-	-	-	(23,140)
Profit (loss) for 2021	(23,140)	23,140	-	-	-	-	-	-
Profit (loss) for 2022	-	-	-	-	-	-	(30,663)	(30,663)
Other regulated provisions (1)	2,906	-	-	-	3,131	-		6,037
Equity	372,974	-	5,911	-	3,131	-	(30,663)	351,353

(1) Accelerated depreciation on the acquisition cost of Devoteam SAS shares.

NOTE 4 - INCOME STATEMENT ITEMS

4.1 Breakdown of net revenue

Revenue by geographic region:

In thousands of euros	2022
France	238
International	-
Total	238

The Company does business in only one economic sector.

4.2 Incentives

None.

4.3 Mandatory employee profit-sharing

Castillon did not reach the 50-employee threshold during 2022.

4.4 Financial income and expenses

The main components of financial income and expenses are as follows:

Financial expenses (in thousands of euros)	2022
Losses on equity interest receivables	-
Equity interest expenses	-
Interest on financing transactions[1]	28,944
Other financial expenses	-
Total	28,944

Financial income (in thousands of euros)	2022
Net income from the sale of marketable securities	-
Financial income from capitalisation contracts	-
Equity interest income[2]	150
Other financial income	4
Total	154

(1) Interest expense on RCF credit lines and the senior TLB loan

(2) Includes €150 thousand of interest received from subsidiaries on current account advances.

20230714326#2

4.5 Non-recurring income and expenses

The main components of non-recurring income and expenses are as follows:

Non-recurring expenses (in thousands of euros)	2022
On management transactions	-
On capital transactions	-
Exceptional provision for risks[1]	3,131
Total	3,131

(1) Includes €3,131 thousand in accelerated depreciation.

Non-recurring operating income (in thousands of euros)	2022
On management transactions	-
On capital transactions	-
Exceptional reversal of provisions for risk	-
Total	-

4.6 Increases and decreases in the future tax liability.

Temporary differences	Base		Tax	
	Start of year	End of year	Start of year	End of year
Net financial expenses carried forward	3,489	9,784	901	2,527
Total decreases	-	-	-	-
Total increases	3,489	9,784	901	2,527
Loss carry-forwards	19,651	30,181	5,075	7,794

The income tax rate used is 25.825%.

4.7 Income tax breakdown

Pretax profit/(loss)			Taxes due		Net income
Ordinary		(32,649)	(10,699)		(21,950)
			-	Tax credit	
Non-recurring	ST	(3,131)	5,583		(8,714)
Total		(35,780)	(5,116)		(30,664)

NOTE 5 - COMMITMENTS RECEIVED AND GIVEN

None.

NOTE 6 - SUNDRY INFORMATION

6.1 Breakdown of the workforce

The average workforce in 2022 was one employee. This workforce consists mainly of executive-level personnel.

6.2 Compensation of management and supervisory bodies

None.

20230714326643

NOTE 7 - POST BALANCE SHEET EVENTS

None.

20230714326 44

4.4 Statutory Auditors' report on the annual financial statements

This is a free translation into English of the statutory auditors' report on regulated agreements of the SOCIETE DEVOTEAM GROUP SAS issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Year ended 31 December 2022

To the shareholders of DEVOTEAM GROUP S.A.S. (formerly Castillon S.A.S.),

Opinion

In compliance with the engagement entrusted to us by the General Meeting, we have audited the annual financial statements of DEVOTEAM GROUP S.A.S. (formerly Castillon S.A.S.) for the year ended 31 December 2022, as attached to this report.

We certify that these annual financial statements give a true and fair view of the company's assets, liabilities, financial position, and results for the past year, in accordance with French rules and principles.

Basis of our opinion

Audit standards

We conducted our audit in accordance with the professional standards that are observed in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are described in the section of this report entitled "The statutory auditor's responsibilities in auditing of the annual financial statements".

Independence

We have conducted our audit, which covers the period from 1 January 2022 to the date of issue of this report, in accordance with the rules that govern the independence of auditors as set forth in the French code of commerce and in the code of ethics for statutory auditors.

Justification of our assessments

Pursuant to the provisions of Article L.823-9 and R.823-7 of the French commercial code relating to the justification of our assessments, we hereby inform you of the following assessments, which in our professional judgement are the most material in respect of the auditing of the annual accounts.

These assessments are to be understood within the context of the auditing of the financial statements taken as a whole and of the formation of our opinion as expressed above. We do not express an opinion on any isolated aspect of these financial statements.

Note 2.3.1 "Equity interests" describes the accounting rules and methods used to estimate the value in use of interests in associates and joint ventures. During our assessments of the accounting rules and principles applied by your company we have observed that the above accounting methods and the information provided in the notes to the financial statements were appropriate. On the basis of the information provided

to us, we have examined the methods used to determine the value in use at the balance sheet date and verified that the above-mentioned note and Note 3.2 "Non-current financial assets" provide appropriate disclosures.

20230714326645

Specific verifications

We have also performed, in accordance with the professional standards applicable in France, the specific verifications required by laws and regulations.

We have no comments to make as to the fair presentation and consistency with the financial statements of the information provided in the Chairman's management report and in the other documents concerning the Company's financial position and financial statements addressed to the body of shareholders.

We certify the sincerity and consistency of the annual accounts with the information relating to the payment periods mentioned in Article D.441-6 of the French commercial code.

Responsibilities of the management and corporate governance officers with respect to the annual financial statements

Management is responsible for preparing annual financial statements that provide a true and fair view in accordance with French accounting rules and principles, and for implementing the internal control it believes is necessary to prepare annual financial statements that are free of material misstatements, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the company's ability to operate as a going concern, to provide any relevant information in relation to this ability, and to apply the going-concern principle for accounting purposes, unless it intends to liquidate or otherwise terminate the company.

The annual financial statements have been prepared under the responsibility of the Chairman.

The statutory auditors' responsibility in auditing the annual accounts

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the annual financial statements taken as a whole are free of material misstatement. Although reasonable assurance is a high level of assurance, it does not guarantee that an audit that is conducted in compliance with professional standards will ensure that all material misstatements are detected. A misstatement may result from fraud or human error and is considered to be material when it is reasonable to expect that, either individually or in combination with one or more other misstatements, it may affect the economic decisions taken by users of the annual financial statements on the basis of these statements.

Pursuant to Article L.823-10-1 of the French code of commerce, our audit engagement does not consist in assuring the viability of your company or the quality of its management.

In conducting an audit pursuant to the professional standards that are observed in France, statutory auditors must exercise their professional judgment throughout the audit. They must also:

- Identify and assess any risk that the annual financial statements may comprise a material misstatement, whether due to fraud or error, determine and implement audit procedures to address such risks, and obtain sufficient appropriate evidence on which to base their opinion. There is a higher risk of not detecting a material misstatement that is the result of fraud rather than error, since fraud may involve collusion, falsification, a deliberate omission, misrepresentation or evasion of internal control;
- Obtain information on the aspects of the internal control system that are relevant for the audit so that appropriate audit procedures may be determined, and not for the purpose of expressing an opinion on the effectiveness of this internal control;
- Assess the appropriateness of the accounting methods selected by management and the reasonableness of its accounting estimates, and assess any related information provided in the

annual financial statements;

- Determine whether management's use of the going-concern principle is appropriate and, depending on the evidence obtained, whether there is significant uncertainty as to any events or situations that may substantially compromise the company's ability to continue to operate. This assessment must be based on the evidence obtained up to the date of the auditor's report, it being understood however that subsequent events or situations may compromise the company's ability to continue as a going concern. If the auditor concludes that there is such a significant uncertainty, the auditor has an obligation to draw the attention of the readers of the auditor's report to the information in the annual financial statements that concerns this uncertainty or, if this information is insufficient or is not deemed pertinent, the auditor must issue a modified opinion or a disclaimer of opinion;
- Assess the overall presentation of the annual accounts and determine whether they provide a true and fair view of the underlying transactions and events.

20230714326646

The statutory auditors

Paris La Defense, 26 May 2023
KPMG Audit
a division of KPMG S.A.

Jean-Pierre Valensi
Partner

Neuilly-sur-Seine, 26 May 2023
Grant Thornton
French member of Grant Thornton International

Vincent Frambourt
Partner

devoteam