ABC ARBITRAGE

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Disclaimer

This annual financial report and its constituent parts have been translated from the original French versions. For the purposes of interpretation, the French originals will take precedence over the English translation.

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ABC

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1. Presentation of the company and its activities in 2024

1.1. Group activity and profitability

The key figures relating to the Group's activity are summarised in the table below:

In millions of euros	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS	Change	Dec 31, 2022 IFRS
Advisory revenues	-	-	na	-
Investment Services Fees*	21.4	18.3	17.1%	27.4
Net gains at fair value through profit or loss	29.8	21.0	41.7%	33.8
Net revenues	**51.2**	**39.3**	**30.2%**	**61.2**
Payroll costs	(21.2)	(14.6)	45.7%	(22.9)
Occupancy costs	(1.7)	(1.5)	9.7%	(1.4)
Other expense	(7.3)	(7.0)	4.1%	(7.2)
Other taxes	(0.0)	0.2	-104.2%	(0.7)
Total costs	**(30.2)**	**(22.9)**	**31.7%**	**(32.1)**
Net income before tax	**21.0**	**16.4**	**28.2%**	**29.1**
Net income attributable to equity holders	**26.8**	**16.5**	**62.9%**	**29.2**

* *Management fees include the services invoiced by the Group's asset management companies to the Quartys and ABCA Funds Ireland structures.*

In accordance with IFRS standards, consolidated revenue from ordinary activities as at 31 December 2024 amounts to 51.5 million euros. The consolidated net accounting profit is up 62.9% compared with 31 December 2023, reaching 26.8 million euros.

The **Return on Equity (ROE)** stands at 16.4% as at 31 December 2024, compared with 10.6% as at 31 December 2023.

In thousands of euros	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Group equity as at 01/01/2024	155,409	161,655
Group equity as at 31/12/2024	164,129	155,409
Net Return (ROE)	**16.4%**	**10.6%**
Gross Return	**31.2%**	**25.3%**

Macroeconomic context and market conditions:

The year 2024 was marked by alternating phases of optimism and tension on financial markets, influenced by complex economic, monetary and geopolitical dynamics.

A start to the year marked by low volatility and resilience

The first months were characterised by **historically low volatility**, generally **bullish US markets**, and **significant divergences between geographical areas**. Asian indices followed divergent paths (strong rise in the Nikkei, decline in the Hang Seng). Solid performances by major technology firms (the "Magnificent 7") supported the rise in US and European markets. However, this optimism was tempered by uncertainties surrounding the Fed's monetary policy path, particularly following its initial announcements of the year.

Rising uncertainty and renewed volatility in spring

From April onwards, **markets experienced an initial correction** driven by a more uncertain macroeconomic environment. US inflation remained high, dampening hopes of rate cuts, while geopolitical tensions in the Middle East heightened investor caution. Despite this, **markets showed resilience**, particularly in May and June, buoyed by solid economic data and robust consumer spending in the United States and Europe. Volatility remained contained, though sector and regional divergences persisted.

A turbulent summer with a volatility spike in August

The summer marked a turning point with a **sharp rise in volatility in August** (VIX close to 40%), triggered by growing fears of a **global economic slowdown**, continued monetary policy uncertainty, and heightened geopolitical tensions. US and Asian markets experienced sharp movements, with a sudden drop in indices followed by a swift rebound, supported by strong corporate earnings and easing pressure on the labour market. Realised volatility peaked at 30% before rapidly normalising.

Autumn shaped by political uncertainty and central bank decisions

September and October saw a return to **moderate volatility** (VIX around 20), although investors remained cautious amid monetary policy decisions and macroeconomic tensions. The Fed began a **double rate cut**, prompting a rebound in markets at the end of the quarter. Meanwhile, the announcement of a major economic stimulus plan in China and political developments in Japan influenced Asian index performance.

The US elections and a mixed end to the year

November was dominated by **electoral uncertainty in the United States**. Donald Trump's victory revived fears of a return to protectionism, impacting international markets, particularly in Asia. However, US markets rebounded, especially small caps (+11%), while realised volatility in the US fell to a historically low level.

In December, **markets moved unevenly**, with US equities under pressure following the Fed's rate cut and a cautious outlook for 2025. In contrast, European markets benefited from a more stable environment. In Asia, **Chinese fiscal stimulus measures supported investor confidence**, although geopolitical tensions in South Korea added a layer of uncertainty.

Summary

The year 2024 was characterised by alternating **periods of euphoria and caution**, shaped by expectations around monetary policy and macroeconomic events:

- **A first half marked by low volatility and bullish markets**, driven by tech and strong economic fundamentals.
- **A more challenging summer**, with locally increased volatility in August and more hesitant markets due to growing uncertainties.
- **A mixed final quarter**, shaped by the US elections, central bank decisions, and divergent economic dynamics across major regions.

Despite episodes of tension, market resilience prevailed, with indices showing the ability to rebound quickly after each stress phase.

The following can be retained as the main market parameters for the year:

Indicator	Source	2024	2023	Avr 10 years	2024 vs 2023	2024 vs Avr 10 years
Equity Markets						
Performance (%) - S&P 500	S&P 500 INDEX (USA)	22%	23%	11%	-4%	97%
VIX	CBOE SPX VOLATILITY INDEX (USA)	16	17	18	-8%	-14%
Realised volatility (9d) – S&P 500	Internal tracking based on S&P 500 INDEX	12	13	14	-8%	-17%
Realised volatility (9d) – DJ Euro Stoxx	Internal tracking based on S&P 500 INDEX	12	13	17	-4%	-24%
Average monthly trading volume (EUR bn) – Euronext	Euronext - statistics	204	199	179	2%	14%
Mergers & Acquisitions (M&A)						
Moyenne mensuelle du nb d'offres existantes	Suivi interne	174	151	158	15%	10%
Moyenne mensuelle des sommes des capitalisations des offres existantes (Md€)	Suivi interne	420	357	475	18%	-11%

1.2. Business activity and parent statutory financial statements of ABC arbitrage

The key elements of ABC arbitrage's activity are summarised in the table below[1]:

In thousands of euros	Dec 31, 2024	Dec 31, 2023	Change
Revenue	**1,829**	**1,994**	**(164)**
Operating profit	(3,363)	(3,203)	(160)
Financial result	20,420	25,900	(5,480)
Non-recurring result	436	-	436
Employee profit-sharing	(171)	(32)	(139)
Payable income tax	5,231	-	5,231
Net profit	**22,553**	**22,665**	**(112)**

The company *ABC arbitrage's* profit for the year remains stable. This stability nonetheless conceals two opposing effects of similar magnitude in absolute value:

- On the one hand, a decrease in financial income of 5.6 million euros, mainly due to a lower dividend inflow;
- On the other hand, an exceptional item resulting in a reversal of 5.7 million euros (exceptional income and current tax). For further information, refer to §4.7. Income tax in the consolidated financial statements.

1.3. Research and Development activity

The Group has always invested in research and development (R&D). Faced with a quantitative asset management industry that continues to grow, the Group decided to strengthen this area when it launched the strategic plan "*ABC 2022*" presented in March 2020. This development involves recruitment and technological investment to enable the launch of new projects and the optimisation of existing strategies. The main objectives were to enhance the Group's

[1] *It should be noted that, given the structure of the ABC arbitrage Group, the parent company's standalone result cannot be interpreted as a reflection of the Group's overall economic activity.*

management capacity and to develop strategies capable of delivering better performance during low-volatility periods induced by central bank interventions.

This trajectory has been reinforced by the strategic plan "*Springboard 2025*", presented in March 2023, under which the Group's research teams and efforts will be further expanded in order to continue developing strategies launched under "*ABC 2022*" and to identify new ones, with the aim of strengthening the Group's profit-generation capacity and ensuring its long-term profitability.

The increase in staff costs and IT expenditure is a direct consequence of these activities.

1.4. Subsidiaries, Equity Interests and Branches

General framework reminder:

ABC arbitrage is the parent holding company of the Group. As such, it provides transversal services – in particular through its finance and internal audit, legal, human resources and communication departments – to all its subsidiaries, which are themselves organised around two core areas of expertise: "investment entities" and asset management companies.

The companies *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia* are the Group's asset management companies and are detailed below:

- *ABC arbitrage Asset Management* develops and implements alternative arbitrage strategies using quantitative and systematic models, and operates on major listed markets worldwide. The alternative strategies deployed consist of a combination of transactions designed to generate profit by exploiting only inefficiencies that may arise between different financial markets. The selection of instruments is based on a mechanical, mathematical or statistical intervention method. The resulting positions and/or exposures may vary very quickly and over very short cycles.
- *ABC arbitrage Asset Management Asia* also executes alternative arbitrage strategies using quantitative and systematic models. It also conducts research and development of strategies, albeit to a much lesser extent.

The company *Quartys* carries out financial instrument trading activity. It is an "investment entity":

- which has obtained funds from its parent company for the purpose of providing investment management services;
- whose activity consists of allocating its equity to maximise the risk/return profile, with returns in the form of capital gains and/or investment income;
- which evaluates and assesses the performance of all its investments based on fair value.

Its added value therefore lies in the timely allocation of risk across the different strategies it selects and calibrates, as well as in the quality of the service providers it selects.

Given the exception to the consolidation principle provided by IFRS 10, the Group's interests in the *ABCA Funds Ireland* investment funds and in *Quartys* are presented as financial assets measured at fair value through profit or loss.
ABCA Funds Ireland is a qualifying Irish Alternative Investment Fund established in 2011 and currently comprises two sub-funds: *ABCA Opportunities Fund* and *ABCA Reversion Fund*.

2024 Highlights:

The Group's 2024 result is broadly in line with market indicators for volatility, volume and M&A activity. The second half of the year saw a noticeable increase in business momentum compared with H2 2023, supported by periods of more favourable volatility. The Group also observed structural progress in strategies launched under the ABC 2022 plan and encouraging opportunities in those introduced under Springboard 2025. The rebound in activity in digital assets and their high volatility during the last quarter also contributed to the result. Investments in research and development made since 2020 are beginning to bear fruit and are helping the Group remain resilient in what continues to be a challenging environment. These factors explain most of the increase in "Revenue from Ordinary Activities". On a more marginal level, the higher interest income on deposits used in the Group's activities also contributed to the rise.

Looking at the detail:

- The net profit of *Quartys*, a financial instrument trading company, amounted to 29.4 million euros in 2024, compared to 20.6 million euros in 2023. This increase is primarily due to the robustness of the quantitative models, which generated substantial gains despite the difficult market conditions described above – highlighting the value of the investments made – as well as prudent management of cash collateral, which took advantage of higher average interest rates.

- *ABCA Funds Ireland*, an Alternative Investment Fund, had assets of 153 million euros as at 31 December 2024:
    - The *ABCA Opportunities Fund* (91 million euros in assets), designed to embody *ABC arbitrage's* "All Weather" fund, underwent changes in the final quarter of 2024, incorporating a panel of strategies on Futures instruments and reintroducing statistical arbitrage strategies. In 2024, the fund delivered a positive performance of 8.15% (NAV EUR Shares). This performance is very encouraging and, incorporating these developments, the Group is optimistic about making this an attractive fund aligned with the expectations of institutional and professional investors. Performance was largely driven by the second half, amid more favourable market conditions: increased M&A activity and heightened volatility phases enabled statistical strategies to capture returns.
    - The *ABCA Reversion Fund* (62 million euros in assets), designed to benefit from volatility, posted a slightly positive performance of 0.77% in 2024. In the first half, the fund performed well in the first four months but deteriorated towards the end of the period. The medium-term segment of the "mean reversion" strategies underperformed due to a lack of opportunities and local decoupling in Asia and Europe. The second half was mixed, with alternating gains and losses. A notable impact was the geopolitical uncertainty affecting the commodities segment, which weighed on the fund's overall result.
- The Group's asset management companies, *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia*, saw their management fees increase by 3.1 million euros in 2024 compared to the previous year. This increase was mainly due to fees invoiced to Quartys for implementing trading strategies and consulting services related to the design of its models, totalling +4.1 million euros. At the same time, fees from management and performance charged to the funds fell by -1 million euros, primarily due to outflows in 2024. Client assets under management totalled 265 million euros as at 31 December 2024, compared to 343 million euros as at 31 December 2023.

The Group remains committed to developing a diversified range of investment funds and increasing its assets under management. In this regard, and drawing on the extensive R&D work carried out by *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia*, the capacity of the *ABCA Funds Ireland* sub-funds allows for nearly one billion euros in assets under management.

ABC arbitrage Asset Management, authorised by the French Financial Markets Authority (Autorité des Marchés Financiers – AMF) as a portfolio management company for third parties since 2004 (no. GP-04 00 00 67), and as an Alternative Investment Fund Manager (AIFM) under Directive 2011/61/EU since 22 July 2014, is the Group's main asset management company. It deploys its expertise through alternative investment funds (AIFs), portfolio management mandates, and investment strategy advisory services for qualified investors and professional clients.

On 23 July 2019, the company obtained an extension of its licence to include the management of complex financial instruments and, on 17 September 2019, the AMF granted it a marketing passport for France. It was also authorised to market its services in Switzerland on 17 July 2019.

For the 2024 financial year, ABC arbitrage Asset Management generated revenue of 20.878 million euros, compared to 17.911 million euros in 2023, representing a significant increase of nearly 17%. This growth is mainly due to the rise in management fees billed, for the reasons mentioned above, and reflects two opposing effects:

- An increase in revenue from billing Quartys for the implementation of trading strategies, with an impact of +3,951 thousand euros.
- A decline in revenue from management and performance fees charged to *ABCA Funds Ireland*, mainly due to net outflows during the year, with an impact of -814 thousand euros.
- Marginal impacts from a slight decrease in revenue from the re-invoicing of services provided to Quartys (such as quantitative model research, implementation, or operational services), with a total impact of -170 thousand euros.

Investments continued in order to further develop expertise in equity derivatives, ETFs, and digital assets, thereby maximising adaptability to market conditions. The company posted a net result of -3,260 thousand euros as at 31 December 2024, compared to -974 thousand euros as at 31 December 2023.

ABC arbitrage Asset Management Asia, previously registered with the Monetary Authority of Singapore (MAS) as a Registered Fund Management Company (RFMC), has continued to develop the Group's activities in Asian markets. As part of its expansion, it has been authorised since 2022 by the MAS to operate as a Licensed Fund Management Company (LFMC), thereby lifting previous restrictions on the maximum amount of assets under management.

For the 2024 financial year, revenue amounted to 1.008 million euros, compared to 0.984 million euros in 2023, representing a decrease of approximately -2.4%. This change is explained by two opposing factors:

- A decrease in revenue from management and performance fees charged to *ABCA Funds Ireland* and to the *Bespoke Alpha MAC* mandate, mainly due to net outflows during the year, with an impact of -150 thousand euros.
- An increase in revenue from billing *Quartys* for the implementation of trading strategies, with an impact of +174 thousand euros.

Its net result was -2.097 million euros as at 31 December 2024, compared to -1.534 million euros in 2023, representing a decline of -0.563 million euros. This is mainly due to an increase in operating expenses in 2024 compared with 2023, including a rise in fixed and variable remuneration following an increase in the average headcount. Its contribution to the Group is in line with initial expectations, and ongoing structuring efforts offer promising prospects, particularly in terms of scaling up headcount and expertise — both of which will be essential to support an increase in assets under management, a prerequisite for this entity to reach breakeven.

As a reminder, and as mentioned above, client assets under management stood at 265 million euros as at 31 December 2024, compared to 343 million euros as at 31 December 2023, representing a -22.7% decrease.

1.5. Human Resources

The Group's average headcount in 2024 stood at approximately 112 people, compared to 105 in 2023.

In 2024, personnel expenses rose significantly, by nearly 46% compared with 2023. In line with the investments described in the Springboard 2025 business plan, the Group's average headcount increased by 6.5% between 2023 and 2024, leading to a corresponding increase in gross fixed salaries.
Furthermore, in a context of significantly improved performance — current operating income rose by over 30% — the variable component of remuneration was higher in 2024, also contributing to the increase in personnel costs.

Management remains strongly committed to long-term staff engagement and to aligning interests with those of shareholders. To this end, it has sought to introduce various forms of equity-based incentives, staggered over time, to support the company's development, secure in-house expertise, and help contain fixed costs in a highly competitive environment.

As part of the "*ABC 2022*" and "*Springboard 2025*" plans, the Group carried out the following operations:

Performance share plans alive

Plan name	Business plan	Acquisition date	Acquisition period	Number of shares	Effective acquisition	Shares to be granted	Shares definitively granted
APE-3.2/2021	ABC 2022	11/06/2021	3	25,000	2024	-	17,440
APE-3.3/2021*	ABC 2022	11/06/2021	4	25,000	2025	25,000	18,219
APE-3.1/2022*	ABC 2022	10/06/2022	3	110,000	2025	95,000	57,908
APE 3.1/2023	Springb. 2025	09/06/2023	3	102,000	2026	87,000	Pending
APV 4.1/2023	Springb. 2025	09/06/2023	2	17,171	2024	-	11,943
APE 3.1/2024	Springb. 2025	07/06/2024	3	145,000	2027	145,000	Pending
APE 3.2/2024	Springb. 2025	07/06/2024	3	700,000	2027	700,000	Pending
Total				**1,124,171**		**1,052,000**	**105,510**

** Based on actual net income for that period and given the continuing presence requirement, the number of stock options which should be definitively granted by the end of the first semester of 2025.*

Stock options subscription plans alive

Plan name	Business plan	Acquisition date	Acquisition period	Number of options	Exercise start period	Expiration date	Exercise adjusted price	Options to be granted	Remaining options
SO 1.1/2024	Springb. 2025	07/06/2024	5	3,200,000	2029	30/06/2032	7.0000	3,200,000	Pending
Total				**3,200,000**				**3,200,000**	**-**

For all plans:

The allocated quantities will be zero if annual results are below 15 million euros, then will increase progressively according to a linear curve. For example, under the APE-3.1/2023 plan, if annual results amount to 20 million euros over the entire period, 33% of capital-based benefits would be definitively granted. If annual results reach 25 million euros over the same period, 67% of capital-based benefits would be definitively granted.

The expense related to the granted plans is recognised over the vesting period. This expense, which is offset in equity, is calculated based on the total value of the plan, as determined on the grant date by the Board of Directors.

In accordance with IFRS 2, an expense of 562 thousand euros, including 84 thousand euros in employer contributions, has been recognised for the 2024 financial year, based on the estimated number of probable shares across the various aforementioned programs. As a reminder, 306 thousand euros was recognised in 2023, and 240 thousand euros in 2022. This expense is related to the progress of existing programs, taking into account the achieved results, along with the new plans introduced in June 2024.

The realised loss on share buybacks used during the 2024 financial year amounted to 240 thousand euros, compared to 878 thousand euros in 2023 and 2,809 thousand euros in 2022.

Since the company's incorporation in 1995, a total of 10,766,178 new shares have been issued as a result of equity-based instruments granting access to capital awarded to employees (18% of the share capital).

1.6. Appropriation of earnings and distribution policy

As at 31 December 2024, the share capital of ABC arbitrage is composed of 59,608,879 fully paid ordinary shares with a nominal value of 0.016 euro each. There was no change in the share capital during the 2024 financial year, and the information is therefore identical to that provided as at 31 December 2023.

As at 31 December 2024, Basic Consolidated Earnings per Share (EPS[2]) and Net Statutory Profit stand at:

Consolidated financial statements data

Number of ordinary shares	*59,608,879*
Average number of ordinary shares on the market (weighted average)	*59,334,729*
Number of ordinary shares to determine the income diluted per share	*59,700,450*
Earnings per ordinary share in euros	*0.45*
Diluted earnings per ordinary share in euros	*0.45*

Statutory financial statements data

Number of ordinary shares	*59,608,879*
Earnings per ordinary share in euros	*0.38*

As a reminder, executive management proposed to the Board of Directors the progressive implementation of a quarterly distribution in place of the usual semi-annual distribution introduced three years ago. Following approval by the General Meeting on 7 June 2024, two interim dividends of 0.10 euro per share were paid in October and December 2024.

Lastly, the Board of Directors had also expressed its intention, subject to the necessary decisions, to implement an interim dividend of 0.10 euro per share in respect of 2024 results during the second half of April 2025, in order to establish this quarterly distribution policy. The Board of Directors confirmed this intention by approving the payment of an interim dividend of 0.10 euro on 24 April 2025.

[2] *Basic earnings per share (EPS) is calculated by dividing the net profit for the period attributable to ordinary shares by the weighted average number of ordinary shares outstanding during the period.*

2. Corporate Governance

2.1. General context and reference code

The governance rules applied are based essentially on common sense and aim to strike a balance between implementing value-adding, risk-mitigating processes and the simplicity required by a structure of the size of the ABC arbitrage Group.

Since 2009, the Board of Directors has referred to the Corporate Governance Code for Small and Mid-Cap Companies promoted by MiddleNext, which since September 2016 has become the MiddleNext Corporate Governance Code and is recognised as a reference code by the Autorité des Marchés Financiers (AMF). This code was revised in September 2021.

The MiddleNext Code is available on the Middlenext website.

ABC arbitrage is an active member of the MiddleNext association through its participation in various working and idea-sharing groups. It aligns itself with the community of French small and mid-cap listed companies, notably in the belief that good governance practices must be adapted to the specific needs of each structure depending on factors such as shareholder structure or company size, in order to ensure governance that is not merely formal but aligned with the company's actual operations. Dominique CEOLIN, Chairman and CEO of ABC arbitrage, is a member of the MiddleNext Board of Directors.

2.2. Composition of the Board of Directors

The Board of Directors brings together a range of perspectives from executive management deeply involved in the day-to-day running of the company, from reference shareholders safeguarding strategic decisions, and from external members who provide diverse experience, objectivity, and independent judgement.

This diversity of backgrounds and interests offers the best guarantee of the quality of the Board's work and decisions, to the benefit of the company's corporate purpose and its stakeholders.

As at 31 December 2024, the Board of Directors of ABC arbitrage comprises five members. A censor has participated occasionally in meetings since the end of 2021.
As the proportion of share capital held by employees in collective form is less than 3%, there is no Board member elected by employees. A representative of the Social and Economic Committee (CSE) attends Board meetings in an advisory capacity.

The terms of office of the members of the Board of Directors are as follows:

Name	Gender	Age (years) AGM date	Nationality of the individual named	Other mandates / roles	Group company	Listed company	Director (independent ?)
Dominique CEOLIN *Chairman of the Board of Directors*	M	57	French	Chairman and member of the Board of Directors of ABC arbitrage Asset Management	Y	N	NO
				Member of the Board of Directors of ABC arbitrage Asset Management Asia	Y	N	
				CEO / Chairman of the Board of Directors of Financière WDD	N	N	
				Member of the Supervisory Board of ADLOOX (until 4 November 2024)	N	N	
				Manager of the family-owned company IDACEO SARL	N	N	
				Member of the MEDEF commission on governance*	N	N	
				Member of the Board of Directors of MiddleNext*	N	N	

Name	Gender	Age (years) AGM date	Nationality of the individual named	Other mandates / roles	Group company	Listed company	Director (independent ?)
AUBEPAR INDUSTRIES SE *Director* *(Xavier CHAUDERLOT is the permanent representent of the company Aubépar Industries SE)*	M	61	Belgian	**Aubépar Industries SE:**	N	N	NO
				Chairman of Aubépar SAS			
				Chairman of H24 aviation SAS	N	N	
				Chairman of the Supervisory Board of Lehmann Aviation SAS (represented by Xavier Chauderlot)	N	N	
				Director of Financière du Bailli SA (until 15 October 2024)	N	N	
				Manager of SCI La Source de Roubertou (until 16 August 2024)	N	N	
				Member of the strategic committee of Axell Robotics SAS (represented by Xavier Chauderlot)	N	N	
				Member of the strategic committee of Elixir Aircraft (represented by Xavier Chauderlot)	N	N	
				Xavier Chauderlot:	N	N	
				CEO of Aubépar Industries SE			
				Director of Quartys Ltd	Y	N	
				Chairman – Managing Director of Financière Saint Opportune SA (until 19 July 2024)	N	N	
				Chairman – Managing Director of Financière du Bailli SE (from 15 October 2024)	N	N	
				Chairman of the following SCIs: - Bessard Frères et Fils - LZ Observatoire	N	N	
David HOEY *Director*	M	55	Irish	Member of the Board of Directors of ABCA Funds Ireland Plc	Y	N	NO
				Member of the Board of Directors of ABC arbitrage Asset Management	Y	N	
				Member of the Board of Directors of ABC arbitrage Asset Management Asia	Y	N	
Sophie GUIEYSSE *Director*	F	62	French	Member of the Paris 2024 Olympic Games Remuneration Committee	N	N	YES
				Member of the Board of Directors of Promod	N	N	
				Member of the Board of Directors and of the Remuneration Committee of Deezer	N	Y	
				Member of the Board of Directors of Econocom (since June 2024)	N	Y	
				Member of the 2023 Rugby World Cup Remuneration Committee (ending in September 2024)	N	N	
				Chief Executive Officer of NEOMOUV (until end of June 2024)	N	N	
Isabelle MAURY *Director*	F	57	French	Member of the Board of Directors of RCI Banque	N	N	YES
				Censor at Arkéa	N	N	
				Member of the Board of Directors of H2O AM Europe	N	N	
				Member of the Board of Directors of H2O Monaco SAM	N	N	
				Member of the Board of Directors of H2O AM LLP	N	N	
				Manager of the real estate company SCI Belisa	N	N	
Jean-François DROUETS *Censor*	M	62	French	Chairman of Catella Valuation Advisors	N	N	Censor
				Member of the Executive Committee of Catella France	N	N	

The members of the Board of Directors possess the necessary experience and expertise to fulfil their mandates.

Dominique CEOLIN, Chairman and Chief Executive Officer, is a qualified actuary from the Institut des Actuaires Français and holds a DEA (postgraduate degree) in Mathematics and Computer Science. In 1994, he contributed to the development of the “Domestic Arbitrage” activity at ABN AMRO Securities France. In 1995, he joined the founding team of ABC arbitrage and continues to bring his experience to the Group.

Aubépar Industries, a longstanding shareholder, represented by Xavier CHAUDERLOT, co-founder of the Group, is one of the company’s largest shareholders with just under 12% of the share capital. He combines industry expertise with perspective on day-to-day operational activities.

David HOEY, originally from Ireland, holds a master’s degree in Accounting and Finance with an IT option from the BBS School (University of Limerick). After four years at Crédit Agricole, he joined the founders of ABC arbitrage in 1996. Since then, he has played an active role in the Group’s strategic development and in growing its core business.

The other directors are independent in accordance with the definition provided by the MiddleNext Corporate Governance Code.

Sophie GUIEYSSE is a graduate of École Polytechnique and École Nationale des Ponts et Chaussées. She also holds an MBA from the Collège des Ingénieurs. After beginning her career in urban development and public infrastructure at the Ministry of Equipment and in ministerial offices, she went on to serve as Human Resources Director in several major French and international groups including LVMH, CANAL+, and Richemont. She also has extensive experience as a board member and committee participant (GO Sport, Groupe Rallye, TVN [Poland], Maisons du Monde and Compagnie Financière Richemont [Switzerland]). She is also a member of the Remuneration Committees of Deezer and the Paris 2024 Olympic Games Organising Committee.

Isabelle MAURY holds a Master’s in Financial Techniques from ESSEC, a postgraduate degree in Banking and Finance, and a Master's in Applied Modelling for Economics and Management from Université Paris X. She began her career in audit at Deloitte and held several operational positions in investment banking within three major banking groups (Crédit Lyonnais, Société Générale, Groupe BPCE – Natixis). She became Chief Risk Officer of Banque Populaire in 2007, then of Groupe BPCE in 2009, joining its Executive Committee and overseeing risk management and governance, regulatory programmes, supervisory relations, and compliance at Natixis. In 2017, she founded IM7 Consulting, advising executives on professionalising governance, managing supervisory relationships, supporting crisis situations, and enhancing the effectiveness of risk, audit, and compliance functions. Since 2017, she has also been a trainer at the Institut Français des Administrateurs and Sciences Po.

Jean-François DROUETS, a graduate of HEC and holder of a postgraduate degree in Notarial Law, is a Chartered Surveyor and the founding Chairman of Catella Valuation Advisors, a real estate valuation and advisory firm, subsidiary of the Swedish Catella Group. He contributes his business expertise.

The Board of Directors has made use of the option to invite any third party to participate in its meetings as a censor, either occasionally or on a regular basis, in an advisory capacity, to enrich its discussions. Jean-François DROUETS, who has served as a censor since the General Meeting of 10 June 2022, marking the end of his term as a director, attended one meeting of the Board of Directors in 2024.

A representative of the Social and Economic Committee (CSE), Antoine ROBILLARD, attends all meetings of the Board of Directors. Antoine ROBILLARD joined the Group on 1 April 2016 and works as a legal counsel specialising in securities law.

In accordance with the company’s articles of association, each member of the Board of Directors must hold at least one thousand shares by the end of their first year in office.

Application of the principle of gender balance:

As at 31 December 2024, women represented 40% of the Board of Directors. Excluding founding shareholder directors, women accounted for 100% of the Board (2 out of 2 members). For comparison, following the 2024 General Meetings, women held 47%[3] of board seats in SBF 120 companies..

Independent directors:

The definition of an independent director is based on Recommendation No. 3 of the MiddleNext Code, namely:

- not to be an employee or executive corporate officer of the company or of a Group company, and not to have held such a position in the past five years;
- not to have had, over the past two years, and not to currently have, a significant business relationship with the company or its Group[4] ;
- not to be a reference shareholder of the company or hold a significant percentage of voting rights;
- not to have close family ties or a close relationship with a corporate officer or a reference shareholder;
- not to have been the company's statutory auditor during the past six years.

Recommendation No. 3 of the MiddleNext Code recommends that the Board of Directors should include at least two independent members. As at 31 December 2024, the Board of Directors includes two independent directors, as specified in the aforementioned table.

Term of office:

The four-year term of office is suited to the specific characteristics of the company, within the legal limits, and is therefore in line with Recommendation No. 11 of the MiddleNext Code.

First name and surname or corporate name	Type of mandate	Date of first appointment	Date of latest appointment to the Board of Directors	End of mandate
Dominique CEOLIN	Director	10 October 1997	9 June 2023	AGM ruling on the 2026 financial statements
	Chairman of Board of Directors	10 October 1997	9 June 2023	AGM ruling on the 2026 financial statements
Aubépar Industries SE Represented by Xavier CHAUDERLOT	Director	1st June 2012	7 June 2024	AGM ruling on the 2027 financial statements
David HOEY	Director	9 June 2023	9 June 2023	AGM ruling on the 2026 financial statements
Sophie GUIEYSSE	Director	11 June 2021	11 June 2021	AGM ruling on the 2024 financial statements
Isabelle MAURY	Director	10 June 2022	10 June 2022	AGM ruling on the 2025 financial statements

Conflicts of interest and ethics:

Dominique CEOLIN is the Chairman and Chief Executive Officer of ABC arbitrage. The combination of roles has been discussed by the members of the Board of Directors, and the principles of separation of duties have been reviewed, particularly to ensure that sufficient checks and balances exist such that this dual role does not pose a risk to the Group.

[3] *Source: IFA – Ethics & Boards Post-AG 2024 Barometer (French Institute of Directors)*
[4] *For example: client, supplier, competitor, service provider, creditor, banker, etc.*

The Board has requested that the Ethics Officer, Gaëtan FOURNIER, report directly to it on any matter that may appear irregular or constitute a conflict of interest. In 2024, no such events were brought to the Board's attention by the Ethics Officer, the Chairman, or any Board member. A register of conflicts of interest (existing, confirmed, or potential) is maintained and updated regularly to ensure rigorous monitoring of such situations.
Furthermore, the internal regulations of the Board of Directors explicitly state that each member is required, from the start of their term and throughout its duration, to assess whether they may be in a situation of potential, apparent, or actual conflict of interest. In such cases, the concerned director must present a description of the situation to the Board at its next meeting. The director concerned must refrain from voting on any deliberation relating to or affected by the conflict.

At the beginning of each Board meeting, the Board reviews the situation of each of its members to ensure their independence and to identify any potential conflicts of interest. On this occasion, each director declares on their honour that they are not in a situation of conflict of interest which has not already been declared to the Board.

Respect for codes of ethics and applicable regulations is a key concern of the members of the Board of Directors, in accordance with Recommendations No. 1 and No. 2 of the MiddleNext Code, relating respectively to the ethics of board members and the absence of conflicts of interest.

This vigilance is reinforced by the expectations of investors in the funds offered by the management company ABC arbitrage Asset Management. In 2024, 50% of investors by number in ABCA Funds Ireland, representing 90% of the subscribed amounts, submitted due diligence questionnaires to the portfolio management company, systematically including questions regarding the existence, over the past five years, of any criminal, civil or administrative investigations or proceedings involving the company, any affiliated company, or any key person or employee thereof.

Selection of directors:

Applications for appointment to the Board of Directors are considered directly during the plenary session. Several meetings are then organised between the candidate and the independent directors, in the absence of the Chairman. The appointment as censor is then decided by all directors, allowing the candidate to familiarise themselves with the Board's work before a formal proposal for appointment is submitted to the General Meeting.

Each proposal for appointment or renewal of a directorship is the subject of a separate resolution, in line with Recommendation No. 10 of the MiddleNext Code, enabling shareholders to vote freely on the composition of the Board of Directors. The list of mandates, as well as a description of the experience and expertise of the director whose appointment or renewal is proposed, is available on the Group's website.

2.3. Conditions for preparing and organising the work of the Board

Internal regulations:

On 7 December 2010, the Board of Directors adopted internal regulations outlining the main principles governing its operation. These internal regulations, which are regularly updated, comply with the recommendations and criteria of the MiddleNext Corporate Governance Code, as well as the model regulations published by MiddleNext.

They specify the roles and powers of the Board of Directors and certain rules applicable to directors, in addition to statutory and legal provisions. These internal regulations are strictly internal to the company and shall in no way override the legislative and regulatory provisions governing companies or the articles of association of ABC arbitrage.

The internal regulations of the Board of Directors are available on the company's website.

The most recent update to the internal regulations was made on 16 October 2023. The changes introduced are consistent with the latest version of the Corporate Governance Code published by MiddleNext in September 2021.

Establishment of committees:

In accordance with Recommendation No. 7 of the MiddleNext Code, we hereby report on the company's approach to specialised committees.
An Audit Committee, a Strategic Committee and a CSR Committee have been established by the Board of Directors. Their composition is decided on a case-by-case basis depending on the subject matter. These committees meet at the request of either the executive management or any member of the Board of Directors.

Audit Committee

The Audit Committee currently consists of three directors, including one independent member. It has been chaired by Isabelle MAURY since 10 June 2022. The other members are Xavier CHAUDERLOT, representing *Aubépar Industries*, and David HOEY. Other directors and the executive management may also attend meetings by invitation of the Chair of the Audit Committee.

The responsibilities and functioning of the committee, as defined in the MiddleNext Code, are set out in the Audit Committee Charter signed in 2019. Without prejudice to the powers of the Board, the Audit Committee has three main responsibilities:

- Firstly, the committee monitors issues related to the preparation and control of accounting and financial information. It oversees the financial reporting process and, where appropriate, makes recommendations to ensure its integrity. It reviews the draft half-yearly and annual consolidated financial statements of the Group, the annual financial statements of ABC arbitrage, as well as the presentation made by management describing risk exposures and significant off-balance-sheet commitments, along with the accounting options applied;
- Secondly, the Audit Committee ensures the existence and effectiveness of internal control systems, internal audit, and the management of the most significant risks the Group may face in the course of its activities. Following the strengthening of its risk-monitoring responsibilities, it carries out at least once a year a comprehensive review of the main risks to which the Group may be exposed;
- Thirdly, the committee monitors the statutory audit of the Group's annual and half-yearly consolidated financial statements and the company's annual accounts, ensures the independence of the statutory auditors and, more generally, oversees the performance of their engagement.

The members of the committee have financial and accounting expertise and are familiar with the Group's industry. Their skills and backgrounds allow the committee to carry out its mission with the necessary experience. The Audit Committee adopted a charter on 3 December 2019 to reflect the additional responsibilities assigned to it following the audit reform effective from 17 June 2016.

The Audit Committee met on 18 March 2025 for the approval of the 2024 annual financial statements. All committee members attended. Gaëtan FOURNIER, General Secretary, and Dominique CEOLIN were also present at the invitation of the Chair. The committee also met on 19 September 2024 to review the Group's 2024 half-year financial statements, with all members in attendance, along with Gaëtan FOURNIER. A third meeting was held on 5 December 2024, focused on the internal control system, review of the risk map, and review of the audit plan from the statutory auditors ahead of the 2024 year-end closing.

The Audit Committee reported its conclusions and those of the statutory auditors to the Board of Directors. It also explained to the Board how the statutory audit contributes to the integrity of financial reporting and clarified the role it played in the process. This integrity was further ensured through the following measures:

- The Group does not assign any engagement other than statutory audit to its auditors. The Audit Committee confirmed with the Finance Department that all requests for non-audit services were submitted to the committee for prior approval.
- The Audit Committee ensured that the audit firms submitted their reports to the committee before final issuance. The committee discussed key audit matters with the firms and found no particular concerns regarding the Group's internal control system or accounting framework.

Throughout 2024, the Audit Committee worked to fulfil its support and advisory role to the Board of Directors. After each meeting, it reported its findings and summaries to the Board and made recommendations on specific areas of attention, which were subsequently discussed.

Beyond its core responsibilities, the Audit Committee also reported to the Board on the following matters:

- Review of the draft Annual Financial Report;
- Review of the draft financial reports prepared by the executive management;
- Review of the Corporate Governance Report;
- Monitoring of key risk areas and the internal control system, including updates to the risk map;
- Oversight of the statutory auditors' independence, including obtaining a written statement;
- Review of the audit approach proposed by the statutory auditors (fees, process, risk coverage, etc.);
- Oversight of cash management;
- Assessment of the consistency of the remuneration policy.

Prior to the financial statement approval meeting, the Audit Committee receives a detailed report on all significant matters for the period, particularly those raised internally or by the statutory auditors during the audit process.

During the two meetings relating to the 2024 half-year and full-year closings, the following points were notably addressed:

- Review of the Group's operational performance:
    - Analysis of results in the market context;
    - Ongoing strategic considerations;
    - Analysis of significant developments concerning Group companies;
    - Risk description and analysis for business activities;
    - Evolution of the operational structure and relationships with key counterparties;
- Accounting, regulatory, and tax changes;
- Workforce developments, remuneration policy, and capital-related programmes;
- Ongoing social and tax litigation;
- Share price performance of *ABC arbitrage*;
- Distributable profit.

Strategic Committee

The Strategic Committee is tasked with advising the Board of Directors on the company's and the Group's strategic directions, development policy, and any other significant strategic matters referred to it by the Board. It is also responsible for reviewing in detail and giving its opinion to the Board on matters submitted to it regarding major investment, external growth, divestment, or disposal operations.

The committee is composed of all members of the Board of Directors and may be assisted by external participants selected for their specific expertise. It meets as often as necessary to fulfil its responsibilities.

During the 2024 financial year, the Strategic Committee met twice, on 8 February and 14 November 2024, notably to monitor the implementation of the "*Springboard 2025*" business plan.

CSR Committee

The creation of the CSR Committee was decided in 2023 by the members of the Board of Directors, and its first meeting was held on 13 October 2023. Since then, the committee, chaired by independent director Sophie GUIEYSSE, has actively pursued its work in coordination with the other specialised committees, in line with Recommendation No. 8 of the MiddleNext Corporate Governance Code.

Over the course of its meetings, the CSR Committee defined its strategic priorities, particularly in terms of value sharing, ensuring a balance between employee remuneration, shareholder risk-taking, and the investments needed to ensure the company's long-term sustainability. These priorities, which are regularly discussed and refined, continue to be approved by the members of the Board. At its most recent meeting, the committee also addressed several key topics: regulatory monitoring and its financial implications, gender equality and related legal obligations, and the impact of socially responsible investment on fundraising strategy.

Board meetings:

Based on the work of the Strategic Committee in particular, the Board of Directors defines the company's and the Group's main strategic directions. The Board also actively participates in the strategic development of the subsidiaries. Subject to powers expressly assigned to shareholder meetings and within the limits of the company's corporate purpose, the Board handles any matters concerning the proper operation of the company and decides on such matters through its deliberations.

To enable the maximum number of directors to attend Board meetings, the provisional meeting schedule is set several months in advance, and any changes are made in consultation with a view to ensuring the greatest possible attendance. In 2024, the attendance rate for members of the Board of Directors was 100%.

The Board of Directors has never been prevented from meeting or deliberating due to lack of quorum. All decisions were made unanimously after discussion.

Members of the Board are convened to meetings at the company's registered office by any means – in practice by email, fax or orally. Prior to each meeting, members receive an agenda and, where necessary, any preparatory documents, in accordance with Recommendation No. 4 of the MiddleNext Code, so they have all the information needed to properly carry out their responsibilities. Discussions are always conducted with the aim of fostering exchange among all directors based on complete, concise, clear and relevant information, with a focus on key strategic matters.

All deliberations are recorded in minutes entered in a dematerialised record book.

In addition, in accordance with Article L.823-17 of the French Commercial Code, the statutory auditors are invited to attend every meeting concerning the approval of financial statements. They were therefore present at the Board meeting of 19 September 2024 for the approval of the half-year accounts and at the meeting of 20 March 2025 for the approval of the 2024 annual accounts.

During the 2024 financial year, the Board of Directors met five times, thus complying with Recommendation No. 5 of the MiddleNext Code. The meetings were held on: 21 March 2024, 25 April 2024, 7 June 2024, 19 September 2024 and 5 December 2024. The other committees met as follows during the 2024 financial year:

Boards and committees	Meeting number in 2024
Board of Directors	5
Audit Committee	5
Strategic Committee	4
CSR Committee	1

As part of the implementation of the share buyback programme authorised by the Combined General Meeting of 7 June 2024, the Chief Executive Officer's authority is limited to a treasury commitment of 500,000 euros. Beyond this amount, the Chief Executive Officer must obtain authorisation from the Board of Directors. No other limitations have been imposed by the Board on the powers of the Chief Executive Officer.

In accordance with Recommendation No. 22 of the MiddleNext Code, the Board of Directors has discussed areas of vigilance at various Board meetings and remains attentive to any developments in this respect. Furthermore, the Board deliberates annually on the company's policy regarding professional and pay equality.

Significant decisions during the 2024 financial year:

The Board of Directors monitored ongoing projects within the company and the Group and oversaw their general progress. The Board also discussed the vigilance points identified by the MiddleNext Corporate Governance Code that were deemed relevant to the context of ABC arbitrage Group.

The Board's main activities in 2024 included:

- Review of the annual and half-year financial statements;
- Consideration and approval of the financial communication materials;
- Approval of the management report;
- Consideration of the reports submitted by the Audit, Remuneration and Strategic Committees;
- Review of the corporate governance report by the Board on the conditions for preparing and organising its work, and on the internal control procedures implemented by the company during the 2024 financial year;
- Status of regulated agreements;
- Preparation of the Combined Annual General Meeting of 7 June 2024;
- Approval of the special report on the share buyback programme and other securities giving access to capital;
- Approval of the report on proposed resolutions to the General Meeting;
- Approval of the report on stock options and performance share awards;
- Approval of the table of delegated powers and authorities granted by the General Meeting to the Board of Directors in respect of capital increases;
- Implementation of the share buyback programme, block repurchases and monitoring of the buyback account;
- Implementation of the distribution of the final 2023 dividend;
- Final allocation of performance shares and definition of new performance-based allocation plans;
- Deliberation on the policy for professional and gender pay equality;
- Approval of the *ABC arbitrage* Group 2024 half-year financial statements;
- Strategic orientations of the CSR Committee;
- Implementation of the capital distribution paid in October 2024;
- Implementation of the capital distribution paid in December 2024;
- Decision on whether or not to pay an additional employee profit-sharing amount for the 2024 financial year;

- Setting of directors’ remuneration and variable remuneration for operational officers;
- Evaluation of the work of the Board of Directors;
- Review of the succession plan;
- Review of the vigilance points from the MiddleNext Code;

Procedures relating to regulated and ordinary agreements:

In accordance with Article L.22-10-12 of the French Commercial Code, the Board of Directors, at its meeting of 19 March 2020, adopted a charter intended, on the one hand, to recall the legal and regulatory framework applicable to agreements and, on the other, to formalise the internal procedure for identifying regulated agreements and assessing ordinary agreements concluded under normal terms and conditions.
This procedure applies prior to the conclusion of any agreement that may qualify as a regulated agreement, as well as in the event of any amendment, renewal, or termination of such an agreement. It also enables the identification of any ordinary agreement concluded under normal conditions.

Board evaluation:

In line with Recommendation No. 13 of the MiddleNext Code, a questionnaire assessing the work of the Board of Directors was submitted to the directors. The results of this questionnaire served as the basis for a discussion held during the Board meeting of 5 December 2024 regarding the functioning of the Board and its committees, as well as the preparation of its work.
The Board noted the progress made over the past two financial years and identified additional areas for improvement for 2025.

2.4. Remuneration Policy for Executive Corporate Officers

This report of the Board of Directors on the ex post remuneration policy for all corporate officers, including directors, for the 2024 financial year, will be submitted to shareholder approval in accordance with Article L.22-10-8 of the French Commercial Code.
The remuneration of ABC arbitrage’s executive corporate officers is also determined with reference to the principles set out in the MiddleNext Corporate Governance Code, as updated in September 2021.
The elements of the remuneration policy presented below are the subject of draft resolutions submitted to the approval of the General Meeting of shareholders, ruling under the quorum and majority conditions required for Ordinary General Meetings. Should the General Meeting not approve these resolutions, the previous remuneration policy, approved at the General Meeting of 7 June 2024 (ex ante vote), will continue to apply. The Board of Directors must then submit to the next General Meeting a draft resolution outlining a revised remuneration policy, stating how shareholder votes and, where applicable, comments expressed during the General Meeting, have been taken into account.
Regarding the elements of the remuneration policy for 2025 (ex ante vote), a specific report by the Board of Directors will be made available to shareholders together with the meeting notice.
Executives are subject, like all Group employees, to the internal policy on conflict of interest management, which includes instructions that employees must follow in order to identify, prevent and manage conflicts of interest.
At the beginning of each session, the Board reviews the situation of each of its members to ensure their independence and to identify any potential conflict of interest. On this occasion, each director formally declares that they are not in a situation of conflict of interest that has not already been reported to the Board of Directors.

Compliance with codes of ethics and regulations is a central concern for the members of the Board of Directors, in accordance with Recommendations No. 1 and No. 2 of the MiddleNext Code, relating respectively to the ethics of Board members and the absence of conflicts of interest.

The remuneration policy for corporate officers is reviewed annually by the Board of Directors. As part of this process, the Remuneration Committee submits its recommendations to the Board.
Remuneration policy for corporate officers as approved by the Board of Directors and submitted to an ex ante vote by shareholders in accordance with Article L.22-10-8 of the French Commercial Code, at the General Meeting of 7 June 2024:

The remuneration policy serves the company's corporate interest and contributes to its business strategy as well as its long-term sustainability.
Remuneration takes into account employee working and pay conditions within the company. The principles of the remuneration policy are applied consistently to both management and staff: a controlled fixed salary, variable remuneration linked to actual financial results and a qualitative assessment of the work performed, and equity-based incentives tied to long-term performance criteria and based on a personal commitment to shareholder engagement. Accordingly, the Board of Directors ensures compliance with the seven principles set out in Recommendation No. 16 of the MiddleNext Code for determining remuneration, namely: comprehensiveness, balance, benchmarking, consistency, clarity, measurability and transparency.
Remuneration is primarily performance-based and calculated on the basis of net income, thus taking into account all charges borne by shareholders, including executive remuneration itself. Furthermore, remuneration is determined in relation to each individual's operational responsibilities.

Remuneration of Directors:

Fixed remuneration of directors and the chairman of the board allocated by the General Meeting of Shareholders

In accordance with the law, the total amount of remuneration for directors is set by the General Meeting of Shareholders. The individual amount of directors' remuneration is determined by the Board of Directors, usually during meetings held in March (for ex post) and April (for ex ante), and as often as necessary.
For reference, the General Meeting of 10 June 2022 resolved to set the maximum total remuneration to be allocated to members of the Board of Directors at 120,000 euros for the 2022 financial year and subsequent years, until decided otherwise, with the Board of Directors being responsible for approving the individual allocation of this remuneration each year.
The Board of Directors decided to assign a fixed amount to each type of meeting. Remuneration is therefore based on the director's actual attendance and effective contribution to the work of the Board, in accordance with Recommendation No. 12 of the MiddleNext Code.

This remuneration policy applies to corporate officers newly appointed or whose term of office is renewed. Excluding any technical or preparatory work remunerated in the form of services, members of the Board of Directors are paid in accordance with the following remuneration scale and procedures:

Nature of Participation	Unit (U x 770€)	Amount (770€ x U)
Regular Board of Directors meeting	1	770€
Various working sessions	1	770€
Attendance at General Meeting	1	770€
Audit Committee in the presence of the statutory auditors	1	770€
Chairing the Risk Committee	1	770€
Attendance at Audit Committee / Accounts Committee	2	1,54€
Board of Directors for the approval of the accounts	2	1,54€

Chairing the Audit Committee / Accounts Committee	6	4,62€
Other	**Amount €**	
Responsibility allowance	5,50€	
Additional allowance – Chair of the Audit Committee	3,30€	
Censor – whatever the type of meeting	770€	

The actual remuneration is definitively set following discussions within the Board of Directors. Indeed, certain directors may choose to waive all or part of their remuneration. Accordingly, the Chairman of the Board of Directors, Dominique CEOLIN, has decided to limit the payment of his remuneration to 2,000 euros per year.

Exceptional remuneration

No director received any exceptional remuneration for the financial year ended 31 December 2024.

Benefits in kind

No director benefits from any form of benefit in kind.

Guiding principles of the remuneration policy for ABC arbitrage executives:

It is recalled that the principles of the remuneration policy are applied consistently to both management and employees (see sub-section “Remuneration policy for corporate officers submitted to an ex ante vote by shareholders in accordance with Article L.22-10-8 of the French Commercial Code, at the General Meeting of 7 June 2024” above).

The Group’s executive remuneration principles were established in the early 2000s and remain unchanged to this day: remuneration is essentially performance-based and calculated on the basis of net income, thereby including all costs borne by shareholders, including executive remuneration itself. In addition, remuneration is determined in relation to each individual’s operational responsibilities.

Lastly, in accordance with Recommendation No. 21 of the MiddleNext Code, the Board of Directors ensures that performance share and stock option plans are not excessively concentrated on ABC arbitrage’s corporate officers. Accordingly, no beneficiary may be granted more than 15% of the shares or options under any single plan. The final award of shares is subject to performance conditions that reflect the Group’s medium- to long-term interests.

Fixed remuneration

As a reminder, Dominique CEOLIN – Chairman and Chief Executive Officer – resigned from his salaried position on 28 February 2018. Since that date, there has been no combination of salaried and corporate officer status. All benefits related to salaried employment therefore no longer apply. Fixed remuneration under the corporate mandate for 2024 amounts to 210,000 euros per year.

Variable remuneration

The remuneration of Dominique CEOLIN, Chairman and Chief Executive Officer, is based on a variable bonus that rewards performance.

The determination of the variable remuneration for 2024, including those arising from collective company agreements, was proposed by the Board of Directors and approved by the shareholders at the General Meeting of 7 June 2024, based on the following criteria:

I. Quantitative calculation:

The Board of Directors proposes variable remuneration indexed to the Group's consolidated net income ("CNI"), calculated as follows:

- **A.** If the CNI is less than 11 million euros, no variable remuneration other than that arising from collective company agreements is determined;
- **B.** If the CNI is between 11 and 19 million euros: variable remuneration is calculated on a linear basis so that the total remuneration up to a CNI of 19 million euros is capped at 275,000 euros;
- **C.** If the CNI exceeds 19 million euros: 2.2% of the portion of CNI exceeding 19 million euros is added to the aforementioned amount.

In line with the Group's commitments to value sharing between employees and shareholders, the variable remuneration proposed for 2024 has been significantly reduced in the 11 to 19 million euros CNI range. The Board of Directors also notes the lowering of the thresholds for triggering variable remuneration, from 16 million euros (lower bound) and 23 million euros (upper bound) to 11 million euros and 19 million euros respectively, for all Group employees.

In accordance with the discussions held by the Board of Directors, the parameters of the Chairman and Chief Executive Officer's remuneration have been adjusted so that his compensation package remains structured around the former performance thresholds mentioned above (16M€ and 23M€), in order to avoid benefiting from this change.

II. *Qualitative criteria:*

Once the mechanical calculation has been carried out, the Board of Directors proposes to complement its assessment by considering four qualitative criteria. These four criteria have been among the Group's strategic objectives for several years and have been reaffirmed with the launch of the new "Springboard 2025" business plan. These criteria are regularly discussed during Board meetings.

- **Evaluation method**

The Board of Directors wishes to rely on key performance indicators monitored by the Group. These indicators are quantifiable and are also the subject of regular evaluation reports, in order to allow for the most objective assessment possible of the achievement of these qualitative objectives. The Board wishes to be able to discuss and decide without applying a mechanical calculation to the level of the key performance indicators. Each criterion will therefore carry a weighting of 25% within the overall assessment score, on a base of 100. The Board of Directors emphasises that no mechanical calculation will be applied to these qualitative criteria, but rather a general evaluation of each criterion.

- **Selected criteria**

- **A.** Social and Societal dimension of CSR – qualitative assessment in 2024 based on the following indicators:
    - **a.** Unforced turnover rate of the Group's workforce
    - **b.** Involvement in societal life outside *ABC arbitrage* (Mid-Small ecosystem, governance, etc.)
    - **c.** Gender equality – current situation and measures implemented

- **B.** Environmental dimension of CSR – assessment of the environmental aspect through the implementation of CO_2 measures within the activities of ABC arbitrage Group and monitoring of those measures

- **C.** Risk Management – evaluation of the ratio of operational incidents monitored and the related explanations

- **D.** Scalability – monitoring of the gross profit per employee ratio to ensure the Group's efficiency

- **Impact of decisions by the Board of Directors**

Beyond the fact that all variable bonuses are subject to the discretionary decision of the Board of Directors, the Board's decision based on the evaluation of these qualitative criteria may only affect part §I. Quantitative calculation-C of the variable bonuses mentioned above. This part will be adjusted by a multiplier coefficient composed of the sum of the four assessed criteria. By definition, this coefficient cannot exceed 1, thereby confirming that these qualitative criteria can only leave the initial calculation based solely on CNI unchanged or reduced.

Mandate Bonus

The spirit of the agreements entered into with executive corporate officers is to allow the company to undergo a total or partial change in management under conditions that do not jeopardise its stability. The Board of Directors therefore attaches particular importance to ensuring that a difference of opinion with an executive allows it to alter the composition of the company's management under predetermined conditions, even where both parties previously shared a common view of the company's interests and had a constructive relationship.

The mandate bonus compensates for the responsibility and precarious nature of the corporate officer role. As from the 2022 financial year, it is paid through two channels:

- An annual mandate bonus of 10,000 euros (ten thousand euros) will be paid each year to Dominique CEOLIN, Chairman and Chief Executive Officer, following the General Meeting approving the financial statements;
- In the event of non-renewal of the Chairman and Chief Executive Officer's mandate or dismissal at the company's initiative, a supplementary mandate bonus will be paid, such that the total amount received under the mandate reaches 140,000 euros (one hundred and forty thousand euros).

In return, the executive formally waives any right to claim severance pay at the end of the mandate, whatever the reason, except in the case of termination under humiliating or offensive circumstances.

No benefit will be granted to the Chairman and Chief Executive Officer on account of the termination or change of his duties, in accordance with Recommendation No. 19 of the MiddleNext Code.

Approval of the Chief Executive Officer's remuneration

The General Meeting, ruling pursuant to Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and exceptional remuneration elements awarded for the past financial year, forming the total remuneration and all benefits in kind relating to the mandate of Mr CEOLIN, Chief Executive Officer.
In accordance with the Sapin II Law, the PACTE Law, and the Ordinance of 27 November 2019, the variable and exceptional remuneration of corporate officers is subject to both ex ante and ex post approval by the General Meeting.

Non-compete clause and compensatory indemnity

Given the nature of the duties of the Chairman and Chief Executive Officer — involving exposure to know-how, confidential and strategic information, and business partners within the fields of arbitrage trading and alternative asset management — he shall, in the event of termination of his last mandate within the Group (regardless of the cause or initiator), be prohibited from exercising on his own behalf, via an intermediary, or for another individual or legal entity, any role related to the design and/or execution of arbitrage trading strategies, or any alternative asset management activity, whether for proprietary trading or on behalf of third parties, that could compete with any existing activities of the ABC arbitrage Group at the date of departure.

The Chairman and Chief Executive Officer has also undertaken not to use, to the detriment of any ABC arbitrage Group company, any confidential processes, methods or proprietary information acquired during or in connection with the exercise of his duties.

This non-compete obligation shall apply for a period of ten months from the effective end of the Chairman and Chief Executive Officer's last mandate within the ABC arbitrage Group. It shall apply to all financial markets on which arbitrage strategies were deployed as of the end of the mandate and, in particular — though not exhaustively — to Europe and North America. It shall also cover portfolios and clients that the executive may have managed.

In return for this non-compete obligation, the Chairman and Chief Executive Officer shall receive, irrevocably and as from the effective cessation of his duties, a gross compensatory indemnity equal to 33% of the average annualised amount of gross variable bonuses received over the last 24 months of his mandate, capped at a total of 120,000 euros gross. This non-compete indemnity payable at the end of the mandate is in addition to any amounts received under the same heading during the term of the mandate, as indicated in this report.

This compensatory indemnity shall be paid in ten monthly instalments, subject to the condition precedent of receiving, by any means, quarterly proof of compliance with this clause[5].

No defined benefit supplementary or complementary pension commitments

In accordance with Recommendation No. 20 of the MiddleNext Code, no supplementary or complementary pension commitment on a defined benefit basis has been established for the benefit of the Chairman and Chief Executive Officer. The Board of Directors has clearly expressed its opposition to any such commitment.

Remuneration for the Chairman and Chief Executive Officer's directorship

The General Meeting sets the overall annual amount of remuneration allocated to the members of the company's Board of Directors.

The Board of Directors has decided to allocate a fixed amount per type of meeting, in accordance with the scale set out above, and votes each year on the individual allocation of remuneration based on the actual attendance and contribution of each director to the work of the Board, in line with Recommendation No. 12 of the MiddleNext Code.

The Chairman and Chief Executive Officer agrees each year to limit the payment of his remuneration in this respect to 2,000 euros.

No benefits in kind

The Chairman and Chief Executive Officer receives no benefits in kind.

Grant of options or performance shares

The Chairman and Chief Executive Officer is eligible for free share and stock option plans set up by the company for the benefit of Group employees and executives. Any free shares or share purchase or subscription options granted are subject to performance conditions set by the Board of Directors.

Summary of trading in the company's securities by directors and related restrictions

- **Closed periods**

In the interests of transparency and the prevention of insider trading, corporate officers are required to observe a blackout period on *ABC arbitrage* shares from the first day of the financial year until the day following the publication of the annual results, and from 1 July until the day following the publication of the half-year results.

[5] Pôle Emploi certificate, payslip, employer's certificate, sworn statement, etc.

This means that during these periods, members of the Board must refrain, in accordance with legal provisions, from carrying out any transactions in *ABC arbitrage* shares.

- **Transaction reporting obligation**

Transactions carried out by corporate officers must be reported to the company and published on the website of the Autorité des Marchés Financiers (AMF). The disclosure threshold is set at 20,000 euros per calendar year. This applies to both equity and debt securities, as well as derivatives and financial instruments linked to such securities. Notifications must be sent to the AMF and to ABC arbitrage within three working days of the transaction date.
In 2024, the directors and corporate officers of the company carried out the following transactions in *ABC arbitrage* shares:

Name	Acquisitions (in €)	Disposals (in €)	Subscriptions (in €)	Number of shares ABCA owned at 31/12/2024
Dominique CEOLIN	- €	- €	32 807,97 €	2 639 851
Financière WDD*	- €	- €	- €	7 120 473
David HOEY	742 151,96 €	752 309,32 €	14 494,48 €	3 487 375
Aubépar Industries SE	- €	- €	- €	7 108 717
Sophie GUIEYSSE	- €	- €	- €	1 000
Isabelle MAURY	- €	- €	- €	1 000

** Holding owned at 50,01% by Dominique Ceolin*

Remuneration elements paid during the 2024 financial year or awarded in respect of the same year, submitted to an ex post vote by shareholders at the General Meeting of 7 June 2024:

In accordance with Article L.22-10-8 of the French Commercial Code, the total remuneration of executive corporate officers, as described below, complies with the remuneration policy approved at the General Meeting of 7 June 2024.

Directors' Remuneration:
The remuneration paid in 2024 by ABC arbitrage to the directors amounts to 96,930 euros and breaks down as follows:

Name	Role	Remuneration awarded to directors				
		2024	2023	2022	2021	2020
Dominique CEOLIN	Chairman	2,000 €	2,000 €	2,000 €	2,000 €	2,000 €
Aubépar Industries SE Represented by Xavier CHAUDERLOT	Director	19,470 €	15,833 €	21,900 €	19,600 €	13,300 €
Sabine ROUX de BÉZIEUX	Director	N/A	5,933 €	14,975 €	16,100 €	13,300 €
Sophie GUIEYESSE	Director	21,780 €	15,833 €	15,675 €	8,400 €	N/A
Isabelle MAURY	Director	31,900 €	26,434 €	19,400 €	2,800 €	N/A
David HOEY	Director	21,010 €	10,700 €	N/A	N/A	N/A
Jean-François DROUETS	Censor	770 €	233 €	6,000 €	9,100 €	9,100 €

Chairman and Chief Executive Officer's Remuneration:

- **Mr. Dominique CEOLIN**

The remuneration in euros awarded or granted in respect of the 2024 financial year, as well as the remuneration in euros paid during the 2024 financial year to Dominique CEOLIN, executive corporate officer of the listed company, compared with that of the two previous financial years, in respect of his duties (mandate), excluding remuneration for directorships in Group companies not fully consolidated, is as follows:

Dominique CEOLIN Chairman and Chief Executive Officer	Exercice N 2024		Exercice N-1 2023		Exercice N-2 2022	
	Allocated amounts	Amounts paid	Allocated amounts	Amounts paid	Allocated amounts	Amounts paid
Fixed compensation	**210,000**	**210,000**	**210,000**	**210,000**	**210,000**	**210,000**
Non-compete clause and compensatory indemnity	-	-	-	-	-	-
Variable compensation	185,000	6,700	6,700	320,200	320,200	262,400
Termination benefit	10,000	10,000	10,000	10,000	10,000	11,750
Incentive schemes	34,776	32,994	32,994	30,852	30,852	30,852
Profit sharing	22,843	3,343	3,343	30,852	30,852	29,545
Compensation for mandates for «members of the administrative board»	6,000	6,000	6,000	4,000	4,000	4,000
Benefits in kind	-	-	-	-	-	-
Post-retirement benefit obligations	-	-	-	-	-	-
Share grants	-	-	-	-	-	-
Stock-options	-	-	-	-	-	-
Others	-	-	-	-	-	322,150
TOTAL	468,619	269,037	269,037	605,904	605,904	870,697

- **Pay Ratios and Evolution**

In accordance with the provisions of Article L.22-10-9, I 7° of the French Commercial Code, the table below presents the five-year evolution of the ratio between the total remuneration of the Chairman and Chief Executive Officer and both the average and median full-time equivalent remuneration of employees of the Economic and Social Unit comprising the employees of ABC arbitrage and ABC arbitrage Asset Management. It also shows the evolution of these remuneration levels and the related performance criteria.

The employees considered are those of the Economic and Social Unit, i.e. all employees in France who were continuously employed throughout the year. Employee remuneration includes fixed and variable compensation as well as bonuses, all amounts paid during the 2024 financial year. The same applies to the remuneration of executive corporate officers, in order to ensure consistency in the criteria used to determine these ratios.

Year	31/12/2024	31/12/2023	31/12/2022	31/12/2021	31/12/2020
Equity Ratio / Average Compensation - Dominique CEOLIN	**2.9**	4.7	5.9	5.1	3.7
Equity Ratio / Median Compensation - Dominique CEOLIN	**2.8**	5.7	7.2	6.4	4.4
Equity Ratio / Guaranteed minimum wage - Dominique CEOLIN	**10.8**	26.0	34.3	39.6	19.2
Equity Ratio / Average Compensation - David HOEY	**Term of office as Chief Operating Officer ends June 9. 2023**		2.6	4.5	3.0
Equity Ratio / Median Compensation - David HOEY			3.1	5.7	3.7
Equity Ratio / Guaranteed minimum wage - David HOEY			14.8	35.3	15.9
Change in average salary (1)	**-30.1%**	-0.1%	-21.6%	51.8%	20.0%
Change in median salary (1)	**-14.4%**	0.6%	-18.8%	44.5%	13.6%
Change in minimum wage (1)	**2.2%**	5.5%	5.2%	1.6%	1.2%
Consolidated revenue organic growth (1)	**30.9%**	-35.8%	-4.5%	-6.4%	85.2%

(1) Evolution observed in year N compared to year N-1. The variable bonuses are included in these calculations.

2.5. Delegations of Authority and Powers to the Board of Directors

Delegation date	Nature of the delegation	Terms and limits of the delegation	Delegation expiry	Use of the delegation
9 June 2023	Authorisation to grant stock options or to issue or purchase ordinary shares to employees and executive officers of the company or Group companies (resolution no. 19)	The subscription or purchase price of shares will range between 95% and 140% of the average closing share price over the 20 trading sessions preceding the grant of each plan. The general meeting expressly waives, for the benefit of the option beneficiaries, the preferential subscription right to shares issued upon exercise of these options. The total number of options granted shall not give the right to subscribe to or purchase more than 5 million shares. **(38 months)**	**9 August 2026**	Used: - for 3,200,000 options granted on 07/06/2024, subject to conditions
9 June 2023	Authorisation granted to the Board of Directors to award free existing or newly issued ordinary shares as performance shares of the Company to employees and/or executive corporate officers (resolution no. 20)	The total number of shares granted free of charge may not exceed 2,000,000, including shares already granted under previous authorisations, and may not represent more than 10% of the Company's share capital as at the date of the Board of Directors' decision. This percentage may not exceed 30% of the share capital when the performance shares are granted to all employees of the Company. **(38 months)**	**9 August 2026**	Used: - for 119,171 shares granted on 09/06/2023, subject to conditions - for 845,000 shares granted on 07/06/2024, subject to conditions
6 June 2024	Authorisation granted to the Board of Directors to operate transactions on the Company's shares under Article L22-10-62 of the French Commercial Code, including the duration, purpose, terms and ceiling of the share buyback programme (resolution no. 12)	The maximum purchase price is set at 12 euros per share. The number of shares acquired by the Company may not exceed 10% of its share capital, adjusted where necessary for transactions affecting the share capital after this general meeting and in accordance with the provisions of Article L22-10-62 of the French Commercial Code. The maximum amount allocated to this share buyback programme is set at 20 million euros. The Board of Directors is granted full powers, with the ability to delegate to the Chief Executive Officer, to assess the advisability of launching a share buyback programme and to determine its terms and conditions, including market or over-the-counter transactions, execution of any agreements, preparation of all necessary documents, and more generally to take all actions required for such implementation. Prior authorisation of the Board of Directors is required for any execution exceeding 500,000 euros of treasury shares outside of market liquidity purposes. **(18 months)**	**6 December 2025**	Regular use authorised by the Board of Directors Weekly publication on our website and to the AMF
6 June 2024	Authorisation to cancel shares and all other equity securities giving access to capital under Article L22-10-62 of the French Commercial Code; scope of the authorisation; powers granted to the Board of Directors; duration of the authorisation (Resolution no. 13)	The Board of Directors is authorised to cancel, at its sole discretion and on one or more occasions, shares held by the Company up to a limit of 10% of the share capital calculated on the date of the cancellation decision over a period of 24 months, either held directly or as part of the share buyback programme pursuant to Article L22-10-62 of the French Commercial Code, and to reduce the share capital accordingly in compliance with applicable legal and regulatory provisions in force.	**6 June 2026**	Not used
6 June 2024	Delegation of authority granted to the Board of Directors to decide on the incorporation into capital of reserves, profits or premiums (Resolution no. 14)	The General Meeting delegates, in accordance with the provisions of Articles L.225-129, L.225-129-2 and L.225-130 of the French Commercial Code, to the Board of Directors its authority to decide on one or more capital increases by incorporation into capital of all or part of reserves, profits or premiums, by issuing new shares, free of charge, or by increasing the par value of existing ordinary shares, or by using both methods concurrently. The maximum nominal amount of capital increases that may be carried out under this resolution is set at 150,000 euros. **(26 months)**	**6 August 2026**	Not used

Delegation date	Nature of the delegation	Terms and limits of the delegation	Delegation expiry	Use of the delegation
6 June 2024	Delegation of authority granted to the Board of Directors to issue shares or any securities giving access to the capital while maintaining shareholders' preferential subscription rights; terms of the issue and powers granted to the Board; maximum nominal amount of the issue (Resolution no. 15)	The total nominal amount of capital increases that may be carried out under this authorisation may not exceed 200 million euros, representing a maximum total of 12,500,000 shares, without prejudice to any adjustments. Shareholders will have a preferential right to subscribe for the securities issued under this delegation. **(26 months)**	**6 August 2026**	Not used
6 June 2024	Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the capital with waiver of shareholders' preferential subscription rights, under the provisions of Article L. 411-2 of the French Monetary and Financial Code (Resolution no. 16)	The total amount of capital increases that may be carried out under this delegation may not exceed 20% of the share capital. The Board of Directors will determine the issue price of the shares and/or securities, which may not be lower than the weighted average of the share prices over the three trading sessions preceding the price determination date, less a maximum discount of 10% where applicable. **(26 months)**	**6 August 2026**	Not used
6 June 2024	Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the capital reserved for employees and corporate officers of the Group (Resolution no. 17)	The Board of Directors will determine all the terms and conditions of the issues and the related subscription periods. The nominal amount of capital increases carried out under this resolution may not exceed 40,000 euros, or a total of 1,500,000 shares, subject to any adjustments in accordance with Articles L. 228-98 and L. 228-99 of the French Commercial Code. **(26 months)**	**6 August 2026**	Not used

The General Meeting of 7 June 2024 decided to set the total nominal amount of capital increases, whether immediate and/or future, that may be carried out under the delegations and authorisations granted pursuant to the nineteenth and twentieth resolutions adopted by the General Meeting of 9 June 2023, as well as the fifteenth, sixteenth and seventeenth resolutions adopted by the present General Meeting, at 200,000 euros, it being specified that this ceiling may be increased, where applicable, by the nominal amount of shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, where applicable, relevant contractual stipulations, the rights of holders of securities giving access to shares.

2.6. Other Information

Shareholders' participation in the General Meeting:

Any shareholder, regardless of the number of shares held, has the right to participate in the General Meeting of Shareholders under the applicable legal and regulatory conditions.

In accordance with Articles L.225-106 and L.22-10-39 of the French Commercial Code, if not attending the meeting in person, any shareholder may choose one of the following three options:

- appoint any individual or legal entity of their choice as proxy, including the chairman of the meeting;
- send a proxy to the company without naming a representative;
- vote by post.

Shareholders may obtain, under the legal and regulatory conditions, the documents provided for under Articles R.225-81 and R.225-83 of the French Commercial Code (the annual accounts, explanatory statements for proposed resolutions, etc.) upon request sent to the company's registered office.

The documents to be presented at the meeting are made available on the company's website (abc-arbitrage.com) in accordance with Article R.225-73 of the French Commercial Code, no later than twenty-one days prior to the meeting.

Shareholders may submit written questions to the Board of Directors. These must be sent in compliance with legal and regulatory requirements, no later than four days prior to the meeting.

Shareholders meeting the legal and regulatory requirements may request the inclusion of draft resolutions or additional items on the agenda. Such requests must be sent in accordance with the legal and regulatory provisions, no later than twenty-five days prior to the meeting.

Dominique CEOLIN, Chief Executive Officer of the company, regularly meets with significant shareholders outside the General Meeting, to allow for constructive exchanges in line with Recommendation No. 14 of the MiddleNext Code.

Succession Plan:

In accordance with Recommendation No. 17 of the MiddleNext Code, Dominique CEOLIN, Chairman and Chief Executive Officer, presents the succession plan to the Board of Directors once a year.

This plan was notably:

- Amended during the 2023 financial year, following the end of David HOEY's term as Deputy CEO at the close of the General Meeting of 9 June 2023 and his appointment as a member of the Board of Directors from the same date;
- Presented again to the Board of Directors at the end of 2024.

Regulated agreements:

No regulated agreements have been signed to date, nor has any agreement been concluded between a shareholder holding more than 10% of the capital and voting rights of *ABC arbitrage* and an executive or subsidiary thereof.

Information that may have an impact in the event of a public offer (takeover or exchange):

In accordance with Article L.22-10-11 of the French Commercial Code regarding "information that may have an impact in the event of a takeover or exchange offer", this management report includes the following information:

The company's shareholding structure	This information is provided in section "*4.2. Shareholding structure of the company*"
Statutory restrictions on the exercise of voting rights and on the transfer of shares, or clauses of agreements disclosed to the company pursuant to Article L.233-11	Not applicable – Articles of association available on the website abc-arbitrage.com/statuts
Direct or indirect holdings in the company's share capital of which the company is aware pursuant to Articles L.233-7 and L.233-12	This information is provided in section "*4.2. Shareholding structure of the company*"
List of holders of any securities conferring special control rights and a description thereof	Not applicable
Control mechanisms provided for in any employee shareholding system where the control rights are not exercised by the employees themselves	Not applicable
Shareholders' agreements known to the company which may entail restrictions on the transfer of shares and the exercise of voting rights	Not material
Rules applicable to the appointment and replacement of members of the Board of Directors and to amendments of the company's articles of association	This information is provided in section "*2.2. Composition of the Board of Directors: Selection of Directors*"
Powers of the Board of Directors, particularly with regard to the issuance or buyback of shares	This information is provided in section "*2.3. Conditions for preparing and organising the Board's work: Board meetings*"
Agreements entered into by the company which are amended or terminated in the event of a change of control, except where disclosure would seriously harm the company's interests, unless legally required	Not applicable
Agreements providing for compensation for Board members or employees if they resign, are dismissed without just cause, or if their employment ends due to a takeover or exchange offer	Not applicable / See details in "*2.4. Remuneration policy for corporate officers: Mandate bonus*"

3. Risks and Internal Control

The internal control procedures in force within the various Group companies aim to:

- Ensure that management actions and transaction execution, as well as employee behaviour, fall within the framework defined by the orientations set for the company's activities by its governing bodies, by applicable laws and regulations, and by the company's internal values, standards, and rules;
- Prevent and control risks resulting from the company's activities and the risks of errors or fraud;
- Verify that the accounting, financial and management information communicated to the company's governing bodies genuinely reflects the activity and situation of the company and the Group companies;
- Ensure the management of identified risks.

From a broader perspective, the internal control system is intended to provide shareholders and investors with reasonable assurance that the objectives set by the Board of Directors, as part of the strategy agreed with shareholders, are achieved under sufficient conditions of security, risk and process control, and compliance with applicable standards. As with any control system, it cannot, however, provide absolute assurance that such risks are entirely eliminated.

3.1. Reference Texts

The regulatory and normative references to which the internal control system of *ABC arbitrage* Group seeks to conform are as follows:

- The texts applicable to French companies whose securities are admitted to trading on a regulated market, in particular the General Regulation of the AMF and the internal control reference framework published by the AMF;

- The texts applicable to French asset management companies, including the General Regulation of the Autorité des Marchés Financiers (AMF), the code of ethics of the Association Française de la Gestion financière (AFG), and the AIF Rulebook for managed AIFs.

3.2. Parties Responsible for Internal Control and Risk Management

Two teams within the Group are responsible for supervising the operational teams: the "Finance/Internal Control" team and the "Market Risk" team.

The boards of directors of the *ABC arbitrage* Group companies are fully empowered to request any information they deem necessary. Their key contacts on risk management matters are Gaëtan FOURNIER, Group Secretary General, and Dominique CEOLIN, Chairman and Chief Executive Officer.

The "Finance/Internal Control" team:

This team reports directly to General Management and, upon request, to the boards of directors of the Group companies. It is composed of six employees.

The team is responsible for developing and maintaining documentation specifying the resources used to ensure the internal control system functions properly, coherently, and effectively. It organises and contributes to both permanent and periodic control activities.

Through regular meetings with each team across the different Group entities, internal control verifies the existence of and compliance with procedures outlining the operational processes of each team.

Given the Group's size, its work, findings, and improvement proposals are discussed in formal meetings with the relevant team leads and company management.

This team is also responsible for the Group's financial control. As such, it validates, at each accounting close, entries recorded manually or automatically in the information system by operational teams.

These verifications are performed:
- Using supporting documents through exhaustive or sample-based controls;
- Via analytical reviews.

The checks performed by the "Finance/Internal Control" team are documented in a balance sheet file that is subject to external audit by the statutory auditors on a semi-annual basis.

The "Market Risk" team:

The "Market Risk" team reports directly to *ABC arbitrage*'s Secretary General, who liaises with the Chairman and CEO and the boards of directors. This team consists of four employees.

Its key responsibilities include:
- Monitoring risk limits (exposures, hedging discrepancies, etc.) set by the management committee or the Group's clients;
- Modelling, evaluating, and monitoring extreme risks (stress testing, scenario analysis);
- Monitoring and optimising capital usage;
- Analysing trading strategies.

Members of the Investment Risks team ensure that all management procedures and limits are properly adhered to and immediately escalate any breaches to the management committee. They communicate daily with the traders, who are responsible for first-level controls.

Critical controls—addressing primary risks—are performed in real time, and a daily summary of any breaches is submitted to the management committee after the US market closes.

The head of the Investment Risks team meets with the management committee as often as necessary and at least once per week. A quarterly report is also submitted to the management committee and the Chairman and CEO of *ABC arbitrage*.

The Compliance Officer:

The Compliance Officer is responsible for organising the application of professional conduct rules as defined by financial industry standards. These rules are designed to guarantee the quality and integrity of the services provided and, in doing so, to support business development. In collaboration with all relevant individuals and teams, the Compliance Officer ensures their implementation and is responsible for oversight.

3.3. Risk Management Framework

The Internal Control team prepares and monitors a risk matrix. This matrix details how all departments and the Group's infrastructure classify and mitigate identified risks.The risk matrix is presented to the Audit Committee and approved annually by the Board of Directors. This presentation includes the methodology used and the assessment of each risk category.

Two teams are involved in the risk management system: the Market Risk team and the Finance and Internal Control team. All monitoring and control measures are aimed at managing and identifying areas for improvement to reduce the risks inherent to the Group's activities. These areas for improvement are highlighted through recommendations issued following permanent and periodic control themes.It is important to note that the various business lines represent the first line of defence in risk management and control.

The nature and extent of the risks arising from the financial instruments to which the Group is exposed are detailed below.

The positions taken (hereinafter referred to as "Exposure(s)" or "Position(s)") include equities or equity derivatives, such as warrants, put warrants or convertible bonds, as well as derivatives such as futures, options, currencies, and fund units (hereinafter collectively referred to as "Financial Instruments"), the majority of which are traded on active markets, whether regulated or not. A group of related Exposures constitutes a Quantitative Model.

A Quantitative Model aims to benefit from an unjustified price difference between several Financial Instruments. The Group considers only those differences as "unjustified" that can be objectively measured by a mathematical or statistical process, without any guarantee of future convergence.

Positions may be held with a custodian, as a receivable or payable vis-à-vis a counterparty, or in synthetic form (CFDs, swaps).

The Group is exposed to various financial and non-financial risks: market risk, credit and counterparty risk, liquidity risk, operational risk, and other risks.

ABC arbitrage has defined and communicated a general risk management framework to its subsidiaries. Each subsidiary board uses this framework to build its own policy.The Group monitors the implementation and effectiveness of controls within the subsidiaries with the support of executive management and control functions (market risk and internal control).

The Group uses leverage under its financing agreements with counterparties, allowing it to take on larger Exposures than it could otherwise.

Exposures taken individually carry a risk of capital loss. The maximum loss on long equity positions is limited to their fair value. The maximum loss on long futures positions is limited to their notional value. The maximum loss on short positions in equities or futures is theoretically unlimited.

Market Risk:

Market risk is the risk that the fair value or future cash flows of Positions will fluctuate due to changes in the prices of Financial Instruments. It includes price risk, interest rate risk, and foreign exchange risk.

Equity Risk

Equity risk, or price risk, arises mainly from uncertainty regarding future prices of Financial Instruments held. It represents the potential loss the Group could suffer due to adverse price movements on its Financial Instruments Exposures.

This risk is not related to overall unfavourable developments in financial markets, such as a crash, but to the occurrence of an adverse event linked to the specific operation initiated. By nature, the risks linked to Quantitative Models are independent from each other. The Group mitigates them through diversification, by operating across as many trades and types of Financial Instruments as possible, and across multiple geographic areas.

The risk is monitored daily by the Market Risk team through position alert monitoring and the implementation of stress tests to track any potential deviations. All alerts are escalated to the Management Committee, which adjusts limits accordingly.

Interest Rate Risk

Interest rate risk refers to changes in the price or valuation of a Financial Instrument resulting from variations in interest rates.

In most Quantitative Models, the amount of the long position is approximately equal to the amount of the short position. In such cases, this risk is generally negligible. When a specific Position carries material interest rate risk, this risk is systematically hedged.

This risk is monitored by the "Financial Operations" team using a dedicated cash management and interest rate optimisation tool. The Market Risk team also performs monthly monitoring of interest rate risk by strategy and by currency.

Foreign Exchange Risk

The Group's Exposures may be denominated in currencies other than the euro. As a result, fluctuations in exchange rates against the reference currency may positively or negatively affect their value.

Foreign exchange risk is systematically hedged by buying or selling the relevant currency (or exposure to the currency). The only residual risk is second-order: the profit generated in a particular currency may fluctuate if not converted into euros. The Group regularly converts profits into euros, and is thus only marginally exposed to this risk.

The Market Risk team calculates daily foreign exchange exposure by strategy portfolio. Alerts are issued to the relevant Business Units when necessary.

Operational Risk:

Operational risk is the risk of internal failure. These failures may stem from technical, human or external factors. This risk is managed proactively, with transactions governed by written procedures and strict internal controls. However, such controls do not offer absolute protection, and vigilance must remain constant as this is a structural risk inherent to the Group's business.

The Group follows a risk-based approach, identifying all sensitive elements likely to cause operational failure in its risk matrix. Several levels of control are implemented (level one, one bis, two, and three). These controls are conducted regularly, and their outcomes systematically reviewed to reassess the risk classifications.

For example, strategy environments are configured based on automated referencing of official external data sources. The Analysis and Investigation team monitors the consistency of internal and external data used by traders. The IT & Development and Trading teams perform strategy testing in development environments separate from production, significantly reducing configuration or data usage errors. The Market Risk team defines applicable limits for each strategy, submitted for validation by the Management Committee. The Execution Support team conducts compliance tests on counterparties to regularly assess their reliability and ability to execute orders in the market.

In the event of business continuity issues, the IT & Development team has implemented a Business Continuity and Disaster Recovery Plan, which includes real-time replication of critical data and daily backup of less sensitive information.

An incident reporting and tracking system is in place, covering all types of incidents (human, technical, external). It ensures rapid resolution and the implementation of a remediation plan to prevent recurrence. A summary is presented to the Executive Committee every six months.

Liquidity Risk:

Liquidity risk is the risk that the Group's assets cannot be converted into cash quickly enough to meet its obligations, or only under materially disadvantageous conditions. The Group's Exposures mainly consist of Financial Instruments listed on active (if not regulated) markets and are highly liquid. The Group's obligations mainly consist in the need to post Collateral to support its Exposures. The volume of potential Exposures is contractually limited by the assets transferred as Collateral.

The Group's Exposures are constantly monitored in accordance with agreements entered into with counterparties, ensuring the Group has broad flexibility in its operations and a high level of readily available liquidity. Furthermore, given the liquidity of Positions, it is easy to reduce the need for Collateral by decreasing the volume of Exposures.

The Group prioritises intervention in highly liquid products; any exception to this rule must be submitted to the Management Committee for a decision. The "Market Risk" team sets exposure limits calibrated to the liquidity risk.

Credit and Counterparty Risk:

Credit and counterparty risk is the risk that a third party, whose financial condition deteriorates, may fail to meet a contractual obligation to pay the Group a sum of money or deliver a certain quantity of securities.

For its market operations, the Group mainly acts as a client of brokers ("Brokers"), credit institutions and investment firms ("Counterparties"). All such institutions are subject to specific oversight by the competent authorities in their home country to ensure their solvency.

The Financial Instruments traded by the Group are executed on active (if not regulated) markets and are generally cleared through a central counterparty. As a result, the risk of default by Brokers is considered low, since the central counterparty guarantees the settlement of the transaction, and Financial Instruments are not delivered to Counterparties until the Broker has either made or received payment.

When settling transactions in Financial Instruments, Counterparties act as custodians, creditors or debtors, or as counterparties for synthetic products (CFDs, swaps) for the Group. In general, Positions held with a custodian are very limited. Nearly all the Group's assets are pledged or collateralised in favour of Counterparties (hereinafter "Collateral"), which may reuse them ("reuse"). Under applicable regulations, Counterparties are required to return the reused assets or equivalent assets upon first request.

Risks related to the use of a Counterparty include:

- Interruption or termination of services offered by the Counterparty, which reserves the right to modify or discontinue services;
- Increased custody fees on Positions charged by the Counterparty;
- Failure to return assets used by the Counterparty due to market events;
- Failure to repay amounts due by the Counterparty following default;

- Incorrect valuation of debt and/or assets pledged as collateral.

The Group manages counterparty risk through the widespread use of standard contractual agreements (netting and collateral agreements), daily monitoring of Counterparty ratings, and ongoing efforts to diversify its banking relationships while balancing the benefits of volume concentration.

The Group mainly operates through regulated markets (cleared via central counterparties), which helps mitigate this risk. Due diligence questionnaires are issued before selecting any intermediary. Prime broker concentration is tested, and Counterparties used by the Group are subject to compliance checks by the Execution Support team to regularly assess their reliability and ability to route orders to the market (see operational risk section). The Market Risk team monitors counterparty risk and performs a review of maximum potential losses through stress testing.

Other Risks:

Compliance and Legal Risk

LCompliance risk is the risk of failing to identify and/or correctly comply with applicable laws and regulations governing the Group's activity. Such failure may lead to malfunctions, financial losses, or sanctions (judicial, disciplinary, administrative, etc.). A permanent regulatory watch is in place via an external service provider supporting the Group's Legal and Tax team.

This risk is monitored by the “Legal” team, which performs legal and regulatory watch. This work enables the Compliance and Internal Control team, with the support of operational departments, to implement regulatory requirements and ensure reporting to the relevant authorities. Additionally, the “Compliance and Internal Control” team provides advisory support to all teams within the Group on compliance-related matters and raises awareness about their obligations

Conflict of Interest Risk

The risk of conflicts of interest is the risk of facing situations where the interests of a client or a Group entity may conflict with those of another client, another Group entity, or one of its employees.

To prevent such situations, the Group has implemented:

- An internal policy on conflict of interest management, including instructions that employees must follow to identify, prevent and manage conflicts;
- Strict procedures and rules governing order handling and the primacy of client interest. The Group’s asset management companies strictly adhere to financial market rules and ensure equal treatment of orders. Orders transmitted to the market are pre-allocated and time-stamped.

This risk is mitigated by the presence of a dedicated internal control team and the establishment of management committees responsible for validating or proposing any strategy that falls outside usual frameworks. These committees involve representatives from the Market Risk, Analysis and Investigation, and Legal and Tax teams. More generally, the code of ethics is presented to each new employee and reiterated annually. Regular controls are in place to cover this risk.

The Group also mitigates this risk by working exclusively with professional clients, who receive the Group's Due Diligence Questionnaire annually, which outlines its ethical principles. All potential conflicts of interest are recorded in a dedicated register and reviewed by the Compliance team, which prepares an analysis note to confirm or dismiss any presumed conflict.

Climate Change Risk

Given its business model, *ABC arbitrage* Group has not identified any significant financial risk linked to climate change. However, the Group is aware of its responsibility and seeks to incorporate environmental considerations into its daily operations.

The Group's environmental policy is detailed in Part III of the voluntarily provided Non-Financial Information Report, included in the Annual Financial Report.

As mentioned above, the Group has not identified any significant financial risk linked to climate change. Nevertheless, it conducts awareness initiatives, and its CSR task force considers and anticipates potential effects.

3.4. General Organisation of Internal Control

To address the previously identified risks, ABC arbitrage Group has implemented the following components within its internal control framework:

Clear and accessible functional and hierarchical organisation charts

These provide an overall view of the Group's structure and ensure appropriate segregation of duties.

Documented procedures describing management processes

Procedures are drafted by employees from the various departments to clarify data flows, required documents, decision-making steps, record-keeping, and necessary controls. These procedures reflect the management company's expertise in delivering its core business.

Management rules

Management rules are defined by senior management in collaboration with the Market Risk department when initiating any new category of quantitative models. These rules provide all stakeholders with a consistent framework regarding position limits, maximum loss thresholds, leverage, and other parameters.
Regular controls are in place to ensure that limits are established, reviewed on a regular basis, and strictly observed.

A tailored information system

The information system is the cornerstone of the organisation. Designed to meet the specific needs of the business, it enables a large number of automatic controls and the generation of daily management reports. It also allows for the implementation of certain IT restrictions to minimise operational errors in workflows. The system has been developed and is maintained by the management company's internal teams.

Permanent traceability

All elements of the production and operational chain are logged and archived within the Group's systems to ensure full traceability of operations.

Accountability of operational staff

Risk management and first-level controls are carried out close to the operational teams so that they assume responsibility for applying control rules and ensuring compliance with existing risk limits and internal standards.

Segregation of duties between processing and control functions

To prevent the risk of collusion or unintentional errors, key operational functions must be separated. Accordingly, the functions of authorisation, processing, recording and accounting are clearly divided between different operational departments.
Where the Group's small size results in unavoidable overlaps, control reporting is made directly to the Board of Directors or General Management, and decisions are taken collectively.

Limited delegations of authority

Only the Chief Executive Officer holds general authority to represent any ABC arbitrage Group company. A general delegation exists in the event of absence, and special delegations may be granted to department heads, limited to the needs of their function.

Ethical measures

All employees are considered potentially exposed to sensitive information or conflicts of interest, and therefore the rules applicable to all are designed to reduce the risk of misuse or inappropriate behaviour.

The internal code of conduct sets out:

- Rules governing confidential, privileged, or sensitive information;
- Blackout periods on *ABC arbitrage* share trading, established by senior management in accordance with the company's internal timeline, in order to avoid any controversy or personal judgement over activity during sensitive periods (e.g. ahead of earnings releases).

The Group has also consistently ensured that it maintains a significant reserve of available cash to deal with severely disrupted market conditions. It has never encountered any issues with financing or access to credit.

The Group's entities occupy premises that are well suited to the technical requirements of a trading floor and facilitate efficient information flows throughout the organisation.

3.5. Organisation of Financial and Accounting Information Preparation

ABC arbitrage Group prepares both statutory and consolidated financial statements on an annual basis. These accounts are prepared by the Finance/Internal Control department, reviewed by the Audit Committee, and approved by the Board of Directors. In addition, the Group publishes consolidated accounts on a half-yearly basis.

The statutory and consolidated accounts have consistently been certified without qualification by the statutory auditors.

The accounting control framework, overseen by the Finance/Internal Control department, has been designed to ensure that ABC arbitrage Group's information system and its associated reference frameworks comply with regulatory requirements, particularly with regard to audit trail integrity and continuity.

Reconciliation and freeze of entries:

A dedicated internal module named "Transactions" stores, at two levels, the nature and specific details of each transaction (direction, security type and description, trade date, value date, quantity, price, commissions, broker mnemonic, deposit account, etc.).

The first level is accessible to traders for transaction input.

The second level is accessible to post-trade financial operators for transaction validation, based on confirmations received from counterparties.

This module serves as a dynamic interface between traders and financial operators, ensuring clear segregation of duties between input and validation functions.

All data flows that result in accounting entries are protected by IT controls that prevent any modification or deletion, thereby ensuring the integrity and finality of the records.

These safeguards apply to transactions entered by traders. Once validated by the financial operators (i.e., reconciled with broker confirmations), transactions become non-editable.

The same applies to settlement and delivery processes: once confirmed and reconciled with counterparties, transactions and associated accounting entries are locked.

All journal entries initially recorded in draft mode are definitively frozen after accounting validation as of a predefined “freeze date”.

Finally, the monthly general ledger entries are processed using accounting software approved by the tax authorities. An annual closing procedure is applied to the total of recorded movements, at the latest before the end of the following accounting period.

Non-operational activity entries are entered directly into the accounting software.

Account setup and modification:

Permissions to create or modify account data are restricted to two designated and authorised individuals: one business user and one IT systems administrator. They are responsible for the integrity of account master data (e.g. account number, label, etc.).

Accounting entry schemes:

For automatic accounting entries, predefined accounting schemes are in place. The transaction type and third party designation, as validated by the financial operator, trigger the posting of the relevant accounting flow. These flows cannot be modified retrospectively and are not available for manual entry. As a result, such flows are automatically subject to documentary controls by the relevant operational departments.

For manual entries, which are strictly limited in terms of transaction types, predefined schemes also exist to guide and constrain the data entry process.

In addition, the Finance/Internal Control department is involved in the implementation of any new or complex operation in order to assess the appropriate accounting treatment and, where necessary, to seek prior validation from the statutory auditors to facilitate their future audit work.

Restricted selection lists:

All application interfaces offer predefined drop-down menus for user selections. These lists are restrictive, designed to speed up data entry, minimise typographical errors, and prevent inconsistencies. Lists are dynamically updated for all users once approval is granted by both authorised individuals.

This applies in particular to reference data such as currencies or securities, selection of accounts based on third parties (clients, brokers, prime brokers, etc.), and profit-impacting accounts depending on the type of operation.
Second-level controls by the "Finance/Internal Control" department:

Day-to-day monitoring is carried out on a continuous basis by the operational middle-office and back-office teams, in particular to ensure that transactions initiated through management systems are correctly reflected in the accounting tools.

As previously mentioned, the 'Finance/Internal Control' department is responsible for conducting second-level controls. This involves validating, on a sample basis, during each accounting close and prior to the involvement of the statutory auditors, the accuracy of entries posted—either manually or automatically—into the information system by the operational teams. This validation is performed using external documentation or consistency checks.

The department formalises its controls through the preparation of the balance sheet file and ensures that the summary documents accurately reflect the underlying accounting records.

The Group's internal control framework is designed to support its sustainable and profitable development. It therefore focuses on the prevention and management of risks inherent to its activities and aims, in particular, to ensure the reliability of the financial and accounting information provided to shareholders.
Senior management remains committed to continuously improving and modernising the internal control system, while remaining aware that it does not offer absolute protection and that maintaining constant vigilance in this area is essential.

4. ABC arbitrage shares

4.1. Life of the share and share buyback program

As at 31 December 2024, the share capital amounted to 953,742 euros, divided into 59,608,879 ordinary shares. The average daily liquidity over the year was 61,537 shares, representing nearly 256 thousand euros in daily trading volume.
On 31 December 2024, the ABC arbitrage share closed at 4.79 euros. The nominal value per share is 0.016 euro.

The Combined General Meeting of 7 June 2024 set the maximum purchase price at 12 euros per share, subject to adjustments to reflect the impact of capital-related transactions.
The number of shares that may be acquired by the company may not exceed 10% of its share capital, potentially adjusted for any capital transactions prior to the General Meeting of 7 June 2024. The total amount that the company may allocate to the repurchase of its own shares, under the programme authorised by the meeting, may not exceed 20 million euros. Any transaction involving cash outflows equal to or exceeding 500 thousand euros, outside the liquidity agreement, requires the prior authorisation of the Board of Directors.

Purpose of Acquisitions	Number of shares purchased	Average price in euros	Portion of share capital	Number of shares sold	Average price in euros	Portion of share capital
Market making	241,074	4.29	0.40%	239,957	4.55	0.40%
Employee share ownership – 2024 allocation	184,331	3.94	0.31%	29,383	-	0.05%
Employee share ownership – unallocated in 2024	230,936	4.20	0.39%		-	-
Cancellation of shares	-	-	-	-	-	-
Securities entitling holders to share allocations	-	-	-	223,551	3.89	0.38%
External growth operations	-	-	-	-	-	-
Dividend payment in shares	-	-	-	-	-	-
Other	-	-	-	-	-	-

In Number of Shares	Dec. 31, 2023	Share buyback	Share delivery	Dec. 31, 2024
Treasury shares	68,603	415,267	- 252,934	230,936

The treasury shareholding outside the liquidity agreement as at 31 December 2023, consisting of 68,603 shares, was fully used to cover share-based payments during the 2024 financial year. In addition, 415,267 shares were purchased to cover the allocation of 29,383 performance shares and the exercise of reserved offers for 223,551 shares.
As a result, the treasury shareholding as at 31 December 2024 amounted to 230,936 shares.

4.2. Distribution of company share capital

Under Article L. 233-13 of the French Commercial Code, the Board of Directors is required to disclose the names of shareholders whose holdings exceed the statutory disclosure thresholds at December 31, 2024. There was no significant change in the shareholding breakdown in 2024:

Name	% Share capital	% Voting rights
Aubépar Industries	11,93%	11,99%
Financière WDD*	11,95%	12,01%
Dominique CEOLIN	4,43%	4,45%
Eximium	7,07%	7,11%
David HOEY	5,85%	5,88%
Other Management**	6,31%	6,34%
Free Float	51,96%	52,22%
Treasury Shares	0,51%	0,00%

** Holding owned at 50.01% by Dominique CEOLIN*

*** Operational management and department heads of the Group, excluding Dominique CEOLIN*

As at 31 December 2024, the company held 304,991 treasury shares with a gross value of 1,318 thousand euros, compared with 141,541 treasury shares with a gross value of 788 thousand euros as at 31 December 2023. The free float represented 50.91% of the shareholding as at 31 December 2024.
In accordance with the provisions of Article L225-102 of the French Commercial Code, there was no employee shareholding under collective management as at 31 December 2024.

4.3. Dividend policy

The table below shows dividends paid in respect of the last three fiscal years:

In euro per share	2023	2022	2021
Distributed amount	0.30	0.41	0.40

All of these dividends qualified for the 40% tax relief available to individual shareholders resident in France for tax purposes, except for the €0.20 per share in 2021, €0.01214 per share in 2020, €0.20 per share in 2019, as these amounts are reimbursements of share premiums.

The Combined General Meeting of 7 June 2024 resolved not to distribute any final dividend in respect of the 2023 financial year. Taking into account the two interim payments of 0.10 euro per share each, made in October and December 2023, together with a further interim dividend of €0.10 per share paid in April 2024, the total distribution for the 2023 financial year amounts to 0.30 euro per share.

On 19 September 2024, the Board of Directors approved the payment of two (2) interim dividends of €0.10 per share each, payable exclusively in cash. The ex-dividend dates were 9 October and 3 December 2024, with payment dates on 11 October and 5 December 2024, respectively. The total amount of these two operations, based on the number of *ABC arbitrage* shares entitled to payment, amounted to 11.9 million euros.

5. Other elements

5.1. Sponsorship

In a constantly evolving world, where ambitious projects drive its teams every day, the Group remains open to new horizons, passions, and adventures. It also seeks to engage with individuals who are driven by personal challenges, whether sporting, academic or professional. Stepping outside the everyday, exploring new perspectives, and embracing innovation and personal achievement: such are the goals of *ABC arbitrage* through its "passion-led partnerships". An approach that not only enriches the Group's own journey, but also offers a fresh perspective on its business and its teams.

As part of its internal and external communications policy, *ABC arbitrage* has for many years run a sponsorship programme as the 'Title Partner' of skipper Jean-Pierre Dick and his sailing team 'Absolute Dreamer'. From 2018 to 2022, the company supported the development of the Easy To Fly, an 8-metre catamaran designed by the skipper. In 2022, Jean-Pierre Dick returned to traditional offshore racing, with ABC arbitrage's support, and won the Route du Rhum in the Rhum Mono category. In 2023, he continued to shine, winning the Caribbean 600 in his category and setting a new record for the Bermuda to Lorient Atlantic crossing. In 2024, *ABC arbitrage* continues to support the skipper in his upcoming challenges.

ABC arbitrage has also been supporting, for several years, the development of a "Young Talents Club" in both sport and the arts, bringing together three other champions who share the Group's values, each in their respective fields. In return, ABC arbitrage's visual identity may be displayed on their equipment (surfboard, golf outfit, etc.) and other communication materials. These young talents are:

- Charly Quivront, surfer and 2022 French Champion;
- Charlotte Liautier, professional golfer on the Ladies European Tour;
- Mathieu Latour, wildlife photographer and filmmaker, whose project *'Regards d'extinction'* – 300 face-to-face portraits of endangered species – was unveiled in 2023. Mathieu Latour also contributed to *'Vivant'*, the documentary by Yann Arthus-Bertrand.

Since the 2014/2015 academic year, *ABC arbitrage* has also provided financial support to Maisons des Jeunes Talents, an equal opportunity initiative run by the Primonial Group Foundation. This association aims to support talented scholarship students in their preparatory studies and entrance exams to top Parisian schools.
Each year, two young women are mentored by ABC arbitrage employees, who provide moral support, academic guidance (methodology and general knowledge), and an introduction to the professional world (understanding corporate life and its codes), depending on the students' needs. Mentors may also assist in finding internships and job opportunities by opening their networks and sharing professional insight.
Through this partnership, the Group aims to facilitate access for the next generation – especially young women – to scientific studies, and hopes, in its own way, to contribute to France's continued excellence and international recognition in these fields.

The Group has also contributed to the development of Basis.point, a charitable initiative launched by the Irish investment fund industry, which works to improve access to training and educational opportunities for disadvantaged young people in Ireland.

The total cost of sponsorships and donations for the 2024 financial year amounts to 118 thousand euros.

5.2. Payment periods

All trade payables outstanding at December 31, 2024 were payable no later than thirty days from the end of the month.

	Article D.441 I. 1°: Invoices received not paid by 31/12/2023 whose term has expired					Article D.441 I. 1° : Invoices issued not paid by 31/12/2023 whose term has expired				
	from 1 to 30 days	from 31 to 60 days	from 61 to 90 days	91 days and more	Total (1 day or more)	from 1 to 30 days	from 31 to 60 days	from 61 to 90 days	91 days and more	Total (1 day or more)
(A) Late payment instalment										
Number of invoices involved					1					0
Total amount of invoices involved (excluding VAT)	11,506				11,506	0			0	0
Percentage of total purchases for the year									0	
Percentage of revenue for the year						0%	0%	0%	0%	0%
(B) Invoices excluded from (A) relating to disputed or unrecognized debts and receivables										
Number of invoices involved					0					0
Total amount of invoices excluded (excluding VAT)					0					0
(C) Reference payment periods used (contractual or legal period - art L441-6 or L443-1 of the French Commercial code)										
Payment periods used to calculate late payments	Legal deadlines: 30 days					Contractual period: 30 days end of month				

5.3. Sumptuary expenditures: Article 223 quater of the French General Tax Code

On December 31, 2024, we acknowledged the absence of non-deductible expenses mentioned in article 39-4, 4° of the French General Tax Code.

5.4. Post-closing events

There are no post-closing events to report.

6. Outlook

With the 2024 financial year, *ABC arbitrage* marks its 30th consecutive year with an average ROE exceeding 15%. In the first quarter of 2025, the markets have been influenced by the presidential transition in the United States. Notably since mid-February, in light of the new geopolitical and economic-military context, volatility has returned to levels close to its historical average. Despite stable assets under management, the Group is benefiting both from the endogenous progress achieved in 2024 and from current market conditions. As such, for the first quarter of 2025, *ABC arbitrage* is experiencing an activity pace above the 2024 average, by approximately 10%.

In this final year of the “*Springboard 2025*” plan, the Group is continuing to roll out its strategic roadmap, maintaining R&D investment in support of strategy diversification. As the year draws to a close, the accumulation of global concerns combined with high valuations in certain sectors is significantly increasing the likelihood of sustained volatility. Should this situation persist, it would, as always, be favourable to the Group’s activities. Nevertheless, central banks are expected to remain active throughout 2025. This environment will naturally be taken into consideration in the development of the next strategic plan, which will begin in 2026 and be presented at the start of the next financial year. In the meantime, the current financial year will provide the Group with an opportunity to continue delivering on the commitments of the “*Springboard 2025*” plan and to build upon the progress made in 2024.

The Board of Directors
March 20, 2025

Exercises	2024	2023	2022	2021	2020
Capital at Year-End					
Share capital	953 742	953 742	953 742	949 249	936 193
Number of shares issued	59 608 879	59 608 879	59 608 879	59 328 039	58 512 053
Operations and Results for the Year in Thousands of Euros					
Operating income excluding reversals and charge transfers	3 063 652	3 193 100	1 885 164	2 240 503	2 248 632
Profit before tax, employee profit-sharing, depreciation and provisions	22 568 345	30 305 055	25 294 201	16 735 693	19 848 706
Income tax	5 230 847	-	-	(3 911 821)	(289 899)
Employee profit-sharing	(170 800)	(32 010)	(315 539)	(179 545)	(202 998)
Result after tax, depreciation and provisions	22 553 259	22 665 147	5 614 494	43 409 072	11 682 317
Result distributed (1)(2)	20 185 319	17 808 686	17 796 663	17 780 853	17 484 823
Earnings in Euros per Ordinary Share					
Profit after tax, employee profit-sharing, but before depreciation and provisions	0,46	0,51	0,42	0,21	0,33
Profit after tax, employee profit-sharing, depreciation and provisions	0,38	0,38	0,09	0,73	0,20
Dividend per share	0,34	0,30	0,41	0,40	0,48
Personnel in Thousands of Euros					
Average headcount	20	19	19	10	8
Total payroll	2 113 513	1 834 868	3 505 634	1 634 041	1 958 784
Amounts paid in respect of employee benefits	893 715	571 660	1 371 597	499 219	826 840

(1) The amount reported in respect of the 2023 distributed profit comprises two interim dividends of 0.10 euro per share paid in October and December 2023, together with an interim dividend of 0.10 euro per share paid in April 2024. The total distribution for the 2023 financial year therefore amounts to 0.30 euro per share.

(2) The amount reported in respect of the 2024 distributed profit comprises the payment of two interim dividends of 0.10 euro per share each, distributed in October and December 2024, representing 11,874 thousand euros taking into account treasury shares held on the ex-dividend dates. These were followed by a third interim dividend of 0.10 euro per share, scheduled for payment on April 24, 2025. In addition to these interim dividends, a final dividend of 0.04 euro per share is proposed by the Board of Directors for payment in July 2025, bringing the total distribution for the 2024 financial year to 0.34 euro per share[6].

[6] *Refer to the Notes to the Consolidated Financial Statements below §3.6.3. Dividend distributions in respect of the 2024 financial year*

ABC
ARBITRAGE

Consolidated balance sheet - Assets

In thousands of euros	Note	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Intangible assets	3.1	118	204
Right-of-use assets	3.1	3,439	4,079
Property and equipment	3.1	1,279	1,349
Non-current financial assets	3.2	405	376
Deferred tax assets		177	109
Non-current assets		**5,418**	**6,118**
Financial assets at fair value through profit or loss	3.3/3.4	151,661	147,733
Other accounts receivable	3.5	11,497	9,043
Current tax assets		58	-
Cash and cash equivalents		9,731	9,217
Current assets		**172,946**	**165,993**
Total Assets		**178,364**	**172,110**

Consolidated balance sheet - Liabilities

In thousands of euros	Note	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Share capital		954	954
Additional paid-in capital		41,441	41,441
Retained earnings		106,764	108,431
Interim dividend		(11,874)	(11,898)
Net income		26,845	16,481
Equity attributable to equity holders	3.6	**164,129**	**155,409**
Provisions	3.7	-	-
Lease liability > 1 year	3.8	2,505	3,555
Non-current liabilities		**2,505**	**3,555**
Financial liabilities at fair value through profit or loss	3.3	1	1
Other liabilities Lease liability < 1 year	3.8	1,540	1,286
Other liabilities	3.5	10,188	6,427
Taxes payable		-	5,433
Current liabilities		**11,730**	**13,146**
Total Equity and Liabilities		**178,364**	**172,110**

Consolidated statement of income

In thousands of euros	Note	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Net gain/loss on financial instruments at fair value through profit or loss	**4.1**	29,367	20,603
Investments service fees	**4.2**	21,442	18,313
Other revenues	**4.3**	676	898
Other purchases and external expenses	**4.4**	(7,505)	(7,466)
Taxes and duties		(590)	(635)
Payroll costs	**4.5**	(20,309)	(13,324)
Depreciation and amortisation expenses		(1,973)	(1,918)
Operating income		**21,107**	**16,471**
Cost of risk	**4.6**	-	-
Interest expense		(70)	(66)
Income before tax		**21,037**	**16,404**
Current taxes	**4.7**	5,667	-
Deferred taxes	**4.7**	141	77
Net income		**26,845**	**16,481**
Attributable to equity holders		*26,845*	*16,481*
Attributable to minority interests		*-*	*-*

Number of ordinary shares	*59,608,879*	*59,608,879*
Average number of ordinary shares on the market (weighted average)	*59,334,729*	*59,282,636*
Number of ordinary shares to determine the income diluted per share	*59,700,450*	*59,541,993*
Earnings per ordinary share in euros	*0.45*	*0.28*
Diluted earnings per ordinary share in euros	*0.45*	*0.28*

Statement of comprehensive income

In thousands of euros	Note	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Net income		**26,845**	**16,481**
Change in foreign exchange		-	-
Income tax		-	-
Total Other Comprehensive Income		-	-
Net income and Other comprehensive income		**26,845**	**16,481**
Attributable to equity holders		*26,845*	*16,481*
Attributable to minority interests		*-*	*-*

Statement of changes in equity

In thousands of euros	Paid-up share capital	Equity instruments and related reserves	Elimination of treasury shares	Retained earnings and net income	Total equity attributable to equity holders	Total consolidated equity
As of Dec. 31, 2022	**954**	**41,441**	**(3,126)**	**122,387**	**161,655**	**161,655**
Issue of shares	-	-	-	-	-	**-**
Elimination of treasury shares	-	-	2,338	-	2,338	**2,338**
Dividends on 2022 net income	-	-	-	(12,470)	(12,470)	**(12,470)**
Interim dividend 2023	-	-	-	(11,898)	(11,898)	**(11,898)**
Share-based payments	-	-	-	(697)	(697)	**(697)**
Net income 2023	-	-	-	16,481	16,481	**16,481**
As of Dec 31, 2023	**954**	**41,441**	**(788)**	**113,803**	**155,409**	**155,409**
Issue of shares	-	-	-	-	-	**-**
Elimination of treasury shares	-	-	(529)	-	(529)	**(529)**
Dividends on 2023 net income	-	-	-	(5,911)	(5,911)	**(5,911)**
Interim dividend 2024	-	-	-	(11,874)	(11,874)	**(11,874)**
Share-based payments	-	-	-	190	190	**190**
Net income 2024	-	-	-	26,845	26,845	**26,845**
As of Dec 31, 2024	**954**	**41,441**	**(1,318)**	**123,053**	**164,130**	**164,129**

Cash flow statement

In thousands of euros	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Net income	26,845	16,481
Net allocations to provisions	-	-
Net allocations to depreciation and amortisation	811	797
Depreciation and amortisation expense	1,232	1,188
Change in deferred taxes	(141)	(77)
Share-based payments expense - IFRS2	479	250
Net cash provided by operations before change in working capital	**29,226**	**18,639**
Change in working capital	**(8,111)**	**1,342**
Net cash provided by operating activities	**21,115**	**19,981**
Net cash for investing activities	**(1,204)**	**(1,133)**
Change in debt related to leasing activities - IFRS 16	(796)	(861)
Interest expense on debt related to leasing activities - IFRS 16	(70)	(66)
Net cash provided by capital transactions	-	-
Dividends paid	(17,785)	(24,368)
Share-based payments income	1,903	3,157
Share-based payments expense	(2,649)	(1,719)
Net cash for financing activities	**(19,396)**	**(23,857)**
Net change in cash and cash equivalents	**514**	**(5,010)**
Cash and cash equivalents, beginning of period	*9,217*	*14,226*
Cash and cash equivalents, end of period	*9,731*	*9,217*

1. Accounting principles and policies

The financial year covers the period from January 1 to December 31, 2024. The annual consolidated financial statements are presented in euros.

The consolidated financial statements were approved by the Board of Directors on March 20, 2025, and certified by the two statutory auditors: BM&A and Deloitte & Associés.

The consolidated financial statements of the *ABC arbitrage* Group (hereinafter the "Group") have been prepared in accordance with the IFRS (International Financial Reporting Standards) framework issued by the IASB (International Accounting Standards Board) as adopted in the European Union as of December 31, 2024.

The standards and interpretations mandatorily applicable from January 1, 2024, have no significant impact on the Group's consolidated financial statements as of December 31, 2024.

Amended IFRS Accounting Standards in Force for the Current Financial Year:

For the current financial year, the Group has applied a number of amendments to IFRS accounting standards issued by the IASB.

Regarding the introduction of new standards and interpretations adopted by the IASB and mandatorily effective from January 1, 2024, their adoption has had no significant impact on the disclosures or amounts presented in these financial statements.

Below is the list of amended IFRS accounting standards in force for the relevant period:

- Amendments to IAS 1:
  - *Classification of liabilities as current or non-current liabilities;*
  - *Classification of liabilities as current or non-current liabilities – Deferral of the effective date;*
  - *Non-current liabilities with covenants;*
- Amendments to IAS 7 and IFRS 7: *Supplier finance arrangements;*
- Amendment to IFRS 16: *Lease liability arising from a sale and leaseback transaction.*

New Amended IFRS Accounting Standards Issued but not yet effective:

As of the authorization date of these financial statements, the Group has not applied the following new amended IFRS accounting standards, which have been published but are not yet effective[7]:

- Amendments to IAS 1: *Lack of convertibility;*
- Amendments to IFRS 9 and IFRS 7: *Classification and measurement of financial instruments;*
- IFRS 18: *Presentation and disclosures in financial statements;*

The Group and its activities do not appear to be affected by these amendments, and therefore, no significant impact is expected upon their entry into force.

The financial statements are presented in euros, which is the functional currency of the Group's entities.

The preparation of the financial statements may require the Group to make estimates and assumptions that could impact the amounts of assets and liabilities as well as those of income and expenses. The underlying estimates and assumptions are based on past experience and other factors deemed reasonable given the circumstances. They serve as

[7] *As of today, these standards have not yet been adopted by the European Union.*

a basis for the judgment exercised in determining the carrying amounts of assets and liabilities, which cannot be directly derived from other sources.

In preparing the consolidated financial statements, *ABC arbitrage* has considered the impact of climate change, particularly in the context of the information required in the "*Voluntarily Provided Non-Financial Information*" section of the Annual Financial Report. This consideration has not had a material impact on the judgments and estimates made by the Group.

The final amounts reported in the Group's future financial statements may differ from the values currently estimated. These estimates and assumptions are continuously reviewed.

As the Group's activities are neither seasonal nor cyclical, the financial year's results are not influenced in this respect. The external market conditions encountered are inherently random. They are presented in the management report to provide context for the results achieved in each financial year.

The Group follows an industrial approach, focusing exclusively on the design of quantitative and systematic models that exploit market inefficiencies to help eliminate them and, at its own scale, contribute to market liquidity and efficiency.
Its primary objective is to deliver profitability each year within a defined risk framework while investing the necessary resources to ensure sustainable growth.

Summary of Key Events:

The market parameters observed during the 2024 financial year follow similar patterns to those seen in 2023. However, a subtle increase in volatility and trading volumes was observed in the second half of the year, enabling the Group to make the most of its historical strategies. The Group thus continues to face both low volatility and a slowdown in M&A activity but has nonetheless managed to leverage its investments to deliver an encouraging result, highlighting structural progress. This partly explains the increase in the "*Current Activity Income*" recorded. Furthermore, the average rise in interest rates, along with investments aimed at optimising deposits, had a positive impact on the remuneration of the "*Cash Collateral*" required for the Group's activities (see *§3.4. Guarantees granted*).

1.1. Fixed assets

1.1.1. Intangible assets and property and equipment

Intangible and tangible fixed assets acquired are recorded on the balance sheet at their acquisition cost, and depreciation is calculated using the straight-line method based on their estimated useful life.

The depreciation periods generally applied by the company are as follows:

- *Intangible assets: 1 to 5 years*;
- *IT equipment: 3 to 5 years*;
- *Furniture and fixtures: 5 to 10 years*.

Depreciation expenses are recorded under the "*Depreciation, Amortization, and Provisions*" line item in the income statement.

1.1.2. Right of use

IFRS 16, which relates to lease contracts, requires the lessee to recognize on its balance sheet:

- An asset representing the right-of-use of the leased asset; and
- A liability representing the obligation to make lease payments.

Thus, a depreciation expense for the asset must be presented separately from the interest expense related to the liability in the income statement.

Leases with a term of less than one year and pure service contracts are not subject to adjustments.

1.2. Fair value of financial instruments

The positions taken (*hereinafter referred to as "Exposure(s)" or "Position(s)"*) involve either equities or equity derivatives, such as warrants, guaranteed value certificates, or convertible bonds, as well as dematerialised digital assets (*"Digital Assets"*), derivatives such as futures, options, exchange-traded funds (*"ETFs"*), currency exposures, and investment fund units. This asset universe (*hereinafter referred to as "Financial Instruments"*) is, for the most part, traded on active markets, which may be regulated or unregulated. A set of related Exposures constitutes a quantitative model (*hereinafter referred to as "Quantitative Model"*).

A Quantitative Model aims to take advantage of an unjustified price difference between multiple Financial Instruments. The Group considers "*unjustified*" only those differences that can be objectively measured through a mathematical or statistical process, without any guarantee of eventual convergence.

Positions may be held with a custodian, in the form of a receivable or liability towards a counterparty, or in a synthetic format (*e.g., CFDs, swaps*).

The Group holds only Financial Instruments for trading purposes, which must therefore be classified under the IFRS category "*Fair Value Through Profit or Loss*".

The fair value hierarchy consists of the following levels:

- *Level 1:* Unadjusted quoted prices in active markets for identical assets or liabilities;
- *Level 2:* Data other than quoted prices included in Level 1 that are observable for the asset or liability, either directly *(i.e., prices)* or indirectly *(i.e., data derived from prices)*;
- *Level 3:* Data related to the asset or liability that are not based on observable market data *(i.e., unobservable inputs).*

Financial assets and liabilities classified as "Fair Value Through Profit or Loss" are measured and recognised using the trade date accounting principle. At initial recognition, they are recorded at fair value and subsequently re-measured at fair value at each valuation date.
To value its portfolio of financial instruments, an entity must use the assumptions that market participants would apply when determining the price of the asset or liability, considering that these participants act in their best economic interest.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal market, or in the most advantageous market if no principal market exists, at the valuation date under current market conditions (*i.e., the "exit price"*), whether that price is directly observable or estimated using another valuation technique.
IFRS 13 also specifies that fair value must incorporate all risk components considered by market participants.

In applying IFRS 13 and considering the economic reality of trading Financial Instruments, the "*Exit Price*" used to value the financial instrument portfolio is a price that reflects both bid and ask prices (*i.e., the midpoint of the Bid/Ask spread, to obtain a Mid Price*). This price is determined at the last hour of common continuous trading for the securities within a Quantitative Model or within the shortest possible time interval.

In the absence of an active market, fair value will be determined using valuation techniques.

A financial instrument is considered to be quoted in an active market if prices are readily and regularly available from an exchange, a broker, a deal maker, an industry sector, a pricing service, or a regulatory agency, and if these prices represent actual transactions occurring regularly in the market under normal competitive conditions.

In accordance with IAS 32, cash and securities receivables and cash and securities liabilities for each market counterparty are offset, provided they are related, fungible, certain, liquid, and due. The decision to offset aims to provide a more accurate representation of the Group's financial position and assets. It does not impact the financial result.

Financial assets and liabilities held for trading purposes are therefore measured at their fair value at the reporting date and recorded on the balance sheet under "*Financial assets or liabilities at fair value through profit or loss*". Changes in fair value are recognised in the income statement under "*Net gains or losses on financial instruments measured at fair value through profit or loss*".

The Group derecognizes a financial asset or liability when the contractual rights to the cash flows related to the asset or liability expire, or when the Group transfers the contractual rights to receive the cash flows related to the asset or liability while also transferring substantially all the risks and rewards associated with the ownership of the financial asset.

1.3. Portfolio revenue

Equity income is recognised as it is received. Tax credits and any related tax refunds associated with the income are included in portfolio income.

1.4. Dividend income

Income from equity investments is recognised upon detachment.

1.5. Share-based payment

The Group has granted employees stock subscription or purchase options and performance shares. Upon the exercise of these rights, *ABC arbitrage* issues new shares through a capital increase or sells previously repurchased shares to its employees.

IFRS 2, which governs share-based payments, requires the recognition of a personnel expense equal to the fair value of the services provided by employees in exchange for the equity instruments they are to receive.

1.6. Provisions

A provision is recognised when the Group has a legal or constructive obligation resulting from a past event, which is likely to require an outflow of resources embodying economic benefits to settle the obligation, and when the amount of the obligation can be reliably estimated.
When the risk materializes or the expense occurs, the previously recognised provision, if it does not represent a net increase in assets, cannot be maintained as such and must be deducted from the recognised expense. However, if the actual expense is lower than the provision and the remaining balance is no longer required, the excess provision is then recognised as income and classified under the same category as the original provision expense.

1.7. Corporate income tax

The income tax expense corresponds to the current tax adjusted for the deferred tax of the consolidated entities. Deferred taxes are calculated on all temporary differences of a fiscal nature or related to consolidation adjustments. Deferred tax assets and liabilities are calculated using the liability method, applying enacted or substantially enacted tax rates that will be in effect when the temporary differences reverse. They are not subject to discounting.

The recoverability of deferred tax assets is reviewed regularly and may lead to the derecognition of previously recognised deferred tax assets if necessary.

1.8. Income from investment services fees

In applying IFRS 15, which sets out the principles for recognizing revenue from contractual relationships, the different types of revenue within the Group are as follows:

- Intragroup billing of commissions due by *Quartys* to portfolio managers for the right to use strategies and their implementation.

Additionally, the Group generates commission revenue from investment fund management and other mandates, for which fees are invoiced and categorised as follows:

- Management fees, calculated monthly based on assets under management and then invoiced and recognised quarterly;
- Performance fees, calculated monthly on the excess performance beyond the historical high watermark, then invoiced and recognised annually or upon redemption.

1.9. Financial statement presentation

1.9.1. Consolidation principles

The amendment to IFRS 10 "*Consolidated Financial Statements*", endorsed by Regulation (EU) No. 1174/2013, established the definition of an *"investment entity*" and introduced an exception to the consolidation principles for certain subsidiaries of entities meeting this definition, requiring them to measure their investments at fair value through profit or loss instead of consolidating them.

A parent company must determine whether it qualifies as an "investment entity", meaning an entity that, obtains funds from one or more investors to provide them with investment management services; commits to its investors that its business purpose is to invest funds solely to generate returns in the form of capital appreciation and/or investment income; and evaluates and measures the performance of substantially all of its investments on a fair value basis.
The amendment to IFRS 10 and IAS 28, endorsed by Regulation (EU) No. 2016/1703, clarified that only subsidiaries that operate as an extension of the parent *investment entity*'s business activities and are not themselves *investment entities* must be fully consolidated. Thus, all subsidiaries that qualify as *investment entities* must be measured at fair value.
The application of these standards qualifies *ABC arbitrage* as an "*investment entity*", which impacts the accounting treatment of its holdings as follows:

- Investments in *Quartys* and *ABCA Funds Ireland* are presented as financial assets at fair value through profit or loss, as both entities qualify as *investment entities* based on their activities.;
- Investments in *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia*, the Group's asset management companies, remain fully consolidated, as they provide services related to the Group's investment activities without themselves qualifying as *investment entities*.

1.9.2. *Earnings per share*

Diluted earnings per share correspond to the net income for the year, attributable to the Group, divided by the number of shares as of December 31, 2024, adjusted for the maximum estimated impact of the conversion of dilutive instruments into ordinary shares.

1.10. Alternative performance indicators

The Group monitors the following alternative performance indicators, which are not directly defined by IFRS standards. These indicators provide additional relevant information for shareholders in analyzing the contribution of the Group's two main areas of expertise (*investment entities* and *asset management companies*) to the Group's results, performance, financial position, and potential future revenues.

These indicators are also used internally for performance analysis. Since they are not defined by IFRS, they are not directly comparable to similarly named indicators used by other companies. Furthermore, they are not intended to replace or take precedence over IFRS indicators as presented in the financial statements.

Return on Equity (ROE) or **Net Return** Percentage measures the financial profitability of shareholders' equity. Net return is calculated using the following formula:

ROE% = 100 x (Net income / Closing shareholders' equity)

Gross Return Percentage measures the profitability level of invested funds and capital. Gross return is calculated using the following formula:

Gross Return% = 100 x (Operating income from core business / Closing shareholders' equity)

ROE and Gross Return are key indicators representing the profitability of the investment activity monitored by the Group.

The **Group's Client Assets** – also referred to as Assets Under Management (AUM) – represent the total value of financial assets managed by the Group's asset management companies. They correspond to the maximum capital available to finance client-held positions.
This indicator, which is not directly linked to the financial statements, serves as a forward-looking measure of the management fees the Group is expected to receive.

2. Consolidation scope and principles

The companies *ABC arbitrage*, *ABC arbitrage Asset Management*, and *ABC arbitrage Asset Management Asia* are consolidated using the full consolidation method.

Company	Country	Ownership as of Dec 31, 2024	Ownership as of Dec 31, 2023	Consolidation method
ABC arbitrage	France	Parent company	Parent company	**Fully consolidated**
ABC arbitrage Asset Management	France	100.0%	100.0%	
ABC arbitrage Asset Management Asia	Singapore	100.0%	100.0%	

The companies *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia* are the Group's asset management companies.
The Group's investment in *Quartys*[8] and the sub-funds of *ABCA Funds Ireland* is presented as financial assets at fair value through profit or loss.

The percentage of interest is presented as follows:

Company	Country	Ownership as of Dec 31, 2024	Ownership as of Dec 31, 2023	Consolidation method
Quartys Limited	Ireland	100.0%	100.0%	**Fair value based on net asset value**
ABCA Opportunities Fund	Ireland	79.3%	68.9%	
ABCA Reversion Fund	Ireland	0.3%	26.3%	

The company Quartys engages in the trading of financial instruments.

ABCA Funds Ireland is a Qualified Alternative Investment Fund under Irish law, established in 2011. As of December 31, 2024, its total assets amount to 153.5 million, consisting of two funds:

- *ABCA Opportunities Fund* with 90.9 million euros in assets under management.
- *ABCA Reversion Fund* with 62.6 million euros in assets under management.

[8] *Given the exception to the consolidation principles established by IFRS 10 "Consolidated Financial Statements", as outlined in note §1.9.1. Consolidation Principles.*

3. Notes to the balance sheet

3.1. Intangible assets and property and equipment

Gross Value

In thousands of euros	Gross values as of Dec 31, 2023	Acquisitions	Retirements & Disposals	Gross values as of Dec 31, 2024
Concessions and similar rights	538	134	(228)	**444**
Equipments, fixtures and fittings	1,467	32	-	**1,499**
Office and computer equipments, furnitures	5,723	490	(170)	**6,043**
Total gross value	**7,728**	**656**	**(399)**	**7,986**

Amortisation and depreciation

In thousands of euros	Amortisations Dec 31, 2023	Increase	Decrease	Amortisations Dec 31, 2024
Concessions and similar rights	(334)	(221)	228	**(326)**
Equipments, fixtures and fittings	(1,393)	(25)	-	**(1,418)**
Office and computer equipments, furnitures	(4,448)	(566)	169	**(4,846)**
Total amortisations	**(6,175)**	**(811)**	**397**	**(6,590)**

Net Value

In thousands of euros	Net values as of Dec 31, 2023	Increase	Decrease	Net values as of Dec 31, 2024
Concessions and similar rights	204	(86)	-	**118**
Equipments, fixtures and fittings	74	8	-	**82**
Office and computer equipments, furnitures	1,275	(76)	(2)	**1,197**
Total net value	**1,553**	**(155)**	**(2)**	**1,396**

Fixed assets are depreciated using the straight-line method over their expected useful life. Depreciation expenses are recorded under the "*Depreciation, Amortization, and Provisions*" line item in the income statement.

Right of use - IFRS 16

In thousands of euros	Value ROU as of Dec 31, 2023	Increase	Decrease	Value ROU as of Dec 31, 2024
Right-of-use assets - IFRS 16 - Gross value	6,183	913	(547)	**6,549**
Right-of-use assets - IFRS 16 - Amortisations	(2,104)	368	(1,374)	**(3,109)**
Total net value	**4,079**	**1,281**	**(1,921)**	**3,439**

Fixed assets are depreciated using the straight-line method over their expected useful life. Depreciation expenses are recorded under the "*Depreciation, Amortization, and Provisions*" line item in the income statement.

The application of IFRS 16 results in the recognition of right-of-use assets on the balance sheet for lease contracts entered into by the Group. As of December 31, 2024, these primarily consist of occupied office premises. The corresponding liabilities are recorded as long-term and short-term financial debt, depending on their maturity.
As a reminder, *ABC arbitrage* signed a new commercial lease as a tenant in early 2022 for the premises located at 18 rue du *Quatre Septembre, 75002 Paris*, with a fixed term of six years, effective from January 1, 2022.

As such, an asset corresponding to the IFRS 16 right-of-use was recognised at the end of 2021 for 5.2 million euros, with a corresponding lease liability[9].
Following the rent increase, in accordance with its indexation benchmark, an additional asset of 274 thousand euros was recognised. The depreciation expense for the right-of-use asset amounted to 1,003 thousand euros for the 2024 financial year.

3.2. Other non-current financial assets

As of December 31, 2024, this item consists of 405 thousand euros in deposits and guarantees paid.

3.3. Financial assets and liabilities at fair value through profit or loss

As of December 31, 2024, the breakdown of financial instruments held as assets or liabilities by the Group, measured at fair value according to the fair value hierarchy as described in note §1.2. *Financial Instruments at Fair Value Through Profit or Loss*, is as follows:

In thousands of euros	Level 1	Level 2	Level 3	Dec 31, 2024
Financial assets at fair value through profit and loss	3	151,658	-	**151,661**
Financial liabilities at fair value through profit and loss	(1)	-	-	**(1)**
Net Assets/Liabilities at fair value through profit and loss	**1**	**151,658**	**-**	**151,659**

As of December 31, 2024, financial assets at fair value through profit or loss classified as Level 2 include investments in *Quartys* and the sub-funds of *ABCA Funds Ireland*, which are not fully consolidated under IFRS 10, as specified in note *§1.9.1. Consolidation Principles*, but are instead measured at fair value through profit or loss. These assets are classified as Level 2 because their values are not directly observable in an active market. However, their net asset value (NAV) consists of exposures to Level 1 financial instruments listed on active markets, whose values are directly observable.

No transfers occurred between different levels of the fair value hierarchy during the 2024 financial year. Additionally, long and short positions in Financial Instruments are detailed in note *§5. Risk Factors*.

Cash balances earn interest at a variable rate indexed to market reference rates, which can be either positive or negative.

For reference, as of December 31, 2023, the classification was as follows:

In thousands of euros	Level 1	Level 2	Level 3	Dec 31, 2023
Financial assets at fair value through profit and loss	3	147,730	-	**147,733**
Financial liabilities at fair value through profit and loss	(1)	-	-	**(1)**
Net Assets/Liabilities at fair value through profit and loss	**2**	**147,730**	**-**	**147,732**

3.4. Guarantees granted

The vast majority of the assets recorded under "*Financial assets at fair value through profit or loss*" are pledged or mortgaged in favor of counterparties, as explained in note *§5.2. Credit and Counterparty Risks*.

[9] *The discount rate used to assess the lease liability is 1.03%.*

3.5. Other receivables and payables

The maturities of receivables and liabilities are presented in note *§5.3. Liquidity Risk*. Their breakdown is as follows:

Other receivables			Other payables		
In thousands of euros	Dec 31, 2024	Dec 31, 2023	Dec 31, 2024	Dec 31, 2023	
Trade receivables	9,648	7,557	(359)	(828)	Trade payables
Deferred revenues	1,127	758	(294)	(13)	Deferred expenses
Accrued income	-	2	(282)	(314)	Accrued expenses
Taxes and payroll receivables	723	726	(9,254)	(5,271)	Taxes and payroll payables
Total	**11,497**	**9,043**	**(10,188)**	**(6,427)**	

Receivables primarily consist of accrued invoices for management fees recognised in the second half of the year. Tax receivables mainly comprise tax credits and VAT refunds, pending reimbursement.

Tax and social liabilities primarily relate to bonuses, profit-sharing, and incentive payments due to the Group's employees, amounting to 7 million euros, as well as liabilities to social security organizations.

Suppliers are generally paid within thirty days, end of month.

3.6. Consolidated equity

3.6.1. *Share-based payment ABC 2022 and Springboard 2025*

Performance share plans alive

Plan name	Business plan	Acquisition date	Acquisition period	Number of shares	Effective acquisition	Shares to be granted	Shares definitively granted
APE-3.2/2021	ABC 2022	11/06/2021	3	25,000	2024	-	17,440
APE-3.3/2021*	ABC 2022	11/06/2021	4	25,000	2025	25,000	18,219
APE-3.1/2022*	ABC 2022	10/06/2022	3	110,000	2025	95,000	57,908
APE 3.1/2023	Springb. 2025	09/06/2023	3	102,000	2026	87,000	Pending
APV 4.1/2023	Springb. 2025	09/06/2023	2	17,171	2024	-	11,943
APE 3.1/2024	Springb. 2025	07/06/2024	3	145,000	2027	145,000	Pending
APE 3.2/2024	Springb. 2025	07/06/2024	3	700,000	2027	700,000	Pending
Total				**1,124,171**		**1,052,000**	**105,510**

** Based on actual net income for that period and given the continuing presence requirement, the number of stock options which should be definitively granted by the end of the second semester of 2025.*

Stock options subscription plans alive

Plan name	Business plan	Acquisition date	Acquisition period	Number of options	Exercise start period	Expiration date	Exercise adjusted price	Options to be granted	Remaining options
SO 1.1/2024	Springb. 2025	07/06/2024	5	3,200,000	2029	30/06/2032	7.0000	3,200,000	Pending
Total				**3,200,000**				**3,200,000**	**-**

For all plans:

The allocated quantities will be zero if annual results are below 15 million euros, then will increase progressively according to a linear curve. For example, under the APE-3.1/2023 plan, if annual results amount to 20 million euros over the entire period, 33% of capital-based benefits would be definitively granted. If annual results reach 25 million euros over the same period, 67% of capital-based benefits would be definitively granted.

The expense related to the granted plans is recognised over the vesting period. This expense, which is offset in equity, is calculated based on the total value of the plan, as determined on the grant date by the Board of Directors.

In accordance with IFRS 2, an expense of 562 thousand euros, including 84 thousand euros in employer contributions, has been recognised for the 2024 financial year, based on the estimated number of probable shares across the various aforementioned programs. As a reminder, 306 thousand euros was recognised in 2023, and 240 thousand euros in 2022. This expense is related to the progress of existing programs, taking into account the achieved results, along with the new plans introduced in June 2024.

The realised loss on share buybacks used during the 2024 financial year amounted to 240 thousand euros, compared to 878 thousand euros in 2023 and 2,809 thousand euros in 2022.

3.6.2. Distribution dividend in 2023

The combined general meeting held on June 7, 2024, decided not to distribute any remaining balance for the 2023 financial year. Given the two payments of 0.10 euro per share each, made in October and December 2023, along with an interim dividend of 0.10 euro per share paid in April 2024, the total distributions for the 2023 financial year amount to 0.30 euro per share.

3.6.3. Dividend distributions in respect of the 2024 financial year

At its meeting on 19 September 2024, the Board of Directors decided to pay two (2) interim dividends of 0.10 euro per share each, to be paid exclusively in cash. The ex-dates were 9 October and 3 December 2024, with payment dates on 11 October and 5 December 2024 respectively. The total amount of these two distributions, based on the number of ABC arbitrage shares entitled to payment, amounted to 11.9 million euros.

At its meeting on 20 March 2025, the Board of Directors approved the payment of an additional interim dividend of 0.10 euro per share, with an ex-date of 22 April 2025 and payment on 24 April 2025. Finally, the Board of Directors will propose to the General Meeting of 6 June 2025 the payment of a final dividend of 0.04 euro per share, to be distributed in July 2025. The aforementioned additional interim dividend and the proposed final dividend would bring the remaining distribution for the 2024 financial year to 0.14 euro per share, i.e. approximately 8.3 million euros.

Including these additional amounts, the total distribution for the 2024 financial year would amount to 0.34 euro per share, or 20.2 million euros.

As at 31 December 2024, the share capital stood at 953,742 euros, divided into 59,608,879 fully paid-up shares with a nominal value of 0.016 euro each. The share capital was unchanged from 31 December 2023.

3.6.4. Treasury stock

During the 2024 financial year, as part of the liquidity contract signed with Kepler Cheuvreux, *ABC arbitrage* sold 239,957 shares at an average price of 4.55 euros and repurchased 241,074 shares at an average price of 4,29 euros.

For information, the treasury stock held outside the liquidity contract as of December 31, 2023, amounting to 68,603 shares, was fully used to cover share-based payments during the 2024 financial year.

Additionally, 415,267 shares were purchased to cover 29,383 shares for performance share allocations, and 223,551 shares for the exercise of reserved offers[10].

As of December 31, 2024, the company holds a total of 304,991 treasury shares[11] with a gross value of 1,318 thousand euros, compared to 141,541 treasury shares with a gross value of 788 thousand euros as of December 31, 2023.
In accordance with IFRS standards, *ABC arbitrage* shares held by the Group are deducted from consolidated equity.

3.7. Provisions

Provisions for risks and charges were nil as of December 31, 2024, as well as December 31, 2023. The activities conducted by *ABC arbitrage* Group companies have a broad international scope, either directly or indirectly, on behalf of third parties. As a result, each subsidiary is exposed to uncertainties, as well as changes in taxation and regulations in countries outside its jurisdiction. The Group monitors these risks—particularly those related to transfer pricing, withholding tax, transaction taxes, and duties—and regularly assesses them at fair value, in compliance with applicable accounting standards.

The company *Quartys* has been subject to a review by the Swiss Federal Tax Administration (AFC) regarding its requests for reimbursement of withholding tax[12] for the years 2016 to 2019, extended through 2024. In a decision issued on August 29, 2024, the AFC intends to deny reimbursement requests amounting to 7.6 million Swiss francs, approximately 8.1 million euros.
The company formally contested the decision with the tax authorities on September 30, 2024, providing its observations on the matter, thereby initiating the litigation phase. Exchanges with the tax administration will continue through responses to observations before progressing to various appeals. As of today, discussions are still ongoing, and the outcome remains uncertain. Beyond its own assessment, the company has relied on the opinions of its legal and tax advisors. In accordance with the applicable regulations, the company maintains its conclusion that no provision for tax risk is required.

3.8. Liabilities representing the lease payment obligation - IFRS 16

In thousands of euros	Dec 31, 2024	Dec 31, 2023
Lease liabilities less than 1 year	(2,505)	(3,555)
Lease liabilities more than 1 year	(1,540)	(1,286)
Total	**(4,045)**	**(4,841)**

Lease liabilities primarily consist of obligations related to the Paris office premises, as presented in *§3.1. Intangible and Tangible Fixed Assets*. As a reminder, a new lease agreement with a fixed term of six (6) years was signed in 2022. The discount rate used to assess the lease liability is 1.03%.

[10] *Subscription of profit-sharing and/or incentive schemes in ABC arbitrage shares by the Group's employees.*
[11] *Including the liquidity contract signed with Kepler Cheuvreux.*
[12] *Also referred to as "Withholding Tax" - WHT.*

4. Notes to the statement of income

4.1. Net gains on financial instruments at fair value through profit or loss

The "*Net gains on financial instruments measured at fair value through profit or loss*" amounted to 29,367 thousand euros as of December 31, 2024, compared to 20,603 thousand euros as of December 31, 2023.

The "*Net gains on financial instruments measured at fair value through profit or loss*" include all income, expenses, and charges directly related to the trading activity of Financial Instruments held for trading purposes, primarily comprising net fair value gains and losses from *Quartys* and the sub-funds of *ABCA Funds Ireland*, integrated in accordance with IFRS 10. These net fair value gains include:

- Dividends and dividend compensation payments;
- Capital gains and losses on disposals of financial instruments at fair value through profit or loss;
- Market value fluctuations of held or owed financial instruments;
- Interest income and expenses;
- Carrying costs or borrowing costs related to financial instruments;
- Foreign exchange differences;
- Any other income or expense directly related to transactions;
- General operating, administrative, and overhead expenses.

The company *Quartys* has been subject to a review of its withholding tax refund requests submitted to the Swiss Federal Tax Administration for the years 2016 to 2019, extended through 2024. As stated in *§3.7. Provisions for Risks and Charges*, the Group monitors the various mentioned risks and, beyond its own assessment, has relied on the opinions of its legal and tax advisors. The company maintains its conclusion that no provision for tax risk is required, as the risk is considered less likely than probable.
However, given the elapsed time, the difficulty in recovering these amounts in the near future, and the recent increase in interest rates, which has a non-negligible impact, the Group, in accordance with IFRS 13, has discounted the amount of the unrecovered receivable, amounting to 8.1 million euros over six years, to reflect its fair value as of December 31, 2024. This resulted in an impact of -0.35 million euros on the income statement for the year, directly included in the "*Net gains on financial instruments measured at fair value through profit or loss*" line item. This adjustment adds to the impairment of -1.35 million euros recognised as of December 31, 2023, in *Quartys'* accounts, bringing the total impairment to -1.70 million euros to date.

4.2. Investment services fees

Management fees amount to 21,443 thousand euros as of December 31, 2024, compared to 18,313 thousand euros as of December 31, 2023, and are broken down as follows:

In thousands of euros	Dec 31, 2024 IFRS	Dec 31, 2023 IFRS
Rights of use and implementation of strategies	18,030	13,936
Asset management fees from internal capital*	1,083	1,057
Performance fees from internal capital*	381	384
Income from capital entrusted by Group entities	**19,493**	**15,378**
Asset management fees from external capital	1,771	2,373
Performance fees from external capital	177	563
Income from capital entrusted by external investors to the Group**	**1,949**	**2,935**
Income from management fees and similar income	**21,442**	**18,313**

** Commissions arising from the investment of Group entities within the ABCA Funds Ireland structure.*

*** Capital collected within the framework of collective management or management mandates.*

Management fees include the services billed by the Group's asset management companies to *Quartys*, *ABCA Funds Ireland*, and the investment management mandate, as detailed in note *§1.8. Commission income from investment services.*

4.3. Other revenues

Other operating income amounts to 673 thousand euros as of December 31, 2024, compared to 898 thousand euros as of December 31, 2023, primarily consisting of income from subleasing office space, standard administrative services, and the impact of positive interest rates on cash held in administrative accounts.

4.4. Other purchases and external expenses

Purchases and external expenses amount to 7,505 thousand euros as of December 31, 2024, compared to 7,466 thousand euros as of December 31, 2023, and are broken down as follows:

In thousands of euros	Dec 31, 2024	Dec 31, 2023
Market access related fees	4,850	4,647
Miscellaneous costs (*incl. communication, quotation, sponsoring*)	972	1,160
Consulting fees and related (*incl. lawyers, administrative*)	406	356
Premises costs*	351	420
Other costs related to personnel or representation expenses	926	882
Total	**7,505**	**7,466**

** Related to the leases inferior to one year in the subsidiaries, with the indirect costs such as cleaning, maintenance, repairs*

4.5. Payroll costs

The average headcount of the Group for the 2024 financial year was 112 employees, compared to 105 in 2023.

Fixed and variable salaries, including gross profit-sharing and incentive schemes, corporate mandates, and director remuneration, amount to 14.9 million euros as of December 31, 2024, compared to 10.2 million euros as of December 31, 2023.

Related social security contributions amount to 5 million euros as of December 31, 2024, compared to 2.9 million euros as of December 31, 2023.

For informational purposes, given the performance level achieved in the 2024 financial year, the provisioned bonus amount, related to the aforementioned variable compensation, stands at 5.1 million euros for the period, including social security contributions, compared to 1 million euros for the 2023 financial year.

In parallel, other indirect personnel costs amount to 0.6 million euros as of December 31, 2024, compared to 0.2 million euros as of December 31, 2023. For example, these costs primarily include: Contributions to the Social and Economic Committee (CSE), Meal vouchers, Inter-company childcare expenses, Occupational health services, Depreciation expenses on right-of-use assets (in accordance with IFRS 16) for employee housing at *ABC arbitrage Asset Management Asia*, etc.

The Group does not offer any post-employment benefits[13], and other long-term benefits are classified as "*defined contribution*" plans, carrying no future commitments, as the employer's obligation is limited to the regular payment of contributions.

4.6. Cost of risk

The cost of risk as of December 31, 2024, is nil, as it was on December 31, 2023.

4.7. Corporate income tax

The balance of this item is positive at the end of the 2024 financial year due to a reversal of provisions. Indeed, a tax provision of 5.7 millions euros had been set aside in June 2021. The risk was extinguished on December 31, 2024. This extinction results in an exceptional accounting reversal, which directly improves the net income for the 2024 financial year.

The difference between the actual tax rate recorded in the consolidated financial statements -27.61% and the theoretical tax expense, calculated by applying the applicable rate to the consolidated pre-tax result, highlights the following impacts:

	Dec 31, 2024	Dec 31, 2023
Theoretical taxation rate	25.00%	25.00%
Impact of permanent differences	-26.43%	0.31%
Impact of tax credit	0.00%	0.00%
Impact of IFRS 10 presentation	-34.97%	-31.40%
Impact of temporary differences	8.80%	5.63%
Effective tax rate	**-27.61%**	**-0.47%**

ABC arbitrage is the parent company of a tax consolidation group formed with *ABC arbitrage Asset Management* since January 1, 2004.

The tax consolidation group has adopted an agreement in which tax expenses are borne by both the parent and subsidiary companies as if there were no tax consolidation. As a result, this tax expense is calculated based on each entity’s own taxable income, after deducting all carryforward losses from previous years.

[13] *Examples: supplementary retirement benefits or coverage of certain medical expenses.*

Tax savings achieved by the group through these losses are retained by the parent company and considered an immediate gain for the financial year.
As a precaution, given the uncertainty of future visibility, deferred tax assets on recognised tax losses are not recorded.

5. Risk factors

The Group is exposed to various financial and non-financial risks, including market risks, credit and counterparty risks, liquidity risks, operational risks, and other risks.

ABC arbitrage has outlined and communicated a general risk management framework to its subsidiaries, within which each subsidiary's board of directors develops its own policy.
The Group monitors the implementation and effectiveness of controls within its subsidiaries with the support of executive directors and the market risk control and internal control functions.

The Group employs leverage as part of its financing agreements with counterparties, allowing it to take on larger exposures than if it were acting alone.

Individually, these exposures carry a risk of capital loss. The maximum loss on long equity exposures is limited to the fair value of these positions. The maximum loss on long exposures in futures contracts is limited to the notional value of the contracts. The maximum loss on short exposures, whether in equities or futures contracts, is theoretically unlimited.

The exposures recorded under "*Financial assets at fair value through profit or loss*" and "*Financial liabilities at fair value through profit or loss*" are detailed as follows:

Net position of assets

In thousands of euros	Long exposures	Short exposures	Net Assets
Non-derivatives financial instruments	956,934	(434,740)	522,193
Listed derivatives	6,104	(54,484)	(48,380)
Unlisted derivatives	543,812	(1,029,730)	(485,917)
Financial assets at fair value through profit or loss	72,270	-	72,270
Total financial instruments	**1,579,120**	**(1,518,954)**	**60,166**
Cash and margin accounts	107,415	(599,929)	(492,514)
Listed currencies derivatives	69,516	-	69,516
Unlisted currencies derivatives	569,093	(54,602)	514,492
Total cash and currencies related	**746,025**	**(654,530)**	**91,494**
Financial assets at fair value through profit or loss		**Dec 31, 2024**	**151,661**
Financial assets at fair value through profit or loss		**Dec 31, 2023**	**147,733**

Net position of liabilities

In thousands of euros	Long exposures	Short exposures	Net Liabilities
Non-derivatives financial instruments	-	-	-
Listed derivatives	-	-	-
Unlisted derivatives	-	-	-
Financial liabilities at fair value through profit or loss	-	-	-
Total financial instruments	**-**	**-**	**-**
Cash and margin accounts	-	(1)	(1)
Listed currencies derivatives	-	-	-
Unlisted currencies derivatives	-	-	-
Total cash and currencies related	**-**	**(1)**	**(1)**
Financial liabilities at fair value through profit or loss		**Dec 31, 2024**	**(1)**
Financial liabilities at fair value through profit or loss		**Dec 31, 2023**	**(1)**

Net position of assets and liabilities

In thousands of euros	Long exposures	Short exposures	Net Assets/Liab.
Non-derivatives financial instruments	956,934	(434,740)	522,193
Listed derivatives	6,104	(54,484)	(48,380)
Unlisted derivatives	543,812	(1,029,730)	(485,917)
Financial assets and liabilities at fair value through profit or loss	72,270	-	72,270
Total financial instruments	**1,579,120**	**(1,518,954)**	**60,166**
Cash and margin accounts	107,415	(599,930)	(492,515)
Listed currencies derivatives	69,516	-	69,516
Unlisted currencies derivatives	569,093	(54,602)	514,492
Total cash and currencies related	**746,025**	**(654,532)**	**91,493**
Financial assets & liabilities at fair value through profit or loss		**Dec 31, 2024**	**151,659**
Financial assets & liabilities at fair value through profit or loss		**Dec 31, 2023**	**147,732**

N.B : Long and short exposures indicate that the Group has taken a position benefiting from an increase or decrease, respectively, in the price of financial instruments.

The geographical breakdown of exposures as of December 31, 2024, is as follows:

Geographical area	Dec 31, 2024	Dec 31, 2023
Europe	45%	41%
North america	39%	44%
Asia	6%	8%
Others	9%	7%
Total	**55%**	**59%**

This geographical breakdown is determined based on the absolute value of exposures at the reporting date, categorised by trading venue, which are then grouped by geographical region.

5.1. Market risk

Market risk is the risk that the fair value or future cash flows of positions fluctuate due to increases or decreases in the prices of financial instruments and includes, in particular, price risk, interest rate risk, and foreign exchange risk.

Equity risk

Equity risk, or price risk, primarily arises from the uncertainty surrounding the future prices of financial instruments held. It represents the potential loss the Group could incur due to possible price movements in its exposures to financial instruments.

The risk is never linked to an unfavorable evolution of financial markets, such as the occurrence of a market crash, but rather to the realization of an adverse event related to the initiated transaction. By nature, risks associated with "*Quantitative Models*" are independent of one another.
The risk is therefore mitigated through diversification, as the Group spreads its exposure across the largest possible number of transactions and financial instrument types, as well as multiple geographical regions.

The risk is never linked to an unfavorable evolution of financial markets, such as the occurrence of a market crash, but rather to the realization of an adverse event related to the initiated transaction. By nature, risks associated with "*Quantitative Models*" are independent of one another. The risk is therefore managed through pooling, as the Group diversifies across the largest possible number of transactions and financial instrument types, as well as multiple geographical regions.

As of December 31, 2024, the aggregated VaR of the Group's exposures amounts to 3 million euros, the same as on December 31, 2023. The calculation parameters used are a 99% confidence level, a 1-year historical model, and a 1-day holding period.

Interest rate risk

Interest rate risk corresponds to the variation in the price or valuation of a financial instrument resulting from a change in interest rates.

In most "*Quantitative Models*", the amount of the long position is equal to the amount of the short position. In such cases, the risk is generally negligible. When a specific position carries a significant interest rate risk, it is systematically hedged. As a result, no sensitivity analysis is presented.

Foreign exchange risk

The Group's exposures may be denominated in currencies other than the euro. As a result, currency fluctuations relative to the reference currency can have either a positive or negative impact on their value.

Foreign exchange risk is systematically hedged by buying or selling the relevant currency or through exposure to the currency. The only remaining risk is a second-order effect: the profit generated in a particular currency may fluctuate if it is not converted into euros. The Group regularly converts its profits into euros, thus maintaining only a minimal exposure to foreign exchange risk.

As of December 31, 2024, a 2% appreciation of the euro against all currencies, with all other variables remaining constant, would have resulted in an increase in net assets of 41 thousand euros. Conversely, a 2% depreciation of the euro against all currencies would have had the opposite effect, all else being equal.

5.2. Credit and counterparty risk

This is the risk that a counterparty, whose financial situation deteriorates, may be unable to fulfill a contractual obligation to the Group by making a payment or delivering a specified quantity of securities.

For its market operations, the Group primarily acts as a client of "*Brokers*", credit institutions, and investment firms, collectively referred to as "*Counterparties*".
All these institutions are subject to specific regulatory oversight by the authorities in their respective countries to ensure their solvency.

The financial instruments traded by the Group are on active markets, most of which are regulated, with settlement generally carried out through a Clearing House.
The risk of broker default is therefore considered minimal, as the Clearing House guarantees the settlement of the transaction. Financial instruments are not delivered to counterparties until the broker has made or received the payment.
Counterparties, when settling transactions on financial instruments, act as custodians, creditors or debtors, or as counterparties for synthetic products (e.g., *CFDs, Swaps*) for the Group. Generally, the positions held with a custodian are very limited. Almost all of the Group's assets are pledged or collateralised in favor of the counterparties (hereinafter referred to as "*Collateral*"), which may use them for their own account under the principle of reutilization. In accordance with regulations, they are required to return the "*reutilised*" assets or equivalent assets upon first request.

The risks associated with the use of a Counterparty are as follows:

- Interruption or termination of services provided by the Counterparty, which reserves the right to modify or discontinue the services it offers;
- Increase in custody costs for positions charged by the Counterparty;
- Non-return of assets used by the Counterparty due to market events;
- Non-payment of amounts owed by the Counterparty in the event of default;
- Misvaluation of the debt and/or assets pledged as collateral.

The Group manages counterparty risk by implementing standardised contractual agreements — such as netting and collateral agreements — and by conducting rigorous daily monitoring of counterparties' credit ratings. Additionally, the Group follows a prudent approach by maintaining multiple banking relationships to diversify risk while continuously weighing the cost benefits of volume concentration.

The maximum exposure to credit risk is stated in the net amounts of financial instruments presented in note *§5. Risk Factors.*

5.3. Liquidity risk

This is the risk that the Group's assets may not be readily convertible into liquidity quickly enough to meet its commitments or that such conversion can only be achieved under materially adverse conditions.

The Group's exposures, which primarily consist of financial instruments listed on active and mostly regulated markets, exhibit very high liquidity. As a result, the Group's main commitments primarily involve providing the necessary collateral to support these exposures. Additionally, the volume of possible exposures is contractually limited by the assets transferred as collateral.

As of December 31, 2024, the liquidity schedule is as follows:

In thousands of euros	Less than 1 month	Between 1 to 3 months	Between 3 to 12 months	More than 12 months	Total
Financial assets at fair value through profit and loss*	3	144,461	-	7,196	**151,661**
Other receivables	469	10,550	478	-	**11,497**
Current tax assets	58	-	-	-	**58**
Cash and cash equivalents	9,731	-	-	-	**9,731**
Total current assets	**10,260**	**155,012**	**478**	**7,196**	**172,946**
Financial liabilities at fair value through profit and loss	(1)	-	-	-	**(1)**
Lease liability < 1 year	-	-	(1,540)	-	**(1,540)**
Other liabilities	(399)	(2,503)	(7,286)	-	**(10,188)**
Current tax liabilities	-	-	-	-	**-**
Total current liabilities	**(400)**	**(2,503)**	**(8,826)**	**-**	**(11,730)**
Total net current Assets & Liabilities	**9,860**	**152,508**	**(8,348)**	**7,196**	**161,217**

** Financial assets at fair value through profit and loss classified between one and three months are equity participations in Quartys subsidiary and sub-fund ABCA Funds Ireland, that are presented at fair value following the IFRS 10 reglementation (Cf. note §1.9.1. Consolidation principles), since value of these participations are not recoverable below one month for the parent company ABC arbitrage. However, net assets of these companies are essentially constituted with expositions to level 1 financial instruments listed on active markets, with a liquidity clearly below one month.*

5.4. Operational risk

This refers to the risk of internal failure, which may be caused by material or human errors. Examples of such failures, though not exhaustive, include an IT security breach exposing the company to cybersecurity risks or an unintended exposure being taken.

For the 2024 financial year, losses related to operational incidents represent 1.06% of profits, compared to 0.25% in the 2023 financial year.

This risk is managed proactively through position-taking governed by written procedures and rigorous internal controls. However, it is not an absolute safeguard, and constant vigilance is required, as this risk is inherently structural to the Group's activities.

5.5. Other risks

Compliance risk, including legal risk

Compliance risk refers to the failure to identify and/or properly adhere to the applicable regulations governing the Group's activities. This may result in operational disruptions, financial losses, or sanctions of a judicial, disciplinary, or administrative nature, among others.
A permanent monitoring system is in place within the Group's legal and tax team.

Conflict of interest risk

The risk of conflicts of interest refers to the risk of facing situations where the interests of a client or a Group company may conflict with those of another client, a Group company, or one of its employees.

To prevent conflicts of interest, the Group has implemented:

- An internal conflict-of-interest management policy, which includes guidelines that employees must follow to identify, prevent, and manage conflicts of interest;
- Strict procedures and rules governing order processing, ensuring the primacy of client interests. The Group's asset management companies strictly adhere to financial market regulations and prohibit any infringement on the equal treatment of orders. In particular, orders transmitted to the market are pre-allocated and time-stamped.

Transactions between Group companies are conducted under normal market conditions.

6. Complementary information

6.1. Related party transactions

As of December 31, 2024, the figures related to *Aubépar Industries* are not significant. Regarding the information related to *Quartys*[14], please refer to the following notes:

- The mention of holdings in these respective companies in *§3.3. Financial assets and liabilities at fair value through profit or loss;*
- Their net gains at fair value through profit or loss in *§4.1. Net gains on financial instruments measured at fair value through profit or loss;*
- The investment services invoiced to them by the Group's asset management companies in *§4.2. Fees from investment services;*
- The breakdown of holdings in these companies within the liquidity schedule in *§5.3. Liquidity risks.*

6.2. Post-closing events

No post-closing events are to be reported.

6.3. Fees paid to the Statutory Auditors

	BM&A				Deloitte & Associés			
In euros excluding VAT	2024	2023	2024	2023	2024	2023	2024	2023
Certification and limited half-yearly examination of the individual and consolidated financial statements and any additional reports	**41,245**	39,850	**42%**	42%	**60,294**	55,357	**58%**	58%
Other services provided to fully consolidated subsidiaries *	**31,050**	29,000	**43%**	43%	**39,738**	38,394	**57%**	57%
Other audit-related work	**-**	-	**-%**	-%	**-**	-	**-%**	-%
Total	**72,295**	**68,850**	**42%**	**42%**	**100,032**	**93,751**	**58%**	**58%**

** Without ABC arbitrage Asset Management Asia whose 2024 accounts have been audited by the company Crowe Horwath First Trust (audit fees of 17 thousand euros).*

[14] *Including its holdings in ABCA Funds Ireland*

ABC Arbitrage

Public limited company

18, rue du 4 Septembre, 75002 Paris

Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.
This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

BM&A

11, rue de Laborde

75008 Paris

S.A.S.au capital de 1 200 000 €

348 461 443 R.C.S. Paris

Société de Commissariat aux Comptes inscrite à la compagnie Régionale de Paris

Deloitte & Associés

6, place de la Pyramide

92908 Paris-La Défense Cedex

S.A.S. au capital de 2 188 160 €

572 028 041 RCS Nanterre

Société de Commissariat aux Comptes inscrite à la Compagnie Régionale de Versailles et du Centre

ABC Arbitrage

Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2024

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To the Annual General Meeting of ABC arbitrage,

Opinion

In compliance with the engagement entrusted to us by the Annual General Meeting, we have audited the accompanying consolidated financial statements of ABC arbitrage for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as of 31 December 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

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

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence 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 1 January 2024 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.

Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 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 and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Fair value measurement of financial instruments

Identified risk	Our response
The group develops, implements and proposes stock market arbitrage strategies. As described in the note 1.2 “Fair value of financial instruments” of the consolidated financial statements, Financial instruments at fair value through profit or loss are managed under these strategies relate to equity or equity derivatives, derivatives such as futures, options, currencies and investment fund units. These financial instruments are held by Quartys Limited and sub-funds of ABCA Funds Ireland Plc. Within these entities, as part of the application of IFRS 13 "Fair Value Measurement", the group determines the fair value of a financial instrument as the price "Exit Price” (mid-price between Bid Price and Ask Price). It determined at the last common trading time of the securities making up an arbitrage model or with the shortest possible time interval. The ABC arbitrage group's investments in Quartys Limited and ABCA Funds Ireland plc as of December 31, 2024 amounted to €151,658 thousand as detailed in note 3.3 "Financial assets and liabilities at market value by profit or loss" of the notes to the consolidated financial statements. As part of these investments, your group's exposures on financial instruments and derivatives amounts to € 1 579 120 in long positions and € 1 518 954 in short positions, as described in Note 5 "Risk factors" of the notes to the consolidated financial statements. Given the importance of the financial instrument portfolios in the group's consolidated financial statements, we consider that the fair value measurement of these instruments used in the context of arbitrage strategies is a key audit matter.	Our work consisted, involving in our team members with special expertise in financial instruments and information systems, and supervising the auditors of Quartys Ltd and ABCA Funds Ireland Plc, to: ● Assess the consistency of the valuation principles of your group's instruments with IFRS 13 "Measurement of fair value"; ● Review the IT control system relating to the collection of prices from external sources to value positions; ● Review the operational IT controls relating to the reconciliation of positions with brokers; ● Assess management's data and assumptions on which the pricing of financial instruments is based, through the following procedures, performed on a sample of financial instruments in the portfolio: ○ Comparison of the group's prices with price data from external sources (e.g. Bloomberg); ○ In the event of a temporal difference in quotation between the securities making up the arbitrage model, specific tests are carried out to analyse the quotation differences. We have also examined the information given in notes 1.2, 3.3 and 5 to the consolidated financial statements relating to financial instruments at fair value through profit or loss.

Tax risks and potential related liabilities

Identified risk	Our response
Your group carries out its stock market arbitrage business from several countries (mainly France and Ireland) and operates in various markets internationally. In the normal course of its activity, the group is therefore subject to numerous specific local regulations, in particular fiscal regulations, potentially carrying risks of interpretation in the terms of application (transfer pricing, withholding taxes, taxes and duties on transactions, etc.). At each closing, your group assesses the tax positions it has taken and their technical justification. We have also taken into account that the Quartys subsidiary, which is measured at fair value in the group's consolidated financial statements, also has tax receivables. We have considered the assessment of tax risks to be a key audit focus due to your group's exposure to such risks in the normal course of business, the complex technical analyses required for such assessment, which require the significant exercise of management's judgment. Your group's exposures to tax risks are disclosed in note 3.7 and 4.1 of the notes to the consolidated financial statements. For further details on accounting principles, refer to notes 1.6 and 1.7 of the notes to the consolidated financial statements.	With our tax experts integrated into the audit team, we carried out the following due diligences: ● Conducting interviews with the Group management and local management to assess actual or potential tax risks and, where applicable, ongoing discussions; ● Consultation of recent correspondence of the Group's companies with the tax authorities and court decisions; ● Critical review of the judgments, estimates and positions adopted by the Management relating to tax risks and disputes; ● Analysis of the technical opinions and opinions obtained by the Group from its tax advisors and independent tax lawyers. With regard to the accounting treatment of the tax claim recorded in the accounts of the Quartys subsidiary, we have carried out the following additional due diligence: ● Review of the assumptions used by management to assess the recoverability of the receivable and the absence of provisions in accordance with IFRS 12 "Income Taxes" and IFRIC 23 "Uncertainty Relating to Tax Treatments"; ● Analysis of the discount rate applied to the amount of the tax claim in accordance with the accounting principles set out in IFRS 13 "Fair value measurement"; ● Test of the arithmetic accuracy of the discounted effects of the tax claim. Finally, we have examined the information provided in notes 1.6, 1.7 and 3.7 of the notes to the consolidated financial statements relating to tax risks and related contingent liabilities.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Format of preparation of the consolidated financial statements 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 statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements 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 President’s responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. Regarding consolidated financial statements, our work includes verifying that the tagging thereof complies with the format defined in the above-mentioned regulation.

On the basis of our work, we conclude that the preparation of the consolidated financial statements included in the annual financial report complies, in all material respects, with the European single electronic format.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of ABC arbitrage by annual general meeting held on May 27, 2009 for Deloitte & Associés and by annual general meeting held on June 9, 2023 for BM&A.

As at December 31, 2024, Deloitte & Associés was in the 16th year of total uninterrupted engagement, and BM&A in the 2nd year.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these consolidated financial statements.

As specified in Article L. 821-55 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements;

- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Regarding the financial information of persons or entities included in the scope of consolidation, obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional 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 Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris and Paris-La Défense, April 17, 2025

The Statutory Auditors
French original signed by

BM&A	Deloitte & Associés
Pascal RHOUMY	Julien KOSCIEN

ABC ARBITRAGE

Balance Sheet – Assets

In thousands of euros	Note	Dec 31, 2024	Dec 31, 2023
Intangible assets	**3.1**	-	-
Property and equipment	**3.1**	8	9
Financial assets	**3.2**	105,229	108,393
Non-current assets		**105,237**	**108,402**
Customers and related accounts		1,700	1,759
Other receivable	**3.3**	435	332
Marketable securities		970	330
Cash and cash equivalents		237	413
Total current assets		**3,342**	**2,834**
Adjustment account - Assets		487	397
Total Assets		**109,065**	**111,633**

Balance Sheet – Liabilities

In thousands of euros	Note	Dec 31, 2024	Dec 31, 2023
Share capital		954	954
Additional paid-in capital		41,441	41,441
Legal reservations		95.374	95
Other reserves		-	-
Retained earnings		17,726.324	12,870
Interim dividend		(11,873.717)	(11,898)
Net income		22,553.259	22,665
Total equity	**3.6**	**70,896**	**66,127**
Provisions	**3.8**	**34,158**	**33,485**
Loans and debts from credit institutions		-	-
Accounts payable		93	467
Other payables	**3.3**	3,624	11,275
Debts		**3,717**	**11,742**
Adjustment account - Liabilities	**3.5**	294	279
Total Equity and Liabilities		**109,065**	**111,633**

Income Statement

In thousands of euros	Dec 31, 2024	Dec 31, 2023
Revenues generated	1,829	1,994
Other products	1,234	1,199
Reversals of provisions and transfer of charges	17	5
Operating profits	**3,080**	**3,198**
External purchases and costs	(2,343)	(2,315)
Taxes and duties	(186)	(278)
Payroll costs	(3,809)	(1,908)
Depreciation and amortisation expenses	(38)	(1,823)
Other expenses	(68)	(77)
Operating expenses	**(6,444)**	**(6,402)**
Operating income	**(3,363)**	**(3,203)**
Equity participation revenues	25,500	32,000
Interests and similar revenues	188	175
Other financial revenues	58	79
Reversals of financial provisions	108	8
Positive exchange differences	0	1
Net proceeds from sales of investment securities	-	-
Financial revenues	**25,855**	**32,264**
Allocations to financial provisions	(5,162)	(5,798)
Interests and similar costs	(114)	(289)
Other financial costs	(63)	(29)
Negative exchange differences	-	-
Net losses from sales of investment securities	(95)	(248)
Financial expenses	**(5,434)**	**(6,364)**
Financial income	**20,420**	**25,900**
Net Income before tax	**17,057**	**22,697**
Outstanding income	**436**	**-**
Employee participation	(171)	(32)
Taxes payable	5,231	-
Net Income	**22,553**	**22,665**

1. Significant Events

A provision reversal of 5.7 million euros was recognised at the balance sheet date, directly improving the net profit for the year. This tax provision had been recorded in June 2021, and the risk was extinguished as at 31 December 2024.

2. Accounting Policies and Methods

The financial year covers the period from 1 January to 31 December 2024. The annual financial statements are presented in euros.

The financial statements were approved by the Board of Directors on 20 March 2025 and certified by the two statutory auditors: BM&A and Deloitte & Associés.

The company is governed by French law and, accordingly, its financial statements are prepared in accordance with French accounting rules and principles, and with the provisions of Regulation No. 2018-06 of 1 January 2020 amending Regulation No. 2016-07 of the Autorité des Normes Comptables (ANC).
There has been no change in accounting method compared to the financial statements as at 31 December 2023.

2.1. Intangible and Tangible Fixed Assets

Purchased intangible and tangible fixed assets are recorded in the balance sheet at their acquisition cost. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset.

The depreciation periods generally applied by the company are as follows:
- *Intangible fixed assets:* 1 to 5 years;
- *IT equipment:* 3 to 5 years;
- *Furniture and fittings:* 5 to 10 years.

Depreciation charges are recognised under "Depreciation and amortisation expenses" in the income statement.

2.2. Financial Assets

Equity investments are recorded at historical cost (purchase price on the acquisition date). A provision for impairment is recorded where necessary.

2.3. Financial Instruments

Marketable securities are valued using the "*first in, first out*" (FIFO) method. A provision for impairment is recorded where the most recent market price at the balance sheet date shows a latent capital loss compared to the historical cost.

2.4. Provisions

The company applies CRC Regulation 2000-06 on liabilities regarding the recognition and measurement of provisions falling within the scope of this regulation.

3. Notes to the Balance Sheet

3.1. Intangible and Tangible Fixed Assets

Gross fixed assets

In thousands of euros	Gross values as of Dec 31, 2023	Acquisitions	Retirements & Disposals	Gross values as of Dec 31, 2024
Concessions and similar rights	148	-	-	**148**
Equipments, fixtures and fittings	205	2	-	**207**
Office and computer equipments, furnitures	106	1	-	**108**
Total gross value	**459**	**3**	**-**	**462**

Depreciation

In thousands of euros	Amortisations Dec 31, 2023	Increase	Decrease	Amortisations Dec 31, 2024
Concessions and similar rights	(148)	-	-	**(148)**
Equipments, fixtures and fittings	(201)	(1)	-	**(203)**
Office and computer equipments, furnitures	(100)	(4)	-	**(104)**
Total amortisations	**(449)**	**(5)**	**-**	**(454)**

Net fixed assets

In thousands of euros	Net values as of Dec 31, 2023	Increase	Decrease	Net values as of Dec 31, 2024
Concessions and similar rights	-	-	-	**-**
Equipments, fixtures and fittings	3	2	(1)	**4**
Office and computer equipments, furnitures	6	1	(4)	**4**
Total net value	**9**	**3**	**(5)**	**8**

Fixed assets are depreciated on a straight-line basis over their expected useful life. Depreciation charges are recognised under "*Depreciation, amortisation and provisions*" in the income statement.

3.2. Financial fixed assets

In thousands of euros	Gross values as of Dec 31, 2024	Gross values as of Dec 31, 2023
Net investments	100,832	103,994
Liquidity contract and related treasury shares	428	434
Subordinated intercompany loan	3,900	3,900
Deposits and guarantees paid	69	65
Total gross value	**105,229**	**108,393**

As at 31 December 2024, the breakdown of equity interests is as follows:

In thousands of euros	ABC arbitrage AM	ABC arbitrage AM Asia	Quartys	Total as of 31 Dec 2024
Gross investments	156,168	10,216	58,100	**224,484**
Accumulated impairments	(114,281)	(9,372)	-	**(123,652)**
Net carrying amount of securities	**41,888**	**844**	**58,100**	**100,832**

Given its history of losses, the shares in the asset management company *ABC arbitrage Asset Management* are subject to a provision in the parent company *ABC arbitrage*'s statutory accounts, based on the adjusted net asset position of the management company. A non-tax-deductible provision expense on equity interests was recognised in the 2024 financial year for an amount of 3,066 thousand euros, bringing the total provision to 114,281 thousand euros, due to the increase in profit for the year..

Similarly, and on the same grounds, and also in view of a track record of loss-making financial statements, the shares in the asset management company *ABC arbitrage Asset Management Asia* are subject to a provision in the statutory accounts of *ABC arbitrage*. A non-tax-deductible provision expense on equity interests was recognised in the 2024 financial year for an amount of 2,097 thousand euros, bringing the total provision to 9,372 thousand euros, due to the negative result for the 2024 financial year..

Details of subsidiaries and equity interests are available in *§3.7 Table of subsidiaries and equity interests*.

The participating loan is, in principle, repayable in a single instalment upon maturity, as indicated below. However, the borrower may repay all or part of the loan at any time.
Throughout its term, the loan bears interest based on money market rates, calculated on a calendar year basis and payable annually in arrears on the anniversary date of the disbursement or pro rata temporis on the repayment date.
Interest accrued in 2024 amounted to 183 thousand euros.
The participating loan of 3,900,000 euros granted by *ABC arbitrage* to *ABC arbitrage Asset Management* in November 2004, under Articles L313-13 to L313-17 of the French Monetary and Financial Code for a period of seven (7) years, reached maturity on 26 November 2011. The loan has since been renewed twice, each time for the same duration. The most recent renewal took place on 27 November 2018.

The "Liquidity contract and treasury shares" item corresponds to the market-making agreement entered into with *Kepler Cheuvreux*. The contract is split into two parts: securities valued at 347 thousand euros and cash amounting to 81 thousand euros, as at 31 December 2024.
During the 2024 financial year, *ABC arbitrage* sold 239,957 shares at an average price of 4.55 euros. In parallel, 241,074 shares were repurchased.
As at 31 December 2024, under the scope of the market-making agreement only, the company held 74,055 treasury shares for a gross value of 347 thousand euros, compared with 72,938 treasury shares for a gross value of 406 thousand euros at 31 December 2023.

3.3. Other receivables and other payables

All receivables and payables are due within one year and are broken down as follows:

Other receivables			Other payables		
In thousands of euros	Dec 31, 2024	Dec 31, 2023	Dec 31, 2024	Dec 31, 2023	
Trade receivables	33	3	-	-	Trade payables
Deferred revenues	-	-	-	-	Deferred expenses
Accrued income	186	174	(181)	(249)	Accrued expenses
Taxes and payroll receivables	216	155	(3,443)	(11,027)	Taxes and payroll payables
Total	**435**	**332**	**(3,624)**	**(11,275)**	

As at 31 December 2024, tax receivables primarily consist of refundable tax credits and a VAT credit to be carried forward.

Taxes and payroll payables are composed of:

- Amounts relating to the cash pooling agreement between *ABC arbitrage* and *ABC arbitrage Asset Management*, remunerated on the basis of a variable rate indexed to market reference rates. This liability stood at 1,697 thousand euros as at 31 December 2024, compared with 4,347 thousand euros as at 31 December 2023, representing a decrease of 2,650 thousand euros compared to the previous year-end;
- Amounts corresponding to bonuses, profit-sharing, incentive schemes and related social charges, totalling 1,094 thousand euros as at 31 December 2024 compared with 430 thousand euros as at 31 December 2023, i.e. an increase in social liabilities of 664 thousand euros, in the context of improved performance for the 2024 financial year;
- The reversal of the tax provision referred to in *§1. Significant events* accounts for most of the remaining variation, with a reduction in tax liabilities of 5,433 thousand euros.

Interest receivables on the participating loan are mentioned in *§3.2. Financial fixed assets* above and represent virtually all accrued income.

3.4. Marketable Securities

As at 31 December 2024, the "*Marketable securities*" item is composed exclusively of treasury shares held under the self-holding arrangement.

For information, the treasury stock of 68,603 shares held as at 31 December 2023 was fully used during the 2024 financial year to settle share-based payments. In addition, 415,267 shares were purchased in order to serve 29,383 performance share grants and the exercise of reserved offers[15] representing 223,551 shares.

As at 31 December 2024, the company held a treasury stock of 230,936 shares with a gross value of 970 thousand euros, compared with the 68,603 shares mentioned above with a gross value of 383 thousand euros as at 31 December 2023.

3.5. Accruals and Deferrals

These items represent prepaid expenses and deferred income.

[15] *Subscription by Group employees to profit-sharing and/or incentive schemes in ABC arbitrage shares.*

3.6. Equity

In euros	Paid-up share capital	Equity instruments and related reserves	Legal reserves	Retained earnings	Dividend paid	Net income	Total equity
As of Dec 31, 2022	**953,742**	**41,440,982**	**94,925**	**31,557,151**	**(11,831,065)**	**5,614,494**	**67,830,229**
Issue of shares	-	-	-	-	-	-	**-**
Dividends on 2022 net income			449	(18,687,288)	11,831,065	(5,614,494)	**(12,470,268)**
Interim dividend 2023					(11,897,822)		**(11,897,822)**
Net income 2023						22,665,147	**22,665,147**
As of Dec 31, 2023	**953,742**	**41,440,982**	**95,374**	**12,869,863**	**(11,897,822)**	**22,665,147**	**66,127,286**
Issue of shares	-	-	-	-	-	-	**-**
Dividends on 2023 net income			-	4,856,462	11,897,822	(22,665,147)	**(5,910,864)**
Interim dividend 2024					(11,873,717)		**(11,873,717)**
Net income 2024						22,553,259	**22,553,259**
As of Dec 31, 2024	**953,742**	**41,440,982**	**95,374**	**17,726,324**	**(11,873,717)**	**22,553,259**	**70,895,964**

Final Dividend for the 2023 Financial Year

The Combined General Meeting of 7 June 2024 resolved not to distribute any final dividend for the 2023 financial year. Taking into account the two interim payments of 0.10 euro per share made in October and December 2023, as well as the interim dividend of 0.10 euro per share paid in April 2024, total distributions for the 2023 financial year amounted to 0.30 euro per share.

Interim Dividend Distributions of 0.10 Euro per Share in October and December 2024

ABC arbitrage paid two interim dividends of 0.10 euro per share each, in cash only. The ex-dates were 9 October and 3 December 2024, with payment dates on 11 October and 5 December 2024 respectively. The total amount of these two transactions, based on the number of *ABC arbitrage* shares eligible for payment, came to 11.9 million euros.

As at 31 December 2024, the share capital amounted to 953,742 euros, divided into 59,608,879 fully paid-up shares with a nominal value of 0.016 euro each, unchanged from 31 December 2023.

3.7. Table of subsidiaries and equity interests

In thousands of euros	2023			2022			2021		
Label	ABAM	ABAA	QTYS	ABAM	ABAA	QTYS	ABAM	ABAA	QTYS
Headquarters' country	France	Singapore	Ireland	France	Singapore	Ireland	France	Singapore	Ireland
Headquarters' city	Paris	Singapore	Dublin	Paris	Singapore	Dublin	Paris	Singapore	Dublin
% held by the parent	100%	100%	100%	100%	100%	100%	100%	100%	100%
Gross value of holdings	156,168	10,216	58,100	156,168	8,216	58,100	156,168	6,716	58,100
Net value of holdings	41,888	844	58,100	44,953	940	58,100	49,110	974	58,100
Equity	10,000	10,216	58,100	10,000	8,216	58,100	10,000	6,716	58,100
Other equity	1,798	(7,275)	64,130	2,773	(5,741)	69,024	7,677	(4,717)	62,863
Loan from the parent	3,900	-	-	3,900	-	-	3,900	-	-
Revenue	20,888	1,017	-	17,925	984	-	26,455	1,400	-
Net income	(3,099)	(2,097)	29,428	(974)	(1,534)	20,607	95	(1,024)	33,160
Dividends paid	-	-	25,500	5,000	-	27,000	20,000	-	13,000

ABAM > ABC arbitrage Asset Management

ABAA > ABC arbitrage Asset Management Asia

QTYS > Quartys

ABC arbitrage Asset Management, authorised by the Autorité des Marchés Financiers (AMF) as a portfolio management company for third-party accounts since 2004 (No. GP-04 00 00 67), and under the Alternative Investment Fund Manager Directive (2011/61/EU) since 22 July 2014, is the Group's main asset management company. It leverages its expertise through alternative investment funds (AIFs), discretionary portfolio management mandates for financial instruments, and investment strategy advisory services aimed at qualified investors and professional clients.
On 23 July 2019, the company was granted an extension of its authorisation for the management of complex financial instruments and, on 17 September 2019, received a marketing passport for France issued by the AMF. It was also authorised to market in Switzerland on 17 July 2019, and received an extension of authorisation on 6 February 2024 to handle digital assets under a civil mandate with *Quartys*.
In the 2024 financial year, *ABC arbitrage Asset Management*'s operating income rose from 17,925 thousand euros to 20,888 thousand euros, an increase of approximately +16.5%. Despite broadly equivalent market conditions compared to 2023, this growth is primarily attributable to improved performance in the company's historical strategies, which led to an increase in implementation fees.
Investments continued throughout the year to support the systematic development of expertise in equity derivatives, ETFs and digital assets, with the aim of enhancing adaptability to changing market conditions.
As at 31 December 2024, the company posted a net loss of 3,278 thousand euros, compared with a loss of 974 thousand euros in the previous financial year.

ABC arbitrage Asset Management Asia, previously registered with the Monetary Authority of Singapore (MAS) as a Registered Fund Management Company (RFMC), continued to expand the Group's activities across Asian markets. As part of its development, the company was authorised by MAS on 15 August 2022 as a Licensed Fund Management Company (LFMC), thereby lifting, among other things, the restrictions relating to the maximum assets under management.
In 2024, its operating income increased from 984 thousand euros to 1,017 thousand euros, a rise of +3.4%. This was due to increased income from strategies sold to Quartys (+174 thousand euros), partially offset by lower income from *ABCA Funds Ireland* and the *Bespoke Alpha MAC* mandate, due to significant redemptions observed in 2024 (-150 thousand euros).

The company reported a net loss of 2,097 thousand euros as at 31 December 2024, compared with a loss of 1,534 thousand euros in the previous year, i.e., a deterioration of -563 thousand euros, largely due to an increase in operating expenses, while revenue remained relatively stable.

Quartys, a financial instruments trading company, continued to expand its business, diversifying its portfolio exposure through asset allocation adjustments, risk parameter reviews, and the implementation of new quantitative models. The year 2024 saw an increase in trading activity, in line with the rise in revenue generated from historical strategies implemented for *Quartys*. As a result, the company closed the year with a net profit of 29,428 thousand euros, compared to 20,607 thousand euros in the previous financial year.

3.8. Provisions

In thousands of euros	Amount
Total provisions as of Dec 31, 2023	**(33,485)**
Use over the period	-
Decrease	330
Increase	(1,003)
Total provisions as of Dec 31, 2024	**(34,158)**

The activities carried out by the *ABC arbitrage* Group companies have a broad international scope, either directly or indirectly on behalf of third parties. As such, each subsidiary is continuously exposed to the uncertainties and developments of tax and regulatory frameworks in countries other than its domicile. The Group monitors these risks—particularly those relating to transfer pricing, withholding taxes, transaction taxes and duties—and regularly assesses them in accordance with applicable accounting principles.

As a reminder, as at 31 December 2023, a provision of 330 thousand euros had been recognised in respect of treasury shares, based on the anticipated use of this stock for equity-based instruments to be granted in the first half of 2024. Given the strong likelihood of full consumption of this stock, the provision was justified. This indeed occurred, and the entire holding of treasury shares was utilised, as detailed in section *§3.4 Marketable securities*.
As at 31 December 2024, the probability of full utilisation of the treasury share stock remains high. Consequently, a provision of 970 thousand euros has been recognised for the value of treasury shares expected to be used for capital instruments distributed during 2025.

Finally, the additional provision of 40 thousand euros corresponds to tax savings linked to accumulated tax losses of *ABC arbitrage Asset Management*, valued at the applicable tax rate[16] on the expected date of use.

4. Notes relating to the income statement

Operating income, excluding provisions and expense transfers, amounted to 3,064 thousand euros as at 31 December 2024, compared with 3,193 thousand euros as at 31 December 2023, and consists of intra-group re-invoicing[17].

Purchases and external charges amounted to 2,343 thousand euros as at 31 December 2024 compared with 2,315 thousand euros as at 31 December 2023 and mainly include fees, subcontracting costs and premises expenses.

[16] *That is, the standard corporate tax rate currently in force of 25%.*
[17] *Invoicing related to personnel, administrative expenses and rent.*

The staff costs item includes salaries, bonuses and related social security contributions, as well as the reversal and allocation mentioned in *§3.8 Provisions*[18], for a total of 4,449 thousand euros as at 31 December 2024, compared with 2,314 thousand euros as at 31 December 2023.

The financial result, excluding income from equity investments, reversals and allocations to financial provisions, represents a loss of 26 thousand euros as at 31 December 2024, compared with a loss of 310 thousand euros as at 31 December 2023.
It mainly comprises the following items:

- "*Interest and similar income*": interest from current accounts and the participatory loan totalling 188 thousand euros;
- "*Reversals of financial provisions*": reversal of the provision recognised as at 31 December 2023, amounting to 108 thousand euros, following the appreciation in the value of *ABC arbitrage* shares during the 2024 financial year beyond their historical accounting value;
- "*Other financial income*": mainly gains on long-term interest rates for 58 thousand euros;
- "*Interest and similar charges*": interest on cash accounts opened with financial intermediaries amounting to -114 thousand euros;
- "*Net losses on disposal of marketable securities*": corresponding to the realised loss on the repurchase of treasury shares allocated to ABC arbitrage employees, amounting to -95 thousand euros;
- "*Other financial expenses*": residual miscellaneous financial fees totalling -63 thousand euros.

Income from equity investments amounted to 25.5 million euros as at 31 December 2024, compared with 32 million euros as at 31 December 2023, and consists of dividends from *Quartys*, as detailed in *§3.7 Table of subsidiaries and equity interests* above.

Lastly, allocations to financial provisions totalling 5,162 thousand euros relate to impairments recognised on the shares in the asset management companies *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia*, for 3,066 thousand euros and 2,097 thousand euros respectively, in order to bring their value down to net book equity, as detailed in *§3.2. Financial fixed assets* above.

[18] *Relating to the provisioning of the value of treasury shares at year-end, in view of the capital instruments to be delivered during the following financial year.*

5. Additional information

5.1. Related parties

As at 31 December 2024, items relating to *Aubépar Industries* are not material. With regard to *Quartys*, *ABC arbitrage Asset Management* and *ABC arbitrage Asset Management Asia*, significant transactions concluded under normal market conditions are presented below:

In thousands of euros	Amount as of 31 Dec 2024
Trades receivables and related accounts	1,678
Other receivables	183
Trades payables	(61)
Other payables	(1,755)
Loan from the parent	3,900
Financial expenses	114
Financial income	(183)

The above-mentioned companies correspond to entities in which *ABC arbitrage* holds an equity interest; they are also presented in *§3.7. Table of subsidiaries and equity interests*.

5.2. Staff and Executive Officers

The company's average headcount during the 2024 financial year stood at 18.8 employees, compared with 19.4 in 2023. The company does not provide any post-employment benefits[19].

The following total amounts were granted in respect of the 2024 financial year by the Group companies to the corporate officer of the parent company::

In thousands of euros	Amount as of 31 Dec 2024	Amount as of 31 Dec 2023
Fixed remuneration	210	276
Non-competition clause	-	72
Variable premiums	180	7
Mandate bonuses	10	10
Interest	35	48
Participation	23	5
Others	6	20
Total	**464**	**438**

Information on the allocation of equity-based instruments to executive officers is available in the special reports of the Board of Directors to the General Meeting.

[19] *Examples: supplementary retirement benefits or coverage of certain medical expenses.*

5.3. Tax consolidation

ABC arbitrage is the parent company of a tax consolidation group formed with *ABC arbitrage Asset Management* as of 1 January 2004.
The tax consolidation group has adopted an agreement whereby tax expenses are borne by the consolidated entities—both the parent and the subsidiary—as if there were no tax consolidation; the tax charge is therefore calculated based on each company's individual taxable income.
Tax savings realised by the group as a result of losses are retained by the parent company and recognised as an immediate gain in the financial year.
In the event that the subsidiary exits the tax group, compensation may be arranged depending on any loss suffered by the subsidiary due to its membership in the tax group. Accordingly, the parent company has recorded a provision for the amount of tax savings realised by the Group through the losses of *ABC arbitrage Asset Management*, i.e. 33.2 million euros.

5.4. Consolidation

The financial statements of *ABC arbitrage* are consolidated within the *ABC arbitrage* Group, of which it is the parent company.

5.5. Post-closing events

No post-closing events are to be reported.

ABC Arbitrage

Public limited company

18, rue du 4 Septembre, 75002 Paris

Statutory auditors' report on the financial statements

Year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the annual financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.
This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

BM&A

11, rue de Laborde

75008 Paris

S.A.S.au capital de 1 200 000 €

348 461 443 R.C.S. Paris

Société de Commissariat aux Comptes inscrite à la compagnie Régionale de Paris

Deloitte & Associés

6, place de la Pyramide

92908 Paris-La Défense Cedex

S.A.S. au capital de 2 188 160 €

572 028 041 RCS Nanterre

Société de Commissariat aux Comptes inscrite à la Compagnie Régionale de Versailles et du Centre

ABC Arbitrage

Statutory auditors' report on the financial statements

Year ended December 31, 2024

To the Annual General Meeting of ABC arbitrage,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of ABC Arbitrage for the year ended 31 December, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the ABC Arbitrage as of 31 December 2024 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 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 1 January, 2024 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

In accordance with the requirements of Articles L.821-53 and R. 821-180 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 the equity securities of the management company ABC arbitrage Asset Management, estimation of the provisions related to this subsidiary and presentation of the related information in the appendices

Identified risk	Our response
Equity securities are recorded on ABC Arbitrage's balance sheet for a net book value of €100.8 million, including €41.9 million relating to the securities of the management company ABC arbitrage Asset Management. As indicated in notes 2.2 and 3.2 "Financial assets" to the notes to the annual financial statements, these securities are recognised at their acquisition date and are subject to an annual valuation. In addition, as indicated in note 5.3 "Tax consolidation", as ABC arbitrage Asset Management is loss-making and fiscally integrated, a tax saving is generated by the ABC arbitrage group and a provision for the amount of this tax saving is recorded in the amount of €33.2 million. In this context, we considered the valuation of the equity securities of the asset management company ABC arbitrage Asset Management, the estimation of the provisions related to this subsidiary, and the presentation of the related information in the notes to constitute a key audit point.	Our work has mainly consisted of: ● Assess the justification of the valuation methods and figures used by management to determine the value of the stake in ABC Arbitrage Asset Management; ● Ensure that the amount of equity retained in the valuation of ABC arbitrage Asset Management's securities is consistent with the entity's audited accounts; ● Test the arithmetic accuracy of the calculations of the value of the stake retained by the company; ● Review the provision for the refund of the tax savings. Finally, we have examined the information provided in notes 2.2, 3.2 and 5.3 of the notes to the annual accounts relating to equity securities.

Specific verifications

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

Information provided in the management report and in other documents regarding the financial situation and the annual accounts sent to shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of board of directors and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (code de commerce).

Information relating to corporate governance

We attest that the section of the management report devoted to corporate governance sets out the information required by Article L. 225-37-4, L.22-10-9 and L. 22-10-10 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from controlled enterprises included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (code de commerce), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the 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 President's responsibility, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 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.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of ABC arbitrage by annual general meeting held on May 27, 2009 for Deloitte & Associés and by annual general meeting held on June 9, 2023 for BM&A.

As at December 31, 2024, Deloitte & Associés was in the 16th year of total uninterrupted engagement, and BMA in the 2nd year.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional 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 Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris and Paris-La Défense, April 17, 2025

The Statutory Auditors
French original signed by

BM&A	Deloitte & Associés
Pascal RHOUMY	Julien KOSCIEN

Non-financial information provided on a voluntary basis

December 31, 2024

Given its size (average number of employees well below 500), *ABC arbitrage Group* is below the thresholds for publishing a report in accordance with the Non Financial Reporting Directive (NFRD), transposed into French law in Article L225-102-1 of the French Commercial Code, and is therefore not required to do so. Similarly, given its size, the Group is also currently below the thresholds for publication of a sustainability report in accordance with the CSRD directive.
Nevertheless, conscious of everyone's responsibility with regard to social, societal and environmental issues, to ensure a clear understanding of the evolution of its results and situation, and faithful to its mission to embody a "Positive Finance", the Group has chosen to examine its impacts and publish the key extra-financial performance elements and indicators.

To take its approach even further, *ABC arbitrage*:

- relies on the work of an employee dedicated to CSR / ESG issues, who reports directly to the Group Corporate Secretary for these matters;
- has set up a working group dedicated to CSR issues, which meets at least once a quarter. Open to all, it is made up of employees who wish to make a contribution on these issues or be better informed of the actions undertaken in this respect. Specific themes are explored in greater depth by task forces, which can to put forward proposals;
- has set up a CSR Committee within its Board of Directors. This committee meets at least once a year to discuss CSR issues and priorities for the Group.

ABC Arbitrage's corporate social responsibility focuses on three main areas:

- Dynamic management of recruitment and support for its employees, its primary asset, in order to foster their professional development and fulfillment. The Group also relies on an incentive-based compensation policy that associates each employee with its performance and results. While the Group's business is international by nature, it is also committed to maintaining a strong presence in France, out of conviction.
- Seek for diversity and inclusion in all its forms, in this quest to develop talent and make the most of all personalities and skills. Particular attention is paid to gender equality issues, given the specific characteristics of the finance and digital sectors.
- The desire to take environmental aspects into account in all decisions. The Group strives to reduce its direct impact on the environment through a variety of initiatives, and is committed to raising awareness of environmental issues among its employees and stakeholders. Measuring the Group's carbon footprint, in order to identify the most relevant levers for action, is an integral part of this approach.

Nevertheless, the Group points out that, as far as investment activities are concerned, it has historically maintained total neutrality in the selection of securities, which are processed via a quantitative and systematic intervention method based on the detection of market inconsistencies. At the same time, *ABC arbitrage* intends to contribute to a sustainable financial system, which takes into account extra-financial Environmental, Social and Governance (ESG) criteria, and is working towards this goal. *ABC arbitrage Asset Management*, the Group's French portfolio management company, has joined the UN-supported Principles for Responsible Investment (UNPRI) in 2022. To give itself the means to better integrate ESG criteria into its management and investment strategy, *ABC arbitrage Asset Management* has set up the structure needed for effective and coordinated action, thanks to the establishment of a high-level committee to draw up and steer its responsible investment policy, the first version of which was published in 2023. As part of a continuous improvement process, ABC arbitrage Asset Management intends to review and update the policy at least once a year, or as soon as a relevant event occurs.

The reporting scope for the Group's non-financial data is as follows:

- Most indicators cover the entire Group workforce, i.e. the French companies *ABC arbitrage* and *ABC arbitrage Asset Management* (UES France), Quartys (Ireland) and *ABC arbitrage Asset Management Asia* (Singapore);

- Some indicators are only available or relevant at the level of the French companies *ABC arbitrage* and *ABC arbitrage Asset Management* (UES France), which cover 89% of the workforce.

For each indicator, the scope is clearly indicated in the Data Table (§5).

Additional information on these subjects can be found on the Group's website (www.abc-arbitrage.com).

Finally, the Group would like to point out that it is important to read the management report in addition to this non-financial information report, in order to learn about the key events of the year, as well as the Group's orientations and outlook.

(The French version prevails)

Non-financial information contents

1. Social information

ABC arbitrage's employees are its greatest asset. The Group therefore pays particular attention to all aspects of their well-being and professional fulfilment.

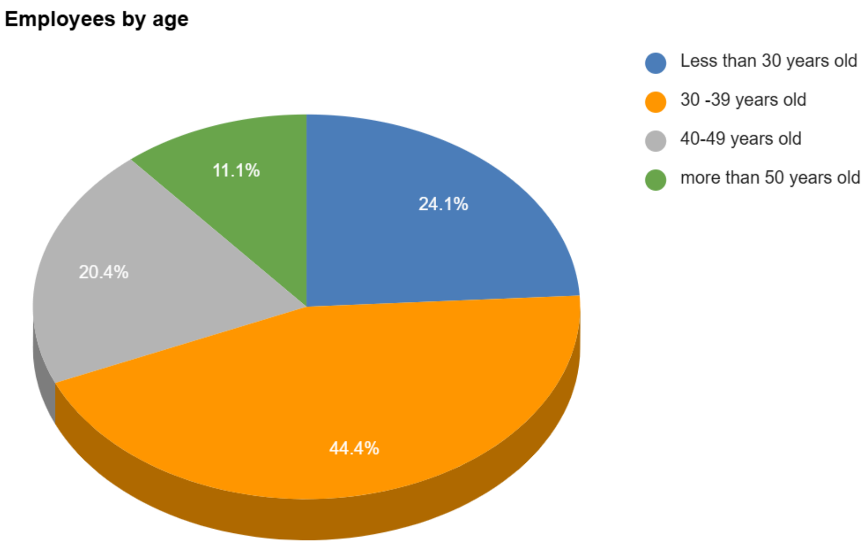
The *ABC arbitrage Group*'s main social indicators are summarised in the "Data table" section (part 5).

1.1. *ABC arbitrage* teams

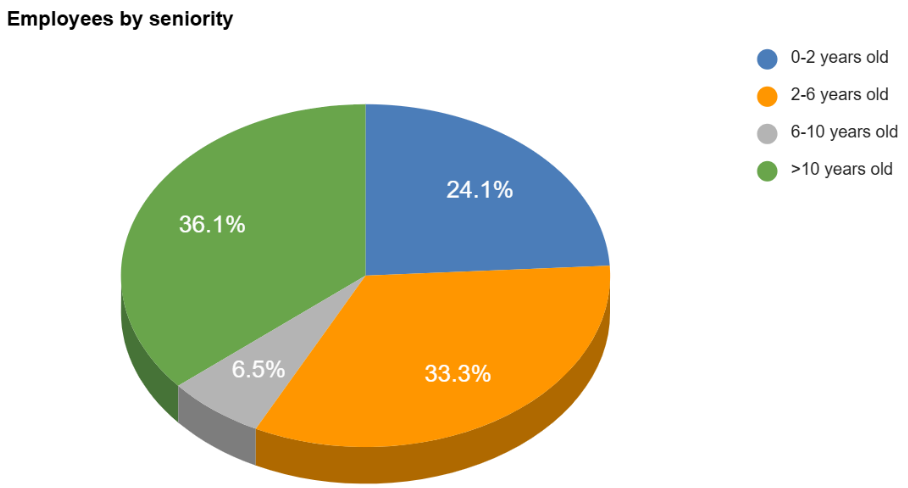
Despite the international nature of its business, *ABC arbitrage* has always sought to maintain a strong presence in France. Its workforce is made up of many engineers and scientists, and the Group makes every effort to keep them in France. France accounts for 89% of the Group's workforce.

In 2024, the Group recruited 17 new employees on permanent contracts, i.e. almost 17% of the total permanent workforce at December 31, 2024, giving priority to recruiting junior profiles (53%) while maintaining a base of expertise with 18% confirmed profiles and 29% seniors or experts among new recruits. This recruitment policy focuses on young people and the dynamics of innovation, while ensuring a balance with the technical experience of the most experienced employees.

This balance is reflected in the average age of our employees (36 years old on average), which reflects both the Group's dynamism and experience. The proportion of under-30s is roughly equal to that of over-40s, at around a quarter of the workforce.



The average length of service of Group employees is 8.5 years. The Group relies on an experienced management team (average length of service 21 years) that is loyal to the Group, and most employees stay with the Group for many years.



Thanks to dynamic recruitment management, the Group's workforce has grown by 22% over the past 3 years. All team indicators are available in the data table (§5.).

1.2. Compensation policy

Full compliance with the obligations set out in Article L.225-102 of the French Commercial Code is mentioned in the *ABC Arbitrage Group*'s management report for 2024.

In 2024, personnel costs are up sharply (almost 46%) compared with 2023. This increase is essentially due to the variable portion of remuneration, which is higher in a context of improved performance. This correlation is structural in the Group's compensation system. It does not explain the increase on its own, as the rise in average headcount and the increase in employees' fixed salaries must also be taken into account.

In order to recruit quality profiles, value skills and share the wealth created collectively without any form of discrimination, Group companies use internal salary scales for each position and department, based on objective criteria (internal skill levels, diplomas obtained, number of years' experience and external studies). These pay scales are updated every year, taking into account an annual market survey and the reality of the field (information gathered during all recruitment interviews).
As part of this harmonization process, a new Group-wide system of skill levels has been introduced in 2023. It aims to ensure consistent and fair career management, by defining levels that reflect both the area of responsibility and the level of development of employees.

The desire to involve teams over the long term and create a convergence of interests with shareholders is at the heart of management's concerns. To this end, the Group has developed a range of long-term profit-sharing schemes designed to support the company's development by developing and retaining talent, while keeping fixed costs under control as far as possible. This active approach has been part of the Group's DNA for many years. Convinced of the positive effects of this type of program (convergence of interests with shareholders, loyalty-building, etc.), it will continue to use these profit-sharing products.
In addition, all employees benefit from a customary annual appraisal, which opens up the possibility of a discretionary performance bonus. An employee savings plan is also offered to all employees in France (i.e. 89% of the workforce).

Full details of employee profit-sharing schemes are provided in the Group's management report. Employees also enjoy benefits such as vacation bonuses and luncheon vouchers.

Finally, since 2023, evaluation criteria based on CSR performance have been included in the variable compensation of *ABC arbitrage*'s Chief Executive Officer, Dominique CEOLIN. Indexed to the Group's consolidated net income, part of this may be impacted by a multiplying coefficient made up of the sum of the four qualitative criteria assessed. In essence, this coefficient cannot be greater than 1, which means that these qualitative criteria can only leave the initial calculation intact or reduce it. CSR performance thus determines two of the four qualitative criteria:

- Social and societal dimensions: assessed on the basis of the following indicators:
    - Non-chosen turnover of the Group's workforce ;
    - Involvement in community life outside *ABC arbitrage* (Mid Small Ecosystem, Governance, etc.);
    - Gender equality: current situation and measures implemented.
- Environmental dimension: measurement of CO_2 emissions by *ABC arbitrage* Group and monitoring of actions implemented.

1.3. Organisation of working hours and work/life balance

The organisation of working hours varies according to the functions performed. Employees are subject to the company's collective working hours, which correspond to legal working hours, unless otherwise stipulated in their employment contract.

A collective agreement drawn up with the CSE, employees, the Human Resources Manager and managers has made it possible to telework on a regular basis in a "non-COVID" context. All experienced employees who wish so can benefit from 12 days' teleworking per month. This mode of working, which alternates between the office and home, improves work/life balance and makes it easier to reconcile work with personal constraints. All employees have requested telecommuting, and all requests have been accepted. In 2024, the average percentage of teleworking days per person is 37%, while the maximum possible rate is around 55%. This reflects a good take-up of this possibility as much as the pleasure employees have in coming to the office. *ABC Arbitrage* provides all the means necessary to enable employees to telework under the best possible conditions, and an ergonomist can visit the site or conduct awareness-raising campaigns on request. A lump-sum allowance is also granted each month to all employees concerned to compensate for the costs associated with working from home.

There is a wide range of working hours, schedules, organization and telecommuting options. In fact, employees are granted considerable flexibility in the organization of their working hours, subject to operational constraints. For example, they can freely choose which days to work remotely or from the company's offices, or work part-time. In 2024, 4 women chose to work part-time. Managers are also flexible in taking unpaid leave. In 2024, 6 people took advantage of this.

In addition to the flexibility allowed in terms of work organization and working methods, the Group intends to encourage as far as possible the reconciliation of professional and personal life, by not scheduling recurring meetings after 6pm, for instance. All indicators relating to work organization are available in the data table (§5).

1.4. Absenteeism

Absenteeism and the reasons for it are monitored by the *ABC Arbitrage* Group's Human Resources department. The absenteeism rate as determined in the monitoring of the main indicators corresponds to the ratio between the total number of unscheduled days of absence and the total number of theoretical working days (expressed as a percentage). The absenteeism rate for the *ABC arbitrage* UES (0.8%) is well below (more than 5 times) the average for the Banking and Insurance sector (4.12% in 2022 according to the *Observatoire de l'Absentéisme* and 5.17% for the banking/finance sector in France in 2023).

Unplanned absences in 2024 were mainly short-term (< 3 days), consisting of sick leave and family-related absences. This type of absence accounts for 80% of absences for the year. In 2024, the average duration of an unplanned absence within the *ABC Arbitrage* UES was 2.97 days (compared with 23.6 days for 2021 in France, according to the *Observatoire de l'Absentéisme*).

These very low percentages testify to the positive working atmosphere within the *ABC Arbitrage* Group, as well as to the actions taken by the Group to ensure the well-being of its employees. All indicators relating to absences are available in the data table (§5).

1.5. Labour relations

The collective agreements in force within the Group are mainly based on profit-sharing and incentive schemes, and on the fixed daily rate for the French entities.

Employees can contact their manager at any time with any requests or comments they may have. Each employee also benefits from :

- an annual interview with his or her manager to discuss the various aspects of his or her life within the company. The format was revised in 2023 to make it more objective and to systematically address areas of satisfaction or dissatisfaction at all levels (job content, work atmosphere and organisation, feedback on the manager, salary, etc.), as well as the employee's career development and training aspirations.
- regular professional interviews, the format of which has been reviewed in conjunction with the Social and Economic Committee (CSE), with particular emphasis on work/life balance and workload. In 2024, 28 professional interviews were carried out with a member of the HR department.

Social dialogue is also based on a process of consultation between the employer and its employee representative bodies. It is organized around the Social and Economic Committee (CSE). This committee is responsible for economic matters (organization and running of the company, working conditions, vocational training, apprenticeships, etc.), social and cultural matters, as well as health and safety protection for Group employees, in order to contribute to good working conditions. The CSE is informed and consulted on important decisions to ensure that employees' interests are taken into account. It meets on average once every two months, and at least 6 times a year.

In addition, a working group on CSR issues is open to all. It enables employees who wish so to be informed and to propose actions on issues linked to environmental or social concerns. It is organized around "task forces", which work more specifically on certain subjects of interest.

The existence and operation of the CSE, the task forces and the CSR approach are communicated and explained to employees, particularly when they join the company. This information is also made available to all employees via the Intranet platform, which brings together all information relevant to life within the company.

Social dialogue is also maintained through half-yearly meetings at which the Group's results are presented. These compulsory meetings are an opportunity for employees to ask questions to management, including anonymously, on issues as diverse as the company's results, corporate life and future orientations.

1.6. Health and safety

Our occupational health policy goes beyond mere regulatory compliance. Protecting the health of our employees is a priority for the *ABC Arbitrage* Group.

For example, French employers, by unilateral decision, reimburse 100% of the basic health insurance package, and a voluntary seasonal flu vaccination campaign is organized every year. Employees who wish to do so are also regularly trained in "first aid" (10 people in 2022), fire-fighting (18 people in 2023) and evacuation (11 people in 2023). To maintain operational and up-to-date knowledge in this area, managers and key employees (CSE, etc.) receive health and safety training every two years. The next courses are scheduled for 2025.

Every year, the Group reviews its "*document unique d'évaluation des risques professionnels*" - a document used to identify the risks associated with the jobs carried out within the Group and to ensure that they are properly assessed, in conjunction with the occupational health department. All types of risk are considered in order to provide the best possible response, and action plans are adopted where necessary. For example, the risks to working conditions in the event of a power cut have been assessed for 2023. In 2024, psychosocial risks (linked to workload and isolation, particularly as a result of telecommuting) and risks linked to workstation ergonomics, identified as the main occupational risks for Group employees, once again received specific attention.

Stress management in the workplace is taken into account through a number of measures. Employees can request a meeting with their manager or with human resources to discuss these issues, and the question of workload is systematically included in annual appraisals. A room to rest is available to encourage moments of relaxation.

As part of the Group's commitment to Quality of Life at Work (QWL), employees are encouraged to adopt better postures at the office to prevent discomfort and musculoskeletal disorders. A guide to gestures and good posture at work is available on the intranet. Aware of the role it has to play in ensuring an ergonomic working environment, the HR department, in conjunction with the General Services department, is actively exploring solutions to encourage a more comfortable and appropriate posture. This year, two types of equipment were acquired on an experimental basis: a sit-stand adapter and a laptop stand. These devices, which are available on a self-service basis, enable employees to test new work configurations and find the one that suits them best.

Preventing verbal, sexist and sexual violence contributes directly to protecting employees' mental health. Such violence can have psychological repercussions, such as anxiety, depression, isolation and burn-out. To take this subject further, the Group has adopted a policy of non-discrimination and the fight against public harassment. The company's internal code of conduct explicitly includes harassment (both sexual and moral), with a reminder of what it is and the penalties incurred. The relevant articles of the Labor Code are also posted in the Paris premises, and these points are discussed with each new arrival. What's more, a member of the CSE is the internal contact for all these issues.

Employees can call on the services of occupational medicine, and an anonymous retaliation-free alert system can be used in case of need. Full details are available in paragraph § 2.i of this report and in the dedicated procedure.

By creating a respectful and safe working environment, the company intends to act preventively to help preserve the well-being of its teams. This is also reflected in various preventive actions, such as the provision of self-service dried fruit, the payment of registrations for running races, as well as partnerships with gyms and the organization of sporting challenges, such as the “*challenge de pas*” in 2024.

These efforts are paying off, as no occupational illness or accident was reported in 2024, including for *ABC arbitrage*'s subcontractors.

All indicators relating to health and safety at work are available in the data table (§5).

1.7. Training

Training is a major concern for *ABC Arbitrage* Group. It enables both the development of human capital and individual development, and is divided into three main aspects, throughout one's professional life:

- Technological, regulatory and fiscal watch

Numerous training courses are organized to enable employees to keep abreast of the latest regulatory and tax developments, as well as technological advances. These training courses include cross-disciplinary knowledge. *ABC Arbitrage* encourages its employees to be intellectually curious, and provides the necessary resources by subscribing to professional and technical content and acquiring technical documentation.

- Core business training

ABC arbitrage's training policy for its core business is essentially focused on tutoring (knowledge transfer). In fact, there is little or no direct external training in *ABC arbitrage*'s core business (business training is mainly related to directional strategies and not to quantitative and systematic trading). As a result, tutoring and in-house training, notably through the "ABC University" program, are among *ABC arbitrage*'s preferred options for training its employees.

- Soft skills training

A significant proportion of the training budget is dedicated to improving employees' "soft skills". In 2024, 100% of spending on external training/coaching organizations concerned this type of support (management, assertiveness, speaking, leadership, negotiation).

Requests for training, including those leading to diplomas or certificates, are discussed at least once a year with all employees during the annual appraisal interview. All requests are examined, and employees and managers receive a reasoned response from the Human Resources department for each one. Validated requests are grouped together in an annual training plan which is submitted to the Social and Economic Committee (CSE).

In 2023, *ABC arbitrage* launched its "ABC University" program, which offers its employees internal training courses by profession. This program has played a key role in structuring and professionalizing the Group's approach to in-house training. This first full year was marked by the organization of 12 different training courses for a total of 35 sessions, attended by 291 participants across the Group. More than 3 quarters of employees took part in at least one ABC University course. With an overall participation rate of 77% and an average of 3.1 hours of training per person, the program has generated real commitment from employees. Participant satisfaction reached an average of 4.6/5, underlining the relevance and quality of the content offered. The "ABC University" program has effectively complemented informal training, by structuring a system that promotes cross-functionality and accessibility of content, and reinforces the Group's ability to capitalize on in-house skills. This initiative has also contributed to the integration of newcomers through dedicated training courses.

Overall training expenditure (internal and external) has increased by over 50% in 3 years. All training initiatives are part of a continuous improvement process, and all employees receive a satisfaction questionnaire at the end of the training they receive, whether internal or external. In the latest Great Place To Work survey, 85% of employees said they were satisfied with ABC Arbitrage's training initiatives.

Training-related indicators are available in the data table (§5.).

1.8. Equal opportunity

When it comes to recruitment and human resources management, *ABC Arbitrage* Group is committed to non-discrimination of any kind, particularly with regard to nationality, culture, gender or disability. On the contrary, the

Group values diversity in all its forms, convinced that diverse backgrounds and profiles contribute to greater collective intelligence and improved performance.
The Group strives to recruit motivated, competent employees who will fit in well with the existing team while bringing new and complementary perspectives. It believes that the best ideas and most innovative solutions emerge when we bring together people with a wide range of experience and points of view. *ABC Arbitrage* encourages ambition, as long as it serves the community, and promotes a culture where every employee, whatever his or her origin or background, is recognized for their contribution and can fully express their potential. The Group counted 12 different nationalities among its teams in 2024.

ABC Arbitrage has a long-standing commitment to gender equality in the workplace. An action plan, drawn up on the basis of an in-depth diagnosis, is reviewed annually in collaboration with the CSE and covers nine key areas: recruitment and access to employment, qualifications, classification, remuneration, training, promotion and professional mobility, safety, working conditions and work-life balance.
For several years now, working conditions for pregnant women have been adapted: greater use of telecommuting and more flexible office hours are possible at the employee's request. Contracts for the reservation of cribs enable employees who wish so to benefit from childcare in "*crèches*", and the room to rest is reserved first and foremost for women who wish to express milk.
Finally, the Group is also committed to gender equality on its Board of Directors. Taking into account the historical founding shareholder directors, women represent 40% of the Board of Directors (100% of independent directors).

Thanks to a dedicated task force tasked with taking stock of the situation and formulating recommendations in collaboration with Human Resources, a number of complementary actions were carried out in 2023:
- Parenthood: Full salary continuation during maternity and paternity leave, for both men and women. To give employees maximum visibility over their working lives during this special period, legal information, procedures and useful links and information have been communicated to all employees and are now freely accessible;
- Internal survey on diversity and inclusion: consultation with employees to better understand their feelings and identify areas for improvement. The survey showed that *ABC Arbitrage* employees did not identify any major problems in this area;
- Global action plan: to consider all aspects of working life through the prism of diversity, with a view to an even more ambitious policy in 2024, including integrating the results of the internal survey and the gender-based salary data monitored by the Human Resources manager.

In 2024, as part of its "Springboard 2025" business plan, *ABC arbitrage* wished to take its approach to gender equality a step further by raising these issues to a strategic level through the implementation of a dedicated policy comprising targeted actions. This policy in favor of professional equality between women and men has been published on the company's website, formalizing the company's commitments. It covers all aspects of working life, including work-life balance, career management, gender bias awareness, the recruitment process and employer branding. New actions were thus taken in 2024:
- Revision of the recruitment process to reinforce equal opportunities and merit-based criteria, and prevent bias at every stage, from publication of the advertisement to the job offer. This approach was accompanied by the creation of an action checklist and a recruitment guide, distributed to all those involved;
- Awareness-raising for all managers on professional equality and the fight against bias, prior to annual appraisals;
- Comparative study of external charters and initiatives on professional equality, with a view to signing up to collective commitments.

In 2024, *ABC Arbitrage* scored 75/100 on the gender equality index. This indicator does not necessarily reflect the reality of the Group's equal pay policy, as the regulatory calculation method does not take into account the specificities and types of jobs performed and career paths, particularly for a group of this size. This year, it was possible to use internal skill levels to calculate this indicator, as the minimum staffing thresholds were reached for two categories, representing more than 40% of employees, which was not possible in previous years.

In parallel with its actions to promote gender equality, *ABC arbitrage* has initiated a structured approach to the inclusion of people with disabilities, drawing up an action plan available on the intranet and published on our website:

- Appointment of a Group-wide disability advisor, responsible for guiding, informing and supporting people with disabilities;
- Awareness-raising quiz given to some 50 employees, aimed at initiating dialogue, deconstructing preconceived ideas and breaking down taboos associated with disability;
- Training for 21 employees (CSE members, diversity & inclusion task force and managers) in 3 sessions, representing 22% of the workforce. These people in particular were trained because of their role in direct contact with employees, in order to give them the keys to managing the situations they encounter, fostering an inclusive culture, directing them to the right contacts and mobilizing the appropriate relays.

All the actions set out in the disability action plan have led to discussions between the disability advisor and the employees concerned, resulting in support tailored to their needs.

Equal treatment indicators are available in the data table (§5).

1.9. Working environment

ABC arbitrage has chosen to establish its Paris offices in the heart of the city, where restaurants, stores, cultural events, etc. are within easy reach and among the capital's best-served districts. Similarly, the Singapore and Dublin offices are respectively in the city center or well served by public transport.

The company has also prioritized the creation of ergonomic workspaces, renovated by an interior designer, and pleasant living spaces (cafeteria, meeting rooms, etc.). A room to rest is available for employees.

For several years now, the Group has been working alongside French artists to promote art and culture within the company. The Group is convinced that this contributes to its employees' well-being, creativity and inspiration, and sparks social interaction and sharing:

- New paintings were installed on the premises in 2023;
- Art photographs are on display in the cafeteria and are regularly renewed. Since the end of 2022, the photographs of Mathieu Latour, a talent sponsored by *ABC arbitrage,* have been on display in the Paris premises.
- Each meeting room has a permanent display of an original work of art specially created for ABC arbitrage around the theme of chemical elements: Oxygen, Silicon, Zinc, Carbon, Gold, etc., complementing the fresco created (a live performance over ten days in 2018) by artists within the Paris premises: a mix of sketches of *ABC arbitrage*'s identity and freestyle.

1.10. Corporate life and integration

In order to offer its employees a rich and fulfilling professional life and to foster team cohesion, *ABC arbitrage* regularly invites them to get together around federative events and activities.

The Human Resources department organizes induction mornings for new employees to share the Group's history, culture and values. It's also a time for exchanging ideas with managers, who introduce themselves and the work and organization of their team. In 2024, two integration mornings were held.
During the trial period, new employees systematically have two meetings with a member of the Human Resources department to monitor their integration. At the end of their probationary period, new employees meet individually with

all members of management for a privileged moment of exchange. A breakfast meeting is also planned with Dominique CEOLIN, CEO of *ABC arbitrage*.

Several initiatives enable employees to get to know their colleagues from other teams better. For example, "mix" lunches are regularly organized with those who wish to do so. Employees can also propose similar initiatives. Every year, team-building events and get-togethers for several teams are organized.

Every year, employees and investors are also invited to experience a unique sailing experience alongside Jean-Pierre Dick and his team (§2.7 Relations with other people or organizations).

Finally, the CSE organizes numerous social events[20] and offers a number of benefits to employees[21].

1.11. Our results: testimonials and satisfaction surveys

The Group's employees are the best witnesses to the positive working atmosphere. In 2024, all the reviews submitted by *ABC arbitrage* employees on professional social networks (Glassdoor, Indeed) showed a high level of satisfaction. Almost all of them were awarded a maximum score of 5/5. At the end of December, the Group's overall rating on Glassdoor reached 4.9/5 (+14% vs. December 2023), reflecting the enthusiasm and commitment of the teams.

In 2023, all our efforts to promote employee well-being were also rewarded with Great Place To Work® France certification. A global benchmark in terms of employee experience, this label measures employees' perception of their company. The survey revealed genuine satisfaction, with - for example - the following results:

- 100% of employees feel that new recruits are well received
- 99% of employees feel that, overall, the company is a great place to work
- 99% of employees emphasize that out-of-the-ordinary events are celebrated together
- 93% of employees think that the premises and facilities contribute to a pleasant working environment
- 96% consider that "in this company, employees are given a lot of responsibility".
- 100% consider that safety conditions are met
- 97% answered in the affirmative to the question "the work environment is psychologically and humanly healthy".

In 2024, *ABC arbitrage* joined the list of the 30 best companies in its category (50 to 249 employees) in France, the "Best Workplaces 2024" companies. These companies are identified as "champions of quality of life at work" thanks to a demanding methodology.
The survey will be repeated every three years, in line with the frequency of renewal of the Group's business plans.

2. Other stakeholders

The group aims to undertake its societal responsibility by taking into consideration the stakeholders' expectations with whom discussion is opened.

2.1. Local, economic and social impact of our business

In its own way, the Group has always contributed to local development, not only as an employer, but also through its activities, since it provides liquidity to the markets and thus contributes to the smooth running of the financial industry.

[20] *Quizzes, galette des rois, ski week-end, etc.*
[21] *Christmas gift vouchers, Skilleos subscriptions to over 1,400 online courses, sports and leisure packages, etc.*

Arbitrage is a combination of several operations whose aim is to make a profit by taking advantage of the only imperfections likely to appear between the different financial markets. It enables prices for the same asset to converge, ensuring fluidity between different markets and contributing to their liquidity. In carrying out its activities, the Group contributes in its own way to maintaining the relevance and efficiency of the markets, and to ensuring compliance with the rules. It also enables "small holders" to access the market and acquire securities at fair value.

In addition to the role *ABC arbitrage* Group plays on the markets, the value created is redistributed to its employees, shareholders and the State through various taxes and contributions.

2.2. Shareholders and Investors

Regular and effective financial communication keeps investors and shareholders informed of the Group's results and main developments. In addition to the Annual General Meeting, press releases keep shareholders informed. A website (www.abc-arbitrage.com) and a dedicated e-mail address (actionnaires@abc-arbitrage.com) are also available for any additional information they may require.

Group companies make it a point of honour to meet investors' expectations. They implement their investment strategies with the highest standards and strict processes to preserve capital. All elements relating to environmental, social and governance (ESG) criteria are grouped together in the Group's responsible investment policy, published on Internet and therefore accessible to current and prospective clients of *ABC arbitrage Asset Management*. It is updated annually, or whenever significant changes occur in these areas. Finally, dedicated teams, an e-mail address and a contact form on the website (https://am.abc-arbitrage.com/) are also available for any further information.

ABC arbitrage and its subsidiaries do not collect data on its clients and investors, except where required by law.

2.3. Financial intermediaries

ABC arbitrage Group selects the financial intermediaries it works with with the greatest care, to ensure that they meet its requirements in terms of good management practices. The Group carries out an in-depth analysis of their practices on the basis of a detailed due diligence questionnaire. As part of this process, it now systematically gathers detailed information on their environmental, social and governance (ESG) policies.

2.4. Subcontracting and suppliers

ABC Arbitrage Group makes only limited use of subcontractors. Subcontracted tasks are limited to the preparation of pay slips and social security declarations, as well as certain general services and administrative tasks.

The number of suppliers related to the business (mainly financial data suppliers) is reduced, as is the choice offered to the company. Other suppliers are solicited for purchases not directly related to the business.
Nevertheless, *ABC Arbitrage* maintains a long-term relationship of trust with its suppliers.
The Group incorporates sustainability criteria into its purchasing decisions, in addition to quality and price criteria. These criteria make it possible to evaluate offers in their entirety and choose solutions that best meet operational needs, while respecting the Group's commitments. Whenever possible, preference is given to quality products with better environmental or social performance. The Responsible Purchasing Charter, which applies to all Group purchasing, aims to formally integrate the following points into the selection criteria:

- Commitment to human rights
- Respect for the environment and preservation of natural resources
- Integrity, anti-corruption and fraud
- Confidentiality and data security

Compliance with these principles is monitored by means of indicators tailored to the Group's various purchasing typologies: financial intermediation contracts, digital equipment purchases, service purchases, routine purchases and real estate leases.

2.5. Data confidentiality and security

System security and integrity have always been a very serious concern for *ABC arbitrage*. The latest policies for securing the infrastructure, networks and data handled are applied throughout the Group. Cybersecurity is treated with the same importance as other levels of security.

At employee level:

- An IT charter, describing good and bad practices, is communicated to all employees and accessible on the intranet. It has the same value as the Internal Regulations to which it is appended. Violation of the rules and obligations contained in the Charter may consequently result in a sanction as provided for by the legislative and regulatory texts in force, as well as a disciplinary sanction taken in application of the Internal Regulations. It covers practices, the right to disconnect, security principles (applicable control and security rules, control measures, reporting and information obligations), rules governing electronic communications, respect for intellectual property, and compliance with laws on information technology and civil liberties.
- All employees are evaluated and trained (on a dedicated platform and through more interactive in-house training) in security principles (notably to detect phishing). Regular phishing tests (4 times a year) are carried out throughout the Group.
- The Group has implemented a single sign-on (SSO) system that enables users to access multiple applications and services using a single set of login credentials. Single sign-on can help reduce the expense and complexity of IT operations, but it can also enhance access security, since compromised credentials are one of the main causes of data breaches. SSO enhances security by eliminating risky password management practices; users are less likely to write down their passwords, or use weak, universal or repetitive passwords. In addition, single sign-on solutions reduce administrative gaps and security vulnerabilities by eliminating identity management silos, and reduce attack surfaces by reducing the number of passwords used across the enterprise.
- *ABC arbitrage* also provides each employee with a corporate Password Manager. This is useful when third-party sites do not support single sign-on (SSO).

Information systems:

- Databases and trading platforms use hardware belonging to *ABAM* in a secure environment, running on private systems. No third parties are authorized
- User workstations are protected on the basis of Zero Trust recommendations, i.e.: strong, context-based authentication, device posture, network micro-segmentation and encryption of exchanges on the network with Transport Layer Security (TLS) and on Group disks
- User workstation equipment is managed from a Cloud platform, with forced workstation security and telemetry to monitor compliance
- Management of servers, Cloud platforms and networks is automated, enabling rapid, large-scale application of configurations and better tracking of history
- Configuration is strengthened by banning obsolete or infection-causing communication parameters and protocols in favor of those recommended by NIST, NSA and ANSSI agencies
- The "principle of least privilege" is applied to users and services
- Backups and important information are replicated to at least two locations, one of which is off-site
- Audit events and system and network telemetry are centralized, and alerts are issued when thresholds are crossed or damage occurs.
- Daily analysis of internal and external vulnerabilities
- Intrusion tests are carried out :
    - daily on our externally exposed resources

- weekly on our internal resources
- annually by external auditors (different for each iteration)

Organisational level / governance:

- *ABC arbitrage* has defined a clear escalation process that employees can follow in the event that an employee notices something suspicious. The internal regulations and IT charter stipulate that users have a duty to report and inform and must notify the network administrator as soon as possible of any malfunction or anomaly observed, any violation or suspected attempted violation of the IT tools made available to him/her, such as an intrusion into the Information System, etc. He/she must also report to his/her manager or hierarchical superiors any possibility of a breach of confidentiality. He/she must also inform his/her manager or hierarchy of any possibility of access to a resource which does not correspond to his/her clearance.
- In the event of damage or an incident, a crisis management unit is set up, comprising the management committee, to qualify and decide on the procedures to be applied.
- *ABC arbitrage* has cybersecurity policies, a cybersecurity response plan, as well as a Business Continuity Plan (BCP) and a Disaster Recovery Plan (DRP). Various tests are carried out on a regular basis, ranging from weekly back-up recovery tests to a full trading datacenter exercise every year.
- We collect data on information security and cybersecurity breaches. No compromises have been detected to date.
- The company's cybersecurity strategy is overseen by a member of the management team, since the CTO and CISO is a member of the French management company's executive committee and board.
- The company's management communicates regularly (audit results and cybersecurity-related projects) and reports to the Board of Directors.

Lastly, employees are made aware of the General Data Protection Regulation (GDPR) and procedures to ensure that personal data is archived and deleted in accordance with this regulation have been deployed for all data subjects, including customers and business partners. *ABC arbitrage* deletes data after a defined period and does not collect personal data from third parties (except where required by law, for example to ensure robust anti-money laundering / terrorist financing arrangements, as described in the policy).

2.6. Collaborative engagements

ABC arbitrage Group and the companies that make it up actively participate in the development of the industry of which it is a part, through several collaborative engagements:

- *ABC arbitrage* is an active member of MiddleNext (an association of mid-cap companies listed on the Paris stock exchange), and shares its conviction that good governance practices must be adapted to the different needs of structures, depending, for example, on their shareholding structure or size, in order to ensure that corporate governance is in line with business practice. Dominique CEOLIN, Chairman and CEO of ABC arbitrage, is a member of the Board of Directors. Other Group employees also provide assistance and insight into the areas of expertise on which they work on a daily basis. Finally, *ABC arbitrage* follows the activities of the Middlenext CSR Working Group, which aims to collectively reflect on the tools to be implemented, organize regulatory monitoring and share experiences on these subjects.
- In 2024, *ABC arbitrage Asset Management* renewed its membership of the AFG - *Association Française de la Gestion Financière*. The AFG represents and defends the interests of third-party portfolio management professionals. It provides its members with ongoing support in the legal, tax, economic, accounting and technical fields, and leads the profession's reflection on the development of management techniques, research and the protection and orientation of savings. *ABC Arbitrage Asset Management* also participates in AFG's Responsible Investment plenary and in the "Just Transition" working group.
- *ABC arbitrage Asset Management* is a member of the Standards Board for Alternative Investments (SBAI), a global alliance of asset managers and institutional investors from the alternative investment industry, and participates actively in its working group on responsible investment issues.

- Finally, as part of the Group's strategic plan and in keeping with its mission to embody the Group's "Positive finance" slogan, *ABC arbitrage Asset Management*, as an asset management company, is a signatory to the United Nations' UN-supported Principles for Responsible Investment (UNPRI). In 2024, *ABC arbitrage Asset Management* joined the Hedge Funds Advisory Committee (HFAC), a committee of PRI signatory organizations whose role is to support the PRI Executive in the design, implementation and dissemination of guidance relevant to the hedge fund industry to help implement the six principles. This committee acts as an advisory body.

Total dues paid by the Group in 2024 to professional, industry and business associations amounted to 24 thousand euros.

2.7. Relationships with other people or organisations

ABC arbitrage Group's role in society and its relationships with its stakeholders extend beyond its employees, shareholders, investors and suppliers. Indeed, the Group is careful to develop and maintain quality relationships with all stakeholders interested in the company's activity:

- The Group's social action also includes professional integration, links with educational establishments and professional working groups. Company employees regularly take part in engineering school forums (such as the CentraleSupelec forum in November 2024) and speak at universities to promote the Group and its businesses, build relationships with students and spot future talent (e.g. CentraleSupelec "Be prepared" event in 2024). Pre-employment and summer internships are regularly offered to students. These internships are a real recruitment pool for the Group.
- In a world in perpetual motion, with ambitious and captivating projects, Groupe *ABC arbitrage* wishes to remain open to other professions or passions. This includes meeting men and women who lead and live extraordinary human adventures through sport or studies. Getting away from the daily grind to discover and share work, innovation and the challenge of surpassing oneself, to look at things differently, to enrich oneself - these are the objectives of *ABC arbitrage* through its "*coup de cœurs*" partnerships:
    - Since the 2014/2015 school year, Groupe *ABC arbitrage* has been providing financial support to *Maisons des Jeunes Talents*, an equal opportunity association with an innovative program run by the Groupe Primonial Foundation[22]. The aim of this association is to help young scholarship students to succeed in preparatory classes and entrance examinations for Parisian *grandes écoles*.
    - Every year, two girls are sponsored by *ABC Arbitrage*, with Group employees providing psychological support (moral support), academic support (methodology and general knowledge) and an introduction to professional life (discovery of a company and its codes), as required. They can also facilitate the search for internships and jobs, by giving their godchildren the benefit of their network and knowledge of the professional world.
      Through this partnership, the Group hopes to facilitate access to scientific studies for the next generation, especially girls, and to contribute in its own way to the development and recognition of France's excellence in these fields.
    - For many years, *ABC arbitrage* has been running a sponsorship program as "Title Partner" to skipper Jean-Pierre Dick (Absolute Dreamer stable). From 2018 to 2022, ABC arbitrage supported the realization of Jean-Pierre Dick's project, "Easy To Fly", an 8-meter catamaran of which he is the designer. In 2022, Jean-Pierre Dick won the Route du Rhum in the Rhum Mono category. He won the Caribbean 600 in his category in 2023, and set a new record for crossing the Atlantic in the opposite direction, from Bermuda to Lorient.

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[22] *Under the auspices of the Fondation de France, this corporate foundation brings together all the commitment and philanthropic initiatives undertaken to date by the various entities of the Primonial Group. The Primonial Group Foundation has also taken over and continues the actions of the Fondation Financière de l'Échiquier, including "Maisons des jeunes talents", a program designed to house and support scholarship students admitted to preparatory classes for the grandes écoles in Paris.*

- In the past, the Group has also contributed to the work of Basis.point, an association created at the initiative of the Irish investment fund industry, which works to improve access to training and educational opportunities for disadvantaged young people in Ireland. He continues to support the association.
- In addition to its historic partnerships, the *ABC Arbitrage* Group also sponsors up-and-coming athletes and artists as part of its Young Multi-talented of *ABC Arbitrage* (YMTA) program:
  - surfer Charly Quivront, who has been taking part in high-level competitions and other sporting events since 2016. He was French Shortboard Open Champion in 2022;
  - Charlotte Liautier, a professional golfer, joined *ABC arbitrage* at the end of 2021;
  - *ABC arbitrage* is also the main sponsor of the "*Regards d'extinction*" project - 300 face-to-face portraits of animals threatened with extinction - by Mathieu Latour, wildlife photographer and filmmaker. Mathieu Latour also took part in Yann Arthus-Bertrand's documentary "*Vivant*".

2.8. Fair business practices

ABC Arbitrage is listed on a regulated market. Consequently, from the moment they sign their employment contracts, all Group employees undertake to comply with all internal control procedures relating to trading in *ABC Arbitrage* shares and, more generally, with the rules governing the prevention, by law or regulation, of offences and breaches of stock market regulations.

Likewise, *ABC arbitrage Asset Management* is a regulated asset management company, subject to various approvals and under the supervision of the Autorité des Marchés Financiers (AMF). The company's employees are committed to complying with all mandatory professional rules applicable to the asset management business, and in particular to respecting the primacy of the client and the fight against corruption, money laundering and the financing of terrorism. A public code of ethics sets out the principles to which the management of the *ABC arbitrage* Group and all its employees are committed, particularly in the context of portfolio management activities on behalf of third parties. They clarify and define the boundary between what is authorized and what is not, as well as the measures to be taken in the event of a breach of these rules. These regulations specify the conditions under which each *ABC arbitrage* manager or employee may trade on the markets on his or her own behalf, the framework for confidential and privileged information, and a number of general and specific rules for managers.

To ensure compliance with best practices, Groupe *ABC arbitrage* has also adopted a number of charters and codes of conduct:

- Code of conduct
- Anti-corruption policy
- Anti-money laundering and combating the financing of terrorism (AML/CFT) policy
- Human rights policy
- Personal data management policy
- Whistle-blowing procedure
- Responsible purchasing charter
- Anti-discrimination and harassment policy

Ethical and deontological charters and codes (whistle-blowing procedure, employee market intervention policy, internal regulations, IT charter, etc.) are presented to all new arrivals and freely accessible to all employees. Their contents are the subject of reminders (twice-yearly intervention windows, etc.). A meeting with the ethics officer is systematically organized within 6 months of employees taking up their duties, to ensure that they have fully understood the procedures. Every year, employees are formally asked to confirm that they have read and understood the main procedures and regulations, and in-house training is offered via the "*ABC University*" program.

Ethical policies are also published so that the Group's partners can read and refer to them. Internal control and risk management procedures are also detailed in the management report, to ensure transparency and clear communication of expectations in terms of ethics and compliance. The Group is at the disposal of its partners to discuss these issues and provide them with the information they need to understand and apply these principles. Our ethical standards are regularly reviewed.

2.9. Whistle-blowing

An anonymous alert system has been set up to enable employees and third parties to report any suspected violation of the law, regulations or Group policies of which they have personal knowledge, without risk of reprisal or retribution. Anyone who deems it necessary can send an alert via the lanceurdalerteabc@gmail.com e-mail address. The whistleblower is informed as soon as possible of the receipt of the alert, the reasonable and foreseeable time required to examine its admissibility, and the next steps.
Whistle-blowers also have the option of making a report directly to the competent authority, or a public report if they consider it appropriate. Full details are available in the dedicated procedure.

This constant vigilance in terms of compliance and ethics has enabled the Group to maintain best practices and avoid any breaches of its codes of conduct for many years. In 2024, no alerts, breaches or fines were received, reported or issued against the *ABC arbitrage* Group or any of its companies, for any reason (corruption, discrimination, harassment, data management, conflicts of interest, money laundering, insider trading, supply chain, etc.).

2.10. Respect for international texts and human rights

The Group operates in countries where democracy and human rights are promoted and monitored. *ABC Arbitrage* Group's foreign operations are based primarily on operational criteria, but also pay particular attention to the human development index[23] for each country. The three countries in which the Group operates are ranked in the highest "very high human development" category. Ireland ranks seventh, Singapore ninth and France twenty-eighth in the index.

ABC Arbitrage has also taken note of the revised OECD Guidelines for Multinational Enterprises on Responsible Business Conduct[24], and strives to comply with them in order to identify, prevent or mitigate the potential negative impacts of its activities. Finally, the Group is committed to respecting all human rights, including those covered by the main conventions of the International Labour Organization (ILO)[25]. This commitment has now been formalized in a public Human Rights Policy.

3. Environmental information

Given the nature of its business, *ABC Arbitrage* Group's direct impact on the environment is limited. Nevertheless, the Group is aware of its responsibility and strives to minimize these impacts and to make rigorous use of the natural and energy resources that are essential to it. It strives to ensure that its business activities respect the environment, by taking environmental criteria into account in its operating decisions and by raising awareness.

3.1. Carbon footprint

ABC arbitrage has been measuring its carbon footprint since 2021, primarily in order to identify and understand what the priorities are for reducing the emissions associated with its business and to participate in raising collective

[23] *Human Development Index (HDI), index determined by the United Nations as part of its development program, for more details: https://hdr.undp.org/en/content/human-development-index-hdi*
[24] *https://mneguidelines.oecd.org/mneguidelines/*
[25] *https://www.ilo.org/global/lang--fr/index.htm*

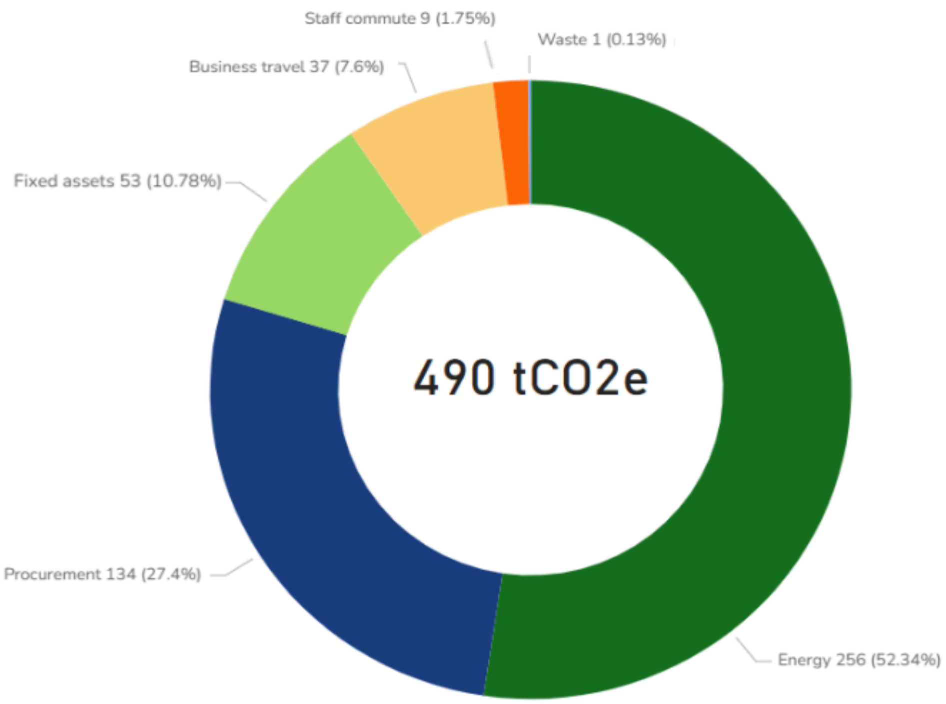
awareness on these subjects. The actions to reduce pollution described in the following sections (responsible digital, transport policy, etc.) are therefore also based on carbon footprint measurement.

The Group has repeated the exercise in 2024, applying strictly the same method as in previous years, so as to be able to track them over time. *ABC Arbitrage*'s carbon footprint has once again been calculated to the highest methodological standards, with particular emphasis on the following points:

- The carbon footprint measurement covers all scopes (1, 2 and 3, i.e. direct emissions generated by operations, emissions associated with the consumption of electricity and heat, and indirect emissions) and all relevant emissions items, to cover a scope that is intended to be exhaustive and take account of all significant categories, including scope 3. Only emissions associated with its investment portfolio (category 3-15 of the GHG Protocol) have been excluded from this calculation. Given the technical nature of this subject, they will be estimated separately. This work is currently in progress. The company's carbon footprint takes into account the use of digital technology, purchasing and support services, energy consumption and waste management, emissions associated with various aspects of employees' working lives (commuting, etc.), and the depreciation of offices and IT equipment. The complete list of items included and excluded from the calculation is detailed in the data table (§5.).
- All the sites in which *ABC arbitrage* operates have been taken into account.
- The measurement is based on the most up-to-date emission factors and monetary ratios, reflecting the current state of knowledge. Physical data, which enable a more accurate estimate of emissions, were systematically preferred to monetary data when available.
- Contributions to the financing of low-carbon projects have not been included in the calculation, which aims to account for all emissions associated with the Group's activities. This is because such projects may result in avoided emissions, but cannot "cancel out" operational emissions.
- Uncertainty levels have been assessed for the various emissions items.

ABC arbitrage estimates its carbon footprint for 2024 at :

- 0 tCO_2e for scope 1 (direct emissions generated by operations: no Group-owned vehicles or emissions from sources owned or controlled by the organization)
- almost 201tCO_2e for scope 2 (emissions associated with electricity and heat consumption): these emissions are linked to the "combustion" part of the energy used for its various sites, and are calculated on the basis of location
- almost 289 tCO_2e for Scope 3 (all other indirect emissions)
- 490 tCO_2e for the 3 scopes, excluding emissions associated with its investment portfolio, broken down as follows:



Taking uncertainties into account, emissions are estimated to fall within a range with an upper bound of up to 650 tCO_2e[26]. These uncertainties relate, for example, to the emission factors and monetary ratios applied to purchases, for which the exact carbon footprint of service providers or products is not known. In order to reduce these uncertainties, the Group intends to systematically request data on the actual carbon footprint of its service providers in order to :

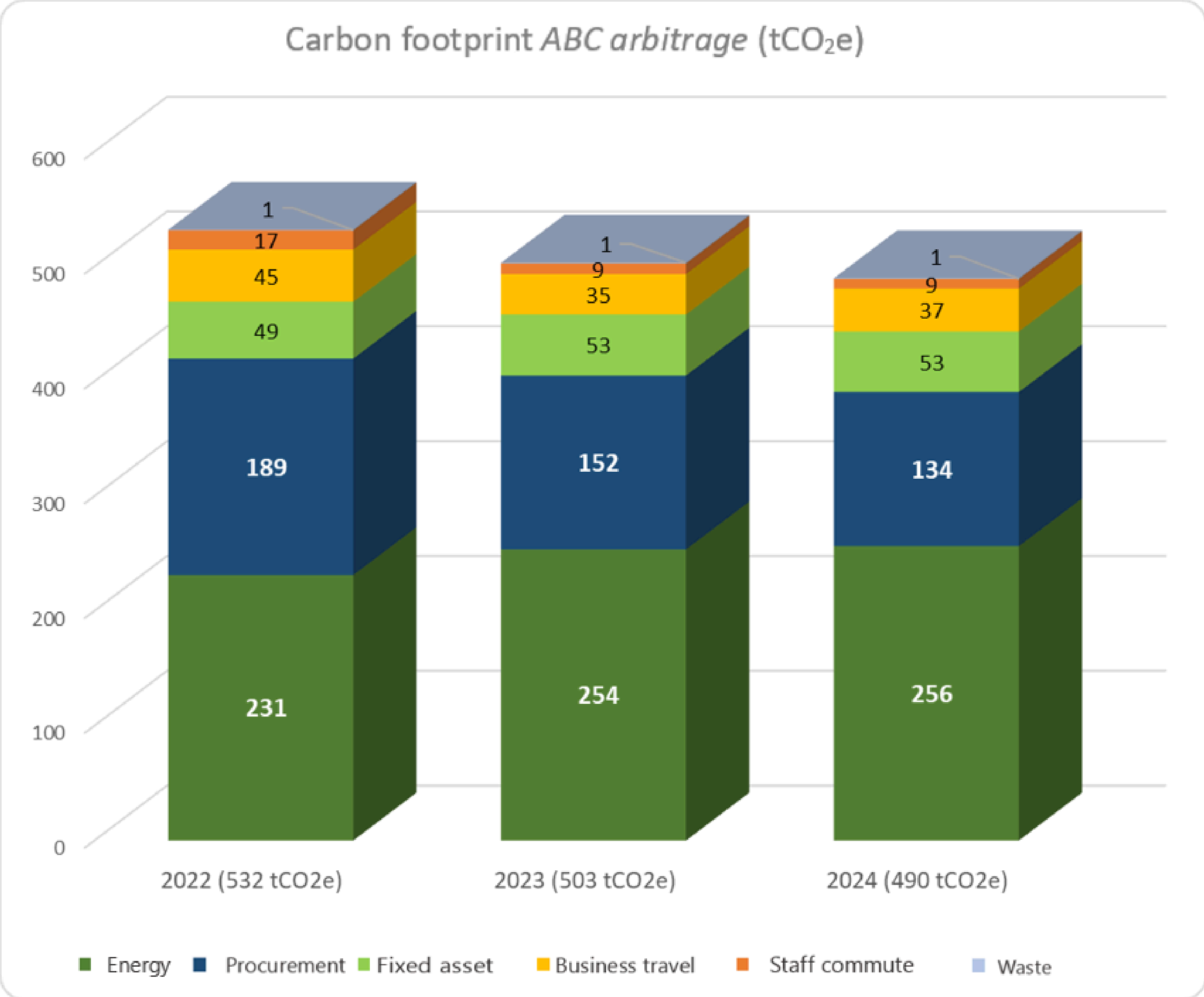
- increase the accuracy of its own carbon footprint calculations (scope 3), gradually replacing estimates based on monetary data
- promote the calculation of the carbon footprint linked to the activities of partner companies, and thus the wider adoption of this practice, in order to gain a better understanding of the risks and opportunities of the underlying activities.

Level of uncertainty	Sources of activity data	Part of data by level ofuncertainty
Very low	**Direct measurement** (EU ETS sites) **Electricity** (France)	6%
Low	**Electricity** (Excluding France) **Transports** (In km)	55%
Moderate	**Capital assets** (In square meters or tonnes)	0%
Strong	**Capital assets** (In unit)	11%
Very strong	**Monetary key figures**	27%

FE mainly used to estimate scope 1
FE mainly used to estimate scope 2
FE mainly used to estimate scope 3

[26] *In order to reflect potential underestimates of available data, the high estimate of the carbon footprint has been made by applying a grossing-up factor to emissions according to their level of uncertainty: the higher the uncertainty, the greater the grossing-up factor.*

Compared with 2023, the Group's carbon footprint has thus been reduced by around 2.5% in 2024. This is mainly due to a reduction in purchasing.



3.2. Digital sustainability

Aware of the importance of digital equipment in its environmental footprint, *ABC Arbitrage Group* has launched a project to better characterize and progressively reduce its impact. There are two main types of impact:

- energy consumption: in order to control energy consumption, *ABC arbitrage* :
  - favors products with better environmental or social performance, as described in its responsible purchasing charter. This is particularly important in view of the major role played by the Group's digital equipment in its carbon footprint. Examples include the choice of Data Centers, for which energy efficiency, the source of electricity, the local presence of a maintenance team, and the consumption and electrical efficiency of the equipment used are all taken into account, as well as the preference for equipment with a high performance/watt ratio.
  - has upgraded its Disaster Recovery Plan to gain in flexibility and mutualization thanks to Cloud platforms
  - carries out an annual energy audit
  - has made a major effort to optimize software in order to improve the density of services on hardware
  - systematically selects hardware with a very high level of performance in relation to electricity consumption
  - whenever possible, configures its systems to be energy-efficient

- fixed assets of digital equipment: in order to limit their impact, *ABC arbitrage* :
    - uses second-hand components whenever possible
    - extends the lifespan of its equipment beyond the standard lifespan and opts for longer-than-average manufacturer warranties
    - tries to find a second life for IT equipment (donations to employees or associations): Proxité and Simplon - donations made via HelloZack, schools etc.) and ensures that end-of-life components are entrusted to the appropriate recycling channels
- *ABC arbitrage* Group also intends to systematically request data on the actual carbon footprint of its impacting digital equipment.

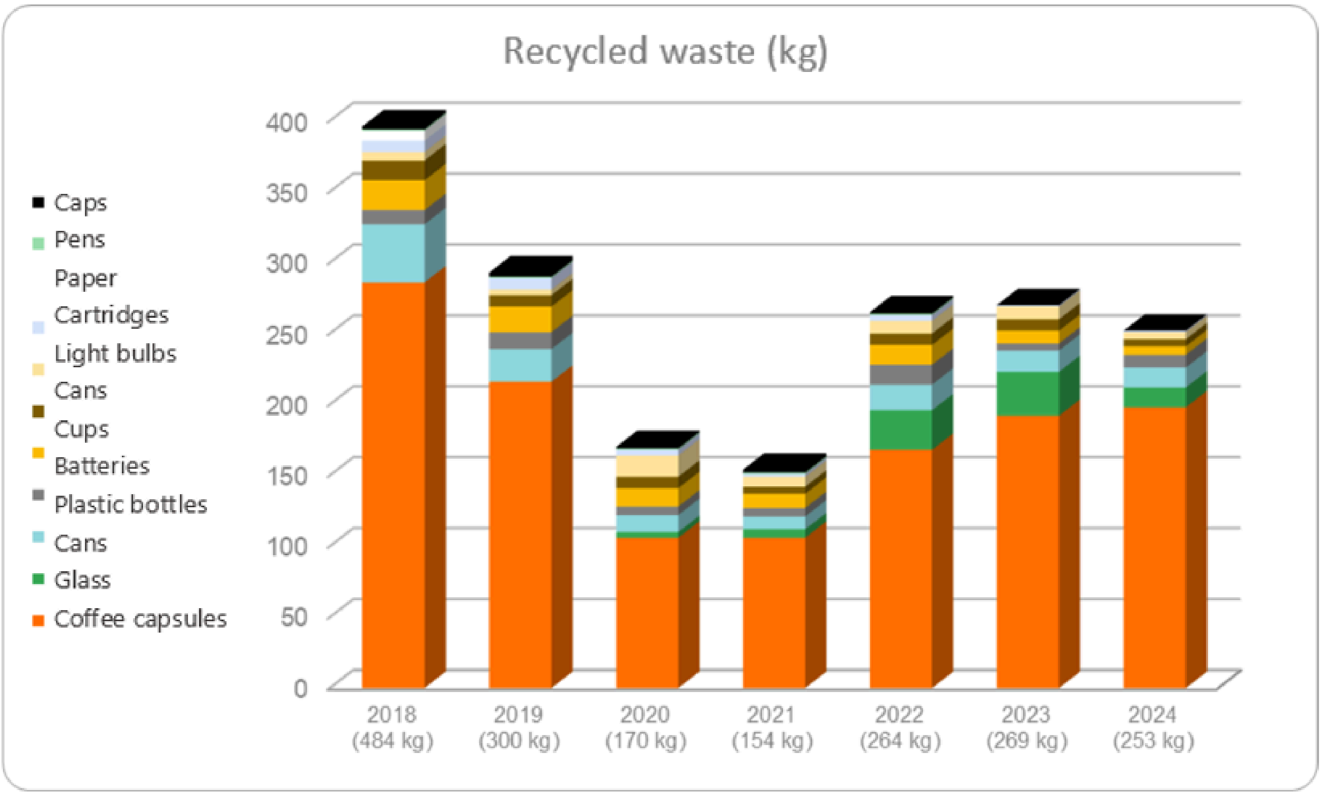
This action is part of a continuous improvement approach, and the Group therefore intends to monitor a series of indicators over time to measure its performance - and its evolution - on these issues. It is also committed to exploring new solutions to further reduce the impact of digital use in the future.

3.3. Pollution and waste management

Particular attention is also paid to encouraging recycling and good waste management. In this respect, Group employees a have various tools at their disposal:

- selective sorting bins (batteries, light bulbs, coffee capsules, small electronic and electrical appliances, cups, cans, plastic bottles, glass, pens and lids) are located in the common areas (coffee and photocopying areas). *Les Joyeux recycleurs* collects the waste and donates 5 cents to the Ares Atelier social integration association (Paris, 18th district) for each kilogram of waste collected. In 2024, 253 kg of waste were collected, including 13,227 coffee capsules (198 kg), 983 cups (6 kg), 720 plastic bottles (14 kg), cans (5 kg), 35 glass bottles (14 kg), 1 cartridge (1 kg). The company *Les Joyeux Recycleurs* then recycles the waste: coffee capsules are transformed into cans & scooters for the aluminum part and compost for the coffee grounds, cups into hangers or garden benches, for example. In addition to waste management in the strict sense of the term, this detailed waste monitoring enables targeted action to be taken;
- voluntary drop-off points for hazardous waste such as batteries and light bulbs. In 2024, 445 batteries (9 kg) and 104 light bulbs (5 kg) were collected;
- disposable cups and containers are made from biodegradable materials, and are only used for emergency purposes, as each employee is provided with a cup and flask made from sustainable materials. Water fountains are available to limit the consumption of plastic bottles;
- each office is equipped with a paper/cardboard recycling garbage can;
- used toners are collected by the supplier for recycling.

For several years now, the Group has had a detailed view of the waste entrusted to the appropriate recycling channels, notably at its Paris premises (where 89% of its employees are based) thanks to its partnership with *Les Joyeux Recycleurs*. However, it is still not possible to date to monitor paper and undifferentiated waste, as it is collected at building level, irrespective of the tenant.



In 2020 and 2021, waste production fell, but this was due to lower office use as a result of the health crisis and the widespread use of teleworking. Comparison with 2018 and 2019 shows a downward trend in waste production, even when adjusted for the use of telecommuting and the increase in headcount. In relation to the average number of employees over the year, waste thus fell again by around 7% in 2024. Coffee capsules account for the largest share of waste generated: a test to deploy reusable capsules was carried out in 2024. Unfortunately, the trial was inconclusive, but other ways of reducing this type of waste are still being looked for. In addition, waste electrical and electronic equipment is subject to specific treatment (see previous paragraph).

Measures have been taken to prevent and reduce air emissions. In particular, the location of the company's premises in the city center or with good public transport links in Paris, Singapore and Dublin is not insignificant, and encourages employees to travel by bicycle or public transport. As a result, the home-work journeys of *ABC arbitrage* employees are largely carbon-free, since public transport, bicycles (electric or otherwise) and walking are used for almost 93% of the commute. On the other hand, commuting by car or thermal two-wheeler account for almost 40% of the greenhouse gas emissions emitted, even though they account for only around 6% of the kilometers covered.

ABC arbitrage is keen to encourage environmentally-friendly transport and provides its employees with bicycle parking facilities. With a view to promoting "green" transport, *ABC arbitrage* introduced a "Sustainable Mobility" package in 2024 and modernized its parking lot to accommodate more bicycles[27].

Group employees are made aware of environmental risks, and are encouraged to group their meetings together to limit business travel, to give preference to rail over air, and to use technological means (video or audio-conferencing) whenever possible.

All indicators relating to environmental pollution are available in the data table (§5).

[27] *Bicycle use for commuting doubled between 2023 and 2024 (bicycle share of kilometers traveled)*

3.4. Energy saving

In 2022, *ABC arbitrage* joined forces with Ecowatt, the electricity weather forecast developed by the French electricity transmission system operator (RTE) and the French Environment and Energy Management Agency (ADEME), to take concrete action in favor of security of supply in France, and thus reduce the risk of power cuts during the winter.
By signing the Ecowatt Charter, the Group has committed itself to reducing its energy consumption, and has worked on developing appropriate responses to the various alert levels. In the event of an orange or red alert, the Group is prepared to react quickly to reduce its consumption even further, and to relay these alerts in order to contribute to creating a citizen's movement to reduce electricity consumption.

However, the Group's electricity consumption in its offices has been limited since the French subsidiaries moved into the Centorial building (early 2010). Outside programming hours (corresponding to business needs), manual intervention is required to activate one hour of lighting, to be renewed each time, thus complying with legal obligations regarding lighting of premises for professional use.
In addition, the Centorial's heating and air-conditioning are provided by the Paris networks (Compagnie Parisienne de Chauffage Urbain, CPCU, which uses over 50% local, renewable and recovered energy, and Fraîcheur de Paris). Heating is supplemented by (electric) batteries on the fan coil units. Ventilation is provided by several double-flow AHUs, limiting heat loss and saving energy. According to BREEAM in-Use (BIU), the Centorial has been certified "very good" for "the building's energy and environmental performance" and "good" for its "Operations Management".

Nevertheless, *ABC arbitrage* Group scrupulously analyzes its electricity consumption in relation to the equipment used, in order to identify possible sources of energy savings. It has implemented a number of measures to reduce consumption in its Paris offices (where 89% of its staff are based), including the elimination of small individual heaters, lowering the set temperature to 19 degrees, efforts on air conditioning, automatic switching off of lights at 8pm, etc. As a result, electricity consumption on the premises concerned will fall from around 108,000 kWh in 2022 to almost 91,000 kWh in 2023 and 89,000 kWh in 2024.

This analysis and search for energy savings continued in 2024, and the concrete impact of these commitments on energy consumption will continue to be measured and monitored over time.

Information on energy consumption is available in the data table (§5).

3.5. Sustainable use of resources

Given the nature of its business, the *ABC arbitrage* Group's consumption of raw materials is limited to :

- Electricity consumption (see previous point)
- Consumption of paper and printing equipment, on which the Group is making constant efforts. The Group's processes are largely digitalized, significantly reducing the need for paper printouts. The very limited printer fleet (two printers shared by all employees) uses recycled paper. The digitization of the Group's financial reports is also part of this dynamic, as is the holding of its Boards of Directors, the e-consent campaign and the use of the Votaccess portal to prepare the Annual General Meeting. The use of paper is now virtually non-existent.
- Last but not least, water consumption is minimal, and is an integral part of rental charges. As a result, no detailed information on water consumption is available.

3.6. Awareness raising

Several actions to raise awareness of environmental and social issues were carried out in 2024:

- an internal ESG newsletter is regularly sent to all employees. It covers key developments on CSR and ESG issues, both internally and externally;

- the calculation of *ABC arbitrage*'s carbon footprint for 2022 was the subject of a workshop held with Carbone 4 in order to identify the most significant emission items and further refine the calculation method. Actions have been undertaken on this basis for 2023 and 2024;
- a "step challenge" was organized during the Quality of Life at Work week. Part of the proceeds was donated to the "Cami Sport & Cancer" association, whose mission is to develop therapeutic physical activity programs for patients affected by cancer, in order to limit the undesirable effects of treatment, improve their chances of remission and enhance their quality of life. Around 1/3 of our employees took part in this challenge.
- relaying the initiatives of the Centorial, where the Paris offices are located: toy collection, etc. or associative initiatives in the internal communication tool.
- After the Management in 2022, participants in the CSR group took part in a Fresque du Climat workshop in 2023, led by two *ABC arbitrage* employees, bringing the ratio of employees who took part in the Fresque du Climat to almost a quarter of all Group employees;
- e-mails reminding employees of best practices (switching off computer screens and office lights in the evening, limiting paper printing, encouraging recycling, etc.) are regularly sent out.

4. A quick peek

Carbon footprint
- ✓ Comprehensive carbon footprint (scopes 1, 2 and 3)
- ✓ Annual update
- ✓ Leverage to identify the most impacting actions (e.g. IT)

Diversity and inclusion
- ✓ 12 different nationalities
- ✓ Equality action plan, incl. compensation & 360° gender equality policy
- ✓ Gender balance on the Board of Directors
- ✓ Technical and soft skills training

Professional life & social dialogue
- ✓ CSE & CSR working group
- ✓ Integration and regular company events
- ✓ Satisfaction surveys: GPTW, glassdoor rating: 4.9/5
- ✓ Professional interviews, ABC University program

Internal communication
- ✓ Internal CSR / ESG newsletter
- ✓ Reminders of best practices, based on indicators
- ✓ Awareness-raising sessions (Climate Fresk, etc.) and training courses

Ethical charters and codes
Internal regulations, code of conduct, anti-corruption policies, LCB-FT, human rights, data confidentiality, whistle-blowing, anti-discrimination and harassment, responsible purchasing charter...

Work-life balance
- ✓ Part-time and unpaid work possible
- ✓ Flexible working hours
- ✓ Parental leave and childcare policy
- ✓ Possibility of regular remote working

Sponsorship
- ✓ Educational programs: Maisons des Jeunes Talents & basis.point
- ✓ Sport / art: J.-P. Dick, Young Multi Talented of ABC arbitrage (C. Liautier, C. Quivront, M. Latour) & French artists

Use of resources
- ✓ Energy saving plan, in partnership with Ecowatt (French TSO)
- ✓ Environmental criteria for purchasing, including Data Centers
- ✓ Digitization of Group processes
- ✓ IT: Parameterization of equipment, pooling of resources, etc.

Other stakeholders
- ✓ Subcontractors and suppliers
- ✓ Shareholders and investors
- ✓ Local, economic and social impact
- ✓ Privacy and data security

Health & safety
- ✓ First aid training, fire evacuation, etc.
- ✓ Coverage of supplementary health insurance (basic)
- ✓ Awareness-raising: diet, sport
- ✓ Voluntary vaccination campaigns
- ✓ Violence prevention, harassment, etc.
- ✓ Psychosocial risks

Waste management
- ✓ Recycling points
- ✓ Monitoring: Les Joyeux recycleurs
- ✓ Reduction: cups, containers, etc.
- ✓ Computer equipment donations

ABC arbitrage Asset Management, in its capacity as asset management company, is a signatory to the United Nations initiative for the promotion and implementation of principles for responsible investment. (UNPRI, UN-supported Principles for Responsible Investment)

ABC arbitrage is a partner of Ecowatt, the "electricity weather" forecast developed by the French electricity transmission system operator (RTE) and the French Environment and Energy Management Agency (ADEME).

ABC arbitrage is one of the "Best Workplaces 2024"!

You can also find out more about our commitments on our "coups de coeur" page, our charters and codes of ethics and details of the professional equality index on our website!

5. Data table[28]

5.1. Social indicators

Indicator	Unit	Scope	2024	2023	2022
Information on Group employees					
Total number of employees (31/12)[29]	persons	Entire group	108	103	100
Average total number of employees	persons	Entire group	108	102	95
Number of nationalities	number	Entire group	12	14	14
Breakdown of workforce by age group (31/12)					
Under 30	%	Entire group	24%	22%	28%
From 30 to 39 years old	%	Entire group	44%	48%	48%
From 40 to 49 years old	%	Entire group	20%	23%	21%
50 and over	%	Entire group	11%	7%	3%
Average age of permanent workforce	Years old	Entire group	36	36	35
Breakdown of workforce by location (31/12)					
Paris	%	FRANCE	89%	91%	92%
Dublin	%	IRELAND[30]	3%	3%	3%
Singapore	%	SINGAPORE[31]	8%	6%	5%
Breakdown of workforce by seniority (31/12)					
0 - 2 years	%	Entire group	24%	29%	29%
2 - 6 years	%	Entire group	33%	25%	25%
6 - 10 years	%	Entire group	6%	13%	13%
> 10 years	%	Entire group	37%	33%	33%

[28] *Indicators are calculated for the whole Group. When data is not available for this scope, it is usually calculated for the French scope only (89% of employees).*
[29] *Total headcount includes employees on permanent contracts, apprentices ("other" category) and executive directors.*
[30] *Quartys Ltd based in Ireland.*
[31] *ABC arbitrage Asset Management Asia Pte Ltd based in Singapore.*

Indicator	Unit	Scope	2024	2023	2022
Average years of service	Years	Entire group	8,6	8,5	8
Average years of seniority for men	Years	Entire group	8.1	not available	not available
Average years of seniority for women	Years	Entire group	10.4	not available	not available
Breakdown of workforce by grade (31/12)					
Number of employees in upper management (managers and supervisors)	Number	Entire group	7	8	not available
Number of managers	Number	Entire group	5	6	5
Number of people in general management (Directors)	Number	Entire group	7	7	8
Breakdown of workforce by origin					
Impossibility of collecting data on racial or ethnic origin in France					

Information on contractual relations

Contract types					
Permanent contract (31/12)	total number of employees	Entire group	102	97	93
Permanent contract (31/12)	% of workforce	Entire group	94%	94%	93%
Agents (31/12)	total number of agents	Entire group	4	4	5
Agents (31/12)	% of workforce	Entire group	4%	4%	5%
Trainees (31/12)	total number of trainees	Entire group	0	0	0
Trainees (31/12)	% of workforce	Entire group	0%	0%	0%
Apprentices (31/12)	total number of apprentices	Entire group	2	2	2
Apprentices (31/12)	% of workforce	Entire group	2%	2%	2%
Short-term internships	Number per year	Entire group	1	1	1
Pre-employment internships	Number per year	Entire group	1	3	1
Rate of conversion of pre-employment internships into permanent contracts	%	Entire group	0%	33,3%	100%
Staff turnover					
Recruitment on permanent contracts	Number	Entire group	17	15	18
Recruitment - breakdown by grade	% of "junior" grades among new hires	Entire group	53%	not available	not available

Indicator	Unit	Scope	2024	2023	2022
Recruitment - breakdown by grade	% of "confirmed" grades among new hires	Entire group	18%	not available	not available
Recruitment - breakdown by grade	% of "senior" or "expert" grades among new hires	Entire group	29%	not available	not available
Recruitment - breakdown by gender	% men among new hires	Entire group	16%	not available	not available
Recruitment - breakdown by gender	% women among new hires	Entire group	84%	not available	not available
Recruitment - breakdown by age group	% of new hires under the age of 30	Entire group	65%	not available	not available
Recruitment - breakdown by age group	% of new hires aged 30 - 39	Entire group	29%	not available	not available
Recruitment - breakdown by age group	% of new hires aged 40 - 49	Entire group	0%	not available	not available
Recruitment - breakdown by age group	% of new hires aged 50 and over	Entire group	6%	not available	not available
Average cost of hiring	€/recruitment	Entire group	3 491 €	not available	not available
Percentage of open positions filled by internal candidates (internal recruitment)	%	Entire group	17%	not available	not available
Resignations received during the year	Number	Entire group	5	5	3
Contractually agreed terminations	Number	Entire group	4	2	1
Dismissals	Number	Entire group	1	1	0
Other contract terminations[32]	Number	Entire group	3	5	4
Staff turnover (excluding internships, apprenticeships and transfers)	%	Entire group	13,7%	13,8%	15,9%
Involuntary turnover	%	Entire group	5.9%	6.1%	6.8%
Voluntary turnover	%	Entire group	5.9%	5.1%	2.3%
Information on remote working and work organization					
Remote working agreement	/	Entire group	yes	yes	yes
% of workforce allowed to remote working	% of workforce	Entire group	100%	100%	100%
Number of allowed remote working days	Days / month	FRANCE	12	12	12
Average number of remote working days (excluding 100% remote contracts)	Days / year / employee	FRANCE	80.5	83	67
Average % remote working / person (excluding 100% remote contract)	%	FRANCE	37%	38%	not available

[32] *“Other contract terminations" correspond to one apprenticeship contract termination and two trial period terminations.*

Indicator	Unit	Scope	2024	2023	2022
Flexible working hours	Yes / no	Entire group	yes	yes	yes
Part-time work	number of employees	Entire group	4	3	3
Information on training					
Hours spent on external training	hours	FRANCE	190	466	not available
Hours spent on in-house training ("ABC University")	hours	Entire group	364	not available	not available
Number of external training courses	number	FRANCE	14	19	not available
Number of different in-house training courses ("ABC University")	number	Entire group	12	not available	not available
Percentage of employees who received external training	%	FRANCE	19%	58%	33%
Percentage of employees benefiting from in-house training ("ABC University")	%	Entire group	77%	not available	not available
External training expenses (service costs (excluding salaries), excluding conferences)	€ / average FTE	FRANCE	307	496	422
Internal training expenditure (man-time) ("ABC University")	€ / average FTE	Entire group	334	not available	not available
Average number of hours of external training per year / employee	hours / year / employee	FRANCE	2	5	not available
Average number of internal training hours per year / employee ("ABC University")	hours / year / employee	Entire group	3.1	not available	not available
Average number of hours of external training per year / man	hours / year / employee	FRANCE	2.1	4.3	not available
Average number of internal training hours per year / man ("ABC University")	hours / year / employee	Entire group	3	not available	not available
Average number of hours of external training per year / woman	hours / year / employee	FRANCE	1.3	7.4	not available
Average number of internal training hours per year / woman ("ABC University")	hours / year / employee	Entire group	3.3	not available	not available
Number of employees who have followed a course leading to a diploma or certificate	number of employees	FRANCE	0	2	not available
Average satisfaction rating of participants in in-house training courses ("ABC University")	Average score / 5	Entire group	4.6	not available	not available
Percentage of employees who received a satisfaction questionnaire after internal training	%	FRANCE	100%	not available	not available
Percentage of employees who received a satisfaction questionnaire at the end of their external training course	%	Entire group	100%	100%	100%
Percentage of positive responses to the question "I think that the actions to promote progression at ABC are going in the right direction: training, new skill levels, professional interviews, ABC university...". (source: latest GPTW survey)	% of workforce responding to survey	FRANCE	85%	85%	not available
Training in ethical standards (deontology, anti-corruption, etc.)	% of workforce	Entire group	100%	100%	100%

Indicator	Unit	Scope	2024	2023	2022
Health and safety training	number of employees	FRANCE	0	29	not available
Information on absences					
Absenteeism rate[33]	%	FRANCE	0.8%	0.7%	0.8%
Average length of unplanned absence	days	FRANCE	3	1,95	2,9
Employees entitled to family leave	% of workforce	FRANCE	100%	100%	100%
Employees who have taken family leave	% of workforce	FRANCE	20%	38,7%	not available
Employees who have taken family leave	% of men	FRANCE	19%	42%	not available
Employees who have taken family leave	% of women	FRANCE	24%	27%	not available
Paid maternity leave	total number of weeks	FRANCE	16	16	16
Paid paternity leave	total number of days	FRANCE	28	28	28
Unpaid leave	number of employees	Entire group	6	10	not available
Information on gender equality and fight against discrimination (31/12)					
Women in the workforce	% of workforce	Entire group	23%	24%	25%
Women in the workforce	number	Entire group	24	24	24
Women in new hires	%	Entire group	18%	not available	not available
Women in new hires	number	Entire group	2	not available	not available
Women among apprentices	%	Entire group	0%	50%	not available
Women among apprentices	number	Entire group	0	1	not available
Women in executive positions (General Management)	%	Entire group	14%	14%	12,5%
Women in executive positions (General Management)	number	Entire group	1	1	1
Women among managers	%	Entire group	60%	50%	40%
Women among managers	number	Entire group	3	3	3
Women on the Board	%	ABC arbitrage	40%	40%	60%
Women on the Board	number	Entire group	2	2	3
Percentage of women involved in investment decisions (Rixain law)	%	Entire group	32%	31%	35%

[33] *All unscheduled days of absence (e.g. excluding paid leave, unpaid leave, maternity and paternity leave) divided by the total number of theoretical working days.*

Indicator	Unit	Scope	2024	2023	2022
Employees on paid maternity or paternity leave at full rate	number of employees	Entire group	8	6	not available
Gender pay gap action plan	Yes / no	Entire group	yes	yes	yes
Monitoring of gender-based salary data	Yes / no	Entire group	yes	yes	yes
Total number of discrimination incidents reported	number	Entire group	0	0	0
Health and safety information					
Health and safety management system	% of workforce	Entire group	100%	100%	100%
Basic mutual insurance package	% paid by company	FRANCE	100%	100%	100%
Health and safety team	number of employees	FRANCE	11	11	not available
Flu vaccination	% of workforce	FRANCE	35%	36%	33%
Accidents at work	number	Entire group	0	0	0
Occupational illnesses	number	Entire group	0	0	0
Total number of working days lost due to injury, accident, death or illness	number	Entire group	0	not available	not available
Number of injuries and fatalities reported by subcontractors while working for the company	number	Entire group	0	0	0
Severity rate (millions of hours lost to injury per 100 employees)	%	Entire group	0%	0%	0%
Total Recordable Injury Rate (TRIR) for 100 employees, including subcontractors, temporary workers and all relevant operations	%	Entire group	0%	not available	not available
Health and safety training for managers and key employees	Yes / no	Entire group	yes, every 2 years	yes, every 2 years	yes, every 2 years
Stress management solution	Yes / no	Entire group	yes	yes	yes
Sport and health initiatives	Yes / no	Entire group	yes	yes	yes
Information on rights and benefits					
Social dialogue					
Collective agreement	% of workforce	FRANCE	100%	100%	100%
Workers representation	% of workforce	FRANCE	100%	100%	100%
Regular appraisals and career development	% of workforce	Entire group	100%	100%	100%
Benefits and satisfaction indicators					
Employees eligible for non-salary benefits	% of workforce	Entire group	100%	100%	100%
Childcare (“crèches”) possible	% of workforce	FRANCE	100%	100%	100%

Indicator	Unit	Scope	2024	2023	2022
Great Place to Work (GPTW) certification	Yes / no	Entire group	yes, achieved in 2023 (Best place to work in 2024)	yes	no
Employees who give positive answers about their job satisfaction (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	88%	88%	not available
Employees who feel that new recruits are well received (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	100%	100%	not available
Employees who think it's a great place to work (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	99%	99%	not available
Employees who think that premises and equipment contribute to a pleasant working environment (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	93%	93%	not available
Employees who think they are given a lot of responsibility (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	96%	96%	not available
Employees who consider safety conditions are met (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	100%	100%	not available
Employees who think the work environment is psychologically and humanely healthy (source: last GPTW survey conducted, in 2023)	% of workforce responding to survey	FRANCE	97%	97%	not available
General rating Glassdoor	Rating	FRANCE	4.9 / 5 (Finance sector average: 3.7 / 5)	4.9 / 5 (Finance sector average: 3.7 / 5)	not available
General rating Indeed	Rating	FRANCE	4.5 / 5	4.2 / 5	not available

5.2. Environmental indicators

Indicator	Unit	Scope	2024	2023	2022
Information on the Group's carbon footprint					
Carbon footprint - scope 1	tCO_2e	Entire group	0	0	0
Carbon footprint - scope 2 (location-based)	tCO_2e	Entire group	201	198	177
Carbon footprint - scope 3	tCO_2e	Entire group	289	304	355
Carbon footprint - scope 3-1 Purchased goods and services	tCO_2e	Entire group	187	203	237
Carbon footprint - scope 3-2 Capital goods	tCO_2e	Entire group	1	1	1
Carbon footprint - scope 3-3 Fuel and energy-related activities (not included in scope 1 or scope 2)	tCO_2e	Entire group	55	55	54
Carbon footprint - scope 3-5 Waste generated in operations	tCO_2e	Entire group	1	1	1
Carbon footprint - scope 3-6 Business travel	tCO_2e	Entire group	37	35	45
Carbon footprint - scope 3-7 Employee commuting	tCO_2e	Entire group	9	9	17
Carbon footprint - scope 3-15 Investments	tCO_2e	Entire group	Under calculation	Work on methodology	not available
Carbon footprint - scopes 1,2 et 3	tCO_2e	Entire group	490	503	532
Carbon intensity	$kgCO_2e$ / k€[34]	Entire group	9.6	12.8	8.7
Carbon intensity	$kgCO_2e$ / EVIC[35]	Entire group	1.69	1.73	1.36
Carbon intensity	$kgCO_2e$ / Average FTE	Entire group	4 375	4 790	5 600
Scope 3 GHG emission categories included in the carbon footprint	GHG Protocol categories	Entire group	3-1 Purchased goods and services 3-2 Capital goods 3-3 Fuel and energy-related activities (not included in scope 1 or scope 2) 3-5 Waste generated in operations 3-6 Business travel 3-7 Employee commuting		

[34] *Calculated as: $kgCO_2$ / operating income*

[35] *Enterprise Value Including Cash (EVIC) represents the sum of the market capitalisation at the reporting date plus the net value of debt and non-controlling interests (no deduction is made for cash assets).*

Indicator	Unit	Scope	2024	2023	2022
Scope 3 GHG emissions categories excluded from the carbon footprint	GHG Protocol categories	Entire group	3-4 Upstream transportation and distribution (not applicable) 3-8 Upstream leased assets (not applicable) 3-9 Downstream transportation and distribution (not applicable) 3-10 Processing of sold products (not applicable) 3-11 Use of sold products (not applicable) 3-12 End-of-life treatment of sold products (not applicable) 3-13 Downstream leased assets (not applicable) 3-14 Franchises (not applicable) 3-15 Investments (on-going analysis)		
Split by types of emission					
Energy (scopes 2 & 3-3)	tCO_2e	Entire group	256	254	231
Purchasing (scope 3-1 in part)	tCO_2e	Entire group	134	152	189
Fixed assets (scope 3-1 in part)	tCO_2e	Entire group	53	53	49
Business travel (scope 3-6)	tCO_2e	Entire group	37	35	45
Commuting (scope 3-7)	tCO_2e	Entire group	9	9	17
Waste (scope 3-5)	tCO_2e	Entire group	1	1	1
Information on waste management					
Total recycled waste	kg	Entire group	253	269	264
Recycled cups	kg	Entire group	6	9	14
Recycled plastic bottles	kg	Entire group	14	15	18
Recycled cans	kg	Entire group	5	8	8
Recycled coffee capsules	kg	Entire group	198	192	168
Recycled glass	kg	Entire group	14	31	28
Recycled cartridges	kg	Entire group	1	1	4
Recycled batteries	kg	Entire group	9	5	14
Recycled light bulbs	kg	Entire group	5	9	9
Recycled pens	kg	Entire group	0	0	1
Recycled caps	kg	Entire group	0	0	1
Total waste recycled / average FTE	kg/ETP	Entire group	2.3	2.6	2.8

Indicator	Unit	Scope	2024	2023	2022
Information on staff commute					
Share of environmentally-friendly[36] transport for staff commute	% of travelled km	Entire group	6%	4.9%[37]	not available
Share of public transport for staff commute	% of travelled km	Entire group	87.5%	89.6%[16]	not available
Share of intra-urban public transport for staff commute	% of travelled km	Entire group	25.5%	20.7%	not available
Share of intercity public transport for staff commute	% of travelled km	Entire group	61.9%	68.9%	not available
Share of individual thermal transport for staff commute	% of travelled km	Entire group	5.5%	4.9%[16]	not available
Share of electric individual transport for staff commute	% of travelled km	Entire group	1%	0.6%	not available
Information on energy consumption					
Electricity consumption[38]	kWh	Entire group	1 007 923	1 026 483	1 059 213
Office electricity consumption	kWh	FRANCE	88 852	91 539	108 020
Energy savings program	Yes / no	FRANCE	yes	yes	yes
Total gas consumption	kWh	FRANCE	0	0	0
Total oil consumption	kWh	FRANCE	0	0	0
Energy consumption monitoring / analysis	Yes / no	FRANCE	yes, yearly	yes, yearly	yes, yearly
Responsibility for environmental strategy and performance	Level	Entire group	CEO, Chairman of the Board	CEO, Chairman of the Board	CEO, Chairman of the Board

[36] *Insee : soft transport refers to modes of transport without internal combustion engines and without greenhouse gas emissions, such as walking, cycling and scootering, with or without electric assistance. Electric bicycles are included, but not electric two-wheelers, which are counted as individual electric transport.*

[37] *Corrected from information published in the 2023 report*

[38] *Including Data centers in hosting*

5.3. Governance indicators

Indicator	Unit	Scope	2024	2023	2022
Information on Group governance					
Independent Board members	% of Board members	Entire group	40%	40%	40%
Ratio of the annual total compensation ratio of the highest paid individual to the median annual total compensation for all employees (excluding the highest-paid individual)	Ratio	UES FRANCE	2.8	5.7	not available
Frequency of votes on executive compensation	Frequency	Entire group	yearly	yearly	yearly
“Climate Fresk" participation (directors and managers)	% of directors and managers who attended a workshop within 3 years	UES FRANCE	100%	100%	92%
Membership fees for trade, industry and business associations	k€	Entire group	24 k€	22 k€	not available
Total company donations and sponsorships	k€	Entire group	124 k€	129 k€	137 k€
Total amount of political contributions made by the company	k€	Entire group	0 k€	0 k€	0 k€
Information on CSR governance					
FTEs dedicated to CSR / ESG issues	Full-time equivalent (FTE)	Entire group	3	3	2
Board members in the CSR Committee	% of Board members	Entire group	60%	100%	N/A
Number of CSR working group meetings (+ task forces)	number	Entire group	3 (8)	2 (7)	4 (not available)
Number of Social and Economic Committee (CSE) meetings	number	Entire group	6	6	6
Employees in CSR groups	% des effectifs	Entire group	12%	13%	not available
Diversity and Inclusion Program	Yes / no	Entire group	yes, supervised by the General Secretary	yes, supervised by the General Secretary	yes, supervised by the General Secretary
“Climate Fresk" participation	% of workforce, including directors and managers	Entire group	20%	23%	12%
Training on disability issues	% of workforce, including directors and managers	Entire group	19% (+ approximately 50% of the workforce for awareness raising only)	not available	not available
Number of employees who attended the ABC University ESG/CSR training course	number of employees	Entire group	38	not available	not available
Percentage of employees who have taken the ABC University ESG/CSR training course	% of workforce	Entire group	32%	not available	not available

Indicator	Unit	Scope	2024	2023	2022
Information on participation in collaborative engagement					
UNPRI signatory	Yes / no	ABC arbitrage Asset Management	yes	yes	yes
SBAI member	Yes / no	ABC arbitrage Asset Management	yes	yes	Non
AFG member	Yes / no	ABC arbitrage Asset Management	yes	yes	yes
Middlenext member	Yes / no	ABC arbitrage	yes	yes	yes
Ecowatt Charter signatory	Yes / no	ABC arbitrage	yes	yes	yes
Information on policies and procedures					
Privacy policy	Yes / no	Entire group	yes	yes, not public	yes, not public
Policy to combat money laundering and the financing of terrorism	Yes / no	Entire group	yes	no, included in internal code of conduct	no, included in internal code of conduct
Whistle-blowing policy and protected whistle-blowing system	Yes / no	Entire group	yes	yes, not public	yes, not public
Whistleblower protection	% of workforce	Entire group	100%	100%	100%
Non-discrimination and anti-harassment policy	Yes / no	Entire group	yes	no, included in internal code of conduct	no, included in internal code of conduct
Responsible purchasing charter, including anti-corruption issues	Yes / no	Entire group	yes	non-formalized	non-formalized
Human rights policy	Yes / no	Entire group	yes	non-formalized	non-formalized
Policy in favor of gender equality in the workplace	Yes / no	Entire group	yes	No	No
Disability policy action plan	Yes / no	Entire group	yes	No	No
Corruption prevention policy	Yes / no	Entire group	yes	no, included in internal code of conduct	no, included in internal code of conduct
Business ethics policy	Yes / no	Entire group	yes	no, included in internal code of conduct	no, included in internal code of conduct
Fair competition policy	Yes / no	Entire group	no, included in internal code of conduct	no, included in internal code of conduct	no, included in internal code of conduct
Responsible investment policy	Yes / no	ABC arbitrage Asset Management	yes	yes	No

Indicator	Unit	Scope	2024	2023	2022
Information on ethics and business conduct[39]					
Known breaches of legal or regulatory provisions	number	Entire group	0	0	0
Responsibility for ethical issues	Level	Entire group	C-suite	C-suite	C-suite
Number of employees subject to investment-related investigations, consumer complaints, private civil litigation or other regulatory proceedings	number	Entire group	0	0	0
Percentage of employees subject to investment-related investigations, complaints or other regulatory proceedings	% of workforce	Entire group	0%	0%	0%
Number of alerts received concerning corruption, anti-competitive practices, discrimination or harassment, data protection, conflicts of interest, AML/CFT, insider trading, etc.	number	Entire group	0	0	0
Number of known breaches of our codes of conduct/ethics relating to anti-competitive practices, corruption, discrimination or harassment, data protection, conflicts of interest, AML/CFT, insider trading	number	Entire group	0	0	0
Number of convictions or fines for corruption, infringement of competition law, discrimination or harassment, data protection, conflicts of interest, AML/CFT, insider trading, etc.	number	Entire group	0	0	0
Number of proven cases of corruption, anti-competitive practices, discrimination or harassment, violation of personal data, conflicts of interest, LCB-FT, insider trading leading to dismissal or sanction of employees	number	Entire group	0	0	0
Anti-corruption - Number of contracts terminated or not renewed with partners due to corruption or bribery	number	Entire group	0	0	0
Fighting corruption - Raising employee awareness	% of workforce	Entire group	100%	100%	100%
Operations and suppliers exposed to a significant risk of child or forced labour	Yes / no	Entire group	no	no	no
Audit					
Audit of anti-corruption policies	Yes / no	Entire group	yes, regular policy review and monitoring by the compliance officer	yes, regular policy review and monitoring by the compliance officer	yes, regular policy review and monitoring by the compliance officer

[39] *The ABC arbitrage Group does not fall within the scope of the Sapin II law (less than 500 employees and sales of less than 100 million euros) and is not subject to the obligation to implement procedures designed to prevent acts of corruption or influence peddling in accordance with the requirements of the French Anti-Corruption Agency. Certain indicators relating to this topic are therefore not relevant to the Group, which nevertheless attaches particular importance to these issues.*

Indicator	Unit	Scope	2024	2023	2022
Regular audits of ethical standards	Yes / no	Entire group	yes, regular review	yes, regular review	yes, regular review
Information on confidentiality and data security					
Responsibility for data security	Level	Entire group	CTO / CISO : management committee & member of the board of the French management company	CTO / CISO : management committee & member of the board of the French management company	CTO / CISO : management committee & member of the board of the French management company
Collection of information on customers or other individuals	Yes / no	Entire group	no, unless required by law (e.g. KYC)	no, unless required by law (e.g. KYC)	no, unless required by law (e.g. KYC)
Audits of information security policies and systems	Number	Entire group	365 external pen tests 52 internal pen tests 1 Pentest by an independent cybersecurity company		
Raising employee awareness of data security and confidentiality risks and procedures	Number	Entire group	3 phishing tests with 100% of employees / contractors	3 phishing tests with 100% of employees / contractors	3 phishing tests with 100% of employees / contractors
Safety standards	% of IT perimeter	Entire group	100% - Follow-up on NIST NSA and ANSSI recommendations 100% - Follow-up on "Zero Trust Architecture" recommendations for the user workstation and network perimeters 30% - Follow-up on Zero Trust architecture recommendations for internal services	100% - Follow-up on NIST NSA and ANSSI recommendations 100% - Follow-up on "Zero Trust Architecture" recommendations for the user workstation and network perimeters 30% - Follow-up on Zero Trust architecture recommendations for internal services	100% - Follow-up of NIST NSA and ANSSI recommendations
Business Continuity Plan (BCP) & Disaster Recovery Plan (DRP)	Yes / no	Entire group	yes	yes	yes
Total number of information security breaches	Number	Entire group	0	0	0

ABC ARBITRAGE

Article 222-8 of the General Regulation of the Autorité des Marchés Financiers

Period covered: 1 January 2024 to 31 December 2024

	BM&A				Deloitte & Associés			
In euros excluding VAT	2024	2023	2024	2023	2024	2023	2024	2023
Certification and limited half-yearly examination of the individual and consolidated financial statements and any additional reports	**41,245**	39,850	**42%**	42%	**60,294**	55,357	**58%**	58%
Other services provided to fully consolidated subsidiaries *	**31,050**	29,000	**43%**	43%	**39,738**	38,394	**57%**	57%
Other audit-related work	**-**	-	**-%**	-%	**-**	-	**-%**	-%
Total	**72,295**	**68,850**	**42%**	**42%**	**100,032**	**93,751**	**58%**	**58%**

** Without ABC arbitrage Asset Management Asia whose 2024 accounts have been audited by the company Crowe Horwath First Trust (audit fees of 17 thousand euros).*

Certification - responsible for the annual financial report

December 31, 2024

I certify, to the best of my knowledge, that the annual and consolidated financial statements for the 2024 financial year have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the issuer and of all the entities included in the consolidation.

The Group’s management report provides a true and fair view of the business developments, results and financial position of the Company and of all the entities included in the consolidation, as well as a description of the main risks and uncertainties they face.

Dominique CEOLIN
Chairman and Chief Executive Officer