2020 Universal Registration Document

Including the annual financial report
and the management report

Edenred

Contents

The information required in the Annual Financial Report is identified in the Contents table by the AFR pictogram AFR

The disclosure of non-financial information is identified in the Contents table by the DNFI pictogram DNFI

2020
Universal Registration Document

including the annual financial report and the management report

The annual financial report is a reproduction of the official version of the annual financial report, which was prepared in XHTML format and is available on the Edenred website, www.edenred.com.

This is a translation into English of the Annual Financial Report/Universal Registration Document of the Company issued in French and it is available on the website of Edenred, www.edenred.com

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The original version of this Universal Registration Document in French was filed on March 29, 2021 with the French financial markets authority (Autorité des marchés financiers – AMF) as competent authority under Regulation (EU) 2017/1129 without prior approval pursuant to Article 9 of said Regulation. The English version of the Universal Registration Document has been prepared for the convenience of English-speaking readers, and is a free translation of the original French. It is intended for general information only and in the event of discrepancies, the French original shall prevail.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if approved by the AMF, together with any amendments, if applicable, and a securities note and summary approved in accordance with Regulation (EU) 2017/1129.

www.edenred.com

Financial and operational glossary

ACCEPTANCE NETWORK

The network of partner merchants that accepts the Group's solutions as payment instruments.

There are three types of acceptance networks for the Group's card-based products:

- **closed loop:** the card is issued by a partner merchant under its own brand (*e.g.*, Carrefour, Walmart or Starbucks) and is only accepted in its outlets;
- **filtered loop:** the card is issued only under the issuer's brand and is redeemable in a certain number of sales outlets, selected by the issuer who designed the preloaded service (meal card, food card, fuel card, gift card, etc.); and
- **open loop:** solutions (*e.g.*, gift cards, prepaid cards and payroll cards) that are cobranded by the acceptance network and the issuer. They are accepted anywhere.

BUSINESS VOLUME

Business volume comprises total issue volume of Employee Benefits, Incentive & Rewards solutions, Public Social Programs and Corporate Payment Services, plus the transaction volume of Fleet & Mobility Solutions and other solutions.

COMPANY AND PUBLIC INSTITUTION COMMISSION

Commission billed to Edenred's clients (companies, non-profits and public institutions), comprising a variable component calculated as a percentage of business volume.

EARNINGS BEFORE INTEREST AND TAXES (EBIT)

This aggregate is the "Operating profit before other income and expenses", which corresponds to total revenue (operating revenue and other revenue) less operating expenses, depreciation, amortization (mainly intangible assets, internally generated or acquired assets) and non-operating provisions. It is used as the benchmark for determining senior management and other executive compensation as it reflects the economic performance of the business.

EBIT excludes the share of net profit from equity-accounted companies and excludes the other income and expenses booked in "Operating profit including share of net profit from equity-accounted companies".

EBIT is presented in Note 4.5 to the consolidated financial statements, page 239.

EBITDA

This aggregate corresponds to total revenue (operating revenue and other revenue) less operating expenses (excluding depreciation, amortization and provisions).

EMPLOYEE USER

The person who uses the benefit or service received from his or her employer or from a public institution.

FACE VALUE

Amount marked on the payment voucher, or the amount loaded on a digital solution.

FLOAT

A portion of the operating working capital requirement corresponding to the preloading of funds by corporate clients.

FREE CASH FLOW

Free cash flow corresponds to cash generated by operating activities less investments in intangible assets and property, plant and equipment. It is presented in section 2.1.4, pages 40 et 41.

FUNDS FROM OPERATIONS BEFORE OTHER INCOME AND EXPENSES (FFO)

Funds from operations before other income and expenses (FFO) corresponds to EBITDA less net financial expense, income tax paid, non-cash revenue and expenses included in EBITDA, provision movements included in net financial expense, income tax expense and non-recurring taxes. This management ratio is discussed in section 2.1.4, pages 42 et 43.

See also the consolidated statement of cash flows in section 7, part 7.2.4.

ISSUE VOLUME

Total face value of the funds preloaded on all of the payment solutions issued by Edenred to its corporate and public sector clients.

LIKE-FOR-LIKE

At constant exchange rates and scope of consolidation. See definition for "Organic growth".

OPERATING EBIT

This aggregate corresponds to EBIT adjusted for other revenue.

ORGANIC GROWTH

Organic growth corresponds to like-for-like growth, that is, at constant scope of consolidation and exchange rates. It reflects the Group's business performance.

Organic (or like-for-like) growth in revenue represents the difference between the amount for the current period and the amount for the comparative period, before the currency effect and the impact of acquisitions and/or disposals.

The impact of acquisitions is eliminated from the amount reported for the current period. The impact of disposals is eliminated from the amount reported for the comparative period. The sum of these two amounts is known as the impact of changes in the scope of consolidation or the scope effect.

The calculation of changes in activity is translated at the exchange rate applicable in the comparative period and divided by the adjusted amount for the comparative period.

The currency effect is the difference between the amount for the reported period translated at the exchange rate for the reported period and the amount for the reported period translated at the exchange rate applicable in the comparative period.

OTHER INCOME AND EXPENSES

See Note 10.1 to the consolidated financial statements, page 251.

PARTNER MERCHANT

A business or merchant that accepts the issuer's transactional solutions as payment. The partnership is based on a contractual relationship between the issuer and the merchant.

PARTNER MERCHANT COMMISSION

Commissions paid by Edenred partner merchants are generally based on the vouchers' face value. When the vouchers are presented for reimbursement, Edenred pays to the merchant the face value less the amount of its commission.

PENETRATION RATE

The ratio between the number of employee users of a transactional solution and the eligible working population, as defined by local legislation in Employee Benefits.

TAKE-UP RATE

The ratio of operating revenue generated by issue volume to total issue volume, in the Employee Benefits business.

TOTAL REVENUE

Total revenue for the Group includes:

- operating revenue generated directly by services; and
- other revenue.

Operating revenue corresponds to:

- operating revenue generated by prepaid vouchers managed by Edenred; and
- operating revenue from value-added services such as incentive programs, human services and event-related services. It corresponds to the amount billed to the corporate client and is recognized on delivery of the solutions.

Other revenue is the interest generated by investing cash over the period between:

- the issue date and the reimbursement date for prepaid vouchers; and
- the top-up date and the date the credit is used for prepaid cards.

Total revenue corresponds to the sum of operating revenue and other revenue.

TRANSACTION VOLUME

Transaction volume represents the total value of the transactions paid for with payment instruments, at the time of the transaction.

WORKING CAPITAL REQUIREMENT

The net balance of operating uses of funds and operating sources of funds. It is presented in Note 4.6 to the consolidated financial statements, page 240. It is structurally negative for prepaid solutions, as Edenred receives funds from corporate clients before having to reimburse its partner merchants. Certain non-prepaid solutions also generate a negative working capital requirement.

Introduction

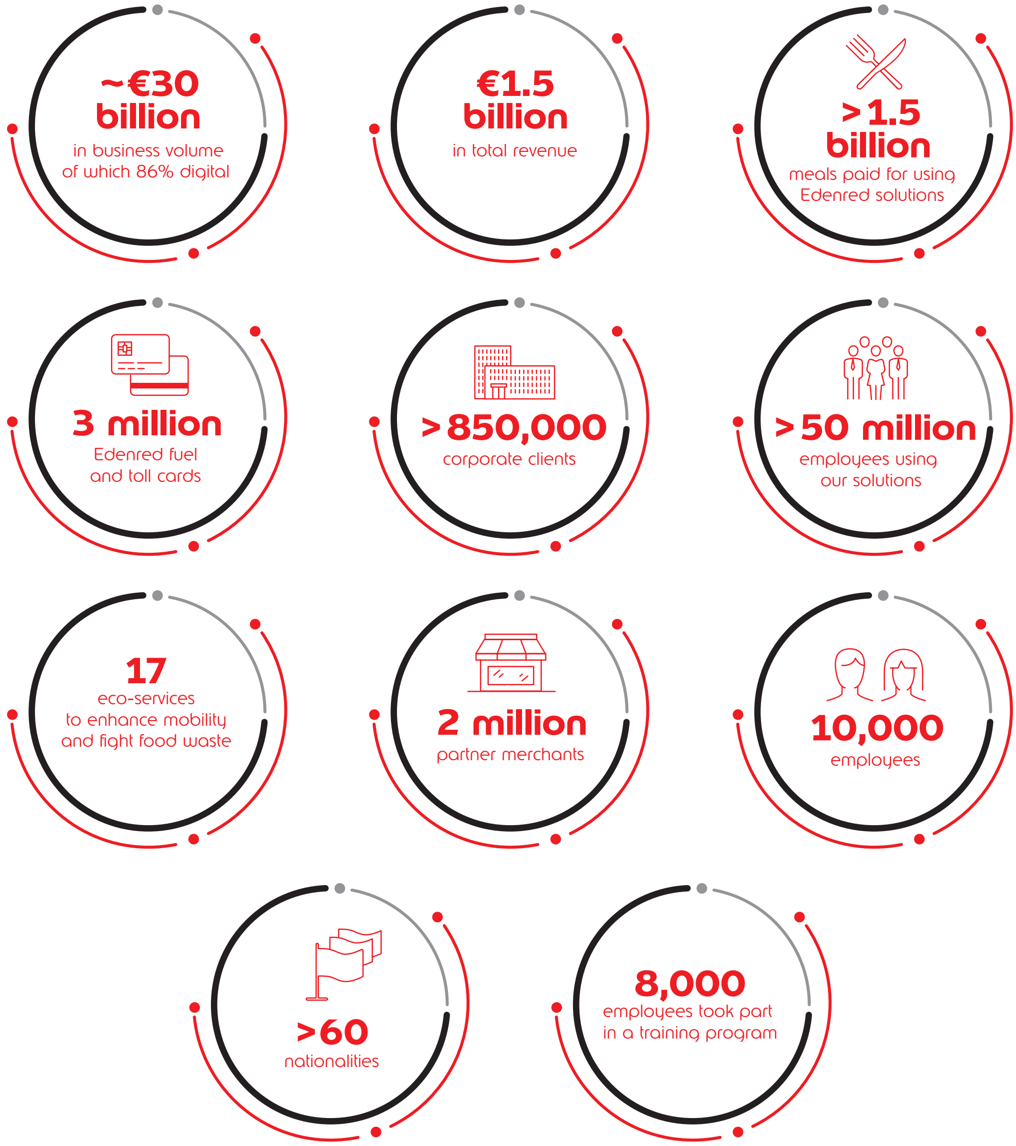
Edenred, a leading services and payments platform for people at work

Edenred is a leading digital services and payments platform and the everyday companion for people at work, connecting over 50 million employees and 2 million partner merchants in 46 countries via more than 850,000 corporate clients.

Edenred offers specific-purpose payment solutions for food (such as meal benefits), mobility (such as multi-energy, maintenance, toll, parking and commuter solutions), incentives (such as gift cards, employee engagement platforms) and corporate payments (such as virtual cards). These solutions enhance user's well-being and purchasing power, improve companies' attractiveness and efficiency, and vitalize the employment market and the local economy. They also foster access to healthier food, more environmentally friendly products and softer mobility.

Edenred's 10,000 employees are committed to making the world of work a connected ecosystem that is safer, more efficient and more user-friendly every day.

In 2020, thanks to its global technology assets, the Group managed close to €30 billion in business volume, primarily carried out via mobile applications, online platforms and cards. Edenred is listed on the Euronext Paris stock exchange and included in the following indices: CAC Next 20, FTSE4Good and MSCI Europe.



Message
from the Chairman and CEO

Bertrand Dumazy
Chairman and Chief Executive Officer of the Edenred Group

In response to the epidemic and lockdown measures, Edenred launched the "More than Ever" relief plan as early as April 2020 to protect its employees and support its partner merchants and clients.

To the shareholders,

2020 was shaped by an unprecedented health crisis. We had to rethink our habits, change the way we interact, and ensure that we protected our health and that of our loved ones. Against this extraordinary backdrop, all of Edenred's teams showed an exemplary level of commitment and community spirit. I would like to extend my thanks to them here.

In response to the epidemic and lockdown measures, Edenred launched the "More than Ever" relief plan as early as April 2020 to protect its employees and support its partner merchants and clients. Similarly, working hand in hand with the public authorities and certain NGOs, the Group put its agility and capacity for innovation to good use helping those hardest hits. For example, we joined forces with BNP Paribas to produce 20,000 Ticket Restaurant vouchers for the Samu Social humanitarian emergency service in Paris, thereby providing assistance to the homeless and other people in need. In Brazil, in partnership with the Gerando Falçaoes NGO, we made it possible to distribute 27,000 "Ticket Alimentaçao" cards to vulnerable families to help them purchase groceries. And in the United Kingdom, the Department for Education chose Edenred to ensure that 1.3 million children from disadvantaged backgrounds, who usually received a free school meal, continued to benefit from a balanced lunch. Edenred rose to the challenge

Our capacity to offer specific-purpose payment solutions thanks to our unique digital platform proved particularly effective in this respect.

thanks to its technology platform, developing a solution in record time to administer dedicated funds for use in a network of partner food stores via electronic codes.

On top of these initiatives, and buoyed by its solid fundamentals, Edenred proved its resilience in the face of the health crisis and was able to return to growth in the second half of 2020. Our capacity to offer specific-purpose payment solutions thanks to our unique digital platform proved particularly effective in this respect. In addition, as our solutions address essential, day-to-day needs for people at work, we were able to continue to expand our business in underpenetrated markets.

Edenred, everyday companion for people at work

Moreover, by increasing investments and leveraging agility and strong sales momentum, Edenred was able to prepare for 2021 and keep its growth potential intact. The launch of Ticket Mobilité in France and the continued development of our fleet maintenance offering in Brazil are good examples. Being increasingly digital, increasingly connected and enabling increasingly responsible behavior, Edenred's solutions are aligned with key trends in today's society, such as the sustainable shift to remote working.

So despite the ongoing epidemic and unfavorable currency effects, we recorded a solid financial performance for the year, demonstrating the agility and robustness of our business model. In 2020, our EBITDA came to €580 million, in line with guidance. Our strong free cash flow generation of €640 million, meanwhile, allowed us to reduce our net debt and keep our net debt/EBITDA ratio stable at 1.9x.

Going forward, Edenred has all the assets necessary to accelerate its sustainable and profitable growth in a post-Covid world, starting in 2021. While the first half of the year is likely to still be impacted by health restrictions, weighing on the Group's growth, the situation is expected to improve in the second half of 2021, as the pace of vaccination most probably allows restrictive measures to be eased. Despite the uncertain health situation, Edenred therefore intends to achieve like-for-like EBITDA growth in 2021 of minimum 6%.

In this context, at the General Meeting on May 11, the Group will ask you to approve a dividend of €0.75 per share in respect of the 2020 financial year, representing a 7.1% increase from last year – and a level consistent with Edenred's growth profile, performance and solid financial position.

Thank you for your trust and loyalty.

Business lines serving people at work across 46 countries

Three business lines...

EMPLOYEE BENEFITS — 61%[(1)]

More than 110 programs:

- Meal and food
- Well-being
- Culture

FLEET & MOBILITY — 25%[(1)]

More than 80 programs:

- Fuel cards
- Toll and parking services
- VAT refund services
- Maintenance

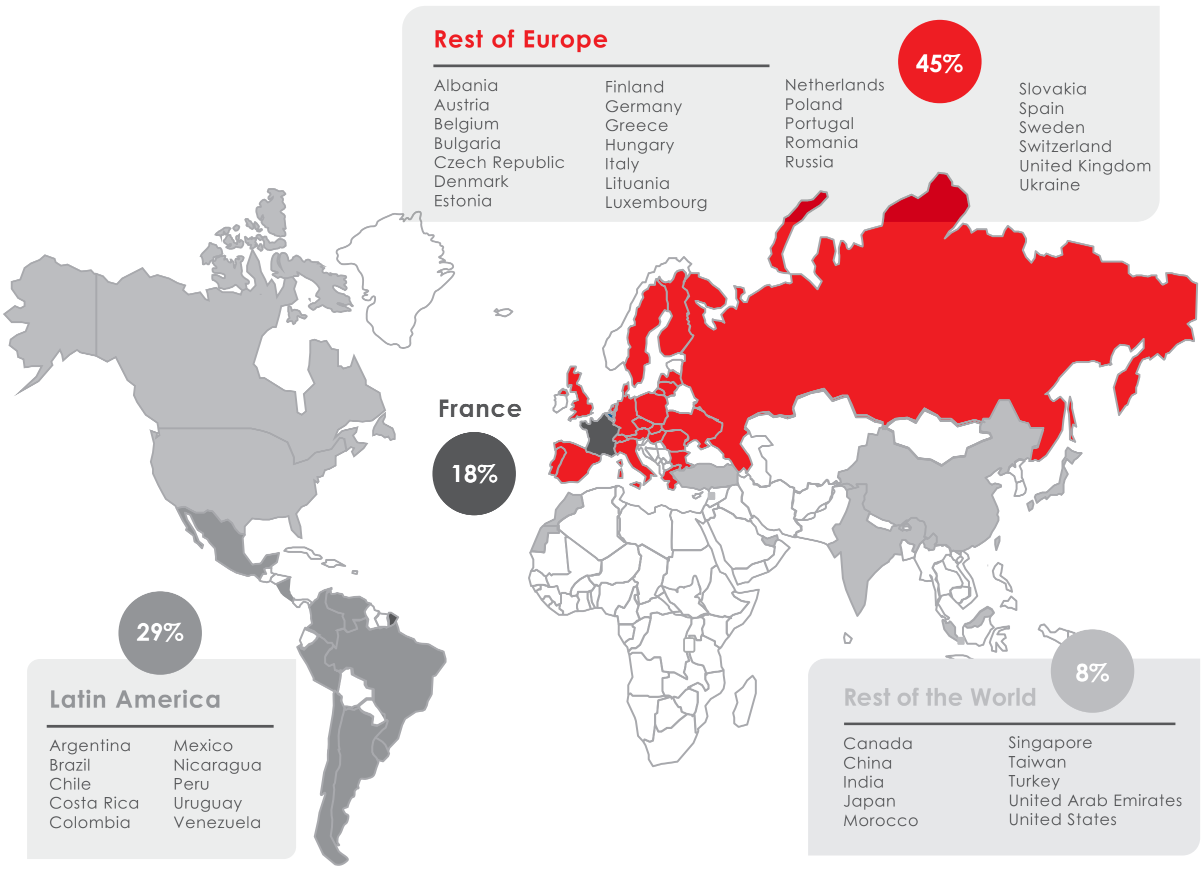
COMPLEMENTARY SOLUTIONS — 14%[(1)]

More than 60 programs:

- Corporate payment services
- Incentive and rewards
- Public social programs

[(1)] As a % of Edenred's 2020 operating revenue.

...and 46 countries

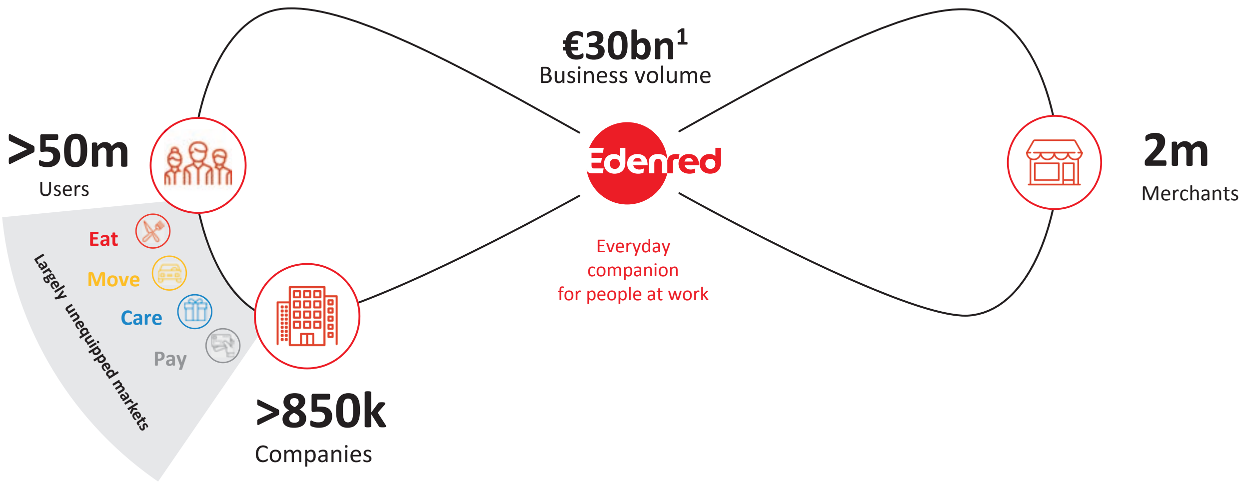


[(1)] As a % of Edenred's 2020 operating revenue.

Unique positioning

Edenred is the trusted partner to people at work. Through its solutions and services, Edenred helps make life easier for employees and increase their purchasing power, improve the efficiency of companies and local authorities, and vitalize the employment market and local economy.

With its unique intermediation platform for specific-purpose services and payments, Edenred leverages innovative digital services to connect close to 50 million users with 2 million partner merchants *via* 850,000 corporate clients.



2020 figures

(1) At constant scope and exchange rate vs. 2019

Edenred operates more than 250 programs designed to improve the user experience for employees, companies and merchants, playing a daily role at the heart of a broad ecosystem. The Group generates business volume of some to €30 billion in the workplace meals, fleet and mobility, employee well-being, incentive and rewards, and corporate payment segments.

Edenred harnesses a virtuous business model underpinned by the uniqueness of its B2B2C platform, combining a low user acquisition cost with high levels of user adoption and retention. Operating exclusively in the working world and serving specific purposes, Edenred is able to screen transactions and earmark funds for selected merchants, who appreciate the extra revenue that Edenred sends their way.

A model for creating responsible, sustainable and profitable value

Edenred provides people at work in 46 countries with solutions for increasingly frictionless, secure and efficient interactions every day. In 2020, the Group's value creation model proved its worth more than ever before by helping stakeholders in the Edenred ecosystem along the path to a post-Covid world.

• 2020 figures

Robust, diverse resources

Our capital

Human

Some 10,000 men and women driven by strong values:

- Passion for customers
- Respect
- Imagination
- Simplicity
- Entrepreneurial spirit

Business

- A vast network connecting >50 million users and 2 million partner merchants in 46 countries via >850,000 corporate clients
- A large brand portfolio deployed in >250 diversified programs

Financial

- Sustainable and profitable growth, with an EBITDA margin of close to 40%
- A highly cash-generative business model focused on underpenetrated growth markets
- A sound financial position: net debt/ EBITDA ratio stable at 1.9x

Tech

A digital intermediation and payment platform for seamlessly authorizing, managing, tracing and securing payment flows.

- 86% of business now digital
- >100 partnerships in 16 countries with online order platforms
- 32% increase in mobile transactions

Environmental

Operations resulting in no soil or water pollution, and no significant air pollution

Sensible use of resources.

- Energy: 1.6 MWh/ employee
- Greenhouse gas: 7,432 tCO2eq emissions
- Paper: 941 t
- Plastic: 93 t

Social

- Actions guided by ethical principles in the 46 countries where the Group operates
- Specific-purpose payment solutions, supporting the work of public authorities
- A direct contribution to boosting people's purchasing power

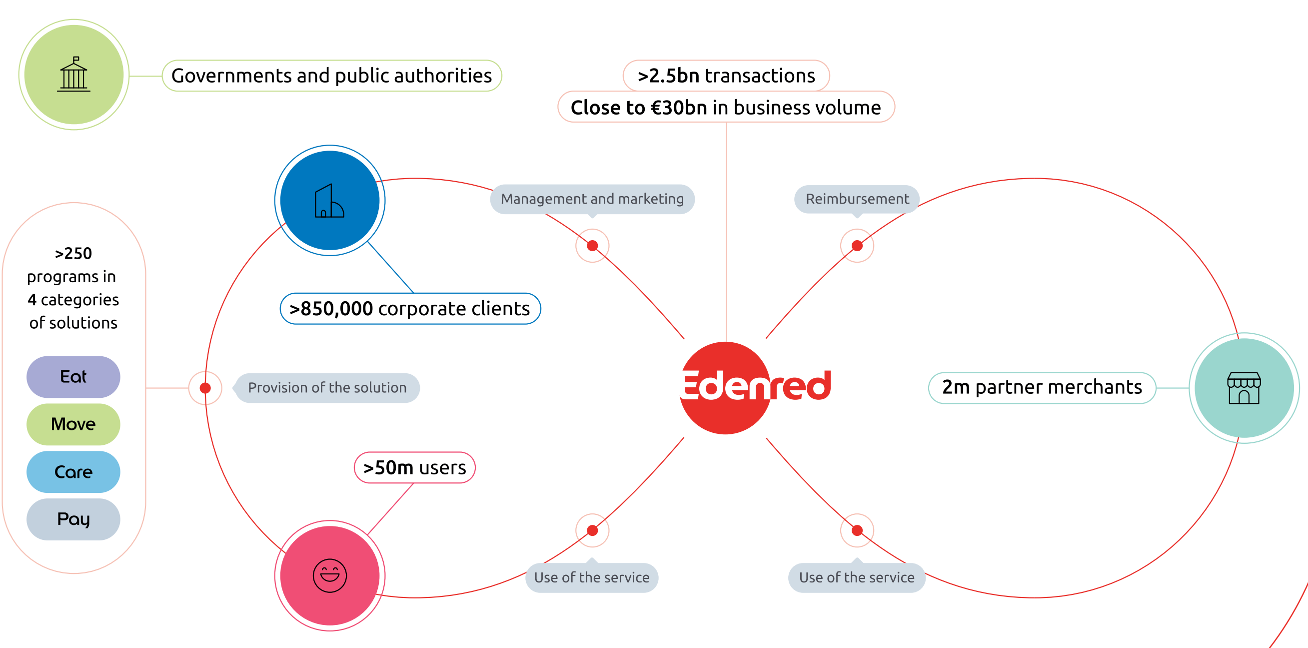
A positioning in step with major global shifts

- A world where formalizing the economy drives progress
- A world demanding fairer distribution of purchasing power
- A world with a growing need for digital payments
- A world that is more connected, mobile and contactless
- A world where ways of working are evolving
- A world seeking more responsible behavior

A mission

Be the everyday companion for people at work

A platform at the center of a virtuous ecosystem



Positive impacts for all stakeholders and the planet

More effective economic stimulus measures

- Nearly €30 billion in revenue delivered to merchants
- 83% of users say that Ticket Restaurant secures their food budget (Source: FOOD 2020 survey)

Community outreach

- 47,000 vouchers donated in France and Brazil
- >€3 million in direct, indirect and in-kind donations
- "More than Ever" relief fund for vulnerable stakeholders: >60 initiatives supported in 25 countries

Edenred employee engagement in an inclusive environment

- 748 days of volunteering and 182 non-profits supported
- 51% of employees are women
- Over the last 5 years, 83% of employees on average attended at least one training course during the year

Local job creation and protection

- >1.5 billion meals served
- 1 job created for every 23 meal voucher users in France

Sustainable and profitable value for shareholders

- Threefold increase in market capitalization since 2015
- Dividend of €0.75[1], up 7% versus 2019
- Operating revenue down not even 2% like-for-like despite the health crisis

A lower-carbon, more circular economy

- 13% of solutions eco-designed
- 10,000 metric tons of CO_2 equivalent emissions offset (equal to 40 million km traveled by car)
- 500,000 metric tons of emissions avoided in the United States[2]

More responsible consumption

- 44% of Edenred users and partners made aware about balanced nutrition
- Every euro spent using Ticket EcoCheque in Belgium cuts CO_2 emissions by 1 kilogram (Source: CO_2logic)

Direct contribution to the UN's Sustainable Development Goals

1. The dividend will be submitted to shareholders for approval at Edenred's Combined General Meeting on May 11, 2021.
2. Through the Commuter Benefits solution. Estimate based on 2019 data from the United States Department of Transportation and the United States Environmental Protection Agency.

Value sharing

Analysis of Edenred's stakeholder flows

The table below sets out Edenred's financial flows by priority stakeholder category in 2020. It illustrates Edenred's economic impact, both directly on jobs and indirectly on its host country economies. Furthermore, as explained in the non-financial performance statement, Edenred's operations add economic value to the local economy, as its solutions are used in local shops and restaurants.

Stakeholder	CLIENTS	EMPLOYEES	SUPPLIERS	SHAREHOLDERS	BANKS	STATES	INVESTORS	COMMUNITIES
TYPE OF FLOW	TOTAL REVENUE	EMPLOYEE BENEFIT EXPENSE	OTHER OPERATING EXPENSES EXCLUDING TAX	DIVIDENDS AND PURCHASE/SALE OF OWN SHARES EXCLUDING TAX	NET BORROWING COST	TAXES	CAPITAL EXPENDITURE	DONATIONS TO NGOS *
Data *(in € millions)*	1,465	(444)	(405)	(170)	(16)	(160)	(294)	(1.32*)

* *In addition, Edenred employees spent more than 748 workdays on volunteer initiatives in 2020, included in the data.*

A strategic plan built around three drivers...

Edenred's platform model, coupled with the shift to digitalized processes and pooled support services, gives rise to significant scale effects, making it possible both to bring new solutions to market and to swiftly, extensively and cost-effectively roll out innovation and thereby generate profitable growth.

Capitalizing on these features, Edenred has built its **Next Frontier** strategic plan around several drivers of profitable and sustainable growth:

Next **Frontier**
SCALE

Edenred continues to expand and strengthen its presence in existing businesses. By continuing its pursuit of business excellence, the Group can share the benefits of its client base and further penetrate its markets. Edenred also plans to adopt a targeted acquisitions strategy.

Next **Frontier**
INNOVATION

Edenred upholds its innovation-led approach to look ahead to new customer behavior. This enables the Group to provide users with a new-generation mobile experience, develop new services and integrate cutting-edge technology.

Next **Frontier**
TRANSFORMATION

Edenred is pursuing its transformation by intensifying its corporate social responsibility (CSR) initiatives, boosting the commitment of its teams and putting customers at the heart of its business.

… underpinned by strong commitments

Edenred's CSR approach, known as "**Ideal**", is integrated into its strategic plan. Ideal addresses 12 of the 17 United Nations Sustainable Development Goals and is measured using a set of ten indicators. This policy is organized into three areas:

idealpeople

People – Edenred aims to improve quality of life for all its stakeholders.

idealplanet

Planet – Edenred works to protect the environment, in particular by reducing its carbon footprint, its consumption of resources, and its waste.

idealprogress

Progress – Edenred develops its activities ethically throughout its value chain, while protecting the data of all its stakeholders.

2020, a year of supporting our ecosystem more than ever

At the centre of a system shaped by economic, social and environmental megatrends, Edenred designs products to meet essential needs in four areas: food, mobility, incentives and corporate payment.

During these unprecedented times, public authorities and companies have called on Edenred to set up earmarked funds programs, which help provide targeted stimulus to the economy. Thanks to its unique digital platform, the Group was able to meet these requests by developing increasingly innovative programs in ever shorter time frames.

In this way, the crisis has confirmed the validity of our programs and our contribution to making the world of work a better place for everyone, through access to healthier food, more environmentally friendly products and greener mobility.

With the firm belief that growth is only meaningful if it is shared, Edenred is also a responsible digital leader, sustainably committed to employees, businesses, merchants and public authorities.

In line with its CSR approach aimed at sharing the benefits of growth with those who need it, Edenred created a relief fund to support its ecosystem through the consequences of the Covid-19 epidemic. The "More than Ever" fund represents a pledge of up to €15 million and serves the following three objectives:

- protect Edenred employees, notably the most vulnerable, in countries with little or no health care coverage or social safety net;
- support partner merchants – restaurant owners first among them – who have been severely impacted by strict stay-at-home orders in the various countries where Edenred operates;
- provide assistance for clients and users of Edenred products, for example truck drivers in the Fleet & Mobility Solutions segment.

Products to foster more responsible behaviour

Edenred's solutions create a virtuous circle that impacts its ecosystem. Digital innovation takes things a step further by improving traceability. In addition to boosting revenue for partner merchants, changing consumer spending habits, increasing users' purchasing power and supporting social and financial inclusion, these solutions are efficient tools for combating the development of the informal economy and reviving consumption growth nationwide in a specific sector.

Employee Benefits, especially programs related to food, *Ticket Restaurant* and *Ticket Alimentación*, help fight nutrition issues and improve employees' eating habits. Employee Benefits programs offering childcare services offset the lack of public daycare facilities, and the different solutions providing access to sport and culture make employees' lives easier and improve their well-being. On top of enhancing employee purchasing power, providing access to food security, and improving nutrition and health, these programs also foster more responsible everyday behaviour, especially to combat food waste.

Edenred also develops employee travel solutions that encourage smart mobility with a low impact on the environment. With specific mobility solutions, Edenred optimizes employee commutes by facilitating access to transport alternatives other than the car.

Public authorities and institutions use Edenred's services for the management and distribution of social benefits, in order to enhance the effectiveness of their policies in this area, in particular by improving the traceability of the funds allocated to the programs.

Lastly, Edenred supports financial inclusion and brings stability to precarious work by contributing to economic integration *via* basic financial services for those who need it, or by guaranteeing income stability and traceability for so-called precarious jobs, such as childcare and in-home services.

In a world making the environment central to the economic recovery and seeking to revitalize local economies, Edenred is better positioned than ever to help companies, merchants and public authorities transition into the world of tomorrow.

EASY ACCESS TO HEALTHIER FOOD HABITS

Improve employees' health and well-being by securing their food budget and reducing financial barriers to healthy diets

>1.5bn
meals served every year around the world

ENCOURAGE ECO-FRIENDLY CONSUMPTION

Reconcile eco-friendly consumption and purchasing power by distributing up to €250 to employees annually to purchase "green" goods

1 kg CO_2
saved per 1€ spent(1)

HELP TRANSITION TOWARD SUSTAINABLE COMMUTING

Incentivize employees to shift toward greener commuting by switching from private to public transportation or ride sharing

500,000t CO_2
avoided in 2019 in the US(2)

HELP TRANSPORTATION TO REDUCE ITS CO_2 FOOTPRINT

Support fleet managers in reducing their carbon footprint by enabling companies to measure their GHG emissions and offset them via certified carbon credits and reforestation projects

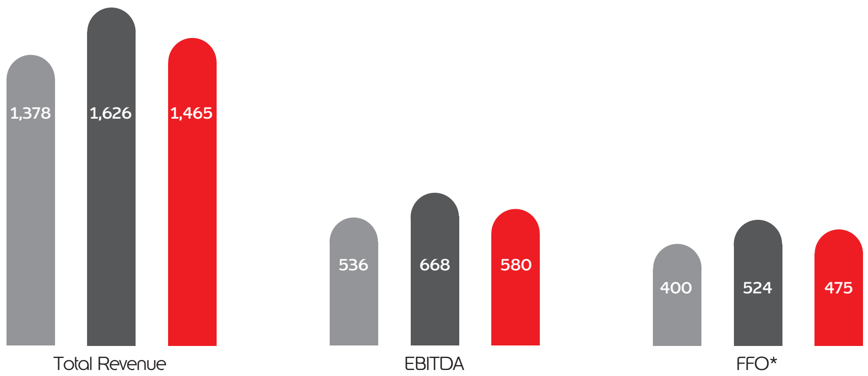
40 million
kilometers offset in 2020

(1) Source : CO2Logic.

(2) Estimation based on US Department of Transportation and US Environmental Protection Agency (EPA) data.

2020 financial and non-financial performance

Key financial figures over the past three years



* *FFO: funds from operations before other income and expenses.*

For more information, see Chapter 2 "Financial review" and Chapter 7 "Consolidated financial statements".

Key non-financial figures over the past three years

PEOPLE

KEY INDICATORS	2018	2019	2020
Percentage of women in executive positions	21%	24%	29%
Percentage of Edenred employees, on average over the previous five years, who attended at least one training course in the year	79%	82%	83%
Merchants and users made aware about healthy, sustainable eating	30%	35%	44%
Number of days devoted to volunteering	1,008	1,470	748

PLANET

KEY INDICATORS	2018	2019	2020
Reduction in GHG intensity *(in tCO_2 eq/sqm)*	26%	30%	46%
Number of eco-services for sustainable mobility and to fight food waste	10	15	17
% of eco-designed solutions *(in business volume)*	16%	14%	13%

PROGRESS

KEY INDICATORS	2018	2019	2020
Employees who approved the Charter of Ethics	82%	96%	96%
Subsidiaries compliant with data protection standards	European subsidiaries	European subsidiaries	European subsidiaries
ISO 9001 certification coverage *(in number of employees)*	41%	41%	38%

For more information, see Chapter 5 "Non-financial performance statement".

Performance-oriented governance

Edenred's management team comprises the Chairman and Chief Executive Officer, the Board of Directors and the Executive Committee.

The Board of Directors

The Board of Directors determines the Company's business activities and ensures their implementation in line with its corporate interest and taking into consideration the social and environmental issues surrounding its activities.

Subject to powers that are expressly granted to the General Meetings and within the limit of the corporate purpose, it takes charge of any question relating to the running of the Company and addresses by way of its decisions the matters that concern it.

The Board has 12 members, including Bertrand Dumazy, Chairman and Chief Executive Officer of Edenred, and Françoise Gri, Lead Independent Director and Vice-Chairman of the Board of Directors, as well as two employee-representative directors.

Bertrand Dumazy
Chairman and Chief Executive Officer of Edenred

Jean-Paul Bailly*
Honorary Chairman of Groupe La Poste

Anne Bouverot*
Chairperson of the Board of Directors of Technicolor

Sylvia Coutinho*
Country Head of UBS Brazil & Head of UBS Wealth Management Latin America

Dominique D'Hinnin*
Chairman of the Board of Directors of Eutelsat Communications SA

Alexandre De Juniac*
Director General and CEO of the International Air Transport Association (IATA)

Gabriele Galateri di Genola*
Chairman of Assicurazioni Generali S.p.A.

Maëlle Gavet*
Member of the Board of Directors of Edenred

Graziella Gavezotti
Employee-representative director

Françoise Gri*
Lead Independent Director and Vice-Chairman of the Board of Directors of Edenred

Jean-Bernard Hamel
Employee-representative director

Jean-Romain Lhomme*
Founder and Manager – Lake Invest Sarl – venture capital

**Independent directors*

Executive Committee

Edenred's Executive Committee is responsible for implementing strategy, defining organisational structure and operating processes, and selecting management teams.

Comprising 11 members, the Executive Committee brings together operational representatives from the major regions of the world, as well as functional managers who provide operational expertise.

Bertrand Dumazy
Chairman and Chief Executive Officer of Edenred

Jacques Adoue
Executive Vice President, Human Resources & Corporate Social Responsibility

Emmanuelle Châtelain
Vice President, Communications

Gilles Coccoli
Chief Operating Officer, Americas

Antoine Dumurgier
Chief Operating Officer, Fleet & Mobility Solutions

Arnaud Erulin
Chief Operating Officer, Europe, Middle East & Africa

Philippe Relland-Bernard
Executive Vice President, Legal & Regulatory Affairs

Patrick Rouvillois
Executive Vice President, Innovation & Asia-Pacific

Éric Sauvage
Executive Vice President, Marketing & Strategy

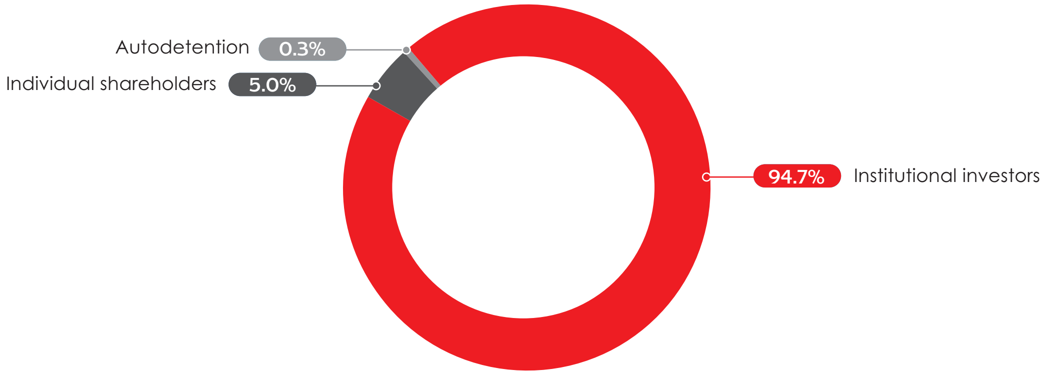
Julien Tanguy
Executive Vice President, Finance

Dave Ubachs
Executive Vice President, Global Technology

For more on Edenred's governance, see Chapter 6 "Board of Directors' report on corporate governance".

Ownership structure and capital allocation policy

Ownership structure:



The free float represents **99.7%** of outstanding shares.

For more information, see Chapter 3 "Information on the share capital and ownership structure".

Capital allocation policy

As part of its commitment to maintaining its position as a leading digital innovator and thereby ensuring sustainable and profitable growth, Edenred plans to earmark between 6% and 7% of its total revenue each year for investments in the period 2019-2022, focusing mainly on the ongoing development of its technology assets.

At the same time, Edenred intends to seize external growth opportunities in line with the strategic ambitions of the Next Frontier plan, subject to meeting stringent financial criteria. These acquisitions will provide the Group with an additional source of value creation.

The Group recommends a dividend of €0.75 per share in respect of the fiscal year 2020. Consistent with the Group's growth profile, performance and solid financial position, the dividend is up 7.1% from last year. Shareholders may opt to receive the dividend 100% in cash or 100% in shares, with a 10% discount. The dividend will be submitted to the shareholders' approval at Edenred's Annual General Meeting to be held on May 11, 2021.

Dividends in the past three years:

	2020	2019	2018
Last closing price	46.41	46.10	32.11
Dividend *in €*	0.75*	0.70	0.86
Gross dividend yield at December 31	1.62%	1.52%	2.68%

** To be proposed at the General Meeting of May 11, 2021.*

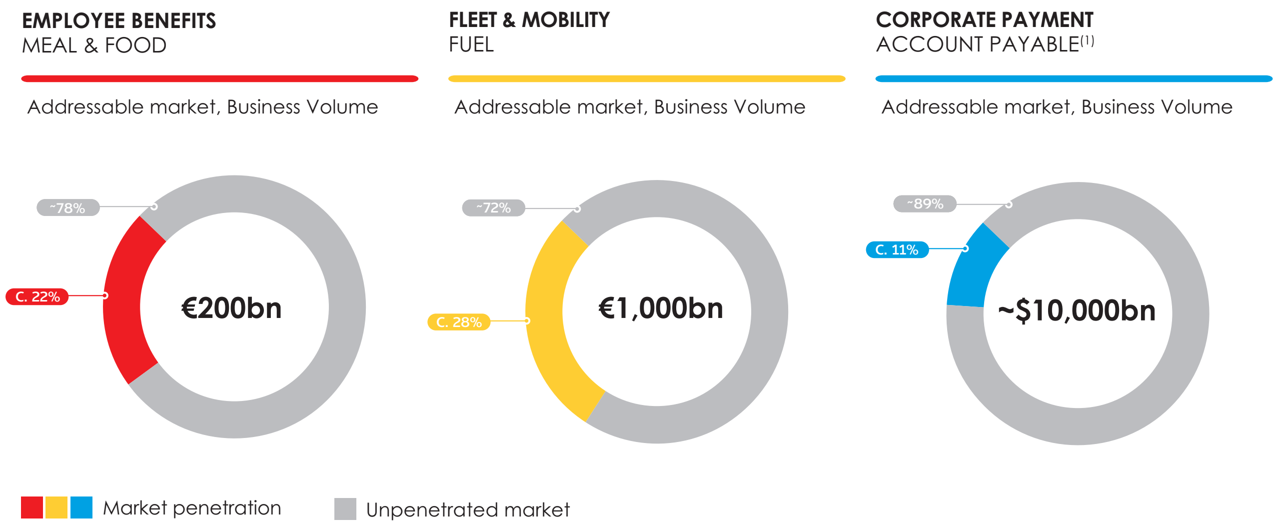
1

Presentation of the group

1.1 A global player operating in promising markets

1.1.1 Positioning in still largely underpenetrated markets

Edenred operates in still largely underpenetrated markets that offer significant growth opportunities, notably as programs and distribution channels go digital.



(1) US only
Source: Edenred estimates

1.1.2 Favourable trends in the world of work

The underpenetration of the markets in which Edenred operates reflects the changing expectations of those involved in the world of work and society as a whole. It also reflects the digitalization of these markets and distribution channels, which significantly increases the number of companies in its addressable market and reduces the user acquisition cost.

The growth drivers in the **Employee Benefits** market primarily include economic formalization, intensifying urbanization, the emergence of a middle class and the increasing contribution of the services sector to the local economy. Demand is also being led by the rising number of women in the workplace, aging populations in developed countries and overall population growth in emerging economies, as well as aspirations for a better work-life balance.

The **Fleet & Mobility Solutions** market is benefiting both from employee demand for more mobility and from the need for companies to manage business expenses more effectively and improve their traceability, while reducing costs and optimizing the time spent managing them.

Complementary Solutions enable Edenred to offer a comprehensive range of solutions to companies and local authorities, particularly the **Corporate Payment Services** that help companies transfer and receive funds more efficiently and securely. **Incentive & Rewards** solutions respond to companies' growing need to find ways of retaining and motivating their employees. Lastly, **Public Social Program** solutions support governments and local authorities in their efforts to combat informal employment and tighten control over the distribution of assistance, while also increasing the purchasing power of their constituents.

1.1.3 Unique expertise and positioning

Backed by 50 years of expertise, Edenred is positioned at the crossroads of four complementary skills:

- proficiency in digital payment technologies (Fin Tech);
- the ability to offer solutions to filter and control financial flows in accordance with local regulations or with the corporate client's needs (public or private Reg Tech);
- the ability to affiliate networks and carry out the necessary financial intermediation (Financial Intermediation);
- the use of transaction data to develop new services (Data Intermediation).

In particular, this expertise is being supported by the digital capabilities of its issuance, authorization and reimbursement technology platform for payments.

In this way, Edenred has integrated payment expertise into its vast ecosystem, which connects 50 million employee users, 2 million partner merchants and 850,000 corporate clients, with an unrivalled positioning in its three core markets, namely Employee Benefits, Fleet & Mobility Solutions and Complementary Solutions.

1.1.4 A global player dedicated to the world of work

In 50 years, Edenred has built a solid operating presence in 46 countries on five continents. In most of them, the Group pioneered the **Employee Benefits** market, by initiating the passage of enabling legislation, and now generally holds market leadership. Drawing on its expertise in the management of payment flows in the working world, Edenred has also expanded since the 1990s in the **Fleet & Mobility Solutions** business, where it is currently market leader in Latin America and the second-largest issuer of multi-brand pan-European solutions. More recently, starting in 2016, Edenred leveraged the expertise of its digital technology platform to launch a **Corporate Payment Services** offering, which was broadened in 2019 with the acquisition of Corporate Spending International (CSI), a recognized player in the promising corporate payment market in the United States.

Main host countries

In **France**, solutions are offered in several categories:

- Employee Benefits (76% of local operating revenue in 2020): *Ticket Restaurant*, *Kadéos*, *Ticket CESU*;
- Fleet & Mobility Solutions (10% of local operating revenue in 2020): *Ticket Clean Way*, *Ticket Fleet Pro*, La Compagnie des Cartes Carburant;
- Complementary Solutions (14% of local operating revenue in 2020): Corporate Payment Services, *Kadéos*, *Ticket CESU*, *Ticket Service*.

In 2020, operating revenue totalled €253 million for the year.

In **Brazil**, Edenred offers a large, diversified range of solutions:

- Employee Benefits (52% of local operating revenue in 2020): *Ticket Restaurante*, *Ticket Alimentação*, *Ticket Transporte*, *Ticket Cultura*;
- Fleet & Mobility Solutions (44% of local operating revenue in 2020): *Ticket Log*, *Repom*;
- Complementary Solutions (4% of local operating revenue in 2020): *Accentiv'Mimetica*.

In 2020, operating revenue totalled €281 million for the year.

Competitive environment

In each host market, Edenred has several competitors that vary between its business lines and may be local, regional or global.

In the Employee Benefits market, Edenred competes in most of its host countries with global players Sodexo and Groupe Up, as well as with regional and local providers such as Alelo in Brazil, Natixis Intertitres and Swile in France, and ePassi in Finland.

In the Fleet & Mobility Solutions market, Edenred's competitors are FleetCor and WEX, two North American companies with operations worldwide, as well as large regional players such as DKV, Eurowag and Radius in Europe, and numerous local operators.

In Complementary Solutions, the Incentive & Rewards market is extremely competitive in all countries, and the fast-growing Corporate Payment Services market is characterized by a multitude of local and regional players, such as Avidxchange and BottomLine in the United States, competing for business alongside multinationals like FleetCor and WEX.

In addition, Edenred actively tracks strategic developments in adjacent markets and the start-up ecosystem, notably thanks to the expertise of its in-house venture capital fund Edenred Capital Partners and to its partnership with venture capital firm Partech International.

Peer group table

COMPANY	BUSINESS	COUNTRY	CURRENCY
Adyen	Payment systems	Netherlands	Euro (€)
FleetCor	Fuel cards and corporate payment services	United States	Dollar ($)
MasterCard	Payment systems	United States	Dollar ($)
Sodexo	Corporate services	France	Euro (€)
Visa	Payment systems	United States	Dollar ($)
Wex	Fuel cards and corporate payment services	United States	Dollar ($)
Worldline	Payment systems	France	Euro (€)

1.1.5 An attractive financial profile

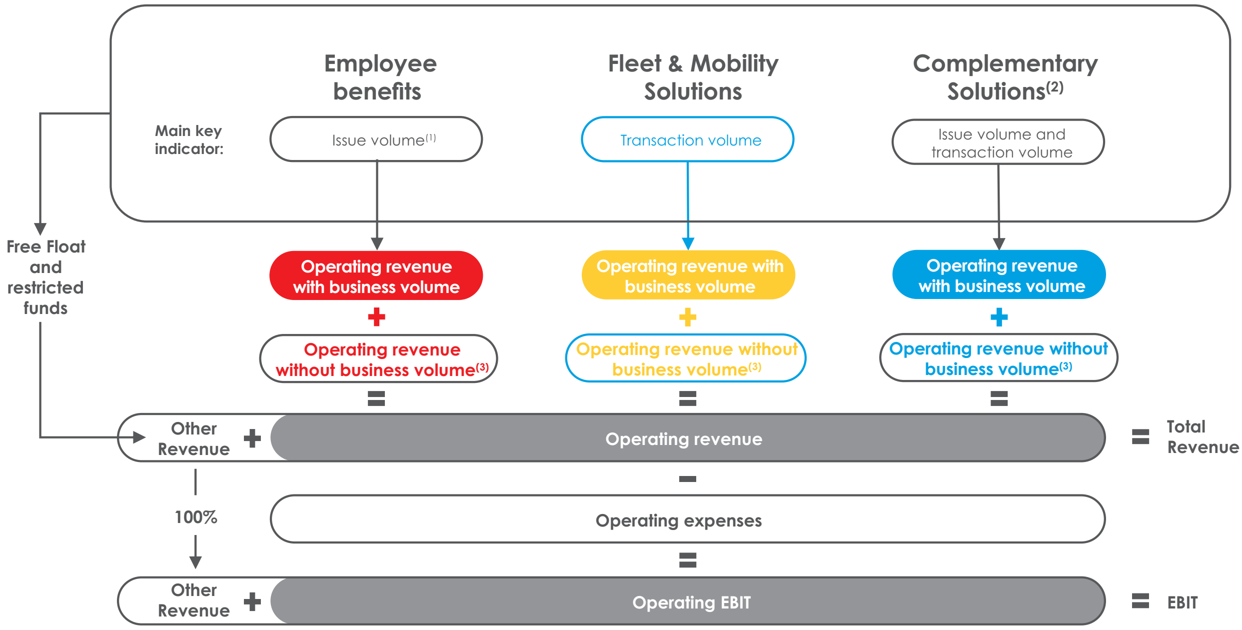
Thanks to Edenred's sustainable and profitable growth profile, the Group's business model can combine the characteristics of a growth company with those of a group that has a solid financial position. Edenred enjoys major operating leverage, low capital intensity and a structurally cash-generative business model thanks to its negative working capital requirement, since a large proportion of Edenred solutions are prepaid.

Edenred's financial model is set out in the diagram below:

- **total revenue**, which came to €1.5 billion in 2020, is made up of operating revenue and other revenue.

The most relevant indicator for measuring the Group's performance is **operating revenue**, part of which relates to the business volume managed by Edenred;

- **EBITDA** corresponds to **total income less operating expenses (excluding depreciation, amortization and provisions)**. It stood at €580 million for 2020;
- **EBIT** corresponds to operating profit before other income and expenses, and includes:
  - operating EBIT, which corresponds to EBIT before other revenue,
  - other revenue.



(1) Some of the Fleet & Mobility Solutions and Complementary Solutions are pre-loaded and also generate issue volume.

(2) Complementary Solutions primarily comprise:

- *incentive & Rewards solutions, whose key indicator is generally issue volume;*
- *public Social Programs, whose key indicator is generally issue volume;*
- *Corporate Payment Services.*

(3) For example, maintenance and installation costs and periodic subscription fees.

Employee Benefits

The **Employee Benefits** business is unique in that it uses **pre-loaded** media that generate **issue volume**, which corresponds to the total amount of pre-loaded funds given to users.

Employee Benefits generate **operating revenue**, mainly through commissions related to issue volume, received from both corporate clients and partner merchants. Operating revenue also includes revenue generated without business volume, such as fees based on user numbers, particularly for employee engagement platforms. In addition, a more marginal source of revenue comes from the gains on lost or expired vouchers.

The time between the loading of the payment instruments by the corporate clients and their reimbursement to the partner merchants gives rise to a **negative working capital requirement** that, less receivables, constitutes the majority of the **float**. Interest earned from investing the float generates **other revenue** (formerly known as financial revenue).

Fleet & Mobility Solutions

In this business line, **operating revenue** generated by these solutions consists of different types of commissions received from corporate clients and partner merchants. These include per-use commissions on fuel cards, whether as a percentage of the transaction amount, as a percentage of the fuel purchase, per litre, or in transaction fees, as well as commissions on non-fuel expenditure (for vehicle maintenance, tolls, car washing, parking fees and VAT reimbursement).

Some Fleet & Mobility Solutions are pre-loaded, so that the investment of the resulting float generates **other revenue**. Moreover, the period from which a client pays until the partner merchant is reimbursed generates a **negative working capital requirement** at the Group level, providing an additional source of financing for Edenred.

Complementary Solutions

Operating revenue from Complementary Solutions is primarily derived from the commissions paid by clients (companies, local authorities and public institutions) and partner merchants, in Incentive & Rewards solutions and Public Social Programs. It also includes the revenue generated from employee users and gains on lost or expired vouchers.

Over the past four years, Edenred has been developing new Corporate Payment Services, which also generate operating revenue both with and without business volume (interchange, monthly subscriptions, commissions per transaction, commissions per amount spent, etc.).

A business model generating strong cash flows

Thanks to a sustainable and profitable growth profile and a structurally negative working capital requirement, Edenred generates significant cash flows.

1.2 Strategy and 2021 targets

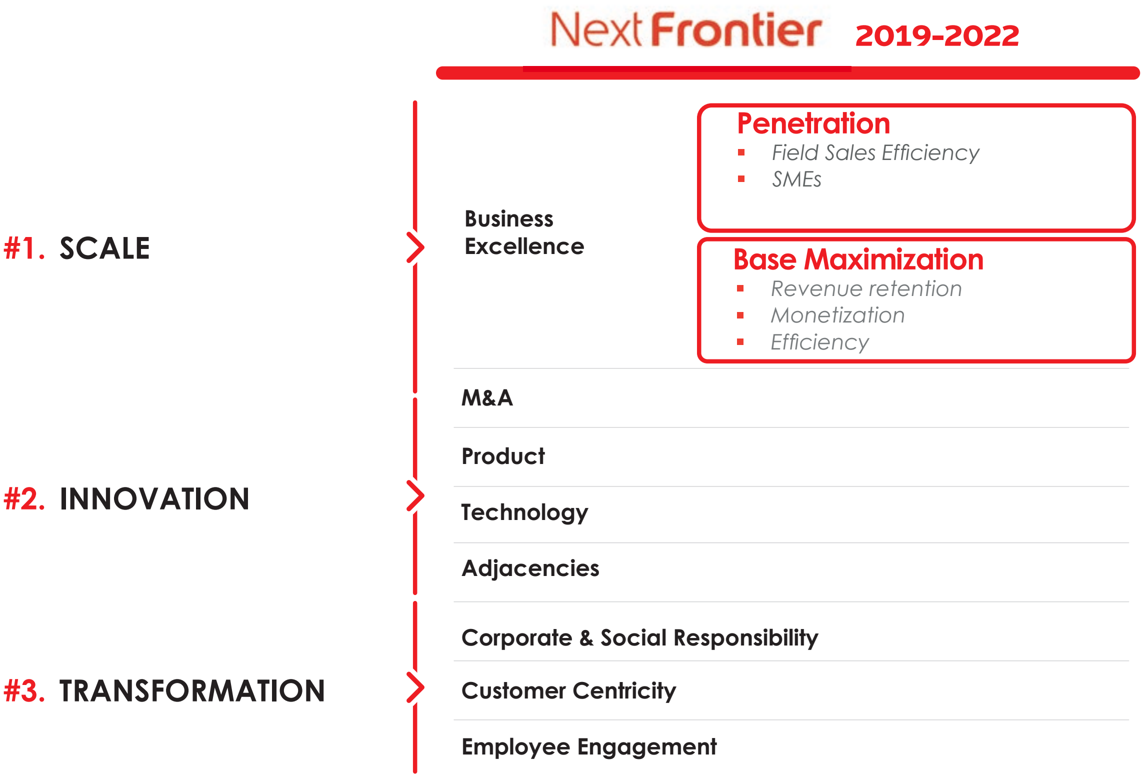
1.2.1 Strategy

The Next Frontier 2019-2022 strategic plan leverages the unique nature of the Group's platform model, presented in the introduction, to transform Edenred into the everyday companion for people at work. It enables the Group to provide these stakeholders with the full range of services and payment solutions they need to make their working lives easier, all accessible from a single virtual wallet.

The platform model, coupled with the shift to digitalized processes and pooled support services, gives rise to significant scale effects, making it possible both to bring new solutions to market and to swiftly, extensively and cost-effectively roll out innovation and thereby generate profitable growth.

Despite the current epidemic, Edenred's fundamentals have not wavered, and this strategy has proved effective, more than ever.

Capitalizing on the platform's unique characteristics, Edenred has based its strategic plan, Next Frontier 2019-2022, on several drivers of sustainable and profitable growth.



1.2.1.1 Expanding and strengthening Edenred's presence in existing businesses

Edenred operates in still largely underpenetrated markets (see section 1.1.1) that offer significant growth opportunities, notably as programs and distribution channels go digital. Digitalization remains an important avenue for growth, particularly in the Employee Benefits segment in Europe, where the adoption rate has still not reached its full potential.

Leveraging the methods and tools put in place under the previous strategic plan, Fast Forward, Edenred has developed a systematic approach based on an array of operating drivers, which are primarily designed to further penetrate its markets. Thus equipped, Edenred will now notably continue to implement initiatives targeting the strategic SME market, where penetration is significantly lower than among middle-market and large companies. To capture the potential of its existing base of clients, partner merchants and end users, Edenred intends to develop tools for retention, cross-selling and monetization of value-added services.

1.2.1.2 Innovation as a driver of differentiation and source of additional growth

Attentive to the needs of all stakeholders, Edenred looks ahead to the new consumer behaviour that may emerge from digitalization, placing the user's mobile experience and access to omni-channel consumption of its services (in stores, on mobile devices, online) at the heart of its strategy. Edenred's ability to provide clients with mobile, app-to-app and virtual-card-based payment methods with increasing speed considerably sharpens its competitive edge.

This innovation-led approach requires major investments to improve the Group's global technology assets, guarantee system soundness and security, and increase Edenred's capabilities in new segments such as data science and advanced automation.

These technology assets will form an essential base from which to step up development in adjacent businesses, while driving operational and commercial synergies. The market potential of digital employee engagement platforms, for example, is at least as great as that of food-related Employee Benefits. In Fleet & Mobility Solutions, value-added services will diversify the current business model while also reducing the Group's sensitivity to fuel prices [1]. Lastly, Edenred plans to capitalize on its expertise in the most advanced payment technologies and on its sales and marketing prowess to fully capture the potential of the corporate payment market, notably in North America, where it is still underexploited.

1.2.1.3 A strategy of targeted acquisitions to enhance robust organic Group growth

Building on its sound financial position, carefully managed debt and strong cash flow generation, Edenred intends to seize external growth opportunities in line with the strategic ambitions of the "Next Frontier" plan, namely:

- consolidate its position as a world leader in Employee Benefits *via* targeted acquisitions;
- continue to build its Fleet & Mobility Solutions portfolio *via* international expansion and a broader range of value-added services to consolidate its position as a global multiservices player;
- grow Corporate Payment Services by targeting new business sectors.

In 2020, Edenred acquired the payroll card portfolio of Mint, the second-largest operator specializing in pay distribution and management for under- or unbanked workers in the United Arab Emirates. *Via* this deal, Edenred has strengthened its leadership position in the UAE market, where its C3 solution already boasts more than a million users. The Group facilitates the daily lives of nearly 600,000 employees currently holding Mint payroll cards by giving them simple and secure access to the range of value-added services offered *via* the C3 card and its myC3card mobile application.

Edenred also acquired Cooper Card's client portfolio in Brazil. Founded in 2003, Cooper Card markets food-related employee benefits in the Brazilian state of Paraná. The portfolio represents strong geographic synergies with Edenred's existing client portfolio and has strengthened the Group's position in the employee benefits market in Brazil.

In May 2020, Edenred announced that it now owns 100% of its subsidiary UTA, Europe's second-largest issuer of multi-brand fuel cards and a leading provider of value-added services, such as toll settlement, maintenance and VAT recovery solutions. UTA offers a key advantage in Edenred's development strategy for Fleet & Mobility Solutions in Europe.

1.2.1.4 Sustainable Development policy

Operating strategy is built around an integrated Sustainable Development policy, which is based on the following three groups of commitments, each with a dedicated action plan to ensure proper implementation:

- PEOPLE: improve quality of life;
- PLANET: preserve the environment;
- PROGRESS: create value responsibly.

These three areas and the quantitative targets for each of its medium- and long-term commitments are presented in the three corresponding sections in the Chapter "Non-financial performance statement".

(1) In 2020, a 10% change in oil prices (Brent crude for Europe, WTI crude for Latin America) had an impact of approximately €7 million on the Group's total revenue.

1.2.2 2021 Targets

Edenred is particularly well positioned to seize the opportunities created by a number of promising trends revealed or reinforced by the health crisis, which affect the world of work:

- A more connected, digital and mobile-first world;
- A more remote-working world;
- A world seeking socially and environmentally responsible solutions;
- A world where B2B payments are increasingly automated and digital.

By leveraging these changes and its unique position as an intermediation platform that connects 50 million users with 2 million partner merchants daily to meet their essential needs (Eat, Move, Care, Pay), Edenred has kept its growth potential intact despite the economic impact of the health crisis. With its proven agility, Edenred will continue to activate the business drivers designed to further penetrate its markets, develop new solutions and deploy its innovations widely and rapidly. In addition to these internal development avenues, the Group also intends to pursue its targeted acquisition strategy and has over €1 billion in firepower for this purpose.

This is how Edenred intends to step up the pace and generate sustainable and profitable growth in a post-Covid world.

Early 2021 has nonetheless shown that the uncertainties surrounding the health crisis persist, with new local lockdowns and restrictive measures in Europe, including in France, Germany and the United Kingdom, and that the economic and health situation remains downbeat in Latin and North America.

Edenred will continue to prove its resilience in the first quarter of the year, despite an unfavourable basis of comparison, and expects to be able to grow more strongly in the second quarter, when it will notably benefit from a more favourable comparison basis.

A gradual return to an economic situation close to normal – thanks notably to a vaccination rate that should enable restrictive measures to be eased considerably by the middle of the year – will support Edenred's growth in the second half.

Despite the uncertain health situation, Edenred intends to achieve like-for-like EBITDA growth in 2021 of minimum 6%.

This objective is based on the assumptions described above, the characteristics of Edenred and the markets on which the Group operates (see section 1.1), and the implementation of its strategy (see section 1.2.1). This objective draws on data, assumptions and estimates that the Group considers reasonable at the date of publication of this document. It was prepared on a basis comparable to the historical financial information and consistent with the accounting policies of the Group.

1.3 2020 highlights and 2021 financial calendar

1.3.1 2020 highlights(1)

Health crisis

- Edenred took action to support its teams, its partner merchants, its clients and their employee users through the health crisis arising from the Covid-19 epidemic (Press release dated April 7, 2020).

Corporate Social Responsibility

- Bertrand Dumazy, Chairman and Chief Executive Officer of Edenred, co-signed an op-ed column in Le Monde to share a strong conviction: "Let's put the environment at the heart of the economic recovery". He thus calls for collective mobilization to make economic recovery an accelerator of the ecological transition – along with more than 90 signatories, executive managers of large French and international companies. Created at the instigation of Jean-Laurent Bonnafé, Director and Chief Executive Office of BNP Paribas and President of the EpE (Entreprises for the Environment) association, this op-ed highlight in particular that « the challenge is today to limit the effects of the social and economic consequences of the Covid-19 epidemic, notably by mobilizing financial resources to ensure the capacity of French businesses to rebound in an inclusive and resilient manner». (News dated June 2, 2020)

Edenred ten years

- On July 2, 2010, Edenred was officially born following the demerger of the Accor group's Hospitality and Services businesses and the Group was listed on the Paris stock exchange for the first time : this marked the beginning of a new chapter in a story already decades old. Since then, Edenred has become a services and payments platform, being the everyday companion for people at work, connecting over 50 millions users and 2 millions partner merchants via more than 850,000 corporate clients. On July 2, 2020, Edenred celebrates ten years of a successful digital transformation and commitment led by 10,000 employees who enthusiastically share the Group's values: passion for customers, respect, imagination, simplicity and entrepreneurial spirit. (News dated July 2, 2020)

(1) Press releases are posted on www.edenred.com, here (https://www.edenred.com/en/investisseurs-actionnaires/information-reglementee/communiques-de-presse) and here (https://www.edenred.com/en/medias-journalistes/actualites-et-communiques-de-presse)

Employer brand

- Edenred launched its employer brand and unveiled its global campaign. The campaign was rolled out in the Group's 46 host countries to promote its image as an employer, both internally and externally (News dated March 16, 2020).

Acquisitions

- Edenred strengthened its leadership position in the United Arab Emirates payroll cards market with the acquisition of the payroll card portfolio of Mint, the second-largest operator specializing in pay distribution and management for under- or unbanked workers in the United Arab Emirates (press release dated January 8, 2020).
- Edenred strengthened its position in the Brazilian market with the acquisition of employee benefits operations from Cooper Card (Press release dated May 13, 2020).
- Edenred now owns 100% of UTA, Europe's second-largest issuer of multi-brand fuel cards and a leading provider of value-added services, such as toll settlement, maintenance and VAT recovery solutions (Press release dated May 19, 2020).

Employee Benefits

- Edenred moved into the Spanish food tech market with its innovative mobile ordering service (News dated March 12, 2020).

Fleet & Mobility Solutions

- Edenred, a specialist in payment solutions for the working world and leading player in fleet and mobility solutions, published a white paper on road transport in France (Press release dated March 3, 2020).

Edenred Corporate Payment

- Edenred launched the Edenred Corporate Payment website (News dated February 25, 2020).
- Edenred Corporate Payment made marketplaces safer and more flexible with Marjory, a leader in marketplace services, which now offers its customers innovative solutions featuring single- or multi-use virtual cards. The objective is to help marketplaces secure their supplier payments through an integrated solution (News dated August 17, 2020).

Public Social Programs

- In June 2019, Edenred announced the launch of its new commuter voucher, at the crossroads between Employee Benefits and Fleet & Mobility Solutions. Pursuant to the *Loi d'Orientation des Mobilités* (LOM) Act adopted in November 2019 and to France's sustainable mobility decrees, which came into effect on May 11, 2020, Edenred launched the *Ticket Mobilité* account, an easy-to-use digital solution that provides a means for employers to cover up to €400 of their employees' commuting costs per year (Press release dated May 11, 2020).
- In Niger, Edenred launched Agri Edenred, a fully digital payment solution to support farmers' development in the country. Edenred's payment solutions allow a million farmers in Africa to increase their yields by providing them with easy, traceable access to the fertilizers they need to develop their activities (News dated September 14, 2020).

Transactions

- Edenred successfully issued €600 million worth of 9-year bonds, maturing in June 18, 2020 and paying a coupon of 1.375%. The issuance enabled the Group to strengthen its financial resources and extend the average maturity of its debt under favourable conditions.

  The success of the transaction reflects the market's confidence in the Group's credit quality, following on from the renewal of its "Strong Investment Grade" (BBB+A-2 Outlook stable) credit rating by Standard & Poor's in May (Press release dated June 10, 2020).

Governance

- Four appointments to the Executive Committee (Press releases dated December 10 and 16, 2020):
  - Emmanuelle Châtelain appointed Vice President, Communications,
  - Julien Tanguy appointed Executive Vice President, Finance,
  - Eric Sauvage appointed Executive Vice President, Marketing & Strategy,
  - Patrick Rouvillois appointed Executive Vice President, Innovation & Asia-Pacific.

Subsequent events

- Sage expands partnership with Corporate Spending Innovations, an Edenred company, to deliver new Vendor Payments offering (Press release dated March 10, 2021)

1.3.2 2021 financial calendar

First-quarter 2021 revenue	April 22, 2021
General Meeting	May 11, 2021
First-half 2021 results	July 27, 2021
Third-quarter 2021 revenue	October 21, 2021

1.4 Milestones

2010: Creation of Edenred

On June 29, 2010, the Extraordinary General Meeting of Accor shareholders approved the demerger of the Hotels and Services businesses, leading to the creation of Edenred, listed on the Paris stock exchange as part of the CAC Next 20 index.

Since its formation, Edenred has pursued a targeted acquisitions strategy in its core business, and has carried out a strategic review of its portfolio.

In October 2016, Edenred implemented a strategic plan, Fast Forward, whose aim is to speed up the Group's transformation by 2020, while laying the foundations for new sources of sustainable and profitable growth.

In October 2019, Edenred unveiled a new strategic plan called Next Frontier, which leverages the unique nature of the Group's platform model to transform Edenred into the everyday companion for people at work.

Main acquisitions over the past three years

- January 2018: Edenred increased its stake in UTA to 83%;
- November 2018: Edenred acquired Corporate Spending Innovations (CSI), one of the leading providers of automated corporate payment software in North America;
- November 2018: Edenred acquired The Right Fuelcard Company (TRFC), the number four fuel card program manager in the United Kingdom;
- January 2019: Edenred signed an agreement for the dual acquisition of Merits & Benefits and Ekivita, market leaders in employee engagement platforms in Belgium;
- May 2019: Edenred acquired Italian employee engagement platform Easy Welfare;
- July 2019: Edenred acquired Benefit Online, a Romanian employee engagement platform;
- September 2019: Edenred signed an agreement to acquire EBV Finance, a Lithuanian company specialized in tax refunds for European transportation companies;
- January 2020: Edenred strengthened its leadership position in the United Arab Emirates payroll cards market with the acquisition of the payroll card portfolio of Mint;
- May 2020: Edenred became the owner of 100% of UTA;
- May 2020: Edenred strengthened its position in the Brazilian market with the acquisition of employee benefits operations from Cooper Card.

Joint ventures and alliances over the past three years

- January 2018: Edenred joined forces with Partech Ventures, its partner since 2011, to explore the African market;
- February 2018: Foncia chose Edenred to develop a digital payment method for collecting funds by wire transfer;
- September 2018: Edenred signed an exclusive partnership agreement pursuant to which its Employee Benefits solutions will be distributed in Brazil by Itaú Unibanco, the country's largest privately owned bank;
- October 2018: Edenred forged a partnership with Crédit Mutuel, whose customer advisors (and those of its subsidiary CIC) will market the *Ticket Restaurant* card to their clients;
- February 2019: Edenred launched its Corporate Payment Services offer in Africa with Jumia Travel, Africa's top online hotel booking portal;
- July 2019: Edenred joined forces with Swave, the French platform dedicated to innovation in financial services (fintech, insurtech and paytech), which was founded in 2017 at the initiative of the French State.

Disposals over the past three years

None.

For more information about acquisitions, development projects and disposals in 2020, see Chapter 7, Note 2 to the consolidated financial statements, pages 229 et 230.

1.5 Regulatory environment

1.5.1 Income tax and payroll tax rules

1.5.1.1 Overview

Employee benefits are exempted from income tax and/or payroll taxes as part of government strategies to encourage their use as an instrument of social policy. To ensure the effectiveness of this incentive system, strict rules govern the allocation and use of these solutions, particularly regarding the employer's contribution and role, the eligible beneficiaries and how the benefits may be used.

In some countries, companies have to be licensed to operate in the Employee Benefits market. They may also be subject to legal and regulatory requirements governing the issue of digital tickets or investment of the float (corresponding to the cash received from clients for prepaid services that has not yet been reimbursed to partner merchants). This is the case in France and Romania, for example (see section 2.1.4, page 40 and Note 4.7 to the consolidated financial statements, page 241).

The Fleet & Mobility Solutions business line is not affected by the existence of these kinds of exemptions.

The regulatory environment is illustrated in the following sub-sections by a description of the legislation applicable to meal vouchers in France and Brazil.

1.5.1.2 Regime applicable in France

Rules governing the allocation and use of meal vouchers

The allocation of meal vouchers by an employer is governed by a set of rules that include the following:

- the vouchers may only be allocated to company employees (including interns, in accordance with Article L.124-13 of the French Education Code [*Code de l'éducation*]);
- all employees of the company must be allocated vouchers with the same face value. However, an employer can choose to allocate meal vouchers only to selected employees, provided that the selection criteria are non-discriminatory;
- employees can only receive one voucher per meal eaten within their daily working hours (part-time employees therefore receive a meal voucher when their working hours include time set aside for a meal).

The use of meal vouchers by employees is also governed by a set of rules that include the following:

- employee users may use the vouchers to pay for their restaurant meal or the purchase of a ready-meal, dairy products or fruit and vegetables up to a daily limit of €19. Partner merchants are not allowed to give any money back on paper voucher payments, while paperless vouchers allow employees to pay merchants the exact amount of the transaction. Government order no. 2020-706 of June 10, 2020 authorized a temporary increase in the daily limit on meal vouchers used exclusively in restaurants, cafés and bars to €38. The authorization was initially planned to remain in effect until December 31, 2020, but was extended to August 31, 2021 by government order no. 2021-104 of February 2, 2021;
- meal vouchers cannot be used on Sundays or public holidays, unless an exception is made by the employer exclusively for employees working on those days. For paper vouchers, this decision is to be explicitly stated on the voucher itself. For paperless solutions, the employer is to inform the employees concerned of the decision by any means before issuing the benefit. The abovementioned government order no. 2020-706 of June 10 temporarily authorized the use of meal vouchers on Sundays and public holidays exclusively in restaurants, cafés and bars. The authorization was initially planned to remain in effect until December 31, 2020 but was extended to August 31, 2021 by government order no. 2021-104 of February 2, 2021.

The public authorities also used the abovementioned government order no. 2021-104 to extend the validity of 2020 meal vouchers until August 31, 2021. Aside from persons and organizations working as restaurant owners or greengrocers, the only merchants that can accept meal vouchers are those accredited by France's *Commission Nationale des Titres Restaurant* (CNTR).

Employer and employee benefits

Meal vouchers are financed jointly by the employer (or in some cases the social and economic council) and the employee. The employer's contribution (plus – for the calculation of the ceilings below – any contribution by the social and economic council) cannot represent less than 50% or more than 60% of the vouchers' face value. The employer's contribution is exempt from employee and employer social security contributions provided that it does not exceed a certain ceiling, which is adjusted each year in line with the consumer price index (excluding tobacco) during the 12 months to October 1 of the year preceding the year the meal vouchers are acquired, rounded, if applicable, to the nearest cent (Article 81, 19° of the French General Tax Code (*Code général des impôts*), amended by France's 2020 Finance Act no. 2019-1479 of December 28, 2019). This exemption ceiling was maintained at €5.55 for 2021. The employer is free to contribute more than this amount, provided that the 50% and 60% minimum and maximum limits mentioned above are adhered to. In this case, only the fraction of the contribution in excess of the exemption ceiling is added back for the purpose of calculating the basis of assessment of social security contributions.

Tax benefits for employees

Meal vouchers represent tax-free income for the employee user, as the portion of the face value paid by the employer within the legal limits is not subject to personal income tax.

1.5.1.3 Regime applicable in Brazil

According to the Brazilian food and meal vouchers law (Labour Food Program – PAT), there are two types of food-related vouchers in Brazil: meal vouchers (*vale refeição*) and food vouchers (*vale alimentação*). Meal vouchers may only be used in restaurants and fast-food outlets, while food vouchers may only be used in supermarkets and grocery stores. These two types of vouchers are not interchangeable.

Companies that want to give meal or food vouchers to their employees have to register with the Brazilian Labour Ministry. They can decide to give the vouchers to selected employees only, provided that all employees who are paid less than five times the minimum wage are included.

As in France, part of the vouchers' face value is financed by the employer and part by the employee. The employee's contribution cannot exceed 20% of the face value and, in practice, employers generally finance the total amount. Meal vouchers are totally tax-exempt for both the employer and the employee. For large companies, in addition to being exempt from payroll taxes, which in Brazil can represent up to 100% of gross fixed pay, the employer's contribution is deducted from corporate income tax up to the equivalent of 4% of the tax due for each tax year. Since November 11, 2017, the Labour Reform, which reformulated the Brazilian Labour Code, is enforceable in Brazil. This law introduces, among other things, food aid provided by employers. Food aid may not be paid in cash and is not considered as part of the salary. As such, it is exempt from social security levies. The Labour Reform does not introduce any changes to the Brazilian food and meal vouchers law (Labour Food Program – PAT).

1.5.2 Other regulations

1.5.2.1 Within the European Union

All employee benefits are excluded from the scope of European directive 2009/110/EC of September 16, 2009 (the "E-Money directive") and directive (EU) 2015/2366 of November 25, 2015 (the "Payment Services directive"). The E-Money directive emphasizes that it is not intended to apply to "monetary value stored on specific prepaid instruments, designed to address precise needs that can be used only in a limited way", particularly because these instruments are only accepted within a "limited network" or can only be used to purchase "a limited range of goods or services, regardless of the geographical location of the point of sale". It states that this may include "meal vouchers or vouchers for services (such as vouchers for childcare, or vouchers for social or services schemes which subsidize the employment of staff to carry out household tasks such as cleaning, ironing or gardening), which are sometimes subject to a specific tax or labour legal framework designed to promote the use of such instruments to meet the objectives laid down in social legislation". The exclusion of all employee benefits is confirmed in the Payment Services directive, which provides a regulatory framework for payment services in the European Union. It clearly and unconditionally excludes "instruments valid only in a single member State provided at the request of an undertaking or a public sector entity and regulated by a national or regional public authority for specific social or tax purposes to acquire specific goods or services from suppliers having a commercial agreement with the issuer".

The Incentive & Rewards, Fleet & Mobility Solutions and Corporate Payment Services portfolios contain some programs involving the issuance of e-money and/or the supply of payment services, which can only be issued by licensed institutions subject to specific capital adequacy rules. The Group offers these types of solutions through its subsidiaries PrePay Solutions UK and PPS EU, e-money issuers licensed in the UK and Belgium, respectively, and through the two e-money issuers created by the Group in Italy and France to meet local needs – Edenred Italia Fin S.r.l. and Edenred Paiement SAS.

Thanks to these four e-money issuers, Edenred can offer solutions, through its European subsidiaries, based on prepaid cards regarded as e-money. Each of these e-money issuers complies with all applicable capital adequacy and other requirements. The main rule resulting from the classification of certain programs as e-money or payment services concerns the obligation to protect the funds received in exchange for the issue of e-money or for the purpose of making a payment order. These funds are reported in the balance sheet under "Restricted cash" (see section 2.1.4, page 40 and Note 4.7 to the consolidated financial statements, page 241).

Following the United Kingdom's departure from the European Union on December 31, 2020, PrePay Solutions UK continues to issue e-money for use on its domestic market. PPS EU is now responsible for issuing and distributing e-money *via* other European subsidiaries.

1.5.2.2 Outside the European Union

The Group keeps a particularly watchful eye on the emergence of regulations that are similar to the E-Money and Payment Services directives in all countries in which it operates.

In several countries, regulations governing payment services and/or e-money sometimes take a similar approach to the European Union's Regulations, acknowledging the exceptional nature of the Employee Benefits offered by Edenred.

This is the case, for example, in Turkey, where regulations covering both payment services and e-money entered into force in June 2015. Just like the European Union's E-Money and Payment Services directives, the Turkish Regulations provide for the exclusion of instruments accepted within a "limited network" or which only grant access to "a limited range of goods or services".

Since 2014, the Central Bank in Brazil has been in charge of regulating procedures for the issue and functioning of certain electronic payment instruments. Circular no. 3,886 issued on March 26, 2018 recognized the specific nature of food and meal vouchers and excluded them from the Central Bank's scope of supervision. Edenred's other operations in Brazil, including the issuance and distribution of fuel cards, remain within the Central Bank's scope. The freight business company (*Repom*) is authorized by the Brazilian Central Bank to operate in close-loop schemes with the issuer. Fuel card and maintenance company *Ticket Soluçoes* is also authorized by the Brazilian Central Bank to operate in close-loop schemes. Others registration applications for companies affected by these regulations were still being reviewed by the Central Bank on December 31, 2020.

1.6 Contractual relationships

1.6.1 Contractual relationships with clients

Master contracts are signed with major accounts that generate significant business volume, organizing business relations with these clients.

Such master contracts are generally signed following a call for bids and may cover one or several of the corporate clients' facilities or subsidiaries. They are usually for periods of one to three years. In particular, they specify the terms of the compensation to be paid to the Edenred unit concerned and the frequency of invoicing and remittance.

For small and medium-sized enterprises and micro-enterprises with limited needs that require greater ordering flexibility, contractual relations are generally based on order forms containing Edenred's general conditions of sale. As part of its digitalization process, the Group also makes use of online contractual agreements and simple, advanced or qualified electronic signatures.

1.6.2 Contractual relationships with merchants

The affiliation of merchants accepting Edenred solutions is formalized by paper or electronic contracts between the Edenred subsidiary and each merchant.

In particular, these contracts specify the terms of the Edenred subsidiary's compensation and the conditions and technical procedures governing the acceptance of the Edenred solutions.

1.6.3 Contractual relationships with suppliers and service providers

Relations between Edenred or its subsidiaries and external suppliers or service providers are governed by standard contracts. Close attention is paid to services with associated intellectual property rights in order to ensure that the rights of Edenred and its subsidiaries are clearly determined.

Edenred uses many suppliers and is not dependent on any single company. In order to benefit from powerful, scalable and secure technological infrastructures, the Group favours the use of public or private cloud-based IT solutions, from providers hailed by the market for the quality of their services and long-term viability. The Group has notably implemented global master agreements with leading providers of cloud-based solutions and the associated network aspects. These agreements are particularly demanding in terms of compliance, security and availability. To support the digitalization of the Group's solutions, plastic card production, electronic payment services and technical acquisition or authorization services are also outsourced, with the appropriate diligence and care. Particular attention is also paid to the contractual and technical management of providers dealing with personal data, notably to ensure that the processing complies with applicable legislation such as the European General Data Protection Regulation (GDPR).

1.7 Intellectual property

Edenred's intellectual property mainly consists of its portfolio of brands and domain names. Intellectual property rights are managed by a dedicated in-house team and monitored worldwide by specialized service providers. *Ticket Restaurant* [1] and all other trade names of Edenred solutions and services are registered trademarks of Edenred S.A.

Edenred ensures that its protected trademarks are never used inappropriately, with a special focus on preserving their distinctive character.

1.8 Real estate

Most of the Group's offices are leased. The Group does not expect to encounter any problems in renewing the leases.

(1) Edenred does not own the Ticket Restaurant trademark in Portugal.

2

Financial review

AFR

2.1 Consolidated results

2.1.1 Introduction

Edenred, a unique intermediation platform, has demonstrated its resilience in the face of the health crisis and returned to growth in second-half 2020

- Operating revenue of €1,423 million, down just 1.6% like-for-like from the previous year, with Europe up 1.3%.
- Like-for-like growth in operating revenue of 1.1% in the second half of the year (+1.2% in the fourth quarter).
- Total revenue of €1,465 million, down 2.0% like-for-like and 9.9% as reported, reflecting unfavourable currency effects.

Edenred recorded a solid financial performance despite the global situation and unfavourable currency effects, demonstrating its agility and the robustness of its business model

- EBITDA of €580 million, down 4.6% like-for-like (-13.2% as reported) in 2020, in line with guidance (€550 million-€600 million) and up 2.5% like-for-like in the second half of the year
- EBITDA margin maintained at 39.6%, down 1.1 points like-for-like for the full year and up 0.8 points for the second half.
- Net profit, Group share of €238 million, down €74 million from the previous year, in line with the decrease in EBITDA.
- Strong free cash flow generation of €640 million, driven by the rebound in business in the second half, careful cash management and longer retention time for user-allocated funds as a consequence of the health crisis.
- Net debt/EBITDA ratio stable at 1.9x.
- Proposed dividend: €0.75 per share, an increase of 7.1%.

Edenred was able to rebound in 2020 and prepare for 2021, by increasing its investments and leveraging its agility and its strong sales momentum

- Faster digitalization of Employee Benefits in Europe (+9 points *vs.* 2019), driven notably by more widespread use of remote working.
- Development of earmarked funds solutions to provide targeted support to sectors hard hit by the crisis, such as restaurants and tourism.
- Launch and ramp-up of new offers (*e.g.*, fleet maintenance in Brazil, Ticket Mobilité in France and *Ticket Restaurant* in the United States).
- Acceleration of the Corporate Social Responsibility policy, with improvements in key indicators in the three areas: "People, Planet, Progress".

Edenred has all the assets necessary – innovation, business excellence and targeted M&A firepower – to step up the pace and generate sustainable and profitable growth in a post-Covid world

- Edenred is particularly well positioned to seize the opportunities created by a number of macro trends in the world of work, which have been accelerated by the health crisis:
  - a more connected, digital and mobile-first world,
  - amore remote-working world,
  - a world seeking socially and environmentally responsible solutions,
  - a world where B2B payments are increasingly automated and digital;
- While the first half of 2021 is likely to still be impacted by health restrictions, weighing on the Group's growth, the situation is expected to improve in the second half, supporting Edenred's growth.

Despite the uncertain health situation, Edenred intends to achieve like-for-like EBITDA growth in 2021 of minimum 6%.

The consolidated financial statements [1] for 2020 were approved for publication by the Board of Directors on March 1, 2021.

(1) *The audit has been completed and the auditors issued their opinion after having finalized the review of the management report and the due diligences on 2020 financial statements related to the ESEF electronic format.*

Key financial metrics for 2020:

(in € millions)	2020	2019	% CHANGE (LIKE-FOR-LIKE)	% CHANGE (REPORTED)
Operating revenue	1,423	1,570	-1.6%	-9.4%
Other revenue (A)	42	56	-11.9%	-25.0%
Total revenue	**1,465**	**1,626**	**-2.0%**	**-9.9%**
EBITDA	**580**	**668**	**-4.6%**	**-13.2%**
Operating EBIT (B)	413	489	-7.1%	-15.6%
EBIT (A + B)	**455**	**545**	**-7.6%**	**-16.5%**
Net profit, Group share	**238**	**312**		**-23.7%**
Free cash flow	*640*	*400*		*+60.0%*
Net debt	**1,115**	**1,290**		**-13.6%**
Leverage ratio (net debt/EBITDA)	*1.9x*	*1.9x*		

2

2.1.2 Analysis of consolidated financial results

Total revenue: €1,465 million

Total revenue for 2020 amounted to €1,465 million, down 2.0% like-for-like compared with 2019. On a reported basis, an unfavourable currency effect (-8.1%) and a slightly positive scope effect (+0.2%) resulted in a decrease of 9.9%.

Total revenue for the fourth quarter of 2020 was €412 million, a slight increase of 0.6% like-for-like and a decrease of 9.6% as reported, reflecting a negative currency effect (-10.1%) and a slightly negative scope effect (-0.1%).

Edenred demonstrated its capacity for robust growth early in the year, then limited the erosion of its revenues at the peak of the health crisis, thanks notably to its high proportion of digital solutions, before returning to growth as early as the third quarter.

In the fourth quarter, the Group's ongoing sales and marketing efforts in all its business lines resulted in operating revenue of €402 million, up 1.2% like-for-like (-8.7% as reported), representing a faster pace of growth than in the third quarter despite new lockdown measures in Europe.

Operating revenue: €1,423 million

For full-year 2020, operating revenue came to €1,423 million, down 1.6% like-for-like and 9.4% as reported, including a negative currency effect (-8.0%) and a positive scope effect (+0.3%).

(in € millions)	2020	2019	% CHANGE (LIKE-FOR-LIKE)	% CHANGE (REPORTED)
Employee Benefits	874	975	-4.4%	-10.3%
Fleet & Mobility Solutions	355	409	-1.2%	-13.2%
Complementary Solutions	194	186	+11.8%	+4.2%
TOTAL	**1,423**	**1,570**	**-1.6%**	**-9.4%**

Operating revenue for the **Employee Benefits** business line was €874 million in 2020, representing 61% of the consolidated total, and €255 million in the fourth quarter. Operating revenue fell by 4.4% like-for-like (-10.3% as reported) over the full year. In the fourth quarter, operating revenue returned to growth, with a like-for-like increase of 0.6% (-6.7% as reported), representing an improvement over the third quarter (-1.4%).

With the global health crisis making the digitalization of its solutions even more relevant, Edenred continued to innovate to enhance its portfolio of services for clients and merchants. For example, the Group now has more than 100 online partners in 16 countries, primarily meal delivery platforms connected *via* the app-to-app payment service. Thanks to this expansion, Edenred has the most comprehensive and the most flexible ecosystem in the workplace meals segment today. The equivalent of a virtual canteen, its solution gives users access to more than one million partner restaurants, allowing them to enjoy meals anytime, anywhere, dining in or from home, whether they're working in the office or remotely. More satisfying for users and more economical for employers, this offer enables Edenred to support companies such as Spotify in the United States, Siemens in Belgium and Orange in France as they transition to new ways of working.

Edenred also took the shift to digital even further in 2020 by launching a 100% virtual *Ticket Restaurant* solution, which uses no paper or plastic cards, in Spain and Finland, and more recently in France.

Thanks to these services, which make the Group's virtual offering more attractive, the portion of digital solutions in the Employee Benefits portfolio in Europe was up 9 points *versus* 2019. As a result, digital solutions accounted for 86% of total Group volume in 2020.

In the **Fleet & Mobility Solutions** business line, which accounts for 25% of the Group's business, like-for-like operating revenue decreased by 1.2% in 2020 (-13.2% as reported) to €355 million. This limited drop reflects the business line's stronger resilience, despite lower fuel prices than in 2019. Operating revenue dipped by just 0.6% like-for-like (-16.2% as reported) in the fourth quarter, confirming the rebound observed in the third quarter (-1.5%). This improvement was driven by the dynamic performances of the sales and marketing teams and the success of the Beyond Fuel strategy, which sets Edenred's offering apart and generates cross-selling opportunities, while also reducing its exposure to fuel price fluctuations. Combined with the impact of exchange rate variations and the drop in crude oil prices, these developments have enabled Edenred to reduce the sensitivity to fuel prices of its total revenue by 20%.

The **Complementary Solutions** business line, which represents 14% of the Group's business, encompasses Corporate Payment Services, Incentive & Rewards Solutions, and Public Social Programs. In 2020, it recorded operating revenue of €194 million, up 11.8% like-for-like and 4.2% as reported. The business continued to grow in the fourth quarter, with operating revenue up 8.3% like-for-like (-3.1% as reported). The increase stems from the earmarked funds programs implemented during the year to support vulnerable people and sectors and from the strong sales performance in Incentive & Rewards programs.

Edenred's Corporate Payment Services business in North America, which is operated by its CSI subsidiary, was impacted in 2020 by the fall-off in transactions carried out by its clients, particularly in the hospitality and media industries. Despite the crisis, the volume of new client wins was in line with the Group's ambitions, thanks to a differentiated and constantly evolving portfolio of services and to the gradual ramp-up of indirect distribution agreements, including those signed with leading financial institutions. In addition, Sage expanded its partnership with CSI to provide US clients with a comprehensive accounts payable solution, fully integrated into its cloud-based Sage Intacct offering, starting in first-quarter 2021.

Operating revenue by region

(in € millions)	2020	2019	% CHANGE (LIKE-FOR-LIKE)	% CHANGE (REPORTED)
Europe	900	884	+1.3%	+1.9%
Latin America	406	559	-6.7%	-27.4%
Rest of the World	117	127	-0.2%	-8.3%
TOTAL	**1,423**	**1,570**	**-1.6%**	**-9.4%**

In **Europe**, operating revenue rose by 1.3% like-for-like (+1.9% as reported) to €900 million, representing 63% of consolidated operating revenue in 2020. In fourth-quarter 2020, operating revenue came to €265 million, up 4.5% on a like-for-like basis and as reported. Fourth-quarter growth was weaker than in the third quarter (+7.3%) because of the additional health-related restrictions imposed by countries in the region starting in late October 2020.

In **France**, operating revenue amounted to €253 million for the year, down 4.0% like-for-like and as reported. In the fourth quarter, operating revenue increased by 1.4% like-for-like and as reported, despite the second wave of lockdown measures. Edenred recorded a sharp upturn in business after being hit hard by lockdown and short-time working measures in the second quarter. The rebound was notably due to a renewed sales and marketing drive in all business lines and to the efforts made by restaurants to maintain business continuity, through take-away and delivery services.

Operating revenue in **Europe excluding France** rose by 3.6% like-for-like in 2020 (+4.4% as reported) to €647 million. In the fourth quarter, growth in operating revenue came to 5.9% like-for-like and as reported. More resilient than the rest of the Group during the year, this region rebounded sharply thanks to the digitalization of its solutions and the energy of its sales and marketing teams, as demonstrated by the end-of-year gift card campaign, as well as to the development of new products, such as value-added services for trucking companies.

Operating revenue in **Latin America** amounted to €406 million, down 6.7% like-for-like and 27.4% as reported, reflecting the sharp drop in the value of the Brazilian real and the Mexican peso (-25% and -12%, respectively). The region accounted for 29% of Edenred's consolidated operating revenue in 2020. In the fourth quarter, operating revenue for the region came to €108 million, down 3.3% like-for-like (-28.5% as reported), representing an improvement over the third quarter (-7.6% like-for-like).

In **Brazil**, on a like-for-like basis, operating revenue was down 5.8% for the year and 2.9% for the fourth quarter alone, which was an improvement compared to the previous quarter (-4.4%). This performance reflects the health-related restrictions still in place, although not as strict as during the first lockdown, and notably the closure of restaurants in certain areas. By swiftly developing partnerships with meal delivery platforms, Edenred has enabled restaurants and users to continue to benefit from its platform despite the unfavourable conditions. After demonstrating resilience at the height of the crisis, the Fleet & Mobility Solutions business line continued to build on the solid performance posted in the third quarter, notably thanks to the success of maintenance management solutions.

Hispanic Latin America was particularly impacted by the health crisis in 2020, notably due to the implementation of health-related restrictions for a longer period of time than in other regions. Operating revenue for the year was down 8.8% like-for-like. However, following the gradual and partial lifting of lockdown measures in various countries, operating revenue only fell by 4.2% in the fourth quarter, representing a sharp improvement over the previous quarter (-15.4%). Mexico, Edenred's main market in the region, continued to be heavily impacted by the crisis, notably due to the economic downturn, increased unemployment and lower fuel prices compared with the prior-year period.

Operating revenue in the **Rest of the World** region, which accounted for 8% of consolidated operating revenue in 2020, came to €117 million, down 0.2% year-on-year on a like-for-like basis (-8.3% as reported). In the fourth quarter, operating revenue contracted by 2.9% like-for-like (-18.0% as reported), representing an improvement over the third quarter (-4.1%). This performance reflects the resilience of Edenred's operations in this region, with the exception of North America, which continued to be heavily impacted by the crisis.

Other revenue: €42 million

In 2020, other revenue came to €42 million, down 11.9% like-for-like (-25.0% as reported), reflecting the adverse impact of a generalized decrease in interest rates worldwide and a significantly negative currency effect. In the fourth quarter, other revenue fell by 18.1% like-for-like and 34.8% as reported.

EBITDA: €580 million

EBITDA amounted to €580 million in 2020, a decrease of 4.6% like-for-like and 13.2% as reported, with growth of 2.5% and a margin improvement of 0.8 points like-for-like in the second half of the year.

This performance was made possible thanks notably to the implementation, at the end of the first quarter, of a plan to reduce costs by €100 million compared with the 2020 budget. Ultimately, Edenred managed to exceed this objective while preserving its capacity for technological innovation and development, pursuing its efforts in the areas of employer appeal and employee engagement, and continuing to roll out its Corporate Social Responsibility policy.

In Europe, EBITDA was up 3.9% like-for-like, reflecting the rebound in revenue growth in this region. In Latin America, EBITDA remained lower than in 2019 for the full year (-8.3% like-for-like) despite a sharp improvement in the second half (-0.9% like-for-like).

EBITDA margin came in at 39.6% for the year, down 1.1 points like-for-like and 1.5 points as reported.

Net profit, Group share: €238 million

Net profit, Group share amounted to €238 million in 2020, down €74 million from 2019, in line with the decrease in EBITDA.

Further progress in CSR

In 2020, Edenred continued to implement its "People, Planet, Progress" Corporate Social Responsibility policy, which is aimed at improving quality of life, protecting the environment and creating value ethically and responsibly. In addition to tying one of its financing instruments to its CSR performance in 2020, Edenred also made progress during the year on its objectives for 2022 and 2030, despite the pandemic. For example, women now hold 29% of the Group's executive positions, representing an increase of 2 points *versus* the prior year, for a target of 40% by 2030.

Through its solutions, which enable more responsible behaviour, and its own initiatives, Edenred is contributing to 12 of the United Nations' 17 Sustainable Development Goals. In particular, thanks to its earmarked funds platform, Edenred is creating virtuous ecosystems that contribute to the fight against the informal economy, fraud, food insecurity, inequality and climate change.

2.1.3 Dividend and payout ratio

The Group recommends a dividend of €0.75 in respect of the fiscal year 2020. Consistent with the Group's growth profile, performance and solid financial position, the dividend is up 7.1% from last year. Shareholders may opt to receive the dividend 100% in cash or 100% in shares, with a 10% discount. The dividend will be submitted to the shareholders' approval at Edenred's Annual General Meeting to be held on May 11, 2021.

For more information on the capital allocation policy, see the Introduction, page 14.

	2020	2019
Net profit, Group share	238	312
Weighted average number of shares outstanding *(in millions)*	245	242
Earnings per share, Group share *(in €)*	0.97	1.29
Ordinary dividend per share *(in €)*	0.75[1]	0.70
Ordinary dividend payout *(in € millions)*	169	206

(1) To be recommended at the General Meeting on May 11, 2021.

2.1.4 Liquidity and financial resources

Cash flows[1]

(in € millions)	2020	2019
Net cash from (used in) operating activities	744	498
Net cash from (used in) operating activities including other income and expenses	718	465
Net cash from (used in) investing activities	(294)	(869)
Net cash from (used in) financing activities	(286)	30
Effect of changes in exchange rates and fair values	(74)	10
Net increase (decrease) in cash and cash equivalents	**64**	**(364)**
Cash and cash equivalents at beginning of period	952	1,316
Cash and cash equivalents at end of period	1,016	952
Net increase (decrease) in cash and cash equivalents	**64**	**(364)**

Net cash from operating activities corresponds to funds from operations before other income and expenses, plus the change in working capital (*i.e.*, the recurring increase in negative working capital requirement) plus the change in restricted cash.

Restricted cash corresponds mainly to voucher reserve funds subject to special regulations in the following countries: the United Kingdom (€985 million), France (€880 million), Belgium (€377 million), Romania (€120 million), the United States (€88 million), Brazil (€40 million), Mexico (€25 million), Italy (€19 million), Taiwan (€13 million), the United Arab Emirates (€11 million), Bulgaria (€11 million) and Uruguay (€7 million).

(1) See the consolidated statement of cash flows on page 223 and Note 4.6 to the consolidated financial statements, page 240.

Working capital requirement

The following table sets out the items that make up the working capital requirement, excluding restricted cash.

(in € millions)	DEC. 31, 2020	DEC. 31, 2019	CHANGE DEC. 31, 2020/DEC. 31, 2019
Inventories, net	43	32	11
Trade receivables, net	1,743	2,073	(330)
Other receivables, net	283	327	(44)
Working capital – assets	**2,069**	**2,432**	**(363)**
Trade payables	(669)	(261)	(408)
Other payables	(1,439)	(1,072)	(367)
Funds to be redeemed	(4,874)	(5,161)	287
Working capital – liabilities	**(6,982)**	**(6,494)**	**(488)**
NEGATIVE WORKING CAPITAL	**(4,913)**	**(4,062)**	**(851)**
Corporate income tax liabilities	(11)	(33)	22
Negative working capital (incl. corporate income tax liabilities)	(4,924)	(4,095)	(829)

Negative working capital requirement at December 31, 2020 was up €829 million compared with December 31, 2019.

Debt

Net debt analysis

Edenred had net debt of €1.12 billion at December 31, 2020 (*versus* €1.29 billion a year earlier), resulting in a net debt to EBITDA ratio of 1.9x, which is stable compared with end-2019. The change in net debt reflects strong free cash flow generation, the €101 million returned to shareholders over the previous 12 months and the negative €333 million impact of currency effects and nonrecurring items[1].

(in € millions)	DEC. 31, 2020	DEC. 31, 2019
Non-current debt	2,928	2,421
Other non-current financial liabilities	99	139
Current debt	157	374
Other current financial liabilities	98	177
Bank overdrafts	109	52
Debt and other financial liabilities	**3,391**	**3,163**
Current financial assets	(130)	(136)
Other marketable securities	(1,021)	(733)
Cash and cash equivalents	(1,125)	(1,004)
Cash and cash equivalents and other current financial assets	**(2,276)**	**(1,873)**
NET DEBT	**1,115**	**1,290**

At end-2020, the cost of the Group's debt had improved to 0.8% and its average debt maturity had increased to more than five years.

In May 2020, Standard & Poor's confirmed the Group's BBB+ Strong Investment Grade rating with a stable outlook.

On June 18, 2020, Edenred issued €600 million worth of nine-year bonds maturing on June 18, 2029 and paying a coupon of 1.375%. The bond issuance enabled the Group to strengthen its financial resources and extend the average maturity of its debt under favourable conditions.

(1) This amount does not include the €157 million fine issued by France's antitrust authority, which will be paid in first-quarter 2021.

(in € millions)	**DEC. 31, 2020 CARRYING AMOUNT**	CONTRACTUAL FLOWS	2021	2022	2023	2024	2025	2026 AND BEYOND
Convertible bonds	500	500	-	-	-	500	-	-
Bonds	2,382	2,382	-	233	-	-	492	1,657
Schuldschein	145	145	113	-	32	-	-	-
Neu CP	-	-	-	-	-	-	-	-
Bank borrowings	58	58	44	9	4	1	-	-
Future interest	N/A	216	42	37	34	34	28	41
Bank overdrafts	109	109	109	-	-	-	-	-
DEBT	3,194	3,410	308	279	70	535	520	1,698
Other financial liabilities	197	197	98	43	18	11	8	19
Future interest	N/A	(87)	(21)	(18)	(16)	(15)	(11)	(6)
OTHER FINANCIAL LIABILITIES	197	110	77	25	2	(4)	(3)	13
DEBT AND OTHER FINANCIAL LIABILITIES	**3,391**	**3,520**	**385**	**304**	**72**	**531**	**517**	**1,711**

The maturity of financial investments (see Note 6.3, page 253, and Note 4.7 "Change in restricted cash" to the consolidated financial statements, page 241) breaks down as follows:

- maturity > 1 year: 22%;
- maturity < 1 year: 78%.

Other marketable securities include €764 million worth of term deposits and equivalents with maturities of more than three months and €257 million worth of money market securities and bonds, as well as UCITS.

Cash and cash equivalents break down as €628 million in cash and €497 million in money market securities and bonds, as well as UCITS.

Funds from operations and free cash flow

Despite the pandemic, Edenred's business model enabled it to generate funds from operations before other income and expenses (FFO) of €475 million in 2020, an increase of 2.7% like-for-like and a decrease of 9.4% as reported.

Despite the negative currency effect, the float increased by €685 million over the period thanks to the upturn in business in the second half and the extension of retention times for prepaid funds by about one and a half weeks. This phenomenon is due to lesser usage of solutions during lockdown periods and is expected to gradually dissipate in 2021.

At December 31, 2020, Edenred had a float of €3.7 billion.

Thanks to the high level of cash generated from operations, combined with an increase in the structurally negative working capital requirement, the Group generated €640 million in free cash flow in 2020, while continuing to invest in its technology assets, notably in the areas of cybersecurity and compliance. Recurring capital expenditure totalled €104 million in 2020, *versus* €98 million in 2019, representing an increase of 6%.

(in € millions)	**2020**	2019
+ Net profit, Group share	238	312
+ Non-controlling interests	28	34
- Share of net profit from equity-accounted companies	(13)	(14)
- Depreciation, amortization and changes in operating provisions	130	126
- Expenses related to share-based payments	14	16
- Non-cash impact of other income and expenses	36	14
- Difference between income tax paid and income tax expense	(2)	(8)
- Dividends received from equity-accounted companies	16	9
= Funds from operations including other income and expenses	**447**	**489**
- Other income and expenses (including restructuring costs)	28	35
+ Funds from operations before other income and expenses (FFO)	**475**	**524**
+ Decrease (increase) in working capital	1,039	369
+ Decrease (increase) in restricted cash	(770)	(395)
+ Recurring expenditure	(104)	(98)
= Free cash flow	*640*	*400*

Equity

Equity represented a negative amount of **€1,230 million** at December 31, 2020 and €1,193 million at the end of the previous year.

This is due to the recognition at historical cost of the assets contributed or sold to Edenred by Accor through the asset contribution-demerger transaction. It has no impact on the Group's refinancing capacity, the underlying strength of its financial position or its dividend-paying ability.

The statement of changes in equity is presented on page 225 of the consolidated financial statements.

Off-balance sheet commitments

Off-balance sheet commitments amounted to €430 million at December 31, 2020, *versus* €475 million a year earlier. For more details, see Note 11.5 to the consolidated financial statements, page 286.

2.1.5 Management indicators

Key ratios and indicators

	2020	2019
Like-for-like growth in operating revenue	-1.6%	+13.9%
EBITDA margin	39.6%	41.1%
EBIT margin	31.0%	33.5%
Like-for-like growth in FFO[(1)]	+2.7%	+16.5%
Adjusted FFO/adjusted net debt[(2)]	**32.6%***	**33.5%***

* *The Group's estimated ratio of adjusted funds from operations to adjusted net debt was 32.6% at December 31, 2020, above the 30% threshold forming one of the main ratios for the "Strong Investment Grade" rating based on Standard & Poor's criteria, compared with a ratio of 33.5% at December 31, 2019 (figures reported in the rating published by S&P Global Ratings on May 11, 2020).*

(1) FFO = Funds from operations before other income and expenses: the calculation appears in the table above the key ratios and indicators table.

(2) Adjusted FFO/adjusted net debt and Adjusted net debt/EBITDA (estimated) ratios: see table below.

Adjusted FFO/adjusted net debt and Adjusted net debt/EBITDA (estimated) ratios

(in € millions)	**2020**	2019
Net debt (cash) at December 31	1,115	1,290
Standard & Poor's adjustment:	302	288
Adjusted net debt (cash)	1,417	1,578
EBITDA	580	668
Standard & Poor's adjustment:	5	(8)
Adjusted EBITDA	585	660
Adjusted net debt/adjusted EBITDA (estimated)	2.4	2.4
Net debt/EBITDA	1.9	1.9
Adjusted FFO	462	499
Adjusted FFO/adjusted net debt	**32.6%***	**33.5%***

* *The Group's estimated ratio of adjusted funds from operations to adjusted net debt was 32.6% at December 31, 2020, above the 30% threshold forming one of the main ratios for the "Strong Investment Grade" rating based on Standard & Poor's criteria, compared with a ratio of 33.5% at December 31, 2019 (figures reported in the rating published by S&P Global Ratings on May 11, 2020).*

2.1.6 Material contracts

The Group did not enter into any contracts representing a material obligation or commitment for the Group in 2019 or 2020.

2.1.7 Foreseeable developments

The outlook for 2021 is described in Chapter 1, page 28.

2.1.8 Main risks and uncertainties

The main risks and uncertainties that may affect Edenred in the current financial year are the same as the ones described in Chapter 4 "Risk factors and management", page 67.

The Group has observed continued turbulence in the prevailing general economic conditions due to the significant health risks arising from the coronavirus epidemic and the restrictions introduced in response by governments around the world. As a result, the environment remains uncertain in 2021.

IIn 2020, a year in which Edenred had to contend with an unprecedented crisis, the Group demonstrated its resilience and capacity to rebound. Thanks to the high proportion of digital solutions in its portfolio, Edenred was able to protect its employees – almost 95% of whom worked remotely during the lockdowns – while ensuring business continuity.

At the end of the first quarter of 2021, aside from negative changes in exchange rates and oil prices seen since the start of the health crisis, Edenred has not observed any material negative impacts on its various businesses. However, the ongoing epidemic could have a negative impact on growth in the business volume generated by the Group's solutions, the extent of which is not possible to estimate precisely as at the date this Universal Registration Document was filed. The impact will depend, among other things, on the pace of vaccination, the containment measures implemented by the various countries in which Edenred operates, and the use of short-time working by some of the Group's clients.

Despite this, Edenred remains fully confident in its ability to generate sustainable and profitable growth in 2021 and beyond.

2.1.9 Main related-party transactions

The main related-party transactions are presented in detail in Note 11.2 to the consolidated financial statements, page 284.

2.1.10 Research and development activities

None.

2.1.11 Subsequent events

Extension of the maturity of the €750 million credit facility

At December 31, 2020, Edenred had a €750 million undrawn confirmed line of credit, expiring in February 2025. This facility will be used for general corporate purposes.

In January 2021, the maturity of the €750 million syndicated credit facility was extended by one year beyond its February 12, 2025 expiry date, following Edenred's exercise of the maturity extension option granted in the facility agreement. All participating banks have accepted this extension. With the new five-year maturity, the facility will now be utilizable until February 2026.

2.2 Results of operations for the Edenred parent company

2.2.1 Description of the business

As the Group holding company, Edenred S.A. manages a portfolio of equity interests, collects dividends from subsidiaries and drives the Group's development.

The Company owns a portfolio of brands, including *Ticket Restaurant*, *Ticket Alimentaçao*, *Ticket Compliments*, *Childcare Vouchers* and *Ticket EcoCheque*, and earns revenues from licensing these brands.

It also provides services to other members of the Group regarding prepaid solutions, staff secondment, cash management and IT, as well as advisory services. These services are billed as a percentage of the subsidiaries' revenue and/or profit, as a flat fee or on a per-service basis. They are determined on arm's length terms.

2.2.2 Significant events in 2020

Edenred S.A. tax audit

In 2018 and 2019, a tax audit was carried out at Edenred S.A., covering the period from 2014 to 2016.

In December 2018, the French tax authorities notified the Company of a proposed reassessment of the tax paid in 2014, on the grounds that the brand royalties billed to the Brazilian subsidiaries were understated and were not on arm's length terms.

Notification of the proposed reassessments of tax paid in 2015 and 2016 was received by the Company in July 2019. As originally expected, the tax authorities reduced the 2014 reassessment to align its position with that adopted with regard to 2015 and 2016.

The total tax, late interest and penalties claimed for the three years amount to €17 million. The Company has contested the reassessments and filed a claim with the national tax board in early 2019. Following a sitting on January 24, 2020, the tax board issued an opinion against the reassessment. The tax authorities nevertheless notified the Company on July 3, 2020 that they would be maintaining the reassessment.

Based on the opinion of its tax advisers, the Company believes that it has solid arguments in its defence. The Company has not set aside a related provision.

2.2.3 2020 results

Analysis of Edenred S.A.'s revenue

The Company reported revenue of €87 million in 2020 *versus* €80 million in 2019, including all royalties and service fees earned in the normal course of business.

Service fees relate to services billed under the Master Services Agreement as well as IT services, the secondment of staff and various additional costs.

(in € millions)	2020	2019	% OF TOTAL
Service fees			
IT services	31	26	35.63%
Master Services Agreement	49	49	56.32%
Other	4	1	4.60%
Staff costs	3	4	3.45%
TOTAL	**87**	**80**	**100%**

Net operating income (loss)

Other income, own work capitalized, reversals of depreciation, amortization and provisions and expense transfers together totalled €74 million in 2020 compared with €85 million in 2019.

The Company ended the year with a net operating loss of €30 million, *versus* a €22 million loss in 2019.

Operating expenses in 2020 amounted to €190 million compared with €187 million in the previous year.

Other purchases and external charges totalled €94 million in 2020 *versus* €86 million in 2019.

Payroll costs amounted to €59 million in 2020 *versus* €58 million in 2019.

Depreciation and amortization of fixed assets amounted to €6 million in 2020, *versus* €5 million the previous year.

Net financial income (loss)

Edenred S.A. recorded net financial income of €224 million in 2020, compared with net financial income of €298 million in 2019.

This result can mainly be accounted for by changes in dividends received from subsidiaries, as well as by movements in financial provisions.

Dividend income for the year totalled €299 million, *versus* €323 million in 2019.

The largest equity interests paying dividends were Edenred Belgium (€107 million), Edenred Italy (€100 million), ASM (€27 million) and Saminvest SAS (€26 million).

Movements in financial provisions, for the most part provisions for impairment of shares in subsidiaries and risks related to subsidiaries, represented a net expense of €68 million. In 2020, this broke down into €62 million in provisions for shares in subsidiaries and affiliates, €1 million in reversals of provisions for shares in subsidiaries and affiliates, €0.5 million in provisions for contingencies, €0.5 million in reversals of provisions for contingencies and €6 million in intra-group loans.

Movements in write-downs of shares in subsidiaries and affiliates mainly comprised impairment losses of €37 million for ASM, €8 million for Edenred Hungary, €4 million for Accentiv' Shanghai, and €3 million for Edenred India and Veninvest Quatorze.

Movements in write-downs of current accounts mainly comprised impairment losses of €5 million for Gameo and €1 million for Edenred Lebanon.

Recurring profit (loss) before tax

Edenred S.A. reported a recurring profit before tax of €195 million in 2020 *versus* a recurring profit before tax of €276 million in 2019.

Non-recurring items

Non-recurring items represented net income of €6 million for the year, compared with €3 million in 2019.

In 2020, these items included a write-down in bad debt for €1.3 million for and €2 million in nonrecurring impairment linked to the Nemo project.

Income tax

Income tax amounted to a €4 million benefit in 2020, *versus* an €18 million benefit in 2019.

The Company reported an €18.2 million tax loss in 2020, compared with an €18.6 million tax loss the previous year.

Edenred S.A. and its eligible French subsidiaries elected for the Group relief system governed by Article 223A of the French General Tax Code (*Code général des impôts*) on March 18, 2011. The election has been applied since the beginning of the 2011 tax year.

In 2020, a group relief benefit of €4 million was recorded in Edenred S.A.'s financial statements.

No income tax was recognized for the tax group in the year.

Net profit

Net profit for 2020 stood at €205 million (€204,928,788), compared with €297 million (€296,830,332) in 2019.

Non-deductible provisions for contingencies and charges recorded in the balance sheet at December 31, 2020 totalled €4 million, *versus* €11 million a year earlier.

Edenred S.A. distributed in 2020, €169,447,050 in dividends for 2019, or €0.70 per share, giving shareholders the option of reinvesting 100% of the dividend in new shares. This resulted in the creation of 3,378,494 new ordinary Edenred shares, representing 1.37% of the capital. The total cash dividend, which was paid on June 5, 2020, amounted to €60 million

The recommended ordinary dividend for 2020 has been set at €0.75 per share. Details of the proposed appropriation of earnings are provided in section 8 of this Document.

Details of the positions and directorships held by the directors and of the Executive Directors' compensation are provided in section 6 on corporate governance.

Information on supplier and client payments

	PAYABLES						RECEIVABLES					
	ARTICLES D.441-1-1E: INVOICES RECEIVED AND DUE BUT NOT SETTLED AT THE END OF THE PERIOD						ARTICLES D.441-1-2E: INVOICES ISSUED AND DUE BUT NOT SETTLED AT THE END OF THE PERIOD					
	0 DAYS (INDICATIVE)	1 TO 30 DAYS	31 TO 60 DAYS	61 TO 90 DAYS	MORE THAN 90 DAYS	TOTAL (1 OR MORE DAYS)	0 DAYS (INDICATIVE)	1 TO 30 DAYS	31 TO 60 DAYS	61 TO 90 DAYS	MORE THAN 90 DAYS	TOTAL (1 OR MORE DAYS)
Days late												
Number of invoices	2					65	67					860
Total amount of invoices (excl. VAT)	€19,970	€2,239,639	€426,164	€37,339	€126,144	€2,829,285	€997,162	€(159,544)	€11,315,995	€8,767	€17,113,406	€28,278,625
As a% of total purchases for the period (excl. VAT)	0.03%	2.85%	0.54%	0.05%	0.16%	3.6%						
As a% of revenue for the period (excl. VAT)							0.75%	-0.12%	8.55%	0.01%	12.93%	21.36%
Invoices excluded – relating to contested or unrecognized payables or receivables												
Number of invoices excluded						None						None
Total amount of invoices excluded						None						None
Reference payment terms used (contractual or legal – Article L.441-6 or Article L.445-1 of the French Commercial Code)												
Reference payment terms used to calculate late payments	• Contractual terms: yes • Legal terms: yes						• Legal terms: No later than the last day of the month in which the invoice is received					

2.2.4 Non-deductible expenses

The aggregate amount of non-deductible costs and expenses referred to in Article 39 paragraph 4 of the French General Tax Code amounted to €277,202 for 2020 and the tax paid thereon was €69,300 (disclosure made in application of Articles 223 *quater* and *quinquies*, 39-4 and 39-5 of the French General Tax Code).

2.2.5 2020 business review

In 2020, the Company carried out its holding company activities.

During the year, the Company continued to apply its investment strategy of acquiring minority interests, generally through joint investments with other investment funds, in innovative projects offering significant growth potential in similar markets to the Group's businesses.

For this reason, Edenred SA continued to subscribe to capital calls for the five Partech funds in 2020, investing €2.3 million, and in new investments that are shown in the table below:

COMPANY	GROUP STAKE
Oonectic SAS	16.421%

2.2.6 Transactions in Edenred S.A. shares

At December 31, 2020, Edenred S.A. held 677,837 of its own shares, representing 0.27% of the capital.

The Company's ownership structure is described in section 3.2.1 of this document on ownership structure and voting rights.

Since May 29, 2019, the Company has had a liquidity contract with Kepler Cheuvreux to make a market for its shares on the Euronext Paris stock exchange. The contract complies with the regulations of the AMF, in particular decision no. 2018-01 of July 2, 2018.

During the 2020 financial year, under the said liquidity contract, the Company:

- purchased 2,491,833 shares at an average price of €40.84 per share, for a total outlay of €101,756,596; and
- sold 2,525,865 shares at an average price of €41.77 per share, for total proceeds of €105,475,043.

At December 31, 2020, the Company held no shares under the liquidity contract.

In addition, the Company's balance sheet at December 31, 2020 includes €20 million of cash held under the liquidity contract.

2.2.7 Financing

On June 18, 2020, Edenred issued €600 million worth of nine-year bonds maturing on June 18, 2029 and paying a coupon of 1.375%. The bond issuance enabled the Group to strengthen its financial resources and extend the average maturity of its debt under favourable conditions. Edenred has allocated €250 million to repaying the 2.625% bonds maturing in late October 2020.

2.2.8 Relations with subsidiaries

Edenred S.A. holds 50% and over direct interests in 53 companies. The most significant interests, in terms of value, are as follows:

- **Edenred France** (€464,966,992), a French company that issues meal vouchers and other prepaid service solutions to businesses in France.

  In 2020, it posted revenue of €129,504,696 *versus* €187,080,287 in 2019, and recurring profit before tax of €70,958,028 compared with €77,463,011 for the previous year;
- **Edenred Italy** (€5,958,823), an Italian company that issues meal vouchers and other prepaid service solutions to businesses in Italy.

  In 2020, it posted revenue of €1,643,380,064 *versus* €1,771,943,607 in 2019, and a recurring profit before tax of €81,316,812 compared to €252,391,771 for the previous year;
- **Edenred Belgium** (€36,608,000), a Belgian company that issues meal vouchers and other prepaid service solutions to businesses in Belgium.

  In 2020, it posted revenue of €55,258,146 *versus* €47,608,244 in 2019, and recurring profit before tax of €35,438,907 compared with €74,075,118 for the previous year.

The table below presents subsidiaries and affiliates whose carrying amount in Edenred S.A.'s balance sheet exceeds 1% of the Company's share capital:

SUBSIDIARIES AND AFFILIATES	CURRENCY	% INTEREST
Subsidiaries and affiliates with a carrying amount in excess of 1% of Edenred S.A.'s capital		
Subsidiaries (at least 50% owned by Edenred S.A.)		
a) French subsidiaries		
Edenred France	EUR	100%
ASM	EUR	100%
Edenred Fleet & Mobility	EUR	100%
Veninvest Quattro	EUR	100%
Veninvest Cinq	EUR	100%
Veninvest Huit	EUR	100%
Saminvest	EUR	60%
Veninvest Neuf	EUR	100%
Veninvest Onze	EUR	100%
Veninvest Douze	EUR	100%
Veninvest Quatorze	EUR	100%
Veninvest Seize	EUR	100%
b) Foreign subsidiaries		
Edenred Portugal	EUR	50%
Vouchers Services	EUR	51%
Cestaticket Services C.A. (Venezuela)	VEF	57%
Edenred Italy	EUR	57.71%
Edenred España SA (Spain)	EUR	99.99%
Edenred (India) PVT Ltd (India)	INR	94.90%
Accentiv Turkey (Turkey)	TRY	99.99%
Edenred Poland	PLN	99.99%
Edenred Kurumsal (Turkey)	TRY	99.99%
Edenred Slovakia	EUR	99.89%
Edenred Magyarorszag (Hungary)	HUF	100%
Big Pass (Colombia)	COP	100%
Edenred North America Inc.	USD	100%
Edenred Sweden	SEK	100%
Edenred Romania	RON	100%
Edenred Luxembourg	EUR	100%
Edenred Finland	EUR	100%
Edenred UK	GBP	100%
Edenred Japan Ltd	JPY	100%
Surgold India PVT ltd (Singapore)	INR	100%
Edenred Pte Ltd (Singapore)	SGD	100%
Edenred Belgium	EUR	100%
Edenred Deutschland GmbH (Germany)	EUR	100%
Inversiones Dix Venezuela, SA	VEF	100%
Edenred CZ	CZK	100%
Edenred Romania	RON	100%

The other subsidiaries and affiliates are presented in Note 24 to the parent company financial statements.

2.2.9 Ratios

None.

2.2.10 Risk factors

Risk factors are described in section 4 of this document.

2.2.11 Research and development activities

None.

2.2.12 Subsequent events

None.

2.2.13 Developments and outlook

Edenred S.A. will pursue its holding company activities in the coming years, despite the uncertain health situation prevailing since February 2020.

2.2.14 Change in investments in subsidiaries and affiliates

Investments in subsidiaries and affiliates are presented in Note 6 to the parent company financial statements in section 7.4.

3

Information on capital and shareholders

AFR

3.1 The Company

The Company's legal name is "Edenred". It is registered with the Trade and Companies Register of Nanterre under identification number 493.322.978 R.C.S. Nanterre. Its APE business identifier code is 7010Z and its LEI is 9695006LOD5B2D7Y0N70.

The Company was incorporated on December 14, 2006 for a 99-year term as a *société par actions simplifiée* (simplified limited liability company). It was converted into a *société anonyme* (limited liability company) on April 9, 2010.

The Company's registered office is located at 14-16, boulevard Garibaldi, 92130 Issy-les-Moulineaux, France (Phone: +33 (0)1 74 31 75 00).

The Company's website is available at the following address: https://www.edenred.com/en[1].

Edenred is a *société anonyme* with a Board of Directors governed by the laws of France, mainly the provisions of the French Commercial Code (*Code de commerce*).

The corporate purpose is set out in Article 3 of the Company's bylaws, which are obtainable on request from the Company's registered office and may be consulted on its website (https://www.edenred.com/en/ discover-edenred, in the "Group Governance" section).

In line with the draft terms of conversion drawn up by the Board of Directors on November 30, 2020 and filed with the Clerk's Office of the Nanterre Commercial Court on December 8, 2020, the Company is considering adopting the legal form of a European Company (Societas Europaea, or SE), as governed by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute for a European Company and Article L.225-245-1 of the French Commercial Code.

The draft terms of conversion are available on the Company's website (https://www.edenred.com/en/discover-edenred, under "Group Governance").

With this project, the Company would adopt a legal form common to all EU countries, reflecting the Group's European roots. This legal form, which is increasingly adopted by companies located in Europe and companies listed on the Euronext Paris regulated market, is consistent with the economic reality of the Group and its market. At December 31, 2020, the Group made 63% of its operating revenue in Europe with most of its workforce, namely 51%. The conversion of the Company to a European Company and the draft terms of the conversion will be submitted for the approval of the Combined General Meeting of May 11, 2021. They have also been submitted to the relevant bondholders' General Meetings on March 18 and 29, 2021. The conversion would become effective once the Company is registered as an SE with the Nanterre Trade and Companies Register, following its approval by the General Meeting and once the procedure relating to employees' involvement as provided for in Articles L.2351-1 *et seq.* of the French Labour Code (*Code du travail*) has been completed.

After the conversion, the Company will take the legal form of a European Company and will keep its corporate name "EDENRED" immediately preceded or followed by the words "Société européenne" or the initials "SE". The conversion will not result in either the winding up of the Company or the creation of a new legal person.

The Company's corporate purpose, registered office and term, the beginning and end of its financial year, the membership of its control, management and supervisory bodies and its listing venue will remain unchanged.

(1) It is specified that the information appearing on the Company's website is not part of the Universal Registration Document, unless this information is incorporated therein by reference.

3.2 Ownership structure

3.2.1 Ownership of shares and voting rights

In accordance with the declaration as to the number of shares and voting rights made by the Company on January 5, 2021 pursuant to Article L.233-8 (II.) of the French Commercial Code and Article 223-16 of the General Regulations of the French financial markets authority (Autorité des marchés financiers – AMF), at December 31, 2020, the Company's capital was made up of 246,583,351 shares representing a total of 251,944,410 voting rights, of which 251,266,573 were exercisable.

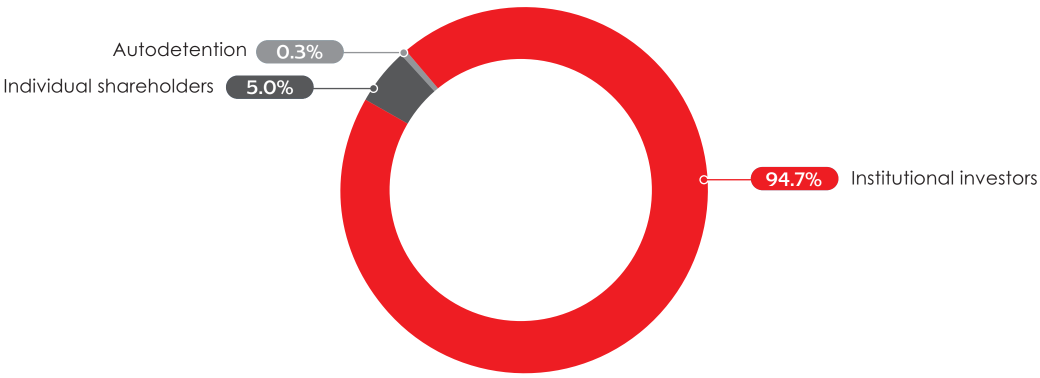
At December 31, 2020, the Company had 2,800 registered shareholders representing 2.57% of the total number of shares and 4.66% of exercisable voting rights.

The Company's ownership structure over the last three years was as follows:

	AT DECEMBER 31, 2020[2]			AT NOVEMBER 30, 2019[2]			AT NOVEMBER 30, 2018[2]		
	NUMBER OF SHARES	% CAP ITAL	% VOTING RIGHTS	NUMBER OF SHARES	% CAPITAL	% VOTING RIGHTS	NUMBER OF SHARES	% CAPITAL	% VOTING RIGHTS
The Capital Group Companies Inc.	25,040,285	10.15%	9.97%	35,870,512	14.74%	14.43%	35,870,512	14.98%	14.65%
Select Equity Group LP	12,535,459	5.08%	4.98%	11,920,580	4.89%	4.79%	12,273,163	5.13%	5.01%
BlackRock Inc.	12,020,479	4.87%	4.77%	12,554,346	5.16%	5.05%	11,842,313	4.95%	4.84%
Wellington Mgt Group LLP	12,491,986	5.07%	4.96%						
Other institutional investors	171,456,110	69.53%	68.05%	169,668,993	69.73%	68.23%	166,967,537	69.73%	68.19%
Individual shareholders	12,361,195	5.01%	7.03%	12,034,727	4.95%	6.98%	10,844,303	4.53%	6.65%
Edenred (treasury shares)[1]	677,837	0.27%	0.27%	1,282,549	0.53%	0.52%	1,627,484	0.68%	0.66%
TOTAL	**246,583,351**	**100%**	**100%**	**243,331,707**	**100%**	**100%**	**239,411,300**	**100%**	**100%**

Sources: Euroclear France, Edenred share register, additional survey and disclosures made to the AMF.

(1) At December 31, 2020, the Company held 677,837 shares in treasury, representing 0.27% of the total number of shares making up the share capital. The voting rights associated with shares held in treasury are not exercisable.
(2) Date of the most recent shareholder survey.



The free float represents **99.7%** of outstanding shares.

During the past three years, the following registered intermediaries and fund managers notified the AMF of changes in their interests, in accordance with disclosure threshold rules:

REGISTERED INTERMEDIARY OR FUND MANAGER	DISCLOSURE DATE	AMF REFERENCE NO.	INCREASE OR DECREASE IN INTEREST	NUMBER OF SHARES HELD	% CAPITAL	NUMBER OF VOTING RIGHTS HELD	% VOTING RIGHTS
Select Equity Group	January 11, 2018	218C0083	Increase	12,120,013	5.13%	12,120,013	5.01%
Select Equity Group	January 11, 2018	218C0083	Increase	13,440,431	5.71%	13,440,431	5.58%
The Capital Group Companies Inc.	February 19, 2018	218C0447	Decrease	36,094,936	15.32%	36,094,936	14.97%
JP Morgan Securities plc	May 11, 2018	218C0862	Increase	12,867,741	5.46%	12,867,741	5.33%
JP Morgan Securities plc	May 18, 2018	218C0894	Decrease	9,587,863	4.07%	9,587,863	3.97%
Select Equity Group	May 25, 2018	218C0929	Decrease	11,713,884	4.97%	11,713,884	4.85%
The Capital Group Companies Inc.	July 10, 2018	218C1245	Decrease	35,870,512	14.96%	35,870,512	14.62%
BlackRock Inc.	October 26, 2018	218C1733	Increase	12,022,374	5.02%	12,022,374	4.91%
Select Equity Group	November 22, 2018	218C1870	Increase	12,017,103	5.02%	12,017,103	4.91%
Select Equity Group	December 5, 2018	218C1938	Decrease	11,876,104	4.96%	12,017,103	4.85%
Select Equity Group	December 6, 2018	218C1946	Increase	12,273,163	5.13%	12,017,103	5.01%
BlackRock Inc.	January 11, 2019	219C0082	Decrease	11,958,048	4.99%	11,958,048	4.89%
Select Equity Group	March 14, 2019	219C0461	Decrease	12,018,719	5.02%	12,018,719	4.91%
Select Equity Group	March 18, 2019	219C0483	Decrease	11,920,580	4.98%	11,920,580	4.87%
FMR LLC	December 12, 2019	219C2715	Increase	12,233,274	5.03%	12,233,274	4.92%
FMR LLC	December 18, 2019	219C2801	Increase	12,625,524	5.19%	12,625,524	5.08%
FMR LLC	March 3, 2020	220C0836	Increase	12,866,166	5.70%	12,321,036	5.58%
The Capital Group Companies, Inc.	March 4, 2020	220C0840	Decrease	24,832,584	10.21%	24,832,584	9.99%
The Capital Group Companies, Inc.	March 4, 2020	220C0841	Increase	25,040,285	10.29%	25,040,285	10.08%
BlackRock Inc.[1]	March 5, 2020	220C0874	Decrease	12,020,479	4.95%	12,020,479	4.84%
FMR LLC	March 9, 2020	220C0894	Increase	14,122,987	5.82%	14,122,987	5.69%
FMR LLC	March 11, 2020	220C0929	Decrease	13,889,834	5.72%	13,889,834	5.59%
FMR LLC	March 16, 2020	220C0968	Increase	14,080,500	5.80%	14,080,500	5.67%
FMR LLC	April 3, 2020	220C1198	Decrease	13,608,995	5.60%	13,608,995	5.48%
FMR LLC	April 8, 2020	220C1230	Decrease	13,280,769	5.46%	13,280,769	5.34%
FMR LLC	April 27, 2020	220C1372	Decrease	11,289,698	4.64%	11,289,298	4.54%
Select Equity Group LP	May 11, 2020	220C1472	Increase	12,211,154	5.02%	12,211,154	4.91%
JP Morgan	May 14, 2020	220C1519	Increase	12,516,977	5.15%	12,516,977	5.03%
JP Morgan	May 18, 2020	220C1566	Decrease	146	0.0001%	146	0.0001%
Wellington Mgt Group LLP	May 25, 2020	220C1607	Increase	12,491,986	5.14%	12,491,986	5.02%
Select Equity Group LP	June 10, 2020	220C1862	Increase	12,535,459	5.15%	12,535,459	5.04%
FMR LLC	February 1, 2021	221C0244	Increase	12,370,155	5.02%	12,370,155	4.91%
FMR LLC	March 3, 2021	221C0478	Increase	12,641,554	5.12%	12,641,554	5.02%
JP Morgan Chase & Co	March 15, 2021	221C0570	Increase	12,885,757	5.23%	12,885,757	5.12%

(1) Between January 11, 2019 and March 5, 2020, BlackRock Inc. made 35 threshold disclosures after having increased or decreased its interest in the capital or voting rights, which hovered around 5%. All the disclosures are available for consultation on the AMF website.

Shareholders' agreement(s) on the securities making up the Company's capital

None.

Voting rights of the shareholders

As of December 31, 2020, each Edenred share entitled its holder to one vote, with the exception of treasury shares.

However, Article 24 of the Company's bylaws states that, under certain circumstances, shares may be attributed double voting rights. As a result, fully paid-up shares registered in the name of the same holder for at least two years have double voting rights (see section 6.3.1.4 "Rights attached to the shares", page 205).

Agreement(s) that may lead to a change of control

None.

3.2.2 Employees' interests in Edenred's capital

(a) Employee stock ownership

At December 31, 2020, the proportion of share capital held by employees was 0.4%.

(b) Information on stock option plans for employees

Pursuant to the authorization granted by the General Meeting of May 10, 2010, the Board of Directors' meeting of February 22, 2012 defined the terms and conditions of a stock option plan (2012 plan) for certain Group employees or corporate officers and granted stock options as summarized in section 6.2.4 of the Universal Registration Document, page 202. The number of options granted pursuant to this authorization may not be exercisable for shares representing more than 7% of the share capital.

2020 financial year

During the year ended December 31, 2020, the 2012 plan expired on February 27, 2020.

No stock options were granted to Group employees or corporate officers during the 2020 financial year. Moreover, the Board of Directors has no ongoing authorizations granted by the General Meeting for the issuance of stock options.

For the 2020 financial year, stock options granted to or exercised by the top ten employees other than corporate officers were as follows:

Stock options granted to and exercised by the top ten employees other than corporate officers during the financial year

	TOTAL OPTIONS GRANTED/EXERCISED	EXERCISE PRICE *(in €)*
Options granted during the financial year by the issuer and any company included in the scope of option granting to the ten employees of the issuer and any company included in such scope, who received the largest number of options (aggregate information)	None	N/A
Options exercised during the financial year by the ten employees of the issuer and abovementioned companies, who exercised the largest number of options (aggregate information)	30,150	19.03

Information on stock options granted to or exercised by Edenred's corporate officers can be found in section 6.2.2 of the Universal Registration Document, page 195.

(c) Information on free allocations of shares to employees

Pursuant to the authorizations granted by the General Meetings of May 24, 2013, April 30, 2015, May 4, 2016 and May 3, 2018, the Board of Directors' meetings of February 11, 2015, December 9, 2015, May 4, 2016, February 23, 2017, February 19, 2018 and February 20, 2019 defined the terms and conditions of plans for the free allocation of performance shares to certain Group employees and/or corporate officers.

Information on historical share allocations and the terms and conditions of said allocations can be found in section 6.2.4 of the Universal Registration Document, page 203.

In accordance with the AFEP-MEDEF Code, the performance share allocations are made at the same time every year, after the annual results have been published, save for the exceptional performance share allocation plan for the benefit of Mr. Bertrand Dumazy upon his appointment as Chairman and Chief Executive Officer as of October 26, 2015 and the Group free share allocation plan of May 4, 2016 set up to take advantage of a stabilized fiscal and workforce-related environment. Performance shares are not allocated systematically to a given category of employees, but are designed to reward personal performance, measured in terms of the results obtained, individual achievements and potential.

2020 financial year

The General Meeting of May 3, 2018 authorized the Board of Directors to allocate performance shares free of charge. According to the terms of this authorization, the number of performance shares allocated during the 26-month authorization period may not exceed 1.5% of the share capital, it being specified that the nominal amount of share capital increases that may be carried out will be deducted from the global ceiling provided for in the third paragraph of the 21st resolution adopted by the General Meeting of May 3, 2018 and from the global ceiling set in the fourth paragraph of the 22nd resolution to the same effect adopted by the General Meeting of May 3, 2018, or from any resolutions with the same purpose that may supersede the said resolutions while this authorization is in force.

The Chairman and Chief Executive Officer may not be awarded more than 0.1% of the share capital during a financial year.

Pursuant to the authorization granted by the General Meeting of May 3, 2018, the Board of Directors decided to set up (i) a performance shares plan in February 2020 for 316 beneficiaries (of which 228 men and 88 women) including the Chairman and Chief Executive Officer, allocating a total of 502,551 shares representing 0.21% dilution at the allocation date, and (ii) a performance shares plan in May 2020 for one beneficiary (Mr. Patrick Rouvillois) following his appointment to the Group's Executive Committee in order to give him an immediate stake in the Company's development and align his interests with those of the shareholders, allocating a total of 12,013 shares representing 0.005% dilution at the allocation date.

The vesting of the performance shares allocated free of charge is subject to a presence condition as well as the achievement of performance conditions set for the following objectives and assessed over three consecutive financial years:

- for 37.5% of the performance shares allocated, the organic growth rate of the operating EBIT;
- for 37.5% of the performance shares allocated, the organic growth rate of the funds from operations (FFO); and
- for 25% of the performance shares allocated, a stock market criterion, corresponding to Edenred's total shareholder return (TSR) compared with the SBF 120 index's TSR.

The Board of Directors' meetings of February 25, 2020 and May 6, 2020, based on the proposal of the Compensation and Appointments Committee, set the performance ranges to be reached for each objective (lower and upper limits) for calculating the performance. The criteria are as follows:

Operating EBIT (op. EBIT) organic growth	
Op. EBIT organic growth of less than 7%	0%
Op. EBIT organic growth of equal to or more than 7% but less than 9%	75%
Op. EBIT organic growth of equal to or more than 9% but less than 10%	100%
Op. EBIT organic growth of equal to or more than 10% but less than 12%	125%
Op. EBIT organic growth of equal to or more than 12%	150%
Organic growth in FFO(1)	
Organic growth in FFO of less than 8%	0%
Organic growth in FFO of equal to or more than 8% but less than 10%	75%
Organic growth in FFO of equal to or more than 10% but less than 12%	100%
Organic growth in FFO of equal to or more than 12% but less than 14%	125%
Organic growth in FFO of equal to or more than 14%	150%
Edenred's TSR(2) compared with that of SBF 120 companies (by sextile)	
6th sextile (101 to 120)	0%
5th sextile (81 to 100)	50%
4th sextile (61 to 80)	75%
3rd sextile (41 to 60)	100%
2nd sextile (21 to 40)	125%
1st sextile (1 to 20)	150%

(1) Funds from operations before other income and expenses.
(2) Total shareholder return.

Edenred's TSR measures the total return for shareholders, taking into account Edenred's share price appreciation and the dividends paid to shareholders.

The SBF 120 TSR will be calculated based on the TSR of each company of the SBF 120 index.

The level of achievement of the performance conditions will be assessed based on the information provided by the Edenred group's Finance Department.

Lastly, the Board of Directors, at its meeting held on February 25, 2020 to approve the full-year financial statements for publication, after consulting the Compensation and Appointments Committee, determined the actual performance against the targets under the 2017 free performance share allocation plan, as follows:

ISSUE VOLUME | 37.5%	FUNDS FROM OPERATIONS (FFO) | 37.5%	TSR | 25%	
2017–2019 % VESTED	2017–2019 % VESTED	2017–2019 % VESTED	2017–2019 % VESTED (CAPPED AT 100%)
141.7%	150%	133.3%	**100%**

For the 2020 financial year, performance shares allocated free of charge to and vested for the top ten employees other than corporate officers during the financial year were as follows:

Performance share allocated free of charge to and vested for the top ten employees other than corporate officers during the financial year

	NUMBER OF PERFORMANCE SHARE ALLOCATED/VESTED	FAIR VALUE *(in €)*
Shares allocated during the financial by the issuer and any company included in the scope of share allocation to the ten employees of the issuer and any company included in such scope, who received the largest number of allocated shares (aggregate information)	119,513	4,466,513
Shares vested during the financial year for the ten employees other than corporate officers, who received the largest number of vested shares (aggregate information)	275,206	4,855,484

Information on performance shares allocated free of charge during the financial year to the Chairman and Chief Executive Officer can be found in section 6.2.2 of the Universal Registration Document, page 195. Information on performance shares for the Chairman and Chief Executive Officer that vested during the financial year can be found in section 6.2.4 of the Universal Registration Document, page 202.

Beginning of the 2021 financial year

The Board of Directors, at its meeting held on March 1, 2021 to approve the full-year financial statements for publication, after consulting the Compensation and Appointments Committee, determined the actual performance against the targets under the 2018 free performance share allocation plan, as follows:

BUSINESS VOLUME | 37.5%	FUNDS FROM OPERATIONS (FFO) | 37.5%	TSR | 25%	
2018–2020 % VESTED	2018–2020 % VESTED	2018–2020 % VESTED	2018–2020 % VESTED (CAPPED AT 100%)
75%	100%	133.3%	**99%**

In addition, in accordance with the AFEP-MEDEF Code, the Board usually carries out free allocations of shares at the same periods of the calendar year, *i.e.*, every year after the publication of the financial statements for the previous year.

However, in light of the economic situation arising from the Covid-19 pandemic, the suspension of the Group's objectives for full-year 2020 and the setting of new Group objectives for full-year 2020, the performance conditions governing the authorization in force, granted by the Combined General Meeting of May 7, 2020 to the Board of Directors for the free allocation of shares, are no longer adequate or realistic. Accordingly, the Board of Directors, at its meeting on March 1, 2021, did not allocate shares free of charge and a new authorization will be proposed to the Combined General Meeting of May 11, 2021 (see Chapter 8 of the Universal Registration Document, pages 341-342 and 351-352).

3.2.3 Buyback and sale by Edenred of its own shares

The authorizations granted by the General Meetings of May 14, 2019 and May 7, 2020 were used by Edenred during the 2020 financial year, enabling it to implement a share buyback program.

At December 31, 2020, the Company held 677,837 shares directly or indirectly, representing 0.27% of the total number of shares making up the Company's share capital at the same date.

(a) Transactions carried out excluding the liquidity contract

During the 2020 financial year, the Company:

- bought back 686,946 Edenred shares for the purpose of allocating shares free of charge in accordance with the provisions of Articles L.225-197-1 *et seq.* of the French Commercial Code;
- delivered 303,106 shares as part of the delivery of performance shares allocated to certain employees and corporate officers under the free performance share allocation plan of March 8, 2017 relating to beneficiaries who are French tax residents;
- delivered 163 shares as part of the exercise of rights attached to bonds convertible into and/or exchangeable for new and/or existing shares (OCEANEs) issued on September 6, 2019;
- cancelled 810,451 Edenred shares totalling €33,107,918 to offset the stock dilution following the share capital increase resulting from (i) the exercise of options vested under the stock option plan of February 27, 2012, and (ii) the free allocation of shares to the beneficiaries of the plans of February 20, 2015 and March 8, 2017 who are not French tax residents.

In addition, during the 2020 financial year:

- 529,904 shares bought back for the purpose of allocating performance shares were reallocated for the purpose of cancellation;
- 163 shares bought back for the purpose of allocating performance shares were reallocated the purpose of delivering shares as part of the exercise of rights attached to securities giving access to the Company's share capital.

(b) Transactions carried out under the liquidity contract

On May 29, 2019, the Company signed a liquidity contract with Kepler Cheuvreux to maintain a liquid market for its shares on the Euronext Paris stock exchange. The contract complies with the regulations of the AMF, in particular AMF decision no. 2018-01 of July 2, 2018.

During the 2020 financial year, under the said liquidity contract, the Company:

- purchased 2,491,833 shares at an average price of €40.84 per share, for a total outlay of €101,756,596; and
- sold 2,524,865 shares at an average price of €41.77 per share, for total proceeds of €105,475,043.

At December 31, 2020, no shares were held under the liquidity contract.

In addition, the Company's balance sheet at December 31, 2020 included €0 in marketable securities held under the liquidity contract.

Details of Edenred's share buyback program are available in section 3.2.4 below.

(c) Utilization of authorizations granted by the General Meeting

TYPE AND DATE OF AUTHORIZATION	MAXIMUM AMOUNT AUTHORIZED	DURATION	UTILIZATION OF THE AUTHORIZATION IN 2020	IN 2021 (UNTIL MARCH 1)
SHARE BUYBACK PROGRAM				
General Meeting of May 14, 2019 (8th resolution)	10% of the capital at the completion date **Maximum purchase price**: €55	**Duration:** 18 months **Early termination:** May 7, 2020	Purchase for allocation of performance shares: 686,946 shares Purchase under the liquidity contract: 824,609 shares	N/A
General Meeting of May 7, 2020 (14th resolution)	10% of the capital at the completion date **Maximum purchase price**: €65	**Duration:** 18 months **Deadline:** Nov. 7, 2021	Purchase under the liquidity contract: 1,667,224 shares	Purchase under the liquidity contract: 401,317 shares
CAPITAL REDUCTION BY CANCELLATION OF SHARES				
General Meeting of May 14, 2019 (9th resolution)	10% of the capital at the cancellation date for each 24-month period	**Duration:** 18 months **Early termination:** May 7, 2020	Cancellation of 810,451 shares (*i.e.*, circa 0.33% of the share capital) as decided by the Board of Directors on February 25, 2020	N/A
General Meeting of May 7, 2020 (15th resolution)	10% of the capital at the cancellation date for each 24-month period	**Duration**: 26 months **Deadline:** July 7, 2022	None	Cancellation of 282,008 shares (*i.e.*, circa 0.11% of the share capital) as decided by the Board of Directors on March 1, 2021

The General Meeting of May 11, 2021 will decide whether to renew the authorization to buy back the Company's shares, under the terms defined in sections 8.1 and 8.2 of the Universal Registration Document.

(d) Overview of the share buybacks carried out during the 2020 financial year

The number of shares held by the Company at December 31, 2020 is summarized below (information disclosed pursuant to AMF decisions no. 2018-01 of July 2, 2018 and no. 2020-01 of December 8, 2020 and AMF instruction no. 2017-03 of February 2, 2017):

Number of Edenred shares cancelled over the last 24 months	1,831,658
Number of Edenred shares held in treasury at December 31, 2020, of which:	677,837
• shares held for cancellation	0
• shares held for free allocation of performance shares	677,837
• shares held for the delivery of shares upon the exercise of rights attached to securities giving access to the Company's share capital	0
• shares held under the liquidity contract with Kepler Cheuvreux	0
Percentage of capital held by the Company directly and indirectly at December 31, 2020	0.27%
Book value of treasury shares at December 31, 2020	€25,598,070
Market value of treasury shares at December 31, 2020	€31,458,415

The total amount of buyback transaction fees excluding tax was €32,379 in 2020.

The Company held no open long or short positions in derivatives at December 31, 2020.

3

3.2.4 Share buyback programs

(a) Overview of the current share buyback program

The Combined General Meeting of May 7, 2020 (14th resolution) gave the Board of Directors an 18-month authorization to buy back a number of shares that may not exceed 10% of the total number of shares outstanding, as allowed by Articles L.225-209 *et seq.* of the French Commercial Code.

The maximum purchase price was set at €65 per share. It may be adjusted to reflect the impact of any corporate actions.

The purposes of this share buyback program are provided in the program description published on the Company's website in accordance with Articles 241-1 *et seq.* of the AMF's General Regulations.

The characteristics of the buyback program are as follows:

TYPE OF SECURITY	SHARES
Maximum percentage of capital that may be purchased into treasury	10% (the number of Edenred shares purchased into treasury and subsequently remitted in connection with a merger, demerger or asset contribution may not exceed 5% of the Company's share capital)
Maximum number of shares that may be purchased	24,320,485 shares (*i.e.*, 10% of the share capital at December 31, 2019)
Maximum total amount allocated to the program	€1,580,831,525
Maximum purchase price per share	€65
Validity	18 months, *i.e.*, until November 7, 2021

(b) Description of the share buyback program proposed at the Combined General Meeting of May 11, 2021 (16th resolution)

This section constitutes the description of the share buyback program established in accordance with Articles 241-1 *et seq.* of the AMF's General Regulations.

At the Combined General Meeting scheduled for May 11, 2021 (16th resolution), the Board will submit a proposal to approve a new 18-month authorization that would cancel and supersede the unused portion of the authorization granted by the Combined General Meeting of May 7, 2020 (14th resolution) to buy back a number of shares that may not exceed 10% of the total number of shares outstanding (*i.e.*, on an indicative basis, 23,980,498 shares, representing 9.73% of the share capital at December 31, 2020, provided Edenred held 677.837 of its own shares at that date, representing 0.27% of the capital at December 31, 2020) at a maximum purchase price of €70 per share. The total amount allocated to this buyback program could not exceed €1,678,634,860 on this basis.

Subject to approval of the authorization by the Combined General Meeting of May 11, 2021 (16th resolution), and in accordance with the provisions of Articles L.225-210 et seq. and L.22-10-62 et seq. of the French Commercial Code, the AMF's General Regulations and Regulation (EU) no. 596/2014 of April 16, 2014 as well as the associated delegated and implementing acts adopted by the European Commission, the share buybacks will be used for the following purposes:

- cancelling all or some of the shares acquired as part of a capital reduction, pursuant to the authorization granted by the Combined General Meeting of May 7, 2020 (in its 15th resolution) or any other resolution with the same purpose that may supersede the said resolution while this authorization is in force;
- allocating, covering and honouring any stock option plans, free share allocation plans, employee savings plans or any other form of allocation to employees and/or corporate officers of the Company and companies that are related to the Company as defined in the legal and regulatory provisions in force;
- delivering shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- holding shares in treasury for subsequent remittance in payment or exchange in connection with mergers, demergers or asset contributions;
- ensuring the liquidity of or making a market in Edenred shares, under an AMF-compliant liquidity contract entered into with an investment services provider;
- enabling the Company to trade in Edenred shares for any other purpose currently authorized or that may be authorized in the future by the legal and regulatory provisions in force, or to carry out any market practice that may be authorized in any new regulations adopted by the AMF. In such cases, the Company will inform its shareholders through a press release.

In the event of a transaction affecting shareholders' equity, the Board of Directors may adjust the maximum price in order to take into account the impact of said transactions on the value of the share.

The purchase, sale or transfer of shares may be carried out and settled by any means, on the basis and within the limits prescribed by the legal and regulatory provisions in force, in one or several transactions, *via* regulated markets, multilateral trading facilities, systematic internalizers or over the counter, including through block purchases or sales or the use of derivative instruments (excluding sales of put options). The entire buyback program may also be implemented through a block trade.

Shares may be bought back, sold or otherwise transferred at any time for a period of 18 months from the date of the Combined General Meeting of May 11, 2021 until November 11, 2022, except when a third party files a public tender offer for the Company's securities and until the end of the offer period, on the basis and within the limits prescribed by the legal and regulatory provisions in force.

3.3 Dividends

3.3.1 Dividends paid over the past three financial years

Edenred made the following dividend payments in the past three financial years:

					SHARE PRICE *(in €)*			
YEAR	SHARES OUTSTANDING AT DECEMBER 31	DIVIDEND PER SHARE *(in €)*	TOTAL DIVIDEND PAID *(in €)*	PAID ON	HIGH	LOW	YEAR-END	YIELD BASED ON YEAR-END PRICE
2019	243,204,857	0.70	169,447,050	June 5, 2020	47.65	31.44	46.10	1.52%
2018	239,266,350	0.86	205,846,503	June 11, 2019	34.49	30.74	32.11	2.68%
2017	235,403,240	0.85	199,677,661	June 8, 2018	25.00	18.53	24.18	3.52%

No interim dividend was paid during the year. Dividends are paid by Euroclear France.

Dividends not claimed within five years from the date of payment are forfeited, as provided for by the legal and regulatory provisions in force. The rules set out in the bylaws are described in section 6.3.1.4 of the Universal Registration Document. The dividend policy is presented on page 20 in the introduction of the Universal Registration Document.

At the Combined General Meeting of May 11, 2021, the Board of Directors will recommend setting the 2020 dividend at €0.75 per share. Shareholders will be able to opt for payment of the entire dividend in cash or in shares at a discount of 10%.

3.3.2 Tax regime applicable to dividends paid

This section outlines the rules governing French withholding tax applicable to the Company's dividends, based on current French legislation. It does not take into account the effects of any international tax treaties that may apply to individual shareholders. Shareholders are encouraged to seek advice from their tax adviser concerning their specific situation. Shareholders that are not resident in France for tax purposes are required to also comply with the tax rules in force in their country of residence. French tax residents are required to comply with applicable French tax laws.

(a) Withholding tax on dividends distributed to shareholders not domiciled in France for tax purposes

In principle, dividends paid by the Company are subject to withholding tax deducted by the paying agent, when the shareholder's tax domicile or registered office is located outside France. Except as specified below, withholding tax is deducted at the rate of (i) 12.8% when the shareholder is an individual and is resident in a Member State of the European Union or a European Economic Area country that has signed a tax treaty with France containing a clause providing for administrative assistance in combating tax fraud and evasion, (ii) 15% when the shareholder is a non-profit organization headquartered in such a country, which would be taxed under Article 206-5 of the French General Tax Code (*Code général des impôts*) if it were headquartered in France and meets the criteria set out in paragraphs 580 *et seq.* of Instruction BOI-IS-CHAMP-10-50-10-40, and (iii) 28% in all other cases.

Withholding tax is not deducted from dividends distributed to foreign investment funds that are tax residents of a Member State of the European Union or a country or territory that has signed a tax treaty with France containing a clause providing for administrative assistance in combating tax fraud and evasion and stipulating that the French tax authorities are entitled to obtain from the country where the fund is established the information necessary to verify that the funds (i) raise capital from a number of investors with a view to investing it in accordance with a defined investment policy for the benefit of those investors, and (ii) have similar characteristics to the

French investment funds governed by section 1, paragraphs 1, 2, 3, 5 and 6 of subsection 2, subsection 3 or subsection 4 of section 2 in chapter IV, part I, book II of France's Monetary and Financial Code (*Code monétaire et financier*).

The withholding tax may be reduced or cancelled in application of international tax treaties or of Article 119 *ter* of the French General Tax Code, which applies in some circumstances to corporate shareholders resident in the European Union.

In addition, provided that they meet the conditions set out in Instruction BOI-RPPM-RCM-30-30-20-40, corporate shareholders that hold at least 5% of the Company's capital may, under certain circumstances, be exempt from withholding tax if their seat of management is located in a Member State of the European Union or a European Economic Area country that has signed a double taxation agreement with France containing a clause providing for administrative assistance in combating tax fraud and evasion.

However, since January 1, 2013, dividends paid by the Company are subject to 75% withholding tax, whatever the shareholder's tax residence (unless an international tax treaty applies that provides for a lower rate), if they are paid outside France to an "uncooperative country or territory" within the meaning of Article 238-0 A of the French General Tax Code. The list of uncooperative countries and territories is published by ministerial order and updated annually.

Shareholders should seek advice from their tax adviser, in order to determine whether the new legislation on uncooperative countries and territories applies to them and/or whether they qualify for withholding tax relief or exemption. Shareholders are also invited to seek advice about the procedure to be followed to apply international tax treaty provisions, in particular as provided for in Instruction BOI-INT-DG-20-20-20-20, which describes the standard and simplified procedures for claiming withholding tax relief or exemption.

(b) Withholding tax on dividends distributed to individual shareholders domiciled in France for tax purposes

As of January 1, 2018, dividends distributed to individual shareholders domiciled in France for tax purposes are subject to a single flat-rate tax (the "flat tax") of 12.8%, save where said persons have expressly and irrevocably elected to pay tax at their marginal rate of income tax.

Dividends are initially subject to a mandatory withholding tax in the year of payment, at a rate aligned with that of the flat tax, namely 12.8% (21% previously). The following year, the tax withheld at source is offset against the income tax due (applying the flat tax or, by choice, the marginal rate of income tax) and any excess tax withheld is reimbursed.

The flat tax is applied at a rate of 12.8%, or an aggregate rate of 30% taking into account social security contributions of 17.2%. It is levied on gross income, with no deductions for expenses or charges. Taxpayers paying the flat tax are not eligible for the 40% allowance, which nevertheless continues to apply for those persons who have elected to pay tax on the dividends at their marginal rate of income tax. In addition to qualifying for the 40% allowance, opting for the latter solution also allows taxpayers to deduct expenses incurred to receive or hold dividends.

Where received by persons domiciled for tax purposes in France, dividends are subject to CSG wealth tax at a rate of 9.2% for all income generated as of January 1, 2019 (the rate was previously 9.9%), CRDS social security debt reduction tax at a rate of 0.5%, and the solidarity tax (7.5%), or an aggregate rate of 17.2%.

For income generated in 2018, 6.8% of the CSG wealth tax payable on dividends taxed under the marginal rate of income tax method is deductible from taxable income in the year of payment (5.1% previously). However, taxpayers paying the flat tax do not have this option. The other social security levies are not deductible at all.

3.4 Market for Edenred securities

3.4.1 Edenred share performance during the 2020 financial year and the beginning of 2021

Edenred shares are traded on the Euronext Paris stock exchange (Compartment A). They are included in the following stock market indices: CAC Large 60, SBF 120, SBF 250, CAC High Dividend, CAC All-Share, Euronext 100, MSCI Standard Index Europe and FTSE4GOOD.

The shares were initially listed at a reference price of €11.40. On the first day of trading (July 2, 2010), the shares opened at €13 and closed at €14.80.

On the last day of trading in 2020, the shares closed at €46.41, giving the Company a market capitalization of €11.7 billion.

Edenred's share price and trading volumes (ISIN code FR0010908533) on Euronext are set out below:

(in €)	AVERAGE CLOSING PRICE	HIGH	LOW	TRADING VOLUME
2020				
January	47.92	51.56	45.76	8,659,518
February	49.34	50.64	45.50	10,471,487
March	39.47	48.62	29.74	22,015,757
April	36.64	41.01	31.05	11,702,314
May	36.99	39.88	33.27	11,853,506
June	39.63	43.42	37.36	13,335,055
July	42.33	44.34	38.32	10,017,935
August	43.01	44.59	41.14	8,694,568
September	41.57	44.57	38.18	8,544,057
October	40.97	43.35	37.80	8,934,361
November	45.39	49.07	39.84	9,618,158
December	47.07	48.78	45.19	7,202,818
2021				
January	46.59	48.56	44.61	6,996,249
February	47.25	48.50	44.60	5,453,555

Source: Euronext.

Shareholder services are provided by:

Société Générale Securities Services

SGSS/SBO/CSS/BOC

32, rue du Champ-de-Tir

CS 30812 – 44308 Nantes Cedex 3, France

3.4.2 Corporate officers' and executives' dealings in the Company's securities

The following table sets out trading in the Company's securities carried out during the 2020 financial year and notified to the AMF in accordance with Article 19 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse and Article L.621-18-2 of the French Monetary and Financial Code.

PERSONS CONCERNED	TRANSACTION DATE	TYPE OF TRANSACTION	NUMBER OF SHARES	TRANSACTION AMOUNT *(in €)*
Anne Bouverot *Member of the Board of Directors*	June 5, 2020	Dividend reinvestment	15	486
Patrick Bataillard *Member of the Executive Committee*	March 9, 2020	Vesting of free shares	21,600	
	June 5, 2020	Dividend reinvestment	598	19,369
Dominique D'Hinnin *Member of the Board of Directors*	June 5, 2020	Dividend reinvestment	11	356
Antoine Dumurgier *Member of the Executive Committee*	February 27, 2020	Sale of shares	15,861	756,275
	March 9, 2020	Vesting of free shares	20,000	
Gilles Coccoli *Member of the Executive Committee*	February 21, 2020	Vesting of free shares	21,926	
	February 28, 2020	Sale of shares	10,000	460,757
	March 4, 2020	Sale of shares	11,926	572,448
	March 9, 2020	Vesting of free shares	27,000	
	June 5, 2020	Dividend reinvestment	33	1,069
	June 5, 2020	Dividend reinvestment	510	16,519
	July 28, 2020	Sale of shares	27,510	1,192,272
Philippe Dufour *Member of the Executive Committee until 2020*	January 8, 2020	Exercise of stock options	600	11,418
	January 14, 2020	Exercise of stock options	5,542	105,464
	January 15, 2020	Exercise of stock options	8	152
	March 9, 2020	Vesting of free shares	8,000	
	June 5, 2020	Dividend reinvestment	885	28,665
Bertrand Dumazy *Chairman and Chief Executive Officer*	March 9, 2020	Vesting of free shares	61,355	
	March 10, 2020	Sale of shares	30,000	1,321,038
	June 24, 2020	Sale of shares	8,351	329,944
	June 26, 2020	Sale of shares	23,004	898,826
	December 9, 2020	Sale of shares	47,086	2,200,465
	December 10, 2020	Sale of shares	78,830	3,604,502
Arnaud Erulin *Member of the Executive Committee*	February 27, 2020	Sale of shares	20,060	961,676
	March 9, 2020	Vesting of free shares	26,000	
Diego Frutos *Member of the Executive Committee until 2020*	February 21, 2020	Vesting of free shares	11,663	
	March 6, 2020	Sale of shares	11,663	542,329
	March 9, 2020	Vesting of free shares	18,000	
	March 9, 2020	Sale of shares	18,000	769,507

PERSONS CONCERNED	TRANSACTION DATE	TYPE OF TRANSACTION	NUMBER OF SHARES	TRANSACTION AMOUNT *(in €)*
Graziella Gavezotti *Member of the Executive Committee until 2020* *Member of the Board of Directors since June 1, 2020*	February 21, 2020	Vesting of free shares	16,794	
	March 6, 2020	Sale of shares	16,794	761,465
	March 9, 2020	Vesting of free shares	19,000	
	June 5, 2020	Dividend reinvestment	359	11,628
	September 16, 2020	Sale of shares	2,000	86,397
	November 3, 2020	Sale of shares	2,000	81,133
	November 11, 2020	Sale of shares	14,800	687,516
Jean-Bernard Hamel *Member of the Board of Directors*	August 11, 2020	Sale of shares	445	19,798
	September 3, 2020	Sale of shares	500	22,250
	November 9, 2020	Sale of shares	500	22,325
	November 24, 2020	Sale of shares	650	31,167
Laurent Pellet *Member of the Executive Committee until 2020*	February 21, 2020	Vesting of free shares	15,861	
	February 27, 2020	Sale of shares	15,861	763,152
	March 9, 2020	Vesting of free shares	18,000	
	March 9, 2020	Sale of shares	18,000	775,980
Philippe Relland-Bernard *Member of the Executive Committee*	January 9, 2020	Sale of shares	2,000	94,680
	February 28, 2020	Sale of shares	2,000	91,760
	March 2, 2020	Sale of shares	11,995	574,441
	March 9, 2020	Vesting of free shares	16,000	
	May 8, 2020	Sale of shares	3,000	115,470
	June 5, 2020	Dividend reinvestment	347	11,239
	June 19, 2020	Sale of shares	347	13,634
	July 31, 2020	Sale of shares	1,000	43,000
	August 31, 2020	Sale of shares	1,500	65,775
	November 16, 2020	Sale of shares	1,000	46,820

4

Risk factors and management

AFR

Investors are advised to consider all of the information provided in this Universal Registration Document, including the risk factors described in this section, before making their investment decision. The described risks are those, as of the date of this document, which the Company believes are specific to it and whose occurrence could have a material adverse impact on the Group, its business, financial position, results of operations or development.

The main risks together with the measures for managing these risks are described in section 4.1 below.

Legal and arbitration proceedings are described in section 4.2, page 78.

Measures for transferring risk are described in section 4.3, page 79.

Internal control and risk management procedures are described in section 4.4, page 80.

4.1 Risks and measures to manage the risks

The risks and threats to the Group's business are reviewed regularly, under the supervision of the Audit and Risks Committee. Group risk mapping involves identifying and assessing nearly 200 risks based on a number of criteria, including likelihood of occurrence, financial impact and reputational impact for the purpose of evaluating the "gross" risk (*i.e.*, "net" of existing risk management procedures). The effectiveness of risk management procedures then has to be analyzed to evaluate the "net" risk materiality.

In 2020, these risks were tracked by the Audit and Risks Committee so that the related action plans could be updated in line with any change. Thanks to the increasingly digital nature of its solutions, the Group's operations proved relatively resilient.

However, action plans and risk monitoring were adapted to factor in the economic slowdowns observed in the wake of the measures taken to contain the Covid-19 epidemic in the 46 countries where the Group operates. The Group reacted to the consequences of the epidemic notably by adjusting its monitoring of business continuity, customer counterparty and voucher fraud risks.

These adjustments in light of the Covid-19 epidemic were incorporated into the five categories of risk included in the mapping process shown below. They are classified in descending order of importance within each category. This updated analysis does not reveal any specific new risks, nor any material change in risk levels compared to 2019.

SUMMARY TABLE OF RISK FACTORS

Net impact:	● : Low	● ● : Medium	● ● ●: High
Net probability:	● : Low	● ● : Medium	● ● ●: High

Category	Risk factors and related sections		Probability	Impact	Related extra-financial priority issues
Financial Risks	Currency risk	4.1.1.1	● ● ●	● ● ●	
	Tax risk	4.1.1.2	● ●	● ● ●	
	Commodity risk	4.1.1.3	● ●	● ●	
	Customer counterparty risk	4.1.1.4	● ●	● ●	
	Financial institutions counterparty risk	4.1.1.5	●	● ●	
Legal risks	Risks related to changes in the laws or regulations governing solutions qualifying for a specific payroll and/or income tax regime	4.1.2.1	● ●	● ● ●	
	Risks related to competition law	4.1.2.2	● ●	● ● ●	**Business ethics** (5.4.1.1) **Personal data** (5.4.2.2)
	Risks related to personal data protection regulations	4.1.2.3	● ●	● ● ●	
	Risk related to enhanced regulatory oversight over the Group's activities via banking regulations	4.1.2.4	●	● ●	
	Risks related to corruption, money laundering and / or terrorist financing schemes	4.1.2.5	●	● ●	**Business ethics** (5.4.1.1)
Information systems and cybercrime risks	Information system risks	4.1.3.1	● ●	● ● ●	**ITsecurity** (5.4.2.1) and **Personal data** (5.4.2.2)
	Cybercrime risks	4.1.3.2	● ●	● ● ●	
Group strategy and competitive environment risks	Competitive environment risks	4.1.4.1	● ●	● ● ●	
	Risks related to the acquisition strategy	4.1.4.2	●	● ●	
	Risks related to the partnership strategy and other strategic agreements	4.1.4.3	●	● ●	
Operational risks	Business continuity risks	4.1.5.1	● ●	● ●	
	Voucher fraud risks	4.1.5.2	● ●	● ●	

Non-financial risks, which were not among the main risks identified in the review, are qualified as secondary risks. They are presented in section 5.1.4 "Non-financial risk analysis" based on the Group's risk mapping methodology. These secondary non-financial risks were assessed as non-material in terms of their short-term financial impact and the control over these risks by the departments concerned. They include climate change and risks related to talent attraction and retention. It should be noted that, although Covid-19 did not emerge as a specific and material risk in the 2020 review of the Group's main risks, the epidemic and an assessment of its impacts are discussed in section 2.1.8 "Main risks and uncertainties".

4.1.1 Financial risks

The main financial risks to which the Group is exposed are as follows:

- currency risk, described in section 4.1.1.1, see below;
- tax risk, described in section 4.1.1.2, see below;
- commodity risk, described in section 4.1.1.3, see below;
- customer counterparty risk, described in section 4.1.1.4, see below;
- financial institutions counterparty risk, described in section 4.1.1.5, see below.

Detailed quantified information about the Group's exposure to these risks, after hedging, is presented in Note 6.6 to the consolidated financial statements, page 260.

The Group's financial risk management policy is designed to meet the following core objectives (listed in order of priority): financial security of transactions, liquidity of assets and sources of financing, and profitability (interest income and expense). The aim is to minimize the impact of market risks on the Group's results and, to a lesser extent, on the balance sheet. Interest rate and currency risks are managed at the Group level by the Treasury & Financing Department, which reports to the Executive Vice-President, Finance.

Interest rate and currency instruments are used to support the Group's investment and financing policies, as well as its hedging strategies (fair value and cash flow hedges). Group Treasury and Financing has the necessary expertise and computer applications (Front to Back treasury management software) to invest available cash, raise funds and hedge risks on the financial markets in accordance with the practices generally applied by leading groups. The department's organization and procedures are reviewed by the Internal Audit Department. Monthly cash reports are submitted to the Executive Vice-President, Finance, who validates the objectives set in accordance with previously approved management strategies.

Despite the Covid-19 epidemic, liquidity risk remains non-material. It is discussed in Note 6.6, "Liquidity risk", to the consolidated financial statements, page 263.

4.1.1.1 Currency risk

Risk

The Group is exposed to currency risks on the translation into euros in the consolidated financial statements of business volumes, revenue, EBIT and balance sheet items for each country outside the euro zone. Due to the Group's operations in 46 different countries, many financial statement indicators are inevitably exposed to foreign currency translation risk, particularly that arising from the translation of financial statements denominated in Brazilian reals and Mexican pesos. A significant proportion of the Group's business is generated in countries where the functional currency is different from the Group's reporting currency (the euro).

However, the Group is only exposed to limited currency risk, because each subsidiary's revenues and expenses are generated and paid in local currency.

Actual cash flows between countries whose currency is not the euro consist mainly of dividends and royalties paid by subsidiaries to their parent company, and interest payments made and received on intercompany financing. These cash flows may be exposed to changes in exchange rates between the original currency and the euro.

Exchange gains and losses recognized in the 2020 income statement are presented in Note 6.1 "Net financial expense" to the consolidated financial statements, page 251.

The impact of a 10% change in the exchange rates of the main currencies is presented in Note 6.6 to the consolidated financial statements, paragraphs "Foreign exchange risk: currency analysis", "Currency hedges" and "Sensitivity to exchange rates", page 262.

Measures to manage the risk

Group policy consists of investing the cash generated by an activity in the currency of the country that manages said activity. This avoids having to manage the liquidity risk associated with currency fluctuations and reduces currency risk exposure.

This foreign currency translation risk is not hedged.

However, concerning currency risks on capital flows between subsidiaries and the parent company, foreign currency loans/borrowings are translated using the standards generally applied by leading groups. Other capital flows are included in the monthly cash reports presented in the preliminary comment in section 4.1.1.

Neither Edenred S.A. nor the Group has any open currency positions that would be likely to expose the Group to significant risks.

At December 31, 2020, the Company did not have any cash flow hedges of currency risks concerning forecast capital flows maturing in less than 12 months for limited notional amounts.

4.1.1.2 Tax risk

Risk

As an international group, Edenred is subject to the tax laws of a large number of countries and conducts its business in compliance with various regulatory requirements. The tax rules in force in the Group's various host countries do not always provide clear solutions that are unequivocal in meaning. As a result, the Group's organisational structure, the way it conducts business and the applicable tax regime are based on its own interpretation of local tax rules. There is no guarantee that its interpretations will not be challenged by local tax administrations in the future.

The Group is currently involved in various tax disputes. These are described in Note 10.3 "Claims, litigation and tax risk" to the consolidated financial statements, page 282.

Measures to manage the risk

Assisted by the legal and tax departments and/or a firm of legal and tax advisers, the subsidiaries ensure that they comply with local tax rules.

4.1.1.3 Commodity risk – fuel

Risk

Part of Edenred's business model is sensitive to fluctuations in fuel prices in the different countries in which it provides Fleet & Mobility Solutions. Indeed, some of these solutions are fuel cards used to pay for fuel. The commission received by Edenred for these products is sometimes partly dependent on fuel prices. Fuel prices are determined based on a number of factors, including the price of crude oil and the level of local taxes. Dependence on crude prices varies significantly both by country and by solution. In 2020, 9% of the Group's total revenue was sensitive to oil price fluctuations. The sensitivity of the Group's total revenue to a 10% change in oil prices – based on Brent Crude for Europe, and Brent Crude and West Texas Intermediate (WTI) Crude for Latin America – is estimated at €7 million.

Measures to manage the risk

In Fleet & Mobility Solutions, Edenred has developed a large portfolio of non-fuel-based value-added services, driven either by organic growth or acquisitions. For example, UTA, in which Edenred holds an 100% stake, has a highly diversified revenue model based on toll, parking, vehicle maintenance payment and other solutions. This drive to develop fleet and mobility solutions that go beyond fuel accounts for the leadership position Edenred now holds in the vehicle maintenance sector in Brazil. The Group has also refined its pricing strategy – country by country, and solution by solution – to reduce revenue exposure to fuel price fluctuations.

In addition, Edenred contracts commodity hedges to hedge against unfavourable changes in fuel prices in Europe. Those instruments represented a cumulative notional equivalent amount of €5 million at the period end. New instruments have been added to the portfolio to partially hedge revenues for 2021. These hedging instruments are described in Note 6.6 "Financial instruments and market risk management", to the consolidated financial statements, page 265.

4.1.1.4 Customer counterparty risk (credit risk)

Risk

Customer counterparty risk – or credit risk – essentially concerns the risk of customers being unable to honour amounts that they owe to the Group. This could apply to post-payment facilities where invoicing is based on the volume consumed and not the issue volume. This is the case for Fleet & Mobility Solutions, for example, as well as for payment terms extended to prepaid solution customers where invoicing is based on the issue volume.

The significant proportion of business generated by – generally prepaid – Employee Benefits and Complementary Solutions (Incentive & Rewards) limits the Group's exposure to credit risk. However, Fleet & Mobility Solutions, where about 25% of 2020 business volume was pre-loaded, tends to increase the Group's credit risk exposure.

Edenred's exposure to a major customer default is a contained risk. Because the statistical dispersion of the business throughout the 46 countries where the Group operates is high, no customer billed in 2020 represented a significant share of revenue. In addition, trade receivables correspond to several hundreds of thousands of accounts.

Measures to manage the risk

Thanks to an assertive collection policy, the Group has reduced trade receivables days. Although economic indicators show that business default rates have improved due to government support in most of the regions where the Group operates, the Group has factored in an increased credit risk when calculating provisions for trade receivables in certain regions with higher macroeconomic risk.

Most subsidiaries have set up dedicated teams to manage this risk, and use external databases to assess the financial health of prospects or customers.

Some country organizations have chosen to implement risk transfer solutions, notably in the form of credit insurance, especially for post-payment facilities and in markets where there is a demand for longer payment periods.

Moreover, as part of the Next Frontier strategic plan, the Group is accelerating the development of its SME client base, thereby helping to diversify customer risk even further.

4.1.1.5 Financial institutions counterparty risk

Risk

The Group is exposed to banking counterparty risk, especially with regard to funds invested. Its counterparties are financial institutions with which its available cash is invested and from which interest rate and currency instruments are purchased. Default by one of these institutions or a deterioration in its financial position could result in financial losses for Edenred.

Measures to manage the risk

Exposure to counterparty risk is reduced by dealing only with leading counterparties according to correlated country risks. The Group uses a wide range of counterparties, sets exposure limits by counterparty and uses a monthly reporting procedure to track their concentration and their credit quality based on their credit ratings.

Details of the Group's counterparties are presented in Note 6.6 "Financial instruments and market risk management" to the consolidated financial statements, paragraph "Credit and counterparty risk", page 265.

Group policy consists of investing available cash in the currency of the country in which its solutions are proposed. It is therefore exposed to country risks, which could, in particular, arise from a financial crisis affecting one or more of its host countries.

A significant proportion of the Group's available cash (corresponding to cash denominated in euros) is invested with the holding company, Edenred S.A., under the worldwide centralized cash management scheme. Under this system, the subsidiaries' available cash is transferred to Edenred S.A. in all cases where this is allowed under local law or the law governing the business concerned, and where financial conditions permit. Regular centralized monitoring of these funds helps to reduce the Group's exposure to counterparty risks on the leading financial institutions with which the funds are invested.

Moreover, pooling available cash in this way is one of the main reasons for the Group's very limited exposure to counterparty risks in countries on review for a potential credit rating downgrade. As part of this prudent policy, the Group selects financial institutions independently of the country from which the available cash originates.

Invested funds amounted to €4,724 million at December 31, 2020, of which €2,146 million (gross) reported as cash and cash equivalents and other marketable securities (see Note 6.3 "Cash and cash equivalents and other marketable securities" to the consolidated financial statements, page 253) and €2,578 million reported as restricted cash (see Note 4.7 "Change in Restricted cash", page 241).

The average interest rate was 1.3% at December 31, 2020 and 1.9% at December 31, 2019. Instruments with maturities (after any hedging) of more than one year represented 22% of the total at December 31, 2020 *versus* 27% at December 31, 2019.

4

4.1.2 Legal risks

The five main legal risks to which the Group is exposed are as follows:

- risks related to changes in the laws or regulations governing solutions qualifying for a specific payroll and/or income tax regime, presented in section 4.1.2.1 below;
- risks related to competition law, presented in section 4.1.2.2 below;
- risks related to personal data protection regulations, presented in section 4.1.2.3 below;
- risk of tighter control over the Group's activities *via* banking regulations, presented in section 4.1.2.4 below;
- risk of being caught up in activities that involve bribery, money laundering and/or the financing of terrorism, presented in section 4.1.2.5 below.

4.1.2.1 Risks related to changes in the laws or regulations governing solutions qualifying for a specific payroll and/or income tax regime

Risk

Some Group solutions are governed by national regulations designed to create a dedicated legal framework (mainly for payroll tax, income tax) that will encourage their development. They are mainly Employee Benefits, particularly *Ticket Restaurant* and *Ticket Alimentación*. In 2020, Employee Benefits accounted for 61% of the Group's operating revenue.

These laws and/or regulations may change in ways that are unfavourable to the Group. For example, governments in certain countries may be tempted to scale back or abolish the payroll tax or income tax benefits attached to these solutions. As the solutions' income and payroll tax appeal and the rules restricting their use to specific purposes are core factors behind their growth, any unfavourable change in the regulatory or legislative environment could lead to a decline in related business volume.

See section 1.5 "Regulatory environment", page 31, for more information about the regulations applicable to the Group, including sections 1.5.2.1 and 1.5.2.2, pages 32 et 33, which describe the regulatory environments in France and in Brazil, respectively.

Measures to manage the risk

The Public Affairs Department implements targeted measures on behalf of the Group, such as:

- continuously monitoring political, social and economic developments in the Group's host countries in order to be forewarned of proposed changes in the laws and regulations applicable to solutions that qualify for a specific payroll tax or income tax regime;
- developing institutional tools, such as macro-economic studies, research, surveys and position papers, demonstrating the effectiveness of Edenred's solutions in promoting specific policies;
- identifying the core players in government, government departments, the corporate world and academia that are involved at the international, the European and the national level, and developing long-term contacts with them;
- participating in public debate, in order to remain a preferred contact of international organizations, European institutions and national decision-makers, in defending Edenred's interests and promoting its business;
- drafting messages adapted to each of these players, to preserve Edenred's solutions and programs;
- creating partnerships (and/or discussion platforms) with players involved in developing, promoting or defending policies that govern Employee Benefits solutions.

4.1.2.2 Risks related to competition law

Risk

The Group does business in highly competitive environments. When these markets are restricted to just a few players, they may sometimes give rise to anticompetitive practices. Similarly, the Group may sometimes find itself in what could be considered a dominant position, notably in the Employee Benefits market segment.

Pursuing an external growth strategy requires strict compliance with rules aimed at preventing any exchange of information with a potential acquiree before the transaction has actually been approved by the relevant authorities.

As of December 31, 2020, the Group is involved in various legal disputes related to competition law (see Note 10.3 "Claims, litigation and tax risk" to the consolidated financial statements, page 282).

Measures to manage the risk

The Legal & Regulatory Affairs Department regularly conducts training and awareness programs for executive management in the Group's subsidiaries.

4.1.2.3 Risks related to personal data protection regulations

Risk

Edenred's activities involve processing at times vast volumes of personal data from users of the Group's solutions, particularly digital solutions, as well as for other stakeholders in its business, to a lesser extent. Protecting this data is a priority for Edenred and the bedrock of stakeholder trust (see also section 5.4.2.2 "Priority issue: personal data" page 135).

In the European Union, the introduction of Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR) in May 2018 both harmonized personal data protection rules (thereby minimizing complexity due to regulatory differences) and strengthened these same rules, generating a vast number of compliance obligations and potential significant sanctions in the event of failure to comply.

Outside the European Union, laws and regulations to protect personal data are also being introduced and are frequently inspired by EU Regulations. This is the case, for example, in Brazil, where law no. 13.709 of August 2018 on personal data protection entered into force in August 2020.

Measures to manage the risk

The Data Protection Officer (DPO) supports the Group and its subsidiaries in the management of data related to their operations.

In the EU and a number of non-EU countries, the DPO leads and deploys a Group compliance program for personal data protection. The DPO works with a network of correspondents at the local level and throughout the subsidiaries that provide advice on the deployment of measures to ensure effective personal data protection and, by extension, compliance with personal data protection obligations. The DPO devises all of the related policies, internal guidelines and recommendations designed to ensure a consistent approach to conducting compliance-based initiatives and projects and a uniform level of regulatory compliance throughout the Group's entities.

By securing applications and data, the Digital & IT Department also plays a role in the Group's data protection regulatory compliance.

4.1.2.4 Risk related to enhanced regulatory oversight over the Group's activities via banking regulations

Risk

Two factors tend to increase the risk of enhanced regulatory oversight over our activities *via* banking regulations: (i) the increase in the number of digital solutions coupled with strong growth in the share of digital business volume, and (ii) the increasingly complex legislative and regulatory framework applicable to payment services and related solutions.

Consequently, the switch from paper vouchers to digital solutions, the launch of digital Fleet & Mobility Solutions and Corporate Payment Services together with the Group's external growth strategy in these two markets are leading to an increase in both the number of digital solutions and their contribution to overall business volume. In line with this, digital solutions accounted for 86% of the Edenred group's business volume in 2020.

At the same time, there are more and more laws and regulations governing payment services and/or e-money issuance, notably to promote financial inclusion and boost innovation in banking, but which nonetheless require the introduction of measures that are technically or financial onerous for payment solution providers.

In the European Union, Directive (EU) 2015/2366, known as the Payment Services directive 2 (PSD2), enshrines the specific features of digital Employee Benefits, explicitly excluding most of these solutions from the scope of banking and payment regulations, but nevertheless introducing an obligation to notify the local regulator for other more limited-type solutions. Outside of the European Union, countries such as Turkey, Brazil, Uruguay, Chile, the United States, Japan, India and several Southeast Asian countries have introduced legislative and regulatory requirements that apply specifically to payment services and/or e-money issuance. In most cases, the specific nature of our businesses and the ways in which these differ from payment activities are clearly recognized. However, some of these regulations affect all or part of our businesses. These regulations could require the Group to take measures that will impact:

- our organization, for example, by making it necessary to obtain a specific type of license, possibly for a dedicated entity;
- our business model, for example, by limiting commissions billable to corporate clients or partner merchants and the repayment of unused balances on expired cards; and/or
- our operations, for example, by introducing stricter rules on claims-processing deadlines and obligations to perform due diligence on corporate clients.

These legal and regulatory obstacles may limit the Group's ability to grow its businesses. The obstacles may be unexpected and require the deployment of resources and investments, which may have an adverse effect on the Group's results of operations and financial position.

Measures to manage the risk

As it does for changes in the laws and regulations applicable to solutions that qualify for specific tax treatment, the Legal & Regulatory Affairs Department implements targeted measures such as:

- continuously monitoring legal, political, social and economic developments in the Group's host countries;
- developing institutional tools that demonstrate the specific nature of Edenred's solutions vis-à-vis e-money or payment services;
- identifying the core players that are involved at the international, the European and the national level, and developing long-term contacts with them;
- participating in public debate, in order to remain a preferred contact of international organizations, European institutions and national decision-makers, in defending Edenred's interests and promoting its business model.

In some countries, specific organizations have also been set up to issue payment instruments and manage e-money or payment services under the oversight of the local supervisor in order to comply with legal and regulatory requirements applicable to certain solutions. This is notably the case in France, Italy, Brazil, the United Kingdom, Belgium, Turkey and Mexico.

4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes

Risk

As a French company employing over 500 people and generating total revenue in excess of €100 million, Edenred must comply with all provisions of France's Sapin 2 Act concerning transparency, the fight against corruption and the modernization of the economy.

As a stakeholder in the deployment of social policies in most of the countries in which it operates, working for both businesses and local authorities, the Group may be exposed to a risk of passive or active involvement in processes of corruption.

By their nature, the Group's businesses are relatively unexposed to the risks associated with money laundering and the financing of terrorism. Nevertheless, some specific solutions could be misused for the purpose of money laundering or even financing terrorist organizations or actions. As the transition to digital solutions accelerates and due diligence requirements applicable to regulated payment services are stepped up, additional resources are deployed.

In some countries, particularly in Latin America, subsidiaries must comply with regulations designed to combat organized crime, money-laundering and/or the financing of terrorism. This is also the case for four European subsidiaries with licenses to conduct business as e-money institutions, including one UK-based subsidiary, and Group businesses covered by e-money or payment service regulations.

Measures to manage the risk

The Legal & Regulatory Affairs Department has prepared and circulated anticorruption processes to executive management in all of the Group's subsidiaries. These processes are based on corruption risk mapping, an anticorruption Code of conduct, policies, procedures and other solutions designed to contain the risks identified, as well as a whistle-blowing procedure. In 2020, measures were deployed to strengthen the Group's existing processes based on the recommendations of the French Anti-Corruption Agency (AFA). Taking its corruption risk mapping a step further, the Group deployed a new internal whistle-blowing process in 2020 and launched an online training module on corruption risks for all employees. By end-2020, over 80% of employees with access to the platform had completed the module. As part of the Group's anticorruption processes, a new tool has been implemented to improve the efficiency and documentation of operational accounting controls.

The Group's Compliance Department assists subsidiaries to ensure compliance with the laws and regulations designed to combat organized crime, money-laundering and/or the financing of terrorism.

The four European e-money institutions reviewed and amended their anti-money-laundering and counter-terrorism-financing policies following the transposition of directives (EU) 2018/843 and 2018/1673, which amend the regulatory constraints applicable throughout the European Union.

In 2021, these measures will be bolstered by a training module for all Group employees covering the risks relating to money laundering and/or terrorist financing schemes.

4.1.3 Information systems and cybercrime risks

4.1.3.1 Information system risks

Risk

In the normal course of business, the Group and/or its service providers use a certain number of IT tools and information systems, in particular to manage digital media and for prepaid program management, notably as part of its payment operations. The main risks concern information system downtime and data availability and confidentiality, particularly for personal data. If the IT infrastructure, applications or data transmission networks were to fail, or data centre or network security were to be breached, or data were lost – accidentally or intentionally – or used for fraudulent purposes, this could disrupt the Group's business operations. This is particularly true for certain pooled applications such as transaction authorization platforms. The loss of confidential information could undermine the trust of corporate clients, resulting in a loss of business volume and exposing the Group to the risk of being ordered to pay fines or damages.

Measures to manage the risk

The Group and/or its service providers have back-up systems for these databases, located in highly secure data centres. These data centres are subject to strict administrative and technical monitoring and safeguarding procedures covering and restricting physical access to the centres themselves and the information systems they house.

In addition, the Group develops and deploys standardized information systems throughout its subsidiaries that provide the same types of product, promoting synergies and reducing risks.

Information system availability

The IT teams ensure high availability of information systems *via* the following measures, implemented at either the subsidiary or the Group level:

- infrastructure monitoring software;
- risk alert applications;
- support teams at the local, the regional and the international level that provide continuous assistance during business hours;
- on-call support staff that provide assistance outside business hours;
- a technical contingency plan setting out the process to follow in order to switch from one environment to another, when necessary.

Data protection

The IT teams ensure data protection *via* the following measures, implemented at either the subsidiary or the Group level:

- user access rights management;
- increased monitoring of privileged administrator accounts;
- intra-data centre application filtering (communication between third-party front-end applications, servers and data bases);
- data encryption, when necessary (data bases, data transmission, etc.);
- data storage encryption on laptop computers, where appropriate.

Data retention

The IT teams ensure data retention *via* the following measures, implemented at either the subsidiary or the Group level:

- regular, scheduled application environment back-ups with data retained in accordance with country-specific requirements;
- regular, scheduled database back-ups with data retained in accordance with country-specific requirements;
- secure storage spaces where users can back-up work files;
- scheduled e-mail back-ups with data retained for six months.

Protection and retention of personal data

As an employer and service provider, Edenred is particularly exposed to the rules governing the protection of personal data, such as individual identity, privacy and freedoms. Edenred has therefore established a dedicated organization, tools and a series of processes at all levels of the Group, in order to provide training, support and expertise in its operations. Edenred's information system security and data protection policies are widely circulated within the Group and are based notably on an approach that privileges the principle of privacy by design.

Program code quality management

The IT teams ensure the quality of IT programs *via* the following measures, implemented at either the subsidiary or the Group level:

- dedicated development and test environments for each application, when necessary and possible;
- dedicated User Acceptance Testing (UAT) environments;
- dedicated pre-production environments where modifications to applications are tested prior to moving to production;
- dedicated production environments.

Use of cloud computing services

The Edenred group has a corporate private cloud solution to improve its level of IT security, in particular by protecting data centres and their availability and standardizing incident management and back-ups. The cloud is accessible *via* a wide area network (WAN) which the Group has developed jointly with a leading market player.

Alongside this private cloud, in 2018 Edenred unveiled a public cloud solution that enables the Group to provide its subsidiaries with more flexible solutions, especially when deploying new applications. Since 2020, certain Group operations have migrated all of their functions over to public cloud solutions. This migration to the cloud is set to continue as part of the process of enhancing the Group's product and service quality.

These combined solutions ensure a high level of application availability and data security.

4.1.3.2 Cybercrime risks

Risk

In the normal course of business, the Edenred group and/or its service providers use a certain number of IT tools and information systems, in particular to manage digital media and for prepaid program management, notably as part of its payment operations. In the face of mounting cybercrime, the Group is exposed to the risk of cyberattacks that may impair the availability, integrity or confidentiality of confidential or sensitive data for Edenred or its clients.

Measures to manage the risk

In 2019, Edenred's Information Systems Security & Compliance Department began restructuring its Group-level cybersecurity teams to deal more effectively with cybercrime risks (see also section 5.4.2.1 "Priority issue: IT security").

Analyses and feedback from the November 21, 2019 attack were also used to reinforce protection and resilience against potential cyberattacks.

At the same time, the Group conducts internal or external audits on sensitive IT sites and infrastructure, in particular to monitor safety and improve quality if needed.

Technical measures to boost data security and detect threats

Security measures implemented by the Edenred group to prevent security incidents mainly take the form of access rights management, access traceability, surveillance of external networks (internet and darknet), external audits of sensitive services, antivirus software on workstations and servers, securing of inbound and outbound access (firewalls, proxies, WAFs, VPNs) and encryption of workstation hard drives.

Deployment of a new cybersecurity program

In 2020, the Edenred group launched a new cybersecurity program in its Information Systems Security & Compliance Department. The program aims to monitor and continually improve cybersecurity both at the subsidiary and the Group level by harnessing international IT security standards.

The program will notably cover governance, security by design, cybersecurity awareness, vulnerability and corrective patch management, IT infrastructure and computer application security, access and identity management, cybersecurity incident management and the resilience of critical IT systems.

The program will tie in with personal data protection requirements and drive a continuous and sustained improvement in IT systems security throughout the Group.

Throughout 2020, concrete improvements were made in key areas of cybersecurity, such as governance, crisis management, employee awareness, cybersecurity incident detection and management, and securing of the most critical cross-cutting IT services. This improvement program will be expanded over the coming years.

4.1.4 Group strategy and competitive environment risks

4.1.4.1 Competitive environment risks

Risk

The Group's businesses are exposed to competition from both international groups and local competitors (see section 1.1.4 "A global player dedicated to the world of work", page 24 for a description of the Group's main competitors). One or several markets may be penetrated by new entrants. These may be new companies, or existing companies that are changing their positioning in one or more markets. Competitive pressures may drive down rates in some economically fragile countries, resulting in contracts not being renewed or making it more difficult to win new contracts. If the Group is unable to effectively withstand these competitive pressures, it may lose market share or experience a decline in business or margins.

In countries where Edenred has strengthened its leading position, certain competitors or commercial partners may be tempted to claim that the Group has used this position to circumvent or distort market rules.

Measures to manage the risk

To compete effectively against the main players in its markets, the Group applies a strategy of innovation and competitive differentiation in terms of product offer, positioning, customer experience and value for money.

For example, in its Employee Benefits business, the Group has stepped up the transition from paper-based solutions to paperless versions. Edenred has also developed new services such as mobile payment and payment using application programming interfaces (APIs), which notably enable users to order from meal delivery platforms, with over 80 different partners. This differentiation strategy forms the basis of balanced and long-lasting relations with the Group's various stakeholders. In the Fleet & Mobility Solutions business line, the Group is continuing to roll out its Beyond Fuel strategy, which is aimed at offering additional services to clients by developing maintenance management, unified electronic toll and VAT recovery services for transportation companies.

In addition, to capture the potential of its existing base of clients, partner merchants and end users, the Group intends to develop customer satisfaction measurement, retention, cross-selling and monetization tools for its value-added services. Edenred is also expanding into new market segments, such as Corporate Payment Services, where it in turn is playing the role of a newcomer challenging the positions of market incumbents.

4.1.4.2 Risks associated with the acquisition strategy

Risk

The Group's strategy is based in part on external growth, mainly through acquisitions. It may not be possible to identify credible targets or to close deals at the right time and the right price.

In addition, in order to obtain approval from competition authorities for acquisitions in one or several jurisdictions, the Group may have to accept certain conditions such as a requirement to dispose of certain assets or business units.

There are a number of risks associated with acquisition strategies: (i) the business plan assumptions underlying the valuation of the target may prove to be wrong, particularly those concerning future commercial synergies and estimates of revenue growth, (ii) the Group may not be successful in integrating the acquired company, its technologies, product ranges and employees, (iii) the Group may be unable to retain all key customers of the acquired company, and (iv) the Group may have to take on additional debt to finance the acquisitions. Consequently, the benefits of current or future acquisitions may not be obtained within the forecast period or may fall short of expectations or adversely affect the Group's financial position.

Lastly, acquisitions generate risks linked to intangible asset valuation. Goodwill and other intangible assets with an indefinite useful life are tested annually for impairment. Net goodwill carried in the consolidated balance sheet at December 31, 2020 amounted to €1,457 million while net intangible assets totalled €655 million.

Measures to manage the risk

In line with its strategy, and notably its goal of maintaining an investment grade rating, the Group applies strict criteria for vetting M&A deals, particularly in relation to forecasts of recurring revenue and positive EBIT impact.

When a new business is acquired, the Group's M&A teams, liaising closely with the Strategy teams, coordinate accounting and financial, strategic and technological due diligence work involving teams from other Group functions and external consultants.

An integration plan is also prepared and the necessary resources are made available for its implementation. In particular, an Internal Audit is performed without delay, internal control principles are established and the Group's financial systems are deployed.

As regard intangible asset valuation risks, business assumptions and forecasts are prepared periodically, including a strategic plan and budget drawn up each year for each of the subsidiaries. The strategic plan and the budget are analyzed and, where necessary, an appropriate action plan is developed.

In addition, one of the objectives of the Next Frontier strategic plan is to maximize organic growth by leveraging clearly identified growth drivers, such as growth in the SME segment, which would free the Group from the need to rely on external growth alone for its development.

4.1.4.3 Risks associated with the partnership strategy and other strategic agreements

Risk

In the course of its business, the Group may use partners' technologies, IT applications or networks, particularly for digital transactions. Any disagreement concerning the renewal of any such partnerships or user licenses may have an adverse effect on the Group's business.

In addition, agreements are being implemented with clients and merchants to enable employee users to use the Group's solutions. As a result, the non-renewal of any of these partnerships may have an adverse effect on revenues from the solutions concerned.

Lastly, the Group has set up partnerships for the distribution of solutions by third parties, including an exclusive partnership agreement with Itaú Unibanco to distribute its Employee Benefits solutions in Brazil.

Measures to manage the risk

A team has been set up to manage the Group's partnerships and strategy and keep tabs on the competition. The team identifies risks upstream, sets up multiple partnerships whenever possible and identifies new partnerships to replace existing ones.

This approach can involve innovation-based agreements that strengthen the Group's positions and showcases its value proposition to clients. Distribution partnerships are structured and organized around regular exchanges between our partners, the operating entities involved and the Group. This approach helps to ensure that all parties comply with their contractual obligations over time and share the Group's best practices. Lastly, the application-based strategy deployed by the Group IT Architecture Department ensures a modular approach to acquisition of and expertise in key technologies.

4.1.5 Operational risks

The main operational risks concern business continuity and voucher fraud.

The Group is also exposed to other operational risks such as internal fraud with a lower level of criticality.

These risks are examined in detail below.

4.1.5.1 Business continuity risk

Risk

Business continuity is a key component of the Group's value proposition for its corporate clients, the employee users of its solutions, and the partner merchants that accept these solutions, together with the public authorities that deploy Employee Benefit-type programs.

The Group is exposed to two main business continuity risks: (i) the risk that its solutions cannot be used, notably in the event of inability to authorize digital solution transactions, and (ii) the risk of the Group not being able to carry on its business more generally, linked to a major failure of internal processes or essential service providers or loss of a license needed to do business in certain countries.

In 2020, the Group also had to contend with local measures taken to contain the spread of Covid-19.

Measures to manage the risk

In response to the various government measures taken to contain the spread of Covid-19, Edenred was able to deploy extensive homeworking arrangements for its employees, ensuring business continuity through its digital solutions and processes. Almost 95% of employees were able to work from home during the different lockdown periods.

The risk of inability to authorize digital solution transactions is managed by securing the continuity of transaction authorization platforms. This is made easier by centralizing all transactions on a limited number of platforms, most of which are managed by the Group.

The risk of internal failures and cybersecurity risk is managed by a series of protection measures that include internal control and audit processes, information system back-ups and deployment of disaster recovery and business continuity plans.

The risk of service provider failure is handled by tracking service provider performance and stipulating and enforcing strict contractual requirements, especially in terms of service availability and continuity.

The risk of losing a license needed to do certain business in certain countries is managed locally by executive management of the subsidiaries.

The risk of disruption to certain business lines following Brexit on December 31, 2020 was anticipated by setting up a subsidiary in Belgium. This subsidiary obtained an e-money issuer license in July 2019, enabling it to issue and distribute e-money *via* Group subsidiaries in all countries offering e-money or payment service-type solutions.

4.1.5.2 Voucher fraud risks

Risk

The Group is exposed to the risk of voucher forgery and the fraudulent use and theft of paper, card and/or paperless vouchers.

In the case of paper vouchers, risks mainly relate to the distribution of fake vouchers, voucher forgery and voucher theft. For example, the Group may be asked to accept forged or stolen vouchers presented by corporate clients for reimbursement.

In the case of cards or digital solutions, the main risks concern the fraudulent use of card details for online purchases (after the codes have been stolen using e-mail scamming and phishing or by forging cards). Forging cards or "skimming" involves stealing or obtaining card data (by hacking the information system, for example) and then copying these onto another card. The risk of actual card theft is minimal.

Combating the risk of digital solution forgery or theft requires much greater sophistication than for risks associated with paper vouchers. Cases of forgery and theft continued to be extremely rare in 2020 however, the Group continues to be attentive to new types and variation of volumes of fraud incidents, notably due to the human and economic impact of the epidemic.

Measures to manage the risk

To limit the risk, the Group continued to accelerate the migration from paper to digital solutions. This was given added impetus by the measures taken to contain the spread of Covid-19. Dematerialization and digital solutions automatically reduce exposure to the risks associated with paper solutions.

In addition, the Group has dedicated resources for integrating fraud prevention and detection mechanisms into digital solutions. Payment instrument and transaction security is being constantly improved through technological improvements, such as by equipping the cards with a smartcard chip, incorporating strong authentication solutions, stepping up security checks at payment terminals or introducing international standards, thereby helping to enhance data security.

At the same time, the Group has resources specifically dedicated to preventing fraud. Awareness raising initiatives were organized for all employees in 2020. The Group also has a policy of purchasing insurance to cover fraud risk, as explained in section 4.3.2 "Risks transferred to the insurance market", page 79.

4.2 Legal and arbitration proceedings

In the normal course of business, the Group may be involved or become involved in legal and arbitration proceedings and may be subject to tax or government audits.

Information about legal or arbitration proceedings in progress, pending or threatened that may have, or have had in the recent past, significant effects on the Group's financial position, business or results of operations is provided in Note 10.3 "Claims, litigation and tax risk" to the consolidated financial statements, page 282.

To the best of the Company's knowledge, no other governmental, legal or arbitration proceedings that may have a significant impact on the financial position of the Company and/or the Group have been initiated against the Company or any of its subsidiaries.

The method used to provide for or recognize liabilities complies with the applicable accounting standards (see section 7, Note 10.2, page 281).

Provisions for litigation are recorded on receipt by the Group of a notice of claim or summons, based on an assessment of the related risk made by the Group and its advisors. They are presented in Note 10.2 "Provisions" to the consolidated financial statements, page 281

Edenred has not entered into any material off-balance sheet commitments other than those disclosed in Note 11.5 "Off-balance sheet commitments" to the consolidated financial statements, page 286.

4.3 Transferred risks

4.3.1 Risks transferred to suppliers

The Group transfers some risk to suppliers via contract negotiations. The Group has a Purchasing Department to negotiate important supplier contracts, especially services supplied to a number of subsidiaries. This contractual risk transfer policy helps reduce the Group's residual exposure to operational as well as to information systems and cybercrime risk.

4.3.2 Risks transferred to the insurance market

Edenred transfers part of its risks onto the insurance market through business-specific insurance programs that protect its businesses and assets in all host countries. They consist of international programs that set common standards for transferring risks to insurers and optimizing cover by pool-purchasing within Group entities. To diversify counterparty risks associated with these international programs, they are spread between around a dozen top-ranking insurers, none of which covers more than 30% of the total capacity transferred to the insurance market. In 2020, 100% of the Group's programs involved insurers with an insurer financial strength rating higher than A- from Standard & Poor's.

Key insurance cover taken out by the Group and transferred to the insurance market includes:

- professional and civil liability insurance covering liability incurred by Edenred in the course of its business activities. This covers the Group's potential financial liability in the event of bodily injury, material and/or immaterial damage caused to third parties. The Group has set up an international insurance program that covers all entities throughout the world thanks to local country-specific policies;
- property and casualty and business interruption insurance covering Group assets throughout the world against accidental risks such as fire, natural disasters and other similar risks. It also covers any interruption to Edenred's business as a result of such events together with problems encountered with suppliers following an accidental event covered by a policy taken out by the Group. The individual sites purchase local cover in addition to that provided by the international program. Edenred operates close to 200 sites in 46 countries;
- anti-fraud insurance covering financial losses suffered by the Group as a result of fraud or hostile acts committed either by an employee of the insured (internal fraud) or by a third party. This policy covers paper fraud as well as payment fraud, *i.e.*, fraudulent use of cards issued by the Group. The Group has set up a worldwide insurance program rounded out by local policies taken out in countries in which a need has been identified;
- digital risk insurance covering the harm suffered/liability incurred by the Group as a result of an attack on its information systems or theft or a leak of data. This worldwide policy has been brought into line with the requirements of EU legislation to protect personal data. It is rounded out by local policies taken out in countries in which a need has been identified;
- transportation and storage insurance covering the cost of goods stolen during transportation and/or storage. Edenred has taken out an insurance policy that covers Group entities exposed to transportation risk.

The Group's international insurance program is rounded out by policies taken out in the countries in which Edenred does business. This coverage offers specific types of insurance needed in the different countries and only available locally (*e.g.*, vehicle liability insurance).

To maximize the efficiency of its insurance arsenal, the Group has chosen to self-insure against low-intensity and/or infrequent risks. Self-insurance is based around contractual deductibles and/or a reinsurance captive acquired in 2014.

- Insurance deductibles are intended to cover low-intensity risks and per-loss deductibles are adapted to each risk in line with Edenred's financial capacity to bear the amounts in question. No adjustments were made to insurance deductibles during the year;

As a primary protection measure, Edenred's reinsurance captive commits to insuring a certain amount of each risk covered. In addition to helping the Group to optimize the cost of transferring risk by retaining low-intensity and infrequent risks, the reinsurance captive also enables Edenred to address new risks that are specific to its businesses and to manage other risks in accordance with risk appetite in the insurance and reinsurance markets. In 2020, the level of risk retained by the Group reinsurance captive was reduced on transportation and on property/casualty and business interruption insurance. There was no change in the level of risk retained on other coverage.

In 2020, Edenred maintained its existing insurance coverage together with the guarantees that it has taken out on the insurance market. The Group continues to closely track the terms and conditions on offer on the insurance market.

4.4 Internal control and risk management procedures

4.4.1 Internal control definition and objectives

The Edenred group observes the highest standards in terms of internal control and financial information. Internal control is a process defined and implemented by the Board of Directors, management and employees to provide reasonable assurance regarding the achievement of objectives in the following areas:

- application of the instructions and directional guidelines fixed by Executive Management;
- compliance with the applicable laws and regulations, and adherence to the Group's corporate values;
- prevention and control of risks, particularly operational and financial risks;
- optimization of internal processes to guarantee operational efficiency and efficient use of resources;
- production of high quality, fairly stated accounting, financial and management information.

To fulfil each of these objectives, the Group has defined and implemented the main principles of internal control, based to a large extent on the Internal Control Framework defined in the report of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), as last updated in 2013, and on the Internal Control Reference Framework of the French financial markets authority (Autorité des marchés financiers – AMF) and related recommendations, as last updated in 2010.

These principles are underpinned by:

- management policies that foster the development of an internal control culture and promote integrity;
- the identification and analysis of risk factors that may prevent the Group from meeting its objectives;
- an organization and procedures designed to ensure that the strategies defined by Executive Management are implemented;
- periodic reviews of control activities to seek out potential areas of improvement;
- procedures for the communication of information about internal control.

By helping to anticipate and control the risks involved in not meeting the objectives the Company has set for itself, the internal control system plays a key role in conducting and monitoring its various activities. However, internal control cannot provide absolute assurance that the Company's objectives will be met.

One of the objectives of the internal control system is therefore to anticipate and control the risks arising in the course of the Company's business, as well as the risk of errors or fraud, particularly in the areas of accounting and finance. However, as stated in the AMF's Internal Control Reference Framework, internal control procedures cannot provide absolute assurance that the Company's objectives will be met, no matter how well the system is designed or how well the procedures are applied.

The following description of the Company's internal control systems was prepared based on the AMF's Internal Control Reference Framework and its application guide.

4.4.2 Summary description of internal control procedures

The internal control system described below covers the parent company and all of its consolidated subsidiaries, which are responsible for implementing the instructions and directional guidelines fixed by Executive Management, including internal control objectives. Each subsidiary's internal control system includes both the procedures defined at the Group level and business-specific procedures that take account of the subsidiary's organization, culture, risk factors and specific operating environment. As the parent company, Edenred S.A. is responsible for ensuring that adequate internal controls exist and are applied, in particular to the accounting, financial and operating procedures of fully consolidated subsidiaries.

4.4.3 Main participants in the system of internal control

Internal control procedures are part of the policies defined by the Board of Directors and are implemented under the direct responsibility of the heads of the operating divisions and corporate functions. Internal control is everyone's responsibility, from corporate officers to front-line employees.

The main structures responsible for overseeing the internal control system are as follows:

4.4.3.1 Executive Management

In accordance with the law and the Company's bylaws, the Chairman and Chief Executive Officer represents the Company in its dealings with third parties and has the broadest powers to act on behalf of the Company in all circumstances. The situations where exercise of the Chairman and Chief Executive Officer's powers is subject to the prior approval of the Board of Directors are described in the report on corporate governance in section 6.

For the purpose of carrying out his duties, the Chairman and Chief Executive Officer has set up an Executive Committee comprising representatives from all of the operating divisions and corporate functions. The Executive Committee members are:

- Executive Vice-President, Human Resources & Corporate Social Responsibility;
- Vice-President, Communications;
- Chief Operating Officer, Americas;
- Chief Operating Officer, Fleet & Mobility Solutions;
- Chief Operating Officer, Europe, Middle East & Africa;
- Executive Vice-President, Legal & Regulatory Affairs;
- Executive Vice-President, Innovation & Asia-Pacific;
- Executive Vice-President, Marketing & Strategy;
- Executive Vice-President, Finance;
- Executive Vice-President, Global Technology.

4.4.3.2 Group Finance

The Executive Vice-President, Finance is responsible for implementing the Group's financial policies, in particular by communicating to the subsidiaries the accounting principles and standards used to prepare the consolidated financial statements.

Group Finance is organized around the following departments:

- Group Internal Audit, which includes the operating and financial Internal Audit teams, as well as information systems Internal Audit teams;
- Treasury & Financing;
- Group Accounting, responsible for overseeing the following units:
  - Group Consolidation,
  - Group Accounting of Holdings (including Edenred S.A.),
  - Group Financial Information Systems;
- Performance;
- Corporate Finance, Mergers & Acquisitions;
- Financial Communications;
- Group Tax;
- Purchasing.

Group Finance maintains regular contact with the Statutory Auditors, who audit the financial statements of the Company and the Group in accordance with the applicable laws and regulations.

Group Internal Audit & Information Systems Audit Department

Reporting to the Chief Financial Officer, the Head of Group Internal Audit has permanent access to the Chairman and Chief Executive Officer to whom he presents a report of his activities at least twice a year. The Internal Audit Department is one of the cornerstones of the internal control system, responsible for helping to develop internal control tools and standards, and for performing audits based on the multi-year audit program approved by the Board of Directors *via* the Audit and Risks Committee. The team comprises operations auditors and information systems auditors, reporting to a head of department.

Internal Audit is defined in the professional standards of the Institute of Internal Auditors (IIA) as "an independent, objective assurance and consulting activity designed to add value and improve an organization's operations and information systems." The Internal Auditors help the Group to meet its objectives by assessing its risk management, control and governance processes according to a systematic and methodical approach, and making proposals to improve their efficiency.

The Internal Audit Department's procedures are fully aligned with this definition. Its methods and procedures for reporting on its work are described in the Internal Audit Charter. This charter defines the framework for Internal Audit activities within the Group, based on the professional guidelines issued by IFACI (operations and financial audit) and ISACA (information systems audit), IIA affiliates, which require Internal Auditors to observe the highest ethical standards. It is signed by the Chairman and Chief Executive Officer, the Executive Vice-President, Finance and the head of Group Internal Audit, and approved by the Group's Audit Committee. Group Internal Audit has had IFACI Professional Certification for its professional activities since November 2017. This certification was renewed on February 2, 2021 for a three-year period.

Group Internal Audit coordinates its audit plans with the Statutory Auditors' work plans. In 2020, the Group Internal Audit team comprised the head of department and eight auditors (four operations auditors and four information systems auditors).

Treasury & Financing Department

This department is responsible for the tracking, security, transparency and efficiency of the Group's cash management and financing transactions. Its activities include:

- managing financial resources to preserve the Group's liquidity position, in agreement with the Executive Vice-President, Finance;
- managing cash positions;
- quantifying and hedging financial risks (particularly currency and interest rate risks);
- managing banking relationships;
- supporting subsidiaries in their management choices and assisting Executive Management in arranging financing for new projects.

Group Accounting Department

This department supervises and manages the Group Consolidation unit, the Group Financial Information Systems Department and the Group Accounting of Holdings Department.

It is responsible for relations with the Group's Statutory Auditors.

The role of the Group Consolidation unit consists in consolidating Group companies at the level of the ultimate parent company, Edenred S.A., which owns all of these companies either directly or indirectly. Each consolidated subsidiary produces a consolidation package in accordance with Group accounting policies and IFRSs, based on accounting data generated by their local information systems.

The Group Consolidation unit issues instructions prior to each period-end, setting out the reporting deadlines and describing any changes in standards, rules or principles that will apply for the first time. It also provides regular training on consolidation tools and standards. On receipt of the packages, the Group Consolidation unit performs the customary checks and controls before launching the consolidation process. The package reviews are an opportunity to check the accounting treatment applied to recognize and measure material, unusual and non-recurring transactions.

To help improve the quality of financial information reported by consolidated subsidiaries, the Chief Executive Officer and the Finance Director of each consolidated or non-consolidated subsidiary are required to provide the Group Consolidation team with a representation letter at each year-end, certifying that (i) the financial statements comply with Group accounting policies and principles, (ii) internal controls over the preparation and processing of the financial statements are effective, and (iii) there have been no irregularities involving employees or management. The subsidiaries' management also provide additional Human Resources information for the calculation of pension obligations, as well as comments on material events for the period and a description of any items that – individually or cumulatively – have a material impact on the understanding and measurement of the subsidiary's financial statements.

The Group Consolidation team also produces the financial statements and notes published in the Group's Annual Reports.

Group Financial Information Systems Department

The Group's financial information systems are designed to ensure the security, reliability, timeliness and traceability of financial information.

They are based on:

- a Group accounting system, to be deployed in all of the Group's subsidiaries;
- a reporting and consolidation system that covers all of the Group's operations, thereby ensuring consistency of accounting data at the Company and Group levels.

A specifically designed user manual has been prepared and issued to the employees concerned in order to guarantee that the systems are correctly used and that the information obtained is appropriate and relevant.

The Group has also set up processes to ensure the security of the financial information systems, as well as the integrity of the data involved. These include regular back-ups, programmed controls that trigger warnings in the event of incorrect data entries, and payment flow security measures.

The accounting and financial information system is regularly updated to keep pace with changes in the Group's specific needs.

The network and all centralized applications are tested periodically to ensure that they are adequately protected against intrusion risk. Regular security audits are also performed.

Performance Department

The Performance Department is made up of financial controllers and managers from Group Reporting.

The Financial Control team is tasked with ensuring that the Group deploys the right resources to achieve its growth and profitability objectives. To do this, it draws up management control guidelines and ensures that they are applied correctly in the subsidiaries. These guidelines cover both the analytical framework to be used for the Group's operating activities and the financial and non-financial indicators used to understand and manage these activities.

The Performance Department works closely with operational teams to ensure that the management framework continues to be suitable and relevant and to reflect the Group's changes and growth objectives. It also oversees the monthly performance review process with regional management and Executive Management.

In performing this duty, it draws on a team of financial controllers, each responsible for a specific region. The Performance team also works closely with Group Accounting using the same reporting tool.

The Group Reporting team is responsible for producing monthly, quarterly and annual consolidated income statements. The items in the income statements of the subsidiaries and the corporate functions are tracked and analyzed by means of operational and financial indicators, which are compared at monthly intervals with the budget and prior-year actual results. The unit also produces the data for the Group's published quarterly revenue reports.

This work serves as the basis for the preparation and transmission to the Executive Committee of management reports, supported by variance analyses and analyses of material trends identified from the subsidiaries' monthly management reporting packages.

The Executive Committee attaches considerable importance to the Group's planning process, leading to the preparation of the annual budget that rolls down the Group's strategy into operational action plans. It is the responsibility of Group Consolidation and Reporting to issue appropriate instructions and guidelines for the teams involved in preparing the budgets.

The department coordinates the planning and budget control system, which is backed by an instruction manual describing the reporting rules to be applied by all entities, as well as the budgeting and forecasting procedures.

Corporate Finance, Mergers & Acquisitions Department

Corporate Finance is responsible for all of the Group's capital transactions such as acquisitions, divestments, mergers and joint ventures. It provides expertise notably in the valuation and economic and financial structuring of acquisitions. Corporate Finance ensures compliance with Group procedures in the implementation of due diligence, negotiations with vendors and corporate finance projects. It assists the Group Accounting Department in valuation work connected with monitoring merger and acquisition transactions in the Group's consolidated financial statements (impairment testing) and goodwill allocation.

The role of Corporate Finance with respect to mergers and acquisitions involves:

- evaluating investment proposals;
- coordinating the entire acquisition process, including the acquisition audit, and centralizing the results;
- arranging the process for approving investment proposals (organizing the approval Committee meeting, presenting the proposals to the Group's Executive Committee, Executive Management and/or the Board's Commitments Committee).

Financial Communications Department

The Financial Communications Department is responsible for providing the market and the financial community with clear, accurate information about the Company's results, strategy and outlook.

It organizes and conducts ongoing dialogue with shareholders, investors and analysts through press releases, meetings, telephone conference calls, and the Company's website.

The Financial Communications Department complies strictly with the applicable regulatory framework, in particular that of the AMF, and adheres to the principle of equal treatment of all investors. With the support of the Legal & Regulatory Affairs and Group Accounting Departments, it is also responsible for reporting all regulated information (periodic and ongoing), which must meet transparency, accuracy and regularity requirements.

All financial press releases and published results are signed off by the Board of Directors and the Audit Committee prior to publication.

Group Tax Department

The Group Tax Department's responsibilities in the area of internal control are to ensure that the Group fulfils its obligations and complies with the applicable tax rules. The department's duties include:

- identifying the Group's risk exposures and implementing policies and procedures to address and attenuate tax risks;
- monitoring material tax disputes and tax audits of Group entities;
- aligning the tax practices of the various Group entities and checking with the Group's tax advisors that major transactions comply with the applicable tax laws;
- selecting tax advisors for all Edenred geographies and monitoring their services and related billings.

4.4.3.3 Legal & Regulatory Affairs Department

The Group Legal & Regulatory Affairs Department is responsible for ensuring compliance with all laws and regulations applicable to the Group in all of its host countries, protecting the Group's assets and businesses as a whole and defending its interests, as well as the professional interests of its corporate officers and employees.

It contributes to internal control in four main areas:

- drafting and updating standard contracts and contract templates for the most common transactions (purchases of IT and other goods and services, general conditions of sale, product claims, etc.), along with procedures for their use;
- making proposals to the Executive Committee regarding the rules to be applied for delegations of authority and for the distribution and protection of confidential information, introducing these rules and monitoring their correct application worldwide;
- selecting external legal advisors, monitoring their services and performance, and tracking their billings in liaison with the Management Control Department;
- transposing international standards and guidelines into Group operational requirements.

In the field of risk management, the Compliance & Risks Department, which reports to the Legal & Regulatory Affairs Department, is tasked with:

- ensuring the appropriateness of insurance coverage in relation to the risks incurred by the Group;
- mapping the Group's major risks in collaboration with the Internal Audit teams;

- monitoring the regulations mentioned in section 1.5.2 of this document (notably payment services and e-money) that may have an impact on Edenred's programs;
- providing the Group's subsidiaries with all the support they need to understand these regulations and their impact on programs and organizations.

4.4.4 Internal communication of information and procedures related to accounting and financial information

The Group ensures that relevant information is communicated in a timely manner to all persons concerned by the system of internal control so that they can perform their duties in accordance with the Group's standards. To this end, a set of procedures describing best practices and reporting processes has been circulated internally.

Internal controls over accounting and financial information are designed to provide assurance that:

- the financial information produced by consolidated subsidiaries is reliable and that the financial information published by the Group is fairly stated and complies with the true and fair view principle; and
- adequate safeguards are in place to protect against the risk of errors, inaccuracies or omissions in the Group's financial statements.

Edenred refers to the AMF's Internal Control Reference Framework and the guide to its application to internal controls over accounting and financial information.

Corporate values and principles

The Group's internal control system forms part of the corporate values expressed by the Board of Directors and Executive Management and communicated to all employees. Rules of conduct and integrity have been drawn up covering the areas of employee behaviour and relations with customers, shareholders, business partners and competitors.

Procedure manuals and accounting principles

A Finance Manual is issued to all Group Finance Departments, describing:

- the closing process for the monthly management accounts;
- the layout of the Group's charts of accounts;
- consolidation principles and accounting standards and policies used by the Group.

The manual also includes the Treasury Charter, which describes:

- cash management procedures;
- the principles to be followed concerning the holding of payment instruments and the approval of expenditures;
- the role and organization of cash pooling systems.

A presentation of International Accounting Standards/International Financial Reporting Standards has been prepared by the Group Accounting Department and made available to all Group employees concerned.

Lastly, consolidation instructions detailing the financial reporting schedule and specific adjustments to be made to the subsidiaries' local financial statements are issued every six months to the various Finance Directors and consolidation teams. They are archived on the dedicated intranet.

The subsidiaries' consolidation packages, including adjustments to comply with Group policies, are prepared by the local accounting teams using as a reference the Group Finance Manual, which describes the accounting recognition and measurement rules. The manual presents the basic concepts applied for:

- the preparation of the financial statements, such as the going concern principle;
- accounting periods;
- reliability concepts.

It is regularly updated to reflect changes in French laws and regulations governing the preparation of consolidated financial statements.

The Finance Manual also describes in detail Group principles for the recognition, measurement and presentation of the main financial statement items, including:

- descriptions and definitions of income statement items, and the consistency tests to be performed such as the tax proof;
- rules governing the recognition and presentation of balance sheet and off-balance sheet items;
- rules governing the measurement of certain items based on estimates;
- accounting and reporting principles for intra-group transactions.

Reporting procedure

The Reporting Department is responsible for overseeing the reporting procedure described in the Finance Manual. This procedure requires local teams to submit monthly reporting packages comprising an analysis of key business indicators and the main components of income, in the format prescribed by the Group. All reporting data submitted by local subsidiaries must be analyzable by nature, function and solution.

The reporting procedure is designed to provide a detailed analysis of monthly changes in consolidated financial and operating results, to support resource allocation decisions and measure the efficiency of the various organizations. Reported data are compared to the budget and to prior-year actuals to detect any emerging trends or unexplained variances.

Internal Audit reports

A draft report is prepared after each Internal Audit, setting out the auditors' findings, identified risks and related recommendations. This report is sent to the management of the audited entity, which prepares an action plan.

The final report, which includes the action plan prepared by the audited entity, is then sent to the members of the Group Executive Committee in charge of overseeing operational and financial matters for the entity concerned, as well as the corporate support functions and Executive Management.

The Audit and Risks Committee receives a half-yearly summary from the Group Internal Audit Department of the Internal Audits carried out during the period, including a status report on the annual audit plan, an assessment of the quality of internal control in the audited entities, and the Internal Auditors' main observations.

4.4.5 Identifying and analyzing risks

The Group identifies and analyzes the key risks that, if they occurred, would affect its ability to fulfil its objectives. It takes the appropriate measures to limit the probability of these risks occurring and the consequences if they do.

Identifying and assessing major risks for the Group

The Group is exposed to a number of risks in the normal course of business.

These risks, together with the related control procedures, are described in section 4 "Risk factors and management". Internal control procedures are implemented under the direct responsibility of the heads of the operating divisions and corporate functions and Group Internal Audit, and form part of an on-going process of identifying, assessing and managing risks.

The results of the analysis of non-financial risks are detailed in section 5.1.4.

Internal control self-assessments

The Group has developed internal control self-assessments, based on analyzing the internal control risks inherent in each business and identifying key control issues.

The Group places considerable emphasis on preparing, issuing and monitoring internal control self-assessment procedures. The self-assessment procedures are implemented by all Edenred entities that sell prepaid solutions in paper voucher, card and other formats. These systems are compatible with existing internal control standards and processes.

Data obtained from the internal control self-assessment procedures are centralized annually at the country level, with the assistance of the Group Internal Audit team.

Internal control risk maps are also used to plan the work performed by Group Internal Audit. These maps, which highlight issues that require priority action, are included in the relevant Internal Audit reports and are periodically presented in summary form to the Executive Committee and the Audit and Risks Committee.

Analyzing IT security risks

To round out the risk identification and assessment work conducted as part of the Group risk mapping process and the internal control self-assessment, the Group Information Systems Security & Compliance Department advises and assists Executive Management in defining its IT security policy. It is responsible for ensuring that the policy is properly implemented, applied and monitored. It also identifies, organizes, coordinates and leads all preventive and corrective security measures introduced in all of the Group's host countries.

4.4.6 Control activities

To improve control of identified risks, the Group has set up control procedures that comply with its standards and cover both operating and financial information processes.

Preparing and controlling the consolidated financial statements

The consolidated financial statements are prepared by the Group Accounting Department based on information reported by the entities' Chief Executive Officers and Finance Directors. The format of the consolidation packages is determined by the Group.

The entities are responsible for the information contained in their consolidation packages and are required to make formal representations to Group Finance about the fairness of reporting data and its conformity with Group accounting standards and policies.

The Consolidation unit carries out systematic controls of the consolidation packages submitted by the entities. A detailed schedule for reviewing the packages is prepared and sent to the employees concerned.

In connection with their audit of the consolidated financial statements, the Statutory Auditors review the consolidation packages transmitted by the entities included in the scope of their audit. Group Internal Audit also reviews from time to time the proper application of Group accounting standards and policies by the entities, and reports to Group Finance any issues identified during the review.

The consolidated financial statements are lastly examined by the Executive Vice-President, Finance prior to their review by the Audit and Risks Committee in preparation for approval by the Board of Directors.

Role of Group Internal Audit

Group Internal Audit carries out its audit assignments based on an audit program validated by the Executive Committee and the Audit and Risks Committee. The main types of assignments, as described in the Internal Audit Charter, are as follows:

- **operations and/or financial audits**, which are aimed at evaluating the reliability and effectiveness of the operating entities' internal control systems, as well as ensuring that they comply with Group standards. These audits include tracking the action plan (if any) issued following the last audit. Comparing the results of the audit with the results reported by the subsidiary during the year on the deployment of action plans serves to close the internal control loop;
- **organisational, procedural and/or specific audits**, which are aimed at helping the divisions to optimize and adapt their procedures and operating processes, notably when rolling out cross-functional projects that lead to a change in organization structures. They can also concern issues applicable to cross-cutting audits, one or more operating entities or to a particular country, function or process;
- **IT function audits**, which are performed to ensure that best practices are applied in relation to the organization and management of the audited entities' information systems. These reviews are also aimed at ensuring that the manual and automated checks in place provide an appropriate level of internal control in view of the operations covered by the applications or IT departments concerned. Lastly, they make it possible to validate the implementation of best IT project management practices.

Internal Audit plans are determined based on the internal control risk map. To ensure effective risk management, each operating entity is audited approximately every three years. The entity's contribution to the Group's operating revenue and requests from specific zone directors are also taken into account when deciding which entities should be audited. As regards the IT audit plan, the selection of auditees must take into account changes in the Group's businesses such as digitalized solutions and pooled services as well as the contribution to business volume processed by the information systems. Internal Audit successfully adapted its audit plan and procedures in 2020 to continue control operations remotely when necessary.

Measures are taken by the management of the audited entities to eliminate the identified internal control weaknesses and make any necessary improvements. The Group Internal Audit team performs a follow-up visit to check that the action plans have been duly implemented.

The head of Group Internal Audit prepares half-yearly and yearly summaries of the Internal Audits carried out by his or her teams during the year for presentation to the Executive Committee and to the Audit and Risks Committee, which checks that the department has the necessary resources and makes any observations or recommendations that it considers necessary.

4.4.7 Monitoring internal control

Internal control procedures are regularly reviewed to ensure that they are appropriate and aligned with the Group's objectives, particularly in view of the risks specific to each business and the costs of performing the controls.

The main structures responsible for overseeing the internal control system are as follows:

The Audit and Risks Committee

The Board of Directors' Internal Regulations define the Audit and Risks Committee's membership, terms of reference and procedures. The Committee is responsible for:

- ensuring that the accounting policies applied for the preparation of the financial statements of the Company and the Group are appropriate and applied consistently from one period to the next;
- monitoring the process for the preparation of financial information; and
- checking that internal reporting and control procedures provide adequate assurance concerning the reliability and completeness of financial information and the control of Group risk exposure.

It assists the Board of Directors in ensuring that the financial statements of the Company and the Group are accurate, fairly stated and reliable. To this end, the Committee makes proposals and recommendations to the Board in the areas described in section 6.1.1.12 page 171.

5

Non-financial performance statement

AFR DNFI

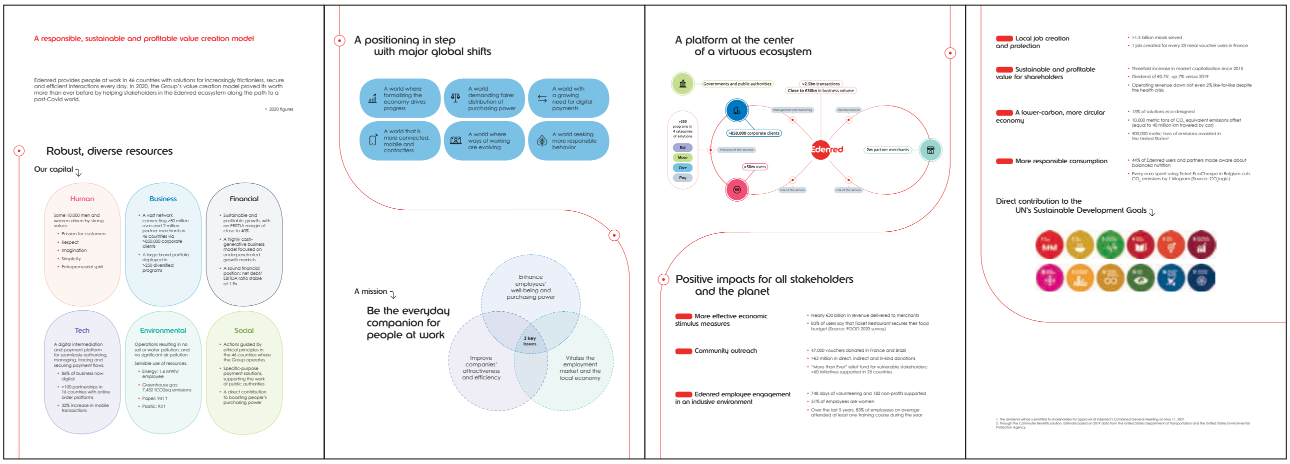
By inventing the *Ticket Restaurant* meal voucher in 1962, Edenred helped to spread the practice of taking a lunch break to all employees. The *Ticket Restaurant* solution was designed to address a social issue by encouraging French employees to take a lunch break, thereby improving sanitary conditions and limiting the use of lunchboxes in the workplace. Since then, the Group has contributed to social progress with solutions that make life easier for both employees and consumers.

Edenred's operations and solutions place it at the center of an ecosystem connecting employees, merchants and public and private organizations. It reconciles their diverse needs as part of a virtuous cycle that benefits everyone involved. This position requires Edenred to closely monitor economic, social and societal trends so that it can adapt to new practices and thereby meet the needs and expectations of businesses and users. Edenred's mission is to be a companion for people at work by addressing their fundamental needs – Eat, Move, Care and Pay. Its ambition is to contribute to the employee well-being and purchasing power, to vitalize the economy and local employment and to increase companies' efficiency and attractiveness. To meet these challenges, the Group relies on its powerful technology platform and on its social and environmental responsibility approach. Known as "Ideal", it is aligned with the Group's operations and based on three components: People (improve quality of life), Planet (preserve the environment) and Progress (create value responsibly).

In accordance with the European directive of October 22, 2014 on disclosure of non-financial information, this chapter includes a non-financial performance statement which contains information on the Group's business model, an analysis of its principal risks, a description of the policies and measures taken to manage these risks, the outcomes of these policies, and key performance indicators.

Business model

Edenred's business model and its Corporate Social Responsibility objectives are intrinsically related. Underpinned by strong fundamentals, the Group is weathering the period of health crisis we are enduring with resilience. Its technological expertise and agile organization make it well positioned to seize new opportunities in markets undergoing digital transformation. **Thanks to its robust business model, available in real size in Introduction, on page10**, its strengthened digital leadership and the increased demand for earmarked funds programs, Edenred is better positioned than ever to help companies, merchants and public authorities transition into the world of tomorrow. Every day, Edenred reaffirms its commitment to creating value for all its stakeholders.



5.1 An organizational structure in line with a new strategy

5.1.1 Governance

Edenred has created an effective organization and governance system to disseminate its social and environmental responsibility approach throughout all levels of the Group. Strategy, non-financial risks and opportunities, and performance indicators related to climate, inclusion and diversity, and respect for human rights are the responsibility of the HR (Human Resources) and CSR (Corporate Social Responsibility) Departments under the HR and CSR Executive Vice-President and the Chief Executive Officer.

This organization leverages two global networks: the HR correspondents network and the CSR correspondents network. These networks are tasked with deploying environmental and social policies and leading local action plans. HR and CSR roadmaps are developed in collaboration with the subsidiaries to apply global objectives to each subsidiary and to meet each country's specific needs.

The HR and CSR networks operate in a collaborative approach, in line with Edenred's multi-local culture. This approach includes:

- regularly scheduled sessions to share best country practices and to develop procedures and tools that apply to the entire Group. An internal collaborative platform: the CSR and HR networks each have their own virtual community in which members can communicate directly, share best practices, tools and methodologies and organize events;
- regular internal communication based on a shared approach.

In addition to the HR and CSR correspondent networks, Edenred's social, societal and environmental policy, supervised by the Executive Committee, is cascaded to:

- key managers, mainly through presentations given at Group events, during regional or support function seminars, or *via* the managers' newsletter;
- all employees, through information published Group-wide or on the collaborative intranet, or *via* events, newsletters or blogs;
- external stakeholders, who receive information on Edenred's social, societal and environmental policy and main projects *via* the Group's website, Universal Registration Document, Integrated Report, annual brochure and press releases.

Reviews of local performance in relation to Group objectives are conducted for HR and CSR managers and correspondents each year. The key indicators are managed by the HR and CSR Executive Vice-President, and approved by the Executive Committee, which then presents them to the Board of Directors when reviewing the non-financial performance statement.

5.1.2 Methodology

Social, societal and environmental indicators

To comply with the European directive of October 22, 2014 on disclosure of non-financial information, Edenred presents its social, societal and environmental indicators in the form of a non-financial performance statement.

The indicators used since 2012 to meet the obligations set out in France's Grenelle II and Warsmann IV Acts, but not included in the non-financial performance statement, will be provided in section 5.5.

The indicators cover the period from January 1 to December 31, 2020 and are based to a great extent on the Global Reporting Initiative (GRI) and the United Nations Global Compact, signed in 2015. A cross-reference table with the GRI indicators and the ten principles of the United Nations Global Compact is available in section 9.12, starting on page 375.

Reporting scope

The scope of reporting for social data is exactly the same as the scope of consolidation for financial data. Reported data cover every subsidiary, regardless of legal form, host country or size.

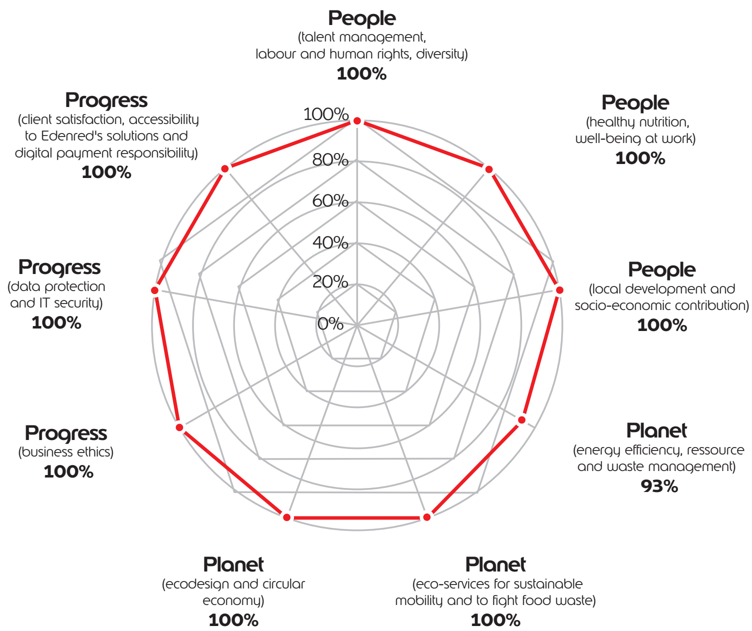
In the case of societal and environmental data, the number of reporting subsidiaries has increased over the years, to a total of 40 of the Group's **46 host countries** in 2020. The six remaining countries are either too small to provide meaningful environmental and societal data (with fewer than five employees each) or joined or left the Group after January 1, 2020. Environmental consumption data (water, energy and waste) were collected and consolidated for the main sites (subsidiary headquarters, production site and branches with more than 50 employees).

Joint ventures in which Edenred has a majority interest are fully consolidated, with the exception of those that were formed during the year.

Coverage of 2020 social, societal and environmental reporting

The scope of reporting for social information covers the Group's total workforce. For the Planet pillar, **93%** of employees are covered in the scope of reporting of environmental consumption data consolidated for the main sites. Other environmental data (resources, paper, plastic, etc.) and societal data under the Progress and People pillars cover **100%** of employees, as presented below.

% OF AVERAGE ANNUAL WORKFORCE COVERED IN 2020



Collection and reporting of data

The data collection and reporting process is as follows: data are first collected by the local Corporate Social Responsibility (CSR) and/or Human Resources (HR) correspondent for each country. They are then consolidated and checked for consistency by the HR Department (social data) and CSR Department (societal and environmental data). The consolidated data include key performance indicators and are validated by the Group Executive Committee. They are then reported locally in the form of a non-financial performance review.

5.1.3 Materiality assessment

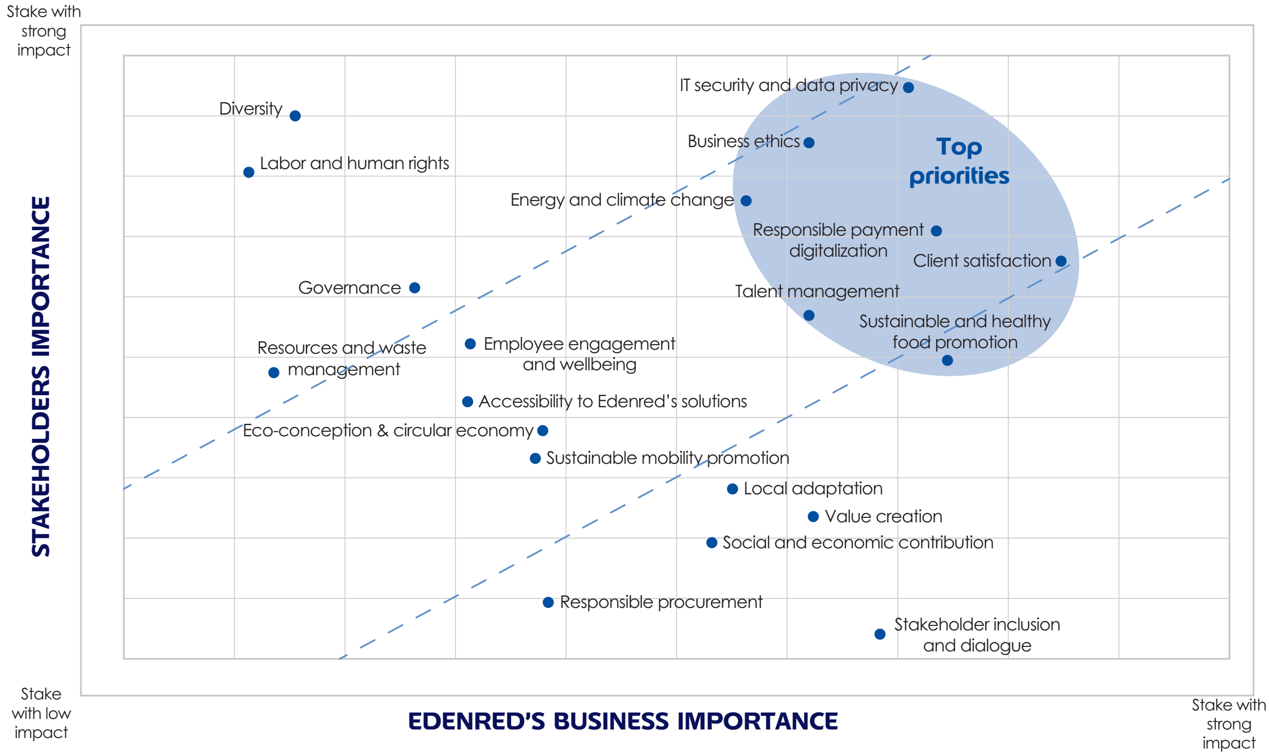
In late 2017, a materiality assessment was performed in order to redefine the pathways to improving Edenred's social responsibility practices.

It identified and prioritized the issues facing the Group, depending on their relevance to stakeholders and their impact on corporate performance. In particular, it identified the social, economic and environmental issues over which the Group exercises responsibility.

Led by an outside firm, the assessment was conducted in two stages:

- the first was a desktop review of industry and regional literature, so as to identify all of the Group's issues and to select the most relevant;
- the second involved qualitative interviews with the main internal and external stakeholders, in order to measure the importance of each of the selected issues.

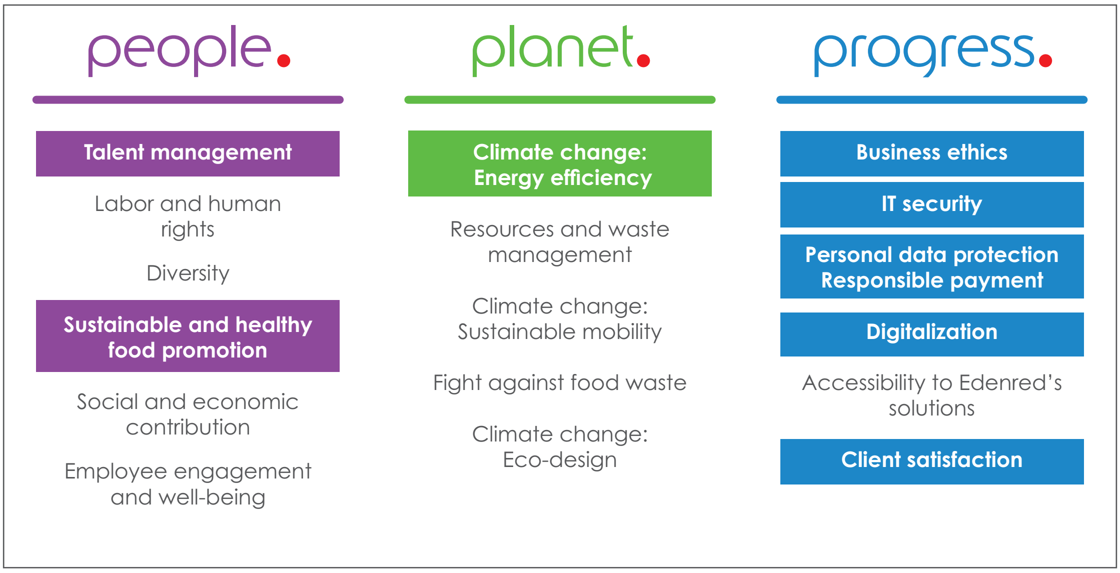
Based on the ranking, these CSR issues were positioned on a matrix whose x-axis represents their importance for Edenred and the y-axis their importance for stakeholders.



5

The materiality assessment pointed to seven priority issues: IT security and data privacy, business ethics, energy and climate change, responsible payment digitization, client satisfaction, talent management and sustainable and healthy food promotion.

The materiality exercise helped the Group to develop a new social responsibility strategy built around its three pillars – People, Planet and Progress – and aligned with stakeholder expectations and its two strategic plans, Fast Forward (2016-2019) followed by Next Frontier (2019-2022).



5.1.4 Risk analysis

The risks and threats to the Group's business are reviewed regularly, under the supervision of the Audit and Risks Committee. To comply with the directive of October 22, 2014 on the non-financial information disclosure, the Group's CSR Department conducted a review of non-financial risks in 2018, based on international standards including the Global Reporting Initiative (GRI), the Task Force on Climate-related Financial Disclosures (TCFD) and external benchmarks. The materiality of the impact of non-financial risks was assessed using the Group's risk mapping methodology, but also by taking into account the views of stakeholders.

The approach identified the non-financial risks liable to impact the Group or its third parties. In addition, some of these risks, so-called major non-financial risks, are associated with a priority challenge and are presented in section 4.1 "Risks and measures to manage the risks", page 68. These are the risks related to competition law, the risks related to corruption and money laundering, the risks related to personal data protection and the risks related to information systems security.

This risk analysis, as well as the materiality assessment, identified the major issues to which the Group is exposed. These issues, presented in the table below, refer to major non-financial risks, secondary non-financial risks and opportunities considered material for Edenred, its stakeholders and society in general. For each of these issues, quantified commitments and voluntary action plans are implemented.

PRIORITY ISSUES	RELATED RISKS AND/OR OPPORTUNITIES	ASSOCIATED MAJOR NON-FINANCIAL RISKS	DESCRIPTION	COMMITMENTS AND POLICIES IMPLEMENTED	PERFORMANCE INDICATORS	2022 TARGET	2030 TARGET
Talent management	Risks related to talent attraction and retention		Edenred's employees are key assets to the Group's success. Certain employees, either due to the duties they perform or to specialized expertise they possess, occupy key positions. Retaining the highest performing employees and providing opportunities for both their individual and career development are essential in achieving the ambitious goals set out in the Next Frontier strategic plan. On top of retaining talent, the Group must constantly gain new expertise and skills to support the Group's growth.	5.2.1 Being an employer of choice by providing a favorable environment for professional development, respecting human rights and encouraging diversity	Percentage of Edenred employees who attended at least one training course in the year	80%	85%
	Risks related to skills development				Percentage of women in executive positions	25%	40%
Sustainable and healthy food promotion	Opportunity to differentiate from the viewpoint of employee users and partner merchants		Promoting healthy, sustainable eating habits is a central focus in the Group's strategy through its Employee Benefits solutions. This is both a key issue in differentiating its business and a tool for supporting and educating its stakeholders.	5.2.2 Promoting well-being through healthy and sustainable nutrition	Merchants and users made aware about balanced nutrition	50%	85%
Energy and climate change	Physical risks related to climate change Climate-related opportunities to improve energy efficiency		Climate change is a major challenge for organizations. A significant increase in the frequency and severity of extreme weather events could trigger service interruption and/or imperil Edenred employees. Managing its carbon footprint and setting a trajectory to reduce greenhouse gas emissions are essential. Edenred has made a long-term commitment to contribute to limiting the rise in global temperatures.	5.3.1 Reducing the carbon footprint, the consumption of energy and natural resources and waste production	Reduction in greenhouse gas (GHG) emissions intensity compared with 2013	26%	52%
Sustainable mobility	Transition risks related to climate change Opportunities to develop low-carbon solutions		The services sector is relatively unexposed to climate change risk. However, the shift towards a low-carbon economy or the introduction of carbon tax policies to regulate emissions could have an impact on some of the Group's fleet and mobility solutions. The Group supports the ecological transition through its business activity by bringing its customers environmentally friendly services and solutions.	5.3.2 Designing eco-services for mobility and food waste	Number of eco-services for sustainable mobility and the fight against food waste	20	1/country
Eco-design and circular economy	Transition risks related to climate change Opportunities to develop environmentally friendly products and services		Optimizing the use of natural and energy resources is now a key strategy in protecting the planet. By transitioning towards eco-designed solutions, Edenred can limit the use of resources during the production and use of its products.	5.3.3 Managing the impact of solutions during their lifetime	Percentage of Edenred's solutions that are eco-designed or recycled *(in business volume)*	35%	70%

PRIORITY ISSUES	RELATED RISKS AND/OR OPPORTUNITIES	ASSOCIATED MAJOR NON-FINANCIAL RISKS	DESCRIPTION	COMMITMENTS AND POLICIES IMPLEMENTED	PERFORMANCE INDICATORS	2022 TARGET	2030 TARGET
Business ethics	Risks associated with regulatory compliance and business ethics	4.1.2 Legal risks	As a digital platform providing payment solutions and services for people at work, Edenred needs to act as a trusted partner, especially when working within a government regulated framework. This is one of the main reasons why strict application of business ethics rules must be guaranteed throughout the value chain.	5.4.1 Ethically developing activities and partnerships throughout the value chain	Percentage of employees who approved the Charter of Ethics	100%	Recognition as one of the World's Most Ethical Companies
IT security and personal data privacy	Risks related to personal data protection regulations Risks related to IT security	4.1.2 Legal risks 4.1.3 Information systems and cybercrime risks	In the normal course of business, the Edenred group and/or its service providers use a certain number of IT tools and information systems and processes personal data, in particular to manage digital media and for prepaid program management, notably as part of its payment operations. In the face of mounting cybercrime, the Group is exposed to the risk of cyberattacks. This risk may affect the availability, integrity or confidentiality of confidential or personal data for Edenred or its customers. It may also lead to a risk to the rights and freedoms of the people whose data is processed.	5.4.2 Ensuring IT security and data protection	Subsidiaries compliant with personal data protection standards	Vast majority of Group subsidiaries	Certification and common rules
Responsible payment digitization and client satisfaction	Risks related to stakeholder expectations		Edenred develops solutions to meet the needs of the working world. The digital transition is not only a challenge for the Group but also an opportunity to adapt its solutions in order to meet the needs of its stakeholders and support them in this transformation. For more than 50 years, Edenred has worked with companies, employees and merchants every day to understand and anticipate their needs. The Group pledges to engage in a continuous improvement approach with the aim of being recommended by all of its customers.	5.4.3 meeting the expectations of stakeholders while involving them in Edenred's digital transformation	Sites covered by quality management certification (*e.g.*, ISO 9001)	50%	85%

5.1.5 CSR strategy

5.1.5.1. A sustainable development approach

The Group's Sustainable Development policy is based on the following three groups of commitments, each with a dedicated action plan to ensure proper implementation:

PEOPLE: improve quality of life

One of Edenred's objectives is to improve the quality of life of its stakeholders based on three goals: be a leading employer by providing a favorable environment for professional development and respecting diversity and human rights, promote well-being through healthy and sustainable nutrition, and contribute to local development by becoming personally involved and sharing the benefits of growth with local groups.

PLANET: preserve the environment

Edenred works to protect the environment by reducing its carbon footprint, consumption of resources and waste, designing eco-services for mobility and food waste and managing the impact of its solutions during their lifetime.

PROGRESS: create value responsibly

Edenred is committed to creating value by developing its activities and partnerships ethically throughout its value chain, ensuring IT security and data protection and meeting the expectations of its stakeholders while involving them in its the digitalization of its solutions.

Edenred has also formally articulated its involvement by setting quantitative targets for each of its medium- and long-term commitments. These ten annual targets have been disclosed and will be monitored and revised over the years to come. They are presented in the sections below.

5.1.5.2. Shared values

Edenred's values form the basis of its corporate culture and encourage everyone to give the best of themselves and thereby strive for excellence in services to stakeholders. In the Group's transformation, HR and CSR policies, along with the managerial approach, are powerful tools for providing structure and driving engagement and motivation.

- **Passion for customers**

"We are committed to companies, employees and merchants, working to understand and anticipate their needs as effectively as possible and align our services and our programs with their changing expectations. We relentlessly fine-tune every last detail to ensure that 100% of our customers recommend us to their friends."

- **Respect**

"Business excellence requires respect. For this reason, we work proactively, accountably and honestly with our customers. We express our gratitude and our recognition every day to our colleagues. We efficiently use the resources provided to us by our shareholders. And we offer products and services that create value for all of our stakeholders in society as a whole."

- **Imagination**

"Imagination stimulates innovation and gives rise to progress. Every day, we let our creativity run free to inspire and connect companies, employees and merchants in the working world, both today and tomorrow."

- **Simplicity**

"Our customers want their interactions with us to be simple and easy. We strive to be straightforward in everything we do and transparent in everything we say."

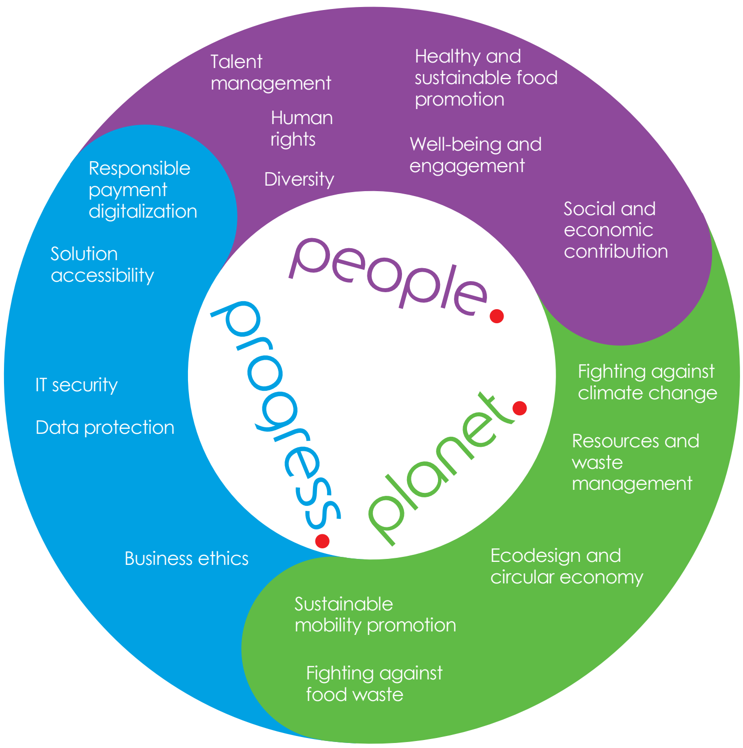
- **Entrepreneurial spirit**

"Edenred's entrepreneurial spirit drives growth and spreads the Group's pioneering ethos to the new territories that we set out to explore. It strengthens local empowerment while continually pushing us to higher levels of business excellence."

5.1.6 Alignment with the UN's Sustainable Development Goals

Edenred aims to contribute to employee well-being and purchasing power, vitalize the economy and local employment, strengthen companies' efficiency and attractivity. Its expertise, firmly rooted in responding to the global challenges of the workplace, contributes to the Sustainable Development Goals (SDGs) set by the United Nations for 2030. In its commitment to comply with the United Nations Global Compact, the Group integrates social and environmental factors into its solutions, which are aligned with the SDGs.

By responding to its most material risks, challenges and opportunities through an ambitious strategy and medium- and long-term objectives, Edenred works toward 12 of the 17 SDGs. These objectives, presented in the figure below, are a key focus of the actions taken by its subsidiaries while supporting Group-level ambitions at the same time.



In addressing global issues and meeting public policy objectives, Edenred's solutions naturally contribute to the SDGs. They create a virtuous circle. Digital innovation takes things a step further by improving traceability. Used as tools to fight against the informal economy and fraud in the workplace, Edenred's products and services are effective in reviving consumption in a specific sector. Governed by specific regulatory systems and clear national tax and social security schemes, prepaid vouchers ensure that funds are used rationally and efficiently. They also help combat the informal economy and tax fraud. By offering public authorities a solution to increase transparency in a specific economic sector and to fight fraud and the informal economy (which benefits businesses as well), Edenred's solutions respond to SDG16 "Peace, justice and strong institutions".

Employee Benefits, and especially programs related to food, *Ticket Restaurant* and *Ticket Alimentación*, help fight nutrition issues and improve employees' eating habits, thereby contributing to the targets in SDG2 "Zero hunger". Employee Benefits programs offering childcare services offset the lack of public daycare facilities. The different solutions providing access to sport and culture make employees' lives easier and improve their well-being, thus helping to meet SDG3 "Good health and well-being". And, by giving workers access to high-quality products and services and significantly increasing their purchasing power, Edenred's solutions enable millions of people to embrace healthier and more balanced lifestyles. These solutions help improve the quality of life and purchasing power of users. They also respond to SDG10 "Reduced Inequalities" by reducing the amount of wages devoted to basic necessities such as food, health or well-being.

On top of enhancing employee purchasing power, providing access to food security, and improving nutrition and health, these programs foster more responsible everyday behavior, especially to combat food waste. Edenred develops solutions for business travel. At the same time, the Group works to raise the awareness of its customers and users to limit the environmental impact of its solutions. By encouraging smart, sustainable mobility, these solutions are in line with the objectives of SDG12 "Responsible consumption and production" and SDG13 "Climate action".

Edenred optimizes employee commutes by facilitating access to transportation alternatives other than the car. With specific mobility solutions, the Group helps companies allocate funds to their employees for use in public transport and contribute to SDG11 "Sustainable cities and communities".

Public authorities and institutions use Edenred's services for the management and distribution of social benefits, in order to enhance the effectiveness of their policies in this area, in particular by improving the traceability of the funds allocated to the programs. For example, Edenred's public social programs include the "Ticket Service" program in France and Mexico (Plus Edenred). These programs enable financial assistance to be distributed, in accordance with local, regional or other social policies, for essential needs, such as purchasing food, clothing or other basic necessities, or providing access to cultural or sporting facilities or public transportation. By providing a response to pressing social issues, these programs contribute to SDG1 "No poverty" and SDG17 "Partnership for the goals".

Edenred also supports financial inclusion and brings stability to precarious work. Its solutions facilitate economic integration *via* basic financial services for those who need it or guarantee income stability and traceability for so-called precarious jobs, such as childcare and in-home services. In doing so, they directly contribute to SDG8 "Decent work and economic growth" by providing access to banking and financial services to all.

5.1.7 Measuring and rating performance

5.1.7.1 Socially responsible investing indices

FTSE4Good

In recognition of its commitment to CSR, Edenred has been included in the FTSE4Good Index series since 2010. An evaluation by an independent organization demonstrated that Edenred fulfilled the requirements for inclusion. The FTSE4Good Index series has been designed to facilitate investment in companies that meet globally recognized CSR standards.

Ethibel

In 2019, Edenred was selected to be included in the Ethibel Sustainability Index (ESI) Excellence Europe developed by the non-profit Forum Ethibel. The index includes 200 European companies with the best Corporate Social Responsibility performance.

5.1.7.2 Standards

United Nations Global Compact

In 2015, following the publication of its Charter of Ethics, Edenred officially joined the 12,000 organizations around the world that have pledged to support the United Nations Global Compact, an initiative that calls on companies to adopt a common stance on human rights, labor, the environment and anti-corruption. Launched in July 2000 with the goal of creating a sustainable, inclusive global economy, the Compact is one of the world's foremost CSR initiatives.

> "For five years, Edenred has upheld the United Nations Global Compact by aligning its strategy and operations with the ten principles. We have submitted our fifth Communication on Progress describing our performance in human rights, labor, environment and anti-corruption, which puts us at the 'Advanced' level."
>
> Bertrand Dumazy, Chairman and Chief Executive Officer of Edenred

Edenred's Communication on Progress report is available on the Global Compact website. Since 2018, the Group has qualified for the "Advanced" level based on its actions dealing with human rights, labor, environment and anti-corruption.

A cross-reference table with the ten principles of the United Nations Global Compact is available in section 9.12, page 375.

GRI and SASB

The CSR report is aligned with the Global Reporting Initiative (GRI) framework. It has been prepared in accordance with the GRI Standards: Core option. A table cross-referencing the information in this document with criteria from the GRI guidelines is available in section 9.12, page 375.

Edenred has complied with the Sustainability Accounting Standards Board (SASB) standard for the "Software & IT Services" category, available in the cross-reference table in section 9.12.

TCFD

The Task Force on Climate-related Financial Disclosures (TCFD) recommends that companies identify and present their climate-related risks and opportunities. This report is in line with TCFD recommendations, as set out in the table below.

TCFD RECOMMENDATIONS	DESCRIPTION OF THEMES	CORRESPONDING SECTIONS
Governance	Edenred's governance on climate-related risks and opportunities	5.11 Governance
Strategy	Impacts of climate-related risks and opportunities on strategy and solutions	5.1.4 Risk analysis/5.3.1.1 Energy efficiency/5.3.2.1 Sustainable mobility/5.3.2.2 Fight against food waste/5.3.3.1 Eco-design
Risk management	Description of the identification and management of climate-related risks	5.1.4 Risk analysis/5.1.3 Materiality assessment Risk factors section
Indicators and targets	Key performance indicators measuring the response to climate-related risks and opportunities	5.3.1.3 Key progress indicators/5.3.2.3 Key progress indicators/5.3.3.3 Key progress indicators/5.5 Monitoring key performance indicators

5.1.8. Heightened resilience and solidarity in the face of the health crisis

2020 was marked by a global health crisis with unparalleled economic and social repercussions. Faced with the exceptional scale of the crisis stemming from the Covid-19 epidemic, Edenred demonstrated unmatched resilience and responsibility in a bid to offset the consequences suffered by its various stakeholders, first and foremost its employees and its ecosystem (corporate clients, partner merchants and employee users). Its solutions have also been recognized in many countries as relevant tools for economic recovery and assistance for people left vulnerable by the health crisis.

5.1.8.1 Taking action to deal with the pandemic

Faced with the health crisis, Edenred's priority has been to protect its employees. Working from home was adopted worldwide and made possible by significant investments in digital tools over recent years as well as dedicated Human Resources systems including a counseling helpline, distance learning, remote gym classes and virtual cafés.

The Group applied the measures recommended by local public authorities, including modifying office layouts to facilitate social distancing, introducing rules governing presence and/or team rotation, and providing masks, hand sanitizer and tests in sufficient quantity. These measures, which were rolled out across the Group and adapted locally, enabled Edenred to record "just" 500 positive cases in 2020, *i.e.*, 5.7% of its workforce.

Responsible behavior

Like any crisis, this pandemic helps reveal a company's strengths. The resilience that Edenred showed at the height of the pandemic, and the rebound recorded, from the third quarter in Europe, attest to the robustness of the Company's business model. Since Edenred has a solid financial position, with a high level of liquidity and a strong balance sheet, it chose not to apply for a government-guaranteed loan, even though its operating subsidiary in France would in theory have been eligible for one.

5.1.8.2 Paying careful attention to economic consequences

Business continuity and adaptation

Thanks to its highly digitalized offering and multi-local organization, Edenred has demonstrated good resilience in the face of this crisis. With digital solutions representing more than 86% of business volume, the Group was able to take swift action to continue serving its clients and meet the specific challenges associated with the crisis. Widespread adoption of homeworking arrangements and the implementation of public health measures accelerated Edenred's transition to digital solutions. The crisis also led to the increased use of earmarked funds programs by companies and governments alike.

During the crisis, Edenred leveraged its digital solutions and its capacity for innovation in order to meet market demand and continue developing its services for the benefit of users and merchants. Examples include the faster roll-out of both the Group's contactless mobile payment solutions, now available in 22 countries, and its app-to-app payment service on 67 partner meal delivery platforms.

At the same time, and in conjunction with public authorities, associations and NGOs[1], Edenred used its agility and capacity for innovation to urgently design specific solutions to help populations hit hard by the crisis:

- in the United Kingdom, 1.3 million children from disadvantaged backgrounds usually receive free school meals. The Department for Education called on Edenred to ensure that they continue to benefit from a balanced lunch at home, by administering dedicated funds for use in a network of partner food outlets *via* QR Codes;
- in Brazil, in partnership with the Gerando Falçaoes NGO, Edenred issued 27,000 *Ticket Alimentaçao* cards to help particularly vulnerable families to purchase groceries;
- in France, Edenred joined forces with BNP Paribas to produce 20,000 *Ticket Restaurant* cards for the Samu Social humanitarian emergency service in Paris, thereby providing assistance to the homeless and other vulnerable people.

Supporting local communities

At the same time, employees from various Edenred subsidiaries come forward spontaneously to support local communities through a number of relief initiatives, including the following:

- in Brazil, Edenred organized 3,000 free telemedicine consultations for truck drivers without health insurance, who are particularly exposed to the epidemic;
- in China, France, Slovakia, Turkey and Romania and many other countries, Edenred teams donated face masks to hospitals and restaurants;
- in France, Edenred is encouraging *Ticket Restaurant* cardholders to make donations to the French Red Cross and non-profit organization Réseau de Cocagne *via* the MyEdenred mobile app;
- in Mexico, Edenred enabled meals to be delivered to hospital staff involved in the care of patients affected by the health crisis.

(1) Non-governmental organization.

5

5.1.8.3 Limiting the impacts of the crisis and promoting recovery

Creation of the "More Than Ever" relief plan

One of the commitments of Ideal's People component is to share the benefits of growth with those in need. In 2020, the Group was able to take a practical approach to that objective. In April, Edenred announced the creation of a fund to support its ecosystem in the face of the consequences of the Covid-19 epidemic. The "More than Ever" fund represents a pledge of up to €15 million and has notably been endowed with the proceeds of:

- the 20% decrease in the proposed dividend for 2019;
- the 25% reduction in the Chairman and Chief Executive Officer's compensation, in line with AFEP recommendations;
- the 25% reduction in the compensation of the members of the Group's Executive Committee and Board of Directors.

The aim of the plan is to:

- protect Edenred employees, notably the most vulnerable, in countries with little or no healthcare coverage or social safety net;
- support partner merchants – restaurant owners first among them – who have been severely impacted by strict stay-at-home orders in the various countries where the Group operates;
- provide assistance to truck drivers using the Group's Fleet & Mobility Solutions.

Some examples of initiatives:

- in Belgium, the #HorecaComeBack platform was developed with other agri-food organizations to allow consumers to prepay for meals that can be used when restaurants reopen, with an additional contribution from Edenred;
- the Let's Eat Out communication campaign was run in Romania, the Czech Republic, Slovakia and Bulgaria to increase footfall in restaurants when they reopen. To support the initiative, Edenred made an additional contribution on all transactions carried out using its solutions;
- to help truck drivers during lockdown, UTA distributed masks, hand sanitizer and food baskets in Austria, Italy and Germany, and also provided mobile sanitary facilities when truck stops were closed;
- in Italy, commercial agents whose remuneration was predominantly variable received pay during lockdown;
- in Greece and Portugal, employee users received an additional credit on their card each time they used it in an affiliated restaurant;
- to help restaurants boost home delivery sales, Edenred Brazil supplemented transactions carried out on a partner delivery site before creating its own direct-delivery platform with restaurants;
- in Mexico, Edenred funded health coverage for socially disadvantaged, uninsured employees and their families.

In a large number of subsidiaries, Edenred also facilitated cash flow for its partner merchants by reducing repayment terms at no cost to them. In countries where vouchers expired at the end of the calendar year, their validity was extended to help boost consumption.

Using Edenred solutions to stimulate the economy

The economic and societal value of social vouchers is especially important in the current context of the health and economic crisis: by channeling demand towards the sectors most affected by the crisis while at the same time protecting employees' purchasing power, they are indispensable tools for recovery. That is why many governments have taken steps to extend their reach:

- in April, the Romanian government decided to increase the face value of meal vouchers by 32%;
- in June, the French Government decided to increase the daily spending limit authorized for using meal vouchers in restaurants from €19 to €38, which increased the average digital basket by 50%. This measure notably enabled users to spend the funds accumulated during lockdown more rapidly;
- in June, the Austrian government doubled the tax exemption on meal and food vouchers;
- during the summer, the Belgian government launched a consumer voucher worth €300 per beneficiary to boost the hotels, restaurants and catering[1], culture and sports sectors;
- in Greece, the government launched a new vacation voucher solution to support the recovery in the tourism sector. Similar solutions are also under discussion in many countries around the world.
- more recently, the Bulgarian government decided to increase the face value of meal vouchers by 33%.
- lastly, in France and Italy, the tax exemption ceiling on gift cards was temporarily doubled at the end of 2020 to encourage people to shop in brick-and-mortar stores.

(1) Known collectively as "HORECA" in Belgium.

5.2 PEOPLE: improve quality of life

5.2.1 Being an employer of choice by providing a favorable environment for professional development, respecting human rights and encouraging diversity

Human Resources (HR) policies are designed to support the Group's operating strategy and ongoing transformation. Each policy is applied locally, taking each subsidiary's size, history, culture, circumstances and regulatory environment into account. The Group HR Department ensures the sharing and application of best practices by relying day-to-day on the network of HR correspondents.

This pragmatic approach is designed to develop a consistent global set of principles that support the Group's business operations. It also maintains the subsidiaries' independence, while reinforcing the co-construction approach with the Group.

In line with the risk analysis performed at the Group level, HR initiatives and policies primarily focus on the following issues:

- attraction: implementing talent acquisition programs, reviewing the Edenred employer brand and improving hiring and new employee onboarding processes;
- development: onboarding, training and appraising employees;
- retention: managing careers, implementing an *ad hoc* recognition program and reviewing compensation policy, mobility policy and the work environment.

Country HR teams are responsible for locally implementing these principles and ensuring compliance with national labor practices and legislation.

5.2.1.1 Priority issue: talent management

5.2.1.1.1 Attraction

The goal of the Attraction focus is to attract talent with the skills – or the ability to acquire the skills – that Edenred needs to continue to grow. The related HR policies are designed to attract talents among young graduates and more experienced professionals alike.

Hiring for the long term

In 2020, Edenred hired a total of 1,463 employees on permanent contracts Group-wide to support its business development. The hiring of new employees is seen as an important process and is managed rigorously. Internal policies are aimed at ensuring compliance with the principles of non-discrimination and diversity so that the recruitment process takes place without any form of discrimination.

2020 was a year that reshuffled the recruitment processes in some countries.

For example, Edenred Brazil invested in resources including an artificial intelligence program to manage the hiring process. UK subsidiaries developed an online recruitment platform and management software to cover a range of tasks from defining needs to setting up interviews.

The experience for candidates was made central to the process: an example is offered by Edenred France, which now runs opinion surveys at the end of the recruitment process.

A special collective approval process has been introduced for in-house promotions and recruiting people outside the organization who are likely to be appointed to a Management Committee. Very close attention is paid to balanced representation of men and women for positions at those levels.

To attract the appropriate profiles and keep unfilled positions at a minimum, a plan to include a recruitment module in the Group's Human Resources Information System (HRIS) was launched in November 2020. The aim is to equip all of the Group's host countries with an applicant tracking system (ATS) and enable all employees to access job offers open internally throughout the Group, as well as facilitate the co-opting of people in their networks.

Leveraging the employer brand

One of the ways Edenred works to attract talent is by leveraging the employer brand from the global to the local level. On top of Group-level and local communication initiatives, some subsidiaries work with specialist recruitment agencies, primarily to fill executive positions and job vacancies for which qualified people are hard to find.

In the unparalleled situation stemming from the global health crisis, the Group unveiled its employer brand for the first time. It aims to bring out the uniqueness of the Edenred adventure for each employee, as well as its global reach. The employer brand is built around three key strengths:

- we are a fast-growing company committed to people at work;
- we work in an ever-changing playground of opportunities;
- we are inspiring teams connected by a shared passion.

To promote the employer brand in its various host countries, the Group draws on the momentum of its HR network and the efficiency of its communication network. The employer brand was co-constructed with HR and Communication experts from the Group's various geographic areas to ensure that employees had a voice in defining Edenred's strengths as an employer and could take part in the drafting of the three pillars and key messages. The Group's employees are also its best ambassadors, proudly wearing the Edenred colors in the "Vibe with us" campaign, which they embodied enthusiastically. All communication materials were created by corporate headquarters before being adapted locally by the subsidiaries.

Developing hiring programs

At the Group level, the Edenstep graduate program was launched in 2017 to attract young talent looking for a rewarding experience abroad. Members of this program are given the opportunity to take two job positions back-to-back in two different host countries, spending one year in each position. Each graduating class has about ten students from a variety of academic backgrounds, such as engineering, sales, digital technology and finance. The program aims to identify and develop future talent at the Group level.

Despite the difficulties stemming from Covid-19, the Group chose to maintain the program in order to help young graduates in a time of unparalleled crisis. These graduates' host countries were primarily in Europe for the program's first year.

In 2020, again despite the uncertain and complex situation, Edenred Brazil also launched its "Ticket Internship" program, aimed at bringing 12 high-potential young people into the teams.

5.2.1.1.2 Development

The Development pillar aims to provide employees with the opportunity to develop the knowledge they need to deliver quality work every day, as well as skills to enhance their employability in a fast-changing job market.

Onboarding new employees and helping them find their place

The first steps in a new company are key for any new hire. For this reason, Edenred subsidiaries pay particularly close attention to welcoming new employees into their teams. Most of them have set up onboarding programs that help new employees quickly find their way within the organization and discover the corporate culture. A large proportion of subsidiaries digitized the process in view of the complex health situation in 2020.

Depending on the position and the subsidiary's local environment, several onboarding programs are available:

- the integration sessions dedicated to the country and regional Management Committees or to General managers, initially over four days in the corporate headquarters, went digital in 2020;
- collective onboarding sessions that give several new employees the opportunity to learn about the Group's history and strategy, the host country's specific features and Edenred's operating procedures;
- one-on-one meetings with key people related to the employee's position.

Other initiatives may be organized before or after these onboarding days:

- site welcome booklets, to offer new hires practical information and on-the-job guidance. The "Welcome at Edenred" module was launched in December 2020 and will be available in several languages as of early 2021. This onboarding module will eventually be mandatory for all new Group employees;
- the announcement of new arrivals to all employees by email;
- feedback sessions with Human Resources and/or the immediate supervisor after a few months (*e.g.*, in Mexico, Finland and Portugal);
- mentoring programs that team a newcomer with a more experienced employee, for example in Germany, Portugal and Venezuela, or in the case of interns hired by corporate headquarters under France's Volunteering for International Experience (VIE) program.

Offering high-quality training programs while meeting the Group's organizational and operational needs

Supporting employees' growth and skills enhancement is crucial for:

- promoting the Group's strategy, notably in the stepped-up digital transition and in the development of new solutions;
- improving team members' employability, by developing their expertise and fostering their personal growth.

Training is a key part of every HR initiative at Edenred. In 2020, 9,169 employees (or **81%** of the workforce) participated in at least one training course during the year. Every employee on payroll at December 31 had attended nearly ten hours of training on average in 2020. Complete data on training are provided on page 115.

All Edenred employees may participate in training, provided that the courses correspond to their unit's strategy and needs and match their personal development objectives. Most of the subsidiaries have a structured training plan, aligned with the Group's key training principles and growth strategy, and tailored to the local situation.

Training is generally managed at the local level, in keeping with Edenred's multi-local culture, while responding to the key issues identified at the Group level. Additionally, some specific training programs are managed or launched at the Group level.

Annual training plans are designed by HR teams based on needs compiled from one-on-one meetings held at least once a year between managers and their team members.

Group training programs

To provide access to training for every Group employee, Edenred launched an e-learning tool in late 2018 with the goal of rolling it out across all subsidiaries by 2021. The solution, called Edenred Digital University (EDU), is a platform designed to provide employees with training content to develop their interpersonal and technical skills.

The platform was open to just under 8,200 employees by the end of 2020, double the number a year earlier. The Group's digital training offer expands each year.

The HR and Legal teams joined forces to develop a multi-language anti-corruption training module. It had been taken by nearly 80% of employees with access to the e-learning platform by the end of 2020. Golden rules on the protection of personal data were also issued in 2020, and a Group e-learning module on the protection of personal data was developed and adapted to the challenges of the Group's business, to be made available to employees from the beginning of 2021.

To strengthen its proactive diversity and inclusion policy, the Group provided a multilingual training module that is mandatory for all subsidiaries. By the end of the year, nearly half of employees with access to the platform had completed it. Edenred's aim is for more than 80% of employees to have taken the training by the end of 2021.

Lastly, in a context of growing exchanges between countries, regions and areas, languages remain a priority for the Group. That is why all employees with access to the e-learning platform can benefit from free and unlimited language courses including English, Spanish, German and Italian to work on their grammar, vocabulary and oral expression.

Local training programs

Subsidiaries' training programs draw on the Group's strategic focuses. They are adapted to the local needs of subsidiaries and business lines and on short- and medium-term objectives. The priorities in 2020 were to:

- enhance marketing, technological and functional expertise with training for sales and marketing teams, and special programs in many subsidiaries:
  - Brazil has a "Sales School" that offers online training on products, processes and sales information systems for all sales staff. In 2020, the offer was expanded with 18 new modules;
  - in the United Arab Emirates, the subsidiary launched a "talent sales ladder" for new high-potential salespeople, combining on-the-job training with more classic B2B and B2C training.

In addition to responding to local issues, these courses focus on the notions and techniques of add-on selling and up-selling,

- product training to accelerate the upskilling of sales teams, IT training on new Group tools and other specific IT topics;
- strengthen managerial capabilities, teamwork, cooperation and change management; At Edenred France, a fully digitized program was launched in September 2020 to develop managers' managerial skills;
- raise employee awareness about best practices with respect to compliance, risk management, information security, long-term viability and operational continuity. In Brazil, for example, such training programs are mandatory for all new hires and can be accessed *via* the subsidiary's online platform. To raise awareness among employees in the Americas region, an anti-money laundering (AML) e-learning module was created and made available in multiple languages in 2020;
- inform and educate employees about sustainable development: in Brazil, a new mandatory training module for all employees was implemented in 2019 on the Group's People, Planet, Progress social commitments and on sustainable development issues. The goal is to encourage good habits that foster responsible consumption and energy efficiency, and to communicate the importance of these issues for Edenred's business;
- encourage knowledge sharing, with dedicated seminars at corporate headquarters. In Greece, "Edentrain" was launched to promote the sharing of expertise between employees through two- to three-hour workshops on subjects including Excel, PowerPoint and Salesforce. Nearly 90% of employees took part in the initiative.

5.2.1.1.3 Retention

The purpose of the Retention focus is to take the necessary steps to create the environment that enables employees to realize their full potential.

Offering motivating career paths

At Edenred, there are no standard career paths. Employees' career development is managed jointly by the Group's subsidiaries. In keeping with Edenred's entrepreneurial spirit, each employee is encouraged to actively manage his or her personal growth and career development. The Group's ongoing transformation and agile organization are constantly offering employees new opportunities. In many countries, especially ones with small, fast-growing organizations, employees are given responsibilities in a wide variety of areas, thereby enhancing their versatility.

Whenever the required skills are available in-house, promoting from within is preferred to outside recruitment. Vacancies are advertised internally at several subsidiaries – such as in Chile, Belgium and Finland, and at corporate headquarters – a practice that is now being extended to other subsidiaries. At several other subsidiaries, such as the United Kingdom, an Internal Recruitment Charter is helping to ensure that employees have the same chances of being hired as outside candidates.

Other initiatives have been developed to present Edenred's new businesses and build pathways into them for employees. For example, corporate headquarters' Internal Audit Department runs a "Guest" program that gives employees the opportunity to participate in short-term audit assignments that let them discover new professions and new working environments, while learning about internal control best practices in place across the various subsidiaries. In addition, countries such as Romania and the United Kingdom have facilitated pathways between jobs for some functions, particularly for IT and sales teams. These pathways provide openings for potential moves from one level or type of position to another.

To encourage employee mobility, corporate headquarters has been listing vacancies potentially suitable for international candidates online since 2017. Edenred's objective in rolling out the recruitment module on the Group's HRIS, launched at the end of 2020, is to expand the policy of opening up internal positions internationally.

International mobility management is handled at the corporate level. An international mobility policy was updated in 2018 to set clearer guidelines for managing these international transfers. Employees benefiting from the international mobility program are closely monitored by the Executive Committee.

Managing talent and preparing the future

Since 2018, a talent review process has been in place to enhance Edenred's ability to identify and monitor key and high-potential employees. A guide was prepared to be used as a shared evaluation framework by subsidiary chief executives, regional directors and the HR community. Employee reviews focused on subsidiary Management Committees. All members of the Executive Committee were involved in supporting this new Group talent identification program.

Two programs for high-potential employees exist at the Group level:

- Talent Week, which is aimed at employees with between five and ten years of professional experience and recognized commitment and potential. It gives participants a better understanding of Edenred's strategy, instills a shared knowledge base and helps them build an international network;
- Edenred Executive Academy, for employees with over ten years of experience. Co-designed with HEC Executive Education, this one-week training program welcomes some 25 employees a year. Edenred Executive Academy gives participants the chance to prepare for the Group's future professional opportunities. The program covers topics such as leadership, business development and personal development.

The Executive Committee is involved in preparing and leading these programs.

The programs, which bring together several employees from different countries, could not take place in 2020 due to travel bans and health restrictions linked to Covid-19.

Employee recognition at the Group level

Each year, two types of awards are handed out to recognize the achievements and contributions made by individual employees and by teams. Ewards single out employees whose outstanding work has made a significant impact, while Value Awards honor teams that have perfectly embodied the Group's values. Eward and Value Award winners are selected from among all Group subsidiaries up to the executive level. The Group Executive Committee makes the final selection for the Ewards, attesting to the importance the Group places on individuals. Projects in the running for Value Awards are subject to a plenary vote at the Group's executive management seminar. As the convention was not held in 2020, the Group opted for the implementation of an online site showcasing all the preselected projects so that countries' projects could be presented and voted on.

A special, fully online celebration was organized by the CEO and Edenred's HR director in December 2020 to bring together the Group's top management to highlight the Eward winners and the Values Awards projects.

In all, 14 employees received Ewards and five teams received Value Awards in 2020.

Employee recognition at the regional or local level

In Latin America, Asia and Europe, employee recognition programs have been in place for many years. By rewarding exceptional individual and team achievements, they help improve client relations, drive innovation and foster internal cooperation. By way of example, in the Asia-Pacific region the Eagle Awards reward employees who performed exceptionally well during the year and/or whose outstanding conduct reflects Group values. Each country has its own selection, with Gold and Silver award winners. The Gold winner is automatically eligible for the Group Ewards selection process.

In addition, some subsidiaries make a point of recognizing employees who have given five, ten and fifteen or more years of service to the Group. Local ceremonies are organized to celebrate these individuals, who receive monetary awards or Edenred solutions depending on their seniority.

Compensation

Both global and local compensation policies are designed to recognize employees for their individual engagement and contribution to the Company's growth. They are structured to ensure that individual and collective objectives are effectively aligned with the Group's strategy and support its deployment.

Fixed pay rises are mostly determined in light of the local environment (job market and applicable labor legislation). The principles shared across the Group are based on individual performance, taking into account:

- proficiency and level of responsibility for a given job classification;
- the job's positioning as compared with the employment market.

Depending on the managerial level or type of position, employees may be eligible for an incentive bonus, whose target amount is set according to the job grading. The amount granted is determined on the basis of the employee's performance during the year, as measured against the objectives mutually agreed upon with the employee during the prior year's performance interview.

Edenred solutions and services

Employees are our main ambassadors and promoters. As such, they benefit from solutions and services offered in their country of employment, in compliance with local legislation and within locally defined limits.

These services and solutions, which vary from country to country, aim to:

- make life easier: *Ticket Restaurant*, *Ticket CESU*, *Ticket Alimentación*, *Ticket Car*, *Childcare Vouchers* and *Wellness Benefits*;
- incentivize and reward: *Shopping Card*, *Ticket Kadéos*, *Ticket Compliments*, *Delicard*;
- manage fleets and mobility: in the course of their duties, some managers and sales employees use Edenred's Fleet & Mobility Solutions. In Mexico, thanks to *Ticket Empresarial*, managers no longer have to pay business expenses upfront (within a certain limit).

In some countries, such as the United Kingdom, Finland and Portugal, employees can select the benefits that best suit their needs *via* a dedicated web platform. These so-called "flex" or "cafeteria" systems offer the opportunity to save, invest in retirement funds, and use Edenred solutions or travel allowances.

Profit-sharing programs

Employees are given a stake in consolidated net profit in different ways depending on the local environment. For example, employees of Edenred France and corporate headquarters have the option of joining a Group statutory profit-sharing plan. The funds, calculated on the basis of the Company's net profit, are set aside in the Special Employee Profit-sharing Reserve for deferred payment.

To strengthen cohesion beyond the unit level, an agreement was signed in November 2010 and renewed in 2013 to create a single, pooled Special Employee Profit-sharing Reserve. The amount of profit-sharing bonuses varies on the basis of net profit, equity, wages and value added.

Independently of this shared agreement, Edenred France and corporate headquarters have each signed discretionary profit-sharing agreements aimed at giving employees a stake in their unit's performance by rewarding them with a collective bonus, based on the achievement of the performance laid down in the agreement. A new three-year agreement was signed in June 2019.

Share-based payments

Performance shares are awarded annually to key executives and top talents, representing around 320 grantees worldwide in 2020.

The plan period is three years.

Performance criteria are measured over three years for each of the three indicators: growth in operating EBIT, funds from operations before other income and expenses (FFO) and Edenred's total shareholder return (TSR) compared with the TSR of SBF 120 companies (see section 3.2.2 Employees' interests in Edenred's capital_2020 financial year , page 56).

Employee savings plans

Edenred supports employee savings with a number of plans.

Two schemes have been available to Edenred France and corporate headquarters employees since 2011:

- the Group Savings Plan, under which they can invest in securities and money market instruments;
- the PERCO retirement savings plan.

Edenred encourages this type of saving by offering a matching contribution.

Similar plans with employer contributions have been set up to supplement mandatory pension systems in some countries including Brazil.

Edenred solidarity fund

Some subsidiaries have set up a solidarity fund to help their employees experiencing financial hardship.

In early 2015, the executive management and employee representatives of Edenred France and corporate headquarters signed an agreement setting up a solidarity fund to provide financial assistance to employees of the two units who find themselves in need. Eligible employees may receive support in the form of donations or loans, depending on the situation. Each case is reviewed by a committee comprising an employee representative and an executive management representative from each unit, who must decide unanimously whether or not to grant the requested support.

5.2.1.2 Promoting diversity

Diversity is a source of value and performance. The Group's Charter of Ethics reaffirms its commitment to forbidding any form of discrimination with regard to gender, age, family situation, origin, sexual orientation, physical ability, or membership of a political, religious or labor organization.

Aware that the diversity of its employees is a strength and valuable asset, Edenred launched a global diversity action plan in 2019. Edenred's objective is to guarantee that each of its employees have the same access to growth opportunities. The action plan is supported and coordinated at the highest level within the Group, and includes a set of individual and collective commitments. Priority is on gender diversity, but other forms of diversity – such as multiculturalism and disability – remain an important focus of Edenred's commitments.

5.2.1.2.1 Commitments to diversity

Edenred demonstrates its commitment by implementing concrete actions:

- adapt HR processes, particularly recruitment and promotion for management positions;
- develop a diversity training module for managers that will be adapted and rolled out to all employees;
- sign the Diversity charter at the Group level and encourage similar actions to be implemented locally;
- monitor women's representation in Human Resources development programs and top management;
- launch a diversity network and internal mentoring network, both primarily aimed at women.

Diversity charter

France

On International Women's Day in 2019, the Group officially announced its commitment to equality in the workplace by signing the Diversity charter. Under this charter, companies pledge to go beyond regulatory requirements. The Diversity charter was initiated in 2004 by a network of companies taking action to promote diversity. Today, it rallies together almost 3,800 actors across six commitments to apply and enforce within their organizations:

1. provide awareness-raising and training to executives and managers who are involved in recruitment, training and career management, covering non-discrimination and diversity issues, then gradually roll the initiative out to all employees;
2. promote the application of the principle of non-discrimination in all its forms in all actions undertaken by management and decisions made by the Company or organization;
3. encourage representation of a wide, rich spectrum of diversity within the Group, including cultural, ethnic and social aspects;
4. communicate our commitment to all employees as well as clients, partners and suppliers;
5. make the diversity policy a subject of social dialogue with employee representatives;
6. regularly evaluate the progress made and share results both internally and externally.

With the signature of corporate headquarters and Edenred France to the charter, the Group reaffirms its commitment to combat all forms of discrimination at work.

Other Group countries

Edenred Romania officially signed the Romanian Diversity charter in July 2019, strengthening the values firmly upheld by the Group: diversity, non-discrimination and equal opportunity. In doing so, the subsidiary has joined Edenred Italy and Edenred Germany, which signed similar charters in their respective countries several years ago.

5.2.1.2.2 Promoting and raising awareness about diversity

Somos DI program in Mexico

After organizing its first diversity week in November 2018, the Mexican subsidiary created its annual Somos DI (We are Diversity and Inclusion) program. The event is held to highlight the principles of inclusion, equality and non-discrimination prevailing within the Company and to emphasize the importance of diversity as a way to better understand clients' needs. The system has evolved and grown over the years. In 2020, the subsidiary launched an internal women's network and organized awareness-raising initiatives on LGBT+ issues through Pride Month.

For the second year in a row, Edenred Mexico was recognized as a "Great Place to Work" for LGBT+ communities.

Internal and external action in Brazil

To change organizational practices related to the issue of diversity, Edenred Brazil has developed a series of initiatives that in 2019 included distance training on unconscious bias, taken by 66% of employees on a voluntary basis:

- the Women of High Impact workshop was offered to employees, dealing with the ability to recognize the impact of gender roles on the lives and careers of men and women;
- in 2019, the subsidiary joined the Alliance for Young People, a Nestlé-led initiative designed to promote the employability of young professionals.

Edenred Brazil has also signed the WEPs (Women's Empowerment Principles) established by the United Nations. The WEPs set out seven principles offering guidance to businesses on how to promote gender equality and act to support equality. The subsidiary is also a member of Movimento Mulher 360°, a local organization committed to promoting gender equality and increasing the participation of women in the corporate environment, communities and value chains. The Ticket subsidiary received the Great Place to Work for Women award in Brazil.

Parenting and unconscious bias in Italy

The subsidiary carried out awareness-raising initiatives on parenting, reminding parents of the advantages already in place for them. As part of work on the employer brand, awareness-raising was held on representation of women through a communication plan known as CareHer.

Lastly, training on unconscious bias was organized for employees.

A parenting policy going further than the legal framework in the United Arab Emirates

The subsidiary has extended the duration of maternity leave beyond the legal requirements from 45 days to 60 days, a decision reflecting the subsidiary's determination to attract ever more female talent.

5.2.1.2.3 A diverse workforce

Fully embracing its multicultural diversity while aware that its subsidiaries operate in very different and complex markets, Edenred wants the diversity of the workforce to reflect the geographic diversity of its subsidiaries' locations. In the United Kingdom, for example, Edenred has developed a policy designed to ensure that the hiring, promotion, training and overall treatment of employees take place solely on the basis of their skills and aptitudes alone, without regard especially to gender, country of origin/nationality, religion or age. As a major stakeholder in this policy, management is responsible for combating all forms of discrimination on a daily basis and raising employee awareness about the seriousness of discriminatory behavior, which can lead to disciplinary action.

Hiring

Decisions with regard to hiring, promotion, training and compensation are based solely on the individual's capabilities, skills and experience. In December 2018, the Group introduced a rule for hiring new senior managers. If two candidates for a position are equally qualified, the choice will go to the individual with the least representation in the organizational unit.

Gender equality

At end-2020, women accounted for **51%** of employees worldwide and held **40%** of management positions. Different types of initiatives have been taken to promote gender equality, including:

- formal policies to eradicate discrimination and promote gender equality, implemented for example in the United Kingdom and Mexico;

In 2020, Edenred France signed a three-year agreement on gender equality in the workplace. In keeping with Edenred's values, it aims to guarantee professional equality between men and women throughout their careers and to promote gender balance in all professions and at all levels of the Company. The agreement seeks to associate Edenred's commitments on sustainability with objectives and monitoring indicators based on five areas of action:

- guarantee gender equality in recruitment;
- guarantee equal access to professional training;
- ensure identical career development paths and promotion for men and women;
- guarantee equal pay for men and women;
- promote initiatives fostering a better work-life balance.

At Group level, the commitment to promoting professional equality was strengthened by drafting a policy on gender balance in management bodies, which will be circulated externally in 2021. It seeks to clarify the priority target of aligning gender balance with the overall gender breakdown. The target comprises several categories of people:

1. the Extended Group Executive Committee (E-GEC), which brings together the Group's Executive Committee, the Regional directors and the General managers (GMs) of the main subsidiaries;
2. the General managers (GMs) of the Operating Companies;
3. the Country and Region Management Committees;
4. the executive teams at corporate headquarters reporting directly to a member of the Group Executive Committee.

The Group's aim is for women to account for 40% of the members of these bodies by 2030. The related policy sets out drivers to achieve this, blending recruitment, promotion and development.

In the scoring introduced by the "Freedom to choose one's professional future" law enacted in September 2018, Edenred France obtained 96/100, reflecting an enduring commitment to fighting discrimination and promoting diversity.

The index allows companies to assess their performance in terms of equal pay and to implement corrective measures if necessary. Corporate headquarters obtained a score of 86/100 in 2020.

The two indices illustrate the Group's determination to adopt a gender equality approach, but also the effectiveness of its action.

Integrating and retaining people with disabilities

The subsidiaries demonstrate their commitment to integrating and retaining people with disabilities in a number of ways, aligned with each country's specific characteristics, such as:

- the direct hiring of **144 people** with disabilities, in a large number of subsidiaries. For example, the Belgian subsidiary has established a partnership with a dedicated job training center;
- two initiatives held in Brazil in 2020: the "InLoggers" project prepared 11 socially vulnerable apprentices with disabilities (blindness, cerebral palsy, visual impairment), aged between 15 and 48, for their integration into the job market through a "Commercial Learning Program in Sales Services" course. The project contributed to learning quotas, but it is also seen as a positive initiative consistent with the inclusion of people with disabilities. Furthermore, the "Inclusive Development Program" (IDP) was launched in 2019 in partnership with Consultoria Desenvolver with the aim of retaining disabled employees by offering them continuous development. In 2020, 15 employees benefited from the program in the *Ticket Log* units in southern Brazil;
- the design and/or upgrading of workplaces to make them accessible to people with disabilities;
- a dedicated team set up for Edenred France with identified internal correspondents, who are responsible for developing partnerships with recruitment organizations and sheltered workshops, creating a purchasing policy, ensuring the continued employment of employees recognized as having disabilities, and organizing employee information and awareness sessions on disability issues;
- the plan to retain disabled Edenred France employees by upgrading their workstations with hearing devices, ZoomText magnifiers for the visually impaired, and a number of other ergonomic adjustments;
- the plan to support corporate clients, employee users, partner merchants and other stakeholders in France, with the introduction of an innovative system for making all Group solutions accessible to the hearing impaired;
- training for Edenred France salespeople in the subsidiary's disability policy;
- communication and educational initiatives for Edenred France employees focused on digital accessibility, for example through the update of the customer relationship platform to make it accessible to people who are deaf and hard of hearing.

Edenred France's signing of a fourth collective agreement in favor of the integration and retention of employees with disabilities reflects its determination to pursue and perpetuate a proactive and ambitious disability policy in favor of the hiring, integration and long-term career development of people with disabilities.

Within this agreement, five priority areas of action have been identified to continue the rollout of the approach:

- develop the hiring effort by using the appropriate tools and technologies and by mobilizing recruitment stakeholders;
- improve conditions allowing the integration, retention, and career and skills development of employees with disabilities;
- participate in better professional training for people with disabilities by guaranteeing equal treatment in terms of training;
- raise awareness among all of the Company's stakeholders, especially the managerial line, in order to obtain a better grasp of needs;
- promote the contractual use of companies from the protected and adapted environment.

The subsidiary also chairs the Hangagés non-profit. In addition, Edenred's disability policy earned it the first prize in the Lauriers de la Prévention awards organized by SEST *(Service aux entreprises pour la santé au travail) in* 2019.

5.2.1.3 Labor and human rights

At Edenred, social dialogue comes in different forms, such as negotiation and consultation procedures, as well as the simple exchange of information between employee representatives and management. All of the social advances achieved since July 2010 demonstrate the importance of social dialogue as a key success factor. Representative bodies have been set up in most Edenred subsidiaries (except small units), providing a crucial foundation for the social dialogue process. Three levels of social dialogue are in place within the Group.

5.2.1.3.1 Fostering social dialogue

At the national level

The Group believes in the importance of developing constructive and innovative social dialogue. In all, 52% of employees work in subsidiaries with employee representative bodies and 60% are currently covered by a collective agreement.

In 2020, 52 such agreements were signed in host countries on a wide variety of issues, including wages, profit sharing, intergenerational agreements, working hours and workplace health and safety. Among those agreements, six focus specifically on health and safety.

France

Because Edenred France and corporate headquarters employees work so closely together, executive management and employee representatives have agreed on the need for a Group Works Council on the basis of the works councils in place within each subsidiary. Its role is to address all of the issues pertaining to the Group's operations, its financial, business and labor situation, and its strategic vision and objectives. In 2020, the agreement establishing the Group Works Council was renewed and extended to ProwebCE. The Group Works Council's role is not the same as that of the works councils of the Edenred France and ProwebCE subsidiaries, or of corporate headquarters, which have their own specific objectives and resources.

At the European level

Employee representation at the local level varies from country to country. As the Group is convinced that quality dialogue at the European level will help develop a shared sense of belonging, a European Works Council was created in 2014. Its mission is to address all cross-border issues (*i.e.*, concerning at least two countries) in an even-handed spirit of discussion and dialogue. It meets once a year, most recently in November 2020.

5.2.1.3.2 Promoting workplace health and safety

On-the-job risks – including psychosocial risks – are integrated in the development plans. The guiding principle is to ensure that employees have a safe, healthy workplace in which they can perform effectively. The subsidiaries adapt this principle in accordance with their needs, local practices and legal and regulatory framework. Local initiatives focus on three key areas: preventing occupational risks, preventing psychosocial risks and providing healthcare coverage.

Complete data on health and safety are provided on page 115. In 2020, there were three cases of certified occupational illness, as well as 14 occupational accidents and 26 commuting accidents, all resulting in at least one day of lost time.

Preventing occupational risks

Edenred works closely with employee representatives and encourages the implementation of training and employee awareness initiatives. Experts also visit sites to verify their compliance and provide employees with health advice.

France

Edenred France and corporate headquarters have both set up Social and Economic Councils, which cover the roles of the Health, Safety and Working Conditions Committee (CHSCT). All occupational risks are listed in a single document so that they can be reduced or eliminated with effective action plans.

Brazil

In accordance with legislation, the Internal Accident Prevention Committee (CIPA) meets once a year. Made up of elected representatives, the committee maps identified risks in each work unit in a specific, regularly updated document. It also implements prevention policies and awareness initiatives. A regular newsletter provides information on such topics as occupational health, ergonomics and road safety. Workplace rescue and first-aid staff are also regularly trained.

Health coverage and other health benefits

With mandatory cover varying significantly from one country to the next, each unit selects the level of additional cover it wishes to provide, depending on the local situation, its business plan and its funding capabilities. Additional local health coverage is also offered:

- in France, Edenred France and corporate headquarters signed an insurance agreement in November 2010, followed by company agreements for each subsidiary to ensure that employees and their families are covered in the event of illness, accident or death;
- Edenred Austria introduced a program to help employees who want to have a flu vaccination or to stop smoking. In the United Kingdom, there is a program offering employees additional benefits, including coverage for spouses, bikes and discount coupons.

In some countries, the Group's commitment is also demonstrated through initiatives to promote employee health and well-being and raise awareness about maintaining a balanced diet:

- several countries – including Romania, Mexico, Brazil, India, Poland and Colombia – have implemented health and well-being programs that provide benefits for employees, such as free medical exams, health and nutrition awareness sessions, free medical tests, and discounts for medical exams or for physical and sports activities. In fact, Edenred Mexico was recognized for its health care performance, and was recently awarded Responsible Health Organization certification by Mexico's Workplace Wellness Council (WWC);
- the subsidiary in Brazil has set up a dedicated health area, *Espaço Saúde*, for any in-company medical exams. In 2020, more than 1,500 employees had a flu vaccination. In addition, the personalized *Edenred na Medida* program offers services with exclusive deals and benefits for employees who want to improve their health;
- Edenred France organizes campaigns to raise awareness about health and safety issues. A nurse and a social worker are based full-time on the French site to see employees when required;
- in Venezuela, a monthly assistance program was put in place to provide employees and their families with access to healthier meals. This assistance was expanded during the health crisis to include donations of food, personal care items and healthcare products.

Organization of working hours

In every host country, Edenred operations comply with local legislation on maximum weekly working hours.

In 2020, **96%** of Edenred group employees had permanent contracts and **96%** worked full time.

5.2.1.3.3 Supporting human rights

Edenred is committed to respecting human rights as defined in the Universal Declaration of Human Rights and adheres to the UN Guiding Principles on Business and Human Rights. The actions taken by the Group and its performance in areas covered by these guidelines are published every year in its "Communication on Progress" report, available on the United Nations Global Compact website.

The Group reaffirms its commitment to complying with the principles and fundamental rights outlined in the International Labour Organization's fundamental conventions, which cover:

- freedom of association and the effective recognition of the right to collective bargaining;
- elimination of all forms of forced or compulsory labor;
- effective abolition of child labor;
- elimination of discrimination in respect of employment and occupation.

The resources deployed in relation to Edenred's business segments are described in sections 5.2.1.2 and 5.2.1.3, starting on page 108.

As a result of these commitments, the Group avoids any negative impact on human rights. In 2016, it updated its Charter of Ethics, which defines the conduct expected from its employees, partners and suppliers. At the end of 2020, **96%** of Edenred employees had approved the Charter of Ethics.

Non-financial risks, including risks relating to human rights, were assessed in 2018 in 46 countries where the Group operates. This analysis did not identify any significant risks relating to human rights.

Several countries have also developed initiatives to prevent any negative impact while raising the awareness among employees about these principles.

Examples of initiatives around the world

Portugal

The subsidiary implemented a local Code of conduct applicable to all employees, which sets out the guidelines for professional conduct to prevent and combat workplace harassment, therefore creating and maintaining a work environment in which all individuals are treated with dignity and respect. The Code also includes the disciplinary action applicable if these guidelines are not respected.

United Kingdom

In 2018, Edenred introduced a Modern Slavery Transparency Statement, which describes the measures taken by the Company to prevent slavery and confirms its compliance with anti-slavery laws.

Mexico

In recognition of its advanced commitment to social responsibility, Edenred gained certification under the Mexican standard on equal employment opportunities and non-discrimination. This certification is awarded by the National Institute for Women (INMUJERES), the National Council to Prevent Discrimination (CONAPRED), and the Secretariat of Labor.

5.2.1.4 Workplace environment

5.2.1.4.1 Ambition as an attractive employer

High performance and well-being are part of Edenred's commitment toward both clients and employees. Improving quality of life in the workplace and employee engagement therefore represents a key challenge for the Group. In line with this, the shared goal of the country organizations is to be committed to a Best Place to Work initiative, or, in other words, "to make Edenred a great place to work". To achieve this, the Group has made workplace health, safety and well-being a key priority.

In 2018, the Group implemented a survey, prepared in partnership with AON, to measure employee engagement at the global level. It garnered a response rate of **86%**. The survey will be conducted every two years to monitor engagement levels and progress on action plans. Initially planned for 2020, the survey was postponed until 2021 in view of the health situation linked to Covid-19.

Recognition at the local level

Again in 2020, the Mexican subsidiary was recognized as a company committed to health, earning the Empresa Saludablemente Responsable label. Delivered by the council of Workplace Well-being, this award placed Edenred at a growth level of 2.0. This category highlights the initiatives developed by the Company to support the well-being of its employees.

Promoting a satisfactory work-life balance

Edenred is committed to developing a positive work-life balance through a number of initiatives that vary by country, including:

- part-time work, which is encouraged in Austria (especially for employees with young children) and in Slovakia;
- concierge services that can handle certain private tasks for employees during their working hours to save them time;
- benefits to promote employee well-being, such as gym and dance classes, healthy eating and balanced diet workshops, availability of fruit baskets and other healthy snacks especially in Belgium, Portugal, Mexico, Colombia, India and Germany;
- support for parents:
  - at the birth of a child, with new baby bonuses in Austria and the "Future Mom" program in Brazil;
- for childcare, with:
  - the distribution of Edenred childcare solutions to employees (such as *Childcare Vouchers* in the United Kingdom, *Ticket Junior* in the Czech Republic and *Ticket CESU* in France, as well as *Euroticket Creche* and *Euroticket Estudante* in Portugal),
  - offices designed with an area to welcome employees' children when they are ill or need temporary childcare (Mexico and Germany),
  - a "Moms and Dads" program in Italy to support women returning from maternity leave and expert help in identifying the most appropriate childcare solution.

5.2.1.5 Key progress indicators

Calculation method

Edenred's progress on this commitment will be measured annually based on two indicators:

- the percentage of employees who attended at least one training course during the year. The figure represents a five-year average;
- the percentage of women in the Group's management bodies. This population concerns several categories of people:
  1. the Extended Group Executive Committee (E-GEC), which brings together the Group's Executive Committee, the Regional directors and the General managers (GMs) of the main subsidiaries,
  2. the General managers (GMs) of the subsidiaries,
  3. the Country and Region Management Committees,
  4. the executive teams at corporate headquarters reporting directly to a member of the Group Executive Committee.

Performance monitoring

In 2020, **83%** of employees had taken one training course on average over the previous five years, thereby exceeding the target of **80%** by 2022. The Group is continuing its actions to reach the target of **85%** by **2030**.

Women accounted for **29%** of the members of the Group's management bodies in 2020. The goal is to reach **25%** by **2022** and **40%** by **2030**.

5.2.1.6 Key figures

Human Resources data at December 31, 2020

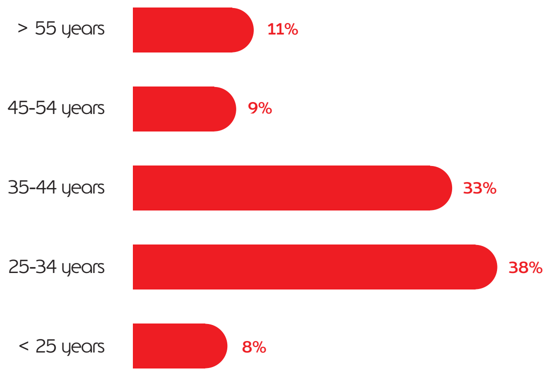
At December 31, 2020, Edenred employed **8,834 people** in its host countries around the world, representing a decrease of 0.3% from December 31, 2019 (current scope).

Workforce by region

The diversity of geographical locations reflects the Group's internationalization – **84%** of employees worked outside France at the end of 2020.

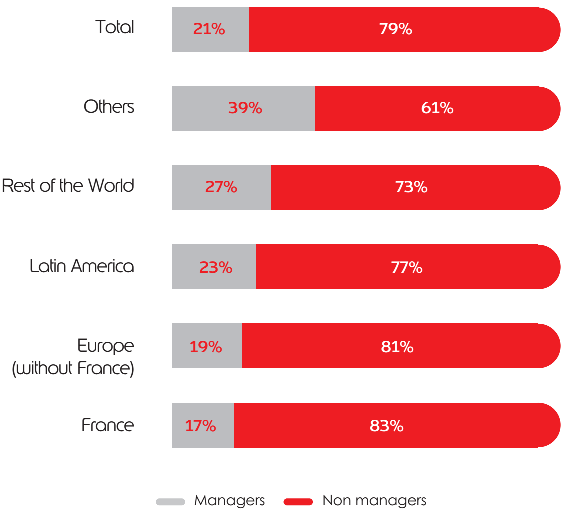
Workforce by age

A total of **46%** of Edenred employees are under 35.



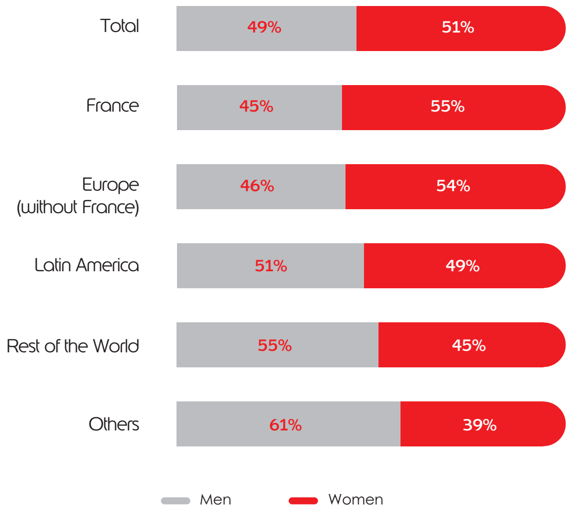
Workforce by job category

A manager is defined as an employee who manages others and/or has a high level of responsibility within the organization. At December 31, 2020, managers accounted for **21%** of the workforce, as follows:



Workforce by gender

At December 31, 2020, women accounted for **51%** of Edenred's workforce, as follows:



Hires and departures in 2020

In 2020, the Group hired **1,963 new employees**, of whom 38% were in Latin America, 38% in Europe (excluding France), 12% in France, 9% in the Rest of the World and 3% Holding and others. Of these people, 75% were recruited from outside the Group on a permanent contract, while **8%** came onboard as part of a transfer of business following the acquisition of external entities.

Over the same period, **2,035 people**[(1)] left the various subsidiaries, mostly (35%) due to resignation, expiration of fixed-term contracts, uncompleted trial periods and retirement. Terminations for any reason whatsoever accounted for 35% of the total, and 74% of those were not collective redundancies.

(1) Does not include promotions or transfers, conversions of temporary contracts into permanent contracts or any long-term leave that may cause a work contract to be suspended but not terminated.

2020 summary table of employee data – Group

	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	WORLD STRUCTURES	TOTAL 2020	TOTAL 2019
NUMBER OF EMPLOYEES	**1,150**	**3,088**	**3,419**	**950**	**227**	**8,834**	**8,861**
% under permanent contracts	93%	93%	99%	98%	98%	96%	95%
% women	55%	54%	49%	46%	39%	51%	52%
% men	46%	46%	51%	55%	61%	49%	48%
Number of interns	42	80	80	3	18	223	246
Full-time equivalent	1,169	2,974	3,434	1,046	379	9,002	8,812
MANAGEMENT							
% managers(1)	17%	19%	23%	27%	39%	21%	21%
% women managers	47%	42%	37%	38%	30%	40%	40%
% men managers	53%	58%	63%	62%	70%	60%	60%
TRAINING							
Number of hours of training	9,871	28,937	41,617	7,086	3,480	90,991	157,613
Number of hours of training for managers	3,407	6,424	14,500	2,773	1,184	28,288	40,580
Number of hours of training for non-managers	6,464	22,513	27,117	4,313	2,296	62,703	117,033
Number of employees having attended at least one training course	1,053	2,897	4,231	837	151	9,169	7,913
Number of managers having attended at least one training course	298	617	952	244	48	2,159	1,700
Number of non-managers having attended at least one training course	755	2,280	3,279	593	103	7,010	6,213
HEALTH AND SAFETY							
Lost-time incident frequency rate (LTIF) (as a%)(2)	8.9	1.2	2.2	0	2.4	2.4	3.3
Severity rate *(as a %)*(3)	0.2	0	0	0.1	0.2	0.1	0.1
Absenteeism rate *(as a %)*(4)	4.5	3.2	0.4	0.7	2.1	2	2.1
Number of fatal accidents in the workplace	0	0	0	0	0	0	0
Number of occupational illnesses resulting in at least one day of lost time	0	3	0	0	0	3	6

Note on reported information:

Employee numbers correspond to the number of individuals on the payroll on December 31 and the number of full-time equivalent employees.

The concept of number of employees is designed to quantify the number of individuals under permanent and fixed-term contracts (this excludes interns, service providers and subcontractors), regardless of the actual time spent on site or their contractual working hours. Total number of employees is used to calculate several other indicators.

The concept of full-time equivalent is designed to quantify the workforce on a comparable basis, i.e., the standard full-time contract applied in each unit. The purpose is to measure the organization's operational workforce, taking into account work week duration and contractual working hours. The figures also include interns and temporary employees.

(1) A manager is defined as an employee who manages others and/or has a high level of responsibility within the organization.

(2) Occupational accidents: non-fatal and fatal accidents occurring during or because of work, including commuting accidents, and involving salaried employees and all other persons working for the Edenred group in any capacity and at any location and resulting in at least one day of absence. The lost-time incident frequency rate corresponds to the number of lost-time accidents per million hours worked.

(3) Severity rate: number of days of lost time following an occupational accident multiplied by 1,000 and divided by the total number of hours worked by the entire workforce over the calendar year.

(4) Absenteeism rate: total number of person-days lost to absenteeism in the period divided by the number of person-days available in the period. This includes absenteeism due to occupational accidents, commuting accidents, occupational illnesses and non-occupational illnesses.

5.2.2 Promoting well-being through healthy and sustainable nutrition

As a promoter of good eating habits and fighting obesity, Edenred tries to find pragmatic ways of addressing a serious public health issue: in 2016, close to 2 billion adults were considered obese or overweight according to the World Health Organization (WHO). This has led to a sharp increase in the number of people suffering from certain types of cancer, diabetes, strokes and heart attacks, which in turn is putting significant strain on public health systems.

In addition, through its *Ticket Restaurant* and *Ticket Alimentation* solutions, Edenred is in direct contact with partner merchants, employee users and corporate clients who make daily food choices that are important for their health. With more than 850,000 corporate clients, 2 million partner merchants and more than 50 million employee users, Edenred can take tangible action to promote healthy food choices.

Each subsidiary is encouraged to deploy its own projects with direct stakeholders – corporate clients, employee users, partner merchants and Edenred employees – to facilitate balanced nutrition. While these projects are tailored to the local situation and nutritional issues in each country, they are all designed to make a meaningful impact on stakeholder eating habits, as measured by dedicated indicators.

Broader communication on healthy eating is also encouraged, not only among the Group's direct stakeholders, but also with the entire Edenred community through awareness-raising initiatives on social networks, newsletters and dedicated talks. In 2020, these initiatives reached more than 64 million people.

5.2.2.1 Priority issue: sustainable and healthy food promotion

Building on more than ten years of experience promoting healthy eating habits and fighting obesity, Edenred is working to step up its action in this area by developing solutions suited to its value chain and its contacts. This priority issue has become a positive differentiation opportunity for Edenred and a new way of developing products and services that meet the needs of various stakeholders. Examples include the FOOD (Fighting Obesity through Offer and Demand) program, which encompasses the majority of the Group's initiatives in Europe, and, in Latin America, the Balanced Nutrition program in Chile and the *Ticket Fit* solution in Brazil.

5.2.2.1.1 Edenred, FOOD program coordinator in Europe

Origin of the European project

The FOOD program was developed by Edenred and public-sector partners in six countries (Belgium, Czech Republic, France, Italy, Spain and Sweden) to support a balanced diet during the working day.

Launched in 2009 in response to alarming obesity rates in Europe, the campaign began as a test project co-financed by the European Commission, enabling partners to develop innovative recommendations and communication tools to address employees and restaurants.

Bolstered by the encouraging results of the test project, and thanks to the enthusiasm of its partners, the FOOD partnership continued to thrive and became a long-term program in 2012. It has since expanded to Slovakia, Portugal, Austria and Romania.

As coordinator of the FOOD program, Edenred uses its *Ticket Restaurant* network to raise awareness about a well-balanced diet among employee users and partner restaurants.

Since 2009, more than 500 communication tools have reached 7.4 million employees, 251,000 companies and 500,000 restaurants in the program's ten member countries. A network of restaurants, today with over 4,350 members, has pledged to meet FOOD recommendations by offering balanced lunchtime meals.

As part of the program's assessment work, barometer surveys are also carried out each year to better understand and analyze the needs of employee users and restaurants in terms of healthy eating. The 2020 edition of the FOOD barometer was adapted to the context of the international crisis that continues to hit the catering sector particularly hard. The questionnaire was extended to 20 of the Group's host countries in order to gain a clearer picture of changes in supply and demand among *Ticket Restaurant* users and partner restaurants. On the one hand, it was important to see whether restaurants had been able to adapt to the new health context, stay open and offer take-out sales. On the other hand, it was necessary to gauge changes by users so as to grasp the impact of the crisis on their purchasing power and habits. The survey showed that 83% of users were satisfied with *Ticket Restaurant*'s new digital format and that it helped them secure their food budget, particularly against the backdrop of the crisis. The questionnaire also showed that the majority of restaurants had been able to change their sales process. Meanwhile, users often tend to order from restaurants they already know, proving their loyalty.

In 2019, the program celebrated its tenth anniversary and received two noteworthy official honors:

- a best practice certificate awarded by the European Commission for the program's contribution to promoting healthy lifestyles;
- an award from the United Nations in recognition of the program's contribution to meeting the Sustainable Development Goals (in reference to noncommunicable diseases).

Examples of local initiatives

Spain: employees educated about balanced nutrition

Following on from those successfully launched in 2019, online workshops dedicated to a balanced diet were offered to company employees. These webinars, which before the crisis were used as a supplement to on-site workshops, became the sole operational channel. They helped maintain the link between the commitment uniting Edenred, employers and their employees.

Czech Republic: workshops on nutritional balance and the fight against food wastage

Since 2019, five workshops have been organized to raise awareness among the public, chefs and celebrities about the fight against food waste and the nutritional balance using leftover fruit and vegetables.

A website featuring balanced recipes

The Healthy Recipes by the FOOD program website is a recent initiative offering balanced recipes developed by European chefs. Restaurants participating in the website are all affiliated with *Ticket Restaurant*. It is a way of recognizing their expertise and their involvement in a social issue that matters to everyone. The site's creation responds to growing demand from users observed in FOOD surveys for balanced recipes in digital format.

5.2.2.1.2 Other actions to promote sustainable and healthy nutrition

Since its creation, Edenred has launched many initiatives worldwide to promote sustainable and healthy nutrition. As of end-2020, a total of 22 subsidiaries were already involved in healthy and sustainable eating projects.

The Nutritional Balance program in Latin America

Since 2005, the Nutritional Balance program has been deployed to promote healthy eating habits, by enabling *Ticket Restaurant* employee users to easily identify menu items at partner restaurants that meet the criteria of a varied and balanced diet. Represented by the "Gustino" mascot, the program was developed in partnership with expert nutritionists, local public partners and restaurant industry representatives, whose involvement ensures the initiative's validity. The program is active in Edenred's Latin American host countries, notably Chile.

The Ticket Fit solution in Brazil

Ticket Fit is an application that helps corporate clients, partner merchants and employee users improve the health of all users and encourage good habits when it comes to healthy eating, exercise and well-being.

Available to all, the platform provides a range of services tailored to individual needs, including tips for well-being at work. For example, the employee user platform contains recipes and exercises to do at home or at work. Meanwhile, content for corporate clients and merchants offers menu suggestions for restaurants and companies. The platform also provides access to services from Ticket partners, such as gym entry, nutritional awareness workshops and psychological and social support.

Awareness-raising about health and well-being

Many subsidiaries, including Germany, Belgium, Mexico, Portugal, Colombia, Finland and Brazil, work to raise awareness about well-being through a balanced diet, exercise, sleep and mental relaxation.

In Finland, for example, raising awareness on this comprehensive view on well-being has been developed for both Edenred staff and employee users. They learn about well-being *via* a blog, email newsletter and social media. The subsidiary has offered a well-being program since 2018 to educate and train its employees about nutrition, rest and sleep. More recently, this program was extended to subsidiary corporate clients. In addition, to mark the 2020 Edenraid challenge, an internal well-being campaign was carried out around issues such as healthy eating, the importance of physical activity, recovery and sleep. The aim was to promote employee well-being, as telecommuting has upset daily routines and in turn undermined well-being. This awareness was achieved through talks and self-learning materials.

In Colombia, the subsidiary organized zumba classes during lockdown and held discussions on healthy eating as part of Health and Well-being Week. In Brazil, employees took part in a talk on food of the future at an event for World Environment Day. This offered the opportunity to address trends and impacts of food choices on the environment, and how changing eating habits can contribute to preserving the planet.

5.2.2.1.4 Impact on neighbors and local communities

The social vouchers developed by Edenred help trigger and then maintain a virtuous circle for all players to:

- improve the effectiveness of public incentive policies promoted by public authorities: they are innovative and adaptable instruments that promote policies with a societal dimension, ranging from health to social policies (quality of life at work, support for purchasing power, access to goods and services improving work-life balance) or environmental policies (sustainable consumption and mobility);

- increase purchasing power for employees and improve their quality of life, which tends to prompt a reduction in absenteeism and socio-professional illnesses and, in turn, a decrease in social security spending.

By guaranteeing access to a midday meal and at the same time securing and bolstering its beneficiaries' food budgets, Edenred's meal voucher solution helps improve employees' nutritional habits. Indeed, the higher the dedicated purchasing power, the greater the possibility of accessing healthy food.

The following are a few examples:

- in Romania, a country where food budgets represent 20% of income, food vouchers represent a 20% increase in purchasing power;
- nine out of ten Chilean workers consider adequate nutrition to be of great importance to their performance at work, their ability to concentrate, and their health, physical capacity and work skills;
- 93% of Finnish employees see lunch and lunch breaks as important for their efficiency at work;
- in Slovakia, 81% of employees say they need a balanced diet to perform better at work, and that meal vouchers give them access to that.

The International Labour Organization says that workers with access to adequate nutrition can be 20% more productive and less prone to accidents.

Ticket Alimentación vouchers are one of Edenred's food-based solutions. They can be used by employees and their families to purchase groceries in convenience stores or supermarkets. In many emerging markets, the vouchers are a way to ensure access to a balanced diet, not only for employees of corporate clients but also for a larger ecosystem. Launched by Edenred in 1983 in Mexico, the product has since been rolled out to other Latin American countries, including Brazil, and to certain countries in Central Europe, such as Austria and Bulgaria.

5.2.2.2 Key progress indicators

Calculation method

Edenred's progress on this commitment will be measured annually based on the percentage of employee users of "FOOD" solutions and partner "FOOD" merchants who have been made aware of balanced nutrition by the Group. "Made aware" in this context means that they have been reached at least once in the year through a communication action, such as a newsletter, letter, visit, presentation or communication in the meal voucher booklet (for employee users).

Performance monitoring

This percentage stood at **44%** in **2020**, with a target of **50%** by **2022** and **85%** by **2030**.

5.2.3 Contributing to local development by becoming personally involved and sharing the benefits of growth

In every host country, Edenred forges strong ties with local communities and non-profit organizations to assist people in difficult circumstances.

Edenred employees are the driving force behind these initiatives, which take the form of donations, skills support and social welfare programs, very often deployed in association with corporate clients, partner merchants, employee users and other stakeholders.

The focus is on long-term partnerships with the supported organizations. Chosen on the basis of each subsidiary's local situation, the projects cover a wide range of areas, including food aid through collections and voucher donations, support for education and professional integration.

5.2.3.1 Social and economic contribution

5.2.3.1.1 Global outreach initiatives

Idealday, a day of action to support local communities

For many years, Edenred has organized international awareness days concerning each commitment of its CSR approach for its employees, corporate clients, partner merchants and employee users.

To heighten the impact of these initiatives, the Group decided in 2017 to organize a dedicated day of action to support local communities. The idea is to give them a valuable asset employees have – their time.

On October 16, 2020, close to 3,500 Group employees in 46 countries worldwide participated in the day of action through more than 80 different initiatives related to Edenred's three pillars (People, Planet and Progress). A total of 182 associations received support.

Edenraid, the connected solidarity challenge

Edenred has been organizing the Edenraid sports challenge since 2017. The 2020 edition provided support for the NGO Médecins Sans Frontières. Over the course of two months, employees took part in the connected challenge to support the organization in its actions in response to the pandemic around the world.

Between October 1 and November 30, 2020, more than 2,500 Edenred employees covered a total of 820,814 kilometers by running, walking or biking. Taking part was simple: users could register using the online platform and their physical activity was tracked when they logged on using their smartphone or connected bracelet or watch.

Their performance enabled the Group to donate €35,000 to Médecins Sans Frontières to finance specific programs fighting the Covid-19 pandemic in Edenred's countries of operation.

Sponsorship of Le Projet Imagine and Edenred Heroes Challenge

In June 2019, Edenred established a worldwide partnership with Le Projet Imagine, an information NGO created by Frédérique Bedos. Driven by the firm belief that action comes from inspiration, this one-of-a-kind organization shines a spotlight on "Humble Heroes" from around the world. The idea is to harness the power of media to inspire people to act on a large scale and therefore bring about a vast movement of civic engagement. As part of this collaboration, Edenred will provide financial support to the organization and raise employee awareness about civic engagement, mainly through an internal competition of charity projects.

This competition took the form of a call for projects, the Edenred Heroes Challenge. Group employees were asked to present charity projects inspired by Edenred's three pillars – People, Planet and Progress – in which they would be personally involved. More than 70 projects were submitted, and 15 qualified after a selection process, first through local Management Committees, then the international HR management team, and finally the Group Executive Committee with the support of Frédérique Bedos. Each of the 15 selected organizations received a €5,000 donation from the Group.

2020 key figures

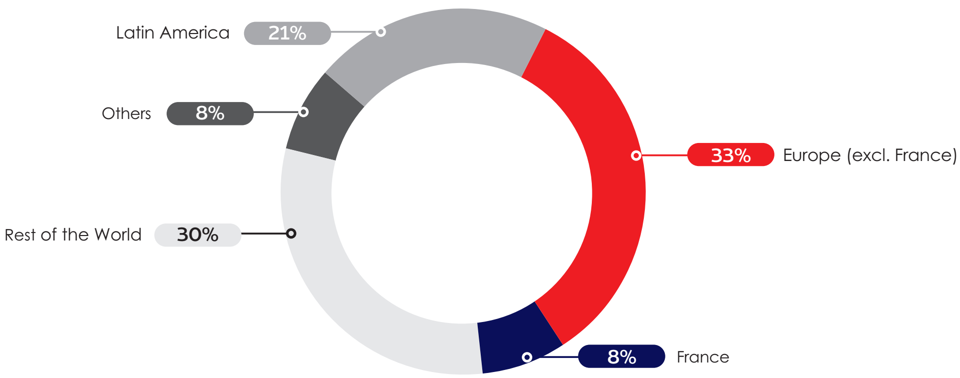
Edenred commits to many community outreach initiatives being led by employees throughout the year in partnership with local non-profit organizations. In all, **182 non-profits** in host countries around the world were supported in 2020, with **748 eight-hour days** devoted to volunteering activities.

The Group distinguishes between several types of donations:

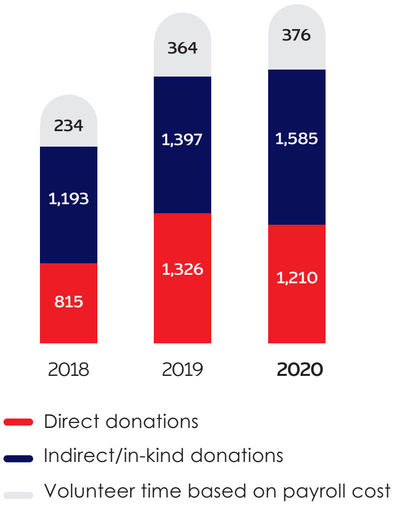
- direct donations by the Group: €1,209,686;
- indirect donations through campaigns to encourage employee users of Group solutions to donate their vouchers, in France, Spain, Austria, the Czech Republic, Belgium, Finland, Slovakia and Sweden: €1,585,193;
- donations in kind such as basic necessities, books, computers or food: €111,574;
- time donations representing volunteering activities. This indicator is calculated by dividing total payroll costs by the number of employees over the year to determine the average hourly cost of an employee. That figure is then multiplied by the number of hours devoted to volunteering activities: €376,015.

Together, these totaled **€3,282,469** in donated funds in 2020.

TIME DEVOTED TO VOLUNTEERING ACTIVITIES BY REGION IN 2020



DIRECT, INDIRECT AND TIME DONATIONS FROM 2018 TO 2020



5.2.3.1.2 Other outreach initiatives

Examples of initiatives to fight hunger

France

For more than 15 years, Edenred France has worked closely with the French Red Cross association and supported its food aid initiatives. As the first French issuer to suggest donating vouchers, Edenred takes part in the "Restaurons la solidarité" campaign accessible to *Ticket Restaurant* employee card users, who can make donations to the French Red Cross throughout the year, securely and in just a few clicks on the www.croix-rouge.fr website.

In 2020, the campaign raised €1.115 million, including almost €900,000 *via* the *Ticket Restaurant* card. In total, more than €7 million has been raised for the organization since 2002.

Edenred also involves employees in its commitment to the French Red Cross through a garage sale organized every year.

More recently, Edenred became partner to Jardins de Cocagne to support the *100,000 paniers solidaires* campaign. This program provides low-income families with access to food baskets full of healthy, organic products grown by Jardin de Cocagne's Gardens at discounted prices, while consolidating local food production and distribution systems.

Government lockdown measures blocked access to university restaurants for 40,000 French students in 2020. In response, Edenred distributed *Ticket Service* vouchers. This measure enabled student social services (CROUS) to allocate €70 per week to the affected students. Edenred France and its client BNP Paribas also gave 20,000 *Ticket Restaurant* vouchers to the Samu Social humanitarian emergency service in Paris to help particularly vulnerable people.

Sweden

Edenred has been providing assistance to refugees since September 2019 through a new partnership with the United Nations High Commissioner for Refugees (UNHCR). The Swedish subsidiary makes a donation to UNHCR every time the Edenred meal voucher is used at a partner restaurant. Almost €38,500 was donated to refugees in 2020. The long-term target is to generate 200 meals a day, for a total of 50,000 meals a year.

Portugal

Edenred launched an outreach campaign with its employees and corporate clients against hunger to support NGO Assistência Médica Internacional (International Medical Assistance – AMI) by donating *Euroticket Refeição* meal vouchers to help communities in need.

Italy

Through the fundraising campaign coordinated by Edenred Italy, employees donated €100,000 to the food bank and the organization Sant'Egidio to fight hunger. The food bank recovered 714,000 meals, covering about two months of operation in Rome, Bologna and Palermo to help individuals and families in great need. In the spring of 2020, Sant'Egidio was able to provide food to 1,000 elderly people for four months.

United Kingdom

Edenred employees donated a total of €4,860 to charities and food banks during the health crisis in 2020 to support people in need.

Examples of initiatives to fight poverty

Austria

Since 2006, Edenred has partnered with the Austrian Red Cross to collect all of the paper vouchers donated by employee users in special boxes installed in the offices of certain corporate clients and certain partner merchants each year. In 2020, €18,000 was raised to help families in emergency situations not covered by government assistance, in particular by paying their bills, enabling them to buy groceries and offering them long-term support. In all, €122,000 has been raised for the Austrian Red Cross in 14 years. Gift certificates totaling €1,500 were also donated to support other outreach actions.

In 2019, Edenred also received the organization's humanitarian award for outstanding achievement (Humanitätspreis der Heinrich-Treichl-Stiftung).

Turkey

The *Ticket Service* solution gives customers the chance to help vulnerable people by enabling them to buy basic necessities. A clothing drive was organized for vulnerable people on Idealday. Items collected were cleaned, divided into categories, and packed by employees before being delivered to a charity. Two earthquakes occurred in 2020. Following the first, the subsidiary collected items to address victims' immediate needs (coats, blankets, diapers) from employees. For the second, the subsidiary again organized a collection of donations and added the monetary value of the donations collected. Lastly, in March, refugees living in Turkey left the country to live in Europe. Edenred Turkey donated essential items to them.

Examples of initiatives for education and professional integration

Romania

The Edenred Gradiniță program enables low-income families to obtain social vouchers giving access to food for each child attending nursery school. This system promotes school attendance. The aim is to stimulate the social inclusion of disadvantaged people, in particular by preventing early school dropout among the most vulnerable populations. The subsidiary donated tablets to Code Kids, an NGO that teaches coding to children in rural areas. The initiative allowed them to continue their studies online despite the crisis.

Mexico

On Idealday, Edenred Mexico organized mentoring sessions with NGO Aldeas Infantiles SOS, which offers early childhood education and professional mentoring programs. Employees were able to take part in discussions through videos and talks with teenagers about their life at work and encourage them to stay in school.

Brazil

In 2020, the InLoggers project prepared eleven 15- to 48-year-old socially vulnerable apprentices with disabilities (blindness, cerebral palsy, visual impairment) for entry into the job market through a commercial apprenticeship program in the Sales Department, comprising theoretical and practical components. The project contributes to learning quotas. It is also considered an affirmative action aligned with the government's quota program for people with disabilities.

In addition, an inclusive development program was created in 2019 in partnership with Consultoria Desenvolver to ensure the ongoing development of employees with disabilities. In 2020, Edenred employees benefited from the program in the *Ticket Log* subsidiary, working on their self-knowledge, self-esteem, emotional intelligence, philosophy and systemic vision.

Together with the Innovation Department, Edenred Brazil carried out a professional mentoring project with its employees from a group specializing in innovation and 18 young people from Centro Educacional Assistencial Profissionalizante (CEAP). These encounters fostered knowledge exchange between employees and young people with a view to supporting them in their career choices and giving them support in joining the job market.

In 2019, Edenred became a partner of Nestlé's "Needs Youth" program, to support young professionals in their transition from school to work. The program relies on its partner companies to expand the network, create new initiatives and promote the employability of younger generations. As an example of these initiatives, each partner forms working groups that prepare young professionals for the job market. A talk on these subjects was held on Idealday in 2020.

Examples of initiatives for health

Spain

Edenred has partnered with the NGO Acción contra el Hambre for more than 20 years, letting employee users donate meal vouchers to play their part in combating child malnutrition worldwide. Over 70 Edenred corporate clients have taken part in this program since 2007, donating more than €185,000 by 2019. In 2020, the campaign was reserved for families affected by the coronavirus crisis, with more than €230,000 collected directly on websites.

Sweden

Edenred Sweden's *Delicard* gift card lets employee users make direct donations to charity organizations. In 2020, some €45,000 was allocated to various projects. Through *Delicard*, Edenred Sweden also matched €13,000 in donations from clients for a children's cancer foundation.

Brazil

Since 2013, *Repom* has been developing "Clube da Estrada" service areas at service stations on Brazilian roads to meet the basic needs and improve the quality of life of a community of 2 million truckers and their families. These structures promote social inclusion, education, access to health and financial inclusion for this population group. The services on offer include consultations and medical examinations combined with discounts of up to 70%, daily assistance open 24 hours a day and mechanical insurance for trucks. Several month-long prevention initiatives were carried out in 2020, in areas including road safety, suicide and HIV/AIDS. Discounted medical examinations for drivers were also offered in partnership with Vida Class.

In 2020, in partnership with Vida Class, the subsidiary offered 3,000 free online consultations to truck drivers, helping to identify symptoms of Covid-19, *via* the launch of *Saúde Caminhoneiro*, an online healthcare service platform bringing together 2,000 healthcare professionals.

Portugal

Edenred Portugal established a partnership with Medicare (Portugal's main health plan structure) and provided a free health plan (Medicare Silver Edenred) to *Euroticket Refeição* users for 12 months (valid from October 2020 to October 2021). It provides access *via* the MyEdenred application to a range of healthcare and assistance services from providers in the Medicare network, with discounts of up to 30%.

Brazil

Ticket Health is a new solution available in Brazil that offers access to a platform with a comprehensive range of healthcare services, including consultations, examinations, complete treatments and surgical procedures. Available through a large qualified network, this platform offers exclusive prices up to 80% cheaper than in traditional circuits. Other services include an online pharmacy and home delivery of prescription drugs.

5.2.3.1.4 Social vouchers for vulnerable people

Social vouchers are developed with the objective of supporting vulnerable population groups. A case in point, *Ticket Services* is a solution that can easily be adapted and used in several countries. Specifically designed to support fragile populations or those facing a difficult economic situation, these vouchers provide access to basic necessities, such as food, clothing and personal care products. In France, *Ticket Services* received legal status in 1998. The solution has since been taken up by many non-governmental organizations and local public authorities. The Belgian *Ticket S* program, based on the same model, enables low-income earners to have a meal in restaurants or buy food in supermarkets. In Italy, municipal authorities using these vouchers have extended the system to give local residents in vulnerable situations access to medicines or school materials, as needed. A total of 7.3 million vouchers were distributed to people in need and their families in Europe through these programs. The partner merchants affiliated to the system also benefit from it, as it allows them to secure their local economic activity.

As well as the advantages for the direct beneficiaries of these programs, the vouchers contribute to fostering social and economic inclusion. They represent a practical measure in the fight for social inclusion and against poverty. On top of financial support, social vouchers offer their beneficiaries a choice among the food they wish to consume (unlike food baskets), encouraging people psychologically to recognize their own needs. This practice is recognized at the European level as a way to ensure rapid and efficient distribution of aid to the neediest people. It is justified in the amendments made by the European institutions to the regulation on the implementation of the Fund for European Aid to the Most Deprived in April 2020 to deal with the spread of Covid-19:

"In order to ensure that the most deprived persons can continue to receive assistance under the Fund in a safe environment, it is necessary to provide for sufficient flexibility for member States to adjust their support schemes to the current context based on consultations with partner organizations, including by allowing alternative schemes of delivery, such as through vouchers or cards in electronic or other form."[1]

In the same vein, Edenred rolled out Buono Spesa at the beginning of the health crisis in Italy, then again in December 2020, in order to respond to the economic need in which many families found themselves as a result of lockdown and the abrupt closure of certain economic activities. Italian municipal authorities used these vouchers to provide at-need residents with temporary assistance, giving them access to basic necessities at the local level in the appropriate sanitary conditions in light of the crisis.

5.2.3.2 Key progress indicators

Calculation method

Edenred's progress on this commitment will be measured annually based on the number of days of volunteering over the year by all Group employees. Each day of volunteering is counted based on eight hours worked. Volunteering varies depending on local issues in each country, ranging from cleaning up natural areas in France and Romania to collecting basic necessities in Belgium, Finland and Argentina.

Performance monitoring

With high employee participation in Idealday and the involvement of different country organizations, the Group recorded **748 days** of volunteering in **2020**. The epidemic and the strict health measures taken by the various countries, such as prohibiting gatherings and limiting contact, impacted volunteering heavily. The Group's involvement remained strong despite the context, through the implementation of remote initiatives and a high level of employee awareness on outreach issues.

The target is to log **1,000 days** of volunteering in **2022 and 5,000 days per year** by **2030**.

(1) https://eur-lex.europa.eu/legal-content/EN/TXT/HTML/?uri=CELEX:32020R0559&from=EN

5.3 PLANET: preserve the environment

The main environmental issues faced by the Group are related to climate change, as shown in its summary of risks and opportunities in section 5.1.4, page 94. The Group is encouraged to meet the expectations of its stakeholders to support the ecological transition and develop new solutions with a reduced impact on the environment. Climate-related opportunities have been identified through the development of dedicated solutions. To tackle the challenges of climate change, the Group has launched a number of initiatives to reduce the impact of its business activities and its solutions, including:

- reducing its carbon footprint, consumption of resources and waste production by improving the energy efficiency of its operations and solutions. The Group works toward this goal by operating a global environmental management system and by monitoring its greenhouse gas (GHG) emissions. It also takes the necessary steps to comply with local environmental regulations and international environmental standards;
- developing low-carbon fleet and mobility solutions for its stakeholders and combating food waste through its network of partner merchants and employee users;
- managing the footprint of its solutions throughout their life cycle to reduce the use of natural resources and work toward the circular economy.

5.3.1 Reducing the carbon footprint, the consumption of energy and natural resources and waste production

Although it has a limited impact on the environment because its operations are service-related, improving the environmental footprint of its business activity is a significant issue that emerged from the materiality assessment conducted with stakeholders.

At the "Rencontre des Entrepreneurs de France" (La REF), an annual conference bringing together French businesses from all industries, held in August 2019, Edenred joined 98 other French companies working to drastically reduce the planet's GHG emissions. Signatory companies have made this commitment as part of a European and global strategy to make France and Europe more attractive and more competitive in their respective arenas. Edenred reaffirmed its commitment in May 2020 with the co-signature by its Chairman and CEO of a collective opinion article published in Le Monde, on putting the environment at the heart of economic recovery.

5.3.1.1 Priority issue: energy efficiency

Since 2012, the Group has been committed to reducing and managing its impacts by operating an environmental management system and monitoring its greenhouse gas (GHG) emissions worldwide. To respond to the great challenges linked to physical risks and stakeholder expectations, and to take into account the opportunities linked to improving its energy efficiency, Edenred is making a sustainable commitment to controlling its emissions. Medium- and long-term targets were recently set under its new strategic plan to monitor progress toward the objectives of the Paris Agreement on climate change while keeping in line with the GHG emissions reduction trajectory.

5.3.1.1.1. Environmental management

Edenred has established an environmental management system based on the principles of ISO 14001.

Six countries – France, Brazil (where subsidiaries Ticket Serviços and *Ticket Log* have both been certified for nine years), Italy, the United Kingdom, Romania and Chile – are already certified locally. Subsidiaries in Mexico and in the Czech Republic have also obtained other local environmental certifications. As a result, 52% of Edenred employees now work in a subsidiary that has received environmental certification.

To encourage other countries to seek local certification, best practices were exchanged between countries in 2019 to present the challenges and advantages of local CSR initiatives and the development of action plans based on the principles of an environmental management system, as in the United Kingdom.

At the global level, the Group has implemented a reporting process to consolidate the environmental management program in all countries. It monitors the annual performance of about 20 indicators measuring Edenred's environmental impact, covering:

- direct and indirect greenhouse gas emissions;
- energy use;
- use of resources (paper, plastic, water);
- waste production;
- compliance with local environmental regulations and international environmental standards.

Changes in the indicators are calculated at current scope.

Regarding compliance with environmental regulations, Edenred did not set aside any material provisions for environmental risks in 2020 and was not subject to any court rulings on environmental claims during the year.

5.3.1.1.2 Managing greenhouse gas emissions

The Group committed to a process of continuous improvement in 2012 by officially developing an environmental policy to reduce GHG emissions, especially those associated with energy use. A global system to manage emissions across all Group countries was implemented to monitor business operations and material sources of GHG.

Edenred's main sources of emissions:

- **direct emissions (scope 1):**
  - energy used at the main facilities and production units (natural gas and domestic fuel oil),
  - fuel consumption of company vehicles;
- **indirect emissions resulting from the use of electricity, heating and steam (scope 2):**
  - electricity, heat and cold used at the main facilities and production units;
- **other indirect emissions (scope 3):**
  - purchases of products and services (including paper, plastic for Edenred products and IT equipment),
  - commuting,
  - business travel,
  - product use,
  - product end of life.

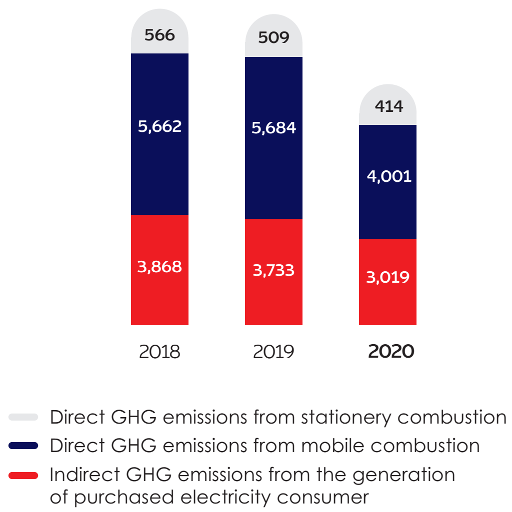
Some Edenred countries, notably Brazil, Chile, France and Italy, measure their GHG emissions locally to find new ways to reduce their environmental footprint. These GHG emission inventories are based on various standards adapted to local concerns and recognized as good practice.

In Brazil, the Ticket Serviços and *Ticket Log* subsidiaries have been publishing inventories of their GHG emissions for nine and ten years, respectively. They both again received gold medals awarded by the Brazilian GHG Protocol program in 2020. The gold medal rewards exemplary conduct of the inventory, publication and verification of all GHG emissions (Scopes 1, 2 & 3) by an external third party. In 2020, the Brazilian subsidiary *Repom* received a silver medal for the implementation of an emissions inventory, again awarded by the Brazilian GHG Protocol. These subsidiaries' Scope 1 & 2 emissions, *i.e.*, 620 metric tons of CO_2, were offset *via Ticket Log*'s *Compense Platform* in 2020. In 2020, *Ticket Log* joined the Climate Action Task Force, a working group that aims to align companies' climate commitments with the Paris agreements. Edenred Chile was recognized for its ISO 14064-certified inventory initiative regarding direct and indirect emissions by HuellaChile, a Chilean carbon emissions management program run in partnership with the Ministry of the Environment. An action plan was launched at subsidiaries to reduce their main sources of emissions.

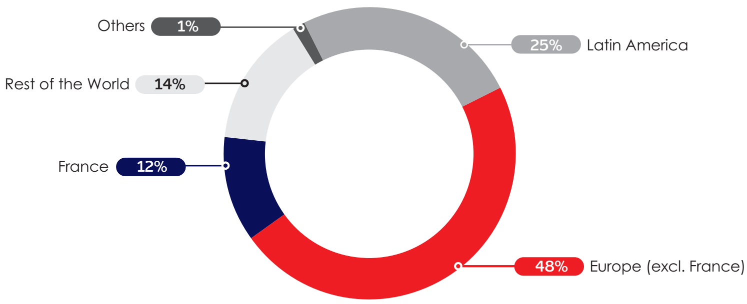
The greenhouse gas emissions presented below are calculated based on country energy use data, as follows:

- direct emissions from point sources correspond to the natural gas and fuel oil burned in Group facilities;
- direct emissions from mobile sources correspond to the diesel, gasoline and other fuels used by company vehicles;
- indirect emissions correspond to electricity used and the consumption of heat or cold in Group facilities.

TOTAL GHG EMISSIONS *(in tCO_2 eq)*



GHG EMISSIONS (SCOPES 1 AND 2) BY REGION IN 2020 *(in tCO_2 eq)*



Edenred also records CO_2 emissions from biomass-based fuel due to the ethanol used by its company vehicles. In 2020, 352 metric tons of biogenic CO_2 were emitted, a sharp reduction on 2019 due to the travel restrictions implemented in response to the health crisis.

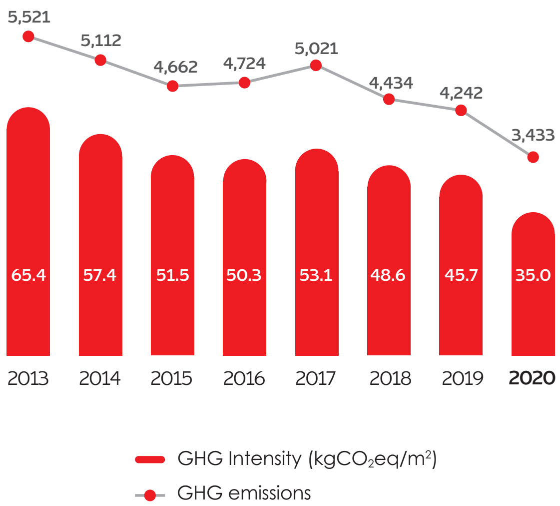
GHG emissions from point sources (energy use in buildings) are inventoried using the French *Bilan Carbone* database methodology. International GHG Protocol guidelines were used to calculate direct emissions from mobile sources (use of diesel, gasoline and ethanol).

5.3.1.1.3 Emission reduction initiatives

Edenred has been committed to reducing its GHG emissions since it created its first Sustainable Development strategic plan. Due to its steady growth, the Group has had to come up with ways to control the carbon footprint of its operations and solutions. In 2018, an emissions reduction trajectory was determined to tackle climate change and reduce scopes 1 and 2 GHG emissions from point sources. Using the Science Based Target sector-based methodology, medium- and long-term GHG emissions reduction targets were set per unit of surface area occupied. With the 2013 level as a base year, these targets aim for a 26% reduction by 2022 and a 52% reduction by 2030.

Reduction measures were taken to meet this target, especially through Edenred's environmental management program.

GHG EMISSIONS (SCOPE 1 AND 2 FROM POINT SOURCES) SINCE 2013 *(in tCO_2 eq)*



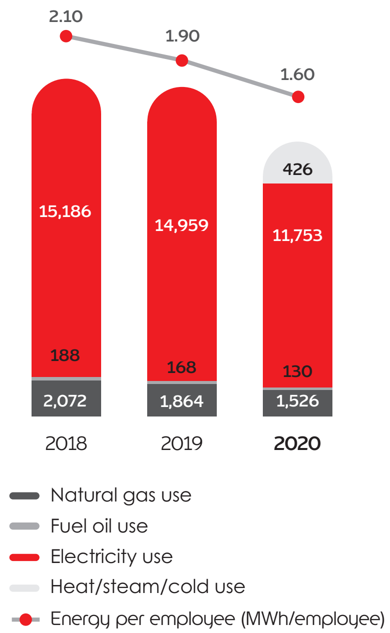
Energy use, measures taken to improve energy efficiency and use of renewable energies

Initiatives to reduce energy use included in Edenred's environmental management program mainly involve measures to raise employee awareness and promote the use of renewable energy.

To improve energy efficiency and reduce energy consumption, subsidiaries are encouraged to promote more responsible and environmentally friendly buildings, and to invest in tools to control consumption, either by installing new equipment or by implementing an energy diagnosis of the building, as is the case in Italy. Several subsidiaries have already relocated some offices to buildings that meet the latest environmental standards. For example, in 2019 corporate headquarters moved into a new positive-energy office building that has the "Bepos Effinergie 2013" Label and High Environmental Quality (HQE) certification. These labels are awarded based on criteria covering environmentally friendly construction methods, which enable the building to produce more energy than the amount of energy used to operate it.

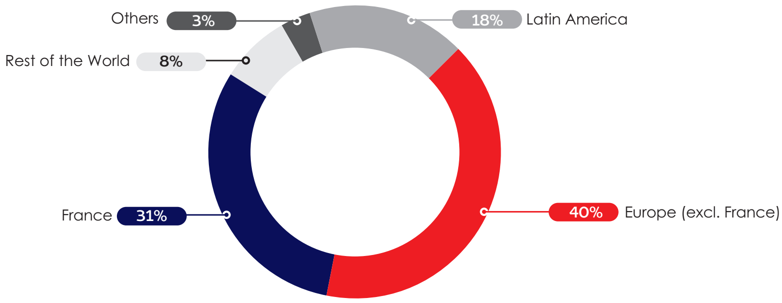
Lastly, in addition to ISO 14001, Edenred Chile implemented energy management measures and obtained ISO 50001 certification in November 2017 to ensure better energy management. The table shows the total amount of energy used worldwide and by region.

TOTAL ENERGY USED (ELECTRICITY, FUEL OIL, NATURAL GAS, HEATING AND COOLING NETWORK), 2020 *(in MWh, LHV)*



LHV: lower heating value.

ENERGY USED BY REGION IN 2020 *(in MWh, LHV)*



LHV: lower heating value.

Use and consumption of products (paper, plastic)

To go further in reducing the impact of its products, Edenred carries out lifecycle assessment (LCA) surveys in its host countries to compare the environmental impact of its products. The aim is to identify priority actions to reduce the environmental impact.

The first survey, released in 2017, measured the impacts on climate change of the paper- and card-based *Ticket Restaurant* solutions in France. The conclusion was that the card has a more positive impact on the climate as it reduced greenhouse gas emissions by almost two-thirds (64%) compared with paper vouchers. This is because the card is manufactured and sent to the user on average once every three years, which means that energy use and greenhouse gas emissions are significantly reduced in the production and distribution stages. The card produces less GHG emissions.

Furthermore, one of Edenred's projects involves promoting its eco-design approach to significantly reduce its use of paper and plastic and to improve its environmental footprint by developing products with more eco-friendly paper and plastic materials. The approach is described in full in section 5.3.3.1, page 131.

Business travel and commuting

Other local programs have been implemented to reduce the most significant sources of emissions, such as business travel and commuting.

In Brazil, GHG emissions from employee commutes are assessed regularly *via* a questionnaire to identify the main mobility uses and potential avenues for reductions. Other measures have been taken for commuting, such as the incentives used by Edenred in the United Kingdom and Germany to encourage employees to cycle to work. Edenred France has also made bicycles a means of commuting eligible for the annual transportation bonus distributed to employees. In France and Italy, parking spaces have been made available for electric vehicles, and the Italian subsidiary provides an electric service vehicle. In most subsidiaries, employees are encouraged to take public transportation for their daily commutes, either by using Edenred's mobility solutions or through incentives. Lastly, at corporate headquarters and Edenred Sweden, the GHG footprint and related information are included in vehicle selection and monitoring processes to limit emissions from company cars, and several subsidiaries are opting for hybrid vehicles, as is the case in Romania and France.

IT system and measures to develop green IT in France

New information and communication technology accounts for up to 7% of GHG emissions. It produces a significant amount of waste that impacts ecosystems and biodiversity. In 2018, Edenred France along with 23 companies from across all industries participated in a pioneering study led by WWF and Club Green IT to measure the impact of its entire information system.

The study aimed to:

- encourage initiatives to create more sustainable digital technology;
- estimate the footprint, environmental performance and maturity of organizations;
- share best practices for each business sector.

To move to the next level, Edenred France issued a formal commitment to improve the environmental or social profile of its products and solutions. The Company also signed the responsible digital charter. Several subsidiaries, including Edenred Belgium, Edenred France and corporate headquarters, have specific partnerships to recondition and upgrade IT equipment.

5.3.1.2 Other issues

Employee training and information

Because employee commitment is a key success factor for Edenred's environmental policy, a variety of resources have been deployed to offer training to employees about environmentally friendly practices. In 2020, a total of 63% employees were made aware of environmental issues, such as:

- climate change and environmental commitments taken by the Group. For example, in Brazil, a sustainable development training course was launched on the EDU e-learning platform in 2019;
- green IT, an increasingly important challenge for the Group as its business and solutions become digitalized. Awareness-raising sessions were held in France, Belgium and Austria;

- mobility, such as in Colombia, where employees learned more about mobility solutions during a car-free day;
- recycling and food waste in several Group countries including Taiwan, Turkey, Romania, Chile, Italy, Mexico, Austria and Argentina.

Composting workshops and online courses were held for employees, customers, trading partners and other stakeholders in Chile.

Measures to prevent, recycle, reuse and otherwise reclaim and eliminate waste

Edenred's environmental management program comprises measures to manage waste and recycling. Edenred's eco-design approach helps limit waste production. Given the nature of the Group's business, most waste is office refuse and voucher customization process waste, such as print cartridges and paper.

Most subsidiaries have deployed internal recycling systems for office paper, plastic cups, aluminum cans and printer cartridges. Most of the redeemed vouchers processed by the subsidiaries are shredded and recycled by an outside contractor. Initiatives for recycling and recovering electronic waste have been set up in France, Belgium, Finland, Chile and Sweden. France, Finland, Italy and Chile have developed organic waste recovery channels.

Several subsidiaries have implemented actions to raise awareness about single-use plastic, particularly in Italy, France, Brazil, Bulgaria, Chile and Romania. Edenred Bulgaria took part in a special "Donate a cap – save a life" campaign to encourage its employees to recycle plastic caps, with the funds raised going towards medical equipment for children.

In total, the Group generated 717 metric tons of waste, 457 metric tons of which were recycled.

Water use and supply in relation to local constraints

Edenred's offices, most of which are located in cities, are connected to municipal sewage systems.

Water consumption totaled 36,970 cubic.meter in 2020 and was down 38% Group-wide on 2019 due to the widespread implementation of working from home within the Group's subsidiaries to fight the Covid-19 epidemic. Edenred continued its commitment to controlling environmental consumption.

Resources devoted to preventing environmental risks and pollution

The Group's operations do not result in any soil or water pollution or significant direct air pollution. Subsidiaries are encouraged to use environmentally friendly inks for the voucher customization process. Edenred France, for example, uses non-toxic water-based inks that do not emit any volatile organic compounds (VOCs). Production sites are equipped with aeration systems to ensure that process dust is quickly removed from the air.

The environmental management program helps prevent environmental risks and pollution. The environmental budget of Edenred's subsidiaries amounted to €463,745 in 2020. These expenses cover initiatives including the organization of Idealday and awareness-raising campaigns, and the implementation of ISO 14001 certification.

Measures to protect biodiversity

Animal welfare is not a material issue in the Group's business operations. However, some Edenred subsidiaries have taken measures to protect biodiversity and contribute to some extent to animal welfare, such as by helping to replant trees in natural areas in Taiwan and Portugal. Edenred Turkey organized a resource conservation awareness workshop for its employees. In France, Edenred is a partner to Reforest'Action, a non-profit organization committed to reforestation. Further information on this initiative is available in section 2.4.3.2.1.

5.3.1.3 Key progress indicators

Calculation method

5

Edenred's progress on this commitment will be measured annually based on the percentage reduction in greenhouse gas emissions compared with 2013. GHG intensity is assessed for all Group countries that report their use of resources and measure the sum of scopes 1 and 2 from point sources per unit of surface area occupied. The methodology used is the French "Bilan Carbone" method, compatible with GHG Protocol Guidelines and provides energy emission factors associated with each country, for a precise calculation of the Group's emissions. This global assessment also measures progress made on targets set using the Science Based Target initiative (SBTi) sector-based approach, which defines an emissions reduction trajectory to meet the commitments in the Paris Agreement and keep the rise in global temperatures.

Performance monitoring

The Group's GHG emissions were significantly reduced in 2020, down **46%** from the reference year (2013) and exceeding the overall reduction target of **26%** by **2022**. Edenred continued its reduction actions and initiatives in 2020. However, the outcome achieved is not very representative of its actions due to several consecutive months of working from home by Edenred's employees worldwide. The **2030** reduction target is 52%.

5.3.2 Designing eco-services for mobility and food waste

Edenred's businesses, whether Employee Benefits, Fleet & Mobility Solutions or Complementary Solutions, do not have a significant direct impact on the environment.

However, if its responsibility is extended upstream and downstream of the use of its solutions, Edenred could be considered to be facing an environmental issue due to the GHG emissions produced by its mobility solutions and the food waste resulting from its meal vouchers.

5.3.2.1 Priority issue: sustainable mobility

Mobility is an increasingly important issue for companies. Employee business travel generates costs and causes pollution. Corporate clients and employee users therefore have to find ways to optimize their travel in order to move toward a low-carbon economy. As a supplier of Fleet & Mobility Solutions and Employee Benefits, Edenred offers its stakeholders eco-friendly services and encourages new forms of mobility either through dedicated solutions or in a form of support. This development of new low-carbon services and solutions represents an opportunity for both the Group and its corporate clients to make more responsible consumption choices.

5.3.2.1.1 Eco-friendly Fleet and Mobility Solutions

Some Edenred subsidiaries have developed services to bring ecological value to their mobility programs, enabling corporate clients and employee users to avoid the GHG emissions generated by travel.

Managing the carbon footprint

In 2019, *Ticket Log* launched a service for its corporate clients, helping them reduce emissions related to business travel. *Compense Platform* provides a way to buy and sell carbon credits on the voluntary market. Corporate clients can buy carbon credits from certified projects in Brazil managed by one of the subsidiary's partners to offset their fleet and greenhouse gas emissions. Almost 12,000 metric tons of CO_2 has been offset for the subsidiary's customers since the program's launch. Another payment solution dedicated to business travel, *Ticket Car Partners*, also exists in Brazil. The application provides *Ticket Car* employee card users with access to a single payment system for a wide range of vehicle services and modes of transport, such as taxis, public transportation and carpooling. By facilitating payment for these services, Log & Go encourages smart mobility by adapting use to different lifestyles. In 2020, a new partnership was launched to integrate a bicycle rental service.

In March 2018, to mark International Day of Forests, French subsidiary LCCC introduced a new carbon neutrality service for fuel card corporate clients. With this card, users can offset all of their CO_2 emissions from this solution by buying certified carbon credits. Client users receive an offset statement every month and an official offset certificate at the end of the year. At the same time, its partner, Reforest'Action, plants a tree in the client's region for every 200 liters of fuel purchased. This program therefore has a double positive impact on the climate, both reducing and offsetting emissions. Plantation projects can be followed in real time on the organization's website[1]. Around 447 clients, representing 2,135 cards, had signed up at the end of 2020, attesting to their interest in protecting the environment. More than 50,000 trees have been planted since the program's launch.

Encouraging alternative mobility

An increasing number of shipping companies are adding electric or hybrid vehicles to their fleet. In 2018, the UTA subsidiary introduced an electric vehicle charge card in partnership with NewMotion. Employee users can apply for a UTA eCharge card through their customer service provider. They can then activate the card *via* NewMotion to use it at the 125,000 charging stations across Europe.

Ticket Log's Carbon Credit program in Brazil enables clients to generate carbon credits by replacing traditional fuel with ethanol in flexible-fuel vehicles. Nine corporate clients of the subsidiary currently employ this unique solution, which has generated 36,983 metric tons of CO_2 equivalent in carbon credits since 2012.

5.3.2.1.2 Employee benefit programs to encourage sustainable mobility

To support its stakeholders in the ecological transition, Edenred is developing solutions that promote soft mobility for employees in their daily commute. Several of the Group's subsidiaries offer these solutions to their corporate clients.

Finland

To promote the use of public transportation, which has a reduced environmental impact, and encourage employees to use it instead of their car, Edenred introduced the *Ticket Transport*, a commuter benefits card that can be used with most modes of public transportation (766 points of sale).

At the end of 2020, 345 corporate clients and 7,256 employee users had chosen this solution to limit GHG emissions and promote physical exercise between the different means of transportation.

(1) *https://www.reforestaction.com/en/la-compagnie-des-cartes-carburant*

United States

The commuter benefits card offered by Edenred USA lets corporate clients help their employees cover transportation costs through a subsidy or tax-free salary contribution. Employee users who benefit from subsidies can qualify for an income tax exemption by replacing the use of their private car with other forms of transportation, such as bus, subway, bicycle, scooter and taxi, or services such as reserving a parking space.

At the end of 2020, close to 6,000 corporate clients and 300,000 employee users had opted for this solution. Close to 26,000 bicycle vouchers were issued in 2020 to encourage employees to use them for business travel. Each participant saves an estimated seven liters of gas a day by using this service.

United Kingdom

Cycle to Work is a service integrated into the employee benefits program devised by Edenred UK. It allows employers to reduce their payroll costs by subsidizing the purchase of bikes and safety equipment for their employees. Employees who choose to ride to work benefit from a discount of up to 48% to buy the bicycle and can pay in installments over a year.

Belgium

Ten years ago, the Belgian employee representatives created the conditions for the deployment of Eco-vouchers, dedicated to access to ecological products and services. Edenred has been one of the issuers of Eco-vouchers since their launch. This solution promotes environmentally friendly products and services and increases the purchasing power of employee users. More than 1.6 million users already receive *Ticket EcoCheque* vouchers, which are intended solely for the purchase of environmentally friendly goods and services. An exhaustive list has been drawn up by the National Labor Council and includes many alternative means of mobility.

This solution is now recognized at the European level as a model for promoting responsible, sustainable consumption. Eco-vouchers have been recognized as good practice by the European Circular Economy Stakeholders platform, a joint initiative of the European Commission and the European Economic and Social Committee[1].

Eco-vouchers are an innovative tool that reconciles greater purchasing power with an environmentally responsible approach. According to a study by the University of Hasselt and Indiville commissioned by VIA, the Belgian association of meal and eco-voucher issuers, in 2019, 54% of employees who used eco-vouchers reported paying greater attention to the environment when making purchases.

This system also helps reduce the GHG impact of users. A CO_2logic study commissioned by VIA in 2018 reported that purchases made using eco-vouchers saved 229,797 metric tons of CO_2 emissions in 2018. In other words, every €1 spent on eco-vouchers leads to a 1-kilogram decrease in CO_2 emissions.

Since March 2019, Belgian employee users have access to the *Mobility* Edenred card. This solution gives them freedom, flexibility and a selection of transportation choices adapted to their needs in line with Belgium's new Mobility Budget legislation. Employees can now trade in their company car for a mobility budget to pay for their business and personal travel regardless of the mode of transportation used (train, bicycles, carpooling, buses, taxis…). The *Mobility* Edenred platform features a simulator that employees can use to calculate the potential amount they could receive. Several criteria are factored in, such as mileage, CO_2 emissions and the vehicle's age.

France

Home-to-work mobility, including the mobility voucher, must be addressed in the annual consultations mandatory in companies with more than 50 employees. For employers, it is a way of bolstering employees' purchasing power while keeping costs under control (up to €500 per year per employee, exempt from social security contributions).

In 2020, Edenred France launched *Ticket Mobilité*, a card for employees to facilitate home-to-work travel and support the transition to more environmentally friendly mobility. Using their *Ticket Mobilité* account, employee users can easily buy a bike, carpool or use self-service soft mobility (bike, scooter, carsharing).

5.3.2.2 Fight against food waste

In line with its long-standing commitments to sustainable eating habits, Edenred pays special attention to food waste as part of several initiatives.

The very nature of its *Ticket Restaurant* program and the shift to a digital system reflect this commitment. As the issuer of the *Ticket Restaurant* solution, Edenred naturally encourages its own employees to use the vouchers to pay for their lunch, since only the largest subsidiaries have staff restaurants. Using meal vouchers is in itself an effective way for people to purchase only just what they can eat. Moreover, as vouchers go increasingly digital in every host country, *Ticket Restaurant* is helping to fight even more against food waste. Because giving change from a paper voucher is prohibited, it cannot be redeemed for less than its face value. This prompts employee users to order another dish to reach or exceed the amount of their voucher. With digital media, on the other hand, the balance on the card, mobile app or other paperless solution can be spent in the exact amount.

Edenred also campaigns to raise awareness among its employees and external stakeholders, especially partner merchants, about food waste. In 2020, 11 subsidiaries carried out at least one awareness initiative related to food waste.

(1) https://circulareconomy.europa.eu/platform/en/good-practices/eco-vouchers-encourage-sustainable-consumption-including-second-hand-and-refurbished-good

5.3.2.2.1 Raising awareness among partner merchants and employee users

Initiatives for partner restaurants

Edenred supports its partners and raises their awareness of the fight against food waste. In Italy, the subsidiary offers its network of restaurants anti-waste kits including free doggy bags for their customers to use during their lunch breaks. Some 250 kits were distributed in 2020, including nearly 4,500 doggy bags, saving about 1,000 kg of food.

In late 2018, Edenred France and its partner Framheim defined eligibility criteria for the *Restaurants Engagés Anti-Gaspi* 2019 Label, awarded to restaurants committed to combating food waste. Framheim, a startup specialized in the fight against food waste, sent a questionnaire to some 180,000 Edenred partner restaurant owners in France to find out more about their anti-food waste practices and commitments. Following this survey, 100 establishments were awarded the label in 2019, and 400 establishments have adopted the label since 2018.

Initiatives for users

The French startup, Too Good To Go, connects shops and restaurants with citizens through its app to offer unsold food at reduced prices. Active in several European countries, the app is now a leader in the anti-food waste movement and has provided 10 million meals since its launch.

The Austrian subsidiary and the organization Too Good To Go launched a partnership in April 2019 to capitalize on Edenred's network of partner merchants. Its cooperation with Edenred aims to encourage partner merchants and employee users to join one of the largest European communities of merchants in fighting food waste together.

Other countries, such as Spain and Portugal, launched a partnership with Too Good To Go in 2020 to develop initiatives for employee users, corporate clients and partner restaurants to raise awareness, inspire and propose initiatives to combat food waste.

Promoting organic waste composting in Chile

In 2019, Edenred Chile formed a new partnership with Karübag, a company that uses vermicomposting to treat and recover organic waste from offices, homes, restaurants and others. All the fertilizer recovered from composting waste is either sent back to customers or given to a reforestation organization. Edenred communicates with its network of corporate clients, partner merchants and employee users to encourage them to use this novel solution, offering discounted prices for the first months of service. Since its launch, over 36 of Edenred's corporate clients have joined the Karübag initiative.

5.3.2.2.2 Other initiatives

Partnership with the food bank in the Czech Republic

In the Czech Republic, Edenred is continuing the partnership launched in 2019 with Potravinová Banka, a non-profit that has been taking action to prevent waste for the past nine years. This food bank collects unsold and unsellable food from producers, which it stores and then distributes to those in need. A total of 2,300 metric tons of food was donated to 200 homes, shelters and other organizations, feeding 30,000 people.

As a major player in the meal voucher market in the Czech Republic, Edenred has a responsibility in the fight against food waste. For this reason, it decided to collect expired meal vouchers from users and donate the corresponding amount to the food bank.

5.3.2.3 Key progress indicators

Calculation method

Edenred's progress on this commitment will be measured annually based on the number of eco-services developed Group-wide to address the issues of mobility and food waste.

Performance monitoring

The figure stood at **17** in **2020**, with a target to reach **20** by **2022** and to have at least **one per country** by **2030**.

5.3.3 Managing the impact of solutions during their lifetime

Most of Edenred's impacts on the environment stem from the production of paper vouchers and plastic cards. Edenred has made it a priority to migrate existing paper solutions and cards toward sustainable formats.

5.3.3.1 Priority issue: eco-design

Edenred increasingly develops paperless formats for its payment solutions available to employee users. Taking an eco-design approach to these solutions, whether physical or digital, is one of the key priorities of Edenred's environmental policy.

Using eco-friendly paper

As part of the Group's commitment to eco-design, subsidiaries are encouraged to use recycled paper or paper certified to the standards of the Forest Stewardship Council (FSC), both for voucher production and everyday office use.

In 2020, **17 subsidiaries** – representing 75% of business volume of subsidiaries that produce paper vouchers – used recycled or FSC-certified paper for voucher production. This limited the Group's contribution to logging.

In France, for example, Edenred was the first meal voucher issuer to use recycled security paper and to earn FSC certification.

Comparing the impacts of vouchers and cards

Edenred carries out lifecycle assessment (LCA) surveys in its host countries to compare the environmental impact of its products. The aim is to identify priority actions to reduce the environmental impact. The first survey was conducted in France and released in 2017. The lifecycle assessment (LCA) measured the impacts of both paper- and card-based *Ticket Restaurant* solutions using three indicators – climate change, resource depletion and water use – so that priority actions could be identified to reduce the environmental impact.

The primary conclusion was that the card has a more positive impact in terms of climate change and use of natural resources.

For the first two indicators, the *Ticket Restaurant* card emerged as more effective in driving improvement than the paper voucher. It cuts GHG emissions by nearly two-thirds (64%) and reduces resource use by 86% across the product lifecycle. This is because the card is manufactured and sent to the user, which means that energy use and greenhouse gas emissions are significantly reduced in the production and distribution stages. The card is more energy efficient and produces fewer GHG emissions. However, paper vouchers use less water than cards. More specifically, *Ticket Restaurant* cards use more water in the utilization phase because of the non-recyclable thermal paper receipt issued with each payment.

Other surveys have been undertaken in various countries to identify practical ways to reduce Edenred's environmental impact.

Recycling cards

The French subsidiary was a pioneer in the introduction of a system to encourage users to recycle their *Ticket Restaurant* cards. When their card expires, users receive a new one with instructions on how to return the old one for recycling. The card is then shredded by a specialized service provider, using an entirely mechanical (and environmentally friendly) process. The recovered plastic (98.4%) and metal (1.6%) is reclaimed to make new products.

Edenred France has also given its corporate clients kits to encourage waste collection, including special boxes and tools for building awareness about eco-friendly gestures among employees who use *Ticket Restaurant*, *Kadéos* and *Cleanway* cards.

Using eco-friendly cards

The Group is working with its card suppliers and subsidiaries to find ways of producing cards with more environmentally friendly materials than PVC.

5.3.3.2 Improving and reducing the use of raw materials

The Group is actively engaged in transitioning its solutions to digital media in the form of cards, mobile applications and online platforms. This approach considerably reduces the impact of Edenred's business on paper resources.

Although card production is outsourced, the amount of plastic used in marketing these media is monitored.

Edenred's environmental management program is designed to promote the responsible use of raw materials.

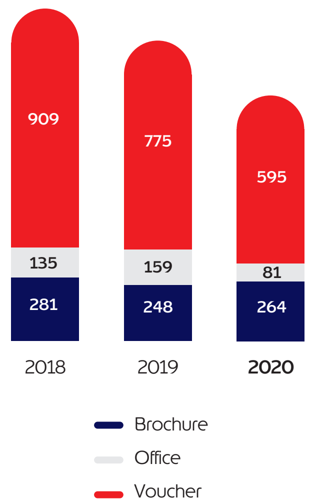
Paper use

Wood is the main raw material used to make paper for vouchers.

Vouchers are printed on pre-printed backgrounds sourced from third parties. These backgrounds are also used by some of the subsidiaries to customize their own vouchers at Edenred production facilities using specialized printers. This means that paper represents one of the leading impacts of Edenred's business.

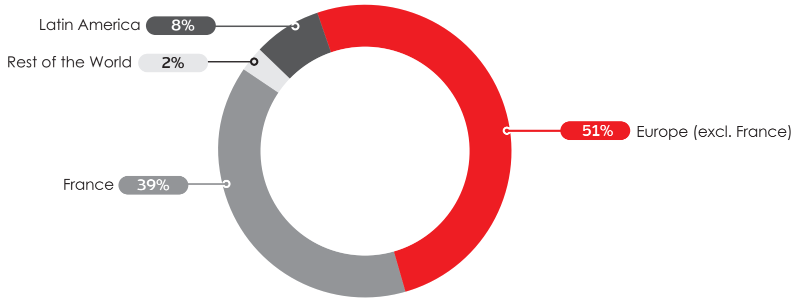
The table below shows the total volume of paper used worldwide and by region. Total paper used across the Group is tracked by three indicators: office paper used, paper used to print marketing brochures and the amount of process paper used in the vouchers sold during the year.

TOTAL PAPER USED FROM 2018 TO 2020 *(in metric tons)*



5

PROCESS PAPER USED IN THE PRODUCTION OF ISSUED VOUCHERS BY REGION IN 2020 *(in metric tons)*

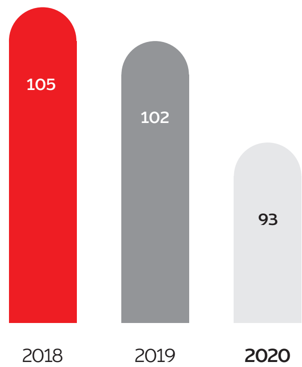


Total paper used decreased by 20% in 2020, impacted by working from home measures taken worldwide. The drop-in use is also linked to the accelerated digitization of vouchers during the health crisis and the shift to digital formats for brochures and administrative processes aimed at reducing paper printing.

Plastics

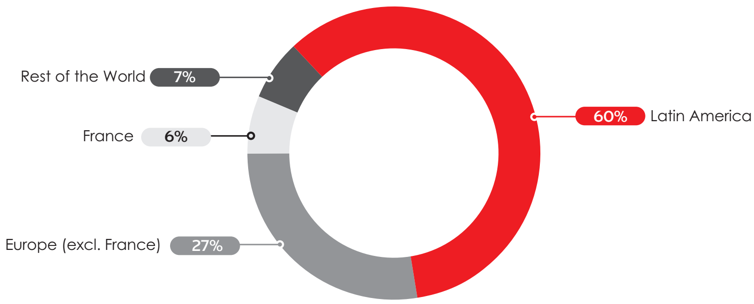
In 2020, a total of **93 metric tons** of plastic was used in the Group's card production. This 8% decrease from 2019 stems from several factors. The health crisis impacted countries where the Group operates in one of two ways. In some countries, the number of cards in use fell due to the Covid-19 pandemic. In other countries, the crisis fast-tracked the migration to cards and increased card production to respond to new markets undergoing a digital transformation and to meet the population's needs.

TOTAL PLASTIC USED FROM 2018 TO 2020 *(in metric tons)*



The amount of plastic used is calculated based on average weight[(1)] and the number of cards in use per country.

PLASTIC USED IN CARD PRODUCTION IN 2020 BY REGION *(in metric tons)*



5.3.3.3 Key progress indicators

Calculation method

Edenred's progress on this commitment to manage the impact of its solutions across their lifecycle will be measured annually based on the percentage of eco-designed or recycled solutions marketed by the Group. These solutions are either in the form of paper vouchers (recycled or FSC or PEFC-certified) for paper vouchers or plastic cards (recycled, organic PVC, PLA or other plastics).

Performance monitoring

This percentage stood at **13%** in **2020**, with a target of **35%** by **2022** and **70%** by **2030**.

(1) Average weight is calculated based on the reported weight of cards in 21 major countries. The average weight included the plastic material, as well as any chips and antenna, which represent less than 2% of a card's weight. The calculation method is expected to further change over the years to more accurately reflect the actual quantity of plastic consumed at the Group level.

5.4 PROGRESS: create value responsibly

Edenred is committed to creating value by developing its activities and partnerships ethically throughout its value chain, ensuring IT security and data protection while meeting the expectations of its stakeholders and involving them in its the digitalization of its solutions.

5.4.1 Ethically developing activities and partnerships throughout the value chain

5.4.1.1 Priority issue: business ethics

With its top-level intermediation platform, Edenred is the everyday companion for people at work. It is therefore Edenred's duty to act as a trusted partner, especially when working with governments and institutions. Upholding fair business practices, such as ethical performance throughout its value chain, is crucial to its success. The Group's practices also include combating corruption and money laundering and complying with competition law in an industry in which it is a leader.

5.4.1.1.1 Fair practices

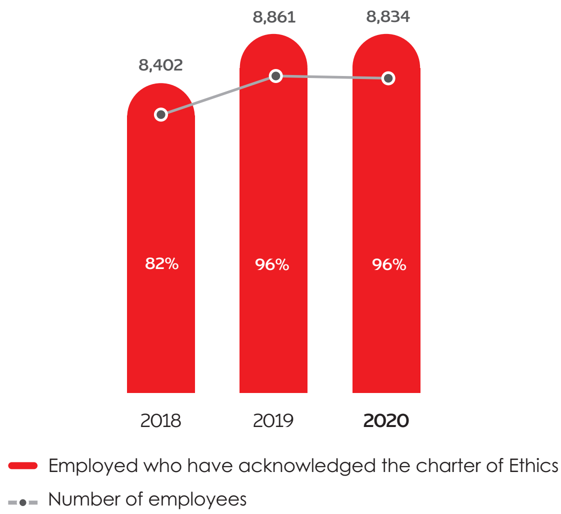
Charter of Ethics

Edenred's main ethical principles are presented in its Charter of Ethics, available on the corporate website. The charter covers 13 topics, including protection of company assets, IT security, personal data protection, compliance with competition law and non-discrimination.

The charter also defines the behaviors and practices that every employee and every supplier is expected to demonstrate. Line managers cascade the charter's fundamental guidelines to their teams and maintain constant awareness of their importance.

By end-2020, a total of **96%** of employees had approved the charter and the majority of subsidiaries had introduced a clause requiring work contracts to comply with the charter.

NUMBER OF EMPLOYEES WHO APPROVED THE CHARTER OF ETHICS



Preventing corruption and money laundering

In 2019, based on the updated risk map of corruption scenarios, the Group Compliance Department revised the best practices guide aimed at avoiding and fighting against corruption in every geography, in compliance with France's Sapin 2 Act concerning transparency, the fight against corruption and modernization of the economy. Available in several languages, the guide was supplemented with the launch of an online training module on corruption risks for all employees and strengthened anti-corruption processes. At the same time, the whistleblowing procedure was reviewed to enable reporting of any suspected case of bribery or corruption.

The Group Compliance Department is notably tasked with helping subsidiaries to ensure compliance with the laws and regulations designed to combat organized crime, money-laundering and/or the financing of terrorism.

The measures taken by Edenred to identify and manage corruption and money laundering risks are outlined in section 4.1.2.5, page 73.

Competition law

The Group Legal and Regulatory Affairs Department regularly leads campaigns to educate and raise awareness among executive managers from the Group's subsidiaries about competition law.

The measures taken by Edenred to identify and manage competition risks are outlined in section 4.1.2.2, page 72.

Tax liability

Through its tax policy, the Group pledges to comply with transparency requirements and with its obligations to report and pay taxes.

The Group's tax policy aims to protect the Group's interests in accordance with applicable local and international rules and standards.

Generally speaking, the Group does not engage in speculative activities that would incur a tax risk or structure its operations in such a way that does not reflect the economic reality of its business and its operations.

5.4.1.1.2 Suppliers and subcontractors

Reliance on subcontracting

The majority of outside contractors used by Edenred are hired to provide IT services. The Group requires its subsidiaries to ensure that subcontractors are employed in strict observance of the applicable regulations and labor laws concerning, for example, work shifts, the basis for calculating hours worked, and encourages compliance through awareness measures with CSR correspondents. By virtue of its Charter of Ethics, Edenred is committed not to using forced or concealed labor, and to refusing to work or immediately stopping working with suppliers and service providers that use employees working under duress or threat, or that are not in compliance with the applicable regulations.

Description of the Supply Chain

Edenred's primary partners are card providers, IT suppliers (providing software and hardware), and for some subsidiaries paper-vouchers providers. The supply chain for the Group's smart cards is divided into two main stages, the Manufacturing phase and the Personalization phase which are located mainly in Latin America and Europe, closed to Edenred's geographies:

- the Manufacturing phase includes the manufacture of the body of the card, along with specific background requested by each subsidiary, and the chip inserted into the body of the card. Manufacturers generally only have a few factories of this type around the world, 6 of which serve Edenred's subsidiaries for each of its largest suppliers. In all, 30% of cards issued are from local manufacture sites;
- At this stage, the card itself is not usable because the chip does not yet have any application. The cards are then sent to personalization centers where applications will be installed on the chip and a unique card number will be assigned as well as a validity date, a scheme, a cardholder. This stage is generally carried out close (or in a nearby country) to the subsidiaries. More than 90% of cards are personalized locally, in order to meet logistical constraints but also to allow a certain flexibility and greater interaction between Edenred and its partners. At the end of the personalization process, the card is sent either to the subsidiary when further processing is required, or to the client company's address or directly to the user.

Inclusion of social and environmental issues in purchasing policy

Since 2016, Edenred has distributed a new version of its Charter of Ethics that applies to every business partner, subcontractor and supplier, enjoining them to abide by ethical, environmental and employee relations guidelines that comply with the charter's values. The charter plays a critical role in laying the foundations for dialogue with suppliers.

Purchasing policy is decentralized to the subsidiary level. However, a Group Purchasing Department was created in October 2017. The Group has a few suppliers identified as key partners with whom it has international framework agreements. Examples include contracts with the printers or card suppliers selected in local and international tenders. These agreements include clauses on compliance with labor laws in the country of production. The Group has a preference for environmentally friendly materials such as FSC-certified and/or recycled paper and vegetable-based inks without jeopardizing voucher security. In addition, environmental criteria were included in the call for tenders for material for smart cards in 2020.

A clause on the Charter of Ethics was prepared in 2018 by the Group's Legal Department. It states, "The supplier acknowledges that it is aware of and understands the Edenred Charter of Ethics and the professional integrity and compliance rules it covers, and pledges to apply and uphold these principles. The supplier also ensures that its subcontractors, employees, agents and representatives fully comply with the Edenred Charter of Ethics in fulfilling their respective obligations under this agreement".

This clause is stipulated in documents for tender bids, to which the Charter of Ethics was attached. Since 2020, the Group has also included it in contracts signed with suppliers.

5.4.1.1.3 Integrating ethics issues at subsidiaries

In 2020, subsidiaries in Taiwan, Mexico and several other countries organized training and/or workshops on ethical issues. In Brazil, Edenred organized a compliance week for the third consecutive year. Experts were invited to talk about the fight against corruption, personal data protection and the General Personal Data Protection law, the importance of the Code of ethics and risk management, anti-competition practices and risks related to IT and cybersecurity. Throughout the year, mandatory training was provided to employees *via* e-learning modules. A module is also available on the Edenred Brazil Charter of Ethics.

Italy – SA8000 certification

Edenred Italy has been SA8000 certified since 2015. This standard assesses an organization's social accountability performance based on criteria of quality, compliance and respect for human rights, as defined in the International Labour Organization (ILO) conventions, United Nations Convention on the Rights of the Child and the Universal Declaration of Human Rights. In meeting SA8000, Edenred guarantees social performance based on these criteria at its production facilities and throughout its supply chain.

5.4.1.2 Key progress indicators

Calculation method

Edenred's progress on this commitment to create value responsibly will be measured annually based on the percentage of Group employees who have approved the Charter of Ethics.

Performance monitoring

This percentage stood at **96%** in **2020**, with a target of **100%** by **2022**. The longer-term objective is to be listed as **one of the World's Most Ethical Companies** by **2030**.

5.4.2 Ensuring IT security and data protection

Its very high proportion of digital solutions means that Edenred must work continuously to bolster the security of its IT systems.

In addition, as an employer and service provider, Edenred is subject to personal data protection rules governing individual identity, privacy and freedoms.

5.4.2.1 Priority issue: IT security

The Information Systems Security Department advises and assists Group management in defining its IT security policy. It is responsible for ensuring that the policy is properly implemented, applied and monitored by identifying, organizing, coordinating and leading security programs, prevention programs and corrective measures in all of the Group's host countries.

Given regulatory requirements and increased risk of cybercrime, cybersecurity has become a key issue for the Group. The current system includes a framework of guidelines that apply the Group's information security policy, a cybersecurity unit deployed worldwide to implement security measures, a structure and actionable technical solutions in the event of a crisis and controls to assess the Group's security posture on a regular basis (see section 4.1.3 "Information systems and cybercrime risks", page 74).

The Group's cybersecurity activity is overseen by an Edenred group Information Systems Security manager (ISSM), who draws on a network of IT security experts across all the geographies where the Group operates. Cybersecurity is also supervised at the Management Committee level by the Executive Vice-President, Digital and IT.

In 2019, Edenred initiated a three-year Cyber Program aimed at increasing the level of maturity of all Group subsidiaries. The approach is aimed at strengthening the organization, governance, tools and processes in place to ensure the proper management of cybersecurity risks. The Cyber Program covers the Group's major security challenges, including incident detection and management, IT continuity plans, security by design, identity and access management, and cyber-risk awareness.

In 2020, Edenred finalized the implementation of its Security Operation Center (SOC) in order to improve its cybersecurity incident detection and response capabilities. The Group also initiated and completed major projects designed to harmonize its IT ecosystem and secure the most critical elements of its infrastructure.

It has also initiated a major project to analyze its critical activities and the IT assets supporting them. Edenred's objective is to further improve the reliability and resilience of its digitized products. Particular attention has been paid to raising employee awareness, with a focus on phishing campaigns, recommendations and periodic discussion workshops between corporate headquarters employees, the network of IT correspondents and the Information Security Department.

Edenred has obtained internationally recognized information security certifications in several countries, such as ISO/IEC 27001 and PCI DSS, which guarantee that these standards are applied within the organization. Today, ten subsidiaries have received certification: Edenred Italy, Edenred Singapore, Edenred Czech Republic, Edenred United Kingdom, Edenred Romania, Edenred Bulgaria, *Repom*, Punto Clave, Corporate Spending Innovations and PrePay Solutions.

5.4.2.2 Priority issue: personal data

Protecting the personal data of Edenred's clients, users and employees is a priority issue for the Group. This is especially true with the current shift of most of the Group's solutions toward digital formats, expansion and diversification of its businesses, and stricter regulations following the application of the General Data protection regulation (GDPR) in Europe and other local legislation outside Europe (see sections 4.1.2.3.2 "Risks related to personal data protection regulations" page 72 and 4.1.3.1 "Information system risks", page 74). Edenred has made compliance with this regulation a core priority as it is an opportunity to bolster the trust that corporate clients, employee users and staff members place in the Group.

Edenred appointed a Data Protection Officer (DPO) in 2017 and has launched a compliance project to create tools, processes, governance and organizational structure that allow the Group to optimize the management of personal data and transparency for individuals whose personal data are processed.

A Group compliance program designed by the DPO is being rolled out in several phases. The DPO manages the program and coordinates the work to be carried out through a network of regional and local correspondents within each subsidiary in Europe, as well as subsidiaries from other regions. The DPO also ensures progress among subsidiaries by adapting specific action plans.

A shared compliance tool has been implemented to, with the support of the DPO, help subsidiaries meet their personal data protection obligations, particularly with regard to the inventory of data processing and data protection impact assessments, and to enhance coordination between the Group DPO and regional and local representatives.

Educational tools have also been designed for regional and local correspondents and operational staff, to provide them with concrete support in developing projects that comply with regulations on personal data protection.

A data breach response plan was also disseminated so that swift and effective action can be taken in the event of an incident involving personal data. Tools have been implemented, with dedicated support, to aid staff in managing these incidents and meeting the requirements of the competent supervisory authorities.

The Group sets out recommendations to help subsidiaries better understand the purpose and consequences of data protection regulations. The recommendations also guide them in implementing the right processes and procedures to guarantee compliance and to be able to demonstrate its compliance with relevant legislation, in line with the accountability principle.

The Group also takes steps to ensure that subcontractors are held accountable and that any individual involved in processing personal data is provided with clear and available information in line with the requirements of these regulations.

In terms of training and awareness-raising, golden rules on the protection of personal data were circulated in 2020, and a Group e-learning module on the protection of personal data was developed internally to ensure that it is aligned as closely as possible with Edenred's businesses. It will be made available and mandatory for all Group employees at the beginning of 2021. In addition, data protection workshops were led for all new employees as part of the onboarding process. More specific training sessions on personal data were held in 2020 for key players within corporate headquarters and the other Group subsidiaries.

5.4.2.3 Key progress indicators

Calculation method

Edenred has taken steps to build and strengthen its compliance with personal data protection regulations. Progress on these actions will be measured annually based on the number of subsidiaries that comply with data processing standards and have educated their employees about this issue.

Performance monitoring

In 2020, the progress of all the subsidiaries that have completed the Group's program for compliance with personal data protection regulations in Europe and other regions (Latin America and Asia-Pacific) was assessed. The Group's program is based on the European General Data Protection regulation standard, and compliance progress is monitored on the basis of detailed questionnaires sent to subsidiaries, with specific action plans based on their findings. Audits are carried out locally on an as-needed basis. The target is to bring all Group subsidiaries in compliance with the main principles of personal data protection by 2022. In the longer term, Group-wide strict internal rules and certifications could be applied by 2030.

5.4.3 Meeting the expectations of stakeholders while involving them in Edenred's digital transformation

Edenred has a large number of external stakeholders, some of whom are directly involved in its business activity: corporate clients, employee users, and partner merchants. The Group has always sought to meet their needs. Its passion for its customers is one of its core values.

And it is this passion that drives Edenred to develop digital solutions responsibly.

5.4.3.1 Priority issue: guaranteeing responsible digitization of payment solutions and services, and their availability

Edenred develops and provides specific solutions to meet the needs of the working world. Social trends resulting from digitalization is both a challenge and an opportunity for Edenred. It also provides a way to meet new regulations in line with emerging standards applicable in the Group's different operating regions.

5.4.3.1.1 Guaranteeing transparency and compliance

Digitalization brings with it new standards. Whenever possible, Edenred launches certification processes to confirm the strength of its methodology, security systems and best practices, and its understanding of these issues.

"Confianza Online" label in Spain

Since 2013, the Spanish subsidiary has earned the "Confianza Online" (online trust) seal, Spain's leading national certification program to promote best online practices, used by over 2,700 websites.

Organizations seeking certification must comply with the Confianza Online Ethical Code in terms of digital advertising, e-commerce, personal data protection and protection of minors. The subsidiary's e-commerce site was assessed based on more than 30 criteria to qualify for the Trust Mark, which is officially recognized in Spain.

5.4.3.1.2 Contributing to financial inclusion

Edenred uses the digital technology applied to its solutions to promote financial, technological and social inclusion for its stakeholders.

Technological and financial inclusion in Dubai

Financial exclusion is a global issue that continues to affect large part of the world population, primarily in emerging economies. To help these people access basic financial services, Edenred developed the C3 digital solution in the United Arab Emirates.

C3 combines a card with a mobile app to enable unbanked or underbanked employees to receive their wages by wire transfer rather than in cash. *Via* the app, C3 users can withdraw money, shop online and transfer funds, notably enabling them to send money back home. In 2020, over 1.5 million employees were already using the C3 Card.

The solution constitutes an effective tool for combating the informal economy, protecting employees' rights and above all providing access to essential banking services.

Financial inclusion in Brazil

The subsidiary *Repom* develops prepaid cards for independent truck drivers who deliver goods as an outsourced service for major manufacturers and trucking companies. This solution can be used to receive wages and carry out secure transactions. Users can cover all their expenses with their card, including fuel, restaurants and tolls. These cards contribute to the economic integration of workers. With guaranteed traceability of their wages, they can, for example, apply for a mortgage. In 2019, the service launched a mobile payment offer to facilitate transactions for truckers in Brazil.

5.4.3.1.3 Ensuring accessibility to its solutions

Edenred works to support its stakeholders by respecting everyone's needs and, in particular, guaranteeing digital solutions that are accessible in any circumstances.

People with disabilities

Edenred's technical staff actively work to improve the digital accessibility of its tools, especially for people with disabilities, so that they can access the services and solutions offered by Edenred as easily and independently as any other user.

Prior to the enactment of the French Act for a Digital Republic for All, as of the summer of 2016, Edenred France introduced the Elioz Connect platform for people who are deaf or hard of hearing, enabling them to contact customer service. Alongside its implementation, employee awareness-raising campaigns and training sessions for client relationship managers took place.

To further raise awareness among the various stakeholders about accessibility issues, a contest was organized in cooperation with Elioz to come up with a sign for the *Ticket Restaurant* brand in French sign language.

5.4.3.1.4 Fostering local, economic and social development

The nature of its business means that Edenred has both a direct and an indirect positive impact on local economies. It aims to contribute to its partners' growth through its actions. Centrally positioned within a virtuous ecosystem between merchants and business users, Edenred solutions promote local employment and business in local shops. In line with the Group's strong commitment to supporting this system and its growth, Edenred undertook several support schemes to stimulate economic recovery for its partners in 2020.

5

Supporting development through Edenred solutions

The main impact of Edenred's solutions is the improvement they make to the purchasing power of employee users by replacing the equivalent portion of their salary for purchases of specific consumer goods. This frees up money for many other needs (home maintenance, personal hygiene, electricity, transportation, clothing, education).

The prepaid employee vouchers that Edenred markets boost the local economy by encouraging consumption in local shops and restaurants, which consequently benefit from a significant increase in revenue (in France, for instance, every euro funded through *Ticket Restaurant* means €2.55 injected locally, and every 23 users perpetuate one job). Immediate or time-limited use means that sums are spent rather than saved, while specific daily amounts for food-related solutions help generate regular volumes in the merchant network.

The traceability of Edenred solutions also makes it possible to reduce off-the-books work in Edenred's host countries in targeted sectors particularly affected by undeclared work, and thereby boosts tax collection by the public authorities.

To measure the social and economic impact of its solutions, Edenred regularly partners with recognized institutions and researchers to conduct impact studies. For restaurant and food voucher solutions, our solutions clearly facilitate the implementation of social and economic policies aimed at improving the well-being of employees and business performance, while stimulating economic activity in the restaurant industry.

In Spain, for example, the restaurant industry reported financial income of €1.056 billion thanks to the prepaid voucher system in 2010. Consequently, vouchers represented the equivalent of 21,916 full-time positions in the sector. According to some estimates, indirect job creations are close to 30,000.

Moreover, in Brazil, it is estimated that one job is generated for every 30 employees using meal and food vouchers. This means that the introduction of prepaid service solutions under the Workers' Food Program (PAT) has directly contributed to the sustainable creation of thousands of jobs in the country: in 2016, to meet the demand of 20 million beneficiaries, it is estimated that more than 600,000 jobs were created in the food sector. The initiative has spurred the creation of new restaurants and food stores to meet new demand, with estimated additional income of nearly €17 billion (BRL80 billion).

A 2017 French study found that meal and food vouchers generate €8 billion in revenue for the food sector, 75% of which through the direct redemption of vouchers and €2 billion through induced consumption. This is known as a multiplier effect: every euro spent by an employee user generates €2.55 in revenue for an affiliated merchant partner. In terms of employment, meal vouchers supported more than 163,900 jobs, and one job was created in the restaurant sector for every 23 new users. Restaurant vouchers are estimated to have generated a gain of €870 million for France's central government budget (€2.31 billion in additional tax revenue less €1.44 billion in tax exemption due to vouchers' tax-exempt status).

By contrast, some macroeconomic studies show that the impact on the government's budget would be very significant if the scheme were scrapped. Some 20,000 direct jobs were lost in Sweden after the abolition of the meal voucher system in 1991.

In human services, the solutions developed by Edenred, such as *Ticket CESU* in France, have a significant impact on job creation, the fight against undeclared work and support for companies dedicated to this sector.

In Belgium, an Edenred study of its partner merchants and employee users reported that 90% of respondents prefer to use their *Ticket Restaurant* solution online. Convenience stores want to use digital technology especially to meet new consumer needs. Based on these findings, the Belgian subsidiary developed the new takeout meal platform My Order, to support convenience stores in their digital transformation. This platform is one way that Edenred aims to support the local economy by connecting employee users with local merchants.

Driving innovation

Edenred is the everyday companion for people at work. To respond to changes, the Group set up a unique Open Innovation program to explore solutions for the future and continue to drive innovation. As such, Edenred has formed several partnerships to promote economic development, including the creation of its own venture capital structure in 2012. The Group also encourages its employees in their entrepreneurial projects *via* its Edenred Factory program:

Its partnership with the Partech Ventures investment fund supports growing young companies focused on the digital economy and financial technologies:

- Edenred cemented this partnership in early 2018 by investing in Partech Africa; Edenred's in-house venture capital fund, Edenred Capital Partners, supports startups in areas related to its businesses while stimulating synergies to drive mutual value creation;
- in 2017, Edenred launched Edenred Factory to nurture employees' ideas. An indicator of the capacity for imagination among the Group's teams, this intrapreneurship program gives employees worldwide the opportunity to make their startup projects a reality.

5.4.3.2 Priority issue: client satisfaction

For more than 50 years, Edenred has worked with companies, employees and merchants every day to understand and better anticipate their needs. The Group pledges to improve every last detail of the partnerships it develops until 100% of its customers recommend Edenred.

Satisfaction surveys

For several years, some subsidiaries have been conducting satisfaction surveys, measuring the quality of the relationship with Edenred as a whole, and the experience at specific stages, such as interaction with customer service, placing an order, or using a website or mobile app. The feedback collected is used to draw up action plans geared towards continuous improvement of the customer experience. Subsidiaries conducting satisfaction surveys include Argentina, Belgium, Brazil, Bulgaria, Chile, France, Greece, Italy, Mexico, Peru, Spain, Sweden, Taiwan, United Kingdom, Venezuela and LCCC (La Compagnie des Cartes Carburants).

Some subsidiaries have also surveyed their customers specifically about the impact of the Covid-19 crisis and the perception of Edenred services as the crisis unfolded, in order to better adapt to their expectations.

"Passion for Customers" program

To intensify local initiatives and give them a boost Group-wide, Edenred decided to launch a global program dubbed "Passion for Customers" in 2018. Due to be rolled out in over 30 subsidiaries by 2023, it embodies the Group's aim of improving the experience of its customers, whether companies, employees or merchants, and making the customer central to its business.

The Net Promoter Score, a tried and tested approach for many leading customer experience companies, is the keystone of this transformation. Edenred is now able to survey its customers about their experience at key moments in their journey. By 2020, feedback had already been collected from several thousand customers, making it possible to measure the quality of the experience offered, to draft action plans by country, and to enable employees to take action at their own level.

The commitment of all employees to this process, from sales teams to marketing, customer service and innovation teams, serves to promote a customer-centric culture. Employees are now better equipped to understand customers and meet their expectations. In some countries, sales and customer service teams systematically call back unsatisfied customers, and meet weekly to share lessons learned and draw up corrective measures. The Group and country Executive Committees monitor the implementation of the approach and the resulting improvement initiatives.

The rollout of the "Passion for Customers" program is now effective in geographies representing 50% of the Group's turnover, a proportion that is projected to reach 80% by the end of 2021.

Awards

Brazil

The Ticket subsidiary was the champion in the "Benefício Refeição" category of the 2020 "Melhores Fornecedores para RH" awards, promoted by magazine Gestão RH. The brand also featured in the 10+ list, which recognizes the work of suppliers of products or services for Human Resources departments. This was the eleventh time that Ticket has featured among the winners. The award evaluates customer practices in the fields of employee benefits, talent, Human Resources technology, business management, and facilities and services.

In 2020, Ticket was also one of the companies awarded the 20° Prêmio ABT, which recognizes excellence in customer relationships. Promoted by the Associação Brasileira de Telemarketing, the ranking aims to highlight best practices in the Brazilian market in terms of customer service and relationships with consumers. This was Ticket's sixth consecutive year in the rankings.

For the second consecutive year, Ticket won two silver prizes in the Cliente SA 2020 award, promoted by Cliente SA, with awards in the Leader categories in both Innovation Strategy and Back Office Operation. The award, which identifies and rewards companies that have adopted best customer relationship practices, aims to promote and contribute to the development of continuous improvement.

Spain

For the fourth consecutive year, Edenred Spain was voted "2021 Customer Service of the Year" in the "Company payment services" category. Over 200 customers anonymously participated in reviewing each candidate company across all contact channels such as email, social media, phone calls, and a satisfaction survey was sent to 2,000 people.

France

Edenred France was voted Customer Service of the Year in the prepaid corporate services category. The process involved "mystery shopper" type tests, bringing a consumer into contact with a company anonymously with the aim of assessing how their requests are dealt with, based on objective and predefined rules. Designation as Customer Service of the Year evaluates the quality of the remote customer relationship of participating companies, on pre-sales, sales and post-sales requests. The winning companies all demonstrated their ability to master an increasingly complex customer relationship with the widespread use of new digital channels. This rewards the day-to-day work of an entire company committed to its customers.

United Kingdom

Edenred UK won awards in 2020 for a national public social program and for specific work with a key client.

- at the UK Gift Card & Voucher Association awards, Edenred UK received two Gold Awards for its work in managing the national Free School Meals program for the British government from April to September. A gold award was presented for the "Best Covid Intervention Initiative", and another for the "Sector Team of the Year".
- at the Institute of Promotional Marketing Awards, Hayes Travel won the Gold Award in partnership with Edenred UK for a customer acquisition incentive campaign using the Edenred Incentive prepaid card.

Mexico

In 2020, Edenred Mexico won two awards in National CX Award 2021 ceremony organized by the Mexican Institute of Telecommunications

- Best customer service strategy: Gold award
- Best operations strategy: Bronze award

Other surveys and studies

Italy

In 2020, Edenred Italy carried out two quantitative studies on the perception of the *Ticket Restaurant* solution among employee users and merchant partners. They emphasized the very positive impact of meal vouchers on business, because the level of customer satisfaction and loyalty is greater and makes the Company more competitive.

Among employees using *Ticket Restaurant* solutions:

- 69% are satisfied with benefiting from the *Ticket Restaurant* solution;
- 23% use it only for meals, 39% use it for meals and shopping, and 39% use it only for shopping;
- 93% see it as a form of extra income;
- without *Ticket Restaurant*, 67% would eat out much less often, 58% would no longer eat out, 68% would pay more attention to prices and try to spend less, 69% would change their habits and 81% would experience a significant economic impact.

Recognition for Edenred's approach

EcoVadis assessment

Edenred has taken part in the EcoVadis questionnaire for several years. EcoVadis assesses more than 60,000 companies worldwide based on criteria in four categories: environment, fair labor and human rights, ethics, and sustainable procurement. The platform is used by many international customers for their tenders.

The Group scored 62 out of 100 in 2020. This ranked Edenred in the ninetieth percentile, meaning that its score at the time of publication was equal to or higher than 90% of the companies assessed by EcoVadis.

Some subsidiaries, such as Edenred France, are assessed independently by EcoVadis. In 2019, Edenred France achieved a score of 71 out of 100, assigning it to the platform's Gold category.

Quality management

Through its commitment to satisfaction, the Group also pledges to provide quality service for its stakeholders. Every year, it extends its certifications and recognition for its quality management system, such as ISO 9001. This management approach represents all the measures taken to enhance the quality of the organization. To date, 14 subsidiaries – France, Belgium, Italy, Mexico, Greece, the Czech Republic, the United Kingdom, Brazil, Chile, India, Romania, Bulgaria, Spain and Turkey – hold these types of certifications.

5.4.3.3 Stakeholder dialogue

In working toward its objective to create value, Edenred seeks to establish relations with any individual or organization it engages with. The following table presents the conditions for dialogue with each stakeholder.

Table of stakeholders, actors, primary means of dialogue and issues addressed

STAKEHOLDERS	KEY EDENRED ACTORS	PRIMARY MEANS OF DIALOGUE	ISSUES ADDRESSED
Corporate clients Key accounts, SMEs, public sector	• Sales and Marketing Department, subsidiary senior management; • Group HR and CSR Department.	• Customer surveys; • Client presentations; • Website and newsletters; • Theme workshops.	• Satisfaction, listening; • Increasing attractiveness; • Supporting changing needs, in particular new forms of mobility and development of employee services; • Boosting efficiency.
Partner merchants Restaurants, foodservice outlets, service stations, dry-cleaners	• Subsidiary Affiliates and Marketing Departments.	• Surveys; • Theme workshops and local CSR initiatives; • FOOD program affiliate questionnaires; • Targeted newsletters and email campaigns.	• Satisfaction, listening; • New business development.
Employee users, Citizens	• Subsidiary Marketing Department.	• Website, social media; • Targeted newsletters and email campaigns; • Dedicated events.	• Satisfaction, listening; • Well-being, in particular awareness about healthy and sustainable eating; • Increasing purchasing power.
Employees Edenred employees and employee representative organizations, job applicants	• Group HR and CSR Department; • Subsidiary senior management and HR manager.	• Special committees (Social and Economic Council, Group Committee, European Works Council); • Employee satisfaction surveys; • Internal communication; • Internal CSR events.	• Well-being; • Diversity and social dialogue; • Employability and loyalty programs.
Shareholders Institutions, individuals, the financial community, SRI rating agencies, the French financial markets regulator (AMF)	• Group executive management; • Investor Relations Department; • Group HR and CSR Department.	• Universal Registration Document and Integrated Report; • Roadshows and conferences; • Meetings with investors; • Meetings with shareholders; • Newsletters; • Website, specific emails and toll-free numbers.	• Educational material about Edenred's businesses and the unique features of its key indicators; • Creating shared value; • Business ethics; • Corporate governance; • Transparency.
Public authorities	• Group Institutional Relations Department; • Subsidiary senior management.	• Meetings; • Working groups; • Macro-economic research.	• Contributions to public health solutions; • Supporting employment; • Traceability of payment flows.
Society Associations, NGOs, local communities	• Subsidiary CSR correspondents; • Group CSR Department.	• Financing, donations in-kind or in person-hours; • Website and social media; • Meetings; • Dedicated events.	• Contribution to social challenges; • Respect for the environment; • Visibility given to a cause or non-profit.

5

5.4.3.4 Key progress indicators

Calculation method

Edenred's progress on this commitment to support its stakeholders is measured annually based on the percentage of its subsidiaries certified for quality management, based on ISO 9001.

Performance monitoring

This percentage stood at **38%** in **2020**, with a target of **50%** by **2022** and **85%** by **2030**.

5.5 Monitoring key performance indicators

PEOPLE

KEY INDICATORS	2018	2019	2020
Percentage of women in executive positions	21%	24%	29%
Percentage of Edenred employees, on average over the previous five years, who attended at least one training course in the year	79%	82%	83%
Merchants and users made aware about healthy, sustainable eating	30%	35%	44%
Number of days devoted to volunteering	1,008	1,470	748

OTHER INDICATORS	2018	2019	2020
Number of employees	8,402	8,861	8,834
% under permanent contracts	95%	95%	96%
% women	51%	52%	51%
% men	49%	48%	49%
Number of interns	254	246	223
Full-time equivalent	8,390	8,812	9002
% managers(1)	21%	21%	21%
% women managers	39%	40%	40%
% men managers	61%	60%	60%
Employees who attended one training course during the year	83%	89%	81%
Number of hours of training(2)	164,886	157,613	90,991
Number of hours of training for managers	54,734	40,580	28,288
Number of hours of training for non-managers	110,152	117,033	62,703
Number of employees having attended at least one training course	6,991	7,913	9,169
Number of managers having attended at least one training course	1,780	1,700	2,159
Number of non-managers having attended at least one training course	5,211	6,213	7,010
Lost-time incident frequency rate (LTIF) *(as a%)*(3)	3.5	3.3	2.4
Severity rate *(as a %)*(4)	0.1	0.1	0.1
Absenteeism rate *(as a %)*(5)	2.2	2.1	2
Number of fatal accidents in the workplace	0	0	0
Number of occupational illnesses resulting in at least one day of lost time	2	6	3
Direct donations *(in €)*(6)	815,221	1,325,885	1,209,686
Indirect donations *(in €)*(6)	1,192,981	1,396,536	1,585,193
Donations in kind *(in €)*(6)			111,574
Volunteer time based on payroll cost *(in €)*	234,352	364,198	376,015
Total donations *(in €)*	2,242,555	3,086,619	3,282,468
Employees made aware about community outreach	86%	82%	79%

Note on reported information:

Employee numbers correspond to the number of individuals on the payroll on December 31 and the number of full-time equivalent employees.

The concept of number of employees is designed to quantify the number of individuals under permanent and fixed-term contracts (this excludes interns, service providers and subcontractors), regardless of the actual time spent on site or their contractual working hours. Total number of employees is used to calculate several other indicators.

The concept of full-time equivalent is designed to quantify the workforce on a comparable basis, i.e., the standard full-time contract applied. The purpose is to measure the organization's operational workforce, taking into account work week duration and contractual working hours. The figures also include interns and temporary employees.

(1) A manager is defined as an employee who manages others and/or has a high level of responsibility within the organization.

(2) Hours of training corresponds to the total hours of training (classroom and online) undertaken by employees in all Group subsidiaries.

(3) Lost-time incidents: non-fatal and fatal accidents occurring during or because of work, including commuting accidents, and involving salaried employees and all other persons working for the Edenred group in any capacity and at any location and resulting in at least one day of absence. Days of lost time are counted in business days and not in calendar days.

(4) Severity rate: number of days of lost time following an occupational accident multiplied by 1,000 and divided by the total number of hours worked by the entire workforce over the calendar year. Days of lost time are counted in business days and not in calendar days.

(5) Absenteeism rate: total number of person-days lost to absenteeism in the period divided by the number of person-days available in the period. This includes absenteeism due to occupational accidents, commuting accidents, occupational illnesses and non-occupational illnesses.

(6) In 2020, given the context, Edenred has given priority to helping its employees and partners by creating the More Than Ever fund, presented on page 102.

PLANET

KEY INDICATORS	2018	2019	2020
Reduction in GHG intensity *(in tCO_2 eq/sqm)*[1]	26%	30%	46%
Number of eco-services for sustainable mobility and to fight food waste	10	15	17
% of eco-designed solutions *(in business volume)*	16%	14%	13%

OTHER INDICATORS	2018	2019	2020
Number of subsidiaries with an environmental management system	11	11	11
Environmental certification coverage *(in number of employees)*	50%	51%	52%
Number of environmental non-compliance incidents	0	0	1
Employees made aware about environmental issues	65%	70%	63%
Annual natural gas use *(in MWh, LHV)*	2,072	1,864	1,526
Annual fuel oil use *(in MWh, LHV)*	188	168	130
Annual electricity use *(in MWh)*	15,186	14,959	11,750
Total energy use (natural gas, fuel oil and electricity) *(in MWh)*	17,445	16,992	13,832
Direct GHG emissions from point sources *(in tCO_2 eq)*	566	509	414
Direct GHG emissions from mobile sources *(in tCO_2 eq)*	5,662	5,684	4,001
Indirect GHG emissions resulting from electricity use *(tCO_2 eq)*	3,868	3,733	3,019
Total GHG emissions from point sources *(in tCO_2 eq)*	4,435	4,242	3,433
Total GHG emissions (scopes 1 and 2) *(in tCO_2 eq)*	10,096	9,926	7,432
GHG intensity of point sources *(in kg CO_2 eq/sqm)*[2]	48.6	45.7	35.0
Annual water use *(in cubic meters)*	61,606	60,056	36,970
Waste *(in metric tons)*	1,012	1,186	717
Brochure paper use *(in metric tons)*	281	248	264
Office paper use *(in metric tons)*	135	159	81
Voucher process paper use *(in metric tons)*	909	775	595
Total paper use *(in metric tons)*	1,324	1,182	941
Percentage of subsidiaries *(in business volume)* that use environmentally friendly paper out of total subsidiaries producing paper vouchers	79%	70%	75%
Annual plastic consumption for card production *(in metric tons)*	105	102	93

Note on reported information:
The scope of environmental indicators is detailed in section 5.1.2, starting on page 92.

(1) The reduction in GHG intensity refers to the effective reduction in greenhouse gas (GHG) emissions per unit of surface area for point sources (scopes 1 and 2) compared with 2013.
(2) GHG intensity of point sources refers to GHG emissions (scopes 1 and 2) from point sources per unit of surface area occupied.

5

PROGRESS

KEY INDICATORS	2018	2019	2020
Employees who approved the Charter of Ethics	82%	96%	96%
Subsidiaries compliant with data protection standards	European subsidiaries	European subsidiaries	European subsidiaries
ISO 9001 certification coverage *(in number of employees)*	41%	41%	38%

OTHER INDICATORS	2018	2019	2020
Number of subsidiaries with ISO 27001 certification and other IT security certifications	7	7	11
Number of subsidiaries with ISO 9001 certification	14	14	14

5.6 CSR independent third-party entity report

Report of one of the Statutory Auditors, appointed as independent third party, on the consolidated non financial statement

This is a free translation into English of the Statutory Auditor's report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

For the year ended December 31, 2020

To the Shareholders,

In our capacity as Statutory Auditor of Edenred SA, appointed as independent third party and accredited by COFRAC under number 3-1048 (scope of accreditation available at www.cofrac.fr), we hereby report to you on the consolidated non financial statement for the year ended December 31, 2020 (hereinafter the "Statement"), presented in the group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*Code de commerce*).

Company's responsibility

The Board of Directors is responsible for preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of the policies implemented with respect to these risks as well as the results of these policies, including key performance indicators. The Statement has been prepared by applying the company's procedures (hereinafter the "Guidelines"), summarized in the Statement and available on the company's website or on request from its headquarters.

Independence and quality control

Our independence is defined by the requirements of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics for Statutory Auditors (*Code de déontologie*). In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with the ethical requirements, French professional standards and applicable legal and regulatory requirements.

Responsibility of the statutory auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

However, it is not our responsibility to provide any conclusion on the company's compliance with other applicable legal and regulatory provisions, particularly with regard to the duty of vigilance, anti-corruption and taxation nor on the compliance of products and services with the applicable regulations.

Nature and scope of procedures

We performed our work in accordance with Articles A. 225-1 *et seq.* of the French Commercial Code defining the conditions under which the independent third party performs its engagement and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement and with ISAE 3000 (*Assurance engagements other than audits or reviews of historical financial information)*.

We conducted procedures in order to assess the Statement's compliance with regulatory provisions, and the fairness of the Information:

- We familiarized ourselves with the Group's business activity and the description of the principal risks associated.
- We assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector.
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, as well as in the second paragraph of Article L. 22-10-36 regarding the respect for human rights and the fight against corruption and tax evasion.

- We verified that the Statement provides the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code.
- We verified that the Statement presents the business model and a description of principal risks associated with all the entity's activities, including where relevant and proportionate, the risks associated with its business relationships, its products or services, as well as its policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks.
- we referred to documentary sources and conducted interviews to
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important[1].
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information.
- We carried out, for the key performance indicators and other quantitative outcomes[2] that in our judgment were of most significance:
  - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
  - substantive tests, on a sampling basis, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities[3] and covered between 90% and 18% of the consolidated data for the key performance indicators and outcomes selected for these tests;
- We assessed the overall consistency of the Statement in relation to our knowledge of the company.

We believe that the procedures we have performed, based on our professional judgment, are sufficient to provide a basis for a limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Means and resources

Our work engaged the skills of five people between October 2020 and March 2021.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around ten interviews with people responsible for preparing the Statement.

5

Conclusion

Based on our work, nothing has come to our attention that cause us to believe that the non financial statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Paris-La Défense, March, 23, 2021

One of the statutory auditors,

Deloitte & Associés

Patrick E. Suissa
Partner

Julien Rivals
Partner, Sustainability Services

(1) Qualititive information selected: Sustainable mobility; Inclusion of social and environmental issues in purchasing

(2) Quantitative information selected: Total headcount ; Percentage of women in management positions ; Total number of hires and departures ; Absenteeism rate ; Frequency rate ; Severity rate ; Issue volume represented by ecological or recycled solutions (paper vouchers and cards) ; Number of cards commercialized during the year and quantity of plastic consumed ; Total energy consumption (gas, heating-oil, electricity) ; Direct GHG emissions from point sources and indirect GHG emissions resulting from electricity use (Scope 1 and Scope 2) ; Percentage of merchants and users made aware about balanced nutrition ; Percentage of employees who have approved the Charter of Ethics ; Percentage of subsidiaries with ISO 9001 certification (quality management)

(3) Entities selected: Ticket Log (Brazil), Ticket Serviços (Brésil), Edenred Mexico, UTA (Germany), Edenred France, Edenred Italy, Edenred Czech Republic

6

Board of Directors' report on corporate governance

The Board of Directors' report on corporate governance has been prepared in accordance with the provisions of Articles L.225-37-4 and L.22-10-8 to L.22-10-11 of the French Commercial Code (*Code de commerce*).

6.1 Corporate governance

Edenred's system of corporate governance is based on the AFEP-MEDEF Corporate Governance Code for listed companies (the "AFEP-MEDEF Code"), which was updated in January 2020. The code is available on the website of the High Committee for Corporate Governance (https://hcge.fr), from the issuing organizations or at the Company's registered office.

The Company's practices comply with the recommendations contained in the AFEP-MEDEF Code, with the exception of part of Article 18.1, which recommends that an employee-representative director be a member of the Compensation Committee.

It should be noted that the meetings of the Compensation and Appointment Committee are the subject of a detailed report systematically given to the directors before each Board meeting. The employee-representative directors are therefore informed of the issues raised in a precise manner and have the possibility of expressing their views on the subjects discussed during the Board meeting. In addition, the Board of Directors and the Compensation and Appointments Committee discussed the possibility of appointing the employee-representative directors to one of the Board Committees. After reviewing the skills and areas of expertise of each of the said directors, the appointment of Mr. Jean-Bernard Hamel to the Commitments Committee will be discussed at the next meeting of the Compensation and Appointments Committee for proposal to the Board of Directors. The Compensation and Appointments Committee and the Board of Directors continue their reflections on this subject as to Ms. Graziella Gavezotti following her appointment as second employee-representative director (designated by the Social and Economic Council as from June 1st, 2020).

Since April 9, 2010, Edenred has been organized as a *société anonyme* (limited liability company) administered by a Board of Directors.

As provided for in the applicable regulations, on June 29, 2010, the Board of Directors decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and confirmed this decision on September 10, 2015 when Mr. Bertrand Dumazy was appointed Chairman and Chief Executive Officer and on May 3, 2018 when his term of office as director was renewed. The Board considers that this governance structure is best aligned with the Company's needs, because it ensures the high level of strategic and operational responsiveness required by a global technological organization. The Chairman and Chief Executive Officer does not receive any compensation in his capacity as a director and Chairman of the Board.

Article 14 of the Company's bylaws allows for the appointment by the Board of one or two Vice-Chairmen to lead Board meetings in the Chairman's absence. Furthermore, under Article I.6 of the Board of Directors' Internal Regulations, the Vice-Chairman may also act as Lead Independent Director provided he or she qualifies as an independent director in accordance with the criteria disclosed by the Company. In addition, the Board of Directors must appoint a Vice-Chairman if the Chairman is also the Chief Executive Officer, in which case the Vice-Chairman will also serve as Lead Independent Director. In light of its decision to combine the functions of Chairman and Chief Executive Officer, the Board has appointed an independent director as Vice-Chairman of the Board and Lead Independent Director.

6.1.1 The Board of Directors

Excerpt from Article 12 of the bylaws:

The Company is managed by a Board of Directors composed of a minimum of three members and a maximum of eighteen, subject to the dispensations provided for by the legal and regulatory provisions in force, including in the event of a merger.

No individual exceeding the age of 75 may be appointed as director. If a director in office exceeds the age limit of 75, the latter, at the close of the first General Meeting following his or her birthday, will be deemed to have automatically resigned.

The number of directors who are over 70 years of age may not represent more than a third of the directors in office.

If the above-mentioned proportion is exceeded as a result of a director turning over 70, the eldest director is deemed to have automatically resigned from office at that date.

These provisions also apply to the permanent representatives of any legal entity that has been appointed director.

Directors, including employee-representative directors, are appointed under the conditions provided for in the legal and regulatory provisions in force by the Ordinary General Meeting for a four-year term. They may be re-elected.

However, the Ordinary General Meeting can exceptionally appoint one or several directors for a term of less than four years. This is only for the regular renewal of the Board of Directors by rotation, so that such renewal applies to a different portion of its members each time.

In the event of a vacancy of one or several seats of directors appointed by the Ordinary General Meeting, the Board of Directors can carry out, pursuant to the conditions provided for in the legal and regulatory provisions in force, provisional appointments that will be subject to the ratification of the Ordinary General Meeting pursuant to the conditions provided for in the legal and regulatory provisions in force.

Failing ratification, the decisions made and the actions completed beforehand remain valid.

The director appointed pursuant to such conditions to replace another remains in office for the duration of his or her predecessor's remaining term of office.

As long as the Company's shares are admitted to trading on a regulated market, each director, with the exception of the employee-representative director(s), must hold at least 500 of the Company's registered shares.

As the Company falls within the scope of application of Article L.225-27-1 of the French Commercial Code, the Board of Directors includes one or two employee-representative directors.

Article I.1 of the Board of Directors' Internal Regulations stipulates that at least half of the directors on the Board must be independent within the meaning of the criteria set forth in the AFEP-MEDEF Code.

The framework for the preparation and organization of Board meetings results from French company law and the related regulations, from the Company's bylaws and from the Board of Directors' Internal Regulations, which also describe the procedures of the Board Committees (see the relevant section of the Universal Registration Document).

6.1.1.1 Presentation of the Board of Directors

Membership of the Board of Directors at December 31, 2020

The table below summarizes the membership of the Board of Directors at December 31, 2020. Details on each of the directors are provided thereafter.

	AGE[1]	GENDER	NATIONALITY	NUMBER OF SHARES	NUMBER OF DIRECTOR-SHIPS IN LISTED COMPANIES[2]	INDEPEN-DENCE	YEAR FIRST APPOINTED	END OF TERM	NUMBER OF YEARS ON BOARD[3]	MEMBER OF A BOARD COMMITTEE
Bertrand Dumazy[4]	49	M	French	75,111	1	No	2015	2022 GM	6	
Jean-Paul Bailly	74	M	French	631	1	Yes	2010	2022 GM	11	ARC[6] Chairman of CC[7]
Anne Bouverot	54	F	French	1,036	3	Yes	2010	2021 GM	11	CC
Sylvia Coutinho	59	F	Brazilian	500	0	Yes	2016	2021 GM	5	CAC[8]
Dominique D'Hinnin	61	M	French	519	4	Yes	2017	2024 GM	4	Chairman of ARC
Gabriele Galateri di Genola	73	M	Italian	513	2	Yes	2010	2022 GM	11	CAC
Maëlle Gavet	42	F	French	500	0	Yes	2014	2022 GM	7	CC
Graziella Gavezotti[5]	69	F	Italian	559	1	No	2020	2024 GM	1	
Françoise Gri	63	F	French	3,948	2	Yes	2010	2021 GM	11	Chairman of CAC
Jean-Bernard Hamel[5]	59	M	French	13,300	0	No	2018	2022 GM	3	
Alexandre de Juniac	58	M	French	500	1	Yes	2020	2024 GM	1	
Jean-Romain Lhomme	45	M	French	500	0	Yes	2013	2022 GM	8	ARC

(1) Age at December, 31 2020.
(2) Excluding Edenred.
(3) As at the next General Meeting, scheduled to take place on May 11, 2021.
(4) Chairman and Chief Executive Officer.
(5) Employee-representative director.
(6) Audit and Risks Committee.
(7) Commitments Committee.
(8) Compensation and Appointments Committee.

Changes in the membership of the Board of Directors and the Board Committees in 2020

	DEPARTURE	ARRIVAL	RENEWAL
BOARD OF DIRECTORS			
Jean-Paul Bailly			May 7, 2020
Dominique D'Hinnin			May 7, 2020
Alexandre de Juniac		May 7, 2020	
Graziella Gavezotti[1]		June 1, 2020	
Bertrand Méheut	May 7, 2020		
COMMITMENTS COMMITTEE			
Bertrand Méheut	May 7, 2020		

(1) Employee-representative director appointed by the Social and Economic Council.

The membership of the Audit and Risks Committee and the Compensation and Appointments Committee is unchanged.

Diversity of the membership of the Board of Directors

The Board of Directors strives to ensure that its membership and that of its committees is balanced in terms of independence, experience, skills, professional expertise, international exposure, age and gender.

Complementarity of experience, skills and professional expertise

Experience, skills and professional expertise are fundamental criteria in the selection of directors, particularly in the fields of B2B2C relationships, digital technology, international experience, finance and CSR. The profiles of the directors selected must be complementary, so that the combination of their individual skills and expertise covers all of the Group's operations.

In order to support the Group's international dimension, the Board of Directors ensures that it includes international profiles (nationality, experience). As of December 31, 2020, the Board of Directors includes one Italian citizen, one Brazilian citizen and seven members with extensive international experience.

The table below shows the main areas of skills and expertise of the directors; their detailed biographies, starting on page 154, present their experience.

Director skills matrix
(excluding the Chairman and Chief Executive Officer)

	B2B2C PLATEFORMS	DIGITAL	INTERNATIONAL	GENERAL MANAGEMENT	FINANCE / M&A	IRS	STRATEGY
	82%	64%	82%	73%	64%	55%	64%
Jean-Paul BAILLY	●			●	●	●	●
Anne BOUVEROT		●	●	●	●		●
Sylvia COUTINHO	●		●	●	●	●	
Dominique D'HINNIN		●	●		●	●	●
Gabriele GALATERI DI GENOLA	●		●	●		●	●
Maëlle GAVET	●	●	●	●			●
Graziella GAVEZOTTI	●		●	●	●	●	
Françoise GRI	●	●		●		●	●
Jean-Bernard HAMEL	●	●	●		●		
Alexandre de JUNIAC	●	●	●	●			●
Jean-Romain LHOMME	●	●	●		●		

Gender balance

The Board of Directors ensures balanced representation of women and men among the directors appointed by the General Meeting.

As of December 31, 2020, the Board of Directors has four women and six men, *i.e.*, 40% women (the employee-representative directors are not taken into account for the calculation of the gender balance). Moreover, a woman serves as Lead Independent Director and Vice-Chairman of the Board.

The Board also ensures a balanced representation of women and men in the membership of its committees.

As of December 31, 2020, two of the three committees include at least one person of each sex, and one of the three committees is chaired by a woman.

High level of independence

The Board of Directors ensures that it includes a large proportion of independent directors.

As of December 31, 2020, 90% of the members of the Board of Directors are independent (the employee-representative directors are not taken into account for the calculation of independence). See below for more details.

Independence

Article II.2 of the Internal Regulations of the Board of Directors:

The qualification of independent directors is discussed each year by the Compensation and Appointments Committee, which draws up a report for the Board of Directors on this subject. Every year, in view of this report, the Board of Directors assesses each director's independence with regard to these criteria.

The Board of Directors must inform shareholders of the conclusions of this review in the corporate governance report. In its analysis, it must specifically mention that it considered the question of material business relations that the members of the Board of Directors may have with the Company and the criteria adopted to reach these conclusions.

Once again this year, based notably on a declaration addressed to each director at year-end, the Board of Directors concluded that none of the directors had a relationship of any kind whatsoever with the Company, its Group or the management of either that could colour their judgement.

Pursuant to the independence criteria approved by the Board of Directors, to be qualified as independent, directors cannot:

- have been at any time in the past five years an employee or an executive corporate officer of the Company, or an employee or an executive corporate officer or a director of a company that it consolidates;
- be an executive corporate officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee appointed as such or an executive corporate officer of the Company (current or in the past five years) holds a directorship;
- be a customer, supplier, investment banker, commercial banker or consultant:
  - that is material for the Company or its Group, or
  - for which the Company or its Group represents a material proportion of the activity;
- have any close family ties with a corporate officer;
- have been a Statutory Auditor of the Company at any time in the last five years;
- have been a director of the Company for more than 12 years;
- be or represent a shareholder owning more than 10% of the share capital or voting rights of the Company.

The Board of Directors may decide that a director meeting these criteria does not qualify as independent given his or her situation or the Company's situation due to its shareholding structure or for any other reason. Conversely, the Board of Directors may, based on the recommendation of the Compensation and Appointments Committee, decide that a director who does not meet these criteria is independent.

As of December 31, 2020, the Board of Directors had 12 members, nine of whom were qualified by the Board as independent directors.

The table below summarizes the independence criteria for each director as of December 31, 2020:

	IS NOT/HAS NOT BEEN AN EMPLOYEE OR CORPORATE OFFICER	NO CROSS DIRECTORSHIPS	NO MATERIAL BUSINESS RELATIONSHIPS	NO FAMILY TIES	IS NOT/HAS NOT BEEN A STATUTORY AUDITOR	NOT A DIRECTOR FOR MORE THAN 12 YEARS	IS NOT/DOES NOT REPRESENT A SHAREHOLDER OWNING MORE THAN 10%	INDEPENDENT
Bertrand Dumazy	×	✓	✓	✓	✓	✓	✓	**NO**
Jean-Paul Bailly	✓	✓	✓	✓	✓	✓	✓	YES
Anne Bouverot	✓	✓	✓	✓	✓	✓	✓	YES
Sylvia Coutinho	✓	✓	✓	✓	✓	✓	✓	YES
Dominique D'Hinnin	✓	✓	✓	✓	✓	✓	✓	YES
Gabriele Galateri di Genola	✓	✓	✓	✓	✓	✓	✓	YES
Maëlle Gavet	✓	✓	✓	✓	✓	✓	✓	YES
Graziella Gavezotti	×	✓	✓	✓	✓	✓	✓	**NO**
Françoise Gri	✓	✓	✓	✓	✓	✓	✓	YES
Jean-Bernard Hamel	×	✓	✓	✓	✓	✓	✓	**NO**
Alexandre de Juniac	✓	✓	✓	✓	✓	✓	✓	YES
Jean-Romain Lhomme	✓	✓	✓	✓	✓	✓	✓	YES

Key: ✓ represents an independence criterion satisfied and × represents an independence criterion not satisfied.

Directors' profiles, experience and expertise

As of December 31, 2020, the membership of the Board of Directors was as follows [1]:

Jean-Paul Bailly

DATE OF BIRTH:
November 29, 1946

NATIONALITY:
French

BUSINESS ADDRESS:
38 rue Gay Lussac,
75005 Paris, France

FIRST APPOINTED:
June 29, 2010

RE-APPOINTED:
May 7, 2020

CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021

NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
631

MAIN POSITION:
Chairman of the Supervisory Board of Europcar Mobility Group

EXPERIENCE AND EXPERTISE:
A graduate of École polytechnique and the Massachusetts Institute of Technology (MIT), Jean-Paul Bailly has held various positions with the Paris Transit Authority (RATP), including Manager of the Paris Metro and RER suburban rail system, Human Resources Director, Deputy Chief Executive Officer and then Chairman and Chief Executive Officer.
He was Chairman of the French Post Office (La Poste Group) from 2002 to 2013 and Chairman of the Supervisory Board of La Banque Postale from 2006 to 2013.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Chairman of the Commitments Committee
Member of the Audit and Risks Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Chairman of the Supervisory Board and Chairman of the Strategic Committee – Europcar Mobility Group (listed company) – France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Director – Accor SA (listed company) – France

(1) Directorships shown in italics do not fall within Article L.225-21 of the French Commercial Code on multiple directorships.

Anne Bouverot

DATE OF BIRTH:
March 21, 1966

NATIONALITY:
French

BUSINESS ADDRESS:
8-10 rue du Renard
75004 Paris, France

FIRST APPOINTED:
June 29, 2010

RE-APPOINTED:
May 4, 2017

CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2020

NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
1,036

MAIN POSITION:
Chairperson of the Board of Directors of Technicolor

EXPERIENCE AND EXPERTISE:
A graduate of École Normale Supérieure and of Télécom Paris, Anne Bouverot was the Presales Operations Manager of Global One from 1996 to 2002. In August 2004, she became Chief of Staff for the Chief Executive Officer of Orange group and then, in November 2006, Executive Vice-President, International Business Development, at France Telecom. She has also been a director of Groupama SA since October 2008. In September 2011, she became Director General and Member of the Board of GSMA, the international association of mobile network operators. She was Chair of Safran Identity & Security (formerly Morpho) from 2015 to June 2017. Since June 2019, she has been Chairperson of Technicolor's Board of Directors.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Member of the Commitments Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Chairperson of the Board of Directors – Technicolor (listed company) – France
- Member of the Board of Directors – CapGemini SA (listed company) – France
- Member of the Board of Directors – Cellnex Telecom (listed company) – Spain
- Chair – Fondation Abeona – France
- Director – Ledger – France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Chair – Morpho Trak, LLC – USA
- Chair of the Board of Directors – Morpho Detection International, LLC – USA
- Member of the Supervisory Board – Morpho Cards GmbH – Germany
- Chair – Morpho USA, Inc. – USA
- Chair – Morpho SAS – France

Sylvia Coutinho

DATE OF BIRTH:
December 1, 1961

NATIONALITY:
Brazilian

BUSINESS ADDRESS:
Av. Faria Lima, 4440-9 Andar,
São Paulo, Brazil

FIRST APPOINTED:
March 23, 2016

RE-APPOINTED:
May 4, 2017

CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2020

NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
500

MAIN POSITION:
Country Head of UBS Group Brazil and Head of UBS Global Wealth Management Latin America

EXPERIENCE AND EXPERTISE:
Sylvia Coutinho holds a degree in engineering and a post-graduate degree in economics from the University of São Paulo, as well as an MBA from Columbia University in New York. She started her career in 1984 at the banking group Citigroup, where she held several high-responsibility positions in Brazil and the United States. In 2003, she joined HSBC where she held senior positions in the wealth and asset management divisions, and notably became Head of Retail Banking and Wealth Management for Latin America and Head of Global Wealth Management for the Americas. Since 2013, Sylvia Coutinho has served as the Country Head of the banking group UBS in Brazil and chaired UBS' Brazilian Executive Committee.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Member of the Compensation and Appointments Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Country Head – UBS Group Brazil – Brazil
- Head – UBS Wealth Management Latin America – Brazil
- Member of the Board of Directors – Swiss Re Americas Corporation – USA

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Regional Director – HSBC Bank - Brazil and USA

Dominique D'Hinnin

DATE OF BIRTH:
August 4, 1959

NATIONALITY:
French

BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France

FIRST APPOINTED:
June 8, 2017

RE-APPOINTED:
May 7, 2020

CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2023

NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
519

MAIN POSITION:
Chairman of the Board of Directors of Eutelsat Communications SA

EXPERIENCE AND EXPERTISE:
Dominique D'Hinnin is a graduate of École Normale Supérieure and École Nationale d'Administration. He began his career in 1986 with France's Inspection des Finances before joining Lagardère as Chief Internal Auditor in 1990. In 1993, he became Executive Vice-President, Finance of Hachette Livre and in 1994 Executive Vice-President of Grolier Inc. (Connecticut, USA). In 1998, he was appointed Executive Vice-President, Finance of the Lagardère Group, where he also held the position of Co-Managing Partner between 2009 and 2016.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Chairman of the Audit and Risks Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Chairman of the Board of Directors – Eutelsat Communications SA (listed company) – France
- Member of the Board of Directors and Chairman of the Audit Committee – PRISA (listed company) – Spain
- Member of the Board of Directors – Louis Delhaize SA – Belgium
- Member of the Board of Directors – Technicolor (listed company) – France
- Member of the Board of Directors – Golden Falcon Acquisition (listed company) – USA

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Member of the Board of Directors – Marie-Claire Album – France
- Member of the Board of Directors – Holding Evelyne Prouvost – France

Bertrand Dumazy

DATE OF BIRTH:
July 10, 1971
NATIONALITY:
French
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
October 26, 2015
RE-APPOINTED:
May 3, 2018
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
75,111

MAIN POSITION:

Chairman and Chief Executive Officer of Edenred

EXPERIENCE AND EXPERTISE:

Bertrand Dumazy is a graduate of ESCP Europe with an MBA from Harvard Business School. He started his career in 1994 as a consultant with Bain & Company, first in Paris and later in Los Angeles. He then worked as an Investment Director of BC Partners in 1999 before founding Constructeo. In 2002, he joined the Neopost Group. Initially Head of Marketing and Strategy, he was appointed Chairman and Chief Executive Officer of Neopost France in 2005 and then Executive Vice-President, Finance for the Neopost Group in 2008. In 2011, he became President and CEO of Deutsch, a world leader in high performance connectors, a position he held until the group was acquired by TE Connectivity. In 2012, he joined Materis as Executive Vice-President then CEO and eventually President and CEO of Cromology. In October 2015, he was appointed Chairman and CEO of the Edenred group. He also became the Chairman of the Supervisory Board of UTA in November 2015.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:

No

PARTICIPATION IN BOARD COMMITTEES:

None

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:

- Director – Neoen SA (listed company) – France
- *Chairman of the Supervisory Board – Union Tank Eckstein GmbH & Co. KG – Germany (Edenred group company)*
- Director – Terreal SAS – France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:

- *Chairman – PWCE Participations SAS – France (Edenred group company)*
- President – Cromology (formerly Materis Paints) – France
- President – Cromology Services (formerly Materis Peintures) – France
- President – Materis SAS – France
- President – Materis Corporate Services – France
- Chairman of the Board of Directors – Cromology SL (formerly Materis Paint Espana SL) – Permanent representative of Cromology Services – Spain
- Chairman of the Board of Directors – International Coating Products (UK) Limited – United Kingdom
- Director – Vernis Claessens – Switzerland
- Director – Cromology Italia S.p.A (formerly Materis Paints Italia S.p.A) – Italy
- Director – Innovcoat Nanoteknolojik Boya Ve Yüsey Urunleri Sanayi Ticaret Ve Arge A.S – Turkey

Gabriele Galateri Di Genola

DATE OF BIRTH:
January 11, 1947

NATIONALITY:
Italian

BUSINESS ADDRESS:
Assicurazioni Generali Spa, Piazza Tre Torri 1, 20145 Milan, Italy

FIRST APPOINTED:
June 29, 2010

RE-APPOINTED:
May 3, 2018

CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021

NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
513

MAIN POSITION:
Chairman of Assicurazioni Generali S.p.A.

EXPERIENCE AND EXPERTISE:
Gabriele Galateri di Genola, who has an MBA from Columbia University (New York), held various positions at Saint-Gobain, then at Fiat beginning in 1977. He was appointed Chief Executive Officer of IFIL in 1986 and General Manager of IFI in 1993. He was Chairman of Mediobanca until June 2007, then Chairman of Telecom Italia SpA until 2011. He then became Chairman of Generali Group.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Member of the Compensation and Appointments Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:

- Chairman – Assicurazioni Generali SpA (listed company) – Italy
- Chairman – Istituto Italiano di Tecnologia (IIT) – Italy
- Member of the Board of Directors – Lavazza SpA – Italy
- Director – FAI – Fondo per l'Ambiente Italiano - Italy
- Director – Assonime - Italy
- Member of the Board of Directors and the Remuneration Committee and Chairman of the Control Committee – Moncler Italia SpA (listed company) – Italy
- Member of the General Board and Executive Committee – Fondazione Giorgio Cini – Italy
- Member of the International Advisory Board – Columbia Business School – USA
- Member of the International Advisory Board – Bank of America Merrill Lynch – USA
- Member of the International Advisory Board – Temasek – Singapore
- Member of the Italian Corporate Governance Committee – Italy

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:

- Director – Accor Hospitality Italia Srl – Italy
- Director – Italmobiliare SpA (listed company) – Italy
- Director – Azimut – Benetti SpA – Italy
- Director – Saipem SpA (listed company) – Italy
- Director – Banca Esperia SpA – Italy
- Director – Istituto Europeo di Oncologia (IEO) – Italy
- Director – Cassa di Risparmio di Savigliano (CRS) – Italy
- Director – Banca Carige (listed company) – Italy
- Director and member of the Compensation Committee – TIM Participaçoes SA – Brazil
- Chairman – TIM Participaçoes SA - Brazil
- Chairman – Telecom Italia SpA (listed company) – Italy
- Vice-Chairman – RCS Mediagroup SpA (listed company) – Italy

Maëlle Gavet

DATE OF BIRTH:
May 22, 1978
NATIONALITY:
French
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
May 13, 2014
RE-APPOINTED:
May 3, 2018
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
500

MAIN POSITION:
Chief Executive Officer of Techstars

EXPERIENCE AND EXPERTISE:
A graduate of Sorbonne University, École Normale Supérieure de Fontenay-Saint-Cloud and IEP de Paris, in 2001 Maëlle Gavet set up Predstavitelskij.dom, a Russian corporate events company, before joining the Boston Consulting Group as a partner in 2003. In 2010, she joined Ozon.ru as Sales and Marketing Director, becoming Chief Executive Officer in April 2011. In 2015, she was appointed Executive Vice-President of Global Operations for Priceline Group and became Chief Operating Officer of Compass in January 2017.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Member of the Commitments Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Chief Executive Officer - Techstars - USA
- Director - Meero - France
- Director - Resilience Lab - USA

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Chief Operating Officer – Compass - USA
- Chief Executive Officer – LLC Internet Solutions (Ozon.ru) - Russia
- Executive Vice-President of Global Operations – Priceline Group - Netherlands
- Chief Executive Officer – Ozon Holdings - Russia

Graziella Gavezotti

DATE OF BIRTH:
September 10, 1951
NATIONALITY:
Italian
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
June 1, 2020
RE-APPOINTED:
N/A
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2023
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
559

MAIN POSITION:
Project Manager at Edenred

EXPERIENCE AND EXPERTISE:
A graduate of IULM University in Milan with a degree in psychology from La Jolla University (Rijeka, Croatia), Graziella Gavezotti joined Jacques Borel in 1976, opening the Italian subsidiary to launch *Ticket Restaurant*.
She became Sales Director in 1976, Sales and Marketing Director in 1981, General Manager in 2001 and Chair and Managing Director in 2006. She was appointed Chief Operating Officer of Southern Europe in 2012 and then Chief Operating Officer of Southern Europe and Africa in 2018. Since 2013, she has also been an independent director on the Board of Directors of Vinci SA. She was appointed employee-representative director by Edenred's Social and Economic Council effective from June 2020. She was a member of Edenred's Executive Committee until 2020.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
No

PARTICIPATION IN BOARD COMMITTEES:
None

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Member of the Board of Directors – Vinci SA (listed company) – France
- *Member of the Board of Directors – Vouchers Services SA – Greece (Edenred group company)*
- *Member of the Board of Directors – Edenred Ödeme Hizmetleri A.Ş. – Turkey (Edenred group company)*

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
None

6

Françoise Gri

DATE OF BIRTH:
December 21, 1957
NATIONALITY:
French
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
June 29, 2010
RE-APPOINTED:
May 4, 2017
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2020
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
3,948

MAIN POSITION:
Independent director of companies

EXPERIENCE AND EXPERTISE:
A graduate of Ensimag, Françoise Gri joined the IBM Group in 1981. She was appointed Director of the E-business Solutions Marketing and Sales division of IBM EMEA in 1996, and then Director of Sales Operations for IBM EMEA in 2000. After serving as Chairman and Chief Executive Officer of IBM France from 2001 to 2007, Françoise Gri was Chairman of ManpowerGroup France and Southern Europe from 2007 to 2012, before joining the Pierre & Vacances-Center Parcs group in 2013, then serving as Chief Executive Officer until 2014. In 2015, she became CEO of Françoise Gri Conseil and in 2016 she was Chairman of the Board of Directors of Viadeo.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Chairman of the Compensation and Appointments Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Chairman of the Supervisory Board – INSEEC U. - France
- Chief Executive Officer – Françoise Gri Conseil - France
- Director – Crédit Agricole SA (listed company) - France
- Director – WNS Services (listed company, NYSE) - India
- Director – 21 Centrale Partners - France
- Director – CACIB (Crédit Agricole SA subsidiary) - France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Director – Audencia (business school) - France
- Chairman of the Board of Directors – Viadeo - France
- Director – STX Europe - Norway
- Chief Executive Officer – Pierre & Vacances-Center Parcs (listed company) - France
- Member of the Supervisory Board – Rexel (listed company) - France
- Member of the Ethics Committee – MEDEF - France
- Member – High Committee for Corporate Governance - France
- Member – Institut Français du Tourisme - France

Jean-Bernard Hamel

DATE OF BIRTH:
March 25, 1961
NATIONALITY:
French
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
June 26, 2018
RE-APPOINTED:
N/A
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
13,300

MAIN POSITION:
Senior Vice-President, Treasury and Financing, Edenred

EXPERIENCE AND EXPERTISE:
Jean-Bernard Hamel is a graduate of the ESC Amiens business school in France. He began his career in 1985 at Volkswagen, where he held various positions within the finance team before being appointed Corporate Treasurer in 1990. He went on to hold similar positions in a number of other companies, including Group Treasurer at Europcar, International Treasurer at Accor and Head of Treasury and Financing at Louis Delhaize. He joined Edenred in 2010 as Senior Vice-President, Treasury and Financing and was designated employee-representative director by Edenred's Social and Economic Council in June 2018.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
No

PARTICIPATION IN BOARD COMMITTEES:
None

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- *Chairman – Saminvest – France (Edenred group company)*
- *Director – Edenred Portugal SA – Portugal (Edenred group company)*
- *Director – Cube R.E. S.A. – Luxembourg (Edenred group company)*
- *Director – UAB EBV Finance – Lithuania (Edenred group company)*
- *Director – Edenred Corporate Payment UK Limited – United Kingdom (Edenred group company)*

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
None

Alexandre de Juniac

DATE OF BIRTH:
November 10, 1962
NATIONALITY:
French
BUSINESS ADDRESS:
14-16 boulevard Garibaldi,
92130 Issy-les-Moulineaux, France
FIRST APPOINTED:
May 7, 2020
RE-APPOINTED:
N/A
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2023
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
500

MAIN POSITION:
Director General of the International Air Transport Association (IATA)

EXPERIENCE AND EXPERTISE:
A graduate of École Polytechnique de Paris and École Nationale d'Administration, Alexandre de Juniac has almost three decades of experience in both the private and public sectors.
He has extensive experience in the aviation sector, including 14 years at Thales. He has also held positions in the French government. He was Chairman and CEO of Air France-KLM from 2013 to 2016 and, prior to that, Chairman and CEO of Air France from 2011 to 2013. He has also served on the IATA's Board of Governors (2013-2016). He has held the position of Director General and CEO of the IATA since September 1, 2016.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
None

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Member of the Board of Directors – Arkema (listed company) – France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Member of the Supervisory Board – Vivendi (listed company) – France
- Chairman and Chief Executive Officer – Air France-KLM (listed company) – France

Jean-Romain Lhomme

DATE OF BIRTH:
August 22, 1975
NATIONALITY:
French
BUSINESS ADDRESS:
Lake Partners Ltd – 2nd Floor FKGB, 201, Haverstock Hill, NW3 4QG London, United Kingdom
FIRST APPOINTED:
October 3, 2013
RE-APPOINTED:
May 3, 2018
CURRENT TERM ENDS:
General Meeting to approve the financial statements for the year ended December 31, 2021
NUMBER OF EDENRED SHARES HELD AT DECEMBER 31, 2020:
500

MAIN POSITION:
Director – Lake Partners Ltd.

EXPERIENCE AND EXPERTISE:
Jean-Romain Lhomme graduated with a degree in business administration and finance from HEC Business School in Paris and minored in international business at ESADE (Barcelona). He started his career as an analyst in New York and Brazil for the Latin American privatization team of Paribas and for Mercer Management Consulting (Oliver Wyman) as an analyst in Paris. He then worked for the Strategic Director of PPR, mostly focusing on acquisitions and new retail formats. He joined Colony Capital in 2000 where, until 2015, he was Executive Director, responsible for the identification, evaluation, consummation and management of new European investments.

INDEPENDENT WITH REGARD TO AFEP-MEDEF CODE:
Yes

PARTICIPATION IN BOARD COMMITTEES:
Member of the Audit and Risks Committee

OTHER DIRECTORSHIPS AND POSITIONS HELD AS OF DECEMBER 31, 2020:
- Director – Lake Partners Ltd. – United Kingdom
- Chairman of the Board of Directors – Comet Group SAS – France

FORMER DIRECTORSHIPS AND POSITIONS HELD IN THE PAST FIVE YEARS:
- Legal Manager – Lake Invest SARL – Luxembourg
- Director – BrickVest Ltd. – United Kingdom
- Chairman of the Supervisory Board – BUT SAS – France
- Chairman of the Supervisory Board – Decomeubles Partners SAS – France
- Legal Manager – Fair Finance Sarl – Luxembourg
- Legal Manager – Fair Partners Sarl – Luxembourg

Attendance

	BOARD OF DIRECTORS		AUDIT AND RISKS COMMITTEE		COMPENSATION AND APPOINTMENTS COMMITTEE		COMMITMENTS COMMITTEE	
ATTENDANCE IN 2020	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE
Bertrand Dumazy	8	100%						
Jean-Paul Bailly	8	100%	4	100%			2	100%
Anne Bouverot	8	100%					2	100%
Sylvia Coutinho	8	100%			5	100%		
Dominique D'Hinnin	8	100%	4	100%				
Gabriele Galateri di Genola	8	100%			5	100%		
Maëlle Gavet	8	100%					2	100%
Graziella Gavezotti [(1)]	4	100%						
Françoise Gri	8	100%			5	100%		
Jean-Bernard Hamel	8	100%						
Alexandre de Juniac [(2)]	4	100%						
Jean-Romain Lhomme	8	100%	4	100%				
Bertrand Méheut [(3)]	4	100%					1	100%
AVERAGE ATTENDANCE RATE	**100%**		**100%**		**100%**		**100%**	

(1) Employee-representative director since June 1, 2020.
(2) Director since May 7, 2020.
(3) Director and member of the Commitments Committee until May 7, 2020.

Chairman of the Board of Directors

Excerpt from Article 14 of the bylaws:

The Board of Directors elects amongst its members a Chairman, a natural person, who is appointed for the duration of his or her term of office as director. The Chairman may be re-elected.

No individual exceeding the age of 70 may be appointed as Chairman. If a Chairman in office exceeds the age limit of 70, the latter, at the close of the first General Meeting held after his or her birthday, shall be deemed to have automatically resigned.

The Chairman performs the assignments and duties that are conferred upon him or her by the legal and regulatory provisions in force and these bylaws.

He or she chairs all the Board of Directors' meetings, organizes and conducts all the works and meetings, of which he or she gives an account to the General Meeting.

He or she supervises the effective performance of the Company's bodies and ensures in particular that the directors are capable of carrying out their assignment.

The Chairman chairs the General Meetings. The Chairman can also take on the Company's Executive Management in his or her capacity as Chief Executive Officer if the Board of Directors elected to combine both functions at the time of his or her appointment or at any other date. In such case, the provisions relating to the Chief Executive Officer apply to the Chairman.

Excerpt from Article I.5 of the Internal Regulations of the Board of Directors:

The Chairman chairs the Board of Directors and oversees the proper functioning of the Company's bodies, in particular with regard to the committees created within the Board of Directors which he/she may attend without voting rights. He/she may submit questions for the consideration of these committees for opinion.

He/she has the material resources necessary for the accomplishment of his/her missions.

As referred to in the introduction to section 6.1 "Corporate governance", on June 29, 2010 the Board of Directors decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer.

Mr. Bertrand Dumazy has held this position since October 26, 2015.

The Chairman and Chief Executive Officer's powers are described in section 6.1.2 on Executive Management.

In 2020, the Chairman and Chief Executive Officer:

- decided on the items to be included on the agenda of Board meetings;
- called, chaired and led all of the Board meetings held during the financial year, including three extraordinary meetings;
- ensured fluid interaction between members of the Board of Directors outside Board meetings (notably during the preparation of Board meetings) and the consistency of its decisions with the Group's strategy;
- contributed to the preparation of support materials for presentations to the Board;
- met with potential investors and shareholders.

Lead Independent Director and Vice-Chairman of the Board of Directors

Excerpt from Article 14 of the bylaws:

The Board of Directors may appoint amongst its members one or two Vice-Chairmen who can chair the Board of Directors' meetings in the absence of the Chairman.

Excerpt from Article I.6 of the Internal Regulations of the Board of Directors:

The Board of Directors may appoint one or two Vice-Chairmen among its members pursuant to Article 14 of the Company's bylaws, for the duration of their Director's term of office.

The Vice-Chairman may also perform the duties of Lead Independent Director. The Vice-Chairman/Lead Independent Director must be an independent member with respect to the criteria published by the Company.

The appointment of a Vice-Chairman is mandatory if the duties of Chairman of the Board of Directors and Chief Executive Officer are performed by the same person; in this case, the Vice-Chairman shall also perform the duties of Lead Independent Director.

In addition to the role conferred upon him/her by the Company's bylaws, the Vice-Chairman, when he/she is the Lead Independent Director, is the preferred point of contact for the other independent directors. When he/she deems it appropriate and at least once a year, he/she shall convene, at the Company's expense, a meeting reserved exclusively for independent directors, during which such Directors may discuss matters that they wish to discuss outside a plenary Board of Directors meeting. He/she sets the agenda of these meetings and chairs them. During these meetings, each independent director may ask any question that is not on the agenda. Following these meetings, the Lead independent director may take the initiative to meet the Chairman of the Board of Directors or the Chief Executive Officer to communicate all or some of the comments or wishes expressed by the independent directors. If required, he/she may also decide to comment on the work of independent directors at the plenary Board of Directors meetings.

Ms. Françoise Gri has held the position of Lead Independent Director and Vice-Chairman of the Board since May 4, 2017.

As well as participating in the assessment of the Board's practices and procedures, Ms. Françoise Gri, in her capacity as Lead Independent Director and Vice-Chairman of the Board, organizes meetings of the independent directors to discuss various issues, such as how to protect the interests of shareholders not represented on the Board of Directors, how shareholders are represented by the independent directors, the Group's results and dividend policy, and its growth outlook. During the 2020 financial year, this meeting took place on December 17, 2020.

The Lead Independent Director and Vice-Chairman of the Board was not called upon to deal with any conflicts of interest within the Board of Directors during the 2020 financial year. She communicated regularly with the Chairman and Chief Executive Officer about governance and more particularly about future changes to the composition of the Board of Directors. She also led the Board of Directors' self-assessment.

As Lead Independent Director and Vice-Chairman of the Board, Ms. Françoise Gri has a specific email address (françoise.gri@edenred.com) that may be used by anyone wishing to send her their comments or ask questions. She informs the Board of Directors of any such contact with shareholders.

Board Observer(s)

Article 21 of the bylaws:

The Board of Directors, upon the Chairman's proposal, can appoint, up to a limit of a quarter of the number of directors in office, natural persons as observers (*censeurs*). The latter attend Board of Directors' meetings where they can cast an advisory vote.

Their role is fixed by the Board of Directors pursuant to the legal and regulatory provisions in force and these bylaws.

Each observer (*censeur*) is appointed for a fixed term which is determined by the Board of Directors. The latter can however put an end to their duties at any time.

The observers (*censeurs*) can, in consideration for services rendered, receive compensation that is determined by the Board of Directors under the conditions provided for in the legal and regulatory provisions in force.

Edenred has not had an observer on its Board of Directors since December 31, 2019 (i.e., since the end of Mr. Philippe Citerne's term of office as an observer).

Board Secretary

Excerpt from Article 14 of the bylaws:

The Board of Directors appoints a Secretary who can be chosen from outside its members.

Excerpt from Article I.10 of the Internal Regulations of the Board of Directors:

The Board of Directors Secretary calls members to meetings of the Board of Directors on behalf of the Chairman of the Board of Directors and draws up the minutes of Board of Directors meetings, which are then submitted to the Board of Directors for approval.

He/she sends the meeting files to the directors on behalf of the Chairman of the Board of Directors or Chief Executive Officer in compliance with the procedures described in Article I.3 of these Internal Regulations, and generally responds to requests from Directors for information about their rights and obligations, the Board of Directors' practices or the life of the Company.

His/her duties also include obtaining up-to-date copies of the documents disclosing Directors' potential conflicts of interests as described in the Directors' Charter.

Lastly, the Board of Directors Secretary attends the meetings of the Board Committees as needed, at the request of the Chairman of the Board of Directors or the Chief Executive Officer or with the agreement of the committees Chairmen, and may also be given the task of sending meeting files to the members of the committees.

Mr. Philippe Relland-Bernard was named Board Secretary at the Board meeting of June 29, 2010.

6.1.1.2 Absence of conflicts of interest and convictions, and service contracts

Absence of conflicts of interest

To the best of the Company's knowledge, in the past five years:

- there have been no potential conflicts of interest between the duties of the Chairman and Chief Executive Officer or the members of the Board of Directors with regard to the Company and their other duties or private interests. Where necessary, the "Transparency and prevention of conflicts of interests" section of the Director's Charter and Article I.8 of the Board of Directors' Internal Regulations govern the prevention of conflicts of interest for all members of the Board of Directors;
- there have been no family ties between the aforementioned persons;
- no arrangements or understandings have been entered into with a shareholder, customer, supplier or other party under which one of the aforementioned persons was selected;
- no restriction other than legal has been accepted by any of the aforementioned persons concerning the disposal of their interest in the Company's share capital;
- no loan or guarantee has been granted or made by the Company in favour of the aforementioned persons. No asset necessary for operations belongs to one of the aforementioned persons or to their family.

Absence of convictions

To the best of the Company's knowledge, in the past five years:

- no conviction for fraud has been handed down against the Chairman and Chief Executive Officer or any of the members of the Board of Directors;
- none of the aforementioned persons has been involved in any bankruptcy, receivership, liquidation or company put into administration proceedings;
- none of the aforementioned persons has been the subject of an official public incrimination or sanction handed down by statutory or regulatory authorities;
- none of the aforementioned persons has been disqualified by a court from acting as member of an administrative, management or supervisory body of an issuer, or from acting in the management or conduct of business of an issuer.

Service contracts

To the best of the Company's knowledge, neither the Chairman and Chief Executive Officer or any member of the Board of Directors have service contracts with the Company or any of its subsidiaries, providing for benefits upon termination of said contract.

6.1.1.3 Powers of the Board of Directors

Excerpt from Article 13 of the bylaws:

The Board of Directors determines the Company's business activities and ensures their implementation in line with its corporate interest and taking into consideration the social and environmental stakes of its activities. Subject to powers that are expressly granted to the General Meetings and within the limit of the corporate purpose, it takes charge of any question relating to the running of the Company and addresses by way of its decisions the matters that concern it.

In addition to the decisions referred to in the legal and regulatory provisions in force that require the Board of Directors' prior approval, the Internal Regulations […] define the decisions of the Chief Executive Officer or of the Deputy Chief Executive Officers for which an approval by the Board of Directors is required.

To this end, Article I.4.2 of the Board of Directors' Internal Regulations lists the operations subject to the prior approval of the Board of Directors, within the framework of the internal organization of the Company and the Group (see section 6.1.2.3 "Restrictions on the powers of the Chief Executive Officer", page 176).

Excerpt from Article I.4.1 of the Internal Regulations of the Board of Directors:

The Board of Directors deals with all matters falling within its legal and regulatory powers. In particular and without being limited to the following, the Board of Directors:

- convenes the Company's General Meeting of shareholders and set its agenda;
- approves the Group's annual budget, including the annual financing plan, and the multi-annual plan submitted by the Chief Executive Officer and any changes to this budget;
- draws up the individual and consolidated financial statements as well as the annual management report;
- reviews the half-year financial statements and approves the half-year business report in accordance with Article L. 451-1-2 of the French Monetary and Financial Code;
- ensures the accuracy of the information transmitted to the market and controls the communication and publication process;
- draws up the report on corporate governance;
- authorizes agreements mentioned in Articles L.225-38 *et seq.* of the French Commercial Code;
- selects the methods for exercising General Management in the Company, pursuant to Article 17 of the Company's bylaws;
- appoints or dismisses the Chairman of the Board of Directors and, if relevant, the Vice-Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer(s);
- fixes the Chief Executive Officer's powers and, if relevant, in agreement with the latter, it fixes the powers of the Deputy Chief Executive Officer(s);
- appoints, if relevant, a director on a provisional basis between General Meetings;
- examines the desirable balance of its composition and that of its committees, particularly in terms of diversity (*e.g.* representation of women and men, nationality, age, qualification and experience);
- draws up the diversity policy relating to the composition of the Board of Directors;
- examines the succession plan for the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*);
- determines the compensation of the Chairman of the Board of Directors, the Chief Executive Officer and, if relevant, the Deputy Chief Executive Officer(s) under the conditions provided for in the legal and regulatory provisions in force;
- determines the distribution among the directors and, if relevant, the Observers (*censeurs*), of the annual fixed amount allocated by the General Meeting of shareholders to the directors as compensation, under the conditions provided for in the legal and regulatory provisions in force;
- decides, if applicable, on the allocation of compensation to the Observers (*censeurs*);
- appoints the members of the committees created in accordance with the legal and regulatory provisions in force, the Company's bylaws and these Internal Regulations of the Board of Directors;
- decides, if relevant, on the issuance of non-equity debt securities as part of Article L. 228-40 of the French Commercial Code;
- authorizes the Company's Chief Executive Officer, who may delegate, to grant undertakings, avals and guarantees in accordance with Article L. 225-35 of the French Commercial Code;
- annually decides on the Company's policy in terms of professional and pay equality in accordance with Article L. 225-37-1 of the French Commercial Code.

Furthermore, the Board of Directors carries out audits and verifications as it deems appropriate.

In general, the Board of Directors:

- ensures that the shareholders are given the correct information, specifically by verifying the information communicated to it by the Company's executives; and
- ensures that the Company has identification, evaluation and follow-up procedures for its liabilities and risks, including off-balance sheet items, and appropriate internal control.

Excerpt from Article I.4.2 of the Internal Regulations of the Board of Directors:

In addition, the Board of Directors:

a) reviews and approves the Group's overall strategy, at least once a year, in accordance with Article I.2 of these Internal Regulations;

[…]

c) determines, each year, the total amount up to which the Chairman is authorized to issue undertakings, avals and guarantees on behalf of the Company, which may not exceed EUR €250,000,000 euros per year, the Chief Executive Officer being required to report to the Board of Directors each year on the amount and nature of undertakings, avals and guarantees issued under the authorizations granted by the Board of Directors. These items must be listed in the appendix to the minutes of the Board of Directors' decision.

However, the Board of Directors may authorize its Chief Executive Officer to grant:

- overall and without limit on the amount, undertakings, avals and guarantees to guarantee the commitments made by controlled companies within the meaning of II. of Article L. 233-16 of the French Commercial Code, provided that the latter reports thereon to the Board of Directors at least once a year; and/or
- without limit of amount, undertakings, avals and guarantees with regard to tax and customs administrations,

under the conditions provided for in the legal and regulatory provisions in force.

Excerpt from Article 13 of the bylaws:

The Board of Directors may decide whether to issue bonds pursuant to the provisions provided for in the legal and regulatory provisions in force, with the faculty to delegate the necessary powers for the issue of the bonds within a one-year time limit and to decide on the terms and conditions, to one or several of its members, to the Chief Executive Officer or with the latter's approval to one or several Deputy Chief Executive Officers.

The Board of Directors may confer to one or several of its members or to all the persons chosen outside the Board of Directors permanent or temporary assignments that it defines.

It may decide to create committees in charge of examining and giving recommendations on matters put forward to them by the Board of Directors or by its Chairman.

In accordance with the legal and regulatory provisions in force, the Board of Directors decides the membership and powers of the committees that exercise their activity under its responsibility.

On June 29, 2010, the Board set up an Audit and Risks Committee, a Commitments Committee and a Compensation and Appointments Committee (see section 6.1.1.12 "Committees of the Board of Directors", starting on page 171) whose practices are described in the Board of Directors' Internal Regulations.

6.1.1.4 Quorum and majority

Excerpt from Article 15 of the bylaws:

The Board of Directors only validly deliberates if at least half of its members are present.

The Board of Directors may decide that, for the calculation of the quorum and the majority, the directors who take part in the Board of Directors' meeting by videoconference or by any other suitable means of telecommunication under the conditions provided for in the legal and regulatory provisions in force are deemed to be present.

Any director can give proxy, in writing, to another director to represent him or her at one of the Board of Directors' meetings, each director only being authorized one proxy vote per meeting.

[…]

Decisions are made by a majority vote of the members who are present or represented by proxy.

In the event of a tied vote, the Chairman of the meeting has a casting vote.

Excerpt from Article I.2 of the Internal Regulations of the Board of Directors:

Pursuant to Article 15 of the Company's bylaws, for the purpose of calculating the quorum and voting majority, Directors who take part in Board of Directors meetings by any method that allows them to be identified and to take an active part in the discussion are considered as being physically present, in accordance with the legal and regulatory provisions in force.

6.1.1.5 Board meetings

Excerpt from Article 15 of the bylaws:

The Board of Directors meets whenever it is in the interest of the Company, upon the convocation of its Chairman.

The meeting takes place either at the registered office or in another place specified in the convening notice.

The convening notice can be given by any means, even orally, by the Chairman or by the Secretary of the Board of Directors upon the Chairman's request.

It also meets when at least a third of its members or the Chief Executive Officer requests the Chairman to convene a meeting on a specific agenda.

In the event of the inability of the Chairman to perform his or her duties, the convening notice can be given by the director to whom the Chairman's duties have been temporarily delegated, by the Vice-Chairman/Chairmen or by the Chief Executive Officer if the latter is also a director.

[…]

The meetings are chaired by the Chairman of the Board of Directors or, failing that, by the Vice-Chairman/Chairmen or by any other director designated by the Board of Directors.

At the Chairman's initiative, the Chief Executive Officer, the Deputy Chief Executive Officers, the members of Management, the Statutory Auditors or other persons having particular expertise regarding items on the agenda can be present during all or part of a Board of Directors' meeting.

[…]

The directors as well as any person called to attend the Board of Directors' meeting are required to treat the information given during the discussions as strictly confidential and generally to act with discretion.

In accordance with the conditions provided for in the legal and regulatory provisions in force, decisions coming under the specific remit of the Board of Directors and decisions to transfer the Company's registered office to another location in the same region (*département*) may be taken by the directors by way of written consultation.

Excerpt from Article I.2 of the Internal Regulations of the Board of Directors:

The Board of Directors will meet as often as required in the interest of the Company, upon receiving the notice to attend issued by its Chairman. It generally holds at least five meetings a year, including one to review the budget and one to conduct a strategic review of the Group's operations. The proposed dates of the meetings for each year are sent to the directors no later than November 30 of the previous year. Meetings are called by mail, e-mail or fax, or even verbally. Notices may be issued by the Secretary of the Board.

The draft minutes of each meeting are sent to the directors with the convening notice of the following meeting. They are approved at this meeting.

At least once a year, an item of the agenda of a meeting is devoted to assessing the Board of Directors' efficiency and effectiveness, to identify possible areas for improvement. In addition, the Board of Directors conducts a formal self-assessment at least once every three years.

The Board of Directors met eight times during the 2020 financial year (five scheduled meetings and three extraordinary meetings relating notably to the Covid-19 pandemic). The five scheduled Board meetings lasted 5 hours and 10 minutes on average and the three extraordinary Board meetings lasted around 1 hour on average.

Calls to meeting are sent by email and/or by mail, with the agenda, generally eight days before the meeting date.

6.1.1.6 Information given to the Board

Excerpt from Article I.3 of the Internal Regulations of the Board of Directors:

The directors are provided with all the documents and information necessary to the fulfilment of their duties.

In due course and before each meeting, Directors receive a meeting file containing background information on all agenda items requiring preliminary examination and special analysis, unless this is impossible for confidentiality or practical reasons.

The Board is kept regularly informed, and it periodically discusses the financial situation, cash-flow situation and commitments of the Company and the Group. It is also informed of the broad guidelines of the Group's policy in terms of Human Resources, compliance, organization and information systems and Corporate Social Responsibility. The Board is also informed on a regular basis about the Company's financial communication strategy. Whenever necessary, commented presentations are given by the Group's main senior executives and additional documents are submitted.

Furthermore, the directors are kept regularly informed, between meetings, of all significant events or transactions in the life of the Group. In particular, to this end, they receive copies of all press releases issued by the Company and a periodic summary of financial analysts' research reports on the Group and, when necessary, the actual reports.

The directors may ask the Chairman of the Board of Directors or the Chief Executive Officer for copies of any additional documents that they consider necessary to make an informed contribution to the Board of Directors decisions. The Chairman or the Chief Executive Officer may ask the Board of Directors for its opinion before providing the documents concerned.

The directors may ask the Chairman of the Board of Directors or the Chief Executive Officer to arrange for them to meet with the Group's main senior executives, with or without the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*) being present.

The directors are bound by a general duty of discretion and confidentiality in the interest of the Company. As such, they undertake, under their responsibility, to maintain genuine professional secrecy on all confidential information to which they have access, on the decisions and operation of the Board of Directors, and, where applicable, of the Board Committees of which they are a member, as well as on the content of the opinions or votes expressed at Board of Directors or committees meetings.

Any Director undertakes, if so requested by the Chairman of the Board of Directors, to return or destroy without delay any document in his/her/its possession containing confidential information.

The directors receive all necessary information on a timely basis to enable them to fulfil their duties. Background information about agenda items are sent to them sufficiently well in advance to allow them to make an informed contribution to the Board's discussions.

6.1.1.7 Work carried out by the Board during the 2020 financial year

At the Board meetings held during the 2020 financial year, the Board of Directors dealt with the following matters:

- **financial statements and financial communication:** approval of the publication of the financial statements for the year ended December 31, 2019, the financial communication process, the 2020 budget (including the annual financing plan), the review of the interim financial statements and the preparation of the interim management report, threshold disclosures and monitoring of changes in the shareholding structure;
- **strategy:** the Group's strategic goals, and in particular the progress made on the Next Frontier strategic plan;
- **general meeting:** preparation of the Combined General Meeting of May 7, 2020, and in particular the proposed resolutions, including the renewal of financial authorizations and delegations, the implementation of the share buyback program, and the special procedures for convening and holding said General Meeting in light of the Covid-19 pandemic;

- **compensation and governance:** the compensation of the Chairman and Chief Executive Officer, the amount and allocation of the compensation of directors, the allocation of performance shares, the assessment of the level of achievement of the performance conditions, the membership of the Board of Directors and Board Committees, the independence criteria applied to directors and the specific financial expertise of the members of the Audit and Risks Committee, the annual assessment of the practices of the Board of Directors and Board Committees, the succession plans of the Executive Management and senior executives, reductions and increases in the Company's share capital pursuant to the 2012 stock option plan and the allocation of performance shares to non-French tax residents under the 2015 and 2017 plans, and the annual review of the professional and pay equality policy;
- **social and environmental responsibility:** monitoring of the implementation of the "People, Planet, Progress" CSR strategy and objectives, monitoring of and discussions about the CSR opportunities and challenges identified as underlying trends, the Edenred products central to CSR issues that enable Edenred to be part of these sustainable trends, the measurement of the value created for various stakeholders (such as customers, merchants and public authorities), the indexation of the financial conditions attached to a financing instrument to CSR performance indicators;
- **related-party agreements:** procedure for identifying related-party agreements and assessing agreements entered into in the normal course of business and on arm's length terms;
- **Edenred's conversion to a European company:** the initiation of discussions and preparations for the consultation of the Social and Economic Council and for the adoption of the conversion project, which will be presented to shareholders at the 2021 General Meeting;
- **Covid-19 health crisis:** the implementation of the "More Than Ever" initiative and its various versions in all Group subsidiaries, the 20% reduction of the 2019 dividend, the reduction of the compensation paid to the Chairman and Chief Executive Officer and the members of the Board of Directors and the Executive Committee in 2020, and the adjustment of the targets for the Chairman and Chief Executive Officer's and Executive Committee members' annual variable compensation for 2020.

6.1.1.8 Professional ethics for directors

Each member of the Board is required to comply with the principles of proper conduct outlined in the Director's Charter.

Under Article I.7 of the Board of Directors' Internal Regulations, the Board of Directors, a collegial body, must act at all times in the Company's interest.

Directors perform their duties with loyalty and professionalism in accordance with the Director's Charter adopted by the Board of Directors, which describes the ethical principles applicable to directors, in accordance with the legal and regulatory provisions in force and the Company's bylaws.

Duty of due care

Excerpt from Article I.7 of the Internal Regulations of the Board of Directors:

The directors shall perform their duties with loyalty and professionalism under the terms and conditions defined by the Directors' Charter established by the Board of Directors and which specifies, in accordance with the legal and regulatory provisions and the Company's bylaws, the ethical principles that are applicable to them.

Except from the Director's Charter:

Directors must carry out their duties as they see fit in the best interests of the Company. They must be committed to constantly improving their knowledge of the Group and its businesses, and they have a duty of care that includes reporting any problems of which they may become aware. They must devote the necessary time and attention to their duties as a director, making every effort to attend all meetings of the committees to which they belong, meetings of the Board of Directors and Shareholders Meetings.

In addition to complying with the legal and regulatory provisions related to multiple directorships, directors must make sure that their duties as director of the Company are compatible with the directorships or positions that they hold in other companies, in particular as regards the workload. Directors are required to disclose periodically to the Company the directorships that they hold in any other company in order to enable the Company to comply with its statutory disclosure obligations in this regard.

Duty of information

Except from the Director's Charter:

Directors have a duty to request the information that they consider necessary to carry out their duties from the Company's management *via* the Chairman and Chief Executive Officer or the Board Secretary. They can ask the Chairman and Chief Executive Officer to arrange meetings for them with members of the Group's senior management, to be held with or without the Chairman and Chief Executive Officer being present.

When a new director takes up office, the Board Secretary provides him or her with an information pack containing the Company's bylaws, the Board of Directors' Internal Regulations, the Director's Charter, as well as the principal laws and regulations dealing with directors' responsibilities.

Directors may ask the Board Secretary at any time for explanations of the scope of these laws and regulations and their resulting rights and obligations.

Transparency, prevention of conflicts of interest and trading in Company securities by the directors

Excerpt from Article I.7 of the Internal Regulations of the Board of Directors:

The directors are required to comply with the provisions of the regulations on market abuse (Regulation (EU) No. 596/2014 of April 16, 2014 and its delegated and implementing regulations supplementing it and defining the technical standards, as well as the provisions of the French Monetary and Financial Code and the French Financial Markets Authority's (Autorité des marchés financiers) General Regulations, position-recommendation and instruction relating thereto.

Except from the Director's Charter:

Members of the Board of Directors have access to inside information which, if made public, would be likely to have a significant effect on the price of the financial instruments concerned or on the price of related derivative financial instruments.

[…]

In addition, without prejudice to the laws and regulations on insider trading, periods known as "negative windows" are determined each year, during which directors may not trade in the Company's shares or any other securities issued by the Company (including exercising stock options), either directly or through an intermediary, even *via* the trading of derivatives. The negative windows correspond to (i) the 30 calendar days preceding the date of publication of the annual and interim consolidated financial statements and the day of publication, and (ii) the 15 calendar days preceding the date of publication of quarterly revenue figures and the day of publication.

Directors are given details of the negative windows each year by the Board Secretary. In addition, they are notified immediately by the Board Secretary of any specific negative windows that will apply due to financial or strategic transactions planned by the Group.

Directors are required to report to France's financial markets regulator (Autorité des marchés financiers – AMF) and to the Company (through the Board Secretary) any transactions in the Company's shares or any other securities issued by the Company carried out by them or any persons closely associated with them.

Directors may consult the Board Secretary at any time regarding the implications of the negative windows system and the conditions of its application to any specific case.

Excerpt from Article I.8 of the Internal Regulations of the Board of Directors:

Any Director being, even potentially, directly or through an intermediary, in a situation of conflict of interests with regard to the corporate interest, due to the functions he/she/it exercises and/or interests he/she/it holds, informs the President. He/she/it abstains from participating in debates and decision-making on the subjects concerned, and may therefore be required to leave, during the debates, and where appropriate the vote, the meeting of the Board of Directors.

Except from the Director's Charter:

Directors are expected to demonstrate a high level of independence in all circumstances, in terms of their analyses, judgements, decisions and actions.

They agree not to solicit or accept any benefit that would be likely to affect their independence.

[…]

When they are first elected and every year thereafter, no later than January 31, directors are required to disclose in writing all ties that they have with Group companies, their managers, suppliers, customers, partners or competitors. The disclosure document is sent to the Chairman and Chief Executive Officer with a copy to the Board Secretary.

Duty of discretion and confidentiality

Excerpt from Article I.3 of the Internal Regulations of the Board of Directors:

The directors are bound by a general duty of discretion and confidentiality in the interest of the Company. As such, they undertake, under their responsibility, to maintain genuine professional secrecy on all confidential information to which they have access, on the decisions and operation of the Board of Directors, and, where applicable, of the Board Committees of which they are a member, as well as on the content of the opinions or votes expressed at Board of Directors or committees meetings.

Any Director undertakes, if so requested by the Chairman of the Board of Directors, to return or destroy without delay any document in his/her/its possession containing confidential information.

Except from the Director's Charter:

In addition, directors shall be required to consult with the Chairman and Chief Executive Officer prior to any personal disclosure that they may make in the media on matters involving or likely to affect the Group, the Company and/or its governing bodies. This provision shall not apply to directors who concurrently hold the position of Chief Executive Officer or Deputy Chief Executive Officer and who may have to make disclosures in that capacity in the name of the Company.

6.1.1.9 Assessment

Pursuant to Article 10 of the AFEP-MEDEF Code, the Board is required to assess its ability to meet the needs of shareholders, which have entrusted it with the Company's management. This self-assessment entails a regular review of its membership, organization, practices and procedures. In accordance with Article I.2 of the Internal Regulations, the Board of Directors conducts a self-assessment of its procedures with a view to identifying opportunities to improve its efficiency at least once a year, and a formal self-assessment with the assistance of an outside consultant at least once every three years.

Accordingly, the Board of Directors carried out a self-assessment of its performance and procedures in 2020 and devoted part of one of its meetings to discussing the same, with a view to identifying opportunities to improve its efficiency. Conducted by the Lead Independent Director and Vice-Chairman of the Board, the assessment was based on a questionnaire specific to Edenred, and in line with the recommendations of the AFEP-MEDEF Code, that was sent to all of the directors and covered the following topics:

- membership of the Board of Directors;
- organization, practices and procedures;
- work of the Board of Directors and its committees;
- individual contribution of each director;
- overall assessment of governance;
- Internal Regulations and the Director's Charter.

The discussions allowed the directors to share their observations and to note very satisfactory scores on topics covered by the questionnaire, in particular as to the balance of the composition of the Board of Directors and the work of the Board and its committees. The quality of information communicated before the meetings enables a good understanding of the agenda topics and improves the quality of exchanges and in-depth debates during the meetings.

Areas of improvement were proposed including more time for discussing strategic issues. They also pointed out the need for the Board to prepare for change in its membership in order to best support Edenred in its ambitions. Action plans have been implemented on these points.

6.1.1.10 Director training

New directors have access to a program to learn about the Company and its governance, and are invited to visit the Group's operational facilities. Employee-representative directors benefit from a training program allowing them to acquire or improve skills specific to the role of director.

New directors receive a variety of information, including key documents such as the Company bylaws, the Board of Directors' Internal Regulations and the Universal Registration Document. An onboarding program is also organized to enable new directors to meet the Executive Vice President, Finance and the Executive Vice President, Marketing & Strategy.

Directors also have access to online training (on topics such as anticorruption and personal data protection to this day).

6.1.1.11 Related-party agreements

Related-party agreements entered into with the Company's subsidiaries during the 2020 financial year

In accordance with the provisions of Article L.225-37-4 of the French Commercial Code, it is specified that no agreements have been entered into during the 2020 financial year, either directly or through an intermediary, between (i) one of the corporate officers or one of the shareholders owning more than 10% of the Company's voting rights and (ii) a subsidiary of the Company (within the meaning of Article L.233-3 of the French Commercial Code). In accordance with the said Article, agreements entered into in the normal course of business on arm's length terms are excluded from this assessment.

Procedure for identifying related-party agreements and assessing agreements entered into in the normal course of business and on arm's length terms

In accordance with the provisions of Article L.22-10-12 of the French Commercial Code, the Board of Directors, at its meeting of February 25, 2020, adopted an internal procedure relating to the identification of related-party agreements at the Company level, and providing for regularly assessments of agreements entered into in the normal course of business and on arm's length terms in order to obtain assurance that they indeed meet these conditions.

The first section reviews the legal and regulatory provisions in force in this area, setting out the identification criteria and the control procedure applicable to related-party agreements, and the disclosure obligations for related-party agreements, as well as other agreements (*conventions dites libres*) for which the said control procedure does not apply (in particular when the agreement in question is entered into the normal course of business and on arm's length terms).

The second section deals with the internal information process relating to any prospective agreement liable to constitute a related-party agreement or another agreement (*convention dite libre*) and its assessment by the relevant departments, in particular the Group Legal Department and the Group Finance Department, for classification purposes. People with a direct or indirect interest in the agreement do not participate in the assessment process.

Lastly, it is planned that an item on the agenda of the Board of Directors will regularly (at least once a year) be devoted to the implementation of this procedure. A report is given of the agreements classified as agreements entered into in the normal course of business and on arm's length terms, and how the procedure was applied. Any difficulties encountered and, if necessary, the updating of this procedure is also discussed.

At its meeting of March 1, 2021, the Board of Directors discussed this item on the agenda and notably decided that, as things stood, there was no need to updated the procedure.

6.1.1.12 Committees of the Board of Directors

Article III.1 of the Internal Regulations of the Board of Directors:

Board discussions and decisions for specific issues are prepared, in certain areas, by specialized Board Committees composed of Directors appointed by the Board for the duration of their term of office as Director. These committees examine matters falling within their terms of reference, or where applicable, any matters referred to them by the Chairman of the Board of Directors, and report regularly to the Board of Directors on their work and inform the Board of Directors of their observations, opinions, proposals or recommendations.

To assist them in their work, the Board Committees may commission technical reports from the Company's senior executives or external consultants (at the Company's expense). In both cases, the Chairman of the Board of Directors or the Board of Directors must be informed beforehand. The committees shall be responsible for reporting to the Board of Directors. The committees may also arrange meetings with the Company's senior executives responsible for the areas under review, with or without the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*) being present, subject to prior notification to the Chairman of the Board of Directors or the Chief Executive Officer.

There are three standing committees of the Board:

- the Audit and Risks Committee;
- the Commitments Committee; and
- the Compensation and Appointments Committee.

The Board of Directors may also create one or more *ad hoc* committees.

Each committee is chaired by one of its members, appointed by the Board of Directors, on a proposal by the Compensation and Appointments Committee.

The committees may invite the Chief Executive Officer to attend their meetings, apart from the part of the meetings of the Compensation and Appointments Committee during which agenda items concerning him personally are discussed.

The Chairman of each committee appoints a person (who may not be a committee member or a director) to act as Secretary, after consulting the Board of Directors.

The Chairman of each committee reports to the Board of Directors on the work of the Committee. A written report on the work of the committees is regularly circulated to the Board of Directors.

Each committee gives an opinion to the Board of Directors on the part of the Universal Registration Document dealing with matters falling within its scope of activity and intended for inclusion in the Universal Registration Document.

Each committee, through its Chairman, may ask to be consulted on any matters falling within its terms of reference that have not been referred to it.

Each committee is required to periodically review its rules of procedure and propose, if relevant, to the Board any changes that may seem necessary or likely to improve its operating procedures.

The Board Committees do not have decision-making powers and cannot in any case stand in for the Board of Directors, which alone has the legal decision-making power.

Audit and Risks Committee

Members

As of December 31, 2020, the members of the Audit and Risks Committee were Mr. Jean-Paul Bailly, Mr. Dominique D'Hinnin and Mr. Jean-Romain Lhomme. The committee is chaired by Mr. Dominique D'Hinnin.

All of its members have the expert knowledge of financial and accounting matters required to fulfil their duty of due care and are considered by the Board to be independent directors based on the criteria set out in the AFEP-MEDEF Code. All the members of the Audit and Risks Committees worked, in particular, during their respective careers, on the analysis of past, existing and future financial statements. They conducted, reviewed or managed accounting due diligence carried out in the context of potential acquisitions.

Terms of reference

Article III.2.1 of the Internal Regulations of the Board of Directors:

The Audit and Risks Committee is responsible for ensuring that the accounting methods applied for the preparation of the financial statements of the Company and the Group are appropriate and applied consistently from one period to the next. Its terms of reference also include monitoring the process of drawing up the financial information and checking that internal procedures for collecting and verifying information provide adequate assurance concerning the reliability and completeness of financial information as well as the control of Group's risk exposure. It helps the Board of Directors to ensure the financial statements of the Company and the Group are true and fair and whether the reported information is accurate.

For this purpose, it submits recommendations or proposals to the Board of Directors on all matters described below and specifically carries out the following tasks:

- it reviews the half-year and annual consolidated financial statements and the annual financial statements of the Company, prior to their examination by the Board of Directors. In this regard, it monitors the processes used to prepare these financial statements and evaluates the validity of the methods selected to treat material transactions;
- it reviews the procedures used to prepare disclosures to shareholders and to the market and draft press releases and opinions on accounting and financial matters meant to be published by the Company;

6

- it reviews the Group's scope of consolidation, and, where applicable, the reasons for excluding any entities;
- it reviews the Group's risk management policy and the efficiency of the risk management systems;
- it assesses the Group's risk exposure and the effectiveness of the risk management system as well as material off-balance sheet commitments, and receives a copy of the Chief Financial Officer's detailed report on these matters;
- it obtains assurance concerning the effectiveness of the Group's system of internal control and, to this end, reviews the methods used to identify risks and the organisational principles and procedures of the Internal Audit Department. It is also informed of the work program and receives a periodic summary of the Internal Audits carried out by the Internal Audit Department;
- it reviews the Statutory Auditors' audit plan and the results of their audits. It receives a copy of the Statutory Auditors' memo setting out the main issues identified during their audit and describing the main accounting options selected;
- it conducts the procedure for selecting the Statutory Auditors and issues a recommendation to the Board of Directors, established in accordance with the conditions provided for in the legal and regulatory provisions in force, concerning their appointment or reappointment as well as their compensation;
- it ensures compliance with the rules aimed at the independence of the Statutory Auditors;
- it approves, in accordance with the conditions provided for in the legal and regulatory provisions in force, the provision of services other than the certification of financial statements after having analyzed the risks to the Statutory Auditor's independence and the safeguard measures applied by the latter;
- it is informed, at the end of each financial year, of the amount, and the detailed breakdown by category of assignments, of the fees paid by the Group companies to the Statutory Auditors and their networks during the financial year, and reports to the Board of Directors on these fees.

Meetings

Article III.2.3 of the Internal Regulations of the Board of Directors:

The Audit and Risks Committee meets at least three times a year and meets whenever it deems it necessary to do so, and prior to the meetings of the Board of Directors which are supposed to review matters relating to its duties. One meeting - attended by the Head of Internal Audit - is devoted to reviewing the effectiveness of the internal control system.

In accordance with its duties, the Audit and Risks Committee may make enquires of corporate officers (*mandataires sociaux*), and also the Head of Internal Audit, the Statutory Auditors and Group's senior executives (in particular responsible for drawing up the financial statements of the Company and the Group, risk management, internal control, legal matters, fiscal matters, cash-flow and financing), outside the presence of the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*) after first notifying the Chairman of the Board of Directors or the Chief Executive Officer.

Convening notices shall be issued by the committee Chairman and include the meeting agenda.

Meetings to review the half-year and annual financial statements shall be held at least three days before the meeting of the Board of Directors. The members of the Audit and Risks Committee receive all necessary documents on a timely basis. When members are first appointed to the committee, they are given detailed information about accounting, financial and operational issues that are specific to the Group.

The Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Statutory Auditors may attend meetings of the Audit and Risks Committee as guests.

Work carried out by the Audit and Risks Committee during the 2020 financial year

The Audit and Risks Committee met four times during the 2020 financial year. Meetings lasted 2 hours and 25 minutes on average and the attendance rate was 100%.

During its meetings in 2020, the committee notably prepared the Board's decisions relating to:

- the review of the full-year parent company financial statements, the consolidated full-year and interim financial statements and the annual budget;
- the proper application of accounting principles;
- the financial communication process;
- Internal Audit and control work;
- legal and tax risks;
- investments and debt;
- the impact of Covid-19;
- risk mapping, including CSR risks, and follow-up of remedial action;
- work on personal data protection;
- the development and implementation of the Group's anticorruption policy; and
- compliance and cybersecurity issues.

Audit and Risks Committee meetings were attended not only by its members but also by the Chairman and Chief Executive Officer, the Head of Group Finance and the Statutory Auditors. The Board Secretary, the Head of Group Accounting, the Head of Group Financial Control, the Head of Group Internal Audit, the Head of Group IT, the Head of Performance and the Head of Treasury and Financing were also invited to attend, as appropriate.

Commitments Committee

Members

As of December 31, 2020, the members of the Commitments Committee were Mr. Jean-Paul Bailly, Ms. Anne Bouverot and Ms. Maëlle Gavet. The committee is chaired by Mr. Jean-Paul Bailly.

All of its members are considered by the Board to be independent directors based on the criteria set out in the AFEP-MEDEF Code.

Terms of reference

Article III.3.1 of the Internal Regulations of the Board of Directors:

The Commitments Committee is responsible for preparing Board of Directors meetings and making recommendations to the Board on the following matters:

- any and all transactions, regardless of the amount, likely to affect the Group's strategy or resulting in a material change in the Group's business scope (specially the entry in a new business or withdrawal from an existing business);
- any mergers, demergers or significant asset transfers of the Company;
- any change in the Company's corporate purpose;
- any and all (immediate or deferred) financial commitments, made by the Company or by one of the Group companies, representing more than EUR 50,000,000 per transaction. "Financial commitments" are defined as:
  - any and all acquisitions or disposals of business lines or assets or majority or minority interests in other companies not controlled by the Company within the meaning of Article L. 233-3 I. and II. of the French Commercial Code. The amount of the commitment is considered as being equal to the entity's enterprise value,
  - any and all direct investments (*e.g.* creation of an activity, business line, subsidiary or expenditure on technological developments),
  - rental and lease commitments, the amount for determining the commitment corresponds to the market value of the leased asset,
  - any and all loans, or shareholder loans to entities not controlled by the Company as defined in Article L. 233-3 I. and II. of the French Commercial Code,
  - any and all bilateral or syndicated bank credit facilities that are not consistent with or are not undertaken in accordance with the Group's annual financing policy as previously approved by the Board of Directors.

  In all cases, the committee gives an opinion on the taking of bilateral or syndicated bank credit facilities for an amount of over EUR 250,000,000 per year, it being specified that credit facilities for a duration of less than one year, irrespective of the amount, do not have to be submitted to the Commitments Committee.

Meetings

Article III.3.3 of the Internal Regulations of the Board of Directors:

The meetings of the Commitments Committee may be called by its Chairman at any time, in writing or verbally. Convening notices are issued together with the meeting agenda.

The Commitments Committee meets whenever it deems it necessary to do so, and prior to meetings of the Board of Directors scheduled to discuss matters relating to its duties.

The committee's recommendations must be endorsed by the Board of Directors before the related commitments are entered into by the Group.

Work carried out by the Commitments Committee during the 2020 financial year

The Commitments Committee met twice during the 2020 financial year. Meetings lasted 1 hour and 30 minutes on average and the attendance rate was 100%.

During its meetings in 2020, the committee notably prepared the Board's decisions relating to:

- follow-up of transactions carried out in 2019 and 2020 (*post mortem* on TRFC, Ticket Log/Embratec, CSI); and
- transactions currently under review.

Compensation and Appointments Committee

Members

As of December 31, 2020, the members of the Compensation and Appointments Committee were Ms. Sylvia Coutinho, Mr. Gabriele Galateri di Genola and Ms. Françoise Gri. The committee is chaired by Ms. Françoise Gri.

All of its members are considered by the Board to be independent directors based on the criteria set out in the AFEP-MEDEF Code.

Executive corporate officers cannot be members of the Compensation and Appointments Committee. However, the Chairman and Chief Executive Officer works with the committee to review candidates for election as directors or the executive corporate officers' succession plans. The Chairman and Chief Executive Officer also participates in the committee's review of the compensation policy for members of the Group Executive Committee.

Terms of reference

Article III.4.1 of the Internal Regulations of the Board of Directors:

The Compensation and Appointments Committee prepares the Board of Directors' decisions concerning the directors' compensation, the Chairman of the Board of Directors and the Chief Executive Officers' (*dirigeants mandataires sociaux*) compensation and benefits, and the policy of allocation of stock options or performance shares. It also participates in preparing changes in the composition of the Company's management bodies. For this purpose, it makes recommendations or proposals to the Board of Directors on all matters described below and specifically carries out the following tasks:

- regarding appointments:
  - it issues recommendations, along with the Chief Executive Officer, on appointments, dismissals and reappointments of the directors, the Chairman of the Board of Directors and the Vice-Chairman and organizes the selection of new Directors while taking into account the need for balance in the Board of Directors' membership and ensures that each candidate not only has the required capabilities but is also in a position to devote sufficient time to the Board of Directors' business. The objective is for Directors to have the range of experience and skills necessary to enable the Board of Directors to carry out its duties effectively with the required objectivity and independence vis-à-vis both the Executive Management and any shareholder or group of shareholders,
  - it gives its opinion on the appointment or reappointment of members of the Audit and Risks Committee, the Chairman of the Audit and Risks Committee, and members of other committees;
  - it draws up a succession plan for the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*) in order to be able to submit to the Board of Directors solutions for replacement in the event of an unforeseen vacancy,
  - it suggests the qualification of independent directors for the concerned Directors, checks for compliance with the independence criteria provided in the AFEP-MEDEF Code, proposes criteria to be defined by the Board of Directors, and advises the Chairman of the Board of Directors on the number of independent directors,
  - it is informed of the succession plan concerning members of the Group's Executive Committee;
- concerning compensation and benefits:
  - it examines and make proposals regarding the various components of the compensation of the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*) including the fixed and variable parts of the compensation, the allocation of incentives instruments such as performance shares or stock options, as well as any provision relating to pension plans and all other benefits of any kind,
  - it proposes and supervises the implementation of rules for setting the variable part of the Chief Executive Officers' compensation, while ensuring that the rules are consistent with the annual appraisal of the Chief Executive Officers' performances and the Group's medium-term strategy,
  - it gives its opinion to the Board of Directors on the general policy for the allocation of stock options and performance shares,
  - it is informed and gives its opinion on the compensation policy for members of the Group's Executive Committee,
  - it issues a recommendation to the Board of Directors on the annual fixed amount allocated to the directors as compensation which is submitted to the General Meeting of shareholders. It proposes to the Board of Directors the rules for allocating this annual fixed amount and the individual amounts of payments to be made in this regard to the directors, based on their attendance at Board of Directors and committee meetings in accordance with Article I.9 of these Internal Regulations,
  - it reviews the policy and drafts proposed by the Chief Executive Officer regarding increase of share capital reserved for employees,
  - it reviews the liability insurance cover taken by the Company on behalf of the corporate officers (*mandataires sociaux*),
  - it gives its opinion on the information provided to shareholders in the corporate governance report regarding the corporate officers' compensation (*mandataires sociaux*).

Meetings

Excerpt from Article III.4.3 of the Internal Regulations of the Board of Directors:

[…] the Chief Executive Officer is associated with the work of the committee when reviewing the selection of new Directors or the succession plan for the Chairman of the Board of Directors and the Chief Executive Officers (*dirigeants mandataires sociaux*). Similarly, the committee invites the Chief Executive Officers when reviewing the compensation policy for members of the Group's Executive Committee.

The Compensation and Appointments Committee meets at least twice a year and whenever it deems it necessary to do so, and prior to meetings of the Board of Directors scheduled to discuss matters relating to its duties.

Convening notices are issued by the Chairman of the committee and include the meeting agenda.

Work carried out by the Compensation and Appointments Committee during the 2020 financial year

The Compensation and Appointments Committee met five times during the 2020 financial year (four scheduled meetings and one extraordinary meeting relating to the Covid-19 pandemic). Meetings lasted 1 hour and 40 minutes on average and the attendance rate was 100%.

During its meetings in 2020, the committee notably prepared the Board's decisions relating to:

- the determination of the compensation and benefits of the Chairman and Chief Executive Officer, namely in particular the variable portion of his 2019 compensation, the fixed portion and the performance conditions of the variable portion of his 2020 compensation, as well as the allocation of performance shares;
- the breakdown of directors' compensation (formerly "directors' fees") for the 2019 financial year and the review of the distribution method and increase in compensation as from 2020;
- the performance share allocation policy;
- the Group's "People, Planet, Progress" Corporate Social Responsibility policy, in particular as regards diversity issues;
- the Human Resources policy, particularly as regards employee training and skills development, employer brand and talent management;
- the membership of the Board of Directors, in particular as regards independence and gender balance, and of the Executive Committee;
- the re-appointment of directors at the 2021 General Meeting;
- the onboarding process for new directors;
- the annual review of the specific financial expertise of the members of the Audit and Risks Committee;
- the policy on diversity in the Group's management bodies;
- the policy on professional and pay equality; and
- the impact of Covid-19 and particularly the adjustment of the targets for the Chairman and Chief Executive Officer's and Executive Committee members' annual variable compensation for 2020.

It also discussed the succession plans of Executive Management, members of the Executive Committee and senior executives. The plans make a distinction between reappointments and vacancies.

With regard to the search and selection process for new directors, the Compensation and Appointments Committee uses an outside firm to assist it in selecting candidates to be presented to the Board of Directors. The selection process is carried out on the basis of criteria defined by the Board of Directors and the Compensation and Appointments Committee and in line with the Board's diversity policy. The kind of expertise sought is defined in light of the composition of the Board of Directors, to ensure that it has all the skills necessary for the performance of its duties. In addition, the Board ensures that the skills of Board members are aligned with the skills matrix presented on page 151 of the Universal Registration Document, while also taking care to maintain the balance of its composition in terms of gender and international experience.

6.1.2 Executive Management

6

Article 17 of the bylaws:

Pursuant to the legal and regulatory provisions in force, Executive Management is taken on either by the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer.

Based on a majority of votes casts by directors who are present or represented by proxy, the Board of Directors chooses one of the two different ways of exercising Executive Management.

The Board of Directors has the faculty to decide that the chosen option will be effective until the Board of Directors votes otherwise, under the same quorum and majority conditions.

When the Company's Executive Management is taken on by the Chairman of the Board of Directors, the following provisions, relating to the Chief Executive Officer, apply.

On June 29, 2010, the Board of Directors decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and confirmed this decision on September 10, 2015 when Mr. Bertrand Dumazy was appointed Chairman and Chief Executive Officer and on May 3, 2018 when his term of office as director was renewed (see section 6.1 "Corporate governance", page 148).

6.1.2.1 Appointment of the Chief Executive Officer

Excerpt from Article 18 of the bylaws:

No individual exceeding the age of 65 may be appointed as Chief Executive Officer. If a Chief Executive Officer in office exceeds the age limit of 65, the latter, at the first General Meeting held after his or her birthday, shall be deemed to have automatically resigned.

6.1.2.2 Powers of the Chief Executive Officer

Excerpt from Article 18 of the bylaws:

The Chief Executive Officer is invested with extensive powers enabling him or her to act in all circumstances on behalf of the Company. The Chief Executive Officer exercises his or her powers within the limits of the corporate purpose and subject to the powers that the legal and regulatory provisions in force expressly confer to the General Meetings and to the Board of Directors.

He or she represents the Company in its relationships with third parties.

The Company is bound even by the actions of the Chief Executive Officer that do not fall within the corporate purpose, unless it proves that the third party knew that such actions did not fall within the corporate purpose or that it could not ignore such fact given the circumstances, it being excluded that the publication of the bylaws alone would be sufficient to constitute such proof.

Under the conditions provided for in the legal and regulatory provisions in force, the undertakings, avals or guarantees given on behalf of the Company are authorized by the Board of Directors, or given by the Chief Executive Officer under the authorization of the Board of Directors, for a duration that cannot exceed one year, whatever the duration of the guaranteed commitments may be.

The Chief Executive Officer and Deputy Chief Executive Officers can grant, with or without the faculty to substitute, all delegations to all representatives that they elect, subject to the restrictions provided for in the legal and regulatory provisions in force.

6.1.2.3 Restrictions on the powers of the Chief Executive Officer

Neither the bylaws nor the Board of Directors provide for any particular restrictions on the Chief Executive Officer's powers, which are exercised in accordance with the legal and regulatory provisions in force, the bylaws, the Internal Regulations of the Board of Directors and the guidelines adopted by the Board of Directors.

Article I.4.2 of the Board of Directors' Internal Regulations lays down the cases in which prior approval by the Board of Directors is required:

Excerpt from Article I.4.2 of the Internal Regulations of the Board of Directors:

[The Board of Directors] systematically gives prior authorizations for each of the following decisions or transactions:

- any and all (immediate or deferred) financial commitments, made by the Company or by one of the Group companies, representing more than EUR 50,000,000 per transaction. "Financial commitments" are defined as:
  - any and all acquisitions or disposals of business lines or assets or majority or minority interests in other companies not controlled by the Company within the meaning of Article L. 233-3 I. and II. of the French Commercial Code. The amount of the commitment is considered as being equal to the entity's enterprise value,
  - any and all direct investments (e.g. creation of an activity, business line, subsidiary or expenditure on technological developments),
  - rental and lease commitments, the amount for determining the commitment corresponds to the market value of the leased asset,
  - any and all loans, or shareholder loans to entities not controlled by the Company as defined in Article L. 233-3 I. and II. of the French Commercial Code,
  - any and all bilateral or syndicated bank credit facilities,

    However, credit facilities for amounts less than or equal to EUR 250,000,000 per year do not require authorization, provided that such a financial commitment is consistent with, and undertaken in accordance with, the Group's annual financial policy previously approved by the Board of Directors. In such a case, the Board of Directors is subsequently informed by the Chief Executive Officer of the commitments underwritten;

    Similarly, the Board's prior authorization is not required for credit facilities granted for a period of less than one year, regardless of the amount borrowed,
- any and all transactions, regardless of the amount, likely to affect the Group's strategy or resulting in a material change in the Group's business scope (specially the entry in a new business or withdrawal from an existing business) or outside the scope of the Company's declared strategy.

  The material nature of the transactions concerned is assessed by the Chief Executive Officer or any other person duly appointed to implement said transactions.

6.1.2.4 Deputy Chief Executive Officers

Excerpt from Article 19 of the bylaws:

Upon the Chief Executive Officer's proposal, the Boards of Directors can appoint one or several natural persons in charge of assisting the Chief Executive Officer with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is 5.

The Board of Directors has not appointed a Deputy Chief Executive Officer. The Chairman and Chief Executive Officer carries out his duties with the help of an Executive Committee.

6.1.3 Executive Committee

Edenred's Executive Committee is made up of the Chairman and Chief Executive Officer together with the heads of the key corporate and operational functions.

When selecting members of the governing bodies of the Group and its subsidiaries, and in particular the Executive Committee, the guiding principle is to promote or hire the candidate of the least represented gender, subject to suitable performance and aptitude. In this context, internal promotion is a priority; external firms are only commissioned in the absence of a suitable profile. These firms are required to systematically present candidates of each gender so as to ensure a balanced representation of women and men within the governing bodies of the Group and its subsidiaries.

As at January 4, 2021, the members of the Executive Committee are:

- **Bertrand Dumazy**, Chairman and Chief Executive Officer;
- **Jacques Adoue**, Executive Vice President, Human Resources & Corporate Social Responsibility;
- **Emmanuelle Châtelain**, Vice President, Communications;
- **Gilles Coccoli**, Chief Operating Officer, Americas;
- **Antoine Dumurgier**, Chief Operating Officer, Fleet & Mobility Solutions;
- **Arnaud Erulin**, Chief Operating Officer, Europe, Middle East & Africa;
- **Philippe Relland-Bernard**, Executive Vice President, Legal & Regulatory Affairs;
- **Patrick Rouvillois**, Executive Vice President, Innovation & Asia-Pacific;
- **Eric Sauvage**, Executive Vice President, Marketing & Strategy;
- **Julien Tanguy**, Executive Vice President, Finance; and
- **Dave Ubachs**, Executive Vice President, Global Technology.

6.1.4 Diversity

6.1.4.1 Policy on gender diversity in management bodies

Our ambition

Determined to reflect the diversity of its clients and aware that diversity is a source of well-being and performance, Edenred has initiated a global action plan to guarantee the same career opportunities for all its employees, regardless of country or entity.

Within Edenred, there are now around 49% of men and 51% of women. However, progress still needs to be made to improve gender diversity at the highest levels of the organization.

To achieve this, a policy targeting the Group's management bodies (the "***target population***") has been developed and is structured around four segments:

1) the Extended Group Executive Committee ("**E-GEC**"), which brings together the Group's Executive Committee, the Regional Directors and the General Managers ("**GMs**") of the main business units;
2) the **General Managers** of our business units;
3) the Country and Regional **Management Committees**;
4) the **executive teams at corporate headquarters** reporting directly to a member of the Group Executive Committee.

For each of these categories, the aim is to set objectives that are aligned with our ambitions but also compatible with the reality of our starting point. The following targets have been defined:

	2020	2021	2022	2023	2030
Overall percentage of women in the target population (real for 2020 and targets thereafter)	29%	30%	31%	32%	40%

The strategy developed in 2018 to achieve our gender diversity policy is based on **three pillars**:

- recruitment;
- promotion;
- retention.

Recruitment

Recruitment is a key avenue for improving the gender diversity of the Group's management bodies.

A message was sent to all General Managers in 2018 requiring partner **recruitment agencies** to present **at least one person of the underrepresented gender** in the short-list of applicants for positions associated with the target population.

Once the short-list has been obtained, if the person of the underrepresented gender has the attitude and skills necessary for the position, then he or she will be selected.

If the applicant chosen is not of the underrepresented gender, a more in-depth analysis of the reasons for this choice will be requested, to ensure that the process was carried out in compliance with the Group's policy.

Thanks to the deployment of a Group-wide HR system, global figures for the key indicators relating to recruitment will be available from June 2021. This automated process will enable us to improve the efficiency of our gender diversity policy.

In addition, we ensure that all genders are represented in the group of people in charge of selecting applicants.

Promotion

Gender diversity in the Group's talent programs

In addition to recruitment, particular attention has been paid since 2019 to diversity in the Group's talent programs. To speed up the progress already made in both Talent Week and the Edenred Executive Academy, a diversity quota has been introduced for both programs, starting in 2021.

For Talent Week, which is aimed at high-potential managers with around ten years of professional experience, the target quota for the underrepresented gender is at least 40% of participants.

For the Edenred Executive Academy, which is aimed at more experienced employees (more than 15 years of professional experience), the target quota for the underrepresented gender is at least 35% of participants.

These targets, which may be reassessed over the years, will enable us to step up the presence of women in our flagship talent programs, as of today, through increasingly practical initiatives.

Closer attention to talent management

The pool of female talent at Edenred is not yet sufficiently developed, forcing us to recruit externally in order to meet our diversity objectives. To promote female talent more effectively, we need to improve the management of our succession plans.

Since early 2021, high-potential women employees are identified and monitored to create a pool of talent for the Group's management bodies. This enables them to receive better support in terms of talent development and career advancement. Various programs can be used as part of this approach, including coaching, training modules on leadership for women and any other initiatives that promote diversity.

Retention

An internal mentoring program was launched in 2020 for women who are members of country management committees or have been identified as high-potentials among the Group's management teams (after participating in Talent Week, for example). Designed to boost women's confidence in their ability to take on positions with a higher level of responsibility, the program enabled 33 women to benefit during the year from the support of a mentor from among the Group's General Managers or E-GEC members.

A survey conducted among program participants showed a high level of satisfaction. The initiative will therefore be renewed in 2021, taking into account the suggestions made by participants, which notably included greater support throughout the program.

The survey also brought to light an interesting "reverse mentoring" effect, with mentors becoming more aware of the difficulties faced by women in the development of their careers.

Additional initiatives

On top of the initiatives implemented as part of the Recruitment, Promotion and Retention pillars, other important steps are also being taken:

- creation of a Diversity Steering Committee that brings together five of the Group's top executives, including the Chairman and Chief Executive Officer, and meets twice a year. The committee is responsible for collecting and analyzing the ideas that emerge from the "Eden" network (see below), validating action plans, deciding on the trajectory of diversity objectives and monitoring the effectiveness of the initiatives implemented at the Group and country levels,
- creation of an "Eden" network at the country level to foster diversity and inclusion initiatives throughout the year and make them more widely known. The network meets three times a year,
- addition to the e-learning platform of a module on diversity and inclusion. The module is mandatory in all countries that have access to the platform,
- signature of the Diversity Charter or its equivalent by 45% of our business units at end-2020, with a target of 100% by end-2021,
- encouragement given to front-line teams to implement diversity and inclusion initiatives that go beyond the legal and regulatory requirements applicable in their country,
- initiatives to monitor and increase representation of the underrepresented gender in internal and external events, such as forums, conferences and general meetings.

6.1.4.2 Gender diversity in the 10% of positions with the highest levels of responsibility

Within the Group, positions with the highest levels of responsibility are represented by the so-called "Executive" population, i.e. the members of the Extended Group Executive Committee, their direct reports and all members of the executive committees of the Group's subsidiaries, i.e. around 350 people out of around ten thousand employees in total (around 3.5% of the total workforce). Women represent 29% of the "Executive" population in 2020 and the Group targets 40% of women within this population in 2030. It is further recalled that the women represent 51% of the Group's total workforce.

6.1.5 General Meetings

In light of the constantly changing situation caused by the Covid-19 pandemic, the usual conditions and procedures for convening and holding General Meetings described below may evolve, in line with changes to health guidelines or to legal and regulatory requirements.

6.1.5.1 Convening of General Meetings

Article 23 of the bylaws:

General Meetings are convened under the conditions set by the legal and regulatory provisions in force.

Pursuant to the legal and regulatory provisions in force, any shareholder has the right to attend General Meetings and to take part in the resolutions or to be represented by proxy, irrespective of the amount of shares it holds, if, under the conditions provided for in the legal and regulatory provisions in force, it justifies the registration of shares in its name – or as long as the Company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to paragraph seven of Article L.228-1 of the French Commercial Code – on the second business day prior to the date on which the General Meeting is held, at 12:00 A.M., Paris time, either in registered share accounts held by the Company, or, as long as the Company's shares are admitted to trading on a regulated market, in bearer share accounts held by one of the authorized intermediaries, referred to in paragraphs 2 to 7 of Article L.542-1 of the French Monetary and Financial Code.

The registration or accounting entry of shares in the bearer share accounts held by the authorized intermediary is recorded by a share ownership certificate issued, electronically if necessary, by the latter under the conditions provided for in the legal and regulatory provisions in force.

The meetings are held at the registered office or at any other place specified in the convening notice.

6.1.5.2 Conduct of General Meetings and conditions and procedures for participating

Article 24 of the bylaws:

Any shareholder has the right to take part in the General Meetings or to be represented by proxy under the conditions determined in the legal and regulatory provisions in force.

Shareholders can cast their vote by post pursuant to Article L.225-107 of the French Commercial Code. The proxy/postal voting form may be sent to the Company or to the Company's registrar in paper form or, by decision of the Board of Directors published in the notice of meeting, by electronic mail in accordance with the conditions provided for in the legal and regulatory provisions in force.

If the Board of Directors so decides when the General Meeting is convened, shareholders may also participate in and vote at the General Meeting by videoconference or by any other means of electronic telecommunication or remote transmission that allows them to be identified in accordance with the conditions provided for in the legal and regulatory provisions in force.

In addition, and if the Board of Directors so decides when the General Meeting is convened, shareholders may also request an admission card electronically.

Are deemed present, for the calculation of the quorum and the majority, the shareholders who take part in the General Meeting by videoconference or by any other means of electronic telecommunication or remote transmission that allow them to be identified, and the nature and conditions of application of which are determined by the legal and regulatory provisions in force.

If the Board of Directors so decides when the General Meeting is convened, the entire General Meeting may be publicly broadcast by videoconference or any other means of telecommunication or remote transmission, including *via* the Internet.

In the event of an electronic signature of the postal voting form by the shareholder or its legal representative or in the event of an electronic signature of the proxy form by the shareholder, thus enabling it to be represented at a General Meeting, such signature will have to:

- either take the form of a secured electronic signature pursuant to the conditions determined by the legal and regulatory provisions in force;
- or take the form of a registration by the shareholder *via* an access code and a unique password on the Company's website, if such website exists, pursuant to the legal and regulatory provisions in force; such procedure will be considered to be a reliable and secure identification procedure guaranteeing the shareholder's link with the instrument that contains the electronic signature, within the meaning of the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

Each share gives right to one vote, except in the case where the voting right is regulated by the legal and regulatory provisions in force. A voting right that is double that of a right attached to the other shares, regarding the proportion of the share capital that they represent, is attributed to all the shares that are fully paid up and for which proof can be provided of registration of at least two years in the name of the same shareholder.

In addition, in case of an increase in the capital following the incorporation of reserves, profits or issue premiums, a double voting right applies to registered shares, as soon as they have been issued, that are allocated to a shareholder for free on the basis of old shares for which it benefits from said right.

Any share that has been converted into a bearer share or that has seen its ownership changed loses the double voting right. However, the transfer following an inheritance, a liquidation of joint ownership between spouses or a donation between living persons for the benefit of a spouse or a parent entitling one to inherit does not result in the loss of the acquired right and does not interrupt the two-year period provided for in this Article. The merger of the Company has no effect on the double voting right, which can be exercised within the absorbing company, if this is established in its bylaws.

When shares are held by a beneficial and non-beneficial owner, the voting right attached to these shares belong to the beneficial owner in the Ordinary and Extraordinary General Meeting, subject to the non-beneficial owner's right to vote in person when a unanimous shareholders vote is required in the legal and regulatory provisions in force.

The General Meetings are chaired by the Chairman of the Board of Directors or, failing that, by a director who has been appointed especially for such purpose by the Board of Directors. Failing that, the General Meeting appoints its Chairman itself.

The duties of the Scrutineer (*scrutateur*) are carried out by the two present and consenting members of the General Meeting, who by themselves or as representatives have the largest number of votes. The General Meeting Committee (Bureau) that has so been constituted appoints the Secretary, who can be appointed from outside the shareholders.

An attendance sheet is kept under the conditions provided for in the legal and regulatory provisions in force.

Copies or extracts of the minutes of General Meetings are validly certified by the Chairman of the Board of Directors, by the Chairman of the meeting or by the Secretary of the General Meeting.

Ordinary and Extraordinary General Meetings fulfilling the conditions of quorum and majority required by the provisions that respectively govern them, exercise the powers that have been granted to them by the legal and regulatory provisions in force.

6.1.5.3 Summary table of authorizations and delegations in force granted by the General Meeting and their utilization in 2020 and early 2021 (until March 1, 2021)

Pursuant to Articles L.225-129-1 and L.225-129-2 of the French Commercial Code, the General Meeting may grant delegations to the Board of Directors regards capital increases.

On that basis, the Combined General Meetings of May 14, 2019 and May 7, 2020 granted the Board of Directors the financial authorizations and delegations set out in the table below.

It is further noted that in addition to these authorizations and delegations in the area of share capital increases, the General Meeting authorized the Board of Directors to proceed with share buybacks as well as share capital reductions by cancelling shares bought back and that these authorizations were used by the Board of Directors in the 2020 financial year (see section "(c) Utilization of authorizations granted by the General Meeting" in section 3.2.3 of the Universal Registration Document, page 59).

To replace the previous one, a new authorization to proceed with the free allocation of performance shares to employees and corporate officers will be proposed at the General Meeting of May 11, 2021 (see Chapter 8 "General Meeting" of the Universal Registration Document, starting on pages 341-342 and 351-352).

				UTILIZATION	
TYPE OF AUTHORIZATION	DATE OF AUTHORIZATION	MAXIMUM AMOUNT AUTHORIZED	DURATION AND EXPIRY DATE	IN 2020	IN 2021 (UNTIL MARCH 1)
INCREASE OF SHARE CAPITAL					
Issuance with pre-emptive subscription rights	General Meeting of May 3, 2018 (21st resolution)	**Equity securities:** €155,366,138 **Debt securities:** €1,553,661,380	**Duration:** 26 months **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (16th resolution)	**Equity securities:** €160,515,205 **Debt securities:** €1,605,152,050	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None
Issuance by public offer (excluding qualified investors) without pre-emptive subscription rights	General Meeting of May 14, 2019 (10th resolution)	**Equity securities:** €23,540,324 (1) **Debt securities:** €500,000,000 (1) *These ceilings count towards the ceilings set in the 21st and 22nd resolutions of the General Meeting of May 3, 2018*	**Duration:** 26 months as from the General Meeting of May 3, 2018 **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (17th resolution)	**Equity securities:** €24,320,485 (2) **Debt securities:** €750,000,000 (2) *These ceilings count towards the ceilings set in the 16th resolution of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None
Public offer (exclusively for qualified investors) without pre-emptive subscription rights	General Meeting of May 14, 2019 (11th resolution)	**Equity securities:** €23,540,324 (1) **Debt securities:** €500,000,000 (1) *These ceilings count towards the ceilings set in the 21st and 23rd resolutions of the General Meeting of May 3, 2018*	**Duration:** 26 months as from the General Meeting of May 3, 2018 **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (18th resolution)	**Equity securities:** €24,320,485 (2) **Debt securities:** €750,000,000 (2) *These ceilings count towards the ceilings set in the 16th and 17th resolutions of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None

				UTILIZATION	
TYPE OF AUTHORIZATION	DATE OF AUTHORIZATION	MAXIMUM AMOUNT AUTHORIZED	DURATION AND EXPIRY DATE	IN 2020	IN 2021 (UNTIL MARCH 1)
Increase in the amount of issuances that are oversubscribed	General Meeting of May 3, 2018 (24th resolution)	15% of the amount of the initial issuance *This ceiling counts towards the ceilings set in the 21st resolution of the General Meeting of May 3, 2018 and in the 10th resolution of the General Meeting of May 14, 2019*	**Duration:** 26 months **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (19th resolution)	15% of the amount of the initial issuance *This ceiling counts towards the ceilings set in the 16th resolution of the General Meeting of May 7, 2020 and the specific ceiling set in the resolution used for the initial issuance*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None
Issuance to remunerate contributions in kind	General Meeting of May 3, 2018 (25th resolution)	**Equity securities:** €47,000,000 [3] **Debt securities:** €500,000,000 [4] *These ceilings count towards the ceilings set in the 21st resolution of the General Meeting of May 3, 2018 and in the 10th resolution of the General Meeting of May 14, 2019*	**Duration:** 26 months **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (20th resolution)	**Equity securities:** €24,320,485 [2] **Debt securities:** €750,000,000 [2] *These ceilings count towards the ceilings set in the 16th and 17th resolutions of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None
Capitalization of reserves, profit, premiums or other	General Meeting of May 3, 2018 (26th resolution)	**Equity securities:** €155,366,138 *This ceiling counts towards the ceiling set in the 21st resolution of the General Meeting of May 3, 2018*	**Duration:** 26 months **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (21st resolution)	**Equity securities:** €160,515,205 *This ceiling counts towards the ceiling set in the 16th resolution of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None
EMPLOYEE SAVINGS					
Issuance reserved for members of a savings plan with cancellation of pre-emptive subscription rights	General Meeting of May 14, 2019 (12th resolution)	2% of the share capital as at the close of the General Meeting of May 14, 2019 *This ceiling counts towards the ceilings set in the 21st and 27th resolutions of the General Meeting of May 3, 2018 and in the 10th resolution of the General Meeting of May 14, 2019*	**Duration:** 26 months as from the General Meeting of May 3, 2018 **Early termination:** May 7, 2020	None	N/A
	General Meeting of May 7, 2020 (22nd resolution)	**Equity securities:** €9,728,194 *This ceiling counts towards the ceilings set in the 16th and 17th resolutions of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None

TYPE OF AUTHORIZATION	DATE OF AUTHORIZATION	MAXIMUM AMOUNT AUTHORIZED	DURATION AND EXPIRY DATE	UTILIZATION IN 2020	UTILIZATION IN 2021 (UNTIL MARCH 1)
PERFORMANCE SHARE PLANS					
Free allocation of performance shares	General Meeting of May 3, 2018 (28th resolution)	1.5% of the share capital as at the allocation date (of which 0.1% for the Chairman and Chief Executive Officer) *This ceiling counts towards the ceilings set in the 21st and 22nd resolutions of the General Meeting of May 3, 2018 and in the 10th resolution of the General Meeting of May 14, 2019*	**Duration:** 26 months **Early termination:** May 7, 2020	502,551 performance shares allocated on February 25, 2020 (*i.e.*, 0.21% of the share capital as at the allocation date) 12,013 performance shares allocated on May 6, 2020 (*i.e.*, 0.005% of the share capital as at the allocation date)	N/A
	General Meeting of May 7, 2020 (23rd resolution)	1.5% of the share capital as at the allocation date (of which 0.1% for the Chairman and Chief Executive Officer) *This ceiling counts towards the ceilings set in the 16th and 17th resolutions of the General Meeting of May 7, 2020*	**Duration:** 26 months **Expiry date:** July 7, 2022	None	None

(1) Common ceiling applicable to the 10th and 11th resolutions of the General Meeting of May 14, 2019.
(2) Common ceiling applicable to the 17th, 18th and 20th resolutions of the General Meeting of May 7, 2020.
(3) Common ceiling applicable to the 22nd, 23rd and 25th resolutions of the General Meeting of May 3, 2018.
(4) Common ceiling applicable to the 22nd and 23rd resolutions of the General Meeting of May 3, 2018.

6

6.2 Corporate officers' compensation

The information required by French law 2019-486 dated May 22, 2019 on corporate growth and transformation ("Pacte law") and the related enabling legislation is included in the information below, which presents the compensation of corporate officers as follows:

- the first sub-section (6.2.1) presents the corporate officers' compensation policy to be submitted to shareholders for approval (*ex ante* vote) at the Combined General Meeting of May 11, 2021, in the 10th resolution (Chairman and Chief Executive Officer) and the 11th resolution (members of the Board of Directors other than the Chairman and Chief Executive Officer), in accordance with Article L. 22-10-8 of the French Commercial Code;
- the second sub-section (6.2.2) presents the disclosures referred to in Article L. 22-10-9 (I.) of the French Commercial Code, concerning the total compensation paid during, or awarded for, the 2020 financial year to the corporate officers for their services in this capacity. The said disclosures will be submitted to shareholders for approval (global *ex post* vote) at the Combined General Meeting of May 11, 2021, in the 13th resolution, pursuant to Article L. 22-10-34 (I.) of the French Commercial Code;
- the third sub-section (6.2.3) presents the fixed, variable and exceptional components of the total compensation and the benefits of any kind paid during, or awarded for, the 2020 financial year to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, and which will be submitted to shareholders for approval (specific *ex post* vote) at the Combined General Meeting of May 11, 2021, in the 14th resolution, pursuant to Article L.22-10-34 (II.) of the French Commercial Code; and
- the fourth and final sub-section (6.2.4) presents additional disclosures concerning corporate officers' compensation not submitted to shareholders for approval.

6.2.1 Corporate officers' compensation policy (ex ante vote by shareholders)

Decision-making process

The compensation policy is set by the Board of Directors based on a recommendation by the Compensation and Appointments Committee. The Board considers the compensation policy as a whole and takes into account each of its components, which are as follows:

- **for members of the Board of Directors:** annual compensation, comprising a fixed and a variable portion (previously referred to as "directors' fees");
- **for the Chairman and Chief Executive Officer:** annual fixed compensation, annual variable compensation, long-term compensation, other commitments and benefits.

The Compensation and Appointments Committee meets several times a year to discuss relevant subjects and performs preparatory work conducted under the supervision of the committee's Chairman. This work includes:

- reviewing corporate officers' compensation data from similar companies;
- monitoring changes in corporate governance best practices, guidelines and codes;
- and, regarding the Chairman and Chief Executive Officer, analyzing his performance and that of the Company, ensuring that objectives are in line with Group strategy and shareholders' interests. This work is used as a basis to assess the prior year's performance and set targets and compensation for the following year.

The Compensation and Appointments Committee regularly engages external compensation consultants, in particular the firm Mercer, to perform a benchmark study of the corporate officers' compensation.

This study is based on a peer group of French companies from a variety of sectors included in the SBF 120 index with similar characteristics to the Group, selected based on the following four criteria: market capitalization, operating income, total number of employees and percentage of employees located abroad.

The compensation policy is reviewed at least once a year, giving due consideration in particular to changes in compensation-related laws and regulations, best practices, guidelines and corporate governance codes, as well as the votes cast by shareholders and, as the case may be, any opinions expressed during the General Meeting.

The Board of Directors and the Compensation and Appointments Committee pay close attention to preventing and managing any conflicts of interest that may arise during the decision-making process, in accordance with the policy on the prevention of conflicts of interest set out in the Internal Regulations of the Board of Directors.

Concerning the components of the corporate officers' compensation:

- the Chairman and Chief Executive Officer's annual fixed compensation is revised periodically (at fairly long intervals or when his appointment is due to be renewed), taking into account his performance and market practices. However, it may be revised earlier than that in the event of a significant change in the scope of his responsibilities or if there is a wide gap as to his positioning on the market. In these specific circumstances, the revised annual fixed compensation and the reasons for its revision will be disclosed;
- the Chairman and Chief Executive Officer's annual variable compensation and long-term compensation are reviewed annually;
- the compensation of the members of the Board of Directors is revised periodically, taking into account market practices.

The main difference compared with the compensation policy of the Chairman and Chief Executive Officer approved by the General Meeting of May 7, 2020, would concern, if approved, the modification and adjustment of some of the criteria used for long-term compensation.

This compensation policy was set by the Board of Directors at its meeting on March 1, 2021, based on the recommendations of the Compensation and Appointments Committee. In accordance with Article L.22-10-8 (II.) of the French Commercial Code, it will be submitted to shareholders for approval at the upcoming General Meeting, in the 10th and 11th resolutions.

Philosophy

The corporate officers' compensation policy is determined based on an assessment of the level and difficulty of their function, their experience, and observed practices in companies or groups of a comparable size to Edenred.

All of the components of the corporate officers' compensation comply with the applicable laws and regulations, the AFEP-MEDEF Code and the "comply or explain" principle.

The corporate officers' compensation policy:

- **is aligned with the corporate interest**, because it is both useful and appropriate for the Company, considering the challenges associated with the Next Frontier strategic plan (2019-2022);
- **contributes to the Company's long-term sustainability**, because the long-term compensation represented by the performance share plan provides a long-term incentive for corporate officers and increases the sense of shared interest;
- **is part of the Company's growth strategy:** the Next Frontier strategic plan referred to above is designed to unlock the potential of a digital platform model, leading to sustainable and profitable growth. Annual variable compensation notably includes quantifiable financial objectives aligned with the annual objectives defined as part of the Next Frontier strategic plan.

More specifically as regards to the Chairman and Chief Executive Officer, the Board has set diverse and demanding performance criteria, which are used to perform a complete analysis of his performance, in line with the Group's strategy and shareholders' interests. The rules for determining compensation take into account the need to attract, retain and motivate high-performing executive corporate officers while aligning their interests with those of shareholders. The performance assessment is based on a balance between financial and non-financial criteria as well as a balance between short-term and long-term performance. More than 75% of the Chairman and Chief Executive Officer's total compensation is variable and composed of criteria related to the Group's short and long term performance.

Directors' compensation

Compensation structure

On the recommendation of the Compensation and Appointments Committee, the Board of Directors allocates the annual fixed amount awarded by the General Meeting[1] based in particular on each director's attendance rate at Board meetings and at meetings of any committee of which he or she is a member. The compensation allocation method must include a variable portion (representing the largest part of each director's compensation).

Allocation is based on the following principles:

- the duties of Board members are compensated with a fixed portion of a flat amount and with a variable portion based on the number of Board meetings attended in the previous financial year, which will exceed the amount of the fixed portion;
- the duties of Vice-Chairman of the Board of Directors are compensated with an additional fixed portion of a flat amount;
- the duties of members of a Board Committee are compensated with a variable portion based on the number of Committee meetings attended the previous financial year, with Audit and Risks Committee members entitled to a larger variable portion than members of the other committees;
- the duties of committee Chairman are compensated with a fixed portion of a flat amount defined for each of the committees, with the Chair of the Audit and Risks Committee entitled to a larger fixed portion than that awarded to the other committee Chairmen;
- directors who also hold the position of Chairman of the Board, Chairman and Chief Executive Officer, Chief Executive Officer or Deputy Chief Executive Officer of the Company are not entitled to any compensation for their duties as members of the Board of Directors.

These allocation principles are aligned with AFEP-MEDEF Code guidelines, which are as follows:

- a variable portion (representing the largest part of each director's compensation) that takes into account directors' attendance at Board meetings;
- an additional amount allocated to members of the Board Committees;
- an amount that reflects the level of responsibility assumed and time spent in the role of director.

6

(1) As of the date of this compensation policy, the total compensation budget amounts to €700,000 as set by the General Meeting of May 7, 2020. At the General Meeting of May 11, 2021, shareholders will be asked to increase this total amount to €800,000.

Subject to any changes in the membership of the Board of Directors during the financial year, the amounts would be set as follows:

Board of Directors	Each member	Fixed portion	€15,000 per year
		Variable portion	€4,200 per Board meeting attended
	Vice-Chairman	Additional fixed portion	€15,000 per year
Audit and Risks Committee	Chairman	Fixed portion	€17,000 per year
	Each member	Variable portion	€6,500 per committee meeting attended
Commitments Committee	Chairman	Fixed portion	€15,000 per year
	Each member	Variable portion	€5,500 per committee meeting attended
Compensation and Appointments Committee	Chairman	Fixed portion	€15,000 per year
	Each member	Variable portion	€5,500 per committee meeting attended

Renewal of a director's term of office and appointment of a new director

The compensation and allocation principles described above will also apply to any director whose term of office is renewed or (on a prorated basis if appropriate) to any new director appointed during the application period of this compensation policy.

Chairman and Chief Executive Officer's compensation

The Chairman and Chief Executive Officer will not receive any compensation for his duties as member of the Board of Directors.

In addition, the Chairman and Chief Executive Officer may not have an employment contract while holding executive office.

Annual fixed compensation

The Chairman and Chief Executive Officer's annual fixed compensation is paid in 12 monthly instalment and is based on:

- the complexity of his responsibilities;
- his professional experience and expertise;
- benchmark studies of comparable functions (external competitiveness).

The Chairman and Chief Executive Officer's gross annual fixed compensation amounts to €825,000, unchanged since the Board of Directors' decision of December 20, 2017.

Annual variable compensation

Structure of annual variable compensation

The Chairman and Chief Executive Officer will receive an annual variable compensation equal to 120% of the annual fixed compensation if the targets set are achieved ("target variable"). It will be based on:

- **quantifiable financial objectives, representing 65% of the annual fixed compensation,** based primarily on like-for-like EBITDA and, to a lesser extent, on earnings per share at constant exchange rates;
- **quantifiable business objectives, representing 30% of the annual fixed compensation,** linked to the Group's strategy and depending on its implementation; and
- **qualitative managerial and Corporate Social Responsibility (CSR) objectives, representing 25% of the annual fixed compensation,** aligned with the Group's strategy and based on its three-pronged sustainable development policy: People (improve quality of life), Planet (protect the environment) and Progress (create value responsibly). The policy has been built around ten long-term commitments that are regularly re-assessed. These commitments are supported by targets to be met in 2022 and 2030 concerning, for example, reductions in the Group's carbon footprint, staff training, initiatives to raise awareness among users and merchants of the need to observe a balanced diet, or the design and deployment of eco-responsible services. The Board of Directors monitors the improvements in these indicators delivered by the Chairman and Chief Executive Officer and all of the Group's teams.

The table below summarizes the structure of annual variable compensation:

PERFORMANCE INDICATOR	TARGET VARIABLE	MAXIMUM
Quantifiable financial objectives: Like-for-like EBITDA and, to a lesser extent, earnings per share at constant exchange rates	**65% of the annual fixed compensation**	**Up to an additional 40% of the annual fixed compensation** if the quantifiable objectives are outperformed and based on a balanced split between said objectives
Quantifiable business objectives: linked to the Group's strategy and depending on its implementation	**30% of the annual fixed compensation**	**Up to an additional 20% of the annual fixed compensation** if the quantifiable objectives are outperformed and based on a balanced split between said objectives
Qualitative managerial and Corporate Social Responsibility (CSR) objectives	**25% the of annual fixed compensation**	
OVERALL RATE OF ACHIEVEMENT OF THE OBJECTIVES	**120% OF THE ANNUAL FIXED COMPENSATION**	**180% OF THE ANNUAL FIXED COMPENSATION**

The targets for these criteria are clearly defined but are not disclosed for reasons of confidentiality, in a highly competitive environment for all of the Group's product lines. Edenred's main competitors are either not listed on the stock exchange or, if they are listed, derive only a limited proportion of their revenue from business lines that are equivalent to those of the Group. For these reasons, they disclose few details about the financial or business objectives of the businesses that compete with those of Edenred.

Ceiling

If the quantifiable objectives are outperformed, the Board of Directors may raise the annual variable compensation to a maximum of 180% of the Chairman and Chief Executive Officer's annual fixed compensation based on a balanced split between the said objectives.

Modalities in case of taking up office

If a new Chairman and Chief Executive Officer were to be appointed during the financial year, the same principles would apply, with the amount prorated to the period served. However, if the new appointment was made in the second half of the financial year, performance would be assessed by the Board of Directors on a discretionary basis, based on the recommendation of the Compensation and Appointments Committee.

Modalities in case of loss of office

If the Chairman and Chief Executive Officer were to stand down during the financial year, the amount of the variable portion of compensation for that financial year would be based on:

- his performance as assessed by the Board of Directors on a discretionary basis, based on the recommendation of the Compensation and Appointments Committee; and
- the period served during the financial year concerned.

Long-term compensation

Long-term compensation structure

This mechanism, to which other key executives of the Group are also entitled, is particularly appropriate for the Chairman and Chief Executive Officer given the direct contribution he is expected to make to the Company's overall long-term performance. In line with market practices and the Company's strategy, this mechanism is based on the award of performance shares, which not only help to incentivize and retain the beneficiaries but also to align their interests with the interest of the Company and that of the shareholders.

The performance shares allocated free of charge vest only if the Chairman and Chief Executive Officer is still in office at the end of the three-year vesting period and the following three performance conditions are met over that period:

- like-for-like EBITDA growth rate;
- Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index; and
- a Corporate Social Responsibility (CSR) condition that includes the diversity of the Group's management bodies, its reduction of greenhouse gas emissions and efforts to raise awareness of healthy eating.

Measurements for these criteria are presented in this Universal Registration Document, pages 341-342.

Compared with the compensation policy approved by the General Meeting of May 7, 2020:

- the operating revenue growth rate has been replaced by the achievement of a CSR condition;
- regarding the TSR:
  - CAC Large 60's TSR has been replaced by SBF 120's TSR;
  - for the TSR condition, the percentage achievement rate corresponding to the 4th sextile has been modified, from 75% to 50%.

Ceiling

The award-date value of the performance share award may not exceed 120% of the annual fixed and target variable compensation of the Chief Executive Officer at the award date.

Modalities in case of loss of office

The Chairman and Chief Executive Officer will forfeit the right to the performance shares initially granted if he resigns during the vesting period, unless the Board of Directors decides otherwise. The performance conditions set at the award date would still have to be met in order for the performance shares to vest.

If the Chairman and Chief Executive Officer is forced to stand down for any reason whatsoever during the vesting period, he will retain the right to one-third of the shares awarded for each year of presence during the three-year vesting period, unless the Board of Directors decides that the entire award may be retained. The performance conditions set at the award date must still be met in order for the performance shares to vest.

Exceptional compensation

The Board of Directors adopts the principle according to which the Chairman and Chief Executive Officer could receive an exceptional compensation in certain circumstances, which shall be disclosed in detail and substantiated, it being reminded that payment of an exceptional compensation is subject to approval by the shareholders in accordance with Article L.22-10-8 of the French Commercial Code. The exceptional compensation may be paid in cash and/or in performance shares allocated free of charge; it may not exceed the equivalent of 100% of the Chairman and Chief Executive Officer's annual fixed and maximum variable compensation.

Multi-annual variable compensation

The Board of Directors has decided not to use this kind of cash-based long-term compensation, preferring to focus on share-based incentives to align the interests of the Chairman and Chief Executive Officer with those of the shareholders.

However, such a mechanism could be envisaged should regulatory developments or other circumstances make the use of share-based incentives ineffective, restrictive or impossible.

Other commitments and benefits

For information about the detailed terms of these other commitments and benefits, see the section entitled "Detailed presentation of other commitments and benefits" of this compensation policy in the Universal Registration Document, pages 189-190.

Compensation for loss of office

The Chairman and Chief Executive Officer will be entitled to compensation for loss of office, the terms and conditions of which will be adapted to his personal profile and will take into account the Company's economic and social environment.

For more information, see the final section of this compensation policy in the Universal Registration Document, page 189.

Unemployment insurance

The Chairman and Chief Executive Officer will benefit from an unemployment insurance plan that will pay unemployment benefits following loss of office for a maximum period of 24 months.

For more information, see the final section of this compensation policy in the Universal Registration Document, page 189.

Death/disability and health insurance

The Chairman and Chief Executive Officer will be covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Chairman and Chief Executive Officer.

For more information, see the final section of this compensation policy in the Universal Registration Document, page 189.

Company car

The Chairman and Chief Executive Officer will be entitled to a company car.

Supplementary pension benefits

The Chairman and Chief Executive Officer participates in two defined-contribution pension plans corresponding to Article 82 and Article 83 of France's General Tax Code (*Code général des impôts*).

For more information, see the final section of this compensation policy in the Universal Registration Document, pages 189-190.

Renewal of the Chairman and Chief Executive Officer's term of office and appointment of a new Chairman and Chief Executive Officer

The compensation components and structure described above will also apply to the Chairman and Chief Executive Officer following his re-appointment or (on a prorated basis if relevant) to any new Chairman and Chief Executive Officer appointed during the application period of this compensation policy.

If a person not previously employed by a Group entity were to be appointed as Chairman and Chief Executive Officer, he or she may be awarded a signing bonus, depending on the circumstances and the candidate. In order to immediately align the new Chairman and Chief Executive Officer's interests with those of the shareholders, and subject to ongoing authorizations granted by the General Meeting, the signing bonus may be composed partly or entirely of long-term incentives subject to presence and performance conditions, such as shares allocated free of charge, stock options or any other incentives. The signing bonus may not exceed the amount of the benefits lost by the candidate upon leaving his or her previous function.

Detailed presentation of other commitments and benefits

Compensation for loss of office

The Chairman and Chief Executive Officer will be entitled to compensation for loss of office should he be forced to stand down for whatever reason. Said compensation may not exceed the equivalent of two years' fixed and annual compensation, as defined below, and payment will be contingent on the achievement of serious, challenging performance conditions. No compensation for loss of office will be payable if, within 12 months of his departure, the Chairman and Chief Executive Officer becomes eligible for the basic State pension and, consequently, for pension benefits under the Company's supplementary pension plan.

The compensation payable will not exceed the equivalent of two years' total gross annual compensation as Chairman and Chief Executive Officer, defined as:

- the fixed portion of the compensation on an annual basis as Chairman and Chief Executive Officer on the date of loss of office; and
- the average of the variable portion of annual compensation as Chairman and Chief Executive Officer paid during the last two financial years during which he served as Chairman and Chief Executive Officer, closed prior to the date of loss of office.

Payment of the compensation for loss of office is contingent on the achievement of certain serious, challenging performance criteria. The criteria selected by the Board concern the Company's business and financial performance – as measured by the key indicators on which the Group's financial communications to the market are based – and its stock market performance. Performance will be measured over a three-year period, taking into account the Company's long-term historical performance and the external risks to which it is exposed, as described in Chapter 4 of the Universal Registration Document, starting on page 67.

The performance conditions are as follows:

- 5% like-for-like growth in business volume compared with the previous financial year;
- 2% like-for-like growth in operating revenue compared with the previous financial year;
- 5% like-for-like growth in funds from operations (FFO)[1] compared with the previous financial year;
- increase in the Company's share price at least equal to 85% of the increase in the Euronext Paris SBF 120 index over the Reference Period or, if the index falls over the Reference Period, decline in the Company's share price of no more than 125% of that of the index over the Reference Period.

Achievement of each of these four criteria will be measured over the three financial years preceding the financial year in which his office as Chairman and Chief Executive Officer was terminated (the "Reference Period"). Each of the first three criteria will be deemed to have been met if the related objective was achieved in at least two of the three financial years in the Reference Period. In the event of departure before the third completed year, the index performance before the date on which he took up office will not be taken into account.

Payment of the maximum compensation for loss of office will depend on at least three of these four performance criteria being met, as observed by the Board of Directors on the basis prescribed by the laws in force when his office as Chairman and Chief Executive Officer is terminated. If only two of the criteria are met, 50% of the maximum compensation for loss of office will be paid; if one or none of the criteria are met, no benefits will be paid.

The compensation for loss of office paid to the Chairman and Chief Executive Officer may not, under any circumstances, exceed two years' total gross annual compensation.

In addition, if the Chairman and Chief Executive Officer is forced to stand down, for whatever reason, and the variable compensation taken into account for calculating his compensation for loss of office is due in respect of a financial year during which he was not in office for the full twelve months, the compensation for loss of office will be based on two times the amount of the variable portion paid in the financial year prior to the year in which he was forced to step down as Chairman and Chief Executive Officer.

Unemployment insurance

The Chairman and Chief Executive Officer is covered by a "GSC" insurance plan entitling him to unemployment benefits equal to 70% of his contractual income, capped at €17,140 per month, for a period of up to 24 months.

Death/disability and health insurance

The Chairman and Chief Executive Officer will be covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Chairman and Chief Executive Director.

Company car

The Chairman and Chief Executive Officer will be entitled to a company car.

Supplementary pension benefits

In addition to an "Article 83" defined-benefit pension plan, as defined in France's General Tax Code, certain senior executives of the Company, including the Chairman and Chief Executive Officer, participate in an "Article 82" funded defined-contribution plan (under this plan, retirement savings are invested in an individually managed insurance policy), set up to replace the "Article 39" defined-benefit plan that was closed on December 31, 2019 in accordance with regulatory evolutions including the governement order dated July 3, 2019 on defined benefit plans.

(1) Before other income and expenses.

Article 82

The vested rights under the defined-benefit pension plan have been transferred to the new "Article 82" defined-contribution pension plan. The amount transferred was calculated by an independent firm of actuaries and reflects an individual discount compared with the liability recognized in the financial statements, due to the fact that the calculation takes into account the age of the plan participants, their potential turnover rate and mortality tables. The amount calculated for the Chairman and Chief Executive Officer was €2.2 million.

In addition, the annual contribution rate is determined as a percentage of the gross annual remuneration of the Chairman and Chief Executive Officer (fixed and variable annual remuneration), with progressive rates applied on multiples of the Annual Social Security Ceiling (PASS).

COMPENSATION BRACKET	CONTRIBUTION RATE
[Between 4 and 8x the Annual Social Security Ceiling (PASS)]	11%
[Between 8 and 12x the Annual Social Security Ceiling (PASS)]	17%
[Between 12 and 24x the Annual Social Security Ceiling (PASS)]	22%
[Between 24 and 60x the Annual Social Security Ceiling (PASS)]	28%

Based on his 2020 fixed and target variable compensation, by way of illustration, an average rate of 21.02% would apply.

Unlike in the case of the defined-benefit plan, under the defined-contribution plan, tax is due immediately on the amounts invested in the plan directly by the beneficiary.

As was the case for the defined-benefit plan, annual payments to the Chairman and Chief Executive Officer in respect of the defined-contribution plan will be subject to the same performance condition which was applicable to the previous defined-benefit plan, *i.e.* the achievement of at least 60% of his annual variable compensation targets.

Article 83

For the "Article 83" defined-contribution pension plan, the contribution rate is determined as a percentage of the gross annual compensation of the Chairman and Chief Executive Officer (fixed and variable annual compensation), with progressive rates applied on multiples of the Annual Social Security Ceiling (PASS):

COMPENSATION BRACKET	CONTRIBUTION RATE
[Up to 5x the Annual Social Security Ceiling (PASS)]	5%
[Between 5 and 6x the Annual Social Security Ceiling (PASS)]	7%
[Between 6 and 7x the Annual Social Security Ceiling (PASS)]	13%
[Between 7 and 8x the Annual Social Security Ceiling (PASS)]	19%

The maximum contribution for this plan, based on the brackets above, is the equivalent of 8% of eight times the Annual Social Security Ceiling (PASS), which comes to €26,327 for 2020. Given that the Annual Social Security Ceiling (PASS) remains unchanged from 2020, the amounts are the same for 2021.

Just like with the "Article 82" defined-contribution pension plan, tax must be paid immediately on the amounts invested in the "Article 83" plan, directly by the beneficiary.

6.2.2 Information referred to in Article L. 22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global ex post vote by shareholders)

As mentioned in the introduction, Article L. 22-10-34 (I.) of the French Commercial Code provides for a shareholder vote on the information referred to in Article L. 22-10-9 (I.) of the Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties.

As a result, this information will be submitted for approval at the General Meeting of May 11, 2021 under the 13th resolution. If the resolution is rejected by the General Meeting, the Board of Directors will submit a revised compensation policy, taking into account the shareholder vote, for approval at the next General Meeting. Payment of the amounts allocated to the directors for their duties for the current financial year would be suspended until the revised compensation policy has been approved. Once payment has been reinstated, it would include the arrears accumulated since the previous General Meeting.

If the revised compensation policy is not approved by shareholders, the suspended amount would not be paid, and the same conditions as those applied after the rejection of the initial resolution would be applied again.

It is specified that information relating to the 2019 financial year, or any other prior financial year, is given for information and comparison purposes only and is not subject to a shareholder vote at the General Meeting of May 11, 2021.

Information relating to the members of the Board of Directors (excluding the Chairman and Chief Executive Officer)

On the recommendation of the Compensation and Appointments Committee, at its meeting of March 1, 2021, the Board of Directors allocated the annual fixed amount of compensation awarded to directors by the General Meeting (formerly known as "directors' fees"), based in particular on each director's attendance rate at Board meetings and at meetings of any committee of which he or she is a member. The compensation allocation method must include a variable portion (representing the largest part of each director's compensation).

It is reminded that for the 2020 financial year, and in accordance with the compensation policy for members of the Board of Directors approved by the Combined General Meeting of May 7, 2020 (9th resolution), the principles governing allocation were as follows:

- the duties of Board members are compensated with a fixed portion of a flat amount and with a variable portion based on the number of Board meetings attended in the previous financial year, which exceeds the amount of the fixed portion;
- the duties of Vice-Chairman of the Board of Directors are compensated with an additional fixed portion of a flat amount;
- the duties of members of a Board Committee are compensated with a variable portion based on the number of Committee meetings attended the previous financial year, with Audit and Risks Committee members entitled to a larger variable portion than members of the other committees;
- the duties of committee Chairman are compensated with a fixed portion of a flat amount defined for each of the committees, with the Chair of the Audit and Risks Committee entitled to a larger fixed portion than that awarded to the other committee Chairmen;
- directors who also hold the position of Chairman of the Board, Chairman and Chief Executive Officer, Chief Executive Officer or Deputy Chief Executive Officer of the Company are not entitled to any compensation for their duties as members of the Board of Directors.

The Combined General Meeting of May 7, 2020 (10th resolution) set the total annual compensation payable to directors for serving on the Board at €700,000.

In accordance with these principles:

- the Chairman and Chief Executive Officer does not receive any compensation for serving on the Board of Directors;
- each member of the Board of Directors receives a fixed portion of a flat amount of €15,000, plus a variable portion in an amount of €4,200 per Board meeting attended;
- the Vice-Chairman of the Board receives an additional fixed portion of a flat amount of €15,000;
- each member of the Audit and Risks Committee receives a variable portion of €6,500 per Committee meeting attended, and each member of the other committees receives a variable portion of €5,500 per Committee meeting attended;
- in addition, the Chairman of the Audit and Risks Committee receives a fixed portion of a flat amount of €17,000 and the other committee Chairmen receive a fixed portion of a flat amount of €15,000.

The employee-representative directors have agreed to receive just 75% of the compensation awarded in their capacity as director, with the remaining 25% to be paid by the Company to the Social and Economic Council as an exceptional annual endowment.

Table on the compensation received by non-executive corporate officers (Table 3 of the AFEP-MEDEF Code)

	2020		2019	
Director [1] *(in €)*	AMOUNTS AWARDED IN RESPECT OF 2020*	AMOUNTS PAID IN 2020 IN RESPECT OF 2019	AMOUNTS AWARDED IN RESPECT OF 2019	AMOUNTS PAID IN 2019 IN RESPECT OF 2018
Jean-Paul Bailly	87,261	80,267	80,267	85,321
Anne Bouverot	47,969	45,142	45,142	51,577
Sylvia Coutinho	63,933	57,803	57,803	53,994
Dominique D'Hinnin	78,636	60,239	60,239	59,077
Alexandre de Juniac [2]	27,960	-	-	-
Gabriele Galateri di Genola	63,933	57,803	57,803	51,577
Maëlle Gavet	47,969	41,343	41,343	23,952
Graziella Gavezotti [3]	20,970	-	-	-
Françoise Gri	92,683	80,303	80,303	74,077
Jean-Bernard Hamel [4]	28,071	15,068	15,068	7,534
Jean-Romain Lhomme	62,344	52,739	52,739	53,994
Bertrand Méheut [5]	30,354	42,379	42,379	51,577
TOTAL	**652,083**	**533,086**	**533,086**	**512,680**

(1) This table includes the fixed and variable compensation received by non-executive corporate officers. They do not receive any other compensation.
(2) Director appointed by the Combined General Meeting of May 7, 2020.
(3) Employee-representative director appointed by the Social and Economic Council effective from June 1, 2020.
(4) Employee-representative director appointed by the Social and Economic Council on June 23, 2018.
(5) Director and member of the Commitments Committee until May 7, 2020.
** The Company's directors notified the Board of their decision to forgo 25% of their compensation to be paid in 2020 as per the conditions laid out by French business association AFEP in its recommendations of March 29, 2020. A corresponding amount was donated to the "More than Ever" fund established to support Edenred's ecosystem through the consequences of the Covid-19 epidemic. The figures presented in the table above take into account this 25% reduction.*

Information relating to the Chairman and Chief Executive Officer

The components of compensation due or awarded for the year financial ended December 31, 2020 are described in detail below. These components were determined in accordance with the Chairman and Chief Executive Officer's compensation policy, which was approved by the Combined General Meeting of May 7, 2020 (8th resolution). They are based, in particular, on a complete analysis of the Chairman and Chief Executive Officer's performance, in line with the Group's strategy and shareholders' interests. The performance assessment was based on a balance between financial, business, market and management criteria as well as a balance between short-term and long-term performance.

In April 2020, Mr. Bertrand Dumazy and the members of the Executive Committee notified the Board of their decision to forgo 25% of the compensation paid to them in 2020 as per the conditions laid out by French business association AFEP in its recommendations of March 29, 2020. They therefore, for a period of two months, gave up 25% of their fixed compensation for 2020 ("**Decision to forgo fixed compensation**") and 25% of their variable compensation for 2019 ("**Decision to forgo variable compensation**"), which was paid to the Chairman and Chief Executive Officer following approval by the General Meeting of May 7, 2020.

Fixed compensation

The gross annual fixed compensation of Mr. Bertrand Dumazy is set at €825,000, stable since the decision of the Board of the Directors dated December 20, 2017, based on the recommendation of the Compensation and Appointments Committee (it being noted that this amount was impacted in 2020 by the Decision to forgo fixed compensation, as described above). Subject to the approval of the shareholders, this compensation was approved by the General Meeting of May 3, 2018. To determine the amount, the Compensation and Appointments Committee used a benchmark study conducted by Mercer of all other CAC Next 20 index companies.

Annual variable compensation

At its February 25, 2020 meeting, the Board of Directors defined the criteria for determining his variable compensation, which is capped at a certain percentage of the fixed compensation. The amount of the variable portion may range from 0% to 120% of fixed compensation, and may be increased to a maximum of 180% of fixed compensation if certain targets set by the Board of Directors are outperformed.

In light of the economic situation stemming from the Covid-19 pandemic, the suspension of the Group's medium-term objectives and the setting of new Group objectives for full-year 2020, the Board of Directors decided on July 24, 2020 to revise the targets set for the performance conditions associated with the Chairman and Chief Executive Officer's annual variable compensation, while maintaining the same structure for annual variable compensation approved by the Combined General Meeting of May 7, 2020, *i.e.*, adjusting:

- the targets for the like-for-like EBITDA and EPS criteria;
- a business target related to the Group's strategy in management of the Covid-19 health crisis;
- the target for the criterion on like-for-like growth in Fleet & Mobility Solutions business volume;
- the target for the criterion on volume of new sales in the Employee Benefits and Fleet & Mobility Solutions segments generated through digital and telesales channels.

The table below summarizes annual variable compensation in respect of 2020:

PERFORMANCE INDICATOR		RELATIVE WEIGHT OF EACH INDICATOR BASED ON TARGET VARIABLE	MAXIMUM WEIGHT OF EACH INDICATOR IF OUTPERFORMANCE	ACHIEVEMENT RATE	CASH AMOUNT CORRESPONDING TO THE ACHIEVEMENT RATE
Quantifiable financial objectives	Like-for-like EBITDA	50% of the annual fixed compensation	Up to an additional 30% of the annual fixed compensation	51.9% of the annual fixed compensation	€428,091
	Earnings per share at constant exchange rates	15% of the annual fixed compensation	Up to an additional 10% of the annual fixed compensation	25% of the annual fixed compensation	€206,250
	SUB-TOTAL	**65% of the annual fixed compensation**	**40% of the annual fixed compensation**	**76.9% of the annual fixed compensation**	**€634,341**
Quantifiable business objectives linked to the Group's strategy and depending on its implementation	The Group's management of the global health crisis caused by Covid-19	10% of the annual fixed compensation	Up to an additional 10% of the annual fixed compensation	20% of the annual fixed compensation	€165,000
	Like-for-like growth in Fleet & Mobility Solutions business volume	10% of the annual fixed compensation	Up to an additional 5% of the annual fixed compensation	15% of the annual fixed compensation	€123,750
	Volume of new sales in the Employee Benefits and Fleet & Mobility Solutions segments generated through digital and telesales channels	10% of the annual fixed compensation	Up to an additional 5% of the annual fixed compensation	14.5% of the annual fixed compensation	€120,000
	SUB-TOTAL	**30% of the annual fixed compensation**	**20% of the annual fixed compensation**	**49.5% of the annual fixed compensation**	**€408,750**
Qualitative managerial and Corporate Social Responsibility (CSR) objectives in line with the Group's strategy	Roll-out of the CSR plan "People, Planet, Progress", deployment of the Next Frontier strategic plan, and assessment of the Chairman and Chief Executive Officer's managerial skills, notably in relation to Edenred's digital transformation	25% of the annual fixed compensation		25% of the annual fixed compensation	€206,250
OVERALL RATE OF ACHIEVEMENT OF THE OBJECTIVES		**120% OF THE ANNUAL FIXED COMPENSATION**	**180% OF THE ANNUAL FIXED COMPENSATION**	**151.4% OF THE ANNUAL FIXED COMPENSATION**	**€1,249,341**

The Company hereby specifies that the levels of achievement required for each of the quantitative financial and business objectives underlying the variable compensation are measured and assessed each year by the Compensation and Appointments Committee and the Audit and Risks Committee, and then presented to the Board of Directors. The targets for these criteria are clearly defined but are not disclosed for reasons of confidentiality, in a highly competitive environment for all of the Group's product lines. Edenred's main competitors are either not listed on the stock exchange or, if they are listed, derive only a limited proportion of their revenue from business lines that are equivalent to those of the Group. For these reasons, they disclose few details about the financial or business objectives of the businesses that compete with those of Edenred.

With regard to the achievement of the objectives that condition annual variable compensation for 2020:

- regarding the like-for-like EBITDA growth and recurring earnings per share (EPS) at constant exchange rates objective, the Board of Directors noted a 2020 like-for-like EBITDA performance that reflected:
  - the Group's ongoing investments in innovation and technology, which have strengthened its digital leadership thanks notably to faster digitalization of Edenred solutions; the continued deployment of contactless mobile payment solutions (available in 22 countries for 42 programs); the expansion of online payment service with more than 100 partnerships now signed in 16 countries, in particular with

meal delivery platforms connected thanks to app-to-app payment; and the launch in two Group countries of the 100% virtual *Ticket Restaurant* solution, which uses no paper or plastic cards,

- a take-up rate in Employee Benefits that was maintained at the same level as in 2019,
- new market opportunities generated by the increase in home-working, which were identified and leveraged by the Group (*e.g.*, the "virtual canteen"),
- the implementation of public social programs based on earmarked funds to support vulnerable people and sectors (*e.g.*, the DFE program in the UK),
- the excellent sales performance posted by Incentive & Rewards programs.

The Board of Directors also noted an EPS performance in 2020 that reflected careful management of income statement items and debt (level of debt, interest rates and maturity).

At its meeting of March 1, 2021, the Board of Directors therefore acknowledged that these objectives had been achieved for the 2020 financial year;

- regarding the three business objectives related to the Group's strategy, namely:
  - the Group's management of the global health crisis caused by Covid-19. The objective related more specifically to the preservation of the Group's EBIT margin, the protection of Edenred teams in the face of the health crisis, and the implementation of a €100 million cost savings plan *versus* the 2020 budget.

    The Board of Directors noted:

    – the deployment of home-working arrangements (for 95% of employees at the height of the crisis) and strict compliance with health guidelines. As a result, the infection rate was more than two times lower than the one published by the World Health Organization (WHO) for the countries in which Edenred operates,

    – the achievement and outperformance of the cost savings plan while maintaining investments (which increased by 6% *versus* 2019) in order to preserve the Group's capacity for innovation,

    – preservation of the EBIT margin, which exceeded the target.

    At its meeting of March 1, 2021, the Board of Directors therefore acknowledged that this objective had been achieved for the 2020 financial year;
  - like-for-like growth in Fleet & Mobility Solutions business volume: the Group's performance reflects a strong multi-channel sales dynamic despite the negative impact of lower fuel prices and travel restrictions. The Board of Directors noted the proactive management of exposure to fuel prices and volume in its pricing models and the diversified range of services offered in all regions and for all client segments.

    At its meeting of March 1, 2021, the Board of Directors therefore acknowledged that this objective had been achieved (153.3%) for the 2020 financial year;
  - volume of new sales of Employee Benefits and Fleet & Mobility Solutions *via* digital and telesales channels: the Board of Directors noted that said volume remained firm despite the severe health crisis, notably thanks to digitalization and to digital marketing initiatives aimed at SMEs. The Group leveraged high-quality digital resources in 2020 on new, better quality prospects. At the Group level, the sales teams adapted successfully to home-working arrangements and managed their operations very well remotely, with the IT systems proving powerful enough to handle all of the associated demand.

    At its meeting of March 1, 2021, the Board of Directors therefore acknowledged that this objective had been achieved (109.1%) for the 2020 financial year;
- regarding the managerial and Corporate Social Responsibility (CSR) objectives, the Board of Directors acknowledged that:
  - the deployment of the Next Frontier strategic plan in particular with the implementation in 2020 of the Beyond Fuel strategy and the development of specific earmarked funds programs, the establishment of partnerships with meal delivery platforms, the roll-out of new mobile payment solutions and the launch of the 100% virtual *Ticket Restaurant* solution in several Group countries,
  - the implementation of the Corporate Social Responsibility plan "People, Planet, Progress": the Board of Directors has individually monitored the ten objectives set out in the plan, which is organized into three areas: People (improve quality of life), Planet (protect the environment) and Progress (create value responsibly). The strategy has been built around ten long-term commitments that are regularly re-assessed. These commitments are supported by targets to be met in 2022 and 2030 concerning, for example, reductions in the Group's carbon footprint, staff training, initiatives to raise awareness among users and merchants of the need to observe a balanced diet, or the design and deployment of eco-responsible services (see pages 89 *et seq.* of the Universal Registration Document). The Board of Directors emphasized the Company's commitment in this regard, as demonstrated by this ambitious plan, and particularly the need to continue the efforts made in the area of Corporate Social Responsibility.

    2020 saw a further acceleration in annual progress, illustrating the Group's strong commitment to driving improvement in each of the ten objectives and demonstrating its ability to achieve the targets set for 2022 and 2030,
  - the commitment, the responsiveness and the cohesion of all the Group's team, under the leadership of the Chairman and Chief Executive Officer in a year heavily impacted by the health and economic situation.

At its meeting of March 1, 2021, the Board of Directors therefore acknowledged that these objectives had been achieved (100%) for the 2020 financial year.

Mr. Bertrand Dumazy's 2020 recommended variable compensation was determined at the Board meeting held on March 1, 2021, based on the recommendation of the Compensation and Appointments Committee and after the relevant financial performance data had been validated by the Audit and Risks Committee. The total recommended variable compensation amounted to €1,249,341 (i.e., a decrease of 16% compared with 2019).

Long-term compensation

Mr. Bertrand Dumazy was covered by the Group's long-term incentive plan in 2020 in the same way as the other beneficiaries of the plan (members of the Executive Committee and senior executives in some 40 countries). In this respect, on March 10, 2020, he was allocated 48,031 performance shares free of charge valued at €1,815,000[(1)], representing 0.019% of the Company's share capital.

The performance shares allocated free of charge will vest provided Bertrand Dumazy is still within the Group at the time and satisfies the performance conditions set for the following objectives over a three-year measurement period, as follows:

- for 37.5% of the allocated shares, the operating EBIT organic growth rate;
- for 37.5% of the allocated shares, the organic growth rate in funds from operations (FFO); and
- for 25% of the allocated shares, a stock market criterion, corresponding to Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index.

The allocation was carried out in line with the authorization granted by the General Meeting of May 3, 2018 (28th resolution), i.e. prior to the launch of the Next Frontier plan which was announced to the market in November 2019.

Stock options allocated during the financial year to the Chairman and Chief Executive Officer by the Company or any other Group company (Table 4 of the AFEP-MEDEF Code)

None

Stock options exercised during the financial year by the Chairman and Chief Executive Officer (Table 5 of the AFEP-MEDEF Code)

None

Mr. Bertrand Dumazy, in his capacity as Chairman and Chief Executive Officer, is required to hold 15% of his performance shares in registered form for as long as he remains in office.

Performance shares allocated free of charge during the financial year to the Chairman and Chief Executive Officer by the issuer or any other Group company (Table 6 of the AFEP-MEDEF Code)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER	PLAN NO. AND DATE	NUMBER OF PERFORMANCE SHARE RIGHTS ALLOCATED DURING THE YEAR	VALUE BASED ON THE METHOD USED IN THE CONSOLIDATED FINANCIAL STATEMENTS[(1)]	VESTING DATE	END OF LOCK-UP PERIOD	PERFORMANCE CONDITIONS
Bertrand Dumazy	2020 plan (n°. 12) March 10, 2020	48,031	1,815,000	March 11, 2023	March 11, 2023	Like-for-like operating EBIT growth and funds from operations (FFO)* and Edenred TSR vs. SBF 120 TSR

* *Before other income and expenses.*

(1) Performance shares are measured at their theoretical value at the allocation date determined using the Black & Scholes option pricing model, in accordance with the AFEP-MEDEF Code, rather than at the value of the compensation received. Performance share rights are forfeited if the grantee leaves the Group before the vesting date or if the performance conditions are not met.

(1) Performance shares are measured at their theoretical value at the allocation date determined using the Black & Scholes option pricing model, in accordance with the AFEP-MEDEF Code, rather than at the value of the compensation received. Performance share rights are forfeited if the grantee leaves the Group before the vesting date or if the performance conditions are not met.

Other commitments given to the Chairman and Chief Executive Officer

Compensation for loss of office

The compensation for loss of office is presented in section 6.2.1 of the Universal Registration Document, page 189 and no amount is due or paid in this respect for the 2020 financial year.

Unemployment insurance

During the 2020 financial year, the Chairman and Chief Executive Officer was covered under an insurance plan set up with Association GSC, entitling him to unemployment benefits equal to 70% of his contractual income, capped at €17,140 per month, for a period of up to 24 months. The total annual cost of the plan for the Company in 2020 was €32,764.82.

Death/disability and health insurance

Mr. Bertrand Dumazy is covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Chairman and Chief Executive Officer. Premiums paid by the Company for this extended cover in 2020 amounted to €6,136.32.

Car

Mr. Bertrand Dumazy is entitled to a company car. The value of this benefit in kind for 2020 was €3,780.

Supplementary pension benefits

A supplementary pension plan has been set up for Group senior executives above certain grades whose compensation meets certain criteria, which includes the Chairman and Chief Executive Officer.

The supplementary pension scheme comprises an "Article 83" defined-contribution pension plan and, since 2020, an "Article 82" funded defined-contribution pension plan (under this plan, retirement savings are invested in an individually managed insurance policy), set up to replace the "Article 39" defined-benefit pension plan that was closed on December 31, 2019 - in accordance with regulatory changes including the July 3, 2019 government order on defined benefit pension plan - with no rights vested under the plan since that date (€2,200,000 was allocated to the Chairman and Chief Executive Officer in this regard).

The Chairman and Chief Executive Officer participates in the Group's supplementary pension scheme under the same terms and conditions as any other participant, as described above, with the exception of the performance condition for the Article 82 plan, i.e. the achievement of at least 60% of his annual variable compensation targets. In 2020, it is acknowledged that the performance condition was achieved since the level of objectives set was achieved. The supplementary pension entitlement is taken into account in determining the Chairman and Chief Executive Officer's overall compensation package.

In accordance with the compensation policy approved by the Combined General Meeting of May 7, 2020, the following amounts were allocated to the Chairman and Chief Executive Officer:

- €516,088 for Article 82;
- €26,327 for Article 83.

For further details, see section 6.2.1 of the Universal Registration Document, pages 189-190.

Summary table as to compensation, stock options and performance share rights awarded to the Chairman and Chief Executive Officer (in €) (Table 1 of the AFEP-MEDEF Code)

BERTRAND DUMAZY CHAIRMAN AND CHIEF EXECUTIVE OFFICER	2020 FINANCIAL YEAR	2019 FINANCIAL YEAR
Compensation awarded for the financial year (see Table 2 below for details)	2 078 121	2,308,280
Value of multi-annual variable compensation awarded during the financial year	0	0
Value of stock options allocated during the financial year (see Table 4 above for details)	0	0
Value of performance share rights allocated during the financial year (see Table 6 above for details)	1,815,000	1,815,000
Value of other long-term compensation plans	0	0
TOTAL	**3,893,121**	**4,123,280**

Summary table as to the Chairman and Chief Executive Officer's compensation (in €) (Table 2 of the AFEP-MEDEF Code)

BERTRAND DUMAZY CHAIRMAN AND CHIEF EXECUTIVE OFFICER	2020 FINANCIAL YEAR		2019 FINANCIAL YEAR	
	AMOUNT AWARDED	AMOUNT PAID	AMOUNT AWARDED	AMOUNT PAID
Fixed compensation	825,000	790,624(1)	825,000	825,000(2)
Annual variable compensation	1,249,341	1,417,854(3)	1,479,500	1,462,175(4)
Exceptional compensation	0	0	0	0
Compensation for serving as a director	0	0	0	0
Benefits in kind*	3,780	3,780(5)	3,780	3,780(6)
TOTAL	**2,078,121**	**2,212,258(7)**	**2,308,280**	**2,290,955**

(1) In respect of the 2020 financial year and after the Decision to forgo fixed compensation, as defined above.
(2) In respect of the 2019 financial year.
(3) In respect of the 2019 financial year, as approved by the Combined General Meeting of May 7, 2020, and after the Decision to forgo variable compensation, as defined above. The corresponding amount was donated to the "More than Ever" fund established to support Edenred's ecosystem through the consequences of the Covid-19 epidemic.
(4) In respect of the 2018 financial year, as approved by the Combined General Meeting of May 14, 2019.
(5) In respect of the 2020 financial year.
(6) In respect of the 2019 financial year.
(7) The amounts corresponding to the Decision to forgo fixed compensation and the Decision to forgo variable compensation were donated to the "More than Ever" fund established to support Edenred's ecosystem through the consequences of the Covid-19 epidemic.
** Company car.*

Information relating to the ratios between the Chairman and Chief Executive Officer's compensation and the mean and median compensation of employees

The ratios between the Chairman and Chief Executive Officer's compensation and (i) the mean compensation of employees on a full-time equivalent basis, excluding corporate officers, and (ii) the median compensation of employees on a full-time equivalent basis, excluding corporate officers, are presented below in application of the provisions of Article L. 22-10-9 of the French Commercial Code.

The ratios were calculated on the basis of the gross compensation paid or awarded during the year in question. The scope used is the Edenred company, i.e. around 230 employees, and the employees on which the calculations are based are all Company employees present for the whole calendar year.

	2015	2016	2017	2018	2019	**2020**
Ratio of Chairman and Chief Executive Officer's compensation(1) to mean employee compensation(2)	N/A	17.10	22.14	28.79	26.19	29.82
Ratio of Chairman and Chief Executive Officer's compensation(1) to median employee compensation(2)	N/A	26.45	38.09	52.51	49.05	48.70

(1) The Chairman and Chief Executive Officer's compensation includes the following components: fixed compensation, annual variable portion paid during the financial year in respect of the prior financial year, performance shares allocated during the financial year and valued in accordance with IFRS and benefits in kind.

(2) Employee compensation includes the following components: fixed compensation, annual variable portion paid during the financial year in respect of the prior financial year, performance shares allocated during the financial year and valued in accordance with IFRS, benefits in kind and employee savings.

	2016 VS. 2015	2017 VS. 2016	2018 VS. 2017	2019 VS. 2018	**2020 VS. 2019**
Operating EBIT Like-for-like change	+17.3%	+16.0%	+23.5%	+15.3%	-7.1%

The 2016 ratios are lower than the following years because the annual variable compensation awarded to the Chairman and Chief Executive Officer in respect of 2015 was calculated on a prorated basis.

The increase in the 2018 ratios reflects the introduction of the Chairman and Chief Executive Officer's new compensation structure, comprising a higher fixed compensation (€825,000 in 2018 *versus* €750,000 in 2017) and an increase in the portion of compensation awarded in the form of performance shares.

The decrease in the 2019 ratios is primarily linked to the increase in the mean and median compensation of the Company's employees. This increase is notably explained by the performance shares allocated as part of the launch of the Group's new strategic plan (Next Frontier) and by the new types of profiles being recruited by the Company (niche expertise and digital skills, hard to find and highly valued in the employment market) to support the Group's digitalization and its positioning on the fintech market. Finally, in 2019, an additional "outperformance" variable compensation was paid to employees, considering the very good results of the Company.

The ratios are generally stable in 2020 compared to the 2019 year, the slight variations being linked to departures and arrivals during the year (only those present during a full calendar year are taken into account).

6.2.3 Fixed, variable and exceptional components comprising the total compensation and the benefits of any kind paid during, or awarded for, the 2020 financial year to Mr. Bertrand Dumazy, as Chairman and Chief Executive Officer (specific ex post vote by shareholders)

In application of Article L. 22-10-34 (II.) of the French Commercial Code, the fixed, variable and exceptional components comprising the total compensation and the benefits of any kind paid during, or awarded for, the 2020 financial year to Mr. Bertrand Dumazy for his role as Chairman and Chief Executive Officer will be submitted for approval at the Combined General Meeting of May 11, 2021, under the 14th resolution.

The variable and exceptional components awarded to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, for the 2020 financial year may only be paid out after approval by the Combined General Meeting of May 11, 2021.

Fixed, variable and exceptional components composing the total compensation and the benefits of any kind paid during, or awarded for, the 2020 financial year to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, subject to shareholder vote

Compensation compliant with the compensation policy approved by the Combined General Meeting of May 7, 2020

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS AWARDED OR PAID DURING THE 2020 FINANCIAL YEAR	DESCRIPTION
Fixed compensation	€790,624	Gross annual fixed compensation of €825,000 approved by the Board of Directors on December 20, 2017 based on the recommendation of the Compensation and Appointments Committee (it being noted that this amount was impacted in 2020 by the Decision to forgo fixed compensation).
Annual variable compensation	€1,249,341	***General principle*** The annual variable compensation may range from 0% to 120% of the fixed compensation and may be increased to a maximum of 180% if the financial and business targets are exceeded, as follows: • a variable portion of up to 65% of annual fixed compensation linked to financial targets, including 50% based on like-for-like EBITDA and 15% based on recurring earnings per share at constant exchange rates. In the event that the financial targets are exceeded, as acknowledged by the Board of Directors, the variable compensation may reach 105% of fixed compensation; • a variable portion of up to 30% of fixed compensation linked to three business targets related to the Group's strategy, each representing 10% of annual fixed compensation. The targets are the Group's management of the global health crisis arising from Covid-19, the like-for-like growth rate of business volume from Fleet & Mobility Solutions and the in sales volume in the Employee Benefits and Fleet & Mobility Solutions businesses carried out *via* digital and telesales channels. In the event that the operational targets are outperformed, as acknowledged by the Board of Directors, the variable compensation may reach 50% of fixed compensation; • a variable portion of up to 25% of fixed compensation based on managerial objectives related to the Group's strategy, namely: the roll-out of the Corporate Social Responsibility plan "People, Planet, Progress", the deployment of the Next Frontier strategic plan, and an assessment of the Chairman and Chief Executive Officer's managerial skills, notably in relation to Edenred's digital transformation. ***Amount awarded for the 2020 financial year*** Mr. Bertrand Dumazy's 2020 variable compensation was determined during the Board meeting held on March 1, 2021, based on the recommendation of the Compensation and Appointments Committee and after the relevant financial performance data had been validated by the Audit and Risks Committee, as follows: • the portion based on financial targets amounted to 76.9% of 2020 fixed compensation (*i.e.*, €634,341); • the portion based on business targets related to the Group's strategy amounted to 49.5% of 2020 fixed compensation (*i.e.*, €408,750); • the portion based on managerial targets related to the Group's strategy amounted to 25% of 2020 fixed compensation (*i.e.*, €206,250); This makes a total of €1,249,341. For more details, see section 6.2.2 of the Universal Registration Document, pages 192-195.
		Amount paid during the 2020 financial year (awarded for the 2019 financial year and approved by the General Meeting of May 7, 2020) Mr. Bertrand Dumazy's 2019 variable compensation of €1,417,854 (after the Decision to forgo variable compensation) was paid during the 2020 financial year, following the approval of the General Meeting of May 7, 2020 (12th resolution).

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS AWARDED OR PAID DURING THE 2020 FINANCIAL YEAR	DESCRIPTION
Deferred variable compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any deferred variable compensation.
Multi-annual variable compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any multi-annual variable compensation.
Exceptional compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any exceptional variable compensation.
Compensation for serving as a director	Not applicable	Mr. Bertrand Dumazy does not receive any compensation for his duties as a director.
Stock options and/or performance shares	48,031 performance shares awarded, valued at €1,815,000[(1)]	Mr. Bertrand Dumazy was covered by the Group's long-term incentive plan in 2020 in the same way as the other beneficiaries of the plan (members of the Executive Committee and senior executives in some 40 countries). On March 10, 2020, the Board of Directors used the authorization granted at the Combined General Meeting of May 3, 2018 (28th resolution) to allocate Mr. Bertrand Dumazy 48,031 performance shares free of charge, representing 0.019% of the Company's share capital. The performance shares allocated free of charge will vest provided Bertrand Dumazy is still within the Group at the time and satisfies the performance conditions set for the following objectives over a three-year measurement period, as follows: • for 37.5% of the allocated shares, the operating EBIT organic growth rate; • for 37.5% of the allocated shares, the organic growth rate in funds from operations (FFO); and • for 25% of the allocated shares, a stock market criterion, corresponding to Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index. No stock options were granted to Mr. Bertrand Dumazy during 2020.
Signing bonus	Not applicable	Mr. Bertrand Dumazy did not receive a signing bonus during the financial year.
Benefits of any kind	€3,780	Mr. Bertrand Dumazy is entitled to a company car.

(1) Performance shares are measured at their theoretical value at the allocation date determined using the Black & Scholes option pricing model, in accordance with the AFEP-MEDEF Code, rather than at the value of the compensation received.

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS	DESCRIPTION
Compensation for loss of office	No compensation due or paid	Compensation for loss of office would be payable to Mr. Bertrand Dumazy should he be forced to stand down for any reason whatsoever. This compensation would not exceed two years' total gross annual compensation * and would be subject to performance criteria measured over a three-year period. For further details, see section 6.2.1 of the Universal Registration Document, page 189.
Non-compete indemnity	Not applicable	Mr. Bertrand Dumazy has not signed a non-compete clause.
Supplementary pension plan	No compensation due or paid	The supplementary pension plan has been set up for Group senior executives above certain grades, whose compensation meets certain criteria, which includes the Chairman and Chief Executive Officer. The supplementary pension plan comprises an "Article 83" defined-contribution pension plan and, since 2020, an "Article 82" funded defined-contribution pension plan (under this plan, retirement savings are invested in an individually managed insurance policy), set up to replace the "Article 39" defined-benefit pension plan that was closed on December 31, 2019 - in accordance with regulatory changes including the July 3, 2019 government order - on defined defined benefit pension plan - with no rights vested under the plan since that date (€2,000,000 was allocated to the Chairman and Chief Executive Officer in this regard). The Chairman and Chief Executive Officer participates in the Group's supplementary pension scheme under the same terms and conditions as any other participant, with the exception of the performance condition for the Article 82 plan, *i.e.* the achievement of at least 60% of his annual variable compensation targets. In 2020, it is acknowledged that the performance condition was achieved since the level of objectives set was achieved. The supplementary pension entitlement is taken into account in determining the Chairman and Chief Executive Officer's overall compensation package. The following amounts were allocated to the Chairman and Chief Executive Officer: • €516,088 for Article 82; • €26,327 for Article 83. For further details, see section 6.2.1 of the Universal Registration Document, pages 189-190.
Death/disability and health insurance plan	No compensation due or paid	Mr. Bertrand Dumazy is covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Chairman and Chief Executive Officer. Premiums paid by the Company for this extended cover in 2020 amounted to €6,136.32.
Unemployment insurance	No compensation due or paid	During the 2020 financial year, the Chairman and Chief Executive Officer was covered under an insurance plan set up with Association GSC, entitling him to unemployment benefits equal to 70% of his contractual income, capped at €17,140 per month, for a period of up to 24 months. The total annual cost of the plan for the Company in 2020 was €32,764.82.

* *Gross annual compensation corresponds to fixed and variable compensation, excluding any exceptional bonuses.*

6.2.4 Additional information relating to corporate officers' compensation (not subject to a shareholder vote)

Mr. Bertrand Dumazy held 75,111 Edenred shares at December 31, 2020, representing 0.015% of the share capital.

Hedging instruments

It is reminded that the Company does not allow corporate officers and Executive Committee members who receive performance shares to hedge the related equity risk until the end of the lock-up period set by the Board of Directors. They therefore declared that they had not used hedging instruments and committed not to use them in the future.

Lock-up requirement

Mr. Bertrand Dumazy, in his capacity as Chairman and Chief Executive Officer, is required to hold 15% of his performance shares in registered form for as long as he remains in office.

Performance shares held by the Chairman and Chief Executive Officer that vested during the financial year (Table 7 of the AFEP-MEDEF Code)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER	PLAN NO. AND DATE	NUMBER OF PERFORMANCE SHARES THAT VESTED DURING THE FINANCIAL YEAR	PERFORMANCE CONDITIONS
Bertrand Dumazy	2017 plan (n°. 9) March 8, 2017	61,355	Like-for-like growth in issue volume and funds from operations (FFO) and Edenred TSR vs. SBF 120 TSR

Details of ongoing stock option plans during the financial year (Table 8 of the AFEP-MEDEF Code)

	2012 PLAN
Grant date	Feb. 27, 2012[1]
Total options which may be exercised, of which options granted to :	382,800
• Jacques Stern[2]	66,000
• Nadra Moussalem[3]	n/a
• Bertrand Dumazy[4]	n/a
Start of exercise period	Feb. 28, 2016
Expiry date	Feb. 27, 2020
Exercise price *(in €)*	19.03
Options exercised as of December 31, 2020	370,800
Cumulative number of options cancelled or forfeited	12,000
Options outstanding at the year-end	0
TOTAL	**382,800**

(1) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 22, 2012.
(2) Chairman and Chief Executive Officer until July 31, 2015.
(3) Chairman and Chief Executive from August 1 to October 25, 2015.
(4) Chairman and Chief Executive Officer since October 26, 2015.

Details of ongoing performance share plans during the financial year (Table 9 of the AFEP-MEDEF Code)

	2020 BIS PLAN	2020 PLAN	2019 PLAN	2018 PLAN	2017 PLAN	2016 PLAN	2015 PLAN (CEO)	2015 PLAN
General Meeting date	May 3, 2018	May 3, 2018	May 3, 2018	May 4, 2016	May 4, 2016	May 4, 2016	Apr. 30, 2015	May 24, 2013
Grant date	May 6, 2020[1]	Mar. 10, 2020[2]	Feb. 27, 2019[3]	Feb. 21, 2018[4]	Mar. 8, 2017[5]	May 4, 2016	Dec. 9, 2015	Feb. 20, 2015[6]
Total number of performance shares awarded, of which shares awarded to:	12,013	502,551	597,220	685,706	794,985	990,080	137,363	800,000
• Jacques Stern[7]	-	-	-		-	-	-	64,000
• Bertrand Dumazy[8]	-	48,031	53,870	81,616	61,355	149,600	137,363	-
Vesting date	May 7, 2023	Mar. 11, 2023	Feb. 28, 2022	Feb. 22, 2021	Mar. 9, 2020	May 5, 2019	Dec. 10, 2018	Feb. 21, 2018 or Feb. 21, 2020[9]
End of lock-up period	-	-	-	-	-	-	Dec. 10, 2020[10]	Feb. 21, 2020[10]
Performance conditions	Like-for-like operating EBIT growth and funds from operations (FFO)* and Edenred TSR** vs. SBF 120 TSR	Like-for-like operating EBIT growth and funds from operations (FFO)* and Edenred TSR** vs. SBF 120 TSR	Like-for-like operating EBIT growth and funds from operations (FFO)* and Edenred TSR** vs. SBF 120 TSR	Like-for-like growth in business volume and funds from operations* (FFO) and Edenred TSR ** vs. SBF 120 TSR	Like-for-like growth in business volume and funds from operations* (FFO) and Edenred TSR ** vs. SBF 120 TSR	Like-for-like growth in business volume and funds from operations (FFO)* and Edenred TSR** vs. SBF 120 TSR	Like-for-like growth in business volume and funds from operations (FFO)* and Edenred TSR** vs. SBF 120 TSR	Like-for-like growth in business volume and funds from operations* (FFO) and Edenred TSR** vs. SBF 120 TSR
Number of performance shares vested at the end of the financial year	0	0	0	0	701,477	902,821	125,916	558,350
Cumulative number of cancelled and forfeited performance shares	0	19,340	41,825	74,351	93,508	87,259	11,447	241,650
Performance shares outstanding at Dec. 31	12,013	483,211	555,395	611,355	0	0	0	0
TOTAL	**12,013**	**502,551**	**597,220**	**685,706**	**794,985**	**990,080**	**137,363**	**800,000**

** Before other income and expenses.*
*** Total shareholder return.*
(1) Decision of the Board of Directors meeting of May 6, 2020.
(2) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 25, 2020.
(3) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 20, 2019.
(4) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 19, 2018.
(5) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 23, 2017.
(6) Decision of the Chairman and Chief Executive Officer pursuant to the Board delegation of February 11, 2015.
(7) Chairman and Chief Executive Officer until July 31, 2015.
(8) Chairman and Chief Executive Officer since October 26, 2015.
(9) Three-year vesting period for French tax residents and non-residents subject to the French social security system and five-year vesting period for tax residents of other countries who are not subject to the French social security system.
(10) The lock-up period only applies to French tax residents and non-residents subject to the French social security system.

Summary table as to multi-annual variable compensation of the Chairman and Chief Executive Officer (Table 10 of the AFEP-MEDEF Code)

None.

Employment contract

Mr. Bertrand Dumazy does not have an employment contract with Edenred or any of its subsidiaries or companies in which it has an equity interest.

Commitments given to the Chairman and Chief Executive Officer (Table 11 of the AFEP-MEDEF Code)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER	EMPLOYMENT CONTRACT		SUPPLEMENTARY PENSION PLAN		COMPENSATION OR BENEFIT PAYABLE IN THE CASE OF TERMINATION OR CHANGE OF OFFICE		NON-COMPETE INDEMNITY	
	YES	NO	YES	NO	YES	NO	YES	NO
Bertrand Dumazy Chairman and Chief Executive Officer **First appointed:** October 26, 2015 **Current term ends:** General Meeting to approve the financial statements for the year ended December 31, 2021		×	×		×			×

6.3 Information about the Company's share capital

6.3.1 Description of the Company's shares

6.3.1.1 Type, class and listing – ISIN

At December 31, 2020, the Company's share capital was made up of 246.583.351 shares with a par value of €2 each, all fully paid.

The 246,583,351 shares are ordinary shares with rights to all distributions of interim and final dividends, reserves or equivalent amounts.

All of the shares are listed on Euronext Paris (Compartment A).

The shares are listed under ISIN FR0010908533 (ticker symbol: EDEN).

6.3.1.2 Governing law and competent courts

The Company's shares are governed by the laws of France.

The courts of the district where the Company has its registered office have jurisdiction over disputes where the Company is defendant. In disputes where the Company is plaintiff, the court of jurisdiction will be designated depending on the type of dispute, unless otherwise specified in France's Civil Procedure Code (*Code de procédure civile*).

6.3.1.3 Form of the shares and procedures for recognizing ownership

The Company's shares may be held in registered or bearer form, at the choice of the shareholder.

In application of Article L.211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), ownership of the Company's shares is not evidenced by certificates but by an entry in a securities account kept by the Company or an authorized intermediary. The rights of shareholders are evidenced by an entry in their name in the books kept by:

- the Company's registrar, Société Générale Securities Services (32 rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3, France), for registered shares;
- a financial intermediary chosen by the shareholder and recognized by the Company's registrar, Société Générale Securities Services (32 rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3, France), for administered registered shares;
- a financial intermediary chosen by the shareholder, for bearer shares.

Settlement/delivery of transactions in the Company's shares is carried out through Euroclear France, as a central securities depository.

Shares are transferred by book entry and the transfer of title results from their being recorded in the buyer's securities account, in accordance with Articles L.211-15 and L.211-17 of the French Monetary and Financial Code.

Securities services are provided by the Company's registrar, Société Générale Securities Services (32 rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3, France).

6.3.1.4 Rights attached to the shares

From the time of issuance, the Company's shares are subject to all of the provisions of the Company's bylaws. Based on current French laws and regulations and the Company's bylaws, the main rights attached to the shares are described below.

Dividend rights

Each year, at least one-twentieth (5%) of profit for the financial year, less any losses brought forward from prior years, is transferred to the legal reserve until such time as the legal reserve represents one-tenth (10%) of the share capital. The process resumes if, for whatever reason, the legal reserve subsequently falls to below one-tenth of the share capital.

The balance, plus any retained earnings brought forward from prior years, is available for distribution to shareholders in the form of dividends, in accordance with the applicable laws and regulations.

The General Meeting of shareholders called to approve the financial year's financial statements may decide to pay a dividend to all shareholders.

The General Meeting of shareholders may decide to offer shareholders the option of reinvesting all or part of any interim or final dividend in shares of the Company, in accordance with the applicable laws and regulations. Dividends not claimed within five years of the payment date will be time-barred and will be paid over to the French State.

The General Meeting may decide, before paying a dividend, to deduct from distributable profit any amounts that it thinks fit to be credited to retained earnings or to one or more general or special reserve accounts to be used for any purposes decided by shareholders.

The General Meeting may also decide to distribute unrestricted reserves, as allowed by the applicable laws and regulations, in which case the related resolution will specify the reserve accounts from which the dividend is to be deducted.

However, except in the case of a share capital reduction, no such distribution may be made to shareholders if the Company's equity represents less than the sum of its share capital and restricted reserves, or would represent less than that amount as a result of the distribution.

Dividends paid to non-residents may be subject to French withholding tax.

Voting rights

The voting rights attached to shares are proportionate to the portion of share capital they represent. All shares have the same par value and therefore one voting right is attached to each share.

However, Article 24 of the Company's bylaws states that, under certain circumstances, shares may be attributed double voting rights. As a result, paid-up shares registered in the name of the same holder for at least two years have double voting rights.

In the case of a share capital increase through capitalization of reserves, profits or premium, the new registered shares allocated free of charge in respect of shares with double voting rights also have double voting rights from the time of issuance.

Registered shares converted into bearer shares or sold to a different shareholder lose their double voting rights. However, transfers through inheritance, liquidation of marital assets or an *inter vivos* transfer to a spouse or to an eligible relative do not result in the loss of double voting rights or a break in the above-mentioned qualifying period. The merger of the Company has no impact on double voting rights, provided that the bylaws of the surviving company allow for their exercise.

Article 24 of the Company's bylaws stipulates that voting rights attached to shares held by beneficial and non-beneficial owners are exercisable at Ordinary and Extraordinary General Meetings by the beneficial owner, except that the non-beneficial owner may also vote in his or her own name when the resolution requires a unanimous vote of all of the shareholders pursuant to the legal and regulatory provisions in force.

Details of the number of voting rights at December 31, 2020 are presented in section 3.2.1 of the Universal Registration Document, page 53.

Pre-emptive right to subscribe for securities in the same class

Under current French laws and regulations, shareholders have a pre-emptive right to subscribe for any new shares issued for cash (including shares issued upon exercise of rights), proportionately to their stake in the Company's share capital.

The General Meeting of shareholders that decides or authorizes a share capital increase may decide to cancel shareholders' pre-emptive rights for the entire increase or for one or several tranches of the increase, in which case the meeting may decide as an alternative to set a fixed period during which shareholders may subscribe on a priority basis. When the issuance is carried out by way of a public offer addressed exclusively to a restricted circle of investors acting for their proprietary portfolio or to qualified investors referred to in paragraph 1° of Article L.411-2 of the French Monetary and Financial Code, without pre-emptive rights, within the limit of 20% of the share capital per year, the issuance price must be set in accordance with the provisions of Articles L. 225-136 and L. 22-10-52 of the French Commercial Code.

The General Meeting may decide to reserve a share capital increase for certain named persons or certain categories of persons with specified characteristics, in accordance with Article L.225-138 of the French Commercial Code.

The General Meeting of shareholders that decides or authorizes a share capital increase may also decide to restrict participation to the shareholders of another company that is the target of a public exchange offer initiated by the Company in application of Article L.22-10-54 of the French Commercial Code. Shares issued in payment for contributions in kind are subject to the specific procedure provided for in Article L.22-10-53 of the French Commercial Code.

During the subscription period, the pre-emptive subscription rights may be stripped from the underlying shares and traded separately. Alternatively, they may be sold with and on the same terms as the underlying shares. Shareholders may individually waive their pre-emptive subscription rights in application of Articles L.225-132 and L.228-91 of the French Commercial Code.

Right to a share of the Company's profits

Shareholders are entitled to a share of the Company's profits on the basis defined in Article L.232-10 *et seq.* of French the Commercial Code.

Right to a share of any liquidation surplus

Shares in all classes entitle their holders to a share of the Company's net assets and, if applicable, the liquidation surplus equal to the portion of the share capital that they represent, taking into account any returns of capital and any unpaid portion of the par value.

From the Company's point of view, all shares are indivisible.

Buyback clause – conversion clause

The bylaws do not include any share buyback or conversion clauses.

Identification of shareholders

The Company keeps informed of the composition of its shareholding within the conditions provided by the legal and regulatory provisions in force. In this respect, the Company uses the methods provided for by applicable laws and regulations to obtain information about the identity of holders of current or future rights to vote at General Meetings.

Disclosure thresholds

Any shareholder, acting alone or in concert with other shareholders, that becomes the owner of (or ceases to own) a number of shares representing a percentage of the share capital or voting rights corresponding to a legal disclosure threshold is required to notify the Company on the basis required by the legal and regulatory provisions in force.

In addition to the legal disclosure thresholds, Article 9 of the Company's bylaws requires any shareholder or any group of shareholders, acting alone or in concert, that acquires or raises its interest to 1% of the share capital or voting rights to disclose its interest to the Company by registered letter with return receipt requested sent to the registered office, within four trading days of the transaction date or the signature of any agreement resulting in the disclosure threshold being crossed, whatever the date on which the shares are recorded in the holder's account. The notification must include details of the total number of shares and/or share equivalents held and the number of voting rights held.

The same disclosure rules apply to any increase in a shareholder's interest by any multiple of 0.50% of the share capital or voting rights beyond 1% and to any reduction in a shareholder's interest by any multiple of 1% of the share capital or voting rights. In the case of failure to comply with the applicable disclosure rules and at the request of one or several shareholders representing at least 3% of the Company's share capital or voting rights, as duly recorded in the minutes of the General Meeting, the undisclosed shares will be stripped of voting rights at all General Meetings held until the expiry of a period of two years following the date when the omission is remedied.

For the application of the above disclosure provisions of the bylaws, disclosable interests include the shares or voting rights referred to in Article L.233-9 (I.) of the French Commercial Code.

6.3.1.5 Restrictions on the sale of the shares

The bylaws do not include any restrictions on the sale of the Company's shares. A description of the commitments given by the Company and some of its shareholders is provided in section 3.2.1 of the Universal Registration Document, page 55.

6.3.1.6 French regulations governing public tender offers

The Company is subject to the legal and regulatory provisions in force in France governing mandatory public tender offers, public buyout offers and squeeze-out procedures.

Mandatory public tender offers

The situations in which a public tender offer must be made for all of the shares and share equivalents of a company listed on a regulated market are specified in Article L.433-3 of the French Monetary and Financial Code and Article 234-1 *et seq.* of the General Regulations of the French financial markets authority (AMF).

Public buyout offer and squeeze-out procedure

The procedure for filing a buyout offer and the compulsory buyout of minority shareholders in a company whose shares are listed on a regulated market is specified in Article L.433-4 of the French Monetary and Financial Code, and Articles 236-1 *et seq.* (public buyout offer) and 237-1 *et seq.* (squeeze-out procedure) of the AMF's General Regulations.

6.3.1.7 Public offer for the Company's shares initiated by a third party during the current or previous financial year and items that could have an impact in the event of a public tender offer

No public offer for the Company's shares has been initiated by a third party during the current or previous financial year.

The following items could have an impact in the event of a public tender offer for the Company's shares (information disclosed in application of Article L.22-10-11° of the French Commercial Code):

- **capital structure:** see section 3.2.1 of the Universal Registration Document, starting on page 53, showing the ownership of the share capital and voting rights and the percentages held by the main shareholders;
- **restrictions on the exercise of voting rights and share transfers in the bylaws:** see section 6.3.1.4 of the Universal Registration Document, pages 206-207, concerning the crossing of thresholds set in the bylaws, and section 6.3.1.5 of the Universal Registration Document, starting on page 207, concerning share transfers;
- **direct or indirect equity interests in the Company of which the Company is aware:** see section 3.2.1 of the Universal Registration Document, pages 53-54;
- **list of holders of any securities carrying special control rights and a description thereof:** there are no special control rights within the Company;
- **control mechanisms provided for in any employee share ownership system when the employee does not exercise the control rights:** in accordance with Article L.214-40 of the French Monetary and Financial Code, the decision to tender to a public purchase or exchange offer is made by the fund's Supervisory Board;
- **agreements between shareholders of which the Company is aware that could give rise to restrictions on the transfer of shares and the exercise of voting rights:** the Company is not aware of any such agreements;
- **rules for appointing and replacing members of the Board of Directors and amending the Company's bylaws:** see section 6.1.1 of the Universal Registration Document, starting on page 149, for detail about the rules applicable for appointing and replacing members of the Board of Directors. No specific rules apply to amending the bylaws outside the applicable laws and regulations;

- **powers of the Board of Directors, in particular as regards share issuances and buybacks:** see sections 3.2.3 and 6.1.5.3 of the Universal Registration Document, pages 59 and 181-183, for the list of delegations granted by the General Meeting to the Board of Directors in these areas, and section 6.1.1.3, which sets out the powers of the Board of Directors, pages 164-166;
- **agreements entered into by the Company that would change or terminate in the event of a change of control of the Company, except where this disclosure, other than in the case of legal disclosure requirements, would seriously harm its interests:** bond debt for a total of €2,325 million (including several transactions, liable to be redeemed early in the event of a change of control at the individual initiative of a bondholder (Article 4 c – Redemption at the option of the Bond Holders – of the prospectuses of outstanding bonds)) and bonds convertible into and/or exchangeable for new and/or existing shares (OCEANEs) for a nominal amount of approximately €500 million (Article 1.9.1.5 – Redemption at the option of the Bond Holders – of the "Notice to investors – Terms & conditions" issued on September 3, 2019);
- **agreements providing for the payment of compensation for loss of office or other termination benefits to members of the Board of Directors or to employees if they stand down, resign, are removed from office or terminated other than for gross misconduct or if their employment ends due to a public offer**: see section 6.2.1 of the Universal Registration Document, page 189, which provides information on compensation paid to corporate officers.

6.3.2 Securities giving access to the share capital

Pursuant to the delegation granted by the General Meeting of May 14, 2019 (11th resolution), the Board of Directors, at its meeting of July 22, 2019, decided to authorize an issuance of bonds convertible into and/or exchangeable for new and/or existing shares (OCEANEs) for a maximum amount of €500,000,000, and sub-delegated to the Chairman and Chief Executive Officer the power to carry out this issuance. Making use of this sub-delegation, the Chairman and Chief Executive Officer decided, pursuant to the terms of a decision dated September 3, 2019, to launch an issuance of OCEANEs. On September 3, 2019, the OCEANEs were placed in accordance with paragraph II.2 of Article L.411-2 of the French Monetary and Financial Code with qualified investors in France and outside France (with the exception of the USA, Canada, Australia and Japan). The nominal amount of the issuance was €499,999,997.70, divided into 8,179,290 OCEANEs.

As an indication, in the event that only new Edenred ordinary shares are delivered on conversion of the OCEANEs, the resulting conversion would represent a maximum dilution of 3.32% of the Company's current share capital, on the basis of 8,179,127 ordinary shares outstanding as of the date of the Universal Registration Document.

Reports have been drawn up by the Board of Directors and the Statutory Auditors on the use of this delegation in accordance with the legal and regulatory provisions in force.

At December 31, 2020, 163 shares were delivered upon exercise of the rights attached to the aforementioned OCEANEs.

It is also specified that the maximum number of new or existing shares that may be awarded under performance share plans for which the vesting period is still in progress amounts to 1,661,974 at the date of the Universal Registration Document. A description of the performance share plans appears in the Universal Registration Document, page 203.

The Company has not issued any other securities giving access to the share capital.

6.3.3 Shares not representing capital

The Company has not issued any shares not representing capital. There is no other form of potential capital.

6.3.4 Changes in share capital

The table below shows how the Company's share capital has changed in past financial years:

		AMOUNT OF THE CHANGE IN CAPITAL				
TRANSACTION DATE	TRANSACTION	NUMBER OF SHARES	PAR VALUE *(in €)*	PREMIUM *(in €)*	NEW CAPITAL *(in €)*	TOTAL NUMBER OF SHARES
Dec.14, 2006	Initial capital	370	37,000			370
Apr. 9, 2010	Cancellation of shares	119	11,900		25,100	251
Apr. 9, 2010	Issuance of shares	119	11,900	100	37,000	370
Apr. 9, 2010	50-for-1 stock-split	18,500	37,000		37,000	18,500
May 11, 2010	Shares issued in payment for assets contributed by Accor SA	225,878,896	451,757,792	647,427,593.63	451,794,792	225,897,396
Jul. 23, 2013	Cancellation of shares	259,066	518,132	4,149,941	451,276,660	225,638,330
Aug. 7, 2013	Issuance of shares after vesting of shares allocated free of charge	259,066	518,132	(518,132)	451,794,792	225,897,396
Jun. 16, 2014	Issuance of shares after dividend reinvestment	2,914,150	5,828,300	55,223,142	457,623,092	228,811,546
Dec. 16, 2014	Issuance of shares after exercise of stock options	1,622,871	3,245,742	18,971,362	454,377,350	227,188,675
Dec. 16, 2014	Cancellation of shares	1,622,871	3,245,742	(33,990,695)	457,623,092	228,811,546
Feb. 11, 2015	Issuance of shares after exercise of stock options	52,975	105,950	619,278	457,729,042	228,864,521
Jun. 4, 2015	Issuance of shares after dividend reinvestment	2,005,302	4,010,604	38,040,578	461,739,646	230,869,823
Jul. 23, 2015	Cancellation of shares	1,532,905	3,065,810	(30,222,379.86)	458,673,836	229,336,918
Aug. 7, 2015	Issuance of shares after vesting of shares allocated free of charge	602,422	1,204,844	(1,204,844)	459,878,680	229,939,340
Aug. 7, 2015	Issuance of shares after exercise of stock options	877,508	1,755,016	10,708,628	461,633,696	230,816,848
Dec. 18, 2015	Issuance of shares after exercise of stock options	79,778	159,556	1,026,300.82	461,793,249	230,896,626
Dec. 18, 2015	Cancellation of shares	79,778	159,556	(1,557,421.93)	461,633,696	230,816,848
Feb. 10, 2016	Issuance of shares after exercise of stock options	2,400	4,800	28,056	461,638,496	230,819,248
Feb. 10, 2016	Cancellation of shares	503,913	1,007,826	(9,215,133.48)	460,630,670	230,315,335
Mar. 12, 2016	Issuance of shares after vesting of shares allocated free of charge	501,513	1,003,026	(1,003,026)	461,633,696	230,816,848
Jun. 15, 2016	Issuance of shares after dividend reinvestment	2,862,997	5,725,994	37,619,780.58	467,359,690	233,679,845

		AMOUNT OF THE CHANGE IN CAPITAL				
TRANSACTION DATE	TRANSACTION	NUMBER OF SHARES	PAR VALUE *(in €)*	PREMIUM *(in €)*	NEW CAPITAL *(in €)*	TOTAL NUMBER OF SHARES
Jul. 21, 2016	Issuance of shares after exercise of stock options	45,886	91,772	536,407.34	467,451,462	233,725,731
Jul. 21, 2016	Cancellation of shares	45,886	91,772	(741,882.29)	467,359,690	233,679,845
Dec. 15, 2016	Issuance of shares after exercise of stock options	260,731	521,462	3,357,717.39	467,881,152	233,940,576
Dec. 15, 2016	Cancellation of shares	260,731	521,462	(4,253,357.94)	467,359,690	233,679,845
Feb. 22, 2017	Issuance of shares after exercise of stock options	8,500	17,000	99,365	467,376,690	233,688,345
Feb. 22, 2017	Cancellation of shares	535,298	1,070,596	(8,504,081.62)	466,306,094	233,153,047
Feb. 28, 2017	Issuance of shares after vesting of shares allocated free of charge	526,798	1,053,596	(1,053,596)	467,359,690	233,679,845
Jun. 13, 2017	Issuance of shares after dividend reinvestment	1,722,895	3,445,790	31,322,231.10	470,805,480	235,402,740
Jul. 24, 2017	Issuance of shares after exercise of stock options	720,326	1,440,652	9,781,939.74	472,246,132	236,123,066
Jul. 24, 2017	Cancellation of shares	720,326	1,440,652	(14,530,974.53)	470,805,480	235,402,740
Dec. 20, 2017	Issuance of shares after exercise of stock options	234,510	469,020	3,342,369.10	471,274,500	235,637,250
Dec. 20, 2017	Cancellation of shares	234,510	469,020	(4,807,177.14)	470,805,480	235,402,740
Dec. 31, 2017	Issuance of shares after exercise of stock options	500	1,000	5,845	470,806,480	235,403,240
Feb. 19, 2018	Issuance of shares after vesting of shares allocated free of charge	381,970	763,940	(763,940)	471,570,420	235,785,210
Feb. 19, 2018	Cancellation of shares	382,470	764,940	(6,554,678.40)	470,805,480	235,402,740
Jun. 8, 2018	Issuance of shares after dividend reinvestment	3,863,610	7,727,220	88,399,396.80	478,532,700	239,266,350
Jul. 23, 2018	Issuance of shares after exercise of stock options	501,565	1,003,130	6,917,734.85	479,535,830	236,123,066
Jul. 23, 2018	Cancellation of shares	501,565	1,003,130	(1,003,130)	478,532,700	239,266,350
Dec. 18, 2018	Issuance of shares after exercise of stock options	144,950	289,900	2,008,041.50	478,822,600	239,411,300
Dec. 18, 2018	Cancellation of shares	144,950	289,900	(289,900)	478,532,700	239,266,350
Feb. 18, 2019	Issuance of shares after vesting of shares allocated free of charge	406,406	812,812	(812,812)	479,345,512	239,672,756
Feb. 20, 2019	Cancellation of shares	406,406	812,812	(8,582,434)	478,532,700	239,266,350

		AMOUNT OF THE CHANGE IN CAPITAL				
TRANSACTION DATE	TRANSACTION	NUMBER OF SHARES	PAR VALUE *(in €)*	PREMIUM *(in €)*	NEW CAPITAL *(in €)*	TOTAL NUMBER OF SHARES
May 3, 2019	Issuance of shares after vesting of shares allocated free of charge	487,951	975,902	(975,902)	479,508,602	239,754,301
May 14, 2019	Cancellation of shares	487,951	975,902	(13,343,201)	478,532,700	239,266,350
Jun. 11, 2019	Issuance of shares after dividend reinvestment	3,938,507	7,877,014	136,193,572	486,409,714	243,204,857
Dec. 18, 2019	Issuance of shares after exercise of stock options	126,850	253,700	(2,145,339)	486,663,414	243,331,707
Dec. 18, 2019	Cancellation of shares	126,850	253,700	(5,275,453)	486,409,714	243,204,857
Feb. 21, 2020	Issuance of shares after vesting of shares allocated free of charge	381,930	763,860	(763,860)	487,173,574	243,586,787
Feb. 25, 2020	Cancellation of shares	381,930	763,860			
	Cancellation of shares	398,371	796,742	(31,547,316)	485,612,972	242,806,486
Mar. 9, 2020	Issuance of shares after vesting of shares allocated free of charge	398,371	796,742	(796,742)	486,409,714	243,204,857
Jun. 5, 2020	Issuance of shares after dividend reinvestment	3,378,494	6,756,988	102,672,433	493,166,702	246,583,351
Dec. 31, 2020	**-**				**493,166,702**	**246,583,351**

6

7

Financial statements

AFR

7.1 Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2020

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information specifically required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders. This report should be read in conjunction, and construed in accordance with French law and professional auditing standards applicable in France.

To EDENRED's Shareholders' Meeting,

Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meetings, we have audited the accompanying consolidated financial statements of EDENRED for the year ended December 31, 2020.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations of the Group for the year then ended and of its financial position and of its assets and liabilities as of December 31, 2020 in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risks Committee.

Basis for opinion

Audit framework

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

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the "Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from January 1, 2020 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Valuation of goodwill and intangible assets

(Note 1.6 "Use of judgments and estimates", Note 3.1 "Impacts of Covid-19", Note 5.1 "Goodwill", Note 5.2 "Intangible assets" and Note5.5 "Impairment tests" to the consolidated financial statements)

KEY AUDIT MATTER	OUR RESPONSE
As of December 31, 2020, the net carrying amount of goodwill and intangible assets (hereinafter "the intangible assets") amounted to €1,457 million and €655 million, respectively, or 22% of total assets. These intangible assets comprise assets with an indefinite useful life (brands for €55 million) and assets with definite useful lives (customer lists for €408 million, licenses and software for €117 million, principally). In accordance with IAS 36 "Impairment of assets" and as specified in Note 5.5 to the consolidated financial statements, an impairment loss is recognized when the recoverable amount of these assets is less than the net carrying amount. The recoverable amounts are determined in two steps (i) based on the fair value assessed using the EBITDA multiple method taking into account the context of uncertainty tied to Covid-19 and (ii), if necessary, should a potential impairment loss be identified, based on the value in use estimated using the discounted future cash flows method based on the 5-year business plans validated by Management and taking into account the context of the Covid-19 health crisis. The determination of the recoverable amount of these intangible assets, which represent a material amount in the Group's accounts, is based on Management's judgement and the use of assumptions in the context of the Covid-19 health crisis, notably: the EBITDA multiples adopted, cash flow projections, and discount and perpetual growth rates. We therefore considered the valuation of goodwill and intangible assets to be a key audit matter.	We have familiarized ourselves with the procedures and controls set up by the Group to identify indications of impairment loss and to determine the recoverable amount of intangible assets grouped in Cash Generating Units (CGU). Our other procedures primarily consisted in: • assessing, compared to the provisions of IAS 36, the principles and methods used to determine the recoverable amounts of the CGU to which the intangible assets were assigned and reconciling the net carrying amount of these assets with the data in the accounting records; • reviewing the EBITDA multiples adopted compared to available market data and taking into account the context of the Covid-19 health crisis; • comparing, with our audit team's valuation experts, the perpetual growth and discount rates adopted for the valuations based on future cash flows with the macro-economic data available at the closing date; • examining, through interviews with Management, the main source data and assumptions for the operating estimates underlying the future cash flows used for the valuation models, notably by comparing the estimates and projections of prior periods with the actual figures; • performing our own sensitivity analyses of the assumptions used for the cash flow forecasts. We have also verified that the notes to the consolidated financial statements provided appropriate disclosures, particularly in regard to the key assumptions and the sensitivity analysis.

Recognition of the liability relating to service vouchers in circulation – funds to be redeemed

(Note 4.6 "Change in working capital and funds to be redeemed" and Note 4.7 "Change in restricted cash" to the consolidated financial statements)

KEY AUDIT MATTER	OUR RESPONSE
The funds to be redeemed correspond to the face value of service vouchers in circulation and digital funds loaded on cards but not yet redeemed to the affiliated merchants. They result from multiple transactions: • on the one hand, with the customers for whom the service vouchers are issued or cards loaded, through an offsetting receipt of funds recognized either in available cash, or, in accordance with applicable regulations, in service voucher reserved funds (mainly in the United Kingdom, France, Belgium and Romania); • and, on the other hand, with affiliated merchants who are redeemed by EDENRED for the service vouchers or cards used by beneficiaries in their establishment. Considering (i) the amount of funds to be redeemed on the balance sheet (€4,874 million, or 52% of total Group assets as of December 31, 2020, (ii) the importance of this aggregate as a material component of working capital requirements, a key performance indicator for EDENRED's activities, (iii) the volume of flows reflected in the balance of funds to be redeemed on the balance sheet and (iv) the dependence on information systems managing these operations, we considered the recognition of funds to be redeemed to be a key audit matter.	We have familiarized ourselves with the procedures set up by the Group to secure the flow of transactions inherent to the business activity, in particular, the reconciliation of the balance of funds to be redeemed at the closing date between the IT operating applications and the accounting records. Our other procedures primarily consisted in: • carrying out tests, with the assistance of the IT specialists on our teams, on the information systems to ensure that access rights are secure and the correct uploading of different ingoing and outgoing flows impacting the balance of funds to be redeemed; • examining the reconciliations performed by the Finance Departments of material subsidiaries between the accounting records and the IT operating applications and, if necessary, obtaining justification of any differences identified; • analysing the consistency of revenue recognized during the fiscal year compared to the flows collected; • analysing the bank reconciliations to determine the absence of material items in the funds to be redeemed to affiliated merchants. We have also verified that the notes to the consolidated financial statements provided appropriate disclosures, in particular the qualitative information relating to the segregation of funds as well as service voucher reserved funds at the reporting date.

Valuation of provisions for litigation, claims and tax risks

[Note 1.6 "Use of judgments and estimates", Note 10.2 "Provisions" and Note 10.3 "Claims, litigation and tax risks" to the consolidated financial statements]

KEY AUDIT MATTER	OUR RESPONSE
Your Group is party to a number of legal and anti-trust proceedings with third parties or with legal and/or administrative authorities, including tax authorities, investigations before state courts, arbitration tribunals or regulated authorities, in the normal course of its business. The main disputes and investigations potentially having a significant impact on your Group are recognized as liabilities or give rise to the contingent liabilities described in Note 10.3 to the financial statements. We have considered the valuation of provisions for litigation, claims and tax risk as a key audit matter given the amounts at stake and the judgement required to determine these liabilities in multiple and constantly changing regulatory contexts.	Our work mainly consisted in: • investigating the procedures implemented by your Group in order to identify all litigation and risk exposures; • corroborating your analyses with the confirmations received from the Group's lawyers; • evaluating the analysis of the probability of occurrence performed by your Group, as well as the assumptions on the basis of which the provisions were estimated with respect to the relevant supporting documentation and, if any, written consultations from external advisors. We also referred to our experts for the most complex analyses. We have also assessed the appropriateness of the related disclosures in the notes to the consolidated financial statements, and particularly the qualitative and quantitative information related to the Group's estimates and judgments.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the management report of Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (*code de commerce*) is included in Group management report, it being specified that, in accordance with the provisions of Article L.823-10 of the code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Other Legal and Regulatory Verifications or Information

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format, with the exception of the following material misstatements:

Certain amounts in the footnotes to the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows are not tagged, contrary to the requirements of Annex 1 of the aforementioned regulation which requires the effective tagging of all numbers expressed in a declared currency presented in these statements.

Amounts not tagged in the footnotes to the Consolidated Statement of Changes in Equity:

- 2019 dividend distribution in shares of €110 million;
- Impact on consolidated reserves, Group share of the ITAU transaction performed in 2019 in the amount of -€21 million.

Amounts not tagged in the Consolidated Statement of Cash Flows:

- Cash and cash equivalents as of December 31, 2019 and 2020 of €1,004 million and €1,125 million, respectively;
- Bank accounts in credit as of December 31, 2019 and 2020 of €(52) million and €(109) million, respectively; and
- Net cash as of December 31, 2019 and 2020 of €952 million and €1,016 million respectively.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

Deloitte & Associés was appointed as statutory auditor of EDENRED by the Shareholders' Meeting of April 3, 2010, while Ernst & Young Audit was appointed as statutory auditor by the Shareholders' Meeting of May 4, 2016.

As of December 31, 2020, Deloitte & Associés and Ernst & Young Audit were in the 11th year and 5th year of total uninterrupted engagement, respectively.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

The Audit and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified by Article L.823-10-1 of the French Commercial Code (*Code de commerce*), the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of the entity.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements

Report to the Audit and Risks Committee

We submit a report to the Audit and Risks Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also bring to its attention any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risks Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risks Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss with the Audit and Risks Committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Paris-la-Défense, March 23, 2021

The Statutory Auditors

DELOITTE & ASSOCIES	**ERNST & YOUNG Audit**
Patrick E. SUISSA	Pierre JOUANNE

7.2 Consolidated financial statements

7.2.1 Consolidated income statement

(in € millions)	NOTES	2020	2019
Operating revenue	4.2	1,423	1,570
Other revenue	4.2	42	56
Total revenue	**4.2**	**1,465**	**1,626**
Operating expenses	4.3	(885)	(958)
Depreciation, amortization and impairment losses	5.6	(125)	(123)
Operating profit before other income and expenses (EBIT)	**4.5**	**455**	**545**
Share of net profit from equity-accounted companies	5.4	13	14
Other income and expenses	10.1	(41)	(25)
Operating profit including share of net profit from equity-accounted companies		**427**	**534**
Net financial expense	6.1	(37)	(35)
PROFIT BEFORE TAX		390	499
Income tax expense	7	(124)	(153)
NET PROFIT		**266**	**346**
Net profit attributable to owners of the parent		238	312
Net profit attributable to non-controlling interests	8.3	28	34
EARNINGS PER SHARE *(in €)*	8.2	0.97	1.30
Diluted earnings per share *(in €)*	**8.2**	**0.97**	**1.29**

7.2.2 Consolidated statement of comprehensive income

(in € millions)	NOTES	2020	2019
NET PROFIT		266	346
Other comprehensive income			
Currency translation adjustment	1.4	(299)	21
Fair value adjustments to financial instruments and assets at fair value through other comprehensive income	1.4	5	23
Tax on items that may be subsequently reclassified to profit or loss	1.4	(1)	(7)
Items that may be subsequently reclassified to profit or loss		**(295)**	**37**
Actuarial gains and losses on defined-benefit plans	1.4	(1)	(8)
Tax on items that may not be subsequently reclassified to profit or loss	1.4	-	2
Items that may not be subsequently reclassified to profit or loss		**(1)**	**(6)**
Total other comprehensive income (loss)		**(296)**	**31**
COMPREHENSIVE INCOME (LOSS)		**(30)**	**377**
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT		(43)	351
Comprehensive income attributable to non-controlling interests		13	26

7.2.3 Consolidated statement of financial position

Consolidated assets

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
Goodwill	5.1	1,457	1,604
Intangible assets	5.2	655	706
Property, plant and equipment	5.3	148	169
Investments in equity-accounted companies	5.4	64	69
Non-current financial assets	6.2	132	75
Deferred tax assets	7.2	49	94
TOTAL NON-CURRENT ASSETS		2,505	2,717
Trade receivables	4.8	1,743	2,073
Inventories, other receivables and accruals	4.8	326	359
Restricted cash	4.7	2,578	1,864
Current financial assets	6.2	130	136
Other marketable securities	6.3	1,021	733
Cash and cash equivalents	6.3	1,125	1,004
TOTAL CURRENT ASSETS		6,923	6,169
TOTAL ASSETS		**9,428**	**8,886**

Consolidated equity and liabilities

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
Issued capital		493	486
Additional paid-in capital and consolidated retained earnings (accumulated losses)		(1,011)	(1,240)
Currency translation adjustment		(675)	(391)
Treasury shares		(37)	(48)
Equity attributable to owners of the parent		**(1,230)**	**(1,193)**
Non-controlling interests		96	150
TOTAL EQUITY	8	(1,134)	(1,043)
Non-current debt	6.4/6.5	2,928	2,421
Other non-current financial liabilities	6.4/6.5	99	139
Non-current provisions	10.2	33	43
Deferred tax liabilities	7.2	129	174
TOTAL NON-CURRENT LIABILITIES		3,189	2,777
Current debt	6.4/6.5	266	426
Other current financial liabilities	6.4/6.5	98	177
Current provisions	10.2	16	22
Funds to be redeemed	4.6	4,874	5,161
Trade payables	4.6	669	261
Current tax liabilities	4.6	11	33
Other payables	4.8	1,439	1,072
TOTAL CURRENT LIABILITIES		7,373	7,152
TOTAL EQUITY AND LIABILITIES		**9,428**	**8,886**

7.2.4 Consolidated statement of cash flows

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
+ Net profit attributable to owners of the parent		238	312
+ Non-controlling interests		28	34
- Share of net profit from equity-accounted companies	5.4	(13)	(14)
- Depreciation, amortization and changes in operating provisions		130	126
- Expenses related to share-based payments		14	16
- Non-cash impact of other income and expenses		36	14
- Difference between income tax paid and income tax expense		(2)	(8)
+ Dividends received from equity-accounted companies	5.4	16	9
= Funds from operations including other income and expenses		**447**	**489**
- Other income and expenses (including restructuring costs)		28	35
= Funds from operations before other income and expenses (FFO)		**475**	**524**
+ Decrease (increase) in working capital	4.6	1,039	369
+ Recurring decrease (increase) in restricted cash	4.7	(770)	(395)
= Net cash from (used in) operating activities		**744**	**498**
+/- Other income and expenses (including restructuring costs) received/paid		(26)	(33)
= Net cash from (used in) operating activities including other income and expenses (A)		**718**	**465**
- Acquisitions of property, plant and equipment and intangible assets		(104)	(98)
- Acquisitions of investments		(63)	(9)
- External acquisition expenditure, net of cash acquired		(127)	(757)
+ Proceeds from disposals of assets		-	(5)
= Net cash from (used in) investing activities (B)		**(294)**	**(869)**
+ Capital increase		3	5
- Dividends paid(1)	3.2	(81)	(87)
+ (Purchases) sales of treasury shares		(23)	(52)
+ Increase in non-current debt	6.5	633	561
- Decrease in non-current debt	6.5	(6)	(116)
+ Change in current debt net of change in short-term investments		(812)	(281)
= Net cash from (used in) financing activities (C)		**(286)**	**30**
- Net foreign exchange differences (D)		**(74)**	**10**
= NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (E) = (A) + (B) + (C) + (D)		**64**	**(364)**
+ Cash and cash equivalents at beginning of period		952	1,316
- Cash and cash equivalents at end of period		1,016	952
= NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**64**	**(364)**

(1) Including cash dividends paid to owners of the parent for €60 million (€0.70 per share) and cash dividends paid to non-controlling interests for €21 million.

Net cash and cash equivalents at the end of the period can be analyzed as follows:

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
+ Cash and cash equivalents	6.3	1,125	1,004
- Bank overdrafts	6.5	(109)	(52)
= NET CASH AND CASH EQUIVALENTS		**1,016**	**952**

7.2.5 Consolidated statement of changes in equity

(in € millions)	ISSUED CAPITAL	ADDITIONAL PAID-IN CAPITAL	TREASURY SHARES	CONSOLIDATED RETAINED EARNINGS (ACCUMULATED LOSSES)[2]	CUMULATIVE COMPEN-SATION COSTS – SHARE-BASED PAYMENTS	CUMULATIVE FAIR VALUE ADJUSTMENTS TO FINANCIAL INSTRUMENTS	CUMULATIVE ACTUARIAL GAINS (LOSSES) ON DEFINED-BENEFIT PLANS	CUMULATIVE CURRENCY TRANSLATION ADJUSTMENT[1]	NET PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT	**EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT**	**TOTAL NON-CONTROLLING INTERESTS**	**TOTAL EQUITY**
Dec. 31, 2018	**479**	**770**	**(22)**	**(2,743)**	**111**	**17**	**(3)**	**(424)**	**254**	**(1,561)**	**110**	**(1,451)**
Appropriation of 2018 net profit	-	-	-	254	-	-	-	-	(254)	-	-	-
Increase (decrease) in share capital												
• in cash	-	-	-	-	-	-	-	-	-	-	3	3
• cancellation of treasury shares	-	(29)	-	-	-	-	-	-	-	(29)	-	(29)
• options exercised	-	2	-	-	-	-	-	-	-	2	-	2
• dividends reinvested in new shares	7	137	-	-	-	-	-	-	-	144	-	144
Dividends paid[3]	-	-	-	(206)	-	-	-	-	-	(206)	(25)	(231)
Changes in consolidation scope[4]	-	-	-	61	-	-	-	-	-	61	31	92
Compensation costs – share-based payments	-	-	-	-	16	-	-	-	-	16	-	16
(Acquisitions) disposals of treasury shares	-	-	(26)	-	-	-	-	-	-	(26)	-	(26)
Other[5]	-	-	-	55	-	-	-	-	-	55	5	60
Other comprehensive income	-	-	-	-	-	12	(6)	33	-	39	(8)	31
Net profit for the period									312	312	34	346
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**12**	**(6)**	**33**	**312**	**351**	**26**	**377**
DEC. 31, 2019	**486**	**880**	**(48)**	**(2,579)**	**127**	**29**	**(9)**	**(391)**	**312**	**(1,193)**	**150**	**(1,043)**

(in € millions)	ISSUED CAPITAL	ADDITIONAL PAID-IN CAPITAL	TREASURY SHARES	CONSOLIDATED RETAINED EARNINGS (ACCUMULATED LOSSES)[2]	CUMULATIVE COMPEN-SATION COSTS – SHARE-BASED PAYMENTS	CUMULATIVE FAIR VALUE ADJUSTMENTS TO FINANCIAL INSTRUMENTS	CUMULATIVE ACTUARIAL GAINS (LOSSES) ON DEFINED-BENEFIT PLANS	CUMULATIVE CURRENCY TRANSLATION ADJUSTMENT[1]	NET PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT	EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT	TOTAL NON-CONTROLLING INTERESTS	TOTAL EQUITY
Dec. 31, 2019	**486**	**880**	**(48)**	**(2,579)**	**127**	**29**	**(9)**	**(391)**	**312**	**(1,193)**	**150**	**(1,043)**
Appropriation of 2019 net profit	-	-	-	312	-	-	-	-	(312)	-	-	-
Increase (decrease) in share capital												
• in cash	-	-	-	-	-	-	-	-	-	-	5	5
• cancellation of treasury shares	-	(34)	-	-	-	-	-	-	-	(34)	-	(34)
• options exercised	-	1	-	-	-	-	-	-	-	1	-	1
• dividends reinvested in new shares	7	103	-	-	-	-	-	-	-	110	-	110
Dividends paid[3]	-	-	-	(170)	-	-	-	-	-	(170)	(21)	(191)
Changes in consolidation scope[4]	-	-	-	69	-	-	-	-	-	69	(51)	18
Compensation costs – share-based payments	-	-	-	-	14	-	-	-	-	14	-	14
(Acquisitions) disposals of treasury shares	-	-	11	-	-	-	-	-	-	11	-	11
Other[5]	-	-	-	5	-	-	-	-	-	5	-	5
Other comprehensive income	-	-	-	-	-	4	(1)	(284)	-	(281)	(15)	(296)
Net profit for the period		-							238	238	28	266
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**4**	**(1)**	**(284)**	**238**	**(43)**	**13**	**(30)**
Dec. 31, 2020	**493**	**950**	**(37)**	**(2,363)**	**141**	**33**	**(10)**	**(675)**	**238**	**(1,230)**	**96**	**(1,134)**

(1) See Note 1.5 "Presentation currency and foreign currencies" detailing the main exchange rates used in 2019 and 2020. The €675 million negative translation reserve attributable to owners of the parent corresponds mainly to translation adjustments arising from changes in exchange rates for the Brazilian real for €400 million, the Venezuelan bolivar soberano for €129 million, the US dollar for €33 million and the Mexican peso for €33 million.

(2) This amount includes the €1,894 million negative impact of acquiring Edenred entities owned by Accor and deducted from equity following the demerger in June 2010.

(3) Corresponding to the distribution of €170 million paid to Group shareholders (of which €60 million in cash and €110 million in shares – see Note 3.2 "Payment of the 2019 dividend") and €21 million paid to minority shareholders.

(4) In 2019, changes in the attributable scope of consolidation corresponded mainly to the Itaú transaction, as follows:

- *acquisition of Itaú shares: €96 million, of which €86 million attributable to owners of the parent and €10 million attributable to non-controlling interests;*
- *transfer of attributable consolidated retained earnings to non-controlling interests (disposal of 11% of Ticket Serviços): €21 million decrease in equity attributable to owners of the parent and €21 million increase in non-controlling interests.*

Changes in consolidation scope in 2020 (excluding the currency effect) correspond mainly to the acquisition of the remaining 17% of UTA.

(5) The line "Other" corresponds mainly to the net impact of remeasuring the tax bases of the UTA purchase price allocation, as in 2019.

7.2.6 Notes to the consolidated financial statements

This icon indicates an IFRS standard issue.

This icon indicates a definition specific to the Edenred group.

This icon indicates the use of an estimate or judgment. In the absence of standards or interpretations applicable to a specific transaction, the management of Edenred uses judgment to define and apply the accounting methods that will provide relevant and reliable information, so that the financial statements present a true and fair view of the financial position, the financial performance and the cash flows of the Group, and show the economic reality of transactions.

This icon indicates the Group's figures for the current period as well as the comparative period.

NOTE 1 PRESENTATION OF THE GROUP AND BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

1.1 Business overview

Edenred is a leading digital platform for services and payments and the everyday companion for people at work, connecting over 50 million users and 2 million partner merchants in 46 countries *via* more than 850,000 corporate clients.

Edenred offers specific-purpose payment solutions for food (such as meal benefits), mobility (such as multi-energy, maintenance, toll, parking and commuter solutions), incentives (such as gift cards, employee engagement platforms) and corporate payments (such as virtual cards). These solutions enhance user's well-being and purchasing power, improve companies' attractiveness and efficiency, and vitalize the employment market and the local economy. They also foster access to healthier food, more environmentally friendly products and softer mobility.

Edenred's 10,000 employees are committed to making the world of work a connected ecosystem that is safer, more efficient and more user-friendly every day.

In 2020, thanks to its global technology assets, the Group managed close to €30 billion in business volume, primarily carried out *via* mobile applications, online platforms and cards.

Edenred is listed on the Euronext Paris stock exchange and included in the following indices: CAC Next 20, FTSE4Good and MSCI Europe.

1.2 Management of the Group's capital structure

The Group's main capital management objective is to maintain an "investment grade" credit rating and robust capital ratios in order to facilitate business operations and maximize shareholder value.

Its capital structure is optimized to keep pace with changes in economic conditions by adjusting dividends, returning capital to shareholders or issuing new shares.

1.3 Information about the parent company Edenred SA

Registered name: Edenred
Registered office: 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux – France
Société anonyme à conseil d'administration (French joint-stock company with a Board of Directors) with share capital of €493,166,702
Registered on the Nanterre Trade and Companies Register under No. 493 322 978
NAF code: 7010Z

These financial statements for the year ended December 31, 2020 were approved for publication by the Board of Directors of Edenred on March 1, 2021. They will be submitted for shareholders' approval during the General Meeting on May 11, 2021.

1.4 Basis of preparation of the consolidated financial statements

Pursuant to European Regulation (EC) 1606/2002 of July 19, 2002, the Edenred consolidated financial statements for the year ended December 31, 2020 have been prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union as of that date. They include comparative financial information for 2019, prepared in accordance with the same principles and conventions and the same standards.
IFRSs are downloadable from the European Commission's website at the following address:
https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_fr#overview
The consolidated financial statements are presented in million euros, rounded to the nearest million. In some cases, rounding may lead to non-material differences between reported totals and the sum of the reported amounts.

1.5 Presentation currency and foreign currencies

In accordance with IAS 21 – The Effects of Changes in Foreign Exchange Rates, and for consolidation needs, balance sheet items expressed in a functional currency other than the euro are translated into euros at the exchange rate on the balance sheet date (closing exchange rate). Income statements expressed in a functional currency other than the euro are translated at the average rate for the period. Differences arising from translation are recorded as a separate component of equity and recognized in profit or loss on disposal or closing of the business.

			2020		2019	
			CLOSING RATE AT DEC. 31, 2020	AVERAGE RATE	CLOSING RATE AT DEC. 31, 2019	AVERAGE RATE
ISO CODE	CURRENCY	COUNTRY	EUR 1 =	EUR 1 =	EUR 1 =	EUR 1 =
ARS	Peso	ARGENTINA	103.26	103.26	67.26	67.26
BRL	Real	BRAZIL	6.37	5.89	4.52	4.41
USD	US dollar	UNITED STATES	1.23	1.14	1.12	1.12
MXN	Peso	MEXICO	24.42	24.54	21.22	21.55
RON	Leu	ROMANIA	4.87	4.84	4.78	4.75
GBP	Pound sterling	UNITED KINGDOM	0.90	0.89	0.85	0.88
SEK	Krona	SWEDEN	10.03	10.49	10.45	10.59
CZK	Koruna	CZECH REPUBLIC	26.24	26.46	25.41	25.67
TRY	Lira	TURKEY	9.11	8.05	6.68	6.36
VES	Bolivar	VENEZUELA	1,303,310.73	375,986.70	51,471.34	14,759.35

The impact on attributable consolidated equity of currency translation adjustments was a negative €284 million between December 31, 2019 and December 31, 2020. The difference mainly reflected movements in the following currencies:

ISO CODE	CURRENCY	COUNTRY	DECEMBER 2020
BRL	Real	BRAZIL	(189)
USD	US dollar	UNITED STATES	(47)
MXN	Peso	MEXICO	(25)
GBP	Pound sterling	UNITED KINGDOM	(11)
TOTAL			**(272)**

Hyperinflation in Argentina

Argentina has been qualified as a hyperinflationary economy since July 1, 2018. The Group has applied IAS 29 – Financial Reporting in Hyperinflationary Economies to its operations in this country since end-2018.

In line with this standard, a EUR/ARS exchange rate of 103.26 has been used. Non-monetary items have been adjusted using the consumer price index published by Argentina's national statistics institute, INDEC.

Application of hyperinflation to Argentina had a €2 million negative impact on net profit attributable to owners of the parent. The impact on consolidated equity was €2 million.

1.6 Use of judgments and estimates

1.6.1 Estimates

The preparation of financial statements requires the use of estimates and assumptions to determine the reported amount of certain assets, liabilities, income and expenses, and to take into account the potential positive or negative effect of uncertainties existing at the balance sheet date.

Due to changes in the assumptions used and economic conditions different from those existing at the balance sheet date, the amounts in the Group's future financial statements could be materially different from current estimates.

The Group has paid particular attention to the impacts of the Covid-19 health crisis when making material estimates, especially in the following areas:

- measurement of goodwill (Note 5.1) and intangible assets (Note 5.2). The Group has taken into account the uncertainties surrounding the Covid-19 health crisis in its measurement of the recoverable amounts;
- measurement of provisions for recoverable current assets (Note 10.2);
- measurement of deferred tax assets recognized on tax loss carryforwards (Note 7.2), taking into account any impacts of the Covid-19 health crisis (Note 3.1) on taxable income projections.

1.6.2 Judgments

With regard to the impacts of the Covid-19 health crisis, the Group has used judgment to determine the applicable accounting treatment for non-recurring events presented in the financial statements under other income and expenses (see Note 10.1). The direct expenses associated with the crisis have been recognized in operating expenses (adaptations to workstation, purchases of masks etc.).

The Covid-19 health crisis has also led the Group to exercise judgment to assess:

- whether there are any indications of impairment of goodwill and intangible assets;
- expected credit losses amid the uncertainty (Note 3.1).

NOTE 2 ACQUISITIONS, DEVELOPMENT PROJECTS AND DISPOSALS

In accordance with IFRS 10 – Consolidated Financial Statements, control over an entity has been determined based on a review of the criteria specified in the standard, which is not limited to the interest held in the entity (more than 50%); an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the year following the acquisition of a consolidated company, fair value adjustments are made to the identifiable assets and liabilities acquired. For this purpose, fair values are determined in the new subsidiary's local currency. In subsequent years, these fair value adjustments follow the same accounting treatment as the items to which they relate.

In accordance with IFRS 11 – Joint Arrangements, companies over which the Group exercises significant influence, either directly or indirectly, are accounted for by the equity method. Under the equity method, investments in associates and joint ventures are initially recognized at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets.

The Group has accounted for business combinations and changes in ownership interest that do not result in a loss of control in accordance with IFRS 3 (revised) – Business Combinations and IFRS 10 – Consolidated Financial Statements.

As part of certain acquisitions and/or business combinations, the Group has granted commitments to buy back minority shareholders' interests. The exercise price of these options can be fixed or calculated using a predefined formula, and they can be exercised at any time or at a set date.

The Group records a financial liability at its present value for the puts granted to the minority shareholders of the entities concerned. Subsequent changes to the commitment's value are recognized with adjustments to the equity attributable to owners of the parent.

All equity security transactions between controlling and non-controlling shareholders not involving a loss of control must be recognized directly in equity.

Acquisitions, development projects and disposals in 2020

EBV

On February 10, 2020, Edenred finalized the acquisition of 60% of the share capital of EBV Finance, a Lithuanian company specialized in tax refunds for European transportation companies. With this transaction, the Group is significantly strengthening its position in the segment and expanding its range of value-added services for international transportation companies in Europe.

The provisional purchase price allocation primarily led to the recognition of a customer list for €10 million and goodwill of €12 million.

EBV's contribution to the Group's consolidated financial statements can be analyzed as follows:

(in € millions)	EBV 2020
Total revenue	11
Net profit attributable to owners of the parent	**1**

CooperCard

On May 8, 2020, Edenred signed an agreement to acquire Cooper Card's client portfolio (170,000 active users) in Brazil. With this acquisition, Edenred is consolidating its integration into the economic fabric of the state of Paraná. With 11 million citizens, it is one of the country's most populous and dynamic states and represents a major employment pool.

The provisional purchase price allocation led to the recognition primarily of a customer list for 50 million Brazilian reals (€8 million) and goodwill of 115 million Brazilian reals (€18 million).

(in € millions)	COOPERCARD 2020
Total revenue	1
Net profit attributable to owners of the parent	**0**

UTA

On May 15, 2020, Edenred acquired all outstanding shares that it did not already own in its UTA subsidiary, Europe's second-largest issuer of multi-brand fuel cards and a leading provider of value-added services, such as toll settlement and vehicle maintenance solutions.

The increase to full ownership followed the exercise of a put option on an additional 17% of outstanding shares by the Eckstein family, co-founders of UTA, in an amount equal to €82 million.

NOTE 3 SIGNIFICANT EVENTS

3.1 Impact of Covid-19

The Covid-19 health crisis has impacted the economies of the 46 countries where the Group operates. The measures taken to contain the spread of the virus have created substantial disruption for companies around the world, triggering an economic downturn. Following a gradual recovery across all regions where the Group operates, the economy once again began to slow down at the end of the third quarter of 2020.

During the lockdown periods, Edenred implemented homeworking for nearly 95% of its employees worldwide, with only limited use of short-time working arrangements in France and business continuity has been secured thanks to the increasingly digital nature of its solutions. Employee Benefits, Fleet & Mobility Solutions and Complementary Solutions are resilient and their operations were only partially impacted by the pandemic.

The Group has incurred specific expenses in connection with the Covid-19 epidemic, which represent a marginal amount at the Group level. They mainly concern equipment and measures to ensure compliance with health regulations, initiatives to support employees, affiliates and partners, and payroll costs not fully covered by government-subsidized relief measures. The Group has assessed the consequences of the Covid-19 epidemic on counterparty risk (see "Chapter 4 "Risk factors and management").

Following impairment tests performed on the Group's goodwill and non-current assets, no impairment losses were recognized in respect of the Covid-19 health crisis. However, the Group did recognize goodwill impairment relating to the Colombia CGU for €1 million and to the equity-accounted Goodcard investment for €3 million. Consequently, no further impairment will be recognized on deferred tax assets on tax loss carryforwards due to the impacts of the Covid-19 health crisis. In addition, the statistical rates used to impair current assets of Group entities were reviewed and adjusted in the interests of prudence to take into account the economic uncertainty surrounding the coming months, more specifically due to government relief measures that artificially reduce the business default rate.

Thanks to an assertive collection policy, the Group has reduced trade receivables days. Although economic indicators show that business default rates have improved due to government support in most of the regions where the Group operates, the Group has increased the level of provisioning for trade receivables for certain high-risk regions.

On a like-for-like basis compared with 2019, the decline in business activity over the year had a negative 1.6% impact on operating revenue (or €26 million), a negative 11.9% impact on other revenue (or €7 million), and a negative 2% impact on total revenue (or €33 million). Accordingly, EBITDA declined by 4.6% (or €31 million) and EBIT by 7.6% (or €41 million) (see Note 4.2.1 "Segment information by indicator").

With regard to cash flow, the total or partial economic shutdowns across the world prompted a decline in the use of Edenred solutions and more specifically in reimbursements to affiliates, which had a favorable impact on the seasonality of working capital, improving the Group's net debt position. These atypical differences triggered by the crisis will be gradually reabsorbed as economic activity recovers in 2021.

3.2 Payment of the 2019 dividend

At the Combined General Meeting on May 7, 2020, Edenred shareholders approved the payment of a dividend of €0.70 per share in respect of 2019, with the option of receiving payment of the entire dividend in new shares.

The option for payment of the dividend in new shares, which ran from May 15 to May 29, 2020, led to the issuance of 3,378,494 new ordinary Edenred shares, representing 1.39% of the share capital, which were settled and admitted to trading on the Euronext Paris stock market on June 5, 2020.

The new shares carry dividend rights from January 1, 2020 and rank *pari passu* with existing ordinary Edenred shares. Following the issuance, the Company's share capital comprised 246,583,351 shares.

The total dividend amounted to €170 million and included cash dividends of €60 million paid to Group shareholders on June 5, 2020.

3.3 €600 million bond issuance

On June 18, 2020, Edenred issued €600 million worth of nine-year bonds maturing on June 18, 2029 and paying a coupon of 1.375%. The bond issuance enabled the Group to strengthen its financial resources and extend the average maturity of its debt under favorable conditions.

3.4 Subsequent events

Extension of the maturity of the €750 million credit facility

At December 31, 2020, Edenred had a €750 million undrawn confirmed line of credit, expiring in February 2025. This facility will be used for general corporate purposes.

In January 2021, the maturity of the €750 million syndicated credit facility was extended by one year beyond its February 12, 2025 expiry date, following Edenred's exercise of the maturity extension option granted in the facility agreement. By accepting this extension, all the participating banks reaffirmed their confidence in the Group. With the new five-year maturity, the facility will now be utilizable until February 2026.

NOTE 4 OPERATING ACTIVITY

4.1 Operating segments

IFRS 8 requires companies to present financial information aggregated into "operating segments". The operating segments must reflect the groupings made by "the chief operating decision maker" for the purposes of allocating resources and assessing the performance of the consolidated group.
For aggregation to occur, IFRS 8 requires that the operating segments have similar long-term economic characteristics, and be similar in each of the following respects:
a) the nature of the products and services;
b) the nature of the production processes;
c) the type or class of customer for their products and services;
d) the methods used to distribute their products or provide their services; and
e) if applicable, the nature of the regulatory environment, for example, banking, insurance or public utilities.

Chief operating decision maker

Edenred's chief operating decision maker is the Chief Executive Officer assisted by the Executive Committee (or "executive management"). Executive management makes decisions about resource allocation to the operating segments and assesses their performance.

Executive management decisions are based on data produced by the Group's internal reporting system. The internal reporting system presents information at the country level. This is because Edenred's business is multi-location with operational decisions made at the level of each homogeneous geographic area.

In the Group's internal reporting system, country-level information is aggregated into four geographical operating segments:

- France;
- Europe (excluding France);
- Latin America;
- Rest of the World.

Except France, the presented segments are thus aggregations of operating segments.

Aggregation

The "Europe (excluding France)" and "Latin America" aggregations meet the criteria mentioned above.

The "Rest of the World" segment aggregates the countries that are not included in "France", "Europe (excluding France)" and "Latin America".

Finally, "Others" includes the Edenred SA holding company, regional headquarters and companies with no operating activity.

Transactions between segments are not material.

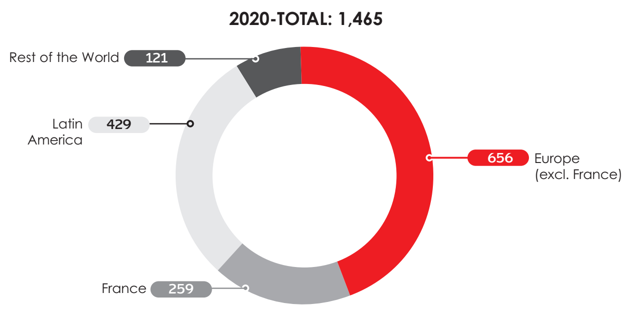
Condensed financial information

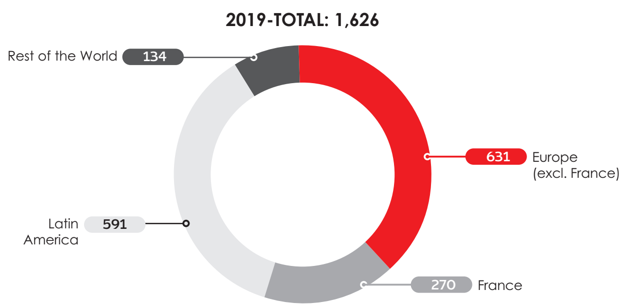
Income statement (in € millions)

Executive management uses the following indicators to track business performance:

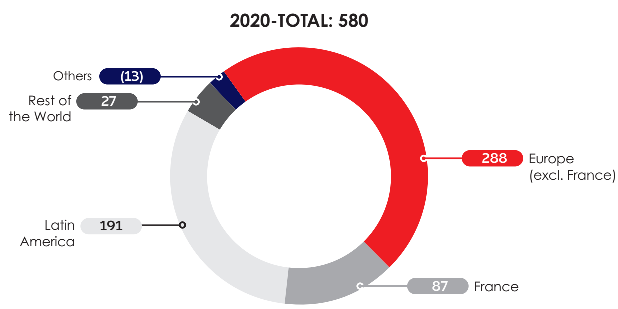
- total revenue;
- EBITDA;
- EBIT.

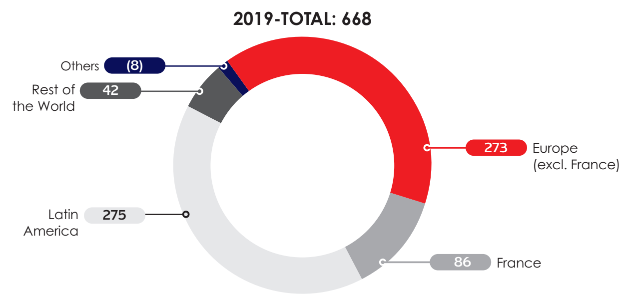
TOTAL REVENUE FROM OPERATING SEGMENTS (INCLUDING INTER-SEGMENT REVENUE)





EBITDA



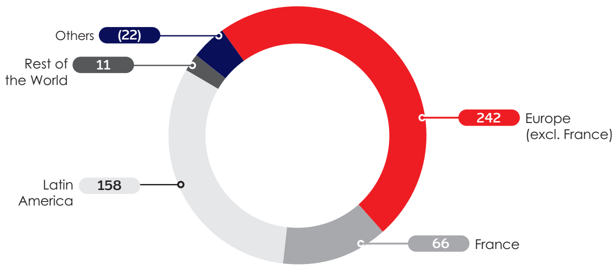


Reconciliation of EBITDA

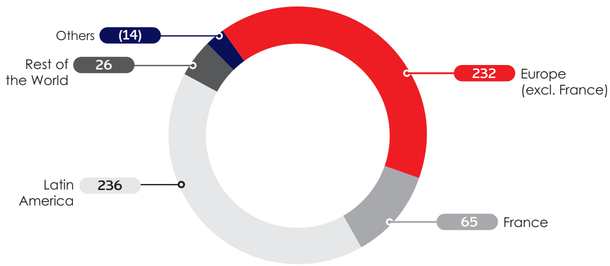
(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	OTHERS	TOTAL
Total revenue	259	656	429	121	-	1,465
Operating expenses	(172)	(368)	(238)	(94)	(13)	(885)
EBITDA – 2020	**87**	**288**	**191**	**27**	**(13)**	**580**
EBITDA – 2019	**86**	**273**	**275**	**42**	**(8)**	**668**

EBIT

2020-TOTAL: 455



2019-TOTAL: 545



Statement of financial position

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	OTHERS	DECEMBER 2020
Goodwill	160	551	318	428	-	1,457
Intangible assets	76	248	199	114	18	655
Property, plant and equipment	29	69	21	9	20	148
Non-current financial assets and investments in equity-accounted companies	4	123	11	2	56	196
Deferred tax assets	1	24	9	1	14	49
Non-current assets	**270**	**1,015**	**558**	**554**	**108**	**2,505**
Current assets	**1,212**	**3,017**	**1,267**	**286**	**1,141**	**6,923**
TOTAL ASSETS	**1,482**	**4,032**	**1,825**	**840**	**1,249**	**9,428**
Equity and non-controlling interests	**(23)**	**858**	**670**	**552**	**(3,191)**	**(1,134)**
Non-current liabilities	**34**	**127**	**79**	**10**	**2,939**	**3,189**
Current liabilities	**1,471**	**3,047**	**1,076**	**278**	**1,501**	**7,373**
TOTAL EQUITY AND LIABILITIES	**1,482**	**4,032**	**1,825**	**840**	**1,249**	**9,428**

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	OTHERS	DECEMBER 2019
Goodwill	160	548	411	485	-	1,604
Intangible assets	72	246	248	125	15	706
Property, plant and equipment	17	72	43	13	24	169
Non-current financial assets and investments in equity-accounted companies	1	68	13	8	54	144
Deferred tax assets	11	34	15	8	26	94
Non-current assets	**261**	**968**	**730**	**639**	**119**	**2,717**
Current assets	**1,099**	**2,658**	**1,485**	**274**	**653**	**6,169**
TOTAL ASSETS	**1,360**	**3,626**	**2,215**	**913**	**772**	**8,886**
Equity and non-controlling interests	**(59)**	**1,007**	**815**	**606**	**(3,412)**	**(1,043)**
Non-current liabilities	**17**	**172**	**100**	**15**	**2,473**	**2,777**
Current liabilities	**1,402**	**2,447**	**1,300**	**292**	**1,711**	**7,152**
TOTAL EQUITY AND LIABILITIES	**1,360**	**3,626**	**2,215**	**913**	**772**	**8,886**

4.2 Segment information

As explained in Note 14.8 "Glossary", like-for-like or organic growth corresponds to comparable data, that is, at constant scope of consolidation and exchange rates. This indicator reflects the Group's business performance.

Changes in revenue between 2020 and 2019 break down as follows:

			ORGANIC GROWTH		CHANGES IN CONSOLIDATION SCOPE		CURRENCY EFFECT		TOTAL CHANGE	
(in € millions)	**2020**	2019	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %
Operating revenue	1,423	1,570	(26)	-1.6%	+4	+0.3%	(125)	-8.0%	(147)	-9.4%
Other revenue	42	56	(7)	-11.9%	-	+0.0%	(7)	-12.7%	(14)	-25.0%
TOTAL REVENUE	**1,465**	**1,626**	**(33)**	**-2.0%**	**+4**	**+0.2%**	**(132)**	**-8.1%**	**(161)**	**-9.9%**

4.2.1 Segment information by indicator

TOTAL REVENUE BY REGION

Total revenue is made up of operating revenue and other revenue.

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	**TOTAL**
Total revenue 2020	259	656	429	121	1,465
Total revenue 2019	270	631	591	134	1,626
Change	(11)	+25	(162)	(13)	(161)
% change	-4.0%	4,0%	-27.4%	-10.0%	-9.9%
LIKE-FOR-LIKE CHANGE	**(11)**	**+20**	**(40)**	**(2)**	**(33)**
LIKE-FOR-LIKE CHANGE AS A%	**-4.0%**	**+3.2%**	**-6.8%**	**-1.3%**	**-2.0%**

OPERATING REVENUE BY REGION

Changes in operating revenue between 2020 and 2019 break down by region as follows:

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	**TOTAL**
Operating revenue – 2020	253	647	406	117	1,423
Operating revenue – 2019	264	620	559	127	1,570
Change	(11)	+27	(153)	(10)	(147)
% change	-4.0%	+4.4%	-27.4%	-8.3%	-9.4%
LIKE-FOR-LIKE CHANGE	**(11)**	**+22**	**(37)**	**-**	**(26)**
LIKE-FOR-LIKE CHANGE AS A%	**-4.0%**	**3.6%**	**-6.7%**	**-0.2%**	**-1.6%**

In 2020, operating revenue for Brazil stood at to €281 million, *versus* €398 million in 2019.

OTHER REVENUE

Other revenue is the interest generated by investing cash over the period between:

- the issuance date and the reimbursement date for prepaid vouchers; and
- the loading date and the redeeming date for prepaid cards.

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	TOTAL
Other revenue – 2020	6	9	23	4	42
Other revenue – 2019	6	11	32	7	56
Change	-	(2)	(9)	(3)	(14)
% change	-3.5%	-19.7%	-27.7%	-42.1%	-25.0%
LIKE-FOR-LIKE CHANGE	**-**	**(2)**	**(3)**	**(2)**	**(7)**
LIKE-FOR-LIKE CHANGE AS A%	**-3.5%**	**-18.8%**	**-8.7%**	**-23.5%**	**-11.9%**

4.2.2 Operating revenue by business line

In accordance with IFRS 15, revenue is recognized upon the transfer of control to the customer. The Group acts almost exclusively as an agent for its three main businesses, recognizing only an agency commission. For any other transactions in which the Group acts as the principal, the revenue is recognized in full.
For the Employee Benefits and Fleet & Mobility Solutions business lines:

- commissions received from corporate clients are recognized when vouchers are issued and sent to clients;
- commissions received from partner merchants are recognized upon presentation of the vouchers for reimbursement by the beneficiary, including commissions receivable from partner merchants applicable in some countries;
- profits on vouchers that expire without being reimbursed are recognized in income after the expiry date of the reimbursement rights.

In view of the public health situation and the exceptional government measures introduced to postpone the expiry dates of reimbursement rights, the Group has adjusted the recognition of profits on expired vouchers to reflect the new expiry dates. (For the Complementary Solutions business line: revenue corresponds to the amount billed to the corporate client and is recognized on delivery of the solutions. The delivery date is, under IFRS 15, when the performance obligations are extinguished).

In addition to the information broken down by region as presented in the section on segment information and in accordance with IFRS 15, the following tables show a breakdown of the Group's operating revenue by business line.

(in € millions)	EMPLOYEE BENEFITS	FLEET & MOBILITY SOLUTIONS	COMPLEMENTARY SOLUTIONS	TOTAL
Operating revenue – 2020	874	355	194	1,423
Operating revenue – 2019	975	409	186	1,570
Change	(101)	(54)	+8	(147)
% change	-10.3%	-13.2%	+4.2%	-9.4%
LIKE-FOR-LIKE CHANGE	**(43)**	**(5)**	**+22**	**(26)**
LIKE-FOR-LIKE CHANGE AS A%	**-4.4%**	**-1.2%**	**+11.8%**	**-1.6%**

Complementary Solutions encompasses Corporate Payment Services, Incentive & Rewards Solutions, and Public Social Programs.

4.3 Operating expenses

(in € millions)	**2020**	2019
Employee benefit expense	(444)	(479)
Cost of sales	(144)	(157)
Business taxes	(36)	(47)
Other operating expenses	(261)	(275)
TOTAL OPERATING EXPENSES	**(885)**	**(958)**

Other operating expenses consist mainly in IT expenses, external fees, marketing and advertising expenses, additions to and reversals of impairment of current assets, and development expenses.

4.4 EBITDA

Changes in EBITDA between 2020 and 2019 break down as follows:

			ORGANIC GROWTH		CHANGES IN CONSOLIDATION SCOPE		CURRENCY EFFECT		TOTAL CHANGE	
(in € millions)	**2020**	2019	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %	IN € MILLIONS	AS A %
EBITDA	**580**	**668**	**(31)**	**-4.6%**	**+9**	**+1.4%**	**(66)**	**-9.9%**	**(88)**	**-13.2%**

EBITDA is analyzed by operating segment in the table below:

(in € millions)	FRANCE	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	OTHERS	**TOTAL**
EBITDA – 2020	87	288	191	27	(13)	580
EBITDA – 2019	86	273	275	42	(8)	668
Change	+1	+15	(84)	(15)	(5)	(88)
% change	+0.4%	+5.5%	-30.5%	-34.8%	-55.5%	-13.2%
LIKE-FOR-LIKE CHANGE	**+1**	**+13**	**(23)**	**(12)**	**(10)**	**(31)**
LIKE-FOR-LIKE CHANGE AS A%	**+0.4%**	**+4.9%**	**-8.3%**	**-28.7%**	**-112.7%**	**-4.6%**

4.5 EBIT

Changes in EBIT between 2020 and 2019 break down as follows:

			ORGANIC GROWTH		CHANGES IN CONSOLIDATION SCOPE		CURRENCY EFFECT		TOTAL CHANGE	
(in € millions)	**2020**	2019	IN € MILLIONS	AS A%	IN € MILLIONS	AS A%	IN € MILLIONS	AS A%	IN € MILLIONS	AS A%
EBIT	**455**	**545**	**(41)**	**-7.6%**	**+7**	**+1.4%**	**(56)**	**-10.3%**	**(90)**	**-16.5%**

EBIT is analyzed by operating segment in the table below:

(in € millions)	**FRANCE**	EUROPE (EXCL. FRANCE)	LATIN AMERICA	REST OF THE WORLD	OTHERS	TOTAL
EBIT – 2020	66	242	158	11	(22)	455
EBIT – 2019	65	232	236	26	(14)	545
Change	+1	+10	(78)	(15)	(8)	(90)
% change	+0.7%	+4.5%	-33.0%	-59.3%	+54.1%	-16.5%
LIKE-FOR-LIKE CHANGE	**+1**	**+10**	**(26)**	**(14)**	**(12)**	**(41)**
LIKE-FOR-LIKE CHANGE AS A %	**+0.7%**	**+4.5%**	**-11.0%**	**-52.6%**	**-88.0%**	**-7.6%**

4.6 Change in working capital and funds to be redeemed

Funds to be redeemed correspond to the face value of all vouchers in circulation and funds loaded on cards but not yet used. They derive from multiple transactions:

- on the one hand, with customers to whom vouchers have been issued or whose cards have been loaded, with a corresponding inflow recognized either in available cash or – depending on applicable regulations – in restricted cash (mainly in France, Belgium, the United States, the United Kingdom, Brazil and Romania);
- on the other hand, with merchants that are reimbursed by Edenred with respect to the vouchers and cards used by employees in their establishments.

Considering Edenred's operations, the main components of working capital analyzed are funds to be redeemed and restricted cash. These two aggregates are key indicators for managing the business.

Funds to be redeemed are recognized in current liabilities.

(in € millions)	**DECEMBER 2020**	DECEMBER 2019	CHANGE
Inventories, net	43	32	11
Trade receivables, net linked to funds to be redeemed	1,099	1,330	-231
Trade receivables, net, not linked to funds to be redeemed	644	743	-99
Other receivables, net	283	327	-44
WORKING CAPITAL – ASSETS	2,069	2,432	-363
Trade payables	(669)	(261)	-408
Other payables	(1,439)	(1,072)	-367
Funds to be redeemed	(4,874)	(5,161)	287
WORKING CAPITAL – LIABILITIES	(6,982)	(6,494)	-488
NEGATIVE WORKING CAPITAL	**(4,913)**	**(4,062)**	**-851**
Current tax liabilities	(11)	(33)	22
NET NEGATIVE WORKING CAPITAL (INCL. CORPORATE INCOME TAX LIABILITIES)	**(4,924)**	**(4,095)**	**-829**

At December 31, 2020, working capital stood at negative €4,924 million *versus* negative €4,095 million at December 31, 2019. The difference reflects, one the one hand, the €363 million negative change in working capital assets owing mainly:

- to a €330 million decrease in trade receivables due to the decline in business activity, a €134 million positive currency effect; and
- a more assertive collection policy.

And, on the other hand, a €488 million negative change in working capital liabilities corresponding primarily to a €881 million increase in current liabilities (excluding a €421 million negative currency effect).

(in € millions)	**DECEMBER 2020**	DECEMBER 2019
WORKING CAPITAL AT BEGINNING OF PERIOD	(4,062)	(3,615)
Change in working capital[(1)]	(1,039)	(369)
Acquisitions	(26)	(52)
Disposals/liquidations	(1)	(2)
Change in impairment of current assets	11	(10)
Currency translation adjustment	187	(37)
Reclassifications to other balance sheet items	17	23
NET CHANGE IN WORKING CAPITAL	(851)	(447)
WORKING CAPITAL AT END OF PERIOD	**(4,913)**	**(4,062)**

(1) See section 7.2.4 "Consolidated statement of cash flows".

4.7 Change in restricted cash

Restricted cash corresponds to voucher reserve funds. These funds, which are equal to the face value of vouchers in circulation, are subject to specific regulations in some countries, such as France for the *Ticket Restaurant* and *Ticket CESU* solutions. In particular, use of the funds is restricted and they must be clearly segregated from the Group's other cash. The funds remain Edenred's property and are invested in locally regulated interest-bearing financial instruments.

Restricted cash corresponds mainly to voucher reserve funds subject to special regulations in the following countries: the United Kingdom (€985 million), France (€880 million), Belgium (€377 million), Romania (€120 million), the United States (€88 million), Brazil (€40 million), Mexico (€25 million), Italy (€19 million), Taiwan (€13 million), the United Arab Emirates (€11 million), Bulgaria (€11 million), and Uruguay (€7 million).

(in € millions)	DECEMBER 2020	DECEMBER 2019
RESTRICTED CASH AT BEGINNING OF PERIOD	1,864	1,402
Change for the period(1)	770	395
Acquisitions	-	31
Currency translation adjustment	(56)	27
Other changes	-	9
NET CHANGE IN RESTRICTED CASH	714	462
RESTRICTED CASH AT END OF PERIOD	**2,578**	**1,864**

(1) See section 7.2.4 "Consolidated statement of cash flows".

4.8 Trade and other receivables and payables

Trade receivables

In accordance with IFRS 9, impairment of trade and other receivables is recognized on the basis of expected losses and no longer on incurred losses. A provision for impairment will therefore need to be recognized as soon as the receivable arises. For receivables with no significant financing component, the Group applies the alternative model, which consists in recognizing a provision equal to the lifetime expected losses on the contract.

(in € millions)	DECEMBER 2020	DECEMBER 2019
Trade receivables, gross	1,841	2,183
Impairment losses	(98)	(110)
TRADE RECEIVABLES, NET	**1,743**	**2,073**

Inventories, other receivables and accruals

Accounting method used for inventories

Inventories are measured at the lower of cost and net realizable value, in accordance with IAS 2 – Inventories. Cost is determined by the weighted average cost method.

For Edenred, inventories mainly include ProwebCE ticket inventories as well as payment cards and paper for printing vouchers.

(in € millions)	DECEMBER 2020	DECEMBER 2019
Inventories	43	32
Recoverable VAT	106	121
Employee advances and prepaid payroll taxes	2	5
Other prepaid and recoverable taxes	11	37
Prepaid expenses	27	26
Other receivables	138	139
INVENTORIES, OTHER RECEIVABLES AND ACCRUALS, GROSS	**327**	**360**
Impairment losses	(1)	(1)
INVENTORIES, OTHER RECEIVABLES AND ACCRUALS, NET	**326**	**359**

At December 31, 2020, Other receivables stood at €138 million, versus €139 million at December 31, 2019. This item primarily comprises commissions receivable from partner merchants applicable in some countries (see Note 4.2.2) for €71 million (€69 million at December 31, 2019) and other miscellaneous receivables for €67 million (€70 million at December 31, 2019).

Other payables and accruals

(in € millions)	DECEMBER 2020	DECEMBER 2019
VAT payable	36	43
Wages, salaries and payroll taxes payable	87	92
Other taxes payable (excl. corporate income tax)	6	22
Deferred income	47	35
Other payables	1,263	880
TOTAL OTHER PAYABLES AND ACCRUALS	1,439	1,072
Corporate income tax liabilities	11	33
OTHER PAYABLES AND ACCRUALS, NET	**1,450**	**1,105**

Other payables primarily comprise volumes to be issued for €49 million (€41 million at December 31, 2019) and other miscellaneous payables mainly relating to the Corporate Payment business for €1,214 million (€838 million at December 31, 2019).

NOTE 5 NON-CURRENT ASSETS

5.1 Goodwill

In the year following the acquisition of a consolidated company, fair value adjustments are made to the identifiable assets and liabilities acquired and the acquisition price is allocated. For this purpose, fair values are determined in the new subsidiary's local currency.

Goodwill

Representing the excess of the cost of a business combination over the Group's interest in the net fair value of the identifiable assets and liabilities acquired at the acquisition date, is recognized in assets under "Goodwill". Goodwill mainly results from the expected synergies and other benefits arising from the business combinations that have not been recognized as separated assets in IFRS.

In accordance with IFRS 3 (revised) – Business Combinations, each time it acquires an interest of less than 100% in an entity, the Group must choose whether to measure the non-controlling interest at fair value or as the non-controlling interest's proportionate share of the acquiree's identifiable net assets (with no change possible later in the event of an additional interest being acquired that does not transfer control). If the business is measured at its total fair value including non-controlling interests, goodwill attributable to non-controlling interests is also recognized.

Goodwill arising on investments in associates – corresponding to companies over which the Group exercises significant influence – is included in the carrying amount of the associate concerned.

Goodwill arising on the acquisition of subsidiaries is reported separately.

Goodwill is tested for impairment at least once a year and more frequently if there is any indication that it may be impaired. If the carrying amount of goodwill exceeds its recoverable amount, an irreversible impairment loss is recognized in the income statement.

(in € millions)	DECEMBER 2020	DECEMBER 2019
Goodwill, gross	1,625	1,778
Accumulated impairment losses	(168)	(174)
GOODWILL, NET	**1,457**	**1,604**

(in € millions)	DECEMBER 2020	DECEMBER 2019
France (mainly Ticket Cadeaux, Proweb CE and Moneo Resto)	160	160
UTA (including Road Account)	169	169
United Kingdom (including Prepay Technologies and TRFC)	141	149
Italy (including Easy Welfare)	92	92
Romania (including Benefit Online)	36	36
Finland	19	19
Slovakia	18	18
Poland (including Timex)	17	18
Sweden	18	17
Czech Republic	12	13
Lithuania (EBV)	12	-
Belgium (including Merits & Benefits and Ekivita)	11	11
Portugal	6	6
Europe (excl. France)	551	548
Brazil (including *Repom*, Embratec and Coopercard)	268	353
Mexico	39	45
Other (individually representing less than €5 million)	11	13
Latin America	318	411
United States (including CSI)	393	429
Dubai (including Mint)	26	46
Japan	8	9
Other (individually representing less than €5 million)	1	1
Rest of the World	428	485
GOODWILL, NET	**1,457**	**1,604**

Changes in the carrying amount of goodwill during the period presented were as follows:

(in € millions)	DECEMBER 2020	DECEMBER 2019
NET GOODWILL AT BEGINNING OF PERIOD	1,604	976
Increase in gross goodwill and impact of scope changes	**13**	**620**
United States (CSI acquisition)	-	407
United Kingdom (TRFC acquisition)	-	99
Italy (Easy Welfare acquisition)	-	46
Dubai (Mint acquisition) *	(18)	37
Germany (Road Account acquisition)	-	20
Belgium (Merits & Benefits and Ekivita acquisitions)	-	7
Romania (Benefit Online acquisition)	1	4
Brazil (Coopercard consolidation)	18	-
Lithuania (EBV acquisition)	12	-
Other acquisitions	-	-
Goodwill written off on disposals for the period	**-**	**-**
Impairment losses	**(1)**	**(3)**
Currency translation adjustment	**(159)**	**11**
NET GOODWILL AT END OF PERIOD	**1,457**	**1,604**

** Linked to the provisional allocation of the Mint acquisition price for 2019 period.*

5.2 Intangible assets

Intangible assets are measured at cost less accumulated amortization and any accumulated impairment losses, in accordance with IAS 38 – Intangible Assets.

Incurred expenses related to internal projects are differentiated based on whether they are incurred during the research phase or the development phase. This differentiation is essential as the financial treatment is different for the two categories.

For an internal project, the research phase includes the preliminary investigation phase before the development phase, represented by the market application.

Expenses incurred during the research phase of an internal project are not capitalized but expensed in the income statement of the period during which they occurred.

Expenses incurred during the development phase of an internal project are analyzed in order to determine whether or not they can be capitalized. If the six criteria defined by IAS 38.57 are simultaneously met, expenses can be capitalized and amortized over the period defined by the category of assets in which they are included. If not, they are expensed in the income statement of the period during which they occurred.

According to IAS 38.57, expenses may only be capitalized if the entity demonstrates the following six items:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

The main brands are considered intangible assets with indefinite useful lives and are therefore not amortized. Their carrying amount is reviewed at least once a year and more frequently if there is any indication that they may be impaired. If their recoverable amount determined according to the criteria applied at the acquisition date is less than their carrying amount, an impairment loss is recognized.

Other intangible assets (acquired and internally developed software, licenses and customer lists) are considered as having finite useful lives. They are amortized on a straight-line basis over their useful lives, as follows:

- licenses: life of the license;
- customer lists: 3 to 18 years;
- software: 2 to 7 years.

Identifiable intangible assets recognized in a business combination are initially recognized at amounts determined by independent valuations, performed using relevant criteria for the business concerned that can be applied for the subsequent measurement of the assets. Identifiable brands are measured based on multiple criteria, taking into account both brand equity and their contribution to profit. Customer lists are measured based on the cost of acquiring new customers.

(in € millions)	**DECEMBER 2020**	DECEMBER 2019
GROSS CARRYING AMOUNT		
Brands	66	66
Customer lists	570	620
Licenses and software	365	374
Other intangible assets	125	101
Total gross carrying amount	1,126	1,161
ACCUMULATED AMORTIZATION AND IMPAIRMENT LOSSES		
Brands	(11)	(11)
Customer lists	(162)	(145)
Licenses and software	(248)	(250)
Other intangible assets	(50)	(49)
TOTAL ACCUMULATED AMORTIZATION AND IMPAIRMENT LOSSES	(471)	(455)
NET CARRYING AMOUNT	**655**	**706**

Customer lists acquired primarily comprise that of EBV for a net €10 million and Cooper Card for a net €8 million. Other intangible assets mainly concern assets in progress as part of IT platform development projects.

CHANGES IN THE CARRYING AMOUNT OF INTANGIBLE ASSETS

(in € millions)	**DECEMBER 2020**	DECEMBER 2019
CARRYING AMOUNT AT BEGINNING OF PERIOD	706	432
Intangible assets of newly consolidated companies	18	287
Internally generated assets	20	19
Additions	68	54
Amortization for the period	(80)	(80)
Impairment losses for the period	(12)	(9)
Currency translation adjustment	(82)	5
Reclassifications	17	(2)
CARRYING AMOUNT AT END OF PERIOD	**655**	**706**

5.3 Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, in accordance with IAS 16 – Property, Plant and Equipment. Assets under construction are measured at cost less any accumulated impairment losses. They are depreciated from the date when they are put in service.

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, using the components method, from the date when they are put in service. The main depreciation periods applied are as follows:

- building improvements, fixtures and fittings: 5 to 15 years;
- equipment and furniture: 4 to 7 years.

Investment properties are depreciated on a straight-line basis over their estimated useful lives, using the components method. The Group's investment properties are located exclusively in Venezuela. Buildings are depreciated over a maximum of 40 years. Other components are depreciated over the same periods as other property, plant and equipment.

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	**GROSS CARRYING AMOUNT**	**DEPRECIATION AND IMPAIRMENT LOSSES**	**NET CARRYING AMOUNT**	GROSS CARRYING AMOUNT	DEPRECIATION AND IMPAIRMENT LOSSES	NET CARRYING AMOUNT
Land	2	-	2	2	-	2
Buildings	18	(7)	11	18	(7)	11
Fixtures and fittings	31	(19)	12	32	(18)	14
Equipment and furniture	102	(76)	26	123	(94)	29
Assets under construction	1	-	1	10	-	10
Right of use (IFRS 16)	156	(60)	96	132	(29)	103
TOTAL	**310**	**(162)**	**148**	**317**	**(148)**	**169**

Changes in the carrying amount of property, plant and equipment during the period were as follows:

(in € millions)	**DECEMBER 2020**	DECEMBER 2019
CARRYING AMOUNT AT BEGINNING OF PERIOD – EXCL. IFRS 16	66	52
Property, plant and equipment of newly consolidated companies	-	-
Additions	15	25
Disposals	(1)	-
Depreciation for the period	(14)	(15)
Currency translation adjustment	(5)	(1)
Reclassifications	(10)	5
CARRYING AMOUNT AT END OF PERIOD – EXCL. IFRS 16	**51**	**66**
Impact of IFRS 16 at end of period	97	103
CARRYING AMOUNT AT END OF PERIOD	**148**	**169**

5.4 Investments in equity-accounted companies

- In accordance with IFRS 12 – Disclosure of Interests in Other Entities, an entity must disclose information that enables users of financial statements to evaluate:
- the nature of, and risks associated with, its interests in other entities; and
- the effects of those interests on its financial position, financial performance and cash flows.

As per IAS 28 (revised), exercising significant influence over a company consists in having the power to participate in the financial and operating policy decisions of the Company but not control (as in the case of a fully consolidated company) or joint control over those policies.

At December 31, 2020, UTA equity-accounted companies consisted mainly of AGES (AGES Maut System GmbH & Co KG and Ages International GmbH & Co KG) and MSC (Mercedes Service Card Beteiligungs GmbH and Mercedes Service Card GmbH & Co KG).

Change in investments in equity-accounted companies:

(in € millions)	DECEMBER 2020	DECEMBER 2019
INVESTMENTS IN EQUITY-ACCOUNTED COMPANIES AT BEGINNING OF PERIOD	69	66
Share of net profit from equity-accounted companies	13	14
Capital increase	1	-
Impairment of investments in equity-accounted companies	(3)	(2)
Dividends received from investments in equity-accounted companies	(16)	(9)
INVESTMENTS IN EQUITY-ACCOUNTED COMPANIES AT END OF PERIOD	**64**	**69**

5.5 Impairment tests

Recoverable amount of assets

In accordance with IAS 36 – Impairment of Assets, the carrying amounts of goodwill, intangible assets, property, plant and equipment, and investment properties are tested for impairment when there is any indication that they may be impaired. Assets with an indefinite useful life – corresponding solely to goodwill and brands – are tested at least once a year.

Reversal of impairment losses

In accordance with IAS 36 – Impairment of Assets, impairment losses on goodwill are irreversible. Impairment losses on property, plant and equipment and on intangible assets with an indefinite useful life, such as brands, are reversible in the case of a change in estimates used to determine their recoverable amount.

Cash-generating units

Impairment tests are performed at the level of the cash-generating unit (CGU) or group of CGUs.
A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. It corresponds to the level at which the Group organizes its businesses and monitors its results for internal management purposes. All assets are allocated to CGUs. When it is not possible to allocate goodwill on a non-arbitrary basis to individual CGUs, it may be allocated to a group of CGUs which may not be greater than an operating segment as defined in Note 4 “Operating Activity”.

Indications of impairment are as follows for active CGUs:

- a significant drop in revenue, operating profit or operating cash flows;
- an unfavorable change (observed or expected in the near future) in the conditions of use of an asset (temporary closures or stoppages, downturn in business, disruptions to supplies or production, etc.);
- an unfavorable change (observed or expected in the near future) in the general economic environment of the entity or asset.

CGUs are identified by country (see Note 5.1). For the main countries, they are identified by type of solution (Employee Benefits, Fleet & Mobility Solutions and Complementary Solutions) if there are very different activities with separated sales teams and customer portfolios.

Methods used to determine recoverable amounts

Impairment tests consist in comparing the carrying amount of a CGU with its recoverable amount, defined as the higher of fair value less cost to sell and value in use.

The carrying amount corresponds to the carrying value of capital employed.

For Edenred, it includes:

- goodwill;
- property, plant and equipment and intangible assets;
- working capital excluding float but including current tax liability.

Float corresponds to operating working capital, that is, vouchers in circulation to be redeemed less trade receivables.

Impairment tests are carried out in two steps:

- step one: the carrying amount of the CGU/group of CGUs is compared to an EBITDA multiple that is considered as being representative of fair value less cost to sell. The Group considers that a difference of more than 20% between the fair value, less cost to sell, and the carrying amount means a potential loss in value;
- step two: when there is a risk of a loss in value identified using this method or changes in the economic environment of the country or the local business, a test based on the discounted cash flow method is applied in order to determine the potential loss in value compared with the carrying amount.

The method used is as follows:

STEP 1: FAIR VALUE LESS COST TO SELL	STEP 2 *: VALUE IN USE
EBITDA multiple method: This method can be used to measure fair value less cost to sell, and provides the best estimate of the price at which a CGU could be sold on the market on the valuation date. The method consists of calculating the CGU's average EBITDA for the last two years and applying a multiple based on the CGU's geographic location and the specific country risk. The multiples applied correspond to the average of transactions occurring on the market and within a range comparable to the valuation multiples of the Edenred group, taking into account the uncertainties arising from **Covid-19**. If the recoverable amount is less than the carrying amount, it is recalculated using the discounted cash flow method (Step 2).	**Discounted cash flow method:** The projections used are consistent with the five-year business plans approved by the Board of Directors and factoring in the effects of the Covid-19 health crisis. In 2020, the rate used to discount cash flows was the Group's after-tax weighted average cost of capital (WACC), broken down by country and by business type. The perpetuity growth rate is aligned with the economic outlook in each of the countries concerned.

* *Used in two situations:*
- *the first step demonstrates loss of value;*
- *the CGU or the country is under specific economic circumstances.*

The Group identified the CGUs that were likely to be impacted by the epidemic and carried out impairment tests accordingly.

If as a result of this test the recoverable amount is less than the carrying amount, an impairment loss is recognized in an amount corresponding to the value-in-use method. The impairment loss is recorded first as a deduction from the carrying amount of the goodwill allocated to the CGU/group of CGUs, and then as a deduction from the carrying amount of the other assets of the CGU/group of CGUs.

The following CGUs were tested using the value-in-use method in 2020: Japan, Colombia, Prepay Solutions, CSI, Sweden, Goodcard, Ticket Servicios (Brazil) more specifically, the Itau intangible asset acquired in 2019 and Peru.

The following CGUs were tested using the value-in-use method in 2019: Japan and Colombia.

Impairment losses

Accumulated impairment losses on property, plant and equipment and intangible assets amounted to €198 million in 2020 (versus €204 million in 2019).

Property, plant and equipment and intangible assets of CGUs impacted by accumulated impairment losses are detailed as follows:

	DECEMBER 2020				DECEMBER 2019			
(in € millions)	GROSS CARRYING AMOUNT	DEPRECIATION/ AMORTIZATION	ACCUMULATED IMPAIRMENT LOSSES	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	DEPRECIATION/ AMORTIZATION	ACCUMULATED IMPAIRMENT LOSSES	NET CARRYING AMOUNT
Goodwill	1,625		(168)	1,457	1,778	-	(174)	1,604
Brands	66	(6)	(5)	55	66	(6)	(5)	55
Customer lists			(2)	408	620	(141)	(4)	475
Other intangible assets	490	(275)	(23)	192	475	(278)	(21)	176
Property, plant and equipment	310	(162)	-	148	317	(148)	-	169
TOTAL	**3,061**	**(603)**	**(198)**	**2,260**	**3,256**	**(573)**	**(204)**	**2,479**

Key assumptions

In 2020, the discount rate applied was based on the Group weighted average cost of capital (WACC) and averaged 9.0% (8.8% in 2019).

The table below presents the discount rates and perpetuity growth rates for the CGUs tested in 2020.

	DISCOUNT RATE		PERPETUITY GROWTH RATE	
	DECEMBER 2020	DECEMBER 2019	DECEMBER 2020 *	DECEMBER 2019
Europe (excl. France)	7.0% – 12.0%	N/A	1.8% – 2.0%	N/A
Latin America	9.8% – 15.8%	12.5%	2.0% – 3.3%	3.0%
Rest of the World	6.2% –10.1%	6.4%	1.0% – 3.0%	1.4%

* *Source: IMF inflation forecast for 2024.*

Sensitivity analysis

The quantitative data relating to the rate and growth assumption sensitivity analyses below concern the impacts on entities that were impaired during the year.

Impairment tests are performed by CGU but the results are presented below at the level of reportable segments in the interest of concision.

Rate sensitivity

A 50 bps increase in the discount rates selected for the valuation of the 2020 utility values of the above-listed CGUs would not lead to an increase in significant write-downs for the year. A 50 bps decrease in these discount rates would not result in a reduction in significant write-downs for the year.

Growth assumption sensitivity

A 50 bps decrease in the growth assumptions used for the valuation of the 2020 utility values of the above-listed CGUs would not lead to an increase in significant value losses for the year. A 50 bps increase in these growth assumptions would not result in a reduction in significant write-downs for the year.

5.6 Depreciation, amortization and impairment losses

Depreciation, amortization, provision expenses and impairment losses reflect the operating costs of assets owned by Edenred. This item also includes amortization of fair value adjustments to assets acquired in business combinations.

(in € millions)	DECEMBER 2020	DECEMBER 2019
Amortization of fair value adjustments to assets acquired in business combinations	(40)	(38)
Amortization of intangible assets	(40)	(42)
Depreciation of property, plant and equipment	(14)	(15)
Depreciation of right-of-use assets (effect of applying IFRS 16)	(31)	(28)
TOTAL	**(125)**	**(123)**

In 2020, amortization of fair value adjustments to assets primarily included €8 million for CSI, €7 million for UTA, €4 million for Ticket Log, €3 million for TRFC, €5 million for Itaú and €1 million for ProwebCE.

NOTE 6 FINANCIAL ITEMS

6.1 Net financial expense

Net financial expense includes:

- interest expense or income on borrowings, other financial liabilities and loans and receivables;
- exchange gains and losses on financial transactions;
- movements on financial provisions.

(in € millions)	DECEMBER 2020	DECEMBER 2019
Gross borrowing cost	(56)	(56)
Hedging instruments	20	20
Income from cash and cash equivalents and other marketable securities	20	23
Net borrowing cost	**(16)**	**(13)**
Net foreign exchange gains (losses)	-	(1)
Other financial income	4	5
Other financial expenses	(25)	(26)
NET FINANCIAL EXPENSE	**(37)**	**(35)**

Gross borrowing costs for 2020 include amortization of bond issuance costs for €9 million and interest income on Neu CP issued at negative interest rates.

Interest paid amounted to €25 million in 2020 and €28 million in 2019.

Hedging instruments are related to expenses and income on interest rate swaps as presented in Note 6.6 "Financial instruments and market risk management".

Other financial income and expenses mainly concern bank fees, banking expenses, miscellaneous interest, and financial provisions.

6.2 Financial assets

IFRS 9 defines financial assets as a contractual right to receive an economic benefit that will ultimately result in the receipt of cash flows or an equity instrument. Financial assets are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition of the asset. The initial fair value corresponds to the asset's purchase price.

Financial assets and liabilities are recognized and measured in accordance with IFRS 9 – Financial Instruments.
Financial assets and liabilities are recognized in the statement of financial position when the Group becomes a party to the contractual provisions of the instrument.
Financial assets are classified among the three main categories defined in IFRS 9, as follows:

- **At amortized cost**: One of the conditions of eligibility of a debt instrument for measurement at amortized cost is that the contractual cash flows are solely payments of principal and interest on the principal amount outstanding ("SPPI instruments"). SPPI instruments include:
  1) term deposits and loans to non-consolidated companies. These assets are initially recognized at fair value,
  2) bonds and other marketable securities that are **held to maturity**. Because they are considered as being held to maturity, these assets are initially recognized at fair value.

  They are subsequently measured at amortized cost at each balance-sheet date. If there is an objective indication of impairment, an impairment loss is recognized at the reporting date. The impairment loss – corresponding to the difference between the carrying amount and the recoverable amount (*i.e.*, the present value of expected cash flows discounted using the original effective interest rate) – is recognized in the income statement. It is reversible if recoverable value increases in following periods. For these two categories, initial fair value is equivalent to acquisition cost, because no material transaction costs are incurred.
- **At fair value through profit or loss**: Mutual fund units in cash are booked in "**Financial assets at fair value through profit and loss**". These assets are recognized at fair value in the balance sheet and fair value changes are recorded in the income statement.
- **At fair value through other comprehensive income (OCI)**: Derivative financial instruments recorded in assets and eligible for hedge accounting are measured at fair value and fair value changes are recorded in other comprehensive income.

6.2.1 Non-current financial assets

Non-current financial assets consist mainly of equity interests in non-consolidated companies, loans, and deposits and guarantees.

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT
Equity interests	59	(2)	57	58	(7)	51
Deposits and guarantees	18	-	18	24	-	24
Other non-current financial assets	58	(1)	57	1	(1)	-
NON-CURRENT FINANCIAL ASSETS	**135**	**(3)**	**132**	**83**	**(8)**	**75**

6.2.2 Current financial assets

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT
Other current financial assets	5	(3)	2	30	(2)	28
Derivatives	128	-	128	108	-	108
CURRENT FINANCIAL ASSETS	**133**	**(3)**	**130**	**138**	**(2)**	**136**

Other current financial assets primarily represent short-term loans with external counterparts.

Derivatives are recognized according to IFRS 9 – Financial Instruments. Their accounting treatment is detailed in Note 6.6 "Financial instruments and market risk management".

6.3 Cash and cash equivalents and other marketable securities

Cash and cash equivalents

"Cash and cash equivalents" include bank balances and short-term investments in money market instruments. To be classified in cash and cash equivalents, investments have to respect IAS 7 criteria. These instruments mainly correspond to bank term deposits and risk-free interest-bearing demand deposits. They have initial maturities of three months or less, are readily convertible into known amounts of cash, and are subject to an insignificant risk of changes in value.

Other marketable securities

Instruments that have initial maturities of more than three months and less than one year are reported under "Other marketable securities". These instruments are highly liquid and are subject to an insignificant risk of changes in value due to interest rate and foreign exchange rate changes. However, they are no longer classified as cash and cash equivalents in line with IAS 7. This line item also includes restricted cash, corresponding to cash and cash equivalents subject to restrictions due to regulations that are specific to a country (such as exchange rate control). Instruments with initial maturities of more than one year may also be reported under this caption if they can be sold or canceled at any time with incurring material penalties.

Accounting method

"Cash and cash equivalents" and "Other marketable securities" are financial assets recognized according to IFRS 9 – Financial Instruments and its amendments.

Both cash and cash equivalents and other marketable securities are taken into account for the calculation of net debt.

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	IMPAIRMENT LOSSES	NET CARRYING AMOUNT
Cash at bank and on hand	628	-	628	461	-	461
Term deposits and equivalent – less than three months	471	-	471	528	-	528
Bonds and other negotiable debt securities	-	-	-	-	-	-
Mutual fund units in cash – less than three months	26	-	26	15	-	15
CASH AND CASH EQUIVALENTS	1,125	-	1,125	1,004	-	1,004
Term deposits and equivalent – more than three months	765	(1)	764	528	(1)	527
Bonds and other negotiable debt securities	256		256	203	-	203
Mutual fund units in cash – more than three months	1		1	3	-	3
OTHER MARKETABLE SECURITIES	1,022	(1)	1,021	734	(1)	733
TOTAL CASH AND CASH EQUIVALENTS AND OTHER MARKETABLE SECURITIES	**2,147**	**(1)**	**2,146**	**1,738**	**(1)**	**1,737**

6.4 Debt and other financial liabilities

Debt

Non-bank debt (bonds, private placements such as *Schuldschein* instruments, etc.) and bank borrowings set up as interest-bearing lines of credit and bank overdrafts are recognized for the amounts received, net of direct issuing costs. Debt is measured at amortized cost at inception and at fair value for the share of any hedged underlying debt. Amortized cost is determined by the effective interest rate method, taking into account the costs of the issuance and any issuance or redemption premiums.

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	**NON-CURRENT**	**CURRENT**	**TOTAL**	NON-CURRENT	CURRENT	TOTAL
Convertible bonds	500		500	500	-	500
Non-bank debt	2,414	113	2,527	1,897	252	2,149
Bank borrowings	14	44	58	24	16	40
NEU CP	-	-	-	-	106	106
BANK OVERDRAFTS	-	109	109	-	52	52
DEBT	2,928	266	3,194	2,421	426	2,847
IFRS 16 liabilities	74	28	102	80	25	105
Deposits and guarantees	19	5	24	10	19	29
Put options over non-controlling interests	6	60	66	46	129	175
Derivatives		2	2	-	1	1
Other		3	3	3	3	6
OTHER FINANCIAL LIABILITIES	99	98	197	139	177	316
DEBT AND OTHER FINANCIAL LIABILITIES	**3,027**	**364**	**3,391**	**2,560**	**603**	**3,163**

The contractual documents for debt and other financial liabilities do not include any particular covenants or clauses that could significantly change the terms.

Debt

Convertible bonds and non-bank debt

On June 18, 2020, Edenred issued €600 million worth of nine-year bonds maturing on June 18, 2029 and paying a coupon of 1.375%. The bond issuance enabled the Group to strengthen its financial resources and extend the average maturity of its debt under favorable conditions. Edenred has allocated €250 million to repaying the 2.625% bonds maturing in late October 2020.

At December 31, 2020, the Group's gross outstanding bond position amounted to €2,825 million, which breaks down as follows:

ISSUANCE DATE	AMOUNT *(in € millions)*	COUPON	MATURITY
June 18, 2020	600	1.375%	9 years - June 18, 2029
September 6, 2019	500	0%	5 years - September 6, 2024
December 6, 2018	500	1.875%	7 years & 3 months - March 6, 2026
March 30, 2017	500	1.875%	10 years - March 30, 2027
March 10, 2015	500	1.375%	10 years - March 10, 2025
May 23, 2012	225	3.75%	10 years - May 23, 2022
GROSS OUTSTANDING BOND POSITION	**2,825**		

At December 31, 2019, the gross outstanding bond position amounted to €2,475 million.

ISSUANCE DATE	AMOUNT *(in € millions)*	COUPON	MATURITY
September 6, 2019	500	0%	5 years - September 6, 2024
December 6, 2018	500	1.875%	7 years & 3 months - March 6, 2026
March 30, 2017	500	1.875%	10 years - March 30, 2027
March 10, 2015	500	1.375%	10 years - March 10, 2025
October 30, 2013	250	2.625%	7 years - October 30, 2020
May 23, 2012	225	3.75%	10 years - May 23, 2022
GROSS OUTSTANDING BOND POSITION	**2,475**		

Other non-bank debt

In December 2019, a €105 million portion of the €250 million *Schuldschein* private placement was redeemed ahead of maturity. The remaining €145 million at December 31, 2020 represented different tranches of maturity and rates and can be detailed as follows:

ISSUANCE DATE	RATE	AMOUNT *(in € millions)*	MATURITY
June 29, 2016	1.05% Fixed	45	5 years - June 29, 2021
June 29, 2016	Euribor 6 months * +105 bps - Variable	68	5 years - June 29, 2021
June 29, 2016	1.47% Fixed	32	7 years - June 29, 2023
TOTAL *SCHULDSCHEIN* LOAN		**145**	

* *6-month Euribor with a 0% floor.*

Bank borrowings

Outstanding bank borrowings at December 31, 2020 amounted to €58 million.

Neu CP and Neu MTN programs

At December 31, 2020, current debt outstanding under the Negotiable EUropean Commercial Paper (NEU CP) program stood at €0 million, out of a total authorized amount of €750 million.

In June 2020, a Negotiable EUropean Medium Term Note (Neu MTN) program for €250 million was submitted to and authorized by France's central bank. It will round out the Neu CP program and diversify the Group's sources of financing.

Maturity analysis – carrying amounts

At December 31, 2020

	2021	2022	2023	2024	2025	2026 AND BEYOND	DECEMBER 2020
Convertible bonds	-	-	-	500	-	-	500
Non-bank debt	113	233	32	-	492	1,657	2,527
Bank borrowings	44	9	4	1	-	-	58
NEU CP	-	-	-	-	-	-	-
Bank overdrafts	109	-	-	-	-	-	109
DEBT	266	242	36	501	492	1,657	3,194
IFRS 16 liabilities	28	24	18	10	8	14	102
Deposits and guarantees	5	19	-	-	-	-	24
Put options over non-controlling interests	60	-	-	1	-	5	66
Derivatives	2	-	-	-	-	-	2
Other	3	-	-	-	-	-	3
OTHER FINANCIAL LIABILITIES	98	43	18	11	8	19	197
TOTAL	**364**	**285**	**54**	**512**	**500**	**1,676**	**3,391**

At December 31, 2019

(in € millions)	2020	2021	2022	2023	2024	2025 AND BEYOND	DECEMBER 2019
Convertible bonds	-	-	-	-	500	-	500
Non-bank debt	252	113	236	32		1,516	2,149
Bank borrowings	16	9	9	5	1	-	40
NEU CP	106	-	-	-	-	-	106
Bank overdrafts	52						52
DEBT	426	122	245	37	501	1,516	2,847
IFRS 16 liabilities	25	19	15	12	11	23	105
Deposits and guarantees	19	10	-	-	-	-	29
Put options over non-controlling interests	129	42	-	-	-	4	175
Derivatives	1	-	-	-	-	-	1
Other	3	3	-	-	-	-	6
OTHER FINANCIAL LIABILITIES	177	74	15	12	11	27	316
TOTAL	**603**	**196**	**260**	**49**	**512**	**1,543**	**3,163**

Credit facility

At December 31, 2020, Edenred had a €750 million undrawn confirmed line of credit, expiring in February 2025. This facility will be used for general corporate purposes.

In January 2021, the maturity of the €750 million syndicated credit facility was extended by one year beyond its February 12, 2025 expiry date, following Edenred's exercise of the maturity extension option granted in the facility agreement. All participating banks accepted this extension. With the new five-year maturity, the facility will now be utilizable until February 2026.

6.5 Net debt and net cash

(in € millions)	**DECEMBER 2020**	DECEMBER 2019
Non-current debt	2,928	2,421
Other non-current financial liabilities	99	139
Current debt	157	374
Other current financial liabilities	98	177
Bank overdrafts	109	52
DEBT AND OTHER FINANCIAL LIABILITIES	3,391	3,163
Current financial assets	(130)	(136)
Other marketable securities	(1,021)	(733)
Cash and cash equivalents	(1,125)	(1,004)
CASH AND CASH EQUIVALENTS AND OTHER CURRENT FINANCIAL ASSETS	(2,276)	(1,873)
NET DEBT	**1,115**	**1,290**

Other non-current and current financial liabilities include lease liabilities recognized in application of IFRS 16 in an amount of €101 million.

At December 31, 2020

		CASH ITEMS			NON-CASH ITEMS						
	DECEMBER 2019	INCREASE	DECREASE	CHANGE	EXERCISE OF NCI PUTS	NEW RIGHT-OF-USE ASSETS AND EARLY TERMINATIONS	CHANGES IN CONSOLIDATION SCOPE	FAIR VALUE ADJUSTMENTS TO FINANCIAL INSTRUMENTS	RECLASSIFICATIONS	CURRENCY TRANSLATION ADJUSTMENT	**DECEMBER 2020**
Non-current debt	2,421	630	(2)	-	-	-	-	-	(121)	-	2,928
Other non-current financial liabilities	139	3	(4)	-	-	14	2	-	(47)	(8)	99
TOTAL NON-CURRENT FINANCIAL LIABILITIES	2,560	633	(6)	-	-	14	2	-	(168)	(8)	3,027
Current debt (including bank overdrafts)	426	-	-	(277)	-	-	-	-	122	(5)	266
Other current financial liabilities	177	-	-	(40)	(85)	-	23	(23)	46	-	98
Total current financial liabilities	**603**	**-**	**-**	**(317)**	**(85)**	**-**	**23**	**(23)**	**168**	**(5)**	**364**
Current financial assets	(1,873)	-	-	(628)	-	-	31	(5)	-	199	(2,276)
TOTAL CURRENT FINANCIAL LIABILITIES (ASSETS)	(1,270)	-	-	(945)	(85)	-	54	(28)	168	194	(1,912)
NET DEBT	**1,290**	**633**	**(6)**	**(945)**	**(85)**	**14**	**56**	**(28)**	**-**	**186**	**1,115**

At December 31, 2019

		CASH ITEMS			NON-CASH ITEMS						
	DECEMBER 2018	INCREASE	DECREASE	CHANGE	EXERCISE OF NCI PUTS	NEW RIGHT-OF-USE ASSETS	CHANGES IN CONSO-LIDATION SCOPE	FAIR VALUE ADJUSTMENTS TO FINANCIAL INSTRUMENTS	RECLASSI-FICATIONS	CURR-ENCY TRANSL-ATION ADJUS-TMENT	DECEMBER 2019
Non-current debt	2,213	552	(114)	-	-	-	12	51	(293)		2,421
Other non-current financial liabilities	61	9	(2)	-	-	102		(10)	(21)		139
TOTAL NON-CURRENT FINANCIAL LIABILITIES	2,274	561	(116)	-	-	102	12	41	(314)	-	2,560
Current debt (including bank overdrafts)	297	-	-	(273)		-	(27)	2	428	(1)	426
Other current financial liabilities	125	-	-	(8)		29	3	22	6	-	177
Total current financial liabilities	**422**	**-**	**-**	**(281)**	**-**	**29**	**(24)**	**24**	**434**	**(1)**	**603**
Current financial assets	(2,037)	-		133			46	(19)	8	(4)	(1,873)
TOTAL CURRENT FINANCIAL LIABILITIES (ASSETS)	(1,615)	-	-	(148)	-	29	22	5	442	(5)	(1,270)
NET DEBT	**659**	**561**	**(116)**	**(148)**	**-**	**131**	**34**	**46**	**128**	**(5)**	**1,290**

6.6 Financial instruments and market risk management

The Group uses derivative financial instruments to hedge its exposure to risks arising in the course of its business. Hedged risks are currency, interest rate risks and fuel risks.
In accordance with IFRS 9, derivatives are initially recognized at cost. They are subsequently measured at fair value at each period-end. The intended use of the derivatives determines the IFRS designation and therefore the accounting treatment of changes in fair value.
Most interest rate and foreign currency derivatives used by Edenred are designated as hedging instruments. In accordance with IAS 39, hedge accounting is applicable if, and only if:

- at the time of setting up the hedge, there is a formal designation and documentation of the hedging relationship;
- the effectiveness of the hedging relationship can be demonstrated from the outset and at each balance sheet date, prospectively and retrospectively.

Financial instruments designated as hedging instruments

When derivatives are designated as hedging instruments, their accounting treatment varies depending on whether they are designated as:

- a fair value hedge of an asset or a liability or of an unrecognized firm commitment; or
- a cash-flow hedge.

FAIR VALUE HEDGE	CASH FLOW HEDGE
A fair value hedge is a hedge of the exposure to changes in fair value of a financial liability or an unrecognized firm commitment. The gain or loss from the change in fair value of the hedging instrument is recognized in profit or loss on a symmetrical basis with the gain or loss from the change in fair value of the hedged item. These two remeasurements offset each other within the same line items in the income statement, except for the ineffective portion of the hedge.	A cash flow hedge is a hedge of the exposure to variability in future cash flows associated with an existing asset or liability, or a highly probable forecast transaction. The effective portion of the gain or loss from remeasurement at fair value of the hedging instrument is recognized in equity and the ineffective portion is recognized in the income statement for the period. Cumulative gains or losses in equity are reclassified to the income statement in the period when the hedged item affects profit.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss carried in equity at the time remains in equity and is recognized in the income statement when the forecast transaction is ultimately recognized in the income statement.
When a forecast transaction is no longer expected to occur, the cumulative gain or loss carried in equity is immediately transferred to the income statement.

Other derivatives

Derivatives not designated as hedging instruments are classified as "Financial assets at fair value through profit and loss". Any changes in their fair value are booked in financial income or expense.

Interest rate risk: fixed/variable interest rate analysis

Hedging impact

Before hedging

Debt before interest rate hedging breaks down as follows:

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	**AMOUNT**	**INTEREST RATE**	**% OF TOTAL DEBT**	AMOUNT	INTEREST RATE	% OF TOTAL DEBT
Fixed-rate debt[(1)]	2,985	1.5%	97%	2,724	1.5%	97%
Variable-rate debt	100	1.7%	3%	71	1.4%	3%
DEBT *	**3,085**	**1.5%**	**100%**	**2,795**	**1.5%**	**100%**

* *Debt excluding bank overdrafts.*
(1) The rates mentioned for fixed-rate debt correspond to the contractual rates (i.e., 3.750%, 1.375% and 1.875%) applied to the exact number of days in the year divided by 360.

After hedging

Debt after interest rate hedging breaks down as follows:

(in € millions)	DECEMBER 2020			DECEMBER 2019		
	AMOUNT	INTEREST RATE	% OF TOTAL DEBT	AMOUNT	INTEREST RATE	% OF TOTAL DEBT
Fixed-rate debt	924	0.6%	30%	866	0.6%	31%
Variable-rate debt	2,161	0.8%	70%	1,929	0.9%	69%
DEBT *	**3,085**	**0.8%**	**100%**	**2,795**	**0.8%**	**100%**

* *Debt excluding bank overdrafts.*

Hedging of interest rate risk

Interest rate risk on fixed rate debt and variable rate financial assets is hedged using swaps where the Group is the fixed rate lender and variable rate borrower:

- swaps to hedge debt in euros: notional amount of €2,107 million relating to an underlying debt of €2,402 million and for a fair value of €90 million representing a financial asset;
- swaps to hedge marketable securities in Brazilian reals: notional amount of €228 million relating to an underlying debt of 1,455 million Brazilian reals and for a fair value of €28 million representing a financial asset;
- swaps to hedge marketable securities in Mexican pesos: notional amount of €60 million relating to an underlying debt of 1,500 million Mexican pesos and for a fair value of €6 million representing a financial asset.

Under IFRS 9, swaps on debt are designated as hedging instruments in fair value hedges and swaps on marketable securities are designated as hedging instruments in cash flow hedges. These hedging operations have no material impact on the income statement as the efficiency ratio is almost 100%.

(in € millions)	NOTIONAL AMOUNT	FAIR VALUE	2021	2022	2023	2024	2025 AND BEYOND
BRL: fixed-rate receiver *swaps*[(1)]	228	28	6	81	31	47	63
EUR: fixed-rate payer swaps	50	(1)	-	50	-	-	-
EUR: variable-rate payer swaps	2,057	91	-	225	32	-	1,800
MXN: fixed-rate receiver swaps[(2)]	60	6	-	-	20	20	20
TOTAL	**2,395**	**124**	**6**	**356**	**83**	**67**	**1,883**

(1) Of which BRL 1,455 million (€228 million) in swaps to hedge marketable securities of the Ticket Serviços SA, Repom and Ticket Log entities.
(2) Of which MXN 1,500 million (€60 million) in swaps to hedge marketable securities of the Edenred Mexico entity.

Interest rate risk sensitivity

Edenred is exposed to the risk of fluctuations in interest rates, given:

- the cash flows related to variable-rate debt, after hedge accounting; and
- derivative financial instruments eligible for cash flow hedge accounting for the ineffective portion of the hedging relationships.

The analysis below has been prepared assuming that the amount of the debt and the notional amounts of derivative instruments at December 31, 2020 remains constant over one year.

A 100 basis point change in interest rates (mainly the 3-month Euribor) would have the following impacts on equity and profit (before tax) at year-end:

(in € millions)	PROFIT		EQUITY	
	100 BP DECREASE IN INTEREST RATES	100 BP INCREASE IN INTEREST RATES	100 BP DECREASE IN INTEREST RATES	100 BP INCREASE IN INTEREST RATES
Debt at variable rate after hedge accounting	16	(17)	-	-
Derivatives eligible for cash flow hedge accounting	-	-	1	1
TOTAL	**16**	**(17)**	**1**	**1**

Foreign exchange risk: currency analysis

Hedging impact

Before hedging

Debt before currency hedging breaks down as follows:

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	AMOUNT	INTEREST RATE	% OF TOTAL DEBT	AMOUNT	INTEREST RATE	% OF TOTAL DEBT
EUR	3,048	1.4%	99%	2,785	1.5%	100%
Other currencies	37	3.2%	1%	10	6.1%	0%
DEBT *	**3,085**	**1.5%**	**100%**	**2,795**	**1.5%**	**100%**

* *Debt excluding bank overdrafts.*

After hedging

Debt after currency hedging breaks down as follows:

	DECEMBER 2020			DECEMBER 2019		
(in € millions)	AMOUNT	INTEREST RATE	% OF TOTAL DEBT	AMOUNT	INTEREST RATE	% OF TOTAL DEBT
EUR	3,017	0.7%	98%	2,751	0.8%	98%
Other currencies	68	2.3%	2%	44	3.8%	2%
DEBT *	**3,085**	**0.8%**	**100%**	**2,795**	**0.8%**	**100%**

* *Debt excluding bank overdrafts.*

Currency hedges

For each currency, the "notional amount" corresponds to the amount of currency sold or purchased forward. Fair value is the difference between the amount converted at the period-end forward rate (which is different from the contract-date forward rate) and at the spot rate on the hedge's inception date.

With the exception of forward sales of Brazilian reals and Mexican pesos, all currency transactions carried out by the Group, as listed below, are hedging transactions. They consist of designated hedges of intra-group loans and borrowings in foreign currencies and correspond to documented fair value hedging relationships.

Forward sales of Brazilian reals and Mexican pesos for a nominal amount of €12 million correspond to hedging transactions to convert the Brazilian and Mexican Subsidaries'2021 earnings into euros in the 2020 consolidated financial statements.

At December 31, 2020, currency derivatives had an aggregate positive fair value of €2 million.

This figure breaks down as follows:

(in € millions)	NOTIONAL AMOUNT	FAIR VALUE	2021	2022	2023	2024	2025	2026 AND BEYOND
SEK	63	3	63	-	-	-	-	-
CZK	44	-	44	-	-	-	-	-
USD	18	(1)	18	-	-	-	-	-
MXN	2	-	2	-	-	-	-	-
PLN	1	-	1	-	-	-	-	-
FORWARD PURCHASES AND CURRENCY SWAPS	128	2	128	-	-	-	-	-
AED	30	-	30	-	-	-	-	-
USD	1	-	1	-	-	-	-	-
CZK	-	-	-	-	-	-	-	-
MXN	4	-	4	-	-	-	-	-
BRL	8	-	8	-	-	-	-	-
FORWARD SALES AND CURRENCY SWAPS	43	-	43	-	-	-	-	-
TOTAL	**171**	**2**	**171**	**-**	**-**	**-**	**-**	**-**

Sensitivity to exchange rates

A change of +10% in currency exchange rates of the major currencies would have the following impact on EBIT: Brazil (BRL) negative €11 million, United Kingdom (GBP) negative €3 million, and Mexico (MXN) negative €2 million.

A change of -10% in currency exchange rates of the major currencies would have the following impact on EBIT: Brazil (BRL) positive €13 million, United Kingdom (GBP) positive €3 million, and Mexico (MXN) positive €3 million.

Liquidity risk

The tables below show the repayment schedule of debt, interest included.

Future cash flows relating to interest rates are calculated using market interest rates at December 31, 2020. Variable rates are estimated by reference to forecast rates and fixed rates are known in advance. Future cash flows represented by debt repayments are estimated based on the assumption that the facilities will not be rolled over at maturity.

At December 31, 2020

	DEC. 31, 2020 CARRYING AMOUNT	CONTRACTUAL FLOWS	2021	2022	2023	2024	2025	2026 AND BEYOND
Convertible bonds	500	500	-	-	-	500	-	-
Bonds	2,382	2,382	-	233	-	-	492	1,657
Schuldschein	145	145	113	-	32	-	-	-
Neu CP	-	-	-	-	-	-	-	-
Bank borrowings	58	58	44	9	4	1	-	-
Future interest	n.a	216	42	37	34	34	28	41
Bank overdrafts	109	109	109	-	-	-	-	-
DEBT	3,194	3,410	308	279	70	535	520	1,698
Other financial liabilities	197	197	98	43	18	11	8	19
Future interest	n.a	(87)	(21)	(18)	(16)	(15)	(11)	(6)
OTHER FINANCIAL LIABILITIES	197	110	77	25	2	(4)	(3)	13
DEBT AND OTHER FINANCIAL LIABILITIES	**3,391**	**3,520**	**385**	**304**	**72**	**531**	**517**	**1,711**

At December 31, 2019

(in € millions)	DEC. 31, 2019 CARRYING AMOUNT	CONTRACTUAL FLOWS	2020	2021	2022	2023	2024	2025 AND BEYOND
Convertible bonds	500	500	-	-	-	-	500	-
Bonds	2,004	2,004	252	-	236	-	-	1,516
Schuldschein	145	145	-	113	-	32	-	-
Neu CP	106	106	106	-	-	-	-	-
Bank borrowings	40	40	16	9	9	5	1	-
Future interest	n.a	186	40	34	29	25	25	33
Bank overdrafts	52	52	52	-	-	-	-	-
DEBT	2,847	3,033	466	156	274	62	526	1,549
Other financial liabilities	316	316	177	73	15	12	11	28
Future interest	n.a	(65)	(19)	(16)	(11)	(9)	(5)	(5)
OTHER FINANCIAL LIABILITIES	316	251	158	57	4	3	6	23
DEBT AND OTHER FINANCIAL LIABILITIES	**3,163**	**3,284**	**624**	**213**	**278**	**65**	**532**	**1,572**

Commodity risk

(in € millions)	NOTIONAL AMOUNT	FAIR VALUE	2021	2022	2023	2024	2025 AND BEYOND
Purchases of raw materials	-	-	-	-	-	-	-
Variable-for-fixed swaps *	5	(0)	5	-	-	-	-
Sales of raw materials	5	(0)	5	-	-	-	-
TOTAL	**5**	**(0)**	**5**	**-**	**-**	**-**	**-**

* *Ultra-low sulfur diesel swaps (Platts European) are used for our European Fleet & Mobility subsidiaries.*

Credit and counterparty risk

In the normal course of business, the Group is exposed to the risk of counterparties being unable to honor their contractual obligations.

For example, the Group is exposed to credit risk in the event of default by its clients and to counterparty risk in respect of its investments of cash and its purchases of derivative instruments.

With several tens of thousands of corporate and public authority clients at December 31, 2020, the Group has a highly diversified customer base. Moreover, its clients include all types of entities, ranging from large and medium-sized corporates to national, regional and local public authorities.

The Group diversifies its exposure to financial counterparties by investing available cash with a variety of leading financial institutions. About 80% of investments are with institutions rated investment grade.

Its maximum exposure to a single financial counterparty represented less than 20% of the total funds invested at the closing date.

Financial instruments and fair value analysis of financial assets and liabilities

The fair value hierarchy comprises the following levels:

- **level 1**: fair value assessed by reference to prices (unadjusted) in active markets for identical assets or liabilities;
- **level 2**: fair value assessed by reference to quoted prices included within Level 1 that are observable for the asset or liability, either directly (*i.e.*, as prices) or indirectly (*i.e.*, derived from prices);
- **level 3:** fair value assessed by reference to inputs related to the asset or liability that are not based on market data (unobservable inputs).

Market value of financial instruments

(in € millions)	FAIR VALUE	DEC. 31, 2020 CARRYING AMOUNT	AMORTIZED COST	FAIR VALUE THROUGH PROFIT AND LOSS	FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME	LEVEL 1	LEVEL 2	LEVEL 3
ASSETS								
Non-current financial assets	132	132	75	57				57
Restricted cash	2,592	2,578	2,578					
Current financial assets	130	130	2		128		128	
Other marketable securities	1,038	1,021	1,020	1		1		
Cash and cash equivalents	1,125	1,125	1,099	26		26		
TOTAL ASSETS	**5,017**	**4,986**	**4,774**	**84**	**128**	**27**	**128**	**57**
LIABILITIES								
Non-current debt	3,059	2,928	2,838		90		90	
Other non-current financial liabilities	99	99	99					
Current debt	157	157	157					
Other current financial liabilities	98	98	96		2		2	
Bank overdrafts	109	109	109					
TOTAL LIABILITIES	**3,522**	**3,391**	**3,299**	**-**	**92**	**-**	**92**	**-**

Derivative financial instruments

(in € millions)	IFRS CLASSIFICATION	DECEMBER 2020 FAIR VALUE	DECEMBER 2020 NOTIONAL AMOUNT	DECEMBER 2020 NOMINAL VALUE	DECEMBER 2019 FAIR VALUE	DECEMBER 2019 NOTIONAL AMOUNT	DECEMBER 2019 NOMINAL VALUE
DERIVATIVE FINANCIAL INSTRUMENTS – ASSET POSITION							
Interest rate instruments	Cash flow hedge	34	288	-	39	324	-
Interest rate instruments	Fair value hedge	91	2,057	-	68	1,882	-
Currency instruments	Fair value hedge	3	-	140	-	-	65
Currency instruments	Cash flow hedge	-	-	1	-	-	-
Currency instruments	Trading	-	-	8	-	-	-
DERIVATIVE FINANCIAL INSTRUMENTS – LIABILITY POSITION							
Interest rate instruments	Cash flow hedge	(1)	50	-	(1)	50	-
Currency instruments	Fair value hedge	(1)	-	18	-	-	34
Currency instruments	Cash flow hedge	-	-	-	-	-	5
Currency instruments	Trading	-	-	4	-	-	-
Other derivatives	Cash flow hedge	-	-	5	-	-	-
NET DERIVATIVE FINANCIAL INSTRUMENTS		**126**	**2,395**	**176**	**106**	**2,256**	**104**

Derivative instruments were measured at December 31, 2020 by applying a credit valuation adjustment (CVA) in accordance with IFRS 13.

The CVA for a given counterparty is determined by calculating the result of: (i) exposure (i.e., the market value of the derivative instruments purchased from the counterparty, if positive), (ii) probability of default, and (iii) loss given default. CVAs at December 31, 2020 were not material.

Cumulative fair value of financial instruments

Changes in retained earnings related to fair value of financial instruments are detailed in the table below:

(in € millions)	DECEMBER 2019	NEW TRANSACTIONS	CHANGE IN FAIR VALUE	RECLASSIFICATION TO P&L	DECEMBER 2020
Cash flow hedges (after tax)	29	2	2	-	33
Securities at fair value	4	-	-	-	4
TOTAL	**33**	**2**	**2**	**-**	**37**

NOTE 7 INCOME TAX – EFFECTIVE TAX RATE

7.1 Income tax

Income tax is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

In accordance with IAS 12 – Income Taxes, deferred taxes are recognized for temporary differences between the carrying amount of assets and liabilities and their tax base using the liability method. This method consists of adjusting deferred taxes at each period-end, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The effects of changes in tax rates (and tax laws) are recognized in the income statement for the period in which the change is adopted.

Edenred has decided that the French tax assessed on the value added by the business (CVAE), which is based on the value added reflected in the individual financial statements, had the characteristics of an income tax, as defined in IAS 12. Therefore, income tax expense also includes the expense related to the CVAE. The CVAE amounted to €3 million in 2020 and to €3 million in 2019.

Income tax expense and benefit

	2020	2019
Current taxes	(96)	(123)
Withholding tax	(2)	(6)
Provisions for tax risks	-	(1)
SUB-TOTAL: CURRENT TAXES	(98)	(130)
Deferred taxes arising on temporary differences during the period	(26)	(23)
Deferred taxes arising on changes in tax rates or rules	-	-
SUB-TOTAL: DEFERRED TAXES	(26)	(23)
TOTAL INCOME TAX EXPENSE	**(124)**	**(153)**

Tax proof

	2020	2019
Net profit	**266**	**346**
Income tax	(124)	(153)
Profit before tax	**390**	**499**
Standard tax rate in France	**32.02%**	**34.43%**
Theoretical income tax expense	**(125)**	**(172)**
Differences in foreign tax rates	21	36
Tax impact of share of net profit from equity-accounted companies	4	5
Adjustments for current taxes in respect of prior years	-	(7)
Adjustments for taxes arising on changes in tax rates	-	(2)
Movements in impairment of deferred tax assets	(5)	(2)
Other items *	(19)	(11)
TOTAL ADJUSTMENTS TO THEORETICAL INCOME TAX EXPENSE	1	19
INCOME TAX EXPENSE	**(124)**	**(153)**
EFFECTIVE TAX RATE	**31.8%**	**30.7%**

* *Other items include the impact of permanent differences and items taxed on bases other than the Group entities' taxable profit, primarily through withholding tax, France's CVAE tax and Italy's IRAP tax.*

7.2 Deferred taxes

Deferred taxes are recognized for all temporary differences, except when the difference arises from the initial recognition of non-deductible goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and which, at the time of the transaction, affects neither accounting profit nor taxable profit.

- a deferred tax liability is recognized for all taxable temporary differences associated with investments in subsidiaries, associates and joint ventures except when:
- the Group is able to control the timing of the reversal of the temporary difference; and

it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred tax asset is recognized for ordinary and evergreen tax loss carry forwards only when it is probable that the asset will be recovered in the foreseeable future. The probability of recovery of deferred tax assets is reviewed on a periodic basis for each tax entity. Where appropriate, the review may lead the Group to derecognize deferred tax assets that had been recognized in prior years. The probability of recovery is assessed using a tax plan that indicates the taxable income outlook for the entity, as projected over a period of three years. The assumptions used in the tax plan are consistent with those used in the budgets and medium-term plans prepared by Group entities and approved by executive management.

Deferred taxes are normally recognized in the income statement. However, when the underlying transaction is recognized in equity, the related deferred tax is also recorded in equity. Adjustments to deferred tax assets acquired in a business combination are recognized in profit or loss without a corresponding adjustment to goodwill.

In accordance with IAS 12, deferred taxes are not discounted.

An entity shall simultaneously offset deferred tax assets and deferred tax liabilities if, and only if:

- Edenred has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Details of recognized deferred tax assets and liabilities

At December 31, 2020, unrecognized deferred tax assets on tax loss carryforwards amounted to €21 million, including €9 million for the Others segment (primarily Edenred SA), €3 million for Slovakia, €3 million for China and €2 million for India.

At December 31, 2019, unrecognized deferred tax assets on tax loss carryforwards amounted to €20 million, including €11 million for the Others segment (primarily Edenred SA) and €2 million for India.

Deferred tax assets at December 31, 2020 break down as follows by type:

(in € millions)	DECEMBER 2019	PROFIT AND LOSS	CHANGES IN CONSO-LIDATION SCOPE	OTHER COMPRE-HENSIVE INCOME	CURRENCY TRANSLATION ADJUSTMENT	OTHERS	DECEMBER 2020
Property, plant and equipment and intangible assets (including PPAs, goodwill and impairment)	(78)	(22)	(1)	-	19	11	(71)
IAS 19 provisions	6	(2)	-	-	-	-	4
Other provisions	15	2	-	-	(3)	-	14
Financial instruments	(28)	(2)	-	(1)	5	-	(26)
Tax loss carryforwards	31	11	-	-	(2)	-	40
OTHERS	(26)	(13)	-	-	(2)	-	(41)
TOTAL	**(80)**	**(26)**	**(1)**	**(1)**	**17**	**11**	**(80)**
Of which deferred tax assets	94						49
Of which deferred tax liabilities	174						129

Deferred tax assets on tax loss carryforwards break down as follows by maturity:

(in € millions)	DECEMBER 2020
2020	1
2021	4
2022	6
2023	6
2024	8
2025 and beyond	40
Indefinite	183
TOTAL	**248**

NOTE 8 EQUITY

At December 31, 2020, total equity attributable to owners of the parent amounted to a negative €1,230 million. This negative value is mainly due to the legacy of the financial statements established for Edenred's demerger from the Accor group in July 2010.

In these financial statements, equity represented a negative €1,044 million at December 31, 2010. This was due to the recognition at historical cost of assets contributed or sold to Edenred by Accor through the asset contribution-demerger transaction.

None of the legal restructuring operations, whether consisting of asset contributions or sales by Accor in favor of Edenred, qualify as business combinations under IFRS 3. Whatever the legal method used to create the Edenred group, the transactions would not have changed Edenred's scope as defined in the consolidated financial statements. Consequently, the contributions were analyzed as an internal restructuring of Edenred without any effect on Edenred's consolidated financial statements, to the extent that all of the contributed entities were already included in the scope of the consolidated financial statements. Similarly, the legal sale transactions between Accor and Edenred did not constitute acquisitions for Edenred, because all of the sold entities were already included in the scope of Edenred's combined financial statements prior to the legal sale transactions. However, in Edenred's financial statements, the sales led to an outflow of cash to the shareholder, Accor, without any benefit being received in return. The cash outflow therefore had to be recognized when it occurred as a distribution of reserves by Edenred, giving rise to a reduction in equity.

8.1 Equity

Issued capital

At December 31, 2020, the Company's capital was made up of 246,583,351 shares with a par value of €2 (two euros) each, all fully paid up.

These 246,583,351 shares are ordinary shares with rights to all distributions of interim and final dividends, reserves or equivalent amounts.

Change in capital in number of shares

	2020	2019
At January 1	**243,204,857**	**239,266,350**
Capital increase linked to dividend payments	3,378,494	3,938,507
Shares issued on conversion of performance share rights	780,301	894,357
Shares issued on exercise of stock options	30,150	126,850
Share cancellation	(810,451)	(1,021,207)
At December 31	**246,583,351**	**243,204,857**

Treasury shares

Edenred shares held by the Group are recorded as a deduction from consolidated equity at cost. Capital gains/losses on disposal of Edenred shares are recognized directly in equity and do not affect profit for the financial year.

(in number of shares)	**DECEMBER 2020**	DECEMBER 2019
Shares at beginning of period	**1,137,643**	**1,367,212**
PURCHASES OF SHARES		
Share buy-back agreements	686,783	1,197,860
Liquidity contracts	(33,032)	8,648
SALES OF SHARES		
Purchase option exercise, bonus shares and capital allocations	(303,106)	(414,870)
Share cancellation	(810,451)	(1,021,207)
SHARES AT END OF PERIOD	**677,837**	**1,137,643**

Edenred SA shares held by the Company are measured at cost and recorded as a deduction from equity under "Treasury shares".

At December 31, 2020, a total of 677,837 shares were held in treasury.

At December 31, 2019, the number of shares held in treasury stood at 1,137,643.

		DECEMBER 2020				DECEMBER 2019			
		SOLD		PURCHASED		SOLD		PURCHASED	
Entity to which the custody of the liquidity contract * has been assigned	PERIOD	**NO.**	**TOTAL** *(in € millions)*	**NO.**	**TOTAL** *(in € millions)*	NO.	TOTAL *(in € millions)*	NO.	TOTAL *(in € millions)*
Exane BNP Paribas	Since Oct. 3, 2016								
Kepler	Since Jun. 3, 2019	2,524,865	105	2,491,833	102	605,144	26	613,792	26

* *In accordance with the Code of ethics published by the Association française des marchés financiers (AMAFI) on March 8, 2011 and recognized by the French financial markets authority (Autorité des marchés financiers – AMF) on March 21, 2011.*

The funds allocated to the liquidity contract but not invested in Edenred shares represent liquid assets and are classified as cash equivalents and cash equivalents.

Dividends

2020 dividend

At the Edenred General Meeting called to approve the financial statements for the year ended December 31, 2020, shareholders will be asked to approve a dividend of €0.75 per share, representing a €0.05 growth compared to 2019, in line with the Group's progressive dividend policy.

Subject to approval by the General Meeting, this dividend will be granted during the first half of 2021. The dividend was not recognized under liabilities in the financial statements for the year ended December 31, 2020 as these financial statements were presented before appropriation of profit.

8.2 Earnings per share

Basic earnings per share

Basic earnings per share are calculated by dividing net profit (attributable to owners of the parent) by the weighted average number of shares outstanding during the year (adjusted to exclude shares held in treasury during the year).

Diluted earnings per share

Diluted earnings per share are calculated based on the average number of outstanding shares, as adjusted to include the weighted average number of shares that would result from the exercise, during the year, of existing stock options and any other dilutive instruments.
Diluted earnings per share are based on the average number of outstanding shares adjusted to take into account the effect of the potential ordinary shares.

At December 31, 2020, the Company's share capital was made up of 246,583,351 ordinary shares.

At December 31, 2020, the number of shares outstanding and the weighted average number of ordinary shares outstanding broke down as follows:

(in shares)	**2020**	2019
SHARE CAPITAL AT END OF PERIOD	246,583,351	243,204,857
Number of shares outstanding at beginning of period	**242,067,214**	**237,898,638**
Number of shares issued for dividend payments	3,378,494	3,938,507
Number of shares issued on conversion of performance share plans	780,301	894,357
Number of shares issued on conversion of stock option plans	30,150	126,850
Number of shares canceled	(810,451)	(1,021,207)
Issued shares at period-end excluding treasury shares	**3,378,494**	**3,938,507**
Treasury shares not related to the liquidity contract	426,774	238,717
Treasury shares under the liquidity contract	33,032	(8,648)
Treasury shares	**459,806**	**230,069**
NUMBER OF SHARES OUTSTANDING AT END OF PERIOD	245,905,514	242,067,214
Adjustment to calculate weighted average number of issued shares	(1,452,310)	(1,659,119)
Adjustment to calculate weighted average number of treasury shares	(115,036)	358,665
Total weighted average adjustment	**(1,567,346)**	**(1,300,454)**
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES OUTSTANDING DURING THE YEAR	**244,338,168**	**240,766,760**

In addition, 1,661,974 performance shares were granted to employees between 2018 and 2020. Conversion of all of these potential shares would increase the number of shares outstanding to 247,567,488.

Based on the above number of potential shares and the average Edenred share price calculated:

- from January 1, 2020 to December 31, 2020 for Plans 10 and 11 (€42.53);
- from March 10, 2020 to December 31, 2020 for Plan 12 (€41.18); and
- from May 6, 2020 to December 31, 2020 for Plan 13 (€42.20);

The diluted weighted average number of shares outstanding at December 31, 2020 was 245,407,846.

	DECEMBER 2020	DECEMBER 2019
Net profit attributable to owners of the parent *(in € millions)*	**238**	**312**
Weighted average number of issued shares *(in thousands)*	245,131	241,546
Weighted average number of treasury shares *(in thousands)*	(793)	(779)
Number of shares used to calculate basic earnings per share *(in thousands)*	**244,338**	**240,767**
BASIC EARNINGS PER SHARE *(in €)*	0.97	1.30
Number of shares resulting from the exercise of stock options *(in thousands)*	-	21
Number of shares resulting from performance share grants *(in thousands)*	1,070	1,672
Number of shares used to calculate diluted earnings per share *(in thousands)*	**245,408**	**242,460**
DILUTED EARNINGS PER SHARE *(in €)*	**0.97**	**1.29**

8.3 Non-controlling interests

(in € millions)	
Dec. 31, 2018	**110**
Impact of IFRS 16	-
Dec. 31, 2018 restated (IFRS 16)	**110**
Net profit from non-controlling interests for the year	34
Dividends paid to non-controlling interests	(25)
Changes in consolidation scope	31
Capital increase	3
Other	5
Currency translation adjustment	(12)
Fair value adjustments to financial instruments and assets at fair value through other comprehensive income	4
Dec. 31, 2019	**150**
Net profit from non-controlling interests for the year	28
Dividends paid to non-controlling interests	(21)
Changes in consolidation scope	(51)
Capital increase	5
Other	
Currency translation adjustment	(15)
Fair value adjustments to financial instruments and assets at fair value through other comprehensive income	
Dec. 31, 2020	**96**

Changes in consolidation scope between 2019 and 2020 primarily concerned the acquisition of the remaining 17% interest in UTA and the acquisition of a 60% interest in EBV (see Note 2 “Acquisitions, development projects and disposals”).

NOTE 9 EMPLOYEE BENEFITS

9.1 Share-based payments

Stock option plans

The fair value of the options is recognized on a straight-line basis over the vesting period for the relevant plan. The cost is included in employee benefit expense, with a corresponding adjustment to equity. When the option is exercised, the cash amount received by the Group in settlement of the exercise price is booked in cash and cash equivalents, with a corresponding adjustment to equity.

IFRS 2 – Share-based Payment applies to the stock option plans set up by the Board of Directors on February 27, 2012. This plan does not have any specific vesting conditions except for the requirement for grantees to continue to be employed by the Group at the end of the vesting period.

The fair value of services received as consideration for the stock options is measured by reference to the fair value of the options at the grant date. The fair value of the options is determined using the Black & Scholes option pricing model. The grant date is defined as the date when the plan's terms and conditions are communicated to Group employees: it corresponds to the date on which the Board of Directors approved the plan.

The last stock option subscription plan expired on February 27, 2020 and was settled in 2020 with the exercise of 30,150 stock options.

Performance share plans

IFRS 2 – Share-based Payment also applies to the performance share plans set up by the Board of Directors on February 17, 2014, February 20, 2015, December 9, 2015, May 4, 2016, March 8, 2017, February 21, 2018, February 27, 2019, March 10, 2020 and May 6, 2020.

The recognition principles are the same as those applied to stock option plans.

The number of performance shares is reviewed annually based on changes in the probability of the performance objectives being met.

Main characteristics

Edenred's Board of Directors, at its meetings of February 17, 2014, February 20, 2015, December 9, 2015, May 4, 2016, March 8, 2017, February 21, 2018, February 27, 2019, February 25, 2020 and May 6, 2020, carried out the conditional attribution of performance shares.

The duration of the 2014-to-2015 plans is five years. Performance shares granted to French tax residents are subject to a three-year vesting period followed by a two-year lock-up and shares granted to residents of other countries are subject to a five-year vesting period without any lock-up. During the two-year lock-up, shares cannot be sold. The duration of the 2016-to-2020 plans is three years for all beneficiaries.

Performance shares vest when the performance conditions are fulfilled. However, if the grantee is no longer employed by the Group on the vesting date, depending on the reason for his or her departure the performance share rights may be forfeited or the number of rights may be reduced proportionately to his or her actual period of service since the grant date. The total number of vested shares may not exceed 100% of the initial grant.

Under these three-year plans, the 502,551 shares granted on March 10, 2020 (Plan 12) and the 12,013 shares granted on May 6, 2020 (Plan 13) will vest on March 10, 2023 and May 6, 2023, respectively, provided that several performance conditions are met.

Fulfillment of the performance conditions will be assessed over the period from January 1, 2020 to December 31, 2022, based on the degree to which the following objectives have been met:

(i) two internal performance objectives, which will determine 75% of the total grant and are linked to like-for-like growth in:

- operational EBIT,
- funds from operations before other income and expenses (FFO);

(ii) one external (market) performance objective, which will determine 25% of the total grant and is linked to:

- Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index.

Depending on the actual percentage of fulfillment of each of the plan's three performance conditions, the percentage of fulfillment of each performance condition may reach a maximum of 150% and the conditions can offset each other, when one condition is exceeded and another is not met or only partially met. However, the total number of vested shares may not exceed 100% of the initial amount of shares granted.

Performance shares vest subject to the fulfillment of performance conditions and provided that the grantees are still employed by the Group at the end of the vesting period.

The performance objectives are as follows:

PLAN 5		PLAN 6		PLAN 7		PLAN 9	
PLAN OF FEBRUARY 17, 2014		PLAN OF FEBRUARY 20, 2015		PLAN OF DECEMBER 9, 2015		PLAN OF MARCH 8, 2017	
824,000 SHARES		800,000 SHARES		137,363 SHARES		794,985 SHARES	
WEIGHT	CONDITIONS	WEIGHT	CONDITIONS	WEIGHT	CONDITIONS	WEIGHT	CONDITIONS
80% of the shares granted	Two internal performance objectives, linked to like-for-like growth in business volume and funds from operations before non-recurring items (FFO)	80% of the shares granted	Two internal performance objectives, linked to like-for-like growth in business volume and funds from operations before non-recurring items (FFO)	75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in business volume and funds from operations before non-recurring items (FFO)	75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in business volume and funds from operations before non-recurring items (FFO)
20% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	20% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index
The performance objectives were partially met for Plan 5		The performance objectives were partially met for Plan 6		The performance objectives were partially met for Plan 7		The performance objectives were met for Plan 9	

PLAN 10		PLAN 11		PLAN 12		PLAN 13	
PLAN OF FEBRUARY 21, 2018		PLAN OF FEBRUARY 27, 2019		PLAN OF MARCH 10, 2020		PLAN OF MAY 6, 2020	
685,706 SHARES		597,220 SHARES		502,551 SHARES		12,013 SHARES	
WEIGHT	CONDITIONS	WEIGHT	CONDITIONS	WEIGHT	CONDITIONS	WEIGHT	CONDITIONS
75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in business volume and funds from operations before non-recurring items (FFO)	75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in operating EBIT and funds from operations before non-recurring items (FFO)	75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in operating EBIT and funds from operations before non-recurring items (FFO)	75% of the shares granted	Two internal performance objectives, linked to like-for-like growth in operating EBIT and funds from operations before non-recurring items (FFO)
25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index	25% of the shares granted	One market performance objective, linked to Edenred's total shareholder return (TSR) compared with the average TSR of the companies in the SBF 120 index
The performance objectives are still being assessed for Plan 10		The performance objectives are still being assessed for Plan 11		The performance objectives are still being assessed for Plan 12		The performance objectives are still being assessed for Plan 13	

Fair value of performance share plans

The fair value of performance shares corresponds to the share price on the day of the granting, net of the expected dividend payment during the vesting period. Note that for Plans 5, 6 and 7, for French tax residents, the two-year lock-up period led to a valuation of an illiquidity risk based on the interest rate for a loan to an employee, equal to the interest rate applied by a credit institution to a private client with average financial capacities.

The fair value of performance shares is recognized on a straight-line basis over the vesting period in employee benefit expense, with a corresponding adjustment to equity.

The current fair value of Plan 12 is €37.79 per share, compared with a share price of €42.05 on March 10, 2020, the grant date. The current fair value of Plan 13 is €33.66 per share, compared with a share price of €37.46 on May 6, 2020, the grant date.

The fair value of performance shares is recognized on a straight-line basis over the vesting period in employee benefit expense, with a corresponding adjustment to equity. The total cost recognized in respect of the 2020 plan amounted to €3 million in 2020.

	2017	2018	2019	2020 (PLAN 12)	2020 (PLAN 13)
Fair value of benefits for French tax residents	18.38	24.26	33.54	37.79	33.66
Fair value of benefits for non-residents	18.38	24.26	33.54	37.79	33.66
Expense recognized * (in € millions)	12	13	16	14	

* *With a corresponding adjustment to equity for the duration of the plan.*

9.2 Provisions for pensions and other post-employment benefits

The Group's obligation is determined by the projected unit credit method based on actuarial assumptions related to future salary levels, retirement age, mortality, staff turnover and discount rates. These assumptions take into account the macroeconomic situation and other specific circumstances in each country where the Group operates.
The fair value of the plan assets intended to hedge retirement obligation and other long-term employee benefits is used in order to evaluate the amount of the liability related to them. Pension and other retirement benefit obligations recognized in the balance sheet correspond to the discounted present value of the defined-benefit obligation less the fair value of plan assets. Any surpluses, corresponding to the excess of the fair value of plan assets over the projected benefit obligation, are recognized only when they represent future economic benefits available for the Group, for instance in the form of refunds from the plan or reductions in future contributions to the plan.
The net defined-benefit obligation is recognized in the balance sheet under "Non-current provisions".
For defined-benefit plans, current and past service costs are recognized in operating expenses.
For post-employment benefits, actuarial gains and losses arising from changes in actuarial assumptions and experience adjustments are recognized immediately in equity.
However, actuarial gains and losses related to current employees' long-term benefits, particularly long-service awards and loyalty bonuses, are recognized immediately in net financial expense.

Group employees receive three kinds of benefits:

1) **short-term benefits**: paid vacation, paid sick leave and profit-shares;
2) **long-term benefits**: long-service awards, long-term disability benefits, loyalty bonuses and seniority bonuses;
3) **post-employment benefits**:
   a. defined-contribution plans: obligations under these plans are funded by periodic contributions to external organizations that are responsible for the administrative and financial management of the plans. Contributions to these plans are recognized immediately as an expense. The external organization is responsible for all benefit payments and the Group has no liability beyond the payment of contributions. Examples of defined-contribution plans include the government-sponsored basic pension and supplementary pension (ARRCO/AGIRC) schemes in France and defined-contribution pension schemes in other countries.

      Contributions to these plans are recognized in the period to which they relate,
   b. defined-benefit plans (end-of-career compensation, pension funds): For defined-benefits plans, the Group assesses its obligation in accordance with IAS 19 (revised) – Employee Benefits. These plans are characterized by the employer's obligation toward employees. If they are not entirely pre-funded, a provision must be set aside.

For Edenred, the main post-employment defined-benefit plans concern:

- defined-benefit pension plans, for which the benefits are calculated as follows:
  - lump-sum payments made to employees on retirement, determined by reference to the employee's years of service and final salary,
  - calculation based on factors defined by the Finance and Human Resources Departments each year,
  - related obligation covered by a provision in the balance sheet.

These plans mainly concern:

  - Others (50.5% of the total projected benefit obligation at end-2020 *versus* 57.8% at end-2019),
  - United Kingdom (23.4% of the total projected benefit obligation at end-2020 *versus* 19.5% at end-2019, after deducting plan assets),
  - France (17.3% of the total projected benefit obligation at end-2020 *versus* 12.9% at end-2019),
  - Belgium (1.6% of the total projected benefit obligation at end-2020 *versus* 2.4% at end-2019, after deducting plan assets);
- length-of-service awards in Italy (7.2% of the obligation at end-2020):
  - lump-sum payments made to employees on retirement, resignation or dismissal, determined by reference to the employee's years of service and final salary,
  - related obligation covered by a provision in the balance sheet;
- the Edenred group's pension obligations are funded under insured plans or by external funds. Plan assets therefore consist mainly in the classes of assets held in insurers' general portfolios managed according to conservative investment strategies.

Actuarial assumptions

Actuarial valuations are based on a certain number of long-term factors defined by the Group, which are reviewed each year.

2020	FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS
Rate of future salary increases	2.8%	N/A	2.8%	1.8%	3% – 4%
Discount rate	0.5%	1.5%	0.5%	0.5%	0.8% – 1.5%
Inflation rate	1.8%	3.3%	1.8%	1.8%	1.8%

2019	FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS
Rate of future salary increases	2.8%	N/A	2.8%	1.8%	3% – 4%
Discount rate	0.8%	1.9%	0.5%	0.5%	0.8% – 1.5%
Inflation rate	1.8%	3.6%	1.8%	1.8%	1.8%

Funded status of post-employment defined-benefit plans and long-term employee benefits

To improve legibility, Edenred has decided to present only non-zero and/or material aggregates.

At December 31, 2020

(in € millions)	DEFINED-BENEFIT PENSION PLANS	OTHER DEFINED BENEFIT PLANS *	TOTAL
Present value of funded obligation	26	-	26
Fair value of plan assets	(18)	-	(18)
Surplus (deficit)	**8**	**-**	**8**
Present value of unfunded obligation	-	19	19
Unrecognized past service cost	-	-	-
Surplus recognized in assets	-	-	-
LIABILITIES RECOGNIZED IN THE BALANCE SHEET	**8**	**19**	**27**

* *Including length-of-service awards and loyalty bonuses.*

At December 31, 2019

(in € millions)	DEFINED-BENEFIT PENSION PLANS	OTHER DEFINED BENEFIT PLANS *	TOTAL
Present value of funded obligation	26	-	26
Fair value of plan assets	(18)	-	(18)
Surplus (deficit)	**8**	**-**	**8**
Present value of unfunded obligation	-	23	23
LIABILITIES RECOGNIZED IN THE BALANCE SHEET	**8**	**23**	**31**

* *Including length-of-service awards and loyalty bonuses.*

Change in funded status of post-employment defined-benefit plans by region

(in € millions)	PENSION PLANS FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS*	REST OF THE WORLD	TOTAL	OTHER BENEFITS	TOTAL 2020	TOTAL 2019
PROJECTED BENEFIT OBLIGATION AT BEGINNING OF PERIOD	4	18	6	2	15	4	49	1	50	45
Service costs	-	-	-	-	1	1	2	-	2	4
Interest costs	-	-	-	-	-	-	-	-	-	1
Past service costs (plan amendments)	-	-	-	-	-	-	-	-	-	-
Plan curtailments/settlements	-	-	-	-	(5)	-	(5)	-	(5)	(8)
Benefits paid	-	-	-	(1)	-	-	(1)	-	(1)	(1)
Actuarial (gains) losses	-	1	-	-	-	-	1	-	1	8
Currency translation adjustment	-	(2)	-	-	-	-	(2)	-	(2)	1
Total other	-	-	-	-	-	-	-	-	-	-
PROJECTED BENEFIT OBLIGATION AT END OF PERIOD	**4**	**17**	**6**	**1**	**11**	**5**	**44**	**1**	**45**	**50**

* *The impact on actuarial gains and losses is mainly due to experience adjustments resulting from the change in governance.*

(in € millions)	FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS	REST OF THE WORLD	TOTAL	OTHER BENEFITS	TOTAL 2020	TOTAL 2019
Fair value of plan assets at beginning of period	-	12	5	-	-	1	18	-	18	17
Interest income	-	-	-	-	-	-	-	-	-	1
Actual return on plan assets	-	-	-	-	-	-	-	-	-	-
Employer contributions	-	-	-	-	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-	-	-	-	(1)
Currency translation adjustment	-	-	-	-	-	-	-	-	-	1
FAIR VALUE OF PLAN ASSETS AT END OF PERIOD	**-**	**12**	**5**	**-**	**-**	**1**	**18**	**-**	**18**	**18**

(in € millions)	FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS	REST OF THE WORLD	TOTAL	OTHER BENEFITS	TOTAL 2020	TOTAL 2019
Plan deficit at beginning of period *	4	6	1	2	14	3	30	1	31	28
Provision at end of period	5	6	-	2	10	3	26	1	27	31
PLAN DEFICIT AT END OF PERIOD	**5**	**6**	**-**	**2**	**10**	**3**	**26**	**1**	**27**	**31**

* Including length-of-service awards and loyalty bonuses.

(in € millions)	FRANCE	UNITED KINGDOM	BELGIUM	ITALY	OTHERS	REST OF THE WORLD	TOTAL	OTHER BENEFITS	**TOTAL 2020**	TOTAL 2019
Service costs	**-**	**-**	**-**	**-**	**1**	**1**	**2**	**-**	**2**	**3**
Net interest income	-	-	-	-	-	-	-	-	-	(8)
COST FOR THE PERIOD	**-**	**-**	**-**	**-**	**1**	**1**	**2**	**-**	**2**	**(5)**
Actuarial gains and losses recognized in equity	**-**	**1**	**-**	**-**	**-**	**-**	**1**	**-**	**1**	**7**

Changes in pension liabilities (including loyalty bonuses) between January 1, 2019 and December 31, 2020

(in € millions)	AMOUNT
Liability at January 1, 2019	**28**
Additions for the year	4
Reversals of unused amounts	(8)
Used amounts	(1)
Actuarial gains and losses for the period recognized in equity	7
Effect of changes in consolidation scope	-
Currency translation adjustment	1
Liability at December 31, 2019	**31**
Additions for the year	2
Reversals of unused amounts	(6)
Used amounts	-
Actuarial gains and losses for the period recognized in equity	1
Effect of changes in consolidation scope	-
Currency translation adjustment	(1)
Liability at December 31, 2020	**27**

Actuarial gains and losses arising from changes in assumptions and experience adjustments

(in € millions)	**2020**	2019
Actuarial (gains) and losses – experience adjustments	(2)	2
Actuarial (gains) and losses – changes in demographical assumptions	-	-
Actuarial (gains) and losses – changes in financial assumptions	3	5
ACTUARIAL (GAINS) LOSSES	**1**	**7**

Sensitivity analysis

At December 31, 2020, a 0.5 point increase/decrease in the discount rate would lead to a roughly €4 million change in the Group's projected benefit obligation.

NOTE 10 OTHER PROVISIONS AND OBLIGATIONS

10.1 Other income and expenses

To make the consolidated financial statements easier to read, certain specific items of income and expense are reported under "Other income and expenses". This item is used only for income and expenses:

- related to a major event that occurred during the reporting period; and
- whose impact, if it were not presented separately from that of other transactions, would distort the understanding of the Group's underlying performance by users of the financial statements.

Other income and expenses can be analyzed as follows:

(in € millions)	DEC 31, 2020	DEC 31, 2019
Movements in restructuring provisions	(2)	(2)
Restructuring and reorganization costs	(10)	(3)
Restructuring expenses	**(12)**	**(5)**
Impairment of property, plant and equipment	(1)	-
Impairment of intangible assets	(13)	(14)
Impairment of assets	**(14)**	**(14)**
Capital gains and losses	(4)	(4)
Reclassification of currency translation adjustments	1	(2)
Provisions	4	16
Non-recurring gains (losses)	(16)	(16)
Other	**(15)**	**(6)**
TOTAL OTHER INCOME AND EXPENSES *	**(41)**	**(25)**

* *Net cash costs included under this caption amounted to €26 million in 2020 and €33 million in 2019.*

Other income and expenses in 2020 were primarily as follows:

- additional impairment of assets, primarily in France for €4 million and Brazil for €4 million;
- reversal of a provision relating to the ICSID dispute with the Hungarian government for €6 million (see Note 10.3 "Claims, litigation and tax risk");
- recognition of a €7 million loss during a platform migration in Mexico and the transfer of the historical balances of client cards;
- goodwill impairment in Brazil for €3 million relating to a non-core asset and in Colombia for €1 million;
- restructuring costs for €12 million;
- expenses related to "MTE" fund initiatives for €5 million.

Other income and expenses in 2019 were primarily as follows:

- €6 million in fees related to acquisitions in 2019;
- additional impairment of €8 million for Colombian, French and Mexican assets;
- goodwill impairment in Brazil for €3 million relating to a non-core asset and in Japan for €3 million;
- restructuring costs for €5 million.

10.2 Provisions

In accordance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, a provision is recognized when the Group has a present obligation (legal, contractual or implicit) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined based on the best estimate of the expenditure required to settle the obligation.
Provisions for restructuring costs are recorded when the Group has a detailed formal plan for the restructuring and the plan's main features have been announced to those affected by it.

Provisions for losses due to voucher theft are calculated for reported thefts based on a percentage of the stolen vouchers' aggregate face value corresponding to the Group's best estimate of the proportion of those vouchers that will be cashed in.

Movements in non-current provisions between January 1, 2020 and December 31, 2020 can be analyzed as follows:

(in € millions)	DECEMBER 2019	IMPACT ON EQUITY	ADDITIONS	USED AMOUNTS	REVERSALS OF UNUSED AMOUNTS	CURRENCY TRANSLATION ADJUSTMENT	RECLAS-SIFICATIONS AND CHANGES IN SCOPE	**DECEMBER 2020**
• Provisions for pensions and loyalty bonuses	31	1	2	-	(6)	(1)	-	27
• Provisions for claims and litigation and other contingencies	12	-	2	(2)	(2)	(4)	-	6
TOTAL NON-CURRENT PROVISIONS	**43**	**1**	**4**	**(2)**	**(8)**	**(5)**	**-**	**33**

Movements in current provisions between January 1, 2020 and December 31, 2020 can be analyzed as follows:

(in € millions)	DECEMBER 2019	IMPACT ON EQUITY	ADDITIONS	USED AMOUNTS	REVERSALS OF UNUSED AMOUNTS	CURRENCY TRANSLATION ADJUSTMENT	RECLAS-SIFICATIONS AND CHANGES IN SCOPE	**DECEMBER 2020**
• Restructuring provisions	3	-	8	(2)	(1)	-	-	8
• Provisions for claims and litigation and other contingencies	19	-	3	(5)	(7)	-	(2)	8
TOTAL CURRENT PROVISIONS	**22**	**-**	**11**	**(7)**	**(8)**	**-**	**(2)**	**16**

Taken individually, all ongoing disputes are immaterial, with the exception of those presented in Note 10.3 "Claims, litigation and tax risk".

Reversals of unused amounts of provisions for claims and litigation mainly comprised the reversal of provision relating to the ICSID dispute with the Hungarian government presented in Note 10.3 "Claims, litigation and tax risk".

7

10.3 Claims, litigation and tax risk

In the normal course of its business, the Group is involved in a certain number of disputes with third parties or with judicial or administrative authorities (including tax authorities).

Antitrust dispute in France

On October 9, 2015, the French company Octoplus filed a complaint with the French Antitrust Authority against several French companies in the meal voucher sector, including Edenred France. The Antitrust Authority's Board met on April 5, 2016 and on July 7, 2016 to hear all the parties concerned as well as the Investigation Departments. On October 6, 2016, the Antitrust Authority decided to pursue its investigations without passing provisional measures against Edenred France.

On February 27, 2019, the Investigation Departments provided Edenred France with their final report, which contained two complaints dating from the early 2000s concerning information sharing through the Centrale de Remboursement des Titres (CRT) and the use of the CRT to lock up the meal voucher market. Edenred submitted its observations to the Antitrust Authority on April 29, 2019. On December 17, 2019, the Antitrust Authority announced that it had decided to fine Edenred €157 million on the grounds of the above two complaints. Edenred received an official request from the French tax authorities to pay the fine. In response, Edenred requested a stay of payment until March 31, 2021 with no impact on the fine, by providing a surety in the same amount. The tax authorities have accepted the proposed stay of payment. Edenred believes that the Antitrust Authority has misunderstood the competitive situation in the French meal voucher market and the CRT's role in this market. Edenred has appealed, based on the opinion of its legal advisors, considering that it has strong arguments to challenge the Antitrust Authority's decision. The appeal hearing is scheduled on November 18, 2021. Therefore, the Company has not set aside a related provision.

Dispute with Kering (formerly PPR, which has been substituted for Fnac in the procedure) and Conforama

Edenred France (to which the rights of Accentiv' Kadéos were transferred) is involved in a dispute with Fnac and Conforama, two members of its gift solution acceptance and distribution network. The litigation concerns the breach by both companies of some of their contractual obligations, particularly the exclusive distribution of the Kadéos card applicable until December 31, 2011.

In a decision on the merits of the case handed down on March 14, 2016, the Paris Commercial Court ordered Kering and Conforama to pay Edenred France an additional €7 million for damages sustained as well as €100,000 as compensation for the lawsuit brought by Kering and Conforama, which was considered to represent an abuse of process.

In a ruling handed down on December 12, 2018, the Paris Court of Appeal ordered Edenred France to return the above amounts that it had received in penalties and damages. Edenred France opposes the Court of Appeal's ruling and has brought the matter before the Court of Cassation. Proceedings are still ongoing. In the meantime, the penalties and damages totaling €19 million were repaid by Edenred France on January 24, 2019. This amount had been fully provisioned at December 31, 2018.

Futureo dispute

Edenred France was a 38% minority shareholder of Aqoba SA, which in turn controlled Aqoba EP, a payment institution licensed by France's banking supervisor, Autorité de Contrôle Prudentiel et de Résolution.

Aqoba SA and Aqoba EP were placed in compulsory liquidation in June 2014, notably leading to the termination of Aqoba EP's contract for the supply of payment services to Futureo.

On December 24, 2014, Futureo was also placed in compulsory liquidation. The liquidator brought suit against Edenred France and another shareholder of Aqoba SA before the Nanterre Commercial Court, alleging that they were responsible for Futureo's bankruptcy. Futureo's former Chief Executive Officer joined the suit. Together, Futureo's liquidator and the former Chief Executive Officer estimate their losses at around €15.6 million.

The Commercial Court held the first-instance hearing on December 17, 2019 and ruled in favour of the Group on July 24, 2020. As no appeal has been filed further to this ruling, and based on the opinion of its legal advisers, the Company considers that the proceedings are closed. Therefore, the Company has not set aside a related provision.

Turkish antitrust litigation

In February 2010, the Turkish antitrust authorities conducted an investigation into Edenred Turkey and Sodexo Turkey to examine the behavior of these two entities on their market between 2007 and 2010. In July 2010, this investigation resulted in a decision to close the case without further action. After examining the application of another market participant seeking the annulment of that decision, the High Court of Justice ruled that the antitrust authorities had to conduct a full investigation of six market participants in Turkey, including Edenred, on the basis of their respective behavior on the service voucher market between 2007 and 2010.

On November 15, 2018, the Turkish antitrust authorities imposed a fine of approximately €1 million on Edenred in its capacity as a shareholder of Netser, the subsidiary set up 17 years ago with Sodexo to offer restaurant operators an efficient, low-cost technical electronic payments solution. Edenred paid the fine in the first half of 2019. The Company appealed the decision before the Ankara Administrative Court on May 31, 2019. The appeal was heard on October 22, 2020 and a decision is expected in the first half of 2021.

ICSID dispute

Following a change in the Hungarian regulatory and tax framework related to the issuance conditions of meal and food vouchers, the Company filed a request for arbitration in August 2013 against the Hungarian government before the International Centre for Settlement of Investment Disputes (ICSID). The hearing was held before the arbitral tribunal in November 2015, and on December 13, 2016, the tribunal sentenced the Hungarian government to pay Edenred approximately €23 million, excluding interest (5% per year starting on January 1, 2012, which represents approximately €6 million). This decision represents an important step in the settlement of the dispute.

As the procedure is now closed, at December 31, 2016, the amount to be received is considered as certain according to IAS 37. As a consequence and pending the enforcement of the arbitral award, an estimate considered as reasonable of income and a related receivable for a net amount of €22 million were recognized in "Non-recurring income and expenses" in the Group's financial statements for the year ended December 31, 2016. This amount was received in March 2017. On April 11, 2017, the Hungarian government filed an application for annulment of the award, claiming that the tribunal had manifestly exceeded its powers and had failed to provide a legal basis for its award. It also filed an application for the revision of the tribunal's decision of June 5, 2018, in reference to a decision handed down by the Court of Justice of the European Union on March 6, 2018 in the Achméa case. The reconstituted tribunal dismissed the Hungarian government's claims, notably in a decision handed down on March 9, 2020. After consulting with its legal advisors, Edenred is satisfied that the procedure is now closed and that no other legal remedies are available to the Hungarian government to challenge the ruling of the arbitral tribunal.

Edenred SA tax audit

In 2018 and 2019, a tax audit was carried out at Edenred SA, covering the period from 2014 to 2016.

In December 2018, the tax authorities notified the Company of a proposed reassessment of the tax paid in 2014, on the grounds that the brand royalties billed to the Brazilian subsidiaries were understated and were not on arm's length terms.

Notification of the proposed reassessments of tax paid in 2015 and 2016 was received by the Company in July 2019. As originally expected, the tax authorities reduced the 2014 reassessment to align its position with that adopted with regard to 2015 and 2016.

The total tax, late interest and penalties claimed for the three years amount to €17 million. The Company contested the reassessments and filed a claim with the national tax Board in early 2019. Following a sitting on January 24, 2020, the tax Board issued an opinion against the reassessment. The tax authorities nevertheless notified the Company on July 3, 2020 that they would be maintaining the reassessment.

Based on the opinion of its tax advisers, the Company believes that it has solid arguments in its defense. The Company has not set aside a related provision.

Tax litigation in Brazil

Municipal tax – Ticket Serviços

In December 2011, the municipality of São Paulo notified the Brazilian company Ticket Serviços of a reassessment of municipal tax (ISS – *Imposto Sobre Serviços*) for the period from April to December 2006, even though the Company had already paid this tax to the municipality of Alphaville.

For this period, the principal amount of the reassessment was 8 million Brazilian reals (€1 million), plus 94 million Brazilian reals (€15 million) in penalties and interest at December 31, 2020.

In November 2012, the municipality notified the Company, on the same basis, of the amounts related to the period from January 2007 to March 2009.

For this second period, the principal amount of the reassessment was 28 million Brazilian reals (€6 million), plus 346 million Brazilian reals (€54 million) in penalties and interest at December 31, 2020. The Company's motion before the Brazilian courts was denied in the first trial and an appeal was filed.

In addition to the reassessments mentioned above, the Company may be required to pay for the government's legal fees and the court fees for a total of 48 million Brazilian reals (€8 million).

The administrative chamber of appeal ruled against the Company on September 23, 2014. The Company appealed the decision.

On August 11, 2015, the appeal lodged by the Company was denied, thereby putting an end to the administrative phase of the dispute.

On November 10, 2015, the Company filed a motion with the Court of Justice of the State of São Paulo for cancellation of the reassessments.

Based on the opinion of its tax advisers, the Company believes that the chance of a favorable outcome is very good. Therefore, the Company has not set aside a related provision.

The motion included a request to defer the payment of the disputed amount, which was granted by a decision handed down on November 12, 2015. The tax authorities appealed this decision, but the appeal was denied. The State of São Paulo appealed to the Supreme Court of Justice.

At the Court's request, the Company provided a guarantee issued by Swiss Re.

An expert was appointed as part of the proceedings to observe and examine the facts of the case. The expert's opinion was favorable to the Company.

On August 13, 2020, the first-instance judicial courts rejected the Company's application. On September 24, 2020, the State of São Paulo lodged an appeal against the cap on the interest due. The Company intends to file a second-instance appeal by the relevant deadline. Based on the opinion of an expert who has examined the facts, the Company believes that the chance of a favorable outcome is very good. Therefore, the Company has not set aside a related provision.

Tax allowance for goodwill amortization

In January 2012, the Brazilian federal tax authorities notified Ticket Serviços of a reassessment of corporate income tax and the additional contribution (IRPJ and CSLL) for the fiscal years spanning from 2007 to 2010. The principal amount of the reassessment was 82 million Brazilian reals (€13 million), plus 326 million Brazilian reals (€51 million) in penalties and interest at December 31, 2020.

During 2016, the tax authorities issued two new reassessments, in line with the previous reassessment, for the following periods:

- for 2011, the principal amount of the reassessment was 25 million Brazilian reals (€4 million), plus 94 million Brazilian reals (€15 million) in penalties and interest at December 31, 2020;
- for 2012, the reassessment was 16 million Brazilian reals (€3 million), plus 44 million Brazilian reals (€7 million) in penalties and interest at December 31, 2020.

The tax authorities disallowed the tax deductibility of the goodwill amortization recognized on the buyout of the minority interest in Ticket Serviços. Ticket Serviços initiated proceedings before the administrative courts. The motion was denied by the higher court. The Company was officially notified of this decision on August 14, 2015 and filed a request for clarification.

The request was rejected by the administrative courts.

The Company has filed a first-instance request before the judicial courts to have the reassessments canceled and an application has also been made for a stay of payment of the contested amount. In 2018, the Company posted a bank guarantee in support of its application for a stay of payment in an amount of 352 million Brazilian reals (€58 million), which constitutes an off-balance sheet commitment given by the Group.

On June 21, 2020, the first-instance judicial courts rejected the Company's application. The Company appealed the decision before the Federal Regional Court on October 19, 2020.

Based on the opinion of its tax advisers, the Company believes that the chance of a favorable outcome is very good. Therefore, the Company has not set aside a related provision.

Tax litigation in Italy

In 2019, a tax audit was carried out at Edenred Italy, covering the period from 2014 to 2016.

In June 2019, the Italian tax authorities informed the Company that the tax audit had been completed. The tax authorities have challenged the brand royalties billed to Edenred Italia by Edenred SA, as well as the timing of revenue recognition.

In November 2019, the authorities issued a proposed reassessment with the effect of suspending the statute of limitations, contesting the amount of brand royalties billed to Edenred Italia by Edenred SA in 2014. As no consensus was reached further to the discussions with the tax authorities in the first half of 2020, Edenred initiated a mutual agreement procedure (MAP) between the Italian and French tax authorities on May 28, 2020 in respect of the reassessment.

Based on the opinion of its tax advisers, the Company believes that it has solid arguments in its defense.

A provision of €1 million has been set aside under current tax liabilities for this matter, corresponding to the Company's estimate of the reassessment risk, which is viewed as limited.

NOTE 11 ADDITIONAL INFORMATION

11.1 Additional information about jointly controlled entities

Not applicable.

11.2 Related parties

For the purpose of applying IAS 24, the Group has identified the following related parties:

- all members of the Executive Committee and of the Board of Directors, and the members of their direct families;
- all companies in which a member of the Executive Committee holds material voting rights.

Companies accounted for by the equity method

Relations between the parent company and its associates are presented on a dedicated line in the consolidated income statement and statement of financial position.

Members of the Executive Committee

Transactions with members of the Executive Committee are disclosed in full in Note 11.3.

Members of the Board of Directors

The annual compensation paid to the members of the Board of Directors, determined by the Board of Directors and to be approved by the General Meeting, amounts to €0.6 million in 2020. The Chairman and Chief Executive Officer does not receive any compensation as member of the Board of Directors; his compensation is disclosed in Note 11.3 "Compensation paid to key management staff".

11.3 Compensation paid to key management staff

(in € millions)	2020	2019
Short-term benefits	14	13
Share-based payments	6	7
TOTAL COMPENSATION	**20**	**20**

11.4 Statutory Auditors' fees

The table below shows the total fees billed by the Statutory Auditors that were recognized in the income statement in respect of the two periods presented:

	DELOITTE & ASSOCIÉS				ERNST & YOUNG			
	AMOUNT (EXCL. TAX)		%		AMOUNT (EXCL. TAX)		%	
(in € millions)	DECEMBER 2020	DECEMBER 2019	DECEMBER 2020	DECEMBER 2019	DECEMBER 2020	DECEMBER 2019	DECEMBER 2020	DECEMBER 2019
Fees paid to the Statutory Auditors for auditing the financial statements								
• Issuer	(0.4)	(0.4)	20%	16%	(0.4)	(0.4)	20%	19%
• Fully consolidated subsidiaries	(1.4)	(1.4)	70%	58%	(1.4)	(1.3)	70%	68%
SUB-TOTAL	(1.8)	(1.8)	90%	74%	(1.8)	(1.7)	90%	87%
Fees paid to the Statutory Auditors for other services *								
• Issuer	-	(0.0)	0%	1%	-	(0.0)	0%	0%
• Fully consolidated subsidiaries	(0.2)	(0.6)	10%	25%	(0.2)	(0.3)	10%	13%
SUB-TOTAL	(0.2)	(0.700)	10%	26%	(0.2)	(0.300)	10%	13%
TOTAL	**(2.0)**	**(2.5)**	**100%**	**100%**	**(2.0)**	**(2.0)**	**100%**	**100%**

* *In 2020, these fees mainly concerned tax and payroll compliance engagements, as well as buy-side due diligence.*

11.5 Off-balance sheet commitments

Off-balance sheet commitments given

Off-balance sheet commitments amounted to €430 million at December 31, 2020, *versus* €475 million a year earlier.

At December 31, 2020, off-balance sheet commitments given broke down as follows:

	DECEMBER 2020				
(in € millions)	<1 YEAR	>1 YEAR <5 YEARS	>5 YEARS	TOTAL	DECEMBER 2019
Voucher sale guarantees given to the public sector	89	26	10	125	112
Guarantees given to the public sector in Mexico	43			43	71
Bank bonds issued in Brazil	13	2	21	36	45
Bail bond issued within the framework of tax litigation on municipal tax in Brazil (ISS)		77		77	80
Bail bond issued within the framework of litigation on tax allowances for goodwill amortization		56		56	78
Capital commitments given to the Partech VI investment fund	4	3		7	9
Intermarché bond as part of the contract with LCCC	30			30	30
SUB-TOTAL	179	164	31	374	425
Other *	15	16	25	56	50
TOTAL OFF-BALANCE SHEET COMMITMENTS GIVEN	**194**	**180**	**56**	**430**	**475**

* *Mainly comprising rental commitments not included in the scope of IFRS 16 and deposits.*

To the best of the Group's knowledge and in accordance with generally accepted accounting principles, no commitments given have been omitted from the above list.

Off-balance sheet commitments received

Off-balance sheet commitments received from third parties at December 31, 2020 amounted to €2 million. They consisted mainly in guarantees received from clients in Brazil in exchange for post-payment facilities granted by Repom for the same amount.

NOTE 12 LIST OF CONSOLIDATED COMPANIES AT DECEMBER 31, 2020

In accordance with regulation 2016-09 of French accounting Board Autorité des Normes Comptables Françaises, the list of consolidated companies and details of the main investments in non-consolidated companies are provided below for users of the financial statements. All companies controlled by the Group or over which the Group exercises significant influence are included in the scope of consolidation.

			2020		2019		
COMPANY	COUNTRY		METHOD	INTEREST HELD (%)	METHOD	INTEREST HELD (%)	CHANGE (%)
FRANCE							
Conecs	France		EQ	25.00	EQ	25.00	0.00
Edenred Corporate Payment France	France		FC	100.00	FC	100.00	0.00
Edenred France	France		FC	100.00	FC	100.00	0.00
Edenred Paiement	France		FC	100.00	FC	100.00	0.00
Ticket Fleet Pro SAS	France		FC	100.00	FC	100.00	0.00
Edenred Fuel Card A	France		FC	100.00	FC	100.00	0.00
Servicarte	France		NC	0.00	FC	100.00	-100.00
La Compagnie des Cartes Carburants	France		FC	80.48	FC	80.48	0.00
Proweb CE	France		FC	100.00	FC	99.30	0.70
PWCE Participations	France		FC	100.00	FC	99.30	0.70
UTA France S.a.r.l	France	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred Fleet & Mobility SAS	France		FC	100.00	FC	100.00	0.00
Addworking	France		NC	16.78	NC	16.78	0.00
Lucky Cart SAS	France		NC	22.18	NC	24.39	-2.21
Zen Chef	France		NC	13.22	NC	15.76	-2.54
Andjaro	France		NC	18.10	NC	22.73	-4.63
Activitiz	France		NC	9.89	NC	9.89	0.00
CRCESU	France		NC	16.67	NC	16.67	0.00
Fretlink	France		NC	5.50	NC	5.50	0.00
Fuse	France		NC	7.37	NC	7.37	0.00
OONETIC SAS	France		NC	16.42	N/A	N/A	N/A
CRT	France		NC	25.00	NC	25.00	0.00
E-Solutions NC	France		NC	30.00	NC	30.00	0.00
EUROPE (EXCL. FRANCE)							
EW Innovation	Albania		FC	100.00	FC	100.00	0.00
Edenred Austria GmbH	Austria		FC	100.00	FC	100.00	0.00
UTA Austria GmbH	Austria	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred Belgium SA	Belgium		FC	100.00	FC	100.00	0.00
Luncheck SA	Belgium		NC	0.00	FC	99.99	-99.99
Award Services	Belgium		NC	0.00	FC	100.00	-100.00
Merits & Benefits	Belgium		FC	100.00	FC	100.00	0.00
Ekivita	Belgium		FC	100.00	FC	100.00	0.00
PPS EU	Belgium		FC	70.45	FC	70.45	0.00
Edenred Bulgaria AD	Bulgaria		FC	50.00	FC	50.00	0.00
EBV Bulgaria	Bulgaria	New in scope (EBV sub-group)	FC	60.00	N/A	N/A	N/A
UTA Bulgaria	Bulgaria	(UTA sub-group)	FC	100.00	FC	83.00	17.00

COMPANY	COUNTRY		2020 METHOD	2020 INTEREST HELD (%)	2019 METHOD	2019 INTEREST HELD (%)	CHANGE (%)
UTA Czech s.r.o.	Czech Republic	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred CZ s.r.o.	Czech Republic		FC	100.00	FC	100.00	0.00
Edenred Production Center	Czech Republic		FC	100.00	FC	100.00	0.00
Nikosax A/S	Denmark	(EBV sub-group)	FC	60.00	FC	83.00	-23.00
Timex Card Estonia	Estonia	(UTA sub-group)	FC	54.00	FC	44.82	9.18
Edenred Finland	Finland		FC	100.00	FC	100.00	0.00
Ages Maut System Gmbh & Co KG	Germany	(UTA sub-group)	NC	16.60	EQ	13.78	2.82
Ages International Gmbh & Co KG	Germany	(UTA sub-group)	NC	16.60	EQ	13.78	2.82
Edenred Deutschland Gmbh	Germany		FC	100.00	FC	100.00	0.00
Edenred Incentive & Rewards Gmbh	Germany		NC	0.00	FC	100.00	-100.00
Edenred Vouchers Gmbh	Germany		NC	0.00	FC	100.00	-100.00
Edenred Tankkarten *	Germany		FC	100.00	FC	100.00	0.00
Union Tank Eckstein Gmbh & Co. KG	Germany	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Itemion GmbH & Co. KG	Germany	(UTA sub-group)	FC	100.00	FC	83.00	17.00
UTA GmbH	Germany	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Itemion Verwaltungs GmbH	Germany	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Mercedes Service Card GmbH & Co KG	Germany	(UTA sub-group)	EQ	49.00	EQ	40.67	8.33
Mercedes Service Card Beteiligungs GmbH	Germany	(UTA sub-group)	EQ	49.00	EQ	40.67	8.33
Timex Card	Germany		FC	54.00	FC	44.82	9.18
Omega2 GmbH	Germany	New in scope	FC	100.00	N/A	N/A	N/A
Vouchers Services	Greece		FC	51.00	FC	51.00	0.00
UTA Magyarország Kft.	Hungary	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Nikosax HU	Hungary	(EBV sub-group)	FC	60.00	FC	83.00	-23.00
Edenred Magyarország	Hungary		FC	100.00	FC	100.00	0.00
UTA Italia s.r.l.	Italy	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred Italia s.r.l.	Italy		FC	100.00	FC	100.00	0.00
Edenred Italia Financiera S.r.l	Italy		FC	100.00	FC	100.00	0.00
Easy Welfare	Italy		FC	100.00	FC	100.00	0.00
Easy Welfare Broker	Italy		NC	0.00	FC	100.00	-100.00
RWA Consulting	Italy		FC	100.00	FC	100.00	0.00
Welfare Innovation	Italy		NC	0.00	NC	12.50	-12.50
Timex Card Lithuania	Lithuania	(UTA sub-group)	FC	54.00	FC	44.82	9.18
UAB Areja	Lithuania	(EBV sub-group)	FC	100.00	FC	100.00	0.00
EBV Lithuania	Lithuania	New in scope (EBV sub-group)	FC	60.00	N/A	N/A	N/A
Edenred Luxembourg	Luxembourg		FC	100.00	FC	100.00	0.00
Cube RE SA	Luxembourg		FC	100.00	FC	100.00	0.00
Daripod Holding	Luxembourg		NC	0.00	FC	50.00	-50.00

COMPANY	COUNTRY		2020 METHOD	2020 INTEREST HELD (%)	2019 METHOD	2019 INTEREST HELD (%)	CHANGE (%)
Car-Pay-Diem	Luxembourg		NC	10.00	NC	0.00	10.00
Edenred MD S.R.L.	Moldova		NC	0.00	FC	100.00	-100.00
UTA Nederland B.V.	Netherlands	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred Nederland	Netherlands		FC	100.00	FC	100.00	0.00
Nikosax PL	Poland	(EBV sub-group)	FC	60.00	FC	83.00	-23.00
Edenred Polska	Poland		FC	100.00	FC	99.99	0.01
EBV Poland	Poland	New in scope (EBV sub-group)	FC	60.00	N/A	N/A	N/A
Edenred Portugal Lda	Portugal		FC	50.00	FC	50.00	0.00
One Card	Portugal		FC	86.34	FC	56.34	30.00
UTA Romania Services srl	Romania	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred Romania srl	Romania		FC	100.00	FC	100.00	0.00
Edenred Digital Technology Center	Romania		FC	100.00	FC	100.00	0.00
Benefit Systems SRL	Romania		FC	100.00	FC	100.00	0.00
Benefit Admin	Romania		NC	0.00	FC	100.00	-100.00
Benefit Broker De Pensii Private	Romania		FC	100.00	FC	100.00	0.00
EBV Romania	Romania	New in scope (EBV sub-group)	FC	60.00	N/A	N/A	N/A
Edenred Slovakia s.r.o	Slovakia		FC	100.00	FC	100.00	0.00
UTA Slovakia s.r.o	Slovakia	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Ticket Service s.r.o.	Slovakia		FC	100.00	FC	100.00	0.00
UTA España	Spain	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Nikosax España	Spain	(EBV sub-group)	FC	60.00	FC	83.00	-23.00
Edenred España SA	Spain		FC	100.00	FC	100.00	0.00
Izi Card SL	Spain		NC	39.68	NC	39.68	0.00
EBV Spain	Spain	New in scope (EBV sub-group)	FC	60.00	N/A	N/A	#VALEUR!
Edenred Sweden AB	Sweden		FC	100.00	FC	100.00	0.00
Delicard Group AB	Sweden		FC	100.00	FC	100.00	0.00
UTA Tank AG	Switzerland	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Avrios International	Switzerland		NC	6.41	NC	6.41	0.00
Timex Card Ukraine	Ukraine	(UTA sub-group)	FC	54.00	FC	44.82	9.18
UTA Freight UK Ltd	United Kingdom	(UTA sub-group)	FC	100.00	FC	83.00	17.00
Edenred UK Group Ltd	United Kingdom		FC	100.00	FC	100.00	0.00
Edenred Incentives & Motivation Limited	United Kingdom		FC	100.00	FC	100.00	0.00
Edenred Travel Limited	United Kingdom		FC	100.00	FC	100.00	0.00
Edenred Employee Benefits Limited	United Kingdom		FC	100.00	FC	100.00	0.00
Prepay Technologies Ltd	United Kingdom		FC	70.45	FC	70.45	0.00
Edenred Coporate Payment UK	United Kingdom		FC	100.00	FC	100.00	0.00
The Right Fuel Card Group	United Kingdom		FC	80.00	FC	80.00	0.00

7

			2020		2019		
COMPANY	COUNTRY		METHOD	INTEREST HELD *(%)*	METHOD	INTEREST HELD *(%)*	CHANGE *(%)*
Diesel 24	United Kingdom		FC	80.00	FC	80.00	0.00
JayTeeEnergy	United Kingdom		FC	80.00	FC	80.00	0.00
Be Fuelcards	United Kingdom		FC	80.00	FC	80.00	0.00
ChildCare Vouchers	United Kingdom		FC	100.00	FC	100.00	0.00
Launchpad	United Kingdom		NC	13.16	NC	13.23	-0.07
Globalvcard Paysystems UK	United Kingdom		FC	100.00	FC	100.00	0.00
LATIN AMERICA							
Edenred Argentina	Argentina		FC	100.00	FC	100.00	0.00
Soporte Servicios *	Argentina		FC	100.00	FC	100.00	0.00
Ticket Serviços Brésil	Brazil		FC	89.00	FC	89.00	0.00
Ticketseg – Corretora de seguros SA	Brazil		FC	100.00	FC	100.00	0.00
Edenred Brasil Participações *	Brazil		FC	100.00	FC	100.00	0.00
Accentiv' Serviços Tecnologica Da informaçao S/A	Brazil		FC	65.00	FC	65.00	0.00
Ticket Soluções HDFGT SA	Brazil		FC	65.00	FC	63.00	2.00
B2B Comercio Electronico de Paces	Brazil		FC	50.00	FC	42.65	7.35
Repom SA	Brazil		FC	65.00	FC	63.00	2.00
Topazio Cartoes	Brazil		FC	50.00	FC	48.46	1.54
Ticket Freto	Brazil		FC	65.00	FC	63.00	2.00
Edenred Holding Financeira	Brazil		NC	0.00	FC	100.00	-100.00
Levo Log	Brazil		FC	65.00	FC	63.00	2.00
Cooper Cards	Brazil	New in scope	FC	100.00	N/A	N/A	N/A
Edenred Serviços Empresariais	Brazil		FC	100.00	FC	100	0
Good Card	Brazil		EQ	35.00	EQ	35.00	0.00
Edenred Chile	Chile		FC	74.35	FC	74.35	0.00
Servicios Empresariales de Colombia SA	Colombia		FC	100.00	FC	100.00	0.00
Big Pass SA	Colombia		FC	100.00	FC	100.00	0.00
Nectar Holdings	Costa Rica		EQ	30.00	EQ	30.00	0.00
Servicios Y Soluciones Empresariales Ticket Edenred SA de C.V.	Mexico		FC	100.00	FC	100.00	0.00
Operadora de Programas de Abasto Multiple SA de CV	Mexico		FC	100.00	FC	100.00	0.00
Edenred Mexico	Mexico		FC	100.00	FC	100.00	0.00
Sinergel SA de C.V.	Mexico		FC	100.00	FC	100.00	0.00
Vales y Monederos Electronicos Puntoclave	Mexico		FC	100.00	FC	100.00	0.00
Merchant Services de Mexico SA de C.V.	Mexico		FC	100.00	FC	100.00	0.00

			2020		2019		
COMPANY	COUNTRY		METHOD	INTEREST HELD (%)	METHOD	INTEREST HELD (%)	CHANGE (%)
Servicios Edenred	Mexico		FC	100.00	FC	100.00	0.00
SEDESA	Mexico		NC	0.00	EQ	20.00	-20.00
Fintech Mexico	Mexico	New in scope	FC	100.00	N/A	N/A	N/A
Global Rewards Mexico	Mexico		FC	100.00	FC	100.00	0.00
Nectar Technologies Mexico	Mexico	New in scope	FC	75.00	N/A	N/A	N/A
Nectar Technology	Nicaragua		FC	75.00	FC	51.00	24.00
Edenred Panama	Panama		FC	100.00	FC	100.00	0.00
Edenred Peru	Peru		FC	67.00	FC	67.00	0.00
Efectibono	Peru		FC	67.00	FC	67.00	0.00
Westwell Group *	Uruguay		FC	100.00	FC	100.00	0.00
Luncheon Tickets	Uruguay		FC	100.00	FC	100.00	0.00
Promote SA	Uruguay		FC	100.00	FC	100.00	0.00
Cestaticket Services C.A.	Venezuela		FC	57.00	FC	57.00	0.00
Inversiones Quattro Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Cinq Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Huit Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Neuf Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Dix Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Onze 2040	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Douze Venezuela	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Quatorze	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Quinze 1090	Venezuela		FC	100.00	FC	100.00	0.00
Inversiones Seize 30	Venezuela		FC	100.00	FC	100.00	0.00
REST OF THE WORLD							
Globalvcard Canada	Canada		FC	100.00	FC	100.00	0.00
Beijing Surfgold Technology Ltd	China		FC	100.00	FC	100.00	0.00
Accentiv' Shangai Company	China		FC	100.00	FC	100.00	0.00
Smart Fleet Maintenance Technology	China		EQ	49.00	EQ	49.00	0.00
Edenred Hong Kong	Hong Kong		FC	100.00	FC	100.00	0.00
Edenred India PVT ltd	India		FC	100.00	FC	100.00	0.00
Surfgold.com India PVT ltd	India		FC	100.00	FC	100.00	0.00
SRI Ganesh Hospitality Services Private Ltd *	India		FC	100.00	FC	100.00	0.00
Edenred Japan	Japan		FC	100.00	FC	100.00	0.00
Edenred SAL	Lebanon		NC	0.00	FC	80.00	-80.00
Cardtrend Systems Sdn Bhd	Malaysia		NC	0.00	IG	100.00	-100.00
Edenred Maroc SAS	Morocco		FC	83.67	FC	83.67	0.00
Edenred PTE Limited	Singapore		FC	100.00	FC	100.00	0.00
Edenred Fleet & Mobility Singapore *	Singapore		FC	100.00	FC	100.00	0.00
Global Rewards Singapore PTE Ltd	Singapore		FC	100.00	FC	100.00	0.00

7

		2020		2019		
COMPANY	COUNTRY	METHOD	INTEREST HELD (%)	METHOD	INTEREST HELD (%)	CHANGE (%)
Smart Fleet Management Technology	Singapore	EQ	49.00	EQ	49.00	0.00
Edenred PTE Ltd. Taiwan Branch	Taiwan	FC	100.00	FC	100.00	0.00
Edenred Kurumsal Cozumler	Turkey	FC	100.00	FC	100.00	0.00
Accentiv Hediye Ve Danismanlik Hizmetleri	Turkey	FC	100.00	FC	100.00	0.00
Network Servisleri	Turkey	NC	0.00	FC	50.00	-50.00
Edenred Ödeme Hizmetleri	Turkey	FC	100.00	FC	100.00	0.00
TR Tunisie	Tunisia	NC	99.97	NC	99.97	0.00
C3 Card International Limited	United Arab Emirates	FC	100.00	FC	100.00	0.00
C3 Card DTMFZ	United Arab Emirates	FC	100.00	FC	100.00	0.00
C3 Edenred LLC	United Arab Emirates	FC	49.00	FC	49.00	0.00
Edenred North America inc	United States	FC	100.00	FC	100.00	0.00
Edenred Commuter Benefits Solution	United States	FC	100.00	FC	100.00	0.00
NutriSavings LLC	United States	NC	0.00	FC	100.00	-100.00
Global Rewards North America	United States	FC	100.00	FC	100.00	0.00
CSI Enterprises Inc	United States	FC	100.00	FC	100.00	0.00
Globalvcard LLC	United States	FC	100.00	FC	100.00	0.00
Beamery Inc	United States	NC	7.34	NC	7.13	0.21
Beekeeper Holding Inc	United States	NC	4.84	NC	3.98	0.86
Dexx Technologies Inc	United States	NC	9.82	NC	9.82	0.00
Globalvcard Spend Secure LLC	United States	NC	0.00	FC	100.00	-100.00
OTHERS						
ASM *	France	FC	100.00	FC	100.00	0.00
Gaméo *	France	FC	100.00	FC	100.00	0.00
Landray *	France	FC	100.00	FC	100.00	0.00
Saminvest *	France	FC	100.00	FC	100.00	0.00
GABC *	France	FC	100.00	FC	100.00	0.00
Veninvest Quattro *	France	FC	100.00	FC	100.00	0.00
Veninvest Cinq *	France	FC	100.00	FC	100.00	0.00
Veninvest Huit *	France	FC	100.00	FC	100.00	0.00
Veninvest Neuf *	France	FC	100.00	FC	100.00	0.00
Veninvest Onze *	France	FC	100.00	FC	100.00	0.00
Veninvest Douze *	France	FC	100.00	FC	100.00	0.00
Veninvest Quatorze *	France	FC	100.00	FC	100.00	0.00
Veninvest Quinze *	France	FC	100.00	FC	100.00	0.00
Veninvest Seize *	France	FC	100.00	FC	100.00	0.00

FC: full consolidation method.
EQ: equity method.
NC: non-consolidated.
** Holding company.*

NOTE 13 UPDATE ON ACCOUNTING STANDARDS

13.1 Standards, amendments and interpretations

The following standards, amendments and interpretations adopted by the European Union with mandatory application on January 1, 2020 came into effect on that date:

STANDARD	NAME	SUMMARY	POTENTIAL IMPACT ON EDENRED'S FINANCIAL STATEMENTS
Amendment to IFRS 16	Rent Concessions	The amendment exempts lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications and allows lessees to account for such rent concessions as if they were not lease modifications. It applies to Covid-19-related rent concessions that reduce lease payments due on or before June 30, 2021.	No material impact
Amendment to IFRS 3R	Definition of a Business	The amendments provide supplementary guidance to help companies determine whether an acquisition made is of a business or a group of assets when applying IFRS 3. Distinguishing between a business and a group of assets is important because an acquirer recognizes goodwill only when acquiring a business.	No material impact
Amendments to IFRS 9, IFRS 7 and IAS 39	Interest Rate Benchmark Reform	These amendments are designed to support the provision of useful financial information by companies during the period of uncertainty arising from the IBOR reform. They modify some specific hedge accounting requirements. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.	No material impact
Amendments to IAS 1 and IAS 8	Definition of Material	Information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.	No material impact
Amendments to References to the Conceptual Framework in IFRS Standards	Amendments to References to the Conceptual Framework in IFRS Standards	IFRS 2 – Share-based Payment, IFRS 3 – Business Combinations, IFRS 6 – Exploration for and Evaluation of Mineral Resources, IAS 1 – Presentation of Financial Statements, IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, IAS 34 – Interim Financial Reporting, IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, IAS 38 – Intangible Assets, IFRIC 12 – Service Concession Arrangements, IFRIC 19 – Extinguishing Financial Liabilities with Equity Instruments, IFRIC 20 – Stripping Costs in the Production Phase of a Surface Mine, IFRIC 22 – Foreign Currency Transactions and Advance Consideration, and SIC-32 – Intangible Assets – Web Site Costs.	No material impact

The application of these standards, amendments and interpretations had no material impact on the periods presented.

13.2 Standards, amendments and interpretations optional for reporting periods beginning on or after January 1, 2020

Standards, amendments and interpretations published by the IASB but not yet adopted by the European Union:

The following standards and amendments published by the IASB have not yet been adopted by the European Union:

- IFRS 17 – Insurance Contracts;
- amendments to IFRS 17;
- amendments to IAS 1 – Classification of Liabilities as Current or Non-current;
- amendments to IFRS 3 – Reference to the Conceptual Framework;
- amendments to IAS 16 – Property, Plant and Equipment – Proceeds before Intended Use;
- amendments to IAS 37 – Onerous Contracts – Cost of Fulfilling a Contract;
- amendments to IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16 (Phase 2); and
- amendments to IFRS 4 – Extension of the Temporary Exemption from Applying IFRS 9.

The Group chose not to early adopt these standards, amendments and interpretations at January 1, 2020.

NOTE 14 GLOSSARY

14.1 Business volume

Business volume comprises total issue volume of Employee Benefits, Incentive & Rewards solutions, Public Social Programs and Corporate Payment Services, plus the transaction volume of Fleet & Mobility Solutions and other solutions.

14.2 Operating revenue

Operating revenue corresponds to revenue from (i) the voucher business managed by Edenred and (ii) value-added services such as incentive programs, human services and event-related services. It corresponds to the amount billed to the corporate client and is recognized on delivery of the solutions.

14.3 Other revenue

Other revenue is the interest generated by investing cash over the period between:

- the issuance date and the reimbursement date for prepaid vouchers; and
- the loading date and the redeeming date for prepaid cards.

Other revenue represents income from operations and is combined with operating revenue to determine total revenue.

14.4 EBITDA

This aggregate corresponds to total revenue (operating revenue and other revenue) less operating expenses (excluding depreciation, amortization and provisions).

14.5 Operating EBIT

This aggregate corresponds to EBIT less other revenue.

14.6 EBIT

This aggregate is the "Operating profit before other income and expenses", which corresponds to total revenue (operating revenue and other revenue) less operating expenses, depreciation, amortization (mainly intangible assets, internally generated or acquired assets) and non-operating provisions. It is used as the benchmark for determining compensation at the Group level, especially for executives, as it reflects the economic performance of the business.

EBIT excludes the net profit from equity-accounted companies and excludes the other income and expenses recognized in "Operating profit including share of net profit from equity-accounted companies".

14.7 Consolidated statements of cash flows

The consolidated statement of cash flows is presented on the same basis as the management reporting schedules used internally to manage the business. It shows cash flows from operating, investing and financing activities.

,

Cash flows from operating activities include:

- funds from operations before other income and expenses (FFO);
- cash received and paid in relation to other income and expenses;
- changes in working capital;
- changes in restricted cash.

Cash flows from investing activities include:

- recurring expenditure to maintain in a good state of repair or to replace operating assets held at January 1 of each year and required for normal operations;
- acquisition of non-controlling interests.
- development expenditure, including the fixed assets and working capital of newly consolidated subsidiaries and additions to fixed assets of existing subsidiaries;
- proceeds from disposals of assets.

Cash flows from financing activities include:

- changes in equity;
- changes in debt and borrowings;
- dividend payments;
- purchases/sales of treasury shares;

14.8 Like-for-like growth

Like-for-like growth corresponds to organic growth, that is, at constant scope of consolidation and exchange rates. This indicator reflects the Group's business performance.

Changes in activity (like-for-like or organic growth) represent changes in amounts between the current period and the comparative period, adjusted for currency effects and for the impact of acquisitions and/or disposals. Like-for-like data temporarily excludes Venezuela, due to the country's high level of inflation.

The impact of acquisitions is eliminated from the amount reported for the current period and changes in activity are calculated in relation to this adjusted amount for the current period.

The impact of disposals is eliminated from the amount reported for the comparative period and changes in activity are calculated in relation to this adjusted amount for the comparative period.

The changes in activity thus calculated are translated at the exchange rate applicable in the comparative period and divided by the adjusted amount for the comparative period.

7.3 Statutory auditors' report on the financial statements

For the year ended December 31, 2020

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

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

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

To EDENRED Shareholders' Meeting,

Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meetings, we have audited the accompanying financial statements of EDENRED for the year ended December 31, 2020.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

Basis for opinion

Audit framework

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

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics (*code de déontologie*) for statutory auditors, for the period from January 1, 2020 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of shares and loans and advances to subsidiaries

(Note 1.2 "Investments", Note 2 "Fixed assets at December 31, 2020", Note 5 "Loans and advances to subsidiaries and affiliates at December 31, 2020", Note 6 "Change in investments in subsidiaries and affiliates" and Note 7 "Provisions and asset impairments" to the financial statements.

KEY AUDIT MATTER	OUR RESPONSE
As of December 31, 2020, shares in subsidiaries (including technical losses on mergers and loans and advances to subsidiaries and affiliates) represented a net carrying amount of €5,910 million, or 81% of total assets. These shares are initially booked at their acquisition or contribution cost and are, as the case may be, impaired to their present value which is the higher value of the market value and the value in use. As stated in Note 1.2 to the financial statements: • The market value is the amount which could have been obtained from the sale of the asset at the closing date and under normal market conditions; • The value in use is based on management's judgment and the use of assumptions. It is determined according to a multi-criteria analysis taking into account, in particular, the portion of shareholders' equity of the company or other criteria for assessment, such as economic circumstances in the relevant countries, application of earnings before interest tax depreciation and amortization (EBITDA) multiples, or current and projected profitability of the relevant subsidiary using an enterprise value from projected cash flows and long-term growth and discount rates, less net debt. The resulting enterprise value is decreased by the debt of the relevant subsidiary. Due to the sensitivity of the value in use to changes in the above assumptions and the use of Management judgement, in the context of the Covid-19 health crisis, we considered the correct valuation of shares and loans and advances to subsidiaries and affiliates to be a key audit matter.	To assess the estimated value of shares and loans and advances to subsidiaries and affiliates, our procedures mainly consisted in: • familiarizing ourselves with the principles and methods to determine the values in use adopted (portion of shareholders' equity, EBITDA multiples, discounted projected cash flows); • comparing the shareholders' equity adopted with the source data by entity; • examining the EBITDA multiples adopted compared to available market data and taking account of the context of uncertainty tied to the Covid-19 pandemic; • comparing, with the help of our audit team's valuation experts, the long-term growth and discount rates retained for the valuations based on future cash flows with the macro-economic data available at the closing date; • examining, through interviews with Management, the main source data and assumptions for the operating estimates underlying the cash flows used for the valuation models, notably by comparing the estimates and the projections of prior periods with the actual figures. We also assessed whether the notes to the financial statements provide appropriate disclosures.

Specific verifications

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

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment terms mentioned in Article D. 441-6 of the French Commercial Code.

Report on corporate governance

We attest 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 the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to remunerations and benefits received by or allocated to the directors and any other commitments made in their favour, we have verified its consistency with the financial statements and, where applicable, with the information obtained by your Company from controlled companies comprised in the consolidation scope. Based on this work, we attest the accuracy and fair presentation of this information.

Concerning the information relating to items your Company considers likely to have an impact in the event of a public tender offer or public exchange offer, provided pursuant to

Article L. 22-10-11 of the French Commercial Code, we have verified its compliance with the source documents communicated to us. Based on these procedures, we have no matters to report on this information.

Other Information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other Legal and Regulatory Verifications or Information

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*code monétaire et financier*), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

Deloitte & Associés was appointed as statutory auditors of EDENRED by the Shareholders' Meeting of April 3, 2010, and Ernst & Young Audit was appointed on May 4, 2016.

As of December 31, 2020, Deloitte & Associés and Ernst & Young Audit were in the 11th year and 5th year of total uninterrupted engagement, respectively.

Responsibilities of Management and those charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

The Audit and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

These financial statements have been approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objective and audit approach

Our role is to issue a report on the financial statements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified by Article L.823-10-1 of the French Commercial Code, the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of the entity.

As part of an audit in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. He also:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence that is sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- Concludes on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit and Risks Committee

We submit a report to the Audit and Risks Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also bring to its attention any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risks Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risks Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Audit and Risks Committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Paris-La Défense, March 23, 2021

The Statutory Auditors

DELOITTE & ASSOCIÉS	**ERNST & YOUNG Audit**
Patrick E. Suissa	Pierre Jouanne

7.4 Parent company financial statements and Notes

7.4.1 Balance sheet at December 31, 2020

Assets

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
FIXED ASSETS			
Intangible assets			
Licenses, trademarks and rights of use	(2-3)	1	1
Other intangible assets	(2-3)	18	16
TOTAL INTANGIBLE ASSETS		**20**	**17**
Property and equipment			
Machinery and equipment		-	-
Other property and equipment	(2-3)	4	1
Assets under construction		0	4
TOTAL PROPERTY AND EQUIPMENT		**4**	**5**
Investments			
Shares in subsidiaries and affiliates	(2-6-7-17-24)	4,565	4,617
Loans and advances to subsidiaries and affiliates	(2-5-7-16-17)	1,289	1,364
Other investments	(2)	55	67
Total investments		**5,910**	**6,048**
TOTAL FIXED ASSETS		5,933	6,070
CURRENT ASSETS			
Inventories			
Prepayments to suppliers		0	-
Receivables			
Trade receivables	(4-7-16-17)	23	36
Other receivables	(4-7-16)	471	479
Cash and cash equivalents			
Marketable securities	(8)	706	370
Cash and cash equivalents		156	138
TOTAL CURRENT ASSETS		1,357	1,023
ACCRUALS AND OTHER ASSETS			
Prepaid expenses	(9-16)	7	3
Deferred charges	(9)	23	25
Bond redemption premiums	(9)	7	9
Conversion differences	(10)	9	5
TOTAL ACCRUALS AND OTHER ASSETs		**47**	**42**
TOTAL ASSETS		**7,337**	**7,135**

Liabilities and shareholders' equity

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
Shareholders' equity			
Share capital		493	486
Additional paid-in capital		949	880
Legal reserve		49	48
Untaxed reserves		-	-
Others reserves		-	-
Retained earmings		225	99
Net profit for the year		205	297
Untaxed provisions		-	1
TOTAL SHAREHOLDERS' EQUITY	(13)	1,920	1,811
PROVISIONS			
Provisions for contingencies	(7)	2	9
Provisions for charges	(7)	30	37
TOTAL PROVISIONS		32	46
LIABILITIES			
Bonds	(15)	2,974	2,623
Bank borrowings	(15)	1	46
Other borrowings	(15-17)	2,312	2,525
Trade payables	(15)	26	17
Accrued taxes and payroll costs	(15)	20	18
Due to suppliers of fi xed assets	(15)	1	3
Other liabilities	(15)	9	1
TOTAL LIABILITIES	**(15)**	**5,344**	**5,233**
Accruals and other liabilities			
Deferred income	(15)	32	40
Conversion differences	(10)	9	5
TOTAL ACCRUALS AND OTHER LIABILITIES		41	45
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**7,337**	**7,135**

7.4.2 Income statement for the year ended December 31, 2020

(in € millions)	NOTES	DECEMBER 2020	DECEMBER 2019
OPERATING REVENUE			
Sales of goods and services		87	80
Net revenue	**(18)**	**87**	**80**
Own work capitalized		9	6
Reversals of depreciation, amortization and provisions and expense transfers		21	34
Other income		44	45
TOTAL OPERATING INCOME		161	165
OPERATING EXPENSES			
Purchases of goods for resale		(0)	-
Purchases of raw materials and supplies		-	-
Other purchases and external charges		94	86
Taxes other than on income		4	4
Wages and salaries		31	26
Payroll taxes		28	32
Depreciation, amortization and provision expense			
Depreciation and amortization of fixed assets	(3)	6	5
Additions to provisions for impairment of fixed assets	(7)	-	-
Additions to provisions for impairment of current assets	(7)	7	5
Additions to provisions for contingencies and charges	(7)	19	28
Other expenses	(7)	1	1
TOTAL OPERATING EXPENSES		190	187
OPERATING LOSS		**(30)**	**(22)**
FINANCIAL INCOME	**(20)**		
Income from investments in subsidiaries and affiliates	(17)	313	338
Income from investment securities and long-term loans			-
Other interest income	(17)	14	8
Financial provision reversals and expense transfers		2	4
Foreign exchange gains		11	12
TOTAL FINANCIAL INCOME	**(20)**	**340**	**362**
FINANCIAL EXPENSES			
Additions to financial amortization and provisions		70	15
Interest expense	(17)	38	37
Foreign exchange losses		8	12
TOTAL FINANCIAL EXPENSES	(20)	116	64
NET FINANCIAL INCOME		**224**	**298**
RECURRING PROFIT BEFORE TAX		195	276
NON-RECURRING INCOME			
Non-recurring income on revenue transactions		1	-
Non-recurring income on capital transactions		4	9
Non-recurring provision reversals and expense transfers		**21**	**8**
TOTAL NON-RECURRING INCOME		26	17
NON-RECURRING EXPENSES			
Non-recurring expense on revenue transactions		1	-
Non-recurring expense on capital transactions		16	14
Non-recurring additions to depreciation, amortization and provisions		2	-
TOTAL NON-RECURRING EXPENSES		**19**	**14**
NET NON-RECURRING INCOME	**(21)**	**6**	**3**
Income tax	(22)	4	18
TOTAL INCOME		531	562
TOTAL EXPENSES		326	265
NET PROFIT		**205**	**297**

The financial statements are presented in euro millions.

The Notes below relate to the balance sheet as of December 31, 2020, which shows total assets of €7,337 million, and to the 2020 income statement, which shows a net profit for the year of €205 million before appropriation of profit for the year.

The financial statements cover the 12-month period from January 1 to December 31, 2020.

Edenred SA's individual financial statements are included in the consolidated financial statements of the Edenred group. Edenred SA is the consolidating entity for the Edenred group.

The preparation of financial statements requires the use of estimates and assumptions that can affect the carrying amount of certain assets and liabilities, income and expenses, and the information disclosed in the Notes to the financial statements. Management reviews these estimates and assumptions on a regular basis to ensure that they are appropriate based on past experience and the current economic situation. Items in future financial statements may differ from current estimates as a result of changes in these assumptions.

The main estimates and judgments used by management in the preparation of these financial statements relate to the valuation and useful lives of intangible assets and investments, as well as the amount of provisions for claims, litigation and contingencies and the assumptions underlying the calculation of pension obligations.

The Group has been particularly attentive to the effects of the Covid 19 health crisis on significant estimates and in particular on the valuation of equity and equity receivables. The Group took into account the uncertainties relating to the context of the health crisis Covid-19 on the valuation of the recoverable values of these assets.

The main assumptions applied by the Company are presented in the relevant Notes to the financial statements.

Significant events

Payment of the dividend

At the Annual Shareholders Meeting on May 7, 2020, Edenred shareholders approved the payment of a 2019 dividend of €0.70 per share, with the option of reinvesting 100% of the dividend paid in new shares. The total amount paid in the form of dividends came to €169 million (169 447 049,80 euros).

The reinvestment period ran from May 15 to May 29, 2020. At the close of the period, 65% of rights had been exercised in favor of reinvestment. This led to the issue of 3,378,494 new shares of Edenred common stock, representing 1.37% of the share capital, which were settled and traded on the Euronext Paris stock market on June 5, 2020.

The new shares carry dividend rights from January 1, 2020 and rank *pari passu* with existing shares of Edenred common stock. Following the issue, the Company's share capital comprised 246,583,351 shares.

The total cash dividend, which was paid on June 5, 2020, amounted to €60 million.

Financing transaction

On June 18 2020, Edenred issued a 9-year bond. The bonds mature on June 18, 2029 with a coupon of 1.375%. The bond issue is intended to strengthen its financial resources and extend the average maturity of its debt under favourable conditions. €250 million were earmarked for the repayment of bonds with a coupon of 2.625% maturing at the end of October 2020.

Edenred SA tax audit

In 2018 and 2019, a tax audit was carried out at Edenred SA, covering the period from 2014 to 2016.

In December 2018, the tax authorities notified the Company of a proposed reassessment of the tax paid in 2014, on the grounds that the brand royalties billed to the Brazilian subsidiaries were understated and were not on arm's length terms.

Notification of the proposed reassessments of tax paid in 2015 and 2016 was received by the Company in July 2019. As originally expected, the tax authorities reduced the 2014 reassessment to align its position with that adopted with regard to 2015 and 2016.

The total tax, late interest and penalties claimed for the three years amount to €17 million. The Company contested the reassessments and filed a claim with the national tax Board in early 2019. Following a sitting on January 24, 2020, the tax Board issued an opinion against the reassessment. The tax authorities nevertheless notified the Company on July 3, 2020 that they would be maintaining the reassessment.

Based on the opinion of its tax advisers, the Company believes that it has solid arguments in its defense. The Company has not set aside a related provision.

7.4.3 Notes to the financial statements

NOTE 1 SUMMARY OF ACCOUNTING POLICIES

The financial statements have been prepared in accordance with French ANC Regulation No. 2018-01. There have been no changes in the accounting methods used for the periods presented compared with the previous year.

The main accounting policies used are as follows:

1.1 Intangible assets, property and equipment

Intangible assets, property and equipment are stated at cost (including incidental expenses) or contributed value.

They are amortized or depreciated on a straight-line basis over their estimated useful lives, as follows:

- software is amortized over two to five years;
- licenses are amortized over three to five years;
- office and computer equipment are depreciated over three to ten years.

Software development costs are recognized as intangible assets in accordance with the recommended method (PCG, Article 361-1). They are amortized over their period of use, ranging from five to ten years, depending on the number of Group units that use the application.

Complementary depreciation and amortization due to the application of the fiscal declining balance method is accounted for by way of derogation as a non-recurring expense.

1.2 Investments

Shares in subsidiaries and affiliates are stated at cost or contributed value. Transaction costs on these assets are recorded in the income statement.

At each year-end, the Company determines whether there are any indications that the investments are impaired. The main indications are:

- below-forecast performances;
- a steep fall in revenue and profit.

If there is any indication of a loss of value, the asset is impaired in order to align its acquisition cost or its contributed value with the actual value. The actual value is the highest value between market value and value in use.

The market value corresponds to the amount that could be obtained for the sale of the asset at the closing date in normal market conditions.

Value in use is determined by taking into account the context of uncertainty related to Covid-19 and by analyzing multiple criteria, taking into account in particular the Company's share of the investee's net assets or other assessment criteria, such as the economic environment in the country, the application of EBITDA multiples, or the investee's current and forecast profitability using enterprise value obtained by projecting future cash flows, the long-term growth rate and the discount rate, less net debt for the investee.

Where appropriate, an impairment loss is recorded for the shares and then for receivables linked to investments, loans and advances to the investee and, when necessary, a provision for contingencies is also recorded to cover the Company's share of the investee's negative net worth.

Impairment losses may be reversed in subsequent periods if the investee's financial position improves.

The carrying amount of the investee's share should be limited to its acquisition cost or contributed value.

In the event of a partial sale of a portfolio of securities carrying the same rights, the acquisition cost of the retained securities is estimated by the weighted average cost method or by the FIFO method, which presumes that the retained securities were acquired after those that were sold.

In accordance with the French ANC Regulation No. 2015-06 published on November 29, 2015, technical losses on mergers are recognized in the balance sheet under "Other investments" and receive the same treatment for valuation and amortization described above.

1.3 Receivables

Receivables are stated at their nominal value. They are impaired when it is likely that their carrying amount will not be recovered in full.

1.4 Marketable securities

Marketable securities are recognized at their acquisition cost. When there is an indication of loss of value, impairment is recorded as necessary based on the market value at the end of the period.

1.5 Revenue

Revenue corresponds to fees invoiced to subsidiaries under the Master Services Agreement. Other service revenues correspond to fees invoiced to subsidiaries for the secondment of staff, IT services and loan guarantees.

1.6 Other income

Other income corresponds to brand license fees invoiced to subsidiaries.

1.7 Provisions for retirement

Managers and employees are paid a length-of-service award on retirement and various long-service awards during their career with the Company.

A provision is recorded for the Company's liability for these awards, based on the vested rights of managers and employees at the balance sheet date, in accordance with ANC Recommendation No. 2013-02.

The provision is determined using the projected unit credit method and includes payroll taxes.

Actuarial gains and losses on retirement benefit obligations are recognized directly in the income statement.

1.8 Debt

Debt issuance costs are initially recognized in deferred charges and are amortized over the lifespan of the debt using the effective interest method. Bond issue premiums are also amortized over the lifespan of the debt.

If all or part of the debt is repaid early, the issue costs and premiums are amortized on an accelerated basis.

1.9 Foreign currency transactions

Income and expenses in foreign currencies are converted into euros at the prevailing exchange rate on the transaction date.

Foreign currency receivables, payables and cash balances are converted at the year-end rate.

Conversion differences are recognized in assets or liabilities.

A provision is recorded for unrealized conversion losses that are not hedged.

1.10 Currency risks

Currency risks that arise when converting euro cash reserves into foreign currencies, in order to meet part of the financing needs of foreign subsidiaries, are hedged by swaps with the same maturities as the loans to subsidiaries. Unrealized exchange gains and losses are recorded in the balance sheet under "Conversion differences".

1.11 Stock option plans and performance share plans

Stock option plans

In application of France's chart of accounts *(Plan comptable général)*, the Company recognizes a liability to cover the amount of probable outflow of economic resources when obligations under the plan will be satisfied by allocating existing shares. No liability is recognized as newly issued shares are allocated under these plans.

Performance share plans

Since 2013, Edenred SA has been buying back on the market the number of shares to be allocated to employees who are French tax residents under each share grant plan. A provision for the cost of the plans was recorded in the parent company financial statements for the year ended December 31, 2019.

1.12 Non-recurring income and expenses

This item corresponds mainly to:

- restructuring costs, *i.e.*, costs arising on restructuring operations initiated by the Company;
- gains and losses on disposals of fixed assets, and non-operating provisions, gains and losses.

Non-recurring items are not directly related to the Company's ordinary operations.

1.13 Corporate income tax

Edenred SA pays taxes under the Group relief system introduced in the French Act of December 31, 1987. Under certain circumstances, it allows the tax losses of tax group members to be set off against the taxable profits of other members. The applicable tax rules are set out in Articles 223 A *et seq*. of the French General Tax Code *(Code général des impôts)*.

Under this system, each tax group member records the tax that it would have paid if it had been taxed on a stand-alone basis. The benefit or expense arising from applying the Group relief system is recorded in full in the accounts of Edenred SA.

1.14 Futures Financial Instruments and Hedging Operations

Edenred SA uses financial instruments and derivative financial instruments to manage its exposure to the risks of fluctuating interest rates, foreign exchange rates and commodity prices.

In accordance with the new France's chart of accounts *(Plan comptable général)*, (s. 628-6 to 628-17), the principles of hedging accounting are applied as long as a hedging relationship is identified in management and documented. The effects of financial instruments used to hedge and manage its foreign exchange, interest rate and commodity risks are recognized in the income statement in a symmetrical manner to those of the hedged item.

Unqualified financial instruments of hedging are accounted for in the Isolated Open Position in accordance with French accounting rules enacted by the France's chart of accounts (PCG art. 628-18 and 932-1).

NOTE 2 FIXED ASSETS AT DECEMBER 31, 2020

ITEMS *(in € millions)*	COST AT DECEMBER 31, 2019	ACQUISITIONS AND INTER-ITEM TRANSFERS	RETIREMENTS AND DISPOSALS AND INTER-ITEM TRANSFERS	OTHER	COST AT DECEMBER 31, 2020
Intangible assets					
Trademarks and rights of use	0				-
Licences, purchased software	20	1	-	-	20
Other intangible assets[1]	35	9		-	45
Intangible assets in process[1]	3	2	(2)	-	3
Total intangible assets	**58**	**12**	**(2)**	**-**	**68**
Property and equipment					
Machinery and equipment	-				-
Other property and equipment[2]	4	4	0	-	9
Assets under construction[2]	2	0	(2)	-	(0)
Prepayments	2	0	(2)	-	0
TOTAL PROPERTY AND EQUIPMENT	8	4	(4)	-	9
Investments					
Shares in subsidiaries and affiliates[3]	4,790	11	(2)	-	4,800
Loans and advances to subsidiaries and affiliates[4]	1,366	81	(158)	-	1,289
Other investment securities[5]	25	2	(0)	(0)	27
Other loans	-			-	-
Other investments[6]	47	0	(12)	-	35
TOTAL INVESTMENTS	6,228	94	(172)	(0)	6,150
TOTAL FIXED ASSETS	**6,294**	**111**	**(178)**	**(0)**	**6,227**

(1) The €9 million difference in these two items is attributable to the development of Group applications.
(2) The €1 million difference in these three items reflects costs related to fitting out the new headquarters.
(3) See Note 6 for details.
(4) See Note 5 for details.
(5) Primarily related to investments in the following funds: Partech VI, Partech II, Partech III, Partech International Ventures VII and Partech Africa.
(6) Movements for the period reflect (i) the purchase of Edenred SA's own shares for €12 million.
At the period-end, the Company held 677,837 of its own shares (not including shares assigned to the liquidity contract or to specific share-based payment plans).
The balance of this item mainly comprises merger losses for €35 million and own shares for €12 million.

NOTE 3 AMORTIZATION AT DECEMBER 31, 2020

ITEMS *(in € millions)*	COST AT DECEMBER 31, 2019	INCREASE	DECREASE	COST AT DECEMBER 31, 2020
Intangible assets				
Trademarks and rights of use				-
Licenses, purchased software	18.5	0.9	-	19.4
Other intangible assets	14.1	4.6	-	18.7
TOTAL AMORTIZATION	32.6	5.4	-	38.0
Property and equipment				
Machinery and equipment	-			-
Other property and equipment	4.1	1.0	(0.1)	5.0
TOTAL DEPRECIATION	4.1	1.0	(0.1)	5.0
TOTAL AMORTIZATION AND DEPRECIATION	**36.7**	**6.5**	**(0.1)**	**43.0**

NOTE 4 RECEIVABLES AT DECEMBER 31, 2020

(in € millions)	COST AT DECEMBER 31, 2020	COST AT DECEMBER 31, 2019
PREPAYMENTS TO SUPPLIERS		
Trade receivables	**31**	**37**
Other receivables	**478**	**480**
Supplier-related receivables	*0*	*-*
Recoverable VAT and other taxes	*13*	*15*
Currrent accounts with subsidiaries	*462*	*462*
Other	*2*	*3*
TOTAL	**509**	**517**

NOTE 5 LOANS AND ADVANCES TO SUBSIDIARIES AND AFFILIATES AT DECEMBER 31, 2020

(in € millions)	COST AT DECEMBER 31, 2019	INCREASE	DECREASE	OTHER	COST AT DECEMBER 31, 2020
Edenred Belgium	239		(34)	-	205
Edenred France	136		(20)	-	116
Edenred France Holding	496		(72)		424
Edenred Takkarten	-	81	-	-	481
Edenred Argentina					
PWC participation	33		(3)	-	30
C3 Edenred prepaid cards manag	32		(2)		30
UAB Areja	27		(27)		-
Daripodarki	-	-	-	-	2
Global reward	-			-	-
Nectar technologie	1				1
TOTAL	**1,366**	**81**	**(158)**	**-**	**1,289**

NOTE 6 CHANGE IN INVESTMENTS IN SUBSIDIARIES AND AFFILIATES

	AT DECEMBER 31, 2019			BUSINESS ACQUISITIONS AND PURCHASES OF NEWLY ISSUED SHARES, MERGERS		DISPOSALS		AT DECEMBER 31, 2020			
Company	NUMBER OF SHARES	AMOUNT *(in € millions)*	% INTEREST	NUMBER OF SHARES	AMOUNT *(in € millions)*	NUMBER OF SHARES	AMOUNT *(in € millions)*	NUMBER OF SHARES	AMOUNT *(in € millions)*	% INTEREST	PROVISIONS *(in € millions)*
EDENRED France SAS	29,060,432	642	99.99%					29,060,432	642	99.99%	
VENINVEST QUATTRO	331,854	8	100.00%					331,854	8	100.00%	8
VENINVEST CINQ	30,046	7	100.00%	17,713	0			47,759	7	100.00%	8
VENINVEST HUIT	232,159	7	100.00%	118,770	1			350,929	8	100.00%	8
Edenred Fleet & Mobility[1]	900,500	9	100.00%					900,500	9	100.00%	
ASM	19,141,709	306	99.99%					19,141,709	306	99.99%	37
SAMINVEST	12,000	277	60.00%					12,000	277	60.00%	
VENINVEST NEUF	85,285	6	100.00%	47,987	0			133,272	6	100.00%	6
VENINVEST ONZE	112,259	5	100.00%	61,419	1			173,678	6	100.00%	6
VENINVEST DOUZE	265,055	9	100.00%	141,699	1			406,754	10	100.00%	11
VENINVEST QUINZE	15,504	5	100.00%					15,504	5	100.00%	5
VENINVEST SEIZE	189,309	12	100.00%	98,062	1			287,371	13	100.00%	13
VENINVEST QUATORZE	456,953	5	100.00%	266,432	3			723,385	8	100.00%	7
LUCKY CART SAS	922,385	1	22.18%					922,385	1	22.18%	
ANDJARO[1]	709,900	1	22.73%	100,494	1			810,394	2	22.73%	
ZEN CHEF	13,444	2	13.22%					13,444	2	13.22%	
FRETLINK	39,463	5	5.50%					39,463	5	5.50%	
EDENRED AUSTRIA GmbH (Autriche)	15,677	2	100.00%					15,677	2	100.00%	
EDENRED MAYARORSZAG (Hongrie)	89,000,000	23	100.00%					89,000,000	23	100.00%	8
EDENRED ITALIA SRL	3,439,136	689	57.72%					3,439,136	689	57.72%	
VOUCHERS Services (Grèce)[1]	22,970	26	51.00%					22,970	26	51.00%	
EDENRED BELGIUM	3,538,030	893	99.99%					3,538,030	893	99.99%	
EDENRED Portugal SA	101,477,601	7	50.00%					101,477,601	7	50.00%	
EDENRED DEUTSCHLAND GmbH (Allemagne)	16,662,810	27	100.00%					16,662,810	27	100.00%	
EDENRED ESPANA SA	90,526	53	99.99%					90,526	53	99.99%	
EDENRED UK GROUP LIMITED	13,393,669	307	100.00%					13,393,669	307	100.00%	
EDENRED North America	168,489	524	100.00%					168,489	524	100.00%	
EDENRED BULGARIA AD (Bulgarie)	14,205	1	50.00%					14,205	1	50.00%	
WESTWELL GROUP SA (URUGUAY)	1,864,040	2	100.00%					1,864,040	2	100.00%	
EDENRED FINLAND OY	301	69	100.00%					301	69	100.00%	
EDENRED PERU SA (PEROU)	1,273,209	2	67.00%					1,273,209	2	67.00%	1
EDENRED PANAMA sa	1,250,000	1	100.00%					1,250,000	1	100.00%	1

	AT DECEMBER 31, 2019			BUSINESS ACQUISITIONS AND PURCHASES OF NEWLY ISSUED SHARES, MERGERS		DISPOSALS		AT DECEMBER 31, 2020			
Company	NUMBER OF SHARES	AMOUNT (*in € millions*)	% INTEREST	NUMBER OF SHARES	AMOUNT (*in € millions*)	NUMBER OF SHARES	AMOUNT (*in € millions*)	NUMBER OF SHARES	AMOUNT (*in € millions*)	% INTEREST	PROVISIONS (*in € millions*)
EDENRED MAROC	66,933	3	83.00%					66,933	3	83.00%	2
EDENRED Luxembourg	1,000	25	100.00%					1,000	25	100.00%	
EDENRED INDIA PVT LTD (Inde)	23,358,174	14	94.90%					23,358,174	14	94.90%	14
EDENRED Slovakie	663,129	97	99.89%					663,129	97	99.89%	
EDENRED SINGAPORE Pte Ltd (Singapour)	38,592,589	37	100.00%					38,592,589	37	100.00%	11
EDENRED s.a.l (Liban)	2,599,997	1	80.00%					2,599,997	1	80.00%	2
SURGOLD INDIA PVT LVD	21,589,860	11	99.99%					21,589,860	11	99.99%	10
ACCENTIV' SHANGHAI COMPANY (Chine)	4,497,979	5	100.00%					4,497,979	5	100.00%	4
EDENRED Kurumsal (Turquie)	119,197	90	100.00%					119,197	90	100.00%	
ACCENTIV Turkey	39,998	5	100.00%					39,998	5	100.00%	1
EDENRED COLOMBIA SA	2,535,468	3	97.23%	2,392,320	1			4,927,788	4	97.23%	3
CESTATICKET SERVICES C.A. (Venezuela)	3,420,000	16	57.00%					3,420,000	16	57.00%	16
INVERSIONES DIX VENEZUELA SA	3,885,514	21	100.00%					3,885,514	21	100.00%	21
BIG PASS (Colombie)[(1)]	170,000	16	100.00%					170,000	16	100.00%	12
EDENRED MD SRL (Moldavie)	10,021,025	1	100.00%			(10,021,025)	(1)	-	-	0.00%	-
EDENRED BRASIL PARTICIPACOES SA (Brésil)	425,085	20	8.46%					425,085	20	8.46%	
EDENRED JAPAN CO LTD	10,100	30	100.00%					10,100	30	100.00%	16
EDENRED POLSKA SP ZO.O	363,398	9	99.99%					363,398	9	99.99%	2
IZICARD	55,835	1	39.68%			(1,161)	(0)	54,674	1	39.68%	0
LAUNCHPAD	4,366	1	13.16%			(4,366)	(1)	-	-	13.16%	0
BEEKEEPER HOLDING[(1)]	2,292,814	4	4.85%					2,292,814	4	4.85%	
AVRIOS International	22,707	2	6.63%	2,649	0			25,356	2	6.63%	
FUSE	1,710	3	7.74%					1,710	3	7.74%	
EDENRED SWEDEN AB	99,735	112	100.00%					99,735	112	100.00%	
EDENRED ROMANIA SRL	671,212	164	100.00%					671,212	164	100.00%	
EDENRED CZ (Tchéquie)	13,500	163	100.00%					13,500	163	100.00%	
OONETIC SAS										16.42%	
AUTRES TITRES[(a)(1)]	2,192,992	2						2,192,992	2		
TOTAL	**402,443,237**	**4,790.80**		**3,956,674**	**11**	**(10,026,552)**	**(2)**	**396,373,359**	**4,799**		**234**

(a) None of the investments under this heading represents more then €1 million.
(1) Fixed of the number of shares at the opening without impacting the amount or percentage of holding.

NOTE 7 PROVISIONS AND ASSET IMPAIRMENTS AT DECEMBER 31, 2020

Items *(in € millions)*	AT DECEMBER 31, 2019	INCREASES	DECREASES SURPLUS PROVISIONS	DECREASES UTILIZED PROVISIONS	AT DECEMBER 31, 2020
UNTAXED PROVISIONS					
Excess tax depreciation	1	-		(1)	(0)
TOTAL UNTAXED PROVISIONS	1	-	-	(1)	(0)
PROVISIONS FOR CONTINGENCIES					
Claims and litigation	-				-
Foreign exchange losses		0	(0)		0
Other[1]	9	2	(7)	(1)	2
TOTAL PROVISIONS FOR CONTINGENCIES	9	2	(7)	(1)	2
PROVISIONS FOR CHARGES					
Pension and other post-retirement benefit[2] obligations	15	1	(5)	(0)	10
Taxes	-				-
Other	23	19	(10)	(12)	20
TOTAL PROVISIONS FOR CHARGES	**38**	**20**	**(16)**	**(12)**	**31**
TOTAL PROVISIONS	**47**	**22**	**(23)**	**(13)**	**32**
IMPAIRMENTS					
Intangible assets	9	2			11
Property and equipment	-				-
Investments *[3]	178	62	(0)		240
Trade receivables	0	7	(0)		7
Other receivables *	2	6	0		8
TOTAL IMPAIRMENTS	**189**	**77**	**-**	**-**	**267**
TOTAL PROVISIONS AND IMPAIRMENTS	**237**	**99**	**(23)**	**(15)**	**299**

INCOME STATEMENT IMPACT OF MOVEMENTS IN PROVISIONS	INCREASES	DECREASES
Operating income and expenses	27	(28)
Financial income and expenses	70	(2)
Non-recurring income and expenses	2	(8)
Movements with no income statement impact		
TOTAL	**99**	**(38)**

* *Raised in accordance with the methods described in Note 1.2.*

(1) Following a change in the Hungarian regulatory and tax framework related to the issuance conditions of meal and food vouchers, the Company filed a request for arbitration in August 2013 against the Hungarian government before the International Centre for Settlement of Investment Disputes (ICSID). The hearing was held before the arbitral tribunal in November 2015, and on December 13, 2016, the tribunal sentenced the Hungarian government to pay Edenred approximately €23 million, excluding interest (5% per year starting on January 1, 2012, which represents approximately €6 million). This decision represents an important step in the settlement of the dispute.

As the procedure is now closed, at December 31, 2016, the amount to be received is considered as certain according to IAS 37. As a consequence and pending the enforcement of the arbitral award, an estimate considered as reasonable of income and a related receivable for a net amount of €22 million were recognized in "Non-recurring income and expenses" in the Group's financial statements for the year ended December 31, 2016. This amount was received in March 2017. On April 11, 2017, the Hungarian government filed an application for annulment of the award, claiming that the tribunal had manifestly exceeded its powers and had failed to provide a legal basis for its award. It also filed an application for the revision of the tribunal's decision of June 5, 2018, in reference to a decision handed down by the Court of Justice of the European Union on March 6, 2018 in the Achméa case. The reconstituted tribunal dismissed the Hungarian government's claims, notably in a decision handed down on March 9, 2020. After consulting with its legal advisors, Edenred is satisfied that the procedure is now closed and that no other legal remedies are available to the Hungarian government to challenge the ruling of the arbitral tribunal.

(2) Movements in this item correspond to the 2020 obligation for the state pension plan, and reversals related to the former "Article 39" supplemental pension plan following the entry into force of several requirements of France's Pacte law during the year (€5 million).

(3) The final position of other provisions for charges mainly comprises €18 million in provisions for the buyback of performance shares granted to employees residing in France for tax purposes. The €22 million decrease is due to (i) the reversal of the expired 2017 plans in February 2020, and (ii) revaluation at December 31, 2020.

(4) The final balance of provisions for asset impairment is mainly composed of share impairments. The most significant of these relate to the following subsidiaries and affiliates: ASM (€37 million – Related to the depreciation of the Brazilian real of 41% against the euro (6.3735 versus 4.5157)), Inversiones Dix Venezuela (€21 million), Cestaticket (€16 million), Edenred Japan (€16 million), Veninvest Seize (€13 million), Venezuela (€12 million) and Big Pass (€12 million). See Note 6 for details.

The most significant movements during the year were as follows:

€62 million in impairment losses on shares in subsidiaries and affiliates, including €37 million related to ASM, €8 million related to Edenred Hungary, €4 million related to Accentiv' Shangai, €3 million related to Edenred India and €3 million related to Veninvest Quatorze.

Pension and other post-employment benefit obligations and underlying actuarial assumptions

	AT DECEMBER 31
Discount rate	0.5%
Mortality tables	TGH-TGF 05
Rate of future salary increases	3%
Retirement age	65
Voluntary or compulsory retirement	Voluntary
Payroll tax rate	46%

	AT DECEMBER 31,
Provision Retraite et prestations assimilées au 31 décembre 2019	15.0
Coûts de services rendus	0.9
Effet de l'actualisation	0.1
Prestations versées	(0.2)
(Gains)/Pertes actuarielles	(0.1)
Modification de régime	5.5
Provision retraite et prestations assimilées 31 décembre 2020	10.4

NOTE 8 MARKETABLE SECURITIES PORTFOLIO

(in € millions)	AT DECEMBER 31, 2020 COSTS	AT DECEMBER 31, 2019 COSTS
Term deposits	225	75
Term accounts	254	199
Retail certificates of deposit	200	60
Money market funds – Liquidity contract	-	1
Edenred SA shares – Liquidity contract	26	35
Accrued interest	2	1
TOTAL	**706**	**371**

Term deposits and retail certificates of deposit are classified as held-to-maturity investments.
The €26 million in Edenred SA's own shares relates to shares acquired as part of stock option plans for employees who are French tax residents.
No impairment loss was recognized due to the Company's commitment to awarding these shares to employees.
A provision for contingencies related to the share buyback plan was recorded as of December 31, 2020 (see Note 7).

NOTE 9 ACCRUALS AND OTHER ASSETS AT DECEMBER 31, 2020

(in € millions)	AT DECEMBER 31, 2019 NET	INCREASES	DECREASES	AT DECEMBER 31, 2020 NET
Deferred charges				
Debt issuance costs(2)	4	1	(1)	5
Bond issuance costs(1)(2)	21	2	(5)	18
TOTAL	**25**	**4**	**(5)**	**23**
Bond issue premiums				
Issue premiums(2)	9	0	(2)	8
TOTAL	**9**	**0**	**(2)**	**8**
Prepaid expenses				
IT maintenance fees – Insurance premiums – Other fees-Rent	3	7	(3)	7
TOTAL	**3**	**7**	**(3)**	**7**

(1) The increase relates to the issue of 2020 bond issuance.
(2) The decrease corresponds to the amortization of loan issue fees over the period.

7

NOTE 10 CONVERSION DIFFERENCES

(in € millions)	AT DECEMBER 31, 2020	AT DECEMBER 31, 2019
Assets		
Decrease in receivables	4	3
Increase in payables	5	2
TOTAL	**9**	**5**
Conversion differences in liabilities		
Increase in receivables	7	3
Decrease in payables	3	2
TOTAL	**9**	**5**

NOTE 11 ACCRUED INCOME

ACCRUED INCOME IS INCLUDED IN THE FOLLOWING BALANCE SHEET ITEMS

(in € millions)	AT DECEMBER 31, 2020	AT DECEMBER 31, 2019
Loans and advances to subsidiaries and affiliates		-
Trade receivables	1	4
Other receivables	6	8
Marketable securities	2	1
Cash		
TOTAL	**9**	**13**

NOTE 12 ACCRUED EXPENSES

ACCRUED EXPENSES ARE INCLUDED IN THE FOLLOWING BALANCE SHEET ITEMS *(in € millions)*	AT DECEMBER 31, 2020	AT DECEMBER 31, 2019
Bonds	4	3
Bank borrowings	1	2
Other borrowings		
Trade payables	20	14
Accrued taxes and payroll costs	15	16
Due to suppliers of fixed assets	1	
Other liabilities	6	1
TOTAL	**47**	**39**

NOTE 13 CHANGES IN SHAREHOLDERS' EQUITY

ITEMS *(in € millions)*	AT DECEMBER 31, 2019	APPROPRIATION OF 2019 NET PROFIT[2]	SHARES ISSUED/ (CANCELED)	OTHER	2020 NET PROFIT	AT DECEMBER 31, 2020
Number of shares outstanding[1]	**243,204,857**		**3,378,494**			**246,583,351**
Share capital	486		7			493
Additional paid-in capital	880		69			949
Legal reserve	48	1				49
Untaxed reserves	-					-
Other reserves	-					-
Retained earnings	99	126				225
Net profit for the year	297	(297)			205	205
Untaxed provisions	1			(1)		-
TOTAL SHAREHOLDERS' EQUITY	**1,811**	**(170)**	**76**	**(1)**	**205**	**1,921**

(1) Par value of €2.
At December 31, 2020, Edenred SA held 677 of its own shares, representing 0.27% of the number of shares making up the share capital at December 31, 2020,
following a liquidity contract and shares allocated to specific plans (see Note 8).
(2) Dividends for €170 million were paid as of June 5, 2020.

NOTE 14 STOCK OPTION AND PERFORMANCE SHARE PLANS

STOCK OPTION PLAN	2011 PLAN	2012 PLAN
Grant date	March 11, 2011	Feb. 27, 2012
Vesting date	March 12, 2015	Feb. 28, 2016
Expiry date	March 11, 2019	Feb. 27, 2020
Exercise price *(in €)*	18.81	19.03
Value used for calculating the 10% *contribution sociale* surtax *(in €)*	5.07	4.25
Vesting conditions	Continued presence within the Group as of March 11, 2015 (except in the specific circumstances provided for in the plan rules)	Continued presence within the Group as of February 27, 2016 (except in the specific circumstances provided for in the plan rules)
Number of options granted at the plan launch	611,700	382,800
Number of options cancelled since the plan launch	20,350	12,000
Number of options exercised since the plan launch	591,350	370,800
Number of options outstanding at December 31	-	-

PERFORMANCE SHARE PLANS	2015 PLAN	2015 PLAN (CEO)	2016 PLAN	2017 PLAN	2018 PLAN	2019 PLAN	2020 PLAN	2020 PLAN N°2
Grant date	Feb. 21, 2015	Dec. 9, 2015	May 4, 2016	March 8, 2017	February 21, 2018	February 27, 2019	March 10, 2020	May 6, 2020
Vesting date	Feb. 21, 2018[1]	Dec. 10, 2018	May 4, 2019[2]	March 8, 2020[3]	February 22, 2021[4]	February 28, 2022[5]	March 10, 2023[6]	May 6, 2023[7]
IFRS 2 fair value for French tax residents *(in €)*	16.08	8.19	15.04	18.38	24.26	33.54	37.79	33.66
IFRS 2 fair value for non French tax residents *(in €)*	15.91	-	15.04	18.38	24.26	33.54	37.79	33.66
Vesting conditions	40% FFO 2015-2017, 40% Issue volume 2015-2017, 20% TSR relative performance 2015-2017	37.5% FFO 2015-2017, 37.5% Issue volume 2015-2017, 25% TSR relative performance 2015-2017	37.5% FFO 2016-2018, 37.5% Issue volume 2016-2018, 25% TSR relative performance 2016-2018	37.5% FFO 2017-2019, 37.5% Issue volume 2017-2019, 25% TSR relative performance 2017-2019	37.5% FFO 2018-2020, 37.5% Business volume 2018-2020, 25% TSR relative performance 2018-2020	37.5% FFO 2019-2021, 37.5% Operating EBIT 2019-2021, 25% TSR relative performance 2019-2021	37.5% FFO 2020-2022, 37.5% Operating EBIT 2020-2022, 25% TSR relative performance 2020-2022	37.5% FFO 2020-2022, 37.5% Operating EBIT 2020-2022, 25% TSR relative performance 2020-2022
Number of performance shares granted at the plan launch	800,000	137,363	990,080	794,985	685,706	597,220	502,551	12,013
Number of performance shares vested since the plan launch	558,350	125,916	902,821	701,477	-	-	-	-
Number of performance shares cancelled since the plan launch	241,650	11,447	87,259	93,508	74,351	41,825	19,340	-
NUMBER OF PERFORMANCE SHARES OUTSTANDING AT DECEMBER 31	**-**	**-**	**-**	**-**	**611,355**	**555,395**	**483,211**	**12,013**

(1) Delivery of the shares on February 21, 2018 for French tax residents and February 21, 2020 for non-residents.
(2) Delivery of the shares on May 4, 2019 for all the beneficiaries, for French tax residents and non-residents.
(3) Delivery of the shares on March 8, 2020 for all the beneficiaries, for French tax residents and non-residents.
(4) Delivery of the shares on February 22, 2021 for all the beneficiaries, for French tax residents and non-residents.
(5) Delivery of the shares on February 28, 2022 for all the beneficiaries, for French tax residents and non-residents.
(6) Delivery of the shares on March 10, 2023 for all the beneficiaries, for French tax residents and non-residents.
(7) Delivery of the shares on May 6, 2023 for all the beneficiaries, for French tax residents and non-residents.

NOTE 15 MATURITIES OF DEBT AND PAYABLES AT DECEMBER 31, 2020

(in € millions)	TOTAL	DUE WITHIN 1 YEAR	DUE IN 1 TO 5 YEARS	DUE BEYOND 5 YEARS
FINANCIAL DEBTS				
Bonds[(1)(3)]	2,974	117	1,257	1,600
Bank borrowings[(3)]	1	1		
Other borrowings[(2)(3)]	2,312	2,312		
OPERATING PAYABLES				
Trade payables[(3)]	26	26		
OTHER PAYABLES				
Accrued taxes and payroll costs[(3)]	20	2	18	
Due to suppliers of fixed assets	1	1		
Other liabilities[(3)]	9	9		
Deferred income[(3)]	32	9	22	1
TOTAL	**5,375**	**2,477**	**1,297**	**1,601**

(1) Bonds issued in 2012-2013, 2015-2018 and 2019, and the €600 million bond issue carried out on June 18, 2020.
(2) Current account advances, loans with subsidiaries and short-term negotiable debt (NEU CP).
(3) Breakdown by currency (in € millions):

DEBT BY CURRENCY	
EUR	5,076
GBP	196
MXN	42
SEK	
USD	46
JPY	10
HUF	-
Other currencies	5
TOTAL	**5,375**

7

NOTE 16 MATURITIES OF RECEIVABLES AT DECEMBER 31, 2020

(in € millions)	TOTAL	DUE WITHIN 1 YEAR	DUE BEYOND 1 YEAR
RECEIVABLES INCLUDED IN FIXED ASSETS			
Loans and advances to subsidiaries and affiliates	1,289	35	1,254
Other loans			
Other investments	62	62	
RECEIVABLES INCLUDED IN CURRENT ASSETS			
Trade receivables	31	31	
Other receivables	478	477	1
Accrued expenses	7	7	
TOTAL	**1,867**	**611**	**1,255**

Breakdown by currency *(in € millions)*:

RECEIVABLES BY CURRENCY	
EUR	1,759
AED	31
USD	13
PLN	-
SGD	6
RUB	2
LBP	4
RON	6
Other currencies	1
TOTAL	**1,821**

NOTE 17 RELATED-PARTY TRANSACTIONS[1]

(in € millions)	**2020**	2019
ASSETS		
Shares in subsidiaries and affiliate	4,775	4,767
Loans and advances to subsidiaries and affiliates	1,289	1,366
Other investment securities	3	2
Trade receivables	28	33
Other receivables	462	462
LIABILITIES		
Other borrowings	2,312	2,419
Trade payables	8	4
INCOME AND EXPENSES		
Income from investments in subsidiaries and affiliates	313	338
Other financial income	3	2
Financial expenses	8	2

(1) Companies that are fully consolidated in the Edenred group consolidated financial statements are deemed to be related parties.

NOTE 18 BREAKDOWN OF NET REVENUE

(in € millions)	**2020**	2019
France	18	18
TOTAL FRANCE	18	18
International	69	62
TOTAL INTERNATIONAL	69	62
TOTAL NET REVENUE	**87**	**80**

NOTE 19 MANAGEMENT COMPENSATION AND EMPLOYEE INFORMATION

Compensation paid to members of the Company's administrative and supervisory bodies

(in € millions)	2020	2019
Members of the Executive Committee (excluding payroll taxes) and the Board of Directors[1]	13	9
Number of employees		
EMPLOYEE CATEGORY		
Managers	220	209
Supervisors	5	4
Administrative staff (interns)	7	6
Apprentices	7	3
TOTAL	**239**	**222**

(1) See the corporate governance report in section 5.

The Company has a total of 239 employees, including eight seconded to subsidiaries.

NOTE 20 NET FINANCIAL INCOME

(in € millions)	2020	2019
Income from investments in subsidiaries and affiliates	**313**	**338**
Dividends received from subsidiaries	299	323
Interest received on intra-group loans and receivables	14	16
Other interest income	**14**	**8**
Interest income on current accounts advances	3	2
Interest income on interest rate and currency swaps	-	0
Other interest income	12	5
Reversals of provisions for financial items	**2**	**4**
Reversals of provisions for impairment of shares in subsidiaries and affiliates	2	1
Reversals of provisions for impairment of other receivables		-
Reversals of provisions for contingencies and charges	0	2
Foreign exchange gains	**11**	**12**
FINANCIAL INCOME	340	362
Interest expense	**(38)**	**(37)**
Interest paid on bonds	(46)	(44)
Interest paid on bank borrowings		-
Interest paid on other borrowings	9	8
Interest paid on current accounts advances	(1)	(1)
Interest paid on loans from subsidiaries	(1)	0
Amortization and provisions – financial assets	**(70)**	**(15)**
Additions to provisions for impairment of shares in subsidiaries and affiliates	(62)	(11)
Additions to provisions for impairment of loans	(6)	(0)
Additions to provisions for impairment of current assets		-
Amortization of bond issue premiums	(2)	(2)
Additions to provisions for contingencies and charges	(1)	(1)
Foreign exchange losses	**(8)**	**(12)**
FINANCIAL EXPENSES	(116)	(64)
NET FINANCIAL INCOME	**224**	**298**

NOTE 21 NON-RECURRING ITEMS

In 2020, total non-recurring items represented net income of €6.17 million before tax, breaking down as follows:

(in € millions)	2020	2019
Gains (losses) on disposals and liquidations of investments	1	2
Other non-recurring income	1	
Other non-recurring charges	(1)	(1)
Non-recurring charges to provision for contingencies and charges	(2)	-
Reversals of provisions for contingencies and charges	8	1
NET NON-RECURRING INCOME	**6**	**3**

NOTE 22 INCOME TAX AND CONSOLIDATION

A. Income tax expense of Edenred SA

The Company recorded a tax loss of €18.2 million on a stand-alone basis in 2020 (*i.e.*, excluding the contribution of companies in the Edenred SA tax group).

(in € millions)	**2020**	2019
Tax on recurring profit	(10)	(9)
Tax on non-recurring items	1	1
Income tax expense (benefit)	4	18

(1) This item primarily comprises a net Group relief benefit for the year.

B. Tax group members

Edenred SA and its eligible French subsidiaries were elected for the Group relief system governed by Article 223A of the French General Tax Code on March 18, 2011. The election took effect as of the tax year beginning on January 1, 2011.

A Group relief agreement between Edenred SA and the other members of the tax group was signed in 2011.

The tax group members in 2020 were:

- Saminvest
- ASM
- Edenred France
- Veninvest Quattro
- Veninvest Cinq
- Veninvest Huit
- Veninvest Neuf
- Edenred Corporate Payment
- Veninvest Onze
- Veninvest Douze
- Veninvest Quatorze
- Veninvest Quinze
- Veninvest Seize
- GABC
- Edenred Payment
- Edenred Fuel Card
- Edenred Fleet & Mobility
- Edenred Fleet Pro
- ProwebCE
- Gameo
- Landray
- PWCE Participations
- PWC invest B

C. Group relief benefit

In 2020, Group relief of €3 million was recorded in Edenred SA's financial statements.

No income tax was recognized for the tax group in the year.

D. Consolidation

Edenred SA is the consolidating entity of the Edenred group.

NOTE 23 OFF-BALANCE SHEET COMMITMENTS GIVEN AND RECEIVED

Other off-balance sheet commitments

Off-balance sheet commitments given at December 31, 2020 break down as follows:

AT DECEMBER 31 *(in € millions)*	WITHIN 1 YEAR	1 TO 5 YEARS	BEYOND 5 YEARS	**AT DECEMBER 31, 2020**	AT DECEMBER 31, 2019
Total renovation commitments					
Guarantees given[1]	46	14	24	84	72
Guarantees for bank borrowings[2]	46	3		49	20
TOTAL GUARANTEE COMMITMENTS	**92**	**17**	**24**	**133**	**86**

(1) Related to guarantees given to banks on behalf of subsidiaries for €77 million and capital commitments given for €7 million to the Partech International VI, Partech VII, Partech II, Partech III and Partech Africa investment funds.
(2) Linked to guarantees for bank loans given on behalf of subsidiaries.

NOTE 24 HEDGING INSTRUMENTS

Hedging instruments

Currency hedges

The following tables analyze the notional amount of currency hedges by maturity and the carrying amount of these instruments in the balance sheet, corresponding to their fair value, at December 31, 2020:

(in € millions)	AT DECEMBER 31, 2020 NOTIONAL AMOUNT	EXPIRING 2021
FORWARD SALES AND CURRENCY SWAPS		
AED	30.3	30.3
USD	0.9	0.9
CZK	0.3	0.3
FORWARD SALES	**31.5**	**31.5**
FORWARD PURCHASES AND CURRENCY SWAPS		
SEK	63	63
CZK	44	
USD	18	
MXN	2	2
FORWARD PURCHASES	**127**	**127**
TOTAL CURRENCY HEDGES	**158**	**158**

For each currency, the notional amount corresponds to the euro equivalent of the amount of currency sold or purchased forward. The fair value corresponds to the difference between the amount of currency sold (purchased) in the foreign currency and the amount of currency purchased (sold) in the exchanged currency (applying the closing rate).

All the currency instruments listed above are used for hedging purposes. They are designated and documented fair value hedges of intra-group loans and borrowings that qualify for hedge accounting.

At December 31, 2020, currency instruments had a positive fair value of €2.4 million.

Currency options and forward sales

(in € millions)	AT DECEMBER 2020 NOTIONAL AMOUNT	EXPIRING 2021
BRL	7.90	7.90
MXN	3.80	3.80
TOTAL CURRENCY HEDGES	**11.70**	**11.70**

Currency hedges in BRL and MXN are recognized as an isolated open position according to French GAAP. At December 31, 2020, these hedges had a negative fair value of €0 million.

Interest rate hedges

The following tables analyze the notional amount of currency hedges by maturity and the carrying amount of these instruments in the balance sheet, corresponding to their fair value, at December 31, 2020:

AT DECEMBER 31 *(in € millions)*	2020 NOTIONAL AMOUNT	2021	2022	BEYOND
Interest rate swaps where Edenred is the fixed rate borrower		-		
EUR Euribor/Fixed rate	50		50	-
Interest rate hedges where Edenred is the variable rate borrower			225	1,832
EUR Euribor/Fixed rate	2,057			
Fixed rate swap*	61			61
MXN TIEE Banxico/Fixed rate				
TOTAL INTEREST RATE HEDGES	**2,168**	**-**	**275**	**1,893**

* *MXN interest rate hedges are for our Mexican subsidiary.*

The notional amount corresponds to the amount covered by the interest rate hedge. The fair value represents the amount that would be receivable or payable if the positions were unwound on the market.

EUR-denominated interest rate swaps are used for hedging purposes and are designated and documented hedges that qualify for hedge accounting.

MXN-denominated swaps are used on behalf of our Mexican subsidiary and are therefore recognized as an isolated open position in accordance with French GAAP.

At December 31, 2020, interest rate instruments had a positive fair value of €96 million.

Note 24 Commodity hedges

The following table analyzes the notional amount of commodity hedges by maturity and the carrying amount of these instruments in the balance sheet, corresponding to their fair value, at December 31, 2020:

AT DECEMBER 31 *(in € millions)*	2020 NOTIONAL AMOUNT	2021	2022	BEYOND
Floating-for-fixed swaps *	5	5		
TOTAL COMMODITY HEDGES	**5**	**5**	**-**	**-**

* *Ultra-low sulfur diesel swaps (Platts European) are used for our European Fleet & Mobility subsidiaries.*

The notional amount corresponds to the amount covered by the commodity hedge. The fair value represents the amount that would be receivable or payable if the positions were unwound on the market.

The commodity hedges used are diesel swaps traded on behalf of our European Fleet & Mobility subsidiaries. They are recognized as an isolated open position in accordance with French GAAP.

At December 31, 2020, commodity instruments had a negative fair value of €0.3 million.

NOTE 25 MAIN SUBSIDIARIES AND AFFILIATES AT DECEMBER 31, 2019

		(in thousands of local currency units)			CARRYING AMOUNT OF SHARES		
Subsidiaries and affiliates	CURRENCY	SHARE CAPITAL	RESERVES	% INTEREST	COST	NET	PROVISIONS
A – Subsidiaries and affiliates with a carrying amount in excess of 1% of Edenred SA's capital							
1 – Subsidiaries (at least 50%-owned)							
a) French subsidiaries							
EDENRED France 166-180 Bld Gabriel Péri 92240 Malakoff	EUR	464,967	147,579	100.00%	641,997	641,997	
VENINVEST QUATTRO 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	3,319	(2,223)	100.00%	7,566	-	7,566
VENINVEST CINQ 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	478	(327)	100.00%	7,558	0	7,558
VENINVEST HUIT 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	3,509	(2,348)	100.00%	7,977	(0)	7,977
EDENRED FLEET & MOBILITY 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	9,005	(1,813)	100.00%	9,005	9,005	
ASM[3] 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	306,267	3,476	100.00%	306,267	269,685	36,582
SAMINVEST 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	3,060	306	60.00%	276,760	276,760	
VENINVEST NEUF 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	1,333	(906)	100.00%	6,074	(0)	6,074
VENINVEST ONZE 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	1,737	(1,175)	100.00%	6,099	0	6,099
VENINVEST DOUZE 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	4,068	(2,742)	100.00%	10,871	(0)	10,871
VENINVEST SEIZE 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	2,874	(1,927)	100.00%	13,368	(1)	13,369
VENINVEST QUATORZE 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	7,234	(4,949)	100.00%	7,234	0	7,234
b) Foreign subsidiaries							
EDENRED MAGYARORSZAG KFT (Hongrie)	HUF	89,000	200,465	100.00%	23,084	14,802	8,282
VOUCHERS SERVICES SA 33 Avenue Galatsiou 11141 Athens Greece	EUR	500	449	51.00%	26,524	26,524	
EDENRED Italie SRL Via GB Pirelli 19 Milano Italia	EUR	5,958	116,050	57.72%	688,957	688,957	-
EDENRED BELGIUM Av Herrmann Debroux 44 1160 Bruxelles	EUR	36,608	295,197	100.00%	893,415	893,415	

in € thousands)

OUTSTANDING LOANS AND ADVANCES GRANTED BY EDENRED SA	GUARANTEES GIVEN BY EDENRED SA	LAST REPORTED REVENUE (LOCAL CURRENCY)	LAST REPORTED REVENUE	LAST REPORTED PROFIT (LOSS) (LOCAL CURRENCY)	LAST REPORTED PROFIT (LOSS)	DIVIDENDS RECEIVED BY EDENRED SA DURING THE YEAR	AVERAGE 2020 EXCHANGE RATE
539,586		129,505	129,505	71,191	71,191	-	1.00000
		-	-	(0)	(0)	-	1.00000
		-	-	(4)	(4)	-	1.00000
		-	-	(3)	(3)	-	1.00000
		120	120	9,790	9,790	-	1.00000
		-	-	(23,606)	(23,606)	26,704	1.00000
		-	-	(433)	(433)	25,989	1.00000
		-	-	(4)	(4)	-	1.00000
		-	-	(4)	(4)	-	1.00000
		-	-	(3)	(3)	-	1.00000
		-	-	(3)	(3)	-	1.00000
		-	-	(4)	(4)	-	1.00000
	-	1,129,118	3,214	(71,262)	(203)		351.32160
	-	13,307	13,307	4,837	4,837	2,684	1.00000
-		1,643,380	1,643,380	57,466	57,466	100,069	1.00000
204,754		55,258	55,258	31,737	31,737	106,849	1.00000

		(in thousands of local currency units)		% INTEREST	CARRYING AMOUNT OF SHARES		PROVISIONS
Subsidiaries and affiliates	CURRENCY	SHARE CAPITAL	RESERVES		COST	NET	
EDENRED Portugal SA Edificio Adamastor, Torre B Av D.Joao II 1990-077 Lisoa	EUR	2,030	5,840	50.00%	6,765	6,765	
EDENRED DEUTSCHLAND GmbH (Allemagne)	EUR	1,520	72,185	100.00%	26,651	26,651	-
EDENRED ESPANA SA (Espagne)	EUR	11,544	27,109	100.00%	53,141	53,141	
EDENRED UK GROUP LIMITED 50 Vauxhall Bridge Road, London SW1V 2RS UK	GBP	13,394	47,028	100.00%	306,616	306,616	
EDENRED NORTH AMERICA INC	USD	615,616	18,543	100.00%	523,856	523,856	
EDENRED SWEDEN Liljeholmsstranden 3 105 40 Stockholm	SEK	9,974	10,529	100.00%	112,301	112,301	-
EDENRED FINLAND OY Elimaenkatu15 00510 Helsinki	EUR	51	7,659	100.00%	68,628	68,628	
EDENRED ROMANIA SRL CAL.Serban Voda nr.133 Bucarest	RON	52,355	22,936	100.00%	164,190	164,190	-
EDENRED Luxembourg	EUR	31	5,272	100.00%	25,500	25,500	
EDENRED INDIA PVT LTD (Inde)[1]	INR	246,131	(981)	94.90%	14,001	(0)	14,001
EDENRED SLOVAKIA (Slovaquie)	EUR	664	60,873	99.89%	97,488	97,488	
EDENRED SINGAPORE Pte Ltd (Singapour)	SGD	48,000	(42,245)	100.00%	36,335	25,056	11,279
SURGOLD INDIA PVT LTD (Inde)[1]	INR	215,899	(94,516)	100.00%	10,437	(0)	10,437
EDENRED KURUMSAL COZ.A.S (Turquie)	TRY	2,980	37,156	99.98%	89,606	89,606	
ACCENTIV TURKEY (Turquie)	TRY	1,000	4,988	99.99%	4,850	4,045	805
CESTATICKET SERVICES C.A. (Venezuela)	VES	-	18,195,056	57.00%	16,309	-	16,309
INVERSIONES DIX VENEZUELA SA	VES	23	(40,428)	100.00%	21,202	1	21,201
BIG PASS (Colombie)	COP	1,700,000	1,608,752	100.00%	15,740	3,541	12,199
EDENRED CZ S.R.O Na Porici 5, Praha 1, Czech Republic	CZK	13,500	370,044	100.00%	163,601	163,601	
EDENRED JAPAN CO LTD 10F, Hulic Kandabashi bldg, Tokyo	JPY	100,000	158,651	100.00%	29,624	13,803	15,821
EDENRED POLSKA Sp Zo.o. (Pologne)	PLN	18,171	(14,190)	100.00%	9,354	7,782	1,572
2 – Affiliates (10% to 50%-owned by Edenred SA)							
a) French companies							
b) Foreign companies							
3 – Other (less than 10%-owned by Edenred SA)							
a) French companies							
b) Foreign companies							
EDENRED BRESIL PARTICIPACOES SA Av. Das Nacoes Unidas, 7815 Sao Paulo Brazil	BRL	872,477	1,195,502	8.46%	20,130	20,130	

in € thousands)

OUTSTANDING LOANS AND ADVANCES GRANTED BY EDENRED SA	GUARANTEES GIVEN BY EDENRED SA	LAST REPORTED REVENUE (LOCAL CURRENCY)	LAST REPORTED REVENUE	LAST REPORTED PROFIT (LOSS) (LOCAL CURRENCY)	LAST REPORTED PROFIT (LOSS)	DIVIDENDS RECEIVED BY EDENRED SA DURING THE YEAR	AVERAGE 2020 EXCHANGE RATE
					1,242	583	1.00000
			27,424	(115)	(115)	-	1.00000
		18,629	18,629	3,797	3,797	8,174	1.00000
	-	20,746	23,323	12,720	14,300	10,839	0.88950
	-	-	-	4,028	3,527	-	1.14190
	-	125,355	11,953	675,049	64,368	1,803	10.48740
		20,744	20,744	3,863	3,863	1,855	1.00000
		122,082	25,232	59,066	12,208	10,471	4.83840
		2,059	2,059	566	566	-	1.00000
		203,434	2,404	(75,268)	(889)	-	84.63380
	-	1,796	1,796	(609)	(609)	-	1.00000
		10,896	6,922	(5,225)	(3,319)	-	1.57410
	-	4,157,086	49,119	(102,730)	(1,214)	-	84.63380
	-	139,116	17,277	68,092	8,457	1,800	8.05190
	-	1,108	138	2,316	288	55	8.05190
		200,368,964	533	219,135,735	583	-	375,986.69530
		-	-	(3,776,310)	(10)	-	375,986.69530
		16,937,975	4,016	3,105,595	736	-	4,217.91700
	-	598,669	22,625	110,860	4,190	-	26.46040
		896,697	7,361	31,890	262	-	121.81330
		18,967	4,268	(5,259)	(1,183)	-	4.44450
	-	-	-	347,971	59,042	-	5.89360

		(in thousands of local currency units)		% INTEREST	CARRYING AMOUNT OF SHARES		PROVISIONS
Subsidiaries and affiliates	CURRENCY	SHARE CAPITAL	RESERVES		COST	NET	
B – Investments with a carrying amount of less than 1% of Edenred SA's capital							
a) French companies							
EDENRED FUEL CARD 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	5	61	100.00%	5	5	
GAMEO 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	1	(9)	100.00%	1	-	1
LANDRAY 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	1	(7)	100.00%	1	1	
VENINVEST QUINZE 14-16 Bld Garibaldi 92130 Issy-les-Moulineaux	EUR	155	(173)	100.00%	4,570	-	4,570
LUCKY CART SAS	EUR			22.18%	1,347	1,347	-
ANDJARO	EUR			18.10%	1,787	1,787	-
ZEN CHEF	EUR			13.22%	2,650	2,650	-
ADD WORKING	EUR			16.78%	314	314	-
Fretlink	EUR			5.50%	4,750	4,750	-
OONETIC SAS	EUR			16.42%	1,234	1,234	-
b) Foreign companies							
EDENRED AUSTRIA GmbH Am Euro Platz 1, A-1120 Wien (Autriche)	EUR	1,600	63	100.00%	1,589	1,589	
EDENRED BULGARIA AD 137 Tzarigradsko Shausse Blvd Sofia 1784, Bulgaria	BGN	2,841	843	50.00%	1,272	1,272	-
WESTWELL GROUP SA José Enrique Rodo 2123, Montevideo Uruguay	USD	1,864	724	100.00%	2,209	2,209	
EDENRED PERU SA (Perou)	PEN	1,900	(4,824)	67.00%	2,080	1,228	852
EDENRED PANAMA SA	PAB	1,250	(1,438)	100.00%	1,024	-	1,024
EDENRED MAROC SAS 110 BD Zerktouni Casablanca	MAD	8,000	(8,300)	83.67%	2,521	292	2,229
EDENRED s.a.l (Liban) SID EL BAUCHRIEH BEYROUTH	LBP	3,250,000	(4,081,392)	80.00%	1,559	-	1,559
ACCENTIV' SHANGHAI COMPANY (Chine)	CNY	36,162	(41,767)	100.00%	4,385	0	4,385
EDENRED COLOMBIA SAS Calle 72# 10-07 Edificio Liberty Piso 2 Bogota Colombia	COP	500,000	3,500,754	98.56%	4,833	1,443	3,390
EDENRED DIGITAL	RON	10	(1,676)	90.00%	2		
HOLDING Allemagne	EUR	25	-	100.00%	29		
IZICARD[1]	EUR	141	85	39.68%	802	536	266
BEEKEEPER	USD			4.85%	4,102	4,102	
Dexx TECHNOLOGIES	USD			9.82%	488	488	
Avrios	CHF			6.41%	2,872	2,872	

in € thousands)

OUTSTANDING LOANS AND ADVANCES GRANTED BY EDENRED SA	GUARANTEES GIVEN BY EDENRED SA	LAST REPORTED REVENUE (LOCAL CURRENCY)	LAST REPORTED REVENUE	LAST REPORTED PROFIT (LOSS) (LOCAL CURRENCY)	LAST REPORTED PROFIT (LOSS)	DIVIDENDS RECEIVED BY EDENRED SA DURING THE YEAR	AVERAGE 2020 EXCHANGE RATE
		47,046	47,046	28	28	-	1.00000
		-	-	(6,531)	(6,531)	-	1.00000
		-	-	(4)	(4)	-	1.00000
		-	-	(4)	(4)	-	1.00000
			-		-	-	1.00000
			-		-	-	1.00000
			-		-	-	1.00000
			-		-		1.00000
			-		-		1.00000
	-	2,381	2,381	77	77	-	1.00000
	-	4,372	2,235	569	291	-	1.95580
	-	-	-	(2,051)	(1,796)	1,100	1.14190
	-	6,908	1,729	(1,523)	(381)	-	3.99540
	-	-	-	-	-	-	1.14190
	-	5,465	505	(1,355)	(125)	-	10.82370
-	-	519,768	303	(1,118,230)	(651)	-	1,718.12060
	-	32,293	4,102	(21,775)	(2,766)	-	7.87270
	-	-	-	(1,656,375)	(393)	-	4,217.91700
		-	-	(2,151)	(445)		4.83840
				(9)	(9)		1.00000
	-	1,158	1,158	108	108	-	1.00000
			-		-	-	1.14190
			-		-	-	1.14190
			-		-		1.07040

		(in thousands of local currency units)		% INTEREST	CARRYING AMOUNT OF SHARES		PROVISIONS
Subsidiaries and affiliates	CURRENCY	SHARE CAPITAL	RESERVES		COST	NET	
LUNCHEON TICKETS SA José Enrique Rodo 2123, Montevideo Uruguay	UYU	5,236	4,443	1.74%	231	231	
PROMOTE	UYU	92,227	(10,821)	1.73%	41	41	
TICKETSEG – CORRETORA DE SEGUROS S/A (Brésil)	BRL	2,526	266	1.70%	9	9	
ACCENTIV SERVICOS TECNOLOGIA DA INFORMACOA S/A	BRL	64,414	(22,516)	0.31%	387	32	355
Fuse	GBP			7.37%	2,873	2,873	-
3 – Other investments							
A – SUBSIDIARIES AND AFFILIATES WITH A CARRYING AMOUNT IN EXCESS OF 1% OF EDENRED SA'S CAPITAL							
a) French subsidiaries (aggregate)					1,300,776	1,197,446	103,330
b) Foreign subsidiaries (aggregate)					3,448,305	3,336,398	111,907
B – INVESTMENTS WITH A CARRYING AMOUNT OF LESS THAN 1% OF EDENRED SA'S CAPITAL							
a) French subsidiaries (aggregate)					16,659	12,088	4,571
b) Foreign subsidiaries (aggregate)					33,308	19,218	14,059
TOTAL (NOTE 24)					**4,799,048**	**4,565,149**	**233,867**

(1) Balance sheet as of March 31, 2019.
(2) Balance sheet not established at December 31, 2019.
(3) (3)Depreciation of shares linked to the depreciation of the Brazilian real by 41% against the euro (6.3735 against 4.557)

in € thousands)	OUTSTANDING LOANS AND ADVANCES GRANTED BY EDENRED SA	GUARANTEES GIVEN BY EDENRED SA	LAST REPORTED REVENUE (LOCAL CURRENCY)	LAST REPORTED REVENUE	LAST REPORTED PROFIT (LOSS) (LOCAL CURRENCY)	LAST REPORTED PROFIT (LOSS)	DIVIDENDS RECEIVED BY EDENRED SA DURING THE YEAR	AVERAGE 2020 EXCHANGE RATE
		-	232,158	4,836	93,599	1,950	34	48.00880
			960	20	(7,382)	(154)		48.00880
		-	1,178	200	959	163	-	5.89360
		-	38,665	6,561	3,349	568	-	5.89360
				-		-		0.88950
	539,586	-					52,693	
	204,754	-					245,182	
	-	-					-	
	-	-					1,134	
	744,340	**-**					**299,009**	

NOTE 26 FIVE-YEAR FINANCIAL SUMMARY

DESCRIPTION *(in € millions)*	2020	2019	2018	2017	2016
1 – Capital at December 31					
Share capital	493	486	478	471	467
Number of shares in issue[(1)]	246,583,351	243,204,857	239,266,350	235,403,240	233,679,845
Number of convertible bonds					
2 – Results of operations					
Net revenues	87	80	59	51	30
Profit before tax, depreciation, amortization and provision expense	299	317	299	(4)	225
Income tax	4	18	10	29	2
Net profit	205	296	275	5	207
Total dividend[(2)]	184	210	205	199	144
3 – Per share data *(in €)*					
Earnings/(loss) per share after tax, before depreciation, amortization and provision expense	1.21	1.30	1.25	(0.02)	0.96
Earnings/(loss) per share	0.83	1.22	1.15	0.02	0.89
Dividend per share	0.75	0.70	0.86	0.85	0.62
4 – Employee information					
Number of employees[(3)]	243	212	195	185	171
Total payroll	(31)	(26)	(23)	(22)	(21)
Total benefits	(28)	(32)	(21)	(17)	(14)

(1) At December 31, 2020.
(2) Recommended in respect of 2020, based on 0.75 per share carrying dividend rights at December 31, 2020.
(3) Average number of employees in 2020.

8

General Meeting

8.1 Presentation of the proposed resolutions to the General Meeting

8.1.1 Financial statements for the financial year ended December 31, 2020 and dividend (1st to 4th resolutions)

The purpose of the **first resolution** is to approve the Company's financial statements for the financial year ended December 31, 2020, which show a net accounting profit of €204,928,787.73. In application of Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the shareholders are also invited to approve the total amount of expenses and charges referred to in Article 39, paragraph 4 of the said code, which amounted to €277,202 for the past financial year, and the tax paid pertaining to those expenses and charges, which amounted to €69,300.

The purpose of the **second resolution** is to approve the consolidated financial statements for the financial year ended December 31, 2020, which show consolidated net profit of €237,913,000.

The **third resolution** concerns the appropriation of profit and setting of the dividend. Shareholders are invited to allocate the net accounting profit for the financial year ended December 31, 2020 as follows:

- allocation to the legal reserve: €675,698.80, which will increase the total legal reserve to €49,316,670.20;
- retained earnings: €19,823,953.43, which will increase total retained earnings to €244,858,468.36; and
- payment of the dividend: €184,429,135.50 (based on 245,905,514 shares carrying dividend rights at December 31, 2020).

Shareholders are therefore invited to set the 2020 dividend at €0.75 per share.

Dividends per share for the previous three financial years were as follows:

- 2017: €0.85;
- 2018: €0.86; and
- 2019: €0.70.

Through the **fourth resolution** you are invited to grant each shareholder the possibility of opting for the payment in the Company's new shares for the full amount of the dividend to which they are entitled for the financial year ended December 31, 2020, *i.e.*:

- €0.75 per share in cash only; or
- €0.75 per share in new shares.

The option of payment in shares enables the Company to increase its equity capital while preserving its cash reserves. Shareholders that choose to reinvest their dividends help to finance the Company's future investments, which in turn will contribute to driving future earnings growth.

Should this option be taken up, the new shares will be issued at a price equal to 90% of the average of the opening price quoted for Edenred shares on the Euronext Paris during the 20 trading days preceding the date of the Combined General Meeting of May 11, 2021, less the net amount of the dividend rounded up to the next euro cent. They will carry the same rights as existing shares, including rights to all dividends distributed after their issuance date. If the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder will receive the lower whole number of shares and a balancing payment in cash made by the Company.

Shareholders may opt for payment of the dividend in new shares between May 18, 2021 and June 2, 2021, inclusive. Shareholders that do not exercise the option by June 2, 2021, inclusive, will receive the total dividend in cash on June 9, 2021. For shareholders that do opt for the payment of the dividend in shares, the shares will be delivered as from the same date, *i.e.*, June 9, 2021.

8.1.2 Renewal and appointment of directors (5th to 9th resolutions)

At the date of these resolutions, the Board of Directors has 12 members, including two employee-representative directors. The term of office of directors is provided for in Article 12 of the bylaws and set at four years.

The term of office of the following three directors expires at the close of the Combined General Meeting of May 11, 2021: Ms. Anne Bouverot, Ms. Sylvia Coutinho and Ms. Françoise Gri.

In the **fifth and sixth resolutions**, the shareholders are invited to renew the terms of office as director of Ms. Sylvia Coutinho and Ms. Françoise Gri (for a four-year term).

The attendance rates [1] at Board meetings of the directors standing for renewal are as follows:

- Ms. Françoise Gri: 100%; and
- Ms. Sylvia Coutinho: 100%.

On the recommendation of the Compensation and Appointments Committee, the Board of Directors recommends the said renewals.

(1) The attendance rate for each director was calculated based on the eight meetings of the Board of Directors held during the 2020 financial year.

Indeed, the Board of Directors believes that:

- Ms. Françoise Gri has very good knowledge of the Company and the Group and an excellent understanding of its strategy. Thanks to her experience as a member of the Board of Directors, she can appreciate the various challenges facing the Group. Ms. Gri also has good knowledge of the Company's shareholder base and the manner in which she exercises her duties as Vice-Chairman is particularly appreciated by all Board members. The renewal of her term of office will also provide stability within the Group's governance bodies amid the challenging environment created by the Covid-19 pandemic; and
- Ms. Sylvia Coutinho provides the Board of Directors with all of her in-depth knowledge of the Brazilian market – a key region for the Group. Furthermore, she is helping a major Brazilian bank with its digitalization strategy and her expertise in this area is greatly appreciated by the Board. She also has a good knowledge of asset management, useful for the Group, which operates under negative working capital.

Detailed information about Ms. Françoise Gri and Ms. Sylvia Coutinho is provided in the Board of Directors' report on corporate governance, on pages 147 et seq. of the Universal Registration Document.

As to the appointments, the research process for candidates has been launched with the assistance of an external firm, on the basis of criteria defined by the Compensation and Appointments Committee and the Board of Directors, which appears on the matrix of directors' skills on page 151 of the Universal Registration Document.

This kind of expertise was defined in light of the composition of the Board of Directors, thus ensuring it has all the skills necessary for the performance of its duties.

The Board also ensured the balance of its composition in terms of gender balance and international experience.

It should therefore be noted that:

- Ms. Angeles Garcia Poveda, a citizen of Spain, has developed expertise in Human Resources, recruitment and Corporate Social Responsibility more generally, notably with BCG (1993-2008) and Spencer Stuart (since 2008). She has extensive experience on boards of directors as both Chairman and a member of the Strategy and Social Responsibility Committee of Legrand;
- Ms. Monica Mondardini, a citizen of Italy, has held several executive positions within the publishing (Hachette) and insurance (Generali) sectors and had extensive European exposure (working in Italy, Spain and France) in an environment experiencing fast-paced digitalization (the publishing industry). She has considerable experience on boards of directors, as Deputy Director of GEDI Gruppo Editoriale (2009-2018), director of CIR S.p.A., a major industrial holding company listed on the Milan stock exchange since 2018, and director of Crédit Agricole (2010-2021), where she chairs the Appointments and Governance Committee;
- Mr. Philippe Vallée is a graduate in engineering (telecommunications and microelectronics) from Institut National Polytechnique de Grenoble and from ESSEC Business School. He has acquired extensive expertise in e-money, payment systems and IT security throughout his career, which began at Matra. He then held different positions at Gemplus and then at Gemalto from 2006, where he was CEO between 2016 and 2019. Mr. Philippe Vallée is currently Executive Vice-President, Digital Identity and Security at Thales.

The purpose of the **seventh to ninth resolutions** is to appoint as directors, for four-year terms:

- Ms. Angeles Garcia-Poveda;
- Ms. Monica Mondardini; and
- Mr. Philippe Vallée.

The Board proposes, based on the opinion of the Compensation and Appointments Committee, to appoint them as independent directors.

If these resolutions are adopted, the Board of Directors would have 14 members, including two employee-representative directors. It would include five women appointed by the General Meeting (representing 41.6% of its shareholder-appointed members) and the proportion of independent directors would be more than 91% (11/12) based on the calculation method in the AFEP-MEDEF Code, which excludes employee-representative directors.

In addition, if these resolutions are adopted, the Board of Directors also plans to:

- confirm Ms. Sylvia Coutinho's position as member of the Compensation and Appointments Committee; and
- confirm Ms. Françoise Gri's position as Lead Independent Director, Vice-Chairman of the Board of Directors and Chairman of the Compensation and Appointments Committee.

8.1.3 Compensation of the corporate officers (10th to 14th resolutions)

Through the **tenth and eleventh resolutions**, you are invited, in accordance with Article L.22-10-8 of the French Commercial Code, to approve the compensation policy for the Company's corporate officers as set out in the Board of Directors' report on corporate governance on pages 184 *et seq.* of the Universal Registration Document (*ex ante* vote of the shareholders).

The compensation policy specifies all the components of compensation that may be allocated to the Chairman and Chief Executive Officer (10th resolution) and the members of the Board of Directors, excluding the Chairman and Chief Executive Officer (11th resolution).

The main difference compared with the compensation policy of the Chairman and Chief Executive Officer approved by the General Meeting of May 7, 2020, would concern, if approved, the modification and adjustment of some of the criteria used for long-term compensation.

The compensation policy for the members of the Board of Directors (excluding the Chairman and Chief Executive Officer) approved by the General Meeting of May 7, 2020 is unchanged.

If the shareholders do not approve the 10th and/or the 11th resolution(s), the compensation policy approved by the General Meeting of May 7, 2020 would continue to apply for the person(s) concerned and the Board of Directors would subsequently put forward a revised compensation policy for approval at the next General Meeting.

Pursuant to the legal and regulatory provisions in force, the compensation components set in accordance with this compensation policy will be subject to an *ex post* vote at the 2022 General Meeting.

In the **twelfth resolution**, the shareholders are asked to raise the aggregate fixed annual amount to be allocated among the members of the Board of Directors in order to be able to appoint two additional directors to the Board of Directors, if necessary. Compensation of directors for their participation on the Board of Directors and, where applicable, on committees remain unchanged.

The Board of Directors is therefore asking the shareholders to raise the aggregate fixed annual amount from €700,000 to €800,000 as from January 1, 2021.

In the **thirteenth and fourteenth resolutions**, pursuant to Article L.22-10-34 of the French Commercial Code, the shareholders are asked to approve the following (*ex post* vote of the shareholders):

1) the information referred to in Article L.22-10-9 (I.) of the French Commercial Code, notably including the total compensation and benefits of any kind paid during or awarded for the 2020 financial year, for all of the Company's corporate officers for their services in this capacity, *i.e.*, the Chairman and Chief Executive Officer and the other members of the Board of Directors (13th resolution); and

2) the fixed, variable and exceptional components composing the total compensation and the benefits of any kind paid during or awarded for the 2020 financial year to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer (14th resolution).

This corresponds to the implementation of the compensation policy for the Chairman and Chief Executive Officer and for the members of the Board of Directors approved at the 2020 General Meeting. It is reminded that in April 2020, Mr. Bertrand Dumazy and the members of the Executive Committee notified the Board of their decision to forgo 25% of the compensation paid to them in 2020 as per the conditions laid out by French business association AFEP in its recommendations of March 29, 2020. They therefore, for a period of two months, gave up 25% of their fixed compensation for 2020 ("**Decision to forgo fixed compensation**") and 25% of their variable compensation for 2019 ("**Decision to forgo variable compensation**"), which was paid to the Chairman and Chief Executive Officer following approval by the General Meeting of May 7, 2020.

Regarding point 1) above, this information is provided in the Board of Directors' report on corporate governance, on pages 191 *et seq.* of the Universal Registration Document.

Regarding point 2) above, as usual, payment of the variable and exceptional components of the compensation awarded to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, for the 2020 financial year is subject to the approval, by the Combined General Meeting of May 11, 2021, of the 14th resolution. This information is provided in the Board of Directors' report on corporate governance, on pages 198 *et seq.* of the Universal Registration Document and is also set out in the table below:

Fixed, variable and exceptional components composing the total compensation and the benefits of any kind paid during, or awarded for, the 2020 financial year to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, subject to shareholder vote

Compensation compliant with the compensation policy approved by the Combined General Meeting of May 7, 2020

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS AWARDED OR PAID DURING THE 2020 FINANCIAL YEAR	DESCRIPTION
Fixed compensation	€790,624	Gross annual fixed compensation of €825,000 approved by the Board of Directors on December 20, 2017 based on the recommendation of the Compensation and Appointments Committee (it being noted that this amount was impacted in 2020 by the Decision to forgo fixed compensation).
Annual variable compensation	€1,249,341	***General principle*** The annual variable compensation may range from 0% to 120% of the fixed compensation and may be increased to a maximum of 180% if the financial and business targets are exceeded, as follows: • a variable portion of up to 65% of annual fixed compensation linked to financial targets, including 50% based on like-for-like EBITDA and 15% based on recurring earnings per share at constant exchange rates. In the event that the financial targets are exceeded, as acknowledged by the Board of Directors, the variable compensation may reach 105% of fixed compensation; • a variable portion of up to 30% of fixed compensation linked to three business targets related to the Group's strategy, each representing 10% of annual fixed compensation. The targets are the Group's management of the global health crisis arising from Covid-19, the like-for-like growth rate of business volume from Fleet & Mobility Solutions and the in sales volume in the Employee Benefits and Fleet & Mobility Solutions businesses carried out *via* digital and telesales channels. In the event that the operational targets are outperformed, as acknowledged by the Board of Directors, the variable compensation may reach 50% of fixed compensation; • a variable portion of up to 25% of fixed compensation based on managerial objectives related to the Group's strategy, namely: the roll-out of the Corporate Social Responsibility plan "People, Planet, Progress", the deployment of the Next Frontier strategic plan, and an assessment of the Chairman and Chief Executive Officer's managerial skills, notably in relation to Edenred's digital transformation. ***Amount awarded for the 2020 financial year*** Mr. Bertrand Dumazy's 2020 variable compensation was determined during the Board meeting held on March 1, 2021, based on the recommendation of the Compensation and Appointments Committee and after the relevant financial performance data had been validated by the Audit and Risks Committee, as follows: • the portion based on financial targets amounted to 76.9% of 2020 fixed compensation (*i.e.*, €634,341); • the portion based on business targets related to the Group's strategy amounted to 49.5% of 2020 fixed compensation (*i.e.*, €408,750); • the portion based on managerial targets related to the Group's strategy amounted to 25% of 2020 fixed compensation (*i.e.*, €206,250); This makes a total of €1,249,341. For more details, see section 6.2.2 of the Universal Registration Document, pages 192-195.
		Amount paid during the 2020 financial year (awarded for the 2019 financial year and approved by the General Meeting of May 7, 2020) Mr. Bertrand Dumazy's 2019 variable compensation of €1,417,854 (after the Decision to forgo variable compensation) was paid during the 2020 financial year, following the approval of the General Meeting of May 7, 2020 (12th resolution).

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS AWARDED OR PAID DURING THE 2020 FINANCIAL YEAR	DESCRIPTION
Deferred variable compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any deferred variable compensation.
Multi-annual variable compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any multi-annual variable compensation.
Exceptional compensation	Not applicable	Mr. Bertrand Dumazy was not awarded any exceptional variable compensation.
Compensation for serving as a director	Not applicable	Mr. Bertrand Dumazy does not receive any compensation for his duties as a director.
Stock options and/or performance shares	48,031 performance shares awarded, valued at €1,815,000[1]	Mr. Bertrand Dumazy was covered by the Group's long-term incentive plan in 2020 in the same way as the other beneficiaries of the plan (members of the Executive Committee and senior executives in some 40 countries). On March 10, 2020, the Board of Directors used the authorization granted at the Combined General Meeting of May 3, 2018 (28th resolution) to allocate Mr. Bertrand Dumazy 48,031 performance shares free of charge, representing 0.019% of the Company's share capital. The performance shares allocated free of charge will vest provided Bertrand Dumazy is still within the Group at the time and satisfies the performance conditions set for the following objectives over a three-year measurement period, as follows: • for 37.5% of the allocated shares, the operating EBIT organic growth rate; • for 37.5% of the allocated shares, the organic growth rate in funds from operations (FFO); and • for 25% of the allocated shares, a stock market criterion, corresponding to Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index. No stock options were granted to Mr. Bertrand Dumazy during 2020.
Signing bonus	Not applicable	Mr. Bertrand Dumazy did not receive a signing bonus during the financial year.
Benefits of any kind	€3,780	Mr. Bertrand Dumazy is entitled to a company car.

(1) Performance shares are measured at their theoretical value at the allocation date determined using the Black & Scholes option pricing model, in accordance with the AFEP-MEDEF Code, rather than at the value of the compensation received.

COMPENSATION COMPONENTS TO BE SUBMITTED TO A VOTE	AMOUNTS	DESCRIPTION
Compensation for loss of office	No compensation due or paid	Compensation for loss of office would be payable to Mr. Bertrand Dumazy should he be forced to stand down for any reason whatsoever. This compensation would not exceed two years' total gross annual compensation * and would be subject to performance criteria measured over a three-year period. For further details, see section 6.2.1 of the Universal Registration Document, page 189.
Non-compete indemnity	Not applicable	Mr. Bertrand Dumazy has not signed a non-compete clause.
Supplementary pension plan	No compensation due or paid	The supplementary pension plan has been set up for Group senior executives above certain grades, whose compensation meets certain criteria, which includes the Chairman and Chief Executive Officer. The supplementary pension plan comprises an "Article 83" defined-contribution pension plan and, since 2020, an "Article 82" funded defined-contribution pension plan (under this plan, retirement savings are invested in an individually managed insurance policy), set up to replace the "Article 39" defined-benefit pension plan that was closed on December 31, 2019 - in accordance with regulatory changes including the July 3, 2019 government order - on defined defined benefit pension plan - with no rights vested under the plan since that date (€2,000,000 was allocated to the Chairman and Chief Executive Officer in this regard). The Chairman and Chief Executive Officer participates in the Group's supplementary pension scheme under the same terms and conditions as any other participant, with the exception of the performance condition for the Article 82 plan, *i.e.* the achievement of at least 60% of his annual variable compensation targets. In 2020, it is acknowledged that the performance condition was achieved since the level of objectives set was achieved. The supplementary pension entitlement is taken into account in determining the Chairman and Chief Executive Officer's overall compensation package. The following amounts were allocated to the Chairman and Chief Executive Officer: • €516,088 for Article 82; • €26,327 for Article 83. For further details, see section 6.2.1 of the Universal Registration Document, pages 189-190.
Death/disability and health insurance plan	No compensation due or paid	Mr. Bertrand Dumazy is covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Chairman and Chief Executive Officer. Premiums paid by the Company for this extended cover in 2020 amounted to €6,136.32.
Unemployment insurance	No compensation due or paid	During the 2020 financial year, the Chairman and Chief Executive Officer was covered under an insurance plan set up with Association GSC, entitling him to unemployment benefits equal to 70% of his contractual income, capped at €17,140 per month, for a period of up to 24 months. The total annual cost of the plan for the Company in 2020 was €32,764.82.

* *Gross annual compensation corresponds to fixed and variable compensation, excluding any exceptional bonuses.*

8.1.4 Related-party agreements (15th resolution)

No new related-party agreements were entered into during the 2020 financial year.

The special report of the Statutory Auditors on related-party agreements is set out on page 357 of the Universal Registration Document. In the **fifteenth resolution**, the shareholders are simply invited to approve this report.

8.1.5 Authorization to trade in the Company's shares (16th resolution)

The purpose of the **sixteenth resolution** is to renew the authorization granted to the Board of Directors to trade in Edenred's shares on the Company's behalf, subject to compliance with the legal and regulatory provisions in force.

This authorization is being sought for a period of 18 months as from the May 11, 2021 Combined General Meeting and would cancel, for the remaining period, and supersede, for the unused portion, the authorization granted in the 14th resolution of the May 7, 2020 Combined General Meeting.

The purposes of this resolution are the same as those that the shareholders have approved in previous years.

In other words, the Board of Directors would be able to purchase the Company's shares, directly or indirectly, with a view to:

- cancelling all or some of the shares acquired as part of a capital reduction, pursuant to the authorization granted by the Combined General Meeting of May 7, 2020 in its 15th resolution or any other resolution with the same purpose that may supersede the said resolution while this authorization is in force;
- allocating, covering and honouring any stock option plans, free share allocation plans, employee savings plans or any other form of allocation to employees and/or corporate officers of the Company and companies that are related to the Company as defined in the legal and regulatory provisions in force;
- delivering shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- holding shares in treasury for subsequent remittance in payment or exchange in connection with mergers, demergers or asset contributions;
- ensuring the liquidity of or making a market in Edenred shares, under an AMF-compliant liquidity contract entered into with an investment services provider;
- enabling the Company to trade in Edenred shares for any other purpose currently authorized or that may be authorized in the future by the legal and regulatory provisions in force, or to carry out any market practice that may be authorized in any new regulations adopted by the AMF. In such cases, the Company will inform its shareholders through a press release.

The Board of Directors may not, without prior authorization from the General Meeting, make use of this authorization as from the filing by a third party of a public tender offer for the Company's securities and until the end of the offer period.

The maximum purchase price is set at €70 per share.

Pursuant to Article L.225-210 of the French Commercial Code, the maximum number of shares held by the Company at any moment in time cannot exceed 10% of its share capital on the date of the purchase.

As on December 31, 2020, Edenred held 677,837 of its own shares, equivalent to 0.27% of the Company's share capital, the maximum number of its own shares to be possibly bought back represented, as at December 31, 2020, 9.73% of the Company's share capital, *i.e.*, 23,980,498 Edenred shares, equivalent to a maximum purchase value of €1,678,634,860.

During the 2020 financial year, the Board of Directors used the authorizations granted for the same purpose at the May 14, 2019 and May 7, 2020 Combined General Meetings (in the 8th and 14th resolutions respectively) in order to:

- continue the execution of the liquidity contract;
- deliver shares upon the exercise of rights attached to bonds convertible into and/or exchangeable for new and/or existing shares (OCEANEs) issued in September 2019;
- cover performance share plans set up for certain employees and/or corporate officers as part of their variable compensation; and
- cancel shares, in connection with a capital reduction, in order to offset the dilutive effect of performance share plans.

A detailed report on the share buybacks carried out in 2020 is provided in the Universal Registration Document, pages 58-59.

8.1.6 Authorization to allocate performance shares to employees and corporate officers (17th resolution)

In the **seventeenth resolution**, the shareholders are asked to replace the authorization granted to the Board of Directors to proceed, on one or more occasions, with the free allocation of shares subject to performance conditions for the benefit of employees and/or corporate officers (eligible within the meaning of Article L.225-197-1 (II.) of the French Commercial Code) of the Company and/or the Group.

The total number of shares allocated free of charge pursuant to this resolution may not exceed 1.5% of the Company's share capital at the allocation date and the number of shares allocated to the Company's corporate officers may not represent, during a financial year, more than 0.1% of the share capital at the allocation date.

This amount will be deducted from the maximum amount of share capital increases without pre-emptive subscription rights carried out or which may be ultimately carried out pursuant to the 17th resolution of the Combined General Meeting of May 7, 2020, as well as from the aggregate maximum amount of all the share capital increases carried out or which may be ultimately carried out pursuant to the 16th resolution of the Combined General Meeting of May 7, 2020 or any resolutions with the same purpose that may supersede the said resolutions while this authorization is in force.

At the Board of Directors' discretion, beneficiaries may be awarded existing shares bought back specifically for the share allocations and/or newly issued shares. If new shares are allocated, this authorization would automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for the said shares as well as their rights to the portion of reserves, profit or premiums that would be capitalized to pay up the shares as and when the shares vest, and the related share capital increase(s) carried out by capitalizing reserved profit or premiums.

The Board of Directors will select the beneficiaries, based on the recommendation of the Compensation and Appointments Committee. Any performance shares will be allocated on the basis of continued presence within the Group and individual/Group performance criteria. These criteria will apply to corporate officers and employees of the Company and/or the Group.

In the event of use of this authorization by the Board of Directors:

- the vesting of any shares allocated under this resolution would be subject to a continued presence condition and the achievement of one or more performance conditions set by the Board of Directors at the allocation date and assessed over at least three consecutive financial years, it being however specified that, as an exception, and for a total not exceeding 15% of the aforementioned global ceiling of 1.5% of the share capital, the allocation may be made for the benefit of the employees of the Company and/or the Group, with the exception of corporate officers and members of the Executive Committee of the Company, without any performance condition (this option being intended to enable the recruitment of experienced international profiles, in particular from fintech and the digital world, under conditions similar to the competitors of the Group);
- the shares allocated under this resolution would only vest at the end of a vesting period set by the Board of Directors but which may not be less than three years;
- any lock-up period would be set by the Board of Directors.

This authorization would enable the Board of Directors to set up performance share plans for the Group's top managers in France and abroad and to pursue its policy of giving them a stake in the Group's performance and development. This would help to ensure that managers actively support the Group's long-term strategy and targets, retain key Human Resources, and align managers' interests with those of the Company's shareholders.

The shares included in the performance share plans to be issued during this authorization would vest in the following proportions, provided that the beneficiary still forms part of the Group at the vesting date and that certain pre-defined performance conditions are met as assessed over three consecutive financial years:

1) 50% of the performance shares would vest based on like-for-like EBITDA growth rate;
2) 25% of the performance shares would vest based on a stock market criterion, corresponding to Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index;
3) 25% of the performance shares would vest based on a CSR criterion, comprising objectives relating to diversity, greenhouse gas emissions reduction and nutrition.

Regarding point **1)** above, the like-for-like EBITDA growth criterion is specific to the Group's business sector and corresponds to the objective communicated to the market as part of the Group's "Next Frontier" strategy, as presented in Chapter 1 of the Universal Registration Document, page 28.

The growth rate will be determined based on a comparison with the annual guidance, *i.e.*, the annual EBITDA objective published by the Company (the "**Annual Guidance**"), applicable at the time of the award and, as appropriate, any new Annual Guidance published by the Company and applicable during the assessment period for the performance conditions of the relevant plan (*i.e.*, three consecutive financial years). For example, the 2021 plan will refer to the Annual Guidance published on March 2, 2021, and subsequently to any new Annual Guidance published by the Company over the term of the 2021 plan.

Regarding point **2)** above, the purpose of the stock market performance criterion is to align management and shareholder interests, and raise managers' awareness of the specific challenges faced by a listed company.

Edenred's TSR measures the total return for shareholders, taking into account Edenred's share price appreciation and the dividends paid to shareholders.

To calculate Edenred's TSR, the share price increase is adjusted to include the dividends paid during the period on a prorated basis. This methodology is used to calculate the TSR of all SBF 120 companies taking into account the companies' weighting in the index. Edenred's TSR is then ranked against the TSR of SBF 120 companies.

Regarding point **3)** above, the CSR criterion is based on like-for-like measurement of objectives relating to:

- diversity, in other words, the percentage of women in senior management positions within the Group (at present, this means the Extended Group Executive Committee, the people who report directly to this committee and all members of Executive Committees of Group subsidiaries) ("**Diversity**");
- greenhouse gas emissions, *i.e.*, the percentage reduction in greenhouse gas emissions compared with 2013; emission intensity is measured as the sum of scopes 1 and 2 in accordance with the GHG Protocol (the "**Emissions**");
- nutrition, *i.e.*, the percentage of users of Employee Benefits solutions and merchants accepting Employee Benefits solutions who have been made aware by the Group of the benefits of balanced nutrition by means of at least one dedicated message per year ("**Nutrition**", together with Diversity and Emissions comprising the "**CSR Objectives**").

Pursuant to the terms of the plans, the criteria assessed over three consecutive financial years starting from the launch of each plan would be as follows:

Annual like-for-like EBITDA growth rate ("like-for-like EBITDA growth") *versus* the Annual Guidance (base 100)	
Like-for-like EBITDA growth < 80%	0%
Like-for-like EBITDA growth ≥ 80% but < 100%	75%
Like-for-like EBITDA growth = 100%	100%
Like-for-like EBITDA growth > 100% but < 120%	125%
Like-for-like EBITDA growth ≥ 120%	150%
Edenred's TSR compared with that of SBF 120 companies (by sextile)	
6th sextile (101 to 120)	0%
5th sextile (81 to 100)	0%
4th sextile (61 to 80)	50%
3rd sextile (41 to 60)	100%
2nd sextile (21 to 40)	125%
1st sextile (1 to 20)	150%
Achievement of the CSR Objectives on a like-for-like basis	
Diversity Objective 2021 = 30% 2022 = 31% 2023 = 32% *Emissions Objective* 2021 = -34% 2022 = -36% 2023 = -38% *Nutrition Objective* 2021 = 48% 2022 = 52% 2023 = 56%	50% (if 1 of the 3 CSR Objectives is achieved) 100% (if 2 of the 3 CSR Objectives are achieved) 150% (if all of the CSR Objectives are achieved)

The level of achievement of the performance objectives will be assessed based on the information provided by the Group's Finance Department. The Board of Directors will confirm these performance assessments after consulting the Compensation and Appointments Committee.

The Board's assessment will be final and will not be subject to any right of appeal. Each beneficiary will be personally informed of the level of achievement of the performance criteria, according to the procedure provided for in the plan rules. The number of shares that vest based on the level of achievement of the performance criteria may not exceed 100% of the share rights initially allocated by the Board of Directors for each plan.

8.1.7 Conversion of the Company's legal form by adopting the form of a European Company or Societas Europaeas ("SE") – Corporate name (18th and 19th resolution)

In the **eighteenth and nineteenth resolutions**, shareholders are invited to decide on the conversion of the legal form of the Company to a European Company or *Societas Europaeas* ("**SE**") and amend the Company's bylaws accordingly to adapt them to its new legal form.

Reason for the conversion

The reason for this conversion is to reflect the international and European dimension of the Group.

The SE legal form would better reflect the reality of the Group, which is both firmly international, with a presence in over 46 countries and 84% of its employees working outside of France as of December 31, 2020. In addition, as of the same date, the Group makes 63% of its operating revenues in Europe with most of its workforce, namely 51%.

With this project, the Company would adopt a legal form common to all EU countries. This legal form, which is increasingly adopted by companies located in Europe and companies listed on the Euronext Paris regulated market, is consistent with the economic reality of the Group and its market.

This legal form would also strengthen the attractiveness of the Group by allowing the Company to benefit, among all its stakeholders, from an image as a source of skills, technological excellence and leadership that Europe has throughout the world.

Legal provisions and procedure governing the conversion

The conversion is governed by (i) the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001, on the Statute for a European company (the "**SE Regulation**") (and particularly Articles 2§4 and 37 on the formation of an SE by conversion of an existing company), (ii) Articles L.225-245-1 and R.229-20 to R.229-22 of the French Commercial Code (*Code de commerce*) and (iii) the provisions of Council Directive 2001/86/EC of October 8, 2001 supplementing the Statute for a European company with regard to the involvement of employees (the "**SE Directive**") and French national provisions implementing the SE Directive as set out in Articles L.2351-1 *et seq.* of the French Labour Code (*Code du travail*).

Pursuant to the provisions of the SE Regulation, a limited liability company incorporated under the laws of a member State and having its registered office and head office located in the European Union, can convert to an SE:

- if it has subscribed capital of at least €120,000; and
- if for at least two years it has had a subsidiary governed by the laws of another member State.

These conditions are satisfied as the Company, a limited liability company incorporated under French law and with its registered office and head office located in France, (i) has a share capital of €493,166,702, and (ii) has had for more than two years several subsidiaries located in EU countries other than France, such as Edenred Deutschland GmbH in Germany and Edenred Belgium in Belgium.

Pursuant to Article L.225-245-1 of the French Commercial Code, the firm Ledouble, represented by Ms. Agnès Piniot, conversion auditor (*commissaire à la transformation*) was appointed on December 9, 2020 by the President of the Nanterre Commercial Court ruling on the application. The role of the conversion auditor is to prepare a report intended for the shareholders, attesting that the Company has net assets at least equivalent to its capital plus those reserves that may not be distributed under the law or its current bylaws. This report will be provided to you prior to the General Meeting in compliance with the legal and regulatory provisions in force.

On November 17, 2020, after the consultation process, Edenred's Social and Economic Council unanimously issued a favourable opinion on the proposed conversion.

The draft terms of conversion prepared by the Board of Directors on November 30, 2020 was filed with the Clerk's Office of the Nanterre Commercial Court on December 8, 2020, and was announced by a notice published in a legal gazette and in the *Bulletin des Annonces Légales Obligatoires* (BALO) on December 11, 2020.

If you approve the proposed conversion of the Company to an SE, the effective conversion of the Company to an SE and its registration with the Trade and Companies Register will be effective when the procedure relating to employees' involvement provided for in Articles L.2351-1 *et seq.* of the French Labour Code has been completed.

In this regard, in accordance with the provisions of the SE Directive, a Special Negotiating Body ("**SNB**") comprising representatives of employees of all the direct and indirect subsidiaries of the Company and entities concerned whose registered office is located in the European Economic Area was created and met for the first time on February 25, 2021.

Negotiations with the SNB may continue for a period of six months from the creation of the SNB. This period may be extended by common agreement of the parties up to a total maximum period of one year.

Negotiations with the SNB on the involvement of employees of the Company could result in the following situations:

- the signature of an agreement setting out in particular – pursuant to Article L.2352-16 of the French Labour Code – the conditions for the implementation and functioning of an employee representation body within the SE with information and consultation rights, and – pursuant to Articles L.2352-17 and L.2352-18 of the French Labour Code – the terms of participation of employees on the Board of Directors of the Company which should be at least equivalent to existing terms;
- in the absence of an agreement within the aforementioned negotiation period, the default provisions set out in the SE Directive and Articles L.2353-1 *et seq.* of the French Labour Code shall apply. These provisions provide for the set-up of an SE Committee, the functioning of which is governed by Articles L.2353-1 to L.2353-27-1 of the French Labour Code, and the applicability of current provisions for employee representation on the Board of Directors (Article L.2353-28 of the French Labour Code and Article L.225-27-1 of the French Commercial Code).

Shareholders are invited to grant full powers to the Board of Directors – which may be sub-delegated in accordance with the legal and regulatory provisions in force – to (i) acknowledge the completion of the negotiations on the involvement of employees in the SE and, if appropriate, the signature of an agreement for this purpose, (ii) note accordingly that the condition precedent to the Company's registration in its new legal form related to the completion of the said negotiations has been met and (iii) take all decisions, carry out, or cause to carry out all the formalities necessary for the registration of the Company in the form of an SE, and more generally, do everything necessary to note the effective conversion of the Company to an SE.

Consequences of the conversion for the Company

As an SE, the Company shall be governed by its bylaws, the SE Regulation and the prevailing French legal and regulatory provisions in force and applicable to European companies, and, when compatible, those applicable to limited liability companies (*sociétés anonymes*).

The conversion will not result in the winding up of the Company or the creation of a new legal person.

Once the conversion becomes effective, the Company will keep its corporate name "EDENRED" preceded or followed, in all documents issued by the Company, by the words "*Société Européenne*" or the initials "SE".

The conversion will not give rise to any changes in the term of the Company or its corporate purpose. The Company's registered office and head office will continue to be located at 14-16, boulevard Garibaldi, 92130 Issy-les-Moulineaux, France.

The number of shares issued by the Company and their par value will not change solely as a result of the conversion. These shares will continue to be traded on the Euronext Paris regulated market.

The duration of the current financial year will not be modified and the financial statements for the current financial year will be prepared, presented and audited under the same conditions as before.

Edenred will retain a one-tier system of governance, as allowed by the SE Regulation and thus will continue to have a Board of Directors, whose composition will remain unchanged. The directors, Chairman and Chief Executive Officer and principal and alternate Statutory Auditors in office at the time of the Company's conversion to an SE will serve until the expiration of their respective terms.

The organization of the Company's governance, consisting primarily of the Chairman of the Board of Directors, the Lead Independent Director and Vice-Chairman and the three Board Committees (an Audit and Risks Committee, a Commitments Committee, and a Compensation and Appointments Committee) will remain unchanged.

All the authorizations and powers granted to the Board of Directors as a current French limited liability company, in effect on the effective date of the conversion of the Company to an SE will be automatically transferred to the Board of Directors of the Company in its new legal form as an SE, on the effective date of the conversion.

Consequences of the conversion for the shareholders

The conversion will not have any impact on the rights attached to the Company's shares held by its shareholders and will not result in any increase in their commitments. There will be no change in the number of shares issued by the Company, their par value and the number of voting rights attached to each share shall not be modified as a result of this conversion.

Consequences of the conversion for creditors

The conversion will not give rise to any changes in the rights of the Company's creditors. The creditors existing prior to the conversion will retain all of their rights with respect to the Company once the conversion becomes effective.

Pursuant to Articles L. 225-244 and L. 228-65 (I.1°) of the French Commercial Code, the draft terms of conversion of the Company to a European Company must also be submitted for approval by holders of bonds issued by the Company (with the exception of holders of Company OCEANE bonds, who have given their approval in advance to the change of legal form of the Company, in accordance with the terms and conditions of the OCEANE bonds).

Consequences of the conversion for employees

The conversion of the Company to an SE will not modify the current configuration of the Group to the extent it comprises a parent company and, with respect to the European Economic Area scope, subsidiaries and entities located in this scope.

The individual and collective rights of employees of the Company and its various subsidiaries and entities will not be changed in that:

- individual relations between employees and their employer will continue in accordance with the national rules normally governing such relations;
- collective relations will also continue or evolve in accordance with national law and, in particular, will not be reduced or held back by the conversion of the Company.

However, Article L.2351-2 of the French Labour Code provides that provisions concerning the European Works Council are not applicable to an SE and its subsidiaries. Accordingly, on registration of the Company as an SE, the current European Works Council will cease to exist (subject to transitory provisions that may be agreed upon).

Amendment to the bylaws

Subject to the approval of the 18th resolution, shareholders are also invited to (i) acknowledge that the corporate name "EDENRED" will not change and will always be immediately preceded or followed by the words "*Société Européenne*" or the initials "SE", from the effective date of the conversion, and (ii) adopt in their entirety the bylaws brought in line with the aforementioned SE Regulation that will govern the Company following the effective date of the conversion (19th resolution).

The proposed amendments to the bylaws resulting from the conversion to an SE relate to:

- the information for identifying the Company, including its legal form (Articles 1, 2 and 4 of the bylaws);
- the operation as well as the powers and responsibilities of the Board of Directors (Articles 12, 13 and 15 of the bylaws); and
- reference to the procedure governing related-party agreements by referring to the provisions governing French limited liability companies (adding a new Article 25 to the bylaws).

The draft version of the bylaws of the Company in its new legal form as an SE is attached to the draft terms of conversion of Edenred to a European Company dated December 7, 2020 and is also available on the Company's website.

8.1.8 Powers to carry out formalities (20th resolution)

The purpose of the **twentieth resolution** is to grant full powers to the bearer of an original, extract or copy of the minutes of the May 11, 2021 Combined General Meeting to carry out any and all filing, publication and other formalities required by law for the purposes of the resolutions described above.

8.2 Resolutions of the General Meeting

Resolutions to be resolved upon by an Ordinary General Meeting

First resolution
Approval of the Company's financial statements for the financial year ended December 31, 2020

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' Report on the Company's financial statements for the financial year, approves the Company's financial statements for the financial year ended December 31, 2020, as presented, as well as the transactions reflected in those financial statements or summarized in those reports and which show, for the said financial year, net accounting profit of €204,928,787.73.

In application of Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the General Meeting approves the total amount of non-deductible expenses and charges for tax purposes referred to in Article 39, paragraph 4 of the said code, which amounted to €277,202 for the past financial year, and the tax paid pertaining to those expenses and charges, which amounted to €69,300.

Second resolution
Approval of the consolidated financial statements for the financial year ended December 31, 2020

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' Report on the consolidated financial statements for the financial year, approves the consolidated financial statements for the financial year ended December 31, 2020, as presented, as well as the transactions reflected in those financial statements or summarized in those reports and which show, for the said financial year, consolidated net profit of €237,913,000.

Third resolution
Appropriation of profit for the financial year ended December 31, 2020 and setting of the dividend

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, acknowledges that the Company's net accounting profit for the 2020 financial year amounts to €204,928,787.73 and decides to appropriate this amount as follows:

Net accounting profit for the financial year ended December 31, 2020	€204,928,787.73
Allocation to the legal reserve	€675,698.80
Balance	€204,253,088.93
Retained earnings brought forward from prior financial years	€225,034,514.93
Profit available for distribution	**€429,287,603.86**
allocated as follows:	
• dividend payment (based on 245,905,514 shares carrying dividend rights at December 31, 2020)	€184,429,135.50
• retained earnings	€244,858,468.36

The dividend is set at €0.75 per share entitled to the dividend in respect of the financial year ended December 31, 2020. The dividend will be paid as from June 9, 2021, with an ex-dividend date of May 14, 2021. It is specified that the dividend corresponding to the treasury shares or shares that have been the subject of a cancellation on the date of payment will be allocated to retained earnings.

The General Meeting decides that if the number of shares actually conferring entitlement to a dividend on the ex-dividend date is lower or higher than 245,905,514 shares, the total amount allocated to the dividend payment will be adjusted downward or upward and the amount allocated to retained earnings modified based on dividends actually paid.

Dividends paid to individuals domiciled for tax purposes in France are subject to a single flat-rate deduction of 30%, which includes (i) income tax at a flat rate of 12.8%, and (ii) social security levies (including the CSG wealth tax, the CRDS social security debt reduction tax and the solidarity tax) at a rate of 17.2%. However, they may choose to pay tax at their marginal rate of income tax. In this case, the dividend of €0.75 per share will be eligible for the 40% allowance under Article 158, 3-2° of the French General Tax Code for individuals domiciled for tax purposes in France. This choice must be made explicitly each year and is irrevocable. It applies to all income, net gains, profits and receivables that fall within the scope of application of the single flat-rate deduction for a given year (*i.e.*, mainly interest, dividends and capital gains on transferable securities).

It is also specified that individuals who are part of a tax household whose reference taxable income for the penultimate year is less than €50,000 (single taxpayer) or €75,000 (taxpayers subject to joint taxation) may apply for a waiver of the compulsory withholding tax provided for in Article 117 *quater* of the French General Tax Code. The application for the withholding to be waived must be submitted by the taxpayer no later than November 30 of the year preceding the one in which the dividend is paid.

In accordance with Article 243 *bis* of the French General Tax Code, it is recalled that the dividend payments for the last three financial years were as follows:

FOR THE FINANCIAL YEAR ENDED DECEMBER 31	PAYOUT DATE	DIVIDEND ELIGIBLE FOR THE 40% ALLOWANCE PROVIDED FOR IN ARTICLE 158, 3-2° OF THE FRENCH GENERAL TAX CODE	DIVIDEND NOT ELIGIBLE FOR THE 40% ALLOWANCE
2019	June 5, 2020	€169,447,050, representing a dividend per share of €0.70	N/A
2018	June 11, 2019	€205,846,503, representing a dividend per share of €0.86	N/A
2017	June 8, 2018	€199,677,661, representing a dividend per share of €0.85	N/A

Fourth resolution
Option for payment of the dividend in new shares

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report and acknowledging that the Company's share capital is fully paid up, in accordance with the provisions of Article L.232-18 *et seq.* of the French Commercial Code (*Code de commerce*) and Article 26 of the Company's bylaws:

1) decides to offer each shareholder the possibility to opt for the payment in the Company's new shares for the full amount of the dividend to which they are entitled;

2) decides that shareholders shall exercise this option between May 18, 2021 and June 2, 2021, inclusive, by sending their request to the financial intermediaries authorized to pay the said dividend or, for shareholders registered with the Company, to its agent (Société Générale, 32 rue du Champ de Tir, Département des titres et bourse, CS 30812 – 44308 Nantes Cedex 3, France). If the option is not exercised within this period, the dividend shall be paid in cash only.

3) decides that, should this option be taken up, the new shares will be issued at a price equal to 90% of the average of the opening prices quoted for the Company's shares on Euronext Paris during the 20 trading days preceding the date of this General Meeting less the net amount of the dividend and rounded up to the next euro cent. The issued shares will bear rights as of January 1, 2021 and will rank *pari passu* with other shares comprising the share capital of the Company. Delivery of the new shares will take place as from June 9, 2021;

4) decides that, if the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder will receive the lower whole number of shares, and a balancing payment made by the Company corresponding to the difference between the dividend amount for which the option is exercised and the subscription price for the number of shares received;

5) grants full powers to the Board of Directors – which may be sub-delegated as provided for in the legal and regulatory provisions in force – to carry out the payment of the dividend in new shares and specify the terms and conditions thereof, to carry out all the necessary disclosures and other formalities, to acknowledge the resulting capital increase, to amend the Company's bylaws accordingly, and, more generally, to do everything required for implementing this resolution.

Fifth resolution
Renewal of Ms. Sylvia Coutinho as a director

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, decides to renew the term of office as director of Ms. Sylvia Coutinho.

This term of office of a duration of four years will expire following the General Meeting to be held in 2025 to decide on the financial statements of the previous financial year.

Sixth resolution
Renewal of Ms. Françoise Gri as a director

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, decides to renew the term of office as director of Ms. Françoise Gri.

This term of office of a duration of four years will expire following the General Meeting to be held in 2025 to decide on the financial statements of the previous financial year.

Seventh resolution
Appointment of Ms. Angeles Garcia-Poveda as a director

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, decides to appoint Ms. Angeles Garcia-Poveda as a director.

This term of office of a duration of four years will expire following the General Meeting to be held in 2025 to decide on the financial statements of the previous financial year.

Eighth resolution
Appointment of Ms. Monica Mondardini as a director

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, decides to appoint Ms. Monica Mondardini as a director.

This term of office of a duration of four years will expire following the General Meeting to be held in 2025 to decide on the financial statements of the previous financial year.

Ninth resolution
Appointment of Mr. Philippe Vallée as a director

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, decides to appoint Mr. Philippe Vallée as a director.

This term of office of a duration of four years will expire following the General Meeting to be held in 2025 to decide on the financial statements of the previous financial year.

Tenth resolution

Approval of the compensation policy for the Chairman and Chief Executive Officer, pursuant to Article L.22-10-8 of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman and Chief Executive Officer, as presented in the Board of Directors' report on corporate governance drawn up pursuant to Article L.225-37 of the French Commercial Code and which appears in section 6.2.1 (pages 184 to 190) of the 2020 Universal Registration Document.

Eleventh resolution

Approval of the compensation policy for the members of the Board of Directors (excluding the Chairman and Chief Executive Officer), pursuant to Article L.22-10-8 of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors (excluding the Chairman and Chief Executive Officer), as presented in the Board of Directors' report on corporate governance drawn up pursuant to Article L.225-37 of the French Commercial Code and which appears in section 6.2.1 (pages 184 to 186) of the 2020 Universal Registration Document.

Twelfth resolution

Approval of the annual aggregate amount allocated to directors as compensation for their duties

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, sets the annual aggregate amount allocated to directors as compensation for their duties at €800,000. This amount will be applicable as from January 1, 2021 until decided otherwise by a subsequent General Meeting.

Thirteenth resolution

Approval of the information on corporate officer's compensation referred to in Article L.22-10-9 (I.) of the French Commercial Code, pursuant to Article L.22-10-34 (I.) of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, pursuant to Article L.22-10-34 (I.) of the French Commercial Code, approves the information referred to in Article L.22-10-9 (I.) of the French Commercial Code, as presented in the Board of Directors' report on corporate governance drawn up pursuant to Article L.225-37 of the French Commercial Code and which appears in section 6.2.2 (pages 191 to 198) of the 2020 Universal Registration Document.

Fourteenth resolution

Approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid during, or awarded for, the financial year ended December 31, 2020 to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, pursuant to Article L.22-10-34 (II.) of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, pursuant to Article L.22-10-34 (II.) of the French Commercial Code, approves the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid during, or awarded for, the financial year ended December 31, 2020 to Mr. Bertrand Dumazy, Chairman and Chief Executive Officer, as presented in the Board of Directors' report on corporate governance drawn up pursuant to Article L.225-37 of the French Commercial Code and which appears in section 6.2.3 (pages 198 to 201) of the 2020 Universal Registration Document.

Fifteenth resolution

Approval of the Statutory Auditors' special report on the related-party agreements referred to in Article L.225-38 et seq. of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report on the related-party agreements referred to in Article L.225-38 *et seq.* of the French Commercial Code, approves the said Statutory Auditors' special report and acknowledges that there are no new agreements to be submitted to the approval of the General Meeting.

Sixteenth resolution

Authorization granted to the Board of Directors to trade in the Company's shares

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' report, in accordance with Articles L.225-210 *et seq.* and L.22-10-62 *et seq.* of the French Commercial Code, the General Regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF) and Regulation (EU) no. 596/2014 of April 16, 2014 as well as the associated delegated and implementing acts adopted by the European Commission:

1) authorizes the Board of Directors – with the possibility of sub-delegating as provided for in the legal and regulatory provisions in force – to purchase the Company's shares, either directly or through an intermediary, with a view to the following:
   - cancelling all or some of the shares acquired as part of a capital reduction, pursuant to the authorization granted by the Combined General Meeting of May 7, 2020 in its 15th resolution or any other resolution with the same purpose that may supersede the said resolution while this authorization is in force,
   - allocating, covering and honouring any stock option plans, free share allocation plans, employee savings plans or any other form of allocation to employees and/or corporate officers of the Company and companies that are related to the Company as defined in the legal and regulatory provisions in force,
   - delivering shares upon the exercise of rights attached to securities giving access to the Company's share capital,
   - holding shares in treasury for subsequent remittance in payment or exchange in connection with mergers, demergers or asset contributions,
   - ensuring the liquidity of or making a market in Edenred shares, under an AMF-compliant liquidity contract entered into with an investment services provider,
   - enabling the Company to trade in Edenred shares for any other purpose currently authorized or that may be authorized in the future by the legal and regulatory provisions in force, or to carry out any market practice that may be authorized in any new regulations adopted by the AMF. In such cases, the Company will inform its shareholders through a press release;
2) decides that shares may be bought back, sold or otherwise transferred at any time, except from the filing by a third party of a public tender offer for the Company's securities and until the end of the offer period, subject to the limits and in accordance with the terms and conditions set in the legal and regulatory provisions in force;

3) sets the maximum purchase price at €70 per share (or the corresponding value of this amount on the same date in any other currency), it being specified that this maximum price is only applicable to transactions decided after the date of this General Meeting and not to transactions concluded under an authorization granted by a previous General Meeting providing for acquisitions of shares subsequent to the date of this General Meeting;

4) in the event of a transaction affecting the Company's share capital or shareholders' equity, delegates to the Board of Directors the authority to adjust the maximum price in order to take into account the impact of the said transactions on the value of the share;

5) decides that purchases of the Company's shares may involve a number of shares, such that:

- the number of shares bought back by the Company under this resolution does not exceed 10% of the shares comprising the Company's share capital at the buyback date, *i.e.*, as an indication, 24,658,335 shares at December 31, 2020 (representing a theoretical maximum amount allocated to this resolution of €1,726,083,450), it being specified that (i) the maximum number of shares acquired to be retained and subsequently remitted as part of a merger, demerger or asset contribution may not exceed 5% of the Company's share capital and (ii) when the shares are purchased to favour liquidity under the conditions defined by the regulations of the AMF, the number of shares used for the calculation of the 10% limit corresponds to the number of shares purchased less the number of shares sold during the term of the authorization,
- the maximum number of shares that the Company may hold at any given time may not exceed 10% of the shares comprising the Company's share capital;

6) decides that (i) the purchase, sale or transfer of shares may be carried out and settled by any means, on the basis and within the limits prescribed by the legal and regulatory provisions in force, in one or several transactions, *via* regulated markets, multilateral trading facilities, systematic internalizers or over the counter, including through block purchases or sales or the use of derivative instruments (excluding sales of put options), and (ii) the entire share buyback program may be implemented through a block trade;

7) grants full powers to the Board of Directors – which may be sub-delegated as provided for in the legal and regulatory provisions in force – to use this authorization and in particular to place any and all buy and sell orders on or off the market, enter into any and all agreements, notably for the keeping of registers of share purchases and sales, complete the share purchases and sales, carry out all the necessary disclosures and other formalities, prepare any and all documents and press releases related to the above transactions, and generally do whatever is necessary for the application of this resolution;

8) sets at 18 months as from this General Meeting the duration of this authorization which cancels, for the remaining period, and supersedes, for the unused portion, the authorization given by the Combined General Meeting of May 7, 2020 in its 14th resolution.

Resolutions to be resolved upon by an Extraordinary General Meeting:

Seventeenth resolution

Authorization granted to the Board of Directors to proceed with the free allocation of performance shares, existing and/or to be issued without pre-emptive subscription rights, for the benefit of employees and corporate officers of the Company and related companies, within the limit of 1.5% of the share capital

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the legal and regulatory provisions in force, in particular Articles L.225-197-1 *et seq.*, L.22-10-59 and L.22-10-60 of the French Commercial Code:

1) authorizes the Board of Directors to proceed, on one or more occasions, with the free allocation of Company's ordinary shares, existing and/or to be issued without pre-emptive subscription rights, for the benefit of employees and/or corporate officers (eligible within the meaning of Article L.225-197-1 (II.) of the French Commercial Code) of the Company and companies or economic interest groups related to it in accordance with the conditions provided in Article L.225-197-2 of the French Commercial Code, or certain categories of them;

2) decides that the total number of shares, existing and/or to be issued, allocated free of charge under this resolution may not exceed 1.5% of the Company's share capital as at the date of allocation by the Board of Directors, it being specified that this ceiling (i) does not include the adjustments made to protect, in accordance with the applicable legal and regulatory provisions and if relevant any contractual provisions that might be applicable, the rights of holders of securities or other rights giving access to the share capital and (ii) will count towards the global ceiling for all the share capital increases with cancellation of pre-emptive subscription rights carried out or which may be ultimately carried out set in the 17th resolution of the Combined General Meeting of May 7, 2020 as well as towards the global ceiling for all the share capital increases carried out or which may be ultimately carried out set in the 16th resolution of the Combined General Meeting of May 7, 2020 or any resolutions with the same purpose that may supersede the said resolution while this delegation is in force;

3) decides that the total number of shares, existing and/or to be issued, allocated free of charge under this resolution to corporate officers of the Company may not exceed, during a financial year, 0.1% of the Company's share capital as at the date of allocation by the Board of Directors, it being specified that this sub-ceiling (i) does not include the adjustments made to protect, in accordance with the provisions of applicable laws and regulations and if relevant any contractual provisions that might be applicable, the rights of holders of securities or other rights giving access to the share capital and (ii) will count towards the aforementioned global ceiling of 1.5% of the share capital;

4) in the event of use of this authorization by the Board of Directors:

- decides that any allocation will be subject to a presence condition and to one or more performance conditions set by the Board of Directors at the allocation date and assessed over at least three consecutive financial years, it being however specified that, as an exception, and for a total not exceeding 15% of the aforementioned global ceiling of 1.5% of the share capital, the allocation may be made for the benefit of the employees of the Company and companies or economic interest groups related to it (mentioned in paragraph 1), with the exception of corporate officers and members of the Executive Committee of the Company, without any performance condition, it being further specified that this sub-ceiling (i) will be increased by the shares to be issued, if necessary, in respect of the adjustments to be made to protect, in accordance with the applicable legal and regulatory provisions and, if relevant, any contractual provisions that might be applicable, the rights of holders of securities or other rights giving access to the share capital and (ii) will count towards the aforementioned global ceiling of 1.5% of the share capital,
- decides that any allocation will only vest at the end of a vesting period set by the Board of Directors but which may not be less than three years,
- decides that, if relevant, the duration of the lock-up period will be set by the Board of Directors,
- acknowledges that this authorization entails, in favour of the beneficiaries of the said shares, the waiver by shareholders of their pre-emptive subscription right to the ordinary shares to be issued;

5) grants full powers to the Board of Directors – which may be sub-delegated as provided for in the legal and regulatory provisions in force – to use this authorization, and in particular to:

- determine whether the shares allocated free of charge are shares to be issued or already existing,
- set, within the limits provided for in the applicable laws and regulations, the dates on which the shares will be allocated,
- determine the identity of the beneficiaries, or the category or categories of beneficiaries of the share allocations and the number of shares allocated to each of them,
- determine the share allocation criteria, the conditions and procedures for allocating such shares and in particular the vesting period and, if appropriate, the lock-up period for the shares so allocated, the condition of presence and the performance condition(s), pursuant to this authorization,
- set the date, even retroactively, when the new shares to be issued bear rights,
- provide for the possibility of temporarily suspending the allocation rights as provided for by the applicable legal and regulatory provisions,
- register the shares allocated in a registered account in the name of their owner at the end of the vesting period, stating, where appropriate, the lock-up period and its duration thereof, and cancel the lock-up period in any circumstances in which this resolution or the legal and regulatory provisions in force allow cancellation of the said period,
- decide, as regards the corporate officers, either that the shares may not be sold by the interested parties before the termination of their duties, or set the number of shares that they must keep in registered form until the termination of their duties,
- provide for the option of proceeding, if deemed necessary, with adjustments to the number of shares allocated free of charge in order to safeguard the rights of beneficiaries, depending on any transactions involving the share capital or equity of the Company which occurred during the vesting period, in particular as referred to in Article L.225-181 of the French Commercial Code, under the conditions it will determine,
- charge, if applicable, against the reserves, profits or share premiums, the sums necessary for payment of such shares,
- acknowledge the completion of the share capital increase(s),
- amend the Company's bylaws accordingly,
- more generally, enter into any agreements, draw up all documents, carry out all formalities and make all declarations to all organizations and do all that is otherwise necessary;
- and, more generally, do whatever is necessary for the application of this resolution ;

6. set at 26 months as from this General Meeting the duration of this authorization which cancels, for the remaining period, and supersedes, for the unused portion, the authorization given by the Combined General Meeting of May 7, 2020 in its 23rd resolution.

Eighteenth resolution

Approval of the conversion of the Company's legal form by adopting the form of a European Company and the draft terms of conversion

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered:

- the Board of Directors' report;
- the favourable opinion issued on November 17, 2020, by Edenred's Social and Economic Council on the proposed conversion of the Company to a European Company or Societas Europaeas ("SE");
- the draft terms of conversion of Edenred to a European Company ("SE") prepared by the Board of Directors on November 30, 2020 and filed with the Clerk's Office of the Nanterre Commercial Court on December 8, 2020, explaining and justifying the legal and economic aspects of the conversion of the Company to an SE and setting out the consequences on the situation of the Company's shareholders, employees and creditors (the "Draft Terms of Conversion");
- the report of the firm Ledouble, represented by Ms. Agnès Piniot, conversion auditor (*Commissaire à la transformation*) appointed by the President of the Nanterre Commercial Court on December 9, 2020;

after noting and acknowledging that:

- the Company meets the conditions required by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001, on the Statute for a European company, and particularly Articles 2§4 and 37 of the said Regulation, and Article L.225-245-1 of the French Commercial Code relating to the conversion of a limited liability company (*société anonyme*) to an SE;
- the conversion of the Company to an SE will not result in the winding up of the Company or the creation of a new legal person;
- after the conversion, the corporate name will be preceded or followed by the words "*Société Européenne*" or the initials "SE";
- the Company's term, corporate purpose and registered office will not be changed;
- the Company's share capital will be set at the same amount and with the same number of shares with a par value of two euros each; these shares will continue to be traded on the Euronext Paris regulated market;
- the duration of the current financial year will not be changed as a result of the adoption of the SE form and the financial statements for the current financial year will be prepared, presented and audited in accordance with the conditions set down in the bylaws of the Company in its new legal form and the provisions of the French Commercial Code relating to the European company;
- all the authorizations, delegations of authority and powers granted to the Board of Directors of the Company currently as a French limited liability company (*société anonyme*) by the General Meetings and in effect on the date of registration of the Company in the form of an SE, will be transferred to the Board of Directors of the Company in its new legal form as an SE;
- the terms of office of Company directors and Statutory Auditors will continue under the same conditions and for the same residual terms as in effect before the registration of the Company in the form of an SE;

and after noting that in accordance with Article 12§2 of the aforementioned Regulation, the registration of an SE will be effective only when the procedure relating to employees' involvement as provided for in Articles L.2351-1 *et seq.* of the French Labour Code has been completed:

1) decides, subject to the decision taken at the General Meetings of Bondholders in accordance with Articles L.228-65 *et seq.* of the French Commercial Code, and without prejudice to the Board of Directors' ability, pursuant to Article L.228-72 of the French Commercial Code, to approve the conversion of the Company's legal form to an SE (*Societas Europaea*) with a Board of Directors and to approve the Draft Terms of Conversion;
2) acknowledges that the conversion of the Company to an SE will take effect from the date of registration of the Company in the form of an SE with the Nanterre Trade and Companies Register following the negotiations relating to employees' involvement;
3) grants full powers to the Board of Directors – which may be sub-delegated as provided for in the legal and regulatory provisions in force – to:
   - acknowledge the completion of the negotiations on the involvement of employees in the SE and, if appropriate, the signature of an agreement for this purpose,
   - note accordingly that the condition precedent to the Company's registration in its new legal form related to the completion of the said negotiations has been met, and
   - take all decisions, carry out, or cause to carry out all the formalities necessary for the registration of the Company in the form of an SE, and more generally, do everything necessary to note the effective conversion of the Company to an SE.

Nineteenth resolution

Corporate name – Approval of the bylaws of the Company in its new legal form as a European Company

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the report of the Board of Directors and the draft bylaws of the Company in its new legal form as a European Company:

1) acknowledges that from the effective date of the conversion the corporate name "EDENRED" will always be immediately preceded or followed by the words "*Société Européenne*" or the initials "SE", in accordance with the provisions of Article 11 of Council Regulation (EC) no. 2157/2001 of October 8, 2001, on the Statute for a European company;

2) decides, subject to the adoption of the 18th resolution, to adopt, article by article, then in their entirety, the bylaws that will govern the Company from the effective date of the conversion to an SE.

The Articles or paragraphs of Articles set out below will now read as follows, with the other Articles or paragraphs of Articles of the Company bylaws remaining unchanged:

ARTICLE 1
(FORM)

PREVIOUS WORDING	NEW WORDING
The Company ~~**is**~~ a French limited liability company (*société anonyme*). It is governed by ~~**the legal and regulatory**~~ provisions in force, and ~~**by**~~ these bylaws. ~~**It is governed in particular by Articles L.225-17 to L.225-56 of the French Commercial Code.**~~	The Company**, initially incorporated as** a French limited liability company (*société anonyme*)**, was converted to a European Company *(Société Européenne, Societas Europaea)* pursuant to a decision of the Extraordinary General Meeting of May 11, 2021**. It is governed by **applicable European Union law and French law** provisions in force, and these bylaws.

ARTICLE 2
(CORPORATE NAME)

PREVIOUS WORDING	NEW WORDING
The Company's name is: **EDENRED** In all deeds and documents issued by the Company and intended to third parties, the corporate name must always be immediately preceded or followed by the words "*Société* ~~***Anonyme***~~" or the initials ~~**SA as well as**~~ a statement of the share capital amount.	The Company's name is: **EDENRED** In all deeds and documents issued by the Company and intended to third parties, the corporate name must always be immediately preceded or followed by the words "Société **Européenne**" or the initials **"SE",** a statement of the share capital amount **as well as the place of registration and registration number with the Trade and Companies Register.**

PARAGRAPH 1 OF ARTICLE 4
(REGISTERED OFFICE)

PREVIOUS WORDING	NEW WORDING
The Company's registered office is located at 14-16 boulevard Garibaldi, 92130 ISSY-LES-MOULINEAUX.	The Company's registered office is located at 14-16 boulevard Garibaldi, 92130 ISSY-LES- MOULINEAUX**, France**.

PARAGRAPH 5 OF ARTICLE 12
(MANAGEMENT OF THE COMPANY)

PREVIOUS WORDING	NEW WORDING
~~**These**~~ provisions also apply to the permanent representatives of any legal entity that has been appointed director.	**A legal entity may be appointed as director. In such a case, the above-mentioned** provisions **regarding the age limit** also apply to the permanent representatives of any legal entity that has been appointed director.

PARAGRAPH 2 OF ARTICLE 13
(POWERS, DUTIES AND FUNCTIONS OF THE BOARD OF DIRECTORS)

PREVIOUS WORDING	NEW WORDING
	The Board of Directors shall make any and all decisions and exercise any and all powers that fall within its remit pursuant to the legal and regulatory provisions in force**, these bylaws, General Meeting's delegations and its internal regulations**.
~~In addition to the decisions referred to in the~~ legal and regulatory provisions in force ~~that require~~ the prior approval of the Board of Directors~~, the internal regulations referred to in Article 16 hereunder define~~ the decisions of the Chief Executive Officer or of the Deputy Chief Executive Officers for which an approval by the Board of Directors is needed.	**In particular and without limitation,** the prior approval of the Board of Directors **is required for:** • **sureties, endorsements and guarantees given by the Company under the conditions set out in Article L.225-35 of the French Commercial Code;** • the decisions of the Chief Executive Officer or of the Deputy Chief Executive Officers for which an approval of the Board of Directors is needed**, under the conditions set forth in the internal regulations referred to in Article 16 below**.

PARAGRAPHS 1 AND 13 OF ARTICLE 15
(BOARD DELIBERATIONS)

PREVIOUS WORDING	NEW WORDING
The Board of Directors meets whenever it is in the interest of the Company, upon the convocation of its Chairman.	The Board of Directors meets whenever it is in the interest of the Company, upon the convocation of its Chairman**, and at least once every three months**.
[…]	[…]
The directors as well as any person called to attend the Board of Directors' meeting are required to treat the information given during the discussions as strictly confidential and generally to act with discretion.	The directors as well as any person called to attend the Board of Directors' meeting are required to treat the information given during the discussions as strictly confidential and generally to act with discretion. **The directors also have a duty, even after they have ceased to hold office, not to disclose any information which they hold concerning the Company, the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted by the legal and regulatory provisions in force or is of public interest.**
[…]	[…]

NEW ARTICLE 25
(RELATED-PARTY AGREEMENTS)[(1)]

PREVIOUS WORDING	NEW WORDING
	Pursuant to Article L.229-7 of the French Commercial Code, the provisions of Articles L.225-38 to L.225-42 of the French Commercial Code are applicable to agreements entered into by the Company and, as long as the Company's shares are admitted to trading on a regulated market, the provisions of Articles L.22-10-12 and L.22-10-13 of the French Commercial Code.

These bylaws will become effective upon the effective date of the conversion of the Company to an SE following its registration.

A copy of the bylaws will be appended to the minutes of this General Meeting.

(1) *Articles 25 (Financial year), 26 (Distributable earnings), 27 (Dissolution) and 28 (Disputes) are unchanged but are renumbered, respectively, Articles 26 (Financial year), 27 (Distributable earnings), 28 (Dissolution) and 29 (Disputes).*

Twentieth resolution
Powers to carry out formalities

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, grants full powers to the bearer of an original, extract or copy of the minutes of this General Meeting to carry out any and all filing, legal publication, declarations and other formalities for the purposes of the resolutions above.

8.3 Statutory Auditors' special reports

8.3.1 Statutory Auditors' special report on related party agreements

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Annual General Meeting held to approve the financial statements for the year ended December 31, 2020

To the Annual General Meeting of Edenred,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements and commitments. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code *(Code de commerce)*, to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code *(Code de commerce)* of the continuation of the implementation, during the year ended December 31, 2020, of the agreements and commitments previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors *(Compagnie nationale des commissaires aux comptes)* relating to this type of engagement.

Agreements submitted for approval to the Annual General Meeting

We hereby inform you that we have not been notified of any agreements authorized and concluded during the year ended December 31, 2020 to be submitted to the Annual General Meeting for approval in accordance with Article L. 225-38 of the French Commercial Code *(Code de commerce)*.

Agreements previously approved by the Annual General Meeting

We hereby inform you that we have not been notified of any agreements previously approved by the Annual General Meeting whose implementation continued during the year ended December 31, 2020.

Paris-La Défense, March 23, 2021

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIÉS	ERNST & YOUNG Audit
Patrick E. SUISSA	Pierre JOUANNE

8.3.2 Statutory auditors' report on the free allocation of existing shares and/or shares to be issued

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Annual General Meeting of May 11, 2021 (17th resolution)

To the Annual General Meeting of Edenred,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French Commercial Code (Code de commerce), we hereby report on the proposed free allocation of existing shares and/or shares to be issued, subject to one or more performance conditions, reserved for employees and/or eligible directors (in compliance with article L.225-197-1 II paragraph 1 of the French Commercial Code) of your Company and of related companies and economic interest groupings (under the conditions provided under article L.225-197-2 of the French Commercial Code), or certain categories among them, an operation upon which you are called to vote.

The total number of free shares that may be issued under this authorization may not exceed 1.5% of your Company's share capital at the date of the allocation decision by the Board of Directors, it being specified that (i) the par value amount of any share capital increase performed pursuant to this delegation of authority shall be deducted from the overall ceiling for share capital increases with cancellation of preferential subscription rights carried out or likely to be carried out in the long term, set in resolution seventeen of the Combined General Meeting of May 7, 2020 and from the overall ceiling for all share capital increases carried out or likely to be carried out in the long term set in resolution sixteen of the Combined General Meeting of May 7, 2020 and (ii) the total number of shares that may be issued to directors of your Company may not exceed, in the course of a financial year, 0.1% of your Company's share capital at the date of the allocation decision by the Board of Directors, this sub-ceiling being deducted from the aforementioned overall ceiling of 1.5% of the share capital.

Your Board of Directors proposes that on the basis of its report it be authorized for a period of twenty-six months to allocate, for free, existing shares and/or shares to be issued.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed free allocation of shares.

Paris-La Défense, March 23, 2021

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIÉS
Patrick E. SUISSA

ERNST & YOUNG Audit
Pierre JOUANNE

8.4 Report of the conversion auditor on the conversion of a Société Anonyme into a European Company

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in Fran

Decision (ordonnance) of the President of the Commercial Court of Nanterre dated December 30, 2020

To the attention of the Shareholders,

In execution of the mission of conversion auditor (*commissaire à la transformation*), assigned to us by decision (*ordonnance*) of the President of the Commercial Court of Nanterre dated December 30, 2020, regarding the conversion of Edenred [1] (the "**Company**") into an European Company or *Societas Europaea*, we have prepared this report in accordance with the provisions of Article 37 of the Council Regulation (EC) no. 2157/2001 of October 8, 2001, on the Statute for a European Company and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*).

The conversion was approved by your Board of Directors at its November 30, 2020 meeting, subject to its approval by your General Meeting to be held on May 11, 2021. Subject to this condition precedent, the conversion will take effect upon registration of the Company as a European company in the Trade and Companies Register.

We performed the procedures which we considered necessary in accordance with professional guidance of the *Compagnie Nationale des Commissaires aux Comptes* in relation to this mission. These procedures consisted in verifying that the amount of net assets is at least equivalent to the amount of the share capital plus any reserves that the law or the bylaws do not allow to be distributed.

In particular, we have:

- identified, in respect of the last financial year ended December 31, 2020, the amount of the share capital plus any reserves that the law or the bylaws do not allow to be distributed, and compared it with the Company's net asset value;
- reviewed the main components of the Company's net asset value, including equity investments and related receivables;
- reviewed the net book value of the main equity lines;
- assessed, on the basis of public information and information collected from our interlocutors, the impact of events having occurred between December 31, 2020 and the date of this report on the value of the components used to determine the amount of the Company's net assets;
- confirmed that nothing else has occurred since December 31, 2020 that would alter the fact that the Company has net assets at least equivalent to the share capital plus any reserves that the law or the bylaws do not allow to be distributed.

Based on our work, at the date of this report, we certify that the Company has net assets at least equal to the amount of the share capital plus any reserves that the law or the bylaws do not allow to be distributed.

Paris, March 24, 2021

French original signed by

LEDOUBLE SAS
Agnès PINIOT

8

(1) Société anonyme with a share capital of EUR 493,166,702, registered with the Nanterre Trade and Companies Register under number 493 322 978, having its registered office at 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux.

9

Additional information

9.1 Investor relations and documents available to the public

In addition to the General Meeting and the events organized to present the annual results, Edenred keeps both individual and institutional shareholders informed of the latest developments in a highly responsive manner. This information is tailored to the specific needs of different types of shareholders and financial analysts while constantly complying with the principle of equal access to information.

Edenred maintains an open dialogue with its institutional shareholders ahead of the General Meeting in order to identify their governance concerns as well as changes in their voting policies regarding the Group's proposed resolutions.

The Company's press releases and historical financial information are available on the Edenred website (www.edenred.com in the "Investors/Shareholders" section) and the website of the French financial markets authority (Autorité des marchés financiers – AMF – www.amf-france.org). Copies may also be obtained from the Company's headquarters, 14-16, boulevard Garibaldi – 92130 Issy-les-Moulineaux, France. The bylaws and the minutes of General Meetings, the financial statements of the Company and the Group, the Statutory Auditors' Reports and all other corporate documents are available for consultation in paper format at the Company's headquarters. This information is also available in the "Investors/Shareholders" section of edenred.com on the "Governance" and "Annual General Meeting" pages.

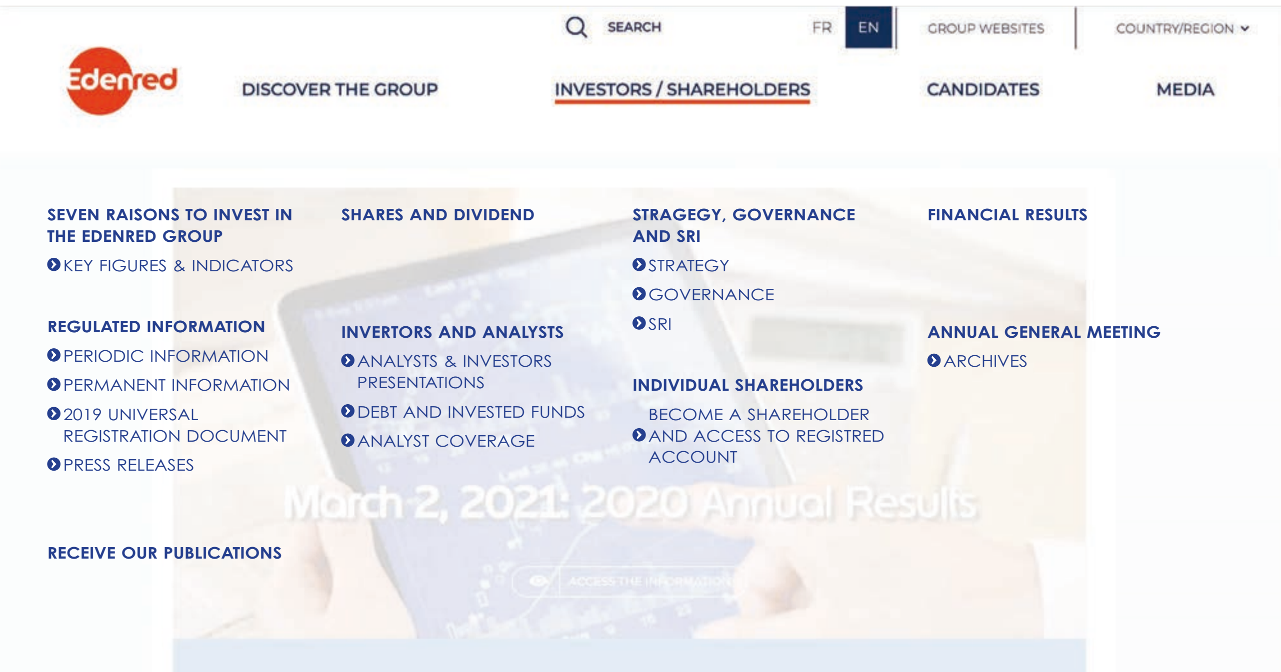
9.1.1 Meetings with investors

In 2020, Edenred met 1,425 representatives of 413 financial institutions, held 17 roadshows and participated in 15 investor conferences. As from mid-March 2020, all of these events took place virtually due to the health situation. The virtual format made it easier for investors to take part, leading to an increase in the number of people reached compared with previous years.

The Group had also scheduled four meetings with individual shareholders in 2020. However the health crisis subsequently forced Edenred to use webinar for all shareholder events.

9.1.2 Optimized and accessible investor and shareholder publications

The Edenred website has been optimized for viewing on smartphones and tablets. All of the Group's financial news and publications are available in the "Investors/Shareholders" section of edenred.com, which is organized into nine topics:



Statutory documents are available for consultation at Edenred S.A.'s registered office, 14-16 boulevard Garibaldi – 92130 Issy-les-Moulineaux, France, as well as in the "Investors/Shareholders" section of edenred.com.

Regulatory filings are issued electronically through a professional disclosure service that complies with the criteria set out in the AMF's General Regulations. The filings are also available on the corporate website.

9.1.3 Contacts

FINANCIAL COMMUNICATION AND INVESTOR RELATIONS DEPARTMENT	INSTITUTIONAL INVESTORS/ANALYSTS	INDIVIDUAL SHAREHOLDERS
Cédric APPERT Financial Communication & Investor Relations Director Email: investor.relations@edenred.com Phone: +33 (0)1 86 67 20 04	Loïc DA SILVA Investor Relations manager Email: investor.relations@edenred.com Phone: +33 (0)1 86 67 20 04	Élisabeth PASCAL Regulated Information Distribution and Shareholder Relations manager Email: relations.actionnaires@edenred.com

9.2 Persons responsible for the Universal Registration Document and the audit of the accounts

RFA

9.2.1 Persons responsible

9.2.1.1 Person responsible for the Universal Registration Document

Bertrand Dumazy, Chairman and Chief Executive Officer of Edenred.

9.2.1.2 Statement by the person responsible for the Universal Registration Document

I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I declare that, to the best of my knowledge, (i) the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of Edenred and the consolidated companies, and (ii) the Management Report (cross-reference table in Chapter 9) represents a fair view of the business, results and financial position of Edenred and its consolidated companies and provides a description of the main risks and uncertainties to which they are exposed.

Bertrand Dumazy,

Chairman and Chief Executive Officer of Edenred

Issy-les-Moulineaux, March 29, 2021

9.2.2 Statutory Auditors

Statutory Auditors

Deloitte & Associés

Patrick E. Suissa

6, place de la Pyramide 92908 Paris-La Défense Cedex, France

Appointed for six years at the May 3, 2018 General Meeting.

Ernst & Young Audit

Pierre Jouanne

La Défense 1 1-2, place des Saisons 92400 Courbevoie, France

Appointed for six years at the May 4, 2016 General Meeting.

Alternate auditors

Auditex

La Défense 1 1-2, place des Saisons 92400 Courbevoie, France

Appointed on the same basis and for the same period as Ernst & Young Audit.

9.3 Fees paid to the Statutory Auditors

The table of fees paid by the Group for 2019 and 2020 is available Chapter 7, Note 11.4, page 285.

9.4 Information on holdings

Information relating to the undertakings in which the Company holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses is provided in the notes to the consolidated financial statements (see Note 12 "List of consolidated companies at December 31, 2020" to the financial statements, page 287).

9.5 Third-party information

Not applicable.

9.6 Information incorporated by reference

In accordance with Delegated Regulation (EU) 2019/980 of March 14, 2019, supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council, the Universal Registration Document incorporates the following information by reference:

2019 Universal Registration Document (1)

The 2019 Universal Registration Document was filed on March 25, 2020 with the Autorité des marchés financiers (D.19-0175 registration). It concerns:

- the consolidated financial statements and corresponding Statutory Auditors' Report presented on pages 184 to 266 of Edenred's 2019 Universal Registration Document;
- the financial review presented on pages 61 to 75 of Edenred's 2019 Universal Registration Document;
- sections of these documents that are not mentioned above are either not applicable to investors or are covered in another part of this Document.

2018 Registration Document(2)

The 2018 Registration Document was filed on March 28, 2019 with the Autorité des marchés financiers (D.19-0217 registration). It concerns:

- the consolidated financial statements and corresponding Statutory Auditors' Report presented on pages 167 to 250 of Edenred's 2018 Registration Document;
- the financial review presented on pages 66 to 77 of Edenred's 2018 Registration Document;
- sections of these documents that are not mentioned above are either not applicable to investors or are covered in another part of this Document.

(1) Access to 2019 Universal Registration Document:
https://www.edenred.com/sites/default/files/pdf/documentations/archive-assemblee-generale/edenredurd2019vadef.pdf

(2) Access to 2018 Registration Document:
https://www.edenred.com/sites/default/files/pdf/documentations/information-reglementee-et-communiques-eng/edenred2018registrationdocumentonlineversion.pdf

9.7 Regulatory filings

The following information was published or announced by Edenred between January 1, 2020 and February 28, 2021:

- press release dated January 8, 2020 announcing Edenred's strengthened leadership position in the United Arab Emirates payroll cards market;
- disclosure of number of shares and voting rights as of January 31, 2020;
- press release dated February 13, 2020 announcing Edenred's renegotiation of its syndicated credit facility, introducing environmental and social performance criteria into the calculation of the financing costs;
- press release dated February 26, 2020 announcing the 2019 annual results;
- disclosure of number of shares and voting rights as of February 29, 2020;
- availability of the 2019 Universal Registration Document – Suspension of 2020 targets, March 25, 2020;
- disclosure of number of shares and voting rights as of March 31, 2020;
- press release dated March 31, 2020 announcing the appointment of the Vice-President, Marketing & Strategy, and member of the Group Executive Committee;
- press release dated April 7, 2020 concerning Edenred's commitment alongside people at work amid the Covid-19 epidemic;
- press release dated April 7, 2020 announcing the dividend recommended at the General Meeting on May 7, 2020;
- press release dated April 15, 2020 announcing that preparatory documents for the 2020 General Meeting have been made available to shareholders;
- press release dated April 23, 2020 announcing first-quarter 2020 revenue;
- disclosure of number of shares and voting rights as of April 30, 2020;
- press release dated May 7, 2020 announcing the adoption of all resolutions at the May 7, 2020 General Meeting;
- press release dated May 7, 2020 on the payment of the dividend;
- press release dated May 13, 2020 announcing the acquisition of employee benefits operations from Cooper Card in the Brazilian market;
- press release dated May 19, 2020 announcing that Edenred now owns 100% of UTA, Europe's second-largest issuer of multi-brand fuel cards and a leading provider of value-added services, such as toll settlement, maintenance and VAT recovery solutions;
- disclosure of number of shares and voting rights as of May 31, 2020;
- press release dated June 4, 2020 on the results of the 2019 dividend reinvestment plan;
- press release dated June 10, 2020 on the successful issuance of €600 million in bonds;
- disclosure of number of shares and voting rights as of June 30, 2020;
- press release concerning liquidity contract transactions in the six months ended June 30, 2020;
- press release dated July 27, 2020 announcing the Group's first-half 2020 results;
- press release dated July 27, 2020 announcing the publication of the 2020 Half-Year Financial Report;
- disclosure of number of shares and voting rights as of July 31, 2020;
- disclosure of number of shares and voting rights as of August 31, 2020;
- disclosure of number of shares and voting rights as of September 30, 2020;
- press release dated October 22, 2020 announcing third-quarter 2020 revenue;
- disclosure of number of shares and voting rights as of October 31, 2020;
- disclosure of number of shares and voting rights as of November 30, 2020;
- press release dated December 10, 2020 announcing the appointment of the Vice-President, Communications, to the Executive Committee;
- press release dated December 16, 2020 announcing the appointment of the Executive Vice President, Finance and Executive Vice President, Marketing & Strategy, and members of the Group Executive Committee;
- disclosure of number of shares and voting rights as of December 31, 2020;
- press release concerning liquidity contract transactions in the six months ended December 31, 2020;
- disclosure of number of shares and voting rights as of January 31, 2021;
- disclosure of number of shares and voting rights as of February 28, 2021.

Access Edenred's regulatory filings: https://www.edenred.com/en/investors-shareholders/regulated-information

9.8 Universal Registration Document cross-reference tables

The table below provides cross references between the information required under Annex 1 (with referral to Annex 2) of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council, and repealing Commission Regulation (EC) no. 809/2004, and the relevant sections and pages in this Universal Registration Document.

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
1	**Persons responsible**		
1.1	Persons responsible for the information in the Universal Registration Document	9.2.1 Persons responsible	363
1.2	Declaration by those responsible for the document	9.2.1 Persons responsible	363
1.3	Statement or report attributed to a person as an expert	7.1 - 7.3 – 5.6 - 8.3, 8.4 Auditors' reports	214, 296, 144, 357, 359
1.4	Third-party information and statement by experts and declarations of any interests	9.5 Third-party information	364
1.5	Statement by the issuer	9.2.1 Persons responsible	363
2	**Statutory Auditors**		
2.1	Name and address of the issuer's auditors	9.2.2 Statutory Auditors	363
2.2	Names of auditors who resigned, were removed or were not re-appointed during the period covered	None	
3	**Risk factors**	**4 Risk factors and management**	**67**
4	**Information about the Company**		
4.1	Legal and commercial name	3.1 The Company	352
4.2	Place of registration, registration number and Legal Entity Identifier (LEI)	3.1 The Company	352
4.3	Date of incorporation and the length of life	3.1 The Company	352
4.4	Domicile and legal form of the issuer, legislation under which the issuer operates, country of incorporation, address and telephone number of its registered office and website	3.1 The Company	352
5	**Business overview**		
5.1	Principal activities	Introduction: Business lines serving people at work across 46 countries 1.1 A global player operating in promising markets	8 22
5.1.1	Description of the nature of the issuer's operations and its principal activities	1.1 A global player operating in promising markets	22
5.1.2	Significant new products and/or services that have been introduced	1.2. Financial and non-financial strategy and targets	26
5.2	Principal markets	1.1 A global player operating in promising markets	22
5.3	Important events in the development of the issuer's business	7.2 Note 3 Significant events and Note 2 Acquisitions, development projects and disposals	231 229
5.4	Strategy and objectives	Introduction: A strategic plan on three drivers, underpinned by strong commitments 1.2 Financial and non-financial strategy and targets	14 26
5.5	Extent of dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	1.7 Intellectual property	34
5.6	The basis for statements made by the issuer regarding its competitive position	1.1 A global player operating in promising markets	22
5.7	Investments		
5.7.1	Description of the issuer's material investments for each financial year for the period covered by the historical financial information	7.2.4 Consolidated statement of cash flows	223

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
5.7.2	Description of any material investments that are in progress		
5.7.3	Information relating to the joint ventures and undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses	7.2 Note 5.4 Investments in equity-accounted companies	247
5.7.4	Description of any environmental issues that may affect the issuer's utilization of tangible fixed assets		
6	**Organizational structure**		
6.1	Description of the Group and the issuer's position within the Group	1 Presentation of the Group	22
		2.1 Description of the business	45
		7.2 Note 12 List of consolidated companies at December 31, 2019	287
6.2	List of significant subsidiaries	9.4 Information on holdings	364
		7.2 Note 12 List of consolidated companies at December 31, 2020	287
7	**Operating and financial review**		
7.1	Review of the development and performance of the issuer's business and of its position for each year and interim period for which historical financial information is required	2.1 Results of operations	36
7.1.1	Analysis of the development and performance of the issuer's business	1 Presentation of the Group	22
		2 Financial review	35
7.1.2	Issuer's likely future development and activities in the field of research and development	None	
7.2	Operating results	2.1.2 Analysis of consolidated financial results	37
7.2.1	Significant factors, including unusual or infrequent events or new developments, materially affecting the issuer's income from operations	2.1.2 Analysis of consolidated financial results	37
7.2.2	Material changes in net sales or revenues and reasons for such changes	2.1.2 Analysis of consolidated financial results 7.2 Note 4.2 Total revenue	37 236
8	**Capital resources**		
8.1	Information concerning the issuer's capital resources (both short and long term)	2.1.4 Liquidity and financial resources	40
8.2	Sources and amounts of the issuer's cash flows	2.1.4 Liquidity and financial resources	40
8.3	Information on the borrowing requirements and funding structure of the issuer	2.1.4 Liquidity and financial resources	40
8.4	Information regarding any restrictions on the use of capital resources	2.1.4 Liquidity and financial resources	40
8.5	Information regarding the anticipated sources of funds	2.1.4 Liquidity and financial resources	40
9	**Regulatory environment**		
	Description of the regulatory environment that the issuer operates in and that may materially affect its business, together with information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations	1.5 Regulatory environment	31
10	**Trend information**		
10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the Universal Registration Document Any significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published to the date of the Universal Registration Document, or an appropriate negative statement	1.2 Strategy 7.2 Note 3.4 Subsequent events	26 231

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
10.2	Any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year	7.2 Note 3.4 Subsequent events	231
11	**Profit forecasts or estimates**	**None**	
12	**Administrative, management and supervisory bodies and senior management**		
12.1	Information about the activities of the following persons, statement that they have not been convicted of any fraudulent offences, and corporate offices: • members of the administrative, management or supervisory bodies; and • any senior manager who is relevant to establishing that the issuer has the appropriate expertise and experience for the management of the issuer's business	6.1.1.1 Presentation of the Board of Directors 6.1.1.2 Absence of conflicts of interest and convictions, and service contracts	150 164
12.2	Administrative, management and supervisory bodies and senior management conflicts of interest	6.1.1.2 Absence of conflicts of interest and convictions, and service contracts	164
	Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to in item 12.1 was selected as a member of the administrative, management or supervisory bodies or as a member of senior management	6.1.1.1 Presentation of the Board of Directors	150
	Details of any restrictions agreed by the persons referred to in item 12.1 on the disposal within a certain period of time of their holdings in the issuer's securities	None	
13	**Remuneration and benefits of the persons referred to in item 14.1**		
13.1	Amount of remuneration paid and benefits in kind granted by the issuer and its subsidiaries	6.2 Corporate officers' compensation	184
13.2	Total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits	6.2 Corporate officers' compensation	184
14	**Board practices**	**6.1.1 The Board of Directors**	**149**
14.1	Date of expiration of the current term of office of the members of the administrative, management or supervisory bodies	6.1.1.1 Presentation of the Board of Directors	150
14.2	Information about members of the administrative, management or supervisory bodies' service contracts	6.1.1.2 Absence of conflicts of interest and convictions, and service contracts	164
14.3	Information about the issuer's Audit Committee and Remuneration Committee	6.1.1.12 Committees of the Board of Directors	171
14.4	Statement as to whether or not the issuer complies with the applicable corporate governance regime(s)	6.1 Corporate governance	148
14.5	Potential material impacts on the corporate governance, including future changes in the Board and committees composition (in so far as this has been already decided)	6.1 Corporate governance	48
15	**Employees**		
15.1	Number of employees at the end of the period or the average for each financial year for the period covered by the historical financial information and breakdown of persons employed	5.2.1.6 Summary table of employee data – Group	115
15.2	Shareholdings and stock options	3.2.2 Employees' interests in Edenred's capital	55
	With respect to each person referred to in item 12.1, information as to their share ownership and any options over such shares in the issuer	6.1.1.1 Presentation of the Board of Directors	150
15.3	Arrangements for involving the employees in the capital of the issuer	3.2.2 Employees' interests in Edenred's capital	55
16	**Major shareholders**		
16.1	Name of any person other than a member of the administrative, management or supervisory bodies who, directly or indirectly, has an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law	3.2.1 Ownership of shares and voting rights	53
16.2	Different voting rights	3.2.1 Ownership of shares and voting rights	53

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
16.3	Statement of whether the issuer is directly or indirectly owned or controlled and description of the measures in place to ensure that such control is not abused	None	
16.4	Arrangements which may result in a change in control of the issuer	3.2.1 Ownership of shares and voting rights	53
16.5	Public offer made during the current or previous financial year	6.3.1.7 Public offer for the Company's shares initiated by a third party during the current or previous financial year and items that could have an impact in the event of a public tender offer	207
16.6	Shareholders' pacts	3.2.1 Shareholders' agreement(s) on the securities making up the Company's capital	53
17	**Related-party transactions**	**2.1.9 Main related-party transactions** **7.2 Note 11.2 Related-party transactions**	**44** **284**
18	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**		
18.1	Historical financial information	7.2 Consolidated financial statements and notes	219
18.1.1	Audited historical financial information covering the latest three financial years and Audit Report in respect of each year	7.1 Statutory Auditors' Report on the consolidated financial statements	214
18.1.2	Change of accounting reference date	None	
18.1.3	Accounting standards	7.2 Note 1.4 Basis of preparation of financial statements	228
18.1.4	Change of accounting framework	None	
18.1.5	National accounting standards	7.4.3 Note 1 Summary of accounting policies	305
18.1.6	Consolidated financial statements	7.2 Consolidated financial statements and notes	219
		7.4 Parent company financial statements and notes	300
18.1.7	Age of financial information	7.2 Note 1.4 Basis of preparation of the financial statements	228
18.2	Interim and other financial information	None	
18.3	Auditing of historical annual financial information	7.1 Statutory Auditors' Report on the consolidated financial statements	214
18.3.1	Statement that the historical financial information has been audited	7.1 Statutory Auditors' Report on the consolidated financial statements	214
18.3.2	Other information in the Universal Registration Document which has been audited by the auditors	7.3 Statutory Auditors' Report on the parent company financial statements	296
18.3.3 18.4	Where financial information in the Universal Registration Document is not extracted from the issuer's audited financial statements, statement of the source of the information and that the information is unaudited Pro forma financial information	None None	
18.5	Dividend policy	3.3 Dividends	61
18.6	Legal and arbitration proceedings	4.2 Legal and arbitration proceedings	78
18.7	Significant change in the issuer's financial position since the end of the last financial period	2.1.11 Subsequent events	45
19	**Additional information**		
19.1	Share capital	3.1 The Company	52
19.1.1	Amount of issued capital, total authorized share capital, number of shares issued, par value per share, and reconciliation of the number of shares outstanding at the beginning and end of the year	3.1 The Company 6.3.4 Changes in share capital	52 209
19.1.2	Shares not representing capital	6.3.3 Shares not representing capital	208
19.1.3	Number, book value and face value of shares in the issuer held by the issuer itself or by subsidiaries of the issuer	3.2.1 Ownership of shares and voting rights	53
19.1.4	Convertible securities, exchangeable securities or securities with warrants	None	
19.1.5	Information about and terms of any acquisition rights and/or obligations over authorized but unissued capital or an undertaking to increase the capital	None	

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
19.1.6	Information about any capital of any member of the Group which is under option or agreed to be put under option	None	
19.1.7	History of share capital for the period covered by the historical financial information	6.3.4 Changes in share capital	209
19.2	Memorandum and articles of association	6.1.1 The Board of Directors	149
19.2.1	Corporate objects and purposes	3.1 The Company	52
19.2.2	Rights, preferences and restrictions attached to each class of existing shares	6.3.1 Description of the Company's shares	205
19.2.3	Description of any provision of the issuer's articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the issuer	None	
20	**Material contracts**	**2.1.6 Material contracts**	**44**
21	**Documents available**	**9.1 Investor relations and documents available to the public**	**362**

9.9 Annual Financial Report cross-reference table

The Universal Registration Document contains all of the information required to be included in the Annual Financial Report governed by Article L.451-1-2 of the French Monetary and Financial Code, in accordance with Article 222-3 of the AMF's General Regulations. To make this information easier to find, the following cross-reference table lists it by main topic.

NO.	KEY INFORMATION	PAGE(S)
1	**Parent company financial statements**	**300**
2	**Consolidated financial statements**	**219**
3	**Management Report (within the meaning of the French Monetary and Financial Code)**	**371**
3.1	Information provided in compliance with Article L.225-100-1 of the French Commercial Code	
	Business analysis	36
	Earnings analysis	37
	Balance sheet analysis	40
	Key financial and non-financial performance indicators	17
	Information on financial risks related to the impacts of climate change and presentation of associated measures	94
	Main risks and uncertainties	44
	Main characteristics of internal control and risk management procedures relating to the preparation and processing of financial and accounting information	80
3.2	Information provided in compliance with Article L.225-211 of the French Commercial Code	
	Share buyback	58
4	**Statement by the persons responsible for the Annual Financial Report**	**363**
5	**Statutory Auditors' Reports on the parent company and consolidated financial statements**	**296, 214**

9.10 Management report cross-reference tables

The following cross-reference table identifies the information that must be included in the management report, pursuant to the French Commercial Code applicable to French joint-stock company with a Board of Directors.

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
1	**Group's position and activity**		
1.1	Position of the Company over the past financial year and objective and exhaustive analysis presenting a fair view of the business, results and financial position of the Company and the Group, particularly its debt, in terms of the size and the complexity of the business	2.1 Financial review – Consolidated results	36
1.2	Key financial performance indicators	2.1 Financial review – Consolidated results	36
1.3	Key non-financial performance indicators relating to the Company's specific activity, including information on environmental and employee matters	5.5 Monitoring key performance indicators	142
1.4	Subsequent events	2.1.11 Subsequent events	45
1.5	Identity of the main shareholders, holders of voting rights at general meetings, and any changes that took place during the past financial year	3.2.1 Ownership of shares and voting rights	53
1.6	Existing branches	N/A	
1.7	Material acquisitions of equity interests in companies headquartered in France	2.2.8 Relations with subsidiaries 7.4 Note 24 Subsidiaries and affiliates	48 322
1.8	Disposals of cross-shareholdings	N/A	
1.9	Foreseeable development of the Company and the Group and outlook	1.2.2 Targets	28
1.10	Research and development activities	2.1.10 Research and development activities	45
1.11	Five-year financial summary	7.4.3 Parent company financial statements – Note 25	324
1.12	Information on supplier and client payments	2.2.3	45
1.13	Amount of inter-company loans granted and Statutory Auditor's report	N/A	
2	**Internal control and risk management procedures**		
2.1	Description of the main risks and uncertainties to which the Company is exposed	2.1.8 Main risks and uncertainties	44
2.2	Information on the financial risks related to the impacts of climate change and presentation of the measures the Company is taking to reduce these by deploying a low-carbon strategy in all the components of its business	5.3.1 Reducing the carbon footprint, the consumption of energy and natural resources and waste production	123
2.3	Main characteristics of internal control and risk management procedures deployed by the Company and by the Group relating to the preparation and processing of financial and accounting information	4.4.2 Summary description of internal control procedures	78
2.4	Indications of objectives and policy regarding each main category using hedge accounting, and the exposure to risks relating to prices, credit, liquidity and cash flow (use of financial instruments by the Company)	4.1.1 Financial risks	69
2.5	Anticorruption processes	5.4.1 Ethically developing activities and partnerships throughout the value chain 4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes	133 73
2.6	Oversight arrangements and report on their effective implementation	4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes	73

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
3	**Report on corporate governance**		
	Information on compensation		
3.1	Corporate officers' compensation policy	6.2.1 Corporate officers' compensation policy (*ex ante* vote by shareholders)	184
3.2	Compensation and benefits of any kind paid or awarded during the period to each corporate officer	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3,3	Split between fixed and variable compensation	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.4	Use of the possibility of requesting the return of variable compensation	None	
3.5	Commitments of any kind entered into by the Company for the benefit of the corporate officers, corresponding to items of compensation or benefits due, or likely to be due upon appointment to a new position, termination/removal from office, or subsequently	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.6	Compensation paid or awarded by an entity included in the consolidation scope as defined in Article L.233-16 of the French Commercial Code	None	
3.7	Ratios of the compensation and benefits paid to each corporate officer to the mean and median compensation of the Company's employees	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.8	Annual changes in compensation, Company performance, mean and median compensation of the Company's employees and the abovementioned ratios over the last five years	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.9	Explanation of how total compensation complies with the Group's approved compensation policy, including how it contributes to long-term performance and how the performance criteria have been applied	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.10	How the vote at the most recent General Meeting was taken into account, in accordance with section II of Article L.225-100 (through December 31, 2020), and with section I of Article L.22-10-34 of the French Commercial Code (from January 1, 2021)	6.2.2 Information referred to in Article L.22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global *ex post* vote by shareholders)	191
3.11	Deviation from the procedure for implementing the compensation policy and any exceptions	None	
3.12	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code (suspension of payment of compensation to directors in the event that the composition of the Board fails to comply with diversity criteria)	None	
3.13	Options awarded to and retained by corporate officers	None	
3.14	Free shares awarded to and retained by corporate officers	6.2.4 Additional information relating to corporate officers' compensation (not subject to a shareholder vote)	202

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
	Information about governance		
3.15	List of all the directorships and positions held by each of the corporate officers during the year	6.1.1.1 Presentation of the Board of Directors	150
3.16	Agreements between a corporate officer or major shareholder with a subsidiary of the Company	6.1.1.11 Related-party agreements	170
3.17	Summary table of authorizations to issue new shares granted by shareholders to the Board of Directors	6.1.5.3 Summary table of authorizations and delegations in force granted by the General Meeting and their utilization in 2020 and early 2021 (until March 1, 2021)	181
3.18	Executive Management organization	6.1.2 General Management	175
3.19	Composition, conditions, preparation and organization of the work of the Board of Directors	6.1.1.1 Presentation of the Board of Directors	150
3.20	Application of the principle of gender balance on the Board of Directors	6.1.1.1 Presentation of the Board of Directors	150
3.21	Any restrictions that the Board places on the powers of the Chief Executive Officer	6.1.2.3 Restrictions on the powers of the Chief Executive Officer	176
3.22	Reference to a corporate governance code and application of the "comply or explain" principle	6.1 Corporate Governance	148
3.23	Conditions and procedures for participating in General Meetings	6.1.5 General Meetings	179
3.24	Procedure for assessing agreements in force - Implementation	6.1.1.11 Related-party agreements	170
3.25	Information likely to have an impact in the event of a public tender offer or exchange offer ° structure of the Company's share capital; ° limitations in the bylaws on the exercise of voting rights and transfer of shares or clauses in agreements brought to the attention of the Company in application of Article L. 233-11 of the French Commercial Code; ° direct or indirect equity interests in the Company of which it is aware, pursuant to articles L. 233-7 and L. 233-12 of the French Commercial Code; ° list of holders of any securities carrying special control rights and a description of these rights – control mechanisms provided for in any employee share ownership system when the employee does not exercise the control rights; ° agreements between shareholders of which the Company is aware that could give rise to restrictions on the transfer of shares and the exercise of voting rights; ° rules for appointing and replacing members of the Board of Directors and amending the Company's bylaws; ° powers of the Board of Directors, in particular as regards share issuance and buybacks: ° agreements entered into by the Company that would change or terminate in the event of a change of control of the Company, except where this disclosure, other than in the case of legal disclosure requirements, would seriously harm its interests; ° agreements providing for the payment of compensation for loss of office or other termination benefits to members of the Board of Directors or to employees if they stand down, resign, are removed from office or terminated other than for gross misconduct or if their employment ends due to a public tender offer or exchange offer.	6.3.1.7 Public offer for the Company's shares initiated by a third party during the current or previous financial year and items that could have an impact in the event of a public tender offer	207
3.26	For French joint-stock companies with a Supervisory Board: Observations of the Supervisory Board on the Report of the Executive Board and on the financial statements for the period.	N/A	
4	**Capital and ownership structure**		
4.1	Structure, changes in the Company's capital and disclosure thresholds	3.2.1 Ownership of shares and voting rights	53
4.2	Purchase and sale by the Company of its own shares	3.2.3 Buyback and sale by Edenred of its own shares	58
4.3	Employee share ownership on the last day of the reporting period (proportion of capital)	3.2.2 Employees' interests in Edenred's capital	65

NO.	KEY INFORMATION	SECTION(S)	PAGE(S)
4.4	Any adjustments for securities giving access to the share capital or stock options in the event of purchases/sales of treasury shares or financial transactions	N/A	
4.5	Disclosures concerning transactions in the Company's shares by managers and related persons	3.4.2 Corporate officers' and executives' dealings in the Company's shares	64
4.6	Dividends paid over the previous three years	3.3.1 Dividends paid over the past three financial years	61
5	**Non-financial performance statement**		
5.1	Business model	Introduction	90
5.2	Description of the principal risks associated with the Company or Group's activities, including where relevant and proportionate, the risks associated with its business relationships, its products or services	5.1.4 Risk analysis 5.1.3 Materiality assessment	94 93
5.3	Information on the manner in which the Company takes into account the social, societal and environmental impact of its operations, and the impacts thereof with regard to the respect for human rights and the fight against corruption (description of the policies applied and due diligence work performed to prevent, identify and mitigate the main risks relating to the Company or Group's business activity)	5.1.4 Risk analysis 5.2.1.3 Labour and human rights 5.4.1 Ethically developing activities and partnerships throughout the value chain 4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes	94 112 133 73
5.4	Outcome of policies applied by the Company, including key performance indicators	5.5 Monitoring key performance indicators 5.2.1.6 Key figures	142 114
5.5	Social information (employment, organization of work, health and safety, labor relations, training, gender equality)	5.2 PEOPLE: improve quality of life	103
5.6	Environmental information (general environmental policy, pollution, circular economy, climate change)	5.3 PLANET: preserve the environment	123
5.7	Societal information (societal commitments to sustainable development, subcontracting and suppliers, fair trade)	5.4 PROGRESS: create value responsibly	133
5.8	Information related to the fight against corruption	5.4.1.1 Priority issue: business ethics	133
5.9	Information on initiatives to promote human rights	5.2.1.3 Labour and human rights	112
5.10	Specific disclosures:		
	° the Company's policy for mitigating the risk of technological accidents;	5.2.1.3.2 Promoting workplace health and safety	112
	° the Company's ability to cover its civil liability for property and persons arising from the operation of its facilities;	5.2.1.3.2 Promoting workplace health and safety	112
	° resources provided by the Company for compensating victims in the event of a technological accident for which it may be liable.	5.2.1.3.1 Fostering social dialogue	111
5.11	Collective agreements signed by the Company and their impact on its economic performance and employee working conditions	5.2.13.1 Fostering social dialogue	111
5.12	Certification of the independent third party concerning the information presented in the non-financial performance statement	5.6 CSR independent third-party entity report	144
6	**Other information**		
6.1	Additional tax-related information	7.2 Consolidated financial statements – Note 10.3 claims and litigation 1.5.1 Income tax and payroll tax rules	282 31
6.2	Injunctions or fines for anticompetitive practices	7.2 Consolidated financial statements – Note 10.3 Claims and litigation	282

9.11 Cross-reference table for the registry office

Pursuant to Article L.232-23 of the French Commercial Code, the following cross-reference table lists the information included in the 2020 Universal Registration Document by topic.

KEY INFORMATION REQUIRED	PAGE(S)
Financial statements	
Parent company financial statements	300
Statutory Auditors' Report on the parent company financial statements	296
Consolidated financial statements	219
Statutory Auditors' Report on the consolidated financial statements	214
Management report	**371**
Proposed appropriation of profit	**334**

9.12 GRI and SASB cross-reference table

The Global Reporting Initiative (GRI) is an international organization involving companies and other stakeholders to establish a framework for reporting on the different levels of a company's sustainability performance. The Sustainability Accounting Standards Board (SASB) is also a sector-based standard-setting initiative. Edenred comes under standards for the Software & IT Services industry. The purpose of these bodies is to disseminate guidelines to help companies produce standardized reports on environmental, economic and social matters. This Document has been prepared in accordance with the GRI Standards: Core option, as shown in the table below.

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
GRI 101: Foundation				
GRI 102: General Disclosures				
102-1	Name of the organization	3.1.1 The Company	52	
102-2	Activities, brands, products, and services	Introduction: • Business lines serving people at work across 46 countries • A responsible, sustainable and profitable value creation model	8 10-13 90	
102-3	Location of headquarters	3.1.1 The Company	52	
102-4	Location of operations	Introduction: • Business lines serving people at work across 46 countries 1.1 A global player operating in promising markets	8 22	
102-5	Ownership and legal form	3.1.1 The Company	52	
102-6	Markets served	1.1 A global player operating in promising markets	22	
102-7	Scale of the organization	5.2.1.6 Key figures 7.2.6 Notes to the consolidated financial statements – Note 4 3.2.1 Ownership of shares and voting rights 1.1 A global player dedicated to the world of work	114 232 53 22	
102-8	Information on employees and other workers	5.2.1.6 Key figures	114-115	**Principle 6:** Businesses should uphold the elimination of discrimination in respect of employment and occupation
102-9	Supply chain	5.4.1.1 Business ethics	134	
102-10	Significant changes to the organization and its supply chain	1.3 2020 highlights 7.2.6 Notes to the consolidated financial statements – Note 3	28 231	

9

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
102-11	Precautionary Principle or approach	4.1 Risks and measures to manage the risks 5.1.4 Risk analysis	68 94-96	
102-12	External initiatives	5.1.6 Alignment with the UN's Sustainable Development Goals 5.1.7.2 Standards	98 100	
102-13	Membership of associations	5.1.7.2 Standards 5.2.2.1 Promoting well-being through healthy and sustainable nutrition	100 116	
102-14	Statement from senior decision-maker	Message from the Chairman and CEO 5.1.7.2 Standards	6 100	
102-15	Key impacts, risks, and opportunities	4.1 Risks and measures to manage the risks 5.1.3 Materiality assessment 5.1.4 Risk analysis	68 93 94-96	
102-16	Values, principles, standards, and norms of behaviour	5.4.1.1 Business ethics 5.1.5 CSR strategy	133 97	**Principle 10:** Businesses should work against corruption in all its forms, including extortion and bribery.
102-17	Mechanisms for advice and concerns about ethics	5.4.1.1 Business ethics	133	
102-18	Governance structure	6.1.1 The Board of Directors 6.1.2 Executive Management 5.1.1 Governance	149 175 91	
102-19	Delegating authority	6.1.1 The Board of Directors 6.1.2 Executive Management 5.1.1 Governance	149 175 91	
102-20	Executive-level responsibility for economic, environmental, and social topics	6.1.1 The Board of Directors 6.1.2 Executive Management 5.1.1 Governance	149 175 91	
102-21	Consulting stakeholders on economic, environmental, and social topics	5.1.3 Materiality assessment 5.4.3.3 Stakeholder dialogue	93 141	
102-22	Composition of the highest governance body and its committees	6.1.1 The Board of Directors 6.1.2 Executive Management	149 175	
102-23	Chair of the highest governance body	6.1.1 The Board of Directors	149	
102-24	Nominating and selecting the highest governance body	6.1.1 The Board of Directors 6.1.2 Executive Management	149 175	
102-25	Conflicts of interest	6.1.1.2 Absence of conflicts of interest and convictions 6.1.1.8 Director's Charter	164 168	
102-26	Role of highest governance body in setting purpose, values, and strategy	6.1.1 The Board of Directors 6.1.2 Executive Management 5.1.1 Governance	149 175 91	
102-29	Identifying and managing economic, environmental, and social impacts	4.1 Risks and measures to manage the risks 5.1.3 Materiality assessment 5.1.4 Risk analysis	68 93 94-96	
102-30	Effectiveness of risk management processes	4.1 Risks and measures to manage the risks	68	
102-31	Review of economic, environmental, and social topics	4.1 Risks and measures to manage the risks 5.1.3 Materiality assessment 5.1.4 Risk analysis	68 93 94-96	
102-32	Highest governance body's role in sustainability reporting	5.1.1 Governance	91	
102-35	Remuneration policies	6.2 Corporate officers' compensation 6.2.2 Information referred to in Article L. 22-10-9 (I.) of the French Commercial Code relating to all compensation paid during, or awarded for, the 2020 financial year to corporate officers in respect of their duties (global ex post vote by shareholders)	184 191	

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
102-36	Process for determining remuneration	6.2.1 Corporate officers' compensation policy (*ex ante* vote by shareholders)	184	
102-40	List of stakeholder groups	5.4.3.3 Stakeholder dialogue Introduction: A sustainable and profitable business model	141 90	
102-41	Collective bargaining agreements	5.2.1.3 Labour and human rights	111	**Principle 3:** Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining
102-43	Approach to stakeholder engagement	5.4.3.3 Stakeholder dialogue	141	
102-44	Key topics and concerns raised	5.4.3.3 Stakeholder dialogue Introduction: A sustainable and profitable business model	141 90	
102-45	Entities included in the consolidated financial statements	5.1.2 Methodology 7.2.6 Notes to the consolidated financial statements – Note 12	91 287	
102-46	Defining report content and topic Boundaries	5.1.2 Methodology 5.1.3 Materiality assessment 5.1.4 Risk analysis	91 93 94-96	
102-47	List of material topics	5.1.4 Risk analysis	94-96	
102-49	Changes in reporting	7.2.6 Notes to the consolidated financial statements – Note 2	129	
102-50	Reporting period	5.1.2 Methodology	91	
102-51	Date of most recent report	9.6 Information incorporated by reference	364	
102-52	Reporting cycle	9.6 Information incorporated by reference	364	
102-53	Contact point for questions regarding the report	9.1 Investor relations and documents available to the public	362	
102-54	Claims of reporting in accordance with the GRI Standards	5.1.7.2 Standards	100	
102-55	GRI content index	9.12 GRI cross-reference table	375	
102-56	External assurance	5.6 CSR independent third-party entity report	144	
GRI 103: Management approach				
103-1	Explanation of the material topic and its Boundary	5.1.3 Materiality assessment 5.1.4 Risk analysis	93 94-96	
103-2	The management approach and its components	5.1.3 Materiality assessment 5.1.4 Risk analysis	93 94-96	
103-3	Evaluation of the management approach	5.1.3 Materiality assessment 5.1.4 Risk analysis	93 94-96	
GRI 201: Economic performance				
103-1; 103-2; 103-3		1.2 Strategy 2.1 Consolidated results	26 36	
201-1	Direct economic value generated and distributed	Introduction: A responsible, sustainable and profitable value creation model 2.1 Consolidated results 5.2.3.1 Social and economic contribution	10 36 119	
201-2	Financial implications and other risks and opportunities due to climate change	5.1.4 Risk analysis	94-96	**Principle 7:** Businesses should support a precautionary approach to environmental challenges.
201-3	Defined benefit plan obligations and other retirement plans	7.2.6 Notes to the consolidated financial statements – Note 9.2	276	
GRI 203: Indirect economic impact				
103-1; 103-2; 103-3		5.2.3.2 Key progress indicators 5.5 Monitoring key performance indicators	122 142	

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
203-1	Infrastructure investments and services supported	5.2.3.1 Social and economic contribution	119-122	
203-2	Significant indirect economic impacts	5.2.3.1 Social and economic contribution 5.4.3.1 Guaranteeing responsible digitization of payment solutions and services, and their availability	122 138 137	
GRI 205: Anti-corruption				
103-1; 103-2; 103-3		4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes 5.4.1.2 Key progress indicators 5.5 Monitoring key performance indicators	73 135 143	**Principle 10:** Businesses should work against corruption in all its forms, including extortion and bribery.
205-1	Operations assessed for risks related to corruption	4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes 5.4.1.1 Business ethics	73 133	
205-2	Communication and training about anti-corruption policies and procedures	4.1.2.5 Risks related to corruption, money laundering and/or terrorist financing schemes 5.4.1.1 Business ethics	73 133	
GRI 206: Anti-competitive behaviour | TC-SI-520a.1. Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices				
103-1; 103-2; 103-3		4.1.2.2 Risks related to competition law 5.4.1.2 Key progress indicators 5.5 Monitoring key performance indicators	72 134 143	
206-1	Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices	4.1.2.2 Risks related to competition law 7.2.6 Notes to the consolidated financial statements – Note 10	72 280	
GRI 207: Tax				
103-1; 103-2; 103-3		4.1.1.2 Tax risk 5.4.1.2 Key progress indicators 5.5 Monitoring key performance indicators	70 134 143	
207-1	Approach to tax	5.4.1.1 Business ethics 4.4 Internal control and risk management procedures	134 80	
207-2	Tax governance, control and risk management	4.4 Internal control and risk management procedures 4.1.1.2 Tax risk	80 70	
GRI 301: Materials				
103-1; 103-2; 103-3		5.3.3.3 Key progress indicators 5.5 Monitoring key performance indicators	132 143	**Principle 9:** Businesses should encourage the development and diffusion of environmentally friendly technologies.
301-1	Materials used by weight or volume	5.3.3.2 Improving and reducing the use of raw materials	131	
301-2	Recycled input materials used	5.3.3.1 Eco-design	130	
GRI 302: Energy | TC-SI-130a.1 Energy consumption				
103-1; 103-2; 103-3		5.3.1.3 Key progress indicators 5.5 Monitoring key performance indicators	127 143	**Principle 9:** Businesses should encourage the development and diffusion of environmentally friendly technologies.
302-1	Energy consumption within the organization	5.3.1.1. Energy efficiency	125	
302-3	Energy intensity	5.3.1.1. Energy efficiency	125	
302-4	Reduction of energy consumption	5.3.1.1. Energy efficiency	125	
GRI 303: Water | TC-SI-130a.2 Water consumption				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	143	**Principle 8:** Businesses should undertake initiatives to promote greater environmental responsibility.
303-1	Water withdrawal by source	5.3.1.2 Other issues	127	
303-2	Water sources significantly affected by withdrawal of water	5.3.1.2 Other issues	127	

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
GRI 304: Biodiversity				
304-2	Significant impacts of activities, products, and services on biodiversity	5.3.1.2 Other issues	127	**Principle 8:** Businesses should undertake initiatives to promote greater environmental responsibility.
GRI 305: Emissions				
103-1; 103-2; 103-3		5.3.1.3 Key progress indicators 5.5 Monitoring key performance indicators	127 143	**Principle 9:** Businesses should encourage the development and diffusion of environmentally friendly technologies.
305-1	Direct (Scope 1) GHG emissions	5.3.1.1. Energy efficiency	124	
305-2	Energy indirect (Scope 2) GHG emissions	5.3.1.1. Energy efficiency	124	
305-3	Other indirect (Scope 3) GHG emissions	5.3.1.1. Energy efficiency	124	
305-4	GHG emissions intensity	5.3.1.1. Energy efficiency	125	
305-5	Reduction of GHG emissions	5.3.1.1. Energy efficiency	125	
305-6	Emissions of ozone-depleting substances (ODS)	5.3.1.2 Other issues	127	**Principle 7:** Businesses should support a precautionary approach to environmental challenges.
305-7	Nitrogen oxides (NOX), sulphur oxides (SOX), and other significant air emissions	5.3.1.2 Other issues	127	
GRI 306: Waste				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	143	**Principle 8:** Businesses should undertake initiatives to promote greater environmental responsibility.
306-1	Water discharge by quality and destination	5.3.1.2 Other issues	127	
306-2	Waste by type and disposal method	5.3.1.2 Other issues	127	
GRI 307: Environmental compliance				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	143	**Principle 7:** Businesses should support a precautionary approach to environmental challenges.
307-1	Non-compliance with environmental laws and regulations	5.3.1.1. Environmental management	123	
GRI 308: Suppliers environmental assessment				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	143	**Principle 8:** Businesses should undertake initiatives to promote greater environmental responsibility.
308-1	New suppliers that were screened using environmental criteria	5.4.1.1 Business ethics	134	
308-2	Negative environmental impacts in the supply chain and actions taken	5.3.1.1. Energy efficiency	123	
GRI 401: Employment				
103-1; 103-2; 103-3		5.2.1.6 Key figures	114	**Principle 6:** Businesses should uphold the elimination of discrimination in respect of employment and occupation
401-1	New employee hires and employee turnover	5.2.1.6 Key figures	114	
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	5.2.1.4 Workplace environment	113	

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
GRI 403: Health and safety				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	
403-1	Workers representation in formal joint management –worker health and safety committees	5.2.1.3 Labour and human rights	111	
403-2	Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities	5.2.1.3 Labour and human rights 5.2.1.6. Key figures	111 115	
403-6	Promotion of worker health	5.2.1.3 Labour and human rights 5.2.1.6. Key figures	111 115	
403-9	Work-related injuries	5.2.1.3 Labour and human rights 5.2.1.6. Key figures	111 115	
403-10	Work-related ill health	5.2.1.3 Labour and human rights 5.2.1.6. Key figures	111 115	
GRI 404: Training and education				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators 5.2.1.5 Key progress indicators	142 113	**Principle 6:** Businesses should uphold the elimination of discrimination in respect of employment and occupation
404-1	Average hours of training per year per employee	5.2.1.6 Key figures	115	
404-2	Programs for upgrading employee skills and transition assistance programs	5.2.1.1 Talent management	104	
404-3	Percentage of employees receiving regular performance and career development reviews	5.2.1.1 Talent management	106	
GRI 405: Diversity and equal opportunities | TC-SI-330a.3 Diversity				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators 5.2.1.5 Key progress indicators	142 113	**Principle 6:** Businesses should uphold the elimination of discrimination in respect of employment and occupation
405-1	Diversity of governance bodies and employees	5.2.1.2 Promoting diversity 5.2.1.5 Key progress indicators	108-110 113	
GRI 407: Freedom of association and collective bargaining				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	**Principle 3:** Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining
407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	5.2.1.3 Labour and human rights	112	
GRI 408: Child labour				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	**Principle 5:** Businesses should uphold the effective abolition of child labour.
408-1	Operations and suppliers at significant risk for incidents of child labour	5.2.1.3 Labour and human rights	112	
GRI 409: Forced or compulsory labour				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	**Principle 4:** Businesses should uphold the elimination of all forms of forced and compulsory labour.
409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	5.2.1.3 Labour and human rights	112	

GRI	DISCLOSURE 2020	SECTION IN THIS DOCUMENT	PAGE	UN GLOBAL COMPACT PRINCIPLE
GRI 412: Human rights assessment				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	**Principle 1:** Businesses should support and respect the protection of internationally proclaimed human rights.
412-1	Operations that have been subject to human rights reviews or impact assessments	5.2.1.3 Labour and human rights	112	
412-3	Significant investment agreements and contracts that include human rights clauses or that underwent human rights screening	5.4.1.1 Business ethics	134	
GRI 413: Local communities				
103-1; 103-2; 103-3		5.2.3.2 Key progress indicators 5.5 Monitoring key performance indicators	122 142	**Principle 1:** Businesses should support and respect the protection of internationally proclaimed human rights.
413-1	Operations with local community engagement, impact assessments, and development programs	5.2.3.1 Social and economic contribution	119-122	
GRI 414: Supplier social assessment				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	**Principle 2:** Business should make sure they are not complicit in human rights abuses
414-1	New suppliers that were screened using social criteria	5.4.1.1 Business ethics	134	
GRI 416: Customer health and safety				
103-1; 103-2; 103-3		5.2.2.2 Key progress indicators	118	
416-1	Assessment of the health and safety impacts of product and service categories	5.2.2 Promoting well-being through healthy and sustainable nutrition	116-118	
GRI 419: Socioeconomic compliance				
103-1; 103-2; 103-3		5.5 Monitoring key performance indicators	142	
419-1	Non-compliance with laws and regulations in the social and economic area	5.2.1.3 Labour and human rights	111	
TC-SI-220a.1 Description of personal data security and protection policy				
TC-SI-220a.1		5.4.2 Ensuring IT security and data protection	135	
TC-SI-220a.1		4.1.2 Legal risks	71	
TC-SI-230a.2 Description of identification and management of information systems risks, including standards adopted in the fight against cybercrime				
TC-SI-230a.2.		5.4.2 Ensuring IT security and data protection	135	
TC-SI-230a.2.		4.1.3 Information systems and cybercrime risks	74	
TC-SI-550a.2 Description of business continuity risks				
TC-SI-550a.2.		4.1.5.1 Business continuity risk	77	

9

This document is printed in France by an Imprim'Vert certified printer on PEFC certified paper produced from sustainably managed forest.

Designed & published by LABRADOR INFORMATION DESIGN +33 (0)1 53 06 30 80

We connect,
You win.

Immeuble Be Issy
14-16, boulevard Garibaldi
92130 Issy-les Moulineaux
France
Tel.: +33 (0)1 74 31 75 00

Société anonyme with share capital of €493,166,702 registered in the Nanterre Trade and Companies Register under number 493 322 978.