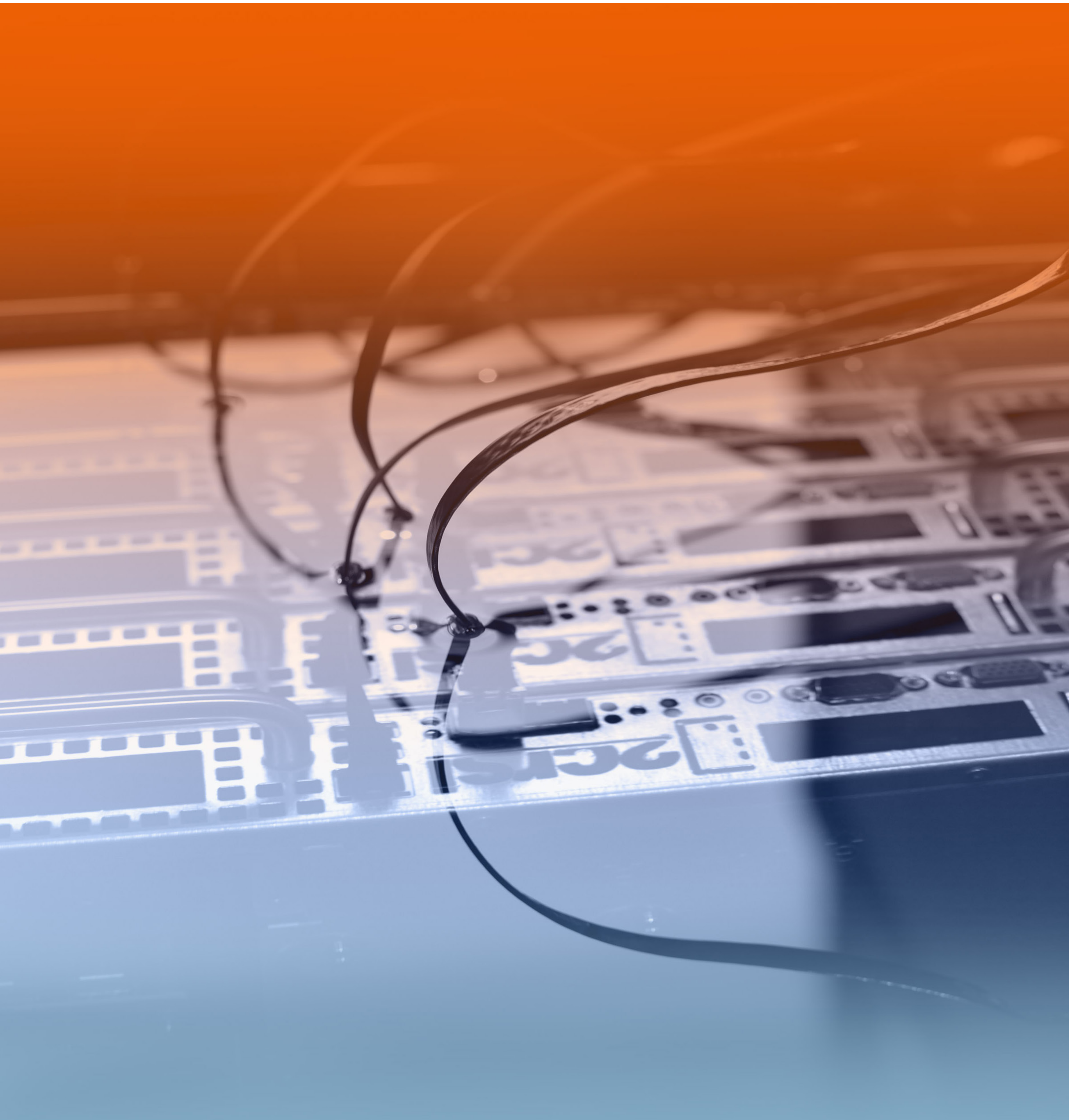
UNIVERSAL REGISTRATION DOCUMENT

2020 - 2021



CONTENTS

Universal Registration Document

2020 -2021

The Universal Registration Document was approved on 27 July 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF approves this document after verifying that the information it contains is complete, consistent and understandable. The Universal Registration Document bears the following approval number: **R.21-041.**

This approval should not be considered as a favourable opinion on the issuer that is the subject of the Universal Registration Document.

The Universal Registration Document can be used for the purposes of a public offering of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a prospectus and, where applicable, a summary and any amendment(s). In this case, the securities note, the summary and all amendments made to the Universal Registration Document after its approval are approved separately in accordance with article 10 paragraph 3, point 2 of Regulation (EU) 2017/1129.

The Universal Registration Document is valid until 26 July 2022 and, during this period and should be supplemented by an amendment in the event of significant new facts or material errors or inaccuracies before or at the same time as the prospectus and under the conditions of Articles 10 and 23 of Regulation (EU) 2017/1129.


acrel

1

PRESENTATION OF THE GROUP

1.1. GENERAL PRESENTATION OF THE GROUP

Created in Strasbourg in 2005 by Alain and Michel Wilmouth, 2CRSi has become an international benchmark group in the design, production and marketing of ultra high performance, tailor-made and environmentally friendly computer servers. Since 2019, Alain Wilmouth has managed the company with Marie de Lauzon, Deputy Chief Executive Officer, former independent director of the group.

Together, they have a unique vision: to offer high performance, energy efficient, server solutions that are designed and manufactured locally.

2CRSi is an acronym for *Conseil, Conception, Recherche et Services Informatiques* (Consulting, Design, Research and IT Services) which constitute the 4 pillars of our know-how and our innovations.

In the age of the cloud, big data, blockchain and artificial intelligence, our computer servers support the biggest players in the economic world (CGG, OVHcloud, CERN, LinkOffice, Free, Caltech, etc.) to provide them with the computing power essential to their growth.

Our technological solutions which combine power and energy savings differentiate us. This last characteristic is at the heart of our DNA: we have designed all of our solutions with the aim of providing real answers to the economic and ecological challenges of our customers.

Our latest generation of immersion servers thus reduce electricity consumption by 40% to 60% compared to equivalent traditional systems. This strong commitment to "Green IT" constitutes a major competitive advantage for our customers, whose energy consumption can represent up to approximately 40% of their server operating costs.

In early 2018 we extended our activities with the acquisition of Tranquil PC (rugged edge computing products) and the creation in early 2019 of Green Data (hosting and rental of computing power under the Green Computing brand).
We reached a new milestone at the end of 2019 with the acquisition of Boston Limited. This international group of British origin is a world reference in the integration and marketing of IT equipment using the most advanced technologies on the market. Beyond the considerable expansion of our international positions thanks to Boston Limited, we benefit from strong commercial synergies and significant economies of scale.
During the 2020/2021 financial year, the Group achieved a turnover of 163 million euros.

At the end of February, it had 373 employees and its range of innovative solutions (computing, storage and network) was distributed in more than 45 countries around the world.

Six strong brands:

2CRSi: designer and manufacturer of high performance servers based on R&D expertise and an OCP approach (Open Compute Project, a community that promotes sharing of hardware knowledge).
The solutions offered are particularly appreciated for their OPEX and CAPEX reduction possibilities of up to 25% and the CAPEX costs by 40%for clients. The technical know-how is concentrated in Strasbourg, France.
Production can be carried out locally at one of the Group's sites.

Tranquil "All terrain IT": brand of rugged servers and energy-efficient on-board computers. The entire design and production chain is internal (R&D, manufacturing, tests), as a guarantee of quality.
The products are top of the line and the team has the ability to develop bespoke and OEM products.

Green Computing: rental and hosting of ecological computing power, offer of bare metal and HPC as a Service. The company owns and manages two main data centres in France: one in Nanterre and the other in Sophia Antipolis.

Boston Limited: value-added distributor offering a wide range of server / storage / workstation solutions.
Boston Limited offers full product customisation as well as all-in-one solutions by bringing together the different technologies. Boston Limited has been a premium partner of Supermicro® for over 20 years.

BIOS IT: consulting and integration with particular expertise in sectors requiring high performance computing (HPC) such as finance, artificial intelligence, deep learning, research centres and cloud services.

Escape Technology: reseller of IT solutions dedicated to the graphic design, cinema and special effects sector.

The synergy of these six brands meets the needs of the most specific and demanding customers and users, including data centres, independent software vendors, distributors and any business in need of reliable, high-quality, high performance and energy efficient IT solutions.

The Group's success is based on in-depth experience in research and development, with know-how combining mechatronics, electronics, thermodynamics and software engineering. These internal skills allow us to develop our own products and technologies.

Our ecosystem of key international technology partners such as Intel®, AMD, Western Digital® and Supermicro®, allied with experts like Submer, GRC, Graphcore, Vcinity, Kalray and NVIDIA®, allows us to provide cutting-edge or even tailor-made solutions to our customers around the world.

Today, we are reducing energy consumption. Tomorrow, we will recycle the heat by reusing it. The day after tomorrow, we want to generate electricity, thus using heat as an alternative source of energy for other uses.

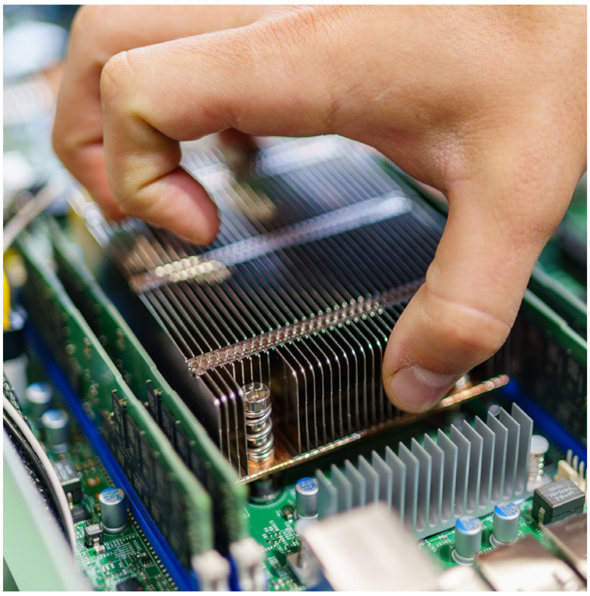
1.2. 2CRSi

2crsi

UNIQUE TECHNOLOGICAL KNOW-HOW ALLOWING THE CREATION OF INNOVATIVE AND EFFICIENT SOLUTIONS

Our value proposition is to offer high performance products and services at lower operating costs to ensure a faster return on investment for all of our customers.

Our innovations are based on our R&D culture (integrated department made up of 30 people in Strasbourg) and our agnostic approach.
We work with all manufacturers of processors (Intel®, ARM®,etc.), professional graphics cards (Nvidia®, AMD, etc.), boards (ASUS®, Gigabyte®, Supermicro®, etc.) and storage products (Western Digital®, Seagate®, Toshiba®, Samsung®,etc.) by selecting the best possible combination for the best technical solution according to customer needs.



AN ABILITY TO OFFER TAILOR-MADE SOLUTIONS

The Group offers unique solutions specially designed to meet the needs of demanding customers who are at the cutting edge of technology in their markets. This "tailored" service is a competitive advantage of the Group compared to market leaders, as it has the agility and flexibility needed to devise the best solution for the customer.

For example, in 2020, the teams designed a solution using OCtoPus 3 servers from 2CRSi to meet the specific OVHcloud needs for the deployment of its public cloud offering in Singapore and Australia. This solution is compatible with the usual standards of shared data centres while optimising the available computing density per m².

AGILITY AND AVAILABILITY TO LISTEN TO CUSTOMER NEEDS

The reactivity of 2CRSi and its close relationship with the main component manufacturers allow new technologies to be quickly integrated into products and to reduce time-to-market in order to offer unique market products. The ability of 2CRSi to implement production lines for small and large series also brings an industrial dimension to its approach, and thus provides solutions adapted to the needs of its small and large customers.

A dedicated team is defined to follow and advise the client throughout each project.

During the first lockdown linked to the COVID-19 pandemic, Linkoffice - a virtual desktop infrastructure provider (VDI) for B2B companies - contacted 2CRSi to relocate its VDI platform to our HPC data centre in the Paris region in order to keep control of its core business and meet the new GDPR requirements.
In 48 hours, our group carried out a skilful reverse-engineering of the existing platforms in Bulgaria and Luxembourg and the migration of 5,000 VDI users to Paris. This responsiveness was accompanied by an investigation of the needs of Linkoffice with access to the latest Intel® technologies allowing an adaptation to the computing load needs, while offering an energy and cost efficient solution, at attractive prices, thanks to direct liquid cooling (DLC) and the reuse of residual heat.

This adaptability is based on technical knowledge of software enabling the Group to design suitable hardware servers. The Group's many partnerships offer its engineers and technicians the opportunity to benefit from cutting-edge training on applications facilitating their analysis of customer issues.

COMMITMENT TO THE OPEN COMPUTE PROJECT

(https://www.opencompute.org/about)

OPEN COMMUNITY®

Since 2018, 2CRSi has been an active member of the Open Compute Project. This community employs collective intelligence to redefine computing infrastructure solutions, with a view to performance and efficiency.

It was with this mindset that OCtoPus was born, our bestselling 21'' server platform.

OCtoPus pools cooling and power supply systems, reducing the energy consumption of air-cooled servers by around 23% compared to that of conventional servers. The number of some components (fans, switches) is reduced, and the cabling has been redefined to be simpler, offering greater maintenance ergonomics.

COMMITMENT TO GREEN IT

The issue of energy, and more specifically the cooling of data centres, is a real issue given that the world market for data centre cooling systems is experiencing annual growth of more than 12%, which could bring the world market to 20 billion dollars by 2025 versus just 8 billion in 2016 (source: Global Market Insights). This is the reason 2CRSi got involved in the design of eco-responsible solutions very early on.

Through our 3 cooling technologies (air, liquid cooling and immersion), we are committed to reducing energy consumption at all stages of the product's life.
We offer solutions to optimise the overall cost of acquiring our products. For example, in the United States, the energy costs linked mainly to the electricity consumption of the servers represents between 30 and 42% of the operational costs of a data centre, and the operation and maintenance costs between 43 and 50% of total operational costs. In light of these customer issues, we provide innovative solutions to minimise these two expense items, particularly in electronic and mechanical design as well as in the choice of components and their arrangement.

In the solution developed for the subsidiary of a leading French international bank specialising in risk calculation, 2CRSi was able to offer a 60% reduction in energy consumption compared to competing standard solutions. A reduction of 100 tonnes of CO_2 per year has been achieved thanks to Direct Liquid Cooling (DLC) technology, which has been accompanied by the installation of new very dense HPC servers with low energy consumption at an attractive per core price.

Overall, 2CRSi is thus able to offer its customers the best performance in line with the technical, economic and energy criteria required.

INDUSTRIAL KNOW-HOW ENABLING THE IMPLEMENTATION OF TURNKEY SOLUTIONS

Initially a consulting and design company for IT solutions, 2CRSi has developed its industrial facilities in France (Strasbourg) since 2010 and in the United States (San José, California) since 2016.
Our strength lies in being able to constantly adapt to the production of small or large series.
In addition, 2CRSi is one of the rare market players to offer customers, on an industrial basis, the possibility of integrating their own software or technologies into developed products or allowing them to affix their name to a product developed by 2CRSi.

Our industrial know-how allows us to offer customers a set of additional services and to deliver turnkey infrastructures, notably by offering:

- assembly and tests on the Group's sites,
- assistance with certification by third-party organisations (APAVE, Bureau Veritas, etc.),
- disassembly, packaging and shipping,
- the establishment of all technical and administrative documentation (including customs),
- installation and testing at the customer or user site,
- short or long term rental of equipment, and
- maintenance at the customer or user site.

The diversity of this offer enables the group to continually respond in an efficient manner that is adapted to the specific needs of customers and to differentiate itself from its competitors.

PARTNER STATUS

intel

INTEL® Partner Titanium

intel partner Titanium

With by 2 specialties:
- Cloud Data Centre Specialist
- High Performance Computing Specialist

intel partner Cloud Specialist · intel partner HPC Specialist

NVIDIA

- Solution Provider - Visualisation Preferred
- Solution Provider - Compute DGX Preferred

IBM

Silver business partner

Western Digital

myWD Diamond Partner

GRAPHCORE

Elite Partner

Mellanox TECHNOLOGIES

Partner First

AMD

EPYC™ Partner Program Elite

OPEN COMPUTE COMMUNITY

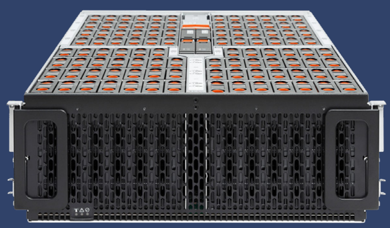
OCP member

SUPPLIER ACCREDITATION

Supplier	Accreditation
IBM	2 certified technical experts
BeeGFS	2 certified experts trained as system engineer
NVIDIA	4 experts Certified Compute Sales Curriculum 5 experts Certified Virtualisation Technical Curriculum
DATACORE	1 seller and 4 certified technical experts
Mellanox TECHNOLOGIES	1 seller and 2 certified technical experts
SAMSUNG	1 seller and 1 certified expert
Bright Computing	1 certified expert

THE 2CRSI OFFER ENCOMPASSES STORAGE AND COMPUTING SOLUTIONS.

ULYS



Data storage solution

- High Performance Servers (High Availability Data Storage Servers, Clusters)
- JBOD
- JBOF (All Flash Storage)
- NVMe SSD
- NVMe-over-Fabric (Solution: Composable Infrastructure)
- Data Storage Platforms, Software Defined Solution (SDS)
- Interconnectivity capability for Ultra Low Latency and IOPS (Performance, Bandwidth)

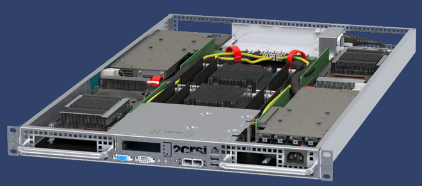
CLOE

19'' multi-CPU, multi-GPU computing servers, specially adapted to the needs of artificial intelligence

Micro clusters
Interconnectivity capability for Ultra Low Latency and IOPS (Performance Bandwith)

ATLANTIS

19'' servers with integrated immersion cooled power supply



ATLAS

21'' servers that can be air cooled or immersion cooled

Immersion cooling offers data centres the ability to deploy faster in privileged locations, such as city centres (edge data centre). This resolves latency constraints associated with distances and restrictions of today's computing requirements.

OCtoPus

21" servers using the OCP standard without integrated power supply

The OCtoPus infrastructure solution is an **autonomous and scalable ecosystem, optimised for large-scale high performance computing**.
It meets the high requirements of applications such as simulation, artificial intelligence and deep learning as well as power allocation infrastructures (SaaS, IaaS, PaaS) such as cloud gaming (VDI - Virtual Desktop Infrastructure), Big Data, image rendering and computer-aided design (CAD).

Data centres are experiencing strong growth in the number of users and uses. Software, consuming ever increasing resources, is leading them to rethink their IT equipment to reduce the overall cost without impacting the performance offered to the end user. To offer the best price performance and remain competitive, cloud operators must reduce other currently significant cost items, such as **energy consumption, construction of additional surface area and even maintenance.**

OCToPus offers a solution for data centres looking to increase the profitability of their installation through **reduced cost of use, while being scalable and efficient.** Its unique design permits density, energy efficiency and ergonomics that significantly reduce the cost of use.

Based on a "green" approach, the OCtoPus pools the cooling and power supply systems allowing **reduced energy consumption of around 23% in the case of an air cooled server.**

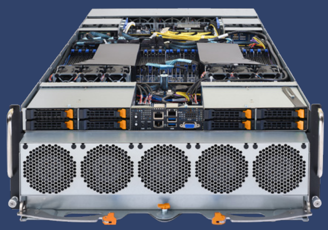
Its density allows optimisation of the space available in data centres and greatly increases the number of servers per m².

Given the data centre high cost per m², cost optimisation involves increasing the density of the IT solution. The OCtoPus solution thus enables the customer to increase capacity without investing in additional space.

Its design was **inspired by the OCP** philosophy to respond to data centre maintenance and operation issues. Unlike conventional solutions (19" bay), the network cabling on the front panel and the accessibility of the components from the front facilitate maintenance.

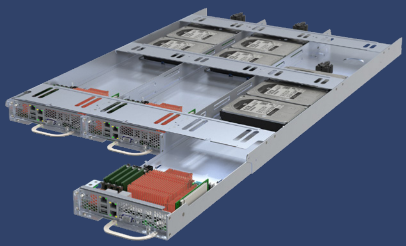
The **ease of handling of an OCtoPus** rack makes the maintenance steps up to twice as fast as for a conventional rack, which represents a considerable time saving and reduces the resources to be mobilised on site. The data centre thus improves service availability for its end users.
Furthermore, **optimising the amount of heat dissipated and improving air flow** drastically reduces the use of expensive air conditioners, as well as the temperature difference between the hot air and cold air corridors.
The extreme optimisation and flexibility of the Octopus also make it a preferred choice for the needs associated with blockchain applications.

GODI



21" or 19" compute servers supporting PCIe accelerators

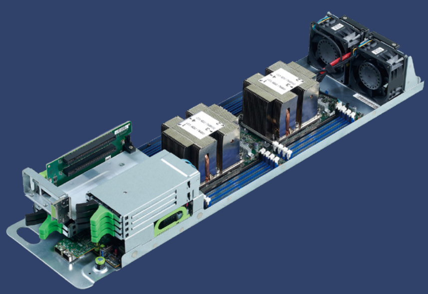
OCtoPus 3



Multi-node CPU solution

For 2020, we developed our new generation of multi-node CPU solution with the **OCtoPus 3** servers. OCtoPus 3 was designed to further improve the energy efficiency of data centres.
This range is effectively designed to perform complex workloads that require more flexibility and scalability for our customers' calculation operations. These new servers also offer reduced **costs of CAPEX (-25%) and OPEX (-40% with immersion cooling)**.

OPEN PLUS



21" "OCP" certified solutions

At the end of 2020, we also extended our 21" offer with Open Plus, a range of compute servers and a storage platform (JBOD / JBOF) with "OCP" certifications guaranteeing all the advantages of 21". With wider uses than OCToPus, this offer will make it possible to continue with the 21" standard on the European market, today mainly used by internet giants.

OpenBlade™

Data centres are experiencing an increase in the number of users due to cloud computing and desktop virtualisation. To meet growing demand while remaining competitive, cloud operators must offer the best customer experience.

In order to meet demand and attract new customers, data centres seek to optimise investments in their IT infrastructure. **The OpenBlade™** makes it possible to meet the **technical constraints of compatibility, obsolescence and evolution while reducing the overall cost.**

The OpenBlade™ is designed to significantly reduce the total cost of ownership for data centres. Designed for simplified operation, the OpenBlade™ is **agnostic and modular**, thus constituting an **eco-efficient solution** for IT infrastructure operators.

With a 19" architecture, OpenBlade™ is a flexible and scalable platform: it offers customers the freedom to evolve at their own pace according to their needs, while being able to stagger their investments. In addition, it is the first blade server that allows the integration of heterogeneous technologies (hardware-agnostic). The electronics developed by 2CRSi aims to accept the greatest number of technologies without impact on existing IT through the simple changing of a few modules. Its modularity and scalability allow it to limit costs in the event of obsolescence of standard off-the-shelf components used by the Group (motherboard, HDD, NVMe, processors, RAM, power supply, fans, etc.).

The OCP approach is particularly relevant to the development of the OpenBlade™ with **the pooling of cooling and the centralisation of the electrical supply**. In addition, an OpenBlade™ comprising 48 compute nodes (16 blades each with 3 motherboards) and a power shelf with two power supplies, offers the equivalent number of traditional 19" servers, an entire bay for a sixth of the space. Each blade behaves like a single server dedicated to a specific application, but can also be used as a group of servers (cluster) to deploy dense solutions on a large scale.
Finally, the architecture has been designed for redundancy and to meet high availability needs. The inputs-outputs are easily accessible because they are located on the front of the OpenBlade™ unlike standard solutions. The cabling has been optimised to reduce the number of visible cables by 90% and thus simplify maintenance and management operations: it is no longer necessary to have access to the hot corridor, the area behind the server racks for extracting air in data centres.

RUGGED AND ONBOARD COMPUTER SYSTEM SOLUTIONS

Originating with the acquisition of TranquilPC, founded in 2003 in Manchester, United Kingdom, the Tranquil range offers robust, fanless and energy-efficient computer systems for "edge computing" and embedded uses.

The production site is ISO 9001 certified.
2020 sees a new visual identity more in line with the offer for the Tranquil brand, whose slogan is "All terrain IT". The website and all the tools have been updated in order to promote the quality of the products and their competitive advantages.

The company offers its customers the products in its catalogue (products marketed by distribution partners or resellers) or custom-made products under OEM (Original Equipment Manufacturer) contracts.

The Tranquil range meets the needs identified in various applications and industrial contexts, and more particularly in extreme environments. All the products are in machined aluminium, designed to withstand the most extreme environments and uses (extreme temperatures, industrial environments, humidity, saline environments, vibrations, shocks, etc.).

The products are rugged.

They meet the constraints of intensive use in an industrial environment. Responding to a high IP classification, these compact products are designed to operate under extreme conditions of shock or vibration, temperature, exposure to liquid splashes, etc. and are ideally suited for embedded use.

Fanless, silent and limited maintenance.

The risks of breakdown that come with moving parts (fans) are eliminated. The products also have the advantage of completely silent operation.

Designed for wide temperature ranges.

The machined aluminium monohull chassis of Tranquil products are unique and designed to provide passive cooling, dissipating the heat emitted by the electronic components in an optimal manner. They guarantee long-term reliability and allow efficient operation covering a wide temperature range.

The catalogue offer is structured around 3 ranges designed and manufactured by the Tranquil teams:

Rugged Computers

- Mini Rugged – AMD Ryzen™

- Mini Rugged – Intel®

- Compact Rugged

- Slim Rugged

Rugged server

- Rugged Server

Portable data centre

- Microcluster

RUGGED SYSTEMS TO SUPPORT DATA AND THE INTERNET OF THINGS

"Data", or the "new black gold", opens up new possibilities for the industrial world. More and more tools are being deployed to produce, capture and use it for many activities: IoT (Internet of Things), video surveillance, digital signage and more in various sectors, such as the medical, maritime or military fields.

For such an increase in data production and use, customers need both computing power and storage.

Indeed, a great deal of data is produced and captured directly in the field and very often requires immediate processing rather than being sent to a datacentre for processing. The environments and needs are multiple and specific to each client.

More and more transport means, including autonomous vehicle, rail and even air, use complex software whose information cannot be processed by conventional IT solutions which are undersized.

The Tranquil range of "embedded systems" is ideal for proximity or edge computing. With no moving parts, silent and with a robust one-piece design, it is ideal for iembedded use and can be set up in any environment, to collect and process data.

One possible specific application: the autonomous vehicle. The information retrieved by the sensors must be analysed and processed in record time in order to transmit the correct manoeuvre to be performed to the vehicle, while ensuring the safety of the users.

Another concrete example requiring the use of a rugged product was that of a railway sector customer looking for a solution that could be integrated into the cabs of its trains in order to acquire data. Tranquil developed a tailor-made solution for this restricted environment with vibration and shock constraints.

Another "tailor-made" solution was designed for one of the leading elevator players, as an OEM and in close collaboration with one of the software leaders in the German-speaking market, Grassfish. The initial need was to be able to supply content to screens placed in an elevator cabin by combining a high-performance system with a maximum thickness of 26mm with the Grassfish software solution. It needed to be housed behind the screen, in the structure of the elevator car.

The product developed rapidly by Tranquil met this essential space criterion, while providing, with the associated software, a complete solution ensuring optimal operation. The silent (fanless) operation of the product and its reduced maintenance guarantee a longer life cycle and also meet the need for improved TCO demanded by the customer.

Microcluster or the portable data centre

Information technology has revolutionised research and industrial processes. The need for computing power is becoming increasingly nomadic and spontaneous, and data sovereignty is becoming a real issue, especially for sensitive data.
Many uses require computing power but without access to high-performance networks and data centres. Some players in oil exploration, construction or scientific research find themselves in unusual places and need computing power and IT tools on site.
The Microcluster is a versatile tool that answers this type of need, which can be looked at as a mini portable data centre.

Compact, turnkey and energy efficient, it can be used in harsh environments or tight spaces. It provides its users with great computing power and an ideal platform for all types of software (CRM, ERP, CAD, etc.), while guaranteeing the integrity of data that does not transit any network as it is effectively directly stored in the mini data centre, guaranteeing increased security.

The Microcluster meets a wide range of very diverse uses, including:

- private or portable cloud;
- teaching or development of new technologies;
- resumption of activity within a company whose IT infrastructure has been damaged;
- graphic rendering calculation covering, for example, the needs of architects;
- sale and demonstration of software at a trade fair or on a customer visit (POC - Proof Of Concept);
- creation of a workspace separate from the existing IT infrastructure: "life-size" software development and testing, VDI, etc;
- workstation(s) in a hostile environment or one that does not offer an IT infrastructure (construction in a remote area, ocean or desert oil exploration, etc.);
- tool for crisis management of natural disasters or health crisis (field hospital, recovery of IT infrastructure after an earthquake, for example).

Technical explanation

The Microcluster is suited to a multitude of applications thanks to its multi-node construction. It is easy to deploy because it does not require any prior infrastructure.

A Microcluster consists of a management blade, calculation blades, an internal network, a power supply, common ventilation and software management of the blades, all integrated in a customisable box designed for easy transportation.

The Microcluster is available in several versions, with internal network power of up to 10 GbE. It can be specialised for calculation or graphics tasks as needed, or directed to the processing of a large data flow, while remaining a compact and easily transportable solution.

AWARDS WON BY 2CRSI

2CRSi is regularly recognised by industry awards; the most recent distinctions include:

- **2013**: the Company becomes Intel® Technology Provider Partner.

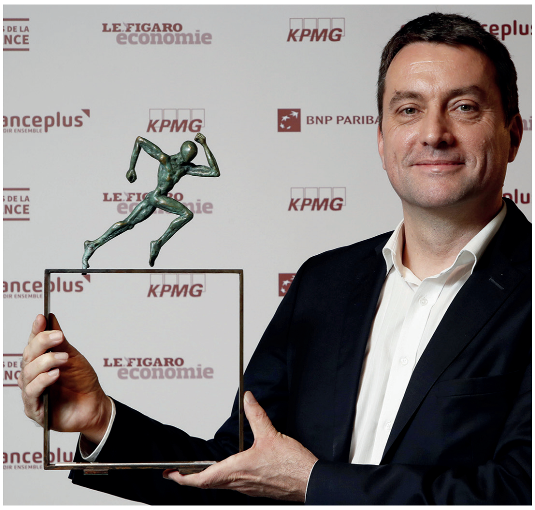
- **2014:** the Company wins the Rhenatic Alsace Innovation digital excellence sector award with its Hexaphi server.

- **2016:** the Company wins the Alsace Innovation "Digital challenges of tomorrow" trophy with its OpenBlade™ product and becomes an official partner of HGST Inc.

- **2017:** 1st winner of the Pass French Tech Grand Est.

- **2019:** Les Victoires de la Croissance, awarded by Croissance Plus, BNP Paribas, KPMG and Le Figaro.

- **2020:**
  - The company wins the "Responsible Digital Infrastructure" award at the "Cas d'Or" for its range of energy-efficient servers
  - 2CRSi is selected by the European Commission to help design and manufacture 100% European high performance computing (HPC) systems as part of the PILOT project (Pilot using Independent Local & Open Technology).
  - 2CRSi received the "Alsace Export 2020" Trophy in the "Establishment abroad" category for its overall international business development efforts.



Alain Wilmouth, during the "Les Victoires de la Croissance", 2019, award ceremony.

Photograph by Jean-Christophe Marmara / Le FIGARO

1.3. BOSTON LIMITED

BOSTON
Servers I Storage I Solutions

Since 1992, Boston's mantra has been to offer its expertise and operational excellence for the success of its long-term partners. Boston strives to always provide its customers with cutting-edge technology and award-winning solutions tailored to their uses.

The Boston group is made up of three brands with distinct activities: Boston Limited (IT integration and distribution), Bios IT (consulting and tailor-made solutions), Escape Technology (IT solutions for content creation in the media, entertainment and 3D sectors).

INTERNATIONAL PRESENCE

Since its founding in London, United Kingdom, Boston has significantly expanded its activities internationally. After the successful launch of Boston IT Solutions India in 2009, Boston established itself with Boston Server & Storage Solutions GmbH in Germany in 2010. In 2018, Boston started its activities in South Africa, Switzerland and Australia. In 2020, Boston expanded its coverage of Africa from South Africa and its French subsidiary was renamed Boston France.

CUSTOMISED SOLUTIONS, DEDICATED TEAMS

Boston's high performance data storage and server solutions became customised, tailoring solutions based on Supermicro® technology to create the ideal response to customer needs.

COMPLIANCE AND ACCREDITATIONS

Boston Limited seeks to continuously improve its products and services through its quality process to which it has been committed for several years.

- **ISO 9001 quality management certification**: 2015
- **ISO 14001 certification for the company's environmental management:** 2015
- **EE registration number:** WEE/CC0749YY
- **Cyber Essentials certificate number:** 7208475
- **Packaging Waste Directive (PWD CODE):** NPWD312354
- **EU Battery Directive registration number:** BPRN06332

• **INTEL®** partner titanium
• **NVIDIA®** Elite Partner in all technology solutions, making Boston Limited the UK's most accredited NVIDIA® partner
• **AMD:** EPYC Partner Program Elite
• **VMware:** Advanced Partner
• **Graphcore:** Elite Partner

COMMITMENT TO GREENER TECHNOLOGIES

Boston aspires to reduce its carbon footprint and advance so-called "green" computer technologies. ISO environmental certification underpins this commitment with well-defined objectives and standards, as does the choice of external partners such as Supermicro® and Asperitas, aiming to bring ever more energy efficient solutions to the market.

Boston is also engaged in ongoing tree planting and fundraising initiatives, and participates in the UK government's "Cycle to Work" programme for all employees at its headquarters in St. Albans. A "Green Team" prize is also awarded each year to the department that has invested the most in the "green" objectives defined by the company to encourage people to adopt more virtuous daily behaviour.

BOSTON LABS

BOSTON LABS

Boston offers access to its "Boston Labs", a test lab that allows resellers and their customers to try out the latest products and technologies available on the market. This includes remote access to servers and allows testing from the customer's own desktop before purchasing the final solution.

AWARDS WON BY BOSTON LIMITED

Boston is regularly recognised by industry awards; the most recent distinctions include:

- **2020** Storage innovators of the year - Storage award
- **2019** Manoj Nayee - Gamechanger of the Year - ACQ5
- **2019** Storage innovators of the year - Storage award
- **2018** Hyper-Convergence Vendor of the Year - Storage Awards
- **2018** Best Marketing Video - Tech Marketing & Innovation Awards
- **2018** Best AR/VR solution - Tech Product Awards
- **2018** Tesla Partner of the Year - NVIDIA®

SUPPLIER ACCREDITATION

NVIDIA	GRAPHCORE	SUPERMICRO	intel
• Tesla – Elite • DGX - Elite • vGPU – Elite • Quadro - Elite • Deep Learning Institute - Elite Which makes Boston Limited the most accredited partner of NVIDIA® in the UK.	Elite Partner	Distributor	• Intel® Titanum Partner • Technology Provider Platinum Partner • HPC Data Centre Specialist • Intel® Select Solution Partner
	AMD	Mellanox Technologies	
	AMD Elite Partner	Distributor	
IBM	vmware	Micron	
IBM® Business Partner	"Advanced Partner"	Distributor	

Boston also partners with other hardware vendors and independent software vendors in a number of specialties.

PRINCIPAL BOSTON LIMITED PRODUCTS AND SOLUTIONS:

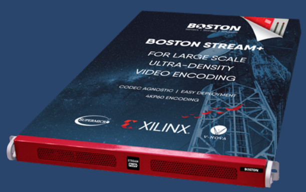
Boston Limited has a wide range of advanced products and solutions.
All of these solutions are available for testing at Boston Labs.

BOSTON FLASH-IO TALYN

The Boston Flash-IO Talyn is a revolution in the field of NVMe over Fabrics. Using Excelero NVMesh architecture, the Boston Flash-IO Talyn is able to provide an SDS solution suitable for the most demanding workloads, low latencies and NVMe flash storage exploitation.

There are two models of Talyn Flash-IO designed for all sizes and business needs, from a 1U hyperconverged version to a 2U high density multi-node solution.

BOSTON STREAM +



Built in partnership with V-Nova and Xilinx, the Boston Stream+ uses the V-Nova unique P+ encoding technique which dramatically improves the quality and bit rate of any standard encoder such as AVC/H.264, HEVC, VP9 and - in the future - AV1. The Boston Stream+ is the highest density encoding solution currently available on the market, enabling use cases such as live 4Kp60 encoding.

THE BOSTON VENOM THREADRIPPER™ SERIES

Powered by the 3rd generation of AMD Ryzen™ Threadripper™ and Threadripper™ PRO processors, these latest generation processors are based on the "Zen 2" core architecture, which includes up to 64 cores/128 nodes while increasing the clock speed to 4.5 GHz.
The Boston Venom Threadripper™ series workstations provide a real benefit, especially for complex workloads. With many GPU options, including AMD Radeon™ Pro and NVIDIA® RTX GPUs, and an expandable NVMe storage solution, it is possible to achieve a custom configuration to suit all specific customer needs.

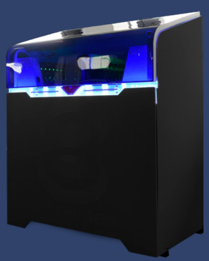
THE INTEL® SELECT SIMULATION AND MODELLING SOLUTION

The Boston Intel® Select solution was one of the first to be accredited globally. Intel® Select solutions are developed with partners who are considered to be leading data centre and service providers. These solutions, verified by Intel®, aim to accelerate the selection and deployment of data centre infrastructure and communication networks. Purchasing Intel® Select Solutions is the fastest route to infrastructure transformation.

BOSTON ANNA SERIES

Based on the Supermicro® building blocks, Boston's Artificial Neural Network Accelerator (ANNA) solutions provide a number of configurable options to meet Artificial Intelligence and Machine Learning needs. These solutions offer exceptional GPU density, ranging from 4x NVIDIA® GPUs in just 1U to 16x NVIDIA® GPUs in 10U - with all GPUs connected via NVIDIA® NVLink technology. A number of configurations are available thus offering compatibility with the latest generation of NVIDIA® A100 GPUs with SXM4 connectivity via the latest generation of NVLINK. These powerful AI/DL solutions can also be integrated into the framework of AI reference architectures with partners such as vScaler and Excelero.

BOSTON’S IMMERSIVE AIC24 COMPUTING PLATFORM



Boston offers a large catalogue of compatible hardware inventory management units and the expertise to meet all customer requirements. This is notably the case with the collaboration between award-winning experts of Immersed Computing® cooling, Asperitas and Boston. This collaboration provides an end-to-end "datacentre-in-a-box" solution for cloud computing providers and datacentre operators. Boston has created a number of compatible "sleds" that use advanced technologies from AMD, NVIDIA® and Intel®. The Boston AIC24 can be used in a multitude of areas, from advanced/5G computing to cloud and HPC.

BOSTON ROAMER MU-VR

Developed in partnership with NVIDIA® and the creators of Omniverse and Holodeck, the Boston Roamer is a unique solution that can accommodate up to 4 users in the same Virtual Reality environment, which makes it an ideal tool for collaborative work such as 3D CAD/CAM.
Virtual reality is rapidly becoming the medium of choice for a variety of applications such as video games, simulation, engineering and training.

BOSTON TRAINING ACADEMY

THE BOSTON LIMITED TRAINING ACADEMY

Boston has created its own academy whose ambition is to become the benchmark in IT training. With a vast catalogue of training courses, the accreditation of the Boston Training Academy is a guarantee of excellence, differentiating the commitment of partners ready to take their learning a step further.

Boston is also an NVIDIA® Deep Learning Institute Training Partner and has a number of qualified in-house NVIDIA® trainers around the world.

In 2020, the Boston Training Academy thus made enormous progress in developing and delivering more courses than ever with partners such as Intel® Software and the NVIDIA® Deep Learning Institute. This development, combined with the integration of new partners such as Fujisoft, has led to the opening of a number of AI centres of excellence.
It is in this context that Boston Limited, through its academy, is proud to commit itself to the Centre of Excellence (CoE), a unique structure that brings together students of higher education. Boston Limited thus works with six university partners who benefit from the Boston Training Academy: Periyar University (India), Xavier University (United States), IES University (India), Leading India AI (India), ISBM Institute, Chola Mandala.

The six university partners:

PERIYAR UNIVERSITY SALEM · LEADINGINDIA.AI · IES UNIVERSITY BHOPAL · ISBM · XAVIER UNIVERSITY · Chola

The CoE is the Centre of Excellence for Industry 4.0, offering a range of services to students, laboratories, professionals, companies and start-ups.

Boston India has partnered with CoE to deliver premier training courses leveraging a private cloud solution, with a focus on Industry 4.0 technologies. The CoE's focus on future product innovation across India is supported by a shared platform for academics, businesses and tech professionals to interact and solve industrial and social challenges in a collaborative environment. This entire ecosystem is made possible by vScaler Cloud. vScaler is a high-performance private cloud specifically designed and optimised for HPC, Big Data and AI/ML workloads.

The mission of the Boston Training Academy is to become a renowned development site for talent engagement, training and solutions across various disciplines.

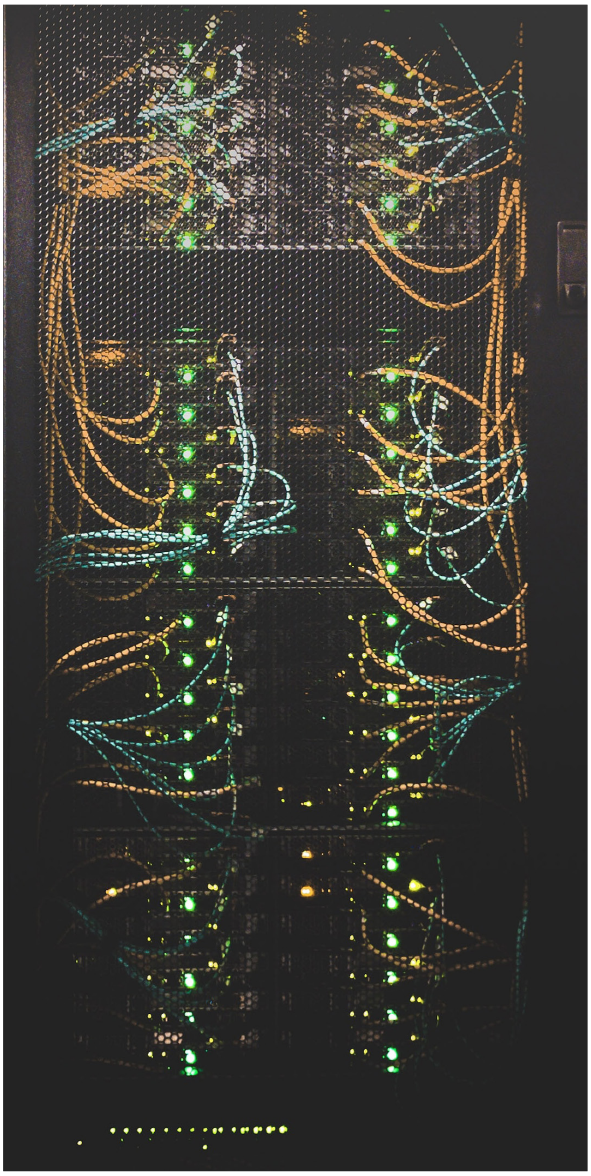
Key sectors	Centre of excellence for Artificial Intelligence	Partnership training programme	Academic training programme	AI and data science consulting services	
Partners	Webel / Webel-Fujisoft-Vara Centre of Excellence Industry 4.0	Arrow Education Services	intel software / intel oneAPI Technology Partner	NVIDIA Deep Learning Institute	
Major areas of activity	Artificial Intelligence Solutions	AI and data science training	Co-establishments	Custom design	Development of sales skills
Achievements	18 memoranda of understanding signed with 10 more under negotiation	Over 2000 delegates trained	Educational institutes recognised by the brand	High margin revenues over $ 110.00	Key industrial partners for AI

1.4. BIOS IT

The BIOS IT brand offers IT consulting and integration services, providing tailor-made global solutions to companies with high performance computing needs. BIOS IT has specific know-how in the research (science, engineering, university computing laboratories) and finance (trading, risk management) sectors. The product and service offering includes high performance servers, data storage, networking, on-premise or cloud, and all associated services and supports.

BIOS IT has acquired strong HPC expertise through years of experience and collaboration with a large number of leading universities and research centres. The internal BIOS IT team of technical experts can thus provide its customers with scalable, efficient and reliable HPC solutions.

BIOS IT helps to simplify the deployment, use and management of IT cluster systems by providing a standardised and reproducible method. This method allows clusters and high performance applications to be run straight out of the box. BIOS IT offers a range of open source and non-open source compute cluster management software packages, selected based on customer environment and workflow. BIOS IT pre-designs and tests multiple variants of hardware and software, making compute clusters easy to deploy, simple to use, consistent, transparent, turnkey, and fully available.



BUSINESS SECTOR

Finance

The development of FinTech is the biggest challenge for the financial services industry. Artificial intelligence (AI) is an essential tool to stay at the top level in this highly competitive world. The use of AI has grown massively in applications such as data analytics, security and anti-fraud. The explosion of cryptocurrencies and "Open Banking" is creating new possibilities in financial services, as technology is deployed to accelerate research and development.

Health

One of the major factors driving the huge growth of the healthcare technology market is the development of cost-effective and fast IT solutions. BIOS IT offers a range of solutions optimised for the life sciences, which combine disruptive hardware and software technologies supporting the digital transformation of the industry. They also save researchers time and reduce the total cost of discovery (TCD). These revolutionary solutions are ideal for precision medicine, microbiology, clinical research and genomics.

Scientific Re-search

Scientific disciplines use information technologies differently. For example, in high energy physics, neurobiology, chemistry and materials science, experiments generate millions of observations per second, which must be sifted through and recorded in real time.

In contrast, experiments in economics, psychology, and public health slowly accumulate data over time. Although these disciplines require high performance computing with large storage capacity, they do not need the ability to react in "real time", which makes the requirements of the high performance computing solution very specific. Regardless of the scale of the company, the goal of BIOS IT is to build and implement optimal-sized computing solutions using their expertise in high-performance computing and application-specific environments in cloud computing and IaaS (Infrastructure as a Service).

Academia

For academic customers, high performance computing is now an integral part of their infrastructure. Institutes can accelerate their research through access to a variety of architectures, the latest technologies and faster computing capacity. The range of BIOS IT solutions for academia has been developed over many years of collaboration with leading academic institutions, such as the University of Cambridge (Big Data Institute), Imperial College of London, Montana State University, University of New South Wales, etc.

Simulation

New technologies are constantly emerging and continue to allow more complex and larger simulations: from non-volatile (Optane) memory from Intel®, 1000 times faster than traditional NAND memory, to AMD processors from the EPYC™ 7002 series, with a memory bandwidth of up to 208 GB/sec per socket. The range of BIOS IT solutions, powered by CAE, incorporate the latest breakthrough technologies, including Intel® Optane, AMD EPYC™ and OpenStack Cloud.

1.5. ESCAPE TECHNOLOGY

Escape Technology

Escape Technology was established in 2005 as a specialised technology business unit within Escape Studios - an elite training school in the field of visual effects. Escape Technology was incorporated following an investment from Boston Limited in 2013, and has since grown to be the provider of choice for content creation studios in the games, visual effects, animation, design visualisation and architectural visualisation fields. Escape Technology's clients include some of the top studios in the media and entertainment industry, including MPC, The Mill, and Industrial Light and Magic (ILM).

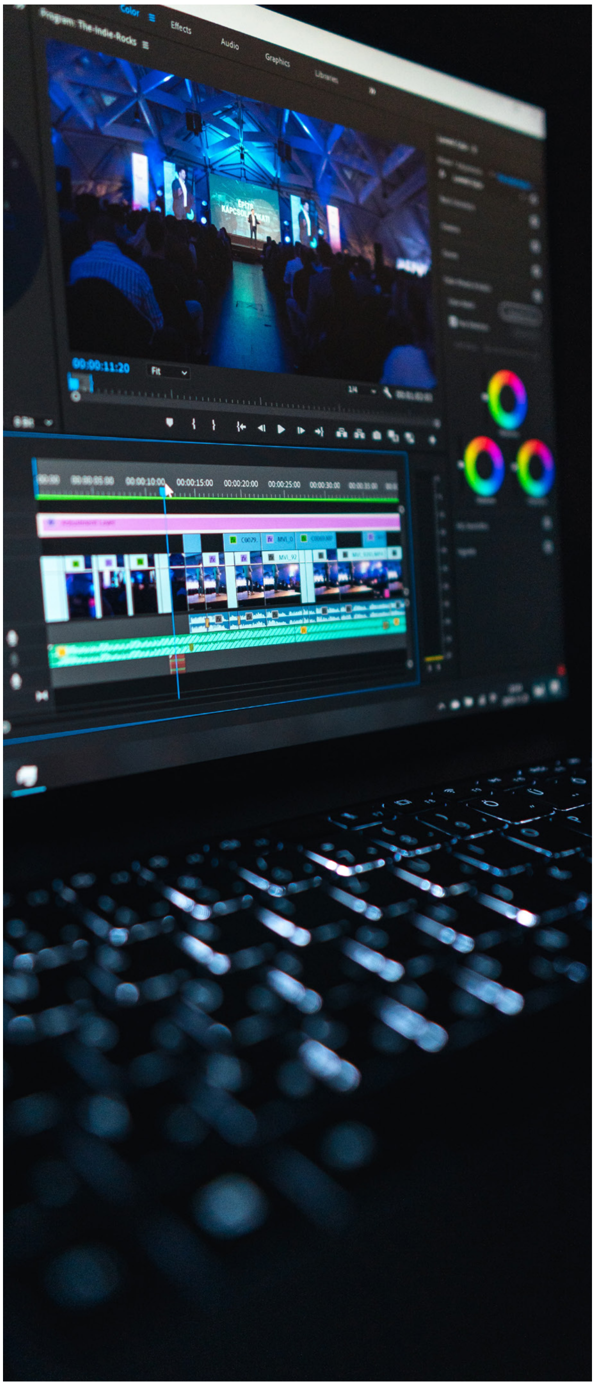
Escape Technology provides hardware, software and technical assistance to graphic designers in their industries. Thanks to a collaboration with major manufacturers such as HP®, Dell®, NVIDIA®, Adobe ® and Autodesk®, Escape provides complete solutions for creative workflows and the underlying IT infrastructure. The Escape Technology team is made up of professionals with a wealth of industry and creative technology experience, able to recommend, deliver and maintain the best technology for creative studios.

- **Engineering:**

The internal team is made up of engineers and technical specialists. Each has had the opportunity in their career to work on the front line in the field of visual effects or post-production and bring clients a strong and varied skill set. With mastery of all aspects of workflow practices, pipeline architecture and systems administration, Escape Technology's expertise is leveraged by studios across the UK and, more recently, in Germany.

- **Know-how and anticipation:**

Escape Technology has been able to anticipated trends since its inception and prepared its customers for the evolution of visual effects. Whether it's new ways of working or technological revolutions such as GPU rendering or the cloud, Escape Technology is always one step ahead.



BUSINESS SECTOR

Post production	With the experience of Escape Studios and the integration of key people, the Escape Technology team has been active in the film and television post-production industry for decades.
Design visualisation	With the rapid evolution of graphic technology, various industries are beginning to see the advantages of what generally only existed in the field of films and games, for example virtual guided tours, landscape surveys, immersive experiences, etc.
Gaming	Since the arrival of Neil Parmar, co-founder of Bluegfx in 2015, Escape Technology has been able to make its mark on the game development industry.
Education	Born of an educational institution (Escape Studios), Escape Technology maintains close relationships with universities. By providing VFX courses at sites such as London and Doncaster that include cutting-edge technology and advice, Escape Technology has the benefit of optimal experience, between theoretical studies and market needs.

SUPPLIER ACCREDITATION

Supplier	Accreditation
Adobe	Gold partner
Autodesk	Gold partner
HP	Gold partner
Dell	Authorised partner
Lenovo	Certified and specialised partner
Mellanox Technologies	Authorised partner
Pixel Farm	Exclusive reseller for UK and Europe
pixitmedia beyond expectations	Certified and specialised partner
Science-D-Visions	Exclusive UK reseller
VortechsFX	Exclusive UK reseller
unity	Gold Authorised Reseller

1.6. GREEN COMPUTING

Green Computing is the trademark under which the company **Green Data** operates, a joint venture founded in March 2019 and 55% owned by **2CRSi** and 45% by **Azur Datacentre**, specialist in data hosting.

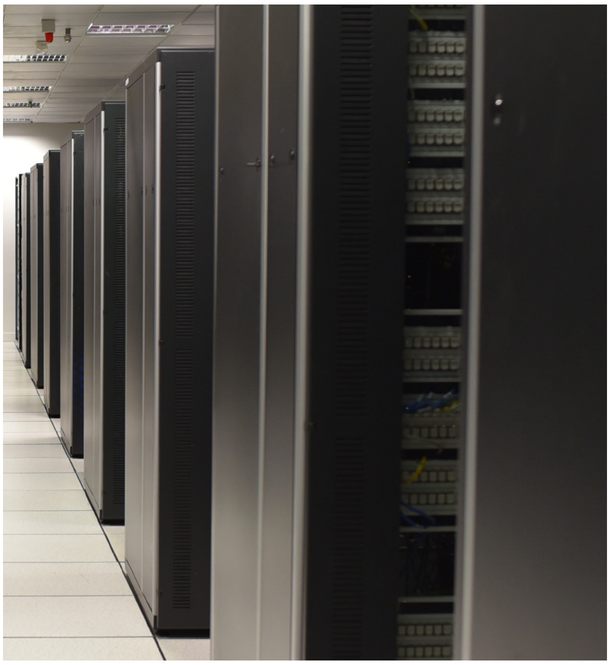
The Green Computing infrastructure consists of:

- **3 data centres in Nanterre, Sophia-Antipolis**

- **An HPC infrastructure made up of:**
  - 30,000 cores available
  - A 1.5 MW DLC (direct liquid cooling) platform
  - 1 MW of immersion cooling
  (10 immersion tanks, the largest group in Europe)
  OCP hosting solutions (21'')

- **A network offer bringing together**
  - A fibre optic network connecting the main datacentres in Ile-de-France
  - Connections to the main ones Internet service providers and French exchange points

- **A range of à la carte services:**
  - Accommodation (housing)
  - Networks
  - Bare Metal on demand
  - HPC as a Service: since autumn 2020



THE GREEN COMPUTING SERVICES PANEL

Bare Metal as a Service	HPC as a Service	Hardware Client hosting (sold or rented by 2CRSi)

Network connectivity and security

IP transit, VPN, Dark fibres, Dedicated links, Anti-DDoS, Firewall

Housing

standard servers, OCP servers
3 types of cooling: air, DLC and immersion

THE ADDED VALUE OF GREEN COMPUTING

AN INNOVATIVE VISION FOR TECHNICALLY AND FINANCIALLY OPTIMAL SOLUTIONS

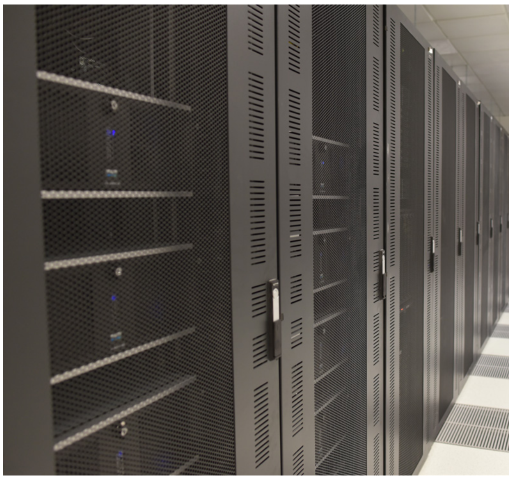
HPC ORIENTED INFRASTRUC-TURE	Offer very high density hosting solutions for intensive computing needs (3D rendering, AI, VDI, etc.). The major datacentre players (Equinix, InterXion, etc.) are not yet present in this market.
OPERATIONAL AGILITY	Optimisation of CAPEX by taking advantage of the investment of large groups: limited investment upgrading of industrial sites (or even datacentres) destined to be dismantled and which have robust and relatively recent electrical infrastructures. This approach makes it possible to apply very aggressive prices (reduced CAPEX compared to the competition).
COMPLEMENTARITY WITH THE 2CRSi OFFER	With the increase in electrical densities, the new platforms offered by 2CRSi to its customers are increasingly complicated to host on their premises, hence the natural demand for outsourcing to a specialised datacentre.
GREEN-IT	Reduction of the ecological footprint: Optimised PUE through direct water cooling, immersion cooling and heat recovery

Green Computing also offers its expertise to its customers with specific needs in computing power, advanced simulation, software testing or even in the event of a peak in activity on the existing IT infrastructure. The customer can thus meet their needs without being forced to invest often large amounts in comparison to the duration of use.

For example, to achieve increasingly realistic renderings (3D image), certain customers in the cinema industry or in advertising require significant computing power. Their own computing resources being limited, they need additional computing or storage power for specific or one-off projects (production of a cartoon, advertising, presentation of a new product, etc.).

Green Computing therefore has a range of turnkey solutions that can be delivered quickly and fully adapted to these needs (pre-wired racks with complete servers that can be connected to the customer's network, for example).

Finally, Green Computing offers fully tailor-made solutions, both in terms of servers (thanks to 2CRSi tailor-made solutions) and in terms of hosting (from the possibility of having private cages to the development of algorithms for optimised calculation).



1.7. MISSION, VISION, STRATEGY AND OUTLOOK

MISSION

For many, the current period is similar to the Renaissance, with a bubbling of new ideas, an intermingling of disciplines and techniques and an accelerated dissemination of knowledge. In this new world, Big Data and artificial intelligence represent a new industrial revolution, beyond that of the Internet. From trade to energy through finance, health and culture, all sectors of human activity are today large consumers of digital data making it the gold mines of the contemporary world.

Big Data encompasses the ability to produce or collect digital data, to store it, to analyse it and to visualise it. It is very often characterised by the "3V" (volume, variability, velocity), with the data arriving in great quantities at unprecedented speed and is of a more varied nature than in the past. The advent of the "Internet of Things" will strongly accentuate this phenomenon.

However, behind this virtualised, distributed and remote computing, there are very real infrastructures of high energy consumption and carbon impact.

If the datacentres of the world formed one country, it would be the 6th largest consumer of electricity in the world. According to some analyses, the digital sector could generate as many greenhouse gas (GHG) emissions as air transport in 2040. Today, digital represents 2% of France's GHG emissions, or 15 MtCO2eq; on the basis of an anticipated growth of 60% in 20 years, it could reach 24 MtCO2eq of emissions in 2040, or 7% of the forecast emissions for France.

In this context where digital data increases and takes on more importance every day, 2CRSi is proud to have as its mission **"to reconcile IT and the planet".**

This reconciliation requires technological solutions that are

- less energy consuming,
- better suited to customer needs (by eliminating in particular the outperformance towards which many IT manufacturers are pushing),
- optimised in terms of components,
- designed and produced locally.

VISION

Over the past 10 years, the competitive landscape of the server market has undergone a dramatic change. Traditional players such as HP, Dell and IBM® have experienced a significant decline in their market share at global level, allowing the emergence of new players.

According to Gartner, these players (HP, Dell and IBM®) together represented nearly 75% of the global market in 2012. Their cumulative market shares represented only 52% of global server market revenues at the end of 2017, and less than 40% at the end of 2020, despite the efforts of these players to defend their market share by buying out some emerging competitors.

This change in the competitive landscape is the result of several factors:

- **The emergence of Chinese players such as Inspur and Huawei.**

  The arrival of these new players is the result of the policy of the Chinese government looking to have national players able to provide solutions for the domestic demand and which are not dependent on foreign players, for data security reasons in particular.

• Vertical integration and the introduction of new server design standards by Web and cloud giants such as Google, Microsoft and Facebook.

Tired of product offerings from major generalist brands that did not respond to its concerns, in 2011 Facebook launched a new project dedicated to improving the design of servers, the OCP (Open Compute Project). Developed with a view to optimising the operating costs of IT infrastructures, this initiative is based on a standard open to all and specifications which all can meet. The main change is dogmatic: it is not the supply that drives the market but the demand that guides the supply of manufacturers. Thus, on 10 March 2015, Facebook announced that it had already saved more than 2 billion US dollars on its infrastructure costs in three years thanks to OCP.

• The other Internet giants have followed this trend by choosing their technology from different suppliers (like 2CRSi) and thus developing their own equipment, which they then have manufactured by sub - contractors, particularly in China and Taiwan.

In France, OVHcloud and Online (Iliad) are following this strategy. In practice, an open standard allows innovations to be multiplied by the appearance of new players who, thanks to the innovations they bring, are able to receive very large order volumes from the major internet contractors (GAFA or similar).

• The development of hyperconverged systems, which combine computing, data storage, network and virtualisation functions.

This new generation of architectures allows new, more agile players, offering tailor-made and disruptive solutions with higher added value, to gain market share. This is the case for example with 2CRSi, Penguin Computing and Liquid. These players are benefitting from the growth of this market segment, while the traditional players are seeing their growth slowed down because their historical positions are based on less profitable segments. Thus, according to Gartner, multi-node servers used for hyperconverged systems should represent around 30% (in number of units) of the global market in 2021, compared to 17% in 2014 and 25% in 2017, with growth of nearly 10% over the 2017-2021 period.

• The need for services.

Only the biggest internet giants today have large teams capable of independently managing the definition and implementation of their server infrastructure. For the rest of the economy, the possibility of benefitting from services is essential: some only need simple installation and maintenance services while others value the possibility of having a turnkey solution, hosting included, and to benefit from advice to optimise their choice of application, their algorithms or their licence costs.

• The evidence of Green IT.

Consideration of the environmental issue represented by the growth of datacentres favours players who, like the Group, offer solutions that reduce energy consumption. By reducing the quantity of electricity required for operation of the servers and therefore the amount of heat generated by them, we induce an additional reduction in energy consumption used for cooling.

These major market trends, born a few years ago with the development of big data and the Internet of Things, have been reinforced and accelerated by the COVID-19 health crisis. For example, this has transformed work by making telework a necessity as soon as it is materially possible. In addition, this crisis has made Western countries aware of the strategic need to limit their dependence on technologies originating in Asia and therefore to develop a local ecosystem by favouring companies and solutions from their region for their purchases.

These positions are leading to the emergence of a modified competitive landscape, in which traditional players, still present with strong market shares, are competing with players who are both more agile operationally and offer solutions with an optimised total cost of ownership, a reduced carbon footprint and local production.

The ambition of 2CRSi is to be a benchmark player in hyperconvergence and of Green IT, to make these solutions the new market standard and thus move into the top 10 in computer server sales.

STRATEGY

The Group's success is based on three pillars:

1. **Technological innovation, always aligned with customer performance need and with respect for the environment**

2. **The expansion of the offer with complete IT solutions and services plus increased market access thanks to various strong brands**

3. **Extensive international coverage**

1. Technological innovation

Innovation has been an essential part of the 2CRSi DNA since its creation. This innovation allows the Company to offer different solutions that are perfectly adapted to the needs of its customers.

In 2006, the Company acquired design capabilities in mechatronics and business intelligence in the server and industrial IT sector.

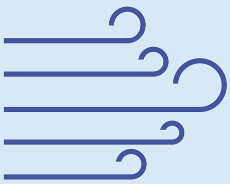
Since 2013, the Group has structured its research and development efforts, increasing the fields in which its teams of engineers act. Today, the development of new 2CRSi solutions is driven by:

- a team in charge of server architecture and design,
- a team of doctorates, engineers and technicians dedicated to mechatronics and thermodynamics,
- a team specialising in electronics and embedded software,
- an applied research team working on major developments in energy subjects.

Over the past five years, the new technologies developed by 2CRSi are the result of efforts to reduce the electricity consumption of servers, as well as their economic and ecological cost through:

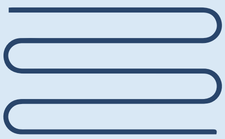
- The pooling of cooling and power supply systems for servers;
- Intelligent control of the fans by a server dedicated to monitoring server activity;
- Maintaining the operation of the servers despite the failure of one or more elements.

As of 2017, the first servers in the OCtoPus range offered a 23% saving in electricity consumption compared to equivalent competing servers. Today, 2CRSi offers electricity consumption gains, for both air and immersion (the servers are immersed in a tank containing a dielectric liquid) with direct liquid cooling technology (the hottest components are cooled by thermoblocks in which a liquid circulates).



AIR COOLING

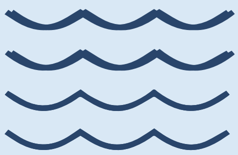
23% lower energy consumption



DIRECT LIQUID COOLING

-80% lower energy consumption*

*depending on the ventilation syestem



IMMERSION COOLING

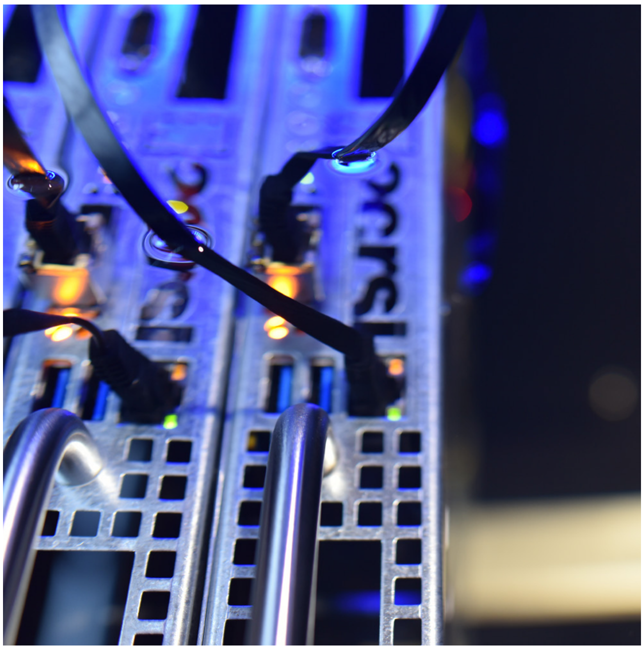
Savings of 25% CAPEX* and 40% OPEX*

*CAPEX = investments
OPEX = operational charges

Beyond the gains in electricity consumption, the 2CRSi teams have also made it possible to reduce the cost of acquiring servers thanks to the elimination of all unnecessary components, the pooling of fans and power supplies and even the use of reconditioned materials.

Finally, 2CRSi servers aid facilitation of maintenance work with access to all connections on the "cold corridor" side and thus achieve additional savings during the operating phase.

The work performed so far has made it possible to design servers with a power consumption reduced by 40% to 60% in immersion. The substantial savings made possible by these technologies represent the first step in 2CRSi's research on the subject of energy.
Today, the Group also allows its customers to recycle the waste heat produced by the servers, for example to heat water. Tomorrow, the teams will aim to reuse this heat to produce electricity.



2. The expansion of the offer

a. Expansion of the server offer

By being able to respond to specific needs with a tailor-made response, 2CRSi quickly reached out to a high-end clientele that uses IT at the heart of its own service offering (flight simulation, video games, cloud, university research, geological modelling, etc.).
This initial positioning, while demonstrating the strength of 2CRSi's innovation, presented certain constraints for the Company's growth in the short or medium term:

- Large contractors were reluctant to place orders with small players
- To ensure robust and regular growth, 2CRSi had to diversify its customer portfolio.

This is why the years 2019 and 2020 were devoted to finalising the development of new products making it possible to cover more than 80% of the market.This catalogue offer will make it possible to develop the group's sales over a wider and more diverse range of customers.

OUR SERVER OFFER

	STORAGE	CALCULATION	HYPER-CONVERGENCE
Hyperscalers	Ulys 460/4102 Bryce Canyon Crystal Lake	OCtoPus 1.4/ 1.8 Atlantis 1.4/1.8 OCtoPus 1.13	OpenBlade OpenBlade 2.0
Large acecounts	Ulys SAN Ulys S24HA	Godí Atlas	OPen Plus
ETI	Ulys S24	Cloe 4SP Cloe 8SW	OCtoPus 4/5/8
SME	Ulys 1.10	Mini Rugged Computer	Micro Cluster
Industrials	NUC+SSD	Ultra Slim NUC	OCtoPus 3

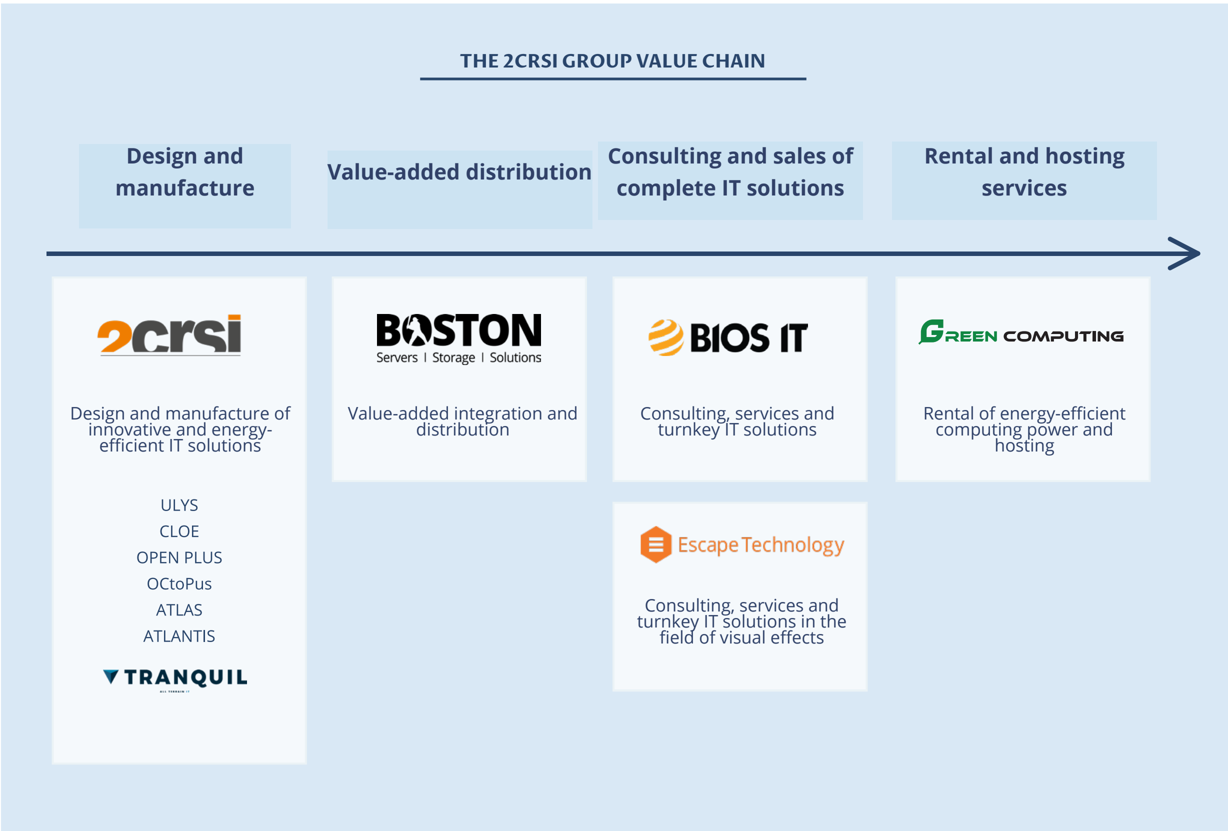
Systems existing before 2019
New systems

b. Expansion of the offer with complete solutions and services

2CRSi intends to offer more than products in order to meet customer needs. The Group has thus developed its ability to sell complete solutions, comprising the application elements as well as the services that the customer may need, including rental of computing power and data storage, installation, maintenance, training, etc.The Group's teams are also increasingly called upon by large companies to provide them with consulting or diagnostic services upstream of investment phases in new IT infrastructures in order to optimise their operations and their overall operating budget (including their software licence budget).

The Group includes four established major activities, each clearly positioned:

- The design and manufacture of energy-efficient computer servers, workstations, storage solutions and rugged servers (edge computing) (2CRSi)
- Value-added integration and distribution (Boston Limited)
- The sale of complete IT solutions and the provision of services (advice, design, installation) for complete IT solutions - (BIOS IT) specific to the field of audiovisual creation (Escape Technology)
- Hosting and rental services for computing power and data storage (Green Computing).



3. Extended international coverage in a multi-local approach

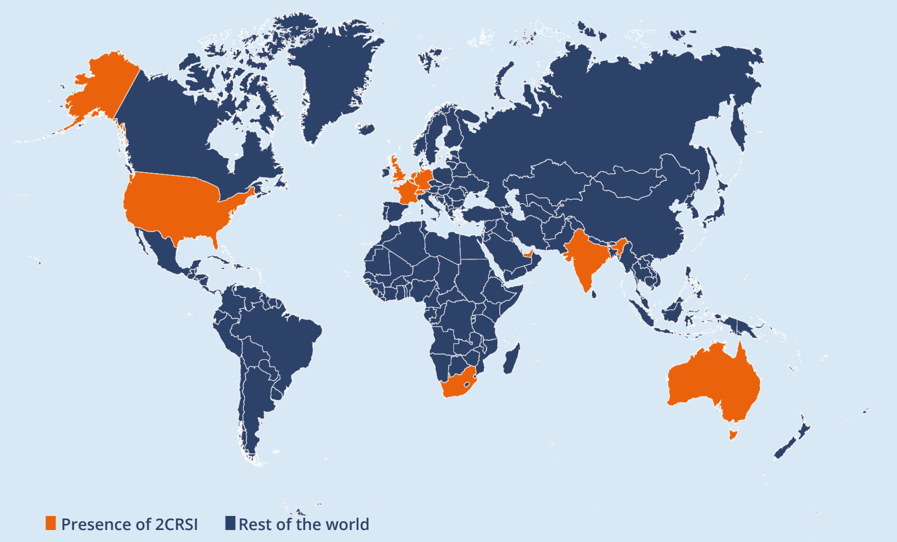
2CRSi aims to meet the needs of its international customers by offering them access to local technical teams as well as also anticipating regulatory obstacles (technical standards, customs duties and other barriers to entrance).

Many clients need this support in new geographic areas. For example, software publishers for whom the Group produces specific appliances want the Group to offer them identical services regardless of their geographic area. Likewise, the Group's customers from the military world need a partner who can project their teams beyond sea and land borders, speaking the same language with the same working methods.

This desire to support customers has always been a guideline for the Group's new international installations. It remains the main vector of this strategy.

Our vocation is to be a multi-local company, with production sites close to the target markets. This strategy aims to better serve customers thanks to the responsiveness of competent local teams and the interest in having locally produced solutions. In addition, it helps to increase employee appreciation of their work in that the client is a company established in their region. Finally, it contributes to the development of the regions where the Group is established with an effort to train local teams and grow local employment.

2CRSi GLOBAL PRESENCE



Beyond the current positions, 2CRSi also wishes to expand its coverage to new high potential markets in order to gain market share, in particular with hyperscalers (big data and internet / cloud players) who are operating in these markets. The Group therefore intends to extend its geographical presence to new countries, primarily in Asia. Other geographic regions are also under study. The new target countries, mainly in the southern hemisphere, have certain commonalities, such as a sustained rate of economic growth, expensive electricity, high average temperature even in winter, etc.

In parallel with its own expansion, 2CRSi has decided to develop its commercial presence by expanding its distribution channels beyond the areas covered by Boston by setting up agreements with resellers selected on the basis of precise criteria.

ORGANIC AND EXTERNAL GROWTH

During its IPO, 2CRSi indicated that external growth was an important growth axis.To date, the Group is concentrating its efforts on the development and integration of the first two acquisitions made in 2018 and 2019 and considers that the organic growth potential of the current group is very significant.

However, on the strength of these initial experiences, 2CRSi could once again consider new acquisitions of technological, commercial or industrial building blocks in the future to fuel its growth and extend its positions in the value chain.
The main characteristics of the target companies would remain the same as announced in 2018:

- **the capacity for innovation:** in order to accelerate, diversify or strengthen the Group's research and development or applied research skills, the growth operations would aim to broaden or deepen the knowledge, techniques, methods or technologies necessary for the improvement of existing products or the development of new ones;

- **profitability:** necessary condition, profitability of the target should be effective for several years;

- **the existence in a market close to the Group's businesses,** which would either ensure supply (upstream integration) or ensure market outlets (downstream integration);

- **the ability to accelerate the commercial dynamics of the companies acquired.** The acquisition of companies with strong commercial potential, in a new market or a new geographic region should also make it possible to acquire sales forces that are already serving customers in this market or region and thus enable the Group to rapidly increase its market share, while limiting the risk of commercial failure.

MAJOR INVESTMENTS UNDERWAY

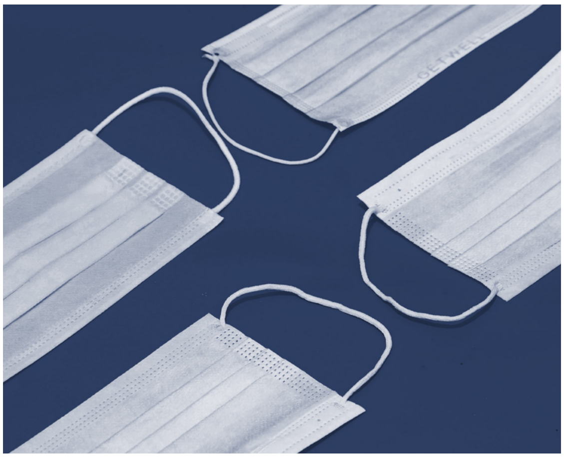
2CRSi has made or is considering major investments (i) for the opening of additional datacentre capacities (in the United States and in France), (ii) for the extension, modernisation and digitisation of the Group's industrial facilities, as well as (iii) for the implementation of a new ERP, as part of the "2CRSindustrie 4.0" project benefitting from the industry recovery plan - strategic sectors. The latter benefits from a subsidy from the French State of €800k. There is no other significant investment for which firm commitments have already been made. These planned investments in the Group are not dependant on any significant expected financing.

OUTLOOK

THE IMPACT OF THE COVID-19 CRISIS

The COVID-19 health crisis affected the Group at several levels:

- The approximately 40% longer delivery times for certain components from Asia as of January 2020;
- Contrasting changes in commercial dynamics with both postponements of commercial discussions and, at the same time, increased demand in certain sectors of activity such as cloud computing and even on-line video games; and
- A more constrained integration process for the Boston Limited teams.



2021/22 OUTLOOK

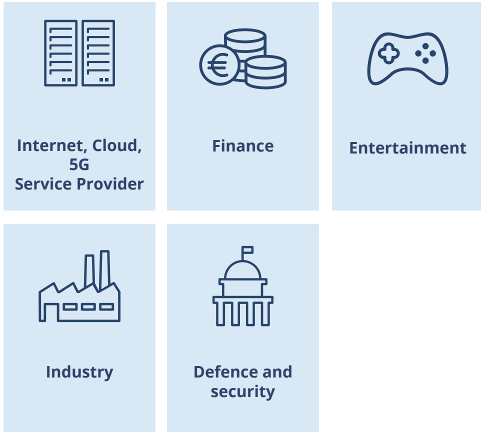
Building on the initial results of the stronger 2020 marketing and sales effort and the benefits from the acquisition of the Boston Limited group, 2CRSi is looking ahead to the coming months with confidence, thanks to:

• An extended 2CRSi product offering and its integration into the Boston Limited catalogue to ensure coverage of more than 80% of market needs;

• An extension of the commercial reach thanks to the strength of the Boston Limited network and the recent establishments set up by the Group

• Economies of scale in procurement and marketing. Following the acquisition of Boston, the 2CRSi and Boston Limited purchasing teams thus aligned the purchasing conditions with the best of the two entities and negotiated better conditions thanks to the increased purchasing volumes and the possibility of negotiating directly with some manufacturers. The average gains obtained are on average 3 to 6%, and up to 10 to 15% on certain major orders;

• A commercial conquest strategy focused on five priority sectors or "verticals".



• The development of a specialised distribution network with European and American partners with high added value. Our efforts are focused on Eastern and Southern Europe.

WORLD SHORTAGE OF ELECTRONIC COMPONENTS

The first months of 2021 are still marked by the global shortage of electronic components. While this most specifically affected power supplies, memory modules and graphics cards, in 2021 it was extended to all products related to data storage (controllers, hard disks, flash) as well as to processors.

In the short term, 2CRSi has a sufficient level of stock to deliver its customers' orders and to cope with the longer supply times.
The Group's growth could however be affected if the shortage were to persist into the medium term.
Finally, as this shortage of components is global and generalised, the associated cost increases have so far been passed on through sales prices.

SIGNIFICANT CHANGES SINCE 28/02/2021

No significant change has occurred concerning the group's financial situation since 28/02/2021, the closing date of the last financial year for which audited financial statements were published by the company.

1.8. RESEARCH AND INNOVATION

Research, Development and Innovation (RDI) are part of the 2CRSi DNA and are the company's flagship tools, making it possible to meet the technological challenges of the IT industry.

The Company specialised in engineering from its inception, then from 2006 developed tailor-made products. In 2014, the Company initiated research into electronic subjects (power and information transport) then in 2015 software (embedded software and distributed systems).In 2016, it has been working on energy-related developments and since 2018 on cooling solutions.

The ambition and the success of 2CRSi is through the provision of innovative and more rigorous products, to obtain a greater density of storage and power, while concentrating on moving towards increased frugality, whether in energy or in natural resources.

The skills at work in terms of R&D and innovation in the Group revolve mainly around specialties such as mechanics, ecodesign, thermal / thermodynamics, electronics / embedded electronics, innovation, methods, simulation and rapid prototyping. With this broad technical and scientific know-how, the 2CRSi investigators, engineers and technicians take up varying levels of complex challenges which, even if they are generally part of applied research or experimental development, are also the subject of more in-depth, upstream fundamental research, with the aim of designing products or systems whose perspective is that of breakthrough innovation.

The mission of our R&D team is to offer customers ever more innovative, eco-designed and efficient products that meet their exact needs.

R&D AT THE HEART OF 2CRSi

The R&D team is made up of around thirty people who work on targeted projects with specific milestones and clearly identified objectives. Some of the developments carried out are also the result of a certain amount of good fortune.Sometimes, precise research allows the discovery of a technical or technological solution adapted to a need or use other than that initially identified. This research then becomes a new axis of development with new milestones.

This agility is also a strength of a dynamic and pluralist R&D team like that of 2CRSi.
Empiricism plays an important role in the 2CRSI R&D approach.We research, simulate, develop and design on theoretical and scientific bases, but we also continue to experiment and test solutions through trial-error-success, in our electronics and mechanics laboratories, in the purest tradition of ingenious engineering.

Thus, to carry out the R&D work, 2CRSi has test and electronics laboratories and a rapid prototyping workshop which are continually improved and equipped for increased availability of equipment suited to the design of reliable and innovative servers. Our research and development efforts are thus supported by tools that allow us to have total technical and practical control of our work.

2CRSi INNOVATION

In a market experiencing rapid and marked obsolescence, our innovation is at the heart of Joseph Schumpeter's "Perpetual Hurricane of Creative Destruction" whereby new innovations lead to obsolescence and the disappearance of old versions. These rapid technical and technological advances drive our passion.

While we frequently associate R&D and innovation with technology, they can just as easily be organisational, societal, social, marketing, etc. Thus, a part of the innovation team devotes 50% of its time to research that affects, rather than technology, the improvement of production, quality, organisation, processes, etc. This part is important in preparing the growth of the company and its capacity to serve larger customers.

OUR LEVERS

Multidisciplinarity and pluriculturalism are our main levers. The four different RDI divisions cooperate on a daily basis in project mode and with an ideation process.
In addition, the various divisions of RDI interact closely with other departments in the company, such as production, marketing and sales in order to benefit from their feedback for the development of our future ranges of products or tailor-made systems. Finally, a key point is to maintain our teams at the highest level of competence and knowledge by taking three paths: technology watch, continuing education (seminars, MOOCs, training) and teaching activities (some of our RDI employees teach in universities and engineering schools disciplines such as hardware electronics/software or innovation).

ECO-DESIGN

Our research and development seek greater temperance throughout the design and product manufacture value chain with, in particular, a reflection that covers the whole life cycle and research into the carbon footprint and more generally the ecological impact of 2CRSi servers. The energy frugality of our products and systems, as well as the reuse of waste heat, are essential to our developments and research. The preservation of natural resources (various raw materials, rare earths, etc.) has also entered our concerns with initial investigations carried out on the integration of biobased materials.

ACADEMIC LEVEL RESEARCH

With the objective of carrying out cutting-edge research, in 2019 we began the necessary steps to support two of our engineers in a project to produce a doctoral thesis. Thus, under a CIFRE banner (Industrial Research Training Convention) and in co-supervision with laboratories in the region specialising in the fields concerned, two thesis subjects will be researched:

R&D IN PRACTICE

In line with the RDI efforts initiated in 2019 and 2020, we are continuing work to improve and develop the OCtoPus and OCtoPus "i" ranges. There are also developments in Direct Liquid Cooling.

1. Life Cycle Analysis (LCA)

This first subject, directly linked to our concerns relating to eco-design, will deal with the analysis of the parametric and consequential life cycle. This will involve research aimed at setting up processes, solutions and tools (artificial intelligence and Big Data), allowing the (intelligent and automated) integration of environmental aspects, from the design of our products (goods and services) and this, throughout their life cycle, with an objective of equivalent or superior service rendered. The goal is, of course, to reduce the harmful impacts of our activity on the planet. Some of the questions that this thesis will seek to answer are:

- *How to establish and reference a standard lifecycle for a computer server*
- *How to collect reliable data on the environmental impacts of servers (in operation, end of life or recycled)*
- *How to carry out comparative analyses on the environmental impacts of servers (in operation, end of life or recycled)*
- *How to calculate a recyclability rate for a server*
- *How to integrate the issues of reuse or recyclability from the design stage*

2. HPC link via FPGA

This second subject, for its part, constitutes the bases of research on a new paradigm of real-time packet transfer architecture and HPC link optimisation via FPGA (Field Programmable Gate Arrays). The goal is to deal with HPC link optimisation and real-time packet transfer with a low level hardware electronics approach. The interest in using FPGA technology and the electronic and logical approach (VHDL) of this work lies in the idea of a real-time packet transfer system suited to HPC and the possibility of standardised links with certified and known transfer times. In addition, in keeping with our eco-design approach, it is worth noting the advantages of FPGA technology in terms of power consumption. The research programme includes:

- *Link optimisation.*
- *Link normalisation.*
- *Advanced network discovery*

OCtoPus "i": the OCtoPus "i" range includes servers in OCP format (21 inches) optimised for liquid cooling by immersion in a suitable dielectric liquid. The challenge was to improve overall energy performance through a systemic approach. This is a success, since the equipped data centres can expect to achieve 40% savings in their operating costs. In addition, the absence of powerful air conditioning systems allows a saving of up to 25% on the investment needed for the construction of a data centre.

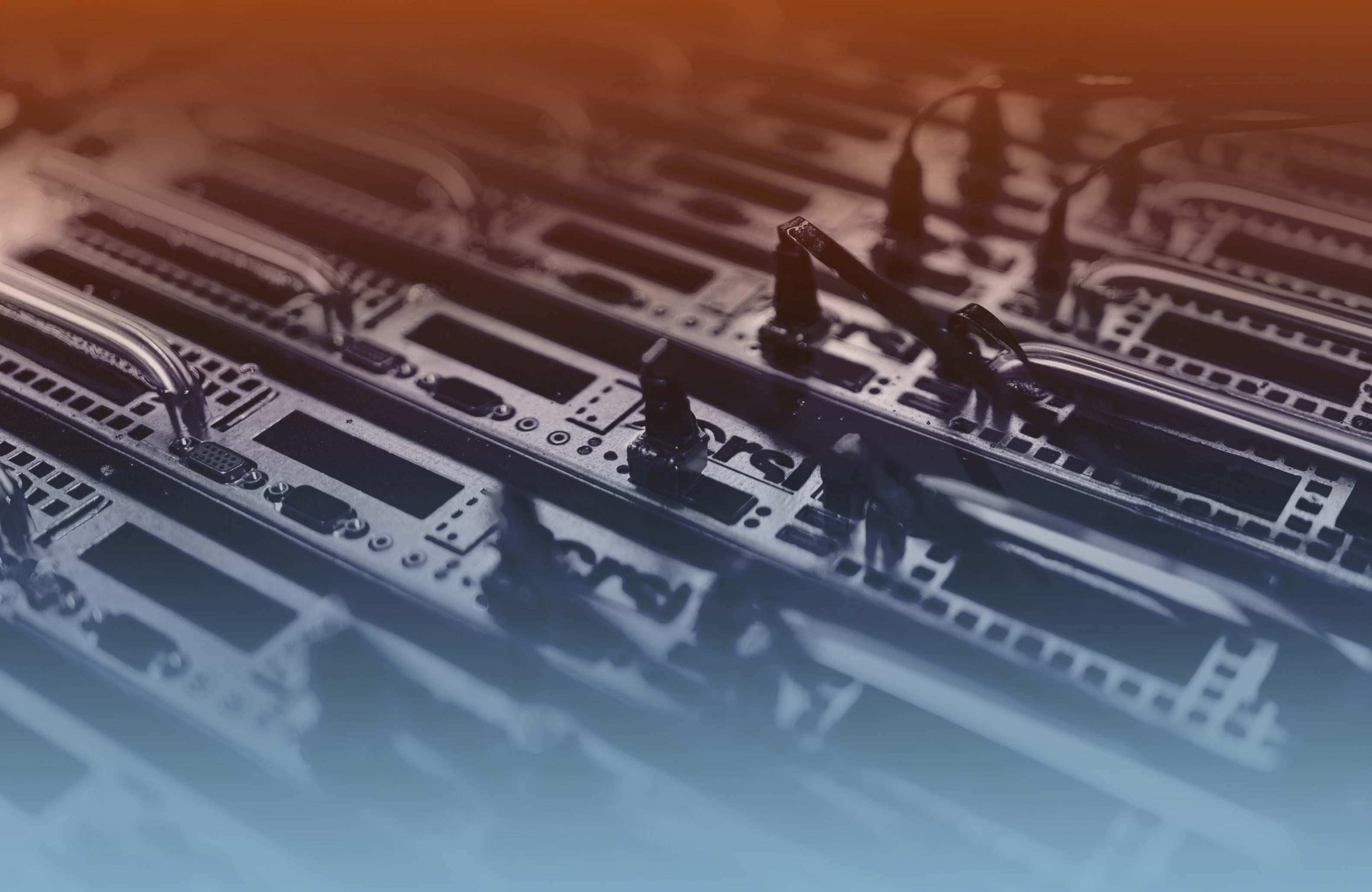
Direct Liquid Cooling: 2CRSi has extended its product offering with solutions operating with Direct Liquid Cooling: (DLC) in response to a need for ever greater heat dissipation from processors, new generation graphics cards and other components, an increase in power to which is added the ultra densification offered to certain customers. The developments relating to DLC were carried out around two approaches: complete systems integrated into dedicated and adapted environments, as well as hybrid, autonomous systems, combining DLC and air cooling, which can be integrated anywhere. In addition, the growing interest in reusing waste heat prompts us to continue our research in the field.

PATENT POLICY

The Group's intellectual property protection policy is limited. This policy is explained by the slowness of the procedures for registering intellectual property rights and the difficulty of providing proof of the priority of its right over that of its competitors. Also, the Group believes that the costs and timeframes of a patent protection policy are disproportionate to the protection obtained in an industry where the pace of innovations and technological developments is faster than that of the processes for protecting intellectual property rights.

In addition, part of the Group's intellectual property is based on know-how which is not easily patentable. The Group therefore proceeds to formalise these innovative solutions and products at trade fairs or in press releases in order to validate their authorship.

Finally, all employees are subject to strict confidentiality rules and the Group limits the communication of sensitive information to third parties as much as possible, by contractually ensuring that these third parties undertake not to divert, use or communicate this information, in particular by means of confidentiality agreements.



2

GENERAL INFORMATION CAPITAL AND SHAREHOLDERS

2.1. GENERAL INFORMATION ON THE COMPANY

COMPANY NAME

2CRSi

PLACE AND REGISTRATION NUMBER OF THE COMPANY - DATE OF REGISTRATION

2CRSi is registered with the Strasbourg Trade and Companies Register, under the identification number RCS 483 784 344.

It was registered on 20 September 2005.

LISTING - LEI CODE

The 2CRSi share is listed on Euronext compartment C. It is part of the CAC Small, CAC Mid & Small and CAC All-Tradable of Euronext. 2CRSi is also included in the European Rising Tech label.

Its LEI code is: 969500PMJR23G2GLP639

RECORD OF 2CRSi.PA SHARE PRICE FROM 1 MARCH 2020 TO 28 FEBRUARY 2021

Date	Volume	Capital	Average price	+ High	+ Low	End of month price
31 March 2020	2,078,661	4,707,768.68	2.2648	3.2000	1.4100	2.2800
30 April 2020	1,940,474	5,112,895.20	2.6349	3.0800	2.0300	2.7900
31 May 2020	1,881,479	5,826,496.22	3.0968	3.7200	2.5200	3.4200
30 June 2020	1,257,937	4,607,259.12	3.6626	3.9600	3.2250	3.6950
31 July 2020	935,625	3,531,820.86	3.7748	4.1600	3.3000	3.4600
31 August 2020	613,904	2,065,038.53	3.3638	3.7950	3.0000	3.1500
30 September 2020	461,807	1,509,849.52	3.2694	3.5200	3.0350	3.1700
31 October 2020	1,296,673	4,759,622.26	3.6706	4.2500	2.9150	3.2500
30 November 2020	1,719,170	6,905,520.64	4.0168	4.6450	3.1000	4.5050
31 December 2020	1,637,349	7,470,860.01	4.5628	5.2900	3.9800	5.1800
31 January 2021	1,677,098	8,651,104.94	5.1584	5.8500	4.3950	4.7600
28 February 2021	2,054,803	12,802,761.99	6.2307	7.4400	4.5800	6.7600

CONSTITUTION DATE AND LIFETIME

2CRSi was incorporated in September 2005 for a period of 99 years from its registration in the trade and companies register, except in the case of early dissolution or extension by collective decision of the partners in accordance with the law and the articles of association.

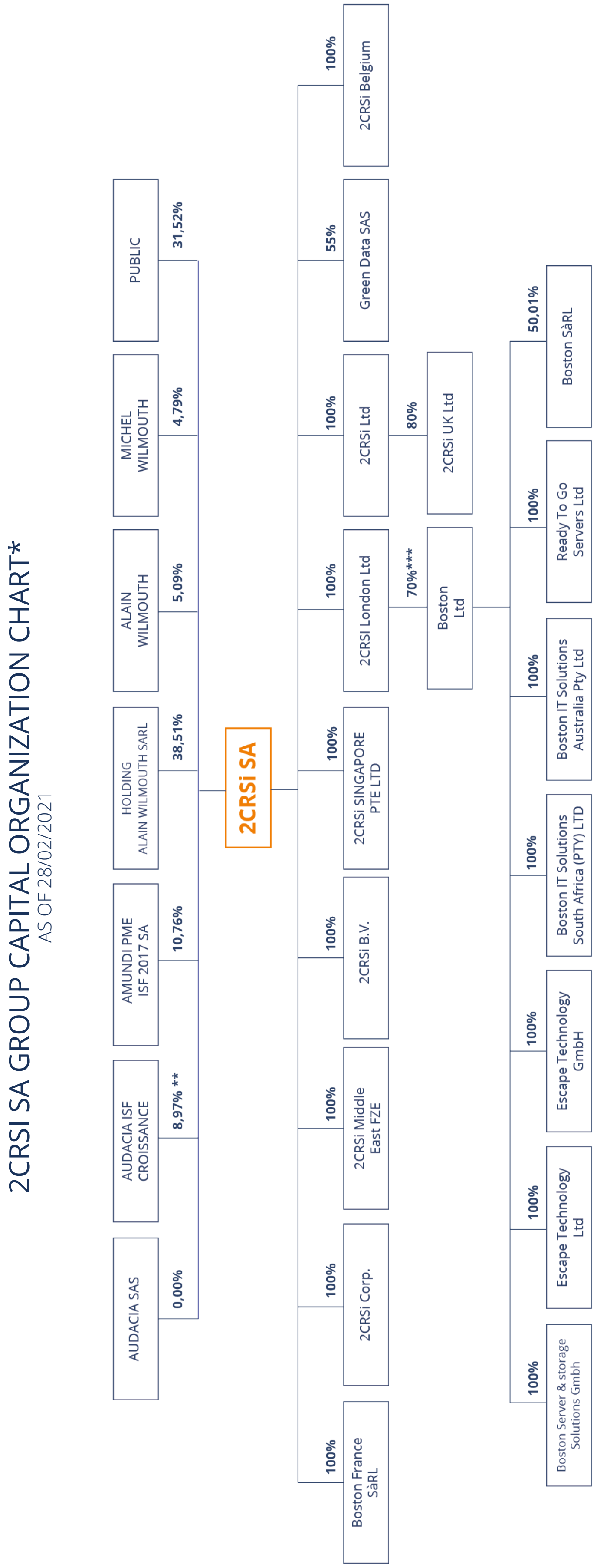
The financial year begins on 1st March and ends on the last day of February of each year.

REGISTERED OFFICE, LEGAL FORM, APPLICABLE LEGISLATION, COUNTRY OF ORIGIN, HEAD OFFICE ADDRESS AND PHONE NUMBER, WEBSITE

The registered office of the Company is located at 32, rue Jacobi Netter, 67200 Strasbourg, France.
The head office telephone number is: 03.68.41.10.60
The Company is a public limited company governed by French law. Its website is **www.2crsi.com**[1]

1 The information on the Company's website is not part of the Universal Registration Document, unless this information is incorporated therein by reference.

2.2. LEGAL ORGANISATION CHART



* The group has holdings in: Gamestream 14,40%, Blade <1%
** Preference shares (see chapter 2.3.3.)
*** 2CRSI has a purchase option on the remaining 30%. The 70% already held by 2CRSi today corresponds to 100% of the dividend right.

2.3. CONSTITUTION AND ARTICLES OF ASSOCIATION

2.3.1. SUMMARY OF CORPORATE PURPOSE

The main purpose of the Company in France and in all countries is consulting, design, development, production, marketing, research and any other IT service.

The full statement of the corporate purpose can be found in article 3 of the articles of association.

2.3.2. RIGHTS AND OBLIGATIONS ATTACHED TO ORDINARY SHARES

RIGHT TO VOTE (ARTICLE 11 OF THE ARTICLES OF ASSOCIATION)

Possession of an ordinary share automatically entails acceptance of the articles of association and the resolutions regularly adopted by all general meetings.

Shareholders only bear losses up to the amount of their contributions.

Each ordinary share gives the right to a proportional share of the capital it represents in the profits, the corporate assets and the liquidation surplus.

Ownership of a share automatically entails acceptance of the company's articles of association and the decisions of shareholders' meetings.

If applicable and subject to mandatory requirements, all ordinary shares will be combined without distinction of all tax exemptions or charges, as well as of all taxes liable to be borne by the Company, before proceeding with any reimbursement during the existence of the Company or its liquidation, so that, taking into account their respective par value, all ordinary shares receive the same net sum regardless of their origin and date of creation.

The shares are indivisible with regard to the Company.

The voting right attached to ordinary shares is proportional to the share of the capital they represent and each share gives the right to at least one vote, subject to the exceptions provided for by law.

All fully paid-up ordinary shares for which registration in the name of the same shareholder has been proven for two years have a double voting right in comparison with that conferred on other ordinary shares with respect to the proportion of the capital they represent.

In the event of a capital increase by incorporation of reserves, profits or issue premiums, this right is also conferred on registered shares allocated free of charge upon their issue to a shareholder at the rate of old shares for which they benefit from this right.

Registered shares benefitting from a double voting right converted to bearer or transferred into ownership lose the double voting right except in all cases provided for by law.

2.3.3. SPECIAL BENEFITS - PREFERENCE SHARES (ARTICLE 7 OF THE ARTICLES OF ASSOCIATION)

The Extraordinary General Meeting of 24 April 2017 decided to issue 350,000 share subscription warrants (the "BSAs"), the exercise of which enabled each holder of a BSA to subscribe to an 2017 Preference Shares.
"The share capital was increased by way of creation and issue of 350,000 2017 preference shares of EUR 0.90 par value each.
Taking into account the share split value by ten decided by the Combined General Meeting of 24 May 2018, the 3,500,000 2017 preference shares now have a par value of EUR 0.09 each. It will therefore be proposed to the Combined General Meeting of 31 August to update article 7 of the articles of association in order to bring it into conformity with (i) the division of the nominal, in particular with regard to the rule for calculating the price of 2017 Preference Shares and (ii) the change of closing date (see paragraph 8.2.2 of this document)[2].

The 2017 Preference Shares are subject to all the statutory provisions subject to the specific rights described below, it being specified that the 2017 Preference Shares will not be the subject of a request for admission to trading on a regulated market.

The following rights and prerogatives are attached to the 2017 Preference Shares:

2.3.3.1. Priority dividends

The 2017 Preference Shares are not entitled to payment of the Company's ordinary dividend. However, each 2017 Preference Share is entitled to a priority and accrued and unpaid annual dividend, paid in preference to all the other shares of the Company, deducted from the distributable sums and paid no later than 10 July[2] each year (the "**Priority Dividend**").
The Priority Dividend is equal to the Priority Dividend rate multiplied by € 10[3]. For all the financial years ending before 1 January 2023[2], the Priority Dividend rate is equal to five (5)%.
For the financial years ending after this date, the Priority Dividend rate is equal to the 12-month Euribor + 1,500 basis points. In the event that a financial year is extended beyond twelve months, the amount of Priority Dividends will be increased pro rata temporis.
In the event that the Euribor disappears, the rate replacing the Euribor will be applied in this article.
In the absence of a substitution rate, the Company and the Bearers' Representative will appoint an independent agent to determine a new reference rate, acting in a commercially reasonable manner and in good faith for the determination of a substitute reference rate whose performance and return are comparable and recognised on the market as such.
This replacement reference rate (in the absence of manifest error) will be final, binding and will apply to the calculation of the Priority Dividend.
It is expressly specified that this rate will be increased by 1,500 basis points.

In the event of a persistent dispute between the Company and the Bearers' Representative, the appointment of the determining agent will be entrusted to the Strasbourg Commercial Court.
The Priority Dividend is cumulative. The payment of a cumulative dividend (the "**Cumulative Dividend**"), will therefore be added to the payment of the Priority Dividend, where applicable, which will be equal to the sum of the amounts of Priority Dividends not paid during a maximum of the six financial years preceding the financial year during which the Priority Dividend is paid, with an annual capitalisation rate of 15% being applied to these amounts.

Thus, by way of illustration, if the Company has not paid a Priority Dividend for the first two fully closed financial years since the balance sheet date of the sixth financial year following the subscription date of the 2017 Preference Shares, the amount of the Accrued and Unpaid Dividend payable for each 2017 Preference Share for this financial year, in addition to the Priority Dividend, will be equal to (12-month Euribor + 1,500 basis points) x €10[3] x (1.15 + 1.15 x 1.15).
The payment of the Priority Dividend and of the Accrued and Unpaid Dividend no later than 10 July[2] of each year is an obligation of the Company up to the amount specified in the distributable sums appearing on their balance sheet,

2 Following the change in the closing date of the financial year to the last day of February, it will be proposed to the General Meeting of 31 August 2021 to modify article 7 of the articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to consequently modify certain dates concerning the 2017 Preference Shares (see paragraph 8.2.2 of this document). As a reminder, the Company had recommended the rejection of this same resolution at the AGM of 25 September 2020 because of a typo made in its drafting; the modification of article 7 will be proposed again at the next AGM of 31 August 2021.

3 Following the division of the nominal value of the Company, it will be proposed to the General Meeting of 31 August 2021 to modify article 7 of the articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to consequently modify the rule for calculating the price of the 2017 Preference Shares.
(see paragraph 8.2.2 of this document).

with the specification that the Priority Dividends and the Accrued and Unpaid Dividends will be charged with priority to the financial year's distributable profits, then to other distributable sums.
As of the financial year ending on 31 December 2016, the Company and the Executive thus undertake to hold the Annual General Meeting to approve the accounts within six months of the financial year-end, and during this meeting the Company and the Executive undertake to make provisions for the payment of the priority dividend, voted before 10 July of each year. If the meeting does not vote this distribution, or if the Company does not pay the dividend voted by the meeting, then any Bearer of 2017 Preference Shares may force the payment of the dividend by means of legal action."

For all the financial years from and including the one ended 31 December 2016, once the amount of the Priority Dividend and, where applicable, the Cumulative Dividend has been voted and paid, the Company may vote and pay a dividend to other shares issued and to be issued by the Company (the "**Ordinary Dividend**"). The Ordinary Dividend will be deducted only from the distributable profit defined in article L. 232-11 of the French Commercial Code, within the limit of the sole net income for the fiscal year minus financial income and exceptional income for the same fiscal year, except with the prior written consent of the Representative of the Bearers of 2017 Preference Shares.
For all the financial years from and including the one ending on 31 December 2022[2], in the event of non-exercise of the redemption option defined in article c below, if an Ordinary Dividend is paid on the other shares issued and to be issued by the Company, this Ordinary Dividend shall not exceed, at par value, the amount of the Priority Dividend, except when paying simultaneously to the Bearers of the 2017 Preference Shares a supplementary dividend (the **"Supplementary Dividend**"), taken from the distributable profit for the financial year, the distributable reserves or retained earnings, and equal, in the event of a par value equivalence, to the difference between the Ordinary Dividend and the Priority Dividend. In the event that the par values between the 2017 preference shares and the other shares are unequal, the Supplementary Dividend will be adjusted accordingly."

The 2017 Preference Shares will carry dividends from the financial year during which their subscription was made.

2.3.3.2. Representative of the Bearers of the 2017 Preference Shares

The Bearers of the 2017 Preference Shares are permanently represented by a "**Representative of the Bearers of the 2017 Preference Shares**") appointed at a special meeting. The Representative of the Bearers of the 2017 Preference Shares will be called to ordinary and extraordinary general meetings, with a minimum period of 15 days, in place of the Bearers of the 2017 Preference Shares. As such, any notification, convocation or communication of any nature whatsoever addressed to the Representative of the Bearers of the 2017 Preference Shares under these articles of association will be deemed to have been correctly made to each Bearer of the 2017 Preference Shares and therefore binding on them, the Representative of the Bearers of the 2017 Preference Shares being personally responsible for informing each Bearer of the 2017 Preference Shares within the time limits. They may vote by correspondence at meetings, orparticipate in them and take part in debates and voting on resolutions in the name and on behalf of all of the Bearers of the 2017 Preference Shares.

At ordinary and extraordinary general meetings of the Company, each 2017 Preference Share gives the right to at least one vote, it being understood that the percentage of voting rights of each 2017 Preference Share is equal to the same percentage of the share capital represented by each 2017 Preference Share. Any statutory clause that does not take this distribution into account will not apply to 2017 Preference Shares.

However, the rights to convene, participate and vote in the special meetings of the Bearers of the 2017 Preference Shares (the "**Special Meetings**") can only be exercised by the Bearers of the 2017 Preference Shares. The procedures for convening, holding a meeting and voting at Special Meetings are those which prevail for extraordinary meetings of the Company, with the exception of the quorum conditions which are governed by those set out in Article L. 225-99 paragraph 3 of the French Commercial Code.

The Representative of the Bearers of the 2017 Preference Shares will be appointed and removed by a Special Meeting. They may resign from their functions during a Special Meeting called for this purpose. In this case, they will be obliged to present a successor to be immediately appointed by the Special Meeting convened. Their resignation will not take effect until the date of designation of their successor.

It is specified that any communication from the Company to the Bearers of the 2017 Preference Shares will always be addressed exclusively to the Representative of the Bearers of the 2017 Preference Shares who will be responsible for disseminating the information communicated by the

Company to the Bearers of the 2017 Preference Shares in the format and time frame decided solely by the Representative of the Bearers of the 2017 Preference Shares.
Under no circumstances will the Company communicate its information directly to the Bearers of the 2017 Preference Shares without going through the Representative of the Bearers of the 2017 Preference Shares.
In the event of exercise of the redemption option defined in paragraph 2.3.3.3 below, the mission of the Representative of the Bearers of the 2017 Preference Shares will be terminated once the Repurchase Price has been paid and the titles transferred.
The first Representative of the 2017 Preference Shares is Audacia, a simplified joint stock company under French law with a share capital of 457,000 euros, whose registered office is at 6, rue de Téhéran 75008 Paris and whose identification number in the Paris trade and companies register is 492 471 792.

2.3.3.3. Redemption Option

Each Holder of the 2017 Preference Shares irrevocably undertakes to transfer all of the 2017 Preference Shares they hold, in one go, to HAW (Strasbourg Trade and Companies Register no. 799 911 656) or to any other person replacing them, excluding the Company (the **"Third Party Buyer**"), if the latter(s) so request(s) (the "**Redemption Option**"), during the period from 1 January 2023 to 31 March 2023 (the "**Option Period**"), for an amount, per each 2017 Preference Share, of 110% x €10[3], increased, if applicable, by the Accrued and Unpaid Dividend (the "**Redemption Price**").

In the event that said option is exercised, Holding Alain Wilmouth (in its name and in the name of any person replacing it) has undertaken to:

- convert all 3,500,000 2017 Preference Shares into ordinary Company shares at a conversion rate of one 2017 Preference Shares for one ordinary share. Admission to trading of the 3,500,000 ordinary shares resulting therefrom will then be requested;
- communicate its intention regarding the change of its stake in the Company and not to weigh on the share market in the event of a proposed sale.

The Third Party Buyer will duly notify the Representative of the Bearers of the 2017 Preference Shares of the exercise of the Redemption Option by any means and at the latest on the last day of the Option Period. The notification will contain the name or company name and the address of the Third Party Buyer, along with its registration number in the trade and companies register if it is a legal person.

In the absence of notification by this date of the exercise of the Redemption Option by the Third Party Buyer, the Redemption Option will lapse.

If the Redemption Option is not exercised within the aforementioned period, any statutory clause, in particular of approval or pre-emption, limiting the freedom to sell the various categories of shares already issued or to be issued by the Company will be considered inapplicable and unwritten with regard to the 2017 Preference Shares.
The Redemption Option relates exclusively to all of the 2017 Preference Shares and no partial exercise is authorised.

The completion of the sale of the 2017 Preference Shares will be subject to the issuance of:

i. cashier's cheques (or any other document providing proof of the execution of a bank transfer) to the Representative of the Bearers of the 2017 Preference Shares in the event of sale for an amount equal to the Redemption Price;
ii. a duly completed and signed movement order to the Company giving it the order to proceed with the transfer of the 2017 Preference Shares to the Third Party Buyer.

Payment of the Redemption Price by the Third Party Buyer must be made within 30 (thirty) days following notification of the Redemption Option.

In the event of notification of the Redemption Option within the time limits but the Redemption Price is not paid within the time period indicated above, the Redemption Option will lapse and its exercise will be deemed null and void.

The Third Party Buyer, the Bearers of the 2017 Preference Shares and the Representative of the Bearers of the 2017 Preference Shares expressly acknowledge the irrevocable and intangible nature of the terms of the Redemption Option. Any manifestation of will by any one of them, without the express consent of the others, aimed at affecting the terms and conditions of the Redemption Option, will be deemed to have no effect. Consequently, the Bearers of the 2017 Preference Shares, the Representative of the Bearers of the 2017 Preference Shares and the Third Party Buyer agree, in application of article 1217 of the French Civil Code, that the Third Party Buyer may sue any defaulting Holders of 2017 Preference Shares for compulsory execution of the Redemption Option, and this without prejudice to any damages that they may claim.

2.3.3.4. Tag-along rights

At the end of the Option Period and to the extent that the Redemption Option has not been exercised, and in the event that:

- one or more of the Company shareholders (hereinafter referred to as the **"Party/Parties Concerned"**), individually or jointly consider the transfer of Company titles (hereinafter referred to as the **"Titles Concerned"**), to a third party or to a shareholder (hereinafter referred to as the **"Purchaser"**), or several Purchasers acting in concert within the meaning of Article L. 233-10 of the French Commercial Code; and

- this transfer would result in a change of control of the Company (within the meaning of Article L. 233-3 of the French Commercial Code), immediately or in the future, directly or indirectly;

the Bearers of the 2017 Preference Shares will have a priority right of sale, under the terms of which they will be allowed a priority right to transfer part or all of their 2017 Preference Shares to the Purchaser, under the same terms and conditions as those offered by the Purchaser to the Party Concerned and under the price conditions described below (hereinafter the **"Right to Sell"**). Any other sales or related right resulting from any other share of the Company may be exercised by their holder only on the condition that the Purchaser has irrevocably committed to acquire the 2017 Preference Shares from the Bearers of 2017 Preference Shares who wish to exercise their Right to Sell at the same time as the Titles Concerned.

The Party Concerned must therefore, prior to a transfer of all or part of the Titles Concerned or any commitment on their part with a view to their transfer likely to result in the application of the Right to Sell, obtain the irrevocable commitment of the Purchaser that they will offer Bearers of the 2017 Preference Shares the opportunity to sell to the Purchaser some or all of the 2017 Preference Shares that they hold and that they wish to transfer, under the conditions below.

Consequently, in the situation referred to in article d.1 above, the Party Concerned must notify the details of this intended transfer (purchase price, identity of the Purchaser and other terms offered by the Purchaser) to the Representative of the Bearers of the 2017 Preference Shares prior to the completion of the transfer that results in the application of the Right to Sell, and that this intended transfer is likely to result in a change of control of the Company (within the meaning of article L. 233-3 of the French Commercial Code).

The Bearers of the 2017 Preference Shares will have a period of forty-five (45) days from receipt of the notification provided for in article d.2 above to exercise their Right to Sell according to the following methods (the **"Exercise Period"):**

The decision of the Bearers of the 2017 Preference Shares on exercising the Right to Sell will be taken at a Special Meeting and will then be binding on all the Bearers of the 2017 Preference Shares.

In the event that the legal quorums of the Special Meeting are not reached, each Bearer of the 2017 Preference Shares who wishes to exercise their Right to Sell must notify their decision to exercise said right to the Representative of the Bearers of the 2017 Preference Shares by specifying the number of 2017 Preference Shares they wish to sell.

If the Bearers of the 2017 Preference Shares have expressed their wish to assert their Right to Sell at a Special Meeting (or individually in the absence of a quorum), the Representative of the Bearers of the 2017 Preference Shares will notify the Party Concerned, prior to the expiration of the Exercise Period, the number of 2017 Preference Shares that the Bearers of the 2017 Preference Shares wish to sell (hereinafter referred to as the **"2017 Preference Shares Offered"**).

In the event of exercise of the Right to Sell, the purchase price of each 2017 Preference Share Offered to the Purchaser will be established on the basis of the purchase price agreed between the Purchaser and the Party Concerned for the transfer of the Titles Concerned, or, where applicable, offered in good faith by the Party Concerned. Each 2017 Preference Share will be valued as one ordinary share of the Company if the ordinary shares and 2017 Preference Shares have the same par value; and in the event that the two nominal values are different, each 2017 Preference Share will be valued by multiplying the value of an ordinary share by the ratio between the nominal value of a 2017 Preference Share and the nominal value of an ordinary share. To this price will be added, if applicable, the amount of the Cumulative Priority Dividend.

In the event that this transfer conferring control is carried out in several tranches, the price retained for the exercise of the Right to Sell will correspond either (i) to the price per share agreed upon when the last tranche was sold, or (ii) the average sale price over the last twenty-four months if this average price is higher than the price used when the last tranche is sold.

In the event that the Right to Sell is exercised, at the initiative of the Representative of the Bearers of the 2017 Preference Shares, the sale of the 2017 Preference Shares Offered within the time limit referred to in the notified intended transfer will be carried out or, if nothing is provided for this purpose, within fifteen (15) days from the date of expiry of the Exercise Period (see article d.3 of the articles of association)

In order to ensure the repurchase of the 2017 Preference Shares Offered by the Purchaser and their payment within the time limit set in the last paragraph of article d.3, the Party Concerned will not transfer ownership of the Titles Concerned to the Purchaser and will only receive the price of the Titles Concerned on condition that the Purchaser simultaneously pays the sale price of the 2017 Preference Shares Offered and has their ownership transferred.

In the event that the Bearers of the 2017 Preference Shares do not exercise their Right to Sell under the conditions specified in article d.3 when duly notified of the intended transfer, the Party Concerned may proceed with the transfer, in strict compliance with the terms of the notified intention and within the time period provided for by it or, in the absence of a time limit provided, within thirty (30) days from the expiration of the Exercise Period.

If the Party Concerned does not do so, they must again comply with the provisions of this article prior to any transfer of the Titles Concerned.

If, in contravention of the foregoing provisions, the Purchaser acquires the Titles Concerned but does not purchase the 2017 Preference Shares Offered by the Bearers of the 2017 Preference Shares, the Party Concerned would themselves be required to purchase all of the 2017 Preference Shares Offered under the same conditions as the Purchaser within eight (8) days from the expiration of the time limit set in the last paragraph of article d.3.

Likewise, if the Purchaser acquires the Titles Concerned from the Party Concerned plus the 2017 Preference Shares Offered by the Bearers of the 2017 Preference Shares, but does not pay for the 2017 Preference Shares Offered, the Party Concerned will be jointly and severally liable with the Purchaser to pay for the 2017 Preference Shares Offered to the Purchaser within eight (8) days from the expiry of the time limit set in the last paragraph of article d.3.

At the end of the Option Period and to the extent that the Redemption Option has not been exercised, in the event of a change of control of the Company directly or indirectly holding control of the Company, within the meaning of article L 233-3 of the French Commercial Code (the **"Ultimate Shareholder"**), the Bearers of 2017 Preference Shares will have a Right to Sell under conditions identical to those provided for in articles d.1, d.2, d.3, d.4, d.5 and d.6 of the articles of association, it being specified that for the purposes of the latter, the party designated as the "Party Concerned" corresponds to the "Ultimate Shareholder". As such, they will be able to sell all of their 2017 Preference Shares to the Purchaser, under the same terms and conditions as those offered by the Purchaser to the Ultimate Shareholder with the exception of the price. In effect, the value of the 2017 Preference Shares will, in such a case, be determined by an expert appointed at the request of either party by the President of the Commercial Court relevant to the Company's registered office and ruling under the conditions provided for in Article 1843-4 of the French Civil Code.

The provisions of the above articles do not apply in the event of a merger of the Company into or with another company (whether the Company is the absorbing or absorbed entity) or in the event of a demerger of the Company, whether this results or not in a change of control of the Company within the meaning of Article L. 233-7 of the French Commercial Code, the Bearers of 2017 Preference Shares then pronouncing on said operation under the conditions provided for by law. However, these provisions apply in the event of provision by one or more shareholders of the Company of their Company titles to another entity resulting in a change of control under Article L. 233-7 of the French Commercial Code.

Notwithstanding the statutory clauses governing the repurchase of the 2017 Preference Shares, the public order provisions relating to the right to public offers are applicable from the admission to trading of the Company's shares on a regulated market (including article 234-2 of the General Regulation of the AMF).

2.3.3.5. Obligation to Sell

At the end of the Option Period, to the extent that the Redemption Option has not been exercised and in the event that one or more shareholders, or one or more third parties, acting alone or jointly within the meaning of Article L. 233-10 of the French Commercial Code (hereinafter referred to as the "**Beneficiary**") make an offer for 100% of the Company's shares (hereinafter the "**Offer**") and where the holders of shares representing at least 80% of the Company's voting rights would like to accept the Offer (hereinafter the "**Qualified Majority**"), each Holder of 2017 Preference Shares (hereinafter individually referred to as the "**Promisor**" and collectively as the "**Promisors**") promises (the "**Promise**"), to transfer to the Beneficiary the 2017 Preference Shares that they hold on the date of exercise of the Promise if so requested in writing by the Beneficiary.

The Beneficiary must give written notice of the intended Offer to the Representative of the Bearers of the 2017 Preference Shares, it being specified that notification of said intended Offer must, under penalty of inadmissibility, mention or include:

i. the name (or company name) and address (or registered office) of the intended assignee (hereinafter the "**Intended Assignee**"), and

ii. the identity of the controlling person or persons, within the meaning of article L. 233-3 of the French Commercial Code, of the Intended Assignee, and

iii. any financial or other links, whether direct or indirect, between the shareholders making up the Qualified Majority, the Manager and the Intended Assignee, and

iv. the number of ordinary shares and 2017 Preference Shares (hereinafter the "**Titles Sold**") whose sale is planned, and

v. the price offered by the Intended Assignee, and

vi. the other terms of the proposed operation,

vii. a copy of the firm and bona fide offer of the Intended Assignee duly signed, and

viii. in the case of a planned Transfer where the price is not fully paid in cash (hereinafter an "**Exchange Operation**") or of a planned Transfer where the Assigned Titles are not the only asset considered for Transfer by the Beneficiary (hereinafter a "**Complex Operation**"), the Beneficiary must also provide an assessment of the value of the Titles Sold and the property that they would receive in exchange in the event of an Exchange Operation and/or an assessment of the Titles Sold in the Event of a Complex Operation.

The Beneficiary must send their decision to exercise the Promise to the Representative of the Bearers of the 2017 Preference Shares within fifteen (15) days from the day on which the condition defined in article e.1 above is met (hereinafter: after the "**Beneficiary Notification**").

They must also notify the terms of the accepted Offer, as well as the written agreement of the Qualified Majority as referred to in article e.1 of the articles of association above.

The Beneficiary may only exercise the Promise for all of the 2017 Preference Shares still held by each of the Promisors on the date of exercise of the Promise,all at the same time. In the event of multiple Beneficiaries, they must agree on the distribution of the Titles Sold between them.

If the Promise has not been made under the aforementioned conditions, it will automatically lapse without any compensation due from any party.

Notwithstanding the statutory clauses governing the repurchase of the 2017 Preference Shares, the public order provisions relating to the right to public offers are applicable from the admission to trading of the Company's shares on a regulated market (including article 234-2 of the General Regulation of the AMF).

2.3.3.6. Setting of the promise exercise price

In the event that the promise is made within the terms and deadlines provided above, each Promisor undertakes to transfer the ownership of their 2017 Preference Shares, in accordance with the terms and conditions of the Offer of which they will have been notified, in exchange for cash payment of the price.

The purchase price by the Beneficiary for each 2017 Preference Share will be valued as one ordinary share of the Company if the ordinary shares and 2017 Preference Shares have the same par value; and in the event that the two nominal values are different, each 2017 Preference Share will be valued by multiplying the value of an ordinary share by the ratio between the nominal value of a 2017 Preference Shares and the nominal value of an ordinary share.
In any event, the purchase price proposed by the Beneficiary for each 2017 Preference Share will be at least equal to the Redemption Price to which the amount of the

Cumulative Dividend will be added.

If the Promise is exercised within the terms and deadlines provided above and the price calculated in accordance with article e.5 of the above articles of association, the transfer of ordinary shares and 2017 Preference Shares (the "**Transfer**") and payment of the sale price takes place no later than thirty (30) days after the date on which the exercise of the Promise has been carried out by the Beneficiary, it being specified that in the event of an Exchange Operation, the Bearers of the 2017 Preference Shares will have, both for the exercise of their Right to Sell and Obligation to Sell, the right to receive a price paid entirely in cash.

The Transfer will be subject to the issuance of:

i. cashier's cheques (or any other document providing proof of a bank transfer) for an amount equal to the purchase price of their Titles as determined in article e.5 to the holders of ordinary shares and to the Representative of the Bearers of the 2017 Preference Shares, for the 2017 Preference Shares, who will transmit to each of the Promisors, in the event of a sale;

ii. a duly completed and signed movement order to the Beneficiary giving the Company an order to proceed with the Transfer to the Beneficiary.

2.3.3.7. Representation for the sale of 2017 Preference Shares

The Representative of the Bearers of the 2017 Preference Shares is already legally mandated by the Bearers of the 2017 Preference Shares to sign any deed relating to the resale of the 2017 Preference Shares resulting in particular from the exercise of the Redemption Option (c) of the Tag-along rights (d), and of the Obligation to Sell (e) and in particular to sign any movement orders for the benefit of the Beneficiary or the Buyer, depending on the case of the Third Party Buyer. The movement orders signed by the Representative of the Bearers of the 2017 Preference Shares legitimately entail the transfer of the 2017 Preference Shares for the benefit of the Third Party Buyer, the Beneficiary or the Acquirer.

2.3.3.8. Reduction of share capital

While the 2017 Preference Shares have not been purchased in accordance with the terms set out in these Articles of Association, the Company may not reduce the share capital unless it has obtained the agreement of the Bearers of the 2017 Preference Shares meeting at a Special Meeting.

2.3.3.9. Priority right to liquidation bonus

In the event of the liquidation of the Company, the proceeds of the liquidation available after extinction of the liabilities, payment of the liquidation costs and, more generally after any priority payment imposed by the law and the applicable regulations (the "**Liquidation Bonus**") will be distributed in the following order of priority:

- To the Bearers of the 2017 Preference Shares for an amount equal to the Redemption Price increased by the Cumulative Dividends not paid for each 2017 Preference Share, it being understood that if the liquidation bonus does not cover this amount, the liquidation bonus will revert in full to the Bearers of the 2017 Preference Shares.
- To holders of other Company shares for an amount per share equal to the amount of its nominal value.
- To Bearers of the 2017 Preference Shares and to the holders of other Company shares for an amount proportional to their participation in the Company's share capital.

2.3.3.10. Modification of the articles of association

Any modification of the articles of association that modify articles **a** to **h**, that modify the rights attached to the 2017 Preference Shares or which increase the obligations imposed on the Bearers of the 2017 Preference Shares, must have been approved by the Special Meeting before being submitted to the vote of the extraordinary General Meeting of the Company.

The approval of the Special Assembly will not be required for any issue of new preference shares, the application of which will be subject to the prior satisfaction of the rights attached to the 2017 Preference Shares. In this case, in the absence of modification of the rights attached to the 2017 Preference Shares, the conditions for application of article L. 225-99 of the French Commercial Code will not be met.

2.3.4. INFORMATION ON CAPITAL AND STOCK MARKET DATA

2.3.4.1. Composition of the Company's capital

At the date of this document, the fully paid up subscribed capital amounts to € 1,596,908.70, divided into 17,743,430 shares with a par value of € 0.09 divided into two categories of shares in the following proportions (i) 14,243,430 ordinary shares and (ii) 3,500,000 "2017 Preference Shares".

2.3.4.2. Change in capital since 1 January 2018

The table below summarises the changes in the Company's capital since 1 January 2018:

Date	Nature of the operation	Capital before the operation	Number of shares before the operation	Number of shares after the operation	Nominal value after the operation (in euros)	Capital after the operation (in euros)
10 July 2018	Full exercise of the over-allocation option by Natixis, resulting in the issuance of 749,143 additional new shares, as part of the Company's shares being admitted onto the regulated market	1,529,485.83	16,994,287	17,743,430	0.09	1,596,908.70
25 June 2018	Capital increase with cancellation of preferential subscription rights by public offering and without priority period, for a nominal amount of € 449,485.83, with a view to the admission of the Company's shares to trading on the regulated market	1,080,000	1,200,000	16,994,287	0.09	1,529,485.83
24 May 2018	Reduction of the nominal value of ordinary shares by exchanging 1,200,000 shares with a nominal value of 0.90 euros for 12,000,000 shares with a nominal value of 0.09 euros	1,080,000	1,200,000	12,000,000	0.09	1,080,000

2.3.4.3. Shares not featuring in share capital

There are no shares that do not feature in the capital.

2.3.4.4. Breakdown of the Company's share capital and voting rights as of 28 February 2021

At the date of this document, the fully paid up subscribed capital amounts to € 1,596,908.70, divided into 17,743,430 shares with a par value of € 0.09 divided into two categories of shares in the following proportions (i) 14,243,430 ordinary shares and (ii) 3,500,000 "2017 Preference Shares".

Shareholders	Number of shares	Percentage of capital	Share class	Number of real voting rights	Percentage of real voting rights	Theoretical number of voting rights	Percentage of theoretical voting rights
Holding Alain Wilmouth *(a)*	6,833,320	38.51 %	ordinary shares	13,666,640	52.11 %	13,666,640	52.08 %
Alain Wilmouth	907,411	5.11 %	ordinary shares	1,724,081	6.57 %	1,724,081	6.57 %
Subtotal Alain Wilmouth	**7,740,731**	**43.62 %**	**ordinary shares**	**15,390,721**	**58.68 %**	**15,390,721**	**58.65 %**
Michel Wilmouth	850,000	4.79 %	ordinary shares	1,700,000	6.48 %	1,700,000	6.48 %
Family group total	**8,590,731**	**48.41 %**	**ordinary shares**	**17,090,721**	**65.16 %**	**17,090,721**	**65.13 %**
Amundi PME ISF 2017 (managed by Audacia)	1,909,100	10.76 %	Preference shares	1,909,100	7.28 %	1,909,100	7.27 %
Audacia ISF Croissance (managed by Audacia)	1,590,900	8.97 %	Preference shares	1,590,900	6.07 %	1,590,900	6.06 %
Audacia *(b)*	10	0.00 %	ordinary shares	20	0.00 %	20	0.00 %
Public	5,637,179	31.77 %	ordinary shares	5,637,329	21.49 %	5,637,329	21.48 %
Treasury	15,510	0.09 %	ordinary shares			15,510	0.06 %
Total	**17,743,430**	**100.00 %**		**26,228,070**	**100.00 %**	**26,243,580**	**100.00 %**

(a) HAW also benefits from a redemption option at its sole initiative, exercisable from 1 January to 31 March 2023 on the 3,500,000 2CRSi Preference Shares managed by Audacia and held by Amundi PME ISF and Audacia ISF. It is stated that the company HAW is 91.64% controlled by Mr. Alain Wilmouth. We would like to point out to you that at the next Combined General Meeting on 31 August, a modification of Article 7 of the Company's Articles of Association will be proposed in order to bring it into line with (i) the division of the nominal, in particular with regard to the rule of calculation of the 2017 Preference Share price and (ii) the change in the closing date (see paragraph 8.2.2 of this document).

(b) Ten (10) shares held by Audacia as Representative of the Bearers of the 2017 Preference Shares subject to a share loan entered into with Holding Alain Wilmouth. Once its role as representative of the bearers has ended, Audacia will have to return the securities loaned on first demand.

The difference between the number of shares and voting rights corresponds to the existence of double voting rights conferred on shares held in registered form for at least two years by the Combined General Meeting of 24 May 2018. The difference between theoretical voting rights and real voting rights corresponds to the number of treasury shares held by the Company.

To the knowledge of the Company, there is no other direct or indirect shareholder, acting alone or in concert, with more than 5% of the capital or voting rights of the Company.

As of the date of this document, there has been no significant change in the distribution of the Company's capital and voting rights since the closing date.

Over the past three years, the distribution of the Company's capital has evolved as follows:

	24 May 2019			29 February 2020			28 February 2021		
Shareholders	**% of capital**	**% of theoretical voting rights**	**% of real voting rights**	**% of capital**	**% of theoretical voting rights**	**% of real voting rights**	**% of capital**	**% of theoretical voting rights**	**% of real voting rights**
Holding Alain Wilmouth *(a)*	38.51%	50.67%	50.70%	38.51%	50.67%	50.74%	38.51%	52.08%	52.11%
Alain Wilmouth	4.77%	6.52%	6.53%	5.09%	6.75%	6.76%	5.11%	6.57%	6.57%
Subtotal Alain Wilmouth	43.28%	57.19%	57.23%	43.60%	57.42%	57.50%	43.63%	58.65%	58.68%
Michel Wilmouth	4.79%	6.67%	6.67%	4.79%	6.67%	6.67%	4.79%	6.48%	6.48%
Family group total	48.07%	63.86%	63.90%	48.39%	64.09%	64.17%	48.42%	65.13%	65.16%
Amundi PME ISF 2017 (managed by Audacia)	10.76%	7.49%	7.49%	10.76%	7.49%	7.49%	10.76%	7.27%	7.28%
Audacia ISF Croissance (managed by Audacia)	8.97%	6.24%	6.24%	8.97%	6.24%	6.24%	8.97%	6.06%	6.07%
Audacia *(b)*	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Dorval Asset Management	5.00%	3.48%	3.48%						
Public	27.10%	18.86%	18.88%	31.41%	21.86%	21.89%	31.77%	21.48%	21.49%
Treasury	0.10%	0.07%		0.21%	0.14%		0.09%	0.06%	
Total	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

(a) HAW also benefits from a redemption option at its sole initiative, exercisable from 1 January to 31 March 2023 on the 3,500,000 2CRSi Preference Shares managed by Audacia and held by Amundi PME ISF and Audacia ISF. It is stated that the company HAW is 91.64% controlled by Mr. Alain Wilmouth. We would like to point out to you that at the next Combined General Meeting on 31 August, a modification of Article 7 of the Company's Articles of Association will be proposed in order to bring it into line with (i) the division of the nominal, in particular with regard to the rule of calculation of the 2017 Preference Share price and (ii) the change in the closing date (see paragraph 8.2.2 of this document).

(b) Ten (10) shares held by Audacia as Representative of the Bearers of the 2017 Preference Shares subject to a share loan entered into with Holding Alain Wilmouth. Once its role as representative of the bearers has ended, Audacia will have to return the securities loaned on first demand.

The number of shares held by each member of the Board of Directors is detailed in chapter 3.4.1 of the Board of Directors Corporate Governance Report.

2.3.4.5. Treasury shares and cross-shareholdings

There is no cross ownership. The company has set up a share buyback programme: 15,510 treasury shares were held for this as of 28 February 2021 (a description of the programme is available in chapter 2.3.4.7.).

2.3.4.6. Disposals of shares made to regularise cross-ownership

We inform you that the Company has not had to sell shares in order to terminate cross-ownership prohibited by articles L. 233-29 and L. 233-30 of the French Commercial Code.

2.3.4.7 Acquisition by the Company of its own shares - Description of the share buyback programtme

2.3.4.7.1. Share buyback programme approved by the General Meeting of 25 Septembert 2020

The General Meeting of the Company held 25 September 2020 authorised, for a period of eighteen months from the Meeting, the Board of Directors to implement a Company share repurchase programme within the framework of the provisions of article L. 22-10-62 of the French Commercial Code and in accordance with the General Regulations of the *Autorité des Marchés Financiers* (AMF) under the conditions described below:

• **Securities concerned**: ordinary shares

• **Maximum portion of the capital authorised for repurchase:** 10% of the capital, it being specified that this limit is assessed on the date of the buybacks in order to take into account any operations to increase or reduce the capital that may occur during the duration of the programme. The number of shares taken into account for the calculation of this limit corresponds to the number of shares purchased, less the number of shares sold during the programme within the framework of the liquidity objective.

• **As the Company cannot hold more than 10% of its capital, it must take into account the number of shares already held when the next programme is allocated.**

• **Maximum purchase price:** 20 Euros per share

• **Maximum amount of the programme:** 35,486,860 Euros

• **Objectives:**

ensure the stimulation of the secondary market, or the liquidity of the 2CRSi share, through an investment service provider, through a liquidity contract, in accordance with market practice accepted by the regulations in force,

- keep the purchased shares and subsequently deliver them in exchange, or as payment, in the context of any external growth operations, being specified that the shares acquired for this purpose may not exceed 5% of the Company's capital,

- ensure the coverage of share purchase option schemes and/or free share schemes (or similar schemes) for the benefit of the employees and/or corporate officers of the group, as well as all share allocations, under a company or group savings scheme (or similar scheme), in respect of profit-sharing, and/or all other forms of allocation of shares to employees and/or corporate officers of the group,

• ensure the coverage of transferable securities giving the right to the allocation of company shares within the framework of the regulations in force,

• implement any market practice that may come to be accepted by the French Financial Market Authority, and more generally carry out any other transaction in accordance with the regulations in force,

• proceed with the possible cancellation of the acquired shares,

• **Programme duration:** 18 months from the general meeting of 25 September 2020, i.e. until 25 March 2022.

ACQUISITION BY THE COMPANY OF ITS OWN SHARES - DESCRIPTION OF THE SHARE BUYBACK PROGRAMME

2.3.4.7.2. Implementation of the share buyback programme

As of 28 February 2021, the following resources appeared in the liquidity account of the share buyback programme agreed with Portzamparc:

- 15,510 Company shares (representing 0.09% of its share capital) with a nominal value of € 0.09 per share and a total book value of € 100,920.16 valued at the closing price on 28 February 2021; and
- 76,697.13 Euros

Reasons for acquisitions	Percentage of programme
Price animation	100%
Employee shareholding	0%
Securities giving right to the allocation of shares	0%
External growth operations	0%
Cancellation	0%

As part of the share buyback programme, between the opening and closing date of the 2020/2021 financial year, the Company carried out the following purchase and sale of its own shares:

Number of shares purchased	414,274
Average purchase price	€ 3.6879
Number of shares sold	435,246
Average sale price	€ 3.6554
Number of shares registered at the end of the financial year	15,510
Value assessed at purchase price	100,920
Value at the end of the financial year	104,847.60
Trading fees	None

With the exception of shares held under the liquidity contract, as of the date of the Universal Registration Document, the Company does not hold any of its own shares and no Company shares are held by any of its subsidiaries or by any third party on its behalf.

The shares held by the company have not been used or reallocated for other purposes since the last authorisation granted by the general meeting.

2.3.4.7.3 Renewal of the share buyback programme proposed to the General Meeting of 31 August 2021

As of 28 February 2021, the number of shares held directly and indirectly was 15,510, representing 0.09% of the company's capital.

NUMBER OF SHARES HELD BROKEN DOWN BY OBJECTIVES:

- Animation of the price by means of a liquidity contract in accordance with market practice: 15,510
- Coverage of securities giving right to the allocation of shares: 0
- External growth operations: 0
- Cancellation: 0
- Hedging of stock options or other employee shareholding system: 0

THE NEW PROGRAMME IS PROPOSED AS FOLLOWS:

- **Securities concerned:** ordinary shares

- **Maximum portion of the capital authorised for repurchase:**
10% of the capital (i.e. 1,774,343 shares on the date of this document), it being specified that this limit is assessed on the date of the buybacks in order to take into account any operations to increase or reduce the capital that may occur during the duration of the programme. The number of shares taken into account for the calculation of this limit corresponds to the number of shares purchased, less the number of shares sold during the programme within the framework of the liquidity objective.

- **The Company cannot hold more than 10% of its capital,** so the maximum number of shares that can be purchased will be 1,774,343 shares, including shares already held.

- **Maximum purchase price:** 20 Euros

- **Maximum amount of the programme:** 35,486,860 Euros

- **Terms of the buybacks:**
purchases, disposals and transfers may be carried out by any means on the market or over-the-counter, including by transactions on blocks of shares, it being specified that the resolution put to the vote of the shareholders does not limit the part of the programme that can be carried out by purchasing blocks of shares. These operations cannot be carried out during a public offer period. The Company does not intend to use option mechanisms or derivative instruments.

- **Objectives:**
  - ensure the stimulation of the secondary market, or the liquidity of the 2CRSi share, through an investment service provider, through a liquidity contract, in accordance with market practice accepted by the regulations in force,
  - keep the purchased shares and subsequently deliver them in exchange, or as payment, in the context of any external growth operations, being specified that the shares acquired for this purpose may not exceed 5% of the Company's capital,
  - ensure the coverage of share purchase option schemes and/or free share schemes (or similar schemes) for the benefit of the employees and/or corporate officers of the group, as well as all share allocations, under a company or group savings scheme (or similar scheme), in respect of profit-sharing, and/or all other forms of allocation of shares to employees and/or corporate officers of the group,
  - ensure the coverage of transferable securities giving the right to the allocation of company shares within the framework of the regulations in force,
  - implement any market practice that may come to be accepted by the French Financial Market Authority, and more generally carry out any other transaction in accordance with the regulations in force
  - proceed with the possible cancellation of the shares acquired, subject to authorisation being granted by the General Meeting of shareholders of 31 August 2021.

- **Programme duration:** 18 months from the general meeting of 31 August 2021, i.e. until 28 February 2023.

2.3.4.8.Statement of employee participation in the share capital at the closing date

There is no employee right to be mentioned in this report in application of the provisions of article L. 225-102 of the French Commercial Code.

2.3.4.9. Adjustment of the conversion bases for marketable securities giving access to the capital, subscription and purchase options and free shares

Not applicable in the absence of securities giving access to the capital.

2.3.4.10. Voting rights of the main shareholders

Article 11.3 of the Company's Articles of Association provides that each Company share gives the right to one vote. All fully paid-up ordinary shares for which registration in the name of the same shareholder has been proven for two years have a double voting right in comparison with that conferred on other ordinary shares with respect to the proportion of the capital they represent.

2.3.4.11. Issuer control

The Company is controlled at the highest level, as indicated above, by Alain Wilmouth who exercises legal control. The main measure taken to ensure that control is not exercised in an abusive manner is the presence of two independent directors on the Board of Directors.

2.3.4.12. Shareholder agreement

The Company is not aware of any declaration of pact between its shareholders other than the Dutreil Pact (see 2.3.4.17. of this document).

2.3.4.13. Crossing of legal thresholds

By letter received on 30 September 2019, the limited company Dorval Asset Management (1 rue de Gramont, 75002 Paris), acting on behalf of the funds it manages, declared that on 27 September 2019 it had downwardly crossed the 5% threshold of the capital of 2CRSI and held, on behalf of said funds, 870,767 2CRSI shares representing as many voting rights, i.e. 4.91% of the capital and 3.42% of the voting rights of this company. This crossing of the threshold results from a sale of 2CRSI shares on the market (AMF notice of 1 October 2019 n° 219C1776).

By letter received on 21 November 2019, supplemented in particular by a letter received on 25 November 2019, Mr. Alain Wilmouth declared that he had on 15 November 2019 individually upwardly crossed the 5% threshold of capital in 2CRSi and individually held 903,020 2CRSI shares representing 1,719,690 voting rights, i.e. 5.09% of the capital and 6.75% of the voting rights of this company. This crossing of the threshold results from an acquisition of 2CRSi shares on the market. On this occasion, the Wilmouth family group did not cross any threshold and as of 15 November 2019 held 12,086,340 2CRSI shares representing 19,837,187 voting rights, i.e. 68.12% of the capital and 77.81% of the voting rights of this company (AMF notice of 26 November 2019 n° 219C2449).

To date, Mr. Alain Wilmouth individually holds 907,411 2CRSi shares representing 1,724,081 voting rights, i.e. 5.11% of the capital and 6.57% of the voting rights of this company.

2.3.4.14. Crossing of statutory thresholds

In addition to the threshold crossing declarations expressly provided for by the legislative and regulatory provisions in force, any natural or legal person who comes to directly or indirectly own, alone or in concert, a fraction of the capital or voting rights (calculated in accordance with the provisions of articles L. 233-7 and L. 233-9 of the French Commercial Code and the provisions of the general regulations of the *Autorité des marchés financiers*) equal to or greater than 2% of the capital or of the voting rights, or any multiple of this percentage, including over the thresholds provided by legal and regulatory provisions, must notify the Company of the total number (i) of the shares and voting rights that they own, directly or indirectly, alone or in concert, (ii) of the titles giving long-term access to the capital of the Company that they own, directly or indirectly, alone or in concert and the voting rights which are potentially attached thereto, and (iii) shares already issued that this person may acquire by virtue of an agreement or a financial instrument mentioned in article L. 211-1 of the French Monetary and Financial Code.

This notification must be made, by registered letter with acknowledgment of receipt, within four (4) trading days from the crossing of the relevant threshold.

The obligation to inform the Company also applies, within the same time limits and under the same conditions, when the shareholder's participation in capital or voting rights falls below one of the aforementioned thresholds.

As an exception to the above, the aforementioned obligation to notify the Company of crossing of thresholds ceases to apply when the share of capital or voting rights held directly or indirectly by a shareholder, acting alone or in concert with other shareholders, is equal to or greater than 50% of the capital or voting rights.

In the event of non-compliance with the aforementioned obligation to declare the crossing of thresholds and at the request of one or more shareholders representing at least 5% of the capital or of the voting rights, and recorded in the minutes of the General Meeting, shares exceeding the fraction that should have been declared are deprived of the right to vote for a period of two years following the date of regularisation of the notification.

The Company reserves the right to bring to the attention of the public and the shareholders either the information notified to it, or the non-compliance with the above-mentioned obligation by the person concerned.

2.3.4.15. Agreement that may result in a change of control

No particular element of the constituting act, articles of association, charter or regulations of the Company could have the effect of delaying, deferring or preventing a change in its control.

To the knowledge of the Company, at the date of the Universal Registration Document, there are no concerted actions or agreements between Company shareholders that could result in a change of control of the Company.

2.3.4.16.Pledge statement

To the knowledge of the Company, as of the date of the Universal Registration Document, there is no pledge of Company shares.

2.3.4.17. Dutreil Pact

Some of the Company's shareholders have signed a collective commitment to retain shares subscribed in application of article 787 B of the General Tax Code, the main terms of which are detailed below:

	Dutreil Pact
Regime	Art. 787 B of the General Tax Code
Date Signed	25 February 2019
Duration of collective commitment	2 years
Modalities of renewal	Tacitly extended from quarter to quarter
Percentage of capital covered by the agreement on the date of signature	40.85%
Percentage of voting rights covered by the pact on the date of signature	55.23%
Names of signatories with capacity of executive officers and / or directors	Mr. Alain Wilmouth, Chairman and Chief Executive Officer, Mr. Michel Wilmouth, director, The HAW company, director
Names of signatories holding at least 5% of the capital and voting rights who do not have the status of officer, proxy and/or director	None

2.3.4.18. Information on the capital of any member of the group that is the subject of an option or of a conditional or unconditional agreement providing for it to be placed under option

To the knowledge of the Company, there is no purchase or sale option or commitment for the benefit of the Company's shareholders or granted by them relating to Company shares, with the exception of a redemption option granted to Holding Alain Wilmouth relating to the 3,500,000 2017 Preference Shares held to date by Audacia funds and exercisable from 1 January 2023 until 31 March 2023[4].

2.3.4.19. Summary statement of operations carried out on titles by managers and assimilated persons mentioned in article L.621-18-2 of the French Monetary and Financial Code

The summary statement of the transactions in company titles by managers mentioned in article L 621-18-2 of the French Monetary and Financial Code, carried out during the last financial year, is as follows:

For the fiscal year ended 28 February 2021, the following transactions have been declared to the AMF:	Alain Wilmouth
Functions exercised within the issuer	Chairman and CEO
Operations carried out by a person related to the above person	-
Description of the financial instrument	Shares
Disposals of financial instruments:	-
Total amount of disposals:	-
Acquisitions of financial instruments:	4,391 shares
Total amount of acquisitions	€10,054.95
Transfer of financial instruments to a family holding company:	-
Total transfer amount:	-

For the fiscal year ended 28 February 2021, the following transactions have been declared to the AMF:	Marie de Lauzon
Functions exercised within the issuer	Deputy Chief Executive Officer
Operations carried out by a person related to the above person	-
Description of the financial instrument	Shares
Disposals of financial instruments:	-
Total amount of disposals:	-
Acquisitions of financial instruments:	2,400 shares
Total amount of acquisitions	€ 5,664
Transfer of financial instruments to a family holding company:	-
Total transfer amount:	-

4 We would like to point out to you that at the next Combined General Meeting on 4 August, a modification of Article 31 of the Company's Articles of Association will be proposed in order to bring it into line with (i) the division of the nominal, in particular with regard to the rule of calculation of the 7 Preference Share price and (ii) the change in the closing date (see paragraph 2017 of this document). As a reminder, the Company had recommended the rejection of this same resolution at the AGM of 25 September 2020 because of a typo made in its drafting; the modification of article 7 will be proposed again at the next AGM of 31 August 2021.

2.4. DIVIDEND DISTRIBUTION POLICY

Summary of dividends paid in recent years

Financial year	2017	2018	2019/20	2020/2021*
Priority dividend	€175,000	€175,000	€175,000	€175,000
Ordinary dividend	N/A	N/A	N/A	N/A

** Distribution submitted to the vote of the General Meeting of 31 August 2021.*

2.4.1. DIVIDENDS PAID TO BEARERS OF 2017 PREFERENCE SHARES

Each bearer of 2017 Preference Shares is entitled to a priority and accrued and unpaid annual dividend, paid in preference to all the other shares of the Company, deducted from the distributable sums and paid no later than 10 July[2] each year (the “Priority Dividend”). The Priority Dividend is equal to the Priority Dividend rate multiplied by 10[6] euros. This rate is 5% for financial years ending before 1 January 2023[5], i.e. a total of 175,000 euros per year, and 12-month Euribor + 1.5%, for the closure of subsequent financial years.

In the event of non-payment of a Priority Dividend, the payment of the latter is postponed and will be made at the same time as the next Priority Dividend payment. Its amount (the "Cumulative Dividend") will be equal to the sum of the amounts of Priority Dividends not paid during a period of a maximum of five financial years preceding the financial year during which the Priority Dividend is paid,with an annual capitalisation rate of 15% applied to this amount.

For all the financial years from the one ended 31 December 2016, once the amount of the Priority Dividend and, where applicable, the Cumulative Dividend has been voted and paid, the Company may vote and pay a dividend to other shares issued and to be issued by the Company (the "**Ordinary Dividend**"). The Ordinary Dividend will be deducted only from the distributable profit defined in article L. 232-11 of the French Commercial Code, within the limit of the sole net income for the fiscal year minus financial income and exceptional income for the same fiscal year, except with the prior written consent of the Representative of the Bearers of 2017 Preference Shares.

The 2017 Preference Shares are not entitled to the payment of an ordinary dividend from the Company.
In addition, for all financial years from, and including the one ending on 31 December 2022[5], in the event that Holding Alain Wilmouth (or any other person replacing it) does not exercise the redemption option available to it on all of the 2017 Preference Shares, if an Ordinary Dividend is paid to the other shares issued and to be issued by the Company, this Ordinary Dividend may not exceed, at equal nominal value, the amount of the Priority Dividend, except to simultaneously pay the Bearer(s) of the 2017 Preference Shares an additional dividend (the "Supplementary Dividend") taken from the distributable profit for the financial year, distributable reserves or retained earnings, and equal in case of equal nominal value, to the difference between the Ordinary Dividend and the Priority Dividend. In the event that the par values between the 2017 preference shares and the other shares are unequal, the Supplementary Dividend will be adjusted accordingly.

Consequently, if the results of the Company do not allow it to pay the Priority Dividend (and, where applicable, the Cumulative Dividend), it will not be able to pay an Ordinary Dividend. In addition, even if the Company has the sums to pay an Ordinary Dividend, from the financial years ending on 31 December 2022[5] and the call option is not exercised, the amount of this will be reduced due to the fact that these same sums must be shared between the Ordinary Dividend and the Supplementary Dividend.

2.4.2. DIVIDEND DISTRIBUTION POLICY

As of the date of this document, with the exception of the payment of the priority dividend to Bearers of Preference Shares, the Company has not planned to initiate a short-term dividend distribution policy and primarily seeks to promote its growth.

5 Following the change in the closing date of the financial year to the last day of February, it will be proposed to the General Meeting of 31 August 2021 to modify article 7 of the articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to consequently modify certain dates concerning the 2017 Preference Shares (see paragraph 8.2.2 of this document).

6 Following the division of the nominal value of the Company, it will be proposed to the General Meeting of 31 August 2021 to modify article 7 of the articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to consequently modify the rule for calculating the price of the 2017 Preference Shares (see paragraph 8.2.2 of this document).

2.5. SUMMARY OF DILUTIVE INSTRUMENTS

As of the date of this document, there is no title that can give access to the capital.

However, the Company awarded:

- 178,179 free shares to all employees according to the decision of the Board of Directors on 12 December 2018 and for which the definitive vesting period is set as 13 December 2023. To date, 137,992 are still being acquired and could give rise to a capital increase for a maximum nominal amount of € 12,419.28;
- 142,722 free shares to employees of the Boston sub-group as decided by the Board of Directors on 18 March 2020 and whose definitive vesting period is set as 19 March 2022.
- 570,500 company founders' share subscription warrants according to the decision of the Board of Directors of 18 September 2020 and for which the definitive vesting period is set as 19 September 2024. To date, 554,750 warrants are in the process of being acquired and their exercise could give rise to a capital increase of a maximum nominal amount of €49,927.50;
- 786,500 company founders' share subscription warrants according to the decision of the Board of Directors of 18 September 2020 and for which the definitive vesting period is set as 19 September 2025. To date, 763,750 warrants are in the process of being acquired and their exercise could give rise to a capital increase of a maximum nominal amount of €68,737.50.

The exercise of all the rights giving access to the capital of the Group mentioned above could lead to the creation of 1,599,214 new shares generating a maximum dilution of 9.01% on the basis of the existing capital.

The dilution in voting rights stands at 6.10% on the basis of theoretical voting rights and on the basis of exercisable voting rights.

2.5.1. FREE SHARE ALLOCATION

The Combined General Meetings of 24 May 2018 and 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of free shares. As part of this delegation, the Board of Directors of the Company decided on the following allocations:

Date of the free share allocation	Plan no. 1 of 12 December 2018	Plan no. 1 2020 18 March 2020
Date of the 2CRSi General Meeting that authorised the allocation	24 May 2018	13 June 2019
Date of allocation by the Board of Directors	12 December 2018	18 March 2020
Number of shares that can be allocated	1,772,343	1,772,343
Total number of shares allocated	178,179	142,722
where the total number of shares allocated to executive officers:		0
Emmanuel Ruffenach	1,575 *(1)*	
Estelle Schang	11,745	
Michel Wilmouth	16,800	
Number of non-management beneficiaries at the initial allocation date	55	34
Date of share acquisition	13/12/2023	19/03/2022
End date of the retention period	n/a	n/a
Terms of acquisition	Presence*(2)*	No presence or performance conditions
Number of shares acquired on the date of the Universal Registration Document	0	0
Cumulative number of cancelled or lapsed shares	40,187	
Free shares allotted on the date of the Universal Registration Document	137,992	142,722

(1) Shares lapsed following the departure of Mr. Ruffenach

(2) To definitively acquire the shares allocated, the beneficiary must be an employee of one of the companies in the Group without interruption during the acquisition period

2.5.2. ALLOCATION OF COMPANY FOUNDERS' SHARE SUBSCRIPTION WARRANTS

The Combined General Meeting of 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of warrants to subscribe for company founders' shares (BSPCE).

As part of this delegation, the Board of Directors of the Company decided on the following allocations:

Date of granting of BSPCEs	**Plan no. 1 BPSCE 2020-2024 of 18 September 2020**	**Plan no. 2 BPSCE 2020-2025 of 18 September 2020**
Date of the 2CRSi General Meeting that authorised the allocation	13 June 2019	13 June 2019
Date of allocation by the Board of Directors	18 September 2020	18 September 2020
Maximum number of BSPCEs that can be assigned	1,774,343	1,203,843
Total number of BSPCEs granted	570,500	786,500
Total number of shares that can be subscribed by exercise of BSPCE	570,500	786,500
Total number of shares that can be subscribed by exercise of BSPCE where the total number of shares that may be subscribed by executive officers:	188,000	234,000
Marie de Lauzon	134,000	156,000
Estelle Schang	18,000	26,000
Michel Wilmouth	36,000	52,000
Number of non-management beneficiaries at the initial allocation date	86	86
Starting point for the exercise of the BSPCEs	18/09/2024	Closing of 2024/25 accounts
BSPCE expiration date	17/09/2025	17/09/2025
BSPCE exercise price	€ 3.28	€ 3.28
Terms of exercise	*(1)*	*(2)*
Number of BSPCEs exercised as of the date of the Universal Registration Document	0	0
Cumulative number of BSPCEs lapsed or cancelled on the date of the Universal Registration Document	15,750	22,750
Number of BSPCEs remaining in circulation on the date of the Universal Registration Document	554,750	763,750
Total number of shares that may result from the exercise of BSPCEs on the date of the Registration Document	554,750	763,750

(1) The 2020-2024 BPSCE plan is subject to a presence condition as well as to four performance conditions: increase in the stock market price, the Group's financial performance (turnover and EBITDA) and level of customer satisfaction.

(2) The 2020-2025 BPSCE plan is subject to a presence condition as well as to four performance conditions: level of employee satisfaction, increase in the share price, the Group's financial performance (EBITDA) and level of customer satisfaction.

BSPCE granted to the first ten employees who are not executive officers and taken up by the latter	Number of BSPCEs awarded	Weighted average price	Plan no. 1 BPSCE 2020-2024	Plan no. 2 BPSCE 2020-2025
BSPCEs allocated during the financial year by 2CRSI and any company included in the scope of allocation of BSPCE, to ten employees of 2CRSI and any company included in this scope, whose number of options thus granted is the highest (overall information)	308,000	€ 3.28	126,000	182,000
BSPCE held in 2CRSI and the companies referred to above exercised during the year by the ten employees of 2CRSI and these companies, of which the number of BSPCE is the highest (overall information)	N/A	N/A	N/A	N/A

2.6. AUTHORISED CAPITAL

2.6.1. CURRENT CAPITAL INCREASE DELEGATIONS AND AUTHORISATIONS

The current capital increase delegations and authorisations available to the Company are as follows:

	Meeting date	Authorisation number	Duration of authorisation and expiry	Maximum nominal amount (euros)
Authorisation to be given to the Board of Directors to cancel shares bought back by the company under the terms of Article L. 22-10-62 of the French Commercial Code	25/09/2020	Fourteenth resolution	24 months 25/09/2022	10% of the share capital over 24 months
Delegation of powers to be given to the Board of Directors to increase the capital by incorporating reserves, profits and/or premiums	25/09/2020	Fifteenth resolution	26 months 25/11/2022	€810,000 Independent ceiling
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (of the company or of a group company) with maintenance of preferential subscription rights	25/09/2020	Sixteenth resolution	26 months 25/11/2022	€ 1,080,000 for shares - € 100 million for debt securities Independent ceilings
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued (of the company or of a group company) with cancellation of preferential subscription rights by public offering, excluding the offers referred to in section 1 of article L.411-2 of the French Monetary and Financial Code and/or in remuneration of securities within the framework of a public exchange offer	25/09/2020	Seventeenth resolution	26 months 25/11/2022	€ 1,080,000 for shares - € 100 million for debt securities Common ceilings with the ceilings referred to in the 18th and 19th resolutions
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued (of the company or of a group company), with cancellation of preferential subscription rights by an offer referred to in section 1 of article L.411-2 of the French Monetary and Financial Code	25/09/2020	Eighteenth resolution	26 months 25/11/2022	€ 1,080,000 for shares, limited to 20% of the capital per year - € 100 million for debt securities Common ceilings with the ceilings referred to in the 17th and 19th resolutions
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued (of the company or of a group company), with cancellation of the preferential subscription right for a category of beneficiaries *(1)*	25/09/2020	Nineteenth resolution	18 months 25/03/2022	€ 1,080,000 for shares - € 100 million for debt securities Common ceilings with the ceilings referred to in the 17th and 18th resolutions
Delegation to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital, up to a limit of 10% of the capital, with a view to remunerating contributions in kind of capital securities or of securities giving access to the capital	25/09/2020	Twentieth resolution	26 months 25/11/2022	10% of share capital - € 100 million for debt securities Independent ceilings
Authorisation to freely set the price *(2)*	25/09/2020	Twenty-first resolution	-	Derogation within the limit of 10% of the share capital per year Targeted issues: issues carried out under the 17th and 18th resolutions.
Authorisation to increase the amount of issues in the event of excess demand	25/09/2020	Twenty-second resolution	26 months 25/11/2022	Within the limit of the delegation ceiling used (common ceilings taken into account) and within the limit of 15% of the amount of the initial issue - Targeted issues: issues carried out under the 16th and 19th resolutions.

Table continued on next page.

	Meeting date	Authorisation number	Duration of authorisation and expiry	Maximum nominal amount (euros)
Delegation of authority to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or transferable securities, giving access to the capital with cancellation of preferential subscription rights for the benefit of members of the company's savings plan, in application of articles L. 3332-18 et seq of the French Labour Code	25/09/2020	Twenty-third resolution	26 months 25/11/2022	€810,000 Independent ceiling
Delegation to be granted to the Board of Directors with a view to issuing share subscription warrants (SSW), new and/or existing share subscription and/or purchase warrants (BSAANE) and/or new and/or existing redeemable share subscription and/or purchase warrants (BSAAR) with cancellation of preferential subscription rights in favour of a category of persons *(3)*	25/09/2020	Twenty-fourth resolution	18 months 25/03/2022	10% of share capital Independent ceiling
Authorisation to be given to the Board of Directors with a view to granting share subscription and / or purchase options to members of the salaried staff (and / or certain executive officers) *(4)*	13/06/2019	Fourteenth resolution	38 months 13/08/2022	10% of share capital Common ceiling with the 15th resolution of the meeting of 13 June 2019
Authorisation to be given to the Board of Directors with a view to allocating free shares to members of the salaried staff (and / or certain executive officers) *(5)*	13/06/2019	Fifteenth resolution	38 months 13/08/2022	10% of share capital Common ceiling with the 14th resolution of the meeting of 13 June 2019

(1) The category of beneficiaries concerned is as follows: legal persons governed by French or foreign law (including holding companies, entities, investment companies, mutual funds or collective savings management funds) or natural persons, each with the status of qualified investor (within the meaning of article L.411-2 section 1 of the French Monetary and Financial Code) and investing on a regular basis in listed companies operating in the field of IT and in particular that of the construction of IT servers, computer systems and networks, the Internet, computer security, computer equipment manufacturers and information systems for a minimum individual subscription amount of € 100,000 per transaction or the equivalent of this amount and with a number of investors limited to 50; it being specified that the Board of Directors will fix the precise list of beneficiaries within this category of beneficiaries as well as the number of securities to be allocated to each of them.

(2) Authorisation given to the Board of Directors which decides on an issue of ordinary shares or securities giving access to the capital in application of resolutions 17 and 18 to be waived, within the limit of 10% of the share capital per year, under the price setting conditions provided for in the aforementioned resolutions, as follows: the issue price of equity securities to be issued immediately or deferred may not be lower, at the choice of the Board of Directors, than either the weighted average price of the company's share on the day preceding the start of the public offering, possibly reduced by a maximum discount of 15%, or the average of 5 consecutive quoted prices of the share chosen from among the last thirty trading sessions preceding the start of the public offering, possibly reduced by a maximum discount of 15%.

(3) The category of beneficiaries concerned is as follows: (i) employees and/or executive officers of the Company or of a group company within the meaning of Article L.233-3 of the French Commercial Code; and/or (ii) service providers or consultants who have signed a contract with the Company or a group company within the meaning of Article L.233-3 of the French Commercial Code.

(4) The category of beneficiaries concerned is as follows: (a) on the one hand, some or all of the employees or certain categories of personnel of 2CRSI and, as applicable, the companies or economic interest groups that are linked to it under the conditions of Article L. 225-180 of the French Commercial Code; (b) on the other hand, the executive officers who meet the conditions set by Article L. 225-185 of the French Commercial Code.

(5) The category of beneficiaries concerned is as follows: (a) members of the salaried staff of the company or of companies directly or indirectly linked to it within the meaning of Article L. L.225-197-2 of the French Commercial Code,and/or executive officers who meet the conditions laid down by Article L. 225-197-2 of the French Commercial Code.
On the basis of this delegation, the company allocated 142,722 free shares (see paragraph 2.5.1 above)

2.6.2. DELEGATIONS AND AUTHORISATIONS FOR CAPITAL INCREASES FOR SUBMISSION TO THE VOTE OF THE SHAREHOLDERS AT THE AGM OF 31 AUGUST 2021

The delegations and authorisations for capital increases to be submitted to the shareholder vote at the General Meeting of 31 August 2021 are as follows:

	Meeting date	Authorisation number	Duration of authorisation and expiry	Maximum nominal amount (euros)
Authorisation to be given to the Board of Directors to cancel shares bought back by the company under the terms of Article L. 22-10-62 of the French Commercial Code	31/08/2021	Eighteenth resolution	24 months 31/08/2023	10% of the share capital over 24 months
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued (of the company or of a group company), with cancellation of the preferential subscription right for a category of beneficiaries *(1)*	31/08/2021	Nineteenth resolution	18 months 28/02/2023	€ 1,080,000 for shares - € 100 million for debt securities Common ceilings with the ceilings referred to in the 17th and 18th resolutions of the meeting of 25 September 2020
Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (by the company or by a company belonging to the group), with cancellation of the preferential subscription right for a category of beneficiaries within the framework of an *equity line transaction(2)*	31/08/2021	Twentieth resolution	18 months 28/02/2023	€ 360,000 for shares - € 100 million for debt securities Independent ceilings
Authorisation to increase the amount of issues in the event of excess demand	31/08/2021	Twenty-first resolution	26 months 31/10/2023	Within the limit of the delegation ceiling used (common ceilings taken into account) and within the limit of 15% of the amount of the initial issue - Target issues: issues carried out under the 19th and 20th resolutions.
Delegation of authority to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or transferable securities, giving access to the capital with cancellation of preferential subscription rights for the benefit of members of the company's savings plan, in application of articles L. 3332-18 et seq of the French Labour Code	31/08/2021	Twenty-second resolution	26 months 31/10/2023	€810,000 Independent ceiling
Delegation to be granted to the Board of Directors with a view to issuing share subscription warrants (SSW), new and/or existing share subscription and/or purchase warrants (BSAANE) and/or new and/or existing redeemable share subscription and/or purchase warrants (BSAAR) with cancellation of preferential subscription rights in favour of a category of persons*(3)*	31/08/2021	Twenty-third resolution	18 months 28/02/2023	10% of share capital Common ceiling with the 24th and 25th resolutions
Authorisation to be given to the Board of Directors with a view to granting share subscription and / or purchase options to members of the salaried staff (and / or certain executive officers) *(4)*	31/08/2021	Twenty-fourth resolution	38 months 31/10/2024	10% of share capital Common ceiling with the 23rd and 25th resolutions
Authorisation to be given to the Board of Directors with a view to allocating free shares to members of the salaried staff (and/or certain executive officers)*(5)*	31/08/2021	Twenty-fifth resolution	38 months 31/10/2024	10% of share capital Common ceiling with the 23rd and 24th resolutions

Table notes on next page.

(1) The category of beneficiaries concerned is as follows: legal persons governed by French or foreign law (including holding companies, entities, investment companies, mutual funds or collective savings management funds) or natural persons, each with the status of qualified investor (within the meaning of article L.411-2 section 1 of the French Monetary and Financial Code) and investing on a regular basis in listed companies operating in the field of IT and in particular that of the construction of IT servers, computer systems and networks, the Internet, computer security, computer equipment manufacturers and information systems for a minimum individual subscription amount of € 100,000 per transaction or the equivalent of this amount and with a number of investors limited to 50; it being specified that the Board of Directors will fix the precise list of beneficiaries within this category of beneficiaries as well as the number of securities to be allocated to each of them.

(2) The category of beneficiaries concerned is as follows: credit institutions with authorisation to provide the investment service mentioned in 6-1 of article L. 321-1 of the French Monetary and Financial Code and underwriting the equity securities of companies listed on the regulated market of Euronext in Paris as part of so-called equity line transactions;

(3) The category of beneficiaries concerned is as follows: (i) employees and/or executive officers of the Company or of a group company within the meaning of Article L.233-3 of the French Commercial Code; and/or (ii) service providers or consultants who have signed a contract with the Company or a group company within the meaning of Article L.233-3 of the French Commercial Code.

(4) The category of beneficiaries concerned is as follows: (a) on the one hand, some or all of the employees or certain categories of personnel of 2CRSI and, as applicable, the companies or economic interest groups that are linked to it under the conditions of Article L. 225-180 of the French Commercial Code; (b) on the other hand, the executive officers who meet the conditions set by Article L. 225-185 of the French Commercial Code.

(5) The category of beneficiaries concerned is as follows: (a) members of the salaried staff of the company or of companies directly or indirectly linked to it within the meaning of Article L. L.225-197-2 of the French Commercial Code,and/or executive officers who meet the conditions laid down by Article L. 225-197-2 of the French Commercial Code.

2.7. INFORMATION ON HOLDINGS

As of the date of this Universal Registration Document, the Company holds the following shareholdings:

- 14.4% of Gamestream, the world leader in B2B video game streaming services. Information available on the site https://gamestream.biz;

- <1% of the company Blade, specialist in Cloud Computing for video game players. Information available on the site https://shadow.tech/frfr. On 2 March 2021, Blade went into receivership.

On 30 April 2021, the Paris Commercial Court appointed the company hubiC, chaired by the founder of OVHcloud, Octave Klaba, to takeover the activity of Blade SAS.

3

CORPORATE GOVERNANCE

BOARD OF DIRECTORS CORPORATE GOVERNANCE REPORT

This section details the Board of Directors Corporate Governance Report in accordance with Article L. 225-37 of the French Commercial Code.

The Board of Directors Corporate Governance Report seeks in particular to give an account, within the framework of the preparation of the financial statements for fiscal year 2020/2021, on the conditions for the preparation and organisation of work of the Board of Directors and the Board of Directors meeting in the form of an audit committee, of the powers of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer, established principles and rules to determine the remuneration and benefits of any kind granted to the Executive Officers, the components of the remuneration of the Executive Officers, the remuneration policy for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer in application of article L. 22-10-8 of the French Commercial Code, as well as other information that must appear therein pursuant to Articles L. 225-37 et seq. of the French Commercial Code.

This report has been prepared on the basis of the work carried out by the various management bodies of the Company.

This report was approved by the Board of Directors on 30 June 2021 and sent to the Statutory Auditors.

3.1. RULES OF GOVERNANCE

In order to comply with the requirements of article L. 225-37 of the French Commercial Code, the Company has adopted the Corporate Governance Code published in September 2016 by MiddleNext (the "MiddleNext Code") as a reference code to which it intends to refer. The Company's objective is to comply with all the recommendations of the MiddleNext Code.

The table below lists the various recommendations of the MiddleNext Code and specifies those with which the Company has or has not complied to date.

Middlenext Code recommendation	Compliance	Non-compliance
Power of "surveillance"		
R1 - Code of ethics of the members of the Board	X	
R2 - Conflicts of interest	X	
R3 - Composition of the Board - Presence of independent members	X	
R4 - Information on Board members	X	
R5 - Organisation of Board and committee meetings	X	
R6 - Establishment of committees	X	
R7 - Establishment of internal rules for the Board	X	
R8 - Choice of each member of the Board	X	
R9 - Duration of the terms of office of Board members	X *(1)*	
R10 - Remuneration of Board members	X	
R11 - Establishment of an evaluation of the work of the Board	X	
R12 - Relationship with "shareholders"	X	
Executive power		
R13 - Definition and transparency of the remuneration of executive officers	X	
R14 - Preparation of the succession of "managers"	X	
R15 - Combination of employment contract and corporate office	X	
R16 - Severance pay	X	
R17 - Supplementary pension plans	X	
R18 - Stock options and free allocation of shares	X	
R19 - Review of points of vigilance	X	

(1) The term of office of directors is 3 years. To date, 6 directors are serving their first term, no staggered renewal is in place. It will be considered at the end of the current mandates. The 7th term of office is out of step by 2 years compared to the others.

Note: the Code is available here.

3.2. ORGANISATION OF 2CRSi GOVERNANCE

EXECUTIVE POWER

The general management of the Company is conducted by Mr. Alain Wilmouth, co-founder of the company, as Chairman and Chief Executive Officer, and by Ms. Marie de Lauzon as Deputy Chief Executive Officer.

SUPERVISORY POWER

The Board of Directors is made up of seven members. These members as well as the operating rules of the Board are presented in paragraph 3.4.

3.3. GOVERNANCE STRUCTURE

3.3.1. POWERS OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

In his capacity as Chairman of the Board of Directors, the Chairman and Chief Executive Officer organises and directs the work of the Board, which he in turn reports to the General Meeting. He ensures the proper functioning of the Company's bodies and ensures, in particular, that the Directors are able to fulfil their mission. He may request the communication of any document or information suitable for enlightening the Board of Directors in the context of preparing for its meetings.

The Chairman of the Board of Directors assumes and is responsible for the general management of the Company and represents it in its relations with third parties. Subject to the powers that the law expressly grants to shareholders' meetings, as well as the powers that it reserves for the Board of Directors, he is invested in his capacity as Chief Executive Officer with the most extensive powers to act in all circumstances in the name of the Company within the limits of the corporate purpose, as well as in compliance with the Internal Regulations of the Board of Directors.

3.3.2. POWERS OF THE DEPUTY CHIEF EXECUTIVE OFFICER

The mandate of Deputy Chief Executive Officer was entrusted to Marie de Lauzon for a period of 4 years from 1 September 2019.

The Deputy Chief Executive Officer exercises her mandate in compliance with all applicable contractual, legislative and regulatory provisions and in compliance with the powers granted to the other bodies of the Company and/or to its shareholders.

Beyond that, she undertakes to exercise it in accordance with the strategy adopted by the Board of Directors of the Company and with the constant concern to promote the interests of the Company, to preserve and develop its assets and to promote the profitability of its activities.

In the event of a difference of opinion between the Deputy Chief Executive Officer and the Board of Directors of the Company, she undertakes to respect the position of the Board of Directors and to take part in implementation.

The limitations on the powers of the Deputy Chief Executive Officer result from the applicable regulations. She also undertakes to scrupulously respect the limitations of powers as listed below and, in general, all those that the Board of Directors of the Company may put in place in addition or in substitution of those listed below, whether or not all of these limitations of power are incorporated into the Company's articles of association.

Consequently, as an internal rule that is non-binding on third parties, the Deputy Chief Executive Officer cannot, without the prior written authorisation of the Board of Directors, take any of the following decisions:

•Substantial change in the strategic orientation or activity of the Company or the Group,

• purchases, sales and exchanges of buildings, businesses or commercial establishments or the conclusion of leases relating to such goods;

• Conclusion or termination of leases relating to buildings, whether as lessee or lessor, relating to an annual lease exceeding €50,000 euros per year,

Management of the Company's business or management of a business,

• Granting of mortgages, pledges and other real securities on the Company's assets,

• Granting of sureties, endorsements and guarantees, with the exception of those granted for the benefit of customers or suppliers within the framework of the operational activity of the Company or of companies controlled within the meaning of provisions of article L.233-3 of the French Commercial Code,

• Acquisition of a stake in the capital of all companies constituted or to be constituted, and total or partial sale of shares,

• Acquisition of a stake in an economic interest group or a European economic interest group,

• Approval of annual investment, financing, etc. budgets,

• borrow, with the exception of normal bank overdrafts and current account advances granted by shareholders;

• Carry out investments outside the annual budget relating to an asset with a value greater than 100,000 euros,

• Enter into contracts outside the annual budget for lease contracts, furniture leasing, etc. relating to furniture for which the total over the rental period exceeds € 100.000;

• Consent to waivers of debts for the benefit of third parties,

• Assign or acquire industrial rights, patents, know-how licences, trademarks, domain names or any other intellectual property rights,

• Settle any legal dispute between a third party and the Company or one of its subsidiaries for which the amount or the stake would be greater than 100,000 euros per dispute, as well as any waiver without consideration by the Company of rights against third parties,

Hire, outside the annual budget, an employee whose gross annual remuneration is greater than 60,000 euros per year,

Decide, in her capacity as legal representative of the Company, to modify the statutory provisions of the direct or indirect subsidiaries relating to:

* the terms of appointment, dismissal and remuneration of executive officers,
* limitations on the powers of executive officers;
* the establishment of management or control bodies.

3.4. THE BOARD OF DIRECTORS

As of the date of this document, the Board of Directors is made up of seven members, two of whom are considered independent:

- Mr. Alain Wilmouth, Chairman of the Board of Directors;
- Ms. Marie de Lauzon, Deputy Chief Executive Officer;
- Mr. Michel Wilmouth;
- Ms. Estelle Schang;
- Holding Alain Wilmouth, represented by Mr. Jean-Louis Wilmouth;
- Ms. Monique Jung (independent director);
- Mr. Dominique Henneresse (independent director).

The mandate of the directors is for a renewable period of three years.

DIVERSITY POLICY

With respect to diversity, after having carefully analysed the composition of the Board with regard to criteria such as age, sex, skills, professional experience, nationality and independence, and given the changes in the composition of the Board during the year, the Board of Directors has set objectives and is attentive to the following points:

i. Age of directors: on 28/02/2021, the average age of directors was 57 years old. The Board considered the average age to be satisfactory and decided to remain attentive to the statutory age limit, namely that "the number of directors aged 75 years or over cannot exceed one third of the members of the Board of Directors. When this threshold is exceeded, the eldest director is deemed to resign automatically at the end of the next General Meeting";

ii. Gender Parity: the Board is made up of 4 men and 3 women. The Board considered the ratio to be very satisfactory and its objective is to keep the ratio close to 50%, allowing for perfectly equal representation of men and women;

iii. Diversity of skills: the directors also have professional experience in various sectors of activity and in high-level positions, some of them exercise or have held directorships or executive offices in other companies, some of which are listed on the stock exchange. The diversity of skills is manifested by the variety of profiles of the Board members who have different experience and backgrounds. Consequently, the Council considered the diversity of skills within it to be satisfactory and should be maintained;

iv. Diversity in terms of nationalities: all Board members are French nationals, but some of them have strong international professional experience and benefit from a binational culture.

OBSERVER

In accordance with article 13 of the articles of association, the Board of Directors may appoint one or more observers, natural or legal persons, chosen from among the shareholders or outside them. Any legal person appointed as observer must appoint a permanent representative.
The can be a maximum of two observers.
Their term of office is three years, except for resignation or early termination of office decided by the Board of Directors.
The functions of an observer terminate at the end of the general assembly meeting having decided on the accounts of the past financial year and held in the year during which their mandate expires.
Observers can be re-elected indefinitely; they can be dismissed at any time without compensation by decision of the Board of Directors.
Observers are invited to all Board meetings and attend Board meetings in an advisory capacity. Their right to information and communication is identical to that of the members of the Board of Directors.
The procedures for exercising the duties of the observers, including their possible remuneration, are set by the Board of Directors.
At its meeting of 12 December 2018, the Board of Directors appointed Mr. Stanislas Jannet as observer for a period of three years. This appointment allows the Board of Directors to benefit from the experience of Mr. Stanislas Jannet in financial, communication and strategy matters. In order to avoid any conflict of interest, it is specified that Mr. Stanislas Jannet will not be able to participate in meetings the agenda of which would relate to the choice of an investment service provider or of contracts linked to this choice. His functions will terminate at the end of the combined general meeting of 31 August 2021. At the Board meeting held at the end of said meeting, a proposal will be made to renew the observer functions of Mr. Stanislas Jannet.
For the services rendered during the 2020/21 financial year, the observer was allocated the sum of 10,500 euros.

INDEPENDENT DIRECTORS

According to the third recommendation of the Middlenext Code on the composition of the board and the presence of independent members, five criteria make it possible to presume the independence of a member of the Board, characterised by the absence of a significant financial, contractual, family or proximity relationship likely to impair the independence of judgment:

	Alain Wilmouth	Michel Wilmouth	Jean-Louis Wilmouth (HAW representative)	Estelle Schang	Marie de Lauzon	Monique Jung	Dominique Henneresse
Is not and has not been an employee or executive officer of the company or of a company in its group during the last five years	no	no	yes	no	no	yes	yes
Does not and has not had a significant business relationship with the company or its group (customer, supplier, competitor, service provider, creditor, banker, etc.) during the last two years	yes	yes	yes	yes	yes	yes	yes
Is not a reference shareholder of the company and does not hold a significant percentage of voting rights	no	no	no	yes	yes	yes	yes
Does not have a close relationship or close family link with a executive officer or a reference shareholder	no	no	no	no	no	yes	yes
Has not been an auditor of the company during the last six years	yes	yes	yes	yes	yes	yes	yes
	Not independent	Not independent	Not independent	Not independent	Not independent	Independent	Independent

3.4.1. SUMMARY OF THE COMPOSITION OF THE BOARD OF DIRECTORS

Name	AGE	Gender	Number of shares*(1)*	**Committees**	NUMBER OF MANDATES IN LISTED COMPANIES EXCLUDING 2CRSI	Independence	Start of term Expiry of office	Time on the Board (years)	Individual attendance rate
Alain Wilmouth	49	M	907,411	Strategy & Sustainable Dev Appointments and Remuneration (Chairman)	0		26/04/2018 AG 2021	2.5	100%
Michel Wilmouth	57	M	850,000	Appointments and Remuneration	0		26/04/2018 AG 2021	2.5	100%
Estelle Schang	43	F	487	Audit and Risks	0		26/04/2018 AG 2021	2.5	100%
Holding Alain Wilmouth, represented by JL Wilmouth	83	M	6,833,320	-	0		26/04/2018 AG 2021	2.5	88.89%
Monique Jung	57	F	350	Audit and Risks Strategy and Sustainable Dev	0	X	24/05/2018 AG 2021	2.5	88.89%
Marie de Lauzon	43	F	20,967	Strategy and Sustainable Dev (Chairman)	0		24/05/2018 AG 2021	2.5	100 %
Dominique Henneresse	68	M	100	Audit and Risks (Chairman) Strategy and Sustainable Dev Appointments and Remuneration	0	X	25/09/2020 AG 2023	0.5	100%

(1) As of 28/02/2021

3.4.2. ETHICS OF THE DIRECTORS

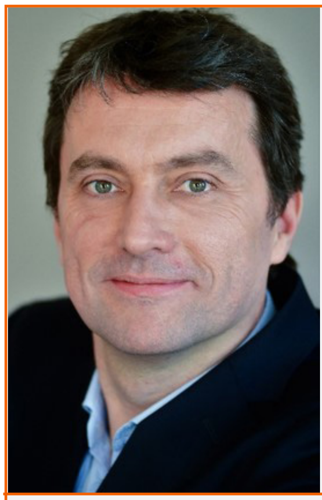
Article 5 of the internal regulations, adopted by the Board of Directors on 7 May 2018 and last updated on 30 June 2021, specifies the ethical obligations applicable to directors and their permanent representatives, each director acknowledging that they are aware of these obligations before accepting their mandate.

The internal regulations also recall the various rules in force relating to the conditions for trading of the Company's titles on the stock market and the related disclosure reporting obligations.

In addition, the Board of Directors meeting on 21 September 2018 adopted a Code of Ethics intended to prevent insider trading and breaches by complying with legal obligations. This code was updated by the Board of Directors on 24 October 2019.

2CRSi's code of ethics can be viewed by employees on the Company's intranet.

3.4.3. FUNCTIONS EXERCISED BY THE DIRECTORS



ALAIN WILMOUTH

CO-FOUNDER, CHAIRMAN AND CEO

49 YEARS OLD
FRENCH NATIONAL

BUSINESS ADDRESS:
2CRSI SA 32 RUE JACOBI-NETTER
67200 STRASBOURG

Alain Wilmouth has a DEUG in Economics. Self-taught entrepreneur who for more than 25 years has built up his technical expertise and reputation in the IT world. His extensive experience in management positions in the IT sector has allowed him to acquire solid managerial and business management experience while honing his technical background. After creating several businesses, he founded 2CRSi in 2005.

Director

First nomination:
26 April 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
907,411

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
Manager of 2CRSi before transformation into SAS

Mandates and functions exercised:

Outside the group
- Manager of SCI du NNORD
- Chairman of ALISPALU SAS
- Chairman of HAW

Within the group
- Managing Director of 2CRSi SA
- Manager of Boston France SARL
- Chairman 2CRSi Middle East FZE
- Chairman of 2CRSi CORP
- Chairman of 2CRSi UK (formerly Tranquil PC)
- Chairman of 2CRSi Limited
- Chairman of 2CRSi London Limited
- Chairman of Boston Limited
- Director of 2CRSi B.V. as permanent representative of 2CRSi SA
- Director of 2CRSi SINGAPORE PTE Ltd
- Director of 2CRSi BELGIUM SRL as permanent representative of 2CRSi SA
- Director of Boston IT Solutions South Africa (PTY) Ltd

MARIE DE LAUZON

DEPUTY CEO

43 YEARS OLD
FRENCH NATIONAL

BUSINESS ADDRESS:
2CRSI SA 32 RUE JACOBI-NETTER
67200 STRASBOURG

A graduate of HEC Paris and holder of a CEMS master's degree from the University of St. Gallen, Marie de Lauzon began her career in investment banking at Citigroup, where she spent 7 years in London and Zurich. She then joined PwC as Chief of Staff to the Managing Director for 3 years, then became COO of an investment fund and Managing Director of a French management company. Secretary General of Voltalia (an international player in renewable energies) from 2014, Marie de Lauzon was also in charge of the Voltalia communications, information systems and CSR department.

Director

First nomination:
24 May 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
20,967

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
- General Secretary of Voltalia
- Director of Voltalia Greece SA

Within the Group:
None

Mandates and functions exercised:

Outside the group
None

Within the group
- Deputy CEO of 2CRSi SA
- Director of Boston Limited
- Director of 2CRSi London Limited
- Director of Gamestream SAS as permanent representative of 2CRSi SA

HAW represented by JEAN-LOUIS WILMOUTH

83 years old
French national

Jean-Wilmouth, permanent representative of the company Holding Alain Wilmouth, is retired. After training as a carpenter and cabinetmaker, Mr. Jean-Louis Wilmouth became Master Craftsman Carpenter Cabinetmaker in 1961. He joined the Stadler joinery in Forbach in 1964, then became depot manager of the company Meubles Moeser in Forbach until 1970. From 1971 until his retirement, Mr. Jean-Louis Wilmouth managed the family business "Meubles WILMOUTH".

Director

First nomination:
26 April 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
6,833,320

Mandates and functions exercised:

Outside the group
None

Within the group
None

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
None

ESTELLE SCHANG

Deputy-Chairman

43 years old
French national
Business address:
2CRSi SA 32 Rue Jacobi-Netter
67200 Strasbourg

Marie-Estelle SCHANG graduated with a BTS in Real Estate Professions. Her first experience as a rental management assistant for a Strasbourg agency between 1997 and 2001 led her into a sales position in 2003, this time for a real estate developer. Five years later, she joined 2CRSi to take on the administrative and financial management. She became Deputy-Chairman of the Group in 2017.

DIRECTOR

First nomination:
26 April 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
487

Mandates and functions exercised:

Outside the group
None

Within the group
- 2CRSi employee
- Director of 2CRSi SINGAPORE PTE Ltd

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
None

MICHEL WILMOUTH

Co-founder, Chairman and CEO

57 years old
French national

Business address:
2CRSi SA 32 Rue Jacobi-Netter
67200 Strasbourg

Self-taught, Mr. Michel Wilmouth is co-founder of 2CRSi. He was the Manager from 2005 to 2010 and Chief Executive Officer from 2017 to 2018. He is still an employee of the Company. Previously, Mr. Michel Wilmouth was responsible for assembly and after-sales service with the company Allen Computers France. In 2010, he co-founded the subsidiary ADIMES SARL. Since 2015 he has been responsible for after-sales service for the company ALISPALU.

Director

First nomination:
26 April 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
850,000

Mandates and functions exercised:

Outside the group
None

Within the group
2CRSi employee

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
CEO of 2CRSi until 26 April 2018

MONIQUE JUNG

57 years old
French national

Business address:
ADIRA – 3 Quai Kléber 67000 Strasbourg

Monique Jung holds a master's degree in international relations from the University of Strasbourg, Cycle of Advanced European Studies from ENA, and is Director of Adira where she has worked since 1988. With fifteen years experience abroad in economic prospecting, she works for the economic development of companies based in Alsace. She held political mandates in the Alsace Region between 2004 and 2015 as Deputy-Chairman responsible for the environment and energy transition.

Independent Director

First nomination:
26 April 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
350

Mandates and functions exercised:

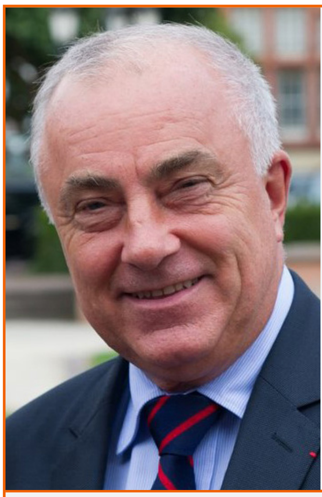
Outside the group
Director of ADIRA

Within the group
None

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
None



DOMINIQUE HENNERESSE

68 years old
French national

Business address:
2CRSi SA 32 Rue Jacobi-Netter 67200 Strasbourg

A graduate of Sciences from Po Strasbourg and MBA HEC, Dominique Henneresse began his career at SADE (SDR Alsace). He then worked as DCG or DAF in subsidiaries of large groups such as Alcatel, Steelcase Strafor and Point P.
After having managed an industrial SME, Dominique Henneresse joined the De Dietrich group in the summer of 1996, first as Group DAF then in 2000 as CEO of De Dietrich Thermique (DDT). Upon the sale of the company in 2004, he became CEO of DDT and co-manager of the De Dietrich Remeha group, owned by a Dutch foundation.
Since 2010, he has been advising companies in difficulty.

Independent Director

First nomination:
25 September 2020

Term of office:
until the end of the 2023 general meeting approving the financial statements for the past financial year

Number of company shares held:
100

Mandates and functions exercised:

Outside the group
None

Within the group
None

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
None

STANISLAS JANNET

40 years old
French national
Business address:

Portzamparc Groupe BNP Paribas 16 rue de Hanovre 75002 Paris

A graduate of EM Lyon and Paris-Dauphine University, Stanislas Jannet began his career in investment banking in London at UBS Investment Bank where he carried out M&A transactions in the TMT sector. He then joined an investment fund created by former UBS bankers as Investment Associate and then co-set up a primary bond desk at an American broker. Stanislas is now Managing Director at Portzamparc BNP Paribas.

Observer

First nomination:
12 December 2018

Term of office:
until the end of the 2021 general meeting approving the financial statements for the past financial year

Number of company shares held:
0

Mandates and functions exercised:

Outside the group
None

Within the group
None

Directorships that have expired and positions held during the last 5 financial years:

Outside the Group:
None

Within the Group:
None

3.4.4. DECLARATIONS RELATING TO CONFLICTS OF INTEREST IN ADMINISTRATIVE BODIES

Alain Wilmouth, co-founder, Chairman and CEO of the Company, and Michel Wilmouth, co-founder, director and employee of the Company, are brothers.
Jean-Louis Wilmouth, representing Holding Alain Wilmouth on the Board of Directors of the Company, is the father of Alain Wilmouth, co-founder, Chairman and CEO of the Company, and Michel Wilmouth, co-founder, director and employee of the Company.
Estelle Schang, Vice-President, director and employee, is the sister of the companion of Alain Wilmouth, Chairman and CEO of the Company.
Additionally, to the knowledge of the Company and on the date of preparation of this document, over the past five years:

- No conviction for fraud has been pronounced against the members of its Board of Directors, the Chief Executive Officer or the Deputy Chief Executive Officer
- None of the members of the Board of Directors, the Chief Executive Officer or the Deputy Chief Executive Officer have been associated with a bankruptcy, placed under sequestration or liquidation,
- No incrimination or official public sanction has been pronounced by the statutory or regulatory authorities against the members of the Board of Directors, the Chief Executive Officer or the Deputy Chief Executive Officer
- And none of the members of the Board of Directors, the Chief Executive Officer or the Deputy Chief Executive Officer have been prevented by a court from acting as a member of an administrative, management or supervisory body of an issuer or against intervening in the management or conduct of the affairs of an issuer.

To the Company's knowledge, at the date of preparation of this document, there are no conflicts of interest between the Company duties of the members of the Board of Directors and of the general management and their private interests.

Furthermore, to the Company's knowledge, at the date of preparation of this document, there is no arrangement or agreement concluded with the main shareholders, customers, suppliers or others, by which any members of the Board of Directors were selected as a member of the Board of Directors or a member of the General Management of the Company.

At the date of preparation of this document, there is no restriction accepted by the members of the Board of Directors and the General Management concerning the sale of their participation in the share capital of the Company within a certain period of time.

Finally, to the Company's knowledge, there is no service contract binding the members of the Board of Directors or the managers to the Company or to any of its subsidiaries.

3.4.5. ORGANISATION AND FUNCTIONING OF THE BOARD OF DIRECTORS

The Board of Directors determines the direction of the Company's activity and oversees its implementation.

Subject to the powers expressly granted by shareholders' meetings and within the limits of the corporate purpose, the Board of Directors may deal with any matter relating to the smooth running of the Company. It regulates the affairs which concern it through its deliberations. It carries out all the controls and verifications it deems appropriate.

In accordance with the provisions of article L.225-35 of the French Commercial Code, the Board of Directors must authorise any surety, endorsement or guarantee issued by the Company.
The Board of Directors meets as often as the interests of the Company require, when convened by its Chairman. The convocations can be made by any means. Except in special circumstances, they are sent at least eight days before each meeting.

The provisional schedule for the Board of Directors meetings for the coming year is established at the end of the previous fiscal year. There are 4 scheduled meetings, the other meetings are decided on the basis of the subjects to be dealt with and the decisions to be taken.

If the Board of Directors has not met for more than two months, directors constituting at least one third of the Board members may ask the Chairman to convene it for a determined agenda.

Meetings are held at the registered office or at any other place indicated in the notice.

The Board of Directors meets under the chairmanship of its Chairman, or by the instigator or the eldest instigator of the convocation. Failing this, the board itself elects the chairman of the meeting.

The Board of Directors can only validly deliberate if at least half of its members are present. Decisions are taken by a majority of the members present and represented. In the event of a tie, the vote of the chairman of the meeting is decisive.

In accordance with the Company's internal regulations, the directors can also participate in the deliberations of the Board of Directors by means of videoconference or telecommunication within the limits and under the conditions set by the current legislation and regulations.
Any director may mandate another director to represent them at a board meeting. Each director may have only one proxy per meeting.
To enable the members of the board to usefully prepare meetings and provide them with quality information in accordance with the internal regulations of the Board of Directors and recommendation n° 4 of the Middlenext Code, the Chairman shall communicate all documents and information relating to items on the agenda and necessary for the accomplishment of their mission in sufficient time prior to each meeting.

The deliberations of the Board of Directors are recorded in minutes signed by the chairman of the meeting and by at least one director who took part in the meeting. If the chairman of the meeting is unable to attend, it is signed by at least two directors.

As usual, after re-reading and approval of the minutes relating to the deliberations and decisions of the previous meeting, the Board deliberates and decides on the issued proposed on its agenda. The Chairman ensures that all the items on the agenda are examined by the members of the Board.

Anyone called to attend meetings of the Board of Directors is bound to discretion with regard to information of a confidential nature and given as such by the Chairman, as well as to a general obligation of secrecy.

3.4.6. POWERS AND WORK OF THE BOARD OF DIRECTORS

The Board of Directors determines the direction of the Company's activity and oversees its implementation.
Subject to the powers expressly granted by shareholders' meetings and within the limits of the corporate purpose, the Board of Directors may deal with any matter relating to the smooth running of the Company. It regulates the affairs which concern it through its deliberations. It carries out all the controls and verifications it deems appropriate.
In accordance with the provisions of article L.225-35 of the French Commercial Code, the Board of Directors must authorise any surety, endorsement or guarantee issued by the Company.

INTERNAL REGULATIONS

The Board of Directors established its internal regulations on 7 May 2018; the last update was made on 30 June 2021. It determines the role of the board and the operations subject to its prior authorisation, its operating rules and reminds the directors of the rules of ethics to be observed in the exercise of their mandate and their various obligations (such as in particular their obligation to loyalty, non-competition or abstention from participating in the company's shares in the event of the holding of inside information). Each director signs the internal regulations.

MANAGEMENT OF CONFLICT OF INTEREST

In accordance with its internal regulations and recommendation No. 1 of the Middlenext Code, a director in a situation that demonstrates or is likely to demonstrate a conflict of interest between the company and their direct or indirect personal interest, or the interest of the shareholder or group of shareholders they represent, must inform the board of this as soon as they become aware of it, and manage any consequences as regards the exercise of their mandate. Thus, depending on the case, they must either abstain from participating in the vote of the corresponding deliberation, or not attend the meetings of the Board of Directors during the period in which they are in a situation of conflict of interest, or resign their duties as a director.
An absence of information implies that no conflict of interest exists. Failure to comply with these rules of abstention, or even withdrawal, can result in the director being held liable.

BOARD ASSESSMENT

In application of its internal regulations and recommendation 11 of the Middlenext Code, the Board of Directors devotes an item on its agenda each year to the assessment of its operations.
A self-assessment of the work and functioning of the Board for the 2020/2021 financial year was carried out at the Board meeting on 8 July 2020. The summary of the directors' responses shows a positive overall assessment.
This self-assessment notably addressed the points of gender balance on the Board and the balance of relations between the Chairman and Chief Executive Officer and the Board, which were, in both cases, deemed satisfactory.
The composition and operation of the Board have also been judged satisfactory, this assessment having made it possible in particular to verify that the questions submitted to the Board were handled and discussed in satisfactory conditions during the meetings.

FREQUENCY OF MEETINGS AND ATTENDANCE

The Board of Directors met 9 times during the past financial year. The attendance rate of directors at Board meetings was 96.56%. The meetings took place at the Company's head office, in external premises or via videoconference.
In accordance with the provisions of Article L.823-17 of the French Commercial Code, the statutory auditors were invited to Board meetings which examined and approved the annual accounts, as well as the half-year accounts.

WORK OF THE BOARD OF DIRECTORS DURING THE PAST FINANCIAL YEAR

During the past financial year, the Board of Directors was notably informed on the following points:

Financial situation, cash flow and commitments of the Group	• review of the 2019/2020 annual accounts • corresponding financial communications projects • renewal of the financial and legal authorisations granted to the Chairman and Chief Executive Officer, in particular for financing transactions and off-balance sheet commitments, and authorisations of the Group's significant guarantee transactions • Group financing policy • cash plan
Monitoring of the major directions and operations of the Group	• budget review • monitoring of the achievement of the medium-term plan • monitoring of the integration of Boston Limited • review of international development projects: creation of subsidiaries in Belgium and the Netherlands
Corporate governance	• approval of the remuneration policy for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer • creation of an audit and risks committee • creation of a strategy and sustainable development committee • creation of an appointments and remuneration committee • proposal to the General Meeting of the appointment of Mr. Dominique Henneresse as director (independent) • assessment of the independence of directors • review of the diversity policy within the Board • succession plan • annual review of the Middlenext Code requirements and its points of vigilance • distribution of the remuneration allocated to directors
Various	• convening of the annual Combined General Meeting and adoption of reports and draft resolutions • review of multi-year regulated agreements and commitments and related party transactions

3.4.7. SPECIAL COMMITTEES

In accordance with the Company's articles of association and the sixth recommendation of the Middlenext Code, the Board of Directors has decided to create committees responsible for studying the issues that it or its Chairman submits for their review.

It sets, in accordance with the provisions set out in the Board's internal regulations, the composition and powers of the committees which exercise their activity under its responsibility. It also sets the remuneration of the people on them.

3.4.7.1. Audit and Risks Committee

The Board of Directors meeting of 19 March 2021 set up an Audit and Risks Committee. It also approved its internal rules, the provisions of which are noted below.

The Audit and Risks Committee will not have its own powers; it will have to report on its work to the Board of Directors.

The following were appointed by the Board of Directors as members:

- Ms. Estelle Schang,
- Ms. Monique Jung, independent director,
- Mr. Dominique Heneresse, independent director.

Mr. Dominique Heneresse is also appointed as Chairman of the Audit and Risks Committee.

COMPOSITION

The members of the Audit and Risks Committee are appointed by the Board of Directors, from among the directors and upon proposal from the Chairman of the Board, according to their skills with regard to the missions of the Committee, their experience and their interest in the subjects addressed therein

The Committee is made up of at least two members, including at least one independent director according to the criteria defined by the Middlenext Code to which the Company refers. It is specified where necessary that no director who is also a senior executive officer can be a member of the Committee.

In choosing the members of the Committee, the Board of Directors ensures that at least one independent member of the Committee has specific expertise in financial and accounting matters. The skills thus required in financial and accounting matters are assessed with regard to professional experience, academic training and/or knowledge of the company's activity.
An observer, appointed by the Board of Directors, may also participate in Committee meetings at the invitation of the Chairman or one of its members.

A member of the Audit and Risks Committee cannot be represented.

The Chairman of the Committee is appointed by the Board of Directors from among its members for the duration of their term of office as a member of the Committee.

The independent members of the Committee may only receive from the Company and its subsidiaries the remuneration due for their mandate as director and member of the Committee plus reimbursement of expenses. Any other remuneration must be exceptional and must have been previously authorised by the Board of Directors.

The term of office of Committee members coincides with that of their term of office as director. The term of office of a Committee member may be renewed at the same time as their term of office as director.
However, the Board of Directors may change the composition of the Committee at any time.

POWERS

The Audit and Risks Committee helps the Board of Directors to ensure monitoring of:

a. the accuracy and sincerity of the corporate and consolidated accounts of the Company,

b. the effectiveness of internal control and risk management systems,

c. the legal inspection of the accounts by the auditors and of their independence, and

d. the relevance of the Group's financial policy.

It informs the Board of Directors on the reliability and quality of the information provided to it. It carries out its activities under the responsibility of the Board of Directors of the Company.

a. Accuracy and sincerity of accounts

The Committee is responsible for:

- following the process to prepare financial and extra-financial information and, where applicable, formulate recommendations or proposals to guarantee its integrity;

- examining the relevance and consistency of the accounting methods adopted for the preparation of the corporate and consolidated accounts;

- ensuring the correct accounting transcription of exceptional operations or events with a significant impact on the accounts;

- examining, at the time of closing the annual and half-yearly accounts, the corporate and consolidated accounts and their notes, as well as the management reports prior to their presentation to the Board of Directors;

- reporting regularly to the Board of Directors on the performance of their duties. It also reports on the results of the audit mission, how this mission contributed to the integrity of financial information and the role it played in this process. It immediately communicates on any difficulty encountered.

b. Risks

As part of its risk monitoring, the Committee is responsible for:

- carrying out a regular review of the main risks faced by the Group, including environmental risks;

- assessing the importance of the dysfunctions or weaknesses communicated to it; it shall inform the Board of Directors thereof, if applicable;

- examining significant off-balance sheet commitments;

- ensuring the existence of risk management systems, their deployment and the implementation of corrective actions in the event of significant weaknesses or anomalies; and

- monitoring the effectiveness of risk management systems

As part of its monitoring of internal control measures, the Committee is responsible for:

- verifying that the internal procedures for collecting and checking information have been put in place to ensure its reliability;

- ensuring the existence of internal control systems, their deployment and the implementation of corrective actions in the event of significant weaknesses or anomalies;

- monitoring the effectiveness of the internal control and risk management systems with regard to procedures for the preparation and processing of accounting and financial information, including in particular a periodic review of major disputes.

c. Statutory Auditors

The Committee is responsible for:

- ensuring follow-up of the legal inspection of the annual accounts and the consolidated accounts by the statutory auditors. The Committee takes into consideration any observations from the High Council of the Auditors (H3C); in this regard, it should be noted that the Committee will receive a report from the statutory auditors, setting out the results of the statutory audit.

- ensuring compliance with the procedure for selecting auditors as well as the rules for the rotation of firms and the main signatories, in accordance with legal provisions;

- issuing a recommendation on the statutory auditors proposed for appointment or renewal by the General Meeting and review the conditions of their remuneration;

- examining beforehand whether the work which is ancillary or directly complementary to the audit of the accounts can be carried out without undermining the independence of the auditors;

- ensuring that the statutory auditors comply with the conditions of independence and analyse, with the auditors, the risks weighing on their independence and the protective measures applied to mitigate these risks, in particular with regard to the merits of providing services other than the audit to the entity, its parent companies and controlled subsidiaries;

- approving the services other than the certification of accounts (SACC) provided by the auditors and the members of their networks to 2CRSi SA and to the entities which are controlled by the Company in accordance with the regulations in force, it being specified that the SACC list appears annexed to the Committee's regulations. It gives its opinion on this point after having analysed the risks weighing on the independence of the statutory auditors and the protective measures applied by them. Other services, other than the prohibited services, will require a prior authorisation request based on an analysis by the auditor of compatibility of the mission with the legislation and with their ethical principles.

d. Financial policies

The Committee is responsible for:

- examining the budget of the company and the Group;
- examining the general financial, accounting and tax policy of the company and the Group as well as its implementation; in particular the Committee examines the policy relating to cash and debt management (objectives, risk coverage, financial instruments used, cash flow forecasts, etc.);
- examining the information, including forecasts, that will be provided in the context of the financial communication of the company and the Group, and in particular ensuring the existence of preparation and validation processes for financial communication.

Finally, the Committee can also take charge of all questions which the Board of Directors may submit to it or which it deems useful to address.

OPERATION

The Committee meets as often as necessary and at least four times a year, according to a schedule set by its Chairman who convenes it and sets the agenda, or at the request of two of its members, the Chairman of the Board of Directors or the Company's auditors.

The Committee meets in any case to examine the annual and half-yearly accounts as well as the budget. It meets in particular before each meeting of the Board meeting, the agenda of which includes a decision on matters falling within its remit, except in cases of necessity or material impossibility.

The Chairman of the Committee, or one of its members appointed for this purpose if the Chairman is unable to attend, reports on the work of the Committee during the Board meeting following the Committee meeting and providing a summary of its work.

The Committee can only meet if half of its members are present; if the Committee has only two members, both must be present. It can meet by videoconference or telecommunication.
The Committee delivers its opinions by a simple majority of the members present. In the event of a tie, the Chairman has a casting vote at the time the votes are cast.

Committee members receive the documents necessary for their work in advance of the meeting, ideally at least 3 days before it. In case of urgency or justified necessity (for example in the event of an unforeseen event or an operation that may have an impact on the stock market price for which a decision is urgently required), the convocation can be done without prior delay by all appropriate means, even verbally.

The members of the Audit and Risks Committee, as well as the persons invited to the meetings of the Committee, are bound by an obligation of confidentiality with regard to all the information communicated or to which they have access during the Committee meeting.

As part of its work, the Committee may hear any director of the Company and any senior executive of the Group, as well as other people, internal or external to the company. It can carry out any internal or external audit on any subject it considers to fall within its mission, under the conditions it determines. The Chairman of the Committee informs the Board of this in advance. In particular, the Committee can choose to hear the persons involved in the preparation of the accounts or in their inspection, the administrative and financial director and the principal persons in charge of the financial management.

The Committee hears the statutory auditors, apart from any representative of the Company, at least twice a year.

The members of the Committee may request any accounting, legal or financial document they deem necessary for the accomplishment of their mission.

When examining the financial statements, the Committee examines the main elements relating to the financial communication presented by General Management.

The Chairman of the Committee may ask the auditors to participate in meetings. It can at any time obtain from the statutory auditors any clarification useful for the performance of its duties. The Committee hears the statutory auditors under the conditions it determines. The Committee assesses the conditions of its operation once a year.

REPORTS

The Chairman of the Committee ensures the reports of its activity enable the Board of Directors to be fully informed, thus facilitating its deliberations.

If, during its work, the Committee detects a significant risk which it considers to be inadequately addressed, the Chairman shall immediately alert the Chairman of the Board of Directors.

3.4.7.2. Strategy and Sustainable Development Committee

The meeting of the Board of Directors of 19 March 2021 set up a Strategy and Sustainable Development Committee. It also approved its internal rules, the provisions of which are noted below.

The following were appointed by the Board of Directors as members:

- Mr. Alain Wilmouth,
- Ms. Marie de Lauzon,
- Ms. Monique Jung, independent director,
- Mr. Dominique Henneresse, independent director.

Ms. Marie de Lauzon is also appointed as Chairman of the Strategy and Sustainable Development Committee.

COMPOSITION

The Strategy and Sustainable Development Committee is made up of at least three directors appointed by the Board of Directors. Members are chosen for their competence and expertise in the areas covered by the Committee. Directors exercising managerial functions within the Company and its group companies may be members of the Committee. The Committee includes at least one independent member of the Board of Directors.
The Chairman of the Committee is appointed by the Board of Directors from among its members for the duration of their term of office as a member of the Committee.

The term of office of the Strategy and Sustainable Development Committee members coincides with that of their term of office as director. The term of office of a Committee member may be renewed at the same time as their term of office as director.

However, the Board of Directors may change the composition of the Committee at any time.

POWERS

The Strategy and Sustainable Development Committee examines the medium and long-term strategic discussions carried out by the Company. It examines the following subjects proposed by General Management with a view to expressing its opinion to the Board of Directors:

1. The strategic position of the Company, taking into account the evolution of its environment and its markets as well as the strategic directions, formalised notably in the strategic plan (by means of a pre-examination before presentation to the Board of Directors), and in particular any modification of the scope of business lines (abandonment of significant activities or expansion to significant new activities) or of geographic scope;

2. Monitoring the progress of important strategic initiatives;

3. The recommendations of external consultants, if applicable, mandated by the Company to help it in the formulation of plans or strategic initiatives;

4. Significant financing transactions or those likely to substantially modify the Company's financial structure; and

5. Strategic considerations related to major mergers, acquisitions, divestments or investments that are submitted by General Management to the Board of Directors in application of the Board's Internal Regulations.

The Strategy and Sustainable Development Committee also examines the way in which the Group takes sustainable development aspects into account in defining these strategic orientations:

- Where appropriate, the Committee examines the Group's strategy and commitments in terms of sustainable development and makes recommendations in this regard;

- The Committee examines the level of the Group's dialogue with its main stakeholders and monitors the deployment of the Group's actions with them;

- In conjunction with the Audit and Risks Committee, the Committee examines the risks in environmental and societal matters as well as their impact in terms of investment, economic performance and image;

- The Committee monitors the reporting systems and the preparation of extra-financial information; and

- The Committee conducts an annual review of a summary of the extra-financial ratings performed on the Group.

OPERATION

The Committee meets at least twice a year on the above subjects (**1**) and (**2**) as well as on CSR aspects, and as necessary on other matters falling within the scope of its attributions.

The agenda for each meeting is set by the Chairman of the Committee. Members can also suggest additional topics.
The Committee deliberates in the presence of at least half of its members. A member of the Committee cannot be represented.

The members of the Strategy and Sustainable Development Committee attend all meetings, it being specified that they have the right to participate by any videoconference or telecommunication means if unable to attend in person.

The Committee delivers its opinions by a simple majority of the members present. In the event of a tie, the Chairman has a casting vote at the time the votes are cast.

Committee members receive the documents necessary for their work in advance of the meeting, ideally at least 3 days before it. In case of urgency or justified necessity (for example in the event of an unforeseen event or an operation that may have an impact on the stock market price for which a decision is urgently required), the convocation can be done without prior delay by all appropriate means, even verbally.

As part of its work, the Committee may hear any director of the Company and any senior executive of the Group, as well as other people, internal or external to the company. The Committee may have recourse, if necessary, to experts and other independent external advisers, at the expense of the and in the exclusive interest of the company, after approval by General Management.

The members of the Strategy and Sustainable Development Committee, as well as the persons invited to the meetings of the Committee, are bound by an obligation of confidentiality with regard to all the information communicated or to which they have access during the Committee meeting.
The Committee assesses the conditions of its operation once a year. A formal assessment of the functioning of the Committee is presented to the Board of Directors every three years.

REPORTS

Each meeting gives rise to the issuance of a report and the Chairman of the Committee reports on its meetings to the Board of Directors.
A description of its activity is published in the Board's corporate governance report.

3.4.7.3. Appointments and Remunerations Committee

The Board of Directors meeting of 22 April 2021 set up an Appointments and Remunerations Committee. It also approved its internal rules, the provisions of which are noted below.
The following were appointed by the Board of Directors as members:

- Mr. Alain Wilmouth,
- Mr. Michel Wilmouth,
- Mr. Dominique Henneresse, independent director.

Mr. Alain Wilmouth is also appointed as Chairman of the Appointments and Remunerations Committee.

COMPOSITION

The Nominations and Remunerations Committee is made up of at least two directors appointed by the Board of Directors. Members are chosen on the basis of their knowledge and experience in human resources management. Directors exercising managerial functions within the Company and its group companies may be members of the Committee. The Committee includes at least one independent member of the Board of Directors.

The Chairman of the Committee is appointed by the Board of Directors from among its members for the duration of their term of office as a member of the Committee.

The term of office of the Appointments and Remunerations Committee members coincides with that of their term of office as director. The term of office of a Committee member may be renewed at the same time as their term of office as director.

However, the Board of Directors may change the composition of the Committee at any time.

POWERS

The Appointments and Remunerations Committee is responsible in particular for:

in missions requiring an appointments committee:

- making proposals for the renewal or appointment of directors to the Board of Directors. The Committee carries out the search for new members based on its assessment of the needs and the evolution expressed by the Board of Directors, and taking into account in particular the principle of seeking a balanced composition within the Board of Directors: representation between women and men, nationalities, international experience, expertise, etc. ;

- making proposals regarding the composition of the specialised committees;

- issuing an opinion on the proposals for the appointment of the Chairman and Chief Executive Officer (or the two roles if separated) and, where applicable, of the Deputy Chief Executive Officer, as well as on that of the managers of the largest subsidiaries;

- issuing proposals on the advisability of renewing mandates;

- examining changes in corporate governance rules, in particular within the framework of the MiddleNext code, informing the Board of Directors of its conclusions and monitoring the application of these rules;

- preparing the assessment of the Board's functioning provided for by the internal regulations;

- examining each year the situation of each director on a case-by-case basis with regard to the independence criteria of the MiddleNext Code;

- examining the succession plan for executive officers, applicable in particular in the event of an unforeseen vacancy.

in missions requiring a remunerations committee:

- examining the performance and all the elements composing the remuneration, including dilutive instruments or other means of deferred remuneration, retirement and in general the terms and conditions of employment of the Chairman and Chief Executive Officer (or of the two if the roles are separated) as well as, where applicable, the Deputy Chief Executive Officer, and to make the corresponding recommendations to the Board of Directors;

- to give an opinion on the remuneration of executives reporting directly to the General Management of the Group and to examine both the conditions for any annual increase in fixed remuneration and the definition of the objectives adopted for the annual variable part when such exists.

On such occasion, the Appointments and Remunerations Committee is assisted by the executive officers;

- to examine the proposals of General Management concerning the allocation of dilutive instruments (stock options, free shares, BSA, etc.) and other incentive systems linked to the share price and to propose their allocation to the Board of Directors;
- to examine and propose to the Board of Directors a system for defining the remuneration of Directors.

OPERATION

The Committee meets at least once a year to review the remuneration policy of managers and executives officers and to assess the performance of the Board of Directors, and anytime the interests of the Company so require.

The agenda for each meeting is set by the Chairman of the Committee. Members can also suggest additional topics.

The Committee deliberates in the presence of at least half of its members. A member of the Committee cannot be represented.

The members of the Appointments and Remunerations Committee attend all meetings, it being specified that they have the right to participate by any videoconference or telecommunication means if unable to attend in person.

The Committee delivers its opinions by a simple majority of the members present. In the event of a tie, the Chairman has a casting vote at the time the votes are cast. When a member is an executive of the Group, they do not attend the Committee's deliberations relating to their personal case.
Committee members receive the documents necessary for their work in advance of the meeting, ideally at least 3 days before it. In case of urgency or justified necessity, the convocation can be performed without prior delay by any appropriate means, even verbally.

Within the framework of its work, the Committee may have recourse, if necessary, to experts and other independent external advisers, at the expense of the and in the exclusive interest of the company, after approval by General Management.

The members of the Appointments and Remunerations Committee, as well as the persons invited to the meetings of the Committee, are bound by an obligation of confidentiality with regard to all the information communicated or to which they have access during the Committee meeting.

The Committee assesses the conditions of its operation once a year. A formal assessment of the functioning of the Committee is presented to the Board of Directors every three years.

REPORTS

Each meeting gives rise to the issuance of a report and the Chairman of the Committee reports on its meetings to the Board of Directors.

A description of its activity is published in the Board's corporate governance report.

3.5. REMUNERATION POLICY FOR ADMINISTRATIVE AND MANAGEMENT BODIES

In accordance with article L. 22--10-8 of the French Commercial Code and article R.22-10-14 of the French Commercial Code, the remuneration policy for executive officers for the 2021/2022 financial year established by the Board of Directors on 30 June 2021 is presented below, as proposed by the Appointments and Remunerations Committee, and which will be submitted for approval to the Combined General Meeting of 31 August 2021 when voting on resolutions 11, 12 and 13.

In addition, this section also presents information relating to the remuneration of the Company's executive officers (the directors, the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer) required by Articles L. 22--10-9, on referral from article L. 22-10-34 of the French Commercial Code which will be submitted for approval of the General Meeting of 31 August 2021 during the vote on resolutions 14, 15 and 16.

3.5.1. REMUNERATION POLICY APPLICABLE TO ALL EXECUTIVE OFFICERS

On the proposal of the Appointments and Remunerations Committee, the meeting of the Board of Directors of 30 June 2021 adopted the remuneration policy for all executive officers as follows:

3.5.1.1. Respect of the corporate interest and contribution to the commercial strategy and the sustainability of the Company

The remuneration policy for executive officers is in line with the corporate interests of the Company, contributes to its sustainability and is in line with its development strategy as described in section 1.8.

The remuneration policy for executive officers is decided by the Board of Directors in accordance with (i) current regulations, AMF recommendations and the Middlenext code to which 2CRSi refers, (ii) market practice in comparable sectors and for companies of similar size, in particular with regard to turnover and workforce.

3.5.1.2 Decision-making process followed for the determination, review and implementation of the remuneration policy, including measures to avoid or manage conflicts of interest.

Each year the Appointments and Remunerations Committee proposes a remuneration policy for executive officers which is then reviewed and approved by the Board of Directors, it being specified that the executive officers do not participate in deliberations or vote on the remuneration relating to them.

To determine the remuneration of executive officers, the Board of Directors takes into account and applies the principles laid down by the Middlenext Code (recommendations 10 and 13). The Board ensures that the remuneration and employment conditions of Company employees are taken into account in determining remuneration; in particular, it ensures that the remuneration of executive officers is determined in accordance with that of other executives and employees of the company and that the determination of the elements of remuneration achieves a fair balance, taking into account the company's social interest, market practices, the performance of all or some of the executive officers, and other stakeholders of the company.

3.5.1.3. Valuation methods to be applied to executive officers to determine the extent to which the performance criteria set for variable remuneration and stock-based remuneration have been met

In the event where the executive officers benefit from variable remuneration or remuneration in shares, the level of achievement of objectives is determined by the Board of Directors after review by the Appointments and Remunerations Committee. The latter relies on the Group's Finance Department to determine the level of achievement of financial objectives and, where applicable, on the Human Resources Department to determine the level of achievement of extra-financial objectives. These different elements are discussed during the meeting.

3.5.1.4. Criteria for the distribution of the annual fixed sum allocated by the General Meeting to the directors

The Board of Directors is free to distribute the remuneration of the members of the board set by the General Assembly among its members.
However, in accordance with article 8 of the Board of Directors' internal regulations, this distribution takes into account the attendance and time devoted by each director to their duties. It is specified that a minimum amount of the envelope of directors' remuneration is allocated to independent directors.

Finally, directors exercising a function within the group (under an employment contract or a corporate office) will not receive any remuneration for their office as director.

3.5.1.5. Description and explanation of substantial changes to the remuneration policy

The remuneration policy for executive officers has not undergone any substantial change compared to the policy adopted for the previous fiscal year.

3.5.1.6. Terms of application of the remuneration policy provisions for newly appointed executive officers or those whose terms of office have been renewed pending, where applicable, approval by the General Meeting of any significant changes to the remuneration policy

In the event of changes in governance, the remuneration policy will be applied to the new executive officers of the Company, where applicable with the necessary adaptations and subject to the approval by the General Meeting of significant changes to the remuneration policy as mentioned in section II of article L.22-10-8 of the French Commercial Code.

3.5.1.7. Procedural conditions allowing derogations from the application of the remuneration policy

In exceptional and temporary circumstances, the Board of Directors may waive all the elements of the remuneration policy approved by the Meeting. It will be up to the Board of Directors, with assistance of the various departments of the Company where necessary, to validate the exceptional and temporary nature of the circumstances invoked as well as the fact that the proposed exemption is in accordance with the corporate purpose and necessary to guarantee the sustainability or viability of the Company. The representatives concerned will not participate in this decision.

3.5.2. REMUNERATION POLICY APPLICABLE TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER, THE DEPUTY CHIEF EXECUTIVE OFFICER AND THE DIRECTORS

3.5.2.1. Remuneration policy for the Chairman and Chief Executive Officer

The remuneration policy for the Chairman and Chief Executive Officer for the 2021/2022 financial year, as described below, will be submitted to the Combined General Meeting of 31 August 2021:
The remuneration of the Chairman and Chief Executive Officer consists solely of a fixed remuneration paid monthly as well as the provision of a company vehicle.

The 12-month fixed remuneration of the Chairman and Chief Executive Officer currently in force is 240,000 euros gross.
The Board of Directors decides on the fixed part of the remuneration for a period of 12 months, this remuneration being paid in twelve monthly instalments.

This fixed remuneration is reviewed annually by the Appointments and Remunerations Committee and then by the Board of Directors.

A modification of this remuneration may be made, taking into account the economic and financial results of the Company for the previous financial year.

The Chairman and Chief Executive Officer does not receive any remuneration for his mandate as director.

The Chairman and Chief Executive Officer, as the reference shareholder of the Company, does not benefit from any share-based remuneration or from any free allocation of shares or subscription options or purchase of shares.

In addition, he does not benefit from any annual or multi-annual variable remuneration. The Board of Directors has not planned to grant the Chairman and Chief Executive Officer remuneration, compensation or benefits due or likely to be due for taking up a post, or indemnities or benefits due or likely to be due for termination or change of post, or subsequent to these, or conditional rights granted under defined benefit pension commitments meeting the characteristics of the plans mentioned in Articles L. 137-11 and L. 137-11-2 of the French Social Security Code.

He is also not subject to a non-competition agreement.

The Company's remuneration policy does not provide for exceptional remuneration attributable to the Chairman and Chief Executive Officer in the normal running of the Company.

In the event of exceptional activity or operation (by way of example, but without being exhaustive: organic growth greater than 10%, an external acquisition representing more than 20% of existing revenue, an opening of a new country representing more than 10% of the existing turnover, etc.), an exceptional remuneration payment may be made which will be decided by the Board of Directors by a reasoned decision and after approval by the General Meeting.

3.5.2.2. Remuneration policy for the Deputy Chief Executive Officer

The 2CRSi remuneration policy for the Deputy Chief Executive Officer seeks consistency with market and industry practices to ensure competitive remuneration levels, the assurance of a strong link to the performance of the company and maintaining the balance between short-term and medium/long-term performance. Its objective, in both the short and longer term, is to align remuneration with the interests of shareholders.

The remuneration of the Deputy Chief Executive Officer is set by the Board of Directors in line with market practices upon proposal of the Appointments and Remunerations Committee. The Deputy Chief Executive Officer does not participate in deliberations relating to her remuneration.

THE REMUNERATION STRUCTURE

2CRSi's objective is to set up and maintain a remuneration structure that balances the fixed part, benefits in kind, the short-term variable part in cash and the medium-term variable part in shares. The amounts of fixed remuneration and annual variable remuneration are reviewed annually by the Board of Directors.

2CRSi's remuneration policy is intended to motivate and reward performance by ensuring that a significant portion of remuneration is conditional on meeting performance criteria that reflect the corporate interest and the creation of shareholder value. The two main levers of action are variable remuneration in cash and remuneration in shares.

ANNUAL FIXED REMUNERATION

The 12-month fixed remuneration currently in force for the Deputy Chief Executive Officer is 167,600 euros gross[7].
The Board of Directors sets the fixed part of the remuneration of the Deputy Chief Executive Officer for a period of twelve months. This remuneration is paid in twelve monthly instalments.
This fixed remuneration is reviewed annually by the Appointments and Remunerations Committee and then by the Board of Directors. A modification of this remuneration may be made, taking into account the economic and financial results of the Company for the previous financial year.

7 The increase of 27,600 euros gross corresponds to the inclusion in remuneration of the benefit of official accommodation which disappears from the benefits in kind (see below). This operation does not entail any additional costs, either for the Company or for the representative.

VARIABLE ANNUAL REMUNERATION

The annual variable remuneration is between 0% and 42% of the fixed remuneration. It is established according to quantitative and qualitative criteria, set annually by the Board of Directors and in line with the medium-term objectives announced by the company.

The objectives are always linked to the achievement of strategic objectives for the Group, both financial and extra-financial. For the 2021-22 financial year, the Board of Directors defined quantitative criteria (EBITDA objectives for a given scope of activity and for the entire Group) to make up 64% of the variable remuneration and qualitative criteria (such as the implementation of internal procedures aimed at improving performance monitoring) to make up 36% of the variable remuneration. For the coming years, the Company is considering also introducing non-financial criteria.

The level of achievement of these objectives is determined by the Board of Directors after examination by the Appointments and Remunerations Committee, but is not made public for reasons of confidentiality.

This remuneration is reviewed annually by the Appointments and Remunerations Committee and then by the Board of Directors. A modification of this remuneration may be made, taking into account the economic and financial results of the Company for the previous financial year.

MULTI-YEAR VARIABLE REMUNERATION

The Deputy Chief Executive Officer does not benefit from multi-year variable remuneration.
The Company's remuneration policy does not provide for exceptional remuneration attributable to the Deputy Chief Executive Officer in the normal running of the Company.

EXCEPTIONAL REMUNERATION

In the event of exceptional activity or operation (by way of example, but without being exhaustive: organic growth greater than 20%, an external acquisition representing more than 20% of existing revenue, an opening of a new country representing more than 10% of the existing turnover, etc.), an exceptional remuneration payment may be made which will be decided by the Board of Directors by a reasoned decision and after approval by the General Meeting.

BENEFITS OF ANY NATURE

The Deputy Chief Executive Officer benefits from a company car.
She can also benefit from subscription to the complementary health insurance for employees.

REMUNERATION IN SHARES

The remuneration in shares (in particular through the allocation of free shares or options to subscribe or purchase shares) of the Deputy Chief Executive Officer is an important element aimed both at bringing together the interests of the beneficiary and those of shareholders and to strengthen attachment to the company. It can represent the equivalent of more than one year of fixed remuneration at the time of allocation.
Consequently, the Board of Directors may decide to allocate performance shares to the Deputy Chief Executive Officer in accordance with the regulations in force and in accordance with the principles set out below.
The Board of Directors will set the performance conditions attached to share-based remuneration, which will promote the achievement of objectives based on the consolidated performance of 2CRSi. The performance conditions retained will be in line with the objectives that 2CRSi announces to the market. The valuation of the free shares allocated will be calculated on their allocation date. Each allocation granted to the Deputy Chief Executive Officer will take into account any previous allocations and the total remuneration. The Board of Directors must determine a vesting period of at least 3 years for each allocation. Once the vesting period has expired, allocations will also be followed by retention requirements for the Deputy Chief Executive Officer, who must retain at least 20% of the shares granted during the term of office.

ALLOWANCES, BENEFITS AND REMUNERATION GRANTED TO THE DEPUTY CHIEF EXECUTIVE OFFICER UPON TERMINATION OR CHANGE OF DUTIES

The Board of Directors has not planned to grant the Deputy Chief Executive Officer remuneration, compensation or benefits due or likely to be due for taking up a post, or indemnities or benefits due or likely to be due for termination or change of post, or subsequent to these, or conditional rights granted under defined benefit pension commitments meeting the characteristics of the plans mentioned in Articles L. 137-11 and L. 137-11-2 of the French Social Security Code.
He is also not subject to a non-competition agreement.
The Deputy Chief Executive Officer benefits from the same pension scheme as the French employees of the company as well as from GSC insurance (*Garantie Sociale du Chef et dirigeant d'Entreprise*).

CONSEQUENCES OF THE DEPARTURE OF THE DEPUTY CHIEF EXECUTIVE OFFICER ON SHARE-BASED REMUNERATION

If the Deputy Chief Executive Officer leaves 2CRSi before the end of the share vesting period, any shares in the process of being acquired are irrevocably lost. In the event of retirement before the end of the vesting period for free shares, the Deputy Chief Executive Officer also loses the benefit of the shares initially allocated.

3.5.2.3. Remuneration policy for directors

The distribution of the remuneration for the members of the Board is determined under the conditions of Article L.22-10-8 of the French Commercial Code.
Only members of the Board of Directors who do not hold any position within the Group receive remuneration for their office as director, the others already receiving remuneration for their position in the company.

The directors receiving remuneration for their mandate are:

- Monique Jung
- Dominique Henneresse
- HAW

Directors not receiving specific remuneration for their mandate are:

- Alain Wilmouth
- Michel Wilmouth
- Estelle Schang
- Marie de Lauzon (from 1 September 2019)

The amount paid per meeting is now uniform but could vary depending on the level of seniority of future members.

PRINCIPLES AND RULES OF PAYMENT

The Chairman and Chief Executive Officer receives remuneration in his capacity as CEO, but does not receive specific remuneration for his mandate as director.
Directors not exercising any other function within the company are remunerated on the basis of the time they devote to their function, preparing and participating in meetings. A director chairing a committee receives additional fixed remuneration.
In accordance with the 10th resolution of the Combined General Meeting of 25 September 2020, the annual envelope that may be paid to directors for their mandate is set at 60,000 euros. The Board may propose to the Meeting to modify the amount of this envelope.

3.5.3. Remuneration of the Company's executives over the last three fiscal years

The remuneration of executives is presented below in the form of tables in accordance with the Guide for the preparation of universal registration documents of the *Autorité des Marchés Financiers* - DOC- 2021-02 (the "Guide").

This paragraph describes, in application of the remuneration policy approved by the General Meeting of 25 September 2020, the remuneration and benefits paid (or to be paid) to executive officers of the Company for the 2020/2021 financial year, ended 28 February 2021, it being specified that the elements of variable remuneration can only be paid after approval by the General Meeting of 31 August 2021 in accordance with the provisions of the article L. 22-10-34 of the French Commercial Code.

Consequently, the fixed, variable and exceptional elements are defined that make up the total remuneration and benefits of any kind paid or granted for the period from 1 March 2020 to 28 February 2021 (i) to Mr. Alain Wilmouth in his capacity as Chairman and Chief Executive Officer, (ii) to Ms. Marie de Lauzon in her capacity as Deputy Chief Executive Officer.

The remuneration received by the directors and by all of the Company's executive officers was as follows:

Table 1: Summary of remuneration and of options and shares granted to each executive officer

Executive officer	Fiscal year 2018 (12 months)	Fiscal year 2019/2020 (14 months)	Fiscal year 2020/2021 (12 months)
Alain WILMOUTH - Chairman and CEO			
Remuneration due for the financial year	€ 160,000	€ 280,000	€ 240,000
Valuation of multi-year variable remuneration awarded during the financial year	-	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-	-
Valuation of shares allocated free of charge during the financial year	-	-	-
Emmanuel RUFFENACH - Deputy Chief Executive Officer until 24 May 2019			
Remuneration due for the financial year (1)	€ 120,000	€ 56,162.08	-
Valuation of multi-year variable remuneration awarded during the financial year	-	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-	-
Valuation of shares allocated free of charge during the financial year	-	€ 17,161 *(1)*	-
Marie de LAUZON - Deputy Chief Executive Officer from 1 September 2019			
Remuneration due for the financial year	*€ 10,000 (2)*	€ 115,633 *(3)*	€ 155,000 *(4)*
Valuation of multi-year variable remuneration awarded during the financial year	-	-	-
Valuation of options, BSPCEs and BSAs granted during the financial year	-	-	€ 99,513 *(5)*
Valuation of shares allocated free of charge during the financial year	-	-	-
Valuation of other long-term remuneration plans	-	-	-

(1) The shares allotted to Mr. Ruffenach became null and void on the date of termination of his duties.

(2) Remuneration due for the term of office as director of the Company.

(3) The remuneration due breaks down into three parts: (i) € 8,500 gross due for the term of office as director of the Company from 1 January to 31 August 2019; (ii) € 70,000 gross due under the DGD mandate from 1 September 2019 to 29 February 2020; (iii) 23,333 euros of variable remuneration, i.e. 50% of the fixed remuneration for the period from 1 September 2019 to 31 December 2019. The Board of Directors, at its meeting of 29 July 2020, considered the objectives linked to the leadership of the management team and to meeting key clients as 100% achieved.

(4) The remuneration due breaks down into two parts: (i) € 140,000 gross due for the mandate of DGD over 12 months; (ii) 15,000 euros of variable remuneration, i.e. 11% of fixed remuneration for the period from 1 March 2020 to 28 February 2021. The Board of Directors, at its meeting of 30 June 2021, considered the objectives as 21% achieved. These objectives included a quantitative financial objective for consolidated sales, considered not to have been met in fiscal year 2020/21, and qualitative objectives (such as the implementation of procedures or the integration of Boston) considered partially achieved during the financial year.

(5) Corresponds to two BSPCE plans: a 2020-2024 plan and a 2020-2025 plan, over 5 years, allocated in advance for the 2021/22 financial year. These grants also include the consideration for a waiver proposed by Marie de Lauzon of variable remuneration for the months of January and February 2020 (see section 3.5.3 Table 2 of DEU 2019/20). The amount indicated does not correspond to remuneration awarded but to the result of an actuarial calculation, also used in the financial statements (IFRS 2) in accordance with the recommendation of the AMF.

Table 2: Summary of the remuneration of each executive officer

Executive officer	Fiscal year 2019/2020 (14 months)		Fiscal year 2020/2021 (12 months)	
	Amounts due	Amounts paid	Amounts due	Amounts paid
Alain WILMOUTH – Chairman and CEO				
Fixed remuneration	€ 280,000	€ 280,000	€ 240,000	€ 240,000
Variable remuneration	-	-	-	-
Multi-year variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Remuneration paid for the mandate of director	-	-	-	-
Benefits in kind	-	-	-	-
Emmanuel RUFFENACH - Deputy Chief Executive Officer *(1)*				
Fixed remuneration	€ 56,162	€ 56,162	-	-
Variable remuneration	-	-	-	-
Multi-year variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Remuneration paid for the mandate of director	-	-	-	-
Benefits in kind	-	-	-	-
Marie de LAUZON – Deputy Chief Executive Officer*(2)*				
Fixed remuneration	€ 70,000	€ 70,000	€ 140,000	€ 140,000
Variable remuneration	€ 23,333 *(3)*	-	€15 000 *(4)*	€ 23,333 *(3)*
Multi-year variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Remuneration paid for the mandate of director	€ 8,500 *(5)*	-	-	-
Benefits in kind	€ 13,800	€ 13,800	€ 27,600	€ 27,600

(1) The term of Deputy CEO of Mr. Emmanuel Ruffenach ended on 25 May 2019.

(2) The term of Deputy Chief Executive Officer of Ms. Marie de Lauzon began on 1 September 2019. Ms. de Lauzon had previously served as an independent director of the company since 25 June 2018.

(3) 23,333 euros in variable remuneration, i.e. 50% of fixed remuneration for the period from 1 September 2019 to 31 December 2019.
The Board of Directors, at its meeting of 29 July 2020, considered the objectives linked to the leadership of the management team and to meeting key clients as 100% achieved.
Marie de Lauzon proposed to the Board of Directors to waive any variable cash remuneration for the months of January and February 2020 in favour of an allocation of future dilutive instruments. This allocation was made in the form of a BSPCE (see Table 4).

(4) 15,000 euros of variable remuneration, i.e. 11% of fixed remuneration for the period from 1 March 2020 to 28 February 2021.
The Board of Directors, at its meeting of 15 June 2021, considered the objectives as 21% achieved. These objectives included a quantitative financial objective for consolidated sales, considered not to have been met in fiscal year 2020/21, and qualitative objectives (such as the implementation of procedures or the integration of Boston) considered partially achieved during the financial year.

(5) Remuneration received for the mandate of independent director and chairman of the audit committee from 1 January 2019 to 31 August 2019.

RATIOS IN APPLICATION OF ARTICLE L225-37-3 I 6° AND 7°, MODIFIED BY ORDINANCE N° 2019-1234 OF 27 NOVEMBER 2019

The table below shows the ratios between the level of remuneration of executive officers and,

- on the one hand, the average remuneration on a full-time basis of employees other than executive officers,
- on the other hand, the median remuneration on a full-time equivalent basis of employees other than executive officers;

as well as the annual change in the compensation of executive officers, the performance of the Company, the average compensation on a full-time equivalent basis of employees, other than directors and the aforementioned ratios, over the last three fiscal years.

The ratios presented below, in accordance with order n° 2019-1234 of 27 November 2019, were calculated on the basis of the median and the average of the remuneration paid during fiscal years 2018, 2019/20 and 2020/21 to the employees of the company within the scope of 2CRSi SA.

Change in aggregates *(1)*

	2018 12 months	2019/20 14 months	2020/21 12 months
Group performance			
EBITDA (in millions of euros)	6.2	-2.4	7.3
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*N/A*	*N/A*
Employee remuneration			
Average remuneration of employees (full-time equivalent basis other than executive officers)	€ 48,006	€ 53,968	€ 44,528
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*-4%*	*-4%*
Median remuneration of employees (full-time equivalent basis other than executive officers)	€ 43,012	€ 49,949	€ 39,661
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*0%*	*-7%*
Chairman and CEO			
Remuneration of Mr. Alain Wilmouth	€ 160,000	€ 280,000	€ 240,000
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*50%*	*0%*
Ratio to average remuneration of employees	3.3	5.2	5.4
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*56%*	*4%*
Ratio to median remuneration of employees	3.7	5.6	6.1
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*51%*	*8%*
Deputy Chief Executive Officer			
Remuneration of Mr. Emmanuel Ruffenach	€ 120,000	€ 56,162	
Remuneration of Ms. Marie de Lauzon		€ 83,800	€ 190,933
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*0%*	*59%*
Ratio to average remuneration of employees	2.5	2.6	4.3
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*4%*	*65%*
Ratio to median remuneration of employees	2.8	2.8	4.8
CHANGE COMPARED TO THE PREVIOUS YEAR	*N/A*	*0%*	*72%*

(1) The remuneration presented is the remuneration actually paid during the financial year

(2) Change calculated on a remuneration basis reduced to 12 months for the 2019/20 financial year (in order to obtain a comparable base to that of 2018 and 2020/21)

Table 3: Remuneration received by members of the Board of Directors

Members of the Board of Directors are exclusively remunerated in the form of remuneration for their activity as directors.
In accordance with the 10th resolution of the Combined General Meeting of 13 June 2019, the annual envelope that may be paid to directors for their mandate is set at € 60,000 until further decision.

The amounts paid for the last three financial years break down as follows:

Executive officer	Fiscal year 2018 (12 months)		Fiscal year 2019/2020 (14 months)		Fiscal year 2020/2021 (12 months)	
	Amounts due	Amounts paid	Amounts due	Amounts paid	Amounts due	Amounts paid
Alain Wilmouth - Director and Chairman of the Board of Directors						
Remuneration for the mandate	-	-	-	-	-	-
Other remuneration for the corporate mandate	€ 160,000	€ 160,000	€ 280,000	€ 280,000	€ 240,000	€ 240,000
Monique JUNG - Director						
Remuneration for the mandate	€ 10,000	-	€ 11,500	€ 10,000	€ 12,875	€ 11,500
Other remuneration	-	-	-	-	-	-
Dominique HENNERESSE - Director						
Remuneration for the mandate	-	-	-	-	€ 4,375	-
Other remuneration	-	-	-	-	-	-
Holding Alain Wilmouth - Director						
Remuneration for the mandate	€ 10,000	-	€ 9,000	€ 10,000	€ 10,625	€ 9,000
Other remuneration	-	-	-	-	-	-
Estelle SCHANG - Director						
Remuneration for the mandate	-	-	-	-	-	-
Remuneration under the employment contract	€ 70,723	€ 70,723	€ 93,374	€ 93,374	€ 85,268	€ 85,268
Michel WILMOUTH - Director						
Remuneration for the mandate	-	-	-	-	-	-
Remuneration under the employment contract	€ 30,025	€ 30,025	€ 36,573	€ 36,573	€ 30,544	€ 30,544
Marie de Lauzon *(1)* **- Director**						
Remuneration for the mandate	€ 10,000	-	€ 8,500	€ 10,000	- (1)	€ 8,500
Other remuneration for the corporate mandate	-	-	€ 93,333	€ 70,000	€ 155,000	€ 163,333

(1) Marie de LAUZON no longer receives remuneration for her mandate as director since her appointment as Deputy Chief Executive Officer on 1 September 2019.

Table 4: Company creator share subscription warrants, share subscription warrants and share subscription options granted to each executive director by the Company or any Company of the enterprise Company during the fiscal years ended 29 February 2020 and 28 February 2021

Date of granting of BSPCEs	**Plan no. 1 BPSCE 2020-2024 of 18 September 2020**	**Plan no. 2 BPSCE 2020-2025 of 18 September 2020**
Date of the 2CRSi General Meeting that authorised the allocation	13 June 2019	13 June 2019
Date of allocation by the Board of Directors	18 September 2020	18 September 2020
Maximum number of BSPCEs that can be assigned	1,774,343	1,203,843
Total number of BSPCEs granted	570,500	786,500
Total number of shares that can be subscribed by exercise of BSPCE	570,500	786,500
Total number of shares that can be subscribed by exercise of BSPCE where the total number of shares that may be subscribed by executive officers:	188,000	234,000
Marie de Lauzon	134,000	156,000
Estelle Schang	18,000	26,000
Michel Wilmouth	36,000	52,000
Number of non-management beneficiaries at the initial allocation date	86	86
Starting point for the exercise of the BSPCEs	18/09/2024	Closing of 2024/25 accounts
BSPCE expiration date	17/09/2025	17/09/2025
BSPCE exercise price	€ 3.28	€ 3.28
Terms of exercise	*(1)*	*(2)*
Number of BSPCEs exercised as of the date of the Universal Registration Document	0	0
Cumulative number of BSPCEs lapsed or cancelled on the date of the Universal Registration Document	15,750	22,750
Number of BSPCEs remaining in circulation on the date of the Universal Registration Document	554,750	763,750
Total number of shares that can be subscribed by exercise of the BSPCE on the date of the Universal Registration Document	554,750	763,750

(1) The 2020-2024 BPSCE plan is subject to a presence condition as well as to four performance conditions: increase in the stock market price, the Group's financial performance (turnover and EBITDA) and level of customer satisfaction.

(2) The 2020-2025 BPSCE plan is subject to a presence condition as well as to four performance conditions: level of employee satisfaction, increase in the share price, the Group's financial performance (EBITDA) and level of customer satisfaction.

Table 5: Company creator share subscription warrants, share subscription warrants and share subscription options exercised by each executive director during the fiscal years ended 29 February 2020 and 28 February 2021

None

Table 6: Free shares allocated to each executive officer during the financial year

None.

Table 7: Free allocated shares that have become available to each executive officer

None.

Table 8: History of allotments of Company creator share subscription warrants, share subscription warrants and share subscription options to executive officers

None.

Table 9: Company creator share subscription warrants, share subscription warrants and share subscription options granted to the first 10 employees who are not executive officers and are exercised by them

None.

Table 10: History of free share allocations

Date of the free share allocation	Plan no. 1 of 12 December 2018	Plan no. 1 2020 18 March 2020
Date of the 2CRSi General Meeting that authorised the allocation	24 May 2018	13 June 2019
Date of allocation by the Board of Directors	12 December 2018	18 March 2020
Number of shares that can be allocated	1,772,343	1,772,343
Total number of shares allocated	178,179	142,722
where the total number of shares allocated to executive officers:		0
Emmanuel Ruffenach	1,575 *(1)*	
Estelle Schang	11,745	
Michel Wilmouth	16,800	
Number of non-management beneficiaries at the initial allocation date	55	34
Date of share acquisition	13/12/2023	19/03/2022
End date of the retention period	n/a	n/a
Terms of acquisition	Presence*(2)*	No presence or performance conditions
Number of shares acquired on the date of the Universal Registration Document	0	0
Cumulative number of cancelled or lapsed shares	40,187	
Free shares allotted on the date of the Universal Registration Document	137,992	142,722

(1) Shares lapsed following the departure of Mr. Ruffenach

(2) To definitively acquire the allocated shares, the beneficiary must be an employee of one of the companies of the Group without interruption during the acquisition period.

Note: the plan of 18 March 2020, in which the beneficiaries are employees of the Boston Limited group, was the subject of discussions during negotiations for the acquisition of the group.

Table 11: Details of the remuneration conditions and other benefits granted to executive officers

Executive officers	Employment contract	Supplementary pension plan	Compensation or benefits due or likely to be due by reason of the termination or change of function	Compensation relating to a non-competition clause
Alain WILMOUTH Chairman and CEO	No	No	No	No
Mandate start date	26/04/2018			
Mandate termination date	AG 2021			
Mandate renewal date	N/A			
Emmanuel RUFFENACH Deputy Chief Executive Officer	No	No	No	No
Mandate start date	26/04/2018			
Mandate termination date	25/05/2019			
Mandate renewal date	-			
Marie de LAUZON Deputy Chief Executive Officer	No	No	No	No
Mandate start date	01/09/2019			
Mandate termination date	01/09/2023			
Mandate renewal date	N/A			

3.6. REGULATED AGREEMENTS

EXECUTIVE OFFICER AGREEMENT ENTERED INTO WITH MS. MARIE DE LAUZON

The company 2CRSi SA has established a mandate contract with Ms. Marie de Lauzon following her appointment as Deputy Chief Executive Officer of the Company. The Board of Directors authorised the signing of the said mandate by decision dated 30 August 2019.

This mandate was signed for a period of 4 years with effect from 1 September 2019.

The payments made within the framework of this mandate are mentioned in point 3.5.2.2. of this document.

FIDUCIAIRE DE REVISION S.A.

ERNST & YOUNG Audit

2CRSI

General meeting to approve the financial statements for the fiscal year ended 28 February 2021

Special statutory auditors' report on related-party agreements

FIDUCIAIRE DE REVISION SA
2, avenue de Bruxelles
68350 Didenheim
SA with capital of €
76,225,339
RCS Mulhouse 304 230

Statutory Auditor
Member of the regional
company of Colmar

ERNST & YOUNG Audit
Tour Europe
20, place des Halles
BP 80004
67081 Strasbourg cedex
SAS with variable capital
RCS Nanterre 344 366 315

Statutory Auditor
Member of the regional company
of Versailles and the Centre

2CRSI

General meeting to approve the financial statements for the fiscal year ended 28 February 2021

Special statutory auditors' report on related-party agreements

To the General Meeting of 2CRSI,

In our capacity as statutory auditors of your company, we present you our report related-party agreements.

On the basis of the information given to us, our role is to present you with the characteristics, essential methods and the reasons justifying the benefit for the company of the agreements of which we have been informed or that we have encountered during our mission, without having to pronounce on their usefulness and their merits nor to seek the existence of other agreements. It is your responsibility, according to the terms of article R. 225-31 of the French Commercial Code, to assess the benefit attached to entering into these agreements with a view to their approval.

In addition, where applicable it is our responsibility to supply you with the information provide for in article R. 225-31 of the French Commercial Code relating to the execution of agreements already approved by the general meeting that occurred during the past financial year.

We have implemented the due diligence that we deemed necessary with regard to the professional doctrine of the *Compagnie Nationale des Commissaires aux Comptes* relating to this mission. These procedures consisted in verifying that the information given to us was consistent with the basic documents from which it was taken.

Agreements for approval of the general meeting

We inform you that we have not been given notice of any agreement authorised and entered into during the past financial year to be submitted to the approval of the general meeting in application of the provisions of article L. 225-38 of the French Commercial Code.

Agreements already approved by the general assembly

Pursuant to article R. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreement, already approved by the general meeting during previous years, continued during the past financial year.

- **With Ms. Marie de Lauzon, Deputy CEO and director of your company,**

Nature and purpose

Corporate officer agreement authorised by your board of directors on 30 August 2019.

Terms

Your Board of Directors, upon proposal from Mr. Alain Wilmouth, decided to appoint Ms. Marie de Lauzon as Deputy Chief Executive Officer with effect from 1 September 2019.

This designation was made for a period of four years.

In the event that the Chief Executive Officer ceases or is prevented from exercising their functions, the Deputy Chief Executive Officer will retain their functions and powers until the appointment of the new Chief Executive Officer, unless otherwise decided by your Board of Directors.

The Deputy Chief Executive Officer will have the same powers as the Chief Executive Officer with regard to third parties.

As an internal measure, that cannot be enforced by third parties, they may not take the following decisions without the prior authorisation of your board of directors:

- substantial change in the strategic direction or activity of your company or group;
- purchases, sales and exchanges of buildings, businesses or commercial establishments or the conclusion of leases relating to such goods;
- conclusion or termination of leases relating to buildings, whether as lessee or lessor, relating to an annual lease exceeding € 50,000;
- manage your company's business assets or manage a business asset;
- granting of mortgages, pledges and other real security on the assets of your company;
- granting of sureties, endorsements and guarantees, with the exception of those granted for the benefit of customers or suppliers within the framework of the operational activity of your company or controlled companies within the meaning of provisions of article L. 233-3 of the French Commercial Code, acquisition of a stake in the capital of all companies incorporated or to be constituted and total or partial disposal of holdings;
- acquire a stake in an economic interest group or a European economic interest group;
- approve annual budgets for investment, financing, etc.;
- borrow, with the exception of normal bank overdrafts and current account advances granted by shareholders;
- make investments outside the annual budget relating to an asset with a value greater than € 100,000;
- enter into contracts outside the annual budget for lease contracts, furniture leasing, etc. relating to furniture for which the total over the rental period exceeds € 100,000;
- consent to waivers of debts in favour of third parties;

- assign or acquire industrial rights, patents, know-how licences, brands, domain names or any other intellectual property rights;
- enter into an arrangement in any legal dispute between a third party and your company or one of its subsidiaries for which the amount or the stake is greater than € 100,000 per dispute, as well as any waiver without consideration by your company of the rights against third parties;
- hire, outside the annual budget, an employee whose gross annual remuneration exceeds € 60,000;
- decide, in their capacity as legal representative of your company, to modify the statutory provisions of direct or indirect subsidiaries relating to:
  - the terms of appointment, dismissal and remuneration of corporate officers;
  - limitations on the powers of corporate officers;
  - the establishment of management or control bodies.

Your board of directors has decided that Ms. Marie de Lauzon will benefit from the following remuneration terms:

- a fixed gross annual remuneration of € 140,000;
- annual variable remuneration for 2020 up to a maximum of 50% of gross annual remuneration based on quantitative and qualitative criteria set annually by your board of directors.

The achievement of the objectives will be noted annually by your board of directors at the same time as the determination of the new criteria. Your board of directors will decide on these points when closing the annual accounts.

In accordance with article L. 225-37-2 of the French Commercial Code, the payment of annual variable remuneration is subject to the approval by an ordinary general meeting of the remuneration elements for the Deputy CEO under the conditions provided for in Article L. 225-100 of the French Commercial Code:

- subscription to a complementary health plan;
- the provision of F6 type official accommodation paid for by your company for a monthly rent of € 2,000, excluding charges;
- the provision of a Renault Espace type company vehicle paid for by your company;
- subscription to the *garantie sociale des chefs d'entreprises* (GSC) at the level of 55% over twelve months, then 70% over eighteen months after the first year of membership, with a waiting period of twelve months.

This remuneration is for twelve months.

Your board of directors notes that Ms. Marie de Lauzon will not combine her mandate with an employment contract in your company.

In addition, Ms. Marie de Lauzon may claim for reimbursement of expenses incurred in the performance of her mandate, upon presentation of supporting documents.

Didenheim and Strasbourg, 02/07/2021

The Statutory Auditors

FIDUCIAIRE DE REVISION S.A	ERNST & YOUNG Audit
Véronique Habé	Alban de Claverie

3.7. AUTHORISATIONS AND DELEGATIONS

The Board of Directors of the company, in its convocation of the Combined General Meeting of 31 August 2021, proposed the authorisations and financial delegations presented in chapter 2.6.

3.8. ITEMS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

It is indicated, in application of the provisions of article L. 225-37-5 of the French Commercial Code:

The structure of the Company's capital as well as the direct or indirect shareholdings known to the Company by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code, and all information on the subject, are described in paragraph II-9 of this document;

There is no statutory restriction on share transfers;

There is no statutory restriction on the exercise of voting rights apart from the deprivation of voting rights that may be requested by one or more shareholders holding at least 5% of the voting rights, in the event of failure to declare the crossing of the statutory or legal threshold, for a period of two years after regularisation of the notification (Article 8 of the statute);

To the best of the Company's knowledge, with the exception of the commitment to retain Company shares subscribed on 25 February 2019, for the application of article 787 B of the Dutreil Pact of the French General Tax Code, there are no pacts or other commitments signed between shareholders (in particular between managers) that could lead to restrictions on the transfer of shares and the exercise of voting rights;

There is no title with special control rights;

There is no provision that could have the effect of delaying, deferring or preventing a change of control of the company. However, in accordance with article 11.3 of our articles of association, fully paid-up shares for which registration in the name of the same shareholder has been proven for two years, have a voting right double that of the other shares, each of which gives the right to one vote;

There are no control mechanisms provided for in a possible employee shareholding system, with control rights that are not exercised by the latter;

The rules for appointing and replacing members of the Board of Directors are the legal and statutory rules provided for in article 12 of the company's articles of association;

With regard to the powers of the Board of Directors, the current delegations and authorisations granted in the matter of capital increases are described in chapter 3.7 of this document; the details relating to the company share buyback programme are described in chapter 2, section 2.3.4.7.2, of this document;

The Company's articles of association are amended in accordance with legal and regulatory provisions;

There is no specific agreement providing for compensation for members of the Board of Directors in the event of termination of their functions or for employees in the event of resignation, dismissal without real and serious cause due to a public offer;

With the exception of banking contracts, there are no agreements entered into by the company which are modified or terminate in the event of a change of control of the company.

3.9. THE GENERAL MEETING AND THE TERMS AND CONDITIONS RELATING TO SHAREHOLDER PARTICIPATION

The detailed information concerning the specific conditions relating to the participation of shareholders in the General Meeting appears in the Company's articles of association (article 15 - Shareholders' meetings).

Pursuant to article 15 of the articles of association, any shareholder has the right to participate personally in general meetings, or to be represented there, under the conditions set by the regulations in force, or to vote by correspondence, regardless of the number of equity titles, from when the titles are released after due payments entered in account in their name on the second business day preceding the meeting, at midnight Paris time, either in the registered accounts of titles held by the Company, or in the bearer titles accounts held by the authorised intermediary.

4

CORPORATE SOCIAL RESPONSIBILITY

Preliminary note:
As a medium-sized company, 2CRSi is not subject to the obligation of extra-financial reporting in the form of a declaration of extra-financial performance.

4.1. KEY POINTS OF THE YEAR 2020-21

4.1.1. STRONG TEAM DYNAMICS IN A CONTEXT MARKED BY THE COVID-19 PANDEMIC

-

EMPLOYER RESPONSIBILITY TRANSLATED INTO ACTIONS FOR THE BENEFIT OF OUR TEAMS AND CLIENTS

During the 2020-21 fiscal year and taking into account the impacts of COVID-19, 2CRSi has chosen to maintain its team building effort.

At the end of February 2021, 2CRSi thus had 373 employees compared to 355 as of 29 February 2020. New recruits bring their experience and dynamism to all of the group's entities and to all of our businesses: technical, marketing, sales, support functions, etc.

Each opportunity for external recruitment has been the result of preliminary work to define the need and to project the role over time, in order to identify the best profiles allowing both the requirements of our current context to be met as well as supporting the dynamics of the Group in the years to come.

In addition to these arrivals, 2CRSi initiated internal movements for each identified opportunity. In total, 9 people within the Group (3 women and 6 men) had a change of role during the year, i.e. 10% of our new positions.

2CRSi has always encouraged internal mobility in order to combine our strong dynamic with the potentials and areas of interest of the people who make up our teams. Our goal is to effectively support the development of our business while offering rich and exciting careers to the members of our teams.

Recruitment efforts and internal mobility dynamics illustrate 2CRSi's vision of developing local employment as the business grows.

CONCRETE ACTIONS THAT DEMONSTRATE A COMMITTED EMPLOYER

Beyond the employment figures, 2CRSi has translated its ambition in terms of social responsibility into action over the past year.

- Through voluntary involvement of employees within our teams, 2CRSi has maintained an active participation in the initiatives led by the association "Entreprises pour la Cité".
- The company has voluntarily and largely limited the use of partial activity in France The transition to the partial activity regime thus involved only 1% of the working time for the 2020/21 financial year (within France).
- In addition, with the intention of maintaining the dynamic of internal exchanges, 2CRSI has encouraged a regular visit of employees to the premises, in France in particular, in compliance with the health regulations in force.
- From the summer of 2020, 2CRSi voluntarily initiated a sustained drive to hire work-study trainees in all trades in order to support students who are struggling to find host companies in the context of the pandemic. In France, work-study students represent 14% of the workforce; all benefit from ongoing tutoring and assignments in line with their ambitions and training.
- Lastly, 2CRSi wishes to particularly highlight its sustained effort in terms of training in the context of the 2020/21 financial year. Thus, 88% of employees took at least one training course during the year.

4.1.2. DEVELOPMENT OF OUR INTERNATIONAL ENTITIES

The integration of the Boston Limited teams into the 2CRSi group continued throughout the year, although it was slowed down by the physical distances imposed by the Covid-19 pandemic.
Several training sessions were held around presenting the 2CRSi product offer and the solutions developed throughout the year to meet our customers' needs.

With the impossibility of travel due to the Covid-19 pandemic, the work of integration and creation of cohesion between the teams has obviously been slowed down; it will therefore remain a priority for the coming year.
In accordance with its ambitions for international growth, 2CRSi opened new subsidiaries abroad during the 2020/21 financial year:

The opening of the 2CRSi subsidiary in singapore

The opening of the 2CRSi subsidiary in the Netherlands

The opening of the 2CRSi subsidiary in Belgium

The international dynamic of 2CRSi was recognised and rewarded in 2020 by the attribution of an **"Export Trophy - International Implantation category"**, by the Alsace Chamber of Commerce and Industry.

4.1.3. EXTRA-FINANCIAL RATING

The Company participated for the first time in the Gaïa Rating campaign and obtained an average rating of 44/100: 45 in governance issues, 46 on social, 41 on environment and 39 on external stakeholders.

While 2CRSi's mission is to design IT server solutions that reduce material and energy consumption, this unsatisfactory rating above all reveals a need for formalisation of a CSR policy and information monitoring.

4.2. BEING A RESPONSIBLE EMPLOYER

2CRSi's commitment is based on a strong desire in terms of social policy and practices within the group with two pillars: benevolence and equity.

For 2CRSi, equal treatment of the women and men who make up the group is essential for respect of equality.

In a computer hardware sector that is still struggling to attract women, right from training, we aim for a gender balance within our teams, which we consider to be a source of wealth and progress. As of 28 February 2021, the Group had 373 employees, of whom 27% were women and 73% were men.

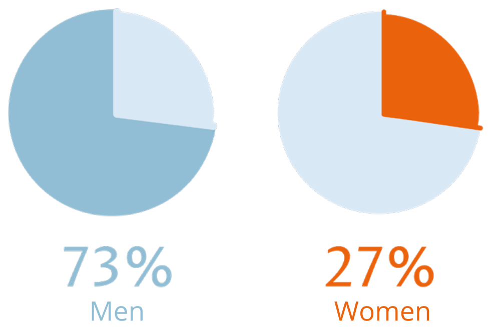
4.2.1. EQUAL TREATMENT BETWEEN WOMEN AND MEN

In our industry, there is a barrier to the training of women which does not promote their access to our trades.

Recruitment interviews, carried out in the vast majority of cases by mixed pairs, are a way of neutralising as much as possible the unconscious biases that can interfere with impartial selection.

We will continue to be vigilant in strengthening our recruitment processes in this direction. In addition to the efforts made during the year, we will deploy a programme to make our managers aware of "good practices" in terms of fair treatment at all the essential stages for an employee at 2CRSi (from hiring to internal changes).

Breakdown of the 2CRSi Group by gender



In France and in the area of "professional equality", for the second year in a row, 2CRSi obtained a result above the legal requirements in terms of equal treatment. Indeed, the calculation of the professional equality index indicates a score of 82 points for the 2020 financial year, while the expected minimum is set at 75 points. Note that on the average pay gap criterion, the score is impacted by a slight pay inequality in favour of women.

To increase this score and ensure positive development in a context where our teams are evolving at a rapid pace, we are currently negotiating a project with our representatives from the CSE (Conseil Social et Économique) aiming to better monitor our diversity promoting practices.

4.2.2. EQUAL TREATMENT AND EQUAL OPPORTUNITIES

In addition to equal treatment between the sexes within the company, and in a way intrinsically linked to the history of 2CRSi, we are developing a modern and ambitious vision of promoting diversity and equal treatment in the workplace for all employees.

ACTIONS AIMING TO CONTROL SOCIETAL BIAS

This diversity policy is made all the easier by the fact that it has always been in the very nature of 2CRSi. Indeed, a person's contribution and commitment take precedence over everything else. Since the beginnings of the company, self-taught "geeks" have been working alongside doctors in electronics or mechanics. On the issue of diplomas, 2CRSi's philosophy is to recruit those who can support the company in satisfying its customers, continue to innovate and thus create value.

The exponential growth of 2CRSi in recent years has led us to improve and structure our onboarding processes so as to transform the arrival of each new employee into a long-term success for the company and for the person in question.

Because we are an innovation and product company, each new employee is invited to work within the production teams during their integration phase. This production experience is essential to understanding our DNA, our products and our competitive advantages. Whatever their position in the company, it is essential that each employee has a good understanding of our value chain and the flow of activities necessary to meet the demands of our customers. This immersion complements a more traditional integration process and is greeted with enthusiasm by our new employees.

We are also developing and work together with Pôle Emploi recruitment on methods aimed at identifying the profiles most suited to our company, by detecting their skills and on the basis of exercises specially prepared for us. Thus, societal biases are erased by the talents provided by our future employees. A motivational interview, without a CV, completes the process and ensures that the aspirations of the future employee match the needs expressed by the Group.

ACTIONS TO MANAGE CAREER CHOICES

This increase in our workforce was also an opportunity for us to rethink career development at 2CRSi.

In line with the efforts aimed at the proper integration of people into our collective, we are working on the implementation of a complete professional career management cycle for each person.

This action, initiated at the end of the 2020/21 financial year, aims to build a professional development cycle integrating the short-term measurement of the needs/objectives/results given to the employee while guaranteeing their professional future through the acquisition of new skills/exposure to new missions/the benefit of a salary increase in line with their commitment and results.

ACTIONS TO PROMOTE AND DISSEMINATE OUR EXPERTISE

2CRSi has talents capable of making a difference with both customers... and internally!
These talents are mobilised within the Group to pass on to the greatest extent essential technical or (a priori) ancillary aspects... allowing the entire company to benefit from a useful emulation of the profusion of ideas and creativity that benefit our customers!
In addition and whenever possible, we encourage our own employees to train their colleagues, with a view to adding extra value to the particular skills that some hold.
It is also an opportunity to develop new skills such as teaching, especially for those who really take the plunge and become, over a few sessions, trainers recognised by their peers.
In an effort to provide structure, more complete programmes are created for employees who already have this technical base. 2CRSi has an ambition to promote the "hardware" professions, currently still perceived as being less "noble" than the "software" professions, and intends to develop certifying and/or diploma courses intended for its teams and also externally.

These internal courses are supplemented by external ones whenever necessary, and in particular whenever our employees need to acquire skills which are not sufficiently mastered internally or which are mastered by too few employees.

In all cases, this philosophy and these actions are extended to the entire Group, depending on the market dynamics in which the entity concerned finds itself.

Finally, we prefer and encourage our employees to take part as associated professionals in recognised university training courses.

Thus, beyond our own skills and through the dissemination and promotion of our expertise, we intend to nurture the pride of belonging to a company which produces locally and which innovates in an ecologically responsible manner in a cutting-edge sector.

4.2.3. HR POLICY: PRIORITIES

In a company that has grown as much as ours, the challenges identified are:

Structure the information to allow informed choices.

A network of "HR correspondents" was created during the 2020/21 financial year by integrating the Boston scope and now allows better flow of information and the sharing of best practices between the various entities of the Group.
The deployment of dedicated HR communication tools will be studied during the 2021/22 financial year in order to further improve and accelerate information sharing.

Identify the skills and determine the key skills to cultivate.

A process of collecting and structuring skills must be initiated during the 2021/22 financial year in order to become more efficient in the management of the knowledge/skills available within the company. This mapping will allow employees to cultivate a skill that is still little developed or not at all and to develop, depending on the case, increased flexibility or increased expertise in a given field.

Create a culture of regular reciprocal feedback between managers and team members, making it possible to increase the well-being and efficiency of the teams. This will also make it possible to strengthen the efforts made to promote internal mobility within the Group.

Promote the well-being of each member of our teams.

The pandemic context has resulted in the emergence of complex individual situations. Our dynamic environment, requiring agility, must lead us to redouble our efforts to promote the development of each person in our Group. A proven diagnostic tool has been identified in partnership with the National Agency for the Improvement of Working Conditions (French acronym ANACT) and will soon be tested in France. The use of this tool can be extended internationally and must feed into action plans depending on any weaknesses identified.

4.2.4. THE YEAR IN NUMBERS

4.2.4.1. Employment

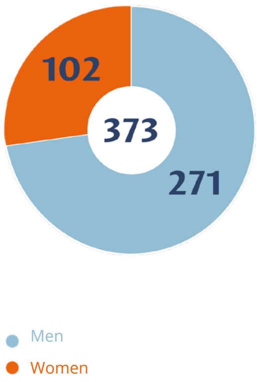
This year, the work of the network of HR correspondents at 2CRSI Group level makes it possible to present data for all of our entities and for a reference period extending from 1 March 2020 to 28 February 2021. As this is the first consolidation of data at Group level, it is not possible to present past data for reference.

TOTAL WORKFORCE AND BREAKDOWN OF EMPLOYEES BY SEX AND AGE

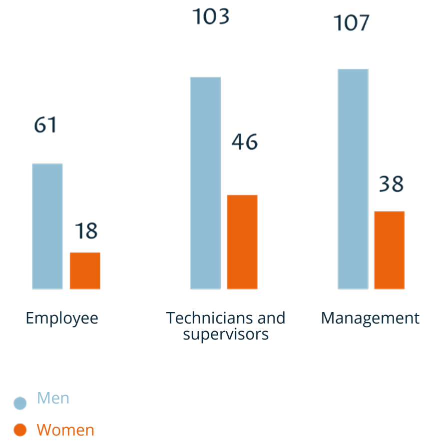
The workforce indicated in this section takes into account the number of employees on both permanent and fixed-term contracts, as well as temporary workers and apprentices. It excludes interns and VIE.

As of 28 February 2021, the 2CRSi group had 373 employees. Despite the pandemic, the 5% increase in the workforce since 1 March 2020 reflects the continued recruitment efforts aimed at supporting the transformation of the Group as well as the strong growth in activity of 2CRSi.

Breakdown of the workforce by gender



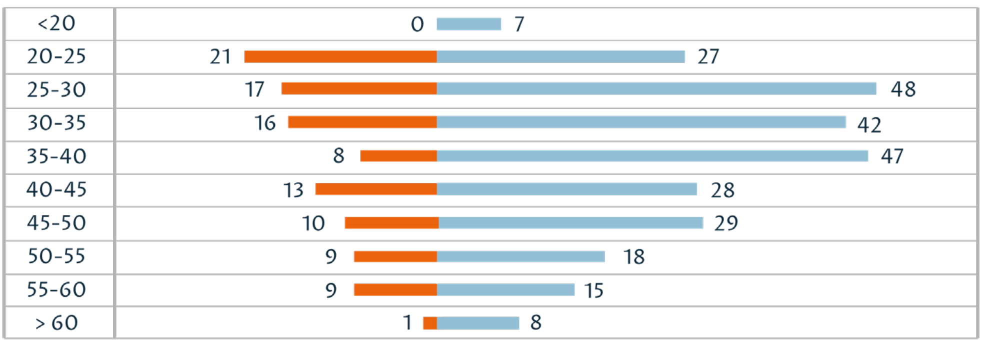
Workforce by status



At the end of February 2021, the total workforce of the 2CRSi Group was made up of 27% women and 73% men. The representation of women is greater among technicians (31%) and managers (26%) than among employees (23%).
The workforce age pyramid offers a good balance of representation with 32% of teams under 30 years old, 30% between 30 and 40 years old and 35% between 40 and 60 years old.

This balanced representation is the guarantee of a rich dynamic, bringing together experienced and younger employees, each making a different contribution to the business plan. This balanced pyramid also constitutes a basis conducive to personal and career development for everyone.

Age pyramid 2020/2021



HIRING AND DEPARTURES

The workforce indicated in this section takes into account the number of employees under contract. It excludes VIEs, interns and temporary workers.

At Group level, 93 new positions were taken up between 1 March 2020 and 28 February 2021. In 10% of cases, it was an internal movement. External recruitments involved 84 people: 20 women and 64 men.

During the 2020-21 financial year, these numerous recruitments made it possible to strengthen all the teams, technical, commercial and support functions (finance, marketing, human resources, etc.).
With 75 departures over the period, mainly within large teams, the Group has a turnover rate of 20% (including end of fixed-term contracts and apprenticeships).

REMUNERATION

The Group develops its remuneration policy based on local labour market conditions, internal consistency and current legislation. 2CRSi thus practices a remuneration policy consistent with individual responsibilities and results, with team performance and the Group's financial results.

In 2020-21, the average gross annual salary of employees of the 2CRSi group was 40,520 euros. This average masks a gap between men (42,983 euros on average) and women (33,960 euros on average).
In France, the gender equality index, on the other hand, shows a pay gap of 1.2% in favour of women.
Building on these good results obtained in France, our ambition is to implement a proactive policy promoting equal treatment between the sexes within our various entities.

TRAINING

The professional and personal development of each of our employees is an essential condition for growth.

Despite the uncertain and constraining pandemic context of the 2020-21 fiscal year, 88% of our employees received at least one training course during the year.

This figure illustrates 2CRSi's proactive policy in terms of skills development, and advances its ability to offer clients innovative solutions at the cutting edge of the market.

During the financial year, priority was placed on technical training (90% of total training), taught in-house or by our technology partners.

4.2.4.2. Health and Safety

The prevention of occupational risks and occupational health and safety issues are central concerns of the Group across all of its entities.
For France, a regulatory compliance audit was initiated at the start of the 2021/22 fiscal year in order to validate the practices deployed within 2CRSi.

THE COVID-19 PANDEMIC

Before the start of the winter period, in November 2019, distancing recommendations were issued and the cleaning of door handles and other public equipment intensified.

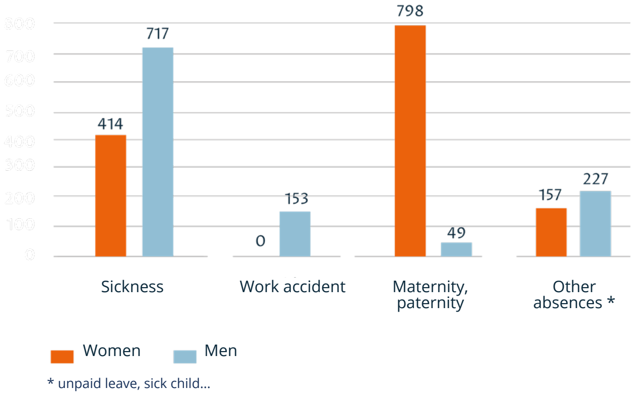
As soon as Covid-19 appeared in France, at the beginning of March 2020, these measures were reinforced with the general availability of hydroalcoholic gel, then from April the distribution of masks to all employees who were supposed to go on site as part of their duties while there was a general lockdown.

At the beginning of May 2020, a survey was carried out among employees in order to better understand their feelings about the easing of lockdown and thus better prepare this step.
At each new stage in the evolution of the pandemic, strict measures in accordance with the requirements of our various entities have been implemented in all of the Group's entities.

The continuity of our activities was only possible thanks to determined action aimed at guaranteeing a secure working environment, combined with the thoroughness of each member of our teams in compliance with these strict rules.

ABSENTEEISM

During the 2020/21 financial year, 2,504 days worked were recorded as days of absence across the Group, i.e. an absenteeism rate of 3.09%.



WELL-BEING AT WORK

Since 2018, 2CRSi has taken many steps to improve the well-being of its employees at work.
This commitment involves the creation of ergonomic workspaces (ergonomic seats, height-adjustable desks that promote a change in posture), open and closed collaborative spaces taking into account technological needs (videoconferencing), concentration/confidentiality and areas for relaxation and interactions accessible to all.

Following alerts from French staff representatives, and in the context of uncertainties generated by the pandemic, we have planned to carry out a survey dedicated to the identification of risky situations. This survey should make it possible to feed into an action plan where identified risks to the health of our teams can be controlled.

4.2.4.3. Equal treatment

MEASURES TAKEN TO PROMOTE EQUALITY BETWEEN MEN AND WOMEN

The Group is determined to advance and promote gender equality between men and women in its businesses.

In 2020-21, the proportion of women recruited was 24%, a proportion slightly lower than their representation within the Group.

The Group is determined to initiate an action plan, currently being negotiated with the social partners, to promote our businesses to women and, modestly but with determination, to contribute to an increase in the proportion of women interviewed at recruitment time.

Current workforce	28 February 2021
Employees	
Men	61
Women	18
Technicians/Supervisors	
Men	103
Women	46
Management	
Men	107
Women	38
TOTAL (in number)	**373**

MEASURES TAKEN TO PROMOTE VOCATIONAL LEARNING

From August 2020 and in reaction to the difficult situation of many young people in training, 2CRSi has deployed a proactive policy of welcoming work-study students.

Thanks to its recruitment policy and its diversity charter, 2CRSi strives to fight against all forms of discrimination and sees diversity as an asset in terms of creativity and dynamism, both being conducive to its development. The Company thus strives to promote the integration of young people into the labour market through recourse to professional apprenticeship.

The share of work-study students in France thus reached 14.4% at the end of February 2021.

MEASURES TAKEN TO PROMOTE EMPLOYMENT AND INTEGRATION OF PEOPLE WITH DISABILITIES

2CRSi wishes to improve the representation of people with disabilities within the workforce, which involves actions to raise awareness among staff but also through recruitment.

- **Preparation:**

an AGEFIPH Diagnostic Action (*Association de Gestion du Fonds pour l'Insertion Professionnelle des Personnes Handicapées*) enabled the company to benefit from a personalised and realistic action plan, making it possible to implement an employment policy benefitting people with disabilities.

- **Training of an employee as a disability advisor.**

- **Action plan:**
  - Integration of CAP EMPLOI in the recruitment process
  - Identification of subcontracting partners specialising in the execution of work via teams recognised as disabled workers
  - Identification of service providers (especially temporary workers) specialising in the placement of people with disabilities

The "framework agreements" making it possible to deploy an in-depth partnership with each identified service provider will have to be finalised in the 2021/22 financial year.

CAP EMPLOI is already called upon for each recruitment request submitted on the Pole Emploi site.

ANTI-DISCRIMINATION POLICY AND DIVERSITY CHARTER

Since November 2018, 2CRSi has been a signatory of the **Diversity Charter**. The Diversity Charter is a commitment text proposed for signature by any employer who wishes, through a proactive approach, to act in favour of diversity and to go beyond the legal framework of the fight against all forms of discrimination.

2CRSi thus offers equal employment opportunities without distinction based on age, sex, sexual orientation, disability, race, religion, marital status, family situation or country of origin.

By signing the Diversity Charter, 2CRSi commits to:

- Raise awareness and train its directors and managers involved in recruitment, training and career management, then gradually all employees, to the challenges of non-discrimination and diversity.
- Promote the application of the principle of non-discrimination in all its forms in all management and decision-making actions of the company or organisation, and in particular in all stages of human resources management.
- Promote the representation of the diversity of French society in all its differences and its wealth, and its cultural, ethnic and social components, within the workforce and at all levels of responsibility.
- Communicate its commitment to all employees as well as customers, partners and suppliers, in order to encourage them to respect and deploy these principles.
- Make the development and implementation of the diversity policy an object of social dialogue with employee representatives.
- Regularly assess the progress made, inform internally and externally of the practical results arising from the implementation of our commitments.

This action in favour of equal opportunities is also characterised by the commitment of 2CRSi to the **100 chances, 100 jobs** system supported by the Entreprises pour la Cité.

This system's mission is to support the professional integration of young people who are alienated from employment by putting them in touch with the economic world. This action is based on sponsorship of young people (support in achieving their professional project, help with CVs, interview preparation, advice on finding a job, etc.).

4.2.5. SOCIAL RELATIONS

ORGANISATION OF SOCIAL DIALOGUE

2CRSi takes care to maintain respectful and constructive social relations with all of its employees. In early December 2019, 2CRSi France set up a CSE (Social and Economic Committee).

The CSE is the body for collective expression of the interests of employees so that they are taken into account in decisions relating to the management and the economic and financial life of the company, the organisation of work, vocational training and production techniques.

The CSE also plays an important role in the field of health, safety and working conditions. The CSE is informed and consulted on questions concerning the organisation, management and general running of the company.

Composed of five employees from the Strasbourg teams, the CSE meets once a month and whenever necessary. The Covid-19 pandemic created the need for many meetings to ensure the best possible management.

The CSE is also involved in several rounds of collective bargaining (professional equality, employee savings).

It can also be called upon whenever necessary as part of support for specific individual situations.

ORGANISATION OF WORKING TIME

In response to changes in the company, 2CRSi wishes to reflect on the organisation of working time with the CSE over the 2021/22 financial year, in order to respond to 3 challenges:

1. **Set up an organisation of work adapted to the methods used to carry out the missions of each population**

2. **Reconcile the requirement for the implementation of good and favourable working conditions and the advancement of the activity**

3. **Establish clear and precise rules that are understandable to all.**

The period of health crisis was not conducive to a successful reflection on this subject.

2CRSi reaffirms its desire, in line with its corporate plan and its responsible commitment, to continue to offer its employees modern and flexible ways of performing their work.

4.3. ENVIRONMENTAL COMMITMENTS

Before the Covid-19 pandemic, Information and Communication Technologies (ICT) already represented 6 to 10% of global electricity consumption, or 4% of our greenhouse gas emissions. This figure usually increases by 5 to 7% annually. Internet use alone accounts for 3.7% of global greenhouse gas emissions, the equivalent of global air traffic before the health crisis. ICT electricity consumption doubles every 4 years, in line with the explosion in data production, estimated at 1.7 mega bytes per person per second in 2020.

At 2CRSi, our job is to design and manufacture very high performance computer server solutions that limit energy consumption. Our vision is to innovate in an environmentally friendly approach in order to reconcile IT and the planet.

4.3.1. FINANCIAL RISKS LINKED TO THE EFFECTS OF CLIMATE CHANGE

IDENTIFICATION AND DESCRIPTION OF THE RISK

Climate change has a direct impact on the frequency and severity of natural events such as earthquakes, landslides, tsunamis, extreme droughts. These natural hazards can impact the Group's physical infrastructure, but also lead to a scarcity of certain essential resources for the manufacture of electronic components. 2CRSi could thus have to face sharp increases in supply costs and / or, temporarily, not be able to deliver equipment and / or offer its services according to the conditions defined by the contracts.

POTENTIAL EFFECTS ON THE GROUP

The main negative effects of climate change could be: the loss of raw material resources necessary for the manufacture of components (water, inert materials, electricity, etc.), leading to a shortage (see "Shortage of essential computer electronic components" in the main risk factors), interruption of production activities and interruption of services.

RISK CONTROL AND MITIGATION

Through its purchase-resale (trading) operations, the Group is able to anticipate periods of shortage to a certain extent and thus, if necessary, build up higher levels of stock in order to best meet client needs. The Group is also keen to maintain a good level of diversification of supply sources. In the event of a natural event having a direct impact on the production or service activity, the Group can rely on six separate production sites.

4.3.2.GENERAL ENVIRONMENTAL POLICY: ENERGY EFFICIENCY, ENERGY SAVINGS AND SUSTAINABLE TECHNOLOGICAL SOLUTIONS

RECONCILING IT AND THE PLANET

2CRSi has historically been recognised in the IT world for designing and producing infrastructure solutions that reduce energy consumption, and therefore offer its customers an IT infrastructure that is as ecological as it is economical.

This desire, which guides us from the creation of the OCtoPus to submerged solutions, remains a strong differentiating element of our value proposition.

OUR VISION: ADD VALUE, SUSTAINABLY

The core business of 2CRSi is to meet the IT performance needs of customers, while allowing them to achieve their sustainable development objectives as well as their financial objectives.

As the French challenger in the IT world, our challenge is to challenge IT standards by focusing on energy efficiency, simplicity and performance in order to meet the economic and environmental challenges of the current digital revolution.

By pooling the power and ventilation of the servers, we have succeeded in reducing the amount of electricity required for

their operation and cooling. The OCtoPus range, launched in 2017, is part of the company's latest generation of servers and reduces power consumption by 23% compared to equivalent market solutions.
The immersion cooling of our servers opens a new chapter in improving the cooling of data centres by reducing power consumption by 40% to 60% compared to equivalent traditional systems, making infrastructures more efficient.
This strong commitment to "Green IT" constitutes a major competitive advantage for our customers, whose energy consumption represents a considerable part of their server operating costs.

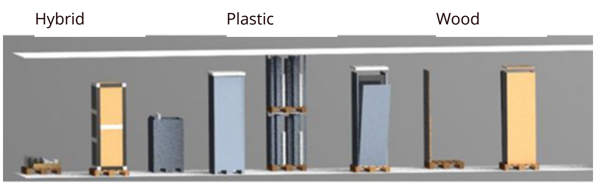
In order to complete the process, 2CRSi is investing in R&D to tackle energy recycling: experiments are already underway to reuse the heat produced by the servers, the recovery of which has so far been lacking.

4.3.3. POLLUTION, CIRCULAR ECONOMY, SUBCONTRACTORS AND SUPPLIERS

In order to further improve our carbon footprint, several initiatives have been continued or initiated over the past year:

- Life Cycle Analysis of our products (with big data approach and predictive deep learning) to identify and quantify the physical flows of material and energy associated with the design, manufacture, distribution, use and destruction of our computer servers. We are supporting one of our employees in their doctoral thesis project.

- Analysis of the packaging of our computer servers and our components, carried out by our Methods department and with the support of INSA students, with a view to reducing the environmental impact. This study allowed us to define relevant criteria for the choice of reusable, sturdy, recyclable packaging for our racks and some of our servers (GODI) and to compare several avenues.



- "Re-Use" approach: component recovery (cables, electronic components, etc.), optimised design and waste heat from servers.

- Feasibility study of a 100% eco-designed server (bio-based materials, recyclability, etc.)

- Prioritise short circuits (optimisation of our supplies according to their carbon footprint, as close as possible to our production sites, benefitting the local economy and employment).

- Selection of partners and subcontractors committed to a sustainable and local approach (for example, Viwamétal, Green Data).

- Preparation of a purchasing policy favouring short cycles where possible. In 2020, 6% of our component purchases were made in France, and over half of our supplies (55% in 2020) were made with suppliers located on French soil.

- Reduction of energy consumption (thermal sensors throughout the Strasbourg headquarters building), waste (compulsory sorting in offices, warehouses and production), reduction of physical printing with a single "printer" point per floor from 2018, reduction in water consumption. A project to switch to 100% green electricity for part of the production consumption is under study for 2021.

- Sorting and recycling in all our production sites: with the exception of the production of the Tranquil range, the sites mainly produce waste electronic components and cardboard. For Tranquil, aluminium waste is recovered as part of its recycling and chemical waste associated with the anodisation process is taken care of by a specialised company. All recycling is monitored through certificates.

TRANQUIL

The team, based in Manchester, is committed to a process of compliance with the ISO 14001 standard, involving a global environmental reflection in terms of investment and innovation and the implementation of regular audits. These commitments include:

- Regular awareness raising among employees, suppliers, partners and customers of Tranquil's environmental approach through training and communications.

- The priority purchase of materials and components of superior environmental quality and/or the choice of suppliers themselves committed to good environmental practices or certified ISO 14001 or FSC.

- The establishment of clear objectives, reviewed annually by Management to:

- Minimise landfill waste and prevent pollution on the production site
- Control and minimise the consumption of energy, paper and water, by making staff aware of the reduction of CO_2 emissions (monthly monitoring)
- Continue recycling the aluminium generated by our products by calling on qualified subcontractors (23.5 tonnes recycled in 2020 compared to 12 tonnes recycled in 2019)
- Reduce the use of chemicals that are harmful to the environment and ensure their safe disposal
- Ensure that the risk of fire is minimised, thereby reducing the risk of air and water pollution resulting from a fire on the premises
- Minimise pollution resulting from the use of private vehicles and reduce unnecessary movement.

BOSTON
Servers I Storage I Solutions

Boston Limited has for several years pursued an environmental policy aimed at reuse and recycling in order to reduce the impact on the environment and the associated waste management costs. Boston reuses its packaging as much as possible, which, if it cannot be reused, is recycled. The principles of waste disposal are as follows:

- Installation of recycling bins in all work and leisure areas for office waste, such as plastic bottles, food packaging and drinks cans.

- Collection of packaging and cardboard boxes in storage and assembly areas before recycling

Publication of an annual report on recycled packaging. Comparison between 2020 and 2019 results:

	Recycling efforts in tonnes 2020	Recycling efforts in tonnes 2019	Delta 2019/2020
Cardboard	9.67 t	5.74 t	+3.93 t recycled cardboard
Plastic	0.85 t	0.36 t	+0.49 t recycled plastic
Wood	0.32 t	2.16 t	-1.84 t

In general, Boston Limited is committed to a sustainable approach in order to reduce waste each year compared to the previous year and that everything is recycled. A particular effort was thus made on the recovery of cardboard boxes, and an even more significant effort with regard to wood: Boston Limited has in fact specified in the context of orders from its suppliers the type of pallet required, which has enabled them to reuse more and reduce the overall volume of pallets to be recycled in 2020.

4.3.4. TRAVEL AND NEW WAYS OF WORKING

Since 2018, 2CRSi has deployed multiple initiatives to limit the environmental footprint linked to travel and to offer its employees greater flexibility:

- Use of remote collaboration tools for all employees (information sharing, collaborative work on documents, videoconferencing, etc.). The health crisis was an opportunity to confirm the quality of the infrastructure in place for intensive use when all employees outside of production and logistics were teleworking

- Remote working

- Policy aimed at limiting unnecessary travel and promoting the use of less polluting means of transport (train rather than car and plane), carpooling

- Parking infrastructure equipped with charging stations for electric vehicles and numerous secure bicycle spaces

- Promotion of bicycle use through participation in operations such as "Au boulot à Vélo" in Strasbourg or "Cycle to Work" in St Albans.

4.4. ETHICS AND COMPLIANCE

4.4.1. BUSINESS ETHICS

Even though the Group is not currently active in countries deemed to be at risk in terms of corruption, an ethics charter for the conduct of business and the fight against corruption is being prepared.

Since September 2018, the Group has had a stock market code of ethics aimed at preventing insider dealing. This code has been distributed to all employees who, as a precautionary measure, are all subject to negative windows linked to the Group's financial publications.

From the start of the 2021/22 financial year, the group also plans to implement a "whistleblower" style platform, allowing people who notice deviations from the company's code of conduct to anonymously inform the company of these situations in order to allow them to be investigated and dealt with.

4.4.2. COMPLIANCE

The quality of service to our customers is a priority.
Two entities of the 2CRSi group have already obtained the ISO 9001 standard. These are Boston Ltd (2015) and 2CRSi UK Ltd (2019) whose team is dedicated to the Tranquil product range. This standard establishes the requirements for a quality management system in order to increase customer satisfaction. This standard deals with processes, risks and continuous quality improvement. 2CRSi SA has initiated a study to verify the relevance or not of a certification at its level as well.

Finally, 2CRSI UK Ltd has started the ISO 14001 certification process which defines the requirements relating to an organisation's environmental management system.


S35
S38

5

RISK MANAGEMENT

This section on internal control and risk management is part of corporate governance in accordance with the reference framework of the *Autorité des Marchés Financiers* (AMF) on the risk management and internal control system.

5.1. INTERNAL CONTROL AND RISK MANAGEMENT

5.1.1. DEFINITION OF INTERNAL CONTROL

Internal control is a system applied to the Company and the subsidiaries within its scope of consolidation, the objectives of which are to ensure:

- compliance with the laws and regulations applicable to the Group's subsidiaries and establishments;
- the effective application of strategic guidelines, directives, internal policies and procedures, and best practices set by the Group's general management;
- safeguarding of the Group's assets;
- the reliability and fairness of the financial information and accounts communicated to corporate bodies and published;
- prevention and control of identified risks resulting from the Group's activity; and
- optimisation of operational activity.

The internal control system integrates risk management, the objectives of which are:

- to create and preserve the value, assets and reputation of the Group;
- to secure decision-making and Group processes with a view to promoting the achievement of objectives;
- to promote actions that are consistent with the values of the Group;
- to mobilise the Group's employees around a common vision of the main risks and to make them aware of the risks inherent in their activity.

While helping to prevent and control the risks to which the Group is exposed in the implementation of its strategy, the internal control system contributes to the management of the Group's activities, the effectiveness of its operations and the efficient use of the organisation’s resources.

One of the objectives of internal control systems is to prevent and control all the risks arising from the Group's activity, in particular accounting and financial risks, including error or fraud, but also various operational risks, strategic risks and compliance risks. Like any control system, however, it cannot provide an absolute guarantee that these risks are completely eliminated.

5.1.2. DESCRIPTION OF THE INTERNAL CONTROL ENVIRONMENT

5.1.2.1. Components of internal control

The main internal control bodies are as follows:

AT GROUP LEVEL

The internal control system is based on a certain number of identified players, but remains the responsibility of everyone within the Group. Making all staff aware of the company's values is therefore the first link in the internal control system. This vertical transmission of values is ensured both through regular team meetings and through regular communications on the life of the Group and its strategy. Everyone, irrespective of their role, is thus able to ensure that their actions comply with the values and strategy of the Group at all times.

The internal control system involves:

the Board of Directors and the Audit and Risks Committee, whose operating procedures and main work are described in section 3.4 of the Universal Registration Document;	**the General Management: the Chairman-Chief Executive Officer and the Deputy Chief Executive Officer;**	**the Finance Department andother Corporate Departments.**

→ The Board of Directors and the Audit and Risks Committee

The **Board of Directors** ensures, on the basis of the work of the **Audit and Risks Committee**, the top level control for deployment of the strategy by the General Management. By authorising the structuring operations, it ensures the continuity of this deployment, and checks that it falls within the levels of risk and profitability that it, together with General Management, has considered acceptable.
The Board of Directors regularly monitors the operational performance and financial situation of the Group.
Along with the Audit and Risks Committee, the Board of Directors also plays a decisive role in monitoring the risk management system. In particular, the Audit and Risks Committee annually reviews the effectiveness of the internal control systems and the risk mapping, formalised in 2020.

→ The General Management: the Chairman-Chief Executive Officer and the Deputy Chief Executive Officer;

The **General Management** ensures the deployment of the strategy adopted by the Board of Directors and, within this framework, is responsible for the proper functioning of the internal control and risk management system that it is gradually putting in place, taking into account the objectives defined by the Board of Directors.

In the short term, the **General Management** ensures the performance of operations, monitors the achievement of objectives, prescribes the necessary corrective actions and controls their implementation within the framework of action plans. In the longer term, it also plays a decisive role in the dissemination of the Group's strategic axes and values.

→ The Finance Department and other Corporate Departments.

The **Finance Department**, to which Accounting, Consolidation, Reporting and Management Control are attached, is in particular a guarantor of the reliability, sincerity and fidelity of its activity of production of financial and accounting information within the framework of its operation. It is careful to preserve the separation between its activities to produce and supervise financial statements and uses independent experts for the valuation of complex accounting items or which involve subjective assumptions, as well as for the preparation of the consolidated accounts.
The Finance Department is also responsible for producing the monthly reporting, which forms the basis for permanent monitoring of activities.
Finally, the Finance Department plays a decisive role in defining the procedures to be put in place. For example, it initiated the establishment of a procedure for delegating powers to carry out purchases.

The other corporate departments:

- The **Marketing and Sales Departments** who oversee the preservation of the Group's brands and its development on a daily basis

- The **Human Resources Department** which implements the HR strategy in terms of recruitment, training, career management and remuneration in accordance with the strategy defined by the group.

- The **IT Department** which ensures that the Group's information systems offer a level of security that guarantees the integrity, confidentiality and conservation of data as well as access to it.

AT SUBSIDIARY LEVEL

-**The General Management of the Group and the Directors of the subsidiaries** are responsible for ensuring that the main risks that may affect the subsidiary are properly controlled.
-**The General Management of the Group and the Finance Department** are responsible for setting up internal control systems in order to prevent and control the risks resulting from the company's activity and in particular the accounting and financial risks, including error or fraud.

5.1.2.2. Identification and management of risks

The 2020/2021 financial year was devoted to continuing:

- formalisation of the financial cycle procedures and certain operational cycles,
- continuing efforts to prevent and protect risks in the various entities of the group.

Risk mapping allows:

- identification and assessment of the overall risks whose occurrence could threaten the achievement of objectives,
- a strategy for managing these risks to be defined,
- the effectiveness and efficiency of this management to be assessed through a criticality criterion,
- the "net" residual risk after management actions to be determined.

Criteria are rated on a scale of 1 (low impact and risk) to 5 (critical). Each risk is therefore assessed in matrix form by the combination of its financial impact and its probability of occurrence, making it possible to estimate the gross risk without taking into account existing action plans or control elements.

All the areas for improvement identified are the subject of specific action plans within each subsidiary and the Group, validated by the Audit and Risks Committee.

5.1.2.3. Key elements of the internal control procedures

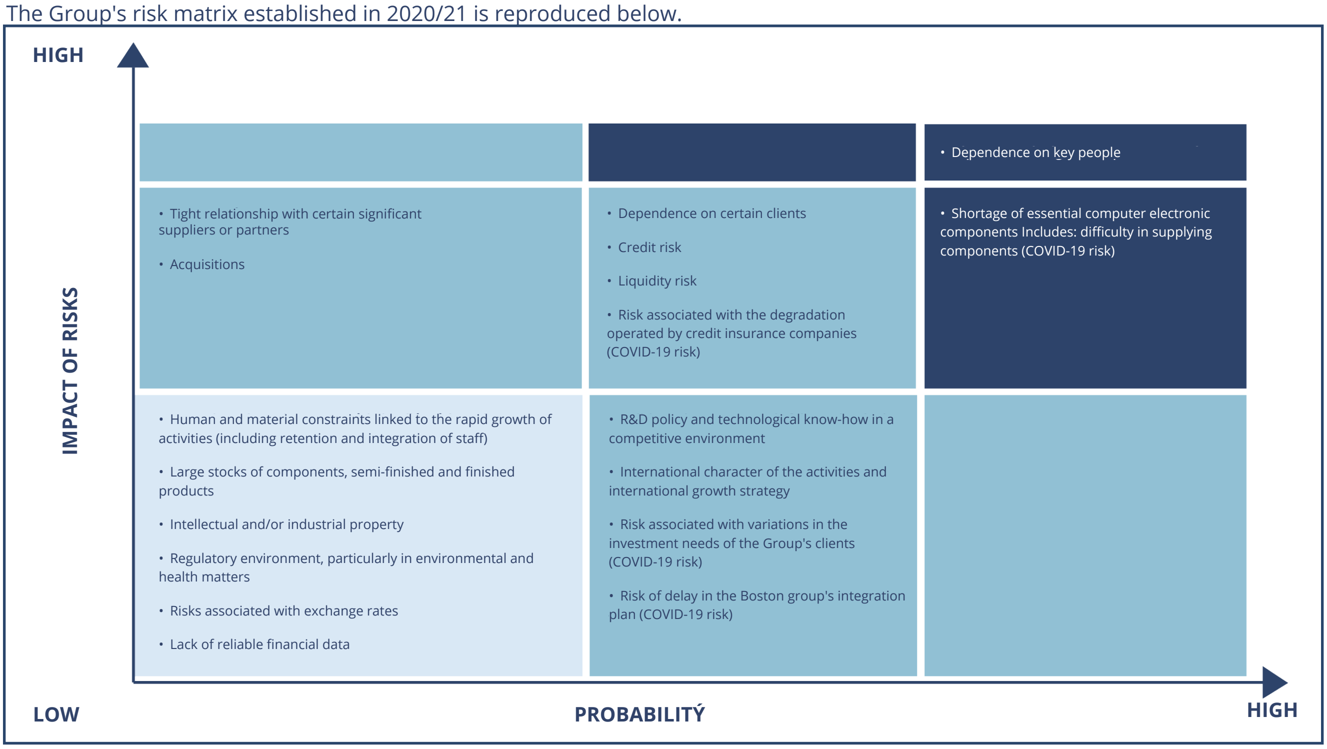
In terms of delegation, the mandate contract specifies the powers delegated by the Chairman and Chief Executive Officer to the Deputy Chief Executive Officer.

Budget control from 2021 at Group level revolves around two axes: the annual budget (re-estimated if necessary during the year) and the monitoring of achievements within the framework of the monthly reports (turnover, cash flow, income statement, investments). It is based on management control teams attached to the Finance Department both at Headquarters and subsidiary levels. It is applied thus:

- the budget is subject to instructions (principles, schedule) issued by head office and communicated to all subsidiaries. The budget is reviewed by General Management before being presented to the Audit and Risks Committee for approval;
- the reporting is prepared on the basis of data transmitted by the subsidiaries according to a schedule communicated at the start of the year and in accordance with the reporting package issued by head office;
- the monthly performance analysis as part of the reporting is presented by the Finance Department to the General Management;
- a multi-year strategic plan will be drawn up every 2 or 3 years and submitted for approval to the Board of Directors.

5.3. MAIN RISK FACTORS

The Group's risk matrix established in 2020/21 is reproduced below.



PRIORITISATION OF RISKS

Risks related to the sector of activity	+++	Shortage of essential computer electronic components
	++	Tight relationship with certain significant suppliers or partners
		R&D policy and technological know-how in a competitive environment
Operational risks or risks related to the Group's activity	+++	Dependence on key people
	++	Dependence on certain clients
		International character of the activities & international growth strategy
	+	Human and material constraints linked to the rapid growth of activities (including retention and integration of staff)
		Large stocks of components, semi-finished and finished products
		Lack of reliable financial data used within the group
Legal and regulatory risks	++	Acquisitions
	+	Regulatory environment, particularly in environmental and health matters
		Intellectual and/or industrial property
Financial risks	++	Liquidity risk
		Credit risk
	+	Exchange rate risk
Risks related to Covid-19	+++	Risk related to component supply difficulties
	++	Risk associated with the degradation operated by credit insurance companies
		Risk linked to variations in the investment needs of the Group's clients
		Risk of delay in the Boston group's integration plan

Level of risk (potential impact x probability) on the value of the company after taking into account the mitigation measures:

low impact: + **moderate impact: ++** **high impact: +++**

Risk factors are presented in a limited number of categories depending on their nature. The most significant risk factors are presented first in each category.

Only moderate and high risks are subjected to a presentation relating to the identification and description of the risk, the potential effects on the group and the control and mitigation measures put in place or planned for the coming financial year.

5.2.1. RISKS RELATED TO THE SECTOR OF ACTIVITY

5.2.1.1. Shortage of essential computer electronic components

IDENTIFICATION AND DESCRIPTION OF THE RISK

The manufacture of the Group's products uses various essential electronic components, such as processors ("Central Processing Unit" or CPU), graphics cards ("Graphics Processing Unit" or GPU), "Dynamic Random Access Memory" or DRAM), rewritable solid state storage (NAND Flash memory) and hard disks ("magnetic mass memories" or HDD) for which the Group obtains its supplies from third parties.

For several years now, the electronic and computer components market has experienced recurring shortages linked, on the one hand, to difficulties in the supply of rare materials and metals and, on the other hand, to less than full production capacity among manufacturers and finally to diverse causes (earthquake, floods and tsunamis). This causes a disruption in supply chains and speculation on what parts are available. The period of COVID-19 has amplified this phenomenon.

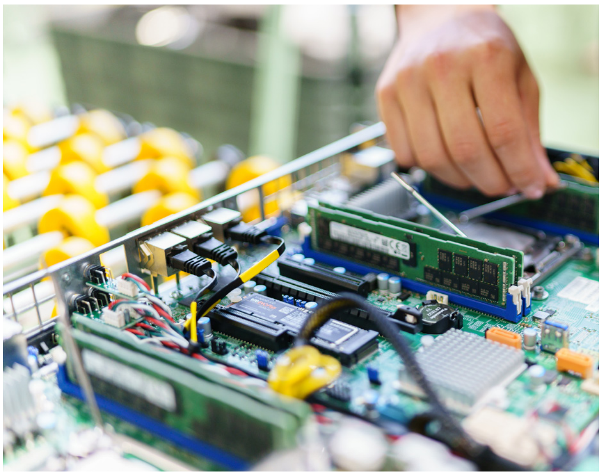
The demand for components is currently very high, given:

a. the increased demand resulting from the new needs generated by the development of teleworking in response to the pandemic,

b. the renewal cycles of current IT equipment and

c. the sharp rise in the price of cryptocurrencies, generating a strong demand for compute servers and more recently for storage necessary for mining these currencies.

Against this backdrop of strong demand there was also reduced supply; the closure of many component factories in Asia alongside climatic constraints (drought in Taiwan, cold snap in the United States, etc.) slowed production. The increase in production capacities is limited to very few industrial players mastering the technology, requiring significant investments and with long production times.



While the shortage affected mostly power supplies, memory modules and graphics cards, it extended in 2021 to all data storage related products (controllers, hard disks, flash) as well as processors.
In addition, the scarcity of transport has had an impact on transport prices as well as an impact on the availability times. At the start of 2021, some "standard" parts have lead times of 30 to 40 weeks.
This shortage generates great volatility in the main components used by 2CRSi and the Group's growth could be affected if the shortage were to continue in the medium term. It is possible that over time, component prices will reduce again, impacting the company's inventory.

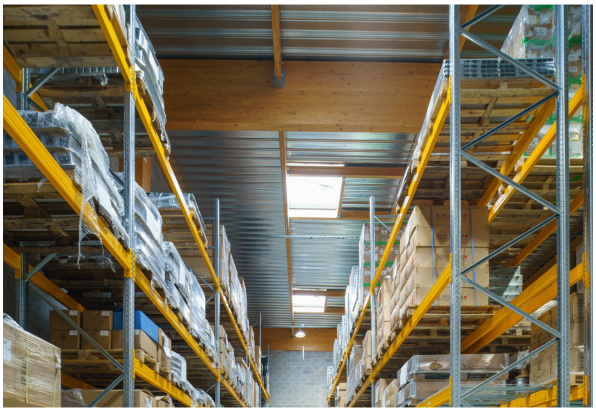
POTENTIAL EFFECTS ON THE GROUP

These shortages can lead to:

- delivery delays with a risk of customers cancelling orders or triggering of penalty payments; these delays in delivery represent shifts in turnover, which are difficult to predict,
- significant variations in the price of components impacting the company's margins,
- an increase in the company's working capital requirement which has a negative impact on the company's cash flow (advances on purchases and demand for prompt payments from suppliers which lead to payment of suppliers before the collection of client receivables).

RISK CONTROL AND MITIGATION

In the short term, 2CRSi has a sufficient level of stock to deliver its customers' orders and to cope with the longer supply times.



These shortages can also represent an opportunity for the Group, which usually orders some of its supplies in advance and, moreover, conveniently has stocks of components or equipment initially planned for Blade.

As the shortage of components is global and generalised, the associated cost increases have so far been passed on through sales prices.

Likewise, the Group's customers have generally agreed to take delivery at a later date than that initially planned given the reasons for the delivery delays are external to the Group.

The company also carries out a component trading activity to a lesser extent, which gives it a presence in this market and is alert to its developments. It can thus anticipate these periods of shortages and build up a sufficient level of stocks to best meet the needs of its customers.

Finally, the company is pursuing its strategy of promoting local production, initiated several years ago. Thus, the sheet metal elements and certain electronic boards are already produced in France, sometimes with German subcontracting. The manufacture of the toughened products of the Tranquil range is carried out in Manchester. The teams are on the lookout for the chance to further expand the number of local suppliers. With the conviction of the need to develop skills and local production capacities, the Group is also participating in a European project aimed at developing, designing and manufacturing 100% European high performance computing (HPC) systems.

In this context, 2CRSi is part of the consortium selected by the European Commission to design and manufacture 100% European pilot systems based on RISC-V accelerators, a first step towards the realisation of future European “exascale” operating systems.

5.2.1.2. R&D policy and technological know-how in a competitive environment

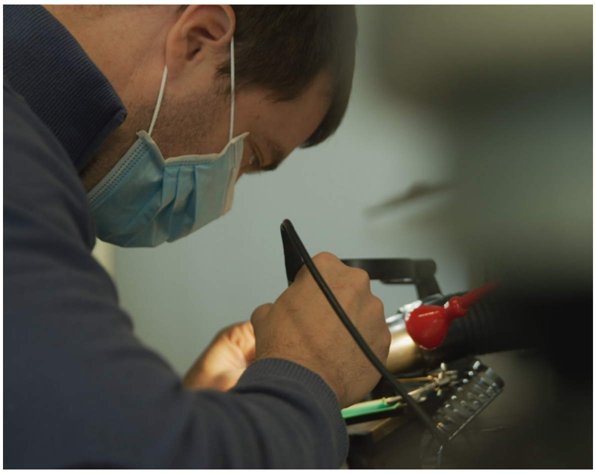
IDENTIFICATION AND DESCRIPTION OF THE RISK

The computer server market is a competitive market, in which solidly established players operate with resources, facilities and experience superior to those of the Group, as well as a stronger reputation. Thus, among the Group's competitors are IBM®, Hewlett Packard Enterprise, Dell EMC, Lenovo, Huawei Technologies, Inspur, SuperMicro®, Fujitsu, QCT, ASUS, GIGABYTE Technology Co., TYAN® Computer, ASRock Rack and CRAY. By comparison, the Group only began marketing its products in 2005 in France, and more recently developed its international presence, in particular by opening subsidiaries in the United States in 2015, in the United Kingdom and in Dubai in 2018 and 2020 in Singapore, Belgium and the Netherlands.

The Group's competitiveness depends on several factors, including:

- technological know-how enabling it to create innovative, high-performance solutions with optimised costs of ownership;
- an ability to offer tailor-made solutions;
- industrial know-how enabling the implementation of turnkey solutions;
- a loyal and established clientele made up of experts in their field;
- an ambitious and attractive growth path; and
- an expert management team supported by dynamic and cosmopolitan teams.

The Group cannot guarantee that its research and development work will systematically lead to a satisfactory finished product. Furthermore, the Group cannot guarantee that there will be no delay in the development of a product compared to the duration initially planned, nor that the finished product will be financially or commercially viable, as production or distribution costs may prove to be too high.



POTENTIAL EFFECTS ON THE GROUP

Competitors who develop more efficient, more innovative or less expensive technologies than those marketed by the Group could generate:

- a loss of the Group's market share and a doubt about its prospects,
- loss of competitiveness with an unfavourable effect on the profitability and future performance of the Group.

RISK CONTROL AND MITIGATION

The Group has recruited profiles with specific skills and the Research & Development team is working on developing innovative products and systems to save energy and look towards renewable energies. For reference, the amounts corresponding to development projects appear in the balance sheet as intangible assets (see 6.7.5.1). The Group has implemented a procedure for launching projects with preliminary assessment and an industrialisation process to mitigate this risk.

The Marketing, R&D and Sales departments monitor the market and competition on a constant basis.

5.2.1.3. Tight relationship with certain significant suppliers or partners

IDENTIFICATION AND DESCRIPTION OF THE RISK

Most of the markets in which the Group operates are marked by the presence of certain large suppliers, such as Intel Corporation, NVIDIA Corporation, Western Digital, Samsung, Zotac, etc. enjoying significant market share and/or bargaining power. The privileged relationships that the Group has been able to develop with certain dominant suppliers (Intel Corporation for example) are key to its success, in particular through its privileged access to certain technologies or products or to advantageous financial conditions.

The Group's top three suppliers represented 44% of the purchases of goods and raw materials during the fiscal year ended 28 February 2021, of which the Group's leading supplier accounted for 29%. By way of reference, in fiscal year 2019/2020, the group's top 3 suppliers accounted for 47% of purchases of goods and raw materials, including 33% for the top supplier. We are in fairly stable proportions tending to dilution.

POTENTIAL EFFECTS ON THE GROUP

These relationships are more complex than simple one-sided dependency relationships and both parties would lose if they deteriorated. However, in many cases, the Group is the "junior partner" and its negotiation margins are more limited than those of its counterpart.
If these partners were to seek to abuse this imbalance in trade negotiations, cause the Group to lose any of the benefits it derives from these relationships, or even terminate its relationships, this could have a significant negative impact on the business, the financial situation, results and outlook of the Group.

RISK CONTROL AND MITIGATION

The partnership relationships that the Group maintains are cultivated by common opportunities. The Group presents certain customer development projects upstream to its suppliers and partners who find it very beneficial to be able to sell components into markets that they do not supply directly, such as OCP and immersion. In addition, this allows the Group to develop by offering its customers a tailor-made and financially advantageous solution.

5.2.2. OPERATIONAL RISKS LINKED TO THE GROUP'S ACTIVITY

5.2.2.1. Dependence on key people

IDENTIFICATION AND DESCRIPTION OF THE RISK

The Group's success has historically been based on Alain Wilmouth, founder, Chairman and CEO of the Company, a well-known figure in the market. He is thus largely responsible for the Group's commercial success with the largest customers. It cannot be guaranteed that these customers will follow the Group once he is less present at the operational level, in particular because of the strengthening of the management team.

In addition, a large number of the Group's senior executives have developed, during their professional career within the Group, significant technical and commercial experience that would be difficult to replace.

POTENTIAL EFFECTS ON THE GROUP

The departure of certain members of management and certain key employees could lead to a loss of know-how and the weakening of certain activities, all the more pronounced in the event of transfer to the competition, as well as shortcomings in terms of technical and commercial skills that may slow down activity and may ultimately alter the Group's ability to achieve its objectives.

RISK CONTROL AND MITIGATION

The recruitment of highly experienced people from a technical and commercial standpoint makes it possible to pass on the know-how from Management and to increase the number of people capable of carrying out large-scale projects within the Group.
Adapting the internal organisation and strengthening internal control are also levers for reducing the risk of dependency. The "2CRSindustrie 4.0"[1] project, launched in 2021, includes a review of all the processes in their upstream phase in order to adapt the organisation and tools to the new size of the Group.
Finally, from an HR point of view, the implementation of a monitoring of key people is envisaged in order to identify these people and to follow their career development.

8 More information in the press release of 14 April 2021.

5.2.2.2. Dependence on certain clients

IDENTIFICATION AND DESCRIPTION OF THE RISK

The Group generated 11% of its turnover with its top customer in fiscal year 2020/21. The top ten customers represented nearly 43% of the Group's sales over the same period.

As a reminder, the top customer and the top 10 represented respectively 50.8% and 78% of turnover just two years ago, in 2018.

POTENTIAL EFFECTS ON THE GROUP

The Group may not be able to meet the demand or needs of its main customers, to retain them or to continue to develop its commercial relations with them. The Group could lose one or more of its customers or main contracts, suffer a significant reduction in the volume of its turnover, or even a substantial change in the conditions governing its commercial relations with them. Also, one of its customers may not honour its order or payment commitments, which would have a negative impact on the Group's financial statements.

RISK CONTROL AND MITIGATION

The acquisition of the Boston Limited group at the end of 2019 and the expansion of the sales team greatly reduces this risk by expanding and diversifying the Group's customer portfolio. In fact, the commercial strategy of the new Group makes it possible to meet the needs of a greater number of customers and in particular large accounts that individual companies could not previously reach due to their smaller presence in the market.

5.2.2.3. International character of the activities and international growth strategy

IDENTIFICATION AND DESCRIPTION OF THE RISK

2CRSi has 21 sales offices (subsidiaries and offices) and provides services to its customers in around fifty countries. During fiscal year 2020/21, 84% of sales and services were thus made outside France. The Group's objective is to extend its operations to other countries. It has thus opened subsidiaries in Singapore, Belgium and the Netherlands in 2020, and plans to open other sales offices or create other subsidiaries in the coming years in Europe, Asia and Africa. The Group would then be exposed to new economic, fiscal, legal, regulatory and political frameworks. This could lead to delays in the marketing of the Group's products on these new markets or even significant costs to ensure compliance with these laws and regulations.
The costs associated with entering and establishing a presence in these markets could be higher than expected, and the Group could be faced with significant competition in these markets.
The Group recognises in particular that its activity could be affected by various risks and difficulties in its target markets, in particular:

- difficulties in managing its operations abroad;
- difficulties and delays in the execution of contracts and in the collection of debts under the legal systems of foreign countries;
- regulatory and legal obligations affecting its ability to enter new markets through partnerships with local entities;
- legislative and regulatory changes;
- divergent business and social practices and procedures;
- export and import restrictions;
- multiple tax regimes (including regulations on transfer pricing, withholding taxes and taxes on transfers of funds and other payments made by subsidiaries);
- restrictions on foreign investment;
- exchange controls and restrictions on the repatriation of funds;
- economic and/or financial sanctions targeting countries under embargo taken in particular by the United Nations, the European Union, France or the United States; and
- potential changes to UK regulations following the UK's exit from the European Union (Brexit), and the trade and cooperation agreement between the EU and the United Kingdom of 30 December 2020.

POTENTIAL EFFECTS ON THE GROUP

If the Group were to be unable to manage the risks associated with its expansion and growth in new foreign markets and, consequently, unable to establish a solid and lasting presence in these markets, its activity, its financial situation, its results and outlook could be negatively and significantly impacted.

RISK CONTROL AND MITIGATION

The Group works with local legal and accounting advisers. In addition, the Group's auditors have a developed international network (EY).
In view of the earnings forecasts released by the British subsidiaries and in the event that British legislation following Brexit turns out to be more restrictive, in particular in terms of taxation of dividend distributions to a foreign parent company, the Group would be exposed to the level of income generated in the UK. In order to limit this possible risk, the Group has decided to set up two holding sub-subsidiaries in the United Kingdom, 2CRSi Ltd and 2CRSi London Ltd. This structuring should enable it to decide on the distribution of the results generated by local companies (with a view to repaying the acquisition debt) without giving rise to cross-border flows.

Finally, the Group is strengthening its support functions which contribute to risk mitigation by organising the monitoring of activities in the various subsidiaries with a view to optimising and harmonising practices.

5.2.3 LEGAL AND REGULATORY RISKS

5.2.3.1. Acquisitions

IDENTIFICATION AND DESCRIPTION OF THE RISK

After the acquisitions of Tranquil PC and the Boston group, the Group could look to study other acquisition opportunities. As was the case with the recent acquisition of Boston Limited, the studies are likely to engage several members of the management team to assess the relevance of the opportunities and to conduct the negotiations in the context of the acquisition. In the event of a significant acquisition, the Group's results will depend in part on its ability to successfully integrate the acquired activities. Such integrations can require the establishment of a complex, long and expensive process and involve a number of risks, including having to bear costs and expenses to deal with unforeseen events, the fact that management diverts its focus from day-to-day operations, increased involvement of management teams due to the increased volume and scope of business following the acquisition.
In addition, the Group cannot guarantee that an acquisition will generate the synergies that may be expected, the cost savings expected, an increase in results and cash flow, better operational efficiency and more generally the benefits which the Group may expect.

POTENTIAL EFFECTS ON THE GROUP

Acquisition opportunities and integration periods involve members of Management and key people who must free up time from operational activities. This acquisition process may have an impact on the Group's activity, its results, its development and its prospects.

The Group may also be exposed to unforeseen liabilities or commitments in connection with such acquisitions. If these responsibilities and commitments are significant or if the Group fails to effectively integrate a new acquisition, this could have a negative effect on its activities, financial position, results, development and prospects.

RISK CONTROL AND MITIGATION

The Group is supported by legal and financial advisers who have already successfully supported it in previous operations.

5.2.4. FINANCIAL RISKS

5.2.4.1. Liquidity risk

IDENTIFICATION AND DESCRIPTION OF THE RISK

Liquidity risk corresponds to the Group's ability to have the financial resources to meet its commitments, i.e. the risk for the Group of not being able to repay its debts.
The Group uses diversified sources of financing, in particular:

- loans from banks;
- financing and guarantees from the BPI;
- refundable advances and subsidies; and
- leasing contracts.

Net financial debt stood at € 69.3 million as of 28 February 2021 and includes € 16.9 million in lease debts (IFRS 16) and € 14.9 million in financial debts linked to the price supplements clauses and put options granted to minority interests in Boston Ltd (€ 11.4 million) as well as to Preference Shares (€ 3.5 million).
The € 15 million loan which made it possible to finance the acquisition of the Boston Ltd shares in December 2019 is subject to covenants relating to the Group's cash level as well as to debt ratios. The repayment of this loan will be made over 5 years; a first payment was made in November 2020.

POTENTIAL EFFECTS ON THE GROUP

The Group's level of net debt could limit its development and growth and have a negative impact on its financial results. A liquidity constraint could lead the Group to refuse or defer orders in the event of difficulty in financing the working capital required to fulfil them.
In addition, if any of the covenants of the financing loan agreement for the acquisition of Boston Limited were to be breached, the bank could demand early repayment of the loan.

RISK CONTROL AND MITIGATION

The Group has entered into a cash flow agreement with its subsidiaries, allowing it to optimise the management of its resources where necessary.

The cash position at the date of publication of this document amounts to € 3.7 million, to which can be added funds available for mobilisation of € 3.7 million. The variation compared to the end of May is linked to various payments made following the settlement received from hubiC in May (repayment of leasing debts, repayment of VAT) as well as the impact on working capital of the first deliveries to the customer CERN for whom no payment has yet been made.

In addition, the historical 2CRSi group did not on 28/02/2021 comply with the agreed cash level and one of the debt ratios (ratio R2, see 6.7.5.11) provided for in the senior loan agreement entered into on 5 December 2019. The bank, warned of non-compliance with this commitment, confirmed its waiver of early repayment of the debt. As of 28/02/2021, the group is in compliance with the two other covenants to which it is subject. At the end of May 2021, the level of cash is in line with the minimum level required in the loan contract.

2CRSI has taken the decision to renew its various PGE (State Guaranteed Loan) contracts; these renewals will be carried out during the second half of 2021/22. In accordance with the terms of these loans, no capital repayment will take place in the 2021/22 financial year.

On the basis of the cash available and the lines that can be mobilised at the date of this document which should allow the Group to cover its forecast cash requirements, the Company considers that it is in a position to meet its due dates for the next 12 months.
The proper management of the receivership procedure for a major client (Blade) is likely to significantly reduce the group's financial mobilisations.

5.2.4.2. Credit risk

IDENTIFICATION AND DESCRIPTION OF THE RISK

The 2CRSi Group works with a large range of customers: its customers are made up of:

- established government entities (e.g. CERN),
- large established groups (e.g. CGG, Dassault, etc.),
- reseller networks and
- also new or recent players in new technologies, which also often experience rapid growth and find it difficult to present a sufficient level of security in terms of credit risk.

The receiverships /chapter 11 of the companies Blade SAS and Blade Global Corp in March 2021 are illustrations of credit risks (see 6.7.1.2.).

POTENTIAL EFFECTS ON THE GROUP

The Group would need to recognise provisions equal to its exposure (doubtful debts, rental equipment or unrecoverable inventories), and if necessary to recognise losses. At the end of February 2021, the total amount of impaired receivables (excluding Blade) amounted to € 0.4 million. The Group may also have to recognise in its income statement the additional costs (legal costs, lawyers and advisers) linked to the management of these risks. The management of these situations is also often time consuming, long, with tight deadlines, and requires the mobilisation of internal resources to the detriment of other actions.

In addition, cash is also impacted due to the non-payment of amounts when due.

RISK CONTROL AND MITIGATION

Controlling customer risk involves various measures:

- 2CRSi has implemented a clientele diversification strategy. These clients include new technology companies as well as players from traditional segments of the economy (financial and banking sector, defence, industries, etc.). 2CRSi also plans to develop partnerships with "integrator" companies of high added value solutions, which often work with companies and groups offering good financial guarantees.
- 2CRSi sells while retaining ownership until final payment for the equipment (retention of title clause in France or other equivalent mechanism depending on the country). 2CRSi also offers the rental of equipment for which it retains full ownership of the goods.
- The Group carefully monitors its work in progress and constantly strengthens their security. It may require some of its customers to pay before delivery.
A customer risk analysis is carried out for new customers and revised regularly for the main work outstanding.
Authorisations for unsecured outstanding items are validated by the Finance Department and by the General Management.
Some of the group's activities are hosting and service contracts, for which, in the event of non-payment, cutting off the service is the most effective measure.

Finally, the Group is stepping up its collection actions. In 2021, it took legal action against one of its clients in the United States.

5.2.5. RISKS RELATED TO COVID-19

The Group was affected by the COVID crisis from early in 2020. As was the case for all players in the electronic and IT sectors, the main immediate consequence of the health crisis was the closure or very limited activity of many factories producing electronic components or subassemblies of computer servers, and the sharp reduction of freight supply linked to the cancellation of almost all international flights with China.

The health crisis then spread to Europe and the rest of the world, impacting many economic sectors and deeply and lastingly modifying work practices (application of barrier processes and development of teleworking).

5.2.5.1. Risk related to component supply difficulties

The pandemic caused by Covid-19 has amplified an existing risk, refer to the analysis above (§ 4.3.1.1.)

5.2.5.2. Risk associated with the degradation operated by credit insurance companies

IDENTIFICATION AND DESCRIPTION OF THE RISK

The credit insurance companies have, on the whole, reviewed their position and reduced the outstanding amounts with customers given the increased likelihood of corporate default risks in this unprecedented period of crisis (growing cash flow difficulties certain sectors in particular or disappearance of companies).

POTENTIAL EFFECTS ON THE GROUP

The position of credit insurance companies could have a negative impact on the Group's cash flow due to:

- payment delays for trade receivables and the reduction in cover of trade receivables;
- requests for prepayment on order or before delivery, required by suppliers also due to the reduction in work in progress granted by their credit insurance companies.

RISK CONTROL AND MITIGATION

The Group asks its customers to make a down payment when ordering for the part of the outstanding not covered by its credit insurance companies.

However, through an external company, it offers its customers financing solutions for the purchase of components as well as hosting and maintenance services to minimise treasury certificate cash disbursements (rental of 3 to 5 years).

The group’s companies have benefitted from the support measures put in place by the various governments, namely:

- in France, a delay in the payment of employer social security charges over the year and part of the leasing instalments (up to € 1.8 million), and the advantages linked to partial activity during the months of March, April and May 2020;
- in the United Kingdom, a deferred payment of VAT at the end of February (€ 1.2 million) and a partial activity scheme.

State Guaranteed Loans (PGE) were granted in France for a total amount of € 10 million. This financing was obtained from leading banks, long-standing partners of the Group. The loan has an initial maturity of one year and an extension option, exercisable by 2CRSi, of up to 5 additional years. 2CRSi has already decided to opt for the extension, which will be effective during the 2nd semester of 2021.

5.2.5.3. Risk linked to variations in the investment needs of the Group's clients

IDENTIFICATION AND DESCRIPTION OF THE RISK

The Group's customers have themselves been impacted by the Covid-19 crisis and they may decide to postpone or temporarily suspend certain purchases and investments. The customer sectors most affected are, for example, the automobile, petroleum, audiovisual production and advertising industries.

POTENTIAL EFFECTS ON THE GROUP

This postponement of orders could have a negative impact on the Group's sales and on its cash flow in the short or even medium term.

RISK CONTROL AND MITIGATION

The Group has stepped up its efforts to further expand its customer base and intensify contacts with companies in the sectors coming out on top from the crisis, namely cloud, internet, gaming, telecom, etc.

5.2.5.4. Risk of delay in the Boston group's integration plan

IDENTIFICATION AND DESCRIPTION OF THE RISK

The acquisition of the Boston Limited group took place in November 2019. The onset of the health crisis in early 2020 caused a delay in the implementation of the integration plan, better understanding of the teams and the search for synergies, in particular in the marketing of 2CRSi products by Boston.

POTENTIAL EFFECTS ON THE GROUP

The delays caused by the health crisis had the effect of delaying actions aimed at obtaining the commercial synergies expected from the acquisition.

RISK CONTROL AND MITIGATION

Maintaining historical management in place is important to ensure business continuity, as a priority. In addition, the various means of remote communication have made it possible to maintain links despite the closure of borders, mainly between France and the United Kingdom.

5.3. INSURANCE AND RISK COVERAGE

For 2CRSi, recourse to insurance is a financial solution that transfers the major risks facing the Group.
This transfer is accompanied by a prevention policy aimed at minimising the risk. The Group monitors its risk assessment in order to best adjust the level of coverage to the risks undertaken.

The Group has two types of cover: on the one hand, Group insurance programmes and, on the other hand, policies taken out locally. Group-level programmes are supervised by General Management, which coordinates insurance policy and risk management.

5.3.1. INSURANCE COVER

To cover the main risks, 2CRSi has set up international insurance programmes which are used by certain subsidiaries of the historic 2CRSi group, except where there are regulatory constraints inherent in the country or more attractive conditions offered by the local market. The subsidiaries integrated into the Group in November 2019 (following the acquisition of 70% of the shares in Boston Ltd) benefit from the insurance programme put in place by Boston. These programmes include the following cover:

· Damage to property and consequent operating losses;

· Operational/product civil liability, including the costs and losses of the Group due to accidental or criminal contamination;

· Environmental civil liability in certain cases;

· Civil liability of corporate officers;

· Damage during transport (and on site);

· Business travel;

· Fraud/cybercrime.

In addition, credit insurance programmes are in place aimed at reducing the risks associated with trade receivables.
Some subsidiaries have taken out additional insurance to meet specific needs (e.g. insurance for vehicle fleets; etc.).

5.3.2. COVER

To cover the main risks, 2CRSi has set up international insurance programmes which are used by certain subsidiaries of the historic 2CRSi group, except where there are regulatory constraints inherent in the country or more attractive conditions offered by the local market. The subsidiaries integrated into the Group in November 2019 (following the acquisition of 70% of the shares in Boston Ltd) benefit from the insurance programme put in place by Boston. These programmes include the following cover:

· Damage to property and consequent operating losses;

· Operational/product civil liability, including the costs and losses of the Group due to accidental or criminal contamination;

· Environmental civil liability in certain cases;

· Civil liability of corporate officers;

· Damage during transport (and on site);

· Business travel;

In addition, credit insurance programmes are in place aimed at reducing the risks associated with trade receivables.

Some subsidiaries have taken out additional insurance to meet specific needs (e.g. insurance for vehicle fleets; etc.).

5.3.2.1. For the historic 2CRSi Group

Insurance type	Guarantees and limits of the main policies taken out
Civil Liability Insurance	→ Guarantee of defence costs and pecuniary consequences (damages) of civil liability due to bodily injury, material and immaterial damage caused to third parties during the insured activities. **Guaranteed amounts:** CL Operation (per claim unless otherwise stated): € 10,000,000 CL After delivery (per insurance year): € 5,000,000
Property Damage Insurance	→ Guarantee on movable and immovable property related to professional activity as well as: → Consecutive costs and losses (costs of excavation, demolition, expert fees, fees for architects, decorators, design, control and engineering offices, loss of rent, etc.); → Related responsibilities (building owner civil liability, rental risks, recourse from neighbours and third parties, etc.); → Additional operating costs resulting from damage to guaranteed equipment → Contractual limitation of compensation for damage to property and consequent operating losses, per event: € 19,900,000
Transported Goods Insurance	→ Guarantee of goods, whatever their mode of transport (road, rail, sea, river or air), against risks such as deterioration, missing items or weight loss, resulting from multiple events, including traffic accident, failure to load or unload, fire, theft, natural event, strike, riot, act of terrorism or war, etc. The Transported Goods insurance protects the company from the limits of liability and the causes of exemption that carriers (basically responsible for damages and losses relating to the goods entrusted to them) may place on their customer. This insurance is taken out in the form of an international insurance programme: Master policy in France + 1 local policy (USA). Contractual limitation per means of transport (sea up to € 5,000,000, air € 3,000,000)
Directors' Liability Insurance	Directors' Liability insurance aims to protect the personal assets of directors against the risks of them being linked to their personal liability. It covers, without name, all past, present and future directors, de jure or de facto, of the subscriber company and its subsidiaries. With regard to natural persons, the insurance contract covers: • Defence costs as soon as their responsibility is called into question (both civil and criminal); • The possible payment of damages; • As well as, in particular: reputational costs, crisis management costs, support costs in the event of restrictive property measures, costs in the event of extradition, psychological support, etc... The Company, as a legal entity, also benefits from the status of insured in a certain number of cases, in particular as the ex officio manager of its subsidiaries and holdings or in the event of fault deemed inseparable. This insurance is taken out in the form of an international insurance programme (see below): Master policy in France + 2 local policies (USA and United Arab Emirates) Capital: Master policy € 10,000,000 per insurance year Each of the local policies: USD 1,000,000
Professional Travel Insurance	Coverage for all employees, trainees, corporate officers, directors and managers of the Company travelling for business anywhere in the world: protection during business travel, as well as support and compensation in the event of an incident

5.3.2.2. For subsidiaries of the Boston Ltd sub-group

Insurance type	Guarantees and limits of the main policies taken out
Liability insurance	**Guaranteed amounts:** Professional: £ 5,000,000 Civil: £ 5,000,000 per event Employer: £ 10,000,000 Products: £ 5,000,000 per insurance year
Technology and Communications Insurance	**Guaranteed amounts:** Computer loss or damage: £ 100,000
Goods transport insurance	**Guaranteed amounts:** Ship, aircraft or means of transport: £ 2,000,000 Site during ordinary transit: £ 2,000,000 Exposure risk: £ 50,000

5.3.3. MEANS PROVIDED BY THE GROUP TO MANAGE THE CONSEQUENCES OF A DISASTER, PARTICULARLY IN THE EVENT OF AN INDUSTRIAL ACCIDENT

In the event of an incident affecting 2CRSi or a Group company, and in particular in the event of an industrial accident, it will rely on its brokers and insurers, involving all the stakeholders and service providers necessary in order to ensure the efficient management and resolution of the incident. All these stakeholders have the experience and the means required to manage exceptional situations.

5.4. RISKS AND DISPUTES: PROVISIONING METHOD

As part of its activities, the 2CRSi Group may be involved in legal proceedings and is subject to tax, customs and administrative controls. The Group only makes a provision for litigation if it is probable that a present obligation resulting from a past event will require a settlement, the amount of which can be reliably assessed.

The valuation of provisions corresponds to the best estimate of the outflow of resources allowing the settlement of this obligation. The provisions may therefore call for a measure of judgment on the part of the Group's management.

With the exception of the bankruptcy proceedings initiated by Blade SAS (receivership) and Blade Global Corp (chapter 11) (see above), to date there are no governmental, judicial or arbitration proceedings, including any pending or threatened procedures of which the company is aware, likely to have or have had during the last 12 months significant effects on the financial situation or the profitability of the company and/or the group.

6

ANNUAL CONSOLIDATED INFORMATION

Pursuant to Article 19 of EU Regulation No. 2017/1129 of 14 June 2017, the following information is included by reference in this Universal Registration Document:

- *The consolidated financial statements for the fiscal year ended 29 February 2020 established in application of IFRS, and the related Statutory Auditors' Report presented respectively on pages 178 to 224 and page 225 of the Registration Document of the company registered with the Autorité des Marchés Financiers on 31 August 2020 under number R 20-019,*
- *The consolidated financial statements for the year ended 31 December 2018 prepared in accordance with IFRS, and the related Statutory Auditors' Report presented respectively on pages 75 to 122 and page 150 of the Annual Financial Report published on 30 April 2019.*

6.1. BUSINESS DEVELOPMENT ANALYSIS

6.1.1. KEY FIGURES FOR THE FINANCIAL YEAR AND CORRECTED 2019-2020 DATA

The year 2020-21 was notable for sustained commercial development in an unprecedented context of the COVID-19 pandemic. The internationalisation of activities and the diversification of the Group's customer portfolio contintues with the signing of significant contracts with new customers and the opening of new subsidiaries.

During the year, 2CRSi also had to deal with the financial difficulties of its long-time client Blade, placed in receivership on 2 March 2021, and whose activities were taken over by hubiC in May 2021.

In millions of Euros	2020-2021 12 months	2019-2020 14 months *(1)*	2019-2020 12 months *pro forma* *(2) (1)*
Turnover	**163.3**	**77.0**	**141.1**
EBITDA	**7.4**	**(2.4)**	**1.1**
EBITDA margin	*4.5%*	*-3.1%*	*0.8%*
Consolidated net income, group share	**(4.2)**	**(6.4)**	**(2.9)**

(1) Corrected data incorporating the error correction described below.

(2) The pro forma 12-month income statement of 1 March 2019 to 29 February 2020 has been established:

- *Based on the consolidated accounts of the historic 2CRSi group over the 14-month period, from which the consolidated accounts established over the period 1 January 2019 to 28 February 2019 for the same scope were deducted.*
- *By adding the consolidated income statement of the Boston Ltd group for the period 1 March 2019 to 29 February 2020, considering that the fair value adjustments determined on 18 November 2019 would have been identical as at 1 March 2019 (without taking into account over the 12 months the amortisation of the customer relationship and the financial expense of accretion of the debt linked to the put).*

ERROR CORRECTION

As part of the preparation of its annual accounts at 28 February 2021, 2CRSi noted that its purchases consumed in the 2019-20 financial year had been undervalued by € 2.8 million following the incorrect recognition of a credit note to be received.
This error led to an overvaluation of the consolidated EBITDA by € 2.8 million and the consolidated net income on the part of the group of € 2.1 million in the accounts for the year ended 29 February 2020.
This error gives rise to a correction in EBITDA of (€ 2.8 million) and of consolidated income of (€ 2.1 million) for the year ended 29 February 2020. The consolidated balance sheet at 29 February 2020 is also modified.

The comparative data for the 2019-20 fiscal year over 14 months and over 12 months pro forma have been updated in all sections of this document. Integrating the consolidation of Boston Limited for the first time, the tasks to close the 2019-20 financial year were also constrained by the direct consequences of the pandemic and the first lockdown. Since then, 2CRSi has strengthened its financial functions in France and the United Kingdom and initiated a plan to improve and adapt the processes to the current situation.

Simplified income statement in millions of Euros - IFRS standards	2019-2020 14 months published	corrections	corrected	2019-2020 12 months *pro forma* published	corrections	corrected
Turnover	**77.0**		**77.0**	**141.1**		**141.1**
Other current operating income	1.7		1.7	0.94		0.9
Income from normal activities	**78.6**	**0.0**	**78.6**	**142.0**	**0.0**	**142.0**
Consumed purchases	*(57.1)*	*(2.8)*	*(59.9)*	*(109)*	*(2.8)*	*(111.8)*
External charges	(8.2)		(8.2)	(12)		(11.7)
Personnel expenditure	(12.4)		(12.4)	(17)		(16.8)
Taxes and duties	(0.6)		(0.6)	(1)		(0.6)
EBITDA	**0.3**	**(2.8)**	**(2.4)**	**3.8**	**(2.8)**	**1.1**
EBITDA margin rate	*0.4%*		*(3.1%)*	*2.7%*		*0.8%*
Other current operating income and expenses	(0.6)		(0.6)	(0.6)		(0.6)
Net allocation to depreciation and provisions	(5.1)		(5.1)	(4.8)		(4.8)
Current operating income	**(5.4)**	**(2.8)**	**(8.1)**	**(1.6)**	**(2.8)**	**(4.3)**
Operating income	**(5.5)**	**(2.8)**	**(8.3)**	**(1.7)**	**(2.8)**	**(4.5)**
Financial result	0.6		0.6	0.9		0.9
Consolidated net income	**(4.5)**	**(2.1)**	**(6.6)**	**(0.6)**	**(2.1)**	**(2.7)**
Consolidated net income, group share	**(4.3)**	**(2.1)**	**(6.4)**	**(0.8)**	**(2.1)**	**(2.9)**
Basic earnings per share (€ / share)	**(0.3)**		**(0.4)**	**(0.1)**		**(0.2)**
Diluted earnings per share (€ / share)	**(0.3)**		**(0.4)**	**(0.1)**		**(0.2)**

6.1.2. ACTIVITY UPDATE

	Accounting data		Figures *pro forma*	
Period	01/03/20 - 28/02/21	01/01/19 - 29/02/20	01/03/19 - 29/02/20	01/03/19 – 29/02/20
Duration	12 months	14 months	12 months	12 months
Scope	Group	Group	Group	including Boston
Turnover (in millions of Euros)	163.3	77.0	141.1	101.0

Group turnover amounted to € 163.3 million as of 28 February 2021 including the contribution of the historical 2CRSi scope of € 55.1 million and of Boston Limited of € 108.2 million, an increase of +15.8 % compared to 2019-20 pro forma for the fiscal year (+ 38% for the historical 2CRSi scope and + 8% for the Boston scope). By way of reminder, the 2019-20 financial year (1 January 2019 - 29 February 2020) showed consolidated Group turnover of € 77.0 million over 14 months, including a contribution of Boston Limited of € 32.5 million from 18 November 2019 to 29 February 2020.

EXPANSION AND DIVERSIFICATION OF THE CUSTOMER BASE

The Group reinforced the trend of broadening and diversifying its customer base: the Group's largest customer represents 11% of sales for the year, compared to 13% in the first half of 2020/21.
The top 10 customers of the Group account for 43% of turnover for the year, compared to 49% in the first half of 2020/21.

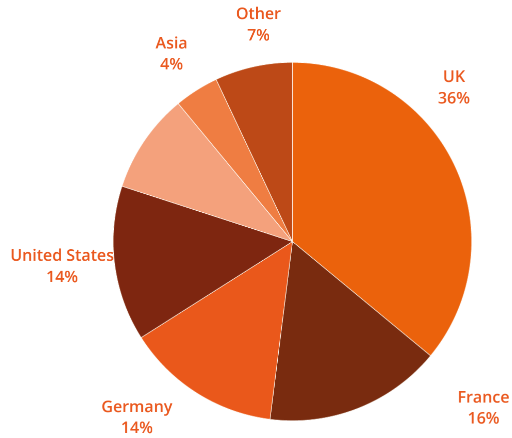
INTERNATIONAL EXPANSION

The good commercial dynamic of 2CRSi is also contributing to the internationalisation of activities with 84% of sales and services carried out outside France.

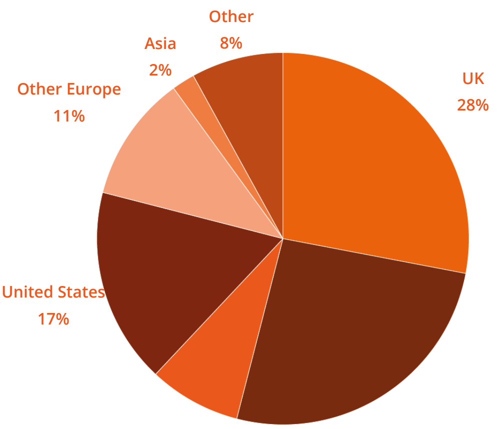
The United Kingdom has become the first country of destination over 12 months with the integration of the Boston group. This also explains the progress in Germany. The share in France is therefore diluted, while the corresponding sales increased by 57% from one year to the next. Sales in the United States are mainly related to deliveries to the datacentres hosting Blade activities, as well as to rental contracts hosted in the new Rouses Point datacentre. Russia represents 5% of the Group's turnover thanks to deliveries made by Boston Limited to a large industrial customer.

Breakdown of turnover by place of delivery

2020/21



2019/20



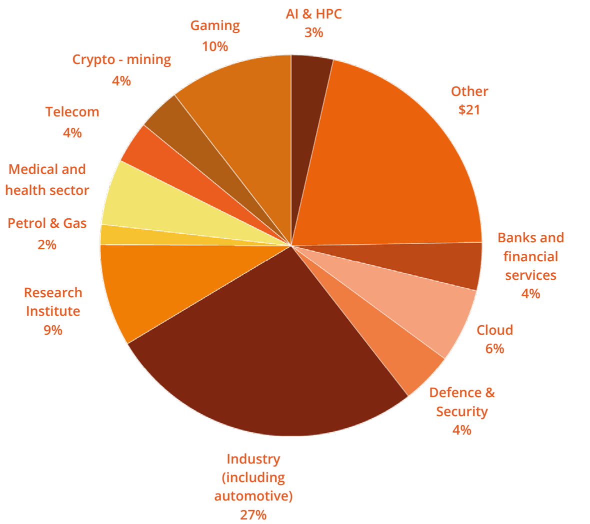
DIVERSIFIED CLIENTS

2020-21 saw major commercial successes with new clients in cloud computing, banking sector, HPC services (high performance computing) and cryptocurrencies, while the Group also continued its activities with its long-term clients such as OVHcloud.

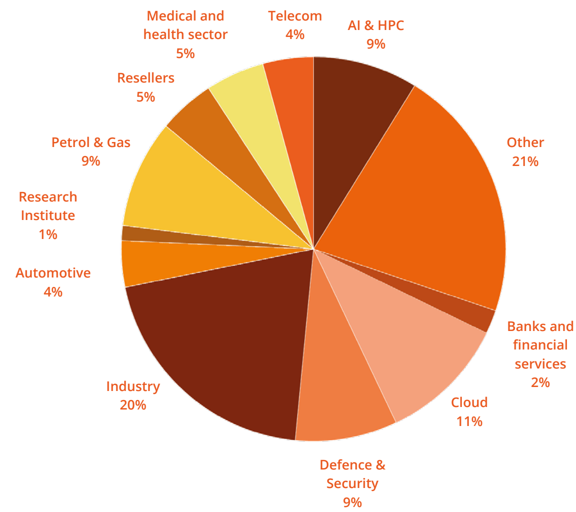
In addition, the value-added distribution activity resulting from the acquisition of Boston Limited also contributed to growth over the year in the defence, research, industrial and IT services sectors, with a large part of its customers being affected by the pandemic.

Breakdown of turnover by business sector

2020/21



2019/20



6.1.3. UPDATE ON EXPENSES FOR THE YEAR

	Accounting data		Figures *pro forma*	
Period	01/03/20 - 28/02/21	01/01/19 – 29/02/20*	01/03/19 - 29/02/20*	01/03/19 – 29/02/20
Duration	12 months	14 months	12 months	12 months
Scope	Group	Group	Group	including Boston
Turnover	163.3	77.0	141.1	101.0
Other income from the activity	3.9	1.7	0.9	0.0
Income from normal activities	**167.2**	**78.6**	**142.0**	**101.0**
Consumed purchases	(129.7)	(59.9)	(111.8)	(83.3)
External charges	(9.4)	(8.2)	(11.7)	(5.1)
Personnel expenditure	(19.5)	(12.4)	(16.8)	(8.6)
Taxes and duties	(0.6)	(0.6)	(0.6)	(0.2)
Other operating income & expenses	(0.6)	-	-	(0.5)
EBITDA	**7.4**	**(2.4)**	**1.1**	**3.3**

(*) Figures restated following the error correction as described in note 6.1.1.

For the 2020-21 financial year, 2CRSi posted a gross margin rate of 20.6% compared to 20.8% in 2019-20 (12 months pro forma).
External expenses amounted to € (9.4) million, which represents a decrease of 20% compared to 12 months 2019-20 pro forma mainly linked to the decrease in marketing and travel expenses from March 2020 due to the pandemic.

Personnel costs stand at € (19.5) million, 12.0% of Group turnover, against € (16.8) million and 11.9% of 2019-20 pro forma turnover. This increase reflects an overall increase in the workforce, which reached 373 employees compared to 355 at the end of February 2020.
In particular, sales teams and sales support were strengthened in the Middle East, the United States and Europe. This includes € (0.5) million in expenses related to the fair valuation of the allocations of free and BSPCE shares in application of accounting standards.
Thus, the EBITDA for the year came to € 7.4 million, up € 6.3 million compared to the pro forma 2019-20 financial year.

6.1.4. OTHER INCOME STATEMENT ITEMS

	Accounting data		Figures *pro forma*	
Period	**01/03/20 - 28/02/21**	**01/01/19 - 29/02/20**	**01/03/19 - 29/02/20**	**01/03/19 – 29/02/20**
Duration	**12 months**	**14 months**	**12 months**	**12 months**
Scope	**Group**	**Group**	**Group**	**including Boston**
EBITDA	**7.4**	**(2.4)**	**1.1**	**3.3**
Other current operating income and expenses	(0.2)	(0.6)	(0.6)	0.0
Net allocation to depreciation and provisions.	(6.6)	(5.1)	(4.8)	(1.2)
Current operating income	**0.6**	**(8.1)**	**(4.4)**	**2.1**
Operating income	**0.6**	**(8.3)**	**(4.5)**	**2.1**
Financial result	(5.0)	0.6	0.9	(0.3)
Consolidated net income	**(4.3)**	**(6.6)**	**(2.7)**	**1.5**
Consolidated net income, group share	**(4.2)**	**(6.4)**	**(2.9)**	**1.1**

Net allocations to depreciation and provisions are € (6.6) million. The increase compared to 2019-20 (12 months pro forma) is explained mainly by additional depreciation charges of € 1.1 million and an increase of € 0.7 million in operating and current asset depreciation provisions.
Operating profit for the year came to € 0.6 million.
The financial result is negative at € (5.0) million.
This was impacted in the main by the depreciation of Blade shares € (2) million, the depreciation of financial receivables on 2020 Blade leases € (2.5) million, exchange losses € (0.5) million and lower financial income associated with 2CRSi equipment rentals € (0.2) million.
With income tax on profits of + € 0.1 million, including + € 0.4 million related to deferred taxes, the consolidated net income on the part of the group is € (4.2) million for the year.

6.1.5. HIGHLIGHTS OF THE FINANCIAL YEAR

FIRST IMPACTS OF COVID-19

At 27 February 2020, 2CRSi highlighted the very significant effects of the crisis in Asia on many suppliers, with the closure or very sharp reduction in the activities of many factories of electronic components or sub-assemblies of computer servers. Added to this was the sharp reduction in freight supply linked to the cancellation of almost all international flights with China.
These effects of the pandemic negatively impacted the first months of calendar year 2020. In addition, the growing scarcity of supply has naturally been accompanied by a rise in the market price for certain components, particularly for memory components (DDR4), data storage components (NAND Flash), graphics processors (GPU) and processors (CPU).

From the end of February to the end of March, the health crisis then spread to Europe and the United States. The activity of Asian component manufacturers remained limited, between 15 and 30% of their production capacity.

While several major commercial negotiations were postponed due to COVID-19, the sales teams still operating saw increased interest in certain sectors, such as cloud computing and online video gaming.

BLADE ORDER OF € 24.9 MILLION

On 27 April 2020, 2CRSi announced that it had accepted an order from Blade for a total amount of € 24.9 million. This order was aimed at equipping the mid and high-end ranges of the PC service in the "Shadow" cloud. 2CRSi developed a whole new type of compute servers, even more efficient both in terms of the resources used for their manufacture and in terms of energy consumption, with an expected gain of over 30% compared to market standards.

2CRSi STRENGTHENS ITS PRESENCE IN THE ASIAN MARKET WITH THE OPENING OF A SUBSIDIARY IN SINGAPORE

On 13 May 2020, 2CRSi announced the opening of a subsidiary in Singapore. This new commercial establishment is part of the Group's development strategy aiming to expand its positions to take advantage of the very strong growth prospects in the Asian market.

The creation of the “2CRSi Singapore PTE Ltd” subsidiary, which will host an initial local team of 3 employees, is part of the Group's desire to expand its commercial coverage in South-East Asia. This reinforcement came after orders delivered to the zone in 2018 and 2019 for a total of more than 2 million Euros. Beyond these orders, the establishment of this subsidiary is also motivated by the sustained pace of commercial consultations requiring a permanent presence in the country, in order to take full advantage of the opportunities in this buoyant market and in the other countries of the zone.

Singapore has become a centre for world-class technological innovation in just a few years, as well as a strategic zone in the deployment of advanced infrastructure for more so for Chinese tech giants (BATX, i.e. Baidu, Alibaba, Tencent and Xiaomi) than American (GAFAM). According to a report published in August 2019 by Cushman & Wakefield, Singapore has the strongest prospects in Southeast Asia in the datacentre sector and is the third largest market in the world.

With the integration of the Boston Limited distribution network and this new subsidiary, the Group now has 21 sales offices located in 11 countries.

2CRSi SUPPORTS THE GAMESTREAM CAPITAL INCREASE

On 19 May 2020, 2CRSi announced its participation in the Gamestream capital increase, world leader in B2B video game streaming services, in the amount of € 400k.

This support is part of a long-term partnership between 2CRSi and Gamestream, including a first investment by 2CRSi of around € 1 million at the end of December 2018 and the use by Gamestream of 2CRSi servers since 2018 . After this second operation, the 2CRSi stake amounts to 14.4% of the Gamestream capital.

Founded in 2015 and launched commercially in 2019, in less than two years Gamestream has risen to be world leader in cloud gaming solutions for the B2B market. The start-up provides telecom and hospitality professionals (hotels, hospitals, etc.) its turnkey and “multi-device” solution (TV, smartphones, PCs and tablets) in Europe, Asia and the Middle East. Gamestream thus offers its services to giants such as Etisalat (leading telecom operator in the UAE), Telkom Indonesia (leading operator in Indonesia), Sunrise (leading 5G telecom operator in Europe) and Medion (leading PC brand in Germany).

In order to provide the best high resolution gaming experience (up to 4K), Gamestream exclusively uses 2CRSi servers. Users can thus access a catalogue of video games from the main market publishers at very high speed.

The recently completed fundraising of € 3.5 million marks a decisive step in the development of Gamestream, which aims to double in size in two years. The company intends to pursue an offensive strategy to consolidate its progress by strengthening its development teams, enriching its content catalogue and finally the opening of a branch in Asia in the near future.

2CRSi AND LINKOFFICE ENTER INTO A CONTRACT FOR A TOTAL AMOUNT OF € 6.5M

On 26 May 2020, 2CRSi and Linkoffice, the B2B VDI expert, signed a contract for the supply of compute and storage servers.

The contract covers the supply of a hardware and software infrastructure integrating Intel® Xeon® Platinum processors, the best produced by Intel to date. The first firm order (around a quarter of the total) will be delivered in 2020. The following tranches will be conditioned, among other things, on the perfect execution of this first part. The duration of the contract is four years.

2CRSi's technical solution includes an innovative cooling system (direct liquid cooling) and a very large data storage capacity.

For reliability issues and national preference, the platform will be hosted in a French datacentre which, associated with a waste heat reuse system, will greatly reduce the ecological impact and the operating costs of Linkoffice.

The COVID-19 pandemic has triggered an acceleration in certain trends within companies. The generalisation of teleworking reinforces the need for a strong, permanent and secure "link to the office". During this unprecedented crisis, Linkoffice successfully supported all of its clients in setting up a home office work model (more than 10,000 employees in less than 48 hours). This success once again demonstrated the reliability and ease of use of its solution used by accounting firms.

As part of the contract signed, Linkoffice will benefit from commercial reinforcement from 2CRSi. The Linkoffice range will now be offered through the entire Group distribution network in France and internationally, both in the accountancy world as well as many other fields of activity where the confidentiality of information is a critical issue.

With this order, Linkoffice, a new 2CRSi customer, is among the top 20 French customers in 2020.

2CRSi TO CONQUER THE UNITED STATES AND ASIA WITH THE RECRUITMENT OF WALLY LIAW AS PRESIDENT

On 4 June 2020, 2CRSi announced the appointment of Wally Liaw, former co-founder of computer server manufacturer Supermicro ($ 3.5 billion in global revenue), as President of 2CRSi Corporation. This appointment marks an important step in the realisation of 2CRSi's growth ambitions on a global scale. Wally is in charge of the United States and also East Asia.

IMPLEMENTATION OF AN EMP FOR AN APPROXIMATE AMOUNT OF € 10 MILLION

On 29 September 2020, 2CRSi announced that it had received agreements from a group of banking partners for a loan of around 10 million Euros, 90% guaranteed by the French State (PGE).

This new financing was obtained from leading banks, long-standing partners of the Group. The loan, which is non-dilutive for the shareholders, has a fixed annual interest rate of 0.25% for the first year; it has an initial maturity of one year and an extension option of up to 5 additional years, exercisable by 2CRSi.

APPOINTMENT OF A NEW INDEPENDENT DIRECTOR TO THE BOARD

On 9 October 2020, 2CRSi announced the appointment of Mr. Dominique Henneresse as independent director on its Board of Directors.

This followed the adoption of the fifth resolution on the order of the General Meeting of 25 September 2020.

Aged 68, graduate of Sciences Po Strasbourg and MBA HEC, Dominique Henneresse held the positions of management controller, then Administrative and Financial Director in subsidiaries of large groups such than Alcatel, Steelcase Strafor and Point P. After managing an industrial SME, Dominique Henneresse joined the De Dietrich group in 1996, first with DAF Group and then, from 2000, as CEO of De Dietrich Thermique (DDT). When DDT was sold, he also became co-manager of the Dutch group De Dietrich Remeha (DDR). Since 2010, he has been working as a business consultant. He has held numerous ETI mandates on supervisory boards or strategic committees.

In accordance with the recommendations of the Middlenext code, the Board of Directors of the 2CRSi Group now has 2 independent members out of a total of 7 directors, 4 men and 3 women.

OVHCLOUD JOINS FORCES WITH 2CRSi FOR ITS ASIAN DATACENTRES

On 13 October 2020, 2CRSi announced that it had been chosen by OVHcloud, the European cloud leader, to supply the servers for its Public Cloud offer in Singapore and Australia.

With more than 1.5 million customers and more than 30 datacentres operating across 4 continents, OVHcloud is a global reference in the cloud market. As part of its multi-local development strategy, the French group sees 2CRSi's high performance server solutions as the answer to the speed and reliability requirements for its Public Cloud solution, now offered in its shared datacentres, in Singapore and Australia.

With the 2CRSi OCtoPus 3 servers, OVHcloud will benefit from the most advanced technologies in the sector, also recognised for their reduced energy consumption. The servers will be installed in OCtoRack 42 SL modular racks, designed by 2CRSi in order to increase the computing density available per m² while maintaining modular dimensions suitable for the usual datacentre standards.

The first deliveries were scheduled for December 2020 but most of the investments planned by OVHcloud are expected from 2021, in accordance with the Group's growth plan. 2CRSi will communicate on the orders as they are delivered.

UPDATE ON THE IMPACTS OF THE COVID-19 PANDEMIC

On 13 October 2020, during the publication of sales for the first half of 2020/21, 2CRSi examined the impact of the pandemic. This indicates that the Group's activity has been affected at different levels by the global health crisis since the start of 2020.
The impact, felt in January 2020, concerned both (i) supplies, which are still slightly impacted today in terms of delivery times and cost, and (ii) commercial activity. In fact, customers in certain sectors affected by the crisis, such as automotive, aeronautics and oil, have often preferred, out of prudence, to defer their investments, while other sectors, such as cloud computing, online video gaming and telecoms, have been overstretched in times of crisis and have invested in their IT infrastructures. The Group therefore believes that it is now sufficiently diversified to cope as well as possible with the situation.

GO2CLOUD CHOOSES 2CRSi AS PREFERRED PARTNER TO PROVIDE HIGH PERFORMANCE SERVERS

On 24 November 2020, 2CRSi announced that it had been chosen by go2cloud, the European leader in high performance computing services - HPC as a Service (HPSaaS), to provide additional capacities to equip its datacentres.
go2cloud, a European provider of high performance computing (HPC) services, has chosen 2CRSi as its preferred partner to develop its capabilities in Europe and the Middle East.
The partnership translates into three orders to be delivered to go2cloud datacentres in Europe by the end of 2020. These new multiprocessor servers will provide additional capacity for go2cloud customers.

2CRSi SIGNS CONTRACT OF NEARLY $ 6 MILLION TO SUPPLY COMPUTING POWER TO US FINTECH SPECIALIST COIN CITADEL

On 23 December 2020, 2CRSi announced that it had been chosen by Coin Citadel, an American company specialising in cryptocurrency and blockchain, in order to provide it with additional green computing power.
2CRSi will provide the American fintech company Coin Citadel with additional computing power as part of the focus placed by the Group on certain strategic verticals such as finance. In order to meet Coin Citadel's need for efficient servers, both from an environmental and financial standpoint, 2CRSi offered Octopus 1.4 servers equipped with 2 processors (CPU) and 4 graphics cards (GPU). This first order represents a total amount of nearly US $ 6 million.
Coin Citadel is an American technology company specialising in the supply of computing power for cryptocurrency mining; it very recently made the decision to also engage in peer-to-peer (P2P) payments and blockchain. The additional CPU/GPU computing power provided by 2CRSi will double the current Coin Citadel capacity and complement that of its ASIC miners.

2CRSi PARTICIPATES IN EUROPEAN DIGITAL SOVEREIGNTY

On 29 January 2021, 2CRSi announced that it had been selected by the European Commission to help design and manufacture 100% European high performance computing (HPC) systems.
2CRSi stated that it is part of the consortium selected by the European Commission to design and manufacture 100% European pilot systems based on RISC-V accelerators, a first step towards the realisation of future European “exascale” operating systems.
Over the past year, the COVID-19 crisis has exposed and exacerbated a number of European weaknesses. Europe thus began to recognise the need to defend its sovereignty. Digital sovereignty is one of the five priority issues identified. The European PILOT project (acronym meaning Pilot using Independent, Local and Open Technologies) will be the first creation of two high performance computing (HPC) and high performance data analysis (HPDA) accelerators, fully designed, implemented and manufactured in Europe and owned by Europe. The project combines open-source software with proprietary, open-source hardware to form the first fully European “full-stack” integrated accelerator and ecosystem, based on a RISC-V architecture coupled with ordinary processors.

To produce a “full stack” research prototype (software and hardware), the PILOT project will use and complement the work already carried out within the framework of multiple European projects such as the European Processor Initiative, MEEP, POP2, CoE, EuroXA and ExaNeSt.
PILOT incorporates 20 public and private participants, each working on a specific part of the project. 2CRSi acts as a manufacturer of computer servers. 2CRSi will provide server solutions based on its OCtoPus platform for host systems and open compute accelerator solutions, and will also work on the integration of the solution in immersion tanks and on the communication between the system’s different tanks.
The presence of 2CRSi within this consortium places the Group at the forefront of European technological players. It also demonstrates the interest in 2CRSi's strategy: designing low energy consumption servers that are also produced locally. Strong commitments which today allow 2CRSi to distinguish itself from the main market players.
The work of the 2CRSi teams within the consortium over the next 3 years will be rewarded with a grant of 2.4 million Euros.

2CRSi SIGNS AN IMPORTANT FIRST CONTRACT WITH ONE OF THE WORLD’S LEADING BANKING GROUPS

On 11 February 2021, 2CRSi announced that it had been selected by a global French banking group to provide a high performance and energy efficient computing solution, hosted in France.
The investment banking subsidiary of this leading French banking group performs daily risk calculations using complex algorithms developed in-house. These calculations are essential for banking establishments both from an operational and regulatory point of view. They require significant computing power.
With a capacity of 40,704 computing cores, integrating the latest generation of Intel®Xeon®Cascade Lake Advanced Performance processors, scalable on demand and coupled with a liquid cooling system allowing reduced operating energy requirements, the 2CRSi designed infrastructure combines technological prowess with ecological performance. The Group's solution is also novel for its recovery of the heat generated by its servers, which will be reused in the building's domestic hot water production system.
With the goal of reliability, proximity and sovereignty with respect to maintaining critical assets in the territory, the platform will be hosted in a French datacentre, located in Ile-de-France and operated by Green Data, a joint subsidiary of Azur Datacentre and 2CRSi.

With this first contract, 2CRSi enables this international bank to acquire a turnkey solution in France which combines (i) high computing performance, (ii) reduction of operating expenses and (iii) reduction of the environmental footprint linked to the bank's own operation.
The contract provides for the provision of the server infrastructure for a period of 5 years. This is reflected in fully recognised turnover up to the level of the equipment delivered. The corresponding collection, initially planned for the commissioning of the servers, finally took place in April 2021.

2CRSi GROUP SUCCESSES IN THE LATEST CERN CALLS FOR TENDERS WITH CONTRACTS WORTH OVER $ 15 MILLION

On 15 February 2021, 2CRSi won several contracts as part of calls for tenders organised by CERN (European Organization for Nuclear Research).
The 2CRSi Group has just signed new contracts with CERN, the largest particle physics centre in the world, for the supply of thousands of compute servers equipped with AMD EPYC processors as well as JBoD storage systems, in order to support the latest scientific projects of the Organization.
CERN is one of the most prestigious scientific laboratories in the world. Its vocation is fundamental physics, the discovery of the Universe’s constituents and laws. The technological complexity of the CERN experiments is extreme and the computing resources are subject to severe constraints. By optimising computing times, the new servers and storage capacity provided by the 2CRSi Group will help meet the many challenges to come.
The 2CRSi Group cultivates close proximity to the world's largest scientific research centres as supplier to many leading research institutes and academic establishments. After being selected in July 2019 for its storage solutions, this new success with CERN strengthens the 2CRSi strategy of technological differentiation.
Following these calls for tenders, the 2CRSi Group won several CERN contracts, directly and via partner resellers, for a total turnover exceeding 15 million dollars. Due to the constraints imposed by the pandemic, deliveries can only start in April. Consequently, the Group expects to recognise the related revenue for the 2021-22 financial year (ending 28 February 2022).

6.2. CONSOLIDATED ANNUAL ACCOUNTS

The consolidated financial statements for the year ended 28 February 2021 are presented in paragraphs 6.3 to 6.7.
The period considered begins on 01/03/2020 and ends on 28/02/2021, i.e. a period of 12 months.
The duration of the previous financial year ended 29/02/2020 was 14 months.

6.3. CONSOLIDATED ANNUAL INCOME STATEMENT AND CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

In thousands of Euros	Notes	Fiscal year 2020/2021 (12 months)	Fiscal year 2019/2020 (14 months) (*)
Turnover	2.5.4.1	163,339	76,972
Other income from the activity	2.5.4.2	3,877	1,676
Consumed purchases	2.5.4.3	(129,707)	(59,864)
Margin rate on turnover		*20.6%*	*22.2%*
External charges	2.5.4.3	(9,426)	(8,215)
Personnel expenditure	2.5.4.4	(19,534)	(12,405)
Taxes and duties		(598)	(555)
Other operating income and expenses		(590)	0
EBITDA	**2.5.4.5**	**7,361**	**(2,391)**
EBITDA margin rate on turnover		*4.5%*	*-3.1%*
Other current operating income and expenses	*2.5.4.5*	*(216)*	(605)
Net allocations for depreciation and provisions	2.5.4.5	(6,575)	(5,111)
Current operating income		**569**	**(8,107)**
Other non-current operating income and expenses		0	(195)
Operating income		**569**	**(8,302)**
Cost of gross financial debt		(2,491)	(2,029)
Other net financial income		2,009	2,676
Net provisions for depreciation of financial assets and other financial provisions		(4,532)	0
Financial result	**2.5.4.6**	**(5,015)**	**647**
Profit before taxes		**(4,445)**	**(7,655)**
Taxes	2.5.4.7	119	1,042
Net profit		**(4,326)**	**(6,613)**
Group share		(4,188)	(6,384)
Minority share		(139)	(229)

(*) Figures restated following the correction described in note *6.7.1.3.*

Compared to the 12-month *pro forma* of 2019-2020:

In thousands of Euros	Notes	Fiscal year 2020/2021 (12 months)	Fiscal year 2019-2020 *Pro forma* (12 months)(*)
Turnover	2.5.4.1	163,339	141,081
Other income from the activity	2.5.4.2	3,877	943
Consumed purchases	2.5.4.3	(129,707)	(111,772)
Margin rate on turnover		*20.6%*	*20.8%*
External charges	2.5.4.3	(9,426)	(11,748)
Personnel expenditure	2.5.4.4	(19,534)	(16,804)
Taxes and duties		(598)	(631)
Other operating income and expenses		(590)	0
EBITDA	**2.5.4.5**	**7,361**	**1,070**
EBITDA margin rate on turnover		*4.5%*	*0.7%*
Other current operating income and expenses	2.5.4.5	*(216)*	(606)
Net allocation to depreciation and provisions.	2.5.4.5	(6,575)	(4,847)
Current operating income		**569**	**(4,383)**
Other non-current operating income and expenses		0	(91)
Operating income		**569**	**(4,474)**
Financial result	**2.5.4.6**	**(5,015)**	**917**
Profit before taxes		**(4,445)**	**(3,557)**
Taxes	2.5.4.7	119	874
Net profit		**(4,326)**	**(2,683)**
Group share		(4,188)	(2,896)
Minority share		(139)	213

(*) Figures restated following the correction described in note 6.7.1.3.

The *pro forma* income statement over 12 months from 1 March 2019 to 29 February 2020 has been determined:

- Based on the consolidated accounts of the historic 2CRSi group over the 14-month period, from which the consolidated accounts established over the period 1 January 2019 to 28 February 2019 for the same scope were deducted.
- By adding the consolidated income statement of the Boston Ltd group for the period 1 March 2019 to 29 February 2020, considering that the fair value adjustments determined on 18 November 2019 would have been identical as at 1 March 2019 (without taking into account over the 12 months the amortisation of the customer relationship and the financial expense of accretion of the debt linked to the put).

The consolidated statement of comprehensive income is as follows:

In thousands of Euros	Fiscal year 2020/2021 (12 months)	Financial year 2019/2020 (14 months)*
Net profit	**(4,326)**	**(6,613)**
Conversion differences	(736)	51
Items recyclable to profit or loss	**(736)**	**51**
Actuarial gains and losses on retirement obligations net of deferred taxes	50	41
Items not recyclable to profit or loss	**50**	**41**
Comprehensive income for the period	**(5,013)**	**(6,521)**
Group share	(4,822)	(6,326)
Non-controlling interest share	(190)	(195)

** Figures restated following the correction described in note 6.7.1.3.*

6.4. ANNUAL CONSOLIDATED BALANCE SHEET

Statement of Financial Position			
In thousands of Euros	Notes	28/02/2021	29/02/2020 (*)
ASSETS			
Goodwill	2.5.5.1	7,763	7,062
Intangible assets	2.5.5.1	15,641	15,750
Tangible assets	2.5.5.2	22,186	23,637
Financial receivables (non-current)	2.5.5.4	7,163	10,925
Other non-current financial assets	2.5.5.7	1,401	3,000
Deferred tax assets		1,768	1,725
Non-current assets		**55,921**	**62,099**
Stocks	2.5.5.5	32,222	34,520
Customers	2.5.5.6	28,106	21,820
Other current assets	2.5.5.7	12,084	15,011
Financial receivables (current)	2.5.5.4	28,139	11,796
Cash and cash equivalents		4,544	10,175
Current assets		**105,096**	**93,322**
Total assets		**161,017**	**155,421**
In thousands of Euros		28/02/2021	29/02/2020
EQUITY AND LIABILITIES			
Capital	2.5.5.8	1,282	1,282
share premiums	2.5.5.8	46,084	46,084
Reserves	2.5.5.8	(2,429)	4,155
Profit for the year assignable to the owners of the company	2.5.5.8	(4,188)	(6,384)
Equity assignable to the owners of the company		**40,749**	**45,138**
Reserves for non-controlling interests		70	120
Result from non-controlling interests		(139)	(229)
Non-controlling interests		**(69)**	**(109)**
Total equity		**40,680**	**45,029**
Loans and financial liabilities	2.5.5.9	33,831	37,425
Non-current rental liabilities	2.5.5.9	14,005	15,525
Employee benefits	2.5.5.13	497	386
Deferred tax liabilities		2,732	3,115
Other non-current liabilities	2.5.5.14	1,342	0
Non-current liabilities		**52,407**	**56,451**
Current financial debts	2.5.5.9	23,112	14,460
Current rental debts	2.5.5.9	2,859	2,137
Other current provisions	2.5.7.4.	335	265
Trade payables	2.5.5.11	24,057	20,336
Other current liabilities	2.5.5.12	17,568	16,742
Current liabilities		**67,931**	**53,941**
Total equity and liabilities		**161,017**	**155,421**

(*) Figures restated following the correction described in note 6.7.1.3.

6.5. CHANGE IN ANNUAL CONSOLIDATED SHAREHOLDERS' EQUITY (*)

Changes in equity								
(Amounts in € k)	Capital	Premiums linked to capital	Reserves	Actuarial difference and currency effects	Profit/loss for the year	Shareholders' equity, group share	Non-group interests	Total shareholders' equity
Situation at closure of 2018.12	**1,282**	**46,084**	**(67)**	**(17)**	**3,705**	**50,986**	**82**	**51,069**
Allocation of income for the 2018.12 financial year			3,705	-	(3,705)	-	-	-
Variation in exchange rates				33		33	18	51
OCI not recyclable				25		25	16	41
Result					(6,381)	(6,381)	(229)	(6,610)
Overall result	-	-	-	58	(6,381)	(6,323)	(195)	(6,518)
Change in scope								
Liquidity contract								
Other movements			477			477	5	482
Situation at closure of 2020.02	**1,282**	**46,084**	**4,115**	**41**	**(6,381)**	**45,140**	**(108)**	**45,031**
Allocation of income for the 2020.02 financial year			(6,381)	-	6,381	-	-	-
Variation in exchange rates				-684		(684)	(52)	(736)
OCI not recyclable				50		50		50
Result					(4,188)	(4,188)	(139)	(4,326)
Overall result	-	-	-	(635)	(4,188)	(4,822)	(190)	(5,013)
Change in scope								
Liquidity contract								
Other movements			431			431	232	663
Situation at closure of 2021.02	**1,282**	**46,084**	**(1,835)**	**(594)**	**(4,188)**	**40,749**	**(67)**	**40,680**

(*) 2020.02 figures restated following the correction described in note 6.7.1.3.

"Other movements" in reserves amounted to € 431k. They are mainly impacted by the allocation of free shares (impact of € 446k) and changes in treasury shares.

Changes in exchange rates (€ 736k) are mainly linked to the change in the financial receivable.

2.4 ANNUAL CONSOLIDATED CASH FLOW STATEMENT

The "Loan issues" section is detailed in Note 2.5.5.9. The line "Financial interests received" is detailed in note 6.7.4.6.

In thousands of Euros	28/02/2021	29/02/2020 (*)
Net profit	(4,326)	(6,613)
Elimination of allocations for depreciation and provisions (including financial)	10,169	4,450
Capital gain or loss	148	229
Neutralisation of financial income (excluding depreciation and provisions)	489	1,045
Other income and expenses with no cash impact	653	329
Elimination of tax expense / income	(119)	(1,042)
Self-financing capacity	**7,014**	**(1,602)**
Tax paid	(158)	(1,362)
Change in financial receivable	(14,881)	8,364
Change in working capital requirement	5,898	6,838
Net cash from operating activities	**(2,127)**	**12,239**
Acquisition of intangible and tangible fixed assets	(4,268)	(3,514)
Equity securities	(440)	-
Impact of changes in scope	0	(13,845)
Disposal of tangible and intangible fixed assets	197	17
Change in loans and advances granted	(321)	(914)
Net cash from (used by) investment activities	**(4,832)**	**(18,256)**
Dividends paid by the consolidating company	(175)	(175)
Capital increases (reductions)		-
Net disposal (acquisition) of treasury shares	63	
Loan issues	14,767	25,191
Loan repayments	(14,684)	(17,533)
Interest paid	(2,048)	(3,575)
Financial interest received	2,019	-
Factoring	453	(2,621)
Net cash from (used by) finance activities	**395**	**1,287**
Impact of variation in exchange rates	(149)	8
Cash flow change	**(6,714)**	**(4,722)**
Cash and cash equivalents at opening	*9,779*	*14,501*
Cash and cash equivalents at closing	*3,066*	*9,779*

(*) Figures restated following the correction described in note 6.7.1.3.

The change in cash flow is strongly impacted by the change in financial receivables (- € 14.9 million over the year), taking into account new financial receivables related to finance leases (€ 26.2 million, of which € 16.6 million are linked to Blade) and payments recorded over the year in the amount of € 11.3 million.

As of 28 February 2021, the Group had € 3.2 million in authorised overdraft lines, used up to € 1.5 million, as well as € 9.9 million in financing of commercial transactions (excluding the € 2 million BPI advance).

6.7. NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS

Notes to the consolidated financial statements

6.7.1. OVERVIEW OF THE ACTIVITY AND KEY EVENTS

6.7.1.1. Information relating to the Company and its activity

2CRSi is a public limited company incorporated under French law, listed on Euronext Paris, compartment C. The Company and its subsidiaries are hereinafter referred to as "the Group" or "the 2CRSi group". The registered office of the Company is located at 32, rue Jacobi Netter, 67200 Strasbourg (France).

The consolidated accounts at 28 February 2021 reflect the accounting situation of the Company and its subsidiaries.

On 30 June 2021, the Board of Directors approved the annual consolidated accounts and the management report of 2CRSi.

The integration of Boston Limited into the Group's consolidated accounts carried out from 18 November 2019 is reflected for a full financial year to 28 February 2021.

The 2020-21 financial year shows consolidated Group turnover of € 163.3 million, including a contribution from Boston Limited of € 108.2 million and the historical 2CRSi group of € 55.1 million.

During the 2020-2021 fiscal year, the Group's global geographic coverage was further strengthened through increased sales forces and an expanded international distribution network. With 21 offices and more than 50 distribution and resale partnerships, the Group directly or indirectly covers more than 50 countries.

Over the 2020-21 fiscal year, 2CRSi confirmed its international positions with 84% of its business carried out outside France.

The Group posted a gross margin of 20.6% for the fiscal year, compared to 20.8% for the 2019-20 fiscal year.

External charges amount to € (9.4) million, down 20% compared to the previous year (pro forma 12 months). Marketing and travel costs have fallen significantly due to the pandemic.

Personnel costs amounted to € (19.5) million, i.e. 12.0% of turnover, compared to 11.9% in 2019-20. This increase reflects an overall increase in the workforce, with 373 employees versus 355 in 2019-2020. In particular, the sales and sales support teams were strengthened in the Middle East, the United States and in Europe. The amount is also impacted by € (0.5) million due to the inclusion of free allocation plans and BSPCE in application of accounting standards.

Thus, EBITDA stands at € 7.4 million. Depreciation and provisions are € (6.6) million. Depreciation charges increased by € 1.1 million and operating provisions increased by € 0.7 million.

Operating profit for the year came to € 0.6 million.

The financial result is negative at € (5.0) million. This was impacted in the main by the depreciation of Blade shares € (2) million, the depreciation of financial receivables on 2020 Blade leases € (2.5) million, exchange losses € (0.5) million and lower financial income associated with 2CRSi equipment rentals € (0.2) million.

With income tax income of € 0.1 million, group share of consolidated net income is € (4.2) million for the year.

6.7.1.2. Key events

COVID-19

The Group's sales were impacted by the effects of the COVID-19 pandemic which affected all the countries in which the Group is active. From January 2020, many component factories were closed and the transport supply greatly reduced. Some customers have postponed the delivery of their orders, the decision-making time has increased.

During the various phases of lockdown and limited movement, presence on sites was limited to production and logistics teams (France, United Kingdom and Germany) and teleworking was widely practiced by other functions. Boston's integration process was slowed down by the travel constraints. However, the sales teams continued their activities remotely and the relationships we have with our suppliers have made it possible to avoid major supply restrictions.

The impacts on commercial activity show strong contrast with sectors such as Automotive, Oil, Audiovisual Production and Advertising which suffered a reduction, while conversely the Cloud, Internet, Gaming and Telecommunications sectors grew strongly.

The group's companies have benefitted from the support measures put in place by the various governments, namely:

- in France, a delay in the payment of employer social security charges over the year and part of the leasing instalments (up to € 1.8 million), and the advantages linked to partial activity during the months of March, April and May 2020;
- in the United Kingdom, a deferred payment of VAT at the end of February (€ 1.2 million) and a partial activity scheme.

State Guaranteed Loans (PGE) were granted for a total amount of € 10 million.

BLADE

A long-standing customer of the Group, the Blade group specialises in cloud PCs for video game players. Since 2017, 2CRSi has supported Blade in its development by providing it with a high performance server infrastructure with reduced energy consumption.

The various contracts concluded with the Blade Group have concerned either the sale of servers with retention of title clauses until the equipment has been paid for, or the rental of servers with an option to purchase at the end of the contract. The equipment leased by 2CRSi has been partially financed through sale-leaseback contracts with banking establishments.

Over the 2020-21 fiscal year, sales with the entire Blade group amounted to € 17.9 million, mainly for deliveries to the United States.

On 2 March 2021, Blade went into receivership. On 1 March 2021, its American subsidiary, Blade Global Corp., was placed under "Chapter 11" protection of the United States of America Bankruptcy Law.

Since these announcements, the two companies have continued their activity while a disposal plan is put in place and a possible buyer is chosen.

On 30 April 2021, the Paris Commercial Court appointed the company hubiC, owned by Octave and Miroslaw Klaba, as the sole buyer of the Blade SAS activity. The court approved the plan to sell part of the assets used by Blade SAS, noting the settlement commitments in the amount of € 10.5 million excluding tax by hubiC to 2CRSi. This sum was actually received in full on 17 May 2021. The court also confirmed the principle of restitution of the equipment delivered by 2CRSi to Blade after 1 January 2020.

By decision of 3 May 2021, the United States Bankruptcy Court of California authorised the sale of part of the assets held by Blade Global Corporation to a US entity dependent of hubiC. The 2020 equipment owned by 2CRSi is excluded from this sale, its recovery from different datacentres started in May and should take several weeks. At the date of closing the accounts, the recovery of equipment in the various datacentres, mainly in the United States, is still in progress and hubiC is considering extending the rentals of certain equipment.

In addition, 2CRSi submitted a demand on 10 May with a view to obtaining the payment of all or part of its claims as part of the liquidation of Blade Global Corporation and a request is in progress to obtain the payment of the rents due to 2CRSi for the period after the bankruptcy filing in the context of the continuation of the activity.

The impacts on 2CRSi's consolidated accounts on 28/02/21 are as follows:

1. In 2019, 2CRSi participated in the Blade SAS capital increase by investing € 2 million by offsetting receivables. Taking into account Blade's entry into bankruptcy proceedings, this investment was fully depreciated at the end of February 2021.

2. Regarding receivables relating to contracts prior to 31/12/2019 (equipment acquired by hubiC), 2CRSi had negotiated a rescheduling agreement for trade receivables with the Blade Group at the end of 2019.

The balance of this receivable amounts to € 11.3 million (including tax) as of 28 February 2021, compared to € 16.1 million as of 29 February 2020.

With the initiation of insolvency proceedings, this receivable became payable at the start of the 2021/2022 financial year and was therefore presented as a current financial receivable. The price paid by hubiC in exchange for this equipment (€ 10.5 million net, € 12.6 million gross) fully compensates for the impact of the cancellation of these rescheduled receivables and the residual finance lease receivable for equipment delivered before 1 January 2020 (€ 0.7 million as of 28 February 2021). No impairment of these receivables was therefore recognised as of 28 February 2021 in this regard.

The financing obtained by 2CRSi from financing organisations for the equipment taken over by hubiC has been or will be the subject of a procedure with financial organisations with a view to their early repayment. At the end of February 2021, the total amount of debt recognised under financing contracts for this equipment amounted to € 2.8 million including tax.

3. With respect to rental contracts entered into after 1 January 2020, Blade is not the owner of the rented goods. In its agreement with 2CRSi, hubiC has undertaken to facilitate the return of this equipment, most of which is located in the United States.

The financial receivable associated with this equipment delivered after 1 January 2020 amounts to € 15.6 million (of a total financial receivable related to Blade under finance leases of € 16.3 million) to 28/02/2021.

The Group assessed the value of the financial receivable on the balance sheet by comparison with the market value of these assets, after deduction of the cost of recovering and restoring these materials. Given the uncertainties and fluctuations in the market, a depreciation of the financial receivable of € 2.5 million was recorded.

At this stage, the company considers that, taking into account the current period of shortage of computer components, it is probable that, once recovered, the equipment concerned can either be resold or operated by 2CRSi under satisfactory market conditions, and will make it possible to cover the value of the net financial debt (€ 13.1 million).

In addition, the stocks related to the current order of Blade and not delivered consist of non-specific material that is easily marketable to other customers.

In summary, the balance sheet positions linked to the Blade group at the end of February 2021 in the 2CRSi consolidated accounts are as follows:

In Thousands of Euros - as of 28 February 2021	Assets			Liabilities
	Gross value	Amortisation Depreciation	Value Net	
1) Under contracts prior to 31 December 2019				
Amounts due on shareholdings	11,272	0	11,272	
Financial receivables	707	0	707	
Debt under financing contracts				2,845
2) Under contracts after 1 January 2020				
Financial receivables	15,563	(2,487)	13,076	
Receivables related to shareholdings	0		0	
Customers	0	0	0	
Debts under financing contracts				1,910
3) Other items				
Equity securities	2,038	(2,038)	0	
Total	**29,580**	**(4,525)**	**25,055**	**4,755**

The impacts of the Blade Group reorganisation on the 2020/21 income statement are as follows:

	In thousands of Euros
Impact on operating profit	**0**
Depreciation of the financial receivable	(2,487)
Impairment of equity securities	(2,038)
Impact on the financial result	**(4,525)**

Finally, in the context of the liquidation of Blade SAS in France and Blade Global Corporation in the United States, 2CRSi hopes to obtain financial compensation of several million Euros. Taking into account the probable delay for the implementation of the liquidation and the uncertainty on the amount that the liquidators will be able to repay to 2CRSi, no income was recorded in this respect in the 2CRSi accounts as of 28 February 2021.

Acquisition of Boston Limited

The base price paid for the acquisition of the Boston Limited group was financed by a medium-term loan of € 15 million from BNP. € 3 million were reimbursed over the 2020-21 fiscal year.
In addition to this base price, price supplements may be added for the benefit of historical shareholders conditional on the achievement of EBITDA targets for fiscal years 2020 to 2023. No supplement is recognised for the achievement of EBITDA targets for the years ended February 2020 and February 2021. The contract also provides for an option to purchase the remaining 30% minority stake in Boston Limited; this option can be exercised until November 2029. The financial debt corresponding to these commitments amounts to € 11.4 million at the end of February 2021, and varies slightly over the financial year (decrease of € 0.1 million) given the reverse effects of the revision of the business plan and the unwinding of the debt.

Free share allocation plan for the benefit of certain employees of the Boston Ltd group

On 18 March 2020, the Board of Directors decided to allocate 142,722 shares to certain employees of the companies in the Boston Limited group, in accordance with an agreement made with the sellers during the acquisition. This allocation makes use of the fifteenth resolution voted by a combined general meeting on 13 June 2019. The final vesting of these shares is set for 19 March 2022; it is not subject to performance or presence conditions. The charge relating to the allocation of free 2CRSi shares to employees of the Boston sub-group granted on 18 March 2020 was assessed at € 256k. This was fully accounted for in personnel expenses in the annual consolidated accounts as of 28 February 2021, given the absence of any allocation condition.

Appointment of a new independent director to the Board

The 2CRSi Board of Directors welcomes Mr. Dominique Henneresse as independent director.
His appointment follows the adoption of the fifth resolution of the General Meeting of 25 September 2020.
Aged 68, graduate of Sciences Po Strasbourg and MBA HEC, Dominique Henneresse held the positions of management controller, then Administrative and Financial Director in subsidiaries of large groups such than Alcatel, Steelcase Strafor and Point P. After managing an industrial SME, Dominique Henneresse joined the De Dietrich group in 1996, first with DAF Group and then, from 2000, as CEO of De Dietrich Thermique. When the latter was sold, he also became co-manager of the Dutch group De Dietrich Remeha. Since 2010, he has been working as a business consultant. He has held numerous ETI mandates on supervisory boards or strategic committees.
In accordance with the recommendations of the Middlenext code, the Board of Directors of the 2CRSi Group now has 2 independent members out of a total of 7 directors, 4 men and 3 women.

Plan for allocation of company founders' shares (BSPCE)

The Combined General Meeting of 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of warrants to subscribe for company founders' shares (BSPCE). As part of this delegation, the Board of Directors of the Company decided on the following allocations during the meeting of 18 September 2020:

- Plan n° 1 "2020-2024" allocates 570,500 BSPCE to 89 beneficiaries. The acquisition date is set for 19 September 2024 and the exercise price is € 3.28. It is subject to a presence condition as well as to four performance conditions: increase in the share price, the Group's financial performance (turnover and EBITDA) and level of customer satisfaction.

Plan n° 2 "2020-2025" allocates 786,500 BSPCE to 89 beneficiaries. The acquisition date is set as the closing date of the 2024-25 accounts and the exercise price is € 3.28. It is subject to a presence condition as well as to four performance conditions: level of employee satisfaction, increase in the share price, the Group's financial performance (EBITDA) and level of customer satisfaction.

Since the allocation of these plans, 27,500 warrants lapsed on 28 February 2021. As of 28 February 2021, the number of company founder share subscription warrants (BSPCE) amounted respectively to 559,250 for plan n° 1 and 770,250 for plan n° 2.

As of 28 February 2021, the fair value of the commitment made for the allocation of company founders' share warrants was assessed at € 458k. In the consolidated financial statements at 28 February 2021, the expense recognised in this regard amounts to € 48k.

6.7.1.3. Error correction

As part of the preparation of its annual accounts at 28 February 2021, 2CRSi noted that its purchases consumed in the 2019-20 financial year had been undervalued by € 2.8 million following the incorrect posting of a receivable credit. This error led to an overvaluation of the consolidated EBITDA by € 2.8 million and the consolidated net income on the part of the group of € 2.1 million in the accounts for the year ended 29 February 2020.

This error gives rise to a correction in EBITDA of (€ 2.8 million) and of consolidated income of (€ 2.1 million) for the year ended 29 February 2020. The consolidated balance sheet at 29 February 2020 is also modified. The comparative data for the 2019-20 fiscal year over 14 months and over 12 months pro forma have been updated in all the appendices to the accounts.

Integrating the consolidation of Boston Limited for the first time, the tasks to close the 2019-20 financial year were also constrained by the direct consequences of the pandemic and the first lockdown. Since then, 2CRSi has strengthened its financial functions in France and the United Kingdom and initiated a plan to improve and adapt the processes to the current situation.

Simplified income statement in millions of Euros - IFRS standards	2019-2020 14 months published	 corrections	 corrected
Turnover	**77.0**		**77.0**
Other current operating income	1.7		1.7
Income from normal activities	**78.6**	**0.0**	**78.6**
Consumed purchases	*(57.1)*	*(2.8)*	*(59.9)*
External charges	(8.2)		(8.2)
Personnel expenditure	(12.4)		(12.4)
Taxes and duties	(0.6)		(0.6)
EBITDA	**0.3**	**(2.8)**	**(2.4)**
EBITDA margin rate	*0.4%*		*(3.1%)*
Other current operating income and expenses	(0.6)		(0.6)
Net allocation to depreciation and provisions	(5.1)		(5.1)
Current operating income	**(5.4)**	**(2.8)**	**(8.1)**
Operating income	**(5.5)**	**(2.8)**	**(8.3)**
Financial result	0.6		0.6
Consolidated net income	**(4.5)**	**(2.1)**	**(6.6)**
Consolidated net income, group share	**(4.3)**	**(2.1)**	**(6.4)**
Basic earnings per share (€ / share)	**(0.3)**		**(0.4)**
Diluted earnings per share (€ / share)	**(0.3)**		**(0.4)**

Simplified income statement in millions of Euros - IFRS standards	29/02/2020 published	corrections	corrected
Goodwill	7.1		7.1
Intangible assets	15.8		15.8
Tangible assets	23.6		23.6
Non-current financial receivables	10.9		10.9
Other non-current assets	4.0	0.7	4.7
Total non-current assets	**61.4**	**0.7**	**62.1**
Stocks	34.5		34.5
Customers	21.8		21.8
Other current assets	17.8	(2.8)	15.0
Financial receivables	11.8		11.8
Cash and cash equivalents	10.2		10.2
Total current assets	**96.1**	**(2.8)**	**93.3**
TOTAL ASSETS	**157.5**	**(2.1)**	**155.4**
Group equity	47.2	(2.1)	45.1
Minority interests	(0.1)		(0.1)
Consolidated equity	**47.1**	**(2.1)**	**45.0**
Loans and financial liabilities	53.0		53.0
Other non-current liabilities	3.5		3.5
Total non-current liabilities	**56.5**	**0.0**	**56.5**
Trade payables	20.3		20.3
Financial liabilities (including rental debts)	16.6		16.6
Other current liabilities	17.0		17.0
Total current liabilities	**53.9**	**0.0**	**53.9**
TOTAL LIABILITIES	**157.5**	**(2.1)**	**155.4**

Annual consolidated cash flow statement in millions of Euros - IFRS standards	29/02/2020 published	corrections	corrected
Net profit	(4.5)	(2.1)	(6.6)
Elimination of tax expense / income	(0.4)	(0.7)	(1.0)
Self-financing capacity	**1.2**	**(2.8)**	**(1.6)**
Change in working capital requirement	4.1	2.8	6.8
Net cash from operating activities	**12.2**	**0.0**	**12.2**
Net cash from investment activities	**(18.3)**		**(18.3)**
Net cash from finance activities	**1.3**		**1.3**
Change in cash flow	**(4.7)**		**(4.7)**
Cash and cash equivalents at opening	*14.5*		*14.5*
Cash and cash equivalents at closing	*9.8*		*9.8*

6.7.1.4. Events subsequent to the closing

CHANGES IN THE SITUATION WITH THE CUSTOMER BLADE

The evolution of Blade's situation and the impact of its receivership and takeover by hubiC on 2CRSi's accounts are described in paragraph 6.7.1.2.
On 17 May 2021, 2CRSi received the sum of € 12.6 million including tax from hubiC in payment for the purchase of goods leased or sold to Blade with a retention of title clause before 31 December 2019. The recovery of equipment owned by 2CRSi is in ongoing.

EDGEMODE, HPC AND CRYPTOCURRENCY SPECIALIST, CHOOSES 2CRSI HIGH PERFORMANCE, LOW ENERGY SERVERS

On 31 March 2021, 2CRSi announced it has been chosen to deliver low-energy HPC cloud and cryptocurrency mining infrastructure to the North American market. A first order of US $ 1 million was placed in February 2021. This computing power has been deployed in a “green” datacentre in the United States. A second order for US $ 1.25 million was concluded in March.
In order to plan for the short-term deployment of additional capacity, EdgeMode has also announced its intention to order additional hardware to be supplied by 2CRSi over the next six months. These contracts mark the first step in a strategic partnership that will see EdgeMode and 2CRSi work closely together to deliver both green and cost-effective datacentre environments and HPC equipment across multiple industries in North America.

2CRSi WINS THE CALL FOR PROJECTS ON « INDUSTRY RECOVERY PLAN - STRATEGIC SECTORS »

On 14 April 2021, 2CRSi announced that it has been selected by the State as part of the “industry recovery plan - strategic sectors” with its project to relocate critical activities in the national territory.
In light of the unprecedented global health crisis, in September 2020 the French state implemented a massive recovery plan of 100 billion Euros, including 35 billion reserved for industry. The overall objective is the modernisation of production tools and support for digital and environmental transformation, plus also relocation of strategic sector production to France, including electronics.
In this context, and totally in line with a strategy of local production initiated 10 years ago, 2CRSi submitted its project called "2CRSindustrie 4.0", aimed at repatriating production from long-term partners in Asia to its Strasbourg site in France.
With these new customers and the markets opening up to 2CRSi, the project also includes the extension, modernisation and digitalisation of its industrial tooling, as well as the implementation of a new ERP. In total, the planned project represents a planned investment of € 2.1 million over the next 14 months. As winner of the call for projects from the Ministry for Industry in April 2021, 2CRSi receives support in the form of a subsidy of € 0.8 million.

6.7.1.5. General principles

The financial statements are presented in thousands of Euros (k Euros) unless otherwise indicated. Rounding is done for the calculation of certain financial data and other information contained in these accounts.
As a result, figures shown as totals in some tables may not be the exact sum of the figures preceding them.

6.7.1.5.1. Standards

DECLARATION OF CONFORMITY

These consolidated accounts were drawn up on 28 February 2021 in accordance with the IFRS (International Financial Reporting Standard), as adopted in the European Union.
This standard, available on the European Commission website (https://ec.europa.eu/info/index_fr), incorporates the international accounting standards (IAS and IFRS), the findings of the Standard Interpretations Committee (CIS) and the International Financial Reporting Interpretations Committee (IFRIC). These principles do not differ from IFRS standards as published by the IASB insofar as the texts published by the IASB but not yet adopted by the European Union have no significant impact on the 2CRSI Group.
The general principles, accounting methods and options used by the Group are described below.

PRINCIPLE OF PREPARATION OF FINANCIAL STATEMENTS

The Group's consolidated accounts have been drawn up according to the principle of historical cost, with the exception of certain categories of assets and liabilities in accordance with the provisions laid down by the IFRS: employee benefits valued using the projected credit method, borrowings and financial debts valued using the amortised cost method, and derivative financial instruments recorded at fair value.

BUSINESS CONTINUITY

The financial statements have been drawn up on the basis of business continuity.
As indicated in note 6.7.5.9, 2CRSI received the proceeds from the issuance of the loan guaranteed by the State for € 10 million, including € 9.7 million for 2CRSI SA. The Group thus has cash of € 3.1 million as of 28 February 2021.
At the end of February 2021, the Group did not comply with certain financial ratios agreed in the contract for a senior loan with an outstanding balance of € 12 million. The bank has since confirmed its waiver of the early repayment of the debt.
At the end of May, following the receipt of € 12.6 million from hubiC (see "Events subsequent to the closing"), the Group's cash amounted to € 10.9 million to which is added the mobilisable financing lines of € 7.2 million (bank overdraft, undrawn short-term credit lines) as well as an unused BPI advance line of € 2 million.
In view of this available cash, the group does not anticipate any short-term cash flow difficulties. This cash enables it both to meet its current needs and its financial commitments.

ACCOUNTING POLICIES

The accounting principles used for the preparation of the annual consolidated accounts as of 28 February 2021 are identical to those applied for the annual consolidated financial statements for the fiscal year ended on 29 February 2020.

The amendments to standards that are mandatory from 1 March 2020 and not applied in advance are as follows:

- **Amendments to IFRS 3 - Business combinations, definition of a "business" (published in October 2018).** These amendments approved by Europe on 21 April 2020 aim to clarify the guide for application of the standard in order to help stakeholders distinguish between a company and a group of assets.
- **Amendments to IFRS 9, IAS 39, IFRS 7 as part of the benchmark interest rate reform.** These amendments were approved by the European Union regulation of 15 January 2020 and aim to improve the financial information of entities during the period of uncertainty related to the reform of the IBOR.
- **Amendments to IAS 1 and IAS 8: definition of the term "significant" (published in October 2018).** These amendments were approved by the European Union regulation of 29 November 2019.
- **Amendments to the IFRS conceptual framework (published in March 2018).** The document adopted by Europe on 29 November 2019 aims to replace existing references to previous frameworks with references to the revised conceptual framework in several standards and interpretations.
- **Amendment to IFRS 16 on rent reductions linked to Covid-19 (published 28 May 2020).** The amendment constitutes an easing measure which allows tenants not to count these reductions as modifications to leases even though they should be qualified as such. This amendment does not concern lessors. The amendment came into force on1 June 2020 and was adopted by Europe on 12 October 2020.

The texts mentioned above have no significant impact on the Group's consolidated financial statements.
The Group does not apply the following non-mandatory texts as of 28 February 2021:

- **Amendments to IAS 1 - Presentation of financial statements:** classification of liabilities as current or non-current liabilities (published January 2020). These amendments are intended to postpone the date of entry into force of amendments to IAS 1 concerning the classification of current and non-current liabilities to financial years beginning on or after 1 January 2023, subject to its adoption by Europe.

- **Amendments to IFRS 3, IAS 16, IAS 37, and annual improvements 2018-2020 (published on 14 May 2020)** relating to minor changes aimed at clarifying or correcting minor consequences between the provisions of the standards.

Amendments to:

- IFRS 3 update of a reference in the standard to the conceptual framework,
- IAS 16 prohibition of an enterprise from deducting amounts received from the sale of items produced while the enterprise is preparing the asset from the cost of property, plant and equipment
- IAS 37 specification of which costs a company records in its accounts when it assesses that a contract is onerous.

These amendments will apply from 1 January 2022, subject to their adoption by Europe.

- **Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 as part of the benchmark interest rate reform.** These amendments, applicable on 1 January 2022 subject to their adoption by Europe, complete those published in 2019 and aim to help companies provide investors with useful information on the effects of the reform in their financial statements.

6.7.1.5.2.. Use of judgments and estimates

In order to prepare the financial statements in accordance with IFRS, management uses estimates and judgments in the application of IFRS accounting methods. These judgments or estimates have an impact on the amounts of assets and liabilities, contingent liabilities at the date of preparation of the financial statements, and the amounts presented for income and expenses for the year.

These estimates are based on the assumption of business continuity and are produced on the basis of the information available at the time of their establishment. They are continuously assessed on the basis of past experience as well as various other factors deemed reasonable which form the basis of the assessments of the book value of assets and liabilities. Estimates may be revised if the circumstances on which they were based change, or as a result of new information. Actual results could differ materially from these estimates based on different assumptions or conditions. The impact of these changes in estimate is recognised during the period, or over the subsequent periods affected.

The significant estimates used for the preparation of the financial statements relate mainly to:

- valuation of capitalised development costs (2.5.5.1);
- valuation of share subscription warrants awarded during the year (2.5.5.8);
- Recognition of rental contracts as revenue when control of goods is transferred and valuation of the associated revenue (discount rate, duration of the contract, etc.) (note 2.5.6.1);
- final measurement of the fair value of the assets acquired and liabilities assumed in the context of the acquisition of the Boston group;
- fair value measurement of debts to minorities recognised in the context of business combinations;
- valuation of the recoverable amount of the financial receivable with the Blade Group.

These assumptions, which underlie the main estimates and judgments, are described in the accompanying notes to these financial statements. The Group considers that Brexit has no significant impact on its accounts.

6.7.2. SCOPE OF CONSOLIDATION

6.7.2.1. Accounting principles related to the scope

PRINCIPLES OF CONSOLIDATION

The Group applies the standards IFRS 10, “Consolidated financial statements”, IFRS 11, “Joint arrangements” and IFRS 12, “Disclosure of interests held in other entities”.
IFRS 10, which deals with the recognition of consolidated financial statements, presents a unique consolidation model which identifies control as the criterion to be met in order to consolidate an entity. An investor exercises control over an entity held when they have power over that entity, when they are exposed to the variable returns of the entity, or if they have the rights to these variable returns by virtue of their involvement in that entity, and if they have the ability to use their power over the entity to influence the amount of those returns.

Subsidiaries are the entities over which the Group exercises control. They are fully consolidated from the date on which the Group obtains control, and are deconsolidated from the date on which they cease to be controlled by the Group. Intragroup balances and transactions are eliminated.

The parent company 2CRSi SA exercises control over the companies 2CRSi Corporation, Boston France SàRL (ex-Adimes), 2CRSi Ltd, 2CRSi UK Ltd, 2CRSi ME FZE, Green Data SAS, 2CRSi London Ltd, Boston Ltd, Boston Server & Storage Solutions GmbH, Escape Technology Ltd, Boston IT Solutions Australia Pty Ltd, Escape Technology GmbH, Boston SàRL, 2CRSi BV, 2CRSi Belgium SRL and Boston IT Solutions South Africa Pty Ltd.

CONSOLIDATION OF BOSTON LTD

The Group has held exclusive control of Boston Limited since 18 November 2019 following the acquisition of 70% of the shares of this company. Consequently, Boston Limited has been fully consolidated since its takeover date, which leads to the recognition of Boston's assets and liabilities at 100% on the basis of their fair value as of 18 November 2019.
Since minority shareholders do not receive dividends, the result of Boston Ltd is recognised at 100% as part of the Group. Following the definitive allocation of the acquisition price of Boston Ltd, the definitive goodwill amounts to € 5.5 million versus provisional goodwill of € 4.8m as of 29/2/2020.

CONVERSION OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES

Items included in the financial statements of each of the Group's entities are valued using the currency of the main economic environment in which the entity operates (“working currency”).
The Group's financial statements are prepared in Euros, the reporting currency of the consolidated financial statements and the working currency of the Company.
The financial statements of foreign companies, whose working currency is not the Euro, are converted into Euros as follows:

- At the closing price in effect at the end of the period for assets and liabilities;
- At the average exchange rate for the period for the income statement.

Conversion differences resulting from the application of this method are recognised in consolidated equity under “Other overall income”.

The rates used for the conversion of foreign currencies are presented below:

	€ 1 equals	28/02/2021 Average rate	28/02/2021 Closing rate	29/02/2020 Average rate	29/02/2020 Closing rate
US dollar	USD	1.1601	1.2121	1.1168	1.0977
Pound sterling	GBP	0.8955	0.8705	0.8773	0.8532
United Arab Emirates Dirham	AED	4.2777	4.4339	4.1012	4.0503
Australian dollar	AUD	1.6456	1.5605	1.6220	1.6875.
Singapore dollar	SGD	1.5906	1.6106	N/A	N/A

Source: Bank of France
N/A: Not applicable

CONVERSION OF TRANSACTIONS IN FOREIGN CURRENCY

Transactions carried out by consolidated companies and denominated in a currency other than their working currency are converted at the exchange rate in force on the date of the various transactions.
Trade receivables, trade payables and payables denominated in a currency other than the working currency of the entities are converted at the exchange rate in effect on the closing date. Unrealised capital gains and losses resulting from this conversion are recognised in operating income.
Exchange gains and losses resulting from the conversion of intragroup transactions or receivables and payables denominated in a currency other than the working currency of the entities are recognised in profit or loss.

2.5.2.2. Scope of consolidation

As of 28 February 2021, the Group consisted of 18 entities, all fully consolidated except 2CRSi BV, 2CRSi Belgium and Boston South Africa whose contributions to the consolidated result and balance sheet were taken into account through the companies 2CRSi SA and Boston Ltd:

Companies	Country	% holding	Group control (%)	% interest
2CRSi SA	France		Parent company	
2CRSi Corporation	United States	100%	Subsidiary Company 100%	100%
Boston France SàRL (ex-Adimes)	France	100%	Subsidiary Company 100%	100%
2CRSi Ltd	UK	100%	Subsidiary Company 100%	100%
2CRSi UK Ltd	UK	80%	Subsidiary Company 100%	80%
2CRSi ME FZE	Dubai	100%	Subsidiary Company 100%	100%
Green Data SAS	France	55%	Subsidiary Company 100%	55%
2CRSi London Ltd	UK	100%	Subsidiary Company 100%	100%
Boston Ltd	UK	70%	Subsidiary Company 100%	100%
Boston Server & Storage Solutions GmbH	Germany	70%	Subsidiary Company 100%	100%
Escape Technology Ltd	UK	70%	Subsidiary Company 100%	100%
Escape Technology GmbH	Germany	70%	Subsidiary Company 100%	100%
Boston IT Solutions Australia Pty Ltd	Australia	70%	Subsidiary Company 100%	100%
Boston SàRL	France	50%	Subsidiary Company 100%	50%
2CRSi BV	Netherlands	100%	Subsidiary Company 100%	100%
2CRSi Belgium SRL	Belgium	100%	Subsidiary Company 100%	100%
2CRSi Singapore Pte. Ltd	Singapore	100%	Subsidiary Company 100%	100%
Boston IT Solutions South Africa Pty Ltd	South Africa	70%	Subsidiary Company 100%	100%

6.7.3. SECTOR INFORMATION

IFRS 8 “Operating sectors” has led the Group to present only the activity “sale of components and/or finished products”. The breakdown of turnover by geographic area is presented in section 6.6.4.1.
The breakdown by geographic area of non-current assets is as follows:

Non-current assets (excluding deferred taxes)	28/02/2021 €k			29/02/2020 €k		
	Outside France	France	Total	Outside France	France	Total
Goodwill	7,563	200	7,763	6,862	200	7,062
Intangible assets	13,260	2,381	15,641	14,120	1,630	15,750
Tangible assets	3,915	18,271	22,186	4,521	19,116	23,637
Financial receivables	717	6,446	7,163	249	10,676	10,925
Other financial assets excluding deferred taxes	0	1,401	1,401	-	3,000	3,000
Total non-current assets (excluding deferred taxes)	**25,454**	**28,699**	**54,153**	**25,751**	**34,622**	**60,373**

6.7.4. NOTES TO THE INCOME STATEMENT

6.7.4.1. Income from normal activities

Except for its finance lease activity, the Group applies IFRS 15 for the recognition of its income from normal activities. As such, they are recognised when the Group fulfils a service obligation by transferring a promised good or service to a customer. An asset is transferred when the customer takes over control of the asset.
The Group applies IFRS 16 with respect to its server finance lease activity, and in particular the rules relating to manufacturer distributors; it therefore presents the rental income as revenue and the production cost as an expense on the date of commencement of the rental contract.

The Group mainly derives its income from the below sources:
- sale of servers;
- sale of components;
- finance lease of servers;
- sale of services for which the duration of the contracts is less than twelve months and hosting services.

FINANCE LEASE OPERATIONS

During the second half of 2017, 2CRSi signed a contract with Blade for the finance lease of 184 server racks delivered in 2017 and 2018, mainly in France and the United States. These contracts provided for Blade to make down payments, rental fees and fixed rental payments.
The balance of the financial receivable relating to these operations amounted to € 707k as of 28 February 2021 (vs. € 5,428k as of 29 February 2020) discounted at the average rate of 4.70%, corresponding to the average rate implicit in the contract. Following the agreement signed with hubiC, which buys back and pays for the equipment covered by these contracts in May 2021, the receivable has been recognised in current financial receivables.
During the 2020-21 fiscal period, additional finance leases were signed with Blade and other customers. The financial receivable related to these operations amounted to € 23,515k as of 28 February 2021, including a portion of € 18,102k over the short term, taking into account the classification of all Blade receivables as current. The corresponding turnover for the year amounted to € 26,180k.
In order to ensure the financing for the production of these servers, 2CRSi has at the same time signed financing contracts with several banking organisations.

This financing received from the banks is recorded in financial liabilities. The balance stood at € 9,351k as of 28 February 2021 compared to € 6,856k as of 29 February 2020. New financing associated with these receivables in 2021 amounts to € 4,590k. The financing rate granted by the banks is between 3 and 6%.

The net financial income relating to 2CRSi finance leases amounts to € 323k for the 2020/2021 fiscal year (€ 430k in expenses and € 753k in income), and was recognised in financial income. As of 29 February 2020, the Group had recognised a net financial expense of € 314k. The net financial income relating to the Boston finance leases generated a net impact of € 402k over the year.

BREAKDOWN OF TURNOVER

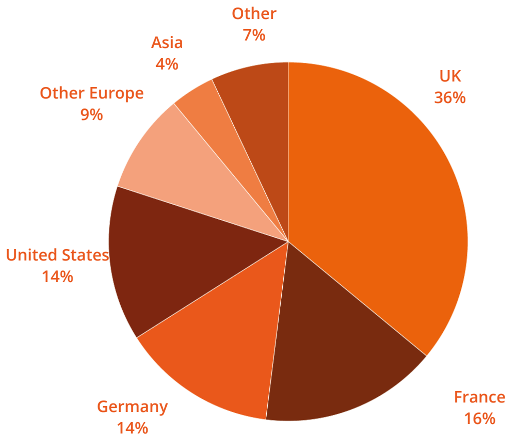
As of 28 February 2021, the Group achieved a turnover of € 163.3 million, broken down as follows:

Breakdown of turnover (Amounts in € k)	28/02/2021	Accounting period
Finance lease - lessor	26,180	Turnover relating to finance leases is recognised when control of IT equipment is transferred to the customer, i.e. when the equipment is delivered.
Delivery of equipment	128,388	The turnover relating to the delivery of equipment is recognised when the control of the equipment is transferred to the customer, i.e. on delivery.
Services	8,771	The turnover relating to the provision of services is recognised progressively, as the service obligation is fulfilled.
Total	**163,339**	

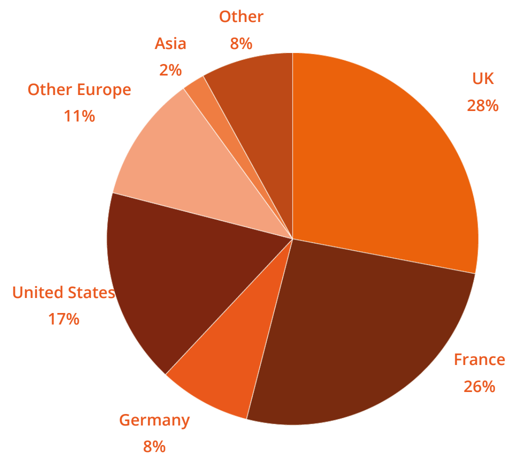
The breakdown of turnover by type of activity and by geographical area is as follows:

Breakdown of turnover by place of delivery

2020/21

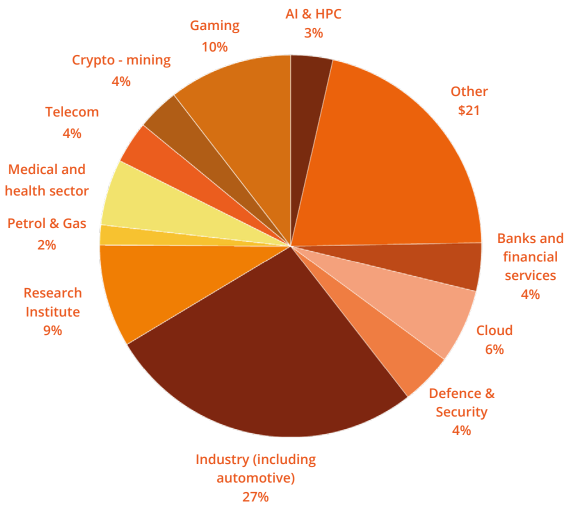


2019/20

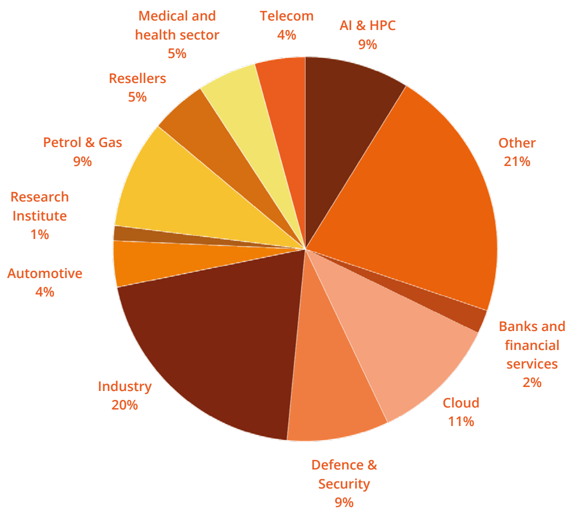


Breakdown of turnover by business sector

2020/21



2019/20



6.7.4.2. Other current operating income

Other current operating income (Amounts in € k)	28/02/2021	29/02/2020
Research tax credit	233	786
Production transferred to inventory	3,119	805
Other	525	85
Total	**3,877**	**1,676**

The variation in stored production is mainly due to higher work in progress in France than a year earlier (+ € 1.4 million) and the increase in stocks of finished products (€ 1.7 million). Deliveries of orders had to be postponed to the start of the following financial year while awaiting certain components.

6.7.4.3. Purchases consumed and external charges

Consumed purchases (In thousands of Euros)	28/02/2021	29/02/2020
Change in stocks of goods and raw materials	(6,588)	1,795
Purchases of goods and raw materials	(122,901)	(61,738)
Exchange gains and losses	(218)	80
Total	**(129,707)**	**(59,863)**

External charges (In thousands of Euros)	28/02/2021	29/02/2020
External services	(8,579)	(6,187)
Other	(847)	(2,028)
Total	**(9,426)**	**(8,215)**

The 2020-21 external service charges notably include transport costs for € 1.5 million,
fees of € 2.6 million, leases and related charges of € 1.6 million and insurance costs of € 0.6 million.

6.7.4.4. Workforce and payroll

Payroll (Amounts in € k)	28/02/2021	29/02/2020
Gross remuneration	(13,949)	(9,384)
Social security costs	(4,361)	(3,306)
Other personnel costs (including capitalised production)	(1,224)	285
Total	**(19,534)**	**(12,405)**

The workforce by function and by country breaks down as follows:

Workforce	28/02/2021	29/02/2020
Operations	109	95
Customer relations, sales & marketing	171	176
R&D	28	27
Support functions	65	57
Total	**373**	**355**

Workforce	28/02/2021	29/02/2020
France	136	126
united states	12	13
UK	168	165
Dubai	8	8
Germany	44	40
Australia	2	3
Singapore	1	-
Netherlands	1	-
Belgium	1	-
Total	**373**	**355**

The payroll is impacted by € 526k of expenses related to the plans for the allocation of free shares and by BSPCE. The average workforce for the year amounted to 364 people.

6.7.4.5. Operational performance

The Group has chosen to present an EBITDA ("Earnings Before Interests, Taxes, Depreciation and Amortisation") to facilitate the reader's analysis. EBITDA is not a standardised indicator under IFRS and is not an accounting measure of the Group's financial performance. It must be considered as additional information, not substitutable for any other measurement of operational and financial performance of a strictly accounting nature, as presented in the Group's consolidated financial statements and their accompanying notes.

EBITDA is defined as operating income before provisions for depreciation and amortisation and other current and non-current operating income and expenses. Non-current operating income and expenses include, in particular, depreciation of intangible assets, restructuring costs, costs relating to staff adjustment measures and fees relating to the IPO project.

The change in EBITDA over the 2 financial years is as follows:

EBITDA (In thousands of Euros)	28/02/2021	29/02/2020
Operating income	**569**	**(8,301)**
Net allocations for depreciation and provisions	6,575	5,111
Other current income and expenses	216	605
Other non-current income and expenses		195
EBITDA	**7,361**	**(2,390)**
EBITDA margin on turnover	4.5%	(3.1%)

Other current income and expenses for the year mainly include capital gains on the disposal of fixed assets entering into the group's current activity.

Depreciation, amortisation and net provisions break down as follows:

Net allocations for depreciation and provisions (Amounts in € k)	At 28/02/2021	at 29/02/2020
	Total	Total
Net provisions	(1,338)	(796)
Net depreciation	(2,324)	(1,875)
Depreciation of rights of use	(2,914)	(2,440)
Total	**(6,575)**	**(5,111)**

The allocations to net provisions are € 213k for operating provisions and € 1,125k for allowances net of depreciation of tangible assets, mainly on inventories. This provision mainly concerns Boston Limited.

6.7.4.6. Financial result

The financial result includes:
- Depreciation of shares held in Blade SA (€ 2 million)
- Provision on Blade financial receivables for equipment leased in 2020 (€ 2.5 million)
- The cost of debt
- Financial products linked to the finance lease of servers
- Financial income related to the Blade debt rescheduling contract (€ 1.7 million)
- The effects of changes in exchange rates of the Group's currencies.

Financial income and expenses (Amounts in € k)	28/02/2021	29/02/2020
Cost of gross financial debt	**(2,491)**	**(2,028)**
Other net financial income	2,001	2,675
Net allocations to financial provisions	(4,525)	
Financial result	**(5,015)**	**647**

6.7.4.7. Income tax

Income tax corresponds to the cumulative tax payable by the various companies in the Group, corrected for deferred taxation. Tax is recognised in profit or loss unless it relates to items that are recognised in other overall income or directly in equity. It is then also recognised in other overall income or in equity.
Deferred taxes are measured using the balance sheet approach at the amount that the entity expects to pay or recover from tax administrations. The deferred taxes thus determined are, where applicable, influenced by a possible change in the tax rate adopted or virtually adopted at the closing date of the financial statements.

A deferred tax asset is recognised if the following conditions are met:

- The entity has sufficient taxable temporary differences with the same tax authority and the same taxable entity or the same tax group, which will generate taxable amounts against which unused tax losses and tax credits can be applied before they expire;
- It is probable that the entity will generate taxable profits before the expiration of tax losses or unused tax credits;
- Unused tax losses result from identifiable causes which are unlikely to recur;
- Opportunities related to the entity's tax management will generate taxable profit in the year in which unused tax losses or tax credits can be charged.

DEFERRED TAX ASSETS AND LIABILITIES

The tax rate applicable to the Company for the current financial year is the rate in force in France, i.e. 28% up to € 500k and 31% for the remainder. The rates applied over the following years are 26.5% for 2021-2022 and 25% for the following years.

2CRSi ME FZE is exempt from taxes as it is located in a free zone of Dubai.

For other companies, the applicable rates are:

- 29.84% for the United States
- 19% for the United Kingdom
- 15.83% for Germany
- 27.5% for Australia
- 17% for Singapore

Tax details (Amounts in € k)	28/02/2021	2020.02
Net profit	(4,326)	(6,610)
Consolidated tax	119	1,042
Profit before taxes	**(4,445)**	**(7,653)**
Current tax rate in France	28%	28%
Theoretical tax burden at the current rate in France	**1,245**	**2,143**
Impacts on theoretical tax:		
Permanent differences	(754)	(248)
Rate impacts	200	(687)
Impact of unallocated deficits	(729)	(669)
Tax credit	58	143
Other	99	360
Actual income tax expense (positive if in profit)	**119**	**1,042**

The permanent differences mainly relate to the depreciation of Blade shares.
At the end of February, non-activated tax losses amounted to a base of € 2.9 million and concern France.

6.7.4.8. Earnings per share

Basic earnings per share is calculated by dividing the earnings attributable to holders of Group shares by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the income to allocate to holders of ordinary shares and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares. For the calculation of the diluted earnings per share, the 2017 ADPs have not been taken into account because there is no automatic or simple decision mechanism for holders of these ADP to convert them into shares.

The table below shows the calculation of consolidated net income per share:

Basic earnings per share	28/02/2021	29/02/2020
Result, group share (in € k)	(4,188)	(6,381)
Weighted average number of ordinary shares outstanding	14,243,430	14,243,430
Basic earnings per share (€ / share)	**(0.29)**	**(0.45)**
Weighted average number of shares outstanding	15,121,202	14,386,832
Diluted earnings per share (€ / share)	**(0.28)**	**(0.44)**

The weighted average diluted number of shares outstanding takes into account free shares and BSPCEs in the process of being acquired over the period.

6.7.5. NOTES ON THE BALANCE SHEET

6.7.5.1. Intangible assets and goodwill

The 2018 acquisition of Tranquil PC Ltd (currently 2CRSi UK Ltd) generated the recognition of goodwill which became definitive during the 2019-20 financial year in the amount of € 2,055k.
The group acquired a 70% stake in Boston Ltd on 18 November 2019. The definitive goodwill recognised at the closing rate amounts to € 5,549k, compared to € 4,811k as of 29 February 2020.

Intangible assets include:
- Development costs
- Software licences

In accordance with IAS 38, development costs incurred by the Group must be capitalised when the following criteria are met:
- The Group has the intention and the technical capacity to bring the development project to fruition;
- There is a high probability that the company will receive future economic benefits attributable to development spending, which is generally supported by the existence of an order or contract;
- The costs can be measured reliably;
- The Group has the capacity to use or sell the intangible asset;
- The Group has the necessary resources to complete the project.

Development costs that do not meet the above criteria and research costs are recorded in the income statement as an expense for the year during which they are incurred.
The cost of acquiring software licences is capitalised on the basis of the cost of acquisition and the cost of installation. These costs are amortised over the estimated life of the software.

Intangible assets are amortised on a straight-line basis over their estimated useful life and are presented below:
- Development costs: 3 to 5 years
- Software licences: 1 to 6 years
- Clientele: 7 years

The amortisation period for development costs was revised during the 2020-21 financial year. The Group noted that the time it takes for customers to renew hardware has increased as the return on investment for a hardware change tends to decrease. This, combined with the impact of the pandemic on the 2020-21 fiscal year which may have slowed down the use of certain equipment, led the Group to prospectively modify the amortisation period of development costs to 3 to 5 years instead of 3 years as previously done.

The tables below illustrate the movements that occurred during the year:

Gross values (Amounts in € k)	29/02/2020	Changes in scope	Acquisitions	Disposals	Reclassifications	Conversion differences	28/02/2021
Development costs	2,948	-	439	-	(289)	-	3,098
Concessions, patents & similar rights	296	-	59	(2)	-	-	353
Software	266	(0)	29	(0)	-	-	295
Brand	10,215	-	-	-	-	(203)	10,012
Clientele	3,952	-	-	-		(79)	3,874
Other intangible assets	7	-	-	-	-	-	7
Intangible assets in progress	-	-	901	-	-	-	901
Total non-current assets	**17,685**	**(0)**	**1,428**	**(2)**	**(289)**	**(282)**	**18,539**

Depreciation and impairment (Amounts in € k)	29/02/2020	Changes in scope	Grants/ Subsidies	Disposals	Reclassifications	Conversion differences	28/02/2021
Amt/Dep. develop costs	(1,528)	-	(544)	-	289		(1,783)
Amt/Dep. conc, patents & similar dts	(198)	-	(48)	2	-		(244)
Amt/Dep. software	(51)	-	(105)	-	-		(156)
Amt/Dep. clientele	(158)	-	(538)	-	-	(12)	(709)
Amt/Dep. other intangible assets	(0)	-	(7)	-	-		(7)
Total non-current assets	**(1,935)**	**-**	**(1,243)**	**2**	**289**	**(12)**	**(2,899)**
Net book value	**15,750**	**(0)**	**186**	**(0)**	**(0)**	**(295)**	**15,641**

Acquisitions for the year mainly correspond to the activation of development costs (€ 1.3 million).

6.7.5.2. Tangible assets

Tangible fixed assets are valued at their acquisition cost less accumulated depreciation and any impairment losses. Subsequent expenses are included in the carrying amount of the asset or, where applicable, recognised as a separate asset if it is probable that the future economic benefits associated with the asset will flow to the Group and that the cost of the asset may be measured reliably. All repair and maintenance costs are written to expenses.

Depreciation is calculated using the straight-line method over the following estimated useful lives:

- General installations and miscellaneous fixtures and fittings : 8 to 10 years
- Technical installations: 9 to 20 years
- Industrial equipment and tools: 5 to 10 years
- Transport equipment: 5 years
- Office and IT equipment: 3 to 5 years
- Furniture: 8 to 10 years

The residual values, useful life and depreciation methods of assets are reviewed at each annual closing, and modified if necessary on a prospective basis.

The costs of acquiring fixed assets are recognised as expenses.

The table below shows the movements of tangible fixed assets during the financial year.

Tangible assets

Gross values (Amounts in € k)	29/02/2020	Changes in scope	Acquisitions	Disposals	Reclassifications	Conversion differences	Other Movements	28/02/2021
Land and land improvements	873	-		-	-	(17)		856
Constructions	1,728		243	-		(42)	-	1,930
Other tangible fixed assets	5,986	-	1,068	(598)	596	(41)	(144)	6,868
IT, office and transport equipment	1,455	-	220	(36)	-	(12)	-	1,627
Right of use (real estate leases)	18,972	-	1,106	-	-	(86)	-	19,992
Fixed assets under construction	357	-	614	-	(596)		-	375
Total non-current assets	**29,372**	**-**	**3,250**	**(634)**	**-**	**(197)**	**(144)**	**31,647**

Depreciation and impairment (Amounts in € k)	29/02/2020	Changes in scope	Grants/ Subsidies	Disposals	Reclassifications	Conversion differences	Other Movements	28/02/2021
Amt/Dep. land improvements	(1)		(2)					(3)
Amt/Dep. construction	(112)		(116)			2		(226)
Amt/Dep. other tangible fixed assets	(929)		(771)	237		27	8	(1,428)
Amt/Dep. office and IT equipment	(969)		(650)	33		4		(1,582)
Amt/Dep. transport equipment	(65)		(124)	1		1		(187)
Amt/Dep. right of use (real estate leases)	(3,658)		(2,428)			50		(6,035)
Total non-current assets	**(5,734)**	**-**	**(4,090)**	**271**	**-**	**84**	**8**	**(9,461)**
Net book value	**23,637**	**-**	**(839)**	**(363)**	**-**	**(113)**	**(136)**	**22,186**

Acquisitions for the period include the costs of fitting out the datacentres for Green Data for € 1.8 million and the Rouses Point site in the United States (€ 0.2 million). Rights of use increased by € 0.4 million.
The tangible fixed assets include a rights of use amounted recorded at € 14 million in net value at the end of February 2021 (versus € 15.3 million at the end of February 2020).

6.7.5.3. Impairment losses on intangible and tangible fixed assets

As of 28 February 2021, no indication of impairment has been identified. No impairment of assets is recognised. The impairment tests carried out on goodwill did not result in any recognition of impairment.
The impairment test carried out on the Boston sub-group resulted in the discount and perpetual growth rates of 13.8% and 2% respectively. A variation of + 0.5% of the discount rate and - 0.5% of the perpetual growth rate would lead respectively to a depreciation of € 0.7 million and € 0.3 million of the goodwill.

6.7.5.4. Current and non-current financial receivables

Current and non-current financial assets consist of financial receivables relating to server finance leases, as well as the rescheduled trade receivable relating to Blade (see key events in note 6.7.1.2), and also loans, deposits and restricted guarantees and cash.

Financial receivables (In thousands of Euros)	28/02/2021	29/02/2020
Non-current financial receivables	7,171	10,927
Depreciations	(8)	(2)
Non-current financial receivables, net	**7,163**	**10,925**
Current financial receivables	30,626	11,796
Depreciations	(2,487)	0
Current financial receivables, net	**28,139**	**11,796**
Total other current assets	**35,302**	**22,721**

Breakdown of net financial receivables:

Net financial receivables at 28/02/2021	Current part	Non-current part
Finance lease contract with Blade	16,270	
Receivable rescheduled with Blade	11,272	
Other finance lease contracts	3,084	7,171
Depreciations	(2,487)	(8)
Net financial receivables	**28,139**	**7,163**

The schedule for non-current financial receivables is as follows:

MATURITY of non-current financial receivables (In thousands of Euros)	28/02/2022	28/02/2023	29/02/2024	28/02/2025	Total
Non-current financial receivables	2,778	2,368	1,804	221	7,171

The scheduled receivable with Blade was repaid in the amount of € 4.8 million during the year, interest included. It amounted to € 11.3 million as of 28 February 2021 and was classified in totality as current receivables following Blade's entry into receivership.

Financial receivables related to server finance leases amounted to € 24.2 million as of 28 February 2021, including a significant current portion of € 20.6 million.

This total includes a receivable of € 16.3 million on Blade mainly under contracts signed in 2020-21. Blade does not own this material. The agreement signed with the buyer of Blade as part of its receivership provides for 2CRSi to recover the equipment. The value of this financial claim on the balance sheet was measured by comparison with the market value of these goods less the cost of their recovery.

Given the uncertainties and market fluctuations, a depreciation of the receivable has been recorded in the amount of € 2.5 million. The entire Blade receivable was recognised as current.

Changes in financial receivables have an impact on cash flows for the year through payments obtained in the amount of € 11.9 million versus € 8.4 million in 2019-2020.

These flows should be looked at with respect to the financing flows for equipment financing debts. The balance of the financial debt amounted to € 10.1 million at 28 February 2021, including € 2.8 million for equipment delivered to Blade before 31 December 2019. The reimbursements made by 2CRSi during the year amounted to € 5.7 million.

6.7.5.5. Stocks

Inventories are valued using the last purchase price method.

Finished products are valued at their production cost with the exception of those which, during the production launch phase, have a cost price higher than their selling price as well as obsolete or surplus products.

Depreciation reduces the inventory of goods and raw materials to its realizable value, less proportional selling costs.
Production in progress was assessed according to the same principles, depending on its progress through manufacturing.

The breakdown of stocks is as follows:

Stocks (Amounts in € k)	28/02/2021	29/02/2020
Stocks of finished products and work in progress	5,394	2,276
Stocks of goods and raw materials	29,844	34,535
Gross total stock	**35,238**	**36,811**
Depreciation of goods and raw material stocks	(3,016)	(2,290)
Total depreciation of stock	**(3,016)**	**(2,290)**
Net total inventory	**32,222**	**34,521**

Inventories of goods and raw materials include € 2.3 million of components which have been the subject of financing by credit balance and are recognised as assets by application of IFRS16.

Inventories at the end of the second period fell (€ 32.2 million against € 34.5 million a year earlier). The shortage of components on the market accelerated inventory turnover in the last quarter of the year.
This level of stocks represents 2 months of Group sales.

2.7.5.6. Customers

The Group's exposure to credit risk is influenced mainly by the individual characteristics of the various clients.
As of 28/02/2021, the receivable with the customer Blade was nil for trade receivables (excluding finance lease receivables). The entire receivable was recognised as a financial receivable.
The maturities of trade receivables, which vary according to the nature of the contracts, are generally between 30 and 90 days. Trade receivables and related accounts are initially recognised at fair value .

Subsequent assessments take into account the probability of recovery of debts which may lead to the recognition of a specific impairment loss for dubious debts determined as follows:

- disputed debts are entirely depreciated when certain and precise probative elements demonstrate the impossibility of recovery;
- for other dubious debts, impairment losses are recorded to adjust the recoverable amounts estimated on the basis of the information available during the preparation of the financial statements.

Bad debts are recognised in profit or loss, and existing provisions are reversed.

Customers (In thousands of Euros)	28/02/2021	29/02/2020
Customers and related accounts	27,128	21,404
Customers - invoices to be established	1,421	889
Gross total customer receivables	**28,549**	**22,293**
Impairment of customers and related accounts	(443)	(473)
Total net customers	**28,106**	**21,820**

As of 28 February 2021, trade receivables amounted to € 28.1 million, compared to € 21.8 million at the end of February 2020, which represents less than 2 months of Group turnover. The increase in the receivable is explained in particular by the delivery of equipment to a French banking group invoiced at the end of February 2021.

6.7.5.7. Other current and non-current assets

Other current assets (In thousands of Euros)	28/02/2021	29/02/2020
Advances and deposits paid	5,598	1,748
Receivables on staff and social security organisations	85	234
Tax receivables	1,500	5,902
Corporate taxes	1,610	1,233
Prepaid expenses	1,206	1,809
Other	2,084	4,086
Total Other current assets	**12,083**	**15,012**

The "Advances and deposits paid" item increased sharply due to the deterioration in outstanding payments already made by credit insurance companies at the start of 2020 when the Covid-19 crisis hit Asia. The Group must now pay certain component suppliers in advance.
Tax receivables are lower. This decrease mainly concerns Escape Technology Ltd. Excluding this impact, the decrease in tax receivables would be € 473k.

The "Other" item corresponds to the balance of open receivables with related companies (mainly Boston IT Solutions Pvt. Limited India).

6.7.5.8. Equity

SHARE CAPITAL

The capital of 2CRSi amounts to € 1,282k. It is divided into 14,243,430 Ordinary shares of € 0.09 each, fully paid.

DIVIDENDS PAID

Dividends paid in 2020/2021 amounted to € 175k for preference shares. These have been recognised under the costs of Net financial debt. A dividend of € 175k was paid in 2017, 2018 and 2019 in respect of these same ADP (see note 6.6.5.9).

SHARE SUBSCRIPTION WARRANTS

In 2017, the Company allocated share subscription warrants to Audacia principals, resulting in the issue of 350,000 ADP 2017 preference shares for the benefit of these principals. The preferred shares (the "ADP 2017") will not be the subject of an application for admission to trading on the regulated Paris Euronext market. Holding Alain Wilmouth benefits from a repurchase option for the 2017 ADP in 2023. The 2017 ADP repurchase price is equal to 110% of the 2017 ADP par value (110% x 10 Euros) increased, where applicable, by the cumulative dividend.

The 2017 ADP are not entitled to payment of the Company's ordinary dividend. On the other hand, each 2017 ADP is entitled to a priority and cumulative annual dividend, paid in preference to all the other Company shares, deducted from the distributable sums and paid no later than 10 July each year.

The Priority Dividend is equal to the Priority Dividend rate multiplied by 10 Euros. For all the financial years ending before 1 January 2023, the Priority Dividend rate is equal to 5%.

For financial years ending after this date, the Priority Dividend rate is equal to 12-month Euribor + 1.5%. In the event that a financial year is extended beyond twelve months, the amount of Priority Dividends will be increased pro rata temporis.

Given that the warrants give the option to subscribe to the 2017 ADP, which are not themselves equity instruments within the meaning of IAS 39, the warrants are analysed as debt instruments. Consequently, in accordance with IAS 32, when they are issued, these warrants are treated as derivatives, measured at fair value, with subsequent variations in fair value in profit or loss. No change in fair value is recorded for this fiscal year given that the warrants were issued and subscribed in 2017.

FREE SHARE ALLOCATION PLAN (”AGA”)

The Combined General Meetings of 24 May 2018 and 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of free shares. As part of this delegation, the Board of Directors of the Company decided on the following allocations:

- at the meeting of 12 December 2018, the Board of Directors decided to grant 178,179 free shares to a total of 58 beneficiaries. The acquisition of the shares is set for 13 December 2023, conditional on presence. 40,187 shares have been cancelled or have lapsed since the grant. The total charge corresponding to these allocations is estimated at € 1.2 million. In accordance with IFRS2, it is recognised as a personnel expense over the vesting period, i.e. linearly over 5 years. In the annual consolidated accounts at 28 February 2021, the expense recognised in this respect amounts to € 228k.
- at the meeting of 18 March 2020, the Board of Directors decided to grant 142,722 free shares to a total of 34 beneficiaries, members of the Boston teams. The acquisition of the shares is set for 19 March 2020 without any condition of presence or performance. The corresponding charge was evaluated at € 256k. This charge was fully accounted for in personnel expenses in the annual consolidated accounts as of 28 February 2021, given the absence of conditions.

COMPANY FOUNDERS’ SHARE SUBSCRIPTION WARRANTS (“BSPCE”)

The Combined General Meeting of 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of warrants to subscribe for company founders’ shares (BSPCE). As part of this delegation, the Board of Directors of the Company decided on the following allocations during the meeting of 18 September 2020:

- Plan n° 1 “2020-2024” allocates 570,500 BSPCE to 89 beneficiaries. The acquisition date is set for 19 September 2024. It is subject to a presence condition as well as to four performance conditions: increase in the share price, the Group's financial performance (turnover and EBITDA) and level of customer satisfaction.
- Plan n° 2 “2020-2025” allocates 786,500 BSPCE to 89 beneficiaries. The acquisition date is set as the closing date of the 2024/25 accounts. It is subject to a presence condition as well as to four performance conditions: level of employee satisfaction, increase in the share price, the Group's financial performance (EBITDA) and level of customer satisfaction.

As of 28 February 2021, 27,500 warrants have lapsed or have been cancelled.

The expense corresponding to the allocation of company founders' share warrants was estimated at € 458k. In the consolidated financial statements at 28 February 2021, the expense recognised in this regard amounts to € 48k.

LIQUIDITY CONTRACT

On 3 July 2018, the Company set up a liquidity contract with BNP Paribas Portzamparc with 300 thousand Euros made available. At closing date, treasury shares are restated as a reduction in shareholders' equity.

The results achieved on the purchase and resale of treasury shares are reclassified from income to equity, net of tax.

6.7.5.9. Current and non-current financial debts

Financial and non-current debts (In thousands of Euros)	28/02/2021	29/02/2020
Refundable advances	165	340
Preference shares	3,478	3,421
Loans from credit institutions	14,318	18,143
Other financial debts	11,429	11,536
Lease debts	14,005	15,525
Other financing debts (2CRSI)	4,441	3,985
Non-current financial debts	**47,836**	**52,950**
Refundable advances	175	113
Other loans	166	131
Loans from credit institutions	12,878	4,828
Current bank overdrafts and accrued interest	1,520	429
Factoring	2,683	2,287
Lease debts	2,859	2,137
Other financing debts (2CRSI)	4,910	6,672
Other financing debts (Boston Ltd)	779	
Current financial debts	**25,970**	**16,597**
Total financial debts	**73,806**	**69,547**

The table below shows the changes in financial debts during the year:

	29/02/2020	Cash received	Cash disbursed	Other	28/02/2021
Loans from credit institutions	22,971	10,177	(5,959)	5	27,196
Current bank overdrafts and accrued interest	429	1,154	0	(63)	1,520
Refundable advances	453			(113)	340
Financial debts	10,657	4,590	(6,562)	1,445	10,130
Preference shares	3,421			57	3,478
Factoring	2,287	454	0	58	2,683
Lease debts	17,662		(2,163)	1,365	16,864
Other financial debts	11,536			(107)	11,429
Other loans	131			35	166
Total	**69,547**	**16,375**	**(14,684)**	**2,569**	**73,806**

Loans from credit institutions rose by € 10.2 million, mainly due to taking out a State guaranteed loan (PGE) for € 10 million. The 2 loans from BNP of € 5 million and € 15 million respectively were subject to repayments of € 1 million and € 3 million. Current bank overdrafts reached € 1.5 million as of 28 February 2021.

Equipment financing debts are overall lower, with repayments of maturities (€ 6.6 million) exceeding new contract subscriptions (€ 4.6 million).

"Other" movements mainly relate to variations in accrued interest not yet due, the increase in rental debts following the signing of new contracts, mainly in France (Green Data and 2CRSi real estate contracts), as well as the increase in debt related to the Boston Company's leases. Following the final allocation of the acquisition price of Boston, an additional financing debt was recognised under finance leases. This debt amounts to € 0.8 million at the end of February 2021.

"Other financial debts" are debts to minority interests recognised in the context of business combinations. These are determined on the basis of an estimated level of EBITDA and EBITDA rate over the coming years, the non-achievement or exceeding of which could significantly vary the amount that would actually be disbursed in this respect compared to the amount recorded. For the fiscal year ended 28 February 2021, the accounts were prepared considering that the trigger threshold for the earn-out has not been reached. The earn-out debt for the next two fiscal years is valued at € 2.5 million at the end of February 2021. The maximum amount that could be disbursed in this regard in the event of the Boston sub-group's outperformance amounts to € 7.7 million. Concerning the minority put, the amount actually disbursed will be determined on the basis of a multiple of the average EBITDA for the two previous years. At the end of February 2021, the debt recognised in this regard amounted to € 8.8 million.

REFUNDABLE ADVANCES AND SUBSIDIES

In accordance with IAS 20, the benefit of a public loan below the market interest rate is treated as a public subsidy.

Thus, conditional advances granted at low interest rates are restated according to the following rules:

- The "loan" granted by the government was recognised and measured in accordance with the provisions of IAS 39. Consequently, the Group records the debt corresponding to its fair value, i.e. with a discount (corresponding to the rate differential, discounted at the market rate), so as to reduce its effective interest rate (EIR) to that of a normal debt.
- The profit from the lower than market interest rate (corresponding to the "discount") was measured as the difference between the initial carrying amount of the loan determined in accordance with IAS 39 and the income perceived.

The identified benefit is treated as a public subsidy. This subsidy is recognised in profit or loss at the rate of the expenses incurred by the Group and which are the subject of this subsidy.

ADP 2017 PREFERENCE SHARES

In order to finance its activity, 2CRSi SA carried out a capital increase voted on at the AGM of 24 April 2017. As such, 350,000 BSAs (each giving the right to a 2017 ADP) were subscribed and exercised by the holding companies managed by the Audacia management company.

The 2017 ADPs have a nominal value of € 10, including an issue premium of € 910. They are perpetual, do not include a contractual mechanism for reimbursement or conversion. They do however give a right to a priority dividend, which 2CRSi must pay in the event of distributable income. In the event that there are no distributable income for more than 6 consecutive years, the 2017 ADP entitles the holder to the payment of a cumulative priority dividend equal to the priority dividends not paid after the 7th financial year (7th financial year included) capitalised annually at 15%.

In accordance with IAS 32, 2CRSi has recognised a debt on its balance sheet for the entire subscription price of the ADP, taking into account the payment in perpetuity of the dividend.

Thus, when the ADPs were allocated, the amount of € 3,500k (before issue costs) was recognised as debt, after deduction of issue costs of € 341k. These issue costs are spread over a period of 6 years, corresponding to the period during which the ADPs carry a priority dividend and the estimated holding period by the current holders.

The table below has been produced on the basis of the following assumptions:

- Payment of dividends on each period
- Rate of 5%

Accounting for ADP 2017 (Amounts in € k)	31/12/2017	31/12/2018	29/02/2020	28/02/2021	28/02/2022	28/02/2023	29/02/2024
Financial expenses	258	175	205	175	175	175	175
Financial expenses spread over issuance costs	27	57	66	57	57	57	21
Financial liabilities	**3,268**	**3,325**	**3,421**	**3,478**	**3,535**	**3,593**	**3,614**

DEBTS TO CREDIT INSTITUTIONS

Below is the list of loans not due at the end of the financial year (including those repaid early for bank account closure - data from corporate accounts):

Bank	Item	Nominal value in thousands	Currency	Date of issue	Due	Rate	Rate type	Balance sheet value at 28/02/2021 in thousands of Euros	Fair value at 28/02/2021 in thousands of Euros
BPI	Export loan	194	€	30/04/2015	31/01/2022	4.20%	Fixed	39	39
BPI	Export loan	150	€	31/08/2015	31/08/2022	4.54%	Fixed	53	53
Caisse d'Epargne	Local development loan	75	€	22/10/2015	01/02/2021	1.00%	Fixed	8	8
SG	Local development loan	50	€	01/04/2016	01/03/2021	0.90%	Fixed	6	6
Caisse d'Epargne	R&D project	250	€	19/09/2016	05/10/2021	1.60%	Fixed	75	75
BNP	Investments	5,000	€	06/12/2018	06/12/2023	1.00%	Fixed	3030	3030
BNP	External growth	15,000	€	04/12/2019	04/11/2024	2.25%	Variable 1-month Euribor (currently 0%)	12,000	12,000
Crédit Agricole	PGE	300	€	25/01/2021	ND	ND	Fixed	300	300
Caisse d'Epargne	PGE	1500	€	29/09/2020	D *(1)*	0.25%	Fixed	1500	1500
BNP	PGE	2500	€	16/10/2020	D *(1)*	0.5% *(2)*	Fixed	2500	2500
BPI	PGE	1000	€	02/11/2020	D *(1)*	2.35%	Fixed	1000	1000
LCL	PGE	1000	€	21/10/2020	D *(1)*	0.5% *(2)*	Fixed	1000	1000
CIC	PGE	1000	€	20/10/2020	D *(1)*	0.5% *(2)*	Fixed	1000	1000
Crédit Agricole	PGE	1300	€	19/10/2020	D *(1)*	0.5% *(2)*	Fixed	1300	1300
Société Générale	PGE	1400	€	13/10/2020	ND *(1)*	0.25%	Fixed	1400	1400
HSBC	Equipment		USD	11/01/2021	ND	2.03%	Fixed	2,136	2,136
HSBC	Equipment	665	£	27/08/2015	27/08/2022	1.40%	variable + Bank of England base rate (currently 0.1%)	209	209
Loyds Bank	Equipment	ND		ND	ND	ND	ND	70	70

(1) The Group has decided to take advantage of the additional amortisation periods provided for by these loans.
(2) Guarantee commission

PGE borrowings are classified under non-current borrowings and financial debts.
The line "Other financial debts" are debts to minority interests recognised in the context of business combinations.

RENTAL DEBTS

Rental debts were down € 0.8 million. The cash disbursed for this item amounts to € 2.2 million. The new rental contracts concern an area of 408 m² in Strasbourg for the creation of a prototyping area.

FINANCING DEBTS

In order to ensure the financing of certain rental contracts, the Group has set up sales and lease-back contracts with banking organisations relating to the servers received by customers. This operates as follows:

- Each delivery of servers is backed by a sale-leaseback operation with a banking organisation. In this context, this organisation finances the servers delivered and the funding is reimbursed over 36 to 48 months.
- In accordance with IFRS 15, the legal transaction of transfer to banking organisations is not classified as a sale and therefore no turnover is recorded by the Group. The funding received is recognised as debt.

There is no guarantee or collateral on the assets financed.
In 2020-21, other assets were the subject of sale-leaseback operations with banking organisations. The total amount of goods financed during the year is € 4.6 million, and no turnover is recorded for this in the Group's accounts. These contracts have a duration of 48 and 60 months. These contracts were treated as financing obtained by the Group and the amounts received from banking organisations were treated as financial debts.

The main characteristics of the operations are as follows:

Banks	Amount financed before tax [Amount collected]	Rental period	1st rent + fees	Quarterly rent	Term	Start date	End date	Purchase option	Rate
LIXXBAIL ETICA *(*)*	4,030,000	54 months	600,000	243,464	Due	15/10/2017	15/04/2022	None	4.61%
CM CIC *(*)*	2,095,600	42 months		186,031	Due	16/10/2017	14/04/2021	20,956	3.68%
LIXXBAIL ETICA *(*)*	2,500,562	42 months	375,084	197,279	Due	15/01/2018	14/07/2021	None	4.20%
LIXXBAIL ETICA *(*)*	3,003,763	42 months	450,564	241,601	Due	01/06/2018	30/11/2021	None	5.00%
NCM ARIUS *(*)*	1,999,980	60 months		114,960	Due	01/06/2018	28/02/2022	20,000	3.60%
LEASE EXPANSION *(*)*	2,958,027	42 months		250,830	Due	01/12/2017	31/08/2021	150	1.20%
NCM	1,600,408	60 months		87,718	Due	01/12/2019	30/11/2024	8,002	3.67%
NCM	534,125	60 months		28,219	Due	01/05/2019	30/04/2024	7,578	3.99%
NCM	2,372,203	60 months		131,017	Due	29/03/2019	29/03/2024	11,861	3.99%
LEASE EXPANSION	2,516,786	36 months		220,349	Due	01/07/2020	30/06/2023	0	ND
LEASE EXPANSION	899,111	36 months		78,719	Due	01/08/2020	31/07/2023	None	ND
Exclusive Capital	517,400	48 months		34,727	Due	27/07/2020	30/09/2024	0	5.80%

(*) contracts with Covid deadline postponements

In the context of the pandemic, 2CRSi benefitted from deadline extensions of 6 months for some of the contracts in progress. The impact of these deferments on cash flow for the year is € 1.8 million.

With respect to the financing debts, the main variations during the period are:

- reimbursements on all contracts for the period: € 5.7 million;
- new finance lease contracts: € 4.6 million

The breakdown of financial debt maturities is as follows:

Financial debt repayment terms and schedule (In thousands of Euros)	Total	< 1 year	1 to 5 years	> 5 years
Refundable advances	340	175	165	
Preference shares	3,478		3,478	
Bank overdrafts	4,203	4,203		
Rental debts	16,864	2,859	14,005	
Financial debts	10,130	5,689	4,441	
Other financial debts	11,429		11,429	
Loans from credit institutions	27,196	12,878	14,318	
Other loans	166	166		
Situation at the end of the financial year	**73,806**	**25,970**	**47,836**	**0**

The 1-year debts with credit institutions include a loan for which, at the date of closing, certain covenants had not been respected, but for which the Bank has since waived the demand for early repayment. Corrected for this impact, financial debts at < 1 year would be € 9 million lower and financial debts from 1 to 5 years € 9 million higher.

6.7.5.10. Fair value of financial instruments

No significant event occurred during the fiscal year ended 28 February 2021 to affect the fair value of financial assets and liabilities. With the exception of the modification of the titles of the various categories of assets and the discounting of the debt linked to the put, the implementation of IFRS 9 has not resulted in any significant change with regard to the valuation methods of the book values as well as the levels of fair value presented at 29 February 2020.

6.7.5.11. Covenants

The loan of € 15 million contracted on 4 December 2019, and the balance of which amounts to € 12 million as of 28 February 2021, is subject to compliance with covenants.

The financial ratios (R1, R2 and R4) below must be maintained on each test date for the period of test considered, at a level lower than those indicated in the table below:

- R1 = Net Financial Debt / EBITDA for the Boston Ltd Group calculated semi-annually and for the first time on 29/02/2020
- R2 = Net Financial Debt / EBITDA for the consolidated group calculated semi-annually and for the first time on 28/02/2021
- R4 = Net Financial Debt / Equity for the historical 2CRSi calculated semi-annually and for the first time on 29/02/2020

Test date	R1 ratio less than	R2 ratio less than	R4 ratio less than
29/02/2020 and 30/08/2020	3 x	N/A	60%
from 28/02/21 to 30/08/2024	2.5 x	2.5 x	60%

As of 28 February 2021, the company had not complied with certain ratios agreed in the senior loan agreement entered into on 05/12/2019, with a view to financing the acquisition of Boston Limited. As the Bank had not waived the early repayment of the debt as of 28/02/2021, the portion of the loan with a maturity of more than one year (€ 9,000,000) was considered as a current debt in strict application of accounting rules. The bank has since confirmed its waiver of the early repayment of the debt.
In addition, the loan contract with HSBC, the balance of which amounts to € 209k on 28/02/2021, is subject to a covenant.

6.7.5.12. Trade payables

Trade payables (In thousands of Euros)	28/02/2021	29/02/2020
Trade payables	22,095	16,986
Invoices not received	1,962	3,350
Total trade payables	**24,057**	**20,336**

The increase in trade payables mainly concerns the 2CRSi and Boston companies and is predominantly related to purchases on projects in progress.

6.7.5.13. Other current liabilities

Other current liabilities (in thousands of Euros)	28/02/2021	29/02/2020
Advances and down payments on customer orders	2,637	1,662
Customer credit notes and Rebates & Discounts	1,986	1,194
Liabilities on non-monetary contracts	1,785	3,560
Social debts	2,861	2,488
Tax debts	4,893	5,778
State - income taxes	599	75
Other liabilities	2,807	1,985
Total other current liabilities	**17,568**	**16,742**

6.7.5.14. Employee benefits

SHORT-TERM BENEFITS AND POST-EMPLOYMENT BENEFIT PLANS WITH DEFINED CONTRIBUTIONS

In "Staff costs", the Group recognises the amount of short-term benefits, as well as the contributions payable under general and mandatory retirement plans. Not being committed beyond these contributions, the Group does not record any provision for these plans.

POST-EMPLOYMENT PLANS WITH DEFINED BENEFITS

Pension plans, similar indemnities and other social benefits which are analysed as defined benefit plans (plan in which the Company undertakes to guarantee a defined amount or level of benefit) are recognised in the balance sheet on the basis of an actuarial valuation of the commitments at the year closure date.

This assessment is based on the use of the projected unit credit method, taking into account staff turnover and the probabilities of mortality. Any actuarial differences are recognised in shareholders' equity, under "other overall income".

Obligations to staff are made up of the provision for end-of-career indemnities, assessed on the basis of the provisions provided for by the applicable collective agreement, namely, for employees of the 2CRSi company, the *Convention collective nationale des bureaux d'études techniques, des cabinets d'ingénieurs-conseils et des sociétés de conseil*, and for employees of Boston France, the *Convention collective nationale de commerces de gros*.

This obligation only concerns employees subject to French law and amounts to € 496k as of 28 February 2021, compared to € 386k as of 29 February 2020. The impact on the financial year is a charge of € 110K. It takes into account past service costs of 175k, financial costs of 4k and positive variations related to actuarial costs of € 69k.

6.7.5.15. Provisions

A provision is recognised when the Group has an obligation to a third party resulting from a past event, and when it is probable that it will cause an outflow of resources to the benefit of that third party, and future cash outflows can be reliably estimated.

The amount recognised as a provision is the estimate of the expense necessary to extinguish the obligation, updated if necessary at the closing date. Provisions for risks include provisions relating to pending litigation. The amount of provisions corresponds to the most probable estimate of the risk.

Provisions for risks are recognised in the accounts at 28 February 2021 in the amount of € 335k.

In addition, a tax audit is in progress at 2CRSi, covering the 2017 and 2018 financial years. The Group does not expect an unfavourable outcome from this audit.

6.7.5.15. Cash

in € m	28/02/2021	28/02/2020
Cash on hand	4,544	10,174
Marketable securities	0	
Gross cash	**4,544**	**10,174**
Bank assistance (overdraft)	1,477	396
Net cash	**3,067**	**9,777**

The decrease in available cash compared to 28/02/2020 is mainly explained by the increase in the financial receivable (refer to 2.5.5.4).

6.7.6. OTHER INFORMATION

6.7.6.1. Rental contracts as lessee

MANAGEMENT ESTIMATES AND APPLICATION

As permitted by IFRS 16, the Group has chosen not to apply the provisions of the standard to its short-term leases and to its contracts where the underlying assets are of low value.
The rental periods used by the Group reflect the non-cancellable periods of each contract, plus any contract extension or termination options that the Group has the reasonable certainty of exercising or not exercising. Thus, for real estate leases, where the maximum term is 9 years with a possible exit at 3 and 6 years, the term retained is 6 years, with the exception of a commercial lease where a commitment has been made to the last three-year term, in which case the term retained is 9 years. In effect, the management is not reasonably certain of keeping its premises beyond this period, given (i) the lack of strategic nature of the location and (ii) the prices which do not present any incentive over market prices. For rental contracts on vehicles and servers used internally as part of research and development activities, the term retained is that of the contracts.
Finally, the discount rate used for the valuation of the rental obligation is the borrowing rate that 2CRSi would have obtained if it had had recourse to its bank to finance the acquisition of the leased property.

6.7.6.2. Related parties

TRANSACTIONS WITH RELATED PARTIES

According to IAS 24, "Related party information", a related party is a natural or legal person that is related to the entity that presents its financial statements.
It can be any of the following:

- A person or company that exercises control over the Group;
- An associate of the Group;
- An important member of the Company's management team (or a member of their family).

A transaction with a related party involves a transfer of goods, services or obligations between the Group and the related party.
Transactions with related parties identified as of 28 February 2021 are as follows:

Related parties (Amounts in € k)	HAW		ALISPALU		GAMESTREAM		BLADE		BOSTON IT SOLUTIONS (India)	
	28/02/2021	29/02/2020	28/02/2021	29/02/2020	28/02/2021	29/02/2020	28/02/2021	29/02/2020	28/02/2021	29/02/2020
Others products		3		102	2	1				
External charges			(80)	-	-	-	-		-	-
Sales of products & merchandise		-	3,849		166	160	17,900	1260	1270	999
Consumed purchases		-	(7)	-	-	-	-		-	-
Financial products	1	-	-	-	1	1	753	1664		-
Total	**1**	**3**	**3,762**	**102**	**169**	**162**	**18,653**	**2,924**	**1270**	**999**

During fiscal year 2020/2021, there was no significant change in the nature of transactions with related parties compared to fiscal year 2019/2020.

EXECUTIVE REMUNERATION

The gross remuneration of corporate officers amounted to € 430,933 for the year, including € 27,600 in benefits in kind.
The Deputy Chief Executive Officer also benefitted from an allocation of BSPCE during the financial year, amounting to 134,000 warrants for the "2020-2024 Plan" plan and 156,000 warrants for the "2024-2025 Plan”. For more information, refer to section 3.5.3.
The gross amount of the remuneration awarded to the directors for the 2019-2020 financial year and paid during the 2020/21 financial year amounts to € 29,000, to which is added the remuneration granted to the non-voting director of € 10,500.
At its meeting of 13 June 2019, the general meeting voted for an annual envelope of € 60,000 for the gross remuneration of the directors under of their mandate. A provision was made for this amount at the end of the period. The final remuneration amount has not yet been set at the end of the financial year.

6.7.6.3. Financial risk management and assessment

The 2CRSi group can be exposed to different types of financial risk: market risk, credit risk and liquidity risk. The Group implements simple means commensurate with its size to minimise potential adverse effects of these risks on the financial performance. The Group's policy is to not subscribe to financial instruments for speculative purposes.

CREDIT RISK

Credit risk represents the risk of financial loss for the Group in the event that a customer or a counterparty to a financial instrument fails to meet its contractual obligations.
The Group assesses the solvency risk of its customers. This solvency takes into account both elements that are purely internal to the Group, as well as contextual elements such as its geographical location, the overall economic situation and the outlook for sector development.
The Group is not exposed to a significant credit risk, which is mainly concentrated on trade receivables and financial receivables. The net book value of receivables recognised reflects the fair value of net cash flows receivable estimated by management, based on information at the closing date. The Group has not considered any guarantees or any compensation agreements with liabilities of the same maturity to perform impairment tests on financial assets.
There are no significant past-due impaired financial assets.
The banks with which the Group has a relationship have all met the requirements of the solvency tests provided for by EU regulations.
A credit risk exists when a possible loss can occur if a customer cannot honour their commitments within the prescribed time limits. The Group requires its customers to make down payments on each first order or if the authorised outstanding amount for a customer is exceeded.

EXCHANGE RATE RISK

The Group is exposed to the risk of exchange rate fluctuations on commercial and financial transactions that are carried out in a currency other than the working currency of the Group entity that records them. Due to its international presence, the Group is naturally exposed to fluctuations in foreign currencies (except the Euro which is its working and reporting currency) in which its operations are carried out (transaction and income conversion risks) and in which its assets and liabilities are denominated. Nearly 69% of the Group’s supplies are made in USD and nearly 36% of its invoices are in USD.
Intra-group transactions are mainly carried out in the currencies of the company issuing the invoice. This helps ensure self-coverage.
At the end of February 2021, the Group had no forward currency purchase commitments.
As the Group's debt is mainly at fixed rate, the Group has little exposure to interest rate risks.
The list of loans and their characteristics is given in note 2.5.5.9.

LIQUIDITY RISK

Liquidity risk corresponds to the Group's ability to have the financial resources to meet its commitments, i.e. the risk for the Group of not being able to repay its debts.
The Group has access to diversified funding sources including:
- loans from banks;
- financing and guarantees from the BPI;
- refundable advances and subsidies; and
- leasing contracts.

Net financial debt stood at € 69.3 million as of 28 February 2021 and includes € 16.9 million in lease debts (IFRS 16) and € 14.9 million in financial debts linked to the price supplements clauses and put options granted to minority interests in Boston Ltd (€ 11.4 million) as well as to Preference Shares (€ 3.5 million).

The € 15 million loan which made it possible to finance the acquisition of the Boston Ltd shares in December 2019 is subject to covenants relating to the Group's cash level as well as to debt ratios. Requested by 2CRSi for non-compliance with some of these covenants, the arranging bank has confirmed that it waives the early repayment of the debt. The repayment of this loan will be made over 5 years; a first payment was made in November 2020 (€ 3 million).

In addition, the Group has entered into a cash flow agreement with most of its subsidiaries, allowing it to optimise the management of its resources where necessary.

At the end of May 2021, the Group's cash amounted to € 10.9 million to which is added the mobilisable financing lines of € 7.2 million (bank overdraft, undrawn short-term credit lines) as well as an unused BPI advance of € 2 million.

On the basis of the cash available and the lines that can be mobilised at the date of this document, as well as the financing to be obtained which should allow the Group to cover its forecast cash requirements, the Company considers that it is in a position to meet its due dates for the next 12 months.

The proper management of the receivership procedure for a major client (Blade) is likely to significantly reduce the group's financial mobilisations.

6.7.6.4. Contingent liabilities

No contingent liability is known at the date of closing of these consolidated accounts. No new litigation arose during the 2020-2021 fiscal year.

The dispute concerning a former manager of the company has not been the subject of a provision because the company considers the arguments to be unfounded.

6.7.6.5. Off-balance sheet obligations

Off-balance sheet commitments in € k (excluding rental debt and credit card)	Commitments given	Commitments received
Business pledges	3	
GREEN DATA pledged securities	6	
BOSTON pledged securities	12,000	
2CRSi joint surety (GREEN DATA lease)	1,452	
BPI security		64
Loan insurance commission		5,000
BPI guarantee on overdraft authorisation		2,025
Individual personal guarantee		11
Guarantee to CERN ($ 181,275)	165	
Other commitments vis-à-vis third parties (customer / supplier) ($ 1,736,206)	1,432	
Guarantee on import line (£ 1,901,640)	2,184	
Guarantee on customer discount line (£ 1,383,675)	1,590	
Loan Guarantee (£ 279,599)	328	
State guarantee loans (PGE)		9,000

6.7.6.6. Statutory auditors' fees

Statutory auditors' fees (Amounts in € k)	AT 28/02/2021		AT 29/02/2020	
	EY	SFR	EY	SFR
Statutory audit, certification, limited review of individual and consolidated accounts:	**209**	**105**	**196**	**105**
Parent company	200	105	187	105
Fully consolidated subsidiaries	9	-	9	-
Services other than statutory audit	**4**	**-**	**123**	**6**
Parent company	4	-	123	6
Total	**213**	**105**	**319**	**111**

6.8. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

FIDUCIAIRE DE REVISION S.A.

ERNST & YOUNG Audit

2CRSI
Financial year ended 28 February 2021

Statutory auditors' report on the annual accounts

FIDUCIAIRE DE REVISION SA

2, avenue de Bruxelles
68350 Didenheim
SA with capital of €
76,225,339
RCS Mulhouse 304 230

Statutory Auditor
Member of the regional
company of Colmar

ERNST & YOUNG Audit

Tour Europe
20, place des Halles
BP 80004
67081 Strasbourg cedex
SAS with variable capital
RCS Nanterre 344 366 315

Statutory Auditor
Member of the regional company
of Versailles and the Centre

2CRSI

Financial year ended 28 February 2021

Statutory auditors' report on the consolidated financial statements

To the General Meeting of 2CRSI,

Opinion

In accordance with the task entrusted to us as resolved at your annual general meeting and by collective decision of the partners, we have audited the consolidated accounts of the company 2CRSI for the financial year closed on 28 February 2021, which are attached hereto.

We certify that the consolidated accounts are, with regard to the IFRS standards as adopted in the European Union, conformant and sincere and give a faithful image of the results of operations for the past financial year, as well as of the financial situation and assets at the end of the financial year, for the group made up of the persons and entities included in the consolidation.

The opinion expressed above is consistent with the content of our report to the audit committee.

Basis for the opinion

Audit framework

We have conducted our audit according to professional standards applicable to France. In our estimation, the details we have collected represent sufficient and suitable grounds on which to base our opinion.

Our responsibilities in accordance with these standards are indicated in the “Statutory auditor's responsibilities for the consolidated financial statements” section of this report.

Independence

We carried out our audit mission in compliance with the rules of independence provided for by the Commercial Code and by the Statutory Auditors' Code of ethics for the period from 1st March 2020 to the date of issue of our report, and in particular we have not provided services prohibited by Article 5, paragraph 1, of Regulation (EU) No 537/2014.

Justification of our assessments - Key points of the audit

The global crisis related to the Covid-19 pandemic creates special conditions for the preparation and audit of the accounts for this fiscal year. Indeed, this crisis and the exceptional measures taken under the state of health emergency created multiple consequences for companies, particularly with respect to their activity and their financing, as well as increased uncertainties on their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organisation of companies and on how audits are carried out.

It is in this complex and evolving context that, in application of the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to justification of our assessments, we bring to your attention the key points of the audit relating to the risks of material misstatement, which in our professional judgement, were the most important part of our audit of the year's consolidated financial statements, as well as the responses we have used to tackle these risks.

The assessments are within the context of our audit approach of the consolidated financial statements, taken as a whole, and amount to our opinion as expressed above. We do not express any opinion on elements of these consolidated financial statements taken individually.

Valuation of assets and liabilities related to contracts with Blade group entities

Risk identified	Our answer
The Blade group, your company's main client, entered into insolvency proceedings in March 2021. Note 6.7.1.2. "Key events" in the notes to the consolidated financial statements presents the impact on your company's financial statements of the Blade group's bankruptcy proceedings underway in France and the United States. It specifies that: ▸ the financial receivables from the Blade group amounted to € 25.1 million as of 28 February 2021; ▸ the equipment delivered to the Blade group prior to 31 December 2019 was taken over by the company huBic for € 10.5 million excluding taxes, paid directly to your company. ▸ the equipment delivered after 1 January 2020 is being taken back by your group and management has estimated the recoverable amount of these assets at € 13 million. Given the importance of the financial receivables with the Blade group as of 28 February 2021, which amount to € 25.1 million, we considered the valuation of these assets to be a key point of the audit.	The work we carried out mainly consisted of: ▸ obtaining the legal elements related to the reorganisation procedures and the disposal plan, such as the judgments of the courts referred to in France and the United States and the offer to transfer equipment to the buyer of the Blade company; ▸ analysing the accounting translation of the impact on your company's accounts of the procedures in progress; ▸ conducting interviews with management to find out their assessment of the quality and the possibilities of resale of equipment delivered after 1 January 2020 to the Blade group which is the subject of a takeover by your company; ▸ assessing the appropriateness of the information provided in the note to the annual accounts.

Existence and completeness of recorded stocks

Risk identified	Our answer

2CRSI
Financial year ended 28 February 2021

2

Risk identified	Our answer
Inventories of raw materials and merchandise represent a gross amount of € 29.8 million and finished products and work in progress represent a gross value of € 5.4 million at closing. As indicated in note 6.7.5.5 to the consolidated financial statements, stocks of raw materials and goods are valued at their acquisition cost (purchase price and incidental costs). Taking into account the importance of these assets in the balance sheet, and in view of the significant number of references stored by your company, we consider that there is a risk on the existence and the exhaustiveness of the stocks which we considered to be a key point of the audit.	The work we carried out mainly consisted of: ▸ assisting with the physical inventories of the main companies within the scope of the consolidated accounts (2CRSI, Boston France, Boston Ltd and Boston GmbH) and carrying out counts, by sampling, from the listing of stocks (tests on existence) and physical stocks (tests on exhaustiveness); ▸ reconciling our counts of the quantities in accounting stocks at the date of closure; ▸ carrying out detailed tests, by sampling, on the correct linkage of the last deliveries and shipments to the financial year.

Correct linkage of revenue from the delivery of equipment to the financial year

Risk identified	Our answer
As of 28 February 2021, your Group achieved sales of € 163.3 million, of which € 128.4 million correspond to sales of finished products and merchandise (deliveries of equipment). Note 6.7.4.1 of the notes to the consolidated financial statements describes the methods for recording revenue relating to equipment deliveries. The delivery of equipment is understood to mean the delivery of assembled components and servers. We considered the correct linkage of the turnover relating to the deliveries of equipment to the financial year as a key point of the audit because of the seasonality of the activity (strong activity at the end of the year) and the sensitivity of the achievement of the objectives communicated to the market.	The work we carried out mainly consisted of: ▸ becoming familiar with the internal control procedures for recognising turnover; ▸ examining the methods for recording sales linked to contracts containing specific clauses likely to impact the recognition of turnover, in particular at the end of the year; ▸ obtaining external confirmations for a sample of invoices not yet paid at 28 February 2021; ▸ by using end-of-year sales journals and post-closing sales journals, performing detailed tests on the correct linkage and the reality of sales for the year by reconciling them with supporting documents (delivery notes and acceptance reports signed by the customer and invoices).

Specific checks

In accordance with the norms regulating professional activity in France, we also performed the specific checks required under legal statutes and regulations on the information given in the group management report from the board of directors.

We have no comments to make on their fairness and their consistency with respect to the consolidated financial statements.

Other verifications or information provided for by legal and regulatory texts

Appointment of statutory auditors

2CRSI appointed the statutory auditors through its general meeting of 13 June 2019 of the firm FIDUCIAIRE DE REVISION S.A., and that of 25 September 2017 of the firm ERNST & YOUNG Audit.

On 28 February 2021, the firm FIDUCIAIRE DE REVISION S.A. was in the second consecutive year of its mission and the firm ERNST & YOUNG Audit in its fourth year (including three years since the company's shares were admitted to trading on a regulated market).

Responsibilities of management and officers of the company for the consolidated financial statements

It is the responsibility of management to prepare consolidated accounts presenting a true and fair view, in accordance with IFRS standards as adopted in the European Union, and to put in place the internal control it deems necessary for the establishment of consolidated accounts that do not contain any material anomalies, whether these result from fraud or from error.

In preparing the consolidated accounts, management must assess the company's capacity to continue as a going concern, to include in its statements any necessary information on consistent operation and apply the accounting agreement on consistent operation, unless the company must be wound up or closed down.

It is the responsibility of the audit committee to follow the process for preparing the financial information and for monitoring the effectiveness of internal monitoring and risk management systems, as well as where applicable internal auditing as regards the procedures relating to the preparation and processing of accounting and financial information.

The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the statutory auditors relating to the audit of the consolidated financial statements

Audit objective and approach

Our role is 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 significant anomalies. The reasonable assurance must be of a high level, yet without guaranteeing that an audit in accordance with professional standards will help systematically detect any major anomaly. Anomalies may come from fraud or result from errors and are deemed significant when we may reasonably assume that they may, either taken individually or cumulatively, influence the financial decisions which account users take on those grounds.

As specified by article L. 823-10-1 of the Commercial Code, our task of certifying statements does not consist of ensuring the viability or quality of the management of your company.

Within the framework of an audit in accordance with professional standards applicable to France, statutory auditors make their professional judgment throughout this audit. In addition:

- They identify and assess the risks posed by the consolidated accounts of major anomalies, from fraud or errors, define and implement audit procedures in the face of those risks, and gathers elements they deem sufficient and suitable to justify their opinion. The risk of non-detection of a significant anomaly from fraud is higher than that of a significant anomaly from an error, since the fraud may involve the collusion, forging, voluntarily omitting, misrepresenting or bypassing internal control;

- They take note of the internal control for the audit in order to define suitable auditing procedures under the circumstances, and not in order to issue an opinion on the efficiency of internal control;

- They assess the suitable nature of applicable accounting methods and the reasonableness of the accounting estimations by management, as well as the information regarding them and provided in consolidated financial statements;

- They assess the suitability of the application by management of the accounting consistent operating agreement, and, based on the collected elements, whether or not there is major uncertainty connected with events or circumstances which may question the company's capacity to continue as a going concern. This assessment depends on elements collected up to the date of their report, being nonetheless reminded that future circumstances or events could throw the consistency of operations into question. If they ascertain a significant uncertainty, they draw the attention of readers to their report on the information provided in consolidated financial statements for this uncertainty or if this information is not provided or is not relevant, they prepare a certification with reservations or refuse to prepare it;

- They assess the presentation of all the consolidated accounts and whether they accurately reflect the underlying operations and events.
- They collect the elements they consider sufficient and appropriate on the financial information of the persons or entities included in the scope of consolidation in order to express an opinion on the consolidated financial statements. They are responsible for the management, supervision and performance of the audit of the consolidated accounts, as well as the opinion expressed on these accounts.

Report to the audit committee

We submit a report to the audit committee which presents in particular the scope of the audit work and the work programme implemented, as well as the conclusions arising from our work. We also inform where appropriate significant weaknesses we have identified in internal control with respect to procedures relating to the preparation and processing of accounting and financial information.

Among the elements communicated in the report to the audit committee are the risks of material misstatement, which we consider to have been the most important for the audit of the consolidated financial statements for the year, and which as a result constitute the key points of the audit which is our responsibility to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 (EU) regulation no. 537/2014 confirming our independence, within the meaning of the rules applicable in France as laid down specifically by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the Code of ethics of the profession of statutory auditor. Where applicable, we discuss with the audit committee the risks weighing on our independence and the safeguards applied.

Didenheim and Strasbourg, 02/07/2021

The Statutory Auditors

FIDUCIAIRE DE REVISION S.A.	ERNST & YOUNG Audit
Véronique Habé	Alban de Claverie

2CRSI
Financial year ended 28 February 2021 6


2crsi

7

FINANCIAL STATEMENTS OF 2CRSi SA

7.1. INCOME STATEMENT OF 2CRSi SA

Headings	France	Export	At 28/02/2021 (12 months)	At 29/02/2020 (14 months)
Sales of goods and finished products	17,870,764	8,346,786	26,217,550	44,614,234
Sales of production services	5,496,459	3,291,483	8,787,942	10,102,414
Turnover	**23,367,223**	**11,638,269**	**35,005,492**	**54,716,648**
Production transferred to inventory			3,020,476	825,883
Capitalised production			15,670,577	726,054
Operating grants				
Write back of depreciation and provisions, transfer of expenses			1,157,761	1,022,844
Others products			398,823	1,155,987
Operating revenue			**55,253,129**	**58,447,416**
Purchases of goods, materials, raw materials and other supplies (including customs duties)			32,496,711	29,112,805
Inventory changes (raw materials, goods and supplies)			1,808,638	4,716,919
Other purchases and external expenses			14,970,573	16,763,572
Duties, taxes and similar levies			292,795	447,535
Wages and salaries			5,173,937	5,126,112
Social security costs			2,015,483	2,082,976
Allocations to depreciation of fixed assets			2,290,896	1,155,685
Allocations to fixed assets provisions				
Allocations to current assets provisions			2,553,880	870,955
Allocations to risks and charges provisions			171,251	100,720
Other expenses			519,702	361,971
Operating expenses			**62,293,866**	**60,739,250**
Operating Profit/Loss			**(7,040,737)**	**(2,291,834)**
Profit allocated or loss transferred				
Loss supported or profit transferred				
Income from financial investments				
Income from other securities and receivables from fixed assets				
Other interests and similar products			1,266,169	2,028,760
Write back of provisions and transfers of expenses			1,758	16,209
Realised foreign exchange revenue			56,487	149,850
Net income on sales of marketable securities				
Financial products			**1,324,414**	**2,194,819**
Financial allocations for depreciation and provisions			2,845,990	1,758
Interest and similar charges			405,228	177,003
Realised foreign exchange losses			174,715	61,426
Net expenses on sales of investment securities				
Financial expenses			**3,425,933**	**240,187**
Financial result			**(2,101,519)**	**1,954,632**
Result before taxes			**(9,142,256)**	**(337,202)**

Income statement (Continued)		
Headings	**at 28/02/2021 (12 months)**	**at 29/02/2020 (14 months)**
Exceptional income on management operations		20,796
Exceptional income on capital transactions	78,659	37,843
Write back of provisions and transfers of expenses		
Exceptional income	**78,659**	**58,639**
Exceptional expenses on management operations	2,759,506	17,452
Exceptional charges on capital transactions	54,388	170,937
Exceptional allocations to depreciation and provisions	89,789	
Exceptional charges	**2,903,683**	**188,389**
Exceptional income	**(2,825,024)**	**(129,750)**
Employee profit-sharing in the company's income		
Income taxes	**(369,500)**	**(645,708)**
Total revenue	**56,656,202**	**60,700,874**
Total expenses	**68,253,982**	**60,522,118**
Profit or loss	**(11,597,780)**	**178,756**

7.2. BALANCE SHEET OF 2CRSi SA

Balance Sheet Assets				
Headings	**Gross total**	**Amortisation and Depreciation**	**Net amount to 28/02/2021**	**Net amount to 29/02/2020**
Subscribed capital uncalled				
Establishment costs				
Development costs	2,747,774	1,432,467	1,315,307	1,368,496
Concessions, patents and similar rights	371,360	238,650	132,710	74,050
Goodwill				
Other intangible assets	7,023	7,023	0	7,023
Advances and down payments on intangible assets				
Land				
Constructions	540,959	225,040	315,919	393,082
Industrial plants, machinery and tools	14,982,228	1,881,099	13,101,129	214,938
Other tangible fixed assets	2,086,639	918,926	1,167,713	1,314,887
Fixed assets under construction	901,167		901,167	
Advances and down payments				
Financial holdings accounted by the equity method				
Other shareholdings	3,669,854	2,227,251	1,442,603	3,008,580
Amounts due on shareholdings	11,272,956		11,272,956	16,123,389
Other long-term securities				
Loans				
Other financial assets	464,400	8,481	455,919	435,798
Fixed assets	**37,044,360**	**6,938,937**	**30,105,423**	**22,940,243**
Inventories of raw materials, supplies	2,594		2,594	3,038
Inventories of goods in progress	1,477,595		1,477,595	102,665
Inventories of services in progress				
Inventories of goods and finished products	14,648,217	274,801	14,373,416	14,389,463
Advances, deposits paid on orders	421,461		421,461	113,197
Receivables from customers and related accounts	10,532,373	2,279,078	8,253,295	6,989,965
Other receivables	33,525,012		33,525,012	37,073,885
Subscribed capital called and unpaid				
Marketable securities				
Including own shares:				
Cash on hand	1,378,878		1,378,878	3,781,061
Prepaid expenses	1,054,337		1,054,337	2,221,188
Current assets	**63,040,467**	**2,553,879**	**60,486,588**	**64,674,462**
Debt issuance costs to be spread				
Premiums on the redemption of securities				
Asset exchange losses	**851,032**		**851,032**	**7,303**
Total	**100,935,859**	**9,492,816**	**91,443,043**	**87,622,008**

Balance Sheet Liabilities

Headings	Net amount to 28/02/2021	Net amount to 29/02/2020
Social or individual capital (including paid up: 1,596,909)	1,596,909	1,596,909
Share, merger, contribution premiums	48,576,864	48,576,864
Revaluation differences (including equivalence difference:)		
Legal reserve	160,051	160,051
Statutory or contractual reserves		
Regulated reserves (including special reserve provisions for price fluctuation:)	28,881	16,036
Other reserves (including reserve relating to the purchase of original works by living artists:)	1,027,161	1,040,006
Balance brought forward	4,485,816	4,482,060
INCOME FOR FINANCIAL YEAR	**(11,597,780)**	**178,756**
Investment grants		
Regulatory provisions		
Equity	**44,277,902**	**56,050,682**
Income from issue of participating stock		
Conditional advances	340,222	452,722
Other equity	**340,222**	**452,722**
Risk provisions	897,697	7,303
Expense provisions	72,213	
Provisions for risks and expenses	**969,910**	**7,303**
Convertible bond issues		
Other bond issues		
Loans and liabilities with credit institutions	26,213,105	19,532,613
Loans and other financial liabilities (including participatory loans:)	5,827	4,670
Payments received on account for orders in progress	2,242,908	466,822
Liabilities to suppliers and related accounts	12,248,774	5,633,822
Social security and tax liabilities	3,015,718	1,524,603
Liabilities on fixed assets and related accounts	49,200	6,370
Other liabilities	49,445	327,937
Prepaid income	2,008,426	3,356,908
Liabilities	**45,833,404**	**30,853,745**
Unrealised foreign exchange losses	*21,605*	*257,556*
Total	**91,443,043**	**87,622,008**

7.3. NOTES TO THE FINANCIAL STATEMENTS OF 2CRSi SA

7.3.1. KEY EVENTS - EVENTS SUBSEQUENT TO THE CLOSING

KEY EVENTS

BLADE

A long-standing customer of the Group, the Blade group specialises in cloud PCs for video game players. Since 2017, 2CRSi has supported Blade in its development by providing it with a high performance server infrastructure with reduced energy consumption.

The various contracts concluded with the Blade Group have concerned either the sale of servers with retention of title clauses until the equipment has been paid for, or the rental of servers with an option to purchase at the end of the contract. The equipment leased by 2CRSi has been partially financed through sale-leaseback contracts with banking establishments.

Over the 2020-21 fiscal year, sales with the entire Blade group represented € 7.8 million, mainly corresponding to rental invoices issued during the fiscal year.

On 2 March 2021, Blade went into receivership. On 1 March 2021, its American subsidiary, Blade Global Corp., was placed under "Chapter 11" protection of the United States of America Bankruptcy Law.

Since these announcements, the two companies have continued their activity while a disposal plan is put in place and a possible buyer is chosen.

On 30 April 2021, the Paris Commercial Court appointed the company hubiC, owned by Octave and Miroslaw Klaba, as the sole buyer of the Blade SAS activity. The court approved the plan to sell part of the assets used by Blade SAS, noting the settlement commitments in the amount of € 10.5 million excluding tax by hubiC to 2CRSi. This sum was actually received in full on 17 May 2021. The court also confirmed the principle of restitution of the equipment delivered by 2CRSi to Blade after 1 January 2020.

By decision of 3 May 2021, the United States Bankruptcy Court of California authorised the sale of part of the assets held by Blade Global Corporation to a US entity dependent of hubiC. The 2020 equipment owned by 2CRSi is excluded from this sale, its recovery from different datacentres started in May and should take several weeks.

In addition, 2CRSi submitted a "proof of claim" on 10 May with a view to obtaining the payment of all or part of its claims as part of the liquidation of Blade Global Corporation and a request is in progress to obtain the payment of the rents due to 2CRSi for the period after the bankruptcy filing in the context of the continuation of the activity.

The impacts on corporate accounts of 2CRSi on 28/02/21 are as follows:

1. In 2019, 2CRSi participated in the Blade SAS capital increase by investing € 2 million by offsetting receivables. Taking into account Blade's entry into bankruptcy proceedings, this investment was fully depreciated at the end of February 2021.

2. Regarding receivables relating to contracts prior to 31/12/2019 (equipment acquired by hubiC),
   2CRSi had negotiated a trade receivables rescheduling agreement with the Blade Group at the end of 2019, and the corresponding receivable is presented as a receivable attached to an investment.

   The balance of this receivable amounts to € 11.3 million (including tax) as of 28 February 2021, compared to € 16.1 million as of 29 February 2020. With the initiation of collective proceedings, this debt became payable at the start of the 2021/2022 financial year. The price paid by hubiC in exchange for this equipment (€ 10.5 million excluding tax / € 12.6 million including tax) will fully compensate for the impact in the corporate accounts of the cancellation of these receivables. No impairment of these receivables was therefore recognised as of 28 February 2021 in this regard.
   Prepaid income associated with these receivables and relating to interest invoiced and due as of 28 February 2021 amounts to € 0.6 million.
   The financing obtained by 2CRSi from financing organisations for the equipment taken over by hubiC has been or will be the subject of a procedure with financial organisations with a view to their early repayment. As such, all of the remaining instalments have been expensed for an amount of € 2.6 million.
   In addition, there is a reversal of a prepaid charge of € 0.5 million, for a total charge of € 3.1 million.

   At the end of February 2021, the total amount of debt recognised under financing contracts for this equipment amounted to € 3.1 million including tax.

3. With respect to rental contracts entered into after 1 January 2020, Blade is not the owner of the rented goods. In its agreement with 2CRSi, hubiC has undertaken to facilitate the return of this equipment, most of which is located in the United States.

Equipment owned by 2CRSi is included in property, plant and equipment for a net book value of € 9.2 million (€ 10.4 million gross). Part of the equipment is covered by a financing contract with banking organisations and is therefore not recorded as fixed assets in 2CRSi's accounts.

At this stage, the company considers that, taking into account the current period of shortage of computer components, it is probable that, once recovered, the equipment concerned can either be resold or operated by 2CRSi under satisfactory market conditions, and will make it possible to cover all of the fixed assets (€ 9.2 million) and any costs of restitution and restoration.
Receivables for unpaid rents (€ 1.8 million excluding tax, € 1.8 million including tax as of 28 February 2021) on rental contracts entered into after 1 January 2020 was fully depreciated at the end of February 2021.

In addition, the stocks related to the current order of Blade and not delivered consist of non-specific material that is easily marketable to other customers.

In summary, the balance sheet positions linked to the Blade group at the end of February 2021 in the company accounts of 2CRSi SA are as follows:

In Thousands of Euros - as of 28 February 2021	Assets			Liabilities
	Gross value	Amortisation Depreciation	Net Value	
1) Under contracts prior to 31 December 2019				
- Receivables related to participations (net PCA)	10,679	0	10,679	
- Debts under financing contracts				3,128
2) Under contracts after 1 January 2020				
- Tangible assets	10,361	(1,181)	9,180	
- Receivables related to shareholdings	0		0	
- Clients	1,782	(1,782)	0	
- Debts under financing contracts				0
3) Other items				
- Equity securities	2,038	(2,038)	0	
Total	**24,860**	**(5,001)**	**19,859**	**3,128**

The impacts of the Blade Group reorganisation on the 2020/21 income statement are as follows:

	In thousands of Euros
Charge for financing contracts (as of 31.12.2019, net CCA reversal)	(3,111)
Depreciation of receivables	(1,782)
Impact on operating profit	**(4,893)**
Impairment of equity securities	(2,038)
Impact on the financial result	**(2,038)**

Finally, in the context of the liquidation of Blade SAS in France and Blade Global Corporation in the United States, 2CRSi hopes to obtain financial compensation in the amount of several million Euros.

Taking into account the probable delay for the implementation of the liquidation and the uncertainty on the amount that the liquidators will be able to repay to 2CRSi, no income was recorded in this respect in the 2CRSi accounts as of 28 February 2021.

Error correction

As part of the preparation of its annual accounts as of 28 February 2021, 2CRSi noted that its operating expenses for the 2019-20 financial year were undervalued by 2,758,800 Euros following the erroneous recognition of an amount receivable. This error led to an overstatement of operating income and net income for the 2019-2020 financial year of 2,758,800 Euros.

Without this error, the items of the income statement impacted would have amounted to:

Headings	at 29/02/2020 (14 months)
Purchases of goods, materials, raw materials and other supplies	31,871,605
Total operating costs	**63,498,050**
Operating Profit/Loss	**(5,050,634)**
Result before taxes	**(3,096,002)**
Profit or loss	**(2,580,044)**

On the balance sheet, the balance of the "other receivables" item would have amounted to 34,315,085 Euros, the total current assets to 61,915,662 Euros and equity to 53,292,882 Euros as of 29 February 2020.

This error gives rise to the recognition in the accounts closed on 28 February 2021 of an expense over the previous financial year of 2,758,800 Euros recorded in exceptional result (item on the income statement: "exceptional expenses on management operations"). This entry impacts the "Other receivables" heading on the balance sheet. The closing work for the 2019-2020 financial year was constrained by the integration of the Boston Limited group, the direct consequences of the pandemic and the first lockdown. Since then, 2CRSi has strengthened its financial functions and initiated a process improvement and adaptation plan for the current situation.

Impacts of the COVID-19 pandemic

Impact on the Group's supply capacity

In the first half of 2020, the company encountered supply difficulties linked to Covid-19:

- Suppliers in the Asian zone have ceased production resulting in an almost complete shutdown of supplies;
- Suppliers located in the United States were no longer able to deliver due to the suspension of flights, which very strongly impacted the transport of components;
- Certain local suppliers stopped their production in spring 2020.

The growing scarcity of supply has naturally been accompanied by a rise in the market price for certain components, particularly for memory components (DDR4), data storage components (NAND Flash), graphics processors (GPU) and processors (CPU).

Finally, the virtual cessation of international air travel has sharply reduced freight options, which has both increased delivery times and greatly increased the cost of transport.

Mixed impacts on commercial activity reserved

Due to an uncertain economic context, major commercial discussions have been postponed due to the effects of the pandemic, as customers or prospects themselves have suspended investments in their infrastructure. However, the company benefitted during the period from increased interest in certain sectors, such as the cloud, cloud computing (with the ability to view and use a workspace on a personal computer that is hosted in the cloud) and online video games.

Impact on the ability to service customers

In addition to the supply difficulties hampering the ability to deliver orders, health restrictions resulted in difficulties accessing customer sites during the first months of the year, with the closure of datacentres preventing the technical teams from performing installations, maintenance or after-sales service operations. In the second half of the year, the sanitary measures put in place and the lifting of lockdowns made it possible to again schedule service visits to our customers or to datacentres.

Impact on the integration of the Boston group

The Boston integration process was also slowed down by travel constraints, with training for Boston salespeople on 2CRSi products, as well as exchanges between the other teams having to be managed by videoconference. The last physical meeting between the management teams took place in February 2020, since when exchanges have continued remotely.

The measures implemented by the group

The pandemic has affected most of the countries in which the Group's activities take place. Offices in the Middle East and the United States were closed for over half of the year. The lockdown of employees in Germany and the United Kingdom lasted several months. The Group has taken further steps to safeguard the health of all its employees while ensuring continuity of its activities. The Group has benefitted from support measures put in place by the French government (2-month delay in the payment of employers' social security charges, 6-month postponement of certain leasing deadlines and partial activity aid scheme for a total amount of € 68k), and the British (partial activity aid and deferral of deadlines). A State Guaranteed Loan was obtained by 2CRSi SA at the end of September 2020 for an amount of € 9.7 million.

Global component shortage

The shortage linked to the Covid-19 pandemic continued in the second half of 2020 and early 2021 due to strong demand for components. There are several reasons for this strong demand:

a. increased demand resulting from new needs generated by the development of teleworking in response to the pandemic
b. renewal cycles for existing IT equipment
c. the sharp rise in the price of cryptocurrencies, generating a strong demand for compute servers and more recently storage for the mining of these currencies

Against this backdrop of strong demand there was also reduced supply; the closure of many component factories in Asia slowed production alongside climatic constraints (drought in Taiwan, cold snap in the United States, etc.). The increase in production capacities is limited to very few industrial players mastering the technology, requiring significant investments and with long production times.

While the shortage affected mostly power supplies, memory modules and graphics cards, it extended in early 2021 to all data storage related products (controllers, hard disks, flash) as well as processors.

While the Group has not lost any orders, some of them could not be delivered during the 2020-21 financial year as was initially planned.

In addition, the increase in the price of certain components and/or transport may have weighed on gross margin levels, even if this effect was partially offset by the work carried out to improve the Group's purchasing conditions from its suppliers and by passing these increases on to customers. The increase in component prices linked to this shortage is also an opportunity to use components currently in stock. Finally, following Blade's suspension of payment and the extension of project completion deadlines, the company experienced pressure on its working capital requirement which had a negative impact on the company's cash flow. This situation eased after the end of the financial year, in particular following the hubiC payment of € 12.6 million.

Creation of new international establishments

In May 2020, 2CRSi opened a subsidiary in Singapore. This new commercial establishment is part of the Group's development strategy aiming to expand its positions to take advantage of the very strong growth prospects in the Asian market. This reinforcement came after orders delivered to the zone in 2018 and 2019 for a total of more than 2 million Euros. Beyond these orders, the establishment of this subsidiary is also motivated by the sustained pace of commercial consultations requiring a permanent presence in the country, in order to take full advantage of the opportunities in this buoyant market and in the other countries of the zone. Singapore has become a centre for world-class technological innovation in just a few years, as well as a strategic zone in the deployment of advanced infrastructure for tech giants.

In June 2020, the 2CRSi BV subsidiary was created in the Netherlands. It is 100% owned by 2CRSi SA. On 22 July 2020, Boston IT Solutions South Africa, a 100% owned subsidiary of Boston Ltd, was established in Pretoria. It will be followed in November 2020 by the creation of a company in Belgium.

Gamestream capital increase

On 19 May 2020, 2CRSi announced its participation in the Gamestream capital increase, world leader in B2B video game streaming services, in the amount of € 400k.

This support is part of a long-term partnership between 2CRSi and Gamestream, including a first investment by 2CRSi of around € 1 million at the end of December 2018 and the use by Gamestream of 2CRSi servers since 2018 . After this second operation, the 2CRSi stake amounts to 14.4% of the Gamestream capital.

Founded in 2015 and launched commercially in 2019, in less than two years Gamestream has risen to be world leader in *cloud gaming* solutions for the B2B market.

The start-up provides telecom and hospitality professionals (hotels, hospitals, etc.) its turnkey and "multi-device" solution (TV, smartphones, PCs and tablets) in Europe, Asia and the Middle East. Gamestream thus offers its services to giants such as Etisalat (leading telecom operator in the UAE), Telkom Indonesia (leading operator in Indonesia), Sunrise (leading 5G telecom operator in Europe) and Medion (leading PC brand in Germany).
In order to provide the best high resolution gaming experience (up to 4K), Gamestream exclusively uses 2CRSi servers. Users can thus access a catalogue of video games from the main market publishers at very high speed.
The recently completed fundraising of € 3.5 million marks a decisive step in the development of Gamestream, which aims to double in size in two years. The company intends to pursue an offensive strategy to consolidate its progress by strengthening its development teams, enriching its content catalogue and finally the opening of a branch in Asia in the near future.

State guaranteed loans

2CRSi SA benefits from a loan of € 9.7 million guaranteed by the French State to 90% (PGE). This financing was obtained from leading banks, long-standing partners of the Group. The loan, which is non-dilutive for the shareholders, has a fixed annual interest rate of between 0.25% and 2.35% for the first year; it has an initial maturity of one year and an extension option of up to 5 additional years, exercisable by 2CRSi.

EVENTS SUBSEQUENT TO THE CLOSURE

Blade's situation

The price paid by the hubiC company in exchange for the equipment delivered to Blade before 31 December 2019 and of which 2CRSi was the owner, either in the form of rentals or in the form of sale with retention of title clause, was received by 2CRSi on 17 May 2021 for a total of € 12.6 million including tax.

Technology campus and green datacentre in the United States

At the start of 2021, 2CRSi chose Rouses Point, in New York State (USA), to establish a campus and a "green" datacentre in the United States. The technology campus is set to become the 2CRSi expertise centre in the United States, bringing together the production of computer equipment, sales, training, research and development and support functions, as well as a datacentre providing customers with green hosting services.

OTHER INFORMATION

The company 2CRSi SA is listed on Euronext Paris, compartment C. It is 38.51% owned by Holding Alain Wilmouth SASU.
On 28 February 2021, the company did not comply with certain ratios agreed in the senior loan agreement entered into on 05/12/2019, with a view to financing the acquisition of Boston Limited. The bank, warned of non-compliance with this commitment, confirmed its waiver of early repayment of the debt.
Disputes existing or arising during the 2020-2021 period were analysed and provisioned according to the probability of cash outflow that their resolution might generate.

7.3.2. ACCOUNTING RULES AND METHODS

The annual accounts for the period have been drawn up and presented in accordance with the general rules applicable in this area and in compliance with the principle of prudence.
The annual accounts have been drawn up in accordance with the provisions of the Commercial Code and the general accounting plan in ANC Regulation n° 2014-03.

The balance sheet for the period shows a total of 91,443,043 Euros.
The income statement, presented in the form of a list, shows a total income of 56,656,200 Euros and a total expenses of 68,253,982 Euros, thus generating a result of (11,597,782 Euros.

The period under consideration begins on 01/03/2020 and ends on 28/02/2021.

This is a duration of 12 months.

The duration of the previous financial year ended 29/02/2020 was 14 months, following the change in the closing date of the financial year. Consequently, the income statement from one financial year to another is not comparable.

The general accounting conventions have been applied in accordance with these basic assumptions:

- Business continuity
- Consistency of accounting methods from one financial year to another
- Independence of the financial periods.

The basic method used for the valuation of the items entered in the accounts is the historical cost method.

The main methods used are:

INTANGIBLE ASSETS

Intangible assets are stated at acquisition cost, net of discounts, rebates and cash discounts or production cost.
Depreciation is recognised when the present value or probable sale price of an asset is less than the net book value.
Development costs are capitalised when the following criteria are met:

- The company has the intention and the technical capacity to bring the development project to fruition;
- There is a high probability that the company will receive future economic benefits attributable to development spending, which is generally supported by the existence of an order or contract;
- The costs can be measured reliably;
- The company has the capability to use or sell the intangible asset;
- The company has the resources to complete the project.

Development costs that do not meet the above criteria and research costs are recorded in the income statement as an expense for the year during which they are incurred.
Depreciation is calculated based on the normal period of use of the goods. The depreciation periods are indicated below:

Types of assets	Mode	Duration
Development costs	Linear	3 to 5 years
Software	Linear	1 to 6 years
Patents	Linear	3 to 5 years

The amortisation period for development costs (including those activated in previous years) was revised during the 2020-21 financial year. The company has found that the time it takes for customers to renew hardware has increased as the return on investment for a hardware change tends to decrease.

This, combined with the impact of the pandemic on the 2020-21 fiscal year which may have slowed down the use of certain equipment, led the company to prospectively modify the amortisation period of development costs to 3 to 5 years instead of 3 years as previously done.

TANGIBLE ASSETS

Tangible assets are stated at acquisition cost, net of discounts, rebates and cash discounts or production cost.
Depreciation is recognised when the present value of an asset is less than the net book value.
Depreciation is calculated based on the normal period of use of the goods. The depreciation periods are indicated below:

Types of assets	Mode	Duration
Constructions	Linear	6 years
Technical installations	Linear	9 to 20 years
Industrial tools	Linear	5 to 10 years
General installation fittings	Linear	8 to 10 years
Transportation equipment	Linear	5 years
Office and IT equipment	Linear	3 to 5 years
Furniture	Linear	8 to 10 years

Non-depreciable items of fixed assets are recorded at their gross value consisting of the purchase cost excluding incidental costs. When the inventory value is lower than the gross value, a provision for depreciation is made for the amount of the difference.

FINANCIAL ASSETS

These consist of equity securities in companies and guarantee deposits.
Equity securities are entered in the balance sheet at their acquisition cost, excluding acquisition fees. Their value is examined at the end of each period by reference to value in use. This is estimated on the basis of the share of equity represented by the securities, converted at the closing exchange rate for foreign companies, adjusted if necessary to take account of the intrinsic value of the companies.

If the value in use of these securities falls below their book value, depreciation is recorded for the difference.

INVENTORIES AND WORK IN PROGRESS

Materials and goods were valued at their acquisition cost (last purchase price and incidental costs net of discount or rebates).
Work in progress was valued at their production cost.
A provision for depreciation reduces the stock of goods and raw materials to its realisable value less proportional selling costs. A provision for component depreciation is recognised when their market price is lower than their acquisition cost.

OPERATING RECEIVABLES

Receivables and payables have been valued at their nominal value.
Where applicable, receivables have been depreciated by means of a provision to take into account the collection difficulties to which they were likely to give rise.
Trade receivables presented in the cash flow table have been retained at their gross value, in accordance with accounting principles.

BPI ADVANCE CONTRACT

As part of its short-term financing, the company has entered into an “Avance +” contract with BPI. Under this contract:

- the assigned receivables are maintained in trade receivables to the extent that recovery risk is not transferred;
- the drawing rights used at the end of the financial year are shown in other debts;
- holdbacks are presented in other receivables;
- the interests inherent in these contracts are classified as financial charges while the commissions are classified as external charges.

CASH ON HAND

The cash available at the bank or in hand was assessed at nominal value.

PROVISIONS FOR RISKS AND EXPENSES

Provisions for risks and expenses aim to cover the risks identified at the closing date which may give rise to quantifiable charges. They are assessed individually.
Retirement indemnities are recorded as expenses in the company accounts when they are paid. They are not subject to provisions. The amount of the commitment at 28/02/2021 appears in the notes to the company accounts.

PURCHASES

The ancillary purchase costs paid to third parties were not incorporated in the purchase accounts, but were recorded in the various expense accounts according to their nature.

CURRENCY TRANSACTIONS

Expenses and income in foreign currencies are recorded at their equivalent on the date of the transaction. Debts, receivables and cash in foreign currencies appear in the balance sheet at their equivalent value at the end of the year. The difference resulting from the discounting of debts and receivables in foreign currencies at this last rate is entered in the balance sheet under "conversion difference". Uncompensated unrealised exchange losses are the subject of a risk provision.
The degree of exposure to market risks is relatively low. Only the exchange rate can have an impact, which is controlled with the solutions put in place by the company (one-off exchange hedging).

7.3.3. NOTES ON THE BALANCE SHEET

7.3.3.1. Fixed assets

Tangible and intangible fixed assets					
Headings Details	**Figures**				
	Gross value start of period	**Increases by revaluation**	**Acquisitions, contributions, creation, transfers**	**Decreases**	**Gross value end of period**
Intangible assets					
Start-up and development costs	2,597,099		439,118	288,443	2,747,774
Other intangible assets	258,196		120,320	132	378,384
Intangible assets in progress	0		901,167	0	901,167
Total Intangible Assets	**2,855,294**		**1,460,605**	**288,575**	**4,027,325**
Tangible assets					
Constructions on third party land	461,728		7,559	0	469,286
general plant construction	71,672			0	71,672
Technical installations and industrial tools	631,896		14,350,332	0	14,982,228
General installations, fittings and miscellaneous	438,768		19,575	0	458,343
Transportation equipment	281,167		29,499	2,782	307,885
Office and IT equipment, furniture	1,244,466		75,946	0	1,320,412
Total Tangible Assets	**3,129,697**		**14,482,910**	**2,782**	**17,609,826**
Grand total	**5,984,992**		**15,943,515**	**291,357**	**21,637,150**

Financial assets					
Headings Details	**Figures**				
	Gross value start of period	**Increases by revaluation**	**Acquisitions, contributions, creation, transfers**	**Decreases**	**Gross value end of period**
Financial assets					
Other shareholdings	3,196,980		472,874	0	3,669,854
Loans and other financial assets	16,123,389			4,850,433	11,272,956
Total Financial Assets	**19,320,369**		**472,874**	**4,850,433**	**14,942,810**
Grand total	**19,320,369**		**472,874**	**4,850,433**	**14,942,810**

Other financial assets				
Headings Details	**Figures**			
	Gross value start of period	**Increases by revaluation**	**Decreases**	**Gross valueGross value end of period**
Other financial assets				
Liquidity contract	160,104	63,189	45,675	177,617
Deposits and surety	277,452	11,870	2,539	286,782
Total Other Financial Assets	**437,556**	**75,058**	**48,215**	**464,400**
Grand total	**437,556**	**75,058**	**48,215**	**464,400**

During the year, 414,274 treasury shares were purchased and 435,246 shares were sold. As of 28/02/2021, the balance is 15,510 treasury shares for a closing price of 104,848 Euros. The company recognised a net capital gain in exceptional income of 17,513 Euros (gains 70,541 Euros - losses 53,028 Euros) during the financial year.

2CRSi acquired shares in Blade for € 2 million on 28 October 2019 by offsetting of debt. This participation was 100% depreciated in the accounts closed on 28/02/2021.

Blade's receivable relating to the payment instalment contract signed on 23/01/2020 is recorded in the item "Amounts due on shareholdings" for the respective amounts of $ 3,116,421.29 and 8,701,863.40 Euros, for a total of € 11.3 million as of 28 February 2021. Given the equipment repurchase agreement signed with hubiC in April 2021, the maturity of this receivable was considered to be less than one year (see "Key events - Blade").

7.3.3.2. Depreciation

Headings Details	Figures			
	Start of year amount	Increases in allocation	Decreases taken back	End of year amount
Intangible assets				
Start-up and development costs	1,228,603	402,517	198,653	1,432,467
Other intangible assets	177,122	68,683	132	245,673
Total Intangible Assets	**1,405,725**	**471,201**	**198,786**	**1,678,140**
Tangible assets				
Constructions on third party land	87,646	77,587	0	165,233
general plant construction	52,672	7,135	0	59,807
Technical installations and industrial tools	416,958	1,464,141	0	1,881,099
General installations, fittings and miscellaneous	141,263	64,191	0	205,454
Transportation equipment	45,422	61,971	1,422	105,971
Office and IT equipment, furniture	462,830	144,671	0	607,501
Total Tangible Assets	**1,206,791**	**1,819,695**	**1,422**	**3,025,065**
Grand total	**2,612,516**	**2,290,896**	**200,207**	**4,703,205**

7.3.3.3. Breakdown of depreciation charges for the year

All of the depreciation charges applied during the fiscal year ended 28 February 2021 are of an economic nature. All depreciation is calculated using the straight-line method.

7.3.3.4. Stocks

	Gross total	Depreciation	Net total
Raw materials and other supplies	2,594		2,594
In production	1,477,595		1,477,595
Finished products	3,485,111		3,485,111
Merchandise	11,023,489	274,801	10,748,688
Stocks in transit	139,616		139,616
Total	**16,128,405**	**274,801**	**15,853,604**

7.3.3.5. Conditional advances

On 1 March 2016, 2CRSi obtained two innovation grants from BPI France, each of € 250k, for the development of a high performance low cost computer server, the programme expiring on 1st March 2019.

A first advance payment of € 175k was received in 2016 and a balance of € 128k was paid in 2019, i.e. a total received of € 478k.

A minimum repayment of € 100k is mandatory for each advance, i.e. a total of € 200k, the balance being required only in the event that the technology financed is successful. The company reimbursed € 112.5 k during this financial year and € 25k during the previous financial year.

The balance of these two advances in reimbursement value amounts to € 340k as of 28 February 2021.

7.3.3.6. Provisions

Provisions for risks and expenses				
Headings Details	**Figures**			
	Start of year amount	**Increases in allocation**	**Decreases taken back**	**End of year amount**
Provisions for risks and expenses				
Provisions for disputes	0	46,665	0	46,665
Provision for exchange losses	7,303	851,032	7,303	851,032
Other provisions	0	72,213	0	72,213
Total Provisions for risks and expenses	**7,303**	**969,910**	**7,303**	**969,910**
Provisions for depreciation				
Provisions on equity securities	188,400	2,038,851	0	2,227,251
Provisions on other financial assets	1,758	8,481	1,758	8,481
Provisions on inventories and work in progress	421,400	274,801	421,400	274,801
Provisions on accounts receivable	0	1,763,688	0	1,763,688
Other provisions for depreciation	449,554	515,390	449,554	515,390
Total Provisions for depreciation	**1,061,113**	**4,601,211**	**872,713**	**4,789,611**
Grand total	**1,068,416**	**5,571,121**	**880,016**	**5,759,521**

Provisions for depreciation of inventories and other depreciation provisions reversed during the year were not used during the year.

7.3.3.7. Information on debts and receivables

Receivables			
Categories	**Gross total**	**max 1 year**	**More than 1 year**
Amounts due on shareholdings	11,272,956	11,272,956	
Loans			
Other financial assets	464,400		464,400
Total fixed assets	**11,737,356**	**11,272,956**	**464,400**
Doubtful or disputed receivables	1,781,566	1,781,566	0
Other trade receivables	8,750,807	8,745,148	5,659
Receivable from securities loaned or given as collateral			
Payroll and related liabilities	22,482	22,482	
Social security and other welfare entities	21,547	21,547	
State - Income taxes	1,500,864	0	1,500,864
State - Value Added Tax	1,254,973	1,254,973	
State - Other taxes, duties and similar payments	102,760	102,760	
State - Miscellaneous	46,250	46,250	
Groups and associates	29,877,517	29,877,517	
Miscellaneous debtors *(a)*	1,120,080	920,080	200,000
Total current assets	**44,478,846**	**42,772,322**	**1,706,523**
Prepaid expenses	**1,054,337**	**1,054,337**	
Currency translation adjustment (assets)	**851,032**	**851,032**	
TOTAL	**58,121,570**	**55,950,647**	**2,170,923**

(a) Detail miscellaneous debtors: Debtors suppliers: € 106k; Civil enforcement procedure: € 42k; Factor Guarantee Fund: € 200k; Accounts receivable and deposits from suppliers: € 773k

Liabilities			
Categories	**Gross total**	**max 1 year**	**Between 1 and 5 years**
Convertible bond issues			
Other bond issues			
With credit organisations:			
- max 1 year from the start			
- more than 1 year from start	26,213,105	14,449,770	11,763,336
Loans and other financial liabilities	341,222	176,000	165,222
Supplier receivables	12,248,774	11,926,890	321,884
Payroll and related liabilities	740,408	740,408	
Social security and other welfare entities	856,200	856,200	
Income taxes			
Value Added Tax	1,150,761	1,150,761	
Guaranteed bonds			
Other duties, taxes and similar levies	268,348	268,348	
Liabilities on fixed assets and related accounts	49,200	49,200	
Group and associates	4,827		4,827
Other liabilities *(b)*	2,292,352	2,275,205	17,148
Debt on securities borrowed or given as collateral			
Prepaid income	**2,008,426**	**1,397,158**	**611,268**
Currency translation adjustment (liabilities)	**21,605**	**21,605**	
TOTAL	**46,195,230**	**33,311,546**	**12,883,685**

(b) Detail other liabilities: Trade creditors: € 4k; accounts receivable and credit notes to be issued: € 2,243k; Other accrued charges: € 39k (attendance fees); Charitable works: € 6k. Debts guaranteed by collateral amount of € 12 million.

NOTES TO THE FINANCIAL STATEMENTS OF 2CRSi SA

The financial debt related to the acquisition of the Boston group is subject to covenants. Some of these covenants as of 28 February 2021 had not respected and the corresponding waiver had not been obtained. Pursuant to accounting rules, the part of this debt longer than one year (9,000,000 Euros out of a total of 12,000,000 Euros) was considered entirely as a debt of less than one year. The Bank has since approved the waiver, confirming that it renounces the early repayment of the debt (see 1.3.3.11 below).

7.3.3.8. Conversion differences

	Assets	Liabilities
Non-group suppliers	20,448	15,850
Group suppliers	103	16
Group customers	9,389	933
Non-group customers	22,432	2,363
Other non-group receivables	267,661	
Other group receivables	530,998	2,442
TOTAL	**851,032**	**21,605**

7.3.3.9. Accruals

Prepaid expenses	Amount
Blade Leasing	292,785
Other Leasing	237,405
Real estate rental and rental charges	360,301
Insurance	63,506
Various overheads	100,339
Total	**1,054,337**

Prepaid income	Amount
Sale of goods	341,342
Blade debt financial products	38,333
Equipment rents	1,628,751
Total	**2,008,426**

Accrued liabilities	Amount
Loans, interest payable	44,717
Trade payables	4,348,867
Social security and tax liabilities	906,537
RRR to be given	1,425,395
Other accrued charges (including attendance fees)	39,000
Cash on hand	1,640
Total	**6,766,157**

Accrued income	Amount
Interest accrued on amounts due on shareholdings	2,037,984
Trade receivables	1,367,194
RRR receivable	351,438
Partial activity compensation receivable	17,242
Welfare organisation reimbursements receivable	7,881
Current accounts	431,809
Total	**4,213,546**

7.3.3.10. Equity

The capital is made up of 17,743,430 shares with a par value of € 0.09, divided into two categories of shares in the following proportions:
• 14,243,430 ordinary shares and
• 3,500,000 preferred shares known as “ADP 2017”.
Shareholders' equity evolved over the year as follows:

	Capital	Issue Premium	Legal reserves	Unavailable reserve	Other reserves	Balance brought forward	Result	Total shareholders' equity	
Net situation on 01/03/2020	1,596,909	48,576,864	160,051	16,036	1,040,006	4,482,060	178,756	56,050,682	
Allocation of N-1 earnings	0	0	0	0	0	3,756	(178,756)	(175,000)	*(a)*
Capital increase	0	0	0	0	0	0	0	0	
Other variations	0	0	0	12,845	(12,845)	0	0	0	
Result 01/03/2020 to 28/02/2021	0	0	0	0	0	0	(11,597,780)	(11,597,780)	
Net situation at 28/02/2021	**1,596,909**	**48,576,864**	**160,051**	**28,881**	**1,027,161**	**4,485,816**	**(11,597,780)**	**44,277,902**	

(a) Payment of dividends

The ADP2017 have a nominal value of 10 Euros, including an issue premium of 9.10 Euros. They are perpetual, do not include contractual reimbursement or conversion mechanism. They do however give a right to a priority dividend, which 2CRSi must pay in the event of distributable income. This priority dividend amounts to € 175k per year.

FREE SHARE ALLOCATION PLAN (AGA)

The Combined General Meetings of 24 May 2018 and 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of free shares. As part of this delegation, the Board of Directors of the Company decided on the following allocations:

- at the meeting of 12 December 2018, the Board of Directors decided to grant 178,179 free shares to a total of 58 beneficiaries. The acquisition of the shares is set for 13 December 2023, conditional on presence. 40,187 shares have lapsed since the allocation.

- at the meeting of 18 March 2020, the Board of Directors decided to grant 142,722 free shares to a total of 34 beneficiaries. The acquisition of the shares is set for 19 March 2022 without any condition of presence or performance.

PLAN FOR ALLOCATION OF COMPANY FOUNDERS' SHARES (BSPCE)

The Combined General Meeting of 13 June 2019 conferred a delegation of authority on the Board of Directors allowing it to proceed with the allocation of warrants to subscribe for company founders' shares (BSPCE). As part of this delegation, the Board of Directors of the Company decided on the following allocations during the meeting of 18 September 2020:

- Plan n° 1 “2020-2024” allocates 570,500 BSPCE to 89 beneficiaries. The acquisition date is set for 19 September 2024. It is subject to a presence condition as well as to four performance conditions: increase in the share price, the Group's financial performance (turnover and EBITDA) and level of customer satisfaction.

- Plan n° 2 “2020-2025” allocates 786,500 BSPCE to 89 beneficiaries. The acquisition date is set as the closing date of the 2024/25 accounts. It is subject to a presence condition as well as to four performance conditions: level of employee satisfaction, increase in the share price, the Group's financial performance (EBITDA) and level of customer satisfaction.

Since the allocation of these plans, 38,500 warrants have lapsed.
In accordance with accounting regulations, no entry is made until the warrant is executed.

7.3.3.11. Financial liabilities

The company signed a senior credit agreement on 04/12/2019 in the course of syndication with a banking pool, and the financial ratios (R1, R2 and R4) below must be maintained on each test date for the period of test considered, at a level lower than those indicated in the table below:

- R1 = Net Financial Debt / EBITDA for the Boston Ltd Group calculated semi-annually and for the first time on 28/02/2021
- R2 = Net Financial Debt / EBITDA for the consolidated group calculated semi-annually and for the first time on 28/02/2021
- R4 = Net Financial Debt / Equity for the historical 2CRSi calculated semi-annually and for the first time on 28/02/2021

Test date	R1 ratio less than	R2 ratio less than	R4 ratio less than
from 28/02/21 to 30/08/2024	2.5 x	2.5 x	60%

The company also undertakes to maintain a gross cash level (increased by the confirmed undrawn part of any short-term debt) greater than € 10 million for the 2CRSi historical group at the closing date of each accounting quarter until the date of reimbursement of all sums due.
As the 2CRSi historical group as of 28/02/2021 did not respect all the covenants provided for in the senior loan contract concluded on 05/12/2019, and had not obtained the corresponding waiver as of this date, the proportion of this debt with a maturity greater than one year is considered to be payable by application of accounting rules and has therefore been classified as short-term (9,000,000 Euros out of a total of 12,000,000 Euros). Since then, the bank has confirmed that it has waived the early repayment of the debt.

7.3.4. NOTES ON THE INCOME STATEMENT

7.3.4.1 Turnover

As of 28 February 2021, the company had a turnover of € 35.0 million, of which € 26.1 million corresponded to sales of finished products and merchandise (deliveries of equipment). The turnover of 2CRSi SA occurs in France and through export.
2CRSi SA turnover includes both deliveries and rental equipment (service delivery). The turnover relating to the delivery of equipment is recognised when control of the material is transferred to the customer, i.e. generally on delivery.
Equipment rental income is recognised on a straight-line basis over the term of the lease.

The breakdown of turnover is as follows:

	28/02/2021	29/02/2020
Sales France	17,870,764	20,080,368
Sales EU	6,198,538	7,110,851
Sales outside the EU	2,129,038	17,423,014
Rental services in France	5,090,112	7,063,057
Rental services in the EU	157,117	
Rental services outside the EU	3,007,493	1,228,029
Other services in France	406,347	268,226
Other services in the EU	82,699	1,126,786
Other services outside the EU	63,384	416,316
TOTAL	**35,005,492**	**54,716,648**

7.3.4.2. Income tax

As the company is in deficit, it is not liable for corporation tax for fiscal year 2020-21. The deficit carried forward to 29/02/2020 is 170,281 Euros before taking into account the error correction described in paragraph 1.3.1. "Key events".
The deficit carried forward to 28/02/2021 is 10,416,596 Euros.

RESEARCH TAX CREDIT

In 2020/21, our company incurred expenses eligible for research tax credit for 6 research projects. As of 31/12/2020, the Research Tax Credit totalled 354,500 Euros and is recognised as a reduction in the amount of tax.

7.3.4.3. Other expenses and income

Nature of other expenses	28/02/2021	29/02/2020
Royalties for concessions	1,264	
Reproduction right	712	781
Attendance fees	47,301	49,500
Exchange losses	467,617	310,246
Various expenses	2,807	1,444
TOTAL	**519,702**	**361,971**

Nature of the other gains	28/02/2021	29/02/2020
Exchange gains	396,755	1,114,855
CEA R&D project participation		40,000
Various income	2,068	1,132
TOTAL	**398,823**	**1,155,987**

7.3.4.4. Financial result

The financial result amounts to (2,101,519) Euros. It breaks down as follows:

Nature of the expenses	28/02/2021	29/02/2020
Provision for depreciation of financial fixed assets	2,845,990	1,758
Interest on loans	384,815	155,530
Exchange losses	174,715	61,426
Bank current account interest	20,413	21,155
Other financial charges (Early repayment HSBC loan)		318
TOTAL	**3,425,933**	**240,187**

Nature of the gains	28/02/2021	29/02/2020
Reversal of provision for depreciation of financial fixed assets	1,758	16,209
Interest on trade receivables		154,911
Exchange gains	56,487	149,850
Other financial income (Group + Blade accrued interest)	1,266,169	1,873,849
TOTAL	**1,324,414**	**2,194,819**

Allocations to provisions for depreciation of financial fixed assets relate to Blade equity securities for € 2m, unrealised exchange losses on current accounts for € 799k and treasury shares for € 8.5k.

7.3.4.5. Exceptional income

The exceptional result amounts to (2,825,024) Euros. It breaks down as follows:

Nature of the expenses	28/02/2021	29/02/2020
Penalties and fines	706	940
Expenses on previous years	2,758,800	16,513
Book value of assets sold	1,360	27,519
Losses on share buyback	53,028	143,418
Exceptional depreciation provisions	89,789	
TOTAL	**2,903,683**	**188,390**

Nature of the gains	28/02/2021	29/02/2020
Expenses on previous years		20,796
Proceeds from disposal of assets	8,118	17,481
Gains from share purchases	70,541	20,362
TOTAL	**78,659**	**58,639**

The charge for the previous financial year of 2,758,800 Euros corresponds to the error correction described in the “Key events - error correction”.

7.3.4.6. Transfer of costs

Nature of the gains	28/02/2021	29/02/2020
Partial activity	140,744	
Insurance reimbursement	9,436	2,796
Apprenticeship contract	63,000	4,258
Benefits in kind	66,324	58,702
TOTAL	**279,504**	**65,756**

7.3.5. OTHER INFORMATION

7.3.5.1 Average staffing levels

Average staffing levels	28/02/2021	29/02/2020
Managerial staff	65	54
Non-managerial staff	38	25
Total	**103**	**79**

7.5.4.5. Retirement indemnities

Under French social legislation (ANC regulation n° 2013-02), the company's employees will be entitled to retirement indemnity if they are part of the workforce at the time of their retirement.
The company's obligation in this regard is estimated at € 477,434 as of 28 February 2021. As of 29 February 2020, this commitment was 373,482 Euros.
This obligation is estimated for all staff on the basis of accrued rights and a projection of current salaries, taking into account the risk of mortality, staff turnover and a discounting assumption.
The discount rates are determined by reference to the yields provided by bonds issued by first-class companies over terms equivalent to those of the commitments on the valuation date.
Actuarial differences are generated when differences are observed between actual data and previous forecasts, or as a result of changes in actuarial assumptions.

The main parameters used for the calculation are as follows:

- departure initiated by the employee (voluntary departure);
- calculation of the compensation according to the collective agreement in force (SYNTEC);
- assumed departure age 65 years for employees, technicians and supervisors (ETAM) and 67 years for executives;
- discount rate 0.80% (1% in fiscal year 2019/2020);
- charge rate 45%;
- turnover: depending on the length of service and average age of the staff;
- mortality: as per generation table TGH 05 for the male population and TGF 05 for the female population.

7.3.4.6. Off-balance sheet obligations

Type	Obligation given	Obligation received
End of career indemnities	477,434	
Green Data Securities pledge on BNP loan	5,500	
Boston Securities LTD pledge on BNP loan	12,000,000	
BNP loan insurance transfer € 15 million		5,000,000
BPI guarantee on Caisse d'Epargne loan		44,651
2CRSi joint surety (Green Data lease)	1,451,697	
Natural person surety on EC loans		7,442
Lease commitment (outstanding royalties)	10,924,886	
BNP overdraft authorisation guaranteed by BPI		2,025,000
State guarantee on PGE (90% loan and interest)		8,730,000

The company benefits from several authorised overdraft lines for a total amount of 2,777,877 Euros across all banking establishments.
As part of the acquisition of the Boston Group, 2CRSI SA has vouched for its subsidiary 2CRSI London Ltd for the payment of the potential acquisition price supplement and the purchase of an additional 30%. The fair value of these commitments is estimated at € 11.5 million.

7.3.5.4. Leasing contracts

During the year, the following new financing contracts were signed to finance IT equipment:

Financial lessor	Contract number	Contract period		Type of material	Value of property leased	Residual value
		Start	End			
NATIXIS LEASE EXPANSION	978898/00/137	01/08/2020	31/07/2023	Material and equipment	899,111	0
NATIXIS LEASE EXPANSION	978895/00/137	01/07/2020	30/06/2023	Material and equipment	2,516,786	0
EXCLUSIVE CAPITAL	2202011106	27/07/2020	30/09/2024	Material and equipment	486,580	0
EXCLUSIVE CAPITAL	2202011220	27/07/2020	30/09/2024	Material and equipment	30,820	0
LEASECOM	221L149213	01/03/2021	28/02/2026	Material and equipment	657,200	6,572
TOTAL					**4,590,496**	**6,572**

7.3.5.5. Leasing information table

Type of material	Value of goods leased	Royalties paid		Provision for depreciation		Royalties remaining to be paid			Residual value
		For the year	Cumulative	For the year	Cumulative	Up to 1 year	1 to 5 years	Over 5 years	
Material and equipment	27,664,187	5,059,214	18,862,821	5,920,328	18,324,264	5,758,484	5,114,643	0	75,119
Material and equipment *(contracts expired on 28/02/2021)*	6,018,546	1,138,873	6,496,391	1,055,091	5,978,245	0	0	0	60,187
Transportation equipment	154,275	25,865	115,250	33,890	112,476	31,431	20,328	0	50,571
TOTAL	**33,837,008**	**6,223,952**	**25,474,462**	**7,009,309**	**24,414,985**	**5,789,915**	**5,134,971**	**0**	**185,877**

7.3.5.6. Statutory auditors' fees

The fees paid to the Statutory Auditors during the financial year amount to:

Statutory auditors' fees (Amounts in € k)	AT 28/02/2021		AT 29/02/2020	
	EY	SFR	EY	SFR
Statutory audit, certification, limited review of individual and consolidated accounts:	**209**	**105**	**164**	**105**
Parent company	200	105	155	105
Fully consolidated subsidiaries	9	-	9	-
Services other than statutory audit	**4**	**6**	**146**	**6**
Parent company	4	-	146	6
Fully consolidated subsidiaries	-	-	-	-
Total	**213**	**111**	**310**	**111**

7.3.5.7. Directors' remuneration

The gross remuneration of corporate officers for just 2CRSi SA amounts to 414,933 Euros for the year. This includes 27,600 Euros in benefits in kind.

The Deputy Chief Executive Officer also benefitted from a BSPCE allocation during the fiscal year, amounting to 134,000 warrants for the "2020-2024" plan and 156,000 warrants for the "2024-2025" plan. For more information, refer to section 3.5.3.

The gross amount of the remuneration awarded to the directors for the 2019-2020 financial year and paid during the 2020/21 financial year amounts to 29,000 Euros, to which is added the remuneration granted to the non-voting director of 10,500 Euros.

At its meeting of 13 June 2019, the general meeting voted for an annual envelope of 60,000 Euros for the gross remuneration of the directors under of their mandate. A provision was made for this amount at the end of the period. The final remuneration amount has not yet been set at the end of the financial year.

7.3.5.8. Table of subsidiaries and holdings

Financial information / Subsidiaries and Holdings	Capital	Equity (a) (before profit for the year)	Share of capital held (%)	Book value of securities held		Loans and advances granted but not yet repaid	Amount of guarantees given	Sales excluding tax for the last financial year	Result of the last financial year	Dividends received by the company during the financial year	Observations
				Gross	Net						
Detailed information											
Subsidiaries: **French**											
Boston France (ex Adimes)	EUR 75,000	EUR 458,904	100.00%	EUR 188,400	EUR 0	EUR 619,927		EUR 2,679,965	EUR (86,486)		
Green Data	EUR 10,000	EUR 32,545	55.00%	EUR 5,500	EUR 5,500	EUR 1,664,158	EUR 1,451,697	EUR 2,655,478	EUR 216,069		
Foreign											
2CRSi Corporation	USD 1,000	USD (1,472,166)	100.00%	EUR 839	EUR 839	EUR 4,233,608		USD 2,785,618	USD (2,693,383)		
2CRSi Middle East FZE	AED 10,000	AED (3,361,983)	100.00%	EUR 2,340	EUR 2,340	EUR 1,681,583		AED 1,676,548	AED (3,308,935)		
2CRSi Ltd	GBP 1	GBP (129)	100.00%	EUR 1	EUR 1	EUR 2,479,873		GBP 0	GBP (70,995)		
2CRSi London Ltd	GBP 1	GBP (735,366)	100.00%	EUR 1	EUR 1	EUR 15,897,554		GBP 0	GBP (339,536)		
2CRSi Singapore PTE LTD	SGD 50,000	SGD 41,944	100.00%	EUR 31,990	EUR 31,990	EUR 28,275		SGD 0	SGD (74,761)		
2CRSi Belgium SRL	EUR 1,000	EUR 1,000	100.00%	EUR 1,000	EUR 1,000	EUR 15,069		N/A	N/A		First financial year closed 28/02/2022
2CRSi BV	EUR 1,000	EUR 1,000	100.00%	EUR 1,000	EUR 1,000	EUR 76,229		N/A	N/A		
Shareholdings											
Gamestream	EUR 151,217	EUR 3,119,428	14.39%	EUR 1,399,932	EUR 1,399,932	EUR 1,725		EUR 1,704,797	EUR 48,567		
Summary:											
French subsidiaries:				EUR 193,900	EUR 5,500	EUR 2,284,084	EUR 1,451,697				
Foreign subsidiaries:				EUR 37,171	EUR 37,171	EUR 24,412,191	EUR 0				
French shareholdings:				EUR 1,399,932	EUR 1,399,932	EUR 1,725	EUR 0				
Foreign shareholdings:				EUR 0	EUR 0	EUR 0	EUR 0				

(a) Equity including share capital

7.4. OTHER ITEMS RELATING TO THE FINANCIAL STATEMENTS

Table showing invoices received and issued but not paid at the end of the financial year whose term has expired

In accordance with the provisions of articles L. 441-6-1 and D. 441-4 I of the French Commercial Code, the breakdown of payment terms for the company's customers and suppliers is as follows (expressed in €):

- for suppliers, the number and total amount of invoices received but not paid at the closing date of the financial year whose term has expired; this amount is broken down into tranches of period of delay and reported as a percentage of the total amount of purchases for the year;
- for customers, the number and total amount of invoices issued but not paid at the closing date of the financial year whose term has expired; this amount is broken down into tranches of period of delay and reported as a percentage of the total amount of sales for the year;

	Article D. 441-4 I. 1°: Invoices received but not paid on the closing date of the financial year whose term has expired						Article D. 441-4 I. 2°: Invoices issued but not paid on the closing date of the financial year whose term has expired					
	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and over	Total (1 day and over)	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and over	Total (1 day and over)
A) Late payment periods												
Number of invoices concerned	391					250	68					226
Total amount of the invoices concerned incl. VAT	5,921,317	1,579,883	319,459	(151,981)	(246,695)	1,500,666	1,009,636	6,408,139	1,008,248	439,633	363,410	8,219,430
Percentage of total amount of purchases excluding VAT for the year	12.47%	3.33%	0.67%	-0.32%	-0.52%	3.16%						
Percentage of net sales for the financial year							2.88%	18.31%	2.88%	1.26%	1.04%	23.49%
B) Invoices excluded from (A) relating to debts and receivables in dispute or not recorded												
Number of excluded invoices												
Total amount of excluded invoices												
C) Reference payment terms used (contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)												
Reference payment terms used for calculating payment delays	30 days						30 days					

7.6. FINANCIAL RESULTS FOR THE LAST FIVE YEARS

Entry type	Financial year ended 31/12/2016	Financial year ended 31/12/2017	Financial year ended 31/12/2018	Financial year ended 29/02/2020	Financial year ended 28/02/2021
I. Capital at the end of the financial year					
Share capital	765,000	1,080,000	1,596,909	1,596,909	1,596,909
Number of existing ordinary shares	850,000	850,000	14,243,430	14,243,430	14,243,430
Number of preferred shares		350,000	3,500,000	3,500,000	3,500,000
Maximum number of future shares to be created:					
. By conversion of bonds					
. By exercise of subscription rights					
II. Operations and results of the financial year					
Turnover excluding taxes	11,874,191	32,709,865	70,191,773	54,716,648	35,005,493
Profit before tax, employee profit-sharing and depreciation and amortisation allocations	664,458	1,397,859	5,950,772	685,259	(4,895,488)
Income taxes	(217,455)	(186,120)	(417,908)	(645,708)	(369,500)
Employee profit-sharing due for the financial year	0	0	0	0	0
Profit after tax, employee profit-sharing and depreciation and amortisation allocations	659,992	442,058	4,741,902	178,756	(11,597,780)
Distributed profit	175,000	175,000	175,000	175,000	175,000
III. Earnings per share					
Profit after tax, employee profit-sharing but before depreciation and amortisation allocations	1.04	1.32	0.36	0.08	(0.26)
Profit after tax, employee profit-sharing and depreciation and amortisation allocations	0.78	0.37	0.27	0.01	(0.65)
Dividend allocated to each share *(a)*	0.50	0.50	0.05	0.05	0.05
IV. Staff					
Average number of personnel employed during the financial year	26	34	49	79	103
Payroll for the year	1,112,285	1,411,064	2,716,066	5,126,112	5,173,937
Amount paid for social benefits for the year (social security, charitable works, etc.)	337,053	489,284	1,091,946	2,082,976	2,015,483

(a) Préciser, le cas échéant, par catégorie, s'il s'agit d'un dividende brut ou net.

7.6. STATUTORY AUDITORS' REPORT ON THE ANNUAL ACCOUNTS

FIDUCIAIRE DE REVISION S.A.

ERNST & YOUNG Audit

2CRSI
Financial year ended 28 February
2021

Statutory auditors' report on the annual accounts

FIDUCIAIRE DE REVISION S.A.
2, avenue de Bruxelles
68350 Didenheim
S.A. with capital of € 76,225
339 304 230 R.C.S Mulhouse

Statutory Auditor
Member of the regional
company of Colmar

ERNST & YOUNG Audit
Tour Europe
20, place des Halles
BP 80004
67081 Strasbourg cedex
SAS with variable capital
344 366 315 R.C.S. Nanterre

Statutory Auditor
Member of the regional company
of Versailles and the Centre

2CRSI
Financial year ended 28 February 2021

Statutory auditors' report on the annual accounts

To the General Meeting of 2CRSI,

Opinion

In accordance with the task entrusted to us as resolved at your annual general meeting and by collective decision of the partners, we have audited the annual statements of the company 2CRSI for the financial year closed on 28 February 2021, which are attached hereto.

We hereby certify that the annual accounts are an honest and true representation, as regards the French rules and principles governing accounts, and paint a faithful picture of the results of transactions in the financial year which has just finished, as well as of the company's financial situation and assets at the end of this financial year.

The opinion expressed above is consistent with the content of our report to the audit committee.

Basis for the opinion

Audit framework

We have conducted our audit according to professional standards applicable to France. In our estimation, the details we have collected represent sufficient and suitable grounds on which to base our opinion.

Our responsibilities in accordance with these standards are indicated in the "Statutory auditor's responsibilities for the annual statements" section of this report.

Independence

We carried out our audit mission in compliance with the rules of independence provided for by the Commercial Code and by the Statutory Auditors' Code of ethics for the period from 1st March 2020 to the date of issue of our report, and in particular we have not provided services prohibited by Article 5, paragraph 1, of Regulation (EU) No 537/2014.

Justification of our assessments - Key points of the audit

The global crisis related to the Covid-19 pandemic creates special conditions for the preparation and audit of the accounts for this fiscal year. Indeed, this crisis and the exceptional measures taken under the state of health emergency created multiple consequences for companies, particularly with respect to their activity and their financing, as well as increased uncertainties on their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organisation of companies and on how audits are carried out.

It is in this complex and evolving context that, in application of the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to justification of our assessments, we bring to your attention the key points of the audit relating to the risks of material misstatement, which in our professional judgement, were the most important part of our audit of the year's financial statements, as well as the responses we have used to tackle these risks.

The assessments are within the context of our audit approach of the annual accounts, taken as a whole, and amount to our opinion as expressed above. We do not express any opinion on elements of these annual statements taken individually.

- Valuation of assets and liabilities related to contracts with Blade group entities

Risk identified	Our answer
The Blade group, your company's main client, entered into insolvency proceedings in March 2021. Note 3.1. "Key events - Events subsequent to the closing" in the notes to the annual accounts presents the impact of the Blade group bankruptcy proceedings taking place in France and the United States on your company's accounts. The equipment delivered to the Blade group prior to 31 December 2019 was taken over by the company huBic for € 10.5 million excluding taxes, paid directly to 2CRSI. Equipment rented after 1 January 2020 is being taken back by your company. Your company depreciated its stake in the Blade group for € 2.04 million, as well as the receivables for rent relating to contracts delivered after 1 January 2020 for € 1.78 million, and immediately recognised a debt for financing contracts in progress for the equipment sold to huBic within the framework of the collective procedure for € 3.1 million. At the end of February 2021, receivables related to equity interests towards the Blade group amounted to € 10.6 million and the equipment leased to the Blade group was capitalised for a net value of € 9.2 million.	The work we carried out mainly consisted of: ▸ obtaining the legal elements related to the reorganisation procedures and the disposal plan, such as the judgments of the courts referred to in France and the United States and the offer to transfer equipment to the buyer of the Blade company; ▸ analysing the accounting translation of the impact on your company's accounts of the procedures in progress; ▸ conducting interviews with management to find out their assessment of the quality and the possibilities of resale of equipment delivered after 1 January 2020 to the Blade group which is the subject of a takeover by your company; ▸ assessing the appropriateness of the information provided in the note to the annual accounts.

2CRSI
Financial year ended 28 February 2021

2

Taking into account the impacts of the Blade group procedure on the accounts and the residual exposure of your company, we have considered the risk on the valuation of assets and liabilities in connection with the transactions carried out with the entities of the Blade group as a key point of the audit

Existence and completeness of recorded stocks

Risk identified	Our answer
Inventories of raw materials and merchandise represent a gross amount of € 1.5 million and finished products and work in progress represent a gross value of € 14.6 million at closing. As indicated in note 3.2 to the annual accounts, stocks of raw materials and goods are valued at their acquisition cost (purchase price and incidental costs). Taking into account the importance of these assets in the balance sheet, and in view of the significant number of references stored by your company, we consider that there is a risk on the existence and the exhaustiveness of the stocks which we considered to be a key point of the audit.	The work we carried out mainly consisted of: ▸ assisting with the physical inventory and carrying out counts, by sampling, from the listing of stocks (tests on existence) and physical stocks (tests on exhaustiveness); ▸ reconciling our counts of the quantities in accounting stocks at the date of closure; ▸ carrying out detailed tests, by sampling, on the correct linkage of the last deliveries and shipments to the financial year.

Correct linkage of revenue from the delivery of equipment to the financial year

Risk identified	**Our answer**
As of 28 February 2021, your company had a turnover of € 35 million, of which € 26.1 million correspond to sales of finished products and merchandise (deliveries of equipment). Note 3.4.1 of the notes to the annual accounts describes the methods for recording revenue relating to equipment deliveries. The delivery of equipment is understood to mean the delivery of assembled components and servers. We considered the correct linkage of the turnover relating to the deliveries of equipment to the financial year as a key point of the audit because of the seasonality of the activity and the sensitivity of the achievement of the objectives communicated to the market.	The work we carried out mainly consisted of: ▸ becoming familiar with the internal control procedures for recognising turnover; ▸ examining the methods for recording sales linked to contracts containing specific clauses likely to impact the recognition of turnover, in particular at the end of the year; ▸ obtaining external confirmations for a sample of invoices not yet paid at 28 February 2021; ▸ by using end-of-year sales journals and post-closing sales journals, performing detailed tests on the correct linkage and the reality of sales for the year by reconciling them with supporting documents (delivery notes and acceptance reports signed by the customer and invoices).

Specific checks

In accordance with the norms regulating professional activity in France, we also performed the specific checks required under legal statutes and regulations.

- **Information given in the management report and in other documents on the financial position and annual accounts addressed to the shareholders**

We have no observations to make on the annual accounts with respect to the fairness and consistency with the information given in the management report of the board of directors and in the other documents on the financial position and the annual accounts sent to shareholders.

We attest to the sincerity and consistency with the annual accounts of the information relating to the payment deadlines mentioned in article D. 441-6 of the Commercial Code.

- **Corporate Governance Report**

We certify that the Board of Directors' report on corporate governance contains the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning information provided pursuant to the provisions of Article L. 22-10-9 of the Code of commerce on the compensation and benefits paid or allocated to corporate officers, as well as the undertakings agreed to in their favour, we checked that they were in line with the accounts or with the data used to compile these accounts, and where necessary, with the evidence collected by your company from companies controlled by it which are included in the scope of consolidation. On the basis of this work, we hereby confirm that this information is complete and accurate.

Other verifications or information provided for by legal and regulatory texts

- **Appointment of statutory auditors**

2CRSI appointed the statutory auditors through its general meeting of 13 June 2019 of the firm FIDUCIAIRE DE REVISION S.A., and that of 25 September 2017 of the firm ERNST & YOUNG Audit.

On 28 February 2021, the firm FIDUCIAIRE DE REVISION S.A. was in the second consecutive year of its mission and the firm ERNST & YOUNG Audit in its fourth year (including three years since the company's shares were admitted to trading on a regulated market).

Responsibilities of management and officers of the company for annual statements

Management must prepare accurate annual statements in accordance with French accounting rules and principles, and implement any internal control it deems necessary for those statements which do not contain any major anomalies, whether from fraud or error.

While the annual statements are prepared, management must assess the company's capacity to continue as a going concern, to include in its statements any necessary information on consistent operation and apply the accounting agreement on consistent operation, unless the company must be wound up or closed down.

It is the responsibility of the audit committee to follow the process for preparing the financial information and for monitoring the effectiveness of internal monitoring and risk management systems, as well as where applicable internal auditing as regards the procedures relating to the preparation and processing of accounting and financial information.

The annual accounts were ordered by the Board of Directors.

Statutory auditor's responsibilities for the annual statements

- **Audit objective and approach**

It is our responsibility to prepare a report on annual statements. Our goal is to obtain a reasonable assurance that annual statements in their entirety do not contain any major anomalies. The reasonable assurance must be of a high level, yet without guaranteeing that an audit in accordance with professional standards will help systematically detect any major anomaly. Anomalies may come from fraud or result from errors and are deemed significant when we may reasonably assume that they may, either taken individually or cumulatively, influence the financial decisions which account users take on those grounds.

As specified by article L. 823-10-1 of the Commercial Code, our task of certifying statements does not consist of ensuring the viability or quality of the management of your company.

Within the framework of an audit in accordance with professional standards applicable to France, statutory auditors make their professional judgment throughout this audit. In addition:

- They identify and assess the risks posed by annual statements of major anomalies, from fraud or errors, define and implement audit procedures in the face of those risks, and gathers elements they deem sufficient and suitable to justify their opinion. The risk of non-detection of a significant anomaly from fraud is higher than that of a significant anomaly from an error, since the fraud may involve the collusion, forging, voluntarily omitting, misrepresenting or bypassing internal control;
- They take note of the internal control for the audit in order to define suitable auditing procedures under the circumstances, and not in order to issue an opinion on the efficiency of internal control;
- They assess the suitable nature of applicable accounting methods and the reasonableness of the accounting estimations by management, as well as the information regarding them and provided in annual statements;
- They assess the suitability of the application by management of the accounting consistent operating agreement, and, based on the collected elements, whether or not there is major uncertainty connected with events or circumstances which may question the company's capacity to continue as a going concern. This assessment depends on elements collected up to the date of their report, being nonetheless reminded that future circumstances or events could throw the consistency of operations into question. If they ascertain a significant uncertainty, they draw the attention of readers to their report on the information provided in annual statements for this uncertainty or if this information is not provided or is not relevant, they prepare a certification with reservations or refuse to prepare it;
- They assess the presentation of all annual statements and whether the annual statements accurately reflect the underlying operations and events.

Report to the audit committee

We submit a report to the audit committee which presents in particular the scope of the audit work and the work programme implemented, as well as the conclusions arising from our work. We also inform where appropriate significant weaknesses we have identified in internal control with respect to procedures relating to the preparation and processing of accounting and financial information.

Among the elements communicated in the report to the audit committee are the risks of material misstatement which we consider to be most important for the audit accounts for the financial year, and which as a result constitute the key points of the audit which is our responsibility to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 (EU) regulation no. 537/2014 confirming our independence, within the meaning of the rules applicable in France as laid down specifically by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the Code of ethics of the profession of statutory auditor. Where applicable, we discuss with the audit committee the risks weighing on our independence and the safeguards applied.

Didenheim and Strasbourg, 02/07/2021

The Statutory Auditors

FIDUCIAIRE DE REVISION S.A.

Véronique Habé

ERNST & YOUNG Audit

Alban de Claverie


2crsi

8

GENERAL ASSEMBLY

8.1. AGENDA OF THE COMBINED GENERAL ASSEMBLY OF 31 AUGUST 2021

8.1.1. AGENDA OF THE COMPETENCE OF THE GENERAL ASSEMBLY OF AN ORDINARY NATURE

1. Approval of the annual accounts for the financial year ending 28 February 2021 - Approval of non-tax-deductible expenses and charges,
2. Approval of the consolidated accounts for the financial year ending 28 February 2021,
3. Allocation of the profit of the financial year and determination of the dividend for the preference shares,
4. Special report of the statutory auditors on regulated agreements and commitments - No new agreements have been concluded,
5. Renewal of the term of office of Mr Alain Wilmouth as a director,
6. Renewal of the term of office of Mr Michel Wilmouth as director,
7. Renewal of the term of office of HAW as a director,
8. Renewal of the term of office of Ms. Estelle Schang as director,
9. Renewal of the term of office of Mrs. Marie de Lauzon as director,
10. Renewal of the term of office of Ms. Monique Jung as director,
11. Approval of the remuneration policy of the Chairman and CEO in accordance with Article L.22-10-8 II of the Commercial Code,
12. Approval of the remuneration policy of the Deputy Chief Executive Officer in accordance with Article L.22-10-8 II of the Commercial Code,
13. Approval of the remuneration policy for the members of the Board of Directors in accordance with Article L.22-10-8 II of the Commercial Code,
14. Approval of all remuneration paid or allocated to the executive officers for the financial year ending 28 February 2021 in accordance with Article L.22-10-34 I of the Commercial Code,
15. Approval of the remuneration elements paid or allocated for the financial year ending 28 February 2021 to Mr Alain Wilmouth, Chairman and Chief Executive Officer,
16. Approval of the remuneration elements paid or allocated for the financial year ending 28 February 2021 to Mrs Marie de Lauzon, Deputy Managing Director,
17. Authorisation to be given to the Board of Directors to have the company buy back its own shares within the framework of the provisions of Article L. 22-10-62 of the Commercial Code, duration of the authorisation, purposes, terms and conditions, ceiling,

8.1.2. AGENDA OF THE COMPETENCE OF THE GENERAL ASSEMBLY OF AN EXTRAORDINARY NATURE

18. Authorisation to be given to the Board of Directors with a view to cancelling the shares redeemed by the company under the provisions of Article L. 225-209 of the French Commercial Code, term of the authorisation, cap,

19. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (of the company or of a group company), with the cancellation of preferential subscription rights in favour of a category of beneficiaries, duration of the delegation, maximum par value of the increase in capital, issuance price, option to limit the issuance to the amount of subscriptions received or to distribute unsubscribed securities,

20. Delegation of authority to be given on the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (by the company or by a company belonging to the group), with cancellation of the preferential subscription right for a category of beneficiaries within the framework of an equity line transaction;

21. Authorisation to increase the amount of issues in the event of excess demand

22. Delegation of authority to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital with cancellation of the preferential subscription right to the benefit of the members of a company savings plan in application of Articles L. 3332-18 et seq. of the French Labour Code, duration of the delegation, maximum par value of the capital increase, issue price, possibility of granting free shares in application of Article L. 3332-21 of the French Labour Code,

23. Delegation to be granted to the board of directors with a view to issuing share subscription warrants (SSW), warrants to subscribe and/or acquire new and/or existing shares (BSAANE), and/or warrants for subscription and/or purchase of new and/or existing redeemable shares (BSAAR,) with the cancellation of preferential subscription rights in favour of a category of persons, maximum par value of the capital increase, duration of the delegation, exercise price,

24. Authorisation to be granted to the Board of Directors to grant share subscription and/or purchase options to employees and/or certain executive officers of the company or affiliated companies, waiver by the shareholders of their preferential subscription rights, duration of the authorisation, ceiling, exercise price, maximum duration of the option,

25. Authorisation to be granted to the Board of Directors to allocate existing and/or new free shares to employees and/or certain executive officers of the company or related companies, waiver of shareholders' preferential subscription rights, duration of the authorisation, ceiling, duration of the vesting periods, in particular in the event of disability and retention,

26. Delegation to be given to the Board of Directors with a view to harmonizing the articles of association of the company with legislative and regulatory provisions,

27. Amendment of article 7 of the Company's articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to bring it into line with the share split, in particular with regard to the rule for calculating the price of the 2017 preference shares, and in accordance with the change balance sheet date, and with the recodification of the commercial code,

28. Amendment of Article 12.2 paragraph 1 of the Company's Articles of Association in order to allow the implementation of a staggered term of office,

29. Powers for formalities.

8.2. PRESENTATION OF THE RESOLUTIONS OF THE COMBINED GENERAL MEETING OF 31 AUGUST 2021

8.2.1. RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL ASSEMBLY

FIRST RESOLUTION - Approval of the annual accounts for the year ended 28 February 2021- Approval of non-tax deductible expenses and charges

The General Meeting, after acknowledging having read the reports of the Board of Directors and the statutory auditors for the financial year ending on 28 February 2021, approves, as presented, the annual accounts closed on that date, resulting in a loss of EUR 11,597,780.
The General Meeting specifically approves the total amount of expenses and charges referred to in Article 39, paragraph 4 of the General Tax Code, amounting to EUR 4 094, which did not generate any tax for the financial year 2020-2021.

SECOND RESOLUTION - APPROVAL OF THE CONSOLIDATED ACCOUNTS FOR THE FINANCIAL YEAR ENDING 28 FEBRUARY 2021,

The General Meeting, after acknowledging having read the reports of the Board of Directors and the statutory auditors on the consolidated financial statements as of 28 February 2021, approves these financial statements as they were presented, resulting in a loss (group share) of EUR 4,187,599.

THIRD RESOLUTION - ALLOCATION OF THE PROFIT OF THE FINANCIAL YEAR AND DETERMINATION OF THE DIVIDEND FOR THE PREFERENCE SHARES,

The General Meeting, on the proposal of the Board of Directors, decides to proceed with the following allocation of the result of the financial year ending 28 February 2021:

Origin

- Loss for the year € 11,597,780

Imputation

- on the item "Retained earnings" in the amount of €4 485 816, which is reduced from €4 485 816 to €0
- on the item "Other reserves" in the amount of €1 027 161 which is reduced from €1 027 161 to €0
- 6,084,803 on the "share premium" item, which is reduced from €48,576,864 to €42,492,061

The General Meeting, on the proposal of the Board of Directors, decides to distribute as dividends to the holders of preference shares 2017 a sum of € 175,000 which is deducted from the issue premium which is thus reduced from € 42,492,061 to € 42,317,061.
The General Meeting notes that the gross global dividend attributable to each 2017 preference share is set at EUR 0.05.
It is recalled that, for natural persons domiciled in France for tax purposes, this dividend is subject to single flat-rate taxation at the global rate of 30%, unless they opt to tax such income at the progressive scale of income tax. In the latter case, the entire amount thus distributed will be eligible for the 40% reduction, resulting from the provisions of Article 158 3-2 of the French General Tax Code.
In accordance with the provisions of article 243 bis of the French General Tax Code, the table below shows the amount of dividends and other income distributed for the three previous financial years, as well as their possible eligibility for the 40% reduction, resulting from the provisions of article 158 3-2 of the French General Tax Code benefiting, where applicable, individuals with tax domicile in France.

For the financial year	Income eligible for the reduction resulting from article 158-3-2 of the French General Tax Code		Income not eligible for the reduction resulting from article 158-3-2 of the French General Tax Code	
	Dividends	Other Income	Dividends	Other Income
2017	€175,000	-	-	-
2018	€175,000	-	-	-
2019/2020	€175,000	-	-	-

FOURTH RESOLUTION - Special report of the statutory auditors on regulated agreements and commitments - No new agreements have been concluded

The General Meeting, after having taken note of the special report of the auditors mentioning the absence of new agreements of the nature of those referred to in Articles L. 225-38 et seq. of the Commercial Code, takes note of it outright.

FIFTH RESOLUTION - Renewal of the term of office of Mr Alain Wilmouth as a director,

The General Meeting resolves to renew the term of office of Mr Alain Wilmouth as director for a period of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous year.

SIXTH RESOLUTION - Renewal of the term of office of Mr Michel Wilmouth as director,

The General Meeting resolves to renew the term of office of Mr Michel Wilmouth as director for a period of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous year.

SEVENTH RESOLUTION - Renewal of the term of office of HAW as a director,

The General Meeting resolves to renew the term of office of HAW as director for a period of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous year.

EIGHTH RESOLUTION - Renewal of the term of office of Ms. Estelle Schang as commercial code director,

The General Meeting resolves to renew the term of office of Ms. Estelle Schang as director for a term of one year, expiring at the end of the General Meeting held in 2022 to approve the accounts for the previous financial year, subject to the approval of the twenty-eighth resolution below on the amendment of Article 12.2 paragraph 1 of the Articles of Association or, failing the adoption of the twenty-eighth resolution, for a term of three years, expiring at the end of the General Meeting held in 2024 to approve the accounts for the previous financial year.

NINTH RESOLUTION - Renewal of the term of office of Mrs Marie de Lauzon as a director,

The General Meeting resolves to renew the term of office of Mrs Marie de Lauzon as director for a term of two years, expiring at the end of the General Meeting held in 2023 to approve the accounts for the previous financial year, subject to the approval of the twenty-eighth resolution below on the amendment of Article 12.2 paragraph 1 of the Articles of Association or, failing the adoption of the twenty-eighth resolution, for a term of three years, expiring at the end of the General Meeting held in 2024 to approve the accounts for the previous financial year.

TENTH RESOLUTION - Renewal of the term of office of Ms. Monique Jung as director,

The General Meeting resolves to renew the term of office of Mrs Monique Jung as director for a term of one year, expiring at the end of the General Meeting held in 2022 to approve the accounts for the previous financial year, subject to the approval of the twenty-eighth resolution below on the amendment of Article 12.2 paragraph 1 of the Articles of Association or, failing the adoption of the twenty-eighth resolution, for a term of three years, expiring at the end of the General Meeting held in 2024 to approve the accounts for the previous financial year.

ELEVENTH RESOLUTION - Approval of the remuneration policy of the Chairman and CEO in accordance with Article L.22-10-8 II of the Commercial Code,

The general meeting, after acknowledging having read the Board of Directors' report on corporate governance, approves, in accordance with Articles L.22-10-8 II and R.22-10-14 of the French Commercial Code, the remuneration policy for the Chief Executive Officer, as described in this report and mentioned in paragraph 3.5.2.1 of the company's 2020-2021 universal registration document.

TWELFTH RESOLUTION - Approval of the remuneration policy of the Deputy Chief Executive Officer in accordance with Article L.22-10-8 II of the Commercial Code,

The general meeting, after acknowledging having read the Board of Directors' report on corporate governance, approves, in accordance with Articles L.22-10-8 II and R.22-10-14 of the French Commercial Code, the remuneration policy for the Deputy Managing Director, as described in this report and mentioned in paragraph 3.5.2.2 of the company's 2020-2021 universal registration document.

THIRTEENTH RESOLUTION -
Approval of the remuneration policy for the members of the Board of Directors in accordance with Article L.22-10-8 II of the Commercial Code,

The general meeting, having taken note of the report of the board of directors on corporate governance, approves, in accordance with articles L.22-10-8 II and R.22-10-14 of the commercial code, the remuneration policy for the members of the board of directors as described in this report and mentioned in paragraph 3.5.2.3. of the company's universal registration document 2020-2021.

FOURTEENTH RESOLUTION -
Approval of all remuneration paid or allocated to the executive officers for the financial year ending 28 February 2021 in accordance with Article L.22-10-34 I of the Commercial Code,

The General Meeting, having considered the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the information mentioned in Article L.22-10-9 I of the French Commercial Code relating to the remuneration paid or allocated to the executive officers during the financial year ended 28 February 2021, as described in paragraph 3.5.3. et seq. of the company's 2020-2021 universal registration document.

FIFTEENTH RESOLUTION -
Approval of the remuneration paid or awarded to Mr Alain Wilmouth, Chairman and Chief Executive Officer, in respect of the financial year ending 28 February 2021

The General Meeting, after acknowledging having read the Board of Directors' report on corporate governance, approves, in accordance with the provisions of article L.22-10-34 III of the French Commercial Code, the components of fixed and variable remuneration and exceptional items comprising the total remuneration and benefits of any kind paid or awarded to Mr Alain Wilmouth in their capacity as Chief Executive Officer for the financial year ended on 28 February 2021, as described in paragraph 3.5.3 et seq of the universal registration document 2020-2021 of the company.

SIXTEENTH RESOLUTION -
Approval of the remuneration elements paid or allocated for the financial year ending 28 February 2021 to Mrs Marie de Lauzon, Deputy Chief Executive Officer,

The General Meeting, after acknowledging having read the Board of Directors' report on corporate governance, approves, in accordance with the provisions of article L.22-10-34 III of the French Commercial Code, the components of fixed and variable remuneration and exceptional items comprising the total remuneration and benefits of any kind paid or awarded to Mrs Marie de Lauzon in their capacity as Deputy Chief Executive Officer for the financial year ended on 28 February 2021, as described in paragraph 3.5.3 et seq of the universal registration document 2020-2021 of the company.

SEVENTEENTH RESOLUTION -
Authorisation to be given to the Board of Directors to have the company buy back its own shares within the framework of the provisions of Article L. 22-10-62 of the French Commercial Code

-

The General Meeting, having taken note of the report of the Board of Directors, authorises the latter, for a period of eighteen months, in accordance with Articles L. 22-10-62 and subsequent of the French Commercial Code, to proceed with the purchase, in one or more times, at the moment they will determine, of company shares within the limit of 10% of the number of shares comprising the share capital, if necessary adjusted to take account of any capital increase or reduction operations that may occur during the duration of the program.
This authorisation terminates the authorisation given to the Board of Directors by the General Meeting of 25 September 2020 in its thirteenth ordinary resolution.
Acquisitions may be made with a view to any allocation permitted by law, in particular:

ensure the stimulation of the secondary market, or the liquidity of the 2CRSI share, through an investment service provider, through a liquidity contract, in accordance with the practice permitted by the regulations,

- keep the purchased shares and subsequently deliver them in exchange, or as payment, in the context of any external growth operations, being specified that the shares acquired for this purpose may not exceed 5% of the Company's capital,

- ensure the coverage of share purchase option schemes and/or free share schemes (or similar schemes) for the benefit of the employees and/or executive officers of the group, as well as all share allocations, under a company or group savings scheme (or similar scheme), in respect of profit-sharing, and/or all other forms of allocation of shares to employees and/or corporate officers of the group,

- ensure the coverage of transferable securities giving the right to the allocation of company shares within the framework of the regulations in force,

- implement any market practice that may come to be accepted by the French Financial Market Authority, and more generally carry out any other transaction in accordance with the regulations in force,

- proceed with the possible cancellation of the shares acquired, subject to the authorisation to be granted by this General Meeting of shareholders in their eighteenth extraordinary resolution.

These share purchases may be carried out by any means, including through the acquisition of blocks of securities, and at times determined by the Board of Directors.

These operations cannot be carried out during a public offer period.

The company does not intend to use option mechanisms or derivative instruments.

The maximum purchase price is set at 20 euros per share. In the event of a transaction on the capital, in particular a division or consolidation of shares or the allocation of free shares, the aforementioned amount will be adjusted in the same proportions (multiplying coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

The maximum amount of the transaction is thus set at 35,486,860 euros.

The General Meeting grants all powers to the Board of Directors, with the option of sub-delegation, to carry out these operations, to determine the conditions and procedures, to enter into all agreements and to carry out all formalities.

8.2.2.RESOLUTIONS FALLING WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL ASSEMBLY

-

EIGHTEENTH RESOLUTION - Authorisation to be given to the Board of Directors to cancel shares bought back by the company under the terms of Article L. 22-10-62 of the French Commercial Code

The General Meeting, taking note of the report of the Board of Directors and the report of the auditors:

1. Gives the Board of Directors the authorisation to cancel, on their own decisions, on one or more occasions, within the limit of 10% of the capital calculated on the day of the cancellation decision, less any shares cancelled over the past 24 months, the shares that the company holds or may hold following repurchases carried out within the framework of article L. 22-10-62 of the French Commercial Code, as well as to reduce the share capital accordingly, in accordance with the legal and regulatory provisions in force,

2. Sets the period of validity of this authorisation at twenty-four months from the date of this Meeting,

3. Gives full powers to the Board of Directors, with the option of sub-delegation, to carry out the necessary operations, for such cancellations and the corresponding reductions in share capital, to amend the articles of association accordingly, and to complete all the required formalities.

NINETEENTH RESOLUTION - Delegation of authority to be given on the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with the cancellation of preferential subscription rights for the benefit of a category of beneficiaries

The General Meeting, after having read the report of the Board of Directors and the special report of the statutory auditors and in accordance with the provisions of the French Commercial Code and in particular its articles L.225-129-2, L.22- 10- 49, L.225-135, L.225-138 and L.228-92:

1. Delegate to the Board of Directors their competence to carry out the capital increase, on one or more occasions, in the proportions and at the times that they will consider appropriate, both in France and abroad, by issue either in EUR, or in foreign currencies or in any other unit of account established by reference to a set of currencies:
   - ordinary shares, and/or
   - equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or
   - transferable securities giving access to equity securities to be issued.

In accordance with Article 228-93 of the French Commercial Code, the transferable securities to be issued may give access to equity securities to be issued by the company, and/or by any company which owns, directly or indirectly, more than half of their capital or in which they directly or indirectly own more than half of the capital.

2. Sets the period of validity of this delegation at eighteen months, counted from the date of this meeting.

3. The maximum overall par value of capital increases that may be carried out by virtue of this delegation may not exceed EUR 1 080 000.

To this threshold will be added, where applicable, the par value of the ordinary shares to be issued in order to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of holders of transferable securities giving access to the Company's capital.
This amount shall be deducted from the amount of the capital increase ceiling set in the seventeenth and eighteenth resolutions approved by the combined general meeting of 25 September 2020.
The par value of the debt securities on the company that may be issued in this way may not exceed 100 million euros.
This amount shall be deducted from the ceiling on the par value of debt securities provided for in the seventeenth and eighteenth resolutions approved by the combined general meeting of 25 September 2020.

4. Decides to cancel the shareholders' preferential subscription rights to the securities covered by this resolution in favour of the following category of beneficiaries: legal entities under French or foreign law or individuals whose main business is in the IT sector and in particular in the construction of computer servers, IT systems and networks, the Internet, IT security, IT equipment manufacturers and information systems and/or qualified investors (within the meaning of Article L.411-2 1° of the French Monetary and Financial Code) investing on a regular basis in this sector of activity for a

minimum individual subscription amount of €100,000 per transaction or the equivalent value of this amount and with a number of investors limited to 50; it being specified that the Board of Directors shall determine the precise list of beneficiaries within this category of beneficiaries as well as the number of securities to be allocated to each of them.

5. Notes that this delegation entails the waiver by the shareholders of their preferential subscription right to the shares of the company that may be issued.

6. Decides that the issue price of the shares issued by virtue of this delegation will be determined by the Board of Directors and will be at least equal to the average of the average prices, weighted by the volumes of the last twenty trading sessions preceding the fixing of the issue price, possibly reduced by a maximum discount of 10%, taking into account, if applicable, their dividend date, and being specified that the issue price of the transferrable securities giving access to the capital, if applicable, issued under this resolution will be such as the sum, if applicable, received immediately by the Company, increased by that likely to be received by them during the exercise or conversion of said transferable securities, i.e., for each share issued as a result of the issuance of these transferrable securities, at least equal to the aforementioned minimum amount.

7. Decides that, if the subscriptions have not absorbed all of an issue referred to in 1, the Board of Directors may use the following options:
   - limit the amount of the issuance to the amount of subscriptions, being specified that, in the event of an issuance of ordinary shares or transferable securities whose primary security is a share, the amount of subscriptions must reach at least ¾ of the issuance decided for this limitation to be possible,
   - freely distribute all or part of the unsubscribed securities.

8. Decides that the Board of Directors will have, within the limits set above, with the option of sub-delegation, the powers necessary to implement this delegation of authority and in particular for the purpose of:
   - deciding the amount of the capital increase, the issue price as well as the amount of the premium that may, if applicable, be requested on the issuance,
   - setting the dates, conditions, and terms of any issuance, as well as the form and characteristics of the shares or transferable securities giving access to the capital to be issued,
   - the dividend date, possibly retroactive, of the shares or transferable securities giving access to the capital to be issued, their mode of payment,
   - determining the list of beneficiaries within the above-mentioned category of persons and the number of securities to be allocated to each of them,
   - at their sole initiative, and when they deem it appropriate, charging the costs, duties, and fees, determined by the capital increases carried out by virtue of the delegation referred to in this resolution, to the amount of the premiums relating to these transactions, and deducting, from the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
   - noting the completion of each capital increase and making the corresponding modifications to the articles of association,
   - in general, entering into any agreement, in particular, to achieve the successful completion of the planned issuances,
   - taking all measures and carrying out all necessary formalities for the issuance, listing, and financial service of the securities issued under this delegation, as well as for the exercise of the rights attached thereto,

   taking any decision with a view to the admission of the securities and transferable securities thus issued on any market on which the Company's shares would be admitted to trading.

TWENTIETH RESOLUTION - Delegation of authority to be given on the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (by the company or by a company belonging to the group), with cancellation of the preferential subscription right for a category of beneficiaries within the framework of an equity line transaction;

The General Meeting, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq. and L. 225-138 of the Commercial Code,

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its power to decide to increase the share capital, on one or more occasions, in the proportion and at the times it sees fit, by issuing, both in France and abroad, in euros or in foreign currencies by issuing ordinary shares and/or equity securities giving access to other equity securities of the Company or giving the right to the allocation of debt securities and/or any other securities giving access, immediately or in the future, at any time or on a fixed date, to equity securities of the Company to be issued, under the forms and conditions that the Board of Directors shall deem appropriate, reserved for the category of persons referred to in paragraph 1 below;

2. decides that the maximum par value of the capital increases that may be carried out, immediately or in

the future, by virtue of this resolution, may not exceed EUR 2, it being specified that this amount does not take into account the adjustments that may be made to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the applicable legislative and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment; it being specified that the par value of any capital increase carried out pursuant to this delegation is independent of any other ceiling provided for in respect of the delegation of capital increases.

The par value of the debt securities on the company that may be issued in this way may not exceed 100 million euros.
This amount is independent of any other ceiling provided for in the delegation of capital increases.

3. decides that this delegation is valid for a period of eighteen (3) months from the date of this General Meeting;

4. decides to cancel the shareholders' preferential right to subscribe to the shares, equity securities and/or other securities giving access to the Company's capital that may be issued by virtue of this delegation and to reserve the right to subscribe to the category of persons meeting the following characteristics: credit institutions with an authorisation to provide the investment service mentioned in 6-1 of article L. 321-1 of the Monetary and Financial Code and underwriting the equity securities of companies listed on the regulated market of Euronext in Paris as part of so-called equity line transactions;

5. notes that this delegation automatically entails, in favour of the holders of securities issued under this resolution and giving access to the Company's capital, the waiver by shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

6. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation as of the filing by a third party of a draft public offer for the Company's shares until the end of the offer period;

7. decides that the amount of the consideration to be received or that may subsequently be received by the Company for each of the shares issued or to be issued, within the framework of this delegation, shall be at least equal to the weighted average of the prices of the Company's shares over the last three (7) trading sessions on the regulated market of Euronext Paris or the last trading session on the regulated market of Euronext Paris preceding the setting of the issue price, possibly reduced by a maximum discount of five per cent (3%) This average will be corrected, if necessary, in the event of a difference between the dates of enjoyment. The issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these other securities, at least equal to the issue price defined above.

TWENTY-FIRST RESOLUTION - Authorisation to increase the amount of issues in the event of excess demand

The General Meeting, after acknowledging having read the report of the Board of Directors and the special report of the statutory auditors:

1. Decides that, for each issuance of ordinary shares or transferable securities giving access to the capital, decided in application of the nineteenth and twentieth resolutions, the number of securities to be issued may be increased in the conditions provided for in Articles L 225-135-1 and R 225-118 of the French Commercial Code, and within the limits of the thresholds set by the Meeting, when the Board of Directors finds excess demand.

2. Sets the period of validity of this authorisation at twenty-six months, counted from the date of this Meeting

TWENTY-SECOND RESOLUTION - Delegation of authority to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or transferable securities, giving access to the capital with cancellation of preferential subscription rights for the benefit of members of the company's savings plan, in application of articles L.3332-18 et seq of the French Labour Code

The General Meeting, having taken note of the report of the Board of Directors and the special report of the auditors, ruling in application of Articles L. 22-10-49, L. 225-129-6, L. 225-138-1 and L. 228-92 of the Commercial Code and L. 3332-18 et seq:

1. Delegates their authority to the Board of Directors for the purpose, if they deem it appropriate, on their sole decisions, to increase the share capital, one or more times, by issuing ordinary shares or transferable securities giving access to equity securities to be issued by the Company, for the benefit of members of one or more company or group savings schemes established by the Company, and/or French or foreign companies linked to them, under the conditions of Article L.225-180 of the French Commercial Code and of Article L.3344-1 of the French Labour Code.

2. Removes, in favour of these persons, the preferential subscription right to the shares that may be issued by virtue of this delegation.

3. Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.

4. Limits the maximum par value of the increase(s) that can be carried out by virtue of this delegation to EUR 810 000, this amount being independent of any other threshold provided for in terms of the delegation for capital increase. To this amount will be added, where applicable, the additional amount of ordinary shares to be issued to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of transferable securities giving the right to Company equity securities;

5. Decides that the price of the shares to be issued, pursuant to 1/ of this delegation, may not be more than 30% lower, or 40% lower when the lock-in period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the Labour Code is greater than or equal to ten years, to the average of the first listed prices of the share during the 20 stock market sessions preceding the decision of the Board of Directors relative to the capital increase and the corresponding share issue, nor greater than this average.

6. Decides, in application of the provisions of Article L.3332-21 of the French Labour Code, that the Board of Directors may provide for the allocation, to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued, or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the contribution that may be paid in application of the regulations of company or group savings schemes, and/or (ii), where applicable, the discount;

7. Take note that this delegation cancels any previous delegation having the same purpose.

The Board of Directors may or may not implement this delegation, take all measures, and carry out all necessary formalities, with the option of sub-delegation.

TWENTY-THIRD RESOLUTION - Delegation to be granted to the Board of Directors with a view to issuing share subscription warrants (SSW), new and/or existing share subscription and/or purchase warrants (BSAANE) and/or new and/or existing redeemable share subscription and/or purchase warrants (BSAAR) with cancellation of preferential subscription rights in favour of a category of persons

The General Meeting, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129-2, L. 225-138 and L.228-91 of the Commercial Code:

1. Delegates to the Board of Directors their competence, in order to proceed, on one or more occasions, in the proportions and at the times that they will deed appropriate, both in France and abroad, with the issue of share subscription warrants (SSW), share purchase and/or acquisition warrants of new and/or existing shares (BSAANE) and/or redeemable share subscription and/or acquisition warrants (BSAAR), with the cancellation of preferential subscription rights for the benefit of a category of persons defined below.

2. Sets the period of validity of this delegation at eighteen months, from the date of this meeting.

3. Decides that the total par value of the shares to which the warrants issued pursuant to this delegation may give right may not exceed 10 % of the share capital existing on the date of the decision of their allocation by the Board; it being specified that the total number of shares to which (i) the shares allocated free of charge, and (ii) the share subscription and/or purchase options that may be granted by the Board of Directors pursuant to the authorisations provided for in this General Meeting, shall be deducted from this ceiling.

4. To this threshold will be added, where applicable, the par value of the ordinary shares to be issued in order to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of SSW, BSAANE and/or BSAAR.

5. Decides that the subscription and/or acquisition price of the shares to which the warrants will give right, after taking into account the issue price of the warrants will be at least equal to the average of the closing market prices of the 2CRSI share during the 20 trading sessions preceding the day of the decision to issue the warrants.

6. Decides to cancel the preferential subscription rights of shareholders to SSW, BSAANE, BSAAR to be issued, in favour of the following category of persons:
   i. employees and/or executive officers of the Company or of a group company within the meaning of Article L.233-3 of the French Commercial Code; and or
   ii. service providers or consultants who have signed a contract with the Company or a group company within the meaning of Article L.233-3 of the French Commercial Code.

7. Notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares of the company, which may be issued upon exercise of warrants for the benefit of holders of SSW, BSAANE, and/or BSAAR.
8. Decides that the Board of Directors will have all the

necessary powers, under the conditions set by law and provided for above, to issue SSW, BSAANE, and/or BSAAR and in particular:
• to set the precise list of beneficiaries within the category of persons defined above, the nature and number of warrants to be allocated to each of them, the number of shares to which each warrant will be entitled, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants will give right under the conditions provided above, it is specified that the issue price of the warrants will be established according to market conditions or according to expert opinion, the conditions and deadlines for the subscription and exercise of the warrants, their adjustment methods, and, more generally, all the terms and conditions of the issue;
• to prepare an additional report describing the final conditions of the transaction;
• where applicable, to acquire the shares required under the share redemption program and allocate them to the allocation plan;
to note the completion of the capital increase that may result from the exercise of the SSW, BSAANE, and/or BSAAR, and make the corresponding amendment to the articles of association;
at their sole initiative, charge the costs of the capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
• delegate themselves to the Managing Director the powers necessary for carrying out the capital increase, as well as the power to suspend it within the limits and according to the terms that the Board of Directors may set in advance;
• and more generally to do whatever is necessary in such a matter.

TWENTY-FOURTH RESOLUTION - Authorisation to be given to the Board of Directors with a view to granting share subscription and / or purchase options to members of the salaried staff (and / or certain executive officers)

The General Meeting, taking note of the report of the Board of Directors and the special report of the auditors:

1. Authorises the Board of Directors, within the framework of the provisions of Articles L.22-10-49, L. 225-177 to L. 225-185 and L.22-10-56 to L.22-10-58 of the Commercial Code, to grant, on one or more occasions, to the beneficiaries indicated below, options giving the right to subscribe to new shares of the company to be issued by way of a capital increase, or to purchase existing shares of the company resulting from repurchases carried out in accordance with the conditions provided for by the law.

2. Sets the period of validity of this authorisation at thirty-eight months from the date of this General Meeting.

3. Decides that the beneficiaries of these options can only be:
on the one hand, the employees or some of them, or certain categories of personnel, of the company 2CRSi and, where applicable, of the companies or economic interest groups that are linked to it under the conditions of Article L. 225-180 of the French Commercial Code;
on the other hand, the corporate officers who meet the conditions set by Article L. 225-185 of the Commercial Code.

4. The total number of options that may be granted by the Board of Directors under this authorisation may not give the right to subscribe to or purchase a number of shares greater than 10% of the share capital existing on the date of this Meeting, it being specified that the total number of shares to which (i) the shares allocated free of charge, and (ii) the BSAs, BSAANEs, BSAARs, may be granted by the Board of Directors under the authorisations provided for in this Meeting, shall be deducted from this ceiling.

5. Decides that the subscription and/or purchase price of the shares by the beneficiaries shall be set on the day the options are granted by the Board of Directors as follows (i) in the case of subscription options, this price may not be less than 95% of the average of the opening prices quoted for the Company's shares on the regulated market of Euronext in Paris during the twenty trading sessions preceding the day on which the subscription options are granted, and (ii) in the case of share purchase options, this price may not be less than the value indicated in (i) or less than 95% of the average purchase price of the shares held by the Company pursuant to Articles L.225-208 and L.225-209 of the French Commercial Code.

6. Decides that no options may be granted:
· nor within ten trading days before and after the date on which the consolidated accounts are made public,
or within the period between the date on which the Company's governing bodies become aware of information which, if made public, could have a significant impact on the price of the Company shares, and the date that is ten trading sessions after the date on which this information is made public.
• less than twenty trading sessions after the shares have become free of a coupon entitling them to a dividend or a capital increase.

7. Acknowledges that this authorisation entails, in favour of the beneficiaries of the stock options, the express waiver by the shareholders of their preferential subscription right to the shares that will be issued as and when the options are exercised.

8. Delegates all powers to the Board of Directors, with the option of sub-delegation, to set the other terms and conditions for the granting of options and their exercise and in particular to :
   · determine the conditions under which the options will be granted and decide on the list or categories of beneficiaries as provided for above; determine, if necessary, the conditions of seniority that these beneficiaries must meet; decide on the conditions under which the price and number of shares must be adjusted, in particular in the cases provided for in Articles R. 225-137 to R. 225-142 and R. 22-10-37 of the French Commercial Code;
   · set the exercise period(s) for the options thus granted, it being specified that the term of the options may not exceed a period of six years from the date of their grant; provide for the possibility of temporarily suspending the exercise of options for a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares;
   · carry out or arrange for the carrying out of all acts and formalities in order to finalise the capital increase(s) which may, if applicable, be carried out by virtue of the authorisation which is the subject of this resolution; amend the articles of association accordingly and, in general, do all that is necessary;
   · at its sole discretion and if it deems it appropriate, charge the costs of the capital increases to the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase.

9. Take note that this authorisation cancels any previous authorisation having the same purpose.

TWENTY-FIFTH RESOLUTION - Authorisation to be given to the Board of Directors with a view to allocating free shares to members of the salaried staff (and/or certain executive officers)

The General Meeting, having taken note of the report of the Board of Directors and the special report of the auditors, authorises the Board of Directors, in accordance with Articles L.22-10-49, L. 225-197-1, L. 225-197-2 and L.22-10-59 and L.22-10-60 of the Commercial Code, to proceed, on one or more occasions, with the allocation of ordinary shares of the company, either existing or to be issued, to the benefit of:

- members of the salaried staff of the company or of companies directly or indirectly linked to it within the meaning of Article L. 225-197-2 of the Commercial Code,
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the Commercial Code.

The total number of shares thus allocated free of charge may not exceed 10% of the share capital on the date of the decision to allocate them by the Board of Directors, it being specified that the total number of shares to which (i) the stock subscription and/or purchase options and (ii) the BSA, BSAANE, BSAAR, may be granted by the Board of Directors under the authorisations provided for by this Meeting, shall be deducted from this ceiling.

The Board of Directors shall determine, in accordance with the law, the vesting period for each allocation decision, at the end of which the allocation of the shares shall become definitive. The vesting period shall not be less than one year from the date of grant of the shares.

The Board of Directors shall determine, in accordance with the law, at the time of each grant decision, the period during which the beneficiaries are required to hold the Company's shares, which period shall run from the date of the final grant of the shares. The retention period shall not be less than one year. However, in the event that the vesting period is two years or more, the retention period may be waived by the Board of Directors.

As an exception, the definitive allocation will take place before the end of the vesting period in the event of the beneficiary's disability corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the Social Security Code.

The existing shares that may be allocated under this resolution must be acquired by the Company, within the framework of the share buyback programme authorised by the seventeenth ordinary resolution adopted by this Meeting under Article L.22-10-62 of the French Commercial Code or any share buyback programme applicable prior to or subsequent to the adoption of this resolution.

The General Meeting notes and decides, in the event of the free allocation of shares to be issued, that this authorisation entails, in favour of the beneficiaries of the allocations of ordinary shares to be issued, the waiver by the shareholders of their preferential subscription rights to the ordinary shares that will be issued as and when the shares are definitively allocated, and shall entail, where applicable at the end of the vesting period, a capital increase by incorporation of reserves, profits or premiums in favour of the beneficiaries of the said shares allocated free of charge and a corresponding waiver by the shareholders in favour of the beneficiaries of the shares allocated free of charge of the part of the reserves, profits and premiums thus incorporated.

All powers are granted to the Board of Directors, with the possibility of sub-delegation, for the purpose of :

- setting the conditions and, where appropriate, the criteria for the allocation of shares;

- determining the identity of the beneficiaries and the number of shares allocated to each of them;
- determining the impact on the rights of beneficiaries of transactions that modify the capital or that may affect the value of the shares allocated and carried out during the acquisition and retention periods and, consequently, modifying or adjusting, if necessary, the number of shares allocated to preserve the rights of the beneficiaries;

determining, within the limits set by this resolution, the duration of the acquisition period and, if applicable, the holding period of the shares granted free of charge;
- if applicable:
- noting the existence of sufficient reserves and transfer the sums necessary to pay up the new shares to be allocated to an unavailable reserve account at the time of each allocation,
- deciding, at the appropriate moment, on the capital increase(s) by incorporation of reserves, premiums or profits correlative to the issue of the new shares allocated free of charge, (it being specified that the amount of this (these) capital increase(s) shall not be deducted from the ceiling of the delegation of capital increase(s) by incorporation of reserves given by the general meeting of 25 September 2020),
- purchasing the necessary shares under the share buyback programme and allocate them to the allocation plan,

- taking all appropriate measures to ensure compliance with the retention obligation required of beneficiaries,
- and, in general, doing all that may be necessary under the applicable legislation to implement this authorisation.

It is given for a period of thirty-eight months from the date of this Meeting.
It invalidates any previous authorisation for the same purpose.

TWENTY-SIXTH RESOLUTION - Delegation to be given to the Board of Directors with a view to harmonizing the articles of association of the company with legislative and regulatory provisions

The General Meeting, after having taken note of the report of the Board of Directors, gives full powers to the Board to bring the articles of association of the company into compliance with the legislative and regulatory provisions, subject to the ratification of these modifications by the next general extraordinary meeting.

TWENTY-SEVENTH RESOLUTION - Amendment of article 7 of the Company's articles of association "SPECIAL BENEFITS - PREFERENCE SHARES" in order to bring it into line with the share split, in particular with regard to the rule for calculating the price of the 2017 preference shares, and in accordance with the change balance sheet date, and with the recodification of the commercial code,

The General Meeting, after having taken note of the report of the Board of Directors, decides to modify article 7 of the articles of association of the Company "SPECIAL BENEFITS - PREFERENCE SHARES" as follows, in order to bring it into line with the share split, in particular with regard to the rule for calculating the price of the 2017 preference shares, and in accordance with the change in balance sheet date:

· paragraph 2 of the preamble to article 7:
"The share capital was increased by way of creation and issue of 350,000 2017 preference shares of EUR 0.90 par value each. Taking into account the share split value by ten decided by the Combined General Meeting of 24 May 2018, the 3,500,000 2017 preference shares now have a par value of EUR 0.09 each"

· a – Priority dividends, paragraph 1:
"The 2017 Preference Shares are not entitled to payment of the Company's ordinary dividend. On the other hand, each 2017 preference share is entitled to a priority and accrued and unpaid annual dividend, paid in preference to all the other shares of the Company, deducted from the distributable sums and paid no later than 10 September of each year (the "Priority Dividend")".

· a - Priority dividends, paragraph 2:
"The Priority Dividend is equal to the Priority Dividend rate multiplied by € 1. For all the financial years ending before 1 March 2023, the Priority Dividend rate is equal to five (5)%."

· a - Priority dividends, paragraph 9:
"Thus, by way of illustration, if the Company has not paid a Priority Dividend for the first two fully closed financial years since the balance sheet date of the sixth financial year following the subscription date of the 2017 preference shares, the amount of the Accrued and Unpaid Dividend payable for each 2017 preference share for this financial year, in addition to the Priority Dividend, will be equal to (12-month Euribor + 1,500 basis points) x €1 x (1.15 + 1.15 x 1, 15)".

· a – Priority dividends, paragraph 10:
"The payment of the Priority Dividend and of the Accrued and Unpaid Dividend no later than **10 September** of each year is an obligation of the Company up to the amount specified in the distributable sums appearing on their balance sheet, with the specification that the Priority

Dividends and the Accrued and Unpaid Dividends will be charged with priority to the financial year's distributable profits, then to other distributable sums".

· a – Priority dividends, paragraph 11:
„As of the financial year ending on 31 December 2016, the Company and the Executive thus undertake to hold the annual general meeting to approve the accounts within six months of the financial year-end, and during this meeting the Company and the Executive undertake to make provisions for the payment of the priority dividend, voted before 10 September of each year. If the meeting does not vote this distribution, or if the Company does not pay the dividend voted by the meeting, then any 2017 preference shares Holder may force the payment of the dividend by means of legal action."

· a – Priority dividends, paragraph 13:
"For all the financial years from and including the one ending on 28 February 2023, in the event of non-exercise of the redemption option defined in article c below, if an Ordinary Dividend is paid on the other shares issued and to be issued by the Company, this Ordinary Dividend shall not exceed, at par value, the amount of the Priority Dividend, except when paying simultaneously to the Holders of the 2017 preference shares a supplementary dividend (the "Supplementary Dividend"), taken from the distributable profit for the financial year, the distributable reserves or retained earnings, and equal, in the event of a par value equivalence, to the difference between the Ordinary Dividend and the Priority Dividend. In the event that the par values between the 2017 preference shares and the other shares are unequal, the Supplementary Dividend will be adjusted accordingly."

· c - Redemption Option, paragraph 1:
"Each Bearer of the 2017 preference shares irrevocably undertakes to transfer all of the 2017 preference shares they hold, in one go, to HAW (Strasbourg Trade and Companies Register no. 799 911 656) or to any other person replacing them, excluding the Company (the "Third Party Buyer"), if the latter(s) so request(s) (the "Redemption Option"), during the period from 1 March 2023 to 31 May 2023 (the "Option Period"), for an amount, per each 2017 preference share, of 110% x EUR 1, increased, if applicable, by the Accrued and Unpaid Dividend (the "Redemption Price")"

TWENTY-EIGHTH RESOLUTION - Amendment of Article 12.2 paragraph 1 of the Company's Articles of Association in order to allow the implementation of a staggered term of office

The general meeting, having taken note of the report of the Board of Directors, decides to introduce a renewal of the members of the Board of Directors by rotation, and, consequently, to modify article 12.2 paragraph 1 of the articles of association as follows, the rest of the article remaining unchanged:

"12.2 The term of office of the directors is three years. By way of exception and in order to allow exclusively for the establishment and maintenance of a staggered term of office for directors, the ordinary general meeting may appoint or renew one or more directors for a term of one (1) or two (2) years. The functions of a director end at the moment of the meeting of the meeting having decided on the accounts for the past financial year and held during the year in which their term of office expires."

TWENTY-NINTH RESOLUTION - Powers for formalities

The General Meeting grants full powers to the bearer of a copy, a copy or an extract of these minutes to complete all filing and publication formalities required by law.


28
27
26
25
24
23
2crsi
19
18
17
16

9

ADDITIONAL DEU INFORMATION

9.1 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Mr. Alain Wilmouth
Chairman and CEO

9.2. PERSON RESPONSIBLE FOR INFORMATION

Ms. Marie de Lauzon
Deputy Chief Executive Officer

9.3. STATEMENT OF THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I certify that the information contained in this Universal Registration Document is, to my knowledge, correct and does not contain any omission likely to alter its scope. I certify that to the best of my knowledge, the accounts are drawn up in accordance with applicable accounting standards and give a true and fair view of the assets, financial situation and results of the company and of all the companies included in the consolidation, and that the management report contained in this Universal Registration Document presents a faithful picture of the development of the business, results and financial situation of the company and of all the companies included in the consolidation and describes the main risks and uncertainties they face.

9.4. STATUTORY AUDITORS

STANDING STATUTORY AUDITORS

Ernst & Young Audit
1-2, place des Saisons
Paris la Défense 1
92400 Courbevoie
Represented by Alban de Claverie

Ernst & Young Audit was appointed by decision of the partners on 25 September 2017 for a period of six years terminating at the end of the General Meeting to approve the accounts for the year ended 28 February 2023.

Ernst & Young Audit is a member of the Regional Company of Auditors of Versailles.

Fiduciaire de Révision
2 avenue de Bruxelles
68350 Didenheim
Represented by Mr. Thierry Liesenfeld

Fiduciaire de Révision was appointed by decision of the Combined General Meeting on 13 June 2019 for a period of six years terminating at the end of the General Meeting to approve the accounts for the year ended 28 February 2025.

Fiduciaire de Révision is a member of the Colmar Regional Company of Auditors.

9.5. DOCUMENTS AVAILABLE TO THE PUBLIC

Company press releases and annual reference documents, including in particular historical financial information on the Company filed with the AMF as well as their updates, are available on the Company's website at the following address: www. 2crsi.com, and a copy can be obtained at the company's head office, 32 Rue Jacobi-Netter 67200 Strasbourg.

All information published and made public by the Company over the last twelve months in France is available on the Company's website at the address indicated above and on the AMF's website at the following address: www.amf-france.org

Finally, the Company's articles of association as well as the minutes of general meetings, the reports of the statutory auditors and all other corporate documents can be consulted at the Company's registered office.

9.6. CROSS-REFERENCE TABLES

9.6.1. UNIVERSAL REGISTRATION DOCUMENT CROSS-REFERENCE TABLE

In order to facilitate the reading of this universal registration document, the cross-reference table presented below makes it possible to identify the main information required by appendices 1 and 2 of Commission delegated regulation n° 2019/980 supplementing European regulation 2017/1129.

APPENDIX 1

INFORMATION	Paragraphs	Pages
1. PERSONS RESPONSIBLE, INFORMATION FROM THIRD PARTIES, EXPERT REPORTS AND APPROVAL OF THE COMPETENT AUTHORITY		
1.1. Persons responsible for the information	9.1	p. 270
1.2. Statement of the person responsible for the registration document	9.3	p. 270
1.3. Expert statement	N/A	
1.4. Other statements	N/A	
1.5. Approval by the competent authority	Insert	p.5
2. STATUTORY AUDITORS		
2.1. Contact details	9.4	p. 271
2.2. Changes	N/A	
3. RISK FACTORS	5.2	p. 141 to 155
4. INFORMATION ABOUT THE ISSUER		
4.1. Company name	2.1	p. 46
4.2. Registration and LEI code	2.1	p. 46
4.3. Date of incorporation and duration	2.1	p. 47
4.4. Registered office - legal form - applicable legislation - website	2.1	p. 47
5. OVERVIEW OF ACTIVITIES		
5.1. Main activities		
5.1.1. Operations and main activities	1	p. 7 to 43
5.1.2. New products	1.7 / 1.8	p. 41 to 43
5.2. Main markets	1.7 / 6.7.4.1	p. 33 to 40
5.3. Important events in the development of the issuer's activities	6.1.5 /7.3.1 6.7.1	p. 162 s. / 222 s. p. 172 s.
5.4. Strategy and objectives	1.7	p. 33
5.5. Degree of dependence	5.2.1.3 ; 5.2.2.2	p. 145/146
5.6. Competitive position	1.7 ; 5.2.1.2	p. 33 s. / 144

INFORMATION	Paragraphs	Pages
5.7. Investments		
5.7.1. Significant investments made	6.7.1.2 / 6.7.1.4 /7.3.1	p. 173 s. / 178 s. / 222 s
5.7.2. Significant investments underway or planned	1.7 /7.3.1	p. 33/222 s.
5.7.3. Information on holdings	2.7	p. 73
5.7.4. Environmental impact of the use of tangible fixed assets	4.3	p. 131 s.
6. ORGANISATIONAL STRUCTURE		
6.1. Brief description of the group	1.1 / 2.2	p. 8 s. / 48
6.2. List of major subsidiaries	7.3.5.8 / 2.2	p. 240 /48
7. REVIEW OF FINANCIAL POSITION AND RESULTS		
7.1. Financial situation		
7.1.1. Evolution and result of the issuer's activities	6.7.1 / 7.3.1	p. 172 s./222 s.
7.1.2. Other information	1.7 / 1.8	p. 33 s. / 41 s.
7.2. Operating Profit/Loss		
7.2.1. Significant factors	6.7.1.2 / 7.1 to 7.3	p. 173/222 s.
7.2.2. Significant changes in turnover or net income	6.2 / 6.7.1.2 / 7.1 to 7.3	p.167 / 173/222 s.
8. CASH AND CAPITAL		
8.1. Issuer's capital	6.4 / 6.5 / 7.2	p. 169/170/220
8.2. Cash flow	6.6	p. 171
8.3. Funding requirements and funding structure	5.2.4 / 6.7.5.9 / 7.3.3.7 / 7.3.3.11	p. 148 s. / 197/232/235
8.4. Restriction on the use of capital	6.7.5.10 / 7.3.3.7 / 7.3.3.11	p. 201/232/235
8.5. Expected sources of funding	7.3.3.7 / 7.3.3.10 / 7.3.3.11	p. 232/234/235
9. REGULATORY ENVIRONMENT		
9.1. External influences	1.7 / 5.2.2.3 / 5.2.3	p. 33 s. / 146/147 s.

INFORMATION	Paragraphs	Pages
10. TREND INFORMATION		
10.1. Main trends and significant change in the group's financial performance	1.7	p. 33 s.
10.2. Elements likely to have a significant influence on the outlook	1.7	p. 33 s.
11. PROFIT FORECASTS OR ESTIMATES	N/A	
12. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND GENERAL MANAGEMENT		
12.1. Information concerning the members of the administrative and management bodies of the company	3.2 / 3.3 / 3.4	p. 78 to 89
12.2. Conflicts of interest at the level of administrative, management and general management bodies	3.4.4	p. 87
13. REMUNERATION AND BENEFITS		
13.1 Remuneration paid	3.5.3	p. 102
13.2. Provisions for pensions, retirement or other	6.7.5.14	p. 203
14. FUNCTIONING OF ADMINISTRATIVE AND MANAGEMENT BODIES		
14.1. Term of office	3.4.1	p. 82
14.2. Service contracts	N/A	
14.3. Committees	3.4.7	p. 90 to 96
14.4. Compliance with corporate governance rules	3.1	p. 76 and 77
14.5. Potential significant impacts on corporate governance	N/A	
15. EMPLOYEES		
15.1. Breakdown of workforce	4.2.4	p. 125 and 126
15.2. Shareholdings and stock options	2.3.4.8 and 2.5	p. 62 / 67
15.3. Profit-sharing agreement	N/A	
16. MAIN SHAREHOLDERS		
16.1. Capital allocation	2.3.4.4	p. 58
16.2. Deferred voting rights	2.3.3	p. 50 to 57
16.3. Issuer control	2.3.4.11	p. 63
16.4. Shareholder agreement	2.3.4.12	p. 63

INFORMATION	Paragraphs	Pages
19.2. Constitution and articles of association		
19.2.1. Register and corporate purpose	2.1 / 2.3.1	p. 46/49
19.2.2. Rights and privileges of shares	2.3.2 / 2.3.3	p. 49 to 57
19.2.3. Elements of change of control	2.3.4.15	p. 64
20. MAJOR CONTRACTS	N/A	
21. AVAILABLE DOCUMENTS	9.5	p. 271

APPENDIX 2

INFORMATION	Paragraphs	Pages
1. INFORMATION TO BE PROVIDED CONCERNING THE ISSUER		
1.1. Information obligations for equity securities	See appendix 1, see table above	
1.2. Declaration on the use of the registration document for a market transaction	Insert (p.5)	

9.6.2. CROSS-REFERENCE TABLE OF THE ANNUAL FINANCIAL REPORT AND OF THE MANAGEMENT REPORT RESULTING FROM THE FRENCH COMMERCIAL CODE

In order to facilitate the reading of this document, the cross-reference tables below make it possible to identify, in this universal registration document, (i) the information that constitutes the annual financial report to be published by listed companies in accordance with the articles L. 451-1-2 of the Monetary and Financial Code and 222-3 of the AMF General Regulation as well as (ii) the information to be included in the management report.

No.	Headings	Paragraphs
1.	Annual accounts	7 / p. 217 s.
2.	Consolidated accounts	6 / p.157 s.
3.	Management report	See the below cross-reference table in the management report
4.	Statement of the persons responsible for the annual financial report	9.3 / p. 269
5.	Reports of the statutory auditors on the corporate and consolidated accounts	7.6 / 6.8 / p. 243/208

No.	Required items	Reference texts	Chapter / Pages
1.	**Group situation and activity**		
1.1	Situation of the company during the past financial year and objective and exhaustive analysis of the development of business, results and the financial situation of the company and the group, in particular its debt situation, with regard to volume and business complexity	Articles **L. 225-100-1, I., 1°** , **L. 232-1, II**, **L. 233-6** and **L. 233-26** of the French Commercial Code	1 / 6.7.1 / 7.3.1 p. 7 s. / 172 s. / 222 s.
1.2	Key performance indicators of a financial nature	Article **L. 225-100-1, I., 2°**	4 p. 120 s.
1.3	Key performance indicators of a non-financial nature relating to the specific activity of the company and the group, in particular information relating to environmental and personnel issues	Article **L. 225-100-1, I., 2°**	4 p. 120 s.
1.4	Important events occurring between the closing date of the financial year and the date on which the Management report is drawn up	Articles **L. 232-1, II.** and **L. 233-26** of the French Commercial Code	6.7.1.4 / 7.3.1 p. 178/222 s.
1.5	Identity of the main shareholders and holders of voting rights at general meetings, and changes made during the year	Article **L. 233-13** of the French Commercial Code	2.3.4.4 p. 58
1.6	Existing branches	Article **L. 232-1** , II of the French Commercial Code	N/A
1.7	Significant equity investments in companies with their head office in France	Article **L. 233-6 al. 1** of the French Commercial Code	N/A
1.8	Disposals of cross-holdings	Articles **L. 233-29**, **L. 233-30** and **R. 233-19** of the French Commercial Code	2.3.4.5 / 2.3.4.6 p. 60
1.9	Foreseeable development of the situation for the company and the group and future prospects	Articles **L. 232-1, II.** and **L. 233-26** of the French Commercial Code	1.7 p. 33 s.
1.10	Research and development activities	Articles **L. 232-1, II.** and **L. 233-26** of the French Commercial Code	1.8 p. 41
1.11	Table showing the company's results for each of the last five financial years	Article **R. 225-102** of the French Commercial Code:	7.5 p.242

No.	Required items	Reference texts	Chapter / Pages
1.12	Information on payment terms for suppliers and customers	Article **D. 441-6** of the French Commercial Code	7.4 p. 241
1.13	Amount of inter-company loans granted and auditor's declaration	Articles **L. 511-6** and **R. 511-2-1-3** of the Monetary and Financial Code	N/A
2.	**Internal control and risk management**		
2.1.	Description of the main risks and uncertainties facing the company	Article **L. 225-100-1, I., 3°** of the French commercial code	5.2 p. 141 s.
2.2.	Information on the financial risks linked to the effects of climate change and presentation of the measures the company is taking to reduce them by implementing a low-carbon strategy in all aspects of its activity	Article **L. 22-10-35, 1°** of the French commercial code	4.3 p. 131
2.3.	Main characteristics of the internal control and risk management procedures implemented by the company and the group relating to the preparation and processing of accounting and financial information	Article **L. 22-10-35, 2°** of the French commercial code	5.1 p. 138
2.4.	Guidance on the objectives and policy regarding the hedging of each main category of transactions and on the exposure to price, credit, liquidity and cash risks, including the use of financial instruments	Article **L. 225-100-1., 4°** of the French Commercial Code	5.2.4 p. 148
2.5.	Anti-corruption device	Law n° 2016-1691 of 9 December 2016 known as "Fir 2"	N/A
2.6.	Vigilance plan and report on its effective implementation	Article **L. 225-102-4** of the French Commercial Code	N/A
3.	**Corporate governance report**		
	Remuneration information		
3.1.	Remuneration policy for executive officers	Article **L. 22-10-8, I., paragraph 2** of the French Commercial Code	3.5 p. 97 s.
3.2.	Remuneration and benefits of any kind paid during the year or allocated for the year to each executive officer	Article **L. 22-10-9, I., 1°** of the French commercial code	3.5.3 p. 102 s.
3.3.	Relative proportion of fixed and variable remuneration	Article **L. 22-10-9, I., 2°** of the French commercial code	3.5.3 p. 104
3.4.	Use of the option to request the return of variable remuneration	Article **L. 22-10-9, I., 3°** of the French commercial code	N/A

No.	Required items	Reference texts	Chapter / Pages
3.5	Commitments of any kind made by the company for the benefit of its executive officers, corresponding to elements of remuneration, indemnities or benefits due or likely to be due by reason of the assumption, termination or change of their functions or after the exercise of them	Article **L. 22-10-9, I., 4°** of the French commercial code	3.5.2.1 3.5.2.2 3.5.3 p. 99 /101/109
3.6.	Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code	Article **L. 22-10-9, I., 5°** of the French commercial code	N/A
3.7.	Ratios between the level of remuneration of each executive officer and the average and median remuneration of the company's employees	Article **L. 22-10-9, I., 6°** of the French commercial code	3.5.3 p. 105
3.8.	Annual change in remuneration, company performance, average remuneration of company employees and the aforementioned ratios over the five most recent financial years	Article **L. 22-10-9, I., 7°** of the French commercial code	3.5.3 p. 105
3.9.	Explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the company and how the performance criteria have been applied	Article **L. 22-10-9, I., 8°** of the French commercial code	3.5.3 p. 102
3.10.	How the vote of the last ordinary general meeting provided for in article L. 22-10-34-1 of the French Commercial Code was taken into account	Article **L. 22-10-9, I., 9°** of the French commercial code	3.5.3 p. 102
3.11.	Deviation from the procedure for implementing the remuneration policy and any derogation	Article **L. 22-10-9, I., 10°** of the French commercial code	N/A
3.12.	Application of the provisions of the second paragraph of article L. 225-45 of the Commercial Code (suspension of payment of directors' remuneration in the event of non-compliance with the gender balance of the board of directors)	Article **L. 22-10-9, I., 11°** of the French commercial code	N/A
3.13.	Allocation and retention of options by executive officers	Article **L. 225-185** of the French Commercial Code	N/A
3.14.	Allocation and retention of free shares to executive directors	Articles **L. 225-197-1** and **L. 22-10- 59** of the French commercial code	N/A
	Governance information		
3.15	List of all mandates and functions exercised in any company by each of the executives during the financial year	Article **L. 225-37-4, 1°** of the French Commercial Code	3.4.3 / p. 83 s.
3.16	Agreements entered into between a manager or a major shareholder and a subsidiary	Article **L. 225-37-4, 2°** of the French Commercial Code	N/A
3.17.	Summary table of valid delegations granted by the general meeting in matters of capital increases	Article **L. 225-37-4, 3°** of the French Commercial Code	2.6 p. 70s.
3.18.	Procedures for exercising general management	Article **L. 225-37-4, 4°** of the French Commercial Code	3.2 /3.3 p. 78

No.	Required items	Reference texts	Chapter / Pages
3.19.	Composition, conditions of preparation and organisation of the work of the Board	Article **L. 22-10-10, 1°** of the French commercial code	3.4 p. 80 s.
3.20.	Application of the principle to balance representation of women and men on the board	Article **L. 22-10-10, 2°** of the French Commercial Code	3.4 p. 80
3.21.	Possible limitations that the Board places on the powers of the Chief Executive Officer	Article **L. 22-10-10, 3°** of the French Commercial Code	3.3 p.78
3.22.	Reference to a corporate governance code and application of the "comply or explain" principle	Article **L. 22-10-10, 4°** of the French commercial code	3.1 p. 76
3.23.	Specific procedures for shareholder participation in the general meeting	Article **L. 22-10-10, 5°** of the French commercial code	3.9 / p. 117
3.24.	Procedure for evaluating current agreements - Implementation	Article **L. 22-10-10, 6°** of the French Commercial Code	3.6 p.110
3.25.	Information likely to have an impact in the event of a public purchase or exchange offer: - capital structure of the company; - statutory restrictions on the exercise of voting rights and share transfers, or clauses of agreements brought to the attention of the company in application of article L. 233-11; - direct or indirect shareholdings in the capital of the company of which it is aware by virtue of Articles L. 233-7 and L. 233-12; - list of holders of any title with special control rights and a description of these - control mechanisms provided for in a possible staff shareholding system, when the control rights are not exercised by the latter; - agreements between shareholders of which the company is aware and which may result in restrictions on the transfer of shares and the exercise of voting rights; - rules applicable to the appointment and replacement of members of the board of directors as well as to the modification of the company's articles of association ; - powers of the board of directors, in particular with regard to the issue or redemption of shares; - agreements entered into by the company which are modified or terminate in the event of a change of control of the company, unless such disclosure would seriously harm its interests, except for cases of a legal obligation to disclose; - agreements providing for compensation for members of the board of directors or employees if they resign or are dismissed without real and serious cause or if their employment ends due to a takeover or exchange offer.	Article **L. 22-10-11** of the French commercial code	3.8 p. 116

No.	Required items	Reference texts	Chapter / Pages
4.	**Shareholding and capital**		
4.1.	Structure, evolution of the Company's capital and crossing of thresholds	Article **L. 233-13** of the French Commercial Code	2.3.4.4/2.3.4.5/2.3.4.13 p. 58/60/63
4.2.	Acquisition and disposal by the Company of its own shares	Article **L. 225-211** of the French Commercial Code:	2.3.4.7 p. 60
4.3.	Statement of employee participation in the share capital on the last day of the financial year (proportion of the capital represented)	Article **L. 225-102, paragraph 1 of the French Commercial Code**	2.3.4.8 p. 62
4.4.	Mention of any adjustments for titles giving access to capital in the event of share buybacks or financial transactions	Articles **R. 228-90** and **R. 228-91** of the French Commercial Code	2.3.4.9 p. 62
4.5.	Information on the operations involving managers and related persons on the Company's securities	Article **L. 621-18-2** of the Monetary and Financial Code	2.3.4.19 p.65
4.6.	Amounts of dividends that have been distributed for the three previous financial years	Article 243 bis of the general tax code	2.4 p. 66
5.	**Declaration of extra-financial performance (DPEF)**		
5.1.	Business model	Articles **L. 225-102-1** and **R. 225-105, I** of the French Commercial Code	N/A
5.2.	Description of the main risks associated with the activity of the company or group, including, where relevant and proportionate, the risks created by business relationships, products or services	Articles **L. 225-102-1** and **R. 225-105, I. 1°** of the French Commercial Code	N/A
5.3.	Information on how the company or group takes into account the social and environmental consequences of its activity, and the effects of this activity on respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks related to the activity of the company or group)	Articles **L. 225-102-1, III, R. 225-104** and **R. 225-105, I. 2°** of the French Commercial Code	N/A
5.4.	Results of policies applied by the company or group, including key performance indicators	Articles **L. 225-102-1** and **R. 225-105, I. 3°** of the French Commercial Code	N/A
5.5.	Social information (employment, work organisation, health and safety, social relations, training, equal treatment)	Articles **L. 225-102-1** and **R. 225-105, II. A. 1°** of the French Commercial Code	N/A
5.6.	Environmental information (general environmental policy, pollution, circular economy, climate change)	Articles **L. 225-102-1** and **R. 225-105,II. A. 2°** of the French Commercial Code	N/A
5.7.	Societal information (societal commitments promoting sustainable development, subcontracting and suppliers, fair practices)	Articles **L. 225-102-1** and **R. 225-105,II. A. 3°** of the French Commercial Code	N/A

No.	Required items	Reference texts	Chapter / Pages
5.8.	Information relating to the fight against corruption	Articles **L. 225-102-1** and **R. 225-105,II. B. 1°** of the French Commercial Code	N/A
5.9.	Information on actions to promote human rights	Articles **L. 225-102-1** and **R. 225-105,II. B. 2°** of the French Commercial Code	N/A
5.10.	Specific information: - company policy for preventing the risk of technological accidents; - ability of the company to cover its civil liability towards property and persons as a result of the operation of such facilities; - means provided by the company to ensure the management of compensation for victims in the event of a technological accident for which it is liable.	Article **L. 225-102-2** of the French Commercial Code	N/A
5.11.	Collective agreements concluded within the company and their impact on the economic performance of the company as well as on the working conditions of employees	Articles **L. 225-102-1, III** and **R. 225-105** of the French Commercial Code:	N/A
5.12	Certification from the independent third party on the information contained in the DPEF	Articles **L. 225-102-1, III** and **R. 225-105-2** of the French Commercial Code	N/A
6.	**Other information**		
6.1.	Additional tax information	Articles 223 point 4 and 223 point 5 of the General Tax Code	8.2.1 p. 256
6.2.	Financial injunctions or penalties for anti-competitive practices	Article **L. 464-2** of the French Commercial Code	N/A

A

RISC-V accelerators: A Risc-V accelerator is a type of electronic chip and/or SoC based on a Risc-V architecture.

Anti-DDoS: All the hardware, software and measures taken by an IT department, data centre, internet service provider or cloud provider to prevent or mitigate denial of service attacks.

Appliance: An appliance is a computing device specifically designed to run a specific software solution.
This type of solution makes it possible to avoid or prevent support problems and hardware compatibility by qualifying exactly the resources necessary for the operation of the associated software solution.

B

Bare metal: A Bare Metal offer is a type of use of material intended for an individual user or organisation. Unlike a shared or public offering, the Bare Metal proposal makes the equipment available in a manner dedicated to a specific user.

Big Data: Denotes structured or unstructured datasets generating a volume of data so large that it becomes difficult to process with traditional tools or in an efficient manner.
Capturing, storing, searching, sharing, analysing and visualising data must be redefined before being exploited.

Blockchain: Technology allowing the storage and transmission of information or transactions. It is a global database shared with all users/contributors. The equivalent of a public ledger.
This solution works without a central control body. Each user can, at any time, use a cryptographic system to verify the validity of information, add data and record a transaction.

C

CAPEX: CAPital EXpenditure

Cloud: The cloud is an economic model born from the development of the Internet.
The cloud is the provision of IT resources, hardware or software to an internal/external third-party organisation or individual.
This model has 2 versions:
- The public cloud model pools all of its resources in order to make them available to all of its users.
- The private cloud model makes its resources available only to the users in its network organisation.

As the resources are accessible via an internet connection, they no longer need to be located at the place of operation. Resources are often exploited in a data centre: The cloud principle is the opposite to "on site" or "on premise".

Cloud computing: Cloud computing involves harnessing the computing or storage power of remote computer servers over a network, typically the Internet. The equipment is used on demand.
Cloud computing is characterised by its great flexibility:
The pooling of resources allows usage and usage-based billing rather than an investment that will depreciate.
The provision involves the management and maintenance of the infrastructure by a third party. It can thus offer several models adapted to the user's needs for more flexible management.

Cluster: A cluster of servers refers to a group of independent servers functioning as a single system.

CPU: The processor (central processing unit, CPU) component is present in all electronic devices to execute the machine instructions of computer programs.

D

Datacentre: A datacentre is a physical site that can accommodate the equipment of an organisation.
It can be internal and/or external to the company, operated or not with the support of service providers.
It is a service generally used to fulfil a critical mission. It typically includes environmental control (air conditioning, fire prevention system, etc.), emergency and redundant power, as well as high physical security.

DDR4: DDR4 is a type of fast, low-power RAM. It corresponds to "hot" data during operation.

DDoS Distributed Denial of Service attack.
A DDoS is a computer attack intended to make a service unavailable in order to prevent legitimate users of a service from using it.

Deep learning: Deep learning is a set of machine learning methods allowing the processed data to be modelled with a high level of abstraction.
These techniques have allowed rapid progress in the fields of signal, sound and visual analysis, giving considerable impetus to applications in facial recognition, voice recognition, computer vision and automated language processing.

DHCP: Dynamic Host Configuration Protocol (DHCP) is a network protocol whose role is to ensure the automatic configuration of the IP parameters of a station or a machine, in particular by automatically assigning it an IP address and a subnet mask.

DIMM: The DIMM (Dual Inline Memory Module) is a format of random access memory (RAM) that is used on computer devices.

DRAM: The Dynamic Random Access Memory is a type of compact and economical random access memory.

E

Edge computing: Edge Computing is a form of IT architecture that acts as an alternative or complement to Cloud Computing.
Rather than transferring the data generated by connected IoT devices to the cloud or a Datacentre, it processes the data at the edge of the network directly at the point of generation.
This approach requires the mobilisation of resources that may not be permanently connected to a network, such as laptops, smartphones, tablets or sensors.
Edge computing also prevents the transmission of large quantities of data that may be irrelevant to the datacentre or cloud, contributing to fluidity and responsiveness.

Edge datacentre: An Edge Datacentre is a type of "on-site" or "on-premise" datacentre where the data is processed as close as to its operation or calculation as possible.
It can also take the form of a modular and flexible infrastructure that can be deployed in complicated, risky or off-grid environments.

ERP (Enterprise Resource Planning): The Enterprise Resource Planning package (ERP) allows the interconnection and integration of all of the company's functions.

F

Firewall: The Firewall is software and/or hardware allowing enforcement of the network security policy, which defines what types of communications are authorised on this computer network. It monitors and controls applications and data flows.

Dark fibres: Dark optical fibre is raw optical fibre that is installed but not yet activated. It is so called because it is not yet powered by a light source.

G

Gaming: Means the video games industry or its practice.

GB or Gigabyte(s): A gigabyte is equivalent to one billion bytes.

GPU: A Graphics Processing Unit, or GPU, is an integrated circuit usually on a graphics card that takes care of the calculation of display and visualisation functions. A graphics processor generally has a vector structure which makes it efficient for a wide variety of graphics and computational tasks.

H

Hardware: Hardware means computer equipment in general, as opposed to software, which designates computer software

HDD or Hard Disk Drive: A hard drive, sometimes abbreviated to HDD, is a magnetic, rotating, non-volatile mass storage device.

HPC or High Performance Computing: High performance computing refers to the science of supercomputers designed to achieve the highest possible performance with the techniques known at the time of its design, more particularly with regard to the calculation sequence.

HPC as a Service: Cloud solution for rental provision of infrastructure, equipment and software for HPC models and data processing.

Housing: Housing is a service offered by datacentres that typically includes reception, deployment, power and many other services.

Hosting: Hosting is the data storage activity on behalf of a third party.

Hyperconvergence: Hyperconvergence is the agglomeration of storage, compute and network solutions in a single system.

I

Artificial Intelligence(AI): Artificial Intelligence is the development of computer programs using machine learning to accelerate the acquisition, processing and rendering of data being processed.

Internet of things: The Internet of Things in general means the electronic sensors which allow the recording of information, processing of the data received and feeding it back in a way that users can understand.
This Internet of Things is considered the 3rd evolution of the Internet, sometimes referred to as Web 3.0.

IaaS (Infrastructure as a Service): Infrastructure as a Service is the provision of a Bare Metal type infrastructure using an orchestrator, making it possible to deploy, maintain and enrich its applications and data. This corresponds to the first cloud solution.

IOPS or Input/Output Operations per Second: IOPS is an IT measurement unit. It is used in performance tests for storage media such as hard disks (HDD), flash disks (SSD) and SAN storage networks for example.

J

JBOD or Just a Bunch of Disks/Drives: JBOD literally stands for "Just a Bunch Of Disks". This is a provision of hard disks integrated in a chassis controlled via an external port.

JBOF: JBOF stands for "Just a Bunch Of Flashdrives". This is a provision of flash drives integrated in a chassis controlled via an external port.

L

LED: The LED is a type of electric lamp that uses Light-Emitting Diodes.

M

Micro Cluster: A micro cluster is a piece of stand-alone and portable computer hardware that combines servers, a switch, a power supply and a cooling system.

N

NAND Flash / Negative-AND Flash: NAND flash memory is a rewritable solid-state mass memory technology, i.e., memory that has the characteristics of random access memory but whose data does not disappear when the power is turned off.

NVMe or Non-Volatile Memory Express: A new generation type of interface that allows a computer to access a permanent storage device through a PCI Express bus. NVMe - Non-volatile memory express. Non-volatile memory interface that allows host software to communicate with a non-volatile memory subsystem. The interface is optimised for enterprise and client SSDs, typically attached to the PCI Express interface as a register level interface.

NVMe over Fabrics: NVMe over Fabrics (NVMe-oF) is an extension of the NVMe network protocol for Ethernet and Fibre Channel systems that accelerates and strengthens connectivity between storage solutions and servers, and which reduces the demands on the processors of application host servers.

O

OCP: The Open Compute Project is an organisation that aims to share concepts and techniques of datacentre design, bringing together some of the main players in the sector such as Facebook, Apple, Microsoft, Rackspace, Cisco Systems, Juniper Networks, Goldman Sachs, Fidelity and 2CRSi

OPEX: OPerating EXpenses.

P

PCIe or PCI Express: Peripheral Component Interconnect Express - PCIe is a local serial bus as well as a connector that allows expansion cards to be connected to the motherboard of a computer.

PMR or Perpendicular Magnetic Recording: Perpendicular Magnetic Recording (PMR) is a hard disk recording technique. This technique is supposed to offer a density 3 to 10 times greater than conventional (longitudinal) recording, on the same medium.

R

Rack: Metal rack system with standardised dimensions allowing various electronic modules to be mounted on top of each other, such as servers.

3d rendering: 3D rendering is a computer process that calculates a scene created in 3D modelling software, comprising both objects and light sources, from a precise point of view.

RISC-V: Risc-V is an electronic chip and/or SoC architecture made public by the Risc-V foundation in order to remove restrictions on proprietary systems and support the innovation process.
This type of architecture is supported thanks to the contribution of the Risc-V community and leaders of the electronics and software publishing market including Google, Nvidia, IBM, Western Digital and a hundred or so other industrials in the sector.

S

SAN or Storage Area Network: Specialised network allowing storage resources to be pooled.

Server: A computer server is a hardware or software computing device operating continuously that offers services to one or more clients (sometimes thousands). The most common services are: access to information from the World Wide Web, electronic mail, printer sharing, electronic commerce, database storage, management of authentication and access control, gaming and the provision of application software.

Software: Software solution

Storage: IT unit responsible for data storage.

T

TB: TeraByte - Unit of measure for computer storage: one terabyte is equivalent to one thousand billion bytes.

TCO: Total Cost of Ownership is more often encountered under its English abbreviation of TCO (Total Cost of Ownership). It represents the total amount that the owner of a device has to spend during its lifecycle. Direct and indirect costs are taken into account.

TFlops: The floating point operations per second or FLOPS is a computer system speed measurement unit. One TFlops is equal to 10^{12} floating point calculations per second.

U

U: A rack unit (symbol U) denotes the standard height of electronic equipment designed to be mounted in a rack. A rack unit is 1.75 inches (44.45 mm) high.

Ultra Low Latency: Very high latency level.

V

Virtualisation: Virtualisation is the creation of a virtual (as opposed to real) version of one or more elements, such as an operating system, a server, a storage device or network resources.

VDI: Virtual Desktop Infrastructure. VDI corresponds to the commissioning of a workstation and all the resources required by a remote user on a given terminal.

VPN: A virtual private network, or VPN, is a system allowing a direct link to be created between remote servers or computers by isolating this traffic. This term is used in particular in remote work, as well as for access to cloud computing or cloud gaming type structures.

2crsi

Universal Registration Document

2020-2021