

# GROUPAMA ASSURANCES MUTUELLES UNIVERSAL REGISTRATION DOCUMENT

2022

Including the annual financial report

# CONTENTS

<b>1</b>	<b>Overview of the Group</b>	<b>3</b>	<b>5</b>	<b>Group risk factors</b>	<b>129</b>
1.1	History of the Company	4	5.1	The Group's main risks	130
1.2	Organisation of the Group and Groupama Assurances Mutuelles	7	5.2	Organisation of risk management within the Group	135
1.3	Key figures	9			
1.4	Strategy	11			
1.5	Human Resources	12			
<b>2</b>	<b>The Group's businesses</b>	<b>19</b>	<b>6</b>	<b>Earnings and financial position</b>	<b>139</b>
2.1	Groupama, a multi-line and multi-channel insurer	20	6.1	Management report of the Board of Directors	140
2.2	Insurance in France	22	6.2	Dividend distribution policy	166
2.3	International Insurance	26	6.3	Characteristics of the mutual certificates and remuneration policy	167
2.4	Financial businesses	28	6.4	Cash and financing of the Group	168
			6.5	Administrative, judicial, or arbitration proceedings	169
<b>3</b>	<b>Corporate governance and internal control</b>	<b>29</b>	<b>7</b>	<b>Financial statements</b>	<b>171</b>
3.1	Disclosures on Corporate Governance	30	7.1	Combined financial statements and notes	172
3.2	Delegations of authority and powers	57	7.2	Statutory auditors' report on the combined financial statements	298
3.3	Compensation of Directors	57	7.3	Annual financial statements and notes	302
3.4	Gender equality policy applied to the Group's management bodies	59	7.4	Statutory auditors' report on the annual financial statements	340
3.5	Internal control procedures	59			
3.6	Related-party transactions	67			
3.7	Major contracts	67			
3.8	Statutory auditor's special report on related-party agreements	70	<b>8</b>	<b>Additional information</b>	<b>345</b>
			8.1	Company information	346
<b>4</b>	<b>Corporate social responsibility (CSR)</b>	<b>73</b>	8.2	Information on the capital	366
4.1	Groupama CSR Policy	74	8.3	Regulatory environment	367
4.2	Declaration of Extra-financial Performance	75	8.4	Persons responsible for the Universal Registration Document, financial disclosures, and for auditing the financial statements	371
4.3	Report by one of the statutory auditors on the declaration of extra-financial performance	124	8.5	Available documents	372
			8.6	Glossary	373
			8.7	Concordance tables	374

# GROUPAMA ASSURANCES MUTUELLES

## UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE ANNUAL FINANCIAL REPORT

# 2022



This universal registration document was filed on 27 April 2023 at the French Financial Markets Authority (*Autorité des Marchés Financiers*), as competent authority under Regulation (EU) No. 2017/1129, without prior approval, in accordance with Article 9 of that Regulation. The universal registration document may be used for the purpose of offering securities to the public or for the admission of securities to trading on a regulated market if it is supplemented by a securities note and, where appropriate, a summary and all amendments to the universal registration document. The whole is approved by the AMF in accordance with Regulation (EU) No. 2017/1129.

If referred to a website in this Universal Registration Document, the content of this website is not part of the universal registration document. Except for information, documents and other elements expressly incorporated by reference in this universal registration document, no information, document or element from the Company's website ([www.groupama.com](http://www.groupama.com)) or from any other source forms part of this universal registration document.

*This is a free translation into English of the French Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) and which is provided solely for the convenience of English readers.*



# OVERVIEW OF THE GROUP

<b>1.1</b>	<b>HISTORY OF THE COMPANY</b>	<b>4</b>	<b>1.4</b>	<b>STRATEGY</b>	<b>11</b>
<b>1.2</b>	<b>ORGANISATION OF THE GROUP AND GROUPAMA ASSURANCES MUTUELLES</b>	<b>7</b>	<b>1.4.1</b>	Our corporate purpose	11
<b>1.2.1</b>	General organisation	<b>7</b>	<b>1.4.2</b>	Our CSR approach	11
<b>1.2.2</b>	Simplified organisation chart of the Group's main subsidiaries as of 31 December 2022	<b>8</b>	<b>1.4.3</b>	Our pillars of transformation	11
<b>1.2.3</b>	Ties between the Group's entities	<b>9</b>	<b>1.4.4</b>	Our performance podiums	12
			<b>1.4.5</b>	Our mutual insurance dynamic	12
<b>1.3</b>	<b>KEY FIGURES</b>	<b>9</b>	<b>1.5</b>	<b>HUMAN RESOURCES</b>	<b>12</b>
<b>1.3.1</b>	Groupama combined scope	<b>9</b>	<b>1.5.1</b>	Social Policy	12
<b>1.3.2</b>	Alternative Performance Indicators (API)	<b>10</b>	<b>1.5.2</b>	Group workforce (France & International)	16
			<b>1.5.3</b>	Commitments to personnel	17

## 1.1 HISTORY OF THE COMPANY

The creation of Groupama is a story that goes back more than one hundred years. The starting point was the Act of 4 July 1900, which allowed the birth, then the subsequent organisation of the agricultural mutual insurance movement in France.

The Agricultural Mutual Insurance Companies (Assurances Mutuelles Agricoles) were created to protect and serve the farmers who at that time represented 80% of the nation's wealth. In the 20<sup>th</sup> century, they became the leading European agricultural insurer (source: internal).

The Assurances Mutuelles Agricoles very quickly realised the need to reinvent themselves and open themselves up to other insurance markets and, more recently, to other services including banking business lines, in order to continue their vocation of serving the interests of agriculture and passing on the tradition of mutual insurance.

In 1963, the Assurances Mutuelles Agricoles opened up their business to the entire non-life insurance segment.

In 1972, they started a life insurance business.

The name "Groupama" was created in 1986, bringing together all the entities of an insurance group that had adapted to the new economic conditions and the globalisation of the financial markets.

In 1995, policyholders who were not part of the agricultural world—covered at the time by SAMDA, a subsidiary of Groupama created in 1963 to insure "non-agricultural" customers—became full members of their mutual.

In 1998, on conclusion of a privatisation procedure involving major international groups, Groupama acquired Gan, a group whose business activities complemented those of Groupama. The acquisition resulted in the creation of one of the leading French multi-line insurers.

In 2001, seeking to extend its services to include banking products, the Groupama group ("Group") joined forces with Société Générale, the leading French retail banking institution, with a view to creating a multi-channel bank for Groupama's customers (Groupama Banque). Groupama plans to become a global player in financial insurance-banking.

Also in 2001, the Board of Directors of the Central Mutual approved a structure consolidating the regional mutuals.

A number of growth acquisitions were initiated in 2002 in France (acquisition of CGU Courtage, merged with and into Gan Eurocourtage) and at the international level (acquisition of Plus Ultra Generales in Spain).

In 2003, the regional mutuals rolled out a banking product to Groupama's members. The Group also obtained a non-life insurance licence for China.

In addition, the Group's national entities were restructured to be better adapted to its growth strategy. The Fédération Nationale Groupama was created and Groupama SA became the exclusive reinsurer of the regional mutuals following the dissolution of the Central Mutual, the Caisse Centrale des Assurances Mutuelles Agricoles.

In 2006, Groupama acquired the Spanish subsidiaries of a French group, the Turkish insurance group Basak, and the British broker Carole Nash.

In 2007, the Group's international development intensified with the acquisition of the insurer Nuova Tirrena, which held some 2% of the Italian non-life insurance market, strengthening the Group's subsidiary in Italy. In the United Kingdom, the Group acquired two new brokers (Bollington Group and Lark Group).

In 2007 and 2008, Groupama made strong advances in Central and Eastern Europe by acquiring the Greek insurer Phoenix Metrolife and Romanian insurance companies BT Asigurari and Asiban, and by strengthening its positions in Turkey, through the acquisition of insurance companies Güven Sigorta and Güven Hayat. Groupama also entered into a strategic partnership with OTP Bank, the leading independent bank in Central Europe, resulting in distribution agreements in nine countries and the acquisition of OTP's insurance businesses (OTP Garancia), the leading company in Hungary, as well as its insurance subsidiaries in Bulgaria, Romania and Slovakia.

Groupama also acquired a 35% stake in STAR, the leading company in the Tunisian insurance market.

With a view to gaining an urban customer base and new distribution channels in France, in mid-2008 Groupama launched "Amaguiz.com", a new brand intended for web sales only.

In 2009, Groupama signed a partnership agreement with La Banque Postale for the distribution of non-life insurance products via a joint venture using La Banque Postale's networks.

The creation of Groupama Gan Vie, through the merger/takeover of Groupama Vie and Gan Eurocourtage Vie by Gan Assurances Vie and the transfer of the portfolios of Gan Patrimoine and Gan Prévoyance, enabled the consolidation of the Group's business activities into a single company in France.

The Group's French banking businesses were also pooled through the merger of Groupama Banque and Banque Finama.

At international level, the Group merged its Italian, Hungarian, Romanian, and Turkish subsidiaries in order to strengthen its positions on all those markets.

In 2010, the Group implemented a large number of partnerships in various areas.

In the bancassurance market, the partnership agreement signed with La Banque Postale in 2009 resulted in the creation of a joint enterprise, La Banque Postale Assurances IARD, which is 65% held by La Banque Postale and 35% by Groupama.

In December 2010, Groupama and the Chinese group AVIC (Aviation Industry Corporation of China) signed an agreement on the creation of a joint venture to expand activities in the non-life insurance segment in the People's Republic of China. Already active in Sichuan province since 2003, Groupama intends to accelerate its development in a market whose rapid expansion should make it a major growth centre for the Group.

Major events of 2011 included the eurozone debt crisis, particularly in Greece, and the significant deterioration of the financial markets, which affected Groupama's financial position.

Against this background, the Group implemented measures in 2012 to strengthen its solvency margin while reducing the sensitivity of its balance sheet to financial market fluctuations. Groupama thus adjusted its scope of activities by selling Gan Eurocourtage's non-life business, Gan Eurocourtage's marine business in France, the Spanish subsidiary, and the non-life insurance subsidiary in the United Kingdom.

In 2013, the Group finalised the adjustment of its scope with the divestment of 100% of the capital of Groupama Private Equity in January and the divestment of its 51% stake in the British brokerage firm Bollington in March. In April, Groupama reinforced its partnership with the Chinese Group AVIC to support the strong growth of Groupama AVIC Insurance on the agricultural insurance market and in the rural sector in China.

In addition, the law of 26 July 2013 on the separation and regulation of banking businesses established Groupama SA as the central body of the network of agricultural insurance and reinsurance companies and mutuals (referred to as "Groupama network" below).

The General Meeting of 11 June 2014 modified Groupama SA's bylaws to include in its corporate purpose its role as central body.

In December 2015, Groupama was the first mutual insurer to launch the mutual certificates authorised by the Social and Solidarity Economy law of July 2014. The regional mutuals thus acquired the necessary financial resources to invest in the territories and develop a new long-term, quality relationship with their members based on trust. As of the end of 2016, all the regional mutuals have issued mutual certificates.

In April 2016, Orange and Groupama signed an agreement to develop an unprecedented 100% mobile banking product. In

October 2016, the French and European regulatory and prudential authorities authorised Orange's acquisition of 65% of the capital of Groupama Banque, renamed Orange Bank on 16 January 2017. The Orange Bank offer is available in France in the Orange distribution network and the Group's networks.

In December 2016, the "Sapin 2" law on transparency, the fight against corruption, and modernisation of the economy was published, putting in place the legislative framework required for the conversion of the Group's central body into a mutual insurance company (SAM) with an implementation period of 18 months.

On 7 June 2018, Groupama SA, the Group's central body, was converted into a national agricultural reinsurance mutual, a special form of mutual insurance company, commonly known as Groupama Assurances Mutuelles.

Prior to this conversion:

- Groupama SA sold its direct insurance portfolio to Gan Assurances in November 2017, given that Groupama Assurances Mutuelles can only engage in reinsurance by virtue of its bylaws;
- in December 2017, Groupama SA contributed most of its insurance and service subsidiaries to Groupama Holding Filiales & Participations, a holding company with the status of insurance group company wholly owned by Groupama SA;
- Groupama SA retained direct ownership of the financial subsidiaries, property companies, and some equity stakes;
- Groupama Holding and Groupama Holding 2 were taken over by Groupama SA on 7 June 2018.

This conversion simplifies the Group's organisation and makes it consistent overall based on its three levels of mutualisation: local, regional, and nationwide mutuals. By unifying its values and organisation, the Group is demonstrating its commitment to its mutual insurance background, which is being used in an ambitious savings project for its members and customers.

In connection with this conversion, the Group has defined its purpose <sup>(1)</sup>, which guides and inspires the Group's current and future directions: "We are here to allow as many people as possible build their lives confidently".

As a responsible investor, the Group places climate change at the heart of its commitments. On 19 September 2019, Groupama made a commitment to acquire 18% of the capital of Predica Energies Durables (PED), a subsidiary of Crédit Agricole Assurances dedicated to investments in renewable energy production assets alongside Engie. PED is an investment vehicle in onshore wind and solar assets in France.

<sup>(1)</sup> This purpose is outside the statutes and must therefore not be understood within the meaning of Article 1835 of the French Civil Code.

## OVERVIEW OF THE GROUP

### History of the Company

In 2020, the Group committed to a definitive phase-out of thermal coal in its investment portfolios, by 2030 at the latest for corporate issuers in European Union and OECD countries.

On 7 April 2020, Groupama sold its entire stake in Banque Postale Assurances IARD. However, La Banque Postale and Groupama announced the extension of their cooperation in the areas of legal protection and assistance.

On 11 June 2020, Groupama announced the launch with Vinci of the construction of The Link, Total's future headquarters in Paris La Défense. The planning and work are expected to take five years. At the end of this period, Total will take delivery of the property and will be a tenant of The Link for a renewable term of 12 years.

In July 2021, Groupama announced the signing of an agreement between its Italian subsidiary Groupama Assicurazioni and FairConnect for the divestment of G-Evolution and the establishment of a long-term strategic partnership for the provision of connected insurance solutions. The transaction was completed on 30 December 2021.

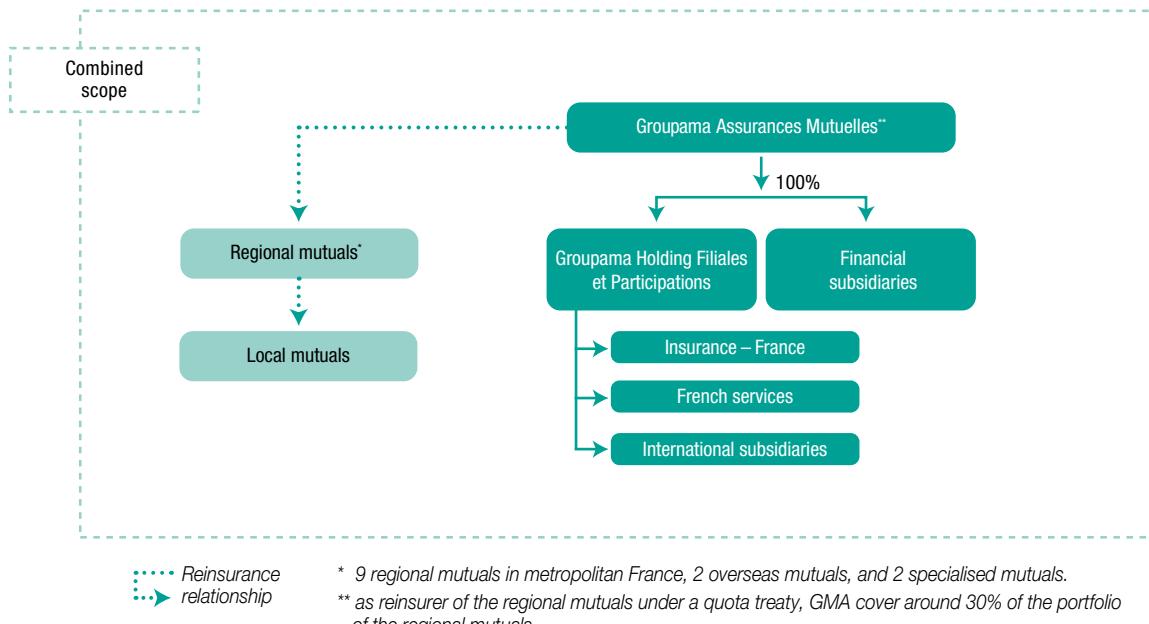
The Groupama group announced that its Hungarian subsidiary Groupama Biztosító will complete the acquisition of OTP Osiguranje, the Croatian subsidiary of OTP Bank, on 31 August 2021.

On 30 September 2021, Groupama sold its entire stake in Orange Bank but remains committed to a distribution partnership for a banking offer with Orange Bank until 2028.

On 1 December 2022, Groupama sold its Slovak segment to the insurance company Union.

## 1.2 ORGANISATION OF THE GROUP AND GROUPAMA ASSURANCES MUTUELLES

### SIMPLIFIED LEGAL ORGANISATION CHART



### 1.2.1 GENERAL ORGANISATION

The Group has a governance method that empowers everyone involved within the organisation. Members elect their representatives at the local level (27,000 elected representatives), who in turn elect their representatives at the regional and national levels. The Directors, who are all policyholders of the mutual insurance company, control all the Boards of Directors of the entities within the mutual insurance group. They select the Managers, who handle operating activities. The elected representatives thus participate in all of the Group's decision-making bodies, whether for local (2,600), regional (9 regional mutuals in metropolitan France, 2 overseas mutuals and 2 specialised mutuals), or national mutuals, through the Boards of Directors of Groupama Assurances Mutuelles and its main direct or indirect subsidiaries.

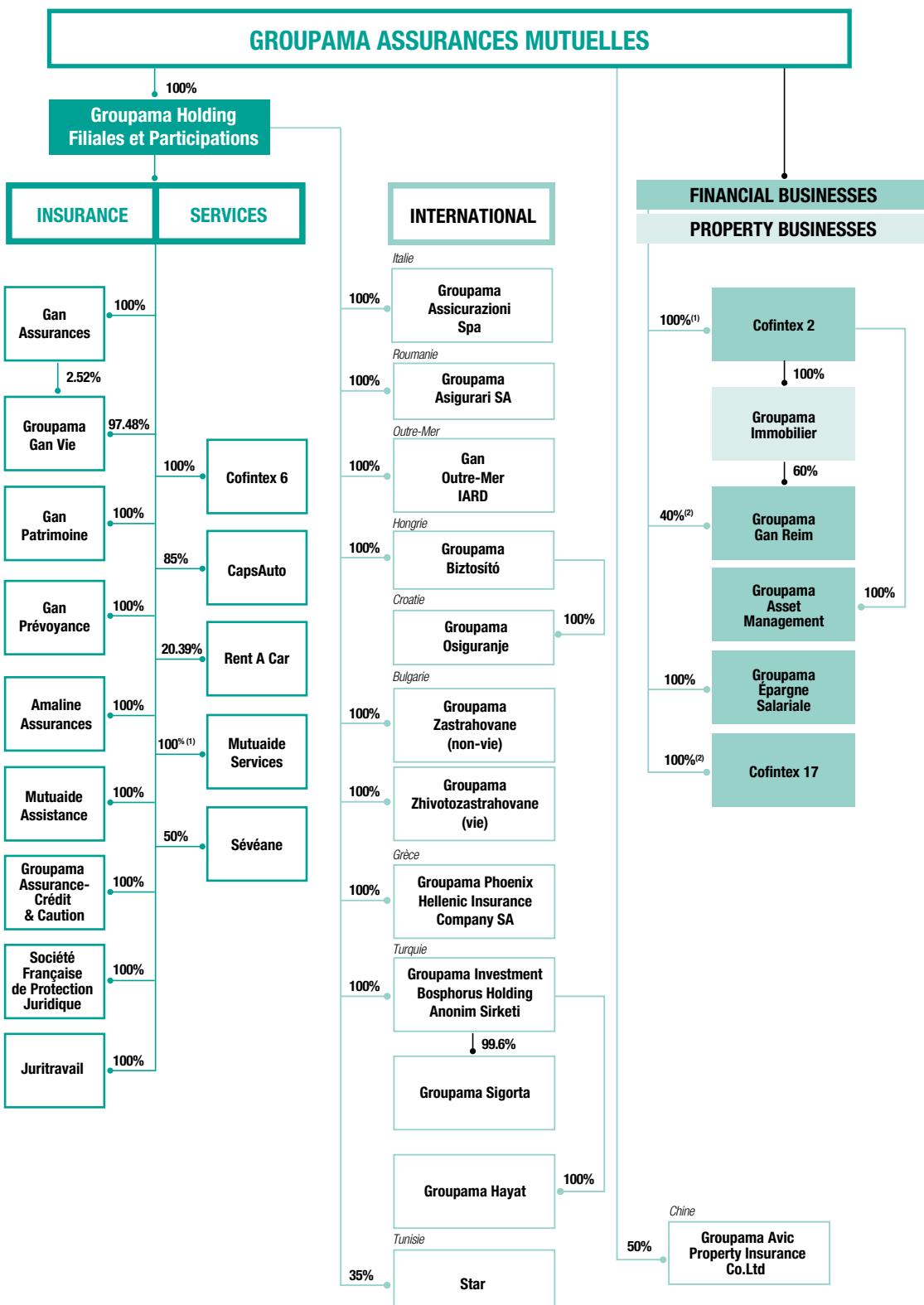
The combined scope of the Groupama group, of which Groupama Assurances Mutuelles is the parent company, includes all of the Group's entities and the regional mutuals for 100% of their business activities. As of 1 January 2021, the Group no longer prepares consolidated financial statements, which only covered the business of Groupama Assurances Mutuelles, the subsidiaries, and approximately 37% of the business of the regional mutuals, which is captured by the Internal Reinsurance mechanism.

Groupama Assurances Mutuelles, a national agricultural reinsurance mutual, is a legal structure without capital, the central body of the Groupama network. Its main missions are as follows:

- to ensure the cohesion and proper operation of the organisations within the Groupama network;
- to ensure the application of the legislative and regulatory provisions relating to the organisations within the network;
- to exercise administrative, technical, and financial control over the structure and management of the organisations within the Groupama network;
- to define and implement the Groupama group's operational strategy, in consultation with the regional mutuals;
- to reinsure the regional mutuals;
- to direct all subsidiaries;
- to establish the external reinsurance programme for the entire Group;
- prepare the combined financial statements.

The Company is governed with respect to its businesses by the provisions of the French Insurance Code and, by reference, certain provisions of the French Commercial Code and is subject to the supervision of the French Prudential Supervision and Resolution Authority (ACPR).

## 1.2.2 SIMPLIFIED ORGANISATION CHART OF THE GROUP'S MAIN SUBSIDIARIES AS OF 31 DECEMBER 2022



A more exhaustive list of the Group's main subsidiaries is presented in Note 51 to the combined financial statements.

## 1.2.3 TIES BETWEEN THE GROUP'S ENTITIES

The subsidiaries are bound by capital ties. Moreover, in exchange for a certain degree of operational autonomy, each of the subsidiaries is subject to the requirements and obligations defined by the Groupama Assurances Mutuelles environment, particularly in terms of control.

Relations between the regional mutuals and Groupama Assurances Mutuelles are governed by:

- an Internal reinsurance agreement between the regional mutuals and Groupama Assurances Mutuelles with terms updated every year. This agreement is described in more detail in § 3.7.2;
- a security and solidarity agreement between all the regional mutuals and Groupama Assurances Mutuelles ("agreement defining the security and solidarity mechanisms of the Caisses de Réassurance Mutuelle Agricole"). This agreement is described in more detail in § 3.7.1.

## 1.3 KEY FIGURES

### 1.3.1 GROUPAMA COMBINED SCOPE

The following table shows financial disclosures and ratios from the Group's combined financial statements. The combined financial statements were prepared in accordance with the IFRS as adopted by the European Union. It provides a view of

the entire scope of consolidation of the mutuals, including the Groupama Assurances Mutuelles capital ownership scope of consolidation.

(in millions of euros)	2022	2021	2020
<b>Premium income <sup>(1)</sup></b>	<b>15,931</b>	<b>15,477</b>	<b>14,445</b>
of which France insurance	13,237	12,860	12,011
of which international insurance	2,483	2,377	2,245
of which financial activities	211	240	189
<b>Non-life combined ratio <sup>(2)</sup></b>	<b>99.4%</b>	<b>98.3%</b>	<b>98.7%</b>
<b>Economic operating income <sup>(3)</sup></b>	<b>349</b>	<b>461</b>	<b>306</b>
<b>Net income</b>	<b>454</b>	<b>493</b>	<b>177</b>
<b>Financial structure and soundness</b>			
Shareholders' IFRS equity	7,502	10,659	10,704
Total balance sheet	94,721	104,469	104,702
Debt ratio <sup>(4)</sup>	25.1%	27.8%	26.9%
<b>Solvency 2 margin <sup>(5)</sup></b>	<b>282%</b>	<b>271%</b>	<b>244%</b>
<b>Rating</b>	A+	A	A
Fitch Ratings			

(1) Insurance premiums written and income from financial businesses.

(2) See glossary in this Universal Registration Document (page 373).

(3) Economic operating income equals net income adjusted for realised capital gains and losses, long-term impairment increases and write-backs, and unrealised capital gains and losses on financial assets recognised at fair value (all such items are net of profit sharing and corporate income tax). Also adjusted are non-recurring items net of tax, impairment of value of business in force and impairment of goodwill (net of tax).

(4) Debt excluding cash of holdings, as a share of book value of shareholders' equity excluding re-evaluation reserve (including subordinated liabilities and minority interests).

(5) Solvency 2 margin coverage, with a transitional measure on Groupama Gan Vie's underwriting reserves.

On 10 June 2022, Fitch Ratings raised Groupama's financial strength rating to "A+" with a stable outlook. This rating upgrade reflects the Group's very strong capitalisation in 2021, solid financial performance, and an excellent sales profile in France.

## 1.3.2 ALTERNATIVE PERFORMANCE INDICATORS (API)

The economic operating income and the combined non-life ratio are alternative performance indicators ("API") in the light of the ESMA guidelines and the AMF position published in 2015. These alternative performance indicators are used by the Group to analyse its operating trends, financial performance, and financial position and to provide investors with additional information considered useful and relevant to the Group's results.

### 1.3.2.1 Definitions

Economic operating income equals net income adjusted for realised capital gains and losses, long-term impairment provision allocations and write-backs, and unrealised capital gains and losses on financial assets measured at fair value (all such items are net of profit sharing and corporate income tax). Also adjusted are non-recurring items net of corporate income tax, impairment of value of business in force, impairment of goodwill (net of corporate income tax), and external financing expenses.

The combined ratio is the sum of the all-years net loss experience and the rate of operating costs.

The all-years net loss experience is the ratio between underwriting expenses for all years, gross of reinsurance, plus the reinsurance balance and earned premiums, gross of reinsurance.

The rate of operating costs is the ratio between operating general expenses and earned premiums, gross of reinsurance.

The combined non-life ratio relates to the non-life business.

### 1.3.2.2 Reconciliations

The reconciliation of economic operating income and the combined non-life ratio with the line of the financial statements of the corresponding period or its subtotal or the nearest total is presented in the tables below.

(in millions of euros)

	2022	2021	2020
<b>Economic operating income</b>	<b>349</b>	<b>461</b>	<b>306</b>
Net realised capital gains <sup>(1)</sup>	315	135	118
Allocation to reserves for long-term impairment <sup>(1)</sup>	(29)	(20)	(32)
Gains or losses on financial assets recognised at fair value <sup>(1)</sup>	(43)	58	45
Other expenses and income	(51)	(89)	(85)
Financing expenses	(54)	(53)	(49)
Net income from discontinued businesses	(34)	0	0
Goodwill impairment	0	0	(125)
<b>Net income</b>	<b>454</b>	<b>493</b>	<b>177</b>

(1) Amounts net of profit sharing and corporate tax.

### Non-life business

	2022	2021	2020
All-years net loss experience	71.9%	70.5%	70.9%
Operating expense ratio	27.5%	27.8%	27.8%
<b>Combined ratio</b>	<b>99.4%</b>	<b>98.3%</b>	<b>98.7%</b>

## 1.4 STRATEGY

The Groupama group's strategy is supported and embodied by the Vision programme.

This strategic programme consists of five complementary elements, which form a coherent whole guiding the Group's actions:

- our corporate purpose;
- our CSR approach;
- our pillars of transformation;
- our performance podiums;
- the mutual insurance dynamic.

### 1.4.1 OUR CORPORATE PURPOSE

The transformation of Groupama SA into Groupama Assurances Mutuelles in June 2018 restored the Group's consistency based on three levels of mutualisation: local, regional, and national.

The Group wished to mark this transformation by reaffirming its corporate purpose: "We are here to allow as many people as possible build their lives confidently. To do this, we rely on humane, caring, responsible communities". This corporate purpose explains why our Group has been in existence for over 100 years and embodies the mutualism of the future, a beacon of hope for future generations.

The Groupama group is thus demonstrating its commitment to its mutual insurance background and to the human values of solidarity, accountability, engagement, and optimism to use them in an ambitious economic venture for its members and customers to enable as many people as possible to build their lives with confidence.

### 1.4.2 OUR CSR APPROACH

In application of its corporate purpose, the Group has defined its CSR approach, which defines how we want to act to build a sustainable economic development model in line with our values.

The Group has defined its priorities for 2022-2024, which include strengthening a human, proactive, and responsible relationship, offering protection solutions in response to changes in the environment and lifestyles, and actively contributing to the sustainable development of local life. Through this CSR approach, the Group affirms its action as a responsible and trusted player, attentive to its impact on society and the environment.

During 2022, the Group implemented initial initiatives in line with its CSR strategy, including the rollout of relational calls by increasingly integrating a Prevention component, the implementation of Centaure training incorporating new forms of mobility and usage, the establishment of an observatory dedicated to climate change, the launch of a study in connection with the major transitions, the definition and implementation of our 1.5°C alignment strategy (Paris agreements), and the launch of a CSR engagement plan (awareness, training, events) to acculturate employees and illustrate CSR through concrete actions deployed within the Group.

### 1.4.3 OUR PILLARS OF TRANSFORMATION

Our five pillars of transformation are our response to the Group's long-term challenges and the structural changes in society. They allow us to adapt our organisation and our business lines over time in order to stay one step ahead and anticipate future developments. To enable each of our customers and members to build their lives with confidence, the quality of the support we provide to them is a priority.

#### Pillar 1: Rekindling the customer relationship

Customer satisfaction is at the heart of the Group's concerns. It is both a mutual insurance requirement and a commitment from each of our companies. To be one of the favourite insurers in France, the Group has chosen to establish a unique, differentiating relationship with our customers based on proactive advising. The special circumstances in recent years have provided an opportunity for the Group to re-express its attachment to this attentive and human relationship. In line with the momentum of recent years, the number of customers and members contacted in 2022 through human, proactive, and non-commercial calls continued to increase compared with last year, exceeding one million customers and members concerned.

#### Pillar 2: Growth drivers through services

Our development in services is a priority. Our ambition is to support our customers with solutions combining insurance, services, and prevention. In 2022, the Groupama Habitat Protect remote surveillance offering was once again promoted, and sales continued to increase. At the same time, several discussions and experiments were launched with a view to supporting our customers and members in the transitions they are facing (climate transition, digital transition, etc.). Lastly, the launch of the Open Innovation Volt'terre Programme with its five regional, themed startup accelerators demonstrates the Group's drive for innovation in services and support solutions.

### Pillar 3: Making Groupama a leading brand

The objective of this pillar is to promote the Groupama brand throughout our territories and to make it a true strategic financial asset. Convinced of the predominance of evidence over words, the Group emphasises its concrete engagement on the ground, which includes networks of elected representatives and employees. For example, among our prevention actions, more than 85,000 people were trained in the "Gestes qui Sauvent" (first-aid gestures) as of the end of 2022 with Group-wide deployment. The aim is to maintain this pace over the long term and to train 80,000 people per year. Internationally, the creation of a communication platform bringing together all of the international subsidiaries also illustrates this dynamic aimed at making Groupama a leading brand.

### Pillar 4: Developing our industrial model to make it more efficient

The continuous improvement of our industrial model should allow the Group to control its operating costs while offering better service quality to our customers. This means greater commercial efficiency with the optimisation of our distribution networks and greater operational efficiency with the digitalisation and simplification of processes as well as the creation of synergies and increased interoperability between the Group's entities.

### Pillar 5: Mobilising talent to serve our customers and Group's transformation

To ensure that the strategic plan's implementation is a collective success, mobilising the Group's lifeblood to benefit all is essential. Every day, our energy and talent contribute to strengthening our efficiency in serving our customers. The gradual rollout of community training and the launch of Group

campaigns around the employer brand and short-staffed sectors allow each entity to capitalise on the power of the collective.

## 1.4.4 OUR PERFORMANCE PODIUMS

The five podiums correspond to the Group's precise, quantified business objectives for the next three years (2022-2024).

They guide short-term arbitrage operations and a common course: on the markets to be developed as a priority (professional and corporate market, agricultural market), on the business lines to be intensified (life and health insurance), and on our ambitions in terms of customer loyalty and profitability.

As such, in terms of profitability, the Group has set the goal of achieving economic operating income of €1 billion over the 2022-2024 period.

## 1.4.5 OUR MUTUAL INSURANCE DYNAMIC

The mutual insurance dynamic supports all these objectives by reaffirming the essential role of our network of 27,000 elected representatives, who are present throughout the country and embody our local roots and the value of mutual aid on a daily basis in our 2,600 local mutuals.

Initiated by the mutual Insurance Advisory Board (described in section 3.1.5) following the Group's re-mutualisation in 2018, the mutual insurance dynamic mobilises the community of elected representatives in the service of the corporate purpose and transforms this energy into a differentiating force for the Group.

## 1.5 HUMAN RESOURCES

### 1.5.1 SOCIAL POLICY

To meet its strategic ambitions, improve its performance, and therefore meet the expectations of its members and customers, Groupama invests in people. The principles of the Human Resources policy are shaped by the Group's corporate purpose, based on social responsibility and made possible by the lasting commitment – confirmed at a record level (81%) by the 2021 edition of the internal opinion poll – of its 31,106 employees.

As at 31 December 2022, the regional mutuals, Groupama Assurances Mutuelles (GMA), and its subsidiaries had 29,037 employees.

The Group Human Resources Department manages and coordinates corporate policies and is at the head of the HR functional reporting line in accordance with the established distribution of responsibilities between the Group HR Department and the Company-level HR Departments. Each company manages its Human Resources and its social policy as locally as possible, in line with the policy principles and the overall strategy defined for the Group.

Since the health crisis, the Group/company cohesion has been strengthened, thanks to ongoing coordination between the HR Directors who are members of the HR Operational Committee and between those in the Paris area especially. This makes it possible to provide harmonised and equitable responses to all employees so that they can work in complete safety and under the best possible conditions, remotely or on site, individually or collaboratively.

Following on from the momentum in 2020 and 2021, the highlight of 2022 was the widespread use of teleworking, which now involves the vast majority of employees in all entities in France, in connection with dedicated agreements and measures, with most of them working remotely two days a week. Within the UES, the implementation of individual addenda signed by employees concerns 74% of the 7,100 employees, with 87% of them choosing the option of two days a week. At GMA, 89% of employees telework, 93% of whom for two days a week.

More broadly, the adaptation of working methods and employee experience has accelerated: the Digital Collaborative Space (DCS) solutions have been deployed, Manager and employee meetings have been conducted on Teams, the recruitment and onboarding processes have been entirely digitised, a large part of the training modules have been switched to remote mode, and digital communication has been significantly developed (newsletters, podcasts, digital workplaces, etc.).

It is in this context that the Group is carrying out the "Escale" project in the Paris area. It concerns 11 companies and is being carried out in stages from June 2021 to the first half of 2024. It aims to take into account the deployment of new working methods and the balance to be found between on-site and teleworking while controlling our property costs. It is based on the principle of "flex per team", allowing each team to have its own space at a rate of 70% (7 workstations for 10 employees) while having access to additional areas for meetings, creation, and collaboration. More than 5,000 employees are now gathered on the Campus, and the flex per team is in place for nearly 80% of them. Building on this success, Groupama constructed a second Campus in Mérignac to bring together approximately 800 Bordeaux employees of Groupama Gan Vie, GMA, G2S, Gan Assurances, Gan Prévoyance et de Groupama Centre-Atlantique over 12,000 m<sup>2</sup>. It opened in June 2022.

In 2022, the combined companies hired 3,137 employees under permanent contracts (excluding 140 mobility and business transfers), including 2,625 in France, to strengthen their sales networks and customer relations platforms and to reinvigorate their management and expert teams as well as the auditing, internal control, and steering functions: 21.68% of new employees are under 26 years of age, 6.7% are 50 and over, and 19.7% of new hires resulted from the conversion of fixed-term contracts into permanent contracts.

In this context, the Group has evolved its employer communications based on its corporate purpose. The signature "Being there for others, I've decided to make it my job" is based on the Groupama brand message and complemented by a call to action "Want to give meaning to your skills?", which can encourage candidates to apply.

Our new campaign highlights what makes us proud: our sector, the starting point of great stories. It focuses on differentiating ourselves from our competitors by promoting our mutualist DNA and our specific qualities: we favour human beings, we recruit people and not diplomas, personalities that will serve our customers in the future.

To make the launch an event, an app enabled employees to create their own posters and communicate them, internally or via social networks. Externally, Groupama opened an Instagram account to attract young people and be seen as an "employer of choice" when they are looking for their first position. The account has 1,500 followers. To increase the visibility of new messages, programmatic marketing campaigns were carried out in 2022: they significantly increased visits (+250%) and applications (+150%) on the groupama-gan-recrute.com website.

Groupama also continued to work to promote jobs in short supply via dedicated campaigns on social networks, promoting positions in claims adjustment, auditing, underwriting, actuarial, and agricultural jobs, to show their specifics and the advantages of working in them at Groupama. They were seen by tens of thousands of people and led to a sharp increase in job applications.

As part of the work on School Relations, the Group conducted the 3<sup>rd</sup> edition of the Real Challenge: in three years, 2,350 students from 60 schools took part, including 550 in 2022. The "Game'Up" mobile app created by Groupama Loire Bretagne was offered to the other regional mutuals: based on stories, the player discovers the world of insurance and meets three people who embody our businesses.

On the strength of these initiatives, our employer brand received several awards in 2022. The "Universum Label" recognised Groupama as one of the most attractive groups for its professional development for individuals with five years of higher education and as the employer that best promotes the work-life balance for individuals with two or three years of higher education.

This investment in the Group's attractiveness is supplemented by work on integration, aimed at building loyalty from the moment the employee arrives or even before. Like the Group's other companies, GMA has overhauled its onboarding process with a one-year course offered to all new employees. The "WelcomeApp", a mobile app for newcomers, creates a link with employees as soon as the contract is signed and offers, before their actual arrival, an interactive introductory course to learn about the values, history, and projects of the Group and GMA.

Mobility (geographical and/or functional) is a driving force behind the performance of the employees and the Group companies and involved more than 1,924 employees in France in 2022. The Mouvy intranet, the internal online recruitment website open to all Group employees, received more than 5,000 applications in 2022. The Group agreement on inter-company transfers provides for dedicated mechanisms: support measures, posting of job ads on Mouvy, reduced time frames for transfers, etc.

With regard to the end of employment contracts, the consolidated companies had 2,969 departures of employees on permanent contracts (excluding 139 mobility and business transfers), including 2,499 in France, which break down as follows: 37.3% resigned, 17.5% retired, 12.5% were laid off, 18.3% left during their probation period, 12.6% had contract terminations, 0.8% left under a voluntary redundancy plan, and 0.9% died in service.

The Group HR Department's "Payroll and HR Studies" scope was expanded according to the plan established in 2017. We increased the companies managed from 6 in 2016 to 18 in 2022, which fosters the harmonisation of IT systems. A large set of uniform HR tools was therefore built up in five years, with multiple positive implications in terms of application of HR policies, processes, and costs. In 2022, more than 100,000 pay slips and associated social and tax reporting obligations were processed by the CERH.

This expansion makes it possible to apply adapted digital solutions: electronic safes, personnel records, Electronic Document Management (80,000 documents are now filed in EDM by the HR functions), digitisation of incoming mail, and electronic signing of contracts. At the same time, the Group HR Department promotes the digitalisation of processes within the scope of the regional mutuals. At the end of 2022, they were all equipped with an electronic safe solution and almost all of them with the Group's EDM solution.

In terms of talent management, the Convergence project was implemented for all the Group's French entities in 2022. In collaboration with four regional mutuals, the new "ProFil" platform, a tool for collecting annual, professional, and HR interviews, was in place for the year-end campaigns.

The Group HR Department is also working on other large-scale projects on digitalisation: an Individual Social Review (BSI) to provide each GMA employee at the beginning of 2023 with a detailed assessment of their compensation, benefits, and social protection; an overhaul of the RSI processes (2022 campaign of GMA and Groupama Gan Vie) to secure and streamline exchanges and decisions regarding individual compensation adjustments.

Group training is the third component of the CERH. In 2022, the Group's companies in France invested nearly 900,000 hours of training (all modes combined) for all employees, representing around 36.6 hours of training per employee. The investment represents more than €43.6 million for the combined scope.

In the wake of the impact of the health crisis on the field of learning, most of the offered training has shifted towards a hybrid structure. Most programmes juggle between face-to-face/remote and synchronous/asynchronous. This combination of methods enables the optimisation of educational contributions, the facilitation of planning, and cost reduction and positively impacts the effectiveness of actions and the satisfaction of participants.

In this context, the Group's programmes were very much in demand by the companies. PEP'S doubled its capacity to 24 employees in its third class. #BST2 launched its first class in 2022 with 23 participants. The Synergies programme continued its development in four markets (Pros, Businesses, Local Authorities and Associations, and Agricultural) and one business sector (institutional, aimed at mutual insurance players, with a pilot launched at the end of 2022). Based on the principle of pooling of training – from its design to its delivery, by and for beneficiary companies – Synergies is now the reference for the design of training programmes.

To give meaning and to strengthen the ownership of the Group's strategic guidelines and the participation of the teams in their operational implementation, the Vision programme continued to be deployed. 2022 was marked by the success of the "Vision Days", which brought together at the Carrousel du Louvre 1,000 executives and Managers from all the companies, listening to prestigious speakers – both internal and external – and in action as part of a Transformation Forum highlighting achievements and an Open Forum for the emergence of ideas around our new Ambition revealed on this occasion.

At the same time, the Executive Leadership Programme (ELP) was relaunched in order to develop the individual and cross-functional leadership of the Managers of tomorrow: a class of 15 participants was conducted from April to November 2022. Also, 92 Senior Managers attended the "Talent and Skills" training modules, and 150 future Group Directors participated in the Directors Leadership Programme, which provides them with training modules or news days to prepare them to hold strategic positions. Lastly, to raise awareness among executives and Senior Managers of the data of our environment and the need to innovate, the Executive Meetings brought together the Top 100 of GMA and its subsidiaries for conferences, discussions, and workshops.

Since 2020, the HR function itself has been transformed to ensure business continuity and performance while preserving the well-being of employees. This renewal is largely due to the strengthening of the cohesion of the teams. Workshops regularly bring together the HR Managers of the companies to discuss the major HR issues of the post-crisis period: teleworking, the layout of workspaces, the appropriation by employees of our Corporate Purpose and our new Ambition, hybrid management, etc.

To support the implementation of hybrid mode and develop managerial practices, dedicated courses were offered to Managers in 2022. For example, at GMA, local Managers and their line Managers took part in five 2.5-hour virtual classes revisiting the key managerial issues around the selected themes: leading a team in hybrid mode; communicating effectively; encouraging collaboration and collective intelligence and uniting; preventing risks specific to hybrid organisations; and evaluating performance and promoting progress.

As a business partner, the HR function worked to support the Group's strategy, its business priorities, and its necessary performance: commercial development, success of major projects, achievement of the targets set by the 2022-2024 Podiums, optimisation of interoperability, etc. The Group HR Department thus connects the project teams, the business line Operational Committee concerned, and the HR Operational Committee so that the HR Operational Committee can learn about the "HR support" components to be put in place, a necessary condition for the success of projects (for example, the "PRC 2025", "Racine", and "Entreprises et filière d'excellence" programmes).

With respect to the collective wages policy, profit-sharing measures are in place in all Group companies in France. At the combined level, more than €69.1 million (24,264 beneficiaries) and €11 million (9,061 beneficiaries) respectively were paid out for profit-sharing schemes in 2022.

A major resurgence of inflation was noticeable from the beginning of 2022, with an annual rate of 5.3% at the end of December. This context largely fuelled industrial dialogue from the beginning of the first half of 2022 through the demand of the trade unions to reopen mandatory annual negotiations. Beyond one-off measures to support purchasing power adopted by certain companies, the Group wanted to respond within the framework of legislative provisions adopted by the new assembly in summer 2022. An exceptional purchasing power premium was thus paid in some of the Group's companies. This premium was paid in September 2022 within the UDSG scope under a unanimous agreement with the trade unions.

This premium, paid to almost all of the UES's workforce, reinforced the level of the budget allocated to the salary policy for 2022 and helped maintain a good level of competitiveness in terms of compensation given the wage measures already paid in 2022 representing a total of 3.67% of payroll at the end of October, including the payment, for the fourth year in a row, of a "Macron premium" in most of the Group's entities. It should also be noted that the mandatory annual negotiations, which took place in autumn 2022, ended mainly with agreements unanimously signed by the trade unions. In particular, these agreements provide for an increase in fixed wages for all employees (excluding executives) of around 4%.

In savings/pensions, the transformation of the PERCO into PERCOL on 1 January 2020 offered the opportunity for employees to make voluntary deductible deposits from taxable income.

In France, the Group's companies are principally regulated by the Collective Insurance Companies Agreement (covering more than 90% of employees), with the other companies regulated by agreements covering their own business lines (banking, assistance, etc.). Contractual provisions are supplemented by inter-company or company agreements, especially with regard to the organisation and duration of work as well as pension and protection insurance schemes.

In terms of group social relations, 2022 brought together the signatories of the GPEC, training, inter-company mobility, and diversity agreements, following the signing of the agreements in 2021, in order to report on the first year of implementation of the measures, which were satisfactory. Negotiations on the

Quality of Life at Work agreement ended in 2022, with the signing on 13 April 2022 of an agreement on the balance between economic performance, innovation capacity, customer satisfaction, and Quality of Life at Work. Other topics were discussed during trade union dialogue committee meetings, such as union communication.

In the UES, 2022 saw the continuation of the industrial dialogue, with weekly meetings with the trade unions and the opening of negotiations aimed at encouraging employees to use green modes of transport that are compatible with the environmental challenges and the ambitions of the Group.

2022 was also an opportunity to consolidate the fundamentals of industrial dialogue in the UES, through a new industrial dialogue agreement providing trade union organisations with electronic means of communication in the context of the development of teleworking and in an eco-responsible approach.

In addition, numerous exchanges took place within meetings of Group committees and European works councils, which took place in person.

With regard to gender equality, the increase in the proportion of women in management and senior management was encouraged in the companies. They accounted for 51.5% of the executive workforce at the end of 2022 and 24.1% of executives (21% in 2020). For GMA, the change is even more significant: at the end of 2022, women accounted for 59.6% of the executive workforce and 29.6% of Executive Managers (25% three years ago).

At the same time, for the 4<sup>th</sup> year in a row, the companies of the Groupama group published gender pay equality indexes for 2022, most of which are between 84/100 and 99/100. The entities of the UES score 86/100, virtually stable with the two previous years, still with a maximum score for 3 of the 5 indicators that make up the index. All these results show that they are continuing to mobilise: they are developing concrete actions to promote women's career paths.

Groupama also continued its commitment within the National Collective for a More Inclusive Economy and its local adaptations, marking its commitments in terms of continued training of employees and inclusion of young people through apprenticeship.

With regard to apprenticeship, our actions are strongly consistent with our commitments since the rate of conversion of work/study training contracts in France (21.3 in 2022) to a fixed-term contract or a permanent contract was 21.7% in 2022, compared with 24.2% in 2021.

In terms of diversity, in line with the commitment to the "Manifesto for the inclusion of people with disabilities in economic life", the Group maintained its recruitment efforts (84 in 2022, compared with 63 in 2021) and its responsible purchasing policy. Over a nine-year period, nearly 600 employees with disabilities were recruited (permanent and fixed-term contracts, training contracts, or as temporary workers) by the Group's French companies in the framework of this long-term commitment. For the overall Group, there were 1,170 employees with disabilities on staff as of 31 December 2022.

In summary, in 2022, for the 10<sup>th</sup> year, the Group HR Department carried out information production projects, in particular social information, in the consolidated companies, relating to the declaration of extra-financial performance obligations (order and decree of 2017 modifying the application of the Grenelle 2 law), which, after an audit and verification by the statutory auditors, obtained the certification of conformity and integrity of the produced information.

Groupama thus offers all its employees a social and human plan over the long term, consistent with its Corporate Purpose, its values, and its new Ambition.

## 1.5.2 GROUP WORKFORCE (FRANCE & INTERNATIONAL)

The combined scope includes approximately forty companies for a total workforce of 29,037 employees as of the end of 2022.

The breakdown of staff by country is presented in Note 47 to the combined financial statements.

Registered workforce	2022	2021	2020
Groupama Assurances Mutuelles	1,307	1,295	1,288
Registered offices and after-sales services of subsidiaries with a customer/network relationship <sup>(1)</sup>	1,652	1,645	1,598
Sales forces of subsidiaries with customer/network relationship <sup>(1)</sup>	923	953	968
France insurance and services subsidiaries <sup>(2)</sup>	3,045	3,054	2,976
Reginal Mutuals <sup>(3)</sup>	16,202	16,058	15,919
Financial and real estate subsidiaries <sup>(4)</sup>	413	413	405
Support companies (Groupama Supports & Services)	1,484	1,467	1,452
<b>Subtotal France</b>	<b>25,026</b>	<b>24,885</b>	<b>24,606</b>
International	4,011	3,987	4,030
<b>TOTAL</b>	<b>29,037</b>	<b>28,872</b>	<b>28,636</b>

(1) Gan Assurances, Gan Patrimoine, Gan Prévoyance, Gan Outre-Mer IARD.

(2) Groupama Gan Vie, Groupama Épargne Salariale, Groupama Assurance Crédit & Caution, Amaline, Société Française de Protection Juridique, Mutuaide.

(3) Groupama Antilles Guyane, Groupama Centre Atlantique, Groupama Centre Manche, Groupama Grand Est, Groupama Loire Bretagne, Groupama Méditerranée, Groupama Nord Est, Groupama d'Oc, Groupama Océan Indien, Groupama Paris Val de Loire, Groupama Rhône Alpes Auvergne and Misso.

(4) Groupama Asset Management, Groupama Immobilier, real estate businesses.

**Distribution by gender**

		Permanent contract	Fixed-term (incl. work/study)	Breakdown by status type	
Men	Women			NC	C
37.5%	62.5%	93.2%	6.8% / 3.3%	62.7%	37.3%

The age pyramid is distributed as follows:



## 1.5.3 COMMITMENTS TO PERSONNEL

### 1.5.3.1 Pension schemes

The Group's companies have different retirement schemes. These schemes are generally financed by contributions paid to insurance companies or other funds, which are administered and valued on the basis of periodic actuarial calculations.

The Group's entities most frequently use the services of Groupama Gan Vie, the Group's life insurance company. Reserves are therefore established in the Group's accounts to cover this commitment. Sums received are invested in appropriate investments.

### 1.5.3.2 Other long-term benefits

The Group also establishes reserves in its accounts for other long-term benefits for Group employees:

- retirement benefits;
- seniority bonuses;
- anniversary days;
- time-saving accounts.



# THE GROUP'S BUSINESSES

<b>2.1</b>	<b>GROUPAMA, A MULTI-LINE AND MULTI-CHANNEL INSURER</b>	<b>20</b>	<b>2.3</b>	<b>INTERNATIONAL INSURANCE</b>	<b>26</b>
2.1.1	Structure of premium income	20	2.3.1	Italy	26
2.1.2	French networks	21	2.3.2	Greece	26
2.1.3	International networks	21	2.3.3	Central and Eastern European countries (CEEC)	27
<b>2.2</b>	<b>INSURANCE IN FRANCE</b>	<b>22</b>	2.3.4	Overseas territories	27
2.2.1	Economic environment and market trends	22	2.3.5	China	27
2.2.2	Competition and positioning	22	<b>2.4</b>	<b>FINANCIAL BUSINESSES</b>	<b>28</b>
2.2.3	Property and casualty insurance	22	2.4.1	Groupama Asset Management	28
2.2.4	Life and health insurance	24	2.4.2	Groupama Immobilier	28

## 2.1 GROUPAMA, A MULTI-LINE AND MULTI-CHANNEL INSURER

Groupama, a mutual insurance group, is a multi-line insurer, founded at the end of the 19<sup>th</sup> century by farmers. The expertise developed by the Group throughout its history has been extended to the benefit of all socio-economic players: individuals, professionals, companies, and local authorities. Today, Groupama is a major player on the insurance market in France (8<sup>th</sup> largest French multi-line insurer, source: L'Argus de l'Assurance), in property and casualty insurance, life and health insurance, and financial businesses.

At the end of 2022, Groupama benefits from dense, complementary distribution networks over the entire French territory: 4,800 sales representatives employed by Groupama's regional mutuals, 850 general agents, 600 partner brokers of Gan Eurocourtage, the network of 400 Gan Patrimoine agents, and the network of 500 Gan Prévoyance in-house advisors.

On the domestic market, the Group is supported by two brands: Groupama and Gan, each offering a specific range of products and services.

Internationally, the Group is present in 9 countries, mainly in Europe and with growth areas in Asia.

### 2.1.1 STRUCTURE OF PREMIUM INCOME

At the end of 2022, the Groupama group reported total premium income of €15,931 million, including €15,720 million in insurance premiums and €211 million originating from Asset Management and other financial businesses.

Approximately 84% of the insurance business is carried out in France, amounting to €13.2 billion as at 31 December 2022.

The table below presents the breakdown of premium income by business line in France and internationally.

(in millions of euros)	31.12.2022	31.12.2021	31.12.2020	Variation 2022/2021 <sup>(1)</sup>
France property and casualty insurance	6,166	5,842	5,692	+5,6%
Life and health insurance - France	7,071	7,019	6,318	+0,7%
<b>Subtotal France</b>	<b>13,237</b>	<b>12,861</b>	<b>12,010</b>	<b>+2,9%</b>
International property and casualty insurance	1,787	1,641	1,540	+20,4%
Life and health insurance - International	696	736	705	+1,1%
<b>Subtotal International</b>	<b>2,483</b>	<b>2,377</b>	<b>2,245</b>	<b>+14,3%</b>
Banking and financial businesses	211	240	189	-12,1%
<b>GROUP TOTAL</b>	<b>15,931</b>	<b>15,478</b>	<b>14,444</b>	<b>+4,3%</b>

(1) At constant scope of consolidation, exchange rate and accounting methods.

Details of the premium income by business segment are presented in "Note 35 – Analysis of insurance premium income by major categories" in section 7 – "Financial Statements" of this Universal Registration Document.

## 2.1.2 FRENCH NETWORKS

The table below presents the breakdown of premium income by distribution network in France.

(in millions of euros)	31.12.2022	31.12.2021	31.12.2020
Regional mutuals	6,515	6,292	6,050
Groupama Assurances Mutuelles	44	29	37
Groupama Gan Vie	4,790	4,786	4,164
Gan Assurances	1,442	1,408	1,390
Other specialist Group companies <sup>(1)</sup>	446	346	369
<b>Subtotal France insurance</b>	<b>13,237</b>	<b>12,861</b>	<b>12,010</b>
Financial businesses	211	240	189

(1) Groupama Assurance-Crédit & Caution, Mutuaide Assistance, Société Française de Protection Juridique, Caisse Fraternelle Épargne, and Caisse Fraternelle Vie, Assu-Vie.

### 2.1.2.1 Groupama network

The Groupama network includes local and regional mutuals.

The local mutuals are the basis of Groupama's mutualist organisation, allowing true proximity to be established with policyholders. Policyholders automatically become members of a local mutual, which gives them the right to participate in the General Meeting, be listened to, elect their representatives to the Board of Directors and be candidates for the Board.

Local mutuals are reinsured with regional mutuals according to a specific reinsurance mechanism by which the regional mutual takes the place of the local mutuals within its district in fulfilling their insurance commitments towards members.

The regional mutuals are insurance companies that, under the control of a central body Groupama Assurances Mutuelles with which they are reinsured, are responsible for their management, pricing, and product policy and, as part of the Group's strategy, their sales policy.

At the end of 2022, the Groupama network had 9 regional mutuals in metropolitan France, 2 overseas mutuals and 2 specialised mutuals.

### 2.1.2.2 Gan networks

Gan Assurances has a network of 850 general agents.

The Gan Eurocourtage network offers social protection solutions for business leaders and their employees, working in close collaboration with 600 broker partners.

Gan Prévoyance has a network of 500 salespeople.

Gan Patrimoine offers its products through a network of 400 agents.

## 2.1.3 INTERNATIONAL NETWORKS

Groupama offers a wide range of international non-life and life insurance products, in 10 countries, mainly in Europe. Products on these markets are offered via various distribution networks, particularly exclusive agents, salespeople, brokers, banking networks and partnerships.

In the mid-2000s, the Group began to establish banking partnerships, sometimes exclusive, a particular example being the exclusive agreement with OTP Bank covering several countries in Central and Eastern Europe; these partnerships have enabled the Group to develop in new markets supported by established players. In addition to bancassurance partnerships, the international subsidiaries have developed exclusive and non-exclusive distribution agreements with partners such as leasing companies, car distribution networks, or farming cooperatives.

Since 2021, Groupama has had a presence in Croatia following the acquisition of OTP Osiguranje, the Croatian subsidiary of OTP Bank.

At the end of 2010, Groupama and the AVIC group (Aviation Industry Corporation of China) signed an agreement on the creation of a joint venture to expand activities in the non-life insurance segment in the People's Republic of China. The joint venture Groupama AVIC has established sales and service networks for individuals and companies in the provinces where it holds licences. In 2022, Groupama AVIC Insurance is present in 12 provinces in the People's Republic of China.

## 2.2 INSURANCE IN FRANCE

### 2.2.1 ECONOMIC ENVIRONMENT AND MARKET TRENDS

In 2022, French insurance premium income totalled €239 billion, a level virtually stable with 2021 (source: *France Assureurs*).

Life and health insurance premium income totalled €173 billion. For 2022 overall, life insurance contributions totalled €144.4 billion, down 3% from 2021. After a year of catching up, contributions returned to their pre-pandemic level in 2022 (€144.6 billion in 2019). The share of UL policies in contributions was 40% over the year, after 39% in 2021. Benefits totalled €130.1 billion, up 3%. Net inflows therefore amounted to +€14.3 billion. At the end of December 2022, assets under management in life insurance policies stood at €1,842 billion. The success of savings/pensions plans (PER) contributed to this performance. For 2022 as a whole, there were 1.3 million new policyholders with a retirement savings plan for assets under management of €48.4 billion at the end of 2022.

In health and protection insurance, premium income grew 5.7% to €28.1 billion, with 5.9% growth in healthcare and 5.5% in protection.

In 2022, property and casualty insurance premiums totalled €66.2 billion, up 4.7% from 2021. This growth was more pronounced for professional insurance, which rose by an average of +7.3% year on year, compared with 3.2% growth for individual insurance. In motor insurance, earned contributions

increased 2.9% to €24.8 billion. For multi-risk home insurance policies, premiums increased 4.0% to €12.3 billion for a number of policies that increased by +1.8%.

### 2.2.2 COMPETITION AND POSITIONING

On the mature insurance market in France, many insurance companies offer products comparable to Groupama's products, sometimes through the same marketing techniques. The Group is in competition with insurance companies, mutuals, and bancassurance companies and may face competition on the savings market from Asset Managers, independent Asset Management advisors and other financial institutions.

The difference lies primarily in the following criteria:

- the size, power, and quality of the distribution networks, particularly in advisory services;
- the range of products offered, their quality, and the capacity for innovation;
- prices;
- service quality;
- financial management performance;
- brand reputation and awareness;
- attractiveness of products to customers.

Groupama generated €13.2 billion in premium income in France in 2022. The table below shows the change in Groupama's ranking in France, the number 8 French multi-line insurer in 2022:

French ranking <sup>(1)</sup>	2022	2021
Insurance	8	6
P&C	3	3
L&H	14	12

Source: *L'Argus de L'Assurance* – December 2022.

### 2.2.3 PROPERTY AND CASUALTY INSURANCE

Groupama generated €6.2 billion in premium income in property and casualty insurance in France as at 31 December 2022.

### 2.2.3.1 Automotive and Mobilities

Groupama ranks number 4 on the French motor insurance market (source: *L'Argus de l'Assurance* – May 2022) and insures more than 3.8 million passenger vehicles.

The Group offers a complete, innovative range of products and services at competitive prices responding to the major trends in consumption and including an original value-added service offering, for example for electric vehicles, as well as a unique prevention offering *via* the Centaure driving training centres, for policyholders and their children, also available to all drivers.

Changes in car use (car sharing, carpooling, lease-purchase plans/long-term rentals) and increasing and complementary use of other modes of transport (bicycles, electric bicycles, electric scooters) are areas where Groupama has established a position to offer its customers solutions in line with their needs and changes in the mobility sector.

### 2.2.3.2 Multi-risk home

This year, Groupama still ranked number 3 on the French home insurance market (source: *Argus de l'assurance* – May 2022). As of 31 December 2022, the Group had 3.5 million insured homes.

Groupama's range of home insurance solutions are comprehensive and very well positioned from a price point of view and allows it to reach a very broad target. Each year, we work to adapt the general terms and conditions and add types of cover or even services in order to adapt to changes in the Company.

### 2.2.3.3 Services

#### (a) Assistance, Affinity Insurance, Services

The Group is a leading player in the assistance market, *via* its subsidiary Mutuaide, which is present in all the assistance business lines (car breakdown assistance, personal assistance, medical repatriation, and home care).

Mutuaide has also specialised in affinity insurance, which makes it possible to offer—to the Group and outside the Group—travel cancellation insurance, mechanical breakdown insurance, household property loss, theft, and breakage insurance, etc.

To supplement its offering, Mutuaide also offers services such as crisis management, personal services, and event medicalisation.

#### (b) Legal Protection

Groupama is one of the leading players in France in the legal protection market, with insurance cover managed by Groupama Protection Juridique and the Groupama regional mutuals. With this cover, Groupama provides support to policyholders, whether individual or professional, who face situations of conflict, by helping them to assert their claims and assuming the corresponding expenses. Customer satisfaction is a core concern for Groupama Protection Juridique, which relies on strong operating performance and the advanced legal expertise of its legal teams.

### (c) Credit Insurance and Surety

Groupama is the only multi-line insurer to offer credit insurance and surety solutions through its subsidiary Groupama Assurance-Credit & Caution. Its premium income amounted to €57 million as of 31 December 2022. The products are marketed by the regional mutuals, Gan Assurances agents, and a network of multi-line or specialist brokers.

### 2.2.3.4 Agricultural insurance

Groupama, the insurer of choice in the agricultural world, has an ever-increasing presence with farmers and supports cereal farmers, breeders, winegrowers, market gardeners, arboriculturalists, equestrian professionals, and other sectors at all stages of their business as a farm operator with agricultural insurance adapted to protect the farmer, the farm Manager, and their relatives, employees, and partners.

Today, more than two thirds of farmers still lack sufficient protection against the consequences of weather risk events. The Group, armed with its OPA status and within the French agriculture council (CAF), has chosen to adopt a pedagogical attitude towards farmers. Groupama's "CLIMATS" multi-risk weather insurance for crops is one of the main tools for financially securing a farm in the event of weather events impacting crops.

In 2022, after a year of severe frost, agriculture was once again hit hard by the effects of the climate. A new wave of frost impacting arboriculture and a few wine-growing sectors, a series of particularly violent hailstorms devastating winter and summer crops and vineyards, and after an early summer not always salutary on rains for winter cereals, spring crops were heavily impacted by a historic drought, long and punctuated with heat waves and record temperatures. Several hundred thousand hectares were affected, and Groupama and the regional mutuals once again mobilised a great deal of effort to support their members.

Groupama tirelessly supported the preparation of the crop insurance reform and hailed the very positive progress made in 2022. This reform was the result of a collective ambition: provide better support for farmers in the face of weather-related risk events, strengthen the resilience of their farms, and contribute to our food sovereignty.

In addition, Groupama constantly adapts its risk prevention approach to respond to farmers' issues. The aim is to support farmers in their daily lives in the development of their businesses by offering them services such as advisory visits to analyse the risks present on the farm or even personalised prevention plans. Groupama's expertise can also be seen in its technical support for business diversification, such as methanisation and development of direct distribution.

Following on from its Prevention actions and affirming its role as a leader and pioneer of the agricultural world, Groupama has offered innovative services since 2019 to allow farmers to look after their farm (connected fodder probes, smart video-surveillance cameras).

### 2.2.3.5 Professional insurance

This category includes micro-enterprises, very small businesses, and heads of independent companies (fewer than 20 employees) with very diverse profiles (craftsmen, retailers, self-employed professionals, and service providers). The Group has updated its comprehensive range of offerings and has diagnostic tools that enable risk analysis and advisory services that meet customers' needs as closely as possible. The Group can offer all insurance solutions useful for professionals for both their business and their private life.

### 2.2.3.6 Construction

The Group's business in the construction sector is driven primarily by multi-risk policies (non-life, civil liability, and ten-year civil liability) distributed via employee networks, agents, and brokerage.

### 2.2.3.7 Insurance for local authorities

As the leading insurer of local authorities and organisations, Groupama has a renewed insurance offering for public authorities. This new offering is a response to the new risks that local authorities must face due to territorial reorganisation in France.

The Group is rounding out its insurance offerings with prevention and advisory services adapted to the risks faced in today's environment: road accident prevention thanks to the Centaure training centres, crisis management, prevention of climate-related risks, etc. In the area of climate-related risk prevention with local authorities, the roll-out of the Groupama-Predict service continued. This service sends out highly localised alerts through the app or text messages in the event of a weather event or natural disaster based on customised information provided up front. A campaign to support elected representatives by providing the update to Local Response Plans and the DICRIM (Local Major Risk Information Document) as part of the Groupama Predict partnership.

Given the interest presented by Groupama-Predict, Groupama continued its steps to deploy this service for its other categories of customers, including the corporate market, as well across all its regional mutuals. The Group also deployed an app called "Mon Kit Élus", which provides all elected representatives of local authorities with a single space for useful numbers and information needed for the various activities that they carry out on a daily basis.

### 2.2.3.8 Commercial insurance

In an economic environment that continues to be difficult, in a market where price competition remains strong in the SME/SMI segment, unlike the mid-caps and large company segment, where the market has entered an uptrend, the Group has maintained its involvement alongside companies.

Beyond the agri-food sector, where Groupama remains the leading insurer, Groupama is strengthening its presence alongside SMEs and mid-caps. They have access to a very comprehensive offering, including the "base" covers of casualty insurance, credit insurance, group insurance, employee savings, legal protection, as well as pensions and protection in case of unemployment of the business head.

Groupama also intends to support its business customers in the face of the emergence of new risks to which they are exposed; in this context, Groupama has developed a cyber risk cover to protect and support companies that are victims of hacker attacks.

Groupama is also supplementing its various insurance offerings with a range of services designed to meet all the needs of companies, including road safety services and surveillance of premises.

## 2.2.4 LIFE AND HEALTH INSURANCE

Groupama generated premium income of €7.1 billion in life and health insurance (53% of premium income generated in France) as at 31 December 2022.

### 2.2.4.1 Individual health

In the individual health insurance market, 2022 was marked by continued growth in healthcare spending, partly due to the effects of 100% health and deferrals of benefits that could not be done during lockdown periods.

In a complex context of the end of the health crisis and the inflationary environment, Groupama maintained the development of its health portfolio at a rate higher than in 2021. This positive dynamic reflects the Group's desire to support its members and customers by relying in particular on a modular offering that is closest to their needs and a comprehensive range of services, including a teleconsultation offer overhauled in 2022. Groupama also implemented a healthcare pool, which rewards the loyalty of policyholders through extended cover in the event of a hardship following hospitalisation.

In addition, in 2022, Groupama transformed its health benefits management system for all of its group and individual policies, in line with its objective of continuously improving operating performance and service quality for all of its policyholders.

#### 2.2.4.2 Individual savings/pensions

As at 31 December 2022, Groupama generated €2.3 billion in premium income in individual savings/pensions, with a share of unit-linked (UL) products for individuals of 49.7%, outperforming the market.

The Group also confirms the success of its positioning and customer support strategy on the theme of pensions with 31,807 new PERIN policies (Groupama/Gan Nouvelle Vie) taken out over the 2022 fiscal year.

#### 2.2.4.3 Individual protection insurance

In 2022, Groupama's everyday accident insurance (GAV) offering maintained a strong growth dynamic in the individual market, despite the difficult circumstances associated with inflation.

In addition, in the agricultural and professional markets, with regard to the risk of work stoppage and disability, Groupama continued to improve its underwriting process thanks to the digitalisation of medical selection, as well as its compensation process, particularly with the development of a self-care service on the Replacement Services offering.

Lastly, in view of the difficult period experienced by certain agricultural professions, the Group enhanced the mental health cover for its policyholders and implemented a psychological support service for farmers with its subsidiary Assistance Mutuaide.

#### 2.2.4.4 Group insurance

For Groupama, the fiscal year was characterised by strong growth in group protection and health insurance and continued commercial development in savings/pensions, particularly with an increase in income from recurring premiums.

In 2022, the development of retirement savings plans (PER) and employee savings continued with all of the Group's distribution networks as well as with companies and savers. As a strategic development challenge, the Group continued its global retirement initiative with an increased presence on the appropriation of these offerings with its distribution networks, training support *via* the ERE academy, and regular webinars. In protection/health insurance, growth remained strong with brokerage. Also, the Group continued its work to modernise back-office management and benefit work.

The services offered with our protection and health insurance policies were popular and represented a real way to stand out in a very competitive market. In order to support our customer companies even more effectively through quality of law and working conditions (QVCT), prevention, and wellness initiatives, Groupama Gan Vie launched Welii, a new brand dedicated to services and an associated web platform.

The quality of the Group's support for its customers is at the heart of our concerns: our protection/health management teams were rewarded by a renewal of the ISO 9001 certification. A true testimonial to our Group ambitions.

#### 2.2.4.5 Employee savings

Groupama Épargne Salariale is the Group subsidiary dedicated to employee savings. Its solutions are offered to companies regardless of their size and business sector and are mainly distributed by the regional mutuals, Gan Assurances, Gan Eurocourtage, and Gan Prévoyance. Groupama Épargne Salariale represents 17,500 customer companies, 136,700 savers, and more than €1.55 billion in assets under management.

In 2022, Groupama Épargne Salariale confirmed its strong growth momentum and continued to achieve very satisfactory results. These excellent results, despite a difficult economic environment marked by the decline in the financial markets, the rise in interest rates, and global geopolitical instability, stemmed from the mobilisation of the GES teams and the networks to support customers.

To build a long-term relationship with its customers and partners, Groupama Épargne Salariale is committed to constantly improving its services and products. Its recognised expertise was rewarded in 2022: Groupama Épargne Salariale was recognised in the Employee Savings category of the 2022 Palmarès du Chiffre awarded by Le Monde du Chiffre and ranked third in the Employee Savings category of the Palmarès des Fournisseurs de Gestion de Fortune.

Lastly, for the 13<sup>th</sup> year, Groupama Épargne Salariale's offerings were awarded the "Excellence" labels by Dossiers de l'Épargne. This label is awarded by experts to the best policies on the market.

## 2.3 INTERNATIONAL INSURANCE

International insurance premium income was €2.5 billion in 2022. Written premiums reached €1.8 billion (72% of the total) in property and casualty insurance and €0.7 billion (28% of the total) in life and health insurance.

The Group is present in 9 countries, mainly in Europe and with growth areas in Asia. The table below presents Groupama's rankings in the major countries where the Group is present:

Ranking	2022		2021	
	Non-life	Life	Non-life	Life
Italy <sup>(1)</sup>	9	26	10	26
Hungary <sup>(2)</sup>	4	6	4	4
Romania <sup>(3)</sup>	2	8	5	9
Greece <sup>(4)</sup>	6	8	8	8

(1) Source: ANIA.

(2) Source: ANIA.

(3) Source: ASF (ex.-CSA).

(4) Source: ANIA.

The table below presents the geographical breakdown of international premium income:

Premium income (in millions of euros)	31.12.2022	31.12.2021	31.12.2020	Change 2022/2021 <sup>(3)</sup>
<b>International insurance</b>	<b>2,483</b>	<b>2,377</b>	<b>2,245</b>	<b>14.3%</b>
Italy	1,181	1,225	1,247	-3.6%
CEEC <sup>(1)</sup>	1,053	755	608	46.0%
Greece	178	158	148	12.3%
Other countries	70	68	66	3.1%
Turkey <sup>(2)</sup>	-	171	176	-

(1) Central and Eastern European countries (Hungary, Romania, Bulgaria, Slovakia as from 2012).

(2) Business of the subsidiaries in Turkey reclassified as businesses held for sale or discontinued as at 31 December 2022.

(3) At constant scope of consolidation, exchange rate and accounting methods.

### 2.3.1 ITALY

The Italian market was up +4.8% in non-life insurance and down -11.0% in life insurance as at the end of September 2022.

Groupama Assicurazioni generated €1,181 million in premium income as of 31 December 2022, principally via a network of general agents across the entire territory and via the banking channel, as part of partnerships with regional banks in northern Italy.

As of 31 December 2022, property and casualty insurance premium income reached €831 million, while life and health insurance premium income reached €350 million.

### 2.3.2 GREECE

The Greek market recovered with growth of +6.1% in non-life insurance and +2.4% in life insurance as at the end of December 2022.

The €178 million in premium income as of 31 December 2022 was generated mainly by brokers and exclusive branches.

Property and casualty insurance premium income was €84 million and represented nearly 50% of the business. In life and health insurance, Groupama Asfalitiki generated premium income of €93 million.

### 2.3.3 CENTRAL AND EASTERN EUROPEAN COUNTRIES (CEEC)

---

Groupama's premium income for countries in Central and Eastern Europe amounted to €1,053 million as of 31 December 2022. The Group holds leading positions in Romania and Hungary.

#### 2.3.3.1 Hungary

The Hungarian market was up +12.7% in non-life insurance and +1.0% in life insurance at the end of December 2022.

Groupama Biztosító generated premium income of €409 million as of 31 December 2022 via a highly diversified distribution network of branches, banking partnerships, brokers, and online enrolment sites. As of 31 December 2022, life and health insurance represented €189 million, and property and casualty insurance represented €220 million.

#### 2.3.3.2 Romania

The Romanian market was up +2.2% in life insurance and up +28.8% in non-life insurance as at the end of September 2022.

Groupama Asigurari generated premium income of €603 million as of 31 December 2022, driven in equal amounts by bancassurance, brokers, independent agents, and the direct network. Property and casualty insurance represents the bulk of business with premium income of €570 million.

#### 2.3.3.3 Bulgaria

At the end of 2022, premium income from the Bulgarian subsidiaries Groupama Zastrahovane and Groupama Zhivotozastrahovane amounted to €34 million, including €21 million in property and casualty insurance.

### 2.3.4 OVERSEAS TERRITORIES

---

Gan Outre-Mer remains one of the major insurance players in the Pacific (New Caledonia, French Polynesia, Wallis and Futuna), with premium income of €70 million as of 31 December 2022, including €60 million from property and casualty insurance.

#### 2.3.5 CHINA

---

In China, the Groupama AVIC joint venture continued to develop in 2022 with income of €436 million as at 31 December 2022.

## 2.4 FINANCIAL BUSINESSES

### 2.4.1 GROUPAMA ASSET MANAGEMENT

Groupama Asset Management, a subsidiary dedicated to Asset Management, is ranked number 6 among French Asset Management companies (AFG ranking – December 2021). Groupama Asset Management posted income of €204 million as of 31 December 2022. Assets under management amounted to €93.5 billion, including 25.7% on behalf of external customers.

The series of exceptional events that marked 2022, including the war in Ukraine, the energy crisis, the return of long-term inflation, and their impact on the financial markets (decline in the equity market and rises in interest rates), affected volumes of assets under management. Nevertheless, Groupama Asset Management's business model proved resilient, reinforcing the direction given to the development strategy in recent years, between diversification of customer targets and geographical diversification through the internationalisation of the management offering.

The management quality and the performance of its funds were recognised again in 2022. The European Funds Trophy recognised Groupama Asset Management as the top management company in France and Europe in the category of 41 to 70 rated funds for the third consecutive year. Equity and Convertible Bond management received 25 awards this year, reflecting especially an expertise in the Small and Mid-Cap, French equity, and international equity segments.

In 2022, in line with the Group's policy and values, Groupama Asset Management accelerated the integration of ESG (environmental, social, and governance) criteria into all of its financial analyses and investment vehicles by equipping itself with innovative data processing tools and training all of its employees in this approach.

New funds were launched to provide a solution for customers who want to make long-term investments and contribute to the economic recovery, such as G Fund High Yield Maturity III and Groupama Social Impact Debt. At the same time, the general labelling initiative was rolled out for the offering of funds. There are now 49 open-ended funds awarded the SRI label for assets under management of more than €25.5 billion. As at 31 December 2022, almost 83% of the assets under management meet ESG criteria (SRI Label, Articles 8 and 9 according to the SFDR Regulation).

### 2.4.2 GROUPAMA IMMOBILIER

The business lines of Groupama Immobilier are based on appreciation of properties under management, the administrative and financial management of leases and an advisory role for companies of the Group and for third parties.

In particular, Groupama Immobilier manages property assets held by Groupama Assurances Mutuelles and its French subsidiaries, representing a total value of €3.6 billion as of 31 December 2022. These assets include commercial property (70%), residential property (24%), mainly in Paris and its immediate suburbs, operational property (9%), and forests (6%).

Groupama Immobilier has ISO 9001 certification (2015 version) and ISO 14001 (2015 version) for investment, management, and valuation of property assets: acquisitions, major projects, marketing, property and technical management, and sales.

In 2022, the portfolio management company Groupama Gan REIM, a subsidiary of Groupama Immobilier (60%) and Groupama Gan Vie (40%), continued its development through an investment campaign for the various managed AIFs (OPPCI, OPCI, and SCPI).

# CORPORATE GOVERNANCE AND INTERNAL CONTROL



<b>3.1</b>	<b>DISCLOSURES ON CORPORATE GOVERNANCE</b>	<b>30</b>	<b>3.4</b>	<b>GENDER EQUALITY POLICY APPLIED TO THE GROUP'S MANAGEMENT BODIES</b>	<b>59</b>
3.1.1	Board of Directors	30	3.5	INTERNAL CONTROL PROCEDURES	59
3.1.2	Committees of the Board of Directors	48	3.5.1	Control environment	59
3.1.3	Changes in the membership of the Board of Directors and the committees in 2022	52	3.5.2	Internal control organisation at the Group level	60
3.1.4	Assessment of the Board of Directors	53	3.5.3	Risk governance	64
3.1.5	Verification of the situation of outside Directors with regard to the criteria of independence adopted by the Company, resulting from the AFEP/MEDEF Code of Corporate Governance and appended to the internal bylaws	53	3.5.4	Group Compliance	66
3.1.6	Mutual Insurance Advisory Board	54	3.6	RELATED-PARTY TRANSACTIONS	67
3.1.7	Executive management	54	3.7	MAJOR CONTRACTS	67
3.1.8	Other information	56	3.7.1	Agreement for a security and solidarity system	67
<b>3.2</b>	<b>DELEGATIONS OF AUTHORITY AND POWERS</b>	<b>57</b>	3.7.2	Reinsurance agreement	68
<b>3.3</b>	<b>COMPENSATION OF DIRECTORS</b>	<b>57</b>	<b>3.8</b>	<b>STATUTORY AUDITOR'S SPECIAL REPORT ON RELATED-PARTY AGREEMENTS</b>	<b>70</b>
	Compensation and benefits for members of the Board of Directors of Groupama Assurances Mutuelles	57			

Sections § 3.1. to 3.4. below constitute the corporate governance report. This report, which was approved by the Groupama Assurances Mutuelles Board of Directors in its meeting of 16 March 2023, is based on the information compiled under the authority of the Groupama Assurances Mutuelles executive management. It describes the corporate governance of Groupama Assurances Mutuelles and the rules used to determine the compensation and benefits of any kind granted to corporate officers.

## 3.1 DISCLOSURES ON CORPORATE GOVERNANCE

### 3.1.1 BOARD OF DIRECTORS

#### 3.1.1.1 Membership

Groupama Assurances Mutuelles ("the Company") is administered by a Board of Directors made up of 15 members, including:

- 13 Directors appointed by the Ordinary General Meeting:
  - 9 natural persons representing the member mutuals having the position of Chairman of the Board of Directors of their mutual;
  - 4 Directors elected for their qualifications who have the status of Independent Directors as defined by the AFEP-MEDEF task force and in the internal bylaws of the Board of Directors (see appendix 4 of section 8.1.3.4);
- 2 Directors elected by Company employees.

During the 2022 fiscal year, its membership was modified following:

- the co-optation of Nicolas Assémat on 19 May 2022 to replace Jean-Pierre Constant. The ratification of his appointment occurred during the General Meeting of 10 June 2022;
- the appointment, on 10 June 2022, of Anne Guérin to replace Caroline Grégoire Sainte Marie.

As of 31 December 2022, the membership of the Board of Directors was as follows:

**Chairman:**

- Jean-Yves Dagès

**Vice-Chairman:**

- Jean-Louis Pivard

**Directors:**

*Representing the member mutuals:*

- Nicolas Assémat
- Daniel Collay
- Sylvie Le Dilly
- Jérôme Moy
- Laurent Poupart
- Denis Roumégous
- François Schmitt

*Independent, chosen for their qualifications:*

- Isabelle Bordry
- Ada Di Marzo
- Anne Guérin
- Elie Harari

*Employee representatives:*

- Isabelle Chasseur
- Christophe Mercier

**Representing the Social and Economic Committee:**

- Catherine Guibert

**Secretary of the Board:**

- Cécile Daubignard

The average age of the Directors is 57.

The General Meeting of Groupama Assurances Mutuelles did not use the authority provided for in Article 21 of the bylaws to appoint non-voting Directors.

### 3.1.1.2 Duration and Expiry of Terms of Office

The duration of the terms of office of the Directors appointed by the General Meeting is six years. Except where the age limit is reached, these terms of office will expire during the 2027 Annual General Meeting for Directors representing the member mutuals, and, with respect to the Independent Directors, during

the 2023 Annual General Meeting for Ada Di Marzo and Anne Guérin and during the 2026 Annual General Meeting for Isabelle Bordry.

The terms of office of the two Directors elected by the Company's employees, for a period of four years, will expire following the annual General Meeting in 2024.

### 3.1.1.3 Terms of office and duties performed by the Directors

As far as the Company is aware, following a process of self-declaration of offices and functions held outside the Group, the other offices held by the Directors during the past five years are those listed below:



**Jean-Yves Dagès**

Date of birth: 21 July 1958

Nationality: French

#### BUSINESS ADDRESS

GROUPAMA D'OC  
14, RUE VIDAILHAN  
BP 93105  
31131 BALMA CEDEX

#### Main roles in the Company

Jean-Yves Dagès has been Chairman of the Board of Directors since 14 December 2012 and a Director since 3 August 2011. He was reappointed as Chairman at the Board meetings of 18 June 2015, 7 June 2018, and 17 June 2021. He was reappointed as Director at the General Meetings of 18 June 2015 and 17 June 2021. His terms of office expire at the end of the annual General Meeting in 2023, when he will reach the age limit provided for in the articles of association.

He has been Chairman of the Mutual Insurance Advisory Board since 7 June 2018. He was a member of the Audit and Risk Management Committee from 3 August 2011 to 14 December 2012.

#### Main position outside the Company

- › Farmer

#### Professional experience/Management expertise

- › Chairman of Groupama d'Oc
- › Honorary Chairman of Groupama Forêts Assurances – Misso

#### Current offices held

##### Served within the Group in France

Groupama d'Oc	› Chairman of the Board of Directors	Since 22 June 2011
Groupama Holding Filiales et Participations	› Chairman of the Board of Directors	Since 07 June 2018

#### Offices held between 2018 and 2022 no longer held by Jean-Yves Dagès

##### Served within the Group in France

Groupama Forêts Assurances – Misso	› Vice-Chairman of the Board of Directors (end of term 24 May 2019)
Groupama Holding	› Chairman of the Board of Directors (end of term 7 June 2018)
Groupama Holding 2	› Chairman of the Board of Directors (end of term 7 June 2018)

**Jean-Louis Pivard**

Date of birth: 27 May 1958

Nationality: French

**BUSINESS ADDRESS**

GROUPAMA RHÔNE-ALPES AUVERGNE  
 50, RUE DE SAINT CYR  
 69251 LYON CEDEX 9

**Main roles in the Company**

Jean-Louis Pivard has been Vice-Chairman of the Board of Directors since 14 December 2012 and a Director since 25 April 2012. He was reappointed as Vice-Chairman at the Board meetings of 18 June 2015, 7 June 2018, and 17 June 2021. He was reappointed as Director at the General Meetings of 18 June 2015 and 17 June 2021. His terms of office expire at the end of the annual General Meeting in 2023, when he will reach the age limit provided for in the articles of association.

He has been Vice-Chairman of the Mutual Insurance Advisory Board since 7 June 2018. He served as a member of the Agreements Committee from 30 May to 14 December 2012, when he became a member of the Audit and Risk Management Committee.

**Main position outside the Company**

- Retired

**Professional experience/Management expertise**

- Chairman of Groupama Rhône-Alpes Auvergne

**Current offices held****Served within the Group in France**

Gan Assurances	➤ Chairman of the Board of Directors ➤ Director	Since 13 February 2013 Since 07 March 2007
Groupama Holding Filiales et Participations	➤ Director	Since 06 June 2018
Groupama Rhône-Alpes Auvergne	➤ Chairman of the Board of Directors	Since 11 April 2012
SCI du Château de Cap de Fouste	➤ Director	Since 25 November 2015

**Served outside the Group in France**

Dortan-Compost	➤ Co-Manager	Since 15 December 2002
GAEC reconnu du Truchet	➤ Co-Manager	Since 30 August 1985

**Offices held from 2018 to 2022 no longer held by Jean-Louis Pivard****Served within the Group in France**

Groupama Holding	➤ Director (end of term 7 June 2018)
Groupama Holding 2	➤ Director (end of term 7 June 2018)

**Served outside the Group in France**

Compagnie Financière d'Orange Bank	➤ Director (end of term 24 April 2020)
------------------------------------	----------------------------------------



### Nicolas Assémat

Date of birth: 29 April 1977

Nationality: French

#### BUSINESS ADDRESS

GROUPAMA MÉDITERRANÉE  
MAISON DE L'AGRICULTURE  
BATIMENT 2  
PLACE CHAPTEL  
34261 MONTPELLIER CEDEX 2

#### Main roles in the Company

Nicolas Assémat has been a Director since 19 May 2022. This term will expire following the annual General Meeting in 2027.

He has been Vice-Chairman of the mutual insurance Advisory Board since 17 May 2022 and a member of the Compensation and Appointments Committee since 19 May 2022.

#### Main position outside the Company

- Farmer

#### Professional experience/Management expertise

- Chairman of Groupama Méditerranée

#### Current offices held

##### Served within the Group in France

Groupama Asset Management	➤ Vice-Chairman of the Board of Directors	Since 06 October 2022
	➤ Director	Since 26 September 2022
Groupama Holding Filiales et Participations	➤ Director	Since 17 May 2022
Groupama Méditerranée	➤ Chairman of the Board of Directors	Since 17 May 2022
SCI du Château de Cap de Fouste	➤ Chairman of the Board of Directors	Since 21 May 2022
	➤ Director	Since 09 June 2017

##### Served outside the Group in France

Domaine Les Carmes	➤ Manager	Since 1 August 2010
La Pierre polie	➤ Manager	Since 25 October 2017
Pressagrimed (formerly Paysan du Midi)	➤ Director	Since 12 September 2013
SCAV de Caunes et Trausse Minervois	➤ Director	Since 2005
SCI 3 Carmin	➤ Manager	Since 26 April 2022
SCI Les trois Coins	➤ Manager	Since 25 October 2017
Société civile patrimoniale Les Carmes	➤ Manager	Since 25 October 2017

#### Offices held from 2018 to 2022 no longer held by Nicolas Assémat

##### Served within the Group in France

Groupama Méditerranée	➤ Vice-Chairman of the Board of Directors (end of term 17 May 2022)
Groupement Forestier du Domaine de Cobazet	➤ Representative of Groupama Méditerranée, Manager (from 17 May to 26 October 2022)

**Isabelle Bordry**

Date of birth: 09 January 1970

Nationality: French

**BUSINESS ADDRESS**

RETENCY

19, RUE VIVIENNE

75002 PARIS, FRANCE

**Main roles in the Company**

Isabelle Bordry has been an Independent Director since 19 May 2016. This term was renewed during the General Meeting of 18 June 2020 and will expire following the annual General Meeting in 2026.

After serving as a member of the Agreements Committee since 19 May 2016, she was its Chairman from 20 October 2016 to 7 June 2018. She has been a member of the Strategy Committee since that date and was its Chairman from 25 September 2018 to 11 October 2022. She has also been a member of the Compensation and Appointments Committee since 19 May 2022 and its Chairman since 10 June 2022.

**Main roles in the Company**

- › Co-founder of Retency - Head of strategic development
- › Member of the Collège de l'Autorité Nationale des Jeux
- › Member of the Board of Directors of Établissement public de la Réunion des musées Nationaux et du Grand Palais des Champs Élysées
- › Member of the outlook committee of the CNIL (Commission Nationale de l'Information et des Libertés)
- › Independent Director of Netgem

**Professional experience/Management expertise**

- › Since 2014: Retency SAS - Co-Founder
- › 2015 to 2016: Member of the Board of Directors of Fonds pour l'Innovation Numérique de la Presse (FINP)
- › 2007 to 2013: Business angel - Independent investor
- › 1997 to 2005: Yahoo! - Chief Executive Officer, Yahoo! France - Chief Operating Officer, Yahoo! Europe
- › 1993 to 1997: Hachette Filipacchi Group

**Current offices held****Served outside the Group in France**

ABCD XYZ	› Manager	Since 12 January 2006
Netgem*	› Director	Since 06 March 2008
Retency SAS	› Member of the Supervisory Board	Since July 2015

**Offices held from 2018 to 2022 no longer held by Isabelle Bordry**

None

\* Listed company.

**Daniel Collay**

Date of birth: 17 January 1961

Nationality: French

**BUSINESS ADDRESS**

GROUPAMA PARIS VAL DE LOIRE  
 1 BIS AVENUE DU DOCTEUR TENINE  
 92160 ANTONY, FRANCE

**Main roles in the Company**

Daniel Collay has been a Director since 30 May 2012. He was reappointed at the General Meetings of 18 June 2015 and 17 June 2021 for a term that will expire following the 2026 annual General Meeting, the year in which he will reach the age limit provided for in the articles of association.

He has been Vice-Chairman of the Mutual Insurance Advisory Board since 7 June 2018. After serving as a member of the Agreements Committee from 14 December 2012 to 7 June 2018, he was its Chairman from 18 September 2013 to 13 February 2014, then member of the Strategy Committee from 7 June 2018 to 1 July 2020. He has since then been a member of the Compensation and Appointments Committee.

**Main position outside the Company**

- Farmer

**Professional experience/Management expertise**

- Chairman of Groupama Paris Val de Loire

**Current offices held****Served within the Group in France**

Groupama Gan Vie	➤ Chairman of the Board of Directors	Since 1 July 2020
Groupama Holding Filiales et Participations	➤ Director	Since 06 June 2018
Groupama Paris Val de Loire	➤ Chairman of the Board of Directors	Since 24 April 2012
SCI du Château de Cap de Fouste	➤ Director	Since 25 November 2015

**Offices held from 2018 to 2022 no longer held by Daniel Collay****Served within the Group in France**

Amaline Assurances	➤ Chairman of the Board of Directors (end of term 19 November 2020)
Groupama Holding	➤ Director (end of term 7 June 2018)
Groupama Holding 2	➤ Director (end of term 7 June 2018)
SCI Agrisud	➤ Manager (end of term 14 April 2021)

**Ada Di Marzo**

Date of birth: 02 April 1974

Nationality: Italian

**BUSINESS ADDRESS**

BAIN & COMPANY  
25, AVENUE KLÉBER  
75116 PARIS, FRANCE

**Main roles in the Company**

Ada Di Marzo has been an Independent Director since 28 June 2017. This term will expire following the annual General Meeting in 2023.

After serving as a member of the Audit and Risk Management Committee from 28 June 2017 to 7 June 2018, she has been a member of the Strategy Committee since that date and its Chairman since 11 October 2022.

**Main position outside the Company**

- Partner and CEO at the Paris office of Bain & Company - Member of the Financial Services Division

**Professional experience/Management expertise**

- Since 1999: Bain & Company
  - Since 2019: Chief Executive Officer of the Paris office, Member of the EMEA Executive Committee of Bain & Company
  - Since 2014: Partner at the Paris office, head of the Financial Services Division
  - Since 2010: Partner at the Paris office, member of the Financial Services Division
  - 1999 to 2010: Mission Director at the Rome and Paris offices
- 1998 to 1999: San Paolo Imi, Banco Di Napoli in Italy
- 1997 to 1998: Telecom Italia Finance – Department of financial markets in Luxembourg

**Current offices held**

None

**Offices held from 2018 to 2022 no longer held by Ada Di Marzo**

None

**Anne Guérin**

Date of birth: 16 August 1968  
 Nationality: French

**BUSINESS ADDRESS**

BPIFRANCE  
 27-31, AVENUE DU GENERAL LECLERC  
 94700 MAISONS-ALFORT CEDEX

**Main roles in the Company**

Anne Guérin has been an Independent Director since 10 June 2022. This term will expire following the annual General Meeting in 2023.

She has been a member of the Audit and Risk Management Committee since 10 June 2022.

**Main position outside the Company**

- Head of Finance and the Bpifrance Network

**Professional experience/Management expertise**

- Since 2014: Bpifrance
  - Since 2017: Head of Finance and the Bpifrance network, member of the Executive Committee
  - 2016 to 2017: Chief Risk Officer, member of the Executive Committee
  - 2014 to 2015: Head of International Finance
- 2008 to 2014: OSEO - Regional Director for Île-de-France Ouest
- 2000 to 2005: Avenir Entreprises - Business Manager then Head of Investments - Private Equity activity in the SME segment
- 1991 to 1999: CEPME then BDPME - Finance Business Manager

**Current offices held****Served outside the Group in France**

SEB SA*	➤ Permanent representative of Bpifrance Investissement, Director	Since 19 May 2022
Bpifrance Régions	➤ Director	Since 18 April 2016

**Offices held from 2018 to 2022 no longer held by Anne Guérin****Served outside the Group in France**

Peugeot SA*	➤ Permanent Representative of Bpifrance Participations, member of the Supervisory Board (end of term 31 December 2020)
-------------	------------------------------------------------------------------------------------------------------------------------

\* Listed company.

**Elie Harari**

Date of birth: 17 September 1964

Nationality: French

**BUSINESS ADDRESS**

21 RUE DU GUE

92500 RUEIL MALMAISON, FRANCE

**Main roles in the Company**

Elie Harari has been an Independent Director since 1 July 2020. This term will expire following the annual General Meeting in 2023.

He has been a member of the Audit and Risk Management Committee since 1 July 2020 and became its Chairman on 28 August 2020.

**Main roles outside the Company**

- Chairman of the Audit Committee of Médecins du Monde
- Director of companies

**Professional experience/Management expertise**

- Since 2019: Chairman of the Audit Committee of Médecins du Monde
- Since 2017: Professor of audit and finance courses at various business schools.
- 2000 to 2017: Axa
  - 2016 to 2017: Chief Financial Officer at Axa Partners
  - 2013 to 2016: General Secretary - Chief Financial Officer at Axa Investment Managers
  - 2009 to 2013: Strategy Director at the AXA Group
  - 2005 to 2009: Audit Director at Axa France
  - 2000 to 2005: Director of Strategy and P&C/Banking Management Control at AXA France
- 1991 to 2000: CIC
  - 1995 to 2000: Audit Manager
  - 1991 to 1995: Management Controller
- 1988 to 1991: Ernst & Young
  - Senior Consultant at Ernst & Young Conseil
  - Missions in the financial sector, particularly in stock trading firms

**Current offices held**

None

**Offices held from 2018 to 2022 no longer held by Elie Harari**

None



### Sylvie Le Dilly

Date of birth: 12 April 1967  
Nationality: French

#### BUSINESS ADDRESS

GROUPAMA CENTRE-MANCHE  
10, RUE BLAISE PASCAL  
CS 40337  
28008 CHARTRES CEDEX

#### Main roles in the Company

Sylvie Le Dilly has been a Director since 18 June 2020. This term was renewed during the General Meeting of 17 June 2021 and will expire following the annual General Meeting in 2027.

She has been Vice-Chairman of the Mutual Insurance Advisory Board since 14 May 2020 and a member of the Strategy Committee since 1 July 2020.

#### Main position outside the Company

- Farmer

#### Professional experience/Management expertise

- Chairman of Groupama Centre-Manche

#### Current offices held

##### Served within the Group in France

Groupama Assurance-Crédit & Caution	➤ Chairman of the Board of Directors	Since 24 June 2020
Groupama Centre-Manche	➤ Chairman of the Board of Directors	Since 14 May 2020
Groupama Holding Filiales et Participations	➤ Director	Since 03 June 2020

##### Served outside the Group in France

SCEA Drouet Le Dilly	➤ Co-Manager	Since March 1991
----------------------	--------------	------------------

#### Offices held from 2018 to 2022 no longer held by Sylvie Le Dilly

##### Served within the Group in France

Gan Assurances	➤ Director (end of term 02 July 2020)
Groupama Centre-Manche	➤ Vice-Chairman of the Board of Directors (end of term 14 May 2020)
SCA du Château d'Agassac	➤ Member of the Management Board (end of term 09 April 2021)

##### Served within the Group abroad

Groupama Phoenix Hellenic Insurance Company SA	➤ Director (end of term 27 June 2020)
------------------------------------------------	---------------------------------------

**Jérôme Moy**

Date of birth: 04 August 1973  
 Nationality: French

**BUSINESS ADDRESS**

GROUPAMA LOIRE BRETAGNE  
 23, BOULEVARD DE SOLFERINO  
 CS 51209  
 35012 RENNES CEDEX

**Main roles in the Company**

Jérôme Moy has been a Director since 13 May 2020. This term was renewed during the General Meeting of 17 June 2021 and will expire following the annual General Meeting in 2027.

He has been Vice-Chairman of the Mutual Insurance Advisory Board since 12 May 2020 and a member of the Audit and Risk Management Committee since 1 July 2020.

**Main position outside the Company**

- Farmer

**Professional experience/Management expertise**

- Chairman of Groupama Loire Bretagne

**Current offices held*****Served within the Group in France***

Groupama Holding Filiales et Participations	➤ Director	Since 03 June 2020
Groupama Loire Bretagne	➤ Chairman of the Board of Directors	Since 12 May 2020
Mutuaide Assistance	➤ Chairman of the Board of Directors	Since 24 June 2020

**Offices held from 2018 to 2022 no longer held by Jérôme Moy**

None



### Laurent Poupart

Date of birth: 20 February 1964

Nationality: French

#### BUSINESS ADDRESS

GROUPAMA NORD-EST  
2, RUE LÉON PATOUX

CS 90010  
51686 REIMS CEDEX 2

#### Main roles in the Company

Laurent Poupart has been a Director since 27 May 2015. This term was renewed during the General Meetings of 18 June 2015 and 17 June 2021 and will expire following the annual General Meeting in 2027.

He has been Vice-Chairman of the Mutual Insurance Advisory Board and a member of the Strategy Committee since 7 June 2018. He was a member of the Compensation and Appointments Committee from 27 May 2015 to 7 June 2018.

#### Main position outside the Company

- Farmer

#### Professional experience/Management expertise

- Chairman of Groupama Nord-Est

#### Current offices held

##### Served within the Group in France

Groupama Holding Filiales et Participations	➤ Director	Since 06 June 2018
Groupama Nord-Est	➤ Chairman of the Board of Directors	Since 17 April 2015

##### Served within the Group abroad

Groupama Assicurazioni Spa	Chairman of the Board of Directors	Since 26 April 2018
----------------------------	------------------------------------	---------------------

##### Served outside the Group in France

Opale Agri Distribution	➤ Co-Manager	Since 17 August 2012
EARL Poupart	➤ Manager	Since 1994
SCEA Poupart Regnaut	➤ Manager	Since 21 July 2005

#### Offices held from 2018 to 2022 no longer held by Laurent Poupart

##### Served within the Group in France

Groupama Assurance-Crédit	➤ Chairman of the Board of Directors (end of term 7 June 2018)
Groupama Holding	➤ Director (end of term 7 June 2018)
Groupama Holding 2	➤ Director (end of term 7 June 2018)

**Denis Roumégous**

Date of birth: 26 April 1959

Nationality: French

**BUSINESS ADDRESS**

GROUPAMA CENTRE-ATLANTIQUE  
1, AVENUE DE LIMOGES  
CS 60001  
79044 NIORT CEDEX 9

**Main roles in the Company**

Denis Roumégous has been a Director since 20 May 2021. He was reappointed at the General Meeting of 17 June 2021 for a term that will expire following the 2024 Annual General Meeting, the year in which he will reach the age limit provided for in the articles of association.

He has been Vice-Chairman of the mutual insurance Advisory Board since 16 April 2021 and a member of the Compensation and Appointments Committee since 20 May 2021.

**Main position outside the Company**

- Farmer (winegrower)

**Professional experience/Management expertise**

- Chairman of Groupama Centre-Atlantique

**Current offices held*****Served within the Group in France***

Centaure Centre-Atlantique	➤ Director	Since 26 May 2020
Gan Prévoyance	➤ Chairman of the Board of Directors	Since 26 May 2021
Groupama Centre-Atlantique	➤ Chairman of the Board of Directors	Since 16 April 2021
Groupama Holding Filiales et Participations	➤ Director	Since 16 April 2021
SCI du Château de Cap de Fouste	➤ Director	Since 19 June 2021

**Offices held from 2018 to 2022 no longer held by Denis Roumégous*****Served within the Group in France***

Groupama Centre-Atlantique	➤ Vice-Chairman of the Board of Directors (end of term 16 April 2021)
Groupama Immobilier	➤ Director (end of term 26 May 2021)



### François Schmitt

Date of birth: 06 March 1963

Nationality: French

#### BUSINESS ADDRESS

GROUPAMA GRAND EST  
101, ROUTE DE HAUSBERGEN  
BP 30014 - SCHILTIGHEIM  
67012 STRASBOURG CEDEX 1

#### Main roles in the Company

François Schmitt has been a Director since 30 June 2008. He was reappointed during the General Meetings of 27 May 2009, 18 June 2015, and 17 June 2021 for a term that will expire following the Annual General Meeting in 2027.

Since 7 June 2018, he has been Deputy Chairman of the Mutual Insurance Advisory Board and a member of the Audit and Risk Management Committee. He was a member of the Agreements Committee from 30 June 2008 to 26 August 2009 and a member of the Compensation and Appointments Committee from 26 August 2009 to 7 June 2018.

#### Main position outside the Company

- Farmer

#### Professional experience/Management expertise Professional experience/Management expertise

- Chairman of Groupama Grand Est

#### Current offices held

##### *Served within the Group in France*

Gan Patrimoine	➤ Chairman of the Board of Directors	Since 20 May 2015
Groupama Grand Est	➤ Chairman of the Board of Directors	Since 25 June 2008
Groupama Holding Filiales et Participations	➤ Director	Since 06 June 2018
Groupama Immobilier	➤ Director	Since 08 June 2018
SCI du Château de Cap de Fouste	➤ Director	Since 25 November 2015

#### Offices held from 2018 to 2022 no longer held by François Schmitt

##### *Served within the Group in France*

Groupama Holding	➤ Director (end of term 7 June 2018)
Groupama Holding 2	➤ Director (end of term 7 June 2018)

**Isabelle Chasseur**

Date of birth: 16 July 1962

Nationality: French

**BUSINESS ADDRESS**

GROUPAMA ASSURANCES MUTUELLES

8-10 RUE D'ASTORG

75008 PARIS, FRANCE

**Main role in the Company**

Isabelle Chasseur has been a Director representing the Company's employees since 20 October 2020. This term will expire following the annual General Meeting in 2024.

**Main position outside the Company**

None

**Professional experience/Management expertise**

- Management Assistant in the Group Tax Department

**Current offices held**

None

**Offices held from 2018 to 2022 no longer held by Isabelle Chasseur**

None

**Christophe Mercier**

Date of birth: 30 April 1959

Nationality: French

**BUSINESS ADDRESS**

GROUPAMA ASSURANCES MUTUELLES  
CAMPUS WEST PARK 4  
8 BOULEVARD DE PESARO  
92000 NANTERRE

**Main role in the Company**

Christophe Mercier has been a Director representing the Company's employees since 20 October 2020. This term will expire following the Annual General Meeting in 2024.

**Main position outside the Company**

None

**Professional experience/Management expertise**

➤ Insurance Project Manager within the Group Agricultural Department

**Current offices held*****Served outside the Group in France***

SCI Les Celliers

➤ Manager

Since 31 January 2015

**Offices held from 2018 to 2022 no longer held by Christophe Mercier**

None

### 3.1.1.4 Responsibilities of the Board of Directors

The Board of Directors sets the Company's business strategy and oversees its implementation. Subject to the powers expressly assigned to the General Meeting and up to the limit of the corporate purpose, it deals with any issues involving the smooth running of the Company and settles the matters concerning it through its deliberations. In addition, it performs any audits or controls it deems necessary.

In accordance with the provisions of the French Insurance Code, the duties of Chairman and Chief Executive Officer are separated. Executive duties are therefore entrusted to a CEO who is not a Board member.

### 3.1.1.5 Responsibilities of the Chairman of the Board of Directors

The Chairman of the Board of Directors will organise and lead the work of the Board of Directors, on which he reports to the General Meeting. He will ensure the proper functioning of the corporate bodies and, in particular, will ensure that the Directors are capable of fulfilling their duties.

### 3.1.1.6 Authority Reserved for the Board of Directors

Under the bylaws of the Company, some operations require prior approval by the Board:

- amendment of the reinsurance agreement and the agreement defining the security and solidarity mechanisms with the member mutuals (a presentation of these agreements is provided in section 3.7);
- issues of securities of any kind as well as issues and redemptions of mutual certificates;
- any significant operations that may affect the Group's strategy and its scope of activities;
- the methods for implementing the solidarity plan pursuant to the agreement on security and solidarity plans;
- termination of the agreement defining the security and solidarity mechanisms at the initiative of Groupama Assurances Mutuelles.

The decision to terminate the reinsurance agreement at the initiative of Groupama Assurances Mutuelles must be made by a two-thirds majority of the members.

Certain operations are also subject to approval by the Board of Directors if they exceed a unit amount set by the Board of Directors.

The unit amount of transactions beyond which the Chief Executive Officer must obtain prior authorisation from the Board of Directors, set by the Board of Directors at its meeting on 23 October 2019, is as follows:

- above €20 million per security and in total consolidated holdings of Groupama Assurances Mutuelles by various companies of the Group, excluding dividend reinvestment in securities: acquisition or divestment of entities or Company securities giving it at least a blocking minority by any means

(purchase, contribution, exchange, etc.) as part of a business partnership operation;

- above €100 million per security and in total consolidated holdings of Groupama Assurances Mutuelles by various companies of the Group, excluding dividend reinvestment in securities and buy/sell transactions: acquisition (including by way of capital increase) of any equities as part of the following transactions:
  - acquisition of unlisted equities, excluding business partnerships,
  - acquisition of listed equities outside the Groupama Asset Management mandate;
- above €50 million per transaction: acquisition, divestment, or exchange of any insurance investment or operating property assets (property and shares or units of property companies);
- above €50 million: any loans, excluding cash operations conducted with companies that have equity ties to Groupama Assurances Mutuelles, either directly or indirectly;
- above €10 million: grant any pledges on corporate property.

### 3.1.1.7 Code of Corporate Governance

Despite its conversion into a mutual insurance company, Groupama Assurances Mutuelles chose to continue to refer to the AFEP-MEDEF corporate governance Code, revised in December 2022. In the absence of a corporate governance Code specific to the mutual insurance world, it was considered preferable to continue to refer to the AFEP-MEDEF Code rather than to no longer refer to a corporate governance Code. Groupama Assurances Mutuelles holds securities admitted to a regulated market.

Its conversion reinforces the relevance of the non-implementation of some of the Code's recommendations. The main exemptions from the recommendations from the Code of Corporate Governance in force are as follows:

- the duration of the terms of office of Directors appointed by the General Meeting is not 4 years but 6; given the current situation, Groupama Assurances Mutuelles considers the maximum term provided by law to be more appropriate for its mutual insurance structure due to the establishment of a long-term career path for Directors within the mutual insurance company;
- since its conversion into an agricultural reinsurance mutual, which is a special form of mutual insurance company, the provisions relating to diversity on Boards of Directors no longer apply to it. However, the Company, which had 30.8% female Directors (excluding Directors elected by the employees) as of 31 December 2022, has a goal of at least 40% female Directors in the long term. To do this, the Company has taken incentive measures to ensure that a greater proportion of women are represented in the mutual insurance pyramid, starting from the local level, then the regional level, and reaching the national level where the composition of the Board of Directors of Groupama Assurances Mutuelles is based;

› the number of Independent Directors represents only 30.8% of the total number of Directors making up the Board of Directors (excluding Directors elected by the employees) and not one third, the percentage recommended for companies having a controlling shareholder. However, this proportion is in line with the provisions of Article R. 322-120-3 of the French Insurance Code, applicable to the Groupama central body, which provides that its Board of Directors must have a number of Independent Directors of at least one quarter of the total number of its Directors, *i.e.* at least four Independent Directors as of this date, and at most one third of this total. This special provision is binding on the Company and represents a regulatory exception to the principle that the Board of Directors of a mutual insurance company must be composed of members, in this case representatives of member mutuals for Groupama Assurances Mutuelles. Furthermore, as a matter of principle, all the Directors of a mutual insurance company are completely independent because they do not have any proprietary interests (shares) in the Company.

The choice of the minimum proportion provided for in this article is justified by the Company's mutual insurer structure and the inherent independence of its Directors;

› the proportion of independent members within the Audit and Risk Management Committee is 40% compared with the recommended minimum of two thirds; this membership is meant to be more in line with the Company's structure as a mutual insurer without capital structure, as the elected representatives of the mutual insurance company is also inherently independent; note that the Chairman of the committee is an Independent Director and has proven financial and insurance expertise;

› the Compensation and Appointments Committee does not have a majority of Independent Directors; its current membership reflects the Company's mutual insurer structure, as the elected Directors of the mutual insurance company are also inherently independent. This committee was also chaired by an Independent Director. Moreover, the Company did not wish to include a Director representing the employees on the Compensation and Appointments Committee, believing that this body is not the most appropriate for employee expression, which is strongly developed elsewhere within the Group.

Lastly, the employment contract of Thierry Martel, Chief Executive Officer, was suspended due to his 21 years of service within the Company as an employee before his appointment.

### 3.1.1.8 Work of the Board in 2022

The Board of Directors met ten times during fiscal year 2022, including the Board of Directors seminar, which was held in November.

The meeting attendance rate of the Board members was 99%, compared with 98% in 2021. The Group General Secretary carried out the duties of Secretary of the Board.

In 2022, the Board deliberated mainly on the following issues:

- › the individual and combined annual accounts and the combined semi-annual accounts as well as the various reports and documents required by the regulations and particularly those required within the Solvency 2 prudential framework (report on internal control of measures to fight money laundering and terrorist financing, SCR and MCR coverage ratios, group and solo ORSA, SFCR, and RCR reports, actuarial function report, etc.);
- › modification of the General Reinsurance Regulations with the regional mutuals;
- › establishment of a joint crisis management mechanism;
- › partnership projects;
- › prospects for renewal external reinsurance protection;
- › the provisional audit plan for 2023;
- › the updating of written policies;
- › property and financial transactions;
- › governance, with:
  - the outside assessment of the operation of the Board of Directors,
  - the compensation of Managers and corporate officers,
  - the amendment of the bylaws;
- › the financing of major programmes for 2022;
- › the updating of the Company's strategic plan in accordance with the job security law;
- › authorisation of sureties, endorsements, and guarantees;
- › the issue of subordinated instruments and the proposed redemption and option of early redemption of subordinated instruments;
- › authorisation to use derivative assets.

Lastly, the Board of Directors acknowledged the work of the Board's three committees and reviewed certain matters for information purposes, mainly including:

- › the performance indicators for the Group's businesses and particularly the key management indicators;
- › the implementation of the Group's strategy;
- › the monitoring of the CSR strategy;
- › the combined results forecasts for 2022, the 2023 budget, and the forecasts for 2024 to 2025;
- › the half-year review of the balance sheet and the guidelines for the Asset Management policy;

- with respect to risk management: mainly the Group's major risks;
- updates on the subsidiaries or partnership agreements;
- the review of and guidelines for the Human Resources policy;
- the financial environment and regulatory changes.

During the 2022 fiscal year, two training sessions were organised for the Board members: the first on insurance consumer protection rules and the second on IFRS control metrics and the Group partial internal model.

On the proposal of the Compensation and Appointments Committee, a Board seminar was devoted to the future of health insurance.

The 2022 financial statements were closed on 16 March 2023 by the Board of Directors, which also prepared the draft management report and its appendices and the text of draft Resolutions to be presented to the General Meeting on 09 June 2023. The 2022 financial statements were submitted in advance to the Audit and Risk Management Committee, which reviewed them on 07 March 2023.

### 3.1.1.9 Internal bylaws of the Board of Directors

The Board of Directors adopted a set of internal bylaws designed to specify its operating methods, to supplement the Company's legal, regulatory and statutory provisions and to spell out the rights and obligations of the Board members.

The internal bylaws adopted by the Board of Directors on 7 June 2018 include, in particular, provisions on:

- the operation of the Board of Directors, specifying its mission, its support on study committees, the status of Independent Director, and the use of periodic evaluation of its mode of operation;
- the Director's rights with regard to information and training, but also the Director's obligations as regards the duty of confidentiality and the treatment of inside information in the context of preventing the risk of insider trading, given that Groupama Assurances Mutuelles makes public offerings;
- the powers of the executive management in the effective management of the central body of the network made up of the Group's reinsurance mutuals;
- the composition, organisation, and responsibilities of the committees of the Board of Directors. During that meeting, the Board of Directors decided, following the conversion, to replace the Agreements Committee, whose purpose was related to the presence of minority shareholders, with a Strategy Committee.

The text of the internal bylaws is reproduced in full in chapter 8, section 8.1.3.

## 3.1.2 COMMITTEES OF THE BOARD OF DIRECTORS

Pursuant to the provisions of the bylaws, the Board of Directors decided in 2005 to establish committees called to deliberate on issues submitted by the Board or its Chairman for review. As such, under the internal bylaws of the Board of Directors, the Board shall be assisted by technical committees in the performance of its responsibilities.

The committees of the Board of Directors have no power themselves and their responsibilities neither reduce nor limit the powers of the Board. They are responsible for enlightening the Board of Directors in certain areas. It is up to the committees to report the findings of their work to the Board of Directors in the form of minutes, proposals, information, or recommendations.

Since 7 June 2018, these committees are as follows:

- audit and Risk Management Committee;
- compensation and Appointments Committee;
- strategy Committee.

The provisions relating to the organisation and operation of each of these committees are attached to the internal bylaws (chapter 8, section 8.1.3).

### 3.1.2.1 Audit and Risk Management Committee

#### (a) Membership

In 2022, the Audit and Risk Management Committee was made up of five members appointed by the Board of Directors, including:

- 3 Directors representing the member mutuals:
  - Jérôme Moy, Chairman of the Groupama Loire Bretagne regional mutual,
  - Jean-Louis Pivard, Chairman of the Groupama Rhône-Alpes Auvergne regional mutual, and
  - François Schmitt, Chairman of the Groupama Grand Est regional mutual;
- 2 Independent Directors:
  - Anne Guérin, and
  - Elie Harari.

The Audit and Risk Management Committee is chaired by an Independent Director, Elie Harari.

Note that the CEO of Groupama Assurances Mutuelles (GMA) does not participate in the work of the Audit and Risk Management Committee unless specifically invited. This CEO is represented by the Deputy CEO for Finance, Actuarial Services, Audit, and Risk Management as an effective Manager. The General Secretary serves as a liaison and coordinator between the Senior Management and the Directors and is also the secretary of the committee, supported by the Head of Legal. Depending on the topics, the Director of Accounting, the Director of Investments, and the heads of key functions (Director of Audits, Director of Actuarial Services, Director of Compliance, and Director Of Risk Management) also participate in the committee meetings.

### **(b) Responsibilities**

The main responsibilities of the Audit and Risk Management Committee, which are included in the internal bylaws of the Board of Directors of Groupama Assurances Mutuelles, are listed below:

- examining the combined/consolidated/parent company draft half-annual and annual financial statements as well as the references and scope of consolidation;
- ensuring that the internal data collection and control procedures guarantee the quality and reliability of the Company's accounts;
- reviewing the performance of the statutory auditors' responsibilities and the amount of fees paid to them and ensuring compliance with the rules guaranteeing their independence;
- reviewing the financial investment policy and assets/liabilities management;
- reviewing the forecasts in advance and monitoring their achievement;
- overseeing the risk management and internal control policy, procedures, and systems;
- reviewing the regulatory reports (ORSA, RSR, SFCR, actuarial function report);
- reviewing the Group's main risks and its solvency situation;
- reviewing the projected audit plan and the monitoring of the implementation of the audit recommendations;
- examining any amendments to the reinsurance agreement, regulated agreements, and the financing of major programmes.

### **(c) Activity in 2022**

In 2022, the Audit and Risk Management Committee met seven times: on 19 January, 2 March, 30 March, 11 May, 31 August, 18 October, and 6 December. The participation rate was 97.43%.

In 2022, the Audit and Risk Management Committee focused its work on the following main topics:

#### **Review of the Group's financial position**

- over the course of two meetings, the committee reviewed the Asset Management policy looking back on 2022 as well as ahead to fiscal year 2023; this enabled it in particular to monitor the progress of the Group's investment policy and the possibility of entering a recession; It also reviewed the sustainable investment charter;
- it reviewed Groupama's 2022 projected combined results, the 2023 budget, and the Group's operational strategy planning for 2024-2025.

#### **Monitoring of the statutory audit of the annual and half-year financial statements**

- the Audit and Risk Management Committee reviewed the 2021 combined, consolidated, and individual financial statements, the 2022 half-year combined financial statements, and the Solvency II results;

➤ it also devoted two meetings during the year specifically to a review of the principles, rules, and options adopted for the closure of the annual and half-year financial statements;

➤ it gave its opinion on draft press releases relating to the annual and half-year financial statements and was consulted on the draft 2021 Universal Registration Document (DEU) without the financial statements, which was filed with the Autorité des Marchés Financiers (AMF) on 28 April 2022 under number D. 22-0374;

➤ a progress report on the roadmaps for adapting to IFRS 17 and 9 was presented to it, as well as the IFRS 17 control metrics, and it was informed of the monitoring of its implementation and the additional resources necessary to complete the project.

#### **Monitoring of risks and solvency**

- the committee reviewed the Group's major risks as of 31 December 2021 and 30 June 2022;
- it regularly reviewed the execution of the audit plan (including the Cyber cross-functional audit) as well as the implementation of the audit recommendations and the draft 2023 audit plan;
- the committee devoted several meetings to subjects falling within the Solvency II prudential framework during which the following were presented to it, depending on the case, for an opinion or for information:
  - GMA and Group 2022 ORSA reports sent to the ACPR and the validation of the 2022 ORSA stress tests, EIOPA stress tests,
  - the Solvency and Financial Condition Report (SFCR) and the Regular Supervisory Report (RSR) of GMA and the Groupama group,
  - the actuarial function report,
  - the compliance verification key function report,
  - the revision of certain written policies subject to the approval of the Board of Directors,
  - the tracking of the Group's risk tolerance dashboards and the adjustment of asset risk limits;

- it examined the semi-annual reports on major litigation under way within the Group and the report on internal control of the Company's plan against money laundering and terrorist financing;
- it was informed of the appointment of the AML-CFT permanent and periodic control Managers;
- it was informed of changes in the financial and regulatory environment and impacts for the Group;
- it reviewed the balance sheet as well as the prospects for renewing the external reinsurance programme for 2023 and was consulted on the modification of the General Reinsurance Regulations.

#### **Follow-up of the statutory auditors' responsibilities**

- the committee examined the status of reappointments of the Group's statutory auditors and the statutory auditors' fees budget for fiscal year 2022;

- the statutory auditors presented to the committee their 2022 strategic audit plan, which describes their responsibilities, the areas of particular attention, and their audit approach in response to the identified risks;
- they presented the new PricewaterhouseCoopers Audit signatory partners to the committee;
- it is further noted that at every meeting, the committee heard the statutory auditors without the management being present.

#### Follow-up on certain financial transactions or projects

- the committee was informed of the audits conducted by various authorities and reviewed the draft responses or the action plan monitoring;
- the committee examined the following topics:
  - authorisation to use derivative assets to manage equity, property, or currency risks,
  - renewal of the annual authorisation granted to senior management for sureties, endorsements, and guarantees,
  - renewal of the parental guarantee package of an international subsidiary,
  - the off-balance-sheet commitments of Groupama Assurances Mutuelles,
  - the Asset Management mandate linking GMA to Groupama Asset Management,
  - the granting of intra-group subsidies,
  - the Groupama joint crisis management mechanism;
- it issued an opinion on a property transaction;
- the committee examined the advisability of issuing subordinated debt, the proposed repayment and early redemption option of Tier 1 subordinated debt 2024, and was informed of the execution of the subordinated debt redemption authorisation;
- it was kept informed of the progress of the "The Link" property project and given status reports on the international subsidiaries and plans for capital increases;
- it reviewed Groupama Asset Management's business model;
- it was informed of the formation of the VAT group.

Finally, the committee also defined its programme of work.

### 3.1.2.2 Compensation and Appointments Committee

#### (a) Membership

The Compensation and Appointments Committee is made up of 4 members, including:

- 3 Directors representing the regional mutuals:
  - Nicolas Assémat, Chairman of the Groupama Méditerranée regional mutual, who replaced Jean-Pierre Constant,
  - Daniel Collay, Chairman of the Groupama Paris Val de Loire regional mutual,
  - Denis Roumégous, Chairman of the Groupama Centre-Atlantique regional mutual;
- 1 Independent Director: Isabelle Bordry, Chairman of the committee, who replaced Caroline Grégoire Sainte Marie.

The Chairman of Groupama Assurances Mutuelles and the CEO do not participate in the committee's work. The General Secretary of Groupama Assurances Mutuelles, who performs the duties of secretary of the committee, provides ongoing assistance in the committee's work.

#### (b) Responsibilities

The responsibilities of the Compensation and Appointments Committee, which are included in the internal bylaws of the Board of Directors of Groupama Assurances Mutuelles, are listed below:

- propose to the Board of Directors any matters relating to the personal status of the corporate secretaries, specifically compensation, pensions, as well as provisions for the departure of members of the Company's management bodies;
- make any proposals relating to the compensation of corporate officers;
- define the rules for setting the variable portion of the compensation of Corporate Secretaries and ensure the consistency of these rules with the annual assessment of the performance of the Corporate Secretaries and with the Group's medium-term strategies;
- evaluate all compensation and benefits received by Directors, as applicable, from other companies of the Group, including retirement benefits and benefits of any kind;
- organise a procedure to select future Independent Directors and to perform its own studies on potential candidates before any measure has been taken with regard to them;
- verify each year the individual status of each director other than Directors representing member mutuals or employees with regard to the status of Independent Director and communicate the conclusions of its examination to the Board of Directors;
- perform tasks involving evaluation of the Board of Directors' operating methods annually and to communicate the conclusions of these tasks to the Board of Directors.

#### (c) Activity in 2022

During fiscal year 2022, the Compensation and Appointments Committee met on five occasions: 3 March, 19 April, 10 May, 19 October, and 7 December. Each time, the committee presented a report on its activities to the Board of Directors.

In 2022, the work of the committee focused on the following main topics:

#### **Status and compensation of corporate officers**

- the committee proposed a review of the compensation for 2021 for the Chief Executive Officer;
- it examined the draft Universal Registration Document, the Groupama Assurances Mutuelles 2021 management report on the remuneration of Directors and corporate officers and the report on corporate governance;
- it examined the compensation systems for the Chairman and the Chief Executive Officer for the 2022 fiscal year;
- it finalised the Chief Executive Officer's variable compensation system for the 2022 fiscal year proposed the elements for building the 2023 variable compensation system as well as the 2023-2025 multi-year performance plan;
- it examined the criterion for deferral of the CEO's variable compensation;
- it examined the changes in the settlements of life annuities for Chairmen;
- it studied the revaluation of the daily time allowances.

#### **Selection of a new Independent Director and appointment of a new member**

- the committee interviewed candidates to propose to the board an appointment as an Independent Director of Groupama Assurances Mutuelles who will also sit on the audit and risk Management Committee of this Company;
- the committee proposed to the Board the appointment of a new member, Isabelle Bordry, and suggested that she take over the chairmanship of the committee to replace Caroline Grégoire Sainte Marie from the end of her term of office.

#### **Verification of independence**

- the committee verified the independent status of the outside Directors of the Board of Directors in the light of the criteria set out in the AFEP-MEDEF Corporate Governance Code, included in the internal bylaws.

#### **Training of Directors**

- the committee proposed a training programme for 2022 and subject areas that could be adopted for 2023.

#### **Operating methods of the Board of Directors and committees and changes in governance**

- the committee reviewed the results of the outside assessment of the Board of Directors and the committees for the 2021 fiscal year;
- it reviewed the draft questionnaire on the internal assessment of the work of the Board and the committees for the 2022 fiscal year;
- it examined the publication of the AFEP-MEDEF Code implementation guide and its consequences in terms of governance, as well as its application in the light of the external comparative study on governance.

#### **Miscellaneous**

- the committee reviewed the Vision initiative, the HR pillar of the transformation;
- it reviewed the compensation of the members of the senior Management Committee;
- it reviewed the 2021 equity ratios;
- it was informed of the promulgation of the law to accelerate economic and professional equality;
- the committee also defined its programme of work for fiscal year 2023.

#### **3.1.2.3 Strategy Committee**

##### **(a) Membership**

The Strategy Committee is made up of 4 members, including:

- two Directors representing the member mutuals:
  - Laurent Poupart, Chairman of the Groupama Nord-Est regional mutual,
  - Sylvie Le Dilly, Chairman of the Groupama Centre Manche regional mutual; and
- two Independent Directors: Isabelle Bordry and Ada Di Marzo.

Ada Di Marzo, an Independent Director appointed on 11 October 2022 to replace Isabelle Bordry, chairs the Strategy Committee.

The deputy CEO in charge of strategy and partnerships, Human Resources, and the general secretariat, as well as the general secretary, who also handles the secretarial duties, and the head of legal are permanent members of the committee.

##### **(b) Responsibilities**

The responsibilities of the Strategy Committee, which are included in the internal bylaws of the Groupama Assurances Mutuelles Board of Directors, are listed below:

- review the strategic guidelines and associated action plans of the Group and its components as contained in the three-year Strategic and Operational Planning Process (PSO);
- discuss the Group's longer-term, forward-looking strategic guidelines in the light of the opportunities and constraints of the environment as anticipated by the Group;
- review, on behalf of the Board of Directors, proposed strategic partnerships or M&A (acquisitions and disposals) and similar opportunities from strategic and financial perspectives, it being specified that the Chairman of the Audit and Risk Management Committee is invited to take part in this work.

##### **(c) Activity in 2022**

During the 2022 fiscal year, the Strategy Committee met three times: on 28 March, 11 October, and 6 December. On each occasion, it presented a report on its activities to the Board of Directors.

The attendance rate was 100%.

During these three meetings, the committee:

- appointed a new Chairman;
- considered the following points:
  - french P&C and life insurance PSO strategic pre-scoping,
  - work on branch flows and the single-channel strategy,

- digital strategy on the individual insurance market,
- innovation digital transformation,
- reporting on the delayed-feedback survey of individuals;

- issued an opinion on the Group's outsourcing policy.

Finally, the committee also defined its programme of work.

### 3.1.2.4 Membership of the committees

Since 11 October 2022, the membership of the committees of the Board of Directors is as follows:

Committee	Members
Audit and Risk Management Committee	<ul style="list-style-type: none"> <li>➤ Elie Harari, Chairman</li> <li>➤ Anne Guérin</li> <li>➤ Jérôme Moy</li> <li>➤ Jean-Louis Pivard</li> <li>➤ François Schmitt</li> </ul>
Compensation and Appointments Committee	<ul style="list-style-type: none"> <li>➤ Isabelle Bordry, Chairman</li> <li>➤ Nicolas Assémat</li> <li>➤ Daniel Collay</li> <li>➤ Denis Roumégous</li> </ul>
Strategy Committee	<ul style="list-style-type: none"> <li>➤ Ada Di Marzo, Chairman</li> <li>➤ Isabelle Bordry</li> <li>➤ Sylvie Le Dilly</li> <li>➤ Laurent Poupart</li> </ul>

### 3.1.3 CHANGES IN THE MEMBERSHIP OF THE BOARD OF DIRECTORS AND THE COMMITTEES IN 2022

	Departure	Appointment	Reappointment
Board of Directors	Jean-Pierre Constant (17.05.2022) Caroline Grégoire Sainte Marie (10.06.2022)	Nicolas Assémat (19.05.2022) Anne Guérin (10.06.2022)	
Audit and Risk Management Committee	Caroline Grégoire Sainte Marie (10.06.2022)	Anne Guérin (10.06.2022)	
Compensation and Appointments Committee	Jean-Pierre Constant (17.05.2022) Caroline Grégoire Sainte Marie (10.06.2022)	Nicolas Assémat (19.05.2022) Isabelle Bordry (19.05.2022)	
Strategy Committee			

### 3.1.4 ASSESSMENT OF THE BOARD OF DIRECTORS

Every year since 2005, the Company has assessed the operations of its Board of Directors and committees and, in this framework, contracts for an external assessment to be carried out every three years, in accordance with the recommendations of the AFEP-MEDEF Code.

After the external assessment, performed in 2021, the 2022 assessment was conducted internally on the basis of a questionnaire that was validated by the Compensation and Appointments Committee. The results of this assessment were then discussed in the Compensation and Appointments committee meeting of 08 March 2023 and in the meeting of the Board of Directors of 16 March 2023.

With regard to the 2022 assessment, the Directors consider that the Board of Directors operates in a very satisfactory manner and that the effective discussions continue to be in line

with the expectations of the Directors and with the Group's issues. They believe that the Board of Directors plays its role in all its areas of competence.

In terms of membership, the Directors consider that the size of the Board and the proportion of Independent Directors are adequate relative to the Company's challenges and that the Board of Directors is sufficiently independent from the Company.

The vast majority of the Directors feel that they have the information needed to participate effectively in the proceedings in a timely manner. It was emphasised that this point was being improved, in particular thanks to the summaries provided. In addition, the Directors consider that the minutes adequately reflect the discussions and decisions taken.

The items requiring attention raised by the Directors allowed the Compensation and Appointments Committee to define areas for improvement, which were proposed to the Board of Directors.

### 3.1.5 VERIFICATION OF THE SITUATION OF OUTSIDE DIRECTORS WITH REGARD TO THE CRITERIA OF INDEPENDENCE ADOPTED BY THE COMPANY, RESULTING FROM THE AFEP/MEDEF CODE OF CORPORATE GOVERNANCE AND APPENDED TO THE INTERNAL BYLAWS

The Company subscribes to the independence criteria as expressed by the AFEP-MEDEF Code.

The Board of Directors and the Compensation and Appointments Committee use the following reference analysis rubric to assess the independence of external Directors on an annual basis, as well as for each co-opting, appointment, and reappointment.

Criteria	Isabelle Bordry	Ada Di Marzo	Anne Guérin	Elie Harari
➤ is not currently or has not been over the past five years an employee or corporate officer of the Company or an employee or Director of the parent company or a company that it consolidates;	X	X	X	X
➤ has not been paid by the Company, in any form whatsoever, with the exception of Directors' attendance fees, compensation of over one hundred thousand euros (€100,000) within the past five years;	X	X	X	X
➤ is not a Corporate Secretary of a company in which the Company holds, directly or indirectly, the position of Director or in which an employee designated as such or a Corporate Secretary of the Company (currently or within the past five years) holds the position of Director;	X	X	X	X
➤ is not a significant customer, supplier, investment banker, or financing banker of the Company or its Group, or for which the Company or its Group represents a significant portion of business activity;	X	X	X	X
➤ has no close family ties to a corporate officer;	X	X	X	X
➤ has not been the auditor of the Company over the previous five years;	X	X	X	X
➤ has not been a Director of the Company for over twelve years.	X	X	X	X

### 3.1.6 MUTUAL INSURANCE ADVISORY BOARD

In accordance with the provisions of the new bylaws of Groupama Assurances Mutuelles, a Mutual Insurance Advisory Board has been established, responsible for defining the general strategies of the mutual insurance group and overseeing their implementation.

Composed of 49 members, this committee brings together five representatives from each of the nine member metropolitan regional mutuals (the Chairman of their Board of Directors as well as four members appointed by them from amongst the members of their Board of Directors) and one representative from each of the two mutuals of the overseas departments and the two member specialised mutuals (the Chairman of the Board of Directors).

### 3.1.7 EXECUTIVE MANAGEMENT

A Chief Executive Officer is responsible for the Company's Executive Management.

#### 3.1.7.1 Chief Executive Officer

Thierry Martel, the Chief Executive Officer, is vested with the broadest powers to act on behalf of the Company under any and all circumstances. He exercises his authority within the limit of the corporate purpose and subject to the authority expressly granted to General Meetings and the Board of Directors and within the limits set by the bylaws and the Board of Directors (see section 3.1.1.6).

Since 1 September 2020, Thierry Martel has been assisted by five Deputy Managing Directors: Cyril Roux, in charge of finance, actuarial services, audit, and risk activities; Christian Cochennec, in charge of France damage and IT activities; Rémi Lorenzelli, in charge of strategy and partnerships, Human Resources, and the general secretariat; Jean-François Garin, in charge of life insurance businesses; and Olivier Péqueux, in charge of international businesses.

Pursuant to the provisions of the French Insurance Code, Groupama Assurances Mutuelles has three effective Managers: Thierry Martel, Christian Cochennec, and Cyril Roux.

As far as the Company is aware, the other terms of office held by the Chief Executive Officer are those listed below:



### Thierry Martel

Date of birth: 25 October 1963  
Nationality: French

#### BUSINESS ADDRESS

GROUPAMA ASSURANCES MUTUELLES  
8-10, RUE D'ASTORG  
75008 PARIS, FRANCE

#### Main role in the Company

Thierry Martel was appointed Chief Executive Officer of the Company on 24 October 2011. This term was renewed at the Board meeting of 18 June 2015 and confirmed at the Board meeting of 07 June 2018 and then on 17 June 2021.

#### Roles outside the Company

- Chairman of Association des Assureurs Mutualistes (AAM)
- Vice-Chairman of France Assureurs

#### Professional experience/Management expertise

- January 2010 to November 2011: Chief Executive Officer of Insurance & Banking, France
- September 2008 to December 2010: Chief Executive Officer of Assurance France in charge of insurance and services to individuals, businesses and local communities and the Gan Assurances profit centre
- November 2006 to September 2008: CEO of individual insurance and services in charge of the private, farming, and professional markets
- March 2005 to October 2006: CEO of personal insurance at Groupama SA
- November 2003 to February 2005: Group audit and actuarial Director of Groupama SA
- April 1999 to October 2003: Head of Insurance at Groupama Grand Est
- September 1995 to March 1999: Head of Resources at Groupama Grand Est
- December 1990 to August 1995: Groupama Assurance Internationale: head of the Logistics and Organisation Department in charge of legal and technical due diligence in M&A transactions
- April 1988 to December 1990: Insurance commissioner/auditor in the Insurance Department of the Ministry of Economy and Finance
- September 1987 to April 1988: temporary transfer to serve as Finance Inspector at the Office of the Inspector General of Finance

Graduated from the École Polytechnique in July 1985.

Graduated from the Institut d'Études Politiques de Paris in July 1987 (Economics/Finance Division – majoring in finance and tax affairs).

Certified member of the Institut des Actuaires Français.

#### Current offices held

##### Served within the Group in France

Groupama Holding Filiales et Participations      ➤ Non-Director Chief Executive Officer      Since 07 June 2018

##### Served outside the Group in France

Colombus Holding (SAS)	➤ Permanent representative of Groupama Assurances Mutuelles, Director	Since 22 February 2019
Fonds Stratégique de Participations	➤ Permanent representative of Groupama Assurances Mutuelles, Director	Since 21 September 2015
Tikehau Capital Advisors (SAS)	➤ Director	Since 27 March 2020

**Offices held from 2018 to 2022 no longer held by Thierry Martel****Served within the Group in France**

Groupama Holding	➤ Non-Director Chief Executive Officer (end of term 7 June 2018)
Groupama Holding 2	➤ Non-Director Chief Executive Officer (end of term 7 June 2018)
Groupama Holding Filiales et Participations	➤ Chairman of the Board of Directors (end of term 06 June 2018)

**Served outside the Group in France**

Compagnie Financière d'Orange Bank	➤ Vice-Chairman of the Board of Directors and Director (end of term 24 April 2020)
La Banque Postale Assurances IARD	➤ Vice-Chairman of the Board of Directors and Director (end of term 7 April 2020)

**3.1.7.2 Steering Committee**

The Steering Committee develops, proposes, and implements the strategy of Groupama Assurances Mutuelles in accordance with the Group's general strategies set by Mutual Insurance Advisory Board. It runs the French and international subsidiaries.

It sets the major priorities for the work of the various departments of the Company and monitors the implementation of these decisions.

The committee is made up of 11 members as of the end of 2022 and brings together representatives of the major departments of Groupama Assurances Mutuelles to meet with the Chief Executive Officer.

**3.1.7.3 Group Executive Committee**

The Group Executive Committee participates in the preparation and operational monitoring of the Group's strategy. It implements strategy in the Group and ensures the operational coordination of all the entities' business lines.

The Group Executive Committee is made up of the Chief Executive Officers of the regional mutuals and the Senior Managers of Groupama Assurances Mutuelles. It is chaired by the Company's Chief Executive Officer. It meets twice each month and may meet more often when the situation so requires.

There are specialised Operating Committees (COMOP) – business lines, development, operational processes, information technology, finance, risk/control/compliance audit, Human Resources and communication – whose members include the appropriate executives from the Group's entities. They contribute to the preparation of project files for the Group Executive Committee and propose steps to be taken on the operational level in accordance with the strategic guidelines.

As far as the Company is aware, during the past five years: (i) no member of the Company's Board of Directors has been sentenced for fraud (ii) no member of the Board of Directors has been involved in any bankruptcy or placed in receivership or liquidation, and (iii) no official public charges and/or sanctions have been issued against such persons by statutory or regulatory authorities (including by designated professional agencies).

Furthermore, as far as the Company is aware, no Director has been prevented by any court of law from acting as a member of an administrative, management or supervisory body of any issuer or from participating in the management or the conduct of the business of any issuer in the past five years.

There is no arrangement or agreement entered into with customers or suppliers under which any member of the Board of Directors or of the Company's Executive Management would have been selected.

**3.1.8.2 Conflicts of interest in the management bodies**

The Company's general secretariat is responsible for verifying the occurrence of any conflicts of interest between the duties of the persons referred to in point 3.1.1 and their private and/or professional interests.

Note that the internal bylaws, in their Article 4.2.4, reiterate the Directors' duties of loyalty and the rules for prevention of conflicts of interest.

It has not identified any conflict of interest between the duties of the persons referred to in point 3.1.1 and their private and/or professional interests.

**3.1.8.3 Lack of service agreements**

As of the date of filing of this Universal Registration Document, there were no service agreements binding the members of the Company's administrative and management bodies or any of its subsidiaries.

**3.1.8 OTHER INFORMATION****3.1.8.1 Relations within the management bodies**

As far as the Company is aware, there are no family ties amongst the members of the Company's Board of Directors or amongst the members of the Executive Management.

## 3.2 DELEGATIONS OF AUTHORITY AND POWERS

Since its conversion into a national agricultural reinsurance mutual, a form of company without capital, the Groupama SA shares have been cancelled. There can be no delegation of authority or powers to issue equity securities.

## 3.3 COMPENSATION OF DIRECTORS

Given that Groupama Assurances Mutuelles does not issue equities listed on a regulated market, the disclosure requirements relating to the compensation of its officers are those provided for in Article R. 322-55-1-l of the French Insurance Code.

These disclosures are supplemented by the disclosures about the compensation of officers set out in the notes to the combined financial statements (Note 39.3) and to the annual financial statements (Note 24), in accordance with the accounting standards applicable to the Group.

Calculation of the compensation due to corporate officers is the responsibility of the Board of Directors and is based on the proposals of the Compensation and Appointments Committee.

### COMPENSATION AND BENEFITS FOR MEMBERS OF THE BOARD OF DIRECTORS OF GROUPAMA ASSURANCES MUTUELLES

Since 7 June 2018, when the Company changed its corporate form, the Board of Directors has consisted of nine Directors representing the Groupama regional mutuals and four Independent Directors. The Directors representing the regional mutuals (with the exception of the Chairman, who receives compensation) receive allowances, and the Independent Directors receive compensation, pursuant to Article R. 322-120-3 of the French Insurance Code.

The General Meeting of 7 June 2018 decided on the maximum amount of €520,000 that may be allocated annually as allowances and reimbursement of expenses to Directors representing the regional mutuals.

The General Meeting also fixed the maximum annual amount of gross compensation that may be allocated to Independent Directors at €370,000.

The gross amounts of all allowances, compensation, and expense reimbursements paid in 2022 are shown in the table below. Out of a budget of €890,000 for allowances and compensation excluding the Chairman's compensation, the total sum of €664,785 was paid.

Certain Groupama Assurances Mutuelles Directors received attendance fees in 2022 as members of the Boards of Directors of subsidiaries of Groupama Assurances Mutuelles. The details of the compensation are summarised in the following table.

Members of the Board of Directors	2022			Total 2022
	Allowances and compensation	Compensation paid by subsidiaries	Benefits in kind or miscellaneous expenses paid	
Isabelle Bordry	72,121			72,121
Daniel Collay	48,000	65,000	1,246	114,246
Jean-Pierre Constant	18,194	23,093		41,287
Nicolas Assemat	32,135	42,052	848	75,035
Ada Di Marzo	55,281			55,281
Sylvie Le Dilly	48,000	65,000	3,019	116,019
Caroline Grégoire Sainte Marie	46,502		144	46,646
Anne Guérin	31,327			31,327
Elie Harari	73,225		193	73,418
Jérôme Moy	48,000	65,000	1,119	114,119
Jean-Louis Pivard	48,000	65,000	8,408	121,408
Laurent Poupart	48,000	65,000	9,883	122,883
Denis Roumégous	48,000	65,000		113,000
François Schmitt	48,000	83,000	1,177	132,177
Regional mutuals		576,000		576,000
Jean-Yves Dagès <sup>(1)</sup>	266,000		36,176	302,176
<b>TOTAL</b>	<b>664,785</b>	<b>1,114,146</b>	<b>26,036</b>	<b>1,804,967</b>

(1) The amount of the benefit in kind corresponds to the retirement contribution.

In addition, the Board of Directors of Groupama Assurances Mutuelles has granted the possibility to allocate allowances and expense reimbursements to members of the Mutual Insurance Advisory Board, with an annual amount fixed at €600,000 by the General Meeting of 7 June 2018.

In 2022, the allowances and expense reimbursements for members of the mutual insurance Advisory Board totalled €419,192 gross and €42,354 respectively.

The General Meeting of 7 June 2018 adopted a Resolution concerning retirement benefits for Directors representing regional mutuals and members of the Mutual Insurance Advisory Board. This Resolution authorises the Board of Directors to continue, under terms and conditions that it deems

appropriate, the Chairman death benefits (IVP) for former regional chairmen and national Directors of the Group and to extend the benefit to Directors representing the regional mutuals and members of the mutual insurance Advisory Board. On 26 October 2022, the Board of Directors extended the benefits of the plan to the Chairman of the mutual insurance Advisory Board of Groupama Assurances Mutuelles.

The General Meeting of 17 June 2021 decided to fix the maximum amount of funding that can be allocated annually to these retirement benefits by the Groupama national reinsurance mutual at €1,375,000.

In 2022, Groupama Assurances Mutuelles paid €1,375,000 for this purpose.

## 3.4 GENDER EQUALITY POLICY APPLIED TO THE GROUP'S MANAGEMENT BODIES

In terms of gender parity, the desire of the companies to develop the proportion of women in management and senior management enabled them to represent 51.5% of Group executives and 24.1% of Executive Managers on average at the end of 2022. The proportion of female Executive Managers may be up to 30% in the Group's companies.

Groupama's proactive action on gender equality in the workplace, particularly within the framework of collective agreements, covers all levers. These agreements implement

initiatives in the areas of recruitment, career development, training, and equal pay and offer the means to facilitate the relationship between parenting and professional life.

The gender pay equality index shows the results of this policy with very good scores, up to 97 points out of 100.

The "Mentoring for Women" initiative also confirms this commitment by bringing together 25 mentors and 25 mentees each year: its third edition ended in spring 2022, making way for a fourth class.

## 3.5 INTERNAL CONTROL PROCEDURES

### 3.5.1 CONTROL ENVIRONMENT

#### 3.5.1.1 Strategy

Groupama Assurances Mutuelles is the central body of Groupama. In this context, it is in charge of defining the Group's strategy and coordinating its implementation in the companies:

- the Group's medium-term and long-term strategic focuses are determined by the managing bodies;
- they are implemented in the short or medium term in accordance with a Group Operational Strategy Planning ("PSO") process.

The PSO involves the development of provisional corporate income statements, IFRS financial statements, and analytical results by business line for each entity. It is broken down into operational action plans pertaining to annual performance targets and thus constitutes the path for the period of the plan and the Group elements of reference for managing the entities.

The strategic plan is defined for a period of three years.

On the France scope, the national consolidation of objectives is approved by the Group's executive bodies.

Internationally, each subsidiary develops its PSO just like the Group's other entities, submitted to the International Subsidiaries Department and the Group's executive management for validation.

#### 3.5.1.2 Human Resources (HR)

The responsibilities of the Group HRD cover three main areas:

- corporate activities: implementation of Group policies, coordination of HR networks, support, and advice for

companies and dialogue between workforce and management with the European works council, the Group committee, and the UDSG (Groupama Social Development Unit), in a Group structure in which each company (around forty) has a Human Resources Department in charge of HR management and employee relations under the authority of a Chief Executive Officer.

In order to promote the establishment of corporate policies and the implementation of control and compliance systems, the Group HR Department relies on an HR Operational Committee made up of the HR Departments of the Group's French companies (Groupama Assurances Mutuelles, subsidiaries and regional mutuals).

The Group HR Department is also in charge of employee relations within the UES (Economic and Social Unit), with the aim of managing all information/consultation processes relating to the projects and activities of its member companies (Groupama Assurances Mutuelles, Groupama Gan Vie, Gan Patrimoine, Gan Prévoyance, Groupama Supports et Services, Gan Assurances);

- activities related to the HR Department of the "company" Groupama Assurances Mutuelles involving internal checks to ensure that labour laws and regulations are properly enforced: compliance with legal and contractual obligations related to industrial dialogue, Human Resources development (diversity and non-discrimination, etc.), and to employment contracts, vocational training, occupational health, production and transmission of statistics, legal reports, etc.;
- "Shared service centre" activities for all payroll operations and the administration of personnel for eight companies of the Group including Groupama Assurances Mutuelles.

The Group HR Department also carries out social projects in the consolidated companies, relating to the obligations of transparency and non-financial reporting covered in the Grenelle II law (publication in the management report of information relating to social impacts – organisation of work, labour relations, diversity, etc.). Note that after audit and verification by the statutory auditors, Groupama successfully obtained for 2022 (like the previous year) a certificate of participation as well as an attestation of sincerity.

### 3.5.2 INTERNAL CONTROL ORGANISATION AT THE GROUP LEVEL

Internal control is a mechanism that the Group implements to guarantee:

- the application of instructions and guidelines set by executive management;
- compliance with the laws and regulations, local rules and Codes of conduct relating to the businesses carried out by the Group;
- the proper functioning of the internal processes and rules of each company, particularly those contributing to the safeguarding of the Group's assets;
- the reliability of financial data;
- the control of risks of any nature to which each company is exposed;
- and, in general, contribute to the control of its activities, the effectiveness of its operations and the efficient use of its resources.

Beyond compliance with the regulatory obligations, the implementation of an internal control system constitutes a strategic issue for Groupama essential to the preservation of its interests, the interests of its customers, partners, members and shareholders, and the interests of its staff or even its existence in case of a major event.

In this context, the general principles, objectives, and organisation of internal control of the Group and Groupama Assurances Mutuelles were defined in a policy approved by the Board of Directors of Groupama Assurances Mutuelles in 2018. For the Group's entities, this policy constitutes the common reference to be respected in the deployment of their internal control processes.

As auditing is part of the internal control procedure, a Group and Groupama Assurances Mutuelles audit policy supplements the provisions of the internal control policy with its own operating rules and scope of operation. Risk management policies as well as a compliance policy, defining the overall framework for implementation and operation of the compliance system within the Group, complete the general internal control system.

In accordance with the requirements of Solvency II, a gap analysis is conducted annually on each of the policies to verify whether they should be updated.

The internal control system deployed by the Group is based on commonly accepted practices <sup>(1)</sup>. It covers the first-level and second-level Permanent Control system as well as periodic control (or third-level control).

Permanent Control is implemented by:

- operational units that provide first-level control;
- teams specifically dedicated to Permanent Control (risks, compliance with laws and regulations, accounting control, security of information systems, etc.) that provide second-level control.

The internal audit function periodically assesses the adequacy and proper functioning of the Permanent Control system and provides a third level of control.

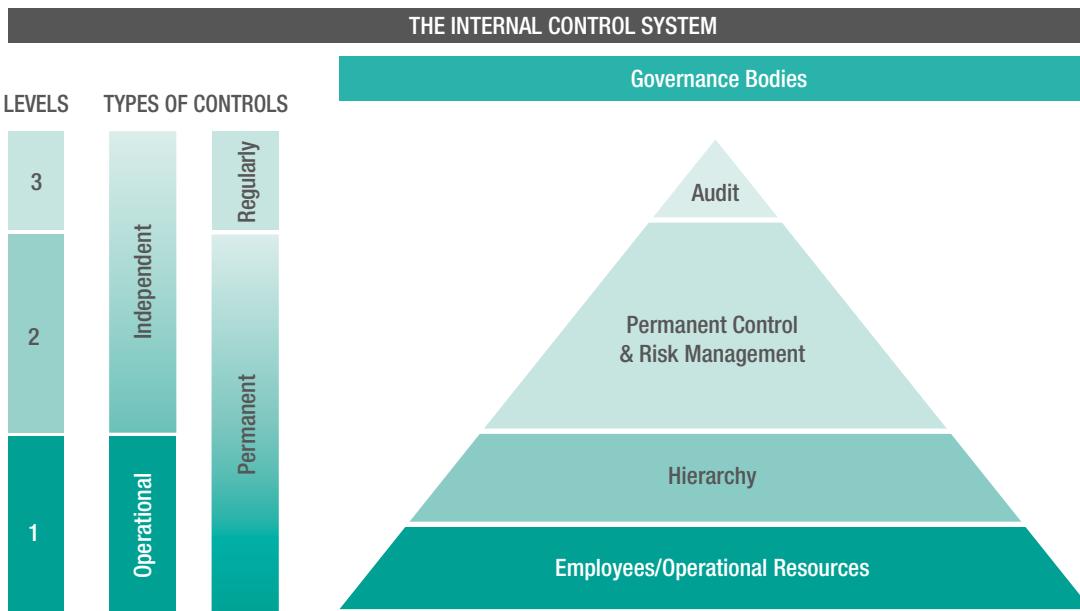
The various business lines are responsible for the risks that they generate through the operations that they carry out. They ensure and assume the first-level controls on their scope of responsibility.

Second-level and third-level controls are usually the responsibility of the specialised departments:

- the Group Risk Management, Control, and Compliance Department;
- the Audit Department.

However, certain second-level Permanent Controls may be conducted by dedicated departments according to the organisation of the activity (Accounting Department, Information Systems Security Department, Legal Department, etc.).

(1) Inspired by the IFACI's work and using the COSO as a reference.



### 3.5.2.1 Principles of organisation

As the central body, Groupama Assurances Mutuelles has defined a uniform policy framework to be put in place within the companies that takes into account their specific characteristics in terms of regulations, structure, organisation, and activity. The aim is to ensure the consistency of the principles and rules of management of Permanent Control and periodic control, with a view to controlling the risks that affect the Group, while taking into account the principle of proportionality as provided for in the Solvency II directive.

The Group General Audit Department and the Group Risk Management, Control, and Compliance Department each manage and supervise the internal control system for the entire Group. In practice, they are in direct contact with the regional mutuals and the subsidiaries both nationally and internationally as well as with medium-sized companies. Each of these companies must include in its scope all of its own subsidiaries and manage and oversee the implementation and monitoring of internal control systems in accordance with the principles and rules set out by the Group.

The Group Audit Department, under the responsibility of the Director of Audit, Risk Management, and Internal Control, and the Group Risk Management, Control, and Compliance Department (DRCCG) report to the Deputy Chief Executive Officer of Groupama Assurances Mutuelles.

The Group audit Director and the Group risk management, control, and Compliance Director periodically report to the audit and risk Management Committee of the Groupama Assurances Mutuelles Board of Directors on the Group's position and any work in progress in terms of internal control and risk management. It coordinates the actions of the Group Risk Management Department and the Group Operational Risk Management and Permanent Control Department.

#### (a) Group Risk Management Department (DRG)

In terms of risk management, as of the end of 2022, the DRG has a dedicated team of eight people and is more specifically involved in areas related to financial and insurance risks.

In 2022, the main actions undertaken by the teams in the Group Risk Management Department focused on:

- assessment of the Group's major risks and the revision and strengthening of reporting to the Group's governance bodies;
- preparation and coordination of specialised Risk Management Committees;
- completion of the annual system of assessment and collection of insurance and financial risks for all of the Group's entities;
- definition of the common methodological principles of assessment and preparation of a generic ORSA report proposed by the Group Risk Management Department, which serves as a basis for the entities to draw up their final report;
- support for the Risk Managers of the Group's entities for the processes of assessing risks and finalising their ORSA reports;
- implementation of the Group's risk tolerance framework in the regional mutuals;

Both at Group level and at the entity level in France and internationally, the ORSA process was presented as work progressed, with approvals sought at each stage from the Steering Committee of Groupama Assurances Mutuelles and risk Management Committees of Groupama Assurances Mutuelles and the entities.

At the same time, the Boards of Directors of the Group's insurance companies were involved—directly or through the audit and risk Management Committee upstream of the ORSA work (particularly through the validation of calculation

assumptions and the choice of scenarios adopted) – and examined the results then approved their Company's report before transmission to the local control authorities in accordance with the regulations.

### **(b) Group Operational Risk Management and Permanent Control Department (DROCPG)**

As at the end of 2022, the DROCPG had a dedicated team of 16 people, was involved especially in the scope relating to the management of operational risks and Permanent Control activities, and was also in charge of the coordination of work to validate the partial internal model, major changes, and the SCR calculation by the internal model.

In 2022, the major tasks undertaken by the teams in the DROCPG focused on:

- assessing operational risks particularly on the basis of the Group nomenclature and the Group assessment methodology;
- developing and maintaining the community tool for operational risk management and control reporting and the ongoing support of the Group's companies in its use;
- supporting the Group's entities in the implementation of their Business Continuity Plan in line with the Group policy: testing drills, workshops, plenary session of Managers in the entities, deployment of a crisis management solution, and provision of examples of good practices;
- managing the network of risk and internal control officers and organising meetings to discuss experiences through regular workgroups and the COMOP (operational implementation committee), attended by the ARCC (Risk Management, Control, and Compliance Audit) Managers of the main companies of the Group's France scope;
- carrying out work to update and align the control plans deployed in the entities;
- changing nomenclatures of operational processes as part of joint work with the Group audit team.

In addition to these actions to strengthen the risk and control system, the DROCPGs, the Group Compliance Department, and the Group Risk Management Department worked together on the annual internal control questionnaire campaign. The purpose of this self-assessment questionnaire is to ascertain the status of the risk control and internal control systems and their level of deployment (at both entity level and Group level) and uniformly measure the progress of the Group's entities. This status assessment gives rise to the development and monitoring of improvement action plans.

Lastly, in addition to the Group Operational Risk Management and Permanent Control/Group Compliance Departments, a Research Division, reporting directly to the Group Risk Management and Control Director, completes the system; its

primary responsibilities include conducting general studies on the subject of risk management and control, monitoring the emergence of new risks and tracking CRO Forum files (Chief Risk Officers – European Forum).

### **(c) Group General Audit Department**

The objectives and the principles for operation and involvement of the Group's General Audit Department and the internal audit function as well as the relationship between the various control levels (Permanent Control, internal audit in the Group entities and General Audit Department) are formalised in the Group internal audit policy of Groupama Assurances Mutuelles.

The Group General Audit Department operates across the entire Group with a staff of 15 auditors. The Group General Audit Department's 2022 audit plan was approved by the Groupama Assurances Mutuelles Board of Directors.

The Group General Audit Department's 2022 audit plan is organised on an annual basis around four types of missions:

- general audits of entities;
- cross-functional process audits;
- audits of the Groupama Assurances Mutuelles departments of specific themes in the Group's entities;
- spot audits at the request of the Executive Management or provided for in the Group procedures.

Concerning the general audits of entities, the audit plan is created on the basis of a risk-based approach, with a three-year coverage objective for regional mutuals. Audit missions are preceded by a preliminary analysis of the risks facing the entity, in order to concentrate the audit investigations on the most sensitive areas. The audit also studies the functioning of the links the entity maintains with the Group and the other entities.

The general audits of entities conducted in 2022 by the Group General Audit Department focused on four regional mutuals, three French insurance subsidiaries (for general or thematic audits), one financial management subsidiary, and two international subsidiaries. Lastly, two cross-functional audits were conducted or initiated on the quality of data and group insurance.

The audit conclusions are reported via a table of assessment of risks to which the Company is exposed on its key processes and a list of recommendations. These conclusions are shared with the Steering Committees of the companies concerned and the Group Executive Committee for the cross-functional audits. They are then presented to the Audit and Risk Management Committee of Groupama Assurances Mutuelles.

At the end of 2022, the Group's audit team had around 100 auditors across Groupama Assurances Mutuelles, the regional mutuals, and the Group's subsidiaries in France and internationally.

The working methods and the definition of the responsibilities of the key internal audit functions of the entities were formalised in dedicated policies approved in 2021 by the Boards of Directors of most of the Group's entities, consistent with the principles of the Internal Audit policy of the Group and Groupama Assurances Mutuelles.

The function is managed, under the responsibility of the Group Internal Audit Director, principally through an annual agreement and a working group (WG), which met three times in 2022.

### 3.5.2.2 Internal control and risk management systems within the entities and Groupama Assurances Mutuelles

#### (a) Within the entities

The risk control and internal control system specific to the entities is organised around two complementary systems:

- risk management and internal control of each entity;
- internal or operational auditing of every entity.

These systems are adapted to each entity based on its organisation, activities, and resources and the local regulations abroad, under the authority of its Executive Management.

Regarding organisation and governance, the French entities subject to the Solvency 2 regulations have specified in their risk policies the roles and responsibilities of the administration and executive management bodies, key functions, and operational or support departments involved in risk management.

As under the Group model, the entities regularly hold specialist risk Management committee meetings and reinforce the level of maturity of the following four key functions, defined under Solvency II:

- the "risk management" key function;
- the "compliance verification" key function;
- the "audit" key function;
- the "actuarial" key function.

The Group Risk Management, Control, and Compliance Department supports the entities in monitoring and rolling out Group standards.

The entities' Permanent Control plans are integrated into the community operational risk management tool according to the Group methodology. This tool also enables collection of incidents, assessment of operational risks, and management of action plans.

All of the Risk Management and Permanent Control/Compliance Managers of the Group's entities supplement the plan and meet regularly within the framework of information exchange and best practices bodies (workgroups, theme-based workshops, and training), directed by the Group Risk Management, Control, and Compliance Department.

An ARCC Operation Committee (ComOp) brings together the regional mutuals and the main subsidiaries of the Group's France scope, with regular reports to the Group Executive Committee.

#### (b) Within Groupama Assurances Mutuelles

Implementing the internal control system at the level of the functional and operational activities of Groupama Assurances Mutuelles is the responsibility of the various officers in charge of these activities under the authority of the Executive Committee. The area of responsibility of each of these Managers is determined by the delegations of authority approved. The implementation of the internal control system of the corporate entity Groupama Assurances Mutuelles is handled by an employee of the Group Risk Management, Control, and Compliance Department.

#### (c) Monitoring of entities

Every subsidiary is subject to ongoing monitoring by the departments of the division to which it is attached:

- Group Financial Department for financial subsidiaries;
- Group Insurance and Services Department for the Non-Life insurance subsidiaries, the French service subsidiaries, and Groupama Supports & Services;
- Groupama Gan Vie's Senior Management for the life insurance subsidiary and the distribution subsidiaries Gan Patrimoine and Gan Prévoyance;
- International Subsidiaries Department for foreign subsidiaries.

This specific monitoring is supplemented at Group level by cross-functional management of all of the entities, particularly in the following areas:

##### Activity monitoring and financial reporting

On behalf of the Group, the various Group Analysis and Management Control Departments (within the Group Financial Control Department) implement procedures for activity monitoring (performance indicators) and financial reporting for all regional mutuals, French and international subsidiaries, and Groupama Assurances Mutuelles. The aim is transparency of results and an understanding of trends in these areas for the Groupama Assurances Mutuelles Executive Management and the entities.

This approach is based on a process of management planning that is common to all entities. It is implemented and coordinated by the Group Financial Control Department and is based on core Group standards for developing forecasts, approved by the Executive Management and updated regularly.

The internal control procedures for financial reporting are specified in chapter 6 of this Universal Registration Document.

In addition to this monitoring process, business reviews are conducted twice a year for Group subsidiaries in France and internationally with the Executive Management of Groupama Assurances Mutuelles.

These exchanges ensure, in particular, that the Company's strategic guidelines conform to the Group framework.

These business reviews have included a specific "risk" section presenting, by entity, the level of deployment of the internal control system and the main activities under way in the area of risk management.

#### **Asset/Liability Management and investment strategy**

As the central body, Groupama Assurances Mutuelles is responsible for defining the Group's investment strategy. The structuring framework of the management measures related to Asset/Liability Management and investment operations (general organisation and risk management measures) is formalised as part of the policy of the Group and Groupama Assurances Mutuelles for Asset/Liability Management and investment risk, approved by the Groupama Assurances Mutuelles Board of Directors on 26 October 2022.

The Group Investment Department, within the Group Financial Department, is in charge of defining the Group investment strategy and relies on, where appropriate, the expertise of the various Group entities or Groupama Assurances Mutuelles departments:

- Groupama Asset Management, Groupama Immobilier, and outside Managers for market analyses;
- the financial and Actuarial Departments of the various entities for information about the liabilities of each entity.

The major steps of the Group process for analysing assets/liabilities and defining the investment strategy specified below are adapted to the level of each entity on the basis of their objectives and their own governance.

The investment strategy is thus based on asset/liability analyses performed according to the issues of each company or portfolio and on expert analyses, taking into account the margins of prudence in view of the ALM conclusions <sup>(1)</sup>. These analyses make it possible to determine:

- the major arbitrage transactions to be considered in the portfolios;
- the investment guidelines by major asset class;
- the coverage requirements;
- the recommendations on the liability policies of the entities (underwriting policy in particular).

On the basis of this work, the Group Investment Department then formalises the Group investment strategy defining the following elements:

- the strategic allocation at the Group level and on the main portfolios (stock);
- cash flow projections and areas of allocation on these flows;
- changes in strategies by asset class;
- policies specific to derivatives;
- investments on new asset classes;
- the risk budgets (budget of capital losses, coverage budget, IFRS result budget, capitalisation reserve allowance and writeback policy).

The Group Investment Department verifies that this strategy complies with the Group risk limits. After this compliance verification is performed, the Group investment strategy is validated by:

- the Group Executive Committee;
- the Group Audit and Risk Management Committee;
- the Groupama Assurances Mutuelles Board of Directors.

After the Group investment strategy is validated, the Investment Department deploys this strategy operationally at the level of:

- each French subsidiary;
- each international subsidiary;
- certain contractual or regulatory administrative districts (for French subsidiaries).

In the Groupama Assurances Mutuelles subsidiaries, the investment strategies are validated during financial committee or Asset Allocation committee meetings, depending on their organisation.

In the regional mutuals, investment strategies are validated during their financial committee meeting, in keeping with the Group's investment strategy.

### **3.5.3 RISK GOVERNANCE**

The bodies dedicated to risk management enabling the Groupama Assurances Mutuelles Executive Management to carry out regular monitoring of the main risks incurred at Group level are the Group Risk Management Committee and the specialist Group committees for the various risk categories (Financial Risks, Insurance Risks and Operational Risks) and the capital Management Committee.

#### **3.5.3.1 Group Risk Management Committee (CRG)**

Its membership is the same as that of the Group Executive Committee.

Its tasks are to approve the risk management policy and the policies by risk area, particularly by setting the limits of major risks and determining the methods to be used to manage risks, to review and monitor the management of major Group risks and to examine the work of the Group Insurance, Financial, and Operational Risk Management Committees.

These specialist committees cover all risks with a systematic focus on major Group risks. They ensure continuity of action from the Group Risk Management Committee to which they report up to the working groups and committees in charge of activities incurring risks. The specialist committees are chaired by a member of the Group Executive Committee. The Group risk management and Compliance Department provides coordination and secretarial support to these committees.

(1) Asset and Liability Management.

### **(a) Group Financial Risk Management Committee (CRFG)**

The Group financial risk Management Committee is made up of the deputy Chief Executive Officer (Chairman), the heads of the Group Finance and Investment Departments, the Group risk management and Compliance Director, and representatives of the French Subsidiaries/International Subsidiaries Departments and banking and Asset Management subsidiaries. It is responsible for proposing to the Group Risk Management Committee the policy and rules governing the acceptance and retention of financial risks. In this context, it:

- identifies and evaluates financial risks;
- proposes asset risk limits at Group level and entity level as well as hedging principles;
- checks the proper application of these limits by the Group's entities and proposes action plans;
- validates any exemptions and/or the establishment of action plans;
- reviews the models and methodologies for assessment of financial risks (e.g. Asset/Liability Management, valuation, etc.) and the limits of these models;
- defines stress test scenarios for financial risks, evaluates their consequences, and proposes a modus operandi in case of occurrence of a financial shock;
- alerts the Group's Executive Management where appropriate.

### **(b) Group Insurance Risk Management Committee (CRAG)**

The Group insurance risk Management Committee is made up of the deputy CEO in charge of the Group Insurance and Services Department (Chairman), the heads of the insurance, agricultural, PSO management and coordination, reinsurance, Group actuarial, and Group risk management, control, and Compliance Departments, representatives of the international subsidiaries and Groupama Gan Vie. It is responsible for proposing the policy and rules governing the acceptance and retention of insurance risks to the Group risk Management Committee. In this context, it:

- identifies and evaluates insurance risks;
- examines the commitment levels at the Group level and the main guidelines;
- defines stress test scenarios on insurance risks, evaluates their consequences, and proposes a modus operandi in case of occurrence;
- monitors governance and the performance of the internal model for insurance risks (e.g. decision for major change of the model);
- checks the proper application of the process for development and compliance of new products (life and non-life) with the Group risk management policy;
- alerts the Group's Executive Management where appropriate.

### **(c) Group Operational Risk Management Committee (CROG)**

Composed of the heads of the Group Risk Management, Control, and Compliance Department and the Groupama

Assurances Mutuelles departments that are "owners" of the main identified operational risks and chaired by the General Secretary, it is responsible for:

- identifying and assessing operational risks (including compliance and reputation) and overseeing their consideration within the entities;
- defining and checking the budgets and operational risk limits consistent with the Group risk tolerance;
- monitoring all Group operational risks, particularly major Group operational risks;
- defining the policy for hedging against operational risks (operating risk insurance, BCP, etc.);
- alerting the Group's Executive Management where appropriate.

### **3.5.3.2 Capital Management Committee**

The main objectives of this committee are:

- validation of the capital management policy;
- monitoring of the implementation of the capital management plan;
- monitoring of the Group's solvency risk;
- validation of the internal assessment of risks and the solvency of all Group entities at Group level.

### **3.5.3.3 Cross-functional committees**

In addition to the specific Risk Management Committees (CRG, specialised committees by risk category, and capital Management Committee), the Group Risk Management and Compliance Director chairs two cross-functional committees, allowing him to coordinate two important areas involved in the control of the Group's risks: the partial internal model and data quality.

#### **(a) Internal Model Group Committee (CGMI)**

The CGMI, led by the Group Actuarial Department (in charge of modelling) and by the Group Risk Management, Control, and Compliance Department (in charge of independent validation of the model), is a body for decision-making and discussions between the various departments involved in or concerned by the internal model. As such, it takes an active role in the process of validating and changing the internal model. Its responsibilities are defined and detailed in the internal model policy. It reports to the Group Insurance Risk Management Committee, which has a role of consultation and guidance in such matters. It reports to the Group Risk Management Committee, the final decision maker with regard to major changes to the model, before approval by the Board of Directors.

#### **(b) Group Data Quality Committee (CGQD)**

The CGQD, coordinated by the Group Management Control function, defines the Group data quality policy, verifies its operational implementation and manages projects necessary to improve data quality. Under the internal model, the CGQD ensures that the data quality (completeness, accuracy, relevance) is sufficient both for entry of the model into

calibration and after calibration. It is supported by a network of data Managers and data owners (by entity and for each Group department concerned), who are in charge of controls applied to the collection process. The CGQD prepares a Group report and reports directly to the Group Risk Management Committee (see above).

### 3.5.4 GROUP COMPLIANCE

Non-compliance risk is a cross-group operational risk, and the non-compliance risk control system is one of the essential components of internal control organised within the Group.

Compliance covers essentially the themes of the Group's core business as non-life insurance, mutual certificates, distribution of banking and finance products, Asset Management, and real estate, governed in particular by the French Insurance Code, monetary and financial Code, consumption Code, and Commercial Code, the AMF General Regulation, as well as the regulations established by the supervisory authorities of these activities. In this context, the main themes and risks covered are as follows:

- the protection of customers;
- the fight against money laundering and terrorist financing;
- ethics and professional conduct/conflicts of interest/the fight against corruption and influence peddling/the duty of care of parent companies and whistleblowing rights;
- internal fraud;
- confidentiality, professional secrecy, and processing of medical data;
- personal data protection.

The Group Compliance Department supports, advises, and verifies the formalisation and implementation of the rules enacted by the Groupama Assurances Mutuelles functional departments and business lines:

- the Group Legal Department is responsible for regulatory monitoring and interpretation, regulatory compliance, and training activities in order to disseminate the legal culture within the Group and to advise and raise the awareness of operational functions with regard to compliance with the applicable regulations;
- the Group Financial Department within the framework of compliance with the provisions of the French Insurance Code, the AMF, the French monetary and financial Code, and the Sapin II law and, in particular, for the issuance of mutual certificates;
- the Group Insurance and Services Department for the approval of new products or significant transformations of new products, to issue the corresponding opinions, as well as procedures;
- the Group Human Resources Department with regard to, in particular, the compensation policy as well as the management of conflicts of interest, the whistleblowing right, the Ethics Charter, and the Group Code of Conduct;

- the Group Tax Department in the framework of deployment of the regulations relating to the Automatic Exchange of Information (AEOL) in its US component "FATCA" (Foreign Account Tax Compliance Act), its European component "DAC" (Directive for Administrative Cooperation) and its OECD component "CRS" (Common Reporting Standard);
- the External Communication Department for the protection of the Groupama group's image and reputation;
- the International Department, for the systematic establishment of the Compliance Verification Function in each international subsidiary, in correspondence with the local laws and regulations.

Each department is owner of the non-compliance risk of its field.

The Group's compliance function is responsible for coordinating and steering the compliance measures of its business line (France and international scope). It ensures that the Group's policies, standards, and procedures in this area are implemented. To this end, it is responsible for coordinating the network of AML/CFT Managers of the Group's reporting companies.

Each year, it conducts an assessment of the Group's major risks related to compliance during which the departments that are "owners" of the risks must assess the major risks to which they are exposed. On the basis on this assessment, an annual plan is developed at the end of each year for the following year.

The Group's compliance function also provides advice to the management and supervisory bodies. It reports functionally to the Deputy CEO for Finance, Actuarial Services, Audit, and Risk Management as an effective Manager. The Group Compliance Verification function regularly reports on major compliance issues to the Audit and Risk Management Committee, which informs the Board of Directors (if necessary). Such issues particularly pertain to the main regulatory developments with implications for compliance, the results of the compliance risk assessment, and any other important issues that should be reported to Executive Management.

Compliance risks related to the regulatory environment of life insurance are managed by a specific body, the Regulatory and Environmental Management Committee (CREME), chaired by the Chief Executive Officer of Groupama Gan Vie. This decision-making body is made up of the Managers of Groupama Gan Vie's departments, the Managers of the Group's risk and Compliance Departments, the Legal Department, and the Group's DPO, as well as the Deputy Managing Director of Groupama Asset Management. It reports directly to the Group Risk Management Committee.

In accordance with the Solvency II requirements, the Group Compliance Policy is approved by the Board of Directors of Groupama Assurances Mutuelles. Its purpose is to ensure that Group complies with all laws and regulations as well as the standards issued by the supervisory authorities and the business practices to which the Group is subject in its various activities.

This policy presents the organisation that implemented by the Group to achieve this objective and the organising framework of the system for managing non-compliance risks, *i.e.*:

- the arrangements put in place within the Group in keeping with its strategy and its risk appetite;
- the roles and responsibilities of key players at the Group and company levels.

The Group compliance policy applies to all companies of the Groupama group both in France and internationally, respecting the rules of proportionality as provided for in Directive 2009/138/EC, regardless of whether they are subject to Solvency II or to any equivalent legislation/regulation.

Each Group company:

- means a person in charge of the key function of "compliance verification" whose name is reported to the ACPR or a

compliance officer depending on whether they are subject to Solvency II or equivalent legislation/regulation;

- drafts its own compliance policy on the basis of the Group compliance policy by adapting it in keeping with the principle of proportionality;
- implements the drafted compliance policy.

The Group compliance policy is reviewed at least every 12 months by the bodies that approved it and updated whenever an important event occurs.

For 2022, the Group's compliance policy was updated to specify the organisation of the departments in charge of anti-money laundering, terrorist financing, and asset freezing obligations, in accordance with the decree of 6 January 2021 following the order of 4 October 2020.

## 3.6 RELATED-PARTY TRANSACTIONS

Related-party transactions are presented in Note 46 to the combined financial statements for the 2022 fiscal year, audited by the statutory auditors.

## 3.7 MAJOR CONTRACTS

Over the past two years, other than during the normal course of business, Groupama Assurances Mutuelles and the Group's entities have not entered into any major agreements with third parties that would confer a major obligation or commitment on the entire Group consisting of Groupama Assurances Mutuelles and the Group's entities.

However, major agreements bind Groupama Assurances Mutuelles, its subsidiaries, and the Groupama regional mutuals.

Groupama Assurances Mutuelles and its subsidiaries maintain close, long-lasting economic relationships with the regional mutuals. These relationships focus mainly on the reinsurance of the regional mutuals by Groupama Assurances Mutuelles, and, to a lesser degree, on business relationships amongst the subsidiaries of Groupama Assurances Mutuelles and the regional mutuals in the areas of insurance, banking, and services.

### 3.7.1 AGREEMENT FOR A SECURITY AND SOLIDARITY SYSTEM

On 17 December 2003, Groupama Assurances Mutuelles and the regional mutuals signed an agreement, amended on multiple occasions, for a security and solidarity system aimed at guaranteeing the security and the financial equilibrium of all the regional mutuals and Groupama Assurances Mutuelles and to organise financial solidarity amongst them.

By virtue of its new role as central body of the network of agricultural mutual insurance and reinsurance companies or mutuals, Groupama Assurances Mutuelles has the legal responsibility of ensuring the cohesion and smooth running of the network. It has administrative, technical and financial control over the organisation and management of the organisations within the network. It determines its strategic policies, issues any relevant instructions to this effect and oversees their successful implementation. It also takes any requisite measures to guarantee the solvency of not only each organisation within the network but of the Group as a whole, and to ensure they comply with all their respective obligations.

In connection with this, the agreement has three main components:

#### Instructions from the central body

The agreement defines the scope and system for issuing instructions, these being one of the methods available to the central body for performing its role.

#### Audits

The agreement allows Groupama Assurances Mutuelles to conduct audits to verify the current and future economic and financial balances of each regional mutual, compliance with regulatory requirements and with the reinsurance agreement. Audits may also be conducted, under certain conditions, in the event of a loss posted by a regional mutual or in the event of non-compliance by a regional mutual with an instruction issued by Groupama Assurances Mutuelles.

### Financial solidarity plan

The plan, established under Solvency II, institutes a mutual guarantee between Groupama Insurance and the regional mutuals aiming to allow Groupama Assurances Mutuelles or the regional mutuals to respect their coverage ratio at all times and to cover any insufficiency of cover. It is specified that the financial solidarity mechanism could be triggered if the solvency ratio falls below a threshold of 100% without any transitional measure on Groupama Gan Vie's technical reserves.

The term of the agreement was set at 10 years in order to better meet the objectives of lasting links between Groupama Assurances Mutuelles and the regional mutuals through this agreement.

## 3.7.2 REINSURANCE AGREEMENT

Regional mutuals are required by law to obtain reinsurance exclusively from Groupama Assurances Mutuelles.

This requirement is laid down in the bylaws of the regional mutuals. This reinsurance exclusivity engenders financial solidarity over time, resulting in a transfer of a substantial proportion of the insurance business from the regional mutuals to Groupama Assurances Mutuelles.

The reinsurance relationship is based on the principle of "shared future" between the regional mutuals as ceding companies and their reinsurer Groupama Assurances Mutuelles. The principle aims to ensure that over the long term, there are neither winners nor losers between ceding companies and their reinsurer.

The need for reinsurance has been behind the ties forged amongst the Groupama Mutuals since they were founded more than a century ago. The geographical district covered by the mutuals, which at the time was limited to one or two French departments, led them to seek compensation for the risks taken at the national level in order to expand, following the example of the growth achieved by the large rival insurance companies. Thus, as time went on, an Internal Reinsurance system grew up amongst the regional insurance mutuals and a central mutual, whose reinsurance role is now assumed by Groupama Assurances Mutuelles.

The reinsurance of the regional mutuals by Groupama Assurances Mutuelles is intended, through an internal pooling of risks, to give each mutual, within its district, underwriting capabilities equivalent to those enjoyed by a single company covering the entire territory. It also limits the use of outside reinsurance to what would be needed by such a company.

In order to achieve this objective, the regional mutuals are reinsured within a common framework set by general regulations and not by individual reinsurance treaties.

This agreement, which was designed a long time ago, is based permanent founding principles that have outlasted the adjustments made to it over time.

These permanent principles are:

- reinsurance exclusively with Groupama Assurances Mutuelles;
- the reinsurance conditions laid down by the agreement are developed by consultative bodies whose members are from Groupama Assurances Mutuelles and all the mutuals. These conditions are valid and apply to all the regional mutuals;
- shared future amongst the mutuals and their internal reinsurer: all risks without exception are subject to outward reinsurance particularly as quota share outward reinsurance, which enables Groupama Assurances Mutuelles to participate in the business growth of the mutuals, including in those divisions where reinsurance is not technically indispensable (health insurance, for example); in consideration, Groupama Assurances Mutuelles automatically provides the mutuals with reinsurance when they embark on new, less well-known ventures (multi-risk crop insurance, long-term care insurance, etc.) by calculating the insurance terms and conditions regardless;
- retrocession to the regional mutuals by Groupama Assurances Mutuelles of a portion of the general profit/loss from its inward reinsurance business, which reduces the need for reinsurance outside the Group and involves all the mutuals in balancing the outward reinsurance business with Groupama Assurances Mutuelles.

Any modification of the structuring parameters of the reinsurance agreement and its appendices must be the subject of a written amendment approved by the regional mutuals and Groupama Assurances Mutuelles according to the following procedure:

- proposed amendments are drafted by a reinsurance working group made up of representatives of Groupama Assurances Mutuelles and the regional mutuals;
- subject to the approval of the Chief Executive Officer of Groupama Assurances Mutuelles, they are submitted for the agreement of the Chief Executive Officers of the regional mutuals;
- lastly, they are presented by the Groupama Assurances Mutuelles Chief Executive Officer to the meeting of the Groupama Assurances Mutuelles Board of Directors, which is as asked to approve the proposed amendments by a simple majority vote, after seeking the recommendations of the Audit and Risk Management Committee.

The amendments made to the reinsurance agreement in recent decades were prompted by two factors:

- changes in the structure of the mutuals (successive combinations, opening up the membership and takeover of the non-agricultural risk portfolio previously managed by the subsidiary SAMDA) that changed their size and therefore their holding capacity;
- certain risk categories (major weather-related events, imbalance in industrial risks, etc.) required greater empowerment of the mutuals in terms of underwriting control and the costs of claims by increasing their holdings in those areas.

In summary:

- the reinsurance agreement covers all the risks underwritten by the regional mutuals; in order to take account of their specific characteristics in terms of protection needs, all the

risks are classified in such a way as to differentiate between the solutions provided through reinsurance;

- the reinsurance agreement is a coherent and balanced whole that must be assessed in terms of its intended purpose and overall effects and not by isolating any one of its components from this context; in any event, this approach of placing the agreement in perspective is not opposed to a segmented, technical attitude to risks and to the reinsurance terms associated with them;
- the Internal Reinsurance terms currently applicable are the result of amendments made over time to make this system fully effective in terms of its economic purpose of offsetting and controlling risks;
- the ongoing pursuit of this purpose has resulted in involving Groupama Assurances Mutuelles in the insurance business of the Groupama regional mutuals in a balanced and controlled way.

## 3.8 STATUTORY AUDITOR'S SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

(General meeting to approve the financial statements for the fiscal year ended 31 December 2022)

PricewaterhouseCoopers Audit  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex

Mazars  
Tour Exaltis  
61, rue Henri Régnauld  
92400 Courbevoie

Dear Members,

In our capacity as statutory auditors of your CAISSE NATIONALE DE REASSURANCE MUTUELLE AGRICOLE GROUPAMA, we hereby present our report on the related-party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the principal terms and conditions of the agreements that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements.

We performed the procedures that we deemed necessary in accordance with the professional standards applicable in France to such engagements. These procedures consisted in verifying that the information provided to us is consistent with the underlying documents.

### AGREEMENTS TO BE SUBMITTED TO THE GENERAL MEETING FOR APPROVAL

#### Agreements authorised and entered into during the past fiscal year

Pursuant to Article R. 322-57 of the French insurance code, we were informed of the following agreements entered into during the past fiscal year that were authorised in advance by your Board of Directors.

#### Joint crisis management mechanism

The Board of Directors, on 10 March 2022, authorised the implementation of a joint crisis management mechanism (known as "MSG" in French), aimed at implementing joint actions and applying to Groupama Assurances Mutuelles and to the 11 regional mutuals, within the limit of an annual expenditure cap set at 1.5% of the premiums of the 11 regional mutuals earned in respect of the previous financial year.

The cost of the joint action within this framework is either borne directly by Groupama Assurances Mutuelles, or by one or more of the regional mutuals, with Groupama Assurances Mutuelles paying a subsidy to the regional mutuals to cover the net cost borne by them. The joint contribution of the regional mutuals to the MSG is accounted for by Groupama Assurances Mutuelles in the calculation of the profit share paid under the general reinsurance regulations. The Board of Directors approved the payment of subsidies by GMA to one or more regional mutuals for a maximum annual amount of 82% of the annual envelope and authorised the amendment to be made to section 2 of the reinsurance agreement with effect from 1 January 2022.

Directors concerned: Mr Assémat, Mr Collay, Mr Dagès, Mrs Le Dilly, Mr Moy, Mr Pivard, Mr Poupart, Mr Roumégous, and Mr Schmitt.

#### Financing of major Group programmes:

For the financing of major programmes, on 15 December 2022, the Board of Directors authorised the payment of grants to the regional mutuals in 2023 in order to:

- support the development of banking activities (Orange Bank) for a maximum amount of €7.5 million before corporate income tax, or €5.56 million net of corporate income tax;
- share in the cost of issuing mutual certificates in 2023 for a maximum amount of €16 million;

- share in the costs of the Regional Mutuals' project to develop national partnerships by transforming Amaline Assurances into a broker, with an overall annual budget of €0.8 million to finance the IT investment made in 2022 to develop the functionalities necessary for managing partnerships in the community IS. As part of this project, it also approved the payment to Groupama Centre Manche in 2023 of a maximum subsidy of €0.75 million for 2022 for the Renault-DIAC partnership taken over by Groupama Centre Manche;
- contribute to financing the digital transformation of the regional mutuals up to a maximum amount of €2 million per year for 3 years.

Each of these grants was successively authorised by the Board of Directors without the Chairman of the mutual granted a subsidy participating in the vote.

Directors concerned: Mr Assémat, Mr Collay, Mr Dagès, Mrs Le Dilly, Mr Moy, Mr Pivard, Mr Poupart, Mr Roumégous, and Mr Schmitt.

### **Grants to organisations and associations**

On 15 December 2022, the Board of Directors authorised the payment of grants to the metropolitan regional mutuals in 2023, to finance organisations or associations for projects that are national in scope but organised locally, up to a maximum of €25,000 (including tax) per regional mutual, for a maximum amount of €100,000 (including tax)

Each of these grants was successively authorised by the Board of Directors without the Chairman of the mutual granted a subsidy participating in the vote.

Directors concerned: Mr Assémat, Mr Collay, Mr Dagès, Mrs Le Dilly, Mr Moy, Mr Pivard, Mr Poupart, Mr Roumégous, and Mr Schmitt.

*Neuilly-sur-Seine and Courbevoie, 28 March 2023*

The Statutory Auditors

#### **PricewaterhouseCoopers Audit**

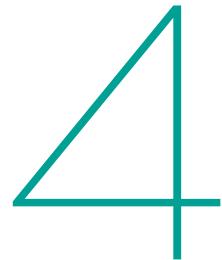
Marine Bardon      Sébastien Arnault

#### **Mazars**

Maxime Simoen      Jean-Claude Pauly



# CORPORATE SOCIAL RESPONSIBILITY (CSR)



<b>4.1</b>	<b>GROUPAMA CSR POLICY</b>	74	<b>4.3</b>	<b>REPORT BY ONE OF THE STATUTORY AUDITORS ON THE DECLARATION OF EXTRA-FINANCIAL PERFORMANCE</b>	124
<b>4.2</b>	<b>DECLARATION OF EXTRA-FINANCIAL PERFORMANCE</b>	<b>75</b>			
<b>4.2.1</b>	CSR at the heart of our business model	75			
<b>4.2.2</b>	CSR issues and associated risks	78			
<b>4.2.3</b>	Adapting to climate change: the Group's ecological footprint	101			
<b>4.2.4</b>	European taxonomy	105			
<b>4.2.5</b>	Tables and notes	111			

## 4.1 GROUPAMA CSR POLICY

Responding to societal issues is part of the history of Groupama, a mutual insurance company that has always been driven by its values: proximity, engagement, performance, and solidarity. The Group focuses on people and customer satisfaction, as reflected in our corporate purpose: We are here to allow as many people as possible build their lives confidently. To do this, we rely on humane, caring, responsible communities.

Rooted in the territories, with its elected representatives and its employees, the Groupama group is therefore attentive to its environment and has a long-term vision for its actions. We believe the CSR approach is a key factor in our employees' commitment and motivation, in innovation, operational efficiency and the reinforcement of the quality of our relationship with external and internal audiences. It contributes to the transformation of our group.

The CSR strategy for 2022–2024 was validated by the Board of Directors of Groupama Assurances Mutuelles on 16 December 2021. 2022 was devoted to the implementation of this roadmap, in action plans, in the quantification of indicators with targets and in each of the Group's entities.

As part of a sustainable growth business model, the CSR strategy sets out 5 commitments:

### ➤ A human, attentive, and responsible customer relationship

We want to accelerate relationship-based contacts with members and customers, for example by checking on them, especially during climate events and providing advice on the protection of their property or their person; we aim to raise awareness of complete prevention – the "Les Gestes Qui Sauvent" operation, which aims to train 1 million people – and to help raise awareness of mutual insurance.

### ➤ Protection solutions that respond to changes in the environment and lifestyles

This involves putting in place protection solutions that respond to changes in the world and major transitions – human, environmental, and digital – in particular, being able to offer innovative solutions that enable the resilience of our members and customers to risks:

- climate: acting on the challenges raised by the climate transition;
- mobilities: Contributing to the development of new mobilities;

- habitat: promoting the evolution towards the habitat of tomorrow;
- cyber: helping customers adapt to the digital transition;
- ageing: providing solutions to meet the challenges of an ageing population.

### ➤ Contributing actively to the sustainable development of local life

Groupama is a regional player, taking full account of the economic, societal, and environmental dimensions of its actions, by stimulating the local economy, for example through an innovation programme or support for entrepreneurship. The Group and its companies also focusing on solidarity issues and organising effective mutual assistance systems that can be mobilised in the event of an emergency, such as climate events. Groupama aims to be a leader in mutual assistance by developing actions to promote health and thus the fight against rare diseases.

### ➤ A clear, public, and Group-wide sustainable savings and investment policy

We extend the "ESG" approach <sup>(1)</sup> to all investment activities, using a common approach for all Group companies, which have common tools. We are accelerating the promotion of ESG-screened sustainable savings offers. The Group has strengthened its climate commitments, with €1.2 billion in additional sustainable investments from 2022 to 2024, a 50% reduction over the decade in the carbon intensity of its portfolios and by joining the Net Zero Asset Owner Alliance and the PRI <sup>(2)</sup>.

### ➤ A committed Group where everyone acts with pride in line with our values (reduction of carbon footprint, responsible management, "native" CSR approach)

We have made strong commitments in terms of reducing the carbon footprint of our organisation: -20% by 2024 and -40% in 2030. We are strengthening our responsible management policy (employability, inclusion, gender equality, quality of working conditions, and support for caregivers), and we have planned to develop a "native" CSR approach – which includes the consideration of CSR criteria – for the Group's governance and in all our projects and activities.

The declaration of extra-financial performance (DEFP) presents the results of the first year of implementation of the 2022–2024 Group CSR strategy.

(1) Environmental, Social, and Governance criteria.

(2) Principles for Responsible Investment.

## 4.2 DECLARATION OF EXTRA-FINANCIAL PERFORMANCE

*This part corresponds to section 10 of the management report of the combined financial statements for fiscal year 2022, audited by the statutory auditors.*

*The social, societal, and environmental information published in this “declaration” (1) covers all entities within the scope of the combined financial statements, namely the regional mutuals, subsidiaries, and national entities. This approach provides a significant and comprehensive assessment of Groupama group’s progress in CSR (corporate social responsibility) in terms of understanding CSR risks and issues, and the steps taken and the results obtained. The elements of the Group CSR Strategy are also summarised in part 4.1 of the 2022 “URD” (2) and in the Groupama group’s annual report.*

### 4.2.1 CSR AT THE HEART OF OUR BUSINESS MODEL

#### 4.2.1.1 A dynamic of responsibility since our group began

Groupama's sustainable development policy is rooted in the very identity of the Group as a mutual insurer originating in agriculture. The Group was created by farmers for their own needs and has been passed on from generation to generation for over 100 years.

It was therefore constructed by its members for its members. Thanks to this background and the responsibility of its elected representatives and employees, Groupama is fundamentally a partnership that has always placed people its core focus, with the commitment to support and meet the lifelong protection needs of people and property in a constantly changing world.

Integrating the issues of sustainable development into its business activities and its relations with stakeholders is part of our daily commitment to responsible business. It is fully integrated into the insurance business – providing solutions in particular to the challenges of today's society, such as demographic transition and accessibility of insurance, climate change, and energy transition, the digital revolution, the world's crises, current pandemic crisis – but also beyond the core business by supporting civil society initiatives, helping to reduce vulnerability, and contributing to local and national economic development. For all these reasons, Groupama is historically and intrinsically a socially responsible player.

#### 4.2.1.2 Our values and purpose

Our DNA as a mutual insurer and our way we do business are based on values that correspond to the social expectations of our time: proximity, responsibility, engagement, performance, and solidarity. We apply these values on a daily basis to serve our ongoing central purpose stated in 2018: We are here to

allow as many people as possible build their lives confidently. To do this, we rely on humane, caring, responsible communities.

This long-term purpose is shared with our elected representatives and employees, fuelling a collective dynamic that unites and motivates us.

On 18 October 2022, the Groupama group won the “Trophées de la Raison d’être 2022” organised by The Why Project and the HR&M Group. This award highlights the authenticity and driving force of our corporate purpose.

Groupama thus has an inclusive model, with a desire to build and take action to provide all responsible players with efficient, sustainable solutions in keeping with the original spirit of the mutual founded by entrepreneurial farmers. It requires civic mobilisation around the drive to take action to address risk events and to create confidence.

#### 4.2.1.3 Our ambition

Our values and purpose provide the general framework for our action. The Group has two major strategies that mobilise its energy and resources to ensure the sustainability of our role as a responsible financial player: to cultivate our pioneering spirit (Groupama was a forerunner in assistance, driver's bodily injury insurance, etc.) in particular to continue to innovate to allow our members and customers to build their lives confidently and to bolster our effective, profitable, sustainable mutualist model based on our values.

CSR fully contributes to these strategies by reinforcing the commitment of our employees, by stimulating innovation and drivers of growth (responsible products and services incorporating societal and environmental criteria, new markets, etc.), by reducing costs (logistics optimisation, recycling, reduction of consumables, etc.) and by strengthening the image and quality of the relationship with external and internal audiences, particularly in the regions. In addition, CSR makes a group-wide contribution to risk control in the Company's major areas of business (commercial, HR management, communication, etc.).

(1) “Declaration of Extra-financial Performance” (DEFP), voluntarily prepared by Groupama according to the order on the publication of non-financial information and its implementing decree in July and August 2017 respectively.

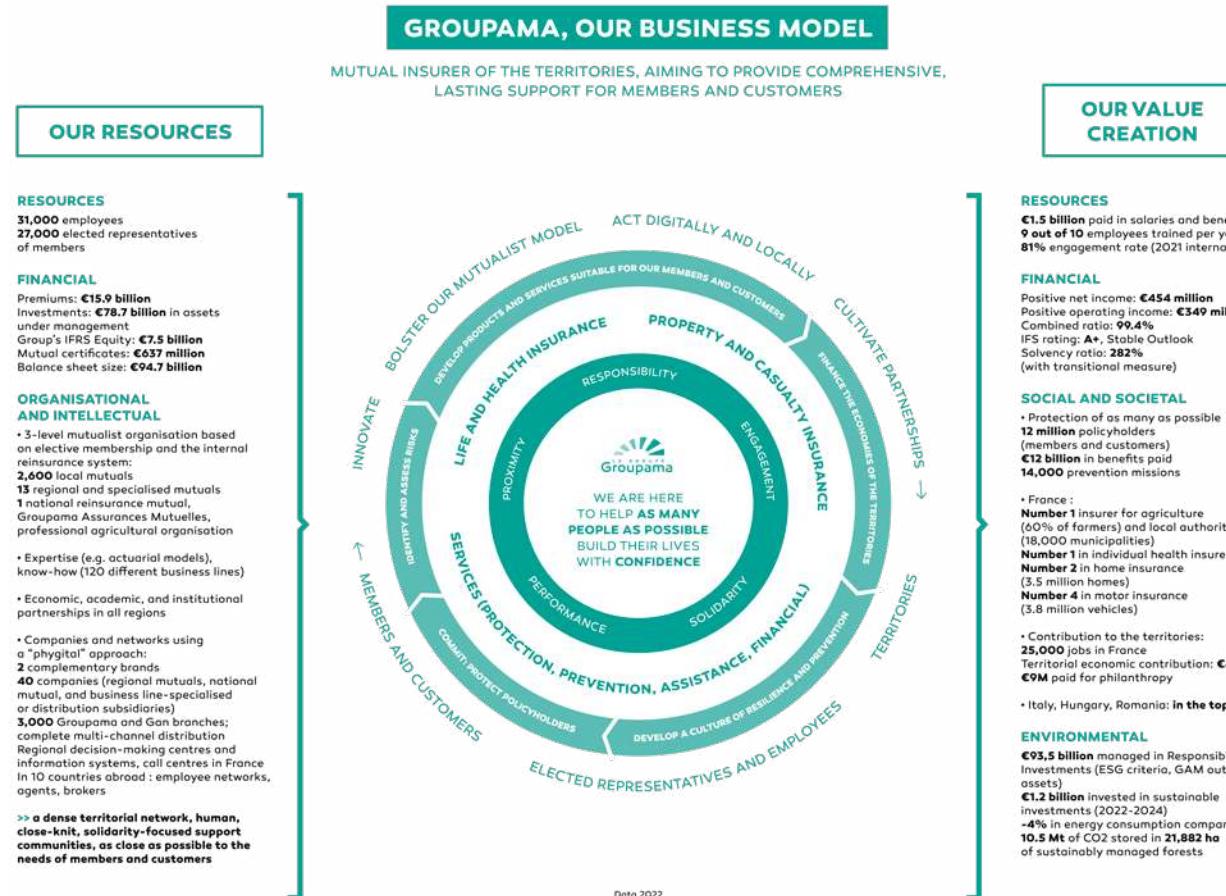
(2) Universal Registration Document (formerly Registration Document).

All these factors are reflected in the Group's strategic and operational plans, namely the five major pillars identified in our strategic project: maintaining customer proximity, strengthening our distribution capacity, making Groupama even more of a leading brand, optimising the effectiveness of our industrial model by adapting more quickly, and mobilising the Group's

players, including its employees, even more in our performance to serve our customers. Priority actions have been defined in this strategic framework.

In 2022, in line with previous formulations, the Group set itself the ambition to build the mutual insurance group that champions the support of its customers.

#### 4.2.1.4 Our business model: creating value for people and the territories



More than 83% of the Group's business is carried out in France (1). In the total premium income for 2022, life and health insurance represented 48.8%, property and casualty insurance represented 49.9%, and financial businesses represented 1.3%. The Group has 31,000 employees (2), with 80% working in France.

In a mutual insurance company, capital is a common asset made available to the community to invest, innovate, and sustain the organisation. Groupama's business model thus serves its purpose and creates long-term value for its stakeholders: customers/members, employees, and partners in the territories.

Groupama is one of the leading insurance companies in France and is present in 10 other countries. Its societal utility naturally lies in the nature of our profession, financial protection, a pillar of economic activity, but it is much more than that because it is a player in social life by creating links between people and communities, at the heart of the territorial ecosystem.

Networking—human, physical, organisational—is a major strength: geographic proximity is one of the major features of our model.

(1) In addition to France, Groupama is present in Italy, Turkey, Hungary, Croatia, Slovenia (since 2022), Romania, Bulgaria, Greece, Tunisia (35% stake in a group), and China (in the form of a joint venture). The portfolio of the branch in Slovakia was sold at the end of 2022.

(2) Adding the staff of the companies CIGAC, SDGAC, Centres Centaure, CapsAuto, and Juritravail SAS in China to the headcount of the combined scope strictly speaking. The exact figure is: 31,216, 81% of which in France.

Groupama is the only insurer in France with a decentralised territorial structure, based in particular on local mutuals grouping together members and regional mutuals, which are autonomous, responsible, interdependent regional companies, particularly through the mechanism of reinsurance.

The Group's financial strength, illustrating the quality of management and guaranteeing sustainability, continued to be high against the backdrop of the crisis: the Fitch Ratings agency even raised Groupama's rating to "A+" with a Stable outlook on 10 June 2022.

Groupama is the strength of the network and the collective.

Relationships of sharing between members, elected representatives, customers, and employees contribute to the differentiation and power of our model: the ability to combine operational and "emotional" knowledge allows Groupama to provide responses optimally tailored to needs, going beyond issuing policies.

In addition to cover needs, Groupama is developing a comprehensive analysis of the risks to which its members and customers are exposed and a comprehensive prevention approach.

Our actions and measures during the health and economic crises since 2020 perfectly illustrate this sense of sharing and support for stakeholders.

Throughout these last few years of crises, Groupama's 31,000 employees remained continuously mobilised to assist our members and customers with the support of our mutual insurance elected representatives. Groupama has 27,000 elected representatives, who form real communities of mutual assistance in their department, particularly during exceptional events; it is the feeling of usefulness that drives them, the conviction of being mediators on the ground and players in local solidarity.

#### 4.2.1.5 Governance and CSR strategy

The CSR team within the Employer Communication Department, which reports to the Groupama Assurances Group HRD, promotes and coordinates the CSR policy within the Group, and produces reports. It reports on the progress of the CSR strategy to the Group's Ethics and Sustainability Committee (1), which includes the Group's senior management and the CEOs of the regional mutuals. In particular, it leads a network of 50 correspondents/coordinates from all the Group's entities (regional mutuals, Groupama Assurances Mutuals, French and international subsidiaries, and the IT and logistics EIG Groupama Supports & Services), which participate in the development of action plans in their company and share their best practices.

Led by the CSR team, with the assistance of the Group Strategy Department, the Group CSR Strategy is a master plan that defines areas for improvement in which the Group's companies are active. The objective of this strategy is to mobilise the entire Group around CSR with high added value to

serve the Group's strategic transformation challenges and its corporate purpose.

#### The CSR strategy for 2022–2024: placing CSR at the heart of our strategy

The Group has been working on the development of this CSR strategy since the beginning of 2021. In a first phase, it enabled us to establish Groupama's materiality matrix. More than 120 interviews were conducted with stakeholders, and numerous sessions to share and build the strategy were organised throughout 2021 with mutualist elected representatives in particular. This work has shown an alignment of priorities between external and internal stakeholders.

The general scheme of the CSR strategy for 2022–2024 was validated by the Board of Directors of Groupama Assurances Mutuals on 16 December 2021. 2022 was devoted to the implementation of this roadmap, in action plans, in the quantification of indicators with targets and in each of the Group's entities.

Based on our corporate purpose and strengths and as part of a sustainable growth business model, the CSR strategy sets out five commitments:

- a human, attentive, and responsible customer relationship;
- protection solutions that respond to changes in the environment and lifestyles;
- an active contribution to the sustainable development of local life;
- a clear, public, and Group-wide sustainable savings and investment policy;
- a committed group where everyone acts with pride in line with our values (reduction of carbon footprint, responsible management, "native" CSR approach).

CSR governance has been strengthened: the steering of CSR actions and indicators is based on the existing steering of the Group's strategic project, with sponsorship from the chairmen of the regional mutuals and members of the Group Executive Committee. In 2022, the Group Executive Committee's Ethics Committee became the Ethics and Sustainability Committee, which now meets four times a year. CSR is regularly on the agenda of all major (elective or executive) governance bodies of the Group.

Acculturing on CSR, promoting our commitments, and encouraging the implementation of new actions... The mobilisation of employees and elected representatives is essential to the success of this new CSR strategy. In summer 2022, a comprehensive CSR engagement plan was launched for internal purposes, with the aim of supporting the operational implementation of the strategy by rolling out a system of information (short videos, webinars), awareness-raising (kit for Managers, employee challenges), and training (e-learning), in line with major CSR themes (mutual assistance, responsible finance, contribution to local development, etc.).

(1) The Group Ethics and Sustainability Committee is a committee of the Group Executive Committee (CEG).

## 4.2.2 CSR ISSUES AND ASSOCIATED RISKS

### 4.2.2.1 Risk assessment

In connection with Order No. 2017-1180 published on 19 July 2017, the Group's CSR risks were specifically mapped in order to prepare this declaration. This rating was done in view of the social, societal, and environmental issues associated with our business model. CSR risks are intended to complement the current global management of the Group's risks.

The approach to the work, led by the CSR team with the assistance of the Group Risk Department, was as follows: first, classify and express "CSR" risks (for which there is currently no official normative list <sup>(1)</sup>) and simultaneously construct an evaluation grid (matrix) for these risks, based in particular on the COSO method <sup>(2)</sup>. This list of risks and the assessment methodology were then sent to the business and Risk Departments of the Group's entities for an initial rating, done as much as possible in gross terms <sup>(3)</sup>. Lastly, the feedback from this rating made it possible to decide which of the CSR risks were "significant" and validated for the first time by the Group's Ethics Committee on 11 December 2019.

The evaluation was done based on an expert assessment. The scope mainly concerned our main businesses and businesses lines in France. The risk rating depends on the probability of occurrence and the sum of the potential impacts (with an additional assessment factor, which is the incident already experienced or not).

The mapping was revisited in 2021, with a gross and net rating <sup>(4)</sup> with the assistance of the Group Risk Management Department. The Group's Ethics Committee validated this last analysis on 16 November 2021. The CSR risks indicated in this document as "significant" are those that appear in the gross rating as "very high" or "high".

On 13 December 2022, the Group Executive Committee noted that the CSR risk mapping would be attached to the Group major risk mapping.

An annual review of the update of extra-financial risks was carried out with the Group Risk Department on 16 December 2022. The list of significant risks was not modified.

In addition to this mapping work, the following are indicated in this declaration:

- risks that are already incorporated into the Group Major Risks framework;

- risks or topics that must be reported according to the regulations.

A total of 15 significant risks are presented in the DEFP, as well as two issues/risks related to areas at the borders of society and the environment and three risks or themes required by regulations.

The DEFP also presents the comments and indicators required by the European Taxonomy regulation on sustainable activities (investments and non-life insurance).

At the end of the document, in the summary table of risks, themes, and key performance indicators, the risks in the Group's classifications that are linked to CSR risks are indicated.

### 4.2.2.2 CSR strategic challenges and identified risks

The CSR actions carried out as part of the Group's CSR strategy are presented in the DEFP according to the standard breakdown of CSR areas, thus in relation to our 5 commitments (pillars or foundations according to our name):

- a human, attentive, and responsible customer relationship: in societal challenges/risks (quality of advice and customer service/satisfaction, as well as methods of interaction with members and customers);
- protection solutions that respond to changes in the environment and lifestyles: in societal challenges/risks (taking into account the protection needs and risks of our members and customers, prevention) and in environmental risks (adaptation or mitigation in relation to climate change);
- an active contribution to the sustainable development of local life: in societal commitments in favour of sustainable development (a player in the regions, in economic and societal dimensions);
- a clear, public, and Group-wide sustainable investment and savings policy: in societal challenges/risks (the "ESG" criteria in investments and the sustainable savings offering) and environmental risks (actions linked to responsible asset management commitments in relation to global warming);
- a committed group where everyone acts with pride in line with our values: reducing the carbon footprint mentioned in the section on adapting our organisation to climate change (the Group's ecological footprint), responsible management (social challenges and risks), "native" CSR approach (particularly in terms of societal challenges and risks, as well as the development of the purchasing policy with CSR criteria).

(1) Sources: the CSR reporting guide for the insurance sector produced by the FFA in 2018 as well as the 2015 practical guide of the ORSE (Observatory on corporate social responsibility), of which Groupama is a member.

(2) Enterprise risk management to environmental, social and governance-related risks, COSO, October 2018.

(3) In other words, intrinsic risk before risk control measures.

(4) Assessment taking into account the risk control mechanisms.

### 4.2.2.3 Social issues and associated risks

In terms of employer responsibility, the objectives during the health crisis in 2020 and continued until the beginning of 2022 were first and foremost to preserve the health of employees, maintain team cohesion, and ensure the continuity of the business.

Human resources management – responsible management as indicated in one of the two foundations of our CSR strategy – is one of the pillars of our model. In this area, four risks <sup>(1)</sup> were identified, each corresponding to an issue of our responsible employer policy, three of which appear to be the most significant:

#### (a) The risk of inadequacy of skills with changes in the business lines

This is a significant risk today due in particular to the growing digitalisation of business lines, changes in working methods, and regulatory developments – in particular on products and advice – which are increasingly numerous. This also concerns the issue of the attractiveness of our companies, which will need to capture more digital profiles and certain outside skills.

Business lines are traditionally under intense stress due to the internal and external scarcity of skills, such as data scientists and experts on business insurance or professionals (in cyber-risk, for example).

On mass markets, there are also:

- a growing need across all business lines due to heightened competition on the labour market;
- a need for skills in designing products and services related to new mobilities or claims management: the claims Manager profession is substantially shifting towards more advice and proactiveness for the customer. New customer journeys are being developed in property damage and motor insurance, and the notion of "enhanced" Manager is taking shape. In addition, new risks (e.g., cyber-risk) and new services are developing to support the customer (compensation in kind, direct agreement, support for victims of bodily injury, etc.).

#### Risk control levers

The commitment to employability and the training were maintained during this fiscal year, which is a key issue for the sustainable development of the Company:

- policy of significant investment in training: development of an SWP <sup>(2)</sup> policy, updated in the companies and now a Group SWP (since 2021) within the framework of the negotiation of a Group-level agreement setting up an annual monitoring committee and a three-yearly update of a GPEC report including the professional training policy;
- substantive actions: review of Managers (and succession plan) and staff; compliance with holding annual interviews (EAE and EP); training of Managers and sales staff (products, new tools, regulations, etc., particularly in life insurance) (context of the implementation of the IDD <sup>(3)</sup>); concentration of specialised centres of expertise;
- development of programmes: Project Expert (to develop project management skills); community training kits on targeted topics (professionals, GDPR <sup>(4)</sup>, etc.); Skills programme integrated into the Profile project and Talentsoft platform for dynamic skills management open to employees;
- innovations in training methods to continue and improve the impact of training, particularly in periods of teleworking;
- communication campaigns on the employer brand to strengthen our appeal, publicise jobs, particularly those in short supply, and recruit.

#### 2022 focus on the issue of employability

- Signing of the three-year agreement on GPEC and training applicable on 3 March 2021 to develop a common policy within the Group's companies.

As such, the Group GPEC's strategy is the driving force behind the GPECs of the companies. It is also a tool for coordinating industrial dialogue through the annual meeting of the committee for monitoring the agreement, which brings together the industrial partners.

- Renewal of the Group inter-company mobility agreement on 18 October 2021.

It establishes common rules at least for all transfers of employees between the Group's companies, with a view to promoting the development of voluntary and individual employee mobility between companies, enabling them to be involved in their professional development and the Group to support its strategic projects and to adapt to/anticipate changes in the sector.

- Further development of the quality of the integration of newcomers.

(1) See summary tables of risks in the appendix.

(2) Strategic workforce planning, SWP.

(3) Insurance Distribution Directive (European regulation).

(4) General Data Protection Regulation.

### Performance indicator

Rate of trained employees (rate of access to training = number of trained employees/total number of employees): 97.6% (96.8% in 2021). The rate of employees trained, already at a high level in 2021, continued to grow. The calculation method includes individuals who left the Company as of 31 December 2022 and is divided by the number of employees as of 31 December 2022.

### Additional indicators

Number of trained employees: +1.6%; training hours: +33.5%; expenditure: +29.9%/2021; share of e-learning: 11% (15.9% in 2021).

The number of employees trained continued to grow this year. The increase in expenditure is linked to the resumption of face-to-face training; the share of e-learning is down slightly, as this training method has become part of the usual training resources used.

### (b) The risk of a deteriorating social climate

This is intrinsic to the dialogue between the workforce and management. While tensions may arise depending on the topics (pay bargaining, retirement, working conditions/quality of life at work, working hours, etc.), the social approach and the mechanisms put in place within the Group make it possible to limit these risks and maintain a good social climate.

The risk may be more acute in connection with a formative corporate plan (deployment of the DCS<sup>(1)</sup>, flex office, etc.). Increased vigilance will be needed where sites are restructured (such as the phased relocation to the Nanterre Campus since 2017 and its new steps initiated in 2021 and continued in 2022, as well as the consolidation of the Bordeaux/Mérignac sites).

### Risk control levers

Policies and actions have been implemented for several years:

- a highly structured organisation of the dialogue between the workforce and management, regular relations between management and staff representatives, negotiation of collective bargaining agreements each year, and holding of committee meetings to monitor agreements;
- decentralisation for a good adherence to needs; an organisation of industrial dialogue at several levels: at the level of each company, with an organisation adapted to the regional level, the size and the activity of the Company, at the level of the UES or the UDSG<sup>(2)</sup> level, which makes it possible to deal with issues common to several companies in the Group, and at Group level, where the industrial dialogue commission makes it possible to negotiate basic measures applicable to all employees. Each level has its own industrial dialogue bodies and timetable;
- numerous actions on the support and quality of the social foundation: the review in 2021 of the Group agreement on diversity and equal opportunities and the review in 2022 of the Group agreement on quality of life at work, a Group and

internal psychological support system for the companies, and the Céla listening unit<sup>(3)</sup> (reinforced in 2021 in connection with the health crisis, then in 2022 with the implementation of monthly webinars on topics relating to the prevention of psychosocial risks and the promotion of quality of life at work, and the rollout of the Care4People platform, allowing each employee to have free access to resources enabling the promotion of quality of life at work – see below), a system to help people with disabilities, measures to better link work and personal life, help for caregivers, consideration of the right to disconnect, development of collaborative/participative actions and consultation of employees (such as the Group Opinion Survey); extended possibility of teleworking; development of the quality of the integration of newcomers as indicated above;

- comprehensive support for employees and Managers in the new situation created by the health crisis in order to reconcile health protection with the risk of isolation associated with teleworking. Despite the Covid crisis, our programmes and events were maintained during the period. The challenge was to continue, “working well together”.

### 2022 focus on the issue of “working well together”

- Following on from the many initiatives taken during the health crisis aimed at continuing to get on well together in working groups, the establishment of new workspaces (flex office), and the widespread use of teleworking (two days a week in most of the Group's companies) were at the heart of change management initiatives and the development of collaborative/participative actions and employee consultation (participation in the development of strategies, tests, layouts of premises, etc.), and development of common events and spaces.
- The renewal of the quality of life at work (QLW) agreement in April 2022 reiterates the Group's commitment to QLW and makes it a major focus of its social policy with the coordination of a network of QLW representatives at least during three annual meetings, and initiatives throughout the year (targeted awareness campaign, communication during themed weeks, etc.). A support kit was sent to the companies to enable better understanding and communication about this agreement and its challenges (QLW guide for employees, QLW guide for Managers, etc.). Rollout of a programme of 12 webinars a year, covering topics relating to the prevention of psychosocial risks and the promotion of quality of life at work, led by specialised psychologists.
- Provision in 2022 of a Care4People resource space aimed at involving employees in their quality of life at work by giving access to resources (self-assessment, Articles, videos, webinars) as well as psychologists and therapists as part of the internal Céla system (psychological support, social support, legal assistance for family caregivers, crisis management, and mediation).

(1) Digital Collaborative Space.

(2) UES and UDSG correspond to Groupama employer groups.

(3) Psychological support, legal assistance, etc.

- Update of two training modules, in e-learning format, for Managers ("e-Quality of Life at Work: a shared responsibility") and all employees ("e-How to promote well-being at work: everyone involved in QLW") to raise awareness and train all Group employees on the subject of quality of life at work to enable them to understand their scope and adopt the right behaviours to protect themselves and their colleagues.

#### Performance indicator

Group absenteeism rate (France + international): 8.1% (7.2% in 2021).

The increase came from the France scope, in a context of continued Covid waves in 2022.

An active and constructive industrial dialogue. Number of company agreements entered into for 2022: 103 agreements signed (for the DEFP scope) in the regional mutuals and the French and international subsidiaries.

It should be noted that the results of the 2021 Group employee opinion poll are very satisfactory: 81% participation rate of the Group's employees (France and international), i.e., +4 points/2018; engagement (and trust) rate: 81%, +5 points/2018, or +4 points above the European Insurance benchmark, the Group's 2024 target is maintained above the benchmark; collaboration rate: 69%, up 10 points from *pro forma* 2018. The next employee opinion poll will take place in March-April 2023.

#### (c) Risk of discrimination

Preventing this discrimination is an ongoing objective that requires our Group to have processes in place to eliminate any issue in this area. Several types of discrimination can occur: hiring, selection of candidates, and in career management as well, such as during a mobility process. There are nearly 30 discrimination criteria.

In addition to the rigorous processes put in place, the occurrence of this risk is mitigated in an underlying way by our characteristic as a caring employer with strong regional roots, allowing us to be attentive to the developments and aspirations of various social groups.

#### Risk control levers

Policies and actions have also been implemented for several years:

- establishment of processes aimed at limiting or excluding this risk: various training courses (and in particular the e-learning "recruiting without discrimination"), functions (a diversity correspondent and/or a disability advisor are appointed in each company and a correspondent appointed

at the Group level who leads the network of company correspondents as part of a minimum of three meetings per year) aimed at deploying prevention policies intended to eliminate or greatly reduce these risks. The aim is to demonstrate through these procedures, on the one hand, its exemplary nature (for example in its recruitment processes, with compulsory training for Managers and recruitment officers), and on the other hand, its commitment to the integration of all skills;

- the Group has signed the diversity charter and has negotiated for several decades, most recently on 4 June 2021, in voluntary agreements for the hiring, integration, and retention of people with disabilities, but has also included in its agreements (in particular, see the Agreement on Diversity and Equal Opportunities, reviewed in 2021 <sup>(1)</sup>) measures to encompass all forms of diversity: in-company parenting, "intergenerationality", gender equality (including mentoring), measures on the management of the career paths of employees holding elective or trade union office, or measures to support employees who help family members;
- openness and support for young people (continued recruitment of work/study participants and trainees, innovative competitions for students, etc. and solidarity actions in favour of young people, including support for associations and the signing of the PAQTE <sup>(2)</sup> in 2021).

#### 2022 focus on the issue of diversity

- Continued rollout of the new agreement signed in 2021 at Group level, with a reinforced communication plan, (articles every quarter "Le Kiosque", Group intranet) in connection with existing agreements or action plans (the UDSG and UES plans), which places particular emphasis on helping employees with disabilities, either directly or indirectly through a relative (child or spouse <sup>(3)</sup>) with, in particular, the granting of specific paid days of absence and the establishment of an allowance for the parent of a child with disabilities (up to age 20) of up to €1,200 per year.

A support kit was sent to the companies to enable better understanding and communication about this agreement and these challenges (parenting guide, guide on family caregivers, communication plan throughout 2022, etc.).

- Initiatives such as disability week were continued and strengthened as part of the networks of correspondents and internal communication teams.
- Support for caregivers and the social assistance component were promoted as part of the Céla group psychological support system, notably by strengthening communication and awareness-raising initiatives.

(1) Which replaces the 2008 Agreement on Diversity and Equal Opportunities and its two amendments of 2011 and 2015 as well as the 2010 UDSG agreement and the 2016-2018 UDSG three-year action plan.

(2) PAQTE, Pacte avec les Quartiers pour Toutes les Entreprises.

(3) The employee's spouse is understood to be the person with whom the employee is married, bound by a civil solidarity pact (PACS), or cohabiting, regardless of sexual orientation.

Also in 2022:

- Groupama is listed in the 2022 Universum <sup>(1)</sup> ranking of the most attractive companies. And twice over, since students and Managers have recognised us as an employer of choice;
- in June, by experienced professional with five years of higher education: 1<sup>st</sup> place in the business executives "Development and Professional Training" category, which is one of the key elements of our employer value proposition;
- in October, by those with two to three years of higher education: the Group was recognised by Universum as one of the preferred employers of these students. Another distinction for our Group: it is also one of the top 10 companies that promote the work-life balance for those with two to three years of higher education.

In 2022, the Group had five companies certified as Top Employer: two in France (Groupama Assurances Mutuelles and Groupama Loire Bretagne) and three internationally (Groupama Assicurazioni, Groupama Asigurari, and Groupama Sigorta). The Top Employer certification is an audit of HR practices, which compares them with the best practices recognised in each country. To be certified, the Company must complete a detailed HR Best Practices Survey (600 HR practices).

#### Performance indicator

Gender equality (Group):

- rate of female executives/number of executives: 50.9% (50.1% in 2021);
- rate of female senior executives/number of senior executives: 26.2% (stable/2021).

March 2022. The Group's companies obtained gender pay equality indexes, most of which were between 84/100 and 97/100. These results reflect the continued mobilisation of women and men for many years to promote gender equality in the workplace.

#### Additional diversity indicators

- Work/study: 1,054 work/study trainees (France) - (980 in 2021), rate of conversion of work/study trainees to fixed-term or permanent contracts: 21.7% (24.2% in 2021).
- Group disability: 1,228 employees with disabilities (1,117 in 2021), i.e., 4.4% of the total workforce on permanent contracts.
- Permanent contract rate: 97.9%.
- France disability: 1,160 employees with disabilities (1,043 in 2021), 97.8% on permanent contracts.

Lastly, given our humanistic culture, our business activities (services), and the countries where the companies of the combined scope operate, the risk of violation of human rights is very low. Everything concerning working conditions and the safety of people and property is highly regulated.

Regarding the implementation of risk identification and prevention policies, examples include:

➤ the ethics charter, which includes principles/values that require the Group to implement concrete preventive measures. For many years, it has developed a prevention approach, which is reflected especially through a Group Agreement on Quality of Life at Work and the appointment of RHQLW-RPS coordinators/prevention officers, who ensure the prevention of psychosocial risks among other things. At the Group level, the Quality of Life at Work (QLW) committee meets several times a year to discuss major projects on an equal footing with the industrial partners.

At the European level, the subsidiaries have also incorporated a risk prevention and management policy. A Joint Declaration on the Quality Of Life At Work has been signed by the industrial partners at the European level and is monitored once a year by the European Works Council, listing all the practices in this area in each country represented on it;

- the industrial partners in the companies are closely monitoring these issues; the companies are developing prevention policies on many aspects (RPS, TMS, CELA system, etc.), in particular through the single documents on the prevention of psychosocial risks and the PAPRIPACT <sup>(2)</sup> prevention policies on many aspects (RPS, TMS, Céla, etc.);
- in each company: a confidential, secure whistleblowing system that can be activated by each employee is available on the intranet;
- in logistics: control and monitoring of regulatory obligations and Business Continuity Plans.

#### 2022 focus on the issue of respect for employees

- Social protection (health, protection, and pension policies) is one of the themes of the industrial dialogue.

In recent years, many legal or regulatory changes (responsible contracts, 100% health, etc.) have been taken into account.

In view of the impact of the health crisis and its consequences on the results of these schemes (Covid taxes on supplementary health insurance), it was also necessary to be much more vigilant in monitoring the technical results of these contracts.

These aspects of social protection, particularly with regard to supplementary pension, have also been taken into account in terms of the overall approach to compensation, with a significant increase in employer the participation contribution to supplementary pension schemes in recent years.

- The new agreement on quality of life at work of April 2022 renews the QLW representatives and three monitoring committee meetings per year and focuses on preventing psychosocial risks at the Group level (stress, moral and sexual harassment, gender-based acts, external and internal violence, and even domestic violence) and promoting the quality of life at work through a range of tools (balance between personal and professional life in particular with

(1) Universum is an HR communication/employer branding institute. As the global leader in employer branding, Universum is present in more than 20 countries to enable employers to attract talent through data analytics.

(2) Annual programme for the prevention of professional risks and the improvement of working conditions.

teleworking, the right to disconnect, and support for change) and direct assistance to employees who need it (Céla scheme comprising several components including psychological support, social assistance, assistance for family caregivers, and a component of promoting quality of life at work through access to multiple resources in this area).

As mentioned above, a support kit was sent to the companies to enable better understanding and communication about this agreement and these challenges (guide, e-learning for employees and Managers, etc.).

➤ Updating in 2022 of the internal bylaws and several of its appendices (ethics charter and Code of Conduct) to take into account changes in regulations regarding the protection of whistleblowers. This update will give rise to information and consultation of all Group companies' CSEs in late 2022/early 2023.

In terms of respect for employees and quality of life, 2022 was particularly marked by:

- the safety of all employees in the context of the continuation, at the beginning of 2022, of the Covid-19 health crisis: exceptional and extended remote working for "teleworkable" jobs based on government recommendations, strict compliance with social distancing measures, limiting travel, etc.;
- the increase in the prevention of psychosocial risks and the QLW policy: this resulted in, within Groupama Assurances Mutuelles, the commitment of a new approach to diagnosing psychosocial risks in order to ensure that the measures put in place were still appropriate or if they should be adapted to protect employees. All employees were invited to complete a survey (Karasek questionnaire). Those diagnosed with the highest risk participated in group interviews to enable an action plan to be drawn up. In addition, Managers were made aware of the prevention of PSRs during exceptional and extended teleworking (support by the HRD, dedicated form, webinars, etc.);
- in addition to the employee opinion poll, regular monitoring of the social climate to allow employees to express themselves and share their state of mind (for example, the "Your true opinion" survey within Groupama Assurances Mutuelles);
- support for employees and Managers in transforming working and collaboration methods (hybrid working environment, rollout of "flex per team");
- the establishment of working groups involving employees and employee representatives for major projects such as "flex per team";

- the development and enhancement of the Céla psychological support system in conjunction with a new service provider, Qualisocial, with the possibility for employees to participate in QLW webinars;
- the organisation of events as part of the national quality of life at work week.

The PSR prevention plan was rolled out throughout 2022 with:

- the strengthening of the prevention culture within Groupama Assurances Mutuelles with the recruitment of an occupational psychologist and the scheduling throughout the year of workshops and webinars on topics of quality of life and health at work;
- the implementation of actions aimed at strengthening the support provided to management, with the deployment of a Manager path in hybrid mode and the regular organisation of information meetings for them;
- the establishment of dialogue spaces and dedicated time for discussion by team on difficulties encountered, including the workload;
- raising employees' awareness of best digital practices through a guide on the proper use of digital tools and the rules of good behaviour in open spaces (distribution of a charter);
- the implementation of actions to promote relations within the working group, with the provision of collaborative working tools accompanied by the necessary training.

In addition, as an extension of the national campaign aimed at members, Groupama Assurances Mutuelles has begun to train all of its employees in "gestes qui sauvent" (life-saving techniques).

For prevention actions for employees, see also "Prevention" in section 4.2.2.3.

#### **Promotion of and compliance with the stipulations of the ILO fundamental conventions**

The Group reiterates its commitment to respect the stipulations of the International Labour Organisation (ILO) fundamental conventions in its ethics charter, deployed in all of its companies and brought to the knowledge of all of its employees. The ethics charter also recalls that the Group fully adheres to the recommendations or commitments made by the Universal Declaration of Human Rights and the European Convention of Human Rights, the OECD (1) Guidelines for Multinational Enterprises, the ten principles of the UN Global Compact, and the EU Charter of Fundamental Rights.

(1) Organisation for Economic Cooperation and Development.

#### 4.2.2.4 Societal issues and associated risks

In the area of societal expectations, seven issues/risks <sup>(1)</sup> were identified in this exercise, each corresponding to an issue of our responsible insurer policy, four of which seem the most significant because they are closely linked to trust, which is pivotal to our purpose: "We are here to allow as many people as possible build their lives confidently".

##### (a) Risk of failure to advise

Fulfilling the duty to advise and to communicate the most meaningful information possible is obviously a major issue and a significant risk managed as such by the Group and its companies, as financial players offering insurance or savings solutions to its policyholders and customers. The risk of failure to advise, strictly speaking, is addressed as part of the Group's "Major Risks" system.

##### Risk control levers

At the heart of managing this risk is the proper deployment of the IDD in the Group <sup>(2)</sup>. This regulation includes the requirement to design products and distribute them to an identified target market. In order to ensure that marketing is properly monitored, this governance also provides for post-market analyses (via feedback from distribution networks) to make sure that our products meet the needs of customers for the long term. As such, on the life insurance scope, Groupama Gan Vie has implemented the notion of "recommendations", which relies on specific offerings constructed by the insurer to meet customer needs and regulatory requirements (delegated management and recommended allocations without a management mandate).

From a distribution perspective, this system has led to a significant increase in the quality and level of formalisation with regard to the duty to advise. The sales approach thus fully incorporates customer discovery by developing active listening and the needs of prospects to offer them a product that fully meets their expectations and interests. For example, with regard to the distribution of individual life and health insurance products, Groupama Gan Vie has developed sales support tools for each network to secure and ensure traceability of sales actions.

Beyond the regulatory aspect, which is very important, the Group and its companies have stepped up their actions to strengthen customer satisfaction, as further discussed below.

##### Performance indicator

Deployment of the iVie sales support tool in the regional mutuals and with all the sales forces. Rate of business in delegated management and recommended allocations/total business completed as a number (including independent management) = 88.7% in 2022 (89.7% in 2021 – monitoring of production actions done in iVie).

##### (b) Risk of default at key points in the customer relationship lifecycle

The quality of service rendered and customer satisfaction are core concerns of our business, which contractually binds us (being there when we are needed and fully delivering the promised service, in particular during the management of claims), the impact of which is naturally significant from all perspectives (reputation, image, customer loyalty, business development, etc.). This is especially the case in today's world, with the constantly increasing rigorous demands of policyholders, ongoing IT developments, and the need to be perfectly aligned with the various regulations, including those on information and data confidentiality and on communication and marketing. The potential for dissatisfaction is real at key points in underwriting or claim management and requires very strict attention.

##### Risk control levers

- the programme to improve customer satisfaction (ASC) for 10 years now (which has significantly increased the Net Recommendation Index, NRI, in recent years); the general action in favour of advising, simplification (customer areas, etc.), prevention, and proximity; the Service Commitments approach (6 on Quality of Service, "Groupama is committed"); and since 2020, the "proactive" approach to members and customers (Proactive Relationship Programme), which resulted in 1 million non-commercial calls at the height of the Covid crisis in 2020 (within the regional mutuals scope);
- all the major markets have taken—and continue to take—steps to improve the customer experience (training of players, efforts to educate on contracts, processes, knowledge of customers, etc.);
- in property and casualty insurance, development of interoperability between teams of regional mutuals, which allows for optimised processing of member files in situations where there is an influx of claims, such as in the case of natural disasters;
- many actions are carried out to make life easier for policyholders or to help them, such as the emergency button in the "Groupama et Moi" app (also in the app, monitoring the management of one's life insurance policy or the declaration of claims is possible by taking photos), the fall detection app in our new Liberty Rider 2/3-wheeler offering (see "Prevention" section), the DigiCar app (facilitating breakdown assistance), and the new "Je vend ma voiture" platform;
- since 2021, the system for making our services accessible to the deaf or hard of hearing has been gradually deployed in the regional mutuals; Groupama is going beyond the legal obligations by allowing interviews in branches. Work on the digital accessibility of our main websites for people with disabilities was initiated in 2022;

(1) See summary tables in the appendix.

(2) Insurance Distribution Directive, which entered into force on 1 October 2018, with the primary objectives of protecting consumers, harmonising measures within the EU, and improving transparency with policyholders.

- in 2022, Groupama joined the FAIRe de l'Union des Marques (UDM) programme of which it is a member; 15 commitments for responsible communication, in terms of content and form.

#### **2022 focus on attentive and responsible customer relations**

- The PRP initiative was amplified, with a target of 1,450 million calls by 2024 (1,094 million calls made in 2022). The non-commercial calls have been developed around topics such as prevention, advice on guarantees and services, and information on topical matters. More than 150 kits are shared by the Group's entities (40 new ones in 2022), several with prevention content.
- The launch of a new employer brand in 2022: "Being there for others, I decided to make it my job". Through this campaign, we want to focus on what sets us apart from our competitors: our mutualist DNA. The Groupama group is not a company like any other. We favour human beings and meaning, we recruit people and not diplomas, good personalities that will serve our members and customers in the future.
- Support for members and customers during the climate events that took place in 2022, such as cyclone Batsirai on Réunion island in February, the inclement weather in France during Pentecost weekend, and the August inclement weather in Corsica. Groupama's teams, employees, and elected representatives mobilised strongly to provide rapid solutions, in particular by declaring claims online, activating interoperability, and calling to check on the situation, estimate the damage, and help declare claims.

The regional network is a strong advantage in the relationship with members and customers. Each year, 300,000 members participate in the General Meetings of our 2,600 local mutuals (arrangements to allow remote General Meetings to be held with simplified formats were put in place in 2020 and maintained in 2021 given the health crisis <sup>(1)</sup>), which gives our policyholders decision-making power within the mutual insurance company, particularly through the Groupama elected representatives.

The link between elected representatives (by the members) and employees of the mutual is an essential point of support for understanding expectations at all stages (needs for protection, prevention, processing of claims, etc.). The elected representatives are mediators on the ground and "link builders" in the territories. The major survey of mutualist elected representatives launched in 2021 confirmed their strong desire to work with employees to serve their members. A "mutualist elected representative manifesto" was published at the end of 2022 and materialises these commitments.

The four Gan brand specialised networks also have strong roots in France, and the Group has local networks outside France (networks of agents, representatives, or employees).

The Group and its companies are developing a multi-channel strategy to strengthen proximity. Contact, face-to-face, or remotely, in real time, at the customer's choice, is in keeping with how today's society operates. On the Internet, the "advice" and "customer" spaces are clear and exhaustive (they contain all policies and their cover, certificates, the possibility to declare claims <sup>(2)</sup>, etc.); Groupama once again stands out as one of the best online insurance experiences, winning 3<sup>rd</sup> prize in Google's UX 2022 benchmark in the insurance category. Electronic signature continued its strong development, with 1,822,000 in 2022 (1,744,000 in 2021), or around +78,000 signatures. Some of the Group's companies are developing video experiments in branches or mobile branches.

#### **Performance indicator**

- proximity and support (criteria: listening, clear answers, monitoring of policies, and suitable covers); Groupama is again gaining ground and earned a score of 14.16/20 points <sup>(3)</sup> in 2022 (13.99 points in 2021), whereas the market is just above at 14.20/20 <sup>(4)</sup> (14.40 pts in 2021);
- quality of claims management: Groupama remains above 50% very satisfied (51%) and 80% satisfied and very satisfied <sup>(5)</sup> (internal survey, claims less than one year old).

The results of the annual internal survey conducted among our members and customers also attest to the added value of our actions such as the proactive calls resulting from the PRI (+7 points of INR in 2022 for customers targeted by a PRI campaign).

#### **(c) Risk of not taking into account protection needs**

The ability to respond, with sustainable and economically affordable solutions, to new customer needs/expectations related in particular to transition challenges and accessibility is one of the fundamentals of our social utility.

The issues of taking into account (or risk of not taking into account) needs in terms of protection, associated with the increasingly rapid changes in the world (demography/ageing, all-digital society including cyber-attacks, the technical nature of car models, new forms of mobility and work, urban violence, regulatory "avalanche" <sup>(6)</sup>, increased litigiousness of society, etc.) and adaptation to the budgetary resources of policyholders are significant. The issue of accessibility is more financial (the increase in premiums in the medium to long term must be controlled) than physical, as the Group's locations are throughout the territory, particularly in rural areas, and the multi-channel distribution system is complete.

(1) Closed meetings with a limited number of individuals present and with appropriate means of telecommunication.

(2) Note: It is also possible to report weather-related claims online (farmers with access to "Front Espace Climat").

(3) Score from the annual internal survey.

(4) Score from the annual competition survey adjusted from the responses corresponding to the criteria of the internal survey.

(5) Scores from the internal survey.

(6) The risk related to regulatory developments is addressed in part 5 of the "URD".

It should be noted that with regard to geographical aspects, the market's reinsurers, which monitor changes in the portfolios of their ceding entities, can guide the underwriting, but the share of this risk due to reinsurance remains immaterial.

Understanding expectations is one of our group's imperatives and is one of the natural conditions for its long-term development. In fact, the analysis shows that the risk is not so much about missing out on societal demand (solutions can be found for the vast majority of expectations, but for certain needs, the problem of the size of the insurable amount may arise) but being able to control the risk of premium increases over time, knowing that at this stage, insurance in France, whether life or non-life, is one of the top markets in Europe. Advances in data knowledge (thanks to data and artificial intelligence) increase the possibilities of assessing and pricing risk as accurately as possible, while maintaining the fundamental principle of mutualisation. Lastly, we must be vigilant about segments of the population (such as students and pensioners) whose incomes are more limited.

Another risk factor to consider is the rise in inflation in 2022, which has a significant impact on the cost of risks and therefore the cost of insurance. An insurance "RMG" was created to take this phenomenon into account.

#### Risk control levers

Offering insurance solutions that are "buyable" by as many people as possible directly echoes our purpose. Societal changes are integrated into our strategic plans, including faster placement in production of offerings.

Groupama has an exceptional field network, in France and abroad, and elected representatives (30,000 people) who understand the expectations of members, supervise the accounts of the local mutuals, and promote preventive actions, etc. Everything is geared towards an even more personalised approach to the needs of members/customers.

There are plenty of examples of suitable insurance solutions offered by our companies: young drivers' policies with a driving course at no extra cost, cyber offering – at no extra cost – in multi-risk offerings for professionals, "mini" options in prevention/health insurance with systematic consideration of the pricing impact of the offerings, in life insurance, widespread implementation of customer studies (quantitative and qualitative) to better understand and, where appropriate, develop Groupama Gan Vie's positioning on a particular product.

Services are expanding <sup>(1)</sup>, particularly in health (nutrition portal and Mon Kiosque Santé – top of the list of apps most consulted by our customers, enrichment of the Sévéane care network, medical teleconsultation in all policies, and multiple personal services to help people get going again).

Groupama, the insurer of the territories, is also involved in studies to combat "medical deserts" by working on service solutions with municipalities and physicians.

#### 2022 focus on the protection solutions

With regard to agricultural offers, Groupama continued to ramp up its products and services for the pluriactivity and multidisciplinarity of farmers, who play a vital role; one year after the launch of the "Farmers. Essential to the world" campaign, farmers were once again highlighted by Groupama in 2021 and again in 2022 for a new season with the "Indispensables Agriculteurs" digital activation.

The resilience of farmers is essential. We are attentive to developments and new expectations in the sector, which create new risks and to which Groupama is already prepared to respond (direct distribution, transmission of farms, energy transition, agro-ecology, cyber risk, etc.).

As part of the government roadmap put in place to combat agricultural anxiety, Groupama put in place in 2022 a psychological support system for farmers in hardship, in addition to the actions deployed by other organisations such as MSA and the chambers of agriculture. At the same time, two free psychological support sessions, with clinicians and specialists, are open for all farmers insured with Groupama.

Note that for local shops, the coverage of complementary activities of line sales is given without additional costs.

#### Home

Groupama's remote surveillance solution offers complete protection of the household by protecting against burglaries, but also from the risks of flooding, fire, assault, or power outage. Only Groupama currently offers these services on the market. At Groupama, the opinion of our customers counts, and our remote surveillance system is changing to best meet the expectations of our members. Groupama Box Habitat was enhanced in 2022 with the indoor camera to listen to and see in real time what is happening at home from the mobile app, new features for remote management of the simple and secure remote surveillance system, and a guarantee of the quality of our services to secure the installation and reassure our customers in the event of a breakdown or malfunction of the system or a complaint.

#### Cyber risks

A self-diagnostic solution for professional customers is starting to be deployed.

#### Demographic/ageing transition

Retirement: in the wake of the new PACTE law, Groupama Gan Vie has successfully launched its range of Retirement Savings Plans (PER) and associated services (advice, simulations, etc.). Groupama's ambition is to become a key player in the French market in the social issue of retirement, by offering advice and global solutions. The retirement platform "Ma Nouvelle Vie" is breaking records: more than 1 million annual visits. "Discover in a simple and entertaining way the amount of your future pension, your retirement date, and advice on how to prepare for your new life with peace of mind."

(1) See Groupama press release dated 31 May 2022: How Groupama helps caregivers.

In 5 years, Groupama has doubled its market share in France in pensions (to over 7%).

- In savings, the Groupama group's delegated management, designed by Groupama Gan Vie and deployed in all the Group's networks for the last four years, comprises five profiles: conservative, moderate, balanced, dynamic, and aggressive. 80% of our payments are now made on these profiles. In 2021, Groupama duplicated all its delegated management profiles in sustainable management.
- Remote medical consultation. Since the beginning of 2022, the approximately two million policyholders of "Groupama Santé Active" have benefited from an enhanced medical teleconsultation service. The main changes include the implementation of a custom Web service that simplifies the user experience and facilitates the use of this service. Twenty medical specialities are covered by this Groupama service.
- 2022 health offering. Human care before, during, and after health problems: provision of home help from 24 hours of hospitalisation and in case of immobilisation, time to recover, €400 released for more comfort during a hospital stay for loyal customers.

#### **Anticipating risk: prevention, a strong policy of Groupama for more than 60 years**

Driven by the strong convictions of the mutualist Directors (elected representatives) and the employees, it favours anticipation and long-term actions to serve our members and customers.

For companies of the Group, applying a large-scale prevention policy means encouraging the emergence of responsible attitudes towards risks while being economically efficient. The prevention actions carried out are diverse, based on two areas: technical prevention (company risk visits, advice on electrical or alarm installations, etc.) and awareness-raising prevention initiatives with numerous communication media (newsletter, SMS, email, app, etc.). Its implementation can also be supplemented by institutional prevention actions for the general public, customers, or non-customers (road safety awareness for schoolchildren, prevention of accidents in the home, lectures on health topics, meteorology, and climate change, checking of extinguishers, life-saving actions, etc.).

Prevention has taken shape over time through multiple individual or collective, innovative or original actions seeking to reinforce the safety of individuals and property on all of their private and professional risks. The deployment of prevention actions conforms to a strategy specific to the Group, a source of expertise and legitimacy: integration of dedicated resources (teams of prevention inspectors, Centaure centres, etc.), partnerships of excellence (Predict, Météo France, the Prévention Routière road safety association, national police force, highway companies, etc.), and local actions thanks to exceptional coverage of the territory.

For example, for many years, the Group has been providing road safety training: "Dix de conduite jeunes" (for schools) and "Dix de conduite rurale" (on safety rules for driving agricultural machinery).

In 2021, the Confédération de l'Artisanat et des Petites Entreprises du Bâtiment (CAPEB) and Groupama signed a partnership to pool their know-how and respond to the needs of companies and craftsmen in the sector, and to raise their awareness of occupational risk prevention, with the support of IRIS-ST (Institute for Research and Innovation in Health and Safety at Work). This partnership, continued in 2022, reinforces the actions already initiated and developed for several years by the local entities of the CAPEB and the regional mutuals of Groupama.

The Predict prevention service includes support in preparing operational risk management documents required by prefectures, such as the Local Response Plan (PCS) and 24/7 expert support for anticipated risk information. Local authorities benefit from a dedicated Web space, combined with personalised warnings at the municipality level. Thanks to these adaptive solutions, numerous safety measures are initiated each year.

Worsening weather conditions, road safety, regulatory changes. Elected representatives of local authorities are faced with an increasing number of situations that require expert support. Groupama, the leading insurer of local authorities, assumes this role with them and helps them to exercise their responsibilities in all circumstances. The 2022 "Salon des maires et des collectivités locales" in Paris was an opportunity to recall Groupama's support.

Since 2018, Groupama has been a partner of the Ville Prudente organisation, which works to secure and ease traffic in villages and cities. It rewards local authorities through certification (sign at the entrance of the municipality).

The Group is developing – and will increasingly develop – prevention services in connection with the growth of connected objects (particularly through auto, home, health, with young people, seniors, professionals including farmers, businesses, etc.). Thus, the new Groupama Box Habitat, which offers an extended prevention/protection solution, particularly for the home and not just for property – see above.

Note the great success of the Liberty Rider app in 2022, associated with the 2-wheel offering rolled out with all the regional mutuals, aimed at the safety of our members. Today, almost 2,900 members are equipped with them. As of 31 December 2022, Liberty Rider secured more than 4 million kilometres, sent more than 100,000 text messages to reassure family and friends, helped 35 motorcyclists who had fallen, including two who had been seriously injured, and 50 users who said they had avoided an accident thanks to the dangerous bend alerts.

Our prevention actions group together five major areas: health, road safety, home risks, agricultural prevention, and industrial risks and local authorities.

Content on prevention is regularly posted communicated through customer newsletters, brochures, etc. and on the social networks, Twitter accounts, or Facebook pages of the Group's various entities.

**Focus on the Centaure centres (12 centres dedicated to road safety, of which Groupama is an equal shareholder with the motorway companies and the Caisse des Dépôts)**

- Centaure with Preventis Card Pro 2 is recognised by the government application dedicated to the CPF (1). Centaure is the only body holding road safety training eligible for the CPF on the French market.
- Trainees' vehicles undergo a 10-point safety check with driver involvement as part of instructional efforts.
- With the integration into the training modules of new mobility, trainees are made aware of the risks of travel and coexistence on the road with scooters and electrically assisted bicycles.
- Continuation of motorbike training and the BMW Motorrad partnership; in companies, trips on motorised 2-wheel vehicles are developing and diversifying with the arrival of scooters and electric 3-wheel vehicles. This is a topic for the future and is fully integrated into the CSR systems of companies.
- The start of the changeover from Centaure vehicles on platforms to electric vehicles: 50% of our fleets is the target defined with a ramp-up of up to 100%.

In addition, training for agricultural tractor drivers is provided on a larger scale at M<sup>2</sup>C sites.

Internationally, it should also be noted that our subsidiary in Greece is continuing its long-term cooperation with the Road Safety Institute, with this year's Safely Cycling programme.

Groupama supported all cyclists throughout France in autumn 2022 by distributing 140,000 fluorescent armbands and more than 10,000 visibility kits.

At the end of 2021, Groupama launched "Les Gestes Qui Sauvent", a major national prevention campaign, which developed throughout 2022 - see section 4.2.2.5.

Prevention for employees: these actions take place throughout the year in all of the Group's companies, particularly during QLW Week. For example, at Groupama Assurances Mutuelles, actions were carried out in spring 2022 on musculoskeletal problems, nutrition, messaging security, and fire prevention, then an interview at the end of the year; at Groupama Gan Vie, a vision safety initiative with "Lunettes pour Tous" in autumn.

**Performance indicator**

Rate of people (internal and external) made aware of or trained in prevention actions:

awareness actions were carried out with 81,998 people in 2022 (33,774 in 2021), representing a rate of 282.4% relative to the Group workforce (124.8% in 2021).

The end of health restrictions in 2022 enabled the Group to return to a standard level of awareness.

**Additional indicators:**

- Centaure (driving centres dedicated to prevention)
  - Number of trainees in the Centaure road accident prevention centres in 2022: 39,015 (33,346 in 2021), i.e., exceptional growth of 17% (+26% on a like-for-like basis (2)) and exceeding the level of the last normal year, 2019.
  - "Dix de conduite rurale" and "Dix de conduite jeunes": 13,751 trainees, up sharply (7,501).
  - The national "Les Gestes Qui Sauvent" campaign: 65,962 people trained in France (3), 1,995 people trained abroad, i.e., a total of 67,957.

**(d) Risks related to policyholder data protection**

This is a key element of trust – and therefore potential loss of trust if the risk materialises. The societal context is expanding on this subject, with increasing requests to "exercise personal rights" and the growing litigiousness of relations.

**Risk control levers**

The Information Systems Security policy (ISSP) is part of an ethical and professional conduct approach. It meets the legal and regulatory obligations applicable to the insurance sector. It includes a charter for the use of IT and communication resources deployed in the Group's companies in order to inform employees of the behaviour expected of each user of the Information System and to protect customer and group data. In addition, an e-learning module for cyber risk training is deployed on the Group's training platform.

Cyber risk (attacks on the Group's information systems), one of the most serious emerging risks in the sector, is addressed as part of the Group's major risks framework. A cyber incident management system makes it possible to detect and qualify incidents in order to ensure appropriate response and monitoring actions. In 2022, the actions taken enabled the protection system to be adapted to threats. Given that these threats are constantly evolving, the protection protocols are also constantly reviewed.

(1) Personal Training Account.

(2) Source: Company and local authorities insurance - Centaure, GMA.

(3) Over the period from 01/11/2021 to 31/10/2022, the campaign had begun in Sept/Oct 2021, see 2021 DEFP.

Sensitive/strategic systems are reported to the ANSSI (1).

Regarding the risk of non-compliant data processing: the Group's Code of Conduct specifies that the companies must ensure that any collected and processed personal information does not infringe privacy or individual freedoms, in accordance with the regulations. The companies are also committed to respecting the rights of the data subjects and taking all necessary measures to protect their confidentiality.

Since the GDPR (2) came into force on 25 May 2018, the Group Data Protection Correspondent (CIL) has given way to the France DPO (Data Privacy Officer), who also takes over the duties of the Group CPO (Corporate Privacy Officer). In anticipation of the entry into force of the regulation, the Group appointed a Group CPO in 2016. The interest in this designation lies mainly in the introduction of management and coordination of "Personal Data" governance at the Group level by capitalising on the framework for governance of personal data implemented in France by the CIL (France DPO), thus reducing the risks. Each international subsidiary has also designated a DPO with its national supervisory authority.

The France DPO (& Group CPO), assisted by his/her team, fulfils this role and performs these duties for all companies of the Group. The function of Shared France DPO is independent by law and reports to the General Secretary, a member of the General Management Committee of Groupama Assurances Mutuelles. It meets the legal and regulatory requirements governing the conditions for designation of a DPO and has been designated with the CNIL (3). This function is subject to a whistleblowing duty and must report on activities by preparing an "annual activity review" presented to the data controller and held available for the CNIL.

With regard to personal data, compliance control is one of the duties carried out by the France DPO & Group CPO and his/her teams. The compliance of personal data processing covers not only the above topics pertaining to the Group's core business (non-life insurance, life insurance, asset management, property, etc.) but also all other topics as long as personal data are concerned (e.g., human resources, video surveillance devices, and service activities).

Some examples of the control measures:

- deployment of the ethics framework (ethics charter, Code of Conduct, ethics whistleblowing system): available in the event of personal health and safety violations in particular;
- Likewise for training in GDPR requirements (e-learning);

➤ compliance with the GDPR requirements from the perspective of both data processing (with regard to customers and in relation to third companies potentially working on the data) and processes (DPO, procedure, etc.).

Also in 2020, the Group's companies wanted to reinforce the vision of their compliance with the regulations. The Group Executive Committee implemented a cross-functional programme under the coordination of the DPO to ensure that each company complies with the various aspects of personal data protection and, where appropriate, initiate the necessary corrective measures. This programme is an additional guarantee for our customers of the importance that Groupama attaches to protecting their personal data.

#### Performance indicator

Rate of GDPR training for newcomers: 85% (72.7% in 2021). This rate counts training events completed. Taking into account training events in progress, this rate is 88.9% (75.5% in 2021).

This indicator was introduced in 2020 because it reflects the importance for the Group of the precaution taken in the collection and use of data, both for its employees in their relations with the customer and in their personal lives. With this in mind, the Group strives to train its newcomers as soon as possible after their arrival.

Outside the field of data protection, the risk of violation of human rights, personal safety and health due to our insurance policies is immaterial.

In addition to the significant risks mentioned above, there are:

#### (e) The risk of negative social/societal impact of subcontractors and suppliers

The Group is a producer of services, using commercial buildings. Purchases are made mainly in the following areas: IT and telecommunications, intellectual services (strategy consulting, HR consulting, training, marketing, travel, etc.), general resources (building management as a whole: construction, occupant services, etc.), software and insurance purchases.

#### Risk control levers

The Group ethics charter incorporates the supplier relationship and a Purchasing ethics charter has been added to the internal rules of Groupama Assurances Mutuelles. It discusses three aspects in particular: consideration of methods of manufacture of materials, the behaviour of suppliers in respect of these methods of manufacture, and the supplier's compliance with the labour law and the rules of the ILO.

There is a written policy on outsourcing of activities.

(1) ANSSI is the national authority for the security and defence of information systems.

(2) General Data Protection Regulation.

(3) French national data protection commission.

Groupama has signed the inter-company charter of 2010 (which became the Responsible Supplier Relations Charter <sup>(1)</sup>), which particularly favours long-term relationships with SMEs, incorporation of CSR criteria into the selection of suppliers, and consideration of the territorial responsibility of a large group.

In addition, in our calls for tenders, we ask our suppliers, in connection with the Supplier CSR charter or specific contractual clauses, to declare whether they respect the principles of the ILO, the Universal Declaration of Human Rights and the charter of the Global Compact (working conditions, respect for the environment, ethics). A "CSR" clause is inserted into the contracts. Clauses relating to the fight against corruption and influence peddling and the prevention and management of conflicts of interest are provided.

Groupama organises GDPR training for buyers and employees (for example, 100% of Group purchasing department's buyers have been trained).

Groupama, for the suppliers it works with, meets the obligation of vigilance by obtaining the documents provided for in the texts.

The actions initiated by G2S are structured around three areas:

- the development of "inclusive purchases", including purchases from the protected worker sector, particularly with the sourcing of companies to enable the Group's players to increase their exchanges with "STPA" companies;
- the integration of the CSR approach in the choice of new suppliers (adjustment of our procurement line with the CSR approach); for example, 100% of our calls for tenders will include CSR criteria with a weighting ranging from 5% to 30% of the overall rating;
- the assessment of our suppliers over time on their CSR commitments.

Within the Group procurement WG, a workshop was set up in 2022, with, in particular, G2S, the regional mutuals, and the French subsidiaries, in order to choose a common solution for the companies.

As part of the adaptation of the requirements of the Sapin 2 law relating to the ethical assessment of third parties, a partner assessment portal (PEP's) has been made available to Group companies in order to assess the integrity of non-customer third parties before entering into a relationship. The issue of the implementation of the Sapin 2 law—the fight against corruption and influence peddling—is addressed in section 4.2.2.7.

#### **(f) The risk of not taking into account the social/societal impact of companies in which Groupama invests**

In addition to respect for human rights, health, and safety, the social factor is increasingly taken into account in our analyses.

#### **Risk control levers**

Groupama takes into account all ESG criteria (environmental, social and governance criteria) in its investment and risk management policy. In analysis of companies and organisations, extra-financial and financial issues are closely linked. The integration of all environmental, societal and governance information allows for greater portfolio resilience, anticipating risks and identifying new opportunities to invest in sectors with the highest expected growth.

At the same time, Groupama has put itself in a position to meet European regulatory requirements (including Disclosure and Taxonomy).

For more than 20 years, Groupama, a financial player in the economy's long-term development, has been involved in promoting Socially Responsible Investment (SRI), through its asset management subsidiary, Groupama Asset Management. Its expertise in analysis and research, its management products, and its mobilisation within French and international representative environments make it one of the recognised leaders in this field. To affirm this commitment, in 2018, Groupama Asset Management created an ESG Strategy Department whose mission is to disseminate ESG in all departments through an active training policy. At the same time, it aims to move the offering towards greater ESG integration and to develop a broader range of impact products.

It should also be noted that Groupama Asset Management has an active shareholder engagement policy, based on PRI <sup>(2)</sup> criteria, to which the Company is a signatory, and that it complies with the exclusion policy in accordance with international treaties (Ottawa and Oslo).

#### **Focus on 2022**

Groupama Asset Management is continuing to expand its range of SRI-certified funds. In line with the previous certifications that marked 2021 (22 funds certified in 2021), the objective is to ensure the most comprehensive SRI coverage possible across all asset classes and management expertise. These funds are available through life insurance, employee savings, and group retirement. Groupama Asset Management thus has a total of 49 SRI-certified funds.

Groupama Asset Management was once again rewarded in 2022 at the "Cobeilles Mieux Vivre Votre Argent" for the quality of its collective management, with the "certificate for best management of SRI funds over 5 years". This award reflects the Groupama group's and its companies' commitment to sustainable finance.

(1) Designed by the Médiation des entreprises and the Conseil National des Achats.

(2) PRI: Principles for Responsible Investment.

### Social impact investment

The objective of “Groupama Social Impact Debt” is to offer our customers a social impact through their investment by enabling them to invest in SMEs rooted in the local community. Groupama invests in the local economic fabric by directly supporting entrepreneurs by granting loans of €5 million to €20 million. To align our convictions as a player in sustainable finance and as an investor, we select solid companies that are committed to improving their social assessment. Groupama thus supports companies that make commitments to job creation or the purchasing power of employees.

The amount of responsible investment–assets managed according to ESG criteria <sup>(1)</sup> –criteria by Groupama Asset Management is indicated in section 4.2.2.4.

### Focus on employee savings

Since it was formed, Groupama Épargne Salariale has taken a CSR approach in particular thanks to its offering of financial vehicles intended for the 137,000 employees of 17,500 customer companies. For example, in 2022, more than 20 investment vehicles offered by Groupama Épargne Salariale had the SRI Label created by the Ministry of Finance and are therefore recognised to incorporate, in addition to financial criteria, factors related to the impact of issuers on the environment, society, and governance issues.

Another significant element of the CSR approach is the success of online, and therefore paper-saving, subscription by the sales teams. See section 4.2.3.

### Financing the real economy

The Groupama group is committed to financing the economy, particularly through support for growing SMEs/ISEs as well as assets contributing to sustainable development (renewable energy infrastructure, technological infrastructure, etc.). This financing is done through both the shares of unlisted companies (private equity – PE) and infrastructure as well as via private debt (loans). In 2022, Groupama committed €800 million in new unlisted assets (PE, *infra*, and loans), including €375 million in infrastructure, mainly European.

## 4.2.2.5 Environmental issues and associated risks

As a financial player committed to supporting the major challenges of transition, the preservation of the environment and the fight against climate change are indeed major issues; as a service sector company, the Group's risks and impacts in this area are most significant not in its establishments or travel but in the area of its investments and its insurance offers; in the medium term, the risk of global warming is one of the highest; therefore two significant risks <sup>(2)</sup>:

### (a) The risk of not taking environmental and climate factors into account in investments

We define sustainable investing as integrating environmental, social/societal, and governance (ESG) factors into investment processes to help manage financial risks and finance transitions. The challenge is therefore twofold:

- taking into account sustainability risks, *i.e.*, risks related to ESG factors, in particular climate factors that may affect the value of or return on financial assets;
- managing the negative impacts linked to our investments and promoting the positive impacts of financial management on sustainability factors, in particular by contributing to the fight against global warming and contributing to the financing of the three major transitions (demographic, digital, and ecological).

This corresponds to the concept of “double materiality”, which is the basis of the European definition of sustainable investment and therefore of all European regulations on sustainability issues.

In particular, this policy must contribute to financing the transition to a low-carbon and resilient economy, compatible with a scenario of global warming limited to 1.5 °C by 2050, in an equitable manner.

### Risk control levers

To date, this sustainable and responsible investment strategy is more focused on climate risk and is based on four pillars, which will be detailed in the rest of the document:

- asset management fully incorporating ESG criteria;
- an exclusion policy to address the highest sustainability risks and eliminate the most harmful financing:
  - coal is the main source of greenhouse gas (GHG). 40% of GHGs can be attributed to coal, which by its nature releases more GHGs than oil or gas.

In 2020, the Group committed to a total withdrawal, in its investment portfolios, from the thermal coal value chain by 2030 in the European Union and OECD countries and by 2040 in the rest of the world.

To achieve this total withdrawal from coal financing, Groupama is committed to not renewing any investment and gradually disengaging with any company:

- whose revenue or energy production mix is based more than 20% on coal,
- whose annual production of coal exceeds 20 million tonnes,

(1) Environmental, social, and governance criteria.

(2) See summary tables in the appendix. Regarding the Group's ecological footprint, see part 4.2.3.

- whose installed capacity in coal-fired power plants exceeds 10 GW,
- that is developing new coal capacities.

The various thresholds will be lowered regularly to aim for zero exposure of investment portfolios to thermal coal;

- the rapid withdrawal from oil and gas is not physically or economically feasible. It requires transforming the energy supply, but also products and services, manufacturing methods and value chains and therefore massive investments in all sectors of activity including energy. The aim is to replace fossil fuels, which now account for 80% of primary energy worldwide, with low-carbon energies within 30 years. Furthermore, the energy transition will necessarily involve the use of gas as a transitional energy (in accordance with the European Taxonomy) as a minimum. However, the types of fuels and/or "unconventional" extraction techniques have environmental impacts on water quality, biodiversity, and local communities that are more significant than conventional ones. In addition, according to the IEA scenario, Arctic extraction, bituminous oil, and coal seam gas have greater impacts than conventional extraction techniques.
- The Group is therefore committing itself initially and progressively to non-conventional fossil fuels (NCFEs) through the following commitment: "We are committed to ending any new direct investment in companies contributing to the development of new unconventional oil and gas projects",
- However, we want to finance actions and projects contributing to the energy transition and will therefore continue to invest in a subsidiary or project of such a company dedicated to financing the transition and in the green bonds they issue;
- In addition, we will strengthen our individual or collective engagement with companies in the utilities and energy sectors;
- a shareholder engagement policy (voting at General Meetings and dialogue) contributing, among other things, to the decarbonisation of our portfolios;
- investments to finance transitions: at the end of 2018, we had publicly committed to investing €1 billion between 2019 and 2021 in favour of the energy transition, the target was reached before the end of 2021 by investing a little more than half in green bonds and the rest in property (renovation and/or construction work, acquisitions of certified assets) and energy infrastructure (wind and solar farms, hydroelectricity); the Group has taken a stake in Predica Energies Durables (PED), a subsidiary of CA Assurances dedicated to investing in renewable energy production assets alongside Engie). In 2022, we strengthened our commitments to financing the transition by committing to

make €1.2 billion in additional sustainable investments for the 2022–2024 period.

The foundations of this sustainable investment strategy, which aims to deliver returns and profitability, while delivering positive and sustainable results in the economy and society in general, are shared by all of the Group's entities and formalised in a sustainable investment charter, the common principles of which have been adopted by the Boards of Directors of the Group's entities.

With regard to property assets, a certification policy on property (40% of surface area <sup>(1)</sup> in 2022), energy improvement, asset restructuring for a lower carbon impact, and sustainable forest management – regarding forests, see point 3.2 – is carried out by the Group and its subsidiary Groupama Immobilier. At the beginning of 2022, Groupama Immobilier joined BIG (Biodiversity Impulsion Group), a research programme on the biodiversity footprint of property projects. BIG aims to develop a common set of indicators and measurement tools to define and improve the biodiversity footprint of property projects (protection of biodiversity in urban areas).

Note:

- on 7 July 2021, Groupama launched its first issue of green subordinated debt for a total of €500 million. In accordance with its Green Bond Framework, in July 2022, Groupama published its first annual report on the use of the issue amount and the principal environmental impacts of the underlying projects. As at 31 December 2021, the entire amount issued (€500 million) was allocated to green projects, mostly "green" property, and infrastructure. The report is available on the Groupama website [www.groupama.com](http://www.groupama.com), in the "Investors/Financing/Green Bond" section;
- in terms of property assets, Groupama is one of the "game builders" and is contributing its expertise to the athlete village project for Paris 2024 by participating in the construction of an eco-neighbourhood in Saint-Denis.2021 saw the start of the construction of "The Link" in La Défense (two connected towers), which will be certified HQE Exceptional (delivery in 2025), owned by Groupama. The Reuse Booster, a collective action initiated by Groupama Immobilier in September 2020, continued to grow with the participation of more than 50 property clients (investors, developers, and users) at the end of 2022. his community is transforming the construction professions in France with a view to deploying the massive reuse of construction materials (440 tonnes of CO<sub>2</sub> thus avoided thanks to the Booster for the 21 Bd Malesherbes asset site). Following its commitment to a working group on Low Tech, Groupama Immobilier is launching the Low-Tech rehabilitation of an Art Deco building located on Place de la Bourse in Paris (2<sup>nd</sup> arrondissement), owned by Groupama. The objective is to develop a project that is low in energy and natural resources and with the least impact, both in terms of restructuring and operation, without sacrificing user comfort;

(1) The indicator's method has changed: from an indicator according to surface area in 2021 to an indicator in terms of the number of assets, with a target of 70%.

- Groupama Immobilier, on behalf of Société Forestière Groupama, purchased the Bruneau forest (more than 300 ha) in Yonne in 2022.

With regard to sustainable savings, Groupama, via its subsidiary Groupama Gan Vie, has been offering its savers the opportunity to contribute to the global objective of reducing the carbon footprint via "Porphyre Transition Climat Septembre 2022", a green debt security issued by Crédit Agricole CIB. This security is built to limit its carbon footprint, and also includes a mechanism to offset the residual emissions of the investment.

All these aspects, as well as the policies implemented and the results, are presented in detail in the document published each year by Groupama, the reporting under Article 29 of the Energy Transition law (LEC), available online at <https://www.groupama.com/fr/investisseur/investisseur-responsable/rapport-climat-et-esg/>.

As an institutional investor, Groupama is emphasising its responsible investment policy and its commitment to the energy transition by joining the Net-Zero Asset Owner Alliance, supported by the United Nations.

The Net-Zero Asset Owner Alliance is a United Nations-supported initiative that brings together international insurers and pension funds committing to transition their investment portfolios to carbon neutrality by 2050. The members wish to contribute to limiting global warming to 1.5 °C above pre-industrial temperatures, in line with the Paris Agreement.

At the same time, the Groupama group has become a member of the PRI (Principles for Responsible Investment).

The Group's main commitments are now broken down into the following three points:

- €1.2 billion in additional sustainable investments between 2022 and 2024;
- 50% reduction in the carbon intensity of equity and bond portfolios between 2021 and 2030, in line with the Paris Agreements;
- reinforcement of the Group's unconventional energy policy in 2022, with two focuses:
  - ending any new direct investment in companies contributing to the development of new unconventional oil and gas projects,
  - but committed to continuing to finance the transition; the Group continues to support and finance companies wishing to contribute to this energy transition (subsidiary or project dedicated to financing the energy transition, green bonds, etc.).

#### Performance indicator

Amount of responsible investment – assets managed according to ESG criteria <sup>(1)</sup> by Groupama Asset Management: €93.5 billion <sup>(2)</sup> in 2022 (€91 billion in 2021, €80.5 billion in 2020), or 83% of total assets under management, 78% as at 31 December 2021, 74% in 2020.

#### Additional indicator

Share of "eligible" investments according to the European Taxonomy presented in section 4 of this document.

#### (b) The risk of not taking the environmental and climate impact into account in offerings (products and services) and underwriting policy

The significant risk associated with this is the failure to take into account the needs of policyholders in terms of resilience or support in the energy transition. This is an increasingly important issue due in particular to climate change, while maintaining the balance of our business model through controlled exposure. In addition to this is the consideration of the environmental impact (degree of pollution, including carbon emissions) of our policyholders' businesses and therefore the indirect impact of our insurance business on the environment.

As mentioned in point 4.2.2.4., being a responsible insurer and a contributor to the fight against climate change and to the energy transition means being a group capable of providing economically affordable solutions to policyholders in the face of major environmental and climate changes.

#### Adaptation to climate change

Groupama, a major player in property and casualty insurance, is exposed by the very nature of its activities and the importance of its territorial roots. The residential and agricultural markets are thus particularly affected by the loss experience in our portfolio.

At the heart of its business, Groupama must assume the financial cost of climatic accidents through the financial compensation and material solutions it provides to individuals and companies, communities, etc. affected by natural disasters. The insurability of climate events over time is an issue, given the continuous increase in the loss experience. 2022 confirms this structural trend, with storms/hail in France during Pentecost weekend, the inclement weather in Corsica, and cyclone Batsirai on Réunion island in particular. Building drought and crop damage also increased significantly this year.

Although storms and thunderstorms stand out as significant hazards in value, climate change is profoundly altering our exposure to drought and flooding, implying that we should focus our actions on these hazards.

(1) Environmental, social, and governance criteria.

(2) Including external customers.

## Risk control levers

### Group exposure due to underwriting

Given the exposure of Groupama, storms continue to be the greatest climate risk event. To assess the evolution of this risk in the face of climate change, Groupama Assurances Mutuelles uses models and knowledge developed jointly with various climate experts: several studies were conducted in partnership with Météo-France on the basis of global climate models (GCM), regional climate models (RCM), and IPCC (1) scenarios. There is no major variation associated with climate change in the frequency and severity of storms in France, but rather the increase in heat, drought, precipitation in certain areas, and risks of coastal flooding. These elements were confirmed in a recent study conducted by France Assureurs, using climate models established by the Institut Pierre Simon Laplace.

In weather claims, natural risk events (Nat. Cat. (2), forces of nature, storms) are already assessed in insurance risks (non-life underwriting risks). Application of the Nat. Cat. and knowledge of the underwriting risk (verification of flood-prone areas, etc.) contribute to proper monitoring of the risk.

Natural hazard risks and climatic risks on crops (or MRC) are addressed in connection with the Group's "Major Risks" plan as well as risk accumulation (technical): this plan consists of annual monitoring of each risk concerned, which makes it possible in particular to be as close as possible to the evolution of weather-related risk events.

### Focus on 2022

The increase in climate risks has led us to strengthen our policy:

- creation of a Climate Lab in early 2022, consisting of a team of experts and internal and external skills to develop our knowledge and to support projects. We want to strengthen our partnerships with research institutions and organisations working on the ground to make agriculture and buildings more resilient to changing climate risks. Our challenge is to be able to accelerate our response by setting up an approach to adapt to climate change in order to better support our customers and members, while respecting our corporate purpose and controlling our commitments. WG by peril (flood initially, then drought, and storms/hail) are put in place;
- a roadmap for each business line is put in place to strengthen actions in the area of climate change adaptation;
- an in-depth analysis of the data is carried out with the Reinsurance Department.

In order to raise awareness among the various stakeholders on the importance of reducing climate risks and the impact on claims management, a system has been put in place to share

information quickly within a climate community made up of the various departments concerned (regarding a storm, for example, estimates based on models, reporting of claims amounts).

For many years, Groupama has been carrying out prevention/protection and awareness-raising actions for its customers and members.

For example, Groupama-Predict, a partnership to improve resilience in the face of climatic risks: initiated in 2007, this partnership now enables nearly 20,000 local authorities to have municipal protection plans (PCS), with real-time monitoring of events, and millions of citizens to be warned (by SMS) in advance and on a municipal scale 24 hours a day, 7 days a week of approaching risks. Prevention and alert services of Predict (3), a subsidiary of Météo France, are accessible to all customers (in property and casualty) of the Group.

An innovative, proven solution. During the Pentecost storms in France in spring 2022, 1.7 million SMS and more than 200,000 prevention emails were sent to our individual, professional, and farmer customers. 13,500 municipalities were also alerted.

As a result of these actions, in line with previous actions, 2022 was marked by:

- desensitisation to flood risks in homes (a specific Groupama tool has been designed) in connection with the MRN. Groupama is actively involved in the profession's work on natural disasters, in particular on drought phenomena on buildings and flood modelling, and currently chairs the MRN (4);
- the establishment of a geolocation enrichment initiative; regarding exposures, we assess reconstruction costs as well as operating losses in the event of natural or man-made hazards (5) with a mapping resolution with GPS coordinates, which then allows for mappings taking into account the criticality of risks;
- all-out reinforcement of prevention, with the cross-functional plan Vivons Prevention;
- and an internal scenario for assessing the impact of a Group-wide environmental disaster has also been devised.

Groupama has strong reinsurance protection – Groupama is the second-largest European buyer of storm reinsurance protection – and is an innovative group in terms of cover solutions. The concrete effectiveness of our reinsurance structures allowed us to absorb a large part of the loss experience observed in France in 2022 and to buy good protections for 2023 under very tight reinsurance market conditions.

(1) Intergovernmental Panel on Climate Change, IPCC, an intergovernmental body open to all UN member countries.

(2) Natural disasters.

(3) The partnership with Predict, initially on flood risk, has been gradually extended to storm, coastal flooding, heavy snowfall, heat wave, and extreme cold.

(4) Mission des Risques Naturels, an association within the framework of the Fédération Française de l'Assurance (French insurance federation).

(5) Man-made perils.

Note: Groupama has developed an application for forecasting storms occurring in "clusters" in mainland France, a phenomenon well known to the insurance industry, also known as "clustering".

Beyond extreme events, policyholders are exposed to a multiplicity of recurring climate events; it is therefore essential for Groupama to understand their determinants in order to better anticipate them. Providing confidence in risk control allows us to deliver on compensation in the most difficult of times.

Thus, in the coming years, the focus will be on:

- supporting the client, including providing information on public support that can be obtained for a more resilient reconstruction;
- desensitisation in order to preserve a sustainable economic performance, a guarantee of security for those who trust us;
- developing the expertise of operational staff through awareness-raising and training.

#### **Focus on the reform of crop insurance in agriculture. Towards an economically viable and protective crop insurance system**

This type of insurance currently covers only approximately 20% of cultivated area, which is very insufficient. As a major contributor to the public debate on this subject, Groupama's objective was to act in 2022 in order to be ready by 1 January 2023; the main principles underlying this reform are as follows:

- universal protection for all, whether insured for climate risks or not, with a climate risk management system (pool of insurers sharing on technical aspects);
- the return to technical balances allowing the system to stabilise thanks to a better link between insurance and public intervention;
- the principle of a single point of contact for farmers whether they are eligible for insurance or the agricultural disaster fund, renovated with a view to simplification;
- insurers are expected to play this role as a single point of contact, including for non-insured persons, because of their know-how and efficiency in claims management.

Groupama will thus be one of the leading insurers for all farmers, whether insured or not.

The issue of educating: the Group's know-how is recognised, and its role during the construction of the reform was key. As the number 1 insurer in the agricultural world, Groupama had all the assets to support all farmers and our policyholders

initially. Numerous meetings were organised in the regions in 2022 to explain and promote the reform, with the mobilisation of employees and elected representatives.

It should also be noted that:

- during 2022, regional mutuals organised lectures on climate change open to members and the general public;
- the Web series *Indispensables agriculteurs* created an episode on: "How weather-related risk events can impact farms".

#### **On environmental protection and contribution to climate change mitigation**

Groupama is certainly exposed to this risk given its activity (proportion of non-life insurance in particular), but it remains fundamentally controlled thanks to compliance with existing or new regulatory requirements. The Business Departments conduct ongoing regulatory and technical monitoring to adapt the offerings.

Prevention is becoming a major factor in preventing or reducing carbon emissions generated by repairs or reconstructions. The Group's network of prevention agents (126 FTEs<sup>(1)</sup> at the regional mutuals and those at Groupama Assurances Mutuelles) were involved.

Some examples on environmental protection, environmental TPL<sup>(2)</sup>: this is a compulsory cover for professional risks with limits of cover and in accordance with the regulatory provisions; in business and local authorities insurance: proposal or addition of environmental liability, with ecological damage.

Note:

- reinsurers have so far not imposed clauses excluding certain environmental risks;
- changes in the regulations on "group actions" (since 2014) have led to the purchase of specific reinsurance to protect against the economic consequences of this type of proceeding;
- a policy of monitoring and controlling the accumulation of risks is carried out at the Group level (e.g., on fire cover, which may have an environmental impact by extension); with regard to claims, also note the role of issuing alerts of the claims function on the quality of the risk (cf. Seveso-classified sites).

The enactment of pollution or other standards is not within Groupama's authority; in essence, we insure players complying with recognised standards.

(1) Full-Time Equivalent, number of budget FTEs resulting from the 2021 general expenses survey.

(2) Third-Party Liability.

In terms of contribution to climate change mitigation or environmental preservation, in recent years and 2022, note:

- in multi-risk home insurance, the offerings include cover for home equipment producing renewable energies, and Groupama pioneered an environmentally friendly "new for old" programme for household appliances requiring replacement; a service to support energy renovation is in preparation;
- in motor insurance, the launch in 2022 of a new offer for electric vehicles, which notably covers battery failures and will offer services;
- in motor prevention insurance, the Centaure centres enabled 15,077 trainees to complete an eco-driving module in 2022 (38% of Centaure trainees) (44% in 2021). Courses on low-carbon mobility (e.g., scooters) are being developed;
- in motor casualty insurance, Groupama contributes to the circular economy: repairing (rather than replacing) 34.2% <sup>(1)</sup> of bumpers and shields (on cars insured by Groupama and Gan). With regard to reused parts, Groupama is one of the market's most advanced players in this area (approximately 11% of cases); we have set ourselves a strong ambition (to reach 14% by 2024). Future DEFPs will report on these developments;
- Groupama has partnered with Exo Expert to support the development of drones in risk protection and the deployment of new services for farmers. The developed services will enable Groupama to optimise the performance and quality of insurance benefits, such as close monitoring of the situation of crops, damage suffered, or the effective identification of areas affected by a climate event, and with a drone, the calculation of nitrogen modulation maps for wheat and rapeseed; these are reduced costs, better production, and a positive impact on the environment;
- Groupama has been part of the Contract of Solutions initiative set up as an association since the beginning of 2020 in order to reduce the use and impact of pesticides (sheets of solution for farmers);
- Groupama is the leader in insurance and prevention in methanisation activities, with 60% of French methanisation units insured; also note, in 2022, our work on simplifying the rules for underwriting and accepting photovoltaic panel risks on buildings for agricultural use;
- the notion of environmental damage was introduced in the French criminal code in 2016; this cover is integrated into our environmental TPL offerings.

In 2022, forest insurance was launched for (re)forestation, which will contribute to the renewal of the French forest, in partnership with StockCO<sub>2</sub>; forest projects that are launching the Low Carbon label can obtain dedicated insurance to protect their assets.

In 2022, Groupama's "Indispensables Agriculteurs" campaign continued via a Web series showcasing various facets of the farming profession. This is an opportunity to discuss various themes that shed light on today's agriculture and all its transitions, particularly those related to the environment: soil conservation, cost-cutting circuits, and methanisation.

For the last 11 years, the Group has been a partner of the "Graines d'agriculteurs" competition, which rewards new agricultural talent. This year, the chosen theme was: "preservation of natural resources" (water, soil, air, and biodiversity).

#### Performance indicator

Rate of change in the number of "infrequent driver" <sup>(2)</sup> motor policies in the portfolio: 912,456 policies (876,635 policies in 2021), i.e., +4%/2021. These options, which have risen sharply since 2020, continue to grow.

#### Other indicators with an "environmental" dimension <sup>(3)</sup>

Number of electric vehicle policies: 31,704 policies, i.e., +45%/2021 (after +50% in 2021/2020 and +22% in 2020/2019) <sup>(4)</sup>, up significantly since 2020.

Number of corporate environmental TPL policies: 995 Arden policies or +3.86% from 2021; and environmental cover in corporate TPL: presence in approximately 3,994 policies.

#### Additional indicator

Share of non-life insurance contributing to climate change adaptation as defined by the European Taxonomy (premiums from policies containing protection against climate perils); see section 4 of this document.

### 4.2.2.6 Societal commitments to sustainable development

Groupama fully integrates the liability and the induced risks related to its territorial presence. Our group and its companies have long been immersed in and attentive to the local ecosystem. This is part of our DNA.

Our ambition is to be a key player in our territories by pursuing a strong regional policy of partnerships/philanthropy with the local ecosystem by remaining the leading insurer for small and medium-sized communities and by continuing to open branches and management sites in the regions. Groupama is also the insurer for all agricultural needs and number 2 individual health insurer contributing to access to medical care in France.

The mutualist territorial network is led in particular by the local network consisting of elected representatives, who interact with policyholders and players in the territories. The Group promotes this mutual insurance dynamic by developing training for elected representatives, especially in territorial intelligence, by encouraging them to share good practices with each other, and by optimising discussions for strong synergy with employees, in particular those responsible for promoting mutual insurance principles and commercial development.

(1) Cases closed with repair (RMP rate).

(2) Less than 8,000 or 10,000 km depending on the brand.

(3) With environmental characteristics or environmental objectives.

(4) The Amaline brand disappeared in 2020.

A large survey was conducted in 2021 among elected representatives (50% of them responded, or 12,500 responses), in order to better know the elected representatives and their expectations. It confirmed their strong desire to act (to be useful, to be of service), to work even more closely with employees to serve their members and their training needs (skills on offers, on techniques for leading meetings or speaking). Groupama's elected representatives are a mutual assistance community: "link builders". In 2022, a "manifesto" was devised with the elected representatives on Groupama's mutual insurance and the role of elected representatives to truly highlight the uniqueness of our model.

On the [groupama.fr](http://groupama.fr) website, the section [www.lavraievie.groupama.fr](http://www.lavraievie.groupama.fr), a real external showcase for actions in the regions, promotes mutual insurance concretely; as well as the La Vie Mutualiste Groupama account on the social networks Twitter and LinkedIn.

### Some figures...

€27 million was paid to local authorities in the form of the territorial economic distribution (CET) in 2021 (the amount for 2022 will be known in spring 2023).

€12 billion in benefits were paid in 2022 <sup>(1)</sup> to our policyholders to allow them to protect their economic activity and their family life.

For employment, the Group and its companies represent 25,000 <sup>(2)</sup> employees throughout France, and recruitment events are organised each year in large metropolitan cities.

Approximately 45% of the Group's purchases (excluding insurance purchases) were made from VSE-SMEs. The Group's companies share good practices to develop local or "inclusive" purchases (purchases that promote the development of the territories, diversity, the development of VSE-SMEs, or the SSE <sup>(3)</sup>). The Group is a member of PAQTE <sup>(4)</sup>, a public initiative that also aims to develop purchases in less-favoured geographical areas.

After the first mutualist certificates were issued in 2015 by a regional mutual, similar operations followed for the other nine mutuals (eight of which are in metropolitan France and one in overseas France). In particular, they strengthen the investment capacity of the mutuals in the regions. Mutual certificates subscribed by the members totalled €607.6 million overall <sup>(5)</sup>, including €26.5 million collected in 2022. The regional mutuals are reinsured by the central body, the Groupama Assurances Mutuelles national mutual.

In addition to the impacts of our economic activity – through local employment, payment of benefits, tax contributions, etc. – the Group conducts multiple actions to support the socio-economic vitality of territories and various economic

initiatives in all forms, academic partnerships, solidarity actions, and philanthropy.

Groupama supports economic players having a positive impact on the territories and maintains close ties, often in the form of partnerships or agreements, with professional bodies (chambers of trades, CAPEBs, chambers of agriculture, CCIIs, trade unions, and entrepreneur networks).

In 2022, Groupama and Initiative France established a national partnership in the form of philanthropy to support the economy and entrepreneurship at the local level (in particular, trades, crafts, and agriculture). This national partnership strengthens existing and well-established relationships between the Groupama regional mutuals and the Initiative France Network, in a hundred territories. The objective is to step up and diversify support for project leaders, evidenced by support from entrepreneurs, from the presentation of the project through financing and then by monitoring the Company's development stages.

Groupama participates actively with its elected representatives or employees in regional approval committees with other Initiative France partners; these committees grant interest-free loans. Groupama brings its expertise in risk prevention and management to these committees; in addition, project holders can access insurance for their interest-free loan.

As a partner committed to the dynamics of the territories, Groupama supports innovative companies in favour of safety and the environment, committed to the local economy.

Each year since 2018, Groupama also awards regional and national Trophées Pros to small businesses that have a positive impact on society and the environment. Among the 11 regional winners in competition for the 2022 edition, four awards were given to a creator of reed-based raw materials, a company that develops green building solutions, a cannery for declassified fruits and vegetables, and a designer of solar charging stations for electric two-wheelers.

Partnerships with accelerators (such as French Assur Tech in Niort) are also led by the Group's companies. In 2021, Groupama acquired a stake in 1Kubator, France's leading innovation network, which is expanding rapidly throughout France and strengthening its presence among companies and startups.

As an extension, the Volterre innovation programme was launched in 2022 with 1Kubator. The main objective of the programme is to develop innovation at the Group level by involving Groupama startups and teams at the local level. To achieve this objective, the programme relies on five startup accelerators, positioned as close as possible to our employees in five cities in France: Le Mans, Lyon, Montpellier, Rennes, and Paris.

(1) The exact figure is €12,026 billion, including €10,427 billion in France, combined scope (France and International), excluding claims management costs.

(2) The exact figure is: 25,414.

(3) Social and Solidarity Economy.

(4) See section 4.2.2.3.

(5) Or €637 million if certificates held by the regional mutuals are also considered.

At the Salon des Maires 2022, Groupama welcomed to its stand the teams of Groupama Predict, which is committed to climate change and preventive measures for policyholders, and the association Générations Mouvement, of which Groupama is a partner. Générations Mouvement is the leading federation of retirees' clubs in France and works to support and create social ties among seniors. It should be noted that the Salon des Maires was an opportunity to highlight the OASIS experience in the fight against medical deserts.

Almost all of the Group's companies engage in local actions/societal partnerships. Companies focus on certain themes, such as entrepreneurship, support for young people (1), actions to support people with disabilities, solidarity, culture, and heritage, the environment, cinema, prevention (2), and the fight against breast cancer (via the participation of companies in the La Parisienne foot race, the Octobre Rose event, etc.). For the past three years, significant philanthropy has been developed for cycling in the regions (support for amateur cycling clubs, Ton Club Ton Maillot, i.e., 130 new clubs in 2022, and since 2021, the "everyday cycling" campaign -140,000 fluorescent armbands and more than 10,000 safety kits distributed in autumn 2022).

In late 2021, Groupama launched a major national campaign, Les Gestes Qui Sauvent. We want to train 1 million people in first aid for free. Recognising a heart attack, knowing how to react in the event of choking or discomfort: these are all situations that can happen at any time and for which anyone can be counted on. Groupama therefore wishes to raise awareness among the general public of "life-saving techniques" through physical training and video tutorials. Members and their families, employees, elected representatives, but also anyone who wants to save lives, will be able to benefit – number of trained people indicated in the indicators in the "Prevention" section.

The "Bracelets de plage" campaign, which enables the identification of small children (on the Channel and Atlantic coasts) and in which Groupama has been a partner for several years (handing over bracelets to the Rescue Services and CRS) was continued in 2022.

The amount of societal philanthropy in 2022 was more than €8.7 million:

- including €1,350,000 for the fight against rare diseases (research, support for associations and families, medical information, with the Groupama Foundation (3) and the regional mutuals). Assessment of the 2022 "Balades solidaires" (solidarity walks): 91 walks and 31 events were organised (versus 48 in 2021), 26,501 walkers and participants (versus 24,306 in 2021), and €412,000 raised, including €241,000 in donations and 171,000 in contributions (versus €355,000 in 2021) donated to research and charities;

- including €560,000 in support for cinema (support for young creators and distribution as well as the Cinémathèque française with the Gan Foundation (4)); a 41<sup>st</sup> César in 2022 for a foundation winner, and Patrick Imbert, 2018 winner of the foundation's special prize, received the César for best animated film for *Le Sommet des Dieux*; 106 screenplays were studied (including 70% of first feature films, 30% second, and 35% of projects proposed by female Directors);
- including €41,000 for the national association Action Solidarité Madagascar, which unites and supports the actions of some twenty departmental associations engaged in solidarity projects (in partnership with Générations Mouvement) in the rural regions of the Grande Ile. A national partnership was established in 2022 with the agri-agency FERT to support the training of farmers in farming practices adapted to climate change.

#### Note...

In 2022, the Groupama Foundation awarded the Rare Diseases Research Prize; this 5-year prize is endowed with €500,000 (€100,000 per year). The initial prize was launched in 2017. It was awarded to Dr Frédéric Michon, Inserm Researcher from the Institut des Neurosciences de Montpellier, a joint research unit under the supervision of Inserm and Université de Montpellier. The award recognises his and his team's work on aniridia, a disease that affects 1 in 100,000 people.

The 2022 innovation prize was awarded to the organisation Autour de William for the project "sign language" for professional and academic integration.

A series of research projects are supported by the regional mutuals with the contribution of the foundation.

Centred on the weekends of May and June, many walks and solidarity events are organised around the country thanks to the mobilisation of Groupama elected representatives.

The Groupama Foundation was created over 20 years ago: 200 associations supported, more than 600 projects, and 40 researchers or research projects; €10 million contributed, including €2 million raised by the "Balades solidaires" and other events; €900,000 contributed to research or organisations by the regions. Find out more about the foundation's actions at: <https://www.fondation-groupama.com/>.

The Group has been financially supporting the organisation Handi'Chiens for many years now, through several of its companies, including Gan Prévoyance. The film *Le Cœur Sur La Patte de Groupama* received a Silver Award in 2022 in the "Humanitarian Action and Solidarity" category at the Deauville Green Awards Festival.

(1) See section 4.2.2.3 for support for young people.

(2) See Section 4.2.2.4 for preventive actions.

(3) Find out more about the Foundation's actions at: <https://www.fondation-groupama.com/>

(4) Learn about the Gan Foundation's actions at <https://www.fondation-gan.com/>

As a reminder, Groupama Immobilier, on behalf of Société Forestière Groupama, announced in 2021 the marking and harvesting of oak trees from its sustainably managed forests. These trees will contribute to the reconstruction of the spire of Notre Dame de Paris, built by Viollet-le-Duc and destroyed by the fire in April 2019. The film *Charpente*, which was produced by Groupama in 2021 and evokes this contribution, has received numerous awards.

It should also be noted that Groupama Immobilier received the "solidarity sponsorship" jury prize at SIMI 2021 for its support of Café Joyeux, a remarkable initiative that makes disability visible through the professional inclusion and training of people with mental and cognitive disabilities; the subsidiary is also the initiator of the collective action "Le Booster de Réemploi" (see section 4.2.2.5.).

Partner in solidarity with communities and territories: recall the exceptional mobilisation of the companies and elected representatives during the Covid crisis of 2020-2021 (support for restaurant owners, retailers, persons in hospitals or nursing homes, and medical teams, donations of surgical masks or food to various social structures, etc. and local appeals).

War in Ukraine. Support for the Red Cross, organisation, etc. Groupama's companies and employees have mobilised. Of particular note is the donation of two mobile hospitals and €20,000 worth of medicines by Groupama and its assistance subsidiary Mutuaide.

#### 4.2.2.7 Fight against corruption, influence peddling, money laundering, terrorist financing, and tax evasion

At the group level, the implementation of measures to combat corruption and influence peddling as well as money laundering and terrorist financing (AML/CFT) is managed by the Group Compliance Department. The corresponding work is carried out in consultation with the Group's Legal Department.

The "Sapin 2" law of 9 December 2016 on transparency, the fight against corruption, and modernisation of the economy came into force on 1 June 2017. It introduces a general obligation to prevent risks of corruption and influence peddling for companies with more than 500 employees and revenue of more than €100 million. Once a group is subject to this obligation, its subsidiaries located in France or abroad are affected by this obligation. This regulation involves the operational implementation of eight measures, each of which has been the subject of specific work. The Group Compliance Department carried them out in consultation with the Group Compliance Department.

Each Groupama group company has incorporated the Group Code of Conduct into its Internal Bylaws and has deployed an ethics whistleblowing system.

Upon completion of the approval process by the staff representative bodies, all employees were informed of the

elements appended to the internal bylaws, namely regarding the following measures:

- the ethics charter, which reflects the essence of the values and commitments adopted by the Group.

The Code of Conduct, which lists the rules to be adopted or prohibited for all employees in their activities, as well as the ethical alert system and the corresponding disciplinary sanctions in the event of non-compliance with these rules;

- the ethics whistleblowing system allows all collaborators (employees, officers, or general agents as well as external and occasional collaborators) as well as individuals in contact with the Group (outside collaborators, contractors, etc.) to use a dedicated secure email address to report information about the following areas to the authorised persons of their company (the head of the compliance verification function or the compliance officer):

- conflicts of interest;
- corruption, influence peddling;
- violations of human rights and fundamental freedoms;
- harm to the environment;
- internal fraud;
- crimes or offences;
- threat or severe harm to the public interest.

The ethics charter and the Code of Conduct apply to all Group companies, both French and international. As part of its plan to prevent risks of corruption and influence peddling, Groupama bolstered its Code of Conduct with illustrations related to risk mapping in 2020.

The Group's companies have all mobilised to map out their respective corruption and influence-peddling risks. A consolidated group mapping was produced following this work and presented to the audit and Risk Committee. Regular updating of these mappings is planned.

The Group incorporated modules specifically aimed at combating corruption and influence peddling for all its employees, in particular those most at risk (specialised modules according to activities), into its training programme. The most exposed personnel are identified from the risk mapping.

In 2020, Groupama defined an action plan to strengthen its system for assessing the integrity of third parties with which the Group's companies have a business relationship. In connection with the risk mapping, updates to the new relationship procedures were identified. The steering and monitoring of this work continued in 2021 in order to develop a Group digital solution – Partner Assessment Portal (PEP's) – to facilitate the integrity assessment of non-customer third parties. It should be noted that the third-party customer assessment system is based on the AML-CFT regulation. In general, the integrity assessment of all types of third parties can be subject to specific analyses by a specialised agency.

### Focus on 2022. Broadening the status of whistleblowers and strengthening its protection

The law of 21 March 2022 transposes into French law the European directive of 23 October 2019 on the protection of persons who report violations of European Union law.

The ethics charter, Code of Conduct, and whistleblowing system have been amended accordingly. Employees, agents, general agents - and now persons "connected" <sup>(1)</sup> with Groupama's companies - may exercise the right to alert if they suspect or witness acts contrary to the charter or the code or if they have information on crimes and offences or violations (as set out in Article 6 of the Sapin 2 law as amended). The process for approving these changes by the employee representative bodies will continue in 2023. A Code of Conduct for external third parties will be posted on the Group's websites in 2023.

The fight against money laundering and terrorist financing is also an important issue for the Group's companies subject to such regulations. The system is managed by the Group Compliance Department, which ensures that the Group complies with its obligations in conjunction with a network of AML/CFT Managers appointed in all of these entities, both in France and internationally.

An AML/CFT organisational chart defines the roles and responsibilities of the various participants and stakeholders at the level of the Group and each operational entity concerned, describes the mechanism in place with respect to informing and training employees exposed to these risks, and defines the methods and conditions for exchanges of information required for due diligence. In addition, it specifies the applicable risk monitoring and control system.

The Group Legal Department ensures dedicated legal and regulatory monitoring as well as interpretation of standards/sanctions.

The Group AML/CFT Officer is responsible for steering the Group's AML/CFT system.

In this context, its role is to:

- define the AML/CFT risk management policy;
- ensure the operational deployment of procedures and corresponding tools;

- ensure the coordination of the above-mentioned Managers' channel;
- designing the 1<sup>st</sup> level permanent control plan.

The Group compliance Director, as the key compliance function, ensures that the system is properly implemented in order to be able to assess AML/CFT risk at Group level, in particular through a level 2 control plan.

Reports are regularly made to the senior management of Groupama Assurances Mutuelles and to the Group's governance bodies.

### Performance indicator

Corruption prevention training. Number of employees trained in ethics and anti-corruption through e-learning: 3,502 people trained in 2022 (2,985 in 2021) or 15.4% of the workforce (13.2% in 2021).

AML/CFT training. Number of people trained (employee awareness): 1,492 training events completed in 2022 (2,268 in 2021). Taking into account specific training (5 modules), a total of 9,725 employees received AML/CFT training in 2022 (10,577 in 2021).

*These training courses were implemented starting in early 2019. The 2020 data were recalculated to make the criterion to be used more reliable (difference between the notion of "trained person" - criterion used and the notion of "trainee").*

Lastly, with regard to taxes, Groupama Gan Vie, the Group's life insurance subsidiary, does not engage in business with customers who are not French taxpayers in the course of its business activities. However, the Company's distribution processes have provided for, through its sales support tools deployed in the distribution networks, the identification of tax-delinquent customers in order to comply with the FATCA and CRS <sup>(2)</sup> regulations.

It should also be noted that the Group established a tax partnership with the tax authority (partner service for companies). Groupama is the first insurer among around 60 French companies to have such a partnership, which testifies to its taxpayer compliance insofar as the tax partnership reflects the cooperation and tax transparency with the authorities and therefore makes it possible to secure the Group's tax management. A group tax charter for internal use has been drafted.

(1) Former employees and job applicants, shareholders/partners/holders of the right to vote in the entity's General Meeting, members of the administrative/management body, contractors/subcontractors, and members of their administrative/management body.

(2) FATCA, the US regulation to combat tax evasion by US citizens and residents; CRS: multilateral agreement with most OECD member countries on the automatic exchange of financial account information.

### 4.2.3 ADAPTING TO CLIMATE CHANGE: THE GROUP'S ECOLOGICAL FOOTPRINT

Although the risks of environmental and climate damage associated with our organisation's activities are non-material, this is a CSR issue that is relevant to all stakeholders.

The main risks are related to buildings classified as ICPE (Installation Classée pour la Protection de l'Environnement). In addition, the impacts that our facilities—and therefore our employees—could suffer are well taken into account in the actions to control social risks.

However, there are issues to be taken into account in our operations: the carbon impact of travel, large desktop publishing budgets, paper, energy, and equipment purchases, waste management, recycling, the fight against waste, circular economy for furniture, etc.

Although our activities inevitably have an impact on the environment, they do not pose significant threats to biodiversity, water, or land use.

#### Risk control levers

In connection with its CSR strategy, the Group is committed to reducing its CO<sub>2</sub> emissions and fighting climate change, both through its organisation and by encouraging the eco-friendly behaviours of its stakeholders (including employees <sup>(1)</sup>).

The Group has voluntarily set a goal of reducing carbon emissions from its operations by 15% between 2013 and 2022. The 2020–2021 health crisis naturally had a major impact on the trajectory of carbon emissions – see points 4.2.3.1 and 4.2.3.2. As a result, emissions in 2022 were up again from these low levels. The Group has reinforced its reduction target for 2024.

The risk is controlled by the Risk Management Systems (RMS). Regulatory obligations related to ICPE classification – establishments that may create risks or cause pollution or nuisance, in particular for the safety and health of residents – are monitored and controlled.

With regard to reducing the ecological footprint, the levers pertain to energy consumption, business travel (including the fleet purchasing policy), and paper consumption. The Group's CSR team drives this objective by sharing information, by promoting community actions, in particular by sharing good practices (e.g., regarding mobility and decarbonisation initiatives) with the network of CSR facilitators and the Logistics WG led by Groupama Supports & Services and including the regional mutuals.

The structural efforts undertaken by the Groupama group and its companies over the past 10 years have paid off – see the carbon performance indicator in section 4.2.3.2.

Concrete actions have already been implemented and will be stepped up, led by four dedicated working groups, sponsored directly by CEOs, set up in 2022:

- initiatives taken in terms of travel: identification of avoidable kms travelled, development of solutions allowing remote meetings; on decarbonisation: gradual renewal of fleets with replacements with lower-emitting vehicles <sup>(2)</sup>, including electric or hybrid when possible, favouring train travel (rather than plane or car), and implementation of sustainable mobility plans;
- actions undertaken on consumption at the sites: renovation of sites or relocation (e.g., Astorg site and numerous management sites and agencies), modification of heating methods (elimination of fuel oil, reduction of gas, etc.), improvement of energy management at the sites (this action alone makes it possible to reduce consumption by 5%), "relamping" (e.g., installation of LEDs), implementation of teleworking associated with flexoffice (e.g. -30% of m<sup>2</sup> on Campus in Nanterre between 2022 and 2024), systematic review of sites (e.g. -33% of m<sup>2</sup> at the management sites of a regional mutual between 2017 and 2021).

The companies are adopting mobility plans (transport) in accordance with the mobility guidance law. For example, the measures provided for in the 2022 draft agreement on the scope of the UES will result in the development of carpooling, the sustainable mobility package, and the promotion of bicycle travel in 2023.

The development of pull printing – badge recognition at printers – and default configuration allows for more reasonable printing management, and the use of remote dialogue/meeting tools available to the employees of the companies – going forward the DCS-Office 365 ecosystem (at the workstation) deployed starting in March 2020 – reduces travel.

As part of the energy sobriety plan required by the French government at the end of 2022, the Group signed up on the "Enterprises" platform, responding positively to three initiatives already implemented within the Group:

- lighting;
- energy performance of operating buildings;
- management of consumption.

The Group is part of the EcoWatt approach proposed by RTE and is committed to relaying alerts to its employees. The Group also assessed the actions it could take to avoid blackouts and has established a specific BCP.

(1) The indirect impacts associated with offerings, investments, or purchases are discussed in part 4.2.2.

(2) Ordered from a community catalogue, the Group's companies can use increasingly low-emission car models.

Our data centres in Bourges and Mordelles follow Green Grid best practice—optimising energy consumption—and use the free-cooling system (cold corridors).

In line with the Group's new CSR strategy, Groupama Assurances Mutuelles has joined G2S's CSR initiative to reduce its digital impact. To reduce the size of storage on servers, a new action has been implemented from December 2022: contents in Outlook in the trash and spam folder for more than 30 days are automatically purged.

Projects on eco-use and digital eco-design have been initiated, particularly at G2S, which provided its employees with a specially designed office eco-action guide.

In the context of the energy crisis of winter 2022, the Group wanted to engage its employees in the challenge process, in a playful way, by encouraging them to carry out eco-actions and by associating societal solidarity. 3,054 challenges taken up by 1,670 employees in 25 Group companies.

In terms of environmental protection, more generally, our employees are regularly informed of environmental issues, in particular through the European Sustainable Development Week, and communication/awareness efforts continue in the Group's companies through various actions: educational information, CSR workshops, green team building, challenges, eco-driving awareness campaigns, and the establishment of carpooling in certain entities. The Group's companies have set up hives and urban gardens, and some are promoting direct distribution with sales from local producers on their sites.

#### Campus and Escale projects at the sites in Nanterre, Mérignac in Bordeaux

As part of the Groupama Campus project in Nanterre, three buildings were restored in 2017–2018 as part of a renovation project in keeping with the HQE® (June 2015 reference standard) and BREEAM (e.g., LED lighting with presence detection including for two thirds of the parking lights, optimised water management, etc.) initiatives.

It should be noted that Groupama Immobilier, based in WP6, is the first Property Asset Manager to have been ISO 9001-14001 certified as an integrated system. It also undertook the carbon calculation of its activities three years ago. Knowledge of its carbon impact enabling it to improve its overall performance (including that of its activities, in addition to that of its assets).

In 2020, a printing reduction challenge was launched, and Groupama joined the CUBE challenge, an inter-company competition of the IFPEB (1), the objective being to reduce the energy consumption of buildings, three properties were registered for 2020 (WP1, 2, and 5). Groupama was awarded bronze for WP5 (20% energy savings). In 2022, Groupama signed up four buildings on its campus in Nanterre and Mordelles, i.e., 60,000 m<sup>2</sup>, for the competition. For a year, the candidate buildings are embarking on a race for energy savings “here and now” with concrete and visible actions.

In 2021, launch of the Escale Project. It is a continuation of the dynamics of the Campus project, which integrates new collaborative practices, while modernising our property stock and reducing our carbon impact. Employees at the Campus, Astorg, Ville l'Évêque and Diamant sites, belonging to one of the 11 companies, are affected. The ELAN law (Evolution du logement, de l'aménagement et du numérique) requires service sector companies to reduce their energy consumption in buildings by 40% by 2030. For the project, this rate of 40% is an overall average target, for all the companies and sites involved in their renovations.

More than 730 employees moved to Groupama's new regional head office in Mérignac in 2022. Over the long term, more than a thousand employees will work in this 15,000 m<sup>2</sup> building. It is largely green and combines natural light and reused materials (including wood from Groupama's forests for the furniture, and 10% of the materials used come from the Reuse Booster). This site has several environmental certifications (HQE, BREEAM, Biodiversity, and Conforme RT 2012).

In the area of purchasing: in our calls for tenders/specifications, we ask our suppliers to declare whether they respect the global compact charter (including respect for the environment), to respect the standards and we encourage them to adopt eco-responsible behaviour (product design, staff training, transport, waste management). A “CSR” clause is inserted in the contracts and will be reinforced; work in progress over 2022-2023 to review CSR processes and criteria in procurement – see section 4.2.2.4.

#### 4.2.3.1 Circular economy (consume less, better, reuse)

##### (a) Prevention and management of waste

The Group's service business activities do not directly generate waste or pollution other than office waste. However, we wish to make progress in the recycling of such waste, particularly through selective sorting, already effective in several of the Group's entities (for example, the Campus, Bordeaux, and Astorg sites in Paris).

Recall that the “Happy Cleanings” operations carried out by the companies moving to Nanterre mobilised the employees to collect and recycle 188 tonnes of paper over the 2017–2019 period (2). In addition, furniture and supplies have also been donated to charities for reuse and recovery.

*Les Petits Papers* 2021-2022. As part of the preparations for the move from Astorg to Nanterre (Escale project), all the paper and cardboard placed in the recycling bins were recovered for the benefit of the Groupama Foundation. From 14 June to 30 September 2021, the challenge set up on the Astorg property enabled €6,300 to be donated to the foundation (which gave it to an association), for 63 tonnes of paper and cardboard and confidential paper deposited in the recycling containers. In 2022, for moves involving Groupama Gan Vie, the figure will be almost 60 tonnes, in Nanterre and Bordeaux combined, and 16 tonnes for Gan Assurances.

(1) IFPEB: Institut Français pour la Performance du Bâtiment, of which Groupama Immobilier is a Director.

(2) Source: Groupama Supports & Services, final results.

Also note the updating and dissemination in the Group's companies of ECOPASS or "responsible events": how to carry out a "responsible" event (local service providers, CSR materials, etc.).

### **(b) Fight against food waste**

The Group's entities themselves do not handle food services for employees (subcontracted corporate catering or restaurant vouchers). However, companies are putting in place actions to combat food waste, such as poster campaigns and awareness-raising events during the European Sustainable Development Week.

### **(c) Sustainable use of resources**

The resumption of activity over a full year of presence explains the decrease or increase observed according to the indicators compared with 2021, a year still marked by the health crisis.

#### **Paper consumption**

The continuation of dematerialisation (Zero Paper Programme, etc.) and the deployment of pull printing have resulted in a further reduction in office paper consumption: -10.6% (-18% in 2021). After two exceptionally low years (2020 and 2021), the level of paper consumption rose slightly to 4.8%.

For example, 95% of employee savings contracts taken out in the regional banks were digital in 2022, and the campaign to digitise account statements has reduced the proportion of statements sent by post from 67% to 26% at the beginning of 2023/2022.

#### **Energy consumption**

Total energy consumption fell by 4%, with more significant variations in fuel oil (-48.2%) and chilled water (-12%). Electricity had only a very slight increase of 0.4%. The continued reduction in energy consumption is the result of the various actions implemented by the Group's companies over the long term.

The decrease in energy consumption per FTE initiated in 2019 continues with a difference of -26.6% since 2013.

#### **Business travel**

Change in the composition of the car fleet (France): fleet status in 2022, out of 5,388 cars:

- diesel: 4,566;
- electric: 29;
- petrol: 759;
- petrol hybrid: 34.

More than 10% of the vehicles being renewed (115 out of 1,073 on order) are low-emission.

The continuation of the more optimised use of fleets and the increased use of remote relations will allow for a controlled development of travel, with a marked increase in the use of trains in view of the resumption of activity and the recommendation over time of using trains relative to air travel.

Over the year, the number of km, all transport combined, was up 31.4%, which is explained by the resumption of more normal activity compared with 2021, a year still partially impacted by the health crisis.

The share of car mileage in travel fell 6.1 points compared with 2021 to 84.6% (90.7% in 2021). However, this mode of travel remains the largest producer of km because of the Group's activity and the significant share of salespeople in the workforce.

#### 4.2.3.2 Climate change and biodiversity protection

This is a major CSR topic and not a risk for our organisation. Reducing carbon or greenhouse gas emissions helps combat climate change and preserve the environment.

##### (a) Change in CO<sub>2</sub> emissions

CO<sub>2</sub> emissions for the 2022 reporting period according to the three scopes defined by the GHG Protocol and according to the operational control consolidation method:

	2019	2020	2021	2022
<b>Direct emissions – Scope 1 (tCO<sub>2</sub>-eq)</b>				
Direct CO <sub>2</sub> emissions related to gas boilers	6,850.81	5,656.55	5,951.41	5,418.75
<i>Direct CO<sub>2</sub> emissions related to gas boilers per FTE</i>	0.25	0.20	0.21	0.19
Direct CO <sub>2</sub> emissions related to fuel oil boilers	700.09	646.94	634.02	328.66
<i>Direct CO<sub>2</sub> emissions related to fuel oil boilers per FTE</i>	0.02	0.02	0.02	0.01
Direct CO <sub>2</sub> emissions related to business travel in owned land vehicles	6,306.56	5,114.12	5,598.90	18,821.96
<i>Direct CO<sub>2</sub> emissions related to business travel in owned land vehicles per FTE</i>	0.22	0.18	0.20	0.67
<b>TOTAL DIRECT GHG_01 EMISSIONS</b>	<b>13,857.47</b>	<b>11,417.62</b>	<b>12,184.32</b>	<b>24,569.37</b>
<b>TOTAL DIRECT GHG_01 EMISSIONS PER FTE</b>	<b>0.48</b>	<b>0.41</b>	<b>0.43</b>	<b>0.87</b>
<b>Direct emissions – Scope 2 (tCO<sub>2</sub>-eq)</b>				
Direct CO <sub>2</sub> emissions related to electricity consumption	9,286.16	8,116.34	8,353.73	8,128.16
<i>Direct CO<sub>2</sub> emissions related to electricity consumption per FTE</i>	0.31	0.29	0.30	0.29
Direct CO <sub>2</sub> emissions related to heat consumption	902.25	740.62	776.24	713.70
<i>Direct CO<sub>2</sub> emissions related to heat consumption per FTE</i>	0.03	0.03	0.03	0.03
Direct CO <sub>2</sub> emissions related to chilled water consumption	164.23	111.86	113.55	83.70
<i>Direct CO<sub>2</sub> emissions related to chilled water consumption per FTE</i>	0.01	0.00	0.00	0.00
<b>TOTAL DIRECT GHG_02 EMISSIONS</b>	<b>10,352.65</b>	<b>8,968.82</b>	<b>9,243.51</b>	<b>8,925.57</b>
<b>TOTAL DIRECT GHG_02 EMISSIONS PER FTE</b>	<b>0.35</b>	<b>0.32</b>	<b>0.33</b>	<b>0.32</b>
<b>Direct emissions – Scope 3 (tCO<sub>2</sub>-eq)</b>				
Direct CO <sub>2</sub> emissions related to business travel in non-owned land vehicles	18,630.12	15,640.79	16,573.46	8,364.62
<i>Direct CO<sub>2</sub> emissions related to business travel in non-owned land vehicles per FTE</i>	0.65	0.56	0.59	0.30
Direct CO <sub>2</sub> emissions related to business air travel	2,021.02	791.23	549.01	1,004.63
<i>Direct CO<sub>2</sub> emissions related to business air travel per FTE</i>	0.07	0.03	0.02	0.04
Direct CO <sub>2</sub> emissions related to business train travel	209.16	66.18	39.80	97.38
<i>Direct CO<sub>2</sub> emissions related to business train travel per FTE</i>	0.01	0.00	0.00	0.00
<b>TOTAL DIRECT GHG_03 EMISSIONS</b>	<b>20,860.30</b>	<b>16,498.20</b>	<b>17,162.27</b>	<b>9,466.63</b>
<b>TOTAL DIRECT GHG_03 EMISSIONS PER FTE</b>	<b>0.72</b>	<b>0.59</b>	<b>0.61</b>	<b>0.34</b>

The full resumption of on-site activity and travel, particularly with customers, explains the increase in the carbon footprint; the Group reported 42,961.57 tCO<sub>2</sub>-eq compared with 38,590.105 tCO<sub>2</sub>-eq in 2021.

Scope 1 (owned or leased cars, gas, fuel oil) shows the highest increase at 101.6%, which can be explained by the reallocation of the entire fleet operated on this scope, with a corresponding decrease in scope 3 (non-owned cars, aeroplanes, trains) of 44.8%. Scope 2 (electricity, heat, chilled water) continued to decline at -3.4%.

The Group's policy of reducing consumption over the long term (energy-related actions, travel control measures) continues to demonstrate its validity, with a decline of 4.7% compared with 2019 (comparable year in terms of activity - absence of health restrictions).

Lastly, recall that the Group's annual CO<sub>2</sub> emissions should be viewed in comparison with the carbon stock and emissions prevented by the forest assets of Groupama, France's number 2 private forest owner – see box below.

#### Group carbon footprint indicator

CO<sub>2</sub> emissions in 2022/2021: +11.3%; CO<sub>2</sub> emissions in 2022-2013: -17.5%.

#### (b) Outlook

The carbon footprint reduction target was stepped up as part of the new CSR strategy validated at the end of 2021. Thus, in the first half of 2022, the Group's ambition was to reduce its carbon footprint by 20% between 2019 and 2024, by setting targets to reduce its business travel and energy consumption. This ambition is in line, but not strictly aligned, with a contribution to carbon neutrality, in the sense of the Paris Agreement.

Adjusted for the application of different emission factors for the engines of our fleet vehicles, the Group's carbon footprint, based on an equivalent scope, would be 50,203 tCO<sub>2</sub>-eq in 2019 and 44,840 tCO<sub>2</sub>-eq in 2022<sup>(1)</sup>. This represents a 10.7% reduction (over the same period, scope 1: 20,584 tCO<sub>2</sub>-eq, -8%; Scope 2: 7,079 tCO<sub>2</sub>-eq, -14.5%; Scope 3: 17,177 tCO<sub>2</sub>-eq, -12%).

Outside of this scope of measurement, and therefore not included in this 20% reduction target, we will extend the scope 3 measurement to purchases and fixed assets for future years.

The action on fleets (models, mileage/fuel consumption) is a major factor of reduction. Operated cars continue to be represented in the share of CO<sub>2</sub> emissions by far.

It will also be necessary to count on the likely changes in employee behaviour – the pervasive effect of regular campaigns on eco-behaviours, new habits adopted during the health crisis – but having an impact that is difficult to estimate at the moment.

#### Carbon study on Groupama forests. Data for 2022<sup>(2)</sup>

The carbon stock of the forests and the total CO<sub>2</sub> stored are increasing, largely due to the additional area contributed by the Bruneau forest.

- forest carbon stock: 10.5 million tonnes of CO<sub>2</sub> (10.4 Mt in 2021), 21,882 ha<sup>(3)</sup>;
- annual increase in CO<sub>2</sub> stored (balance between planting and cutting + storage of biomass): +187,429 t or +1.5% compared with 2021 at +184,652 t;
- CO<sub>2</sub> emissions avoided: 78,722 t by the use of traded timber (139,749 t in 2021);
- CO<sub>2</sub> stored in wood products: 47,914 t in 2022 vs. 79,728 t in 2021.

#### Focus on 2022. Groupama Immobilier, on behalf of Société Forestière Groupama, purchased the Bruneau forest (Yonne)

This acquisition of a 315-ha single piece enables Société Forestière Groupama to strengthen its presence. This transaction is part of a multifunctional development strategy for its forest assets, bringing its portfolio to nearly 22,000 ha. This asset, like all of the SFG's forests, will be PEFC (Programme for the Endorsement of Forest Certification) certified. This acquisition of Société Forestière Groupama reflects its commitment to very long-term management by developing its portfolio on resilient assets.

#### 4.2.4 EUROPEAN TAXONOMY

On 22 June 2020, the European Commission (EC) published the Taxonomy Regulation aimed at establishing a classification of green activities in order to guide financial flows towards more sustainable development and to combat greenwashing. The Taxonomy Regulation (2020/852) is the culmination of one of the points in the 2018 EC Communication on financing sustainable growth. It refers to a "unified classification system for sustainable activities" as the measure to achieve the objective of redirecting capital flows towards sustainable investments.

By providing stakeholders with a uniform framework, including the environmental targets set out in this regulation, the Commission is structuring the process of transition to a more resilient and environmentally friendly economy.

The taxonomy is part of a trio of European texts for the transition to sustainable finance with "SFDR" on sustainability reporting and soon "CSRD" on non-financial reporting.

(1) See methodology note. Calculation by EcoAct.

(2) Source: EcoAct and If Consultants for Société Forestière Groupama.

(3) The exact figure is 10,523,847 t of CO<sub>2</sub>.

The Regulation is structured around six environmental objectives (Article 9) that economic activities must pursue to be considered sustainable:

- climate change mitigation (Article 10);
- adaptation to climate change (Article 11);
- protection and sustainable use of aquatic and marine resources (Article 12);
- transition to a circular economy (Article 13);
- pollution prevention and control (Article 14);
- protection and restoration of biodiversity and ecosystems (Article 15).

For an activity to be sustainable or aligned, it must meet the following criteria (Article 3):

- contribute substantially to one or more of the environmental objectives in accordance with the technical review criteria established by the Commission;
- not cause significant harm to any of the other objectives (Do No Significant Harm - Article 17);
- it must be exercised in compliance with the minimum guarantees (Article 18).

The taxonomy regulation provided for the adoption of four "level 2" texts, including:

- a first delegated act under Articles 10 and 11 (the "Climate Delegated Act" adopted in June 2021), specifies the activities eligible for the taxonomy under the heading of adaptation and mitigation of climate change. A complementary delegated act is under discussion, with a view to extending the activities eligible for the taxonomy and which could include transitional activities such as natural gas and nuclear;
- a second delegated act under Article 8 ("Article 8 delegated act" adopted in July 2021) specifies the information that actors will have to disclose in the management reports on their alignment with the taxonomy. The Commission proposes the following two indicators for insurance in the delegated act:
  - an investment-related indicator, see below,
  - an indicator related to underwriting activities, see also below.

#### 4.2.4.1 Investments Indicator

##### (a) Regulatory ratio

For 2023, as an insurer, the Groupama group must publish the following ratio on the data at 31 December 2022 presented at market value:

Investment ratio = Share of investments for financing or associated with economic activities eligible for the taxonomy/ Total investments.

In addition, Groupama must publish the following quantitative information:

- percentage of exposures in total assets to central governments, central banks and supranationals;
- percentage of total asset exposures related to derivatives;
- percentage of exposures in total assets relating to firms not subject to publication of a non-financial statement under the NFRD;
- percentage of cash in total assets;
- percentage of exposures in total assets related to ineligible activities for fiscal year 2021;
- share of UL in each type of asset.

In the context of the application of the Taxonomy Regulation, the following definitions and scopes of application are used:

- "investments": all assets held directly and indirectly on the balance sheet of the Groupama group's life and non-life insurance companies. It is therefore a "transparent" view of the assets of the whole Group, excluding intra-group assets but including units of account;
- under Article 7(1) of the delegated act Article 8, sovereign exposures are excluded from the calculation of the investment ratio, both from the numerator and the denominator;
- derivatives are excluded from the numerator but included in the denominator of the ratio;
- companies not subject to the NFRD are not subject to the taxonomy. Thus, exposure to these companies should not be included in the calculation of the numerator of the ratio;
- as it cannot be allocated to a specific economic sector and in accordance with the answer to question 22 of the European Commission's FAQ published on 6 October 2022, cash has been completely excluded from the numerator.

In summary, the asset exclusions for the investment ratio calculations are as follows:

Type of assets	Numerator exclusion	Denominator exclusion
Exposure to central governments, central and supranational banks	X	X
Derivatives	X	
Exposures to companies not subject to non-financial reporting under the NFRD	X	
Cash and cash equivalents	X	

In accordance with the information provided by the European Commission in its various Q&As, for regulatory reporting, the information published must be based on actual data provided by non-financial or financial entities. The use of estimates and proxies is not possible. This year, all property exposures (investment and operation), held directly or indirectly, were fully

recognised as eligible on the basis of actual information. For other assets, for operational reasons our data provider is not able to make available reported data on the share of turnover (or CAPEX) eligible for the taxonomy or the NFRD liability of companies.

	Regulatory Ratio		
	(in %)	(in €M)	of which UL (in €M)
Share of exposures on taxonomy-eligible activities	12.6%	6,502.5	438.9
Share of exposures on taxonomy non-eligible activities excluding cash	0.0%	0	0.0
Share of exposures on "unallocated" activities	57.0%	29,373.4	5,651.4
Cash and cash equivalents	7.3%	3,744.0	482.1
Share of derivatives	-1.2%	-604.4	-8.0
Share of exposures to companies not subject to the NFRD (/DEFP)	24.3%	12,530.2	3,679.1
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>51,545.6</b>	<b>10,243.3</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	34.5%	27,188.1	1,726.9
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>78,733.7</b>	<b>11,970.3</b>

#### Change in regulatory ratio between 2022 and 2021

Between the end of 2022 and the end of 2021, the regulatory ratio increased by 12.6 percentage points from 0% to 12.6%. This increase is explained by the inclusion of the entire property exposure in the regulatory ratio.

#### (b) Voluntary ratio

However, as part of its voluntary reporting, Groupama has chosen to publish an investment ratio based on estimated data. All of the assumptions used for this calculation are described below and we use the same definition of investments and the same asset exclusions as for the regulatory ratio.

To identify companies subject to non-financial reporting under the NFRD, we use the following approach:

- the Group's investment portfolios are invested in listed companies or companies above the NFRD threshold, excluding corporate private equity and loan funds;
- thus, we considered that all companies whose registered office is in an EU country (i.e., excluding Switzerland and the UK) were eligible for the NFRD, with the exception of companies owned through loan or private equity funds for which no information is available.

The eligible economic activities are identifiable from the NACE codes listed in the two annexes to the delegated climate act.

Thus, for the calculation of the voluntary ratio, we have chosen to reason by sector of activity, by retaining 100% of a company's revenue in the sector of activity with which it is associated. We have used the guidance provided by the Commission through the EU Taxonomy Compass tool available at <https://ec.europa.eu/sustainable-finance-taxonomy/>.

Specifically, if an issuer has a NACE sector explicitly referenced in this tool, we considered 100% of our exposure to be eligible. This is the case, for example, for the whole property sector (acquisition or ownership of property being associated with NACE code L68): we assume that all our property and forestry assets are taxonomy-eligible.

However, if an issuer is engaged in an activity not explicitly listed, we have considered it to be entirely ineligible. For example, let us take the example of an issuer associated with a NACE code 35.1 which corresponds to "Production, transport, and distribution of electricity". Within this category, the taxonomy retains NACE D35.11 to D35.13 as eligible but not D35.14. As the issuer under consideration has several activities corresponding to different subcategories within D35.1, it cannot be assigned a more precise 4-digit NACE code, so we consider it to be completely ineligible.

For the specific case of infrastructure funds, we have considered all EU exposures associated with an eligible NACE code as eligible (following the same rule as presented above).

		Voluntary Ratio	
	(in %)	(in €M)	Of which UL (in €M)
Share of exposures on taxonomy-eligible activities	32.0%	16,503.3	1,355.3
Share of exposures on taxonomy non-eligible activities excluding cash	37.6%	19,372.6	4,734.9
Share of exposures on "unallocated" activities		0.0	0.0
Cash and cash equivalents	7.3%	3,744.0	482.1
Share of derivatives	-1.2%	-604.4	-8.0
Share of exposures to companies not subject to the NFRD (/DEFP)	24.3%	12,530.2	3,679.1
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>51,545.6</b>	<b>10,243.3</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	34.5%	27,188.1	1,726.9
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>78,733.7</b>	<b>11,970.3</b>

#### Change in voluntary ratio between 2022 and 2021

Between the end of 2022 and the end of 2021, the voluntary ratio fell by 3.1 percentage points from 35.2% to 32%. The two main factors behind this decline were:

- the integration of UL assets: in 2022, UL assets accounted for 8% of eligible assets *versus* 24% of non-eligible assets. The ratio excluding UL would be 36.7%, an increase of 2.5 points compared with 2021 at constant scope;
- a base effect following the rise in interest rates experienced in 2022: due to their greater sensitivity to interest rates, sovereign assets have suffered a greater drop in market value than other assets, which increases the denominator proportionally (sovereign assets being deducted from the base).

As Groupama publishes on a voluntary basis and given the complexity and lack of reliable data on gas and nuclear, we have chosen not to present the tables in Annex XII of the Commission Delegated Regulation (EU) 2022/1214 of 9 March 2022 on gas and nuclear this year.

#### 4.2.4.2 Non-life insurance indicator

##### (a) Eligibility for the taxonomy

For 2023, also as an insurer, the Groupama group must publish the following ratio on the data at 31 December 2022:

Non-life insurance ratio = Share of gross non-life premiums eligible for the taxonomy/Total non-life premiums.

The "climate delegate act" determines which activities are eligible for climate change mitigation and adaptation objectives. Non-life insurance is among the activities eligible under the adaptation objective.

The act sets out the criteria that non-life insurers must meet in order to be aligned with the taxonomy. Compliance with these "technical" criteria (and thus the alignment of insurance products) will apply from the year 2024 (fiscal year 2023).

According to the "Climate Delegated Act", the lines of business defined in Annex I of the Solvency II Directive (*i.e.*, the following 8 lines of business) are eligible for the taxonomy, as long as they are related to the coverage of a climate risk event. As clarified by the Commission's Q&A published in December 2021, a line of business must contain products with terms related to the treatment of climate risk events to be

considered eligible.

The following 8 activity lines are potentially eligible:

- medical expenses insurance;
- income protection insurance;
- workers' compensation insurance;
- motor vehicle liability insurance;
- other motor vehicle insurance;
- marine, aviation, and transport insurance;
- fire and other property insurance;
- assistance insurance.

Following an initial analysis (see France Assureurs' note of 18 January 2022), it appears that only the following three lines of business include explicit coverage of a climate risk event:

- other motor vehicle insurance;
- marine, aviation, and transport insurance;
- fire and other property damage insurance.

On these lines, which explicitly include a climatic guarantee, the entire insurance premium of the products concerned is retained in the numerator of the regulatory ratio.

##### (b) Regulatory ratio

In order to determine the regulatory ratio for the 2022 financial statements, Groupama used the same methodological basis as for the 2021 financial year but extended the analysis to the international scope (last year's analysis covered only the French scope). In addition, Groupama produced a table of correspondence between the business lines (according to the axes of analysis of Groupama's activities) and the three business lines retained following an initial analysis of France Assureurs among the 8 mentioned in the "delegated climate act" (Annex 1, Solvency II directive), containing explicit coverage of a climate risk event.

On this point, an improvement has been made this year compared with the methodology used last year, which consisted of removing from the "Passenger Vehicle" business line the portion of premiums corresponding to civil liability cover (which correspond to premiums that are included in a business line not included in the analysis of France Assurances).

The table below corresponds to all the information required for this second publication of the regulatory ratio, based on the availability of data and the analysis carried out internally.

<b>Businesses</b>	<i>(in millions of euros)</i>	<b>Eligible activity line according to the Taxonomy Regulation</b>
<b>France eligible scope</b>	<b>4,634</b>	
<b>Property and casualty insurance</b>	<b>4,634</b>	
Individual and Professional	2,752	
➤ Passenger cars	979	Other Motor Vehicle Insurance
➤ Other vehicles	58	Other Motor Vehicle Insurance
➤ Home insurance	1,091	Fire and other property damage insurance
➤ Property damage for professionals & self-employed	439	Fire and other property damage insurance
➤ Construction	185	Fire and other property damage insurance
Businesses and Local Authorities	913	
➤ Fleets	346	
Fleets	251	Other Motor Vehicle Insurance
Garages	95	Other motor vehicle insurance and fire and other property damage
➤ Damage to businesses and communities	568	Fire and other property damage insurance
Agricultural business lines	968	
➤ Agricultural risks	506	Fire and other property damage insurance
➤ Climate risks	264	Fire and other property damage insurance
➤ Tractors and agricultural equipment	197	Other Motor Vehicle Insurance
<b>Eligible international scope</b>	<b>862</b>	
<b>Property and casualty insurance</b>	<b>862</b>	
Individual and Professional	557	
➤ Passenger cars	318	Other Motor Vehicle Insurance
➤ Other vehicles	0	Other Motor Vehicle Insurance
➤ Home insurance	219	Fire and other property damage insurance
➤ Property damage for professionals & self-employed	20	Fire and other property damage insurance
➤ Construction	0	Fire and other property damage insurance
Businesses and Local Authorities	235	
➤ Fleets	15	
Fleets	15	Other Motor Vehicle Insurance
Garages	0	Other motor vehicle insurance and fire and other property damage
➤ Damage to businesses and communities	220	
Agricultural business lines	51	
➤ Agricultural risks	51	Fire and other property damage insurance
➤ Climate risks	0	Fire and other property damage insurance

<b>Businesses</b>	<i>(in millions of euros)</i>	<b>Eligible activity line according to the Taxonomy Regulation</b>
➤ Tractors and agricultural equipment	0	Other Motor Vehicle Insurance
Transport	20	
➤ Transport	20	Marine, aviation, and transport insurance
Total gross written premiums eligible for Taxonomy (1)	5,496	
Total non-life gross written premiums at 31 December 2021 (2)	12,035	
of which France non-life	10,041	
of which International non-life	1,994	
Ratio of gross written premiums eligible for Taxonomy (1)/Total (2)	45.7%	

Thus, the share of gross written premiums in non-life insurance eligible for taxonomy was 45.7% in 2022.

It should be noted that Groupama has made its best efforts to publish information on the Taxonomy Regulation. Given the complexity of this regulation and the time required to adopt it, the information published by Groupama will be refined in future financial statements.

## 4.2.5 TABLES AND NOTES

### 4.2.5.1 List of entities taken into account in the consolidation scope of the DEFP (1)

Entity (country)	Information provided for this entity
Property businesses* **	Social
Amaline Assurances*	Social, environmental, and societal
Groupama Hayat (Turkey)* **	Social, environmental, and societal
Groupama Sigorta (Turkey)* **	Social, environmental, and societal
Gan Assurances	Social, environmental, and societal
GAN IA Hong Kong* **	Social
Gan Patrimoine**	Social, environmental, and societal
Gan Prévoyance	Social, environmental, and societal
Groupama Antilles-Guyane* **	Social, environmental, and societal
Groupama Asfalistik (Greece)* **	Social, environmental, and societal
Groupama Asigurari (Romania)* **	Social, environmental, and societal
Groupama Asset Management* **	Social, environmental, and societal
Groupama Assicurazioni (Italy)* **	Social, environmental, and societal
Groupama Assurance-Crédit et Caution*	Social, environmental, and societal
Groupama Assurances Mutuelles	Social, environmental, and societal
Groupama Biztosito (Hungary)* **	Social, environmental, and societal
Groupama Centre-Atlantique	Social, environmental, and societal
Groupama Centre Manche	Social, environmental, and societal
Groupama d'Oc	Social, environmental, and societal
Groupama Épargne Salariale**	Social, environmental, and societal
Groupama Gan Vie	Social, environmental, and societal
Groupama Grand Est	Social, environmental, and societal
Groupama Immobilier*	Social, environmental, and societal
Groupama Loire Bretagne	Social, environmental, and societal
Groupama Méditerranée	Social, environmental, and societal
Groupama Nord-Est	Social, environmental, and societal
Groupama Océan Indien	Social, environmental, and societal
Groupama Outre-Mer Pacifique* **	Social
Groupama Paris Val de Loire	Social, environmental, and societal
Groupama Poist'ovna a. s.* **	Social
Groupama Protection Juridique (SFPJ)	Social, environmental, and societal
Groupama Rhône-Alpes Auvergne	Social, environmental, and societal
Groupama Supports et Services * **	Social, environmental, and societal
Groupama Zastrahovane (Bulgaria) (2) * **	Social, environmental, and societal
Groupama Forêts Assurances (MISSO)* **	Social
Mutuaide	Social, environmental, and societal
SPARA* **	Social
SPSE* **	Social

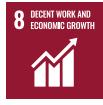
\* These entities have been excluded from the scope for the AML/CFT training indicator.

\*\* These entities have been excluded from the scope for the corruption prevention training indicator.

(1) For the risk analysis aspects, only the companies operating in France have been taken into account.

(2) This entity's figures include those of its life insurance subsidiary Groupama Zhivotzastrahovane.

### 4.2.5.2 Summary of risks, topics, and key performance indicators

Main risks and their definition	Group risk classification	Point in the text	Key performance indicators	UN SDG * correspondence
SOCIAL: Employability/Skills adaptation Risk of inadequacy of skills with changes in the business lines: risk of not taking into account in our training and recruitment changes imposed by our environment and which will have an impact on the capabilities of employees (increasing complexity of insurance products, digitalisation, big data, AI, etc.)	HR risk	Point 4.2.2.3.	➤ Rate of employees trained	
SOCIAL: "Working well together" Risk of not taking into account in our social policy the pressure suffered due to the demands of results, psychosocial risks (PSR) and contemporary social aspirations (quality of life at work and daily transport, balance between private and professional life, salary, and professional development)	HR risk	Point 4.2.2.3.	➤ Absenteeism rate	
SOCIAL: Equality/Diversity Risk of a breach of equal treatment for certain identified categories—young people, women, people with disabilities, seniors—during their working life (in recruitment, integration, and professional pathway including training) and risk of isolation from the active forces of society	HR risk	Point 4.2.2.3.	➤ Rate of female executives ➤ Rate of female senior executives	 
SOCIETAL: Quality of advice Risk of failure to exercise the duty to advise and of providing non-explicit, erroneous or misleading information	Lack of advice	Point 4.2.2.4.	➤ Rate of business in delegated or recommended management	
SOCIETAL: Customer satisfaction Risk of failure at key moments in the customer relationship	Unavailability Non-compliant service	Point 4.2.2.4.	➤ Score out of 20 points on 4 relationship-based criteria ➤ Claims management: Rate of "Very Satisfied"	
SOCIETAL: Protection needs (coverage of societal issues) Risk of not taking into account the needs in terms of protection, linked to the challenges of transition (demography, mobility, digital, new forms of work, urban violence...) and of not taking into account the budgetary capacities of the insured (accessibility to insurance)	Non-life underwriting risk	Point 4.2.2.4.	➤ Rate of external (customers or non-customers) and internal individuals made aware of or trained in prevention actions/number of employees	  
SOCIETAL: Policyholder data protection Risk of not considering the (potentially negative) impacts of our services and data protection arrangements on the integrity of our policyholders	Lack of data protection and system security	Point 4.2.2.4.	➤ Rate of GDPR training for newcomers	

Main risks and their definition	Group risk classification	Point in the text	Key performance indicators	UN SDG * correspondence
ENVIRONMENT: Consideration of the environment and climate in investments Risk of not taking into account the environmental impact: ➤ the degree of pollution, including carbon emissions, of the companies in which Groupama invests; ➤ the potential impact of environmental and climate constraints on asset values (taking into account regulatory, physical, and transitional risks)	Financial risks	Point 4.2.2.5.	➤ Rate of assets managed with ESG criteria	
ENVIRONMENT: Consideration of the environment and climate in offerings and underwriting policy Risk of Groupama not taking into account the environmental impact (the degree of pollution, including carbon emissions) of the policyholders' activities and their needs in terms of resilience or support for the ecological transition	Non-life underwriting risk	Point 4.2.2.5.	➤ Rate of change in the number of "infrequent driver" motor policies	
Prevention of corruption, influence peddling, and tax evasion Anti-money laundering and combating the financing of terrorism (AML/CFT)	Risks of corruption and influence peddling Money laundering	Point 4.2.2.7.	➤ Rate of employees trained in ethics and anti-corruption through e-learning ➤ Number of employees trained (awareness)	

\* UN Sustainable Development Goals.

Other risks	Group risk classification	Point in the text	Indicators	UN SDG correspondence
SOCIAL: Respect for employees Risk of not taking into account a situation where, as a result of the activity of our companies, the rights, fundamental freedoms and integrity of our employees are compromised or potentially compromised	HR risk	Point 4.2.2.3. -		
SOCIAL: Consideration of social impacts in the event of a site restructuring/reorganisation See table above on "working well together"	HR risk	Point 4.2.2.3. -		
SOCIETAL: Responsible purchasing Risk of not taking into account a situation where, as a result of the activity entrusted to subcontractors and suppliers, the rights, fundamental freedoms and integrity of their employees are compromised or potentially compromised	Supplier risks	Point 4.2.2.4. -		
SOCIETAL: Socially responsible investments Risk of not taking into account the social/societal impact of companies in which Groupama invests	Financial risks	Point 4.2.2.4. -		  
SOCIETAL: Societal commitments to sustainable development (impact on territories) Risk of not taking into account the economic and social impact of our activities on the society around us (refusal to insure certain areas or populations, no recruitment, or social plans, very restrictive relations with regional partners)	-	Point 4.2.2.6. -		  
ENVIRONMENT: Environmental impact of our organisation Risk of not taking into account the environmental impact (waste, consumption, pollution, including carbon emissions) generated by the operation of our organisation and the activities entrusted to subcontractors and suppliers	Non-compliance with regulations	Point 4.2.3. See below		

Reported CSR topics	Point in the text	Indicators
Adaptation to climate change (for our organisation)	Point 4.2.3. -	
Human rights (compliance with ILO Conventions)	Points 4.2.2.3. N/A and 4.2.2.4.	

### 4.2.5.3 Tables of extra-financial data of Gan Assurances Gan Prévoyance, and Mutuaide

#### Gan Assurances extra-financial performance indicators

	2022	2021
<b>Social information</b>		
Number of employees	1,647	1,650
of which % women	63.7%	64.1%
of which % men	36.3%	35.9%
Hires – all contracts (excluding summer fixed-term contracts), excluding mobility, transfers	320	318
of which permanent contract hires (excluding mobility, transfers)	152	123
Departures – permanent contract (excluding mobility, transfers)	135	137
% women on permanent contracts among executives	56.1%	56.2%
Number of employees with disabilities	83	50
Base average pay for December (in euros)	46,002	44,949
Number of work/study trainees	133	121
Rate of conversion of work/study trainees to permanent contract employees	8.3%	6.4%
<b>Environmental information</b>		
Water consumption (in m <sup>3</sup> )	837.0	3,160.3
Total energy consumption (in kWh)	4,545,509.5	3,532,105.6
Total energy consumption (in kWh per FTE)	2,759.9	2,140.7
Travel (in km)	8,249,698	6,383,515
Travel (in km per FTE)	5,008.9	3,868.8
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq)	1,405	1,265
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq) per FTE	0.85	0.8
Total paper consumption (in tonnes)	236.6	200.5
Total paper consumption (in kg/FTE)	150	121.5
<b>Societal information</b>		
Number of missions carried out by preventionists	275	354
Number of individuals who received training or awareness efforts (external + internal)	574	249
Philanthropy: amounts allocated to rare diseases and non-rare diseases (in euros)	969,894	930,427

		2022	2021
	In %	(in €M)	Of which UL (in €M)
<b>Share of exposures on taxonomy-eligible activities - Regulatory part</b>			
Share of exposures on taxonomy-eligible activities	10.9%	213.6	0
Share of exposures on taxonomy non-eligible activities	0.0%	0.0	0
Share of exposures on “unallocated” activities	56.3%	1,098.6	0
Cash and cash equivalents	4.2%	81.7	0
Share of derivatives	0.0%	0.1	0
Share of exposures to companies not subject to the NFRD (/DEFP)	28.6%	559.0	0
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>1,952.9</b>	<b>0</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	33.0%	962.5	0
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>2,915.4</b>	<b>0</b>
<b>Share of exposures on taxonomy-eligible activities - Regulatory part</b>			
Share of exposures on taxonomy-eligible activities	29.4%	574	0
Share of exposures on taxonomy non-eligible activities	37.8%	738	0
Share of exposures on “unallocated” activities	0.0%	0	0
Cash and cash equivalents	4.2%	82	0
Share of derivatives	0.0%	0	0
Share of exposures to companies not subject to the NFRD (/DEFP)	28.6%	559	0
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>1,953</b>	<b>0</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	33.0%	963	0
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>2,915</b>	<b>0</b>

**Gan Prévoyance extra-financial performance indicators**

	2022	2021
<b>Social information</b>		
Number of employees	706	736
of which % women	37.5%	36.8%
of which % men	62.5%	63.2%
Hires – all contracts (excluding summer fixed-term contracts), excluding mobility, transfers	131	150
of which permanent contract hires (excluding mobility, transfers)	121	138
Departures – permanent contract (excluding mobility, transfers)	148	149
% women on permanent contracts among executives	31.6%	28.8%
Number of employees with disabilities	65	22
Base average pay for December (in euros)	48,298	47,050
Number of work/study trainees	8	8
Rate of conversion of work/study trainees to permanent contract employees	12.5%	0
<b>Environmental information</b>		
Water consumption (in m <sup>3</sup> )	77.2	139.1
Total energy consumption (in kWh)	346,857.9	376,512.4
Total energy consumption (in kWh per FTE)	491.3	511.6
Travel (in km)	11,640,875	10,091,973
Travel (in km per FTE)	16,488.5	13,711.9
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq)	2,103	1,879
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq) per FTE	3	2.6
Total paper consumption (in tonnes)	1.3	0.7
Total paper consumption (in kg/FTE)	-	-
<b>Societal information</b>		
Number of missions carried out by preventionists	-	-
Number of individuals who received training or awareness efforts (external + internal)	1,286	-
Philanthropy amounts allocated to rare diseases and non-rare diseases (in euros)	27,100	28,100

**Mutuaide extra-financial performance indicators**

	2022	2021
<b>Social information</b>		
Number of employees	703	724
of which % women	66.2%	64.9%
of which % men	33.9%	35.1%
Hires – all contracts (excluding summer fixed-term contracts), excluding mobility, transfers	258	95
of which permanent contract hires (excluding mobility, transfers)	124	74
Departures – permanent contract (excluding mobility, transfers)	144	49.2
% women on permanent contracts among executives	53.2%	30.0%
Number of employees with disabilities	39	7
Base average pay for December ( <i>in euros</i> )	37,023	36,244
Number of work/study trainees	5	7
Rate of conversion of work/study trainees to permanent contract employees	0	10%
<b>Environmental information</b>		
Water consumption (in m <sup>3</sup> )	3,082.8	2,876.4
Total energy consumption (in kWh)	3,083,417.0	3,422,404
Total energy consumption (in kWh per FTE)	4,386.1	4,727.08
Travel (in km)	219,994	785,438
Travel (in km) per FTE	312.9	1,085
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq)	354	498
CO <sub>2</sub> emissions (tCO <sub>2</sub> -eq) per FTE	0.86	0.48
Total paper consumption (in tonnes)	39.9	6.8
Total paper consumption (in kg/FTE)	0.06	0.01
<b>Societal information</b>		
Number of missions carried out by preventionists	0	0
Number of individuals who received training or awareness efforts (external + internal)	125	70
Philanthropy amounts allocated to rare diseases and non-rare diseases ( <i>in euros</i> )	150,000	4970

	2022		2021
	In %	In €M	Of which UL €M
<b>Share of exposures on taxonomy-eligible activities - Regulatory part</b>			
Share of exposures on taxonomy-eligible activities	5.2%	5.1	0
Share of exposures on taxonomy non-eligible activities	0.0%	0	0
Share of exposures on "unallocated" activities	63.0%	60.8	0
Cash and cash equivalents	6.9%	6.7	0
Share of derivatives	0.0%	0.0	0
Share of exposures to companies not subject to the NFRD (/DEFP)	24.8%	24.0	0
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>96.5</b>	<b>0</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	40.1%	64.6	0
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>161.0</b>	<b>0</b>
<b>Share of exposures on taxonomy-eligible activities - Regulatory part</b>			
Share of exposures on taxonomy-eligible activities	27.7%	26.7	0
Share of exposures on taxonomy non-eligible activities	40.6%	39.2	0
Share of exposures on "unallocated" activities	0.0%	0.0	0
Cash and cash equivalents	6.9%	6.7	0
Share of derivatives	0.0%	0.0	0
Share of exposures to companies not subject to the NFRD (/DEFP)	24.8%	24.0	0
<b>TOTAL ASSETS EXCLUDING PUBLIC EXPOSURES</b>	<b>100.0%</b>	<b>96.5</b>	<b>0</b>
Share of exposures to central governments, local governments (sovereigns), central banks or supranational issuers	40.1%	64.6	0
<b>TOTAL ASSETS</b>	<b>100.0%</b>	<b>161.0</b>	<b>0</b>

### Gan Assurances, Gan Prévoyance, Mutuaide - Activities related to nuclear energy and fossil gas

In order to complete the information in Table 1 of Annex XII of the Commission Delegated Regulation (EU) 2022/1214 of 9 March 2022 on nuclear and gas, we have adopted the methodology presented below to determine the potential exposure to nuclear and fossil gas activities.

For listed equities and bonds of companies headquartered in the European Union (excluding Switzerland and the United Kingdom), we conservatively consider 4 sectors, according to the GICS (Global Industry Classification Standard), in which nuclear or fossil gas activities are likely to be present: property, energy, industry, and utilities.

Among these companies, only those associated with the following economic activities according to the NACE nomenclature are included in the scope of analysis:

- › B: mining and quarrying;
- › D: electricity, gas, steam, and air conditioning supply;
- › F: construction;
- › H: transportation and storage;
- › M: professional, scientific, and technical activities.

In line with the methodology used for the calculation of the voluntary ratio, we use 100% of a company's revenue in the sector of activity with which it is associated.

Keeping our logic of one issuer associated with one activity, in order not to overweight the share of nuclear and fossil gas activities too significantly, we consider only issuers representing the minimum between €25 million and 0.5% of the denominator of the voluntary ratio.

For each of the companies, including those that are not energy producers or distributors, we have established, on the basis of publicly available data, whether the main energy source is nuclear, gas (fossil or not), or other. We have therefore considered that 100% of their turnover is based on this energy. For example, our investments in EDF are 100% taken into account in the nuclear sector. This gives us the amount of nuclear and gas activities respectively.

Due to the lack of reliable data on a significant scope, the analysis could not be conducted on the other types of assets.

In addition, as quantitative figures from issuers are not available at this stage, we are not in a position to complete tables 4 and 5, which are therefore not presented.

#### Template 1 – Nuclear and fossil gas related activities

##### Nuclear energy related activities

The undertaking carries out, funds or has exposures to research, development, demonstration, and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle. Yes

The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies. Yes

The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrade. Yes

##### Fossil gas related activities

The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels. Yes

The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels. Yes

The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels. Yes

#### 4.2.5.4 Methodological note

This note is intended to provide a reminder of the Groupama DEFP methodology regarding CSR and to clarify certain points about the scope taken into account and the calculations made on certain indicators.

##### (a) Reporting scope

The 38 entities included in the scope of the DEFP are detailed above and represent 100% of the workforce as of 30 November 2022.

Seven entities were not included in the environmental consolidation in the absence of collected information (GAN IA Hong Kong, other property subsidiaries, Groupama Outre-Mer Pacifique, Forêts Assurances MISSO, Groupama Poist'ovna sa, SPARA, and SPSE). These same rules have been applied in the calculation of CO<sub>2</sub> emissions.

##### Policy of exclusion from the scope

Companies accounted for under the equity method in the accounting results are not taken into account in terms of social and environmental indicators, and Groupama AVIC Property Insurances Company, the Groupama group's subsidiary in China, was removed from the non-financial reporting scope in 2013 for a better balance between the consolidated financial and non-financial scope.

Since 2016, the GOM Antilles entity has been outside the scope because its figures are now included in the financial statements of Caisse Groupama Antilles-Guyane.

##### Coverage of the collection scope for each environmental and societal indicator

The coverage of the collection scope of each environmental and societal indicator is the ratio of the number of FTEs of entities having provided information validated by the internal communication and CSR Department for this indicator to the total number of FTEs of the combined scope. The FTEs were provided by the Group HRD as at 31 October 2022 for the environmental part and 31 December 2022 for the social part in order to be consistent with the data calculation periods.

##### (b) Indicators

###### Selection of indicators

The Group has chosen to select 14 key performance indicators related to the main risks relating to social, societal, environment and climate change, anti-corruption and anti-tax evasion, and policyholder data protection aspects. The objective of these indicators is to monitor the commitments made by the Group and to meet the regulatory requirements.

On the aspects of risk analysis, only companies operating in France are taken into account at this stage.

###### Reference sources and definitions of indicators

The indicators collected and published in the CSR section of the management report were developed in accordance with Article R. 225-105-1 of the Commercial Code and consistent with the guidelines of Groupama's CSR strategy.

A Group Reporting Reference Standard in effect since fiscal year 2010 is updated each year. It clarifies the rules for collection, explains the operation of the software, and specifies in particular the scope taken into account.

The list of collected environmental indicators as well as the methods for calculating these indicators are defined in a glossary of definitions updated each year. The methods for calculating CO<sub>2</sub> emissions are also defined in this Reference Sources and carried out subsequently by the Internal Communication and CSR Department. The emission factors used come from the ADEME carbon database and are updated each year.

The collection of societal indicators is also based on a glossary of definitions updated for each reporting period and made available to employees before each new campaign.

Information on respect for animal protection and responsible, equitable, and sustainable food, the fight against food insecurity, actions to promote physical activity and sports, is excluded from the DEFP because it is not relevant to Groupama's business.

### **(c) Reporting Period**

The reporting period was determined in order to be able to meet the deadlines for verification and publication of the disclosures required by Article R. 225-105-1 of the Commercial Code.

Thus, the societal and environmental indicators have been collected since 2012 on a rolling-year basis, from 1 November N-1 to 31 October N. When it is impossible to obtain data for this period, an extrapolation by pro rata or an estimate (according to the methods defined by the reporting framework or in line with the values of previous years) can be made and the method used is specified by the contributors.

It should be noted that two of the societal and environmental indicators are collected by calendar year: the Centaure Centre indicator and the responsible investment data.

As regards social information, it is collected over a calendar year. Information related to absenteeism is reported on a rolling-year basis from December 2021 to November 2022.

### **(d) Data collection, consolidation, and control procedures**

#### **Data collection**

The information published in the management report, which is included in Groupama Assurances Mutuelles "URD" document, is collected through contributions from the Group's network of DEFP correspondents.

The list of contributors to the DEFP is updated each year before the start of the campaign and training in the use of the SCOOP tool (the Enablon collection software) and in the DEFP process in general is offered by the Internal Communication and CSR Department to contributors where appropriate.

Most of the environmental and societal data are reported by the entities concerned through SCOOP, which is fully dedicated to the CSR DEFP within the Group. Social data are collected from several data sources depending on whether they involve:

- French or international companies;
- consolidated or non-consolidated indicators;
- indicators concerning data or populations managed or not in the corporate information systems;
- indicators that can be produced from data reported each monthly in a group infocentre called SIPGRH (see below), only for certain French companies.

Certain environmental and societal data, due to their specificity or for practical reasons, are collected directly from the correspondents or departments concerned by the Internal Communications and CSR Department.

The *Système d'Information et de Pilotage Groupe de Ressources Humaines* (SIPGRH or Human Resources Group Steering and Information System) is the only HR database at the Group level. This infocentre is populated each month and contains 99.6% of the individual data of Group employees in France and 94% of the individual data of the Group including the international subsidiaries.

Regarding the France scope, SIPGRH is populated each month with individual data of approximately 97% of the Group's employees coming from the personnel administration systems of the French companies and every quarter for the other French companies.

Given that the transmission and control of these indicators by a third-party organisation are new obligations, the CSR data collection process changes each year to take account of recommendations made by the statutory auditors, improve the quality of the transmitted indicators and increase the reliability of the published data.

A datahub was implemented to securely collect individual information for small French structures and international subsidiaries. Each quarter they submit their file of data, which are formatted and verified in real time (when uploaded to the datahub), to comply with the existing management rules in SIPGRH. Once all verifications have been completed, the companies use the connection to send the file to the Group HR Department, which transfers it after validation for loading into SIPGRH along with the other monthly files.

The data from all companies are available in a single environment, SIPGRH, and the Group HR Department can use a single tool to work with reliable, standardised data for the entire group (or almost, as Asia is not involved).

It should be noted that around only twenty individual pieces of data are now taken into account for these companies: these are mainly contractual data particularly for monitoring staff and movements.

However, certain data or populations (disability, agents/general agents, temporary workers, etc.) are not systematically present in the infocentre. In such cases, the corresponding indicators are requested from the companies using an Excel model sent by email at the end of the year. The same is true for consolidated indicators, such as the number of work-related accidents and those related to training.

Concerning the professional training indicators and for the companies within the scope of management of the LMS community training tool (deployed with the Group companies), they are determined centrally by Group Training sector. For other French companies and International companies, they are included in the Excel templates. These three indicators are as follows:

- employees trained by gender and by category;
- training hours by gender and by category;
- costs of training.

#### **Consolidation of data**

Consolidation is done at the Group level by the Internal Communications and CSR Department. Environmental and societal data are consolidated using SCOOP (Enablon) dedicated to the Group.

#### **Control of data**

Environmental data: SCOOP includes automatic consistency checks to avoid input errors. It also allows source files to be attached and explanatory comments to be inserted. Each correspondent in the Company checks the entered data before consolidation. The Internal Communication and CSR Department conducts a second level of data control. Identified inconsistencies and errors are reviewed with the companies concerned and corrected where appropriate.

Social data: checks are made by the SIPGRH Project Owner of the Group HR Department each month at the time of the loadings. Functional tests are also carried out to ensure the consistency of the results relating to staff and staff movements (headcounts for month N = headcounts for N-1 – departures for the month + entries for the month).

In addition, comparisons are made over time between the work carried out by the companies and the work of the Group HR Department on the basis of the social reports, particularly that group together a number of significant indicators.

And, at the time of completion of the work specific to CSR, the data for year N are compared with those for year N-1 by the studies sector of the Group HR Department.

After consolidation of an indicator, the final total value and the ratio per FTE are compared with those of the reporting of the previous year.

#### **(e) Details on the definitions and methods of calculation of indicators**

##### **Details on the calculation of CO<sub>2</sub> emissions**

CO<sub>2</sub> emissions are published according to the three scopes defined by the GHG Protocol and according to the operational control consolidation method, as detailed below:

- scope 1, direct emissions related to gas and fuel consumption and business travel in land vehicles owned by Group entities, for the sake of consistency with previous years, only one part of the coefficient is considered for owned land vehicles;
- scope 2, indirect emissions related to consumption of electricity, heat and chilled water;
- scope 3, other indirect emissions related to business travel by air, train, and land vehicles not owned by the entities (taxis, reimbursement of mileage costs).

The emission factors were updated for the 2022 DEFP using the ADEME carbon database. The factors take into account emissions related to simple combustion and not upstream of production. A few clarifications for certain emission factors:

- for electricity, the emission factors used for entities present in the overseas departments and territories were calculated as follows using the ADEME database: for GOM Antilles (included in Groupama Antilles-Guyane), the average between the emission factors of Guadeloupe and Martinique;
- for consumption of steam and chilled water, the Internal Communication, and CSR Department used an average of the various factors provided by ADEME for the cities in which Groupama is located;
- for travel by plane, the Internal Communication, and CSR Department used the emission factor of a trip of average capacity and average distance (100 to 180 seats and 2,000 to 3,000 km). The ratio used to convert expenditure in euros to km is 0.11 (ADEME);
- for travel by train in France, the emission factor used by the internal communication and CSR Department was the average of the large train line in France, which takes upstream emissions into account, given that it was not possible to differentiate for the other countries. The ratio used to convert expenditure in euros to km is 0.16 (ADEME);
- for vehicle travel, for the sake of consistency with previous years, only one part of the coefficient is considered.

Or information purposes, the DEFP presents in the "Outlook section" a restated calculation of CO<sub>2</sub> emissions for 2019 and 2022 for a better understanding of impact of the change in the composition of our fleets; as such, differentiated emission factors are applied according to four major types of engine: diesel, petrol, petrol hybrid, and electric; for the sake of consistency and to have a meaningful comparison, the recalculation was performed on the three scopes of emissions for 2019 and 2022, on an equal basis with the underlying data published in the two DEFPs. The emission factors used are mainly taken from the ADEME carbon bases.

### Details on the calculation of the rates contained in the social data

- Absenteeism rate in France = number of working days of absence/[average monthly headcount of permanent contracts and fixed-term contracts \* (number of working days paid under a contract, *i.e.*, 262 working days)]. Groupama Life Express data are not included in this calculation;
- Accident frequency rates = number of workplace and commuting accidents with work stoppage \* 1,000,000/annual theoretical hours worked;
- Accident severity rates = (working) days lost for workplace and commuting accidents with work stoppage \* 1,000/annual theoretical hours worked;
- The number of sick leave days does not include long-term illnesses;
- Training rate: for this calculation, the workforce of companies that did not report information (GOM, Groupama Life, SPSE) were excluded.

### Details on prevention missions

Since 2016, the indicator no longer covers a number of mission days but a number of missions, to facilitate the accounting of missions by the companies.

### Details on the calculation of GDPR training rates

This indicator was introduced in 2020. It is equal to the number of GDPR training events completed/number of newcomers in year N.

### Data on RI/SRI assets

Criteria for definition of funds:

- a prerequisite: portfolios must systematically integrate the consideration of sustainability risks. We distinguish between 2 types of risks;
- "ESG Major Risks": this type of risk, particularly controversial risks, has been monitored by our teams since 2014;
- at the same time, portfolios must comply with the coal exclusion policy introduced in 2019 and made progressively more demanding;
- a dedicated committee, chaired by Groupama Asset Management's Risk Director, verifies compliance with these constraints.

Beyond these requirements, portfolios classified as Article 8 or 9 by the SFDR (Sustainable Finance Disclosure) regulation are considered as ESG assets:

- assets under management classified as Article 8 correspond to products which promote environmental and/or social characteristics. In particular, we find 26 of our 27 SRI public label funds in this category, as well as a France Relance label fund;
- assets under management classified as Article 9 correspond to products with a sustainable investment objective. This is a very restrictive requirement at Groupama Asset Management: only portfolios that invest significantly in green bonds are classified in this category. In this category, we find a fund with the public SRI label and a fund with the GreenFin label.

## 4.3 REPORT BY ONE OF THE STATUTORY AUDITORS ON THE DECLARATION OF EXTRA-FINANCIAL PERFORMANCE

(Fiscal year ended 31 December 2022)

PricewaterhouseCoopers Audit  
 63, rue de Villiers  
 92208 Neuilly-sur-Seine cedex

In our capacity as statutory auditors of Groupama Assurances Mutuelles (hereafter “Entity”) and in response to your request, we have carried out work aimed at formulating a reasoned opinion expressing a moderate assurance conclusion on the historical information (observed or extrapolated) of the consolidated declaration of extra-financial performance, prepared in accordance with the procedures of the entity (hereinafter “Standards”), for the fiscal year ended 31 December 2022, (hereinafter respectively “Information” and “Declaration”), presented in the Group’s management report and established voluntarily in accordance with the provisions of Articles L. 225-102-1, R. 225-105, and R. 225-105-1 of the French Commercial Code.

### CONCLUSION

---

Based on the procedures we implemented, as described in the “Nature and scope of the work” section, and the information we collected, we did not identify any material misstatements liable to call into doubt the fact that the consolidated declaration of extra-financial performance is consistent with the applicable regulations and that the Information, taken as a whole, is presented fairly and in accordance with the reference framework.

### PREPARATION OF THE DECLARATION OF EXTRA-FINANCIAL PERFORMANCE

---

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

Therefore, the information must be read and understood with reference to the reference source, the significant elements of which are available on request from the head office.

### LIMITATIONS INHERENT IN THE PREPARATION OF INFORMATION

---

The information may be subject to uncertainty inherent in the state of scientific or economic knowledge and in the quality of external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Declaration.

### RESPONSIBILITY OF THE ENTITY

---

It is the responsibility of the management to:

- voluntarily select or establish appropriate criteria for the preparation of information;
- voluntarily prepare a Declaration compliant with the legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of the policies implemented to address these risks, and the results of these policies, including key performance indicators and the information provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy); and

- implement such internal control as it determines is necessary to enable the preparation of information that is free from material misstatement whether due to fraud or error.

The Declaration was prepared by the Board of Directors.

## RESPONSIBILITY OF THE STATUTORY AUDITOR

On the basis of our work, our responsibility is to provide a reasoned opinion expressing a conclusion of moderate assurance regarding:

- the compliance of the Declaration with the provisions of Article R. 225-105 of the French Commercial Code;
- the truthfulness of the historical information (actual or extrapolated) provided pursuant to Article R. 225-105 I, 3° and II of the French Commercial Code, *i.e.*, the results of policies, including key performance indicators, and actions relating to the main risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information, as this could compromise our independence.

It is not our role to comment on:

- compliance by the entity with other applicable laws and regulations (in particular with regard to the information provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy), where applicable, the vigilance plan and the fight against corruption and tax evasion);
- the truthfulness of the information provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy), where applicable;
- the compliance of products and services with applicable regulations.

## REGULATORY PROVISIONS AND APPLICABLE PROFESSIONAL DOCTRINE

Our work described below was performed in accordance with the provisions of Articles A. 225 1 *et seq.* of the French Commercial Code, the professional guidelines of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this type of intervention, in particular the technical opinion of the CNCC, Intervention of the statutory auditor - Intervention of the OTI - Declaration de extra-financial performance, in lieu of an audit programme) and the international standard ISAE 3000 (revised) - Assurance engagements other than audits or reviews of historical financial information.

## INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the provisions of Article L. 822-11 of the French Commercial Code and the code of ethics of our profession as statutory auditors. In addition, we implemented a quality-control system that includes documented policies and procedures to ensure compliance with applicable laws and regulations, ethical rules and the professional doctrine of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this activity.

## MEANS AND RESOURCES

Our work mobilised the skills of five people and took place from November 2022 to February 2023 over a working period of eight weeks.

We called on our sustainable development and corporate social responsibility specialists to assist us. We conducted some 20 interviews with the people responsible for preparing the Declaration, representing the CSR, human resources, Operations, Investment, Logistics, Marketing and Customer Distribution, and General Services Departments.

## NATURE AND SCOPE OF WORK

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

In our opinion, the procedures we have carried out in the exercise of our professional judgment enable us to provide a moderate level of assurance:

- we took note of the activity of all the entities in the scope of consolidation and the statement of main risks;
- we assessed the appropriateness of the Reference Source in view of its relevance, completeness, reliability, neutrality, and understandability, taking into consideration, where appropriate, the best practices of the sector;
- we verified that the Declaration covers each category of social and environmental information set out in Article L. 225-102-1 III of the French Commercial Code as well as information regarding respect for human rights and compliance with laws in the fight against corruption and tax evasion;
- we verified that the Declaration presents the information required under Article R. 225-105 II where relevant in view of the main risks and, where appropriate, includes an explanation for the absence of the information required by the 2<sup>nd</sup> paragraph of Article L. 225-102-1 III;
- we verified that the Declaration presents the business model and a description of the main risks associated with the business of all the entities in the scope of consolidation, including, where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, actions, and results, including key performance indicators associated with the main risks;
- we consulted documentary sources and conducted interviews to:
  - assess the process used to select and validate the main risks and the consistency of the results, including the selected key performance indicators, in view of the main risks and policies presented, and
  - corroborate the qualitative information (actions and results) that we considered the most important presented in the appendix. For all risks, our work was carried out at the level of the consolidating entity and with a selection of entities: G2S, Groupama Asigurari, Groupama Méditerranée, Groupama Nord Est, and Mutuaide;
- we verified that the Declaration covers the consolidated scope, *i.e.*, all the entities included in the scope of consolidation in accordance with Article L. 233-16, within the limits specified in the Declaration;
- we took note of the internal control and risk management procedures implemented by the entity and assessed the data collection process to ensure the completeness and truthfulness of the information;
- for the key performance indicators and other quantitative results that we considered to be the most important presented in the appendix, we implemented:
  - analytical procedures to verify the proper consolidation of the collected data and the consistency of their changes;
  - substantive tests using sampling techniques or other means of selection to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was performed on a selection of contributing entities, namely G2S, Groupama Asigurari, Groupama Méditerranée, Groupama Nord Est, and Mutuaide, and covers between 20% and 100% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Declaration with our knowledge of all the entities in the scope of consolidation;

The procedures performed for a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine of the Compagnie nationale des commissaires aux comptes; a higher level of assurance would have required more extensive audit work.

Neuilly-sur-Seine, 28 March 2023

One of the statutory auditors

**PricewaterhouseCoopers Audit**

Marine Bardon  
*Partner*

Sébastien Arnault  
*Associé*

Aurélie Castellino-Cornetto  
*Head of Sustainable  
 Development*

## APPENDIX: LIST OF CSR INFORMATION THAT WE CONSIDERED MOST IMPORTANT

### Key performance indicators and other quantitative results

- Rate of employees trained
- Number of Top Employer-certified companies
- Absenteeism rate
- Gender pay equality index
- Rate of female executives
- Proactive relationship programme: number of non-commercial calls
- Rate of female senior executives
- Number of electronic signatures in 2022
- Rate of business in delegated or recommended management
- More than 1 million annual visits to the Ma Nouvelle Vie pension platform
- Claims management: rate of "satisfied" and "very satisfied"
- Score out of 20 points on relationship-based criteria
- Percentage of area certified on the property
- Rate of external (customers or non-customers) and internal individuals made aware of or trained in prevention actions
- Number of trainees who have completed an eco-driving module at the Centaure centres
- Rate of GDPR training for newcomers (training completed and training in progress)
- Number of Group prevention agents
- Rate of assets managed according to ESG criteria
- Rate of change in the Group's carbon emissions
- Rate of change in the number of "infrequent driver" motor policies
- Total greenhouse gas emissions (scope 1, 2, and 3 in tCO<sub>2</sub>eq)
- Rate of employees trained in ethics and anti-corruption through e-learning
- Number of kilometres travelled (car, plane, train)
- Number of company agreements entered into for 2022
- Energy consumption (electricity, gas, fuel oil, heat, chilled water)

### Qualitative information (actions and results)

- Skills programme, integrated into the Profile project and Talentsoft platform for dynamic skills management open to employees
- Support for members and customers during climatic events in 2022
- Signing of the agreement on GPEC and training
- Psychological support system for farmers in hardship
- Renewal of the Group inter-company mobility agreement
- General deployment of a cyber risk information campaign, including e-learning training for all employees
- Deployment of a Group platform to promote quality of life at work
- Cross-functional programme set up by the Group Executive Committee to ensure that each company complies with the various aspects of personal data protection
- Listing in the 2022 Universum ranking of the most attractive companies
- Publication in July 2022 of the annual report on the use of the amount of emissions and the main environmental impacts of projects
- Programme of actions carried out as part of Disability Week 2022
- Creation of a Climate Lab in early 2022
- Development of sales support tools for each network
- Launch of a new employer brand: "Being there for others, I decided to make it my job"
- Establishment of a tax partnership with the tax authorities



# GROUP RISK FACTORS

5

<b>5.1 THE GROUP'S MAIN RISKS</b>	<b>130</b>
5.1.1 Financial market risks	130
5.1.2 Insurance risks	132
5.1.3 Operational Risks	133
5.1.4 War in Ukraine	134

<b>5.2 ORGANISATION OF RISK MANAGEMENT WITHIN THE GROUP</b>	<b>135</b>
-------------------------------------------------------------	------------

Groupama draws attention to the risks described below. These risks could materially affect the Company's activities, net income, financial position, solvency margin, and its ability to achieve estimated results.

However, the description of risks is not exhaustive. Additional risks and uncertainties not currently known or deemed to be minor could, in the future, prove to be major and materially affect Groupama.

The risks described below are inherent to the nature of the Group's activities and to the economic, competitive, and regulatory environment in which Groupama operates. This presentation should also be considered in conjunction with the tables in the Group's financial statements audited by the statutory auditors.

Given the multiple possibilities and uncertainties relating to these risks, the impact of the identified risks cannot always be

accurately quantified. However, in order to prevent, detect, and manage risks on an ongoing basis, Groupama has implemented numerous risk management processes, procedures, and controls. As with any control and monitoring system, this should not, however, be considered an absolute guarantee. Rather, it offers reasonable assurance that operations are secure and that results are managed.

The risks presented below are arranged based on their significance and their category. This classification was based on the Solvency II – Pillar 1 indicators, supplemented by a qualitative expert analysis that takes into account:

- financial market forecasts (impacts of potential fluctuations on the Group's solvency and results);
- the Group's business activities (increase in certain risks, strategic arbitrage operations, regulatory changes, etc.); and
- the context of emerging risks.

## 5.1 THE GROUP'S MAIN RISKS

### 5.1.1 FINANCIAL MARKET RISKS

The Group's solvency margin is particularly sensitive to conditions on the capital markets (equities, property, credit, and interest rates). Unfavourable conditions on capital markets, especially on interest rates, are likely to reduce the Group's solvency margin.

Although the Group has taken measures to limit and control the adverse effects of fluctuations in interest rates to the extent possible, *via* Asset/Liability Management within the Group's entities that seeks to calibrate the duration of assets to those of liabilities and reduce the volatility of the differential between the actual yield of the asset and the rate expected and *via* the use of hedging instruments, Groupama's growth, level of assets, expenses, losses, or financial revenues could nonetheless be materially affected, which could then significantly impact its net income and financial position.

Similarly, a widening of credit spreads could reduce the value of fixed-income securities held by the Group and increase net income from the purchase of new, fixed-income securities. Conversely, a tightening of credit spreads would increase the value of fixed-income securities held and would reduce net income from the Group's purchase of new fixed-income securities.

As of 31 December 2022, the allocation of the Group's asset portfolio (market value data, excluding unit-linked investments, minority stakes, and repurchase agreements) was as follows:

- bonds: 77.6%;
- equities: 8.8%;
- liquid assets: 2.7%;
- property: 9.1%;
- other: 1.8%.

The financial risks to which the Group is exposed are presented below in descending order.

#### 5.1.1.1 Interest rate and liquidity risk

In its life insurance business activities, the Group is exposed to decreases in interest rates or continued low interest rates. This exposure diminishes the rate of return of its portfolios representing the life insurance business activities and, if this persists, reduces its margins, particularly on annuity contracts, resulting in a reduction in solvency.

Conversely, a sudden, significant, and persistent rise in interest rates with a short-term limited impact on the interest paid to policyholders, could lead to redemptions on savings in euros, requiring some of the bond portfolios to be realised at a loss. This redemption risk could also eventually lead to liquidity risk in extreme circumstances, but this is limited by the large share of cash assets (2.7% of assets) and the contained weight of assets lacking instant liquidity, such as property (9.1%) and unlisted equities and infrastructure (around 3%), as at 31 December 2022 at the Group level.

As at 31 December 2022, a decrease or increase in interest rates 50 basis points would not have an impact on the Group's solvency ratio, in particular because of the increase in interest rates in 2022, making it possible to achieve a certain balance between life and non-life insurance business activities that react inversely to interest rate fluctuations. As of 31 December 2022, the regulatory solvency ratio was 282%.

In the Non-Life business activities, the Group's results are sensitive to rising interest rates if these are combined with persistent inflation leading to higher costs and a recessionary environment leading to a decline in insurance capacity. In this context, in the event of price adjustment difficulties, the Group could see an erosion of its margins.

The Group is mainly exposed to the risk of eurozone interest rate fluctuations through its fixed-rate bond portfolio and its commitments.

Although simulations show small changes in solvency in the event of moderate interest rate increases or decreases at current levels, interest rate volatility is very high in the current economic environment. The risk is therefore generally considered "significant".

### 5.1.1.2 Credit risk

The Group is sensitive to the significant and generalised widening of spreads across all private and sovereign issuers. The high-inflation environment, particularly affecting energy prices, could weigh on the financial health of companies and therefore lead to a rise in the spreads of corporate bonds (more pronounced increases for lower-rated issuers). The increase in rates in 2022 led to a significant increase in financing costs for all players (private and sovereign), which is also a factor of vulnerability for the most indebted issuers and therefore a rise in spreads. Such developments could have a significant negative impact on the Group's solvency. As of 31 December 2022, the regulatory solvency ratio was 282%.

The vast majority of the Group's bond portfolio consists of public and private eurozone issues, with ratings of A or higher predominating at 68.8%, BBB ratings at 29.3%, and ratings below BBB or not rated at 1.8% as at 31 December 2022. Despite the quality of these ratings, given the current context of financial markets and the global environment, the credit risk is considered "significant".

### 5.1.1.3 Equities risk

The Group is exposed to the risk of losses on the market value of equities due to fluctuations in financial markets (individual position of assets or reflection of wider market movements). As of 31 December 2022, equities represented 8.8% of the Group's assets in terms of economic exposure. As at 31 December 2022, a 25% decrease in the value of equities would have had a rather moderate impact of 3 basis points on the Group's solvency ratio, while a 25% increase in the value of equities would have resulted in a decrease in the Group's solvency ratio of 8 basis points. As of 31 December 2022, the regulatory solvency ratio was 282%.

The Equities risk is considered "moderate".

### 5.1.1.4 Property risk

The Group is exposed to property risk, presented as an insufficient return on assets (lower income and/or realised gains) or a decrease in unrealised capital gains (or an increase in unrealised losses). A decrease in returns could have a moderate impact on net income, and a decrease in unrealised gains (or an increase in unrealised losses) could directly affect the Group's solvency. A 20% decrease in the valuation of investment property would have a 5-point impact on the Group's solvency. As of 31 December 2022, the regulatory solvency ratio was 282%.

The Group's property assets are mainly held by subsidiaries in France. As of 31 December 2022, property assets represented 9.1% of the Group's portfolio.

The property risk is considered "moderate".

### 5.1.1.5 Fluctuations in exchange rates

Groupama publishes its combined financial statements in euros. Nevertheless, Groupama is exposed to currency risk. In the first place, through its business activities and international development in regions outside the eurozone. Although the Group does business primarily in eurozone countries, about 15% of its premium income as at 31 December 2022 was derived from the business of its international subsidiaries (see Note 35 – Analysis of premium income), and about 8% of premium income was denominated in currencies other than the euro, including the Romanian leu, Hungarian forint, Tunisian dinar, and Chinese yuan. In addition, holding investment assets in foreign currencies such as the US dollar, the Hungarian forint, and the pound sterling also exposes the Group to changes in the value of these currencies against the euro that have an impact on the Group's net income and financial position.

The currency risk is considered "moderate".

## 5.1.2 INSURANCE RISKS

The cycles associated with the non-life insurance business are of varying length. These cycles may involve the occurrence of catastrophic events at an unusual frequency or be impacted by economic conditions.

The increasing number of climate events, on a global level, as well as other risks, such as acts of terrorism, explosions, the appearance, and development of pandemics, and the impact of global warming, may have major consequences, not only in terms of their immediate damage and impact, but also in respect of insurers' current and future activities and income.

The potential increase in compensation and claims, the emergence of new kinds of liability, growing uncertainty as to the volume and level of maximum losses may, for example, have a material impact on Groupama's business activities, consolidated net income and liquidity.

Through the diversification of its portfolio, the individual selection of risks accepted, the limitation of its exposure to risks (specifically in respect of natural disasters), the management of overlapping risks and reliance on reinsurance, Groupama significantly reduces the negative impacts of its exposure. However, the negotiation of reinsurance renewals for 2023 took place in a considerably tough market: price increases after several years of unsatisfactory results and in a context of rising rates; reduction in capacity supply; requirement of higher retentions (demand for a return period of at least 10 years); and refusal of cumulative covers.

Insurance risks are managed in accordance with the principles and rules relating to underwriting and reserves. In particular, these principles and rules specify the cover limits and the exclusions fixed under reinsurance agreements, the monitoring of the appropriateness of the portfolio and the price level, preventive measures such as in the case of adverse climatic risks, the provision of information to insured municipalities and, where appropriate, to policyholders in order to anticipate and address such risks, the rules for managing claims, and the standards on reserves.

Despite the careful attention paid to the monitoring of these risks and the risk control systems put into place, Groupama, because of its historical customer base and inflation of catastrophic events related to global warming, might experience major losses in the future on such risks, which would have a substantial negative impact on its financial position and net income.

The Group's main insurance risks are presented below in descending order.

### 5.1.2.1 Climate risk on crops

As one of the leading agricultural risk insurers on the French market, the Group is exposed to the risk of occurrence of major cumulative climate events affecting the insured crops (mainly hailstorms, floods, or droughts).

The Group, whose main expertise is agricultural insurance, insures all types of crops throughout France through its regional mutuals and also offers its expertise internationally (Romania, and China). As at 31 December 2022, the areas covered by multi-risk climate insurance in France were divided among the following crops:

- large crops (wheat, maize, rapeseed, etc.): 93.97%;
- viticulture: 3.95%;
- vegetables: 1.57%;
- grassland: 0.49%;
- arboriculture: 0.02%.

If this risk were to materialise, a technical loss may have a direct impact on the Group's net income. However, it is mitigated by risk management measures and the effectiveness of reinsurance covers. The adopted external reinsurance scheme is based on stop-loss retention cover, supplemented by a quota share agreement.

The climatic risk on crops is considered "moderate".

### 5.1.2.2 Storm risk

If this risk were to materialise, it may have a significant impact on the Group's income. The Group's reinsurance programme enables it to reduce this impact. For example, in 2017, the exceptional weather-related claims associated with storms Irma and Maria in the Caribbean had a limited impact on the Group's income: while the gross impact of these events totalled 330 million euros, the actual impact on the Group after reinsurance was 38 million euros in the financial statements at the end of December 2017.

The Storm risk is considered "moderate".

### 5.1.2.3 Risk of insufficient reserves

The Group is exposed to the risk of insufficient outstanding claims reserves and other technical reserves related to the non-life insurance and non-life health insurance business. The materialisation and magnitude of the risk may be influenced by internal and external factors.

The Group establishes reserves in accordance with the applicable accounting and regulatory requirements. However, these reserves do not represent a valuation of the corresponding liabilities, but rather an estimate of the amounts of claims, on a given date, using actuarial projection techniques. Claims reserves may therefore be subject to changes due to the number of variables that affect the ultimate cost of claims. These variables may be varied, such as the intrinsic change in claims, regulatory changes, trends in case law, and variations in the interest rates used to update annuity reserves. These items are not always predictable, as actual losses may differ significantly from the gross reserves initially established. Any upward or downward revaluations may therefore have an impact on net income.

Although the likelihood of the risk materialising is greatly reduced at the Group level due to better diversification between the business lines and the entities, the risk of insufficient technical reserves is considered "moderate".

#### 5.1.2.4 Cyber Insurance risk

The Group's Cyber Insurance risk relates to non-life insurance policies offering cover to meet the need for customer protection in an environment of increased threat and frequency of cyber-attacks. To best manage this risk in its portfolio, in addition to its own expertise, the Group also relies on the expertise of external service providers/counterparties, brokers, and reinsurers. In addition, the reinsurance protection in place would allow the Group to mitigate the potential impact of this risk should it occur.

At 31 December 2022, the Cyber Insurance risk is considered "moderate".

#### 5.1.2.5 Longevity

The Group is exposed to the risk of an increase in the duration of payment of annuities, due to an increase in the life expectancy of annuitants or future annuitants, and therefore to an increase in the actuarial reserves to be established, which has a direct impact on the underwriting income from annuity insurance products. Changes to the regulatory table used also have a moderate impact on the increase in annuity reserves.

The life expectancy risk is considered "moderate".

#### 5.1.2.6 Pandemic

In the context of Covid-19, pandemics are a proven risk. As an insurer and economic player, the Group has suffered from this unprecedented global phenomenon, particularly in 2020 and 2021. As an insurer, it has faced claims for work stoppages, business interruption, assistance, and credit and surety. As an economic player, Groupama has also committed to several initiatives such as premium reductions, contributions to solidarity funds for micro-businesses and independent professionals, and contribution to government healthcare spending via an exceptional tax paid in 2020 and 2021.

Although the pressure from Covid-19 began to subside in 2022, neither France nor other countries are immune to a new wave or epidemic.

The pandemic risk is now considered "moderate".

### 5.1.3 OPERATIONAL RISKS

#### 5.1.3.1 Cyber-Operational risk

The steady increase in the number of security incidents (attempts to hack information systems) demonstrates the potential magnitude of this emerging risk. While these attempts have not yet succeeded in compromising the systems used by the Group, cyber-risk is a pervasive risk that can result in data theft or a denial of service (saturation of systems) leading to a significant interruption of operations. In the course of its business activities, the Group has access to its customers' personal data (bank data, health data, etc.), which are protected in its systems, and the growing digitisation of its operations increases the Group's sensitivity to an attack on its information systems, which could have a significant impact on the Group's business activity and reputation.

The Cyber-Operational risk is considered "significant".

#### 5.1.3.2 Regulatory development risk

New laws or regulations, or changes to them, can have a significant impact on companies, business activities, or markets.

The Group's activity is subject to detailed regulation and rigorous supervision in the countries where it operates. Such regulation and supervision are subject to new regulatory or legal provisions in terms of obligations related to Solvency II, IFRS 17 on the recognition and measurement of insurance contracts, Sapin 2, including corruption risks, the Insurance Distribution Directive (IDD) or the new CSR obligations. These various regulations and laws generate implementation costs and a non-compliance risk.

The Group is exposed to the risk that changes in laws or regulations, or their judicial interpretation, or new provisions may result in losses due to their negative impact on the income or performance of the Group's entities, such as the extension of the retirement age in France. For example, the Group had been subject to an exceptional tax on health insurance premium income in France of around €91 million associated with the Covid-19 pandemic.

For the sector as a whole, 2022 was marked by rising inflation (and therefore repair costs) and the exceptional weather-related loss experience.

With regard to the pension reform, the Government's decision to maintain the retirement age of persons with disabilities at 62 will limit the impact of the reform for the Group, despite a slight increase in the loss experience expected in health and protection insurance because of the continued employment of individuals aged 62 to 64.

The regulatory development risk is now considered "moderate".

### 5.1.3.3 Reputational risk

The Group is a major economic player in France (media visibility). It insures 12 million customers, employs 31,000 people, and is linked to all sectors of economic activity in France, whether as an insurer or an investor. Its reputation may be harmed by unfavourable media coverage (articles in the press or on the Internet) or by litigation in connection with a claim. It may be threatened by defamatory information about its financial position, its management, its handling of a health crisis or natural disaster, its duty to advise, a publicised dispute, or a brand partnership.

For example, the increase in consumer programmes with a large TV/radio audience and the use of social media, where all customers can express themselves, has led to an increase in the number of publicised disputes likely to harm the confidence essential to the Group's business.

For the Group, the reputational risk is considered "moderate".

### 5.1.4 WAR IN UKRAINE

---

The war in Ukraine, which began on 24 February 2022 with the invasion by Russian troops on Ukrainian territory, has created a great instability in the international environment, the outcome of which is currently unknown.

Despite the Group's non-significant exposures to these two countries and Belarus, there is a risk of economic and financial impacts for the Group. The armed conflict between these two countries and its uncertainties have disrupted growth forecasts around the world with its impacts on commodities, energy, production, and supply chains, fuelling the inflationary environment and having global repercussions on the financial and commodity markets.

## 5.2 ORGANISATION OF RISK MANAGEMENT WITHIN THE GROUP

In order to better manage all the risks to which it is exposed, the Group has put in place a set of measures and risk monitoring processes managed within a global framework.

The implementation of the risk management system within the Group is ensured by:

- definition of standards and a structuring framework for analysis and control of risks;
- support from the entities in implementation of this risk management system;
- downstream checks of compliance with the Group standards and the effectiveness of the risk management system implemented within the entities.

At Group level, risks related to insurance business lines are in particular monitored by the Groupama Assurances Mutuelles and Groupama Gan Vie Business Departments specialising in the area in question; and by the Reinsurance Department. The Group Financial Department is responsible for managing the risks related to assets and to Asset/Liability Management. Operational risks are monitored by the business lines, support departments, or subsidiaries of Groupama Assurances Mutuelles specialising in the area in question.

Risks are identified according to the Group classifications defined by risk area—operational, life insurance, non-life insurance, and financial—common to all the Group's entities and incorporating the Solvency II risk classification. Each major (Group and entity) risk is assigned a risk “owner” responsible for monitoring and controlling the risk consistent with the standards defined by the Group. Risk owners set up risk control plans implemented within the Group's entities.

The general principles, the objectives, and the organisation of internal control are defined in the Group's internal control policy. An internal audit policy, a component of internal control, supplements the provisions of the internal control policy and specifies its own operating rules and its areas of involvement. A general risk management policy and policies dedicated to covering all the risks to which the Group is exposed as well as a compliance policy, defining the overall framework for implementing and operating the compliance process within the Group, complete the system. All these policies are approved by the Groupama Assurances Mutuelles Board of Directors.

The Group risk management policy is the basis for risk management at both the Group level and the entity level. It defines all the structuring principles of the risk management system within Groupama in terms of risk identification, measurement, and management methods and in organisational terms.

The Group's entities formalise their risk management policy and various risk policies in line with the Group's policies and on the

basis of their risk profile, organisation and operating country. The service (or resource), distribution, and financial subsidiaries implement a risk management system in accordance with the rules applicable to their activities, consistent with the framework established by the Group.

The risk management system also relies on the ORSA (Own Risk and Solvency Assessment) process, shown by the production of an annual report. This exercise, which aims to assess risks and solvency, is carried out at the level of each of the Group's entity and at the consolidated level, and each report is validated by the Board of Directors of the entity in question and communicated to the regulator.

Several bodies are responsible for Group-level risk monitoring governance:

- the Group Risk Committee: composed of the members of the Group Executive Committee and the Manager of the key Risk Management function; its role is to approve the risk management policy, by setting the limits of risks and approving the measures used to manage risks, and to supervise the management of major Group risks;
- the Risk Committees by risk family (insurance, financial and operational) organised by the Group risk management and permanent control/Compliance Departments and made up of major risk owners, and depending on the areas concerned of the representatives from the Groupama Assurances Mutuelles business line and support departments (Group Actuarial Department, Group financial control department, investments, etc.), French subsidiaries/International Subsidiaries Department, and asset management subsidiaries;
- the Capital Management Committee, consisting of the deputy CEO in charge of finance, the Director of risk management, control, and compliance, the Risk Director, the Reinsurance Director, the Financing And Investment Operations Director, the Group Actuarial Director, the Financing Director, the ALM Director, and the representative of the international department in charge of monitoring international subsidiaries.

Similar mechanisms are in place at the entity level.

In addition, a committee for the implementation and sharing of objectives, decisions, and best practices between the Group's entities has been set up. This Audit, Risk Management, Control, and Compliance Operational Implementation Committee (Comop ARCC) is run by the Group risk management, control, and Compliance Department and the Group General Audit Department, with the Group's Legal Department also involved. It brings together the regional mutuals, the French insurance subsidiaries, and Groupama Supports & Services (G2S).

## GROUP RISK FACTORS

Organisation of risk management within the Group

As for the international scope, meetings (four times a year), led by the Group Risk Department, are organised to discuss methodologies, Group schedules, and the various risk issues of the subsidiaries and/or the Group with the Risk Managers of the international subsidiaries.

The Group Risk Management and Permanent Control/Compliance functions are responsible for ensuring that all the Group's entities comply with Executive Management's requirements in terms of the internal control and risk management system, as well as those of Solvency II, Pillar 2.

The Group Risk Management Department is especially involved in areas related to financial risks, insurance risks, and risks associated with the Group's solvency, the Group Operational Risk Management and Permanent Control Department is especially involved in the scope related to operational risk management, and the key function of compliance verification of Groupama Assurances Mutuelles, the Group compliance officer, is involved in the areas related to non-compliance and image risks. Within this framework, these departments, according to their area of responsibility:

- assist administrative and Executive Management bodies in defining:
  - the risk strategy,
  - the core components of the risk management system;
- are responsible for the implementation and coordination of the risk management system, consisting particularly of the risk management policies and the processes for identifying, measuring, managing, and reporting the risks inherent in the Group's businesses;
- monitor and analyse the Group's general risk profile;
- report on exposures to risk and alert the administration and Executive Management bodies in cases of major risks threatening the Group's solvency;
- lead the Risk Committees;
- lead the working groups and bodies with the entities.

As regards the risk management function, the Group Risk Department is responsible for:

- developing the Group risk management policy and the coordinating policies relating to insurance and financial risks together with the risk owners concerned;
- defining the process for setting the Group's risk tolerance (risk limits);
- monitoring the Group's major insurance and financial risks;
- assessing and rating insurance and financial risks, including sensitivity analyses and stress tests;
- implementing the ORSA process: internal assessment by the Company of its risks and its solvency situation;
- implementing the PRP (Preventive Recovery Plan);
- supporting the Group's entities in adapting the risk management system.

The Group Operational Risk Management and Permanent Control Department is responsible for:

- developing the Group's internal control, operational risk management, and compliance policies;
- developing the Group's standards and reference sources (mapping of processes, operational risks, permanent control plans, reference base of permanent controls) and overseeing the system within the entities;
- monitoring and assessing operational risks (related to control of processes);
- acting as project owner of the EU tool for management of operating risks, MAITRIS, managing in particular the collection of permanent control results, the incident database and the assessment of operational risks;
- establishing internal control at the Groupama Assurances Mutuelles entity;
- defining the business continuity policy (BCP) and implementing then overseeing the system within the entities;
- overseeing data quality control systems;
- validating the internal model;
- supporting the Group's entities in adapting their operational risk management, permanent control and compliance systems (management, coordination, facilitation, information, and training);
- reporting on the status of the Group's Internal Control system, for the purposes of communication to governance bodies and the appropriate supervisory authorities by the Group's Director of Risk Management, Control and Compliance.

Defining the information systems security policy and its implementation by entities fall under the remit of Groupama Support and Services (G2S) which reports to the Group Operational Risk Management and Permanent Control Department.

The key role in verifying Groupama Assurances Mutuelles' compliance, *i.e.* the Group Compliance Manager:

- develops the Group compliance policy. This function is involved in drafting Group compensation policies and governance and product oversight policies in conjunction with the Groupama Assurance Mutuelles Departments concerned;
- oversees the compliance functional line and those responsible for the key function of compliance verification by ensuring, where necessary, that legal, regulatory, and jurisprudential practices, conducted by the Group Legal Department, are implemented;
- regularly monitors compliance with Group policies, standards, and procedures for the systems within its scope and their effective implementation;
- identifies, assesses, oversees, and monitors the exposure to non-compliance risks (risk mapping, dashboards, risk sheets, etc.);

- assists the business lines in drafting the level 1 control plans to strengthen non-compliance risk management and draws up the corresponding level 2 control plans;
- implements and supervises, in collaboration with the Group's entities, the prevention, identification, and management of conflicts of interest;
- helping in drawing up replies to supervisory authorities, with the Group Legal Department and relevant departments and entities;
- reports on non-compliance risk management to the governance bodies of the Group and the companies.

Each Group entity also has risk management, permanent control, and compliance functions.

In addition to these three Risk Management Departments, departments such as the legal and Tax Departments also contribute to the management of the risks of the Group and its various entities.

The Group Legal Department, under the supervision of the general secretariat, provides, in particular, on behalf of the business lines of Groupama Assurances Mutuelles and insurance organisations (French insurance subsidiaries as well as the regional mutuals), the following functions:

- monitoring and analysis of legislation and case law and other standards (FFA (French Insurance Federation) professional standards, ACPR (French Prudential Supervisory and Resolution Authority) recommendations, opinions issued by the French government's "defender of rights" and the CCLRF (Banque de France's Advisory Committee on financial legislation and regulation)) having an impact on the insurance business (marketing, consumer protection, communication, advertising, the development, subscription, execution, and termination of insurance products, etc.);
- the necessary anticipation and support to implement new regulations for insurance;
- information (notes, circulars, working groups, dissemination of a quarterly legal newsletter on customer protection);
- ratification of new insurance policies developed by the Business Departments and other Group insurance subsidiaries, well as changes made to existing policies;
- development and approval of distribution, management delegation, and partnership agreements in connection with insurance, banking and other services;
- legal and tax advice (taxation applicable to products and advice in the area of wealth management solutions);
- dealings with administrative authorities for inspections, and support during these inspections and any resulting consequences on the insurance business;
- building and running of training and awareness-raising sessions on the regulations applicable to the insurance business, intended for a variety of audiences (distribution networks, Managers, etc.).

Regarding the application of the provisions of the French data protection law and the General Data Protection Regulation (GDPR), the compliance system relies on the Data Protection Officer (DPO) of the Group's French entities declared to the French national data protection commission ("CNIL") and on the network of internal data relay protection officers (DRPO): one officer per entity and 20 for Groupama Assurances Mutuelles in areas implementing processing operations. Each international subsidiary in the EU has also designated a DPO with its national supervisory authority. All of these players are coordinated by the France DPO, who serves as CPO (Corporate Privacy Officer) within the Group. This network changes based on the Group's organisational modifications.

The role of the Group's Tax Department is to provide information and monitor tax regulations for all of the Group's entities. It is also regularly questioned about specific technical points and is involved in preparing the end-of-year financial statements.

The Group's internal control system is supplemented with the activities of the Group General Audit Department. The Group General Audit Department conducts several types of audits, including a general economic and financial audit of the Group's entities, generally on a three-year basis and at the latest every five years, in addition to the operational audits conducted within the entities. For large entities, these audits may be conducted more frequently and cover smaller scopes. The Group General Audit Department also conducts on Groupama Assurances Mutuelles processes and on the Group's cross-functional processes, in which several entities may be involved, with the support of the entities' Internal Auditing Departments. Lastly, the Group General Audit Department conducts audits on behalf of some entities as part of the pooling of the Audit key function with Groupama Assurances Mutuelles. The audit schedule of the Group General Audit Department is defined by the Executive Management of Groupama Assurances Mutuelles and validated by the Groupama Assurances Mutuelles Audit and Risk Management Committee and the Board of Directors of Groupama Assurances Mutuelles. Every mission involves a review of the risk and internal control system for the activity or entity audited, and a mission report is prepared presenting the observations, findings, and recommendations to the Executive Management of the audited entities. A regular summary of the missions is provided to the Executive Management of Groupama Assurances Mutuelles, the Audit and Risk Management Committee, and the Group Executive Committee for cross-functional audits. A quarterly report on the progress of the recommendations is given to the Group Executive Committee and the Audit and Risk Management Committee of Groupama Assurances Mutuelles.

## GROUP RISK FACTORS

Organisation of risk management within the Group

# EARNINGS AND FINANCIAL POSITION



<b>6.1 MANAGEMENT REPORT OF THE BOARD OF DIRECTORS</b>	140	<b>6.3 CHARACTERISTICS OF THE MUTUAL CERTIFICATES AND REMUNERATION POLICY</b>	167
6.1.1 Environment	140	6.3.1 Legal regime for mutual certificates	167
6.1.2 Significant events of fiscal year 2022	143	6.3.2 Characteristics of the mutual certificates issued by Groupama Assurances Mutuelles	167
6.1.3 Post-balance sheet events	144	6.3.3 Remuneration policy	167
6.1.4 Analysis of financial statements	145		
6.1.5 Debt	159		
6.1.6 Risk management and reliability of financial information	159		
6.1.7 Financial futures policy	162	<b>6.4 CASH AND FINANCING OF THE GROUP</b>	168
6.1.8 Analysis of the annual financial statements for the fiscal year	162	6.4.1 Issuer's financing structure	168
6.1.9 Outlook	165	6.4.2 Employment and cash	169
6.1.10 Groupama's 2022 declaration of extra-financial performance	165	<b>6.5 ADMINISTRATIVE, JUDICIAL, OR ARBITRATION PROCEEDINGS</b>	169
<b>6.2 DIVIDEND DISTRIBUTION POLICY</b>	166		
6.2.1 Dividends paid over the past three fiscal years	166		
6.2.2 Distribution policy	166		
6.2.3 Statute of limitations	166		

## 6.1 MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

### 6.1.1 ENVIRONMENT

#### 6.1.1.1 Macroeconomic environment

2022 was marked by a sharp rise in inflation, which forced central banks to raise their key rates more quickly than expected. Tensions on supply chains in China impacted by strict local lockdowns slowly eased over the year, and the Russian invasion fuelled the inflationary shock amid growing geopolitical differences between the western and southern countries.

In the United States, inflationary pressures were significantly higher than those expected by the US Federal Reserve (Fed), which forced it to raise its key rates quickly. Consumer prices accelerated upwards in the first half of the year, and annual inflation reached its peak between mid-year and the end of the year according to the indices. This inflation fuelled wage pressures with private sector increases of 4.9% in 2022, while the unemployment rate was historically low at 3.5% of the labour force.

The Fed therefore continued its monetary tightening at a very steady pace, with the key rate rising by 400 basis points over the year. The Fed governors expect this cycle to continue at a more moderate pace in 2023 with a rise in the Fed Funds rate limited to 100 basis points.

This tightening policy has affected GDP growth, which is expected to be modest in 2022 and 2023 (around 0.5% according to the consensus of economists), with the risk of a shift into recession, which remains a central topic of market debate, coupled with control of the inflation trajectory. At this stage, the leading manufacturing and service indicators suggest a marked slowdown (December manufacturing PMI of 48.4 and the Services PMI of 49.6).

In Europe, the nature of inflation and an environment of less pronounced growth led to a later reaction from the European Central Bank (ECB). Over the first quarter, inflation was mainly imported through the rise in commodity prices linked to the Russian-Ukraine conflict, coupled with the drop in the euro against the dollar. The rise in commodities nevertheless spread to all value chains and the services sector, causing wage pressures and more structural inflation.

Inflation levels varied widely across European countries, particularly because of differences in fiscal policy to cushion the energy shock and varying dependence on Russian energy. The harmonised index of consumer prices rose 6.7% in France and 9.6% in Germany year on year.

In the eurozone, general inflation was up 9.2% in December, suggesting a slowdown after a peak of 10.6% in October, but mainly due to commodities. Thus, core inflation continued to rise to +5.2%, while inflation in the services component was at the highest level of the year at +4.4% in December.

This trajectory therefore forced the ECB to accelerate its monetary tightening. In July, it ended the new asset purchase programme to reinvest only bond income and, like the Fed, raised key rates starting in July, ultimately increasing by 250 points between July and December. The ECB announced its intention to continue its rate hike cycle over 2023 and to maintain rates until inflation shows signs of a slowdown towards the 2% target. On the activity side, business confidence has eroded but does not suggest a marked recession at this stage. The manufacturing PMI ended the year at 47.8, while the services sector index was 49.8.

In emerging countries, central bankers continued the monetary tightening begun in 2021. China maintained a strict lockdown policy and did not ease it until the end of 2022. This disrupted international production chains, while the Russian-Ukraine conflict fuelled the rise in commodity prices.

Emerging countries were proactive with regard to inflation and began their monetary tightening cycle in 2021. After the sharp rise in commodity prices in the first half of the year, these prices stabilised or even declined in the second half of the year. The actions of central banks and the less bullish trend in commodity prices helped limit inflation, which was comparable to what was observed in developed countries, with very significant disparities in some countries (such as Turkey and Argentina).

China's monetary policy remained much more accommodative because of a marked slowdown in growth in China. This weak growth stemmed from the continued vulnerability of the property sector and the management of the Covid-19 pandemic by the authorities, which led to strict lockdowns. The consensus of economists anticipated real GDP growth of 3% in 2022.

#### 6.1.1.2 Financial markets in 2022

The monetary tightening by central banks led to a sharp rise in interest rates and a reduction in the liquidity offered by the central banks through their asset purchases. This resulted in poor performances and high volatility both on the bond market, affected by the rise in rates, and risk assets, penalised by fears of a recession, the loss of relative attractiveness of yields compared with rates, and the context of reduced liquidity.

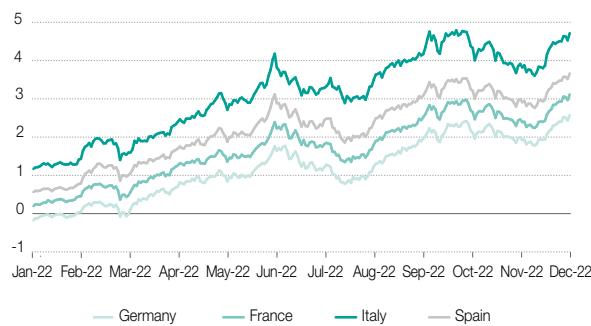
### (a) Changes on interest rate markets

On the sovereign bond market, monetary tightening on both sides of the Atlantic and the rise in inflation expectations led to a rapid rise in rates. The 10-year OAT rose from 0.2% to 3.11%. This sharp upward movement especially affected the countries perceived to be the most vulnerable, resulting in a significant increase in rate differentials between eurozone

countries. These spreads remained contained thanks to the anti-fragmentation tool initiated by the ECB and certified as a Transmission Protection Instrument (TPI). The spread between Italian and German 10-year yields started the year at 128 basis points and ended the year at 214 basis points.

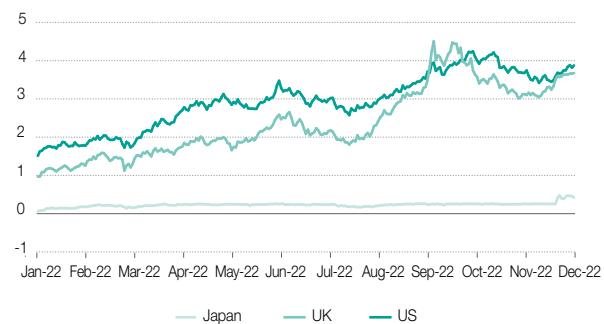
In the United States, the US 10-year began the half-year period at 1.51% and ended at 3.88% at the end of December.

#### SOVEREIGN 10-YEAR YIELDS, %



The performance of the indices was affected by the ECB's announcement of the end of its purchases of credit securities and the impact of tighter monetary policies on corporate debt costs. The high-yield segment performed less poorly because of lower interest-rate sensitivity and a higher embedded yield.

On investment-grade bonds, risk premiums increased from 55



to 129 basis points at the end of June and ended 2022 at 90 basis points. The trend was the same in the high-yield segment, with premiums increasing from 282 to 525 basis points in June to end the year at 380 basis points. The US credit markets were no exception, with the high-yield segment seeing its risk premium increase by 100 basis points over the year to 400 basis points.

#### PERFORMANCE OF CREDIT INDICES



### (b) Equity market developments

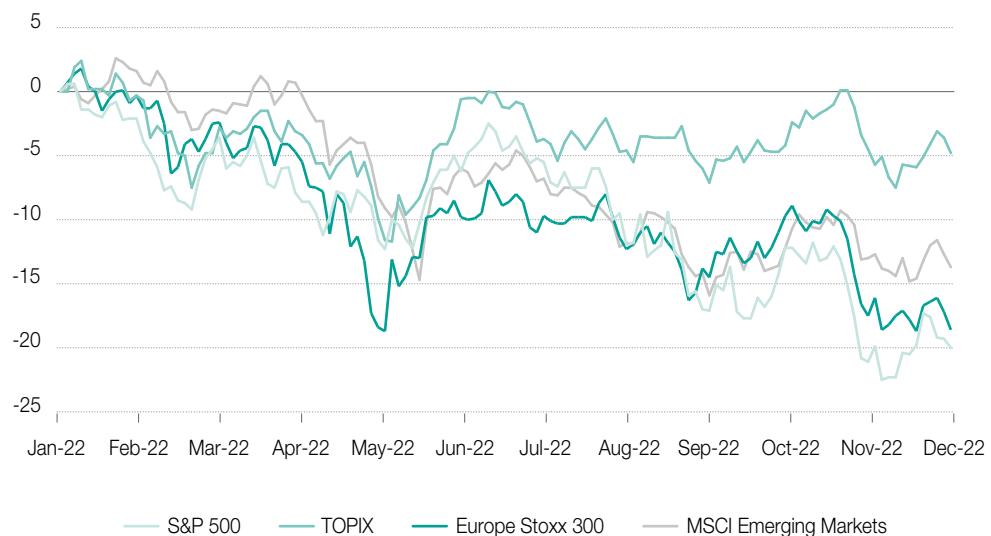
The equity markets were affected by the rise in volatility on all financial markets in a context of growing fears about the risk of an economic recession. The European and US indices posted poor performances, in particular growth stocks (-29% on the

MSCI World Growth index), which fell significantly more than other stocks.

The Japanese equity markets benefited from an environment of a much less abrupt rise in rates and the weakness of the yen.

The performance of the emerging market index was largely affected by China and the strict lockdown measures coupled with fears weighing on the property sector.

However, the eurozone equity index fell less sharply than the S&P500, negatively affected by its growth and technology bias.

**PERFORMANCE OF EQUITY INDICES (IN LOCAL CURRENCY)**

## 6.1.2 SIGNIFICANT EVENTS OF FISCAL YEAR 2022

### 6.1.2.1 Financial soundness

#### (a) Financial rating

On 10 June 2022, Fitch Ratings raised Groupama's rating to "A+" with a "Stable" outlook. This rating upgrade reflects Fitch's view that Groupama has consolidated its very strong capitalisation in 2021, while maintaining moderate leverage, strong financial performance, and a stable risk asset profile. The rating also reflects the Group's very solid commercial profile in France.

#### (b) Redemption of perpetual subordinated bonds

On 10 October 2022, Groupama announced the redemption of €228.9 million of its perpetual subordinated bonds issued in 2014 for €1.1 billion. This operation contributed to the proactive management of Groupama's capital structure.

### 6.1.2.2 Business

#### (a) Sustainable offerings

Since May 2022, the Groupama group, via its subsidiary Groupama Gan Vie, has been offering its savers the opportunity to contribute to the global objective of reducing the carbon footprint via "Porphyre Transition Climat Septembre 2022", a green debt security issued by Crédit Agricole CIB. This security is built to limit its carbon footprint, and also includes a mechanism to offset the residual emissions of the investment.

On 2 June 2022, Groupama announced the launch of damage insurance for young plantations for afforestation or reforestation projects. This offering, which insures young plantations against frost and drought, in addition to storms, hail and snow, is part of the Group's support for low-carbon development.

#### (b) Responsible investments

At the end of June 2022, the Group published its ESG Climate Report "Responsible Investment" online, which meets legal obligations in terms of non-financial reporting, particularly the first year of implementation of the new Article 29 of the Climate law in France. In this report, Groupama highlights the various dimensions of its action to fight climate change and protect biodiversity and announces its new commitments:

- €1.2 billion in additional sustainable investments between 2022 and 2024;
- 50% reduction in the carbon intensity of equity and bond portfolios between 2021 and 2030, in line with the Paris Agreements;

- strengthening of the Group's policy on non-conventional energies in 2022, with the end of all new direct investments in companies contributing to the development of new non-conventional oil and gas projects, while continuing to support and finance companies wishing to contribute to the energy transition (subsidiary or project dedicated to financing the energy transition, green bonds, etc.).

In accordance with the Green Bond Framework, on 8 July 2022, the Groupama group published its first annual report on the use of the amount of its green subordinated bond issued in 2021 and the principal environmental impacts of the underlying projects. All of the €500 million issued was allocated to green projects, according to the following breakdown:

- green property: 60.8%;
- infrastructure: 37.6%;
- forests: 1.6%.

Groupama stepped up its responsible investment policy and its commitments to the energy transition by joining the Net-Zero Asset Owner Alliance this year, backed by the United Nations, and by joining the United Nations Principles for Responsible Investments as an investor.

#### (c) Divestment

Groupama sold its Slovak branch to the insurance company Union. The sale was approved by local regulatory authorities on 30 November 2022, and the closing took place on 1 December 2022.

#### (d) Property

On 19 September 2022, Groupama announced the sale of its building at 150 avenue des Champs-Elysées to the Cheval Paris investment fund. This sale made it possible to immediately externalise the value creation that was possible to achieve at the end of the restructuring project undertaken in 2009 and planned until 2027.

#### (e) Inclement weather

The exceptionally high level of weather-related claims that marked 2022 resulted primarily from the successive violent hailstorms in many French regions between 20 May and the end of June and from the tornadoes in northern France in October. The cost of these natural disasters (excluding drought) for insurers is estimated at €7.5 billion in France (source: AGEFI). To deal with this crisis, Groupama mobilised experts in the field to support its affected policyholders. The cost of weather events in France for the Group totalled €1,484 million. Some of these costs were covered by the Group's reinsurance protections, which form part of a long-term economic partnership with the reinsurers. Net of reinsurance, the cost was €724 million.

**(f) Impacts of macroeconomic conditions (inflation, interest rate environment) in measuring underwriting reserves**

Outstanding claims reserves reflect the best estimate of liabilities to policyholders. In particular, 2022 resulted in a significant change in macroeconomic conditions that determine the parameters for calculating this estimate (changes in the revaluation indices of certain types of claims, observed increase and highly probable upward trend in the costs of settling claims incurred as at 31 December 2022, taking into account the change in the interest rate environment). These various items can have significant effects depending on the Group's segments and components, but ultimately resulted in a slightly favourable impact on the Group's financial statements (+€44 million net of corporate income tax).

**(g) Hyperinflation in Turkey**

The Turkish economy is in a state of hyperinflation under the terms of IAS 29. As such, the financial statements of the Turkish subsidiary have been integrated by applying the provisions of this standard. In view of the material nature of this impact, a global adjustment has been recorded in the Group's financial statements, affecting only shareholders' equity and the result. The impact on the Group's financial statements of the application of this accounting method results in an income effect of -€3 million and a negative impact of -€78 million on consolidated reserves (with an offsetting entry to the foreign exchange adjustment in shareholders' equity).

**6.1.3 POST-BALANCE SHEET EVENTS**

**6.1.3.1 Divestment of insurance businesses in Turkey**

On 17 January, the Groupama group entered into an agreement with the Axa group to sell its insurance businesses in Turkey.

In a context of hyperinflation, which would have required significant capital injections, Groupama group decided to focus its investments on other European countries and regions where it is already established by supporting its business activities in Bulgaria and Romania, which are experiencing strong growth. It also recently established itself in Croatia and Slovenia, in connection with the partnership established since 2008 with the Hungarian bank OTP.

In addition, by selling the Turkish subsidiaries to Axa Mediterranean Holding, Groupama is also seeking to give these structures new development prospects.

The completion of the transaction is subject to the usual conditions, including obtaining regulatory approvals, and is expected to take place at the end of the second quarter of 2023.

Groupama's businesses in Turkey are recognised in the Group's financial statements as at 31 December 2022 in accordance with the provisions of IFRS 5. The capital gain on the divestment of business activities will be recognised in 2023 at the time of the effective transfer of control, which will also trigger, under the provisions of IAS 21 § 48, the externalisation of an unrealised exchange loss (historical translation difference in the Group's financial statements) valued at -€176 million.

## 6.1.4 ANALYSIS OF FINANCIAL STATEMENTS

### 6.1.4.1 Summary of activity and income

Premium income (in millions of euros)	31.12.2021	31.12.2021 pro forma	31.12.2022	Actual change	Like-for-like change
Property and casualty insurance - France	5,842	5,842	6,166	5.6%	5.6%
Groupama Gan Vie	4,786	4,786	4,790	0.1%	0.1%
Life and health insurance in France – excluding Groupama Gan Vie	2,233	2,233	2,281	2.1%	2.1%
<b>Total Insurance - France</b>	<b>12,860</b>	<b>12,860</b>	<b>13,237</b>	<b>2.9%</b>	<b>2.9%</b>
Property and casualty insurance - International	1,641	1,484	1,787	8.9%	20.4%
Life and health insurance - International	736	688	696	-5.4%	1.1%
<b>Total Insurance - International</b>	<b>2,377</b>	<b>2,173</b>	<b>2,483</b>	<b>4.4%</b>	<b>14.3%</b>
Financial businesses	240	240	211	-12.1%	-12.1%
<b>GROUPAMA Total</b>	<b>15,477</b>	<b>15,273</b>	<b>15,931</b>	<b>2.9%</b>	<b>4.3%</b>
<b>Total Insurance</b>	<b>15,237</b>	<b>15,033</b>	<b>15,720</b>	<b>3.2%</b>	<b>4.6%</b>
of which <i>Property and casualty insurance</i>	7,483	7,326	7,953	6.3%	8.6%
of which <i>Life and health insurance</i>	7,755	7,707	7,767	0.2%	0.8%

*Pro forma data as at 31 December 2021:*

*It was necessary to restate some 31 December 2021 data to enable a comparison and analysis to be made of changes between the two periods.*

*At the international level, pro forma premium income as at 31 December 2021 included the reclassification of the activity of the Turkish subsidiaries as a held-for-sale business (impact: -171 million euros).*

*For those entities that do not use the euro as their functional currency (Romania and Hungary), the exchange rate effects are neutralised in the pro forma data; the actual figures as at 31 December 2021 were converted based on the exchange rate as at 31 December 2022.*

*In the rest of the document, figures are expressed on a like-for-like basis and with constant exchange rates. The data with constant exchange rates correspond to the comparison between the actual data as at 31 December 2022 and the actual data as at 31 December 2021, converted at the average exchange rates as at 31 December 2022.*

As at 31 December 2022, Groupama's combined premium income from insurance increased 4.6% to €15.7 billion on a like-for-like basis (+3.2% in actual data) compared with 31 December 2021. Including the financial businesses, the Group's combined premium income was up 4.3% on a like-for-like basis (+2.9% in actual change) at €15.9 billion.

In property and casualty insurance, premium income increased (+8.6%), with growth both in France (+5.6%) and internationally (+20.4%). Business was driven by insurance for individuals and professionals (+7.3%, including +2.1% in France and +22.7% internationally), which benefited from the sustained growth in the passenger vehicle segment in the international subsidiaries (+11.1%, including +1.7% in France and +27.8% internationally, especially in Romania). Insurance for businesses and local authorities rose by 8.0% (of which +7.7% in France and +9.0% internationally) thanks to the good performance of the business and local authorities casualty segment (+11.6%), both in France (+11.5%) and internationally (+11.8%). These increases were partly due to the price adjustments necessary to cope with the change in the macroeconomic environment, which weighed on the loss experience, and partly by targeted development areas in certain segments, entities, or countries.

Life and health insurance premium income increased by 0.8% as at 31 December 2022, with the good performance of group

life and health insurance (+7.6%) offsetting the decline in the individual life and health insurance business (-2.6%). The premium income of Groupama Gan Vie, home to the savings/pensions business in France, remained stable over the period, with the good performance of group insurance (+8.3%) offsetting the decline in individual savings/pensions (-6.6%). Other life and health insurance business activities in France increased 2.1%. This is explained mainly by the growth in the individual health insurance segment (+3.1%). International life and health insurance premium income rose by 1.1%, with the decline in individual savings/pensions business (-8.0% and nearly 55% of life and health insurance premiums) dampening the growth in group retirement (+41.4%) and health insurance (individual and group: +15.5%).

Insurance premium income in France represented 83.1% of the Group's overall business over the period, whereas international insurance premium income amounted to 15.6% of total premium income. The Group's financial businesses represented 1.3% of total revenue. Revenue from these businesses amounted to €211 million as at 31 December 2022.

*The following results are presented without Turkey, whose results have been reclassified to discontinued operations (IFRS 5). The 2021 data are pro forma.*

**Economic operating income**

(in millions of euros)

	31.12.2021	31.12.2022	Change in value	Change %
Property and casualty insurance - France	128	(92)	(220)	<-100%
Life and health insurance - France	298	409	110	37.2%
<b>Total Insurance - France</b>	<b>426</b>	<b>316</b>	<b>(110)</b>	<b>-25.8%</b>
Property and casualty insurance - International	42	79	38	88.1%
Life and health insurance - International	19	30	11	57.9%
<i>Total Insurance - International</i>	<b>60</b>	<b>109</b>	<b>49</b>	<b>81.7%</b>
Financial businesses	62	42	(20)	-32.3%
Holding company activities	(69)	(118)	(49)	-71.0%
<b>GROUPAMA Total</b>	<b>480</b>	<b>349</b>	<b>(131)</b>	<b>-27.3%</b>
<i>of which Property and casualty insurance</i>	169	(13)	(182)	<-100%
<i>of which Life and health insurance</i>	317	438	121	38.2%

The Group's economic operating income totalled +€349 million as at 31 December 2022, compared with +€480 million as at 31 December 2021.

Economic operating income from insurance was €425 million in 2022, down €61 million from 2021. This result takes into account:

- the effect of an upward revision of the rate of return on assets conservatively estimated for discounting actuarial reserves on work stoppage annuities in the consolidated accounts, taking into account more favourable reinvestment assumptions in a context of rising bond yields. This adjustment took place without lowering the level of caution in the valuation of this rate. The adjustment made in 2022 reflects only the long-term break in the interest rate environment observed on the financial markets;
- in order to take into account the global context of rising prices of commodities, energy, and wage-indexed components, insurance reserves were established by taking into account as much as possible the expected changes in the major parameters contributing to their valuation;
- although reinsurance covers helped diminish their effect, economic operating income this year was very significantly affected by an exceptional level of weather-related claims (close to double the average observed in prior years).

Economic operating income in life and health insurance stood at €438 million in 2022 versus €317 million in 2021. This good performance can be attributed primarily to business in France, which grew €110 million over the period, despite the significant strengthening of the profit-sharing fund on general assets. The international subsidiaries reported an increase of €11 million in economic operating income from life and health insurance over the period.

The net combined ratio in individual non-life insurance was 93.4% in 2022, compared with 97.6% in 2021 (-4.2 points).

In property and casualty insurance, economic operating income amounted to -€13 million as at 31 December 2022, compared with €169 million as at 31 December 2021 (-€220 million in France and +€38 million internationally). The net combined ratio for property and casualty insurance was 102.5% in 2022, compared with 98.0% in 2021 (+4.5 points).

The net combined ratio for non-life business, which includes health/non-life insurance, was 99.4% in 2022, compared with 97.8% in 2021 (+1.6 points).

The following should be noted:

- in France, the current loss ratio was 82.1%, up 9.3 points. As mentioned above, the 2022 fiscal year was affected by an exceptionally high level of weather-related claims (+7.0 points to 13.7%, i.e., €1,377 million) because of hail in most of the country in June 2022 and inclement winter weather in northern France. The attritional loss experience amounted to 62.3% and increased by +1.8 points over the period, particularly with an increase in frequency post-Covid combined with an increase in the average cost of claims (related to the inflationary environment). The cost of serious claims also increased but more moderately over the period (+0.5 points to 6.2%). For this type of claim (less affected by inflation on commodities and replacement parts), the interest rate environment offset the increase in costs of claims. In addition, reserves releases on prior years amounted to €383 million (+€54 million over the period) under the effect of the change in the discount rate of non-life annuities, even though for this type of claim, the increase in the cost of claims was also notable. The reinsurance ratio improved by 5.7 points because of reinsurers' consideration of part of the weather-related claims incurred in 2022;
- internationally, the current loss experience increased by +3 points to 66.2%. This change is explained by an increase in attritional loss experience (+4 points to 54.7%) under the combined effect of inflationary pressure weighing on property damage as well as on the motor segment (replacement parts and labour) and the increase in frequencies post-Covid.

The burden of serious claims decreased -0.3 points to 9.1%, mainly in Hungary. Weather-related claims were lower

(-0.7 points to 2.4%) despite contrasting trends by geographical area.

Reserves releases on prior years were stable over the period with surpluses up mainly in Italy while decreasing in Hungary and Romania;

- operating expenses were under control with a ratio of 27.5% over the period.

Banking and financial businesses contributed +€42 million to the Group's economic income in 2022, down €20 million. This decline is linked to Groupama Asset Management after a record 2021 in both fixed fees and asset management performance fees.

The Group's holding business posted economic operating income of -€118 million in 2022, compared with -€69 million in 2021.

The Group's net income amounted to €454 million as at

31 December 2022, compared with €493 million as 31 December 2021. The non-recurring financial margin increased by €75 million. It includes realised capital gains of €315 million in 2022, up €184 million with an increase in property capital gains following the sale of a building on the Champs-Elysées and a decrease in capital gains on the sale of securities. Conversely, the financial environment characterised by a rise in bond yields and a drop in the equity markets had an unfavourable impact on changes in the fair value of financial instruments (-€100 million).

The 2022 result also includes various non-recurring expenses in the amount of -€51 million, including a sector tax in Hungary of -€13 million.

As a reminder, 2021 income included the result from the sale of Orange Bank for -€54 million.

The net income from discontinued operations in 2022 corresponds to Turkey's results.

	31.12.2021	31.12.2022	Value change
<b>Economic operating income</b>	<b>480</b>	<b>349</b>	<b>(131)</b>
Net capital gains realised <sup>(1)</sup>	131	315	184
Allocation to reserves for long-term impairment <sup>(1)</sup>	(20)	(29)	(9)
Gains or losses on financial assets recognised at fair value <sup>(1)</sup>	58	(43)	(100)
Other expenses and income	(88)	(51)	37
Financing expenses	(53)	(54)	(1)
Net income from discontinued businesses	(16)	(34)	(19)
<b>NET INCOME</b>	<b>493</b>	<b>454</b>	<b>(39)</b>

(1) Amounts net of profit sharing and corporate tax.

#### 6.1.4.2 Business and results in France

Premium income - France (in millions of euros)	31.12.2021			31.12.2022		
	L&H	P&C	Total	L&H	P&C	Total
Regional mutuals	2,075	4,217	6,292	2,119	4,396	6,515
Groupama Assurances Mutuelles	11	18	29	11	33	44
Groupama Gan Vie	4,786		4,786	4,790		4,790
Gan Assurances	142	1,266	1,408	147	1,295	1,442
Other entities <sup>(1)</sup>	5	341	346	4	442	446
<b>TOTAL</b>	<b>7,019</b>	<b>5,842</b>	<b>12,860</b>	<b>7,071</b>	<b>6,166</b>	<b>13,237</b>

(1) Including Assu-Vie.

Insurance premium income in France as at 31 December 2022 increased by 2.9% compared with 31 December 2021 and totalled 13,237 million.

**(a) Property and casualty insurance**

Insurance premium income (in millions of euros)	P&C - France		
	31.12.2021	31.12.2022	Change %
Regional mutuals	4,217	4,396	4.2%
Groupama Assurances Mutuelles	18	33	81.7%
Gan Assurances	1,266	1,295	2.3%
Other entities	341	442	29.8%
<b>TOTAL</b>	<b>5,842</b>	<b>6,166</b>	<b>5.6%</b>

Property and casualty insurance premium income (46.6% of premium income in France) increased 5.6% to €6,166 million as at 31 December 2022. Insurance for individuals and professionals rose by 2.1% to €3,451 million (i.e., more than 55% of premiums written in property and casualty insurance). This increase was driven by growth in the passenger vehicle insurance segment (+1.7% to €1,638 million) and the home insurance segment (+3.5% to €1,091 million). Insurance for businesses and local authorities (€1,082 million and 18% of the portfolio) increased by +7.7%, driven by the good performance of the business and local authorities casualty segment (+11.5% to €568 million) and the fleet segment (+3.9% to €514 million). The growth of the agricultural sector (+7.0%) and assistance (+43.6% in connection with the recovery in the leisure travel business) segments should also be noted.

Premium income of regional mutuals in property and casualty insurance (€4,396 million) grew 4.2% over the period, mainly under the effect of price increases. The good performance of the business and local authorities casualty segment (+11.5% to €445 million) and the agricultural sector segment (+6.8% to €1,000 million) are also worth noting. The home insurance business grew +3.5% to €891 million due to the price effect, as the portfolio decreased slightly (-22,000 policies at the end of December 2022). Similarly, the passenger vehicle insurance business increased (+2.4% to €1,247 million with a portfolio down 20,000 policies over the period).

Premium income at Groupama Assurances Mutuelles, which is home to some nationwide business activities (in particular, brokerage) via reinsurance and the share in professional pools (Gareat, Assurpol, etc.) totalled €33 million as at 31 December 2022 versus €18 million in the previous period.

Premium income for Gan Assurances increased 2.3% to €1,295 million as at 31 December 2022. This change was driven by the good performance in the core target of Gan Assurances: business and local authorities insurance (+8.4%). The individual insurance market posted growth of 0.8% under the effect of growth in the home insurance (+3.3%) and construction (+6.4%) segments, but was diminished by the decline in the passenger vehicle insurance business (-0.5%).

Groupama Assurance-Crédit et Caution posted premium income of €59 million as at 31 December 2022, up 18.4% from the previous period, in connection with the development of new business.

Mutuaide Assistance's premium income as at 31 December 2022 was up by 43.6% at €280 million, driven by the very strong recovery in the leisure travel business.

Société Française de Protection Juridique's premium income grew by 7.8% to €103 million as at 31 December 2022 because of the development of partnerships.

In property and casualty insurance in France, economic operating income was -€92 million in 2022, compared with €128 million in 2021. The figures are as follows:

Property and casualty insurance in France (in millions of euros)		31.12.2021		31.12.2022		2022-2021 change	
Gross earned premiums	5,849	100.0%	6,187	100.0%	338	5.8%	
Underwriting expenses (policy servicing) - excluding claims management costs	(3,742)	-64.0%	(4,872)	-78.8%	(1,130)	-30.2%	
Reinsurance balance	(206)	-3.5%	344	5.6%	550	>100%	
<b>Underwriting margin net of reinsurance</b>	<b>1,901</b>	<b>32.5%</b>	<b>1,658</b>	<b>26.8%</b>	<b>(242)</b>	<b>-12.7%</b>	
Net expenses from current underwriting operations	(1,766)	-30.2%	(1,875)	-30.3%	(109)	-6.2%	
<b>Underwriting income net of reinsurance</b>	<b>135</b>	<b>2.3%</b>	<b>(216)</b>	<b>-3.5%</b>	<b>(351)</b>	<b>&lt;-100%</b>	
Recurring financial margin net of tax	81	1.4%	115	1.9%	34	42.4%	
Other items	(88)	-1.5%	9	0.1%	97	>100%	
<b>Economic operating income</b>	<b>128</b>	<b>2.2%</b>	<b>(92)</b>	<b>-1.5%</b>	<b>(220)</b>	<b>&lt;-100%</b>	
Capital gains realised net of corporate income tax	67	1.1%	82	1.3%	16	23.2%	
Allocations to reserves for long-term impairment net of corporate income tax	(9)	-0.1%	(9)	-0.1%		-2.2%	
Gains or losses on financial assets recognised at fair value net of corporate income tax	14	0.2%	(27)	-0.4%	(41)	<-100%	
Other operations net of corporate income tax	(27)	-0.5%	(9)	-0.1%	18	65.6%	
<b>GROUP NET INCOME</b>	<b>173</b>	<b>3.0%</b>	<b>(55)</b>	<b>-0.9%</b>	<b>(228)</b>	<b>&lt;-100%</b>	

In France, net underwriting income (gross premiums earned – gross underwriting expenses – net expenses from current underwriting operations and reinsurance balance) decreased by €351 million over the period. The deterioration of the net combined ratio by 5.8 points to 103.5% in 2022 explains this change. 2022 was affected by an exceptional increase in weather-related claims expenses, representing +11.4 points. In addition, the attritional loss experience increased under the effect of the inflationary environment as well as serious claims of +0.8 points, while the impact of the adjustment of the discount rate on non-life annuities resulted in an increase in reserves releases on prior years and other underwriting reserves. The reinsurance ratio improved by 9.1 points, benefiting from the recognition of a portion of weather-related claims by reinsurance. The operating expense ratio was virtually stable at 30.3% in 2022 (+0.1 points over the period).

The following key items as at 31 December 2022 should be noted:

➤ the net underwriting income of the regional mutuals' portfolio declined with a combined ratio in property and casualty insurance up +9.4 points at 106.1% because of an increase in the net loss experience (+5.3 points to 79.4%), impacted by record weather-related claims and the weight of inflation on average costs;

➤ underwriting income for Gan Assurances in property and casualty insurance was down €22 million from 2021. The gross loss experience ratio increased by 7.6 points to 67.9%. The current loss experience increased by +17.3 points, combining a deterioration of the attritional loss experience of +3.5 points under the effect of the increase in average costs, historically significant weather-related claims (+12.4 points), and serious claims, which also increased by +1.5 points (mainly in fleets). Net of reinsurance, the loss ratio increased by +1.1 points to 66.5%. The operating expense ratio was 33.5% in 2022 (+0.6 points from 2021).

In France, the recurring financial margin (after tax) of the property and casualty insurance business amounted to €115 million in 2022, up €34 million over the period.

The change in the other elements is explained in particular by the change in the tax expense based on the underwriting income. This item includes other non-underwriting income and expenses, tax on recurring income, and income from equity-method entities.

In France, net income amounted to -€55 million in 2022 versus €173 million in 2021. The non-recurring financial margin decreased by -€25 million over the period because of the effect of unfavourable changes in financial assets recognised at fair value. Other transactions net of tax amounted to -€9 million.

## (b) Life and health insurance

Insurance premium income (in millions of euros)	L&H France		
	31.12.2021	31.12.2022	Change %
Groupama Gan Vie	4,786	4,790	0.1%
Regional mutuals	2,075	2,119	2.1%
Groupama Assurances Mutuelles	11	11	3.1%
Gan Assurances	142	147	3.3%
Other entities (1)	5	4	-22.3%
<b>TOTAL</b>	<b>7,019</b>	<b>7,071</b>	<b>0.7%</b>

(1) Including Assu-Vie.

Life and health insurance premium income (53.4% of premium income in France) increased 0.7% to €7,071 million. The Group's life and capitalisation premium income in France decreased by 5.3% over the period, under the effect of the decline in individual savings/pensions (-6.6%), broken down into a 14.3% decrease in unit-linked savings/pensions (after two years of exceptional production and in a macroeconomic environment less conducive to UL production) and a slight growth of 3.3% in business in euros. After including arbitrage operations (euros to UL at -€196 million), Fourgous transfers (€97 million), and UL net inflows (€809 million), the rate of actuarial reserves in UL individual savings remained very high at 29.6% (compared with 31.9% as at 31 December 2021). This slight decline had no impact on the underlying trend that has been underway for many years. It was due to a base effect linked to changes in the financial markets (unit-linked reserves are measured at market value, unlike reserves for euro-denominated policies).

Health and bodily injury premium income as at 31 December 2022 was 6.3% higher than in the previous period, driven by increases in premium income from health segments (+4.1% of which individual health: +3.1% and group health: +5.6%) and

group acceptances (+39.0%).

The Group's net inflows in France were negative at -€553 million as at 31 December 2022, compared with -€565 million during the previous period.

Premium income of the networks comprising Groupama Gan Vie remained stable at €4,790 million as at 31 December 2022 under the effect of the very good performance in the Health and Protection insurance segments. By business line, Groupama Gan Vie's premium income was mostly generated from individual insurance (55.4%), with written premiums of €2,653 million, 5.7% less than as at 31 December 2021. As mentioned above, the economic environment explains the decline in the individual savings/pensions business (-6.6%).

Group insurance (44.6% of business) was up 8.3% at €2,137 million, mainly because of the growth in the inward reinsurance (+39.0%) and health insurance (+7.5%) segments. The decline in the Group retirement segment (-10.5%) is explained by the recording of exceptional single premiums in 2021. By component, group retirement posted 46.2% growth in UL premium income and a 45.9% decrease in business in euros.

The breakdown of the Groupama Gan Vie entity's premium income by network is as follows:

(in millions of euros)	31.12.2021	31.12.2022	2022-2021
	Actual	Actual	Change
Regional mutuals	1,527	1,384	-9.4%
General agents	793	724	-8.7%
Brokerage	1,536	1,721	12.1%
Gan Patrimoine	415	439	5.8%
Gan Prévoyance	515	506	-1.7%
Other	1	17	>100%
<b>TOTAL</b>	<b>4,786</b>	<b>4,790</b>	<b>0.1%</b>
Individuals	2,813	2,653	-5.7%
<i>of which UL savings/pensions</i>	1,379	1,181	-14.3%
<i>of which savings/pensions (in euros)</i>	1,060	1,097	3.5%
Groups	1,972	2,137	8.3%
<b>TOTAL</b>	<b>4,786</b>	<b>4,790</b>	<b>0.1%</b>

Premium income of the network of regional mutuals amounted to €1,384 million as at 31 December 2022, down 9.4% compared with the previous period. Individual insurance business totalled €1,332 million (-9.8%) in line with the decrease in individual savings/pensions. The segment's premium income now stands at €1,224 million, including €564 million for UL vehicles and €660 million for euro-denominated vehicles. Group insurance premium income totalled €51 million, compared with €49 million for the previous period.

The Gan Assurances network posted premium income of €724 million as at 31 December 2022, down 8.7% from the previous period. This change is mainly due to the decline in written premiums in individual savings/pensions (-15.9%), which breaks down into €135 million in premium income on euro-denominated vehicles and €112 million on UL vehicles. The group insurance business remained fell 5.7% over the period to €364 million.

The brokerage network had premium income of €1,721 million as at 31 December 2022, up 12.1% compared with 31 December 2021, mainly under the effect of the growth in the inward insurance (+11.7%), health insurance (+41.3%), and protection insurance (+8.9%) segments. Meanwhile, the group retirement segment was down (-15.1%). As a reminder, the 2021 fiscal year benefited from a non-recurring exceptional single premium.

Premium income for the Gan Patrimoine network was up 5.8%, totalling €439 million as at 31 December 2022, driven by growth in the individual savings/pensions segment (itself up +6.0%).

The Gan Prévoyance sales network contributed €506 million to Group premium income as at 31 December 2022, a 1.7% decrease compared with the previous period. The good performance in individual savings (+10.8%) failed to offset the decline in the individual retirement activity (-3.9%).

In life and health insurance, premium income for regional mutuals (€2,119 million) was up 2.1% compared with the previous period. Individual life and health insurance increased by 2.7%, driven by growth in the health segment (+2.9% to €1,239 million), which benefited from price increases. Group life and health insurance remained stable over the period. The increase in group protection (+12.1% to €42 million) was diminished by the decline in the municipal personnel insurance business (-1.6% to €180 million).

Gan Assurances had a 3.3% increase in premium income from life and health insurance (mainly individual health) to €147 million as at 31 December 2022.

The Caisse Fraternelles generated €2 million as at 31 December 2022, a 37.7% decrease from the previous period.

The discontinued business of the subsidiary Assu-Vie decreased 1.8% compared with 31 December 2021. Its premium income (consisting only of periodic premiums in run off) amounted to €2 million as at 31 December 2022.

In life and health insurance, economic operating income in France was €409 million in 2022 compared with €298 million in 2021.

## Life and health insurance in France

(in millions of euros)

	31.12.2021		31.12.2022		2022-2021 change
Gross earned premiums	7,048	100.0%	7,096	100.0%	49 0.7%
Underwriting expenses (policy servicing) - excluding claims management costs	(5,587)	-79.3%	(5,365)	-75.6%	222 4.0%
Reinsurance balance	(14)	-0.2%	(9)	-0.1%	6 40.2%
<b>Underwriting margin net of reinsurance</b>	<b>1,447</b>	<b>20.5%</b>	<b>1,723</b>	<b>24.3%</b>	<b>276</b> <b>19.1%</b>
Net expenses from current underwriting operations	(1,302)	-18.5%	(1,348)	-19.0%	(46) -3.6%
<b>Underwriting income net of reinsurance</b>	<b>145</b>	<b>2.1%</b>	<b>374</b>	<b>5.3%</b>	<b>230</b> <b>&gt;100%</b>
Recurring financial margin net of profit sharing and tax	210	3.0%	150	2.1%	(59) -28.3%
Other items	(56)	-0.8%	(116)	-1.6%	(60) <-100%
<b>Economic operating income</b>	<b>298</b>	<b>4.2%</b>	<b>409</b>	<b>5.8%</b>	<b>110</b> <b>37.0%</b>
Capital gains realised net of corporate income tax and profit sharing	57	0.8%	97	1.4%	40 70.2%
Allocations to reserves for long-term impairment net of corporate income tax and profit sharing	(5)	-0.1%	(13)	-0.2%	(8) <-100%
Gains or losses on financial assets recognised at fair value net of corporate income tax and profit sharing	32	0.5%	(12)	-0.2%	(44) <-100%
Other operations net of corporate income tax	(7)	-0.1%	(5)	-0.1%	3 37.7%
<b>GROUP NET INCOME</b>	<b>375</b>	<b>5.3%</b>	<b>476</b>	<b>6.7%</b>	<b>101</b> <b>27.0%</b>

Underwriting income net of reinsurance improved by +€230 million as at 31 December 2022.

Groupama Gan Vie's net underwriting income increased by €147 million over the period in connection with the increase in the net underwriting margin (+€210 million), while operating expenses were up €63 million, 2/3 of which is attributable to the increase in commissions and deferred acquisition costs and general expenses for 1/3. The current underwriting margin increased by €67 million, mainly due to the increase in group insurance (+€57 million), thanks to the effect of all the technical measures (price adjustments, selection, etc.) taken to improve the profitability of this portfolio. It should also be noted that net underwriting income includes the effect of discounting actuarial reserves on work stoppage annuities in the consolidated financial statements (based on the conservatively estimated rate of return on assets revised upwards in line with changes in the financial market environment as mentioned above). This adjustment of +60 bp (bringing the rate to 2.00%) at Groupama Gan Vie is characterised by an impact of +€52 million on pre-tax income, mainly concerning prior years.

In group insurance, the current underwriting margin increased by €57 million, in connection with the improvement in the loss experience in protection insurance.

In individual insurance, the current underwriting margin increased €10 million.

In addition, the change in regulatory or contractual provisions had a positive impact on the margin (+€39 million) as well as the increase in the discounting effect of actuarial reserves for

incapacity/invalidity annuities. These two factors were primarily related to the macroeconomic environment (rise in interest rates).

The increase in operating expenses (-63 million euros) stemmed mainly from the increase in distribution costs (commissions related to the change in premium income).

The net underwriting income of the regional mutuals improved by more than €40 million over the period, with a combined net ratio of 93.3% (-1.9 points compared with 31 December 2021) under the effect of the adverse change in the current loss ratio.

The net underwriting result of Groupama Assurances Mutuelles' life and health insurance improved by more than €40 million under the effect of favourable liquidation results on prior years and the long-term care insurance segment in run-off whose provisioning level no longer requires reinforcement.

The recurring financial margin (before profit sharing and tax) was stable at €1.1 billion. Net of profit sharing and tax, it decreased by €59 million over the period due to a voluntary contribution to the profit-sharing fund (combined with an increase in policyholder compensation).

In France, net income from life and health insurance amounted to €476 million as at 31 December 2022 compared with €375 million as at 31 December 2021. The non-recurring financial margin decreased by €12 million over the period, mainly because of unfavourable changes in financial assets measured at fair value. Other transactions net of tax amounted to -€5 million.

### 6.1.4.3 International activity and earnings

The following results are presented without Turkey, whose results of -€35 million have been reclassified to discontinued operations (IFRS 5). The 2021 data are pro forma.

International premium income (in millions of euros)	31.12.2021 pro forma			31.12.2022		
	L&H	P&C	Total	L&H	P&C	Total
Italy	394	831	1,225	350	831	1,181
Greece	75	84	158	93	84	178
Hungary	171	189	359	189	220	409
Croatia	2		2	7		7
Romania	25	305	330	33	570	603
Bulgaria	13	17	30	13	21	34
Gan Outre-Mer	9	59	68	10	60	70
<b>TOTAL</b>	<b>688</b>	<b>1,484</b>	<b>2,173</b>	<b>696</b>	<b>1,787</b>	<b>2,483</b>

The Group's international combined premium income was €2,483 million as at 31 December 2022, up 14.3% from 31 December 2021.

Property and casualty insurance premium income totalled €1,787 million as at 31 December 2022, a 20.4% increase compared with the previous period. This growth was driven by the passenger vehicle segment (+27.8%, accounting for nearly 65% of written premiums in property and casualty insurance), which grew in nearly all geographical areas (especially in Romania because of the failure of a major player in the market in the second half of 2021, resulting in natural market flows towards the other players in the portfolio), with the exception of Italy, which was subject to sustained competitive pressure on the market but also presented encouraging signs on a few segments at the end of the period. The strong performance of the business and local authority insurance segment (+9.0%), particularly in Italy, Hungary, and Romania, is also worth noting.

Life and health insurance premium income increased by 1.1% to €696 million, combining contrasting trends by segment. Individual life and health insurance decreased 3.4% over the period as a result of the decline in individual savings/pensions (-8.0%, or nearly 55% of life and health insurance written premiums), mainly in Italy. Group life and health insurance increased by 27.7% to €126 million, due to the growth of the pension segment (+41.4%), particularly in Greece (+56.9%),

and group health (+28.1%), particularly in Romania.

The economic operating income of the insurance business in the International scope was €109 million as at 31 December 2022, compared with €60 million as at 31 December 2021.

The economic operating income of the property and casualty insurance business represents a profit of €79 million compared with €42 million as at 31 December 2021. The combined ratio in property and casualty insurance was down 0.4 points at 98.7%. This change was mainly due to favourable liquidations over prior fiscal years. The current loss experience increased mainly due to the return to normal frequency following the lockdown period of the previous fiscal year and the impact of inflation (very marked in certain geographical areas) on the average cost of claims.

The cost of reinsurance was down 0.5 points at 2.9%. The operating expense ratio improved by 2.1 points to 34.9%.

The economic operating income of the life and health insurance business amounted to €30 million as at 31 December 2022, compared with €19 million in the previous period. Non-life personal insurance deteriorated, with the combined ratio increasing by 8.4 points to 99.4% due to the increase in the frequency of claims (end of the 2021 lockdown period). On the other hand, the underwriting income of the life insurance segment improved, driven by the financial results.

**Economic operating income**

(in millions of euros)

	31.12.2021	31.12.2022	Change
Italy	18	23	5
Greece	5	4	0
Hungary	25	36	11
Romania	1	28	27
Bulgaria	1	3	1
Gan Outre-Mer	4	6	2
<b>Equity-method entities</b>	<b>6</b>	<b>8</b>	<b>2</b>
Tunisia (Star)	3	3	0
China (Avic)	3	5	2
<b>TOTAL</b>	<b>60</b>	<b>109</b>	<b>49</b>

The net income from international insurance totalled €95 million as at 31 December 2022, compared with €57 million as at 31 December 2021.

The breakdown of net income, by entity, is as follows:

**Net income**

(in millions of euros)

	31.12.2021	31.12.2022
Italy	5	23
Greece	6	5
Hungary	31	17
Romania	4	33
Bulgaria	1	3
Croatia	0	0
Gan Outre-Mer	4	6
<b>Equity-method entities</b>	<b>6</b>	<b>8</b>
Tunisia (Star)	3	3
China (Groupama AVIC)	3	5
<b>TOTAL</b>	<b>57</b>	<b>95</b>

**(a) Italy**

Premium income for the Italian subsidiary Groupama Assicurazioni fell 3.6% to €1,181 million as at 31 December 2022.

Property and casualty insurance premium income remained stable at €831 million. The passenger vehicle segment (more than 60% of property and casualty insurance premiums) posted a 2.3% decline as a result of the fall in the portfolio in terms of numbers and the average premium in a context of strong competitive pressure. This trend is due to the drop in the box portfolio (telematics), which decreased by -14%, while the "non-box" portfolio gained 0.7%. Moreover, this annual adverse trend was eased by the growth in the business and local authorities casualty segment (+7.8%) thanks to the success of the development of the brokerage channel.

Life and health insurance business (€350 million) decreased by 11.1% compared with 31 December 2021. Premium income in the individual retirement savings business posted a 16.2% decrease over the period, broken down into a 13.0% decrease

in unit-linked individual savings and a 17.4% decrease in euro-denominated individual savings/pensions business. It should be noted that the agent network was more resilient than the market, while the banking channel was in sharp decline. Group life and health insurance premium income fell 6.0% mainly because of the decline in the protection business (-13.3%).

Economic operating income represented a profit of +€23 million, up +€5 million.

The combined ratio in property and casualty insurance was 101.2%, a decrease of 0.8 points compared with the previous fiscal year. The loss experience ratio improved by 1.6 points to 65.3% thanks to the favourable effect of changes in the settlement of motor segment claims from previous fiscal years. The current loss experience nevertheless deteriorated by 3.6 points to 72.7% due to the increase in frequency and the average cost of attritional loss experience in all segments. The reinsurance balance deteriorated by -1 point. The operating expense ratio improved by 0.2 points to 33.8%.

In life and health insurance, underwriting income fell mainly under the effect of the increase in the current loss ratio in the personal protection and health segments, following the return to a normal situation after the lockdown period in 2021.

The recurring financial margin (net of profit sharing) increased significantly under the effect of the increase in rates of return.

Net income represented a profit of €23 million compared with a €5 million as at 31 December 2021. This result includes the non-recurring financial margin (including a sharp increase in realised capital gains) and, for the last year, the amortisation of the portfolio's value (-€11 million), which is now fully amortised.

### **(b) Greece**

Groupama Phoenix's premium income increased 12.3% compared with the previous period to €178 million as at 31 December 2022.

The property and casualty insurance business remained stable at €84 million. The decline in the passenger vehicle insurance (-1.9% or nearly 65% of premiums in property and casualty insurance) and home insurance (-11.2% in connection with the banking portfolio run-off) segments diminished the growth of the business damage insurance segment (+14.6%). The start of the direct business in motor insurance was slower than expected, but the stronger growth has now been encouraging since the last quarter.

Life and health insurance premium income increased by 25.2% to €93 million. It was driven by the good performance of the group retirement segment (+56.9% in connection with the development of large single premiums). The individual (+10.2%) and group (+17.9%) health insurance segments benefited from the development of the portfolio.

Economic operating income amounted to +€4 million as at 31 December 2022 compared with +€5 million for the previous period.

The combined ratio in property and casualty insurance amounted to 89.1%, up 4.2 points compared with last year. The slight decrease in the loss experience (-0.4 points to 26%) was due to the adverse effect of the increase in the current loss ratio and the increase in liquidation surpluses on prior fiscal years. The current loss experience deteriorated (increase of 3.9 points to 54%), particularly in motor insurance, because of the increase in frequency (end of lockdown) and the impact of inflation on the average cost of claims. The operating expense ratio was up 4.9 points at 50.6%, mainly due to the launch of the direct insurance platform and the impact of inflation on general expenses.

The underwriting result in life and health insurance increased thanks to the improvement in individual protection in life insurance, which benefited from a favourable interest rate effect. Conversely, the individual health segment in non-life insurance deteriorated significantly with an increase in frequency (end of lockdown and return to normal).

The recurring financial margin (net of profit sharing and tax) was slightly lower.

Net income totalled €5 million compared with €6 million as at

31 December 2021. This result notably includes the non-recurring financial margin (incorporating a decrease in realised capital gains compared with the prior fiscal year).

### **(c) Hungary**

Premium income of the subsidiary Groupama Biztosító in Hungary increased 13.9% to €409 million as at 31 December 2022.

Written premiums in property and casualty insurance were up 16.5% at €220 million as at 31 December 2022. The development of the portfolio and new business with high average premiums explain the growth of the non-life business (+19.6%). The good performance posted by the passenger vehicle (+15.1%), home (+12.6%), and agricultural sector (+62.0%) segments should also be noted.

In life and health insurance, premium income was up 11.0%, reaching €189 million, driven by the good performance of the individual savings/pensions (+8.6%) and individual protection (+20.0%) segments.

Traditional savings premiums rose by 23.1% thanks to the success of the Risk Life product, while unit-linked premiums in the partner banking network were up 4.9%. The subsidiary's life/savings premium income now accounts for 76.9% of UL policies.

Economic operating income totalled €36 million in 2022 versus €25 million for the previous period.

The net combined ratio in property and casualty insurance increased by 7.6 points to 99.6% as at 31 December 2022. The loss experience worsened by 12.4 points to 51.2%. This situation is explained by the combined effect of the increase in the current loss experience and the adverse impact of changes over prior fiscal years. The current loss experience deteriorated by 9 points to 54.3% because of the impact of inflation (and the weakness of the currency) on the average cost of claims (motor and home insurance segments) and the consequences of the drought on the agriculture segment during the first half of the year. However, the subsidiary managed to effectively contain the effect of inflation, which was 25% in Hungary in 2022, through dynamic pricing management. Reserves releases on prior fiscal years were down mainly in the motor segment. The operating expense ratio was up slightly at 49.5%.

Life and health insurance underwriting income improved thanks to individual savings in life insurance.

The recurring financial margin (net of profit sharing and taxes) was up sharply due to the increase in interest rates and extremely efficient asset management (reduction of the risk asset segment at the beginning of the year and reinvestment of cash under good conditions in a context of sharp rise in interest rates).

The Hungarian subsidiary's net income represented a profit of €17 million. This includes the non-recurring financial margin as well as an exceptional contribution of -€13 million on insurance business activities implemented by the Hungarian government in June 2022.

**(d) Romania**

Premium income of the Romanian subsidiary Groupama Asigurări rose by 82.5% over the period to €603 million as at 31 December 2022. It should be remembered that on the motor liability segment, this growth stemmed from the failure of a major player, resulting in natural market flows to the other players in its motor liability portfolio, whereas on the other segments, the subsidiary has pursued balanced development. This very strong growth was achieved by prioritising underwriting balances (quality of underwriting and the price/risk balance) in a context of sustained inflation in the country.

Property and casualty insurance (€570 million) was driven by the strong growth of the passenger vehicle insurance segment (nearly 85% of property and casualty insurance premiums), with its premium income doubling over the period. The non-life motor segment rose by 27.9% (due to the increase in new business and the average premium), while premium income in the liability segment tripled over the period, as the subsidiary benefited from the effects of the failure of the major player mentioned above.

Life and health insurance premium income (€33 million) increased 29.5% over the period, driven by growth in group health (+47.1%), particularly due to the development of new business.

The Romanian subsidiary's economic operating income represented a profit of €28 million in 2022 compared with €1 million as at 31 December 2021.

The net combined ratio of property and casualty insurance improved by 4.3 points to 97.4%. This change is explained by the strong growth in motor liability insurance premiums. The growth in premiums had a very favourable impact on the operating expense ratio (-7.8 points to 28.1%), with the volume effect clearly allowing fixed costs to be better absorbed. On the other hand, the loss ratio was up (+4.3 points at 65.2%) under the effect of a conservative approach to provisioning in motor insurance (due to a smaller decline in the because of the sharp change in volume of the portfolio) and home insurance. This approach also incorporated the impact of inflation on the cost of claims, which also weighed on the externalisation of liquidation surpluses. The current loss experience improved thanks to the decrease in the attritional loss experience, particularly the frequency of motor insurance claims (stemming from telecommuting and higher oil prices), which also reflects dynamic pricing management in a difficult environment marked by inflation.

Life and health insurance underwriting income improved thanks to the individual protection segment.

The recurring financial margin (net of profit sharing and taxes) improved significantly due to the increase in interest rates and cash from the contribution of the motor liability business.

Net income, which amounted to €33 million, includes a tax profit of €5 million associated with the utilisation of tax losses in a context of better visibility of the forward-looking trajectory.

**(e) Bulgaria**

In Bulgaria, the premium income of the subsidiaries Groupama Zastrahovane and Groupama Zhivotozastrahovane climbed 14.2% to €34 million as at 31 December 2022. Life and health insurance remained stable compared with the previous period and amounted to €13 million, with the growth in group protection (+6.0%) offset by the decline in the individual savings/pensions segment (-29.6%). The property and casualty insurance business (€21 million) increased by 23.1%, driven by the growth in the financial loss (+48.9%), home (+21.9%), and passenger vehicle (+9.0%, broken down into +49.1% in property and casualty insurance and -29.3% in liability insurance) segments.

The contribution of the Bulgarian subsidiaries to the Group's net income was +€3 million versus €1 million as at 31 December 2021.

**(f) Gan Outre-Mer**

Gan Outre-Mer's premium income rose 3.1% to €70 million as at 31 December 2022. The property and casualty insurance business brought in €60 million (+2.5%) and was driven by the good performance of the passenger vehicle (+2.8%) and home (+4.7%) insurance segments. Life and health insurance premium income (mainly individual health) increased by 6.9% to €10 million.

Gan Outre-Mer's economic operating income totalled €6 million as at 31 December 2022 compared with €4 million in 2021. Net underwriting income in property and casualty insurance increased by +€4 million with a net combined ratio that improved 6.2 points to 86.2%. The operating cost rate was up 0.2 points at 28.1% in 2022.

Gan Outre-Mer's net income totalled €6 million in 2022 compared with €4 million in 2021.

**(g) Tunisia**

The equity-method income of the Tunisian subsidiary Star was +€3 million as of 31 December 2022.

**(h) China**

The Chinese subsidiary's contribution was +€5 million compared with +€3 million as at 31 December 2021.

#### 6.1.4.4 Financial businesses

(in millions of euros)	31.12.2021	31.12.2022	2022-2021 change	
Net banking income, net of cost of risk and long-term financial instruments	195	160	(35)	-18.2%
Other operating income and expenses and non-underwriting current income and expenses	(109)	(105)	4	4.0%
Other items	(24)	(13)	11	45.1%
<b>Economic operating income</b>	<b>62</b>	<b>42</b>	<b>(20)</b>	<b>-32.6%</b>
Other operations net of corporate income tax				
<b>GROUP NET INCOME</b>	<b>62</b>	<b>42</b>	<b>(20)</b>	<b>-32.6%</b>

The economic operating income of financial and banking businesses totalled +€42 million in 2022 versus +€62 million in 2021. These figures include Groupama Asset Management's income of €35 million as at 31 December 2022, with a decline of -€20 million over the period due to non-recurring variable

management fees, which returned to a more usual level. The economic operating income of the other entities (Groupama Immobilier, Groupama Épargne Salariale, and Groupama Gan Reim) represented +€7 million in income in 2022.

#### 6.1.4.5 Groupama Assurances Mutuelles and holdings

(in millions of euros)	31.12.2021	31.12.2022	2022-2021 change	
Other operating income and expenses and non-underwriting current income and expenses	(120)	(148)	(28)	-23.0%
Recurring financial income (after corporate income tax)	11	(21)	(32)	<-100%
Other items	41	51	10	25.3%
<b>Economic operating income</b>	<b>(69)</b>	<b>(118)</b>	<b>(49)</b>	<b>-71.6%</b>
Capital gains realised net of corporate income tax	(3)	114	117	>100%
Allocations to reserves for long-term impairment net of corporate income tax	(5)	(5)		-7.4%
Gains or losses on financial assets recognised at fair value net of corporate income tax	8		(8)	<-100%
Financing expenses	(53)	(54)	(1)	-2.6%
Other operations net of corporate income tax	(38)	(6)	32	84.6%
<b>Result excluding discontinued operations</b>	<b>(159)</b>	<b>(70)</b>	<b>89</b>	<b>56.2%</b>
Net income from discontinued businesses	1		(1)	-86.1%
<b>GROUP NET INCOME</b>	<b>(158)</b>	<b>(70)</b>	<b>89</b>	<b>56.0%</b>

Groupama Assurances Mutuelles is the head entity of the Group and is the central body. It acts as a holding company by holding (directly or indirectly) all of the Group's French and international subsidiaries. In respect of this role, Groupama Assurances Mutuelles directs the operating activities of the Group and is the focal point for internal and external financing. The financial result is broken down on a normalised basis for the underwriting business. The expenses allocated to that business correspond to the share of costs and expenses of general management, functional departments, and shared non-underwriting expenses.

The economic operating income of holding companies was a loss of €118 million in 2022 compared with -€69 million as at 31 December 2021. This was mainly due to the change in

operating expenses and a lower allocation of notional financial income to the holding activity. Other items correspond to tax on recurring income.

The net income of holding companies was a loss of -€70 million as at 31 December 2022 compared with a loss of -€158 million as at 31 December 2021.

This result was impacted by the increase in the non-recurring financial margin (+€109 million) mainly due to capital gains realised on properties. Other transactions net of tax generated an expense of -€6 million compared with income of -€38 million in the prior year. As a reminder, the 2021 fiscal year included the loss recognised following the sale of Orange Bank (-€32 million).

The Group's net income breaks down as follows:

Net income (in millions of euros)	31.12.2021	31.12.2022
Total Insurance - France	543	422
Total Insurance - International	57	94
Financial businesses	62	42
Holding company activities	(100)	(70)
Other	(70)	(34)
<b>TOTAL NET INCOME - GROUPAMA</b>	<b>493</b>	<b>454</b>

The "Other" line corresponds to income from discontinued businesses in Turkey, which totalled -€34 million in 2022 compared with -€16 million in the previous period. In addition, in 2021, this line included the net income from the sale of Orange Bank for -€54 million.

#### 6.1.4.6 Combined balance sheet

As at 31 December 2022, Groupama's combined balance sheet totalled €94.7 billion, compared with €104.5 billion in 2021, a decrease of 9.3%.

##### (a) Goodwill

Goodwill remained stable at €1.6 million as at 31 December 2022.

##### (b) Other intangible assets

Other intangible assets totalling €412 million as at 31 December 2022 (versus €407 million in 2021) are composed primarily of amortisable portfolio securities (€13 million) and computer software. The change in this item is related to software activations and amortisation for the period.

##### (c) Investments (including UL investments)

Insurance investments totalled €78.7 billion in 2022 compared with €91.7 billion in 2021, down 14.2%.

The Group's unrealised capital gains (including property)

decreased €11.3 billion to -€1.4 billion (compared with +€9.9 billion in unrealised capital gains at the previous close) because of the unrealised capital gains on bonds in a context of gradually rising rates.

By asset segment, the bond portfolio posted unrealised capital losses of -€4.2 billion. Unrealised gains from equities and property were +€0.7 billion and +€2.1 billion respectively.

Unrealised capital gains on financial assets (excluding property) totalled -€3.6 billion, with -€1.1 billion attributable to the Group (after profit sharing and taxes) versus €2.2 billion as at 31 December 2021. These amounts are recorded in the financial statements in the revaluation reserve. Unrealised property gains attributable to the Group (net of tax and deferred profit sharing) totalled +€0.96 billion compared with +€0.97 billion as at 31 December 2021. The Group elected to account for investment and operating property according to the amortised cost method. Unrealised property gains were thus not recorded in the accounts.

The equity share of total investments at market value was 9.5% as at 31 December 2022 versus 8.7% as at 31 December 2021, taking an economic view.

#### (d) Shareholders' equity

At €7.5 billion, Groupama's combined shareholders' equity was 29.6% lower as at 31 December 2022.

This change can be summarised as follows:

(in millions of euros)

SHAREHOLDERS' EQUITY AT 2021 OPENING	10,659
Change in revaluation reserve: fair value of AFS assets	(11,069)
Change in revaluation reserve: shadow accounting	6,772
Change in revaluation reserve: cash-flow hedge	(96)
Change in revaluation reserve: deferred tax	1,073
Mutual certificates	(1)
Subordinated debts	(227)
Foreign exchange adjustment	(24)
Other	(39)
<b>Result</b>	<b>454</b>
<b>SHAREHOLDERS' EQUITY AS AT 31 DECEMBER 2022</b>	<b>7,502</b>

The Group's core tier 1 capital increased +5.3% due in particular to the very good operating performance (net income of €454 million). The decrease in the revaluation reserve in a context of rising interest rates weighed on IFRS equity and offset the increase in core tier 1 capital.

#### (e) Subordinated liabilities, financing, and other debts

Subordinated debts amounted to €2,135 million in 2022 versus €2,132 million at the end of 2021.

#### (f) Underwriting reserves

Gross underwriting reserves (including deferred profit sharing) totalled €75.5 billion as at 31 December 2022, compared with €81.5 billion as at 31 December 2021.

It should be noted that the Group recognised a deferred profit-sharing asset of €1.9 billion mainly due to capital losses on bond portfolios in application of the principle of shadow accounting. Deferred profit sharing represented a liability in 2021 of €4.8 billion.

#### (g) Contingent liabilities

Reserves for contingent liabilities totalled €487 million in 2022, compared with €580 million in 2021, and were primarily made up of pension commitments under IAS 19. Their downward trend was mainly due to the effect of discounting rates on these commitments (the increase in the indices underlying these calculations was on the order of 300 bps).

#### 6.1.5 DEBT

The debt ratio (using the method adopted by our rating agency) was 25.1% at year-end 2022 versus 27.8% as at 31 December 2021. This change is explained by the partial redemption of €228.9 million in perpetual subordinated bonds issued in 2014 for a total tranche of €1.1 billion.

#### 6.1.6 RISK MANAGEMENT AND RELIABILITY OF FINANCIAL INFORMATION

*Risk management is addressed in section 3 of the Universal Registration Document.*

##### Reliability of financial data

The Group Financial Control Department within the Group Finance Department is responsible for preparing the financial statements and the notes to the shareholders, supervisory authorities and tax authorities.

##### 6.1.6.1 Corporate financial statements of Groupama Assurances Mutuelles

The Company financial statements are prepared with an ongoing objective of identifying all funds flows in detail, assigning a value to them and recognising them in accordance with the regulations in force.

The types of internal control procedure implemented to that end are listed below:

- security procedures and internal checks: every area Manager guarantees the appropriateness of the workload for the skills of his or her staff and ensures their compatibility while at the same time ensuring the separation of duties among employees;
- integrated control and control tests: this refers to all operations guaranteeing the reliability and existence of an audit trail when data are charged to the accounting, tax, and regulatory information system, notably:
  - the functions and applications used to perform reliability tests and tests to check on the accuracy and consistency of accounting transactions,
  - other non-electronic actions and tests, mainly focusing on consistency checks carried out by random sampling on large-volume transactions with very low unit amounts (e.g., balancing of policyholder balances, tax statements);
- hierarchical control: aimed at distributing information and allowing the cross-checking required for the reliability of the parent company financial statements. This is done through several routine management and inventory procedures:
  - within current management:
    - separation of the functions of commitment and expenditure: in principle, expenditure of a technical, general, or financial nature is ordered by persons outside the Group Financial Control Department who are authorised up to a certain ceiling based on the type of expenditure; these expenditures are initiated by the Group Financial Control Department only after a signature different from that of the authorising officer is obtained,
    - monitoring of banking delegations: delegation of signature authority for banking transactions, granted to some employees, is subject to administrative monitoring and regular updating; these functions have been the responsibility, since 1 July 2014, of the Group Legal Department in close collaboration with the Group Financial Control Department;
  - within inventory management and preparation of the financial statements:
    - regular review meetings between the Group Financial Control Department and the other departments designed to provide an overview of all the flows for the year and anticipate their integration into the financial statements,
    - measurement of the consistency between the parent company statements and the estimated statements in collaboration with the various teams of the Group Financial Control Department,
    - building up a set of supporting documentation for the year's financial statements under the supervision of the reviewer's direct superior, then the department head,
    - review of parent company and Group tax income/expense with the Group Tax Department,

- internal meetings within the Group Finance Department to deal with different operational and functional views and thus to ensure the validity of the Groupama Assurances Mutuelles auxiliary and parent company financial statements,
- approval of the financial statements by the Executive Management.

As Group parent company, Groupama Assurances Mutuelles handles the accounting for a number of subsidiaries through its Shared Service Centre (operating SCIs, GIE Groupama Support & Services, holding companies, and other subsidiaries) as well as investment accounting for the French subsidiaries.

The Group Financial Control Department prepares the financial component of the financial statements (securities and real property, plant and equipment) for the profit centres, using an auxiliary accounting system. For those entities in particular, it works with the Group Tax Department to calculate the financial taxable income/expense (securities and real property) and drafts the statutory financial statements to be sent to the ACPR.

The tools and procedures used to keep investment auxiliary accounts (back-office securities and accounting tool) and the accounting systems of the entities without the means to have their own Accounting Departments comply with the same internal control criteria as those described previously for the Groupama Assurances Mutuelles parent company statements (see above). With regard to the investment accounting system, it should be noted that standardised controls, which are subject to written procedures, can be used to guarantee the reliability of the information regarding investments.

#### 6.1.6.2 Combined Financial Statements

The internal control procedures used to establish the reliability of the consolidated financial data for the shareholders of Groupama Assurances Mutuelles are based on five basic principles: checking the adequacy of skills (internal check), integrated control, parallel control tests, hierarchical control, and Group benchmarking.

##### (a) Security and Internal Checking Procedures

They are applied for the departments preparing the consolidated and combined accounts in the same way as described in the section on the corporate accounts (see above).

##### (b) Integrated controls

The Group's system for developing condensed financial data has been implemented across of entities. It is based on a single consolidated data production base. All the entities supply this database with data through secure links. It contains a large number of controls designed to guarantee the quality of the financial data:

- the first verification level entails checking the consistency of data standard (all the Group's data is presented in a format that follows a single standard);

- at a second level, a series of automatic checks is built into the entities' individual data-gathering phase. These checks mainly relate to the overall accuracy and consistency of the items entered. Depending on the types of control, the data input may either be blocked automatically (which can only be cancelled if the exact data is input), or else the control returns an error, which must be corrected. An audit trail of these controls is maintained centrally. The software allows a fairly high level of automatic control through the development of interfaces with the upstream systems;
- at the central level, additional controls are carried out. These mainly involve the necessary consistency of data among the various Group entities (such as for internal reciprocal transactions) and central transactions (conversion of foreign subsidiaries, consolidation entries, etc.).

The system has an audit trail that can run any cross-checks that might be desired to identify and monitor any data item and trace the source of any elementary data, from the parent company to the consolidated level. This set of parameters is tested regularly (particularly by republishing old scenarios).

### **(c) Control Tests**

A set of verification and control tests has been put into place to ensure that transactions are executed reliably whether they are electronic or not. In addition to the electronic processes, these tests have two main objectives:

- checking the origin of the data (from the standpoint of accuracy and application of the standards); this check is based mainly on consistency checks with the estimates, with the parent company analytical notes (or the management report) of each entity and on a management questionnaire designed to ensure that the Group's most sensitive accounting standards and methods are properly applied;
- verifying central processing: accuracy checks are carried out to guarantee that central consolidation transactions are correctly processed (sharing of shareholders' equity, dilutions/accretions, etc.).

The control tests are documented in a review manual.

### **(d) Hierarchical control**

Hierarchical control seeks to ensure that the principal items affecting the truthfulness and accuracy of the financial data, as well as the asset position and the profit/loss (parent company and consolidated) disclosed to the shareholders, are captured in the data presented. This control involves the use of several procedures:

- checking for consistency with the estimates and with any item used to cross-check the data appearing in the financial statements;
- meetings to approve the financial statements with the employees producing the financial data (with a review of any problem subjects encountered during the approval process);

- approval meetings with the statutory auditors of the consolidated financial statements;
- meetings with the General Management Committee to review the consolidated financial statements;
- meetings of the Audit and Risk Management Committee to review the consolidated financial statements.

All of these tasks are aimed at enhancing the quality of the financial data, particularly the consolidated financial statements as well as the management report to the Board of Directors.

### **(e) The Group's accounting standards**

The accounting standards for the consolidated financial statements are the IFRS. They are distributed at group level, and instructions for using them are given in a consolidation manual containing reminders of each line item in the balance sheet and the income statement:

- IFRS reference text and a summary of the standard;
- the area of application and possible options selected by the Group wherever the IFRS leave the possibility of applying options;
- methods of application.

The consolidation manual is available online. It can be accessed by all the entities in the Group (French and English versions). It is updated regularly based on any changes in the IFRS.

This consolidation manual also includes instructions (French and English versions) issued at every closing to all Group entities. The instructions emphasise the specific items applicable to each approval process. These instructions are sent to the statutory auditors for information.

Training in both methodology and operations is given regularly to everyone involved in the Group so that the requirements introduced by the IFRS are properly understood and incorporated into the financial statements.

#### **6.1.6.3 Supervision of Intra-group Accounting Transactions**

Transactions among subsidiaries and Groupama Assurances Mutuelles (internal loans, subsidiary restructurings, capital increases, dividend payouts, etc.) are subject to decisions validated by the Groupama Assurances Mutuelles Executive Management and to technical and operational controls by the Group Financial Control Department. Controls on these operations are carried out by auditing the consolidated financial statements, *i.e.*, by reconciling intra-group transactions, monitoring any changes in shareholders' equity, and reviewing the transactions recorded for consistency with legal documentation.

## 6.1.7 FINANCIAL FUTURES POLICY

### 6.1.7.1 Interest rate risk

The purpose of the hedges that are implemented is to partially hedge the portfolios against the risk of interest rate increases.

This is made possible by converting fixed-rate bonds into variable-rate bonds ("payer swaps"). The strategy consists in transforming a fixed-rate bond into a variable-rate bond, either on a security held or on new investments. They are intended to permit asset disposals in the event of an increase in interest rates by limiting realisations of capital losses, either to pay benefits or to invest at higher rate levels.

Hedging programmes were gradually implemented on behalf of the life insurance companies as from 2005. In accordance with the approval by the Boards of Directors, the swap programme was supplemented in 2012 and partially extended to the non-life portion with a tactical management objective.

All over-the-counter transactions are secured by a "collateralisation" system with the Groupama Assurances Mutuelles top-tier banking counterparties.

### 6.1.7.2 Foreign exchange risk

The holding of international equities exposed to currency risk (dollar, yen) may be partially hedged *via* forward sales and managed on a discretionary basis by the Managers. The currency risk hedge on the Hungarian forint related to the holding of OTP Bank shares has been systematically hedged since 2019.

The holding of bonds issued in foreign currencies (dollar, sterling, Swiss franc) is hedged *via* currency swaps against the euro.

As with interest rate risk, all OTC transactions are secured by a system of "collateralisation" with leading bank counterparties selected by Groupama Assurances Mutuelles.

### 6.1.7.3 Equity risk

The Group's equity risk continued to be actively managed. In 2022, equity hedging remained very selective, as the Group favoured a logic of partial capping of its equity exposure in the event of a significant rise in the market.

This hedging strategy, when implemented, makes use of derivatives housed within the mutual funds.

### 6.1.7.4 Credit risk

In a tactical management strategy of the credit asset class, the Groupama Asset Management can be exposed or hedge credit risk by using forward financial instruments like Credit Default Swaps.

This type of operation only involves assets managed through mutual funds.

### 6.1.7.5 Spread risk

A 10-year swap rate exposure strategy was introduced in 2017 in the form of a test. It should enable the Group to take some duration without exposure to spread risk (sovereign or credit).

Such operations make use of a vehicle paying Euribor and a long-term financial instrument swapping this remuneration against 10-year swap rates.

All over-the-counter transactions are secured by a "collateralisation" system with the Group's top-tier banking counterparties.

## 6.1.8 ANALYSIS OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FISCAL YEAR

### 6.1.8.1 Result

The Groupama Assurances Mutuelles income statement includes the technical balance before expenses (premiums, claims, and reinsurance) as a replacement for the Antilles Guyane regional mutual, which is exempt from approval. There was no impact on the net transactions of the Groupama Assurances Mutuelles income statement. However, the substituted transactions led to a symmetrical increase in the gross underwriting operations of Groupama Assurances Mutuelles and the outward reinsurance and retrocessions. Earned contributions thus appear in the individual financial statements for €3,062.7 million, which break down into €42.5 million in substituted contributions net of inward reinsurance in quota share of the reinsurer Groupama Assurances Mutuelles and €3,020.2 million in earned contributions (excluding substitution).

Note that a new reinsurance treaty with Groupama Asigurări entered into force on 1 November 2021 following the bankruptcy of City and the takeover of this portfolio by the Romanian subsidiary. The rate of quota share transfer to Groupama Assurances Mutuelles was 60% for this year.

The remainder of the commentary on business activity focuses exclusively on net substitution transactions.

Earned contributions reached €3,020.2, up 6.1% (€172.4 million) compared with 2021 (€2,847.8 million).

This change came mainly from:

- inward reinsurance from the regional mutuals, up €86 million (+3.7%) to €2,429.6 million;
- contributions ceded to Groupama Assurances Mutuelles by the Group's subsidiaries (€550.1 million), up €72.8 million compared with 2021, including €53 million contributed by Groupama Asigurări (in connection with the new quota-share treaty set up by Groupama Assurances Mutuelles with its Romanian subsidiary);
- as well as premium income from other operations (professional pools, partnerships, etc.), which increased by €13 million from 2021, of which €4 million came from the Gareat pool and €2 million came from the international Grand Courtage portfolio.

Claims expenses (excluding claims management expenses), annuities, and other underwriting reserves totalled -€2,593 million, a deterioration of -€701 million, resulting from:

- an expense for the current fiscal year of -€2,738 million, a change of -€738 million from 2021:
  - in climate risks: -€892 million, an increase of -€493 million compared with 2021,
  - but also marked by an increase in attritional loss experience under the effect of inflation, which weighed on the cost of claims, particularly on quota-share treaties;
- and a decrease in reserves releases on prior years of -€15 million (+€107 million versus +€122 million in 2021). Note that the favourable effect of the rise in rates was partially offset by the impact of inflation on the cost of claims.

The reinsurance balance (including retrocessions) improved by +€485 million in connection with the particularly high weather-related loss experience in 2022 (nearly €620 million in weather-related claims were charged to reinsurers).

After taking into account the commissions paid to ceding entities for €500 million, the net underwriting margin before general expenses was income of +€204 million, down €48 million from 2021.

Operating expenses for Groupama Assurances Mutuelles

totalled -€308 million, up -€31 million. To cover a number of investments in regulatory and business projects.

Financial income was positive at +€143 million. The positive change of +€71 million came from the increase in recurring financial income (particularly dividends) for €20 million. The rest was related to non-recurring transactions that had marked 2021.

Extraordinary income amounted to -€46 million (-€21 million in 2021).

The "tax" line represents net income of €117 million and resulted from the position of Groupama Assurances Mutuelles as the parent of the tax consolidation group. The tax group recorded a group corporate income tax expense of -€12 million (included in the net tax income of the Groupama Assurances Mutuelles entity).

The corporate net income for the fiscal year was thus €110 million.

### 6.1.8.2 Balance sheet

The balance sheet of Groupama Assurances Mutuelles as at 31 December 2022 totalled €15,697 million, up €393 million compared with 2021.

Shareholders' equity represented €4,003 million and consisted of mutual certificates for €3,618 million, retained earnings of €276 million, and income for the fiscal year of +€110 million.

Subordinated liabilities amounted to €3,006 million (versus €3,232 million in 2021). A partial redemption of €229 million was carried out on the perpetual deeply subordinated bond, the par value of which was €1,100 million before this transaction.

Reserves for contingent liabilities totalled €52 million, including €34 million in reserves for pensions and similar commitments.

Gross underwriting reserves increased by €674 million to €7,694 million. Underwriting reserves ceded and retroceded increased by €578 million to €1,970 million.

The largest asset item on the Groupama Assurances Mutuelles balance sheet consists of investments, with a net book value of €12,782 million. The unrealised gain on investments was €2,754 million.

### 6.1.8.3 Data for the past 5 fiscal years

(in euros)	Fiscal year 2018	Fiscal year 2019	Fiscal year 2020	Fiscal year 2021	Fiscal year 2022
<b>I. Ending financial position</b>					
a) Share capital or initial capital	3,617,878,996	3,617,878,997	3,617,878,997	3,617,878,997	3,617,878,997
b) Share capital: Number of shares	411,824,587	411,824,587	411,824,587	411,824,587	411,824,587
c) Number of bonds convertible into shares					
<b>II. Transactions and results for the fiscal year</b>					
a) Contributions for the fiscal year	2,743,675,632	2,849,716,609	2,767,029,037	2,889,264,352	3,062,712,365
b) Income before tax, amortisation, depreciation, and reserves	8,109,823	472,376,564	149,914,777	20,625,536	(306,302,092)
c) Corporate income tax	(97,411,229)	7,644,771	(115,383,714)	(63,780,923)	(116,786,203)
d) Employee profit-sharing due for the financial period					
e) Income after tax, profit sharing, amortisation and reserves	165,302,131	325,701,859	144,912,957	89,103,315	109,624,102
f) Distributed income					
<b>III. Personnel</b>					
a) Number of employees	1,233	1,277	1,288	1,295	1,307
b) Amount of payroll costs	102,887,430	111,613,842	110,878,542	106,670,357	114,013,103
c) Amount paid for benefits	56,523,105	58,717,870	65,783,131	63,388,241	62,143,457

### 6.1.8.4 Details of invoice payment periods

In accordance with the provisions of the French Commercial Code, the attached table provides details of the invoice payment periods in relation to their due date. Pursuant to the French insurance federation's circular of 29 May 2017, the information in the table below does not include transactions related to insurance and reinsurance policies.

**Standard model tables used to present information on payment terms of suppliers and customers mentioned in Article D. 441-6 of the French Commercial Code**

**Invoices received and issued and unpaid at the end of the fiscal year and in arrears (table provided for in Article D. 441-6 of the French Commercial Code)**

Article D. 441-6 I. - 1° of the French Commercial Code: Invoices received and unpaid as of the end of the fiscal year and in arrears						Article D. 441-6 I. - 2° of the French Commercial Code: Invoices issued and not yet paid as of the end of the fiscal year and in arrears					
0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 or more days)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 or more days)
<b>(A) Payment arrears range</b>											
Number of invoices concerned	1										
Total amount of invoices concerned	1,079.41										0.00
(specify excl. or incl. tax)	Incl. tax	Incl. tax	Incl. tax	Incl. tax	Incl. tax	Incl. tax					
Percentage of total purchases for the fiscal year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%					
(specify excl. or incl. tax)	Incl. tax	Incl. tax	Incl. tax	Incl. tax	Incl. tax	Incl. tax					
Percentage of revenue for the fiscal year											
(specify excl. or incl. tax)											
<b>(B) Invoices excluded from (A) relating to disputed and unrecorded payables and receivables</b>											
Number of invoices excluded											
Total amount of invoices excluded											
(specify excl. or incl. tax)											
<b>(C) Standard payment terms used (contractual or legal payment terms – Article L. 441-6 or Article L. 443-1 of the French Commercial Code)</b>											
Payment terms used to calculate payment arrears	Statutory terms: 60 days from date of invoice Contractual deadlines: on receipt, 30 days						- Contractual terms: (specify) - Legal terms (specify)				

## 6.1.9 OUTLOOK

In a geopolitical context marked by the war in Ukraine and the gradual exit from the health crisis, particularly in China, a complex macroeconomic environment, and very pronounced inflationary pressures that weighed on costs (claims and expenses), as well as an exceptional level of weather-related claims in France, Groupama demonstrated the resilience of its model. The diversification of its business and its portfolios (both geographically and by their nature) resulted in decent performance in 2022. Groupama is able to cope in this uncertain environment. Its financial resources and flexibility are suitable.

Although this environment does not allow us to give a quantified outlook, Groupama is confident in its ability to maintain its profitable growth trajectory, which is based on the

strength of the mutualist model. All of the Group's forces (elected representatives and employees) are constructing their action and investments to offer members and customers innovative products and quality service. Their mission is also to accompany them in the transitions that disrupt our daily lives and "enable as many people as possible to build their lives with confidence".

## 6.1.10 GROUPAMA'S 2022 DECLARATION OF EXTRA-FINANCIAL PERFORMANCE

*The declaration of extra-financial performance is presented in section 4.2 of this Universal Registration Document.*

## 6.2 DIVIDEND DISTRIBUTION POLICY

*The following statements are purely historical, as Groupama Assurances Mutuelles, since its conversion into a national agricultural reinsurance mutual on 7 June 2018, no longer has any capital.*

### 6.2.1 DIVIDENDS PAID OVER THE PAST THREE FISCAL YEARS

No dividend was distributed during the last three fiscal years.

### 6.2.2 DISTRIBUTION POLICY

The dividends paid by Groupama SA were paid in euros.

The dividend proposal was submitted to the General Meeting after the allocation of the earnings is proposed by the Board of Directors.

Groupama SA determined its dividend distribution policy on the basis of its consolidated current income minus subsidies paid to regional mutuals.

When considering the dividend to be paid for a given year, Management sought to reconcile (i) the prudent management of capital, (ii) the reinvestment of past earnings to support the development of businesses and (iii) the objectives set by the controlling shareholder.

Note that 99.98% of the dividend was paid to the controlling shareholder of Groupama SA, and 0.02% was paid to the minority shareholders.

On 7 June 2018, the day of the conversion of the Company into a national agricultural reinsurance mutual, a form of company without capital, the Groupama SA shares held by the minority shareholders were cancelled. The shares held by the member mutuals were converted into mutual certificates. Going forward, the Company will be able to pay compensation for these mutual certificates under certain conditions (see section 6.3 below).

### 6.2.3 STATUTE OF LIMITATIONS

Dividends not claimed within five years are subject to the statute of limitations. They then revert to the Public Treasury, pursuant to Article L. 1126-1 of the French General Public Property Code.

## 6.3 CHARACTERISTICS OF THE MUTUAL CERTIFICATES AND REMUNERATION POLICY

### 6.3.1 LEGAL REGIME FOR MUTUAL CERTIFICATES

The mutual certificates, governed by Articles L. 322-26-8 et seq. of the French Insurance Code, are perpetual instruments that contribute to the initial capital of the issuing mutual insurance companies (SAM). They may be issued by an SAM to its members, to the members or policyholders of companies of the group to which the SAM belongs, or to other SAMs.

Mutual certificates are entitled to remuneration fixed annually at the General Meeting approving the financial statements. This remuneration is not guaranteed. Under the regulations, it depends on the result of the issuing SAM, and its amount is capped.

Mutual certificates may be redeemed only by their issuer and at their nominal value.

Lastly, mutual certificates do not confer any voting rights at the General Meeting of the issuing SAM. It is the status of member that gives a voting right, in keeping with the mutualist principle of "one person, one vote".

The mutual certificate holder has no obligation to pay the corporate liabilities beyond the amount of the mutual certificates subscribed and only in case of liquidation of the issuing SAM.

### 6.3.2 CHARACTERISTICS OF THE MUTUAL CERTIFICATES ISSUED BY GROUPAMA ASSURANCES MUTUELLES

On the day of its conversion, Groupama Assurances Mutuelles issued 411,824,587 mutual certificates, contributing to the initial capital for a total of €3,617,878,996.80. These mutual certificates were distributed among the 13 member mutuals, based on the number of Groupama SA shares that they held at the time of conversion.

Their nominal value is €8.785.

### 6.3.3 REMUNERATION POLICY

Article R. 322-80-2 of the French Insurance Code sets the maximum share of the results of the last fiscal year closed and the previous fiscal years likely to be allocated annually to the remuneration of mutual certificates at 10% of the sum of the results of the last three closed fiscal years. However, if, by application of this rule, the mutual certificates cannot be remunerated although the result of the past closed fiscal year is positive, the maximum share of the results that can be allocated for the remuneration of certificates is equal to 25% of the result of the last closed fiscal year.

Compensation of €14 million will be proposed to the General Meeting, which is identical to the amount paid in 2022 for fiscal year 2021.

## 6.4 CASH AND FINANCING OF THE GROUP

Cash and cash equivalents totalled €1,278 million as at 31 December 2022, down €100 million compared with 31 December 2021.

The distribution of cash flows for fiscal year 2022 among the various business lines is as follows:

- operational business cash flows €759 million;
- investment, financial, and other business cash flows - €859 million;
- Total -€100 million.

### 6.4.1 ISSUER'S FINANCING STRUCTURE

Debt totalled €2,135 million at year-end 2022 for Groupama Assurances Mutuelles.

Subordinated liabilities as at 31 December 2022 totalled €2,135 million, €3 million higher than as at 31 December 2021.

The Group's debt ratio is assessed at the combined scope level (ratio calculated according to the method chosen by our rating agency) and was 25.1% at the end of 2022, compared with 27.8% as at 31 December 2021.

(in millions of euros)

	31.12.2022				31.12.2021			
	<1 year	1-5 years	>5 years	Total	<1 year	1-5 years	>5 years	Total
Subordinated debt of insurance companies		644	1,492	2,135				2,132 2,132
Financing debt represented by securities								
Financing debt with banking-sector companies					2			2
<b>TOTAL FINANCING DEBT</b>	<b>644</b>	<b>1,492</b>	<b>2,135</b>		<b>2</b>	<b>2,132</b>	<b>2,134</b>	

The "Subordinated debt" line comprises four issues of bond loans as follows:

The first bond was issued in the form of redeemable subordinated instruments (TSR) in January 2017 through a swap for a nominal amount of €650 million.

This 10-year bond has a fixed annual rate of 6%.

As at 31 December 2022, this issue was quoted at 104.3% compared with 122.8% as at 31 December 2021.

The second bond was issued in the form of redeemable subordinated instruments (TSR) in September 2018 for a nominal amount of €500 million.

This 10-year bond has a fixed annual rate of 3.375%.

As at 31 December 2022, this issue was quoted at 91.2% compared with 111.5% as at 31 December 2021.

The third bond was issued in the form of redeemable subordinated instruments (TSR) in September 2019 for a nominal amount of €500 million.

This 10-year bond has a fixed annual rate of 2.125%.

As at 31 December 2022, this issue was quoted at 84.0% compared with 103.1% as at 31 December 2021.

The fourth bond was issued in the form of redeemable subordinated instruments (TSR) in July 2021 for a nominal amount of €500 million.

This 7-year bond has a fixed annual rate of 0.750%.

As at 31 December 2022, this issue was quoted at 80.9% compared with 96.7% as at 31 December 2021.

In view of the conditions specific to these issues and pursuant to IAS 32 sections 16 and 17, these four bonds are considered as financial liabilities rather than equity instruments. They are therefore recognised under financing debts. Interest costs net of tax are recognised in the income statement.

In addition, under IFRS, one subordinated instrument is recorded in equity instruments and therefore does not appear in the tables above.

This is a bond issued by Groupama Assurances Mutuelles on 28 May 2014 in the form of an indefinite-term subordinated bond (TSDI) for a total nominal amount of €1.1 billion. Assets under management at end-December 2022 amounted to €871.1 million following the redemption for €228.9 million in October.

This instrument was issued at a fixed rate of 6.375% for the first 10 years and then at a variable rate equal to the 3-month Euribor rate plus a margin of 5.77%. This bond includes a "10-year call" that allows the issuer to redeem the bond early as from the tenth year.

On 31 December 2022, this TSDI was trading at 101.5%, compared with 113.0% on 31 December 2021.

#### 6.4.2 EMPLOYMENT AND CASH

---

The Group paid €73 million in interest on TSR in 2022 (€71 million in 2021).

### 6.5 ADMINISTRATIVE, JUDICIAL, OR ARBITRATION PROCEEDINGS

Over the past twelve months, the Company has not been subject to any governmental, judicial, or arbitration proceedings, including any pending or threatened proceedings known to the Company, which might have had, or has had over the last 12 months, significant effects on its financial situation or profitability, or that of the Group.

## EARNINGS AND FINANCIAL POSITION

Administrative, judicial, or arbitration proceedings

# FINANCIAL STATEMENTS

<b>7.1</b>	<b>COMBINED FINANCIAL STATEMENTS AND NOTES</b>	172	<b>7.3</b>	<b>ANNUAL FINANCIAL STATEMENTS AND NOTES</b>	302
7.1.1	Combined balance sheet	172	7.3.1	Balance sheet	302
7.1.2	Combined income statement	174	7.3.2	Operating income statement	304
7.1.3	Statement of net income and gains (losses) recognised directly in Group's IFRS equity	175	7.3.3	Non-operating income statement	305
7.1.4	Change in Group's IFRS equity	176	7.3.4	Commitments received and given	306
7.1.5	Cash flow statement	177	7.3.5	Results of the past five fiscal years	308
7.1.6	Note to the combined financial statements	179	7.3.6	Notes to the annual financial statements	309
<b>7.2</b>	<b>STATUTORY AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS</b>	298	<b>7.4</b>	<b>STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS</b>	340

Pursuant to Article 19 of Regulation (EU) 2017/1129, the following information has been incorporated into this Universal Registration Document:

- the combined financial statements of Groupama Assurances Mutuelles for the fiscal year ended 31 December 2021 and the corresponding statutory auditors' report appear on pages 146 to 261 and 262 to 265, respectively, of Universal Registration Document number D.22-0374 filed with the AMF on 28 April 2022;
- the consolidated financial statements of Groupama Assurances Mutuelles for the fiscal year ended 31 December 2020 and the corresponding statutory auditors' report appear on pages 146 to 266 and 267 to 270, respectively, of Universal Registration Document number D.21-0345 filed with the AMF on 23 April 2021;

## 7.1 COMBINED FINANCIAL STATEMENTS AND NOTES

### 7.1.1 COMBINED BALANCE SHEET

#### Assets

(in millions of euros)		31.12.2022	31.12.2021
Goodwill	Note 2	1,635	1,648
Other intangible assets	Note 4	412	407
<b>Intangible assets</b>		<b>2,047</b>	<b>2,055</b>
Investment property excluding unit-linked items	Note 5	2,203	2,047
Unit-linked investment property	Note 8	85	88
Operating property	Note 6	875	883
Financial investments excluding unit-linked items	Note 7	63,594	75,493
Unit-linked financial investments	Note 8	11,888	13,167
Derivatives and separate embedded derivatives	Note 9	7	39
<b>Insurance business investments</b>		<b>78,652</b>	<b>91,718</b>
<b>Uses of funds for financial sector businesses</b>	<b>Note 10</b>	<b>139</b>	<b>163</b>
<b>Investments in related companies and joint ventures under the equity method</b>	<b>Note 11</b>	<b>178</b>	<b>177</b>
<b>Share of outward reinsurers and retrocessionnaires in liabilities relating to insurance and financial contracts</b>	<b>Note 12</b>	<b>2,135</b>	<b>1,494</b>
Other property, plant and equipment	Note 13	305	279
Deferred acquisition costs	Note 14	255	272
Deferred profit-sharing assets	Note 15	1,956	3
Deferred tax assets	Note 16	486	51
Receivables arising from insurance and inward reinsurance operations	Note 17	2,570	2,555
Receivables from outward reinsurance operations	Note 18	171	171
Current tax receivables and other tax receivables	Note 20	327	285
Other receivables	Note 21	3,976	3,686
<b>Other assets</b>		<b>10,046</b>	<b>7,301</b>
<b>Assets held for sale and discontinued business activities</b>	<b>Note 3</b>	<b>281</b>	
<b>Cash and cash equivalents</b>	<b>Note 22</b>	<b>1,243</b>	<b>1,561</b>
<b>TOTAL</b>		<b>94,721</b>	<b>104,469</b>

## Liabilities

(in millions of euros)		31.12.2022	31.12.2021
Equity or equivalent funds		669	670
Revaluation reserves	Note 23	(1,141)	2,178
Perpetual subordinated debts categorised as Group's IFRS equity		871	1,099
Other reserves		7,172	6,798
Foreign exchange adjustments		(524)	(579)
Combined income		454	493
<b>Group's IFRS equity</b>		<b>7,502</b>	<b>10,659</b>
Non-controlling interests		10	14
<b>Total Group's IFRS equity</b>		<b>7,511</b>	<b>10,672</b>
<b>Reserves for contingencies and charges</b>	<b>Note 24</b>	<b>487</b>	<b>580</b>
<b>Financing debts</b>	<b>Note 26</b>	<b>2,135</b>	<b>2,134</b>
<b>Underwriting liabilities relating to insurance policies</b>	<b>Note 27</b>	<b>64,415</b>	<b>64,815</b>
<b>Underwriting liabilities relating to financial contracts</b>	<b>Note 28</b>	<b>11,032</b>	<b>11,888</b>
<b>Deferred profit-sharing liabilities</b>	<b>Note 15</b>	<b>5</b>	<b>4,804</b>
<b>Resources from banking sector businesses</b>	<b>Note 10</b>	<b>14</b>	<b>10</b>
Deferred tax liabilities	Note 16	4	519
Debts to unit holders of consolidated mutual funds		93	123
Operating debts to banking sector companies	Note 22	13	202
Debts arising from insurance or inward reinsurance operations	Note 30	915	1,115
Debts arising from outward reinsurance operations	Note 31	511	433
Current taxes payable and other tax liabilities	Note 32	168	199
Derivative liabilities	Note 9	624	544
IFRS 16 lease liabilities	Note 33	300	298
Other liabilities	Note 34	6,204	6,136
<b>Other liabilities</b>		<b>8,832</b>	<b>9,567</b>
<b>Liabilities of business activities due to be sold or discontinued</b>	<b>Note 3</b>	<b>289</b>	
<b>TOTAL</b>		<b>94,721</b>	<b>104,469</b>

## 7.1.2 COMBINED INCOME STATEMENT

(in millions of euros)		31.12.2022	31.12.2021
Written premiums	Note 35	15,720	15,237
Change in unearned premiums		(165)	(126)
<b>Earned premiums</b>		<b>15,555</b>	<b>15,111</b>
<b>Net banking income, net of cost of risk</b>		<b>160</b>	<b>195</b>
Investment income		2,173	2,162
Investment expenses		(755)	(757)
Capital gains or losses from divestments net of impairment and depreciation write-backs		712	389
Change in fair value of financial instruments recorded at fair value through income		(2,165)	1,433
Change in impairment on investments		(31)	(23)
<b>Investment income net of expenses</b>	<b>Note 36</b>	<b>(66)</b>	<b>3,203</b>
<b>Total income from ordinary business activities</b>		<b>15,649</b>	<b>18,509</b>
Insurance policy servicing expenses	Note 37	(11,466)	(13,885)
Income on outward reinsurance	Note 38	962	293
Expenses on outward reinsurance	Note 38	(651)	(548)
<b>Net outward reinsurance income and expenses</b>		<b>(11,155)</b>	<b>(14,140)</b>
Operating expenses for financial sector businesses		(110)	(114)
Policy acquisition costs	Note 40	(2,131)	(2,034)
Administrative costs	Note 41	(586)	(530)
Other current operating income and expenses	Note 42	(932)	(855)
<b>Total other current income and expenses</b>		<b>(14,915)</b>	<b>(17,673)</b>
<b>Current operating income</b>		<b>733</b>	<b>836</b>
Total other non-current operating income and expenses	Note 43	(38)	(59)
<b>Operating income</b>		<b>696</b>	<b>777</b>
Financing expenses	Note 44	(79)	(78)
Share of results of associates and joint ventures under the equity method	Note 11	8	(16)
Corporate income tax	Note 45	(137)	(190)
<b>Net income from continuing operations</b>		<b>488</b>	<b>494</b>
Net income from activities either discontinued or due to be discontinued	Note 3	(34)	
<b>OVERALL NET INCOME</b>		<b>454</b>	<b>494</b>
of which, non-controlling interests			1
<b>OF WHICH, NET INCOME (GROUP SHARE)</b>		<b>454</b>	<b>493</b>

### 7.1.3 STATEMENT OF NET INCOME AND GAINS (LOSSES) RECOGNISED DIRECTLY IN GROUP'S IFRS EQUITY

(in millions of euros)	31.12.2022			31.12.2021		
	Group share	Non-controlling interests	Total	Group share	Non-controlling interests	Total
<b>Net income for fiscal year</b>	<b>454</b>		<b>454</b>	<b>493</b>	<b>1</b>	<b>494</b>
<b>Gains and losses recognised directly in Group's IFRS equity</b>						
<b>Items recyclable to income</b>						
Change in foreign exchange adjustments	(24)		(23)	(17)		(17)
Change in gross unrealised capital gains and losses on available-for-sale assets	(11,069)	(30)	(11,099)	(2,011)	(3)	(2,014)
Revaluation of hedging derivatives	(96)		(96)			
Change in shadow accounting	6,773	26	6,798	1,338	3	1,341
Change in deferred taxes	1,073	1	1,074	201		201
Other changes	(14)		(14)	(2)		(2)
<b>Items not recyclable to income</b>						
Restatement of net actuarial debt from pension commitments (defined-benefit schemes)	50		50	11		11
Change in deferred taxes	(13)		(13)	(3)		(3)
Other changes						
<b>Total gains (losses) recognised directly in Group's IFRS equity</b>	<b>(3,319)</b>	<b>(3)</b>	<b>(3,322)</b>	<b>(483)</b>	<b>0</b>	<b>(483)</b>
<b>NET INCOME AND GAINS (LOSSES) RECOGNISED IN GROUP'S IFRS EQUITY</b>	<b>(2,865)</b>	<b>(3)</b>	<b>(2,868)</b>	<b>9</b>	<b>2</b>	<b>11</b>

The statement of net income and gains (losses) recognised directly in Group's IFRS equity, an integral part of the financial statements, includes, in addition to the net income for the year, the change in the reserve for gross unrealised capital gains

(losses) on available-for-sale assets, minus deferred profit sharing and deferred taxes, the change in the reserve for unrealised foreign exchange adjustments, and the actuarial gains (losses) on post-employment benefits.

### 7.1.4 CHANGE IN GROUP'S IFRS EQUITY

(in millions of euros)	Equity or equivalent funds	Result	Subordinated debts	Consolidated reserves	Revaluation reserves	Foreign exchange adjustment	Group's IFRS equity - Group share	Non-controlling interests	Total Group's IFRS equity
<b>GROUP'S IFRS EQUITY AT 31/12/2020</b>									
	<b>664</b>	<b>177</b>	<b>1,099</b>	<b>6,675</b>	<b>2,651</b>	<b>(562)</b>	<b>10,704</b>	<b>13</b>	<b>10,717</b>
Allocation of 2020 income (loss)		(177)		177					
Dividends <sup>(1)</sup>				(61)			(61)	(1)	(63)
Change in capital		7					7		7
Business combinations									
Other									
<b>Impact of transactions with shareholders/members</b>	<b>7</b>	<b>(177)</b>		<b>116</b>			<b>(55)</b>	<b>(1)</b>	<b>(56)</b>
Foreign exchange adjustments						(17)	(17)		(17)
Available-for-sale assets					(2,011)		(2,011)	(3)	(2,014)
Shadow accounting					1,338		1,338	3	1,341
Deferred taxes				(3)	201		197		197
Actuarial gains (losses) of post-employment benefits				11			11		11
Other				(2)			(2)		(2)
Net income for fiscal year		493					493	1	494
<b>Total income (expenses) recognised over the period</b>	<b>493</b>		<b>6</b>	<b>(472)</b>		<b>(17)</b>	<b>9</b>	<b>2</b>	<b>11</b>
<b>Total changes over the period</b>	<b>7</b>	<b>315</b>		<b>122</b>	<b>(472)</b>	<b>(17)</b>	<b>(45)</b>	<b>0</b>	<b>(45)</b>
<b>GROUP'S IFRS EQUITY AT 31/12/2021</b>									
	<b>670</b>	<b>493</b>	<b>1,099</b>	<b>6,798</b>	<b>2,178</b>	<b>(579)</b>	<b>10,659</b>	<b>14</b>	<b>10,672</b>
Allocation of 2021 income (loss)		(493)		493					
Dividends <sup>(1)</sup>				(62)			(62)		(62)
Change in capital		(1)					(1)		(1)
Business combinations									
Other				(229)			(229)		(229)
<b>Impact of transactions with shareholders/members</b>	<b>(1)</b>	<b>(493)</b>	<b>(229)</b>	<b>431</b>			<b>(292)</b>		<b>(292)</b>
Foreign exchange adjustments				(79)		55	(24)		(24)
Available-for-sale assets					(11,069)		(11,069)	(30)	(11,099)
Shadow accounting					6,773		6,773	26	6,798
Deferred taxes				(13)	1,073		1,060	1	1,061
Actuarial gains (losses) of post-employment benefits				50			50		50
Other			1	(15)	(96)		(109)		(109)
Net income for fiscal year		454					454		454
<b>Total income (expenses) recognised over the period</b>	<b>454</b>		<b>1</b>	<b>(56)</b>	<b>(3,319)</b>	<b>55</b>	<b>(2,865)</b>	<b>(3)</b>	<b>(2,868)</b>
<b>Total changes over the period</b>	<b>(1)</b>	<b>(39)</b>	<b>(227)</b>	<b>375</b>	<b>(3,319)</b>	<b>55</b>	<b>(3,157)</b>	<b>(4)</b>	<b>(3,161)</b>
<b>GROUP'S IFRS EQUITY AT 31/12/2022</b>									
	<b>669</b>	<b>454</b>	<b>871</b>	<b>7,172</b>	<b>(1,141)</b>	<b>(524)</b>	<b>7,502</b>	<b>10</b>	<b>7,511</b>

(1) These being dividends that impact the change in Group's IFRS equity, they are treated in particular as compensation for subordinated instruments classified as shareholders' equity according to IFRS rules.

Group's IFRS equity carried a foreign exchange adjustment for Turkey of -€176 million. Upon the actual divestment of the Turkish subsidiaries, this foreign exchange adjustment will be reclassified to profit or loss.

## 7.1.5 CASH FLOW STATEMENT

(in millions of euros)

Cash and cash equivalents	1,561
Receivables on credit institutions from financial business activities	18
Operating debts to banking sector companies	(202)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY 2022</b>	<b>1,378</b>
Cash and cash equivalents	1,243
Receivables on credit institutions from financial business activities	48
Operating debts to banking sector companies	(13)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER 2022</b>	<b>1,278</b>

Receivables on credit institutions from financial business activities are presented in note 10.

The cash flow statement is presented following the indirect method in accordance with the presentation recommended by the French accounting standards authority (ANC) in Recommendation no. 2013-R-05 of 7 November 2013.

Cash flow statement (in millions of euros)	31.12.2022	31.12.2021
Operating income before taxes	696	777
Capital gains (losses) on the sale of investments	(675)	(361)
Net allocations to amortisation and depreciation	283	262
Change in deferred acquisition costs	6	(17)
Change in impairment	8	11
Net allocations to underwriting liabilities relating to insurance policies and financial contracts	(1,606)	1,949
Net allocations to other reserves	(59)	(53)
Change in fair value of financial instruments and investments recognised at fair value through income (excluding cash and cash equivalents)	2,165	(1,433)
Other non-cash items included in operating income	65	101
<b>Correction of elements included in the operating income other than cash flows and reclassification of investment and financing flows</b>	<b>187</b>	<b>459</b>
Change in operating receivables and payables	101	(554)
Change in operating receivables and payables from financial sector businesses	57	(33)
Change in repo and reverse-repo securities	(166)	(845)
Cash flows from other assets and liabilities	(14)	140
Net tax paid	(103)	(70)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>759</b>	<b>(126)</b>
Acquisitions/divestments of subsidiaries and joint ventures, net of cash acquired/disposed		53
Stakes in equity-method companies acquired/divested	1	(40)
<b>Cash flows from changes in scope of consolidation</b>	<b>1</b>	<b>13</b>
Net acquisitions of financial investments (including unit-linked investments) and derivatives	(122)	712
Net acquisitions of investment property	4	(306)
Net acquisitions and/or issues of investments and derivatives relating to other activities		
Other non-cash items	(4)	(7)
<b>Cash flows from acquisitions and issues of investments</b>	<b>(122)</b>	<b>399</b>
Net acquisitions of property, plant and equipment, intangible fixed assets, and operating property	(364)	(388)
<b>Cash flows from acquisitions and disposals of property, plant and equipment and intangible fixed assets</b>	<b>(364)</b>	<b>(388)</b>
<b>NET CASH FLOWS FROM INVESTMENT ACTIVITIES</b>	<b>(484)</b>	<b>24</b>
Membership fees		
Issue of capital instruments		7
Redemption of capital instruments	(1)	
Transactions involving own shares		
Dividends paid <sup>(1)</sup>	(62)	(62)
<b>Cash flows from transactions with shareholders and members</b>	<b>(63)</b>	<b>(56)</b>
Cash allocated to financial debt	(227)	499
Interest paid on financial debt and lease liabilities	(79)	(78)
Cash generated by IFRS 16 lease liabilities	9	28
<b>Cash flows from group financing</b>	<b>(297)</b>	<b>449</b>
<b>NET CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>(360)</b>	<b>393</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>1,378</b>	<b>1,097</b>
Net cash flows from operating activities	759	(126)
Net cash flows from investment activities	(484)	24
Net cash flows from financing activities	(360)	393
Cash flows from sold or discontinued assets and liabilities	(16)	
Effect of foreign exchange changes on cash	2	(10)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>1,278</b>	<b>1,378</b>

(1) They equate in particular to compensation for subordinated instruments classified in shareholders' equity under IFRS.

## 7.1.6 NOTE TO THE COMBINED FINANCIAL STATEMENTS

### SUMMARY

<b>1</b>	<b>Significant events and post-balance sheet events</b>	<b>180</b>
<b>2</b>	<b>Combination principles, methods, and scope</b>	<b>182</b>
<b>3</b>	<b>Accounting principles and valuation methods used</b>	<b>188</b>
<b>4</b>	<b>Notes to the financial statements</b>	<b>200</b>
<b>Note 1</b>	Segment reporting	200
<b>Note 2</b>	Goodwill	203
<b>Note 3</b>	Held-for-sale business activities	206
<b>Note 4</b>	Other intangible assets	208
<b>Note 5</b>	Investment property excluding unit-linked investments	210
<b>Note 6</b>	Operating property	212
<b>Note 7</b>	Financial investments (excluding unit-linked items)	214
<b>Note 8</b>	Investments representing commitments in unit-linked investments	227
<b>Note 9</b>	Asset and liability derivative instruments and separate embedded derivatives	228
<b>Note 10</b>	Uses and sources of funds for financial sector business activities	229
<b>Note 11</b>	Investments in related companies and joint ventures under the equity method	230
<b>Note 12</b>	Share of outward reinsurers and retrocessionaires in liabilities related to insurance policies and financial contracts	231
<b>Note 13</b>	Other property, plant and equipment	232
<b>Note 14</b>	Deferred acquisition costs	233
<b>Note 15</b>	Deferred profit sharing	234
<b>Note 16</b>	Deferred taxes	235
<b>Note 17</b>	Receivables from insurance or inward reinsurance transactions	236
<b>Note 18</b>	Receivables arising from outward reinsurance operations	237
<b>Note 19</b>	Risk of reinsurer insolvency	238
<b>Note 20</b>	Current tax receivables and other tax receivables	239
<b>Note 21</b>	Other receivables	240
<b>Note 22</b>	Cash and cash equivalents	241
<b>Note 23</b>	Group's IFRS equity minority interests	242
<b>Note 24</b>	Contingent liabilities	243
<b>Note 25</b>	Information pertaining to personnel benefits – defined-benefit plans	244
<b>Note 26</b>	Financing debt	247
<b>Note 27</b>	Underwriting liabilities related to insurance policies	248
<b>Note 28</b>	Liabilities related to financial contracts	253
<b>Note 29</b>	Change in actuarial reserves for life insurance policies and financial contracts – by operating segment	254
<b>Note 30</b>	Debts arising from insurance or inward reinsurance transactions	255
<b>Note 31</b>	Debts arising from outward reinsurance transactions	255
<b>Note 32</b>	Current taxes payable and other tax liabilities	255
<b>Note 33</b>	IFRS 16 lease liabilities	256
<b>Note 34</b>	Other debt	257
<b>Note 35</b>	Analysis of premium income	258
<b>Note 36</b>	Investment income net of management expenses	260
<b>Note 37</b>	Insurance policy servicing expenses	264
<b>Note 38</b>	Outward reinsurance income (expenses)	266
<b>Note 39</b>	Operating expenses	267
<b>Note 40</b>	Policy acquisition costs	268
<b>Note 41</b>	Administrative costs	269
<b>Note 42</b>	Other income and expenses from current operations	270
<b>Note 43</b>	Other income and expenses from non-current operations	271
<b>Note 44</b>	Financing expenses	271
<b>Note 45</b>	Breakdown of tax expenses	272
<b>Note 46</b>	Related parties	273
<b>Note 47</b>	Employees of consolidated companies	273
<b>Note 48</b>	Commitments given and received	274
<b>Note 49</b>	Risk factors and sensitivity analyses	275
	Breakdown of actuarial reserves according to the criteria of commitments at fixed rate, variable rate, or absence of rate commitments	279
<b>Note 50</b>	Fees of the statutory auditors	293
<b>Note 51</b>	List of entities in the scope of consolidation and major changes to the scope of consolidation	294

## 1 Significant events and post-balance sheet events

### 1.1 Significant events of fiscal year 2022

#### 1.1.1 Financial strength

##### Financial rating

On 10 June 2022, Fitch Ratings raised Groupama's rating to "A+" with a "Stable" outlook. This rating upgrade reflects Fitch's view that Groupama has consolidated its very strong capitalisation in 2021, while maintaining moderate leverage, strong financial performance and a stable risky asset profile. The rating also reflects the Group's very solid commercial profile in France.

##### Partial redemption of perpetual subordinated bonds issued in 2014

On 10 October 2022, Groupama announced the redemption of €228.9 million of its perpetual subordinated bonds issued in 2014 for €1.1 billion. This operation contributed to the proactive management of Groupama's capital structure.

#### 1.1.2 Businesses

##### Sustainable offerings

Since May 2022, the Groupama group, via its subsidiary Groupama Gan Vie, has been offering its savers the opportunity to contribute to the global objective of reducing the carbon footprint via "Porphyre Transition Climat Septembre 2022", a green debt security issued by Crédit Agricole CIB. This security is built to limit its carbon footprint, and also includes a mechanism to offset the residual emissions of the investment.

On 2 June 2022, Groupama announced the launch of damage insurance for young plantations for afforestation or reforestation projects. This offering, which insures young plantations against frost and drought, in addition to storms, hail and snow, is part of the Group's support for low-carbon development.

##### Responsible investments

At the end of June 2022, the Group published its ESG Climate Report "Responsible Investment" online, which meets legal obligations in terms of non-financial reporting, particularly the first year of implementation of the new Article 29 of the Climate law in France. In this report, Groupama highlights the various dimensions of its action to fight climate change and protect biodiversity and announces its new commitments:

- €1.2 billion in additional sustainable investments between 2022 and 2024;
- 50% reduction in the carbon intensity of equity and bond portfolios between 2021 and 2030, in line with the Paris Agreements;
- strengthening of the Group's policy on non-conventional energies in 2022, with the end of all new direct investments in companies contributing to the development of new non-conventional oil and gas projects, while continuing to support and finance companies wishing to contribute to the

energy transition (subsidiary or project dedicated to financing the energy transition, green bonds, etc.).

In accordance with the Green Bond Framework, on 8 July 2022, the Groupama group published its first annual report on the use of the amount of its green subordinated bond issued in 2021 and the principal environmental impacts of the underlying projects. All of the €500 million issued was allocated to green projects, according to the following breakdown:

- Green property: 60.8%
- Infrastructure: 37.6%
- Forests: 1.6%.

Groupama stepped up its responsible investment policy and its commitments to the energy transition by joining the Net-Zero Asset Owner Alliance this year, backed by the United Nations, and by joining the United Nations Principles for Responsible Investments as an investor.

##### Divestment

Groupama sold its Slovak branch to the insurance company Union. The sale was approved by local regulatory authorities on 30 November 2022, and the closing took place on 1 December 2022.

##### Property

On 19 September 2002, Groupama announced the sale of its building at 150 avenue des Champs-Elysées to the Cheval Paris investment fund. This sale made it possible to immediately externalise the value creation that was possible to achieve at the end of the restructuring project undertaken in 2009 and planned until 2027.

##### Inclement weather

The exceptionally high level of weather-related claims that marked 2022 resulted primarily from the successive violent hailstorms in many French regions between 20 May and the end of June and from the tornadoes in northern France in October. The cost of these natural disasters (excluding drought) for insurers is estimated at €7.5 billion in France (source: AGEFI). To deal with this crisis, Groupama mobilised experts in the field to support its affected policyholders. Some of these costs were covered by the Group's reinsurance protections, which form part of a long-term economic partnership with the reinsurers.

##### Impacts of macroeconomic conditions (inflation, interest rate environment) in measuring underwriting reserves

Outstanding claims reserves reflect the best estimate of liabilities to policyholders. In particular, 2022 resulted in a significant change in macroeconomic conditions that determine the parameters for calculating this estimate (changes in the revaluation indices of certain types of claims, observed increase and highly probable upward trend in the costs of settling claims incurred as of 31 December 2022, taking into account the change in the interest rate environment). These various items can have significant effects depending on the Group's

segments and components, but ultimately resulted in a slightly favourable impact on the Group's financial statements (€44 million net of corporate income tax).

#### Hyperinflation in Turkey

The Turkish economy is in a state of hyperinflation under the terms of IAS 29. As such, the financial statements of the Turkish subsidiary have been integrated by applying the provisions of this standard. In view of the material nature of this impact, a global adjustment has been recorded in the Group's financial statements, affecting only Group's IFRS equity and the result. The impact on the Group's financial statements of the application of this accounting method results in an income effect of -€3 million and a negative impact of -€78 million on consolidated reserves (with an offsetting entry to the foreign exchange adjustment in Group's IFRS equity).

## 1.2 Post-balance sheet events

### Sale of insurance businesses in Turkey

On 17 January, the Groupama group entered into an agreement with the Axa group to sell its insurance businesses in Turkey. In a context of hyperinflation, which would have required significant capital injections, Groupama group decided to focus its investments on other European countries and regions where it is already established by supporting its business activities in Bulgaria and Romania, which are experiencing strong growth. It also recently established itself in Croatia and Slovenia, in connection with the partnership established since 2008 with the Hungarian bank OTP. In addition, by selling the Turkish subsidiaries to Axa Mediterranean Holding, Groupama is also seeking to give these structures new development prospects. The completion of the transaction is subject to the usual conditions, including obtaining regulatory approvals, and is expected to take place at the end of the second quarter of 2023.

Groupama's businesses in Turkey are recognised in the Group's financial statements as at 31 December 2022 in accordance with the provisions of IFRS 5. The capital gain on the disposal of activities will be recognised in 2023 at the time of the effective transfer of control, which will also trigger, under the provisions of IAS 21 § 48, the externalisation of an unrealised exchange loss (historical foreign exchange adjustment in the Group's financial statements) valued at -€176 million.

## 2 Combination principles, methods, and scope

### 2.1 Explanatory note

Groupama Assurances Mutuelles is an agricultural mutual reinsurance company with national competence, a special-form mutual insurance company, wholly owned by the agricultural mutual insurance and reinsurance regional mutuals and the specialised mutuals ("regional mutuals"). "Groupama Assurances Mutuelles" is its usual name. Its corporate name is "Caisse Nationale de Réassurance Mutuelle Agricole Groupama". The Company is domiciled in France. Its headquarters are located at 8-10, rue d'Astorg, 75008, Paris, France.

The primary functions of Groupama Assurances Mutuelles, the central unit of the Groupama network, the regional mutuals' sole reinsurer and parent company of the Groupama group are as follows:

- to ensure the cohesion and proper operation of the Groupama network;
- to ensure the application of the legislative and regulatory provisions relating to the organisations within the network;
- to exercise administrative, technical, and financial control over the structure and management of the organisations within the Groupama network;
- to define and implement the operational strategy of Groupama group in collaboration with the regional mutuals and in line with the strategies defined by the Mutual Insurance Advisory Board;
- to reinsure the regional mutuals;
- to direct all subsidiaries;
- to establish the external reinsurance programme for the entire Group;
- to take all necessary measures to ensure the solvency and meeting of commitments of each of the organisations within the network and of the entire Group;
- prepare the combined financial statements.

The Company's business activities are governed by the provisions of the French Commercial Code and the French Insurance Code and are subject to the supervision of the French Prudential Control Authority (ACPR).

The combined financial statements relate to Groupama group and include all local mutuals, regional mutuals, Assurances Mutuelles, and its subsidiaries.

The Groupama group is a major insurance player in France for property and casualty insurance as well as life and health insurance and financial businesses. It also has an international presence.

The various entities of the Group are connected:

- within the Groupama Assurances Mutuelles Division, by capital ties. In exchange for a certain degree of operational autonomy, each of the subsidiaries is subject to the requirements and obligations defined by the Groupama Assurances Mutuelles environment, particularly in terms of control;
- in the Mutual Insurance Division:
  - by an Internal Reinsurance treaty that binds the regional mutuals to Groupama Assurances Mutuelles,
  - by a security and solidarity plan between all the regional mutuals and Groupama Assurances Mutuelles.

### 2.2 General presentation of the combined financial statements

The combined financial statements as at 31 December 2022 were approved by the Board of Directors, which met on 16 March 2023.

For the purposes of preparing the combined financial statements, the financial statements of each combined entity are prepared consistently in accordance with the International Financial Reporting Standards and the interpretations applicable as at 31 December 2022, as adopted by the European Union, the main aspects of Groupama's application being described below.

Subsidiaries, joint ventures, and related companies of the combination scope are consolidated within the scope in accordance with the provisions of IFRS 10, IFRS 11, and IAS 28.

However, no IFRS standard specifically deals with the methods for aggregating the financial statements of entities forming the Mutual Insurance Division (local mutuals and regional mutuals). The Group has therefore adopted the combination rules defined in Title II of Book III of Regulation No. 2020-01 of the French Accounting Standards Authority relating to the specific provisions of the combined financial statements of insurance companies.

This choice was made in accordance with the judgement criteria of Article 10 of IAS 8 (on the selection and application of accounting policies in the absence of a standard or an interpretation that is specifically applicable) owing to the characteristics of Groupama's Mutual Insurance Division as described above.

### 2.2.1 First-time application of IAS 29 in 2022

With Turkey's economy in a state of hyperinflation under the terms of the IFRS with effect from 1 April 2022, the Group has applied for the first time, with effect from 1 January 2022, the provisions of the IAS 29 standard relating to hyperinflation to the financial statements of its Turkish subsidiaries. The application of this standard has no significant impact on the Group's 2022 combined financial statements.

### 2.2.2 New standards in place since 1 January 2022

All mandatory standards and interpretations for financial accounting periods starting on or after 1 January 2022 were applied for the preparation of the Group's financial statements as at 31 December 2022. They have had no significant effect on the Group's financial statements as at 31 December 2022. The standards in question are the following:

- amendments to IAS 16: Property, Plant and Equipment – Proceeds Before Intended Use;
- amendments to IFRS 3: Updating a Reference to the Conceptual Framework;
- amendments to IAS 37: Onerous Contracts – Cost of Fulfilling a Contract.

### 2.2.3 Principal standards and amendments published by IASB and adopted by the European Union but not yet in force

#### (a) IFRS 17 – Insurance Contracts

The IFRS 17 standard on insurance contracts was adopted in November 2021 by the European Union with, in relation to the provisions of the standard and its amendments published by the IASB in May 2017 and June 2020, an optional exemption from the requirement for annual cohorts in certain specific cases. With effect from 1 January 2023 (with a mandatory comparative year in 2022), its provisions will replace those applied under the IFRS 4 standard, which is currently in force.

IFRS 17 will significantly modify current accounting practices for insurance policies. It sets out the principles for the recognition, measurement, and disclosure of insurance contracts that fall within its scope (insurance contracts issued, reinsurance treaties issued and held, and discretionary participation investment contracts issued provided the entity also issues insurance policies).

IFRS 17 introduces a general model for measuring insurance liabilities based on a building blocks approach, which includes:

➤ performance cash flows, *i.e.*:

- estimates of future cash flows,
- an adjustment to reflect the time value of money (*i.e.* discounting of these future cash flows) and the financial risks associated with future cash flows,
- an adjustment for non-financial risk;

➤ the contractual service margin.

The contractual service margin is the unearned profit that the entity will recognise in profit or loss as it provides services to policyholders. It will be presented on the liabilities side of the balance sheet separately from fulfilment cash flows. It cannot be negative: in the case of groups of contracts that are onerous at inception, the future loss is recognised immediately in profit or loss.

At each subsequent balance sheet date, the carrying amount of a group of insurance contracts must be remeasured as the sum of the liability for the remaining cover (consisting of the performance cash flows relating to future services and the contractual service margin at that date) and the liability for claims incurred (consisting of the performance cash flows relating to services already rendered). The contractual service margin is adjusted for changes in future service cash flows arising from non-financial assumptions (death, longevity, surrenders, expenses, etc.). Negative changes in future cash flows that are greater than the remaining margin are immediately recognized in profit or loss. An amount of the contractual service margin is recognised in profit or loss for the portion representing the services provided during the period. This allocation is based on coverage units, reflecting the quantity of the benefits provided under the insurance contracts.

This general model is subject to adaptations for certain insurance policies with specific characteristics. For example, the Variable Fee Approach (VFA) is the mandatory model for measuring direct participating insurance contracts. This model allows all changes in future service flows, including those relating to financial assumptions, options and guarantees, to be included in the adjustment of the contractual service margin. The contractual service margin on contracts measured under the VFA will be released to profit or loss at a rate reflecting the investment-related service provided by the insurer during the period and taking into account the real-world expected development of the contractual service margin and coverage units. This VFA valuation model will apply to most of the Group's savings and pensions contracts, as well as to certain participating protection insurance contracts.

Shadow accounting, which, in accordance with IFRS 4, recognises a deferred participation in unrealised capital gains and losses for insurance contracts and participating investment contracts, will therefore no longer apply under IFRS 17. Under IFRS 17, the shareholders' share of unrealised gains or losses on the underlying assets of contracts measured using the VFA model will be incorporated into the contractual service margin and no longer in Group's IFRS equity, as is the case under IFRS 4.

The standard also permits the application of a simplified "Premium Allocation Approach" (PAA) valuation model based on the premium allocation method for the valuation of the remaining coverage liability provided that this valuation is not significantly different from that of the general model or that the coverage period of each policy in the group of policies does not exceed one year. In this model, changes relative to IFRS 4 are expected to be limited and mainly linked to the discount of all reserves, a more granular onerous contract testing, and the inclusion of a risk adjustment for non-financial risk. The Group plans to apply this PAA model to the majority of its property and casualty insurance policies, health insurance policies, and certain protection insurance policies.

With regard to the discount rate, the Group plans to apply a bottom-up approach to the construction of the discount rate curve. The proposed methodology consists in using a risk-free rate curve based on an interbank swap rate curve and applying an adjustment reflecting the liquidity gap between liquid assets and liabilities (illiquidity premium). This curve is extrapolated between the last liquid point and an ultimate forward rate reflecting expectations for real interest rates and long-term inflation.

The risk adjustment for non-financial risk reflects the compensation required by the entity for bearing the uncertainty around the amount and timing of cash flows arising from non-financial risk. The Group will apply the confidence-level technique to determine this adjustment for non-financial risk. This will reflect the benefits of risk diversification at the entity level, determined using a correlation matrix. Diversification between entities will also be taken into account.

The investment component is defined as the amount that the entity is required to reimburse the insured under all circumstances, whether or not the insured event occurs. It should not be recognised in income and expenses arising from insurance business activities. As a result, unlike IFRS 4, insurance income under IFRS 17 will no longer reflect premiums written during the period, as the investment components that account for the majority of the premiums on the Group's savings/pensions policies and certain participating protection policies will be excluded from this insurance income.

The standard shall be applied retrospectively. If retrospective application of the standard is impracticable, the transitional provisions of the standard allow for two alternative options, the modified retrospective approach and the fair value approach. Given the operational difficulties in implementing the retrospective approach of IFRS 17 (for example, inability to model from the date of inception of contracts, unavailability of complete historical data), the Group intends to apply the modified retrospective approach for the most part.

With regard to the presentation of the financial statements, the

Group plans to apply the option to the presentation of insurance financial income, which makes it possible to break down the financial income or financial expense from insurance between net income and equity (which corresponds to the change in the book value of groups of insurance contracts resulting from the effects of the time value of money, financial risk, and their variations – with the exception of adjustments to the contractual service margin of insurance contracts with direct participation features).

The Group also plans to apply the option introduced in IFRS 17 adopted by the European Union, providing for an exemption regarding the annual cohort requirement, to portfolios of participating contracts that are based on intergenerational pooling.

The Groupama group has organised itself to apply IFRS 17 within the required time frame, *i.e.*, for the financial statements as at 30 June 2023. Work to adapt existing tools and roll out the new tool dedicated to the implementation of IFRS 17 is continuing. At this stage, they do not allow the disclosure of impacts on the financial statements. This work is being carried out in conjunction with the work on analysing the impacts of IFRS 9.

#### **(b) IFRS 9 – Financial Instruments**

The Group has elected to defer application of IFRS 9 on financial instruments, adopted by the European Union in November 2016, until the fiscal year beginning on or after 1 January 2023 in accordance with the amendments to IFRS 4 "Applying IFRS 9 – Financial Instruments with IFRS 4 – Insurance Contracts" and "Extension of the Temporary Exemption from Applying IFRS 9" adopted in November 2017 and December 2020, which allow groups whose main activity is insurance to defer application of IFRS 9 until annual financial periods beginning on or after 1 January 2023 at the latest. The Group meets the eligibility criteria defined in the amendment to defer the application of IFRS 9.

The amendment to IFRS 17 "Initial Application of IFRS 17 and IFRS 9 – Comparative Information", adopted by the European Union on 9 September 2022, authorises entities applying IFRS 17 and IFRS 9 for the first time simultaneously to present comparative information on a financial asset as if the provisions of IFRS 9 relating to classification and measurement had already applied to this financial asset. The Group plans to present comparative information at the time of the initial application of IFRS 9 using the classification overlay provided for in this amendment to all eligible financial assets and the impairment provisions of IFRS 9.

IFRS 9 will affect the classification and measurement of the Group's financial assets. The classification and measurement of a financial asset will depend on the business model to which it belongs and the characteristics of its contractual cash flows.

The Group plans to apply the IFRS 9 option to all of its equity instruments, which allows shares that are not held for trading to recognise all changes in the fair value of these shares (including realised gains and losses) irrevocably in Group's IFRS equity.

The assessment of the impact of IFRS 9 on the Group's combined financial statements, in combination with the application of IFRS 17, is still in progress.

#### 2.2.4 Preparation of the financial statements

In order to prepare the Group's financial statements in accordance with IFRS, Groupama's management must make assumptions and estimates that have an impact on the amount of assets, liabilities, income, and expenses as well as on the drafting of the notes to the accounts.

These estimates and assumptions are reviewed on a regular basis. They are based on past experience and other factors, including future events which can be reasonably expected to occur under the circumstances.

Final future results of operations for which estimates were necessary may prove to be different and may result in an adjustment to the financial statements.

The judgements made by management pursuant to the application of IFRS primarily concern:

- initial valuation and impairment tests performed on intangible assets, particularly goodwill (paragraphs 3.1.1 and 3.1.2);
- measurement of underwriting reserves (paragraph 3.12);
- estimation of certain fair values on unlisted assets or property assets (paragraphs 3.2.1 and 3.2.2);
- estimation of certain fair values of illiquid listed assets (paragraphs 3.2.1);
- recognition in assets of profit sharing (paragraphs 3.12.2.b) and deferred taxes (paragraph 3.14);
- calculation of reserves for contingencies and charges and particularly valuation of employee benefits (paragraph 3.10).

All figures on the combined balance sheet, combined income statement, statement of profit or loss and gains and losses recognised directly in Group's IFRS equity, the statement of changes in Group's IFRS equity, cash flow statements and notes to the accounts are stated in millions of euros unless otherwise stated. These figures are rounded. This might generate rounding differences.

### 2.3 Consolidation principles

#### 2.3.1 Combination and consolidation scope and methods

A company is included in the combination scope once its inclusion, or that of the sub-group it heads, on a stand-alone basis or with other combined businesses, is material in relation to the combined financial statements of all companies included in the scope of combination.

In accordance with the provisions of IAS 10 and IAS 28, mutual funds and property investment companies are consolidated either through full consolidation or through the equity method. Control is examined for each mutual fund on a case-by-case basis. Non-controlling interests pertaining to mutual funds subject to full consolidation are measured at fair value and disclosed separately as a special liability item in the balance sheet. Underlying financial assets appear in the Group's insurance business investments. Equity-consolidated mutual funds are recognised at fair value and included in "Financial investments excluding unit-linked items" in the balance sheet.

##### (a) Combining company

The combining company is responsible for preparing the combined financial statements. Its designation is the subject of a written agreement between all companies of the combination scope, where this combination does not result from any capital tie.

##### (b) Aggregated companies

Companies related to each other through a combination tie are consolidated through aggregation of financial statements according to rules identical to those for full consolidation.

**(c) Controlled entities**

Controlled entities are fully consolidated. These entities are consolidated once they are controlled. An entity is controlled when the combining company holds power over this entity, is exposed or is entitled to variable returns because of its ties with this entity, and when it has the ability to exercise its power over this entity in order to have an influence on the amount of returns that it obtains.

An entity ceases to be fully consolidated once the combining company loses control of this entity.

Full consolidation involves:

- integrating in the consolidating company's accounts the items in the financial statements of the consolidated entities, after any restatements;
- eliminating transactions and accounts between the fully consolidated company and the other consolidated companies;
- distributing Group's IFRS equity and net income among the interests of the consolidating company and the interests of the holders of minority interests.

**(d) Related companies and joint ventures**

Investments in associates in which the Group has a significant influence and investments in joint ventures are accounted for under the equity method.

When the combining company holds, directly or indirectly, 20% or more of the voting rights in an entity, it is assumed to exert significant control, unless it can be demonstrated otherwise. Conversely, when the combining company directly or indirectly owns less than 20% of the voting rights of the entity, it is assumed not to exert a significant influence, unless it can be demonstrated that such influence exists.

A joint venture is a partnership in which the parties who exercise joint control over the entity have rights to its net assets.

The combining company has joint control over a partnership when the decisions concerning the relevant activities of the partnership require the unanimous consent of the parties sharing control.

The equity method consists of replacing the carrying amount of the shares held by the Group, with the share of Group's IFRS equity converted at year end, including the net income for the fiscal year in accordance with consolidation rules.

#### (e) Deconsolidation

When an entity is in run-off mode (no longer taking new business) and the main aggregates of the balance sheet or the income statement are not significant compared with those of the Group, this entity is deconsolidated.

The securities of such entity are then posted on the basis of their equivalent value, under securities held for sale at the time of deconsolidation. Subsequent changes in values are recorded in accordance with the methodology defined for this type of securities.

#### 2.3.2 List of entities included in the scope of combination and changes

The list of the entities included within the combination scope of the Group's financial statements and changes to that scope are described in note 51 to the financial statements.

#### 2.3.3 Uniformity of accounting principles

Groupama Assurances Mutuelles' combined financial statements are presented consistently for the entity formed by the companies included within the combination scope, taking into account the characteristics inherent in consolidation and the financial reporting objectives required for consolidated accounts (predominance of substance over form, elimination of local tax accounting entries).

Restatements under the principles of consistency are made when they are material.

#### 2.3.4 Conversion of financial statements of foreign companies

Balance sheet items are translated into euros (the functional and presentation currency of the Group's financial statements) at the official exchange rate on the balance sheet date, with the exception of capital and reserves, excluding income, which are translated at historic rates. The Group share of the resulting unrealised foreign exchange adjustment is recorded under "Unrealised foreign exchange adjustments", and the remaining balance is included in "Non-controlling interests".

Transactions on the income statements are translated at the average rate. The Group share of the difference between income translated at the average rate and income translated at the closing rate is recorded under "Unrealised foreign exchange adjustments", and the remaining balance is included in "Non-controlling interests".

#### 2.3.5 Internal transactions between companies combined by Groupama

All transactions within the Group are eliminated.

When these transactions affect combined net income, profits and losses as well as capital gains and losses are 100% eliminated then divided between the interests of the combining company and the non-controlling interests in the Company having generated the net income. When eliminating losses, the Group ensures that the value of the disposed asset is not permanently changed. The elimination of impacts of internal transactions involving assets brings them down to their value when they entered the combined balance sheet (consolidated historical cost).

Consequently, inter-company transactions on the following must be eliminated:

- reciprocal receivables and payables as well as reciprocal income and expenses;
- notes receivable and notes payable are offset but, if the receivable is discounted, the credit facility granted to the Group is substituted for the note payable;
- transactions affecting commitments received and given;
- inward reinsurance, outward reinsurance, and retrocessions;
- co-insurance and co-reinsurance operations and pooled management;
- broker and intermediation transactions;
- contractual sharing of premium income of group policies;
- reserves for the write-down of equity interests funded by the Company holding the securities and, if applicable, reserves for contingencies and charges recognised because of losses suffered by exclusively controlled companies;
- transactions on forward financial instruments;
- capital gains and losses from internal transfer of insurance investments;
- intra-Group dividends.

## 3 Accounting principles and valuation methods used

### 3.1 Intangible assets

#### 3.1.1 Goodwill

Goodwill on first-time consolidation corresponds to the difference between the acquisition cost of securities of consolidated companies and the Group's share in restated Group's IFRS equity as at the acquisition date. When not assigned to identifiable items on the balance sheet, goodwill is recorded on the balance sheet in a special asset item as an intangible asset.

Residual goodwill results from the price paid above the Group's share in the fair value of the identifiable assets and liabilities of the acquired company as at the acquisition date, revalued for the share of any intangible assets identified in the acquisition accounting according to revised IFRS 3 (fair value of assets and liabilities acquired). The price paid includes the best possible estimate of the price add-ons (earn-outs, payment deferrals, etc.).

The residual balance therefore corresponds to the valuation of the share of income expected on future production. This expected performance, which is reflected in the value of future production, results from the combination of intangible items that are not directly measurable. Such assets are assessed based on multiples or forecast future income that served as the valuation base for the price paid on acquisition and are used to establish the value of goodwill stated above.

For combinations prior to 1 January 2010, adjustments of future earn-outs are accounted for as an adjustment cost, and in income for combinations made starting from 1 January 2010.

For business combinations completed on or after 1 January 2010, the costs directly attributable to the acquisition are recorded in expenses when they are incurred.

For each acquisition, a decision is made whether to value non-controlling interests at fair value or for their share of the identifiable net assets of the acquired company.

The subsequent acquisition of non-controlling interests does not result in the creation of additional goodwill.

Operations for the acquisition and disposal of non-controlling interests in a controlled company that have no impact on the control exercised over that company are recorded in the Group's IFRS equity.

Goodwill is allocated to the cash-generating units (CGU) of the acquiring company and/or the acquired company which are expected to take advantage of the business combination. A CGU is defined as the smallest group of assets that produces cash flows independently of other assets or groups of assets. With management units, management tools, geographic regions or major business lines, a CGU is created by combining entities of the same level.

Goodwill resulting from the acquisition of a foreign entity outside the Eurozone is recorded in the local currency of the acquired entity and translated to euros at the closing rate. Subsequent foreign exchange fluctuations are posted to foreign exchange translation reserves.

For entities acquired during the fiscal year, the Group has twelve months from the acquisition date to assign a final value to the acquired assets and liabilities.

In a business combination achieved in stages, the previously acquired stake in control is revalued at fair value and the resulting adjustment recorded through income.

Residual goodwill is not amortised but undergoes an impairment test at least once a year on the same date. The Group reviews the goodwill's book value in case of an unfavourable event occurring between two annual tests. Impairment is recorded when the recoverable amount of the cash generating unit to which the goodwill is allocated is less than its net book value. Recoverable value is defined as fair value less cost of sales, or value in use, whichever is higher.

Fair value, less sales costs, is computed as follows, in accordance with the recommendations of IAS 36 (§ 25 to 27):

- the sales price shown in a final sales agreement;
- the market value minus selling costs if there is an active market;
- otherwise, the best possible information, with reference to comparable transactions.

Value in use corresponds to the current expected value of future cash flows to be generated by the cash generation unit.

Goodwill, recorded at the initial business combination, the value of which is not material or requires disproportionate valuation work in relation to its value, is immediately expensed in the year.

An impairment of goodwill recognised during a previous fiscal year may not be subsequently written back.

If the acquirer's interest in the net fair value of the identifiable assets, liabilities and reserves exceeds the acquisition cost of the Company's shares, the identification and valuation of the assets, liabilities and reserves and the valuation of the cost of the combination is reassessed. If, after this revaluation, the share acquired remains greater than the acquisition cost, this surplus is immediately recognised in income.

When taking over an entity, a sale option may be granted to holders of non-controlling equity stakes. The option to sell means the Group is obliged to buy securities held by the minority shareholders at a specified strike price on a future date (or period of time) if the holder exercises that right. This obligation is reflected in the financial statements as a liability valued at the strike price of this discounted right.

The counterpart of this liability, equal to the price of the option (value of the share), is recognised in goodwill for options granted before 1 January 2010 or as a reduction of non-controlling interests and/or shareholders' equity for options contracted subsequent to this date.

### 3.1.2 Other intangible assets

Intangible fixed assets are identifiable assets, controlled by the entity because of past events and from which future economic benefits are expected for the entity.

They primarily include the values of insurance and investment contract portfolios, customer relationships and network values and brands, determined during business combinations, as well as software acquired and developed.

Amortisable intangible insurance assets (specifically including values of insurance and investment contract portfolios, the value of customer relations and the value of networks) are depreciated as margins are discharged over the lifetime of the policy portfolios. A recoverability test is performed each year, based on experience and anticipated changes in major assumptions, and may result in impairment.

Software acquired and developed has a finite lifetime and is generally amortised on a straight-line basis over that lifetime.

Other intangible assets that do not have a finite lifetime are not amortised but do routinely undergo an impairment.

Start-up costs are expensed rather than capitalised.

## 3.2 Insurance activity investments

Investments and any impairment thereon are valued in accordance with IFRS based on the asset class of the investments.

### 3.2.1 Financial assets

Equities, bonds, loans and receivables, derivatives and bank accounts are considered financial assets.

#### (a) Classification

Financial assets are classified in one of the following four categories:

- there are two types of assets at fair value through profit or loss:
  - financial assets designated as optional (held-for-trading or even fair value option), provided they comply with the following criteria:
    - asset/liability matching to avoid any accounting mismatch,
    - hybrid instruments including one or more embedded derivatives,
    - group of financial assets and/or liabilities that are managed and the income of which is valued at fair value;
  - assets held to maturity include fixed-term investments that the Company expressly intends, and is able, to hold until maturity. The Group does not use this category, with the exception of certain perfectly backed portfolios that meet the criteria defined above;
  - the loans and receivables category includes assets with a defined payment or a payment that can be defined, which are not listed for trading on an active market;
  - available-for-sale assets (stated at fair value via Group's IFRS equity) include by default all other fixed-term financial investments, equities, loans and receivables that are not included in the other categories.

▪ financial assets designated as optional (held-for-trading or even fair value option), provided they comply with the following criteria:

- asset/liability matching to avoid any accounting mismatch,
- hybrid instruments including one or more embedded derivatives,
- group of financial assets and/or liabilities that are managed and the income of which is valued at fair value;
- assets held to maturity include fixed-term investments that the Company expressly intends, and is able, to hold until maturity. The Group does not use this category, with the exception of certain perfectly backed portfolios that meet the criteria defined above;
- the loans and receivables category includes assets with a defined payment or a payment that can be defined, which are not listed for trading on an active market;
- available-for-sale assets (stated at fair value via Group's IFRS equity) include by default all other fixed-term financial investments, equities, loans and receivables that are not included in the other categories.

#### (b) Reclassifications

A financial asset may, under exceptional circumstances, be reclassified outside the category of investments held for trading.

A financial asset classified as available-for-sale may be reclassified outside the category of assets available-for-sale, into:

- the category of investments held to maturity when the intent or capacity of the Company changes or when the entity no longer has a reliable assessment of fair value;
- the category of loans and receivables when the financial asset meets the definition of loans and receivables on the date of the reclassification and when the entity has the intent and the capacity to hold the financial asset for the foreseeable future or until its maturity.

A financial asset classified in the category of investments held to maturity may be reclassified exceptionally as available-for-sale if the entity's intent or capacity has changed.

#### (c) Initial recognition

The Group recognises its financial assets when it becomes party to the contractual provisions of these assets.

Purchases and sales of financial investments are recorded on the transaction date.

Financial assets are initially recorded at fair value plus; for assets not valued at fair value through income, the transaction costs directly chargeable to the acquisition. However, when immaterial the transaction costs are not included in the acquisition cost of the financial assets.

Repurchase transactions are maintained as assets on the balance sheet.

#### (d) Fair value measurement methods

The fair value of financial assets is the amount for which an asset could be exchanged between well-informed, consenting parties, acting under normal market conditions.

The fair value of a financial instrument equates to its listed stock price on an active market. When the market for this financial instrument is not active, its fair value is measured by valuation techniques using observable market data when available or, when not available, by resorting to assumptions that imply some judgment.

Pursuant to the amendment to IFRS 7 issued by the IASB in March 2009 and IFRS 13, financial instruments (assets and liabilities) valued at fair value are classified according to a three-level hierarchy. These levels depend on whether a valuation model is used and the data sources used to populate the valuation models:

- level 1 corresponds to a price listed in an active market to which the entity may have access on the valuation date;
- level 2 corresponds to the fair values determined on the basis of a valuation model using data directly observable on an active market or data that can be determined from prices observed;
- level 3 corresponds to the fair value determined on the basis of a valuation model using data not observable on a market.

Valuation techniques include the use of recent transactions under conditions of normal competition between informed and consenting parties, if available, reference to the current fair value of another instrument identical in substance, analysis of discounted cash flows, and option valuation models.

#### (e) Valuation rules

The valuation rules and any impairment must be understood as depending on classifying the financial instrument into one of the four categories given above.

Assets held for trading and those for which the option to include them in this category has been applied are recorded in the income statement at the closing fair value.

Financial assets held to maturity, unlisted equities for which the fair value cannot be valued reliably, and loans and receivables are recorded at amortised cost or historic cost. The amortised cost is the amount at which the asset was valued at the time of initial recognition, minus repayments of principal, plus or minus the cumulative amortisation of the differences between the initial amount and the amount at maturity (based on the effective interest rate) and corrected for any reserves for impairment.

The differences between the redemption value and the acquisition price are distributed actuarially as expenses (a premium) or as income (a discount) over the residual life of the securities. When several redemption dates are provided, the residual life is determined on the basis of the final redemption date.

Assets available for sale are valued at their fair value, and unrealised capital gains or losses are recorded in a separate item of Group's IFRS equity.

Investments representing unit-linked policies are valued at fair value through income, as an option.

#### (f) Reserves for impairment

At each closing date, the Group looks for the existence of objective presumptions of impairment in its investments.

#### DEBT INSTRUMENTS CLASSIFIED AS AVAILABLE-FOR-SALE ASSETS

For debt instruments classified as available-for-sale assets, a loss of value is recognised through income in the event of a proven counterparty risk.

Impairments recognised on debt instruments are written back through income in the event of reduction or disappearance of the counterparty risk.

#### EQUITY INSTRUMENTS CLASSIFIED AS AVAILABLE-FOR-SALE ASSETS

For equity instruments classified as available-for-sale assets, the Group has taken into account the clarifications made by the IFRS interpretations committee (IFRIC) in its July 2009 update on the notion of significant or prolonged decrease in paragraph 61 of IAS 39.

As at 31 December 2022, there is objective evidence of impairment in the following cases:

- a financial investment already covered by a reserve at the previous published period end; or
- a 50% haircut is observed as of the period end date; or
- the financial investment has been in a continuous unrealised loss position with respect to its book value over the last 36 months prior to the balance sheet date.

For securities considered strategic securities held by the Group for the long term, as shown by Group representation in their governance bodies or significant, lasting contractual relations or a significant stake in the capital (in absolute or relative value), without significant influence being exercised, this reference period is 48 months.

Where such objective evidence of impairment is observed then the impairment amount corresponding to the difference between the acquisition cost and the fair value for that fiscal year, less any loss in value previously recognised through income, is automatically recognised in the income statement.

These criteria may undergo changes over time, by applying good judgement, in order to take account of changes in the environment in which they were postulated. This should allow abnormal circumstances to be dealt with (such as a sharp and abnormal drop in net asset values on the balance sheet date).

In addition, in all other cases in which these thresholds are not reached, the Group identifies securities in its portfolio constantly presenting a haircut between 20% and 40% over the last six months based on the level of volatility of the financial markets. For the thus separated securities the Group then carries out a review, based on its judgement, security by security, and decides whether to post an impairment through income or not.

In the event that the financial management of a line of securities is done in a comprehensive manner at the Group level, even when these securities are held by several entities, the determination of whether objective evidence of impairment exists can be done based on the Group's cost price.

The impairment recorded on a Group's IFRS equity instrument will only be reversed to income when the asset in question is sold.

#### **INVESTMENTS VALUED AT AMORTISED COST**

For investments valued at amortised cost, the amount of the reserve is equal to the difference between the net book value of the assets and the discounted value of the future cash flows expected, determined on the basis of the original effective interest rate of the instrument. The amount of the loss is included in the net income or loss for the fiscal year. The reserve may be written back through income.

#### **(g) Derecognition**

Financial assets are derecognised when contractual risks expire or the Group transfers the financial asset.

Gains or losses on the sale of financial investments are determined using the FIFO method, with the exception of securities carried by mutual funds. The method used for mutual funds is the weighted average cost method.

Gains and losses from divestment are recorded on the income statement on the date of realisation and represent the difference between the sale price and the net book value of the asset.

### **3.2.2 Investment property**

The Group has chosen to recognise investment property using the cost method. It is valued using the component approach.

#### **(a) Initial recognition**

Lands and properties appear on the balance sheet at their

acquisition cost. The value of the property includes significant transaction costs directly attributable to the transaction, except in the specific case of investment property representing unit-linked commitments that may be posted, by discretion, to income at fair value.

When a real estate asset includes a portion held to produce rental income and another part used for production or administrative purposes, the asset is treated as investment property only if the latter is immaterial.

At the time of initial recognition, property is subdivided by components and recorded separately.

The impairment periods applied by the Group for each component depend on the nature of the property under consideration and are as follows:

- building shell (impairment period between 30 and 120 years);
- wind and watertight facilities (depreciation period between 30 and 35 years);
- heavy equipment (impairment period between 20 and 25 years);
- secondary equipment, fixtures and fittings (impairment period between 10 and 15 years);
- maintenance (impairment period: 5 years).

#### **(b) Valuation**

The cost of the property is the amount at which the property was recorded at the time of initial recognition, minus cumulative amortisation and corrected for any reserves for impairment. Acquisition cost of the property is the outcome either of outright acquisition, or acquisition of a company that owns the property. In the latter case, the cost of the property is equal to its fair value on the date of acquisition of the owner company.

Each component is identified by its duration and depreciation rate.

The residual value of the shell component cannot be valued with sufficient reliability, particularly given the uncertainties about the holding horizon; thus this component is amortised on the basis of the acquisition cost.

Rent income is recorded using the straight-line method over the term of the lease agreement.

The market value of real estate investments is determined on the basis of an appraisal conducted at most every five years and reviewed annually by an independent expert.

Real estate investments representing unit-linked liabilities where the financial risk is borne by the policyholder are carried at fair value with changes in fair value recognised in the income statement

#### **(c) Subsequent expenditure**

Subsequent expenditure must be added to the book value of the property:

- if it is probable that these expenses will allow the asset to generate economic benefits;
- and these expenses can be reliably measured.

#### (d) Reserves for impairment

On each period end date of its financial statements, the Group determines whether there is evidence of potential loss of value on property recorded at depreciated cost. If this is the case, the realisable value of the property is calculated as being the higher of two values: the sale price net of sale costs and the value in use. If the realisable value is less than the net book value, the Group recognises a loss of value in the income statement for the difference between the two values, and the net book value is discounted to reflect only the realisable value.

When the value of the property increases at a later time, the reserve for impairment is written back through income.

#### (e) Derecognition

Gains or losses from the disposal of property investments are recorded in the income statement on the date of realisation and represent the difference between the net sale price and the net book value of the asset.

### 3.3 Derivatives

#### 3.3.1 General information

A derivative is a financial instrument with the following three features:

- its value fluctuates on the basis of the change in a specific variable known as the “underlying asset”;
- it requires a zero or low initial net investment compared with other instruments that react in the same way to market changes;
- it is settled at a future date.

All derivatives are recorded on the balance sheet at their fair value on the original date and during their subsequent revaluation. Changes in fair value are posted to income except for derivatives designated as cash flow hedges and net foreign investments.

#### 3.3.2 Hedging derivatives

The use of hedge accounting is subject to obligations regarding documentation and periodic demonstration of the efficacy of the hedge.

Hedging derivatives are recorded at fair value with changes in the income statement, except for cash flow hedges and hedges of net foreign investments considered as effective, for which the changes in fair value are deferred into equity until the cash flows hedges are recognised in the income statement or when the foreign subsidiary is sold.

For a fair-value hedge of an available-for-sale asset, changes in fair value of the hedged item are recognised in income or loss so that they exactly offset the changes in the hedging derivative.

The ineffective portion of hedges is recognised in the income statement.

#### 3.3.3 Embedded derivatives

Embedded derivatives are components of compound financial instruments that meet the definition of a derivative product.

They are separate from the host contract and recognised as derivatives when the following three conditions are met:

- the economic features and the risks of the embedded derivative are not closely linked to the economic features and risks of the host contract;
- a separate instrument containing the same conditions as the embedded derivative meets the definition of a derivative;
- the hybrid instrument is not valued at fair value with recognition of the changes in the fair value through the income statement.

When one of these conditions is not met, there is no separation.

### 3.4 Investments in related companies and joint ventures under the equity method

Investments in associates and joint ventures are consolidated using the equity method. At the time of acquisition, the investment is recorded at the acquisition cost and its net book value is subsequently raised or reduced to take into account particularly the income or losses as well as the change in fair value of financial assets in proportion to the investor's stake.

### 3.5 Non-current assets held for sale and discontinued activities

A non-current asset (or a group intended to be sold) is considered to be held for sale if its book value will be mainly recovered through a sale transaction rather than through continued use. In order for this to be the case, the asset (or the group intended to be sold) must be available for immediate sale in its current state, and its sale must be highly probable (within the next 12 months).

Non-current assets (or a group intended to be sold) classified as held for sale are valued at the lower value between the net book value and the fair value minus transfer costs. Where there is an unrealised capital loss, impairment is recognised in the income statement. In addition, non-current assets cease to be depreciated once they are reclassified as held-for-sale assets.

A discontinued activity is considered to include any component from which the entity is separated or that is classified as held for sale and is in one of the following situations:

- › it constitutes a major, separate line of business or geographical area; or
- › it is part of a single, coordinated plan for divestment of a line of business or a major, separate geographical area; or
- › it is a subsidiary acquired exclusively in order to be sold.

The following are presented on a particular line of the income statement:

- › net income after taxes from discontinued businesses until the transfer date;
- › profit or loss after taxes resulting from the divestment and measurement at fair value less the costs of the sale of the assets and liabilities constituting the discontinued businesses.

## 3.6 Tangible fixed assets

### 3.6.1 Operating property

The Group has chosen to value directly-owned operating property using the cost method. This property is presented on a line separate from Investment property as assets. The recognition and valuation method is identical to the method described for investment property.

Assets related to the right to use leased operating property are initially recognised at cost, comprising the initial amount of the lease liability, any prepayments made to the lessor net of any benefits received from the lessor, the initial direct costs incurred by the lessee in contracting the lease agreement and the estimated costs of dismantling or restoring the leased property.

User rights are amortised using the straight-line method over the term of the lease agreement.

The lease term equates to the non-cancellable period of each lease plus the periods covered by renewal options where it is reasonably certain these will be exercised, and termination options that the lessee is reasonably certain not to exercise. The estimation of this lease term takes into account the useful life of the significant improvements made and inseparable from the leased property.

The Group has chosen to apply the optional treatment stipulated in IFRS 16 for rental agreements of less than 12 months' duration and contracts involving low-value assets, recognising the rent for these under expenses in the income statement.

### 3.6.2 Other property, plant and equipment

Directly-owned property, plant and equipment other than operating property are initially recorded at acquisition cost, which consists of the purchase price, customs duties,

discounts and rebates, direct costs necessary for installation and payment discounts.

The depreciation methods reflect the method of economic consumption.

An impairment test is conducted once there is an indication of a loss of value. The loss of value is reversible and corresponds to the surplus between the book value over the realisable value, which is the higher of net fair value of withdrawal costs and the value in use.

The recognition and valuation method for user rights on other property, plant, and equipment owned by the lessee under a lease is identical to the method described for user rights on investment property.

## 3.7 Operating receivables and payables, other assets and other liabilities

Operating receivables and other assets are recorded at face value, taking into account any transaction costs.

Operating payables and other liabilities are recorded at the fair value of the consideration received in exchange at the origin of the contract, net of transaction costs.

Moreover, non-controlling interests in fully consolidated mutual funds are included in other liabilities. Under IAS 32, a financial instrument that gives the holder the right to return it to the issuer in exchange for cash is a financial liability. The change in this liability is recognised through the income statement.

## 3.8 Cash and cash equivalents

Cash corresponds to available cash.

Cash equivalents are short-term liquid investments, easily convertible into a known amount of cash and subject to an insignificant risk of changes in value.

## 3.9 Group's IFRS equity

### (a) Revaluation reserves

The revaluation reserve contains the differences resulting from the revaluation at fair value of balance sheet items, particularly:

- › the effects of the revaluation of derivatives assigned to cash flow hedges and net investments in currencies pursuant to IAS 21;
- › the effects of the revaluation of financial assets available for sale in accordance with the provisions of IAS 39. These are unrealised capital gains/losses;
- › the cumulative impact of the gain or loss from shadow accounting of available-for-sale investment assets;

- the cumulative impact of the deferred tax gain or loss generated by the transactions described above.

#### (b) Other reserves

Other reserves consist of the following items:

- retained earnings;
- group consolidation reserves;
- other regulated reserves;
- the impact of changes in accounting methods;
- equity instruments akin to perpetual subordinated bonds (TSDI) whose features allow recognition in Group's IFRS equity. Remuneration from these securities is treated like a dividend on Group's IFRS equity.

#### (c) Foreign exchange adjustments

Foreign exchange adjustments result from the consolidation process owing to the translation of statutory financial statements of foreign subsidiaries prepared in a currency other than the euro.

#### (d) Non-controlling interests

Non-controlling interests represent the share in the net assets and net income of a fully consolidated Group company. This share represents the interests that are not held directly by the parent company or indirectly through subsidiaries (concerning non-controlling interests relating to consolidated mutual funds and the purchase of non-controlling interests, refer to paragraphs 3.7 and 3.11).

### 3.10 Reserves for contingencies and charges

Reserves for contingencies and charges are liabilities for which the due date or the amount is uncertain. A reserve must be recognised if the following three conditions are met:

- the Company has a current legal or implicit obligation that is the result of a past event;
- it is probable that an outflow of resources representing economic benefits will be necessary to discharge the obligation;
- it is possible to obtain a reliable estimate of the amount of the reserve.

When the impact of the time value of the money is substantial, the amount of the reserves is discounted to the present value of the expected expenditures, which the Company believes necessary to discharge the obligation.

### 3.10.1 Personnel benefits

#### Pension commitments

The Group's companies have different retirement schemes. The schemes are generally financed by contributions paid to insurance companies or other funds, which are administered and valued on the basis of periodic actuarial calculations. The Group has defined-benefit schemes and defined-contribution schemes. A defined-contribution scheme is a retirement scheme under which the Group pays fixed contributions to an independent entity. In this case, the Group is not bound by any legal or implied obligation forcing it to top up the scheme in the event that the assets are not sufficient to pay, to all employees, the benefits due for services rendered during the current fiscal year and previous fiscal years. Pension schemes that are not defined contribution schemes are defined benefit schemes. This is the case, for example, for a scheme that defines the amount of the pension benefit that will be collected by an employee at retirement, which is generally a function of one or more factors, such as age, seniority and salary.

The liabilities recorded in the balance sheet for defined-benefit schemes and similar schemes correspond to the discounted value of the obligation linked to the defined-benefit schemes at closing, after deducting the closing fair value of the scheme assets.

The actuarial gains and losses resulting from experience-based adjustments and modifications in the actuarial assumptions are recognised directly in equity.

The costs of past services are immediately recognised in income, regardless of whether the rights are ultimately acquired in the event of a change of pension scheme.

With regard to defined-contribution schemes, the Group pays contributions to retirement insurance schemes and is not bound by any other payment commitment. The contributions are booked as expenses related to personnel benefits when they are due. The contributions paid in advance are recorded as assets to the extent that the advance payment results in a reduction of future payments or a cash reimbursement.

### 3.11 Financing debts

Financing debts include subordinated liabilities, financing debts represented by securities, and financing debts owed to banking institutions.

In the absence of a specific IFRIC interpretation, commitments to purchase non-controlling interests are recorded in financing debt at current fair value (strike price of the option). The cross-entry of these debts is recognised either in goodwill for put options granted before 1 January 2010 or as a reduction in Group's IFRS equity for put options contracted subsequent to this date.

### 3.11.1 Initial recognition

Financing debt is recognised when the Group becomes party to the contractual provisions of this debt. The amount of the debt is then equal to the fair value, adjusted if necessary for the transaction costs directly chargeable to the acquisition or issue of such debt.

### 3.11.2 Valuation rules

Financing debt is subsequently valued at amortised cost using the effective interest rate method.

### 3.11.3 Derecognition

Financing debt is derecognised when the obligation specified in the contract is discharged, cancelled, or expires.

## 3.12 Underwriting operations

### 3.12.1 Classification and method of recognition

There are two categories of contract issued by the Group's insurance companies:

- insurance policies and financial contracts with discretionary profit-sharing, which are governed by IFRS 4;
- financial contracts without discretionary profit sharing, which are governed by IAS 39.

#### (a) Insurance policies

An insurance policy (or contract) is a contract according to which one party (the insurer) accepts a significant insurance risk of another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder. An insurance risk is a risk, other than a financial risk, transferred from the policyholder to the issuer. This risk is significant when an insured event may require an insurer to pay significant additional benefits whatever the scenario, with the exception of scenarios that lack business significance.

The existing accounting practices for insurance policies subject to IFRS 4 continue to be maintained, with the exception of the equalisation reserves as defined by IFRS 4 which have been annulled, provided that the reserves thus established meet the solvency tests stipulated by international standards (see paragraph 3.12.2.c).

#### (b) Financial contracts

Contracts that do not meet the definition of insurance policy as described above are classified as financial contracts. Financial contracts are broken down into two categories: financial contracts with and without discretionary profit sharing.

A discretionary profit-sharing clause is defined as the

contractual right held by a subscriber to receive an additional payment or another benefit, the amount or maturity of which is fully or partially at the discretion of the insurer and the valuation of which is based either on the performance of a set of contracts or a determined contract, either on the income or loss of the insurer, a fund, or any other entities having issued the contract or on realised and/or unrealised investment returns of a portfolio of specified assets held by the issuer.

The accounting methods for financial contracts with discretionary profit sharing are identical to the methods for insurance policies described above. Financial contracts without discretionary profit sharing are treated using the valuation procedures described in paragraph 3.12.3.

### 3.12.2 Insurance policies under IFRS 4

#### (a) Non-life insurance policies

##### PREMIUMS

Written premiums represent the gross premiums, before reinsurance and tax, net of cancellations, reductions, rebates, of the change in premiums still to be written and of the change in premiums to be cancelled.

Premiums written and adjusted for the change in reserves for unearned premiums (which are defined below) constitute earned premiums.

##### INSURANCE POLICY SERVICING EXPENSES

Non-life insurance policy servicing expenses mainly include benefits and expenses paid and the change in reserves for claims and other underwriting reserves.

Benefits and expenses paid relate to the claims settled net of claims receivable collected for the fiscal year and the periodic payment of annuities. They also include the fees and commissions for the management of claims and payment for services.

##### UNDERWRITING LIABILITIES RELATING TO NON-LIFE INSURANCE POLICIES

Underwriting liabilities relating to non-life insurance policies are generally not discounted with the exception of liabilities relating to long-term care risk as well as those relating to current annuities or annuities in the course of establishing incapacity and disability risks.

##### RESERVES FOR UNEARNED PREMIUMS

The underwriting reserves for unearned premiums represent the portion of premiums for the period between the inventory date and the next contract payment date. They are calculated on a *pro rata* basis.

##### RESERVES FOR UNEXPIRED RISKS

The reserves for unexpired risks are intended to cover the portion of the cost of claims and the related management fees that exceeds the fraction of deferred premiums net of deferred acquisition costs.

### OUTSTANDING CLAIMS RESERVES

The outstanding claims reserves represent the estimate, net of claims receivable, of the cost of all unpaid claims at the end of the fiscal year, both declared and undeclared. They include a charge for management fees that is determined on the basis of actual expense rates.

For construction risks, in addition to the outstanding claims reserves (declared or not yet declared), separate claims reserves that have not yet appeared are also funded for the ten-year civil liability coverage and the ten-year coverage against structural damage.

Reserves are assessed on the basis of the type of specific risks covered, particularly agricultural and climate risks and risks that are highly seasonal in nature.

### OTHER UNDERWRITING RESERVES

#### Actuarial reserves for annuities

The actuarial reserves for annuities represent the present value of the Company's payables for annuities and annuity expenses.

#### Reserve for increasing risks

This reserve is set aside for periodic premium health and disability insurance policies, for which the risk grows with the age of the policyholders.

### DEFERRED ACQUISITION COSTS

In non-life insurance, acquisition costs related to unearned premiums are deferred and recorded in assets on the balance sheet.

#### (b) Life insurance policies and financial contracts with discretionary profit sharing

### PREMIUMS

Written premiums represent the gross premiums, before reinsurance and tax, net of cancellations, reductions, rebates, of the change in premiums still to be written and of the change in premiums to be cancelled.

### INSURANCE POLICY SERVICING EXPENSES

Servicing expenses for life insurance policies and financial contracts with discretionary profit sharing means:

- all claims once they have been paid to the beneficiary;
- technical interest and profit sharing that may be included in those claims;
- all costs incurred by the insurance company for the management and payment of claims.

They also include the profit sharing and the change in life insurance reserves and other underwriting reserves.

### UNDERWRITING LIABILITIES RELATING TO LIFE INSURANCE POLICIES AND FINANCIAL CONTRACTS WITH DISCRETIONARY PROFIT SHARING

#### Actuarial reserves

Actuarial reserves represent the difference between the present values of the commitments made by the insurer and the policyholders respectively, taking into account the probability that these commitments will be realised. Actuarial reserves are

recognised as liabilities on the balance sheet at their gross underwriting value, before reinsurance and deferred acquisition costs.

No reserve for financial contingencies is recorded when the actuarial reserves have been funded on the basis of discount rates at most equal to the forecast yield rates, prudently estimated, of the assets assigned to represent them.

#### Profit-sharing reserve

The profit-sharing reserve consists of a reserve for profit-sharing payable and potentially as a reserve for deferred profit sharing.

The reserve for payable profit sharing includes the identifiable amounts, from regulatory or contractual obligations, intended for the policyholders or beneficiaries of contracts in the form of profit sharing and rebates, to the extent that these amounts have not been credited to the policyholder's account or included in "Life underwriting reserves".

The reserve for deferred profit sharing includes:

- the reserve for unconditional profit sharing, which is recognised when a difference is recorded between the bases for calculating future rights in the individual company accounts and the combined financial statements;
- the reserve for conditional profit sharing, which relates to the difference in liabilities between the individual company and the combined financial statements, the payment of which depends on a management decision or the occurrence of an event.

In the particular case of restatement in the combined financial statements of the capitalisation reserve, a reserve for deferred profit-sharing is determined when the Asset/Liability Management assumptions demonstrate a probable permanent write-back of the total capitalisation reserve. The Group recognised no deferred profit-sharing on the restatement of the capitalisation reserve.

#### Application of shadow accounting

For participatory contracts, the Group has decided to apply shadow accounting, which is intended to ensure the value of insurance liabilities, deferred acquisition costs and the intangible assets related to insurance policies, reflect the effects of including unrealised gains and losses on financial assets valued at fair value. Deferred profit-sharing is recognised through the revaluation reserve or the income statement, depending on whether these gains and losses have been recognised in the reserve or in the income statement.

Shadow accounting is applied on the basis of a profit-sharing rate that is estimated and applied to unrealised gains and losses. This rate is obtained by applying the regulatory and contractual conditions for calculating profit sharing and is determined either using the actual profit-sharing rates observed over the last three years or using a prospective sharing rate based on three-year business plans in the event of significant expected changes.

In case of an overall unrealised capital loss of the entity's asset portfolio, the Group records a deferred profit-sharing asset limited to the fraction of deferred profit-sharing actually realisable. A recoverability test based on the projected future performance of insurance portfolios is carried out. This test makes it possible to demonstrate, on the one hand, that cash flows remain positive and that it is not necessary to realise capital losses to make payments, and on the other hand, that the financial margin remains positive.

#### **Other underwriting reserves**

##### *Overall management expenses reserve*

The management expenses reserve is established for all future contract-management expenses not covered by mark-ups on premiums or by deductions on investment income stipulated in the contracts. This approach is carried out according to the grid of departmental categories.

##### *Deferred acquisition costs*

Variable costs directly attributable to the acquisition of life insurance policies are recorded as assets in the combined financial statements. These amounts may not under any circumstances be greater than the present value of future income from the policies.

These costs are amortised over the average life of the policies based on the rate of emergence of future margins for each generation of policies; future margins are determined using economic assumptions (profit-sharing rate, future rate of return on assets and lapse rate). Since these acquisition costs are capitalised, the actuarial reserves appearing on the balance sheet are presented as non-deductible.

Every year the expected present value of future margins by homogeneous product family is compared with the total of the deferred acquisition costs net of amortisation already recognised in the past. If this value is lower, an extraordinary impairment charge is recognised on the income statement.

#### **(c) Liabilities adequacy test**

An adequacy test is performed at each balance sheet date for liabilities under IFRS 4 intended to ensure that insurance liabilities are sufficient with regard to current estimates of future cash flows generated by insurance policies. Future cash flows resulting from policies take into account their related cover and options. If necessary, and for the purposes of this test, the insurance liabilities are reduced by the deferred acquisition costs and the values of business in force recorded at the time of business combinations or transfers of the related policies.

In case of inadequacy, the potential losses are recognised in full through income.

This test is performed at each balance sheet date and for each consolidated entity.

#### **(d) Unit-linked policies under IFRS 4**

Unit-linked policies under IFRS 4 are either insurance policies containing a significant insurance risk, such as a death risk, or financial contracts with discretionary profit sharing, for which the financial risk is assumed by the policyholder.

The underwriting reserves for unit-linked policies are valued at the market value of the unit of account at the inventory date.

#### **(e) Embedded derivatives in insurance policies and financial contracts with discretionary profit sharing**

Embedded derivatives are components of insurance policies that meet the definition of a derivative product.

If the same contract contains a financial component and an insurance component, the financial component is valued separately at fair value when it is not closely tied to the host contract or when the accounting standards do not require recognising all of the rights and obligations associated with the deposit component, in application of the provisions of IFRS 4.

In other cases, the entire contract is treated as an insurance policy.

#### **3.12.3 Financial contracts under IAS 39**

Liabilities related to financial contracts without discretionary profit sharing must be recognised on the basis of the principle of deposit accounting. Thus the premiums collected and the benefits are booked on the balance sheet. Management charges and expenses for the contracts are recorded in income. Unearned income is deferred over the estimated life of the contract.

This category primarily includes unit-linked policies and indexed policies that do not meet the definition of insurance policies and financial contracts with discretionary profit sharing. Commitments under these policies are valued at the unit-linked fair value in inventory.

The additional costs directly related to management of the investments of a contract are booked as assets if they can be identified separately and reliably valued, and if it is probable that they will be recovered. This asset, equating to the contractual right acquired by the Group over income resulting from management of investments, is depreciated over the duration of this management and symmetrically with recognition of the corresponding income.

### 3.12.4 Reinsurance operations

#### (a) Inward reinsurance

Inward reinsurance is booked treaty by treaty without difference on the basis of an assessment of the business accepted. These operations are classified according to the same rules as those described for insurance policies or financial contracts in paragraph 3.12.1. In the absence of sufficient information from the outward reinsurer, estimates are made.

An asset deposit is recorded for the amount of the counterparty given to the ceding and retroceding companies.

Securities used as hedges are recorded in the statement of commitments given and received.

#### (b) Outward reinsurance

Outward reinsurance is recognised in accordance with the terms of the various treaties and according to the same rules as described in note 3.12.1 on insurance policies and financial contracts. A liabilities deposit is recorded for the amount of the corresponding asset received from outward reinsurers and retrocessionaires.

Securities from reinsurers (outward reinsurers and retrocessionaires) remitted as collateral are recorded in the statement of commitments given and received.

## 3.13 IFRS 16 lease liabilities

On the contract's effective date, the debt representing the obligation to pay rent is recognised at an amount equal to the discounted value of the rent over the term of the lease contract.

The amounts included in respect of rents in evaluating this initial liability are:

- fixed rent;
- variable rent, if based on a rate or index, using the rate or index value on the contract's effective date;
- payments to be made by the lessee under a residual value guarantee;
- termination or non-renewal penalties; and
- the cost of exercising a purchase option if it is reasonably certain to be exercised.

Rents are discounted at the interest rate implicit in the lease if such is easily determined, otherwise at the lessee's marginal borrowing rate.

Rental debts are subsequently valued at amortised cost using the effective interest rate method. They are re-assessed in the following situations:

- change to the lease term;
- change to the view that the exercising of a purchase option is, or is not, reasonably certain;
- fresh estimation of residual value guarantees;
- revision to rates or indices on which rents are based when a rent adjustment takes place.

## 3.14 Taxes

Corporate income tax includes all current and deferred taxes. When a tax is payable or receivable and payment is not subject to the execution of future transactions, such tax is classified as current, even if the payment is spread over several fiscal years. It appears as an asset or liability on the balance sheet as applicable.

Operations carried out by the Group may have positive or negative tax consequences other than those taken into consideration for calculating the payable tax. The result is tax assets or liabilities classified as deferred.

This is particularly the case when, because of completed transactions that are posted in either the individual company statements or only in the combined financial statements as restatements and eliminations of inter-company income or losses, differences will appear in future between the tax income and the accounting income of the Company, or between the tax value and the book value of an asset or liability, for example when transactions performed during a fiscal year are taxable only in the following fiscal year. These differences are classified as timing differences.

All deferred tax liabilities must be recognised; however, deferred tax assets are only recognised if it is likely that taxable income (against which these deductible timing differences can be charged) will be available.

All deferred tax liabilities are recognised. Deferred tax assets are recognised when their recovery is considered as "more probable than improbable", *i.e.*, if it is likely that sufficient taxable income will be available in the future to offset the deductible timing differences. In general, a 3-year horizon is considered to be a reasonable period to assess whether the entity can recover the capitalised deferred tax. However, an impairment charge is booked against the deferred tax assets if their recoverability appears doubtful.

Deferred tax assets and liabilities are computed on the basis of tax rates (and tax regulations) adopted as at the balance sheet date.

Deferred tax assets and liabilities are not discounted to present value.

### 3.15 Segment reporting

A business segment is a component of an entity whose operating profits are regularly examined by the Group's principal operational decision-makers in order to assess the segment's performance and decide on the resources to allocate to it.

The Group is organised into three operational segments: insurance in France, international insurance, and financial businesses. The financial businesses segment, which is also the subject of specific notes (Notes 10.1, 10.2, and 35.2), has been grouped with the insurance segment in France in order to create an overall operational segment entitled France.

The various businesses of each segment are as follows:

- life and health insurance: the life and health insurance business covers the traditional life insurance business as well as personal injury (largely health risks, disability and long-term care);
- property and casualty insurance: the property and casualty insurance business covers, by deduction, all the Group's other insurance businesses;
- financial businesses: the financial businesses are now mainly portfolio management of securities or property investments or private equity and employee savings;

- holding businesses: mainly consisting of income and expenses arising from managing the Group and holding the shares of the companies included within the Groupama Assurances Mutuelles scope of consolidation.

### 3.16 Costs by category

Management fees and commissions related to insurance business are classified on the basis of their function by applying allocation keys defined as a function of the structure and organisation of each of the insurance entities.

Expenses are classified into the following six purposes:

- acquisition costs;
- administrative costs;
- claims settlement costs;
- investment expenses;
- other underwriting expenses;
- non-underwriting expenses.

## 4 Notes to the financial statements

### Note 1 Segment reporting

#### 1.1 Segment reporting by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Intangible assets	1,073	973	2,047	1,053	1,002	2,055
Insurance business investments	72,307	6,345	78,652	84,447	7,270	91,718
Uses of funds for financial sector businesses	139		139	163		163
Investments in related companies and joint ventures under the equity method		178	178		177	177
Share of outward reinsurers and retrocessionnaires in liabilities relating to insurance and financial contracts	1,962	173	2,135	1,366	128	1,494
Other assets	8,827	1,219	10,046	6,374	927	7,301
Assets held for sale and discontinued business activities		281	281			
Cash and cash equivalents	1,064	179	1,243	1,391	170	1,561
<b>COMBINED TOTAL ASSETS</b>	<b>85,372</b>	<b>9,349</b>	<b>94,721</b>	<b>94,794</b>	<b>9,675</b>	<b>104,469</b>
Reserves for contingencies and charges	402	84	487	499	80	580
Financing debts	2,135		2,135	2,134		2,134
Underwriting liabilities relating to insurance policies	59,931	4,484	64,415	60,155	4,659	64,815
Underwriting liabilities relating to financial contracts	9,052	1,980	11,032	9,856	2,032	11,888
Deferred profit-sharing liabilities	5		5	4,716	88	4,804
Resources from banking sector businesses	14		14	10		10
Other liabilities	8,219	613	8,832	9,045	523	9,567
Liabilities of business activities due to be sold or discontinued		289	289			
<b>TOTAL COMBINED LIABILITIES EXCLUDING GROUP'S IFRS EQUITY</b>	<b>79,760</b>	<b>7,450</b>	<b>87,210</b>	<b>86,415</b>	<b>7,382</b>	<b>93,797</b>

## 1.2 Segment reporting by business

31.12.2022

(in millions of euros)	France				International			Total	
	Property and casualty insurance	Life and health insurance	Financial sector business	Holding company	Property and casualty insurance		Life and health insurance	Holding company	
					Total	Total			
<b>Earned premiums</b>	<b>6,238</b>	<b>7,106</b>			<b>13,344</b>	<b>1,531</b>	<b>680</b>	<b>2,211</b>	<b>15,555</b>
<b>Net banking income, net of cost of risk</b>			<b>160</b>		<b>160</b>				<b>160</b>
Investment income	272	1,723		(34)	1,961	107	105	212	2,173
Investment expenses	(117)	(581)		5	(692)	(44)	(18)	(63)	(755)
Capital gains or losses from divestments net of impairment and depreciation write-backs	112	420		153	684	27		27	712
Change in fair value of financial instruments recorded at fair value through income	(37)	(2,004)			(2,041)	4	(127)	(123)	(2,165)
Change in impairment on investments	(12)	(10)		(5)	(27)	(1)	(3)	(3)	(31)
<b>Total income from ordinary business activities</b>	<b>6,456</b>	<b>6,653</b>	<b>160</b>	<b>119</b>	<b>13,388</b>	<b>1,624</b>	<b>637</b>	<b>2,261</b>	<b>15,649</b>
Insurance policy servicing expenses	(5,204)	(4,832)			(10,036)	(981)	(449)	(1,431)	(11,466)
Income on outward reinsurance	776	78			855	103	4	107	962
Expenses on outward reinsurance	(434)	(87)			(521)	(124)	(5)	(129)	(651)
Operating expenses for financial sector businesses			(110)		(110)				(110)
Policy acquisition costs	(988)	(698)			(1,686)	(342)	(104)	(446)	(2,131)
Administrative costs	(251)	(200)			(451)	(102)	(33)	(135)	(586)
Other current operating income and expenses	(402)	(269)	6	(147)	(813)	(88)	(31)	(119)	(932)
<b>CURRENT OPERATING INCOME</b>	<b>(47)</b>	<b>645</b>	<b>55</b>	<b>(28)</b>	<b>625</b>	<b>90</b>	<b>19</b>	<b>109</b>	<b>733</b>
Other operating income and expenses	(11)	(5)		(4)	(19)	(16)	(3)	(18)	(38)
<b>OPERATING INCOME</b>	<b>(58)</b>	<b>640</b>	<b>55</b>	<b>(32)</b>	<b>605</b>	<b>74</b>	<b>16</b>	<b>90</b>	<b>696</b>
Financing expenses	(5)	(1)		(73)	(78)	(1)		(1)	(79)
Share of results of associates and joint ventures under the equity method						8		8	8
Corporate income tax	13	(162)	(13)	35	(127)	(7)	(2)	(9)	(137)
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>(50)</b>	<b>478</b>	<b>42</b>	<b>(70)</b>	<b>400</b>	<b>75</b>	<b>14</b>	<b>88</b>	<b>488</b>
Net income from activities either discontinued or due to be discontinued						(31)	(3)	(34)	(34)
<b>TOTAL NET INCOME</b>	<b>(50)</b>	<b>478</b>	<b>42</b>	<b>(70)</b>	<b>400</b>	<b>43</b>	<b>10</b>	<b>54</b>	<b>454</b>
of which, non-controlling interests									
<b>OF WHICH, NET INCOME (GROUP SHARE)</b>	<b>(50)</b>	<b>477</b>	<b>42</b>	<b>(70)</b>	<b>400</b>	<b>43</b>	<b>10</b>	<b>54</b>	<b>454</b>

31.12.2021

(in millions of euros)	France				International				Total		
	Property and casualty insurance	Life and health insurance	Financial sector business	Holding company	Property and casualty insurance	Life and health insurance	Holding company	Total			
<b>Earned premiums</b>	<b>5,899</b>	<b>7,057</b>			12,955	1,439	717	2,156	<b>15,111</b>		
<b>Net banking income, net of cost of risk</b>			<b>195</b>		<b>195</b>				<b>195</b>		
Investment income	213	1,747		(13)	1,948	107	104	3	214	2,162	
Investment expenses	(107)	(604)		27	(684)	(50)	(22)		(73)	(757)	
Capital gains or losses from divestments net of impairment and depreciation write-backs	91	280		(4)	367	12	9		22	389	
Change in fair value of financial instruments recorded at fair value through income	19	1,329		11	1,359	1	73		74	1,433	
Change in impairment on investments	(8)	(7)		(7)	(22)		(1)		(1)	(23)	
<b>Total income from ordinary business activities</b>	<b>6,106</b>	<b>9,802</b>	<b>195</b>	<b>15</b>	<b>16,118</b>	<b>1,508</b>	<b>880</b>	<b>2</b>	<b>2,391</b>	<b>18,509</b>	
Insurance policy servicing expenses	(4,072)	(8,167)			(12,238)	(948)	(699)		(1,647)	(13,885)	
Income on outward reinsurance	148	113			261	32	(1)		32	293	
Expenses on outward reinsurance	(356)	(127)			(483)	(62)	(3)		(65)	(548)	
Operating expenses for financial sector businesses			(114)		(114)					(114)	
Policy acquisition costs	(954)	(658)			(1,612)	(323)	(99)		(423)	(2,034)	
Administrative costs	(225)	(177)			(402)	(91)	(37)		(128)	(530)	
Other current operating income and expenses	(352)	(264)	5	(129)	(740)	(101)	(13)	(1)	(115)	(855)	
<b>CURRENT OPERATING INCOME</b>	<b>297</b>	<b>523</b>	<b>86</b>	<b>(115)</b>	<b>791</b>	<b>16</b>	<b>28</b>	<b>1</b>	<b>45</b>	<b>836</b>	
Other operating income and expenses	(26)	5		(32)	(53)	(5)	(1)		(6)	(59)	
<b>OPERATING INCOME</b>	<b>271</b>	<b>528</b>	<b>86</b>	<b>(147)</b>	<b>738</b>	<b>11</b>	<b>27</b>	<b>1</b>	<b>39</b>	<b>777</b>	
Financing expenses	(5)	(1)			(71)	(76)	(1)	(1)		(2)	(78)
Share of results of associates and joint ventures under the equity method					(22)	(22)	6		6	(16)	
Corporate income tax	(89)	(151)	(24)		81	(183)	(4)	(3)		(7)	(190)
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>178</b>	<b>376</b>	<b>62</b>	<b>(159)</b>	<b>457</b>	<b>13</b>	<b>23</b>	<b>1</b>	<b>37</b>	<b>494</b>	
Net income from activities either discontinued or due to be discontinued											
<b>OVERALL NET INCOME</b>	<b>178</b>	<b>376</b>	<b>62</b>	<b>(159)</b>	<b>457</b>	<b>13</b>	<b>23</b>	<b>1</b>	<b>37</b>	<b>494</b>	
of which, non-controlling interests		1				1				1	
<b>OF WHICH, NET INCOME (GROUP SHARE)</b>	<b>178</b>	<b>375</b>	<b>62</b>	<b>(159)</b>	<b>455</b>	<b>13</b>	<b>23</b>	<b>1</b>	<b>37</b>	<b>493</b>	

## Note 2 Goodwill

### 2.1 Goodwill

(in millions of euros)	31.12.2022			31.12.2021	
	Gross value	Impairment	Foreign exchange adjustment	Net value	Net value
<b>OPENING VALUE</b>	<b>2,907</b>	<b>(925)</b>	<b>(334)</b>	<b>1,648</b>	<b>1,654</b>
<b>Newly consolidated entities</b>					
<b>Eliminations from the scope of consolidation</b>					
France					(2)
Central and Eastern European countries			(13)	(13)	(4)
Turkey	(262)	147	116		
Italy					
<b>Other changes during the fiscal year</b>	<b>(262)</b>	<b>147</b>	<b>103</b>	<b>(13)</b>	<b>(6)</b>
<b>CLOSING VALUE</b>	<b>2,645</b>	<b>(778)</b>	<b>(232)</b>	<b>1,635</b>	<b>1,648</b>

The grouping within a single cash-generating unit for all countries of Central and Eastern Europe is explained in particular by centralised management bancassurance agreements.

#### Changes during the fiscal year

Changes in goodwill on the balance sheet correspond to changes in foreign exchange adjustments and the reclassification of goodwill of Turkish subsidiaries to discontinued operations in accordance with IFRS 5 (see note 3). As a reminder, this goodwill was fully written down.

#### Impairment test

Goodwill is tested for impairment at least once a year. This test is carried out at the level of the cash-generating unit.

As for those insurance entities acquired during the fiscal year where no index on loss in value exists, no impairment test is carried out. Nevertheless, an internal audit is conducted on a simplified basis so as to link in to the purchase price.

Each cash-generating unit provides its forecasts of underwriting and financial income (rate of return). Underwriting assumptions are determined based on estimated growth in premium income and a combined ratio target for the plan period. These assumptions are adapted on the basis of past experience and external constraints imposed by the local market (competition, regulation, market shares, etc.). The financial assumptions relating to discount rates are set by the Group and are used to determine discounted cash flows.

The benchmark value in use applied to justify impairment tests corresponds to the current value of future cash flows to be generated by this cash-generating unit.

As a general rule, the flows used correspond to:

➤ an explicit period based on the Group's operational strategy planning in the early years. This is subject to a discussion process between local management and the Group;

➤ beyond the explicit horizon, the cash flow column is completed by a terminal value. This terminal value is based on long-term growth assumptions applied to an updated projection of normative cash flows;

➤ the solvency margin integrated into the business plans is valued according to the prudential rules established by the Solvency 2 directive for subsidiaries in a country subject to this regulation.

In mature countries, the explicit life insurance period is generally 10 years and 6 years for non-life insurance. It can be extended for longer (10 years). In effect, this period is necessary for the market to attain a sufficient level of maturity for the normative cash flow to be representative of recurring long-term performance.

The discount rates are set based on risk-free rates for each country, plus a risk premium specific to the insurance business itself. For the eurozone, the discount rate is 7.5%.

For emerging countries, the yield curve used takes into account a higher explicit risk premium and then incorporates future changes in the country's macroeconomic situation and the expected higher level of maturity in these economies. This is particularly the case for European Union countries that are assumed to have a strong possibility of joining the eurozone. In order to take into account the new economic environment characterised by the increase in rates, the discount rates of certain cash-generating units were revised upwards compared with the previous fiscal year, for Greece (+2.5%) and Italy (+1.5%).

The long-term growth rates used for valuation beyond the explicit period depend on the maturity of the markets and are based on indicators derived from strategic studies. The rates used for Western and Southern European mature markets are within the 1% to 3% bracket. In emerging markets with a low insurance penetration level this rate may be up to 3.5%. These rates were lowered on the Greece and Central and Eastern European Countries CGUs by 0.5 to 1 point to be consistent

with the new financial environment.

*Ex-post* comparative analyses of business plan data and actual data for the main income statement totals (combined ratio, underwriting income etc.) have been carried out and have had no impact on the impairment tests.

Sensitivity tests have been carried out on the value in use applied, with the following change assumptions:

- rise of 100 basis points in the discount rate; and
- decline of 50 basis points in the long-term rate of growth.

For CGU goodwill in Central and Eastern European countries, a combined increase of 100 basis points in the discount rate and yield rate would lead to a hedging surplus of €382 million (whereas a drop of 100 basis points would result in a hedging surplus of €421 million). On this same CGU, the sensitivity test on the long-term growth rate would result in a hedging surplus of €372 million if it were to fall by 50 basis points (the surplus would be €426 million with an increase of 50 basis points).

For the goodwill of the CGU of the Greek subsidiary, Groupama Phoenix, an increase of 100 basis points in the discount rate would lead to a surplus of €53 million (while a lowering of the discount rate by 100 basis points would result in a surplus of €163 million). The sensitivity test on a drop in the long-term

growth rate of 50 basis points would result in a hedging surplus of €82 million (the surplus would be €115 million with an increase of 50 basis points).

For the CGU of the Italian subsidiary Groupama Assicurazioni, the sensitivity test on an increase of 100 basis points in the discount rate would lead to a surplus of €357 million, while a decrease of 100 basis points would result in a surplus of €759 million. The test on a decrease in the long-term growth rate of 50 basis points would result in a surplus of €478 million, whereas an increase of 50 basis points would give a surplus of €581 million.

For the CGU of the French subsidiary, Gan Assurances, the sensitivity test on an increase of 100 basis points in the discount rate would lead to a surplus of €523 million, while a decrease of 100 basis points would result in a surplus of €931 million. The test on a decrease in the long-term growth rate of 50 basis points would result in a surplus of €648 million, whereas an increase of 50 basis points would give a surplus of €748 million.

The simultaneous occurrence of all adverse or favourable scenarios would have an impact nearly identical to the aggregate of the individual impacts.

## 2.2 Goodwill - Broken down by cash-generating unit

31.12.2022

(in millions of euros)	Gross value	Impairment	Foreign exchange adjustment	Net value
Central and Eastern European countries	1,031	(502)	(232)	297
Italy	781	(228)		553
Greece	131	(48)		83
<b>Total International</b>	<b>1,943</b>	<b>(778)</b>	<b>(232)</b>	<b>934</b>
Groupama Gan Vie	470			470
Gan Assurances	196			196
Financial businesses, property and other insurance companies	36			36
<b>Total France and Overseas</b>	<b>701</b>			<b>701</b>
<b>CLOSING VALUE</b>	<b>2,645</b>	<b>(778)</b>	<b>(232)</b>	<b>1,635</b>

(in millions of euros)	31.12.2021		
	Gross value	Impairment	Foreign exchange adjustment
Central and Eastern European countries	1,031	(502)	(219)
Italy	781	(228)	
Turkey	262	(147)	(116)
Greece	131	(48)	
<b>Total International</b>	<b>2,206</b>	<b>(925)</b>	<b>(334)</b>
Groupama Gan Vie	470		
Gan Assurances	196		
Financial businesses, property and other insurance companies	36		
<b>Total France and Overseas</b>	<b>701</b>		
<b>CLOSING VALUE</b>	<b>2,907</b>	<b>(925)</b>	<b>(334)</b>
			<b>1,648</b>

Goodwill impairment amounted to €778 million as at 31 December 2022 and related to the following CGUs:

➤ countries of Eastern and Central Europe for a total of €502 million, including: €113 million in 2009 corresponding to start-up risk in the emerging countries of Eastern Europe,

where the OTP Bank group is active, €79 million in 2010, €51 million in 2011, and €260 million in 2012;

- Greece: €39 million in 2011 and €9 million in 2012;
- Italy: €102 million in 2019 and €126 million in 2020.

## Note 3 Held-for-sale business activities

### 3.1 Held-for-sale business activities

The Group has entered into an agreement to sell all its activities in Turkey (i.e. its subsidiaries Groupama Sigorta, Groupama Hayat, and Groupama Investment Bosphorus). Therefore, in accordance with IFRS 5, Groupama Sigorta, Groupama Hayat, and Groupama Investment Bosphorus are considered as held-for-sale businesses. The application of the principles of IFRS 5 has the following effects on the financial statement at 31 December 2022:

- on the income statement: the results of the Turkish subsidiaries are presented for an amount net of tax on the "Net income from discontinued or held-for-sale activities" on the income statement;
- on the balance sheet, assets and liabilities (excluding shareholders' equity and securities liaison accounts) are reclassified to the "Held-for-sale assets and discontinued businesses" and "Liabilities from discontinued or held-for-sale activities" lines of the balance sheet

(in millions of euros)

	31.12.2022	31.12.2021
Intangible assets	2	2
Insurance business investments	126	139
Investments in related companies		
Share of outward reinsurers and retrocessionnaires in liabilities relating to insurance and financial contracts	25	20
Other assets	97	59
Cash and cash equivalents	31	16
<b>ASSETS HELD FOR SALE AND DISCONTINUED BUSINESS ACTIVITIES</b>	<b>281</b>	<b>236</b>
Shareholders' equity (Group share)	(8)	21
Minority interests		
<b>Total shareholders' equity from business activities</b>	<b>(8)</b>	<b>21</b>
Reserves for contingencies and charges	3	1
Financing debts		
Underwriting liabilities relating to insurance policies	269	202
Underwriting liabilities relating to financial contracts		
Deferred profit-sharing liabilities		
Other liabilities	17	13
<b>SHAREHOLDERS' EQUITY AND LIABILITIES FROM HELD-FOR-SELL OR DISCONTINUED BUSINESSES</b>	<b>281</b>	<b>236</b>

(in millions of euros)

	31.12.2022	31.12.2021
Earned premiums	151	141
Investment income net of management expenses	31	40
Other current operating income and expenses	(216)	(196)
<b>Current operating income</b>	<b>(34)</b>	<b>(14)</b>
Other operating income and expenses	(1)	(1)
<b>Operating income</b>	<b>(34)</b>	<b>(15)</b>
Financing expenses		
Share in income of related companies		
Corporate income tax		
<b>OVERALL NET INCOME</b>	<b>(34)</b>	<b>(17)</b>
of which, minority interests		
<b>OF WHICH, NET INCOME (GROUP SHARE)</b>	<b>(34)</b>	<b>(17)</b>

(in millions of euros)	31.12.2022	31.12.2021
Operating income before taxes	(34)	(15)
Capital gains (losses) on the sale of investments		(5)
Net allocations to amortisation and depreciation	2	3
Change in deferred acquisition costs	(11)	(4)
Change in impairment	3	10
Net allocations to underwriting liabilities relating to insurance policies and financial contracts	119	58
Net allocations to other reserves	2	(1)
Other non-cash items included in operating income	2	
<b>Correction of elements included in the operating income other than cash flows and reclassification of investment and financing flows</b>	<b>117</b>	<b>61</b>
Change in operating receivables and payables	(41)	(23)
Cash flows from other assets and liabilities	3	(3)
Net tax paid	1	(3)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>46</b>	<b>17</b>
Net acquisitions of financial investments (including unit-linked investments) and derivatives	(16)	(12)
Net acquisitions of investment property		(1)
Other non-cash items	1	
<b>Cash flows from acquisitions and issues of investments</b>	<b>(14)</b>	<b>(13)</b>
Net acquisitions of property, plant and equipment, intangible fixed assets, and operating property	(7)	(5)
<b>Cash flows from acquisitions and disposals of property, plant and equipment and intangible fixed assets</b>	<b>(7)</b>	<b>(5)</b>
<b>NET CASH FLOWS FROM INVESTMENT ACTIVITIES</b>	<b>(24)</b>	<b>(17)</b>
Dividends paid		
<b>Cash flows from transactions with shareholders and members</b>		
Interest paid on financial debt		
Cash generated by IFRS 16 lease liabilities	(3)	5
<b>Cash flows from group financing</b>	<b>(3)</b>	<b>5</b>
<b>NET CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>(3)</b>	<b>5</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>16</b>	<b>21</b>
Net cash flows from operating activities	49	17
Net cash flows from investment activities	(24)	(17)
Net cash flows from financing activities	(3)	5
Effect of foreign exchange changes on cash	(7)	(10)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>31</b>	<b>16</b>

## Note 4 Other intangible assets

(in millions of euros)	31.12.2022			31.12.2021		
	Intangible assets related to insurance business	Other intangible assets	Total	Intangible assets related to insurance business	Other intangible assets	Total
<b>Opening gross value</b>	<b>425</b>	<b>2,266</b>	<b>2,691</b>	<b>438</b>	<b>2,126</b>	<b>2,564</b>
Increase		187	187		191	191
Decrease		(57)	(57)		(1)	(47)
Foreign exchange adjustments	(3)	(6)	(9)		(12)	(17)
Change in scope of consolidation	(17)	(4)	(22)			
<b>Closing gross value</b>	<b>404</b>	<b>2,386</b>	<b>2,790</b>	<b>425</b>	<b>2,266</b>	<b>2,691</b>
<b>Opening cumulative amortisation</b>	<b>(271)</b>	<b>(1,888)</b>	<b>(2,160)</b>	<b>(266)</b>	<b>(1,805)</b>	<b>(2,072)</b>
Increase	(16)	(117)	(133)	(15)	(99)	(114)
Decrease		11	11		13	13
Foreign exchange adjustments	3	5	8	10	3	13
Change in scope of consolidation	(25)	3	(22)			
<b>Closing cumulative amortisation</b>	<b>(309)</b>	<b>(1,987)</b>	<b>(2,295)</b>	<b>(271)</b>	<b>(1,888)</b>	<b>(2,160)</b>
<b>Opening cumulative long-term impairment</b>	<b>(124)</b>		<b>(124)</b>	<b>(126)</b>		<b>(126)</b>
Long-term impairment recognised	(1)		(1)			
Long-term impairment write-backs			1			
Foreign exchange adjustments				2		2
Change in scope of consolidation	42		42			
<b>Closing cumulative long-term impairment</b>	<b>(82)</b>		<b>(83)</b>	<b>(124)</b>		<b>(124)</b>
<b>OPENING NET VALUE</b>	<b>30</b>	<b>378</b>	<b>407</b>	<b>46</b>	<b>320</b>	<b>366</b>
<b>CLOSING NET VALUE</b>	<b>13</b>	<b>399</b>	<b>412</b>	<b>30</b>	<b>378</b>	<b>407</b>

The Group's intangible assets are split into two categories:

- intangible assets related to insurance business;
- other intangible assets.

### Other intangible assets

Other intangible assets consist primarily of software acquired and developed internally.

### Intangible assets related to insurance business

Intangible assets related to insurance business primarily equate to values in force, values of the distribution networks, values of customer relationships and brands. Only the portfolio value in Italy is subject to amortisation.

**4.1 Other intangible assets – By operating segment**

(in millions of euros)	31.12.2022				31.12.2021			
	Intangible assets related to insurance business		Other intangible assets		Total		Total	
	France	International	France	International	France	International	France	International
<b>Closing gross value</b>	<b>23</b>	<b>381</b>	<b>2,148</b>	<b>238</b>	<b>2,171</b>	<b>619</b>	<b>2,062</b>	<b>630</b>
Closing cumulative amortisation		(309)	(1,789)	(198)	(1,789)	(507)	(1,701)	(459)
Closing cumulative long-term impairment	(10)	(72)			(10)	(72)	(9)	(115)
<b>Amortisation and reserves</b>	<b>(10)</b>	<b>(381)</b>	<b>(1,789)</b>	<b>(198)</b>	<b>(1,799)</b>	<b>(579)</b>	<b>(1,710)</b>	<b>(574)</b>
<b>NET BOOK VALUE</b>	<b>13</b>		<b>359</b>	<b>40</b>	<b>372</b>	<b>40</b>	<b>352</b>	<b>56</b>

## Note 5 Investment property excluding unit-linked investments

(in millions of euros)	31.12.2022			31.12.2021		
	Property	SCI units	Total	Property	SCI units	Total
<b>Opening gross value</b>	<b>2,219</b>	<b>215</b>	<b>2,434</b>	<b>1,486</b>	<b>212</b>	<b>1,699</b>
Acquisitions	40	43	82	251	26	278
Change in scope of consolidation	(1)		(1)			
Subsequent expenditure						
Assets capitalised in the year	279		279	211		211
Transfer from/to unit-linked property						
Transfer from/to operating property	8		8	323	(1)	322
Foreign exchange adjustments				(1)		(1)
Divestments	(222)	(12)	(234)	(52)	(22)	(74)
Other		27	27			
<b>Closing gross value</b>	<b>2,322</b>	<b>273</b>	<b>2,595</b>	<b>2,219</b>	<b>215</b>	<b>2,434</b>
<b>Opening cumulative amortisation</b>	<b>(316)</b>		<b>(316)</b>	<b>(265)</b>		<b>(265)</b>
Increase	(25)		(25)	(25)		(25)
Change in scope of consolidation						
Transfer from/to unit-linked property						
Transfer from/to operating property	(4)		(4)	(44)		(44)
Decrease	32		32	17		17
Other						
<b>Closing cumulative amortisation</b>	<b>(313)</b>		<b>(313)</b>	<b>(316)</b>		<b>(316)</b>
<b>Opening cumulative long-term impairment</b>	<b>(69)</b>	<b>(3)</b>	<b>(71)</b>	<b>(11)</b>	<b>(7)</b>	<b>(19)</b>
Long-term impairment recognised	(12)	(6)	(19)	(16)		(16)
Change in scope of consolidation						
Transfer from/to operating property	(1)		(1)	(43)		(43)
Long-term impairment write-backs	12		12	1	5	6
<b>Closing cumulative long-term impairment</b>	<b>(70)</b>	<b>(9)</b>	<b>(79)</b>	<b>(69)</b>	<b>(3)</b>	<b>(71)</b>
<b>Opening net value</b>	<b>1,834</b>	<b>212</b>	<b>2,047</b>	<b>1,210</b>	<b>205</b>	<b>1,415</b>
<b>Closing net value</b>	<b>1,939</b>	<b>264</b>	<b>2,203</b>	<b>1,834</b>	<b>212</b>	<b>2,047</b>
<b>Closing fair value of investment property</b>	<b>3,445</b>	<b>453</b>	<b>3,898</b>	<b>3,565</b>	<b>402</b>	<b>3,968</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>1,506</b>	<b>189</b>	<b>1,694</b>	<b>1,731</b>	<b>190</b>	<b>1,921</b>

The realisation of unrealised capital gains on property representing life insurance commitments would give rise to rights in favour of policy beneficiaries as well as taxation.

Unrealised gains accruing to the Group, including operating property (see note 6), amounted to €963 million as at 31 December 2022 (net of profit sharing and tax), versus €966 million as at 31 December 2021.

Acquisitions of property during the fiscal year include, in particular, the purchase of warehouses in the regions.

Capitalised production for the year corresponds mainly to work on a building being rebuilt in La Défense as well as the

restructuring of various buildings in Paris.

Sales of property during the fiscal year are mainly related to the sale of a property in Paris but also the continuation of the plan for sales by vacant lots of the Group's residential assets.

The changes in scope of consolidation are related to the reclassification of the assets of the Turkish subsidiaries in "Held-for-sale assets and discontinued businesses".

Long-term impairments recognised during the fiscal year concern a building in the Paris region, while the write-backs relate to a property complex in the regions.

In accordance with the fair value hierarchy established in IFRS 13, the fair value of investment property is classified as level 2 for €3,236 million and level 3 for €661 million. The

Level 2 investment property comprises mainly property located in Paris, or the Greater Paris region, the fair value of which is based on observable data.

## 5.1 Investment property - by operating segment

(in millions of euros)	31.12.2022						31.12.2021					
	Property			SCI units			Property			SCI units		
	France	International	Total	France	International	Total	France	International	Total	France	International	Total
Gross value	2,309	13	2,322	273		273	2,204	15	2,219	215		215
Cumulative amortisation & impairment	(310)	(4)	(313)				(312)	(4)	(316)			
Long-term impairment	(69)	(1)	(70)	(9)		(9)	(67)	(1)	(69)	(3)		(3)
<b>Closing net value</b>	<b>1,931</b>	<b>8</b>	<b>1,939</b>	<b>264</b>		<b>264</b>	<b>1,825</b>	<b>9</b>	<b>1,834</b>	<b>212</b>		<b>212</b>
<b>Closing fair value of investment property</b>	<b>3,424</b>	<b>21</b>	<b>3,445</b>	<b>453</b>		<b>453</b>	<b>3,541</b>	<b>24</b>	<b>3,565</b>	<b>402</b>		<b>402</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>1,493</b>	<b>13</b>	<b>1,506</b>	<b>189</b>		<b>189</b>	<b>1,716</b>	<b>15</b>	<b>1,731</b>	<b>190</b>		<b>190</b>

**Note 6** Operating property

(in millions of euros)	31.12.2022				31.12.2021			
	Property	Right of use	SCI units	Total	Property	Right of use	SCI units	Total
<b>Opening gross value</b>	<b>964</b>	<b>408</b>	<b>64</b>	<b>1,436</b>	<b>1,297</b>	<b>347</b>	<b>62</b>	<b>1,706</b>
Acquisitions	16	53	3	72	20	63	4	87
Change in scope of consolidation		(4)		(4)				
Assets capitalised in the year	19			19	40			40
Transfer from/to investment property	(8)			(8)	(322)			(322)
Foreign exchange adjustments		(1)		(1)	(1)	(2)		(3)
Divestments	(36)		(10)	(46)	(69)		(2)	(72)
Other								
<b>Closing gross value</b>	<b>955</b>	<b>456</b>	<b>56</b>	<b>1,467</b>	<b>964</b>	<b>408</b>	<b>64</b>	<b>1,436</b>
<b>Opening cumulative amortisation</b>	<b>(376)</b>	<b>(122)</b>		<b>(498)</b>	<b>(418)</b>	<b>(82)</b>		<b>(501)</b>
Increase	(22)	(49)		(71)	(24)	(40)		(65)
Change in scope of consolidation		1		1				
Transfer from/to investment property	4			4	44			44
Decrease	24			24	22			22
Foreign exchange adjustments					1			1
<b>Closing cumulative amortisation</b>	<b>(370)</b>	<b>(169)</b>		<b>(539)</b>	<b>(376)</b>	<b>(122)</b>		<b>(498)</b>
<b>Opening cumulative long-term impairment</b>	<b>(54)</b>		<b>(2)</b>	<b>(56)</b>	<b>(88)</b>			<b>(88)</b>
Long-term impairment recognised	(1)			(1)	(8)		(2)	(11)
Change in scope of consolidation								
Transfer from/to investment property	1			1	43			43
Long-term impairment write-backs	3			3				
<b>Closing cumulative long-term impairment</b>	<b>(51)</b>		<b>(2)</b>	<b>(53)</b>	<b>(54)</b>		<b>(2)</b>	<b>(56)</b>
<b>Opening net value</b>	<b>535</b>	<b>286</b>	<b>62</b>	<b>883</b>	<b>790</b>	<b>265</b>	<b>62</b>	<b>1,117</b>
<b>Closing net value</b>	<b>535</b>	<b>287</b>	<b>54</b>	<b>875</b>	<b>535</b>	<b>286</b>	<b>62</b>	<b>883</b>
<b>Closing fair value of operating property</b>	<b>906</b>	<b>287</b>	<b>105</b>	<b>1,297</b>	<b>900</b>	<b>286</b>	<b>113</b>	<b>1,299</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>371</b>	<b>0</b>	<b>51</b>	<b>422</b>	<b>365</b>	<b>0</b>	<b>51</b>	<b>417</b>

It should be noted that the Group has applied IFRS 16 since 1 January 2019: leases are recognised as an asset as well as a liability for the rent payment obligation.

The changes in scope of consolidation are related to the reclassification of the assets of the Turkish subsidiaries in "Held-for-sale assets and discontinued businesses".

## 6.1 Operating property – by operating segment

(in millions of euros)	31.12.2022								
	Property			Right of use			SCI units		
	France	International	Total	France	International	Total	France	International	Total
Gross value	852	103	955	424	32	456	56		56
Cumulative amortisation & impairment	(350)	(20)	(370)	(155)	(14)	(169)			
Long-term impairment	(40)	(11)	(51)				(2)		(2)
<b>Closing net value</b>	<b>463</b>	<b>72</b>	<b>535</b>	<b>269</b>	<b>18</b>	<b>287</b>	<b>54</b>		<b>54</b>
<b>Closing fair value of operating property</b>	<b>829</b>	<b>77</b>	<b>906</b>	<b>269</b>	<b>18</b>	<b>287</b>	<b>105</b>		<b>105</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>366</b>	<b>5</b>	<b>371</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>51</b>		<b>51</b>

(in millions of euros)	31.12.2021								
	Property			Right of use			SCI units		
	France	International	Total	France	International	Total	France	International	Total
Gross value	861	104	964	377	31	408	64		64
Cumulative amortisation & impairment	(357)	(19)	(376)	(110)	(12)	(122)			
Long-term impairment	(42)	(11)	(54)				(2)		(2)
<b>Closing net value</b>	<b>461</b>	<b>74</b>	<b>535</b>	<b>267</b>	<b>19</b>	<b>286</b>	<b>62</b>		<b>62</b>
<b>Closing fair value of operating property</b>	<b>823</b>	<b>77</b>	<b>900</b>	<b>267</b>	<b>19</b>	<b>286</b>	<b>113</b>		<b>113</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>363</b>	<b>3</b>	<b>365</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>51</b>		<b>51</b>

## Note 7 Financial investments (excluding unit-linked items)

(in millions of euros)	31.12.2022	31.12.2022
	Net value	Net value
Assets valued at fair value	62,425	74,143
Assets valued at amortised cost	1,169	1,350
<b>TOTAL FINANCIAL INVESTMENTS EXCLUDING UNIT-LINKED ITEMS</b>	<b>63,594</b>	<b>75,493</b>

Total financial investments (excluding real estate, UL items, and derivatives) as at 31 December 2022 were €63,594 million, compared with €75,493 million as at 31 December 2021, representing a drop of €11,899. This decrease was mainly due to a drop in the fair value of fixed-income assets and other available-for-sale fixed-income investments owing to the

context of the financial markets.

Bond repurchase agreements generated €3,735 million *versus* €3,917 million as at 31 December 2021. The cash from these repurchase agreements is invested in specific funds held directly.

### 7.1 Investments measured at fair value by operating segment

(in millions of euros)	31.12.2022									
	Net amortised cost			Fair value <sup>(1)</sup>			Gross unrealised capital gains (losses)			
	France	International	Total	France	International	Total	France	International	Total	
<b>Available-for-sale assets</b>										
Equities and other variable-income investments	3,457	265	3,722	4,146	275	4,421	689	10	699	
Bonds and other fixed-income investments	47,894	4,957	52,852	44,092	4,511	48,603	(3,802)	(447)	(4,249)	
Other investments										
<b>Total available-for-sale assets</b>	<b>51,351</b>	<b>5,223</b>	<b>56,574</b>	<b>48,238</b>	<b>4,786</b>	<b>53,024</b>	<b>(3,113)</b>	<b>(437)</b>	<b>(3,550)</b>	
<b>Trading assets</b>										
Equities and other variable-income investments classified as "trading"	2		2	2		2				
Equities and other variable-income investments classified as "held for trading"	1,531	57	1,587	1,531	57	1,587				
Bonds and other fixed-income investments classified as "trading"	10		10	10		10				
Bonds and other fixed-income investments classified as "held for trading"	2,197	22	2,219	2,197	22	2,219				
Cash mutual funds classified as "trading"	3,464	10	3,474	3,464	10	3,474				
Cash mutual funds classified as "held for trading"	1,855	253	2,108	1,855	253	2,108				
Other investments classified as "trading"										
Other investments classified as "held for trading"										
<b>Total trading assets</b>	<b>9,059</b>	<b>342</b>	<b>9,401</b>	<b>9,059</b>	<b>342</b>	<b>9,401</b>				
<b>TOTAL INVESTMENTS VALUED AT FAIR VALUE</b>	<b>60,410</b>	<b>5,565</b>	<b>65,975</b>	<b>57,297</b>	<b>5,128</b>	<b>62,425</b>	<b>(3,113)</b>	<b>(437)</b>	<b>(3,550)</b>	

(1) For investments measured at fair value, the net value on the balance sheet corresponds to the fair value.

31.12.2021

(in millions of euros)	Net amortised cost			Fair value <sup>(1)</sup>			Gross unrealised capital gains (losses)		
	France	International	Total	France	International	Total	France	International	Total
<b>Available-for-sale assets</b>									
Equities and other variable-income investments	3,361	279	3,640	4,839	369	5,207	1,477	90	1,567
Bonds and other fixed-income investments	47,941	4,850	52,791	53,635	5,138	58,773	5,694	287	5,982
Other investments									
<b>Total available-for-sale assets</b>	<b>51,302</b>	<b>5,129</b>	<b>56,432</b>	<b>58,474</b>	<b>5,507</b>	<b>63,980</b>	<b>7,172</b>	<b>377</b>	<b>7,549</b>
<b>Trading assets</b>									
Equities and other variable-income investments classified as "trading"	27		27	27		27			
Equities and other variable-income investments classified as "held for trading"	1,116	31	1,147	1,116	31	1,147			
Bonds and other fixed-income investments classified as "trading"	13		14	13		14			
Bonds and other fixed-income investments classified as "held for trading"	2,752	88	2,839	2,752	88	2,839			
Cash mutual funds classified as "trading"	3,597	12	3,609	3,597	12	3,609			
Cash mutual funds classified as "held for trading"	2,277	249	2,526	2,277	249	2,526			
Other investments classified as "trading"									
Other investments classified as "held for trading"									
<b>Total trading assets</b>	<b>9,782</b>	<b>381</b>	<b>10,163</b>	<b>9,782</b>	<b>381</b>	<b>10,163</b>			
<b>TOTAL INVESTMENTS VALUED AT FAIR VALUE</b>	<b>61,084</b>	<b>5,510</b>	<b>66,594</b>	<b>68,256</b>	<b>5,887</b>	<b>74,143</b>	<b>7,172</b>	<b>377</b>	<b>7,549</b>

(1) For investments measured at fair value, the net value on the balance sheet corresponds to the fair value.

## 7.2 Investments valued at fair value – by type

31.12.2022

(in millions of euros)	Net amortised cost			Fair value <sup>(1)</sup>			Gross unrealised capital gains (losses)		
	France	International	Total	France	International	Total	France	International	Total
<b>Equities and other variable-income investments</b>									
Available-for-sale assets	3,457	265	3,722	4,146	275	4,421	689	10	699
Assets classified as “trading”	2		2	2		2			
Assets classified as “held for trading”	1,531	57	1,587	1,531	57	1,587			
<b>Total equities and other variable-income investments</b>	<b>4,990</b>	<b>322</b>	<b>5,312</b>	<b>5,679</b>	<b>332</b>	<b>6,011</b>	<b>689</b>	<b>10</b>	<b>699</b>
<b>Bonds and other fixed-income investments</b>									
Available-for-sale assets	47,894	4,957	52,852	44,092	4,511	48,603	(3,802)	(447)	(4,249)
Assets classified as “trading”	10		10	10		10			
Assets classified as “held for trading”	2,197	22	2,219	2,197	22	2,219			
<b>Total bonds and other fixed-income investments</b>	<b>50,102</b>	<b>4,980</b>	<b>55,081</b>	<b>46,299</b>	<b>4,533</b>	<b>50,832</b>	<b>(3,802)</b>	<b>(447)</b>	<b>(4,249)</b>
<b>Cash mutual funds</b>									
Assets classified as “trading”	3,464	10	3,474	3,464	10	3,474			
Assets classified as “held for trading”	1,855	253	2,108	1,855	253	2,108			
<b>Total cash mutual funds</b>	<b>5,318</b>	<b>263</b>	<b>5,582</b>	<b>5,318</b>	<b>263</b>	<b>5,582</b>			
<b>Other investments</b>									
Available-for-sale assets									
Assets classified as “trading”									
Assets classified as “held for trading”									
<b>Total other investments</b>									
<b>TOTAL INVESTMENTS VALUED AT FAIR VALUE</b>	<b>60,410</b>	<b>5,565</b>	<b>65,975</b>	<b>57,297</b>	<b>5,128</b>	<b>62,425</b>	<b>(3,113)</b>	<b>(437)</b>	<b>(3,550)</b>

(1) For investments measured at fair value, the net value on the balance sheet corresponds to the fair value.

(in millions of euros)	31.12.2021									
	Net amortised cost			Fair value <sup>(1)</sup>			Gross unrealised capital gains (losses)			
	France	International	Total	France	International	Total	France	International	Total	
<b>Equities and other variable-income investments</b>										
Available-for-sale assets	3,361	279	3,640	4,839	369	5,207	1,477	90	1,567	
Assets classified as "trading"	27		27	27		27				
Assets classified as "held for trading"	1,116	31	1,147	1,116	31	1,147				
<b>Total equities and other variable-income investments</b>	<b>4,504</b>	<b>310</b>	<b>4,814</b>	<b>5,981</b>	<b>400</b>	<b>6,381</b>	<b>1,477</b>	<b>90</b>	<b>1,567</b>	
<b>Bonds and other fixed-income investments</b>										
Available-for-sale assets	47,941	4,850	52,791	53,635	5,138	58,773	5,694	287	5,982	
Assets classified as "trading"	13		14	13		14				
Assets classified as "held for trading"	2,752	88	2,839	2,752	88	2,839				
<b>Total Bonds and other fixed-income investments</b>	<b>50,706</b>	<b>4,938</b>	<b>55,644</b>	<b>56,400</b>	<b>5,226</b>	<b>61,626</b>	<b>5,694</b>	<b>287</b>	<b>5,982</b>	
<b>Cash mutual funds</b>										
Assets classified as "trading"	3,597	12	3,609	3,597	12	3,609				
Assets classified as "held for trading"	2,277	249	2,526	2,277	249	2,526				
<b>Total cash mutual funds</b>	<b>5,874</b>	<b>262</b>	<b>6,136</b>	<b>5,874</b>	<b>262</b>	<b>6,136</b>				
<b>Other investments</b>										
Available-for-sale assets										
Assets classified as "trading"										
Assets classified as "held for trading"										
<b>Total other investments</b>										
<b>TOTAL INVESTMENTS VALUED AT FAIR VALUE</b>	<b>61,084</b>	<b>5,510</b>	<b>66,594</b>	<b>68,256</b>	<b>5,887</b>	<b>74,143</b>	<b>7,172</b>	<b>377</b>	<b>7,549</b>	

(1) For investments measured at fair value, the net value on the balance sheet corresponds to the fair value.

### 7.3 Investments valued at amortised cost in net value

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Loans	97	58	155	83	52	135
Deposits	865	100	965	1,047	125	1,171
Other	49		49	43		43
<b>TOTAL FINANCIAL INVESTMENT VALUED AT AMORTISED COST</b>	<b>1,011</b>	<b>158</b>	<b>1,169</b>	<b>1,173</b>	<b>177</b>	<b>1,350</b>

## 7.4 Reserves for impairment of investments

(in millions of euros)	31.12.2022			31.12.2021		
	Gross	Reserves	Net	Gross	Reserves	Net
<b>Available-for-sale assets</b>						
Equities and other variable-income investments	3,986	(264)	3,722	3,928	(288)	3,640
Bonds and other fixed-income investments	52,899	(47)	52,852	52,820	(29)	52,791
Other investments						
<b>TOTAL AVAILABLE-FOR-SALE ASSETS</b>	<b>56,885</b>	<b>(311)</b>	<b>56,574</b>	<b>56,749</b>	<b>(317)</b>	<b>56,432</b>
Financial investments valued at amortised cost	1,176	(7)	1,169	1,355	(5)	1,350
<b>FINANCIAL INVESTMENTS VALUED AT AMORTISED COST</b>	<b>1,176</b>	<b>(7)</b>	<b>1,169</b>	<b>1,355</b>	<b>(5)</b>	<b>1,350</b>

Regarding equities, a reserve of €119 million was established for strategic securities, *versus* €120 million as at 31 December 2021. Reserves were determined in accordance with the rules set out in paragraph 3.2.1 of the accounting principles.

## 7.5 Financial investments – by currency

(in millions of euros)	31.12.2022				
	Euro	Dollar	Pound	Other	Total
<b>Available-for-sale assets</b>					
Equities and other variable-income investments	3,386	541	31	463	4,421
Bonds and other fixed-income investments	47,744	95	98	666	48,603
Other investments					
<b>Total available-for-sale assets</b>	<b>51,130</b>	<b>636</b>	<b>129</b>	<b>1,129</b>	<b>53,024</b>
<b>Trading assets</b>					
Equities and other variable-income investments classified as "trading"	2				2
Equities and other variable-income investments classified as "held for trading"	1,573	14			1,587
Bonds and other fixed-income investments classified as "trading"	10				10
Bonds and other fixed-income investments classified as "held for trading"	2,207			12	2,219
Cash mutual funds classified as "trading"	3,429	36		8	3,474
Cash mutual funds classified as "held for trading"	2,108				2,108
Other investments classified as "trading"					
Other investments classified as "held for trading"					
<b>Total trading assets</b>	<b>9,330</b>	<b>50</b>		<b>21</b>	<b>9,401</b>
<b>Loans and receivables</b>					
Loans	154				155
Deposits	889	1		76	965
Other investments	38	11			49
<b>Total loans and receivables</b>	<b>1,081</b>	<b>12</b>		<b>77</b>	<b>1,169</b>
<b>TOTAL FINANCIAL INVESTMENTS (NET OF DERIVATIVES AND UNIT-LINKED ITEMS)</b>	<b>61,541</b>	<b>698</b>	<b>129</b>	<b>1,226</b>	<b>63,594</b>

The above figures do not include the hedging in place for foreign exchange risk (forward currency sales or currency swaps).

	31.12.2021				
(in millions of euros)	Euro	Dollar	Pound	Other	Total
<b>Available-for-sale assets</b>					
Equities and other variable-income investments	3,932	504	22	750	5,207
Bonds and other fixed-income investments	57,660	300	149	664	58,773
Other investments					
<b>Total available-for-sale assets</b>	<b>61,591</b>	<b>804</b>	<b>171</b>	<b>1,414</b>	<b>63,980</b>
<b>Trading assets</b>					
Equities and other variable-income investments classified as "trading"		27			27
Equities and other variable-income investments classified as "held for trading"	1,044	102			1,147
Bonds and other fixed-income investments classified as "trading"		14			14
Bonds and other fixed-income investments classified as "held for trading"	2,828			11	2,839
Cash mutual funds classified as "trading"	3,574	35			3,609
Cash mutual funds classified as "held for trading"	2,526				2,526
Other investments classified as "trading"					
Other investments classified as "held for trading"					
<b>Total trading assets</b>	<b>10,014</b>	<b>137</b>		<b>11</b>	<b>10,163</b>
<b>Loans and receivables</b>					
Loans	135				135
Deposits	1,063			108	1,171
Other investments	33	10			43
<b>Total loans and receivables</b>	<b>1,231</b>	<b>10</b>		<b>108</b>	<b>1,350</b>
<b>TOTAL FINANCIAL INVESTMENTS (NET OF DERIVATIVES AND UNIT-LINKED ITEMS)</b>	<b>72,837</b>	<b>951</b>	<b>171</b>	<b>1,533</b>	<b>75,493</b>

The above figures do not include the hedging in place for foreign exchange risk (forward currency sales or currency swaps).

## 7.6 Breakdown of listed investments

(in millions of euros)	31.12.2022	31.12.2021
Equities	1,632	1,868
Shares in fixed-income mutual funds	5,293	6,554
Shares in other mutual funds	2,882	3,438
Cash mutual funds	5,582	6,136
Bonds and other fixed-income securities	45,402	54,921
<b>TOTAL LISTED INVESTMENTS</b>	<b>60,790</b>	<b>72,916</b>

As at 31 December 2022, total long-term impairment reserves for unlisted investments measured at fair value were €225 million, compared with €218 million as at 31 December 2021.

## 7.7 Breakdown of unlisted investments

(in millions of euros)

	31.12.2022	31.12.2021
Equities at fair value	1,497	1,075
Bonds and other fixed-income securities at fair value	137	151
Other investments at fair value		
Loans at amortised cost	155	135
Other investments at amortised cost	1,014	1,215
<b>TOTAL UNLISTED INVESTMENTS</b>	<b>2,803</b>	<b>2,577</b>

As at 31 December 2022, total long-term reserves for listed investments measured at fair value were €94 million, compared with €100 million as at 31 December 2021.

## 7.8 Breakdown of the bond portfolio

The presentations below pertain to only bond investments held directly or through consolidated mutual funds and do not take into account other investments with similar features (bond mutual funds, rate mutual funds, bond funds, etc.).

### 7.8.1 Bond portfolio by rate

The table below shows the Group's exposure to interest rate risks at the close of each fiscal year.

(in millions of euros)	31.12.2022			31.12.2021		
	Fixed rate	Variable rate	Total	Fixed rate	Variable rate	Total
<b>Listed bonds</b>						
Available-for-sale	38,066	6,827	44,893	52,670	1,659	54,329
Classified as "trading"						
Classified as "held for trading"	154	355	509	334	258	591
<b>Total listed bonds</b>	<b>38,220</b>	<b>7,182</b>	<b>45,402</b>	<b>53,004</b>	<b>1,917</b>	<b>54,921</b>
<b>Unlisted bonds</b>						
Available-for-sale	131	4	136	142	5	148
Classified as "trading"						
Classified as "held for trading"	1		1	4		4
<b>Total unlisted bonds</b>	<b>133</b>	<b>4</b>	<b>137</b>	<b>146</b>	<b>5</b>	<b>151</b>
<b>TOTAL BOND PORTFOLIO</b>	<b>38,353</b>	<b>7,186</b>	<b>45,540</b>	<b>53,150</b>	<b>1,923</b>	<b>55,072</b>

Indexed and stripped bonds are now considered floating-rate bonds.

### 7.8.2 Bond portfolio – by maturity

The profile of the annual maturities of the bond portfolios, including consolidated mutual funds, is as follows:

(in millions of euros)	31.12.2022				31.12.2021			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
<b>Listed bonds</b>								
Available-for-sale	4,473	15,398	25,023	44,893	3,827	18,155	32,347	54,329
Classified as “trading”								
Classified as “held for trading”	40	143	327	509	143	105	343	591
<b>Total listed bonds</b>	<b>4,512</b>	<b>15,541</b>	<b>25,350</b>	<b>45,402</b>	<b>3,971</b>	<b>18,260</b>	<b>32,690</b>	<b>54,921</b>
<b>Unlisted bonds</b>								
Available-for-sale	35	94	6	136	34	10	104	148
Classified as “trading”								
Classified as “held for trading”	1	1		1	3	1		4
<b>Total unlisted bonds</b>	<b>36</b>	<b>95</b>	<b>6</b>	<b>137</b>	<b>36</b>	<b>11</b>	<b>104</b>	<b>151</b>
<b>TOTAL BOND PORTFOLIO</b>	<b>4,548</b>	<b>15,636</b>	<b>25,356</b>	<b>45,540</b>	<b>4,007</b>	<b>18,271</b>	<b>32,794</b>	<b>55,072</b>

The distribution of the bond portfolio thus shows that the types of investments favoured by the Group are primarily long-term bonds (over 5 years) with fixed rates.

### 7.8.3 Bond portfolio – by rating

The presentations below pertain only to bond investments held directly or through consolidated mutual funds and do not take into account other investments with similar features (bond mutual funds, fixed-income mutual funds, bond funds, etc.).

(in millions of euros)	31.12.2022						
	AAA	AA	A	BBB	<BBB	Not rated	
<b>Listed bonds</b>							
Available-for-sale	2,214	19,078	9,568	13,236	533	265	44,893
Classified as “trading”							
Classified as “held for trading”	14	19	453	10	6	7	509
<b>Total listed bonds</b>	<b>2,228</b>	<b>19,097</b>	<b>10,021</b>	<b>13,245</b>	<b>539</b>	<b>272</b>	<b>45,402</b>
<b>Unlisted bonds</b>							
Available-for-sale			4	114	2	16	136
Classified as “trading”							
Classified as “held for trading”				1			1
<b>Total unlisted bonds</b>			<b>4</b>	<b>115</b>	<b>2</b>	<b>16</b>	<b>137</b>
<b>TOTAL BOND PORTFOLIO</b>	<b>2,228</b>	<b>19,097</b>	<b>10,026</b>	<b>13,360</b>	<b>541</b>	<b>288</b>	<b>45,540</b>

	31.12.2021						
(in millions of euros)	AAA	AA	A	BBB	<BBB	Not rated	Total
<b>Listed bonds</b>							
Available-for-sale	2,368	24,981	11,598	14,760	415	207	54,329
Classified as "trading"							
Classified as "held for trading"	14	3	561	7		7	591
<b>Total listed bonds</b>	<b>2,382</b>	<b>24,984</b>	<b>12,159</b>	<b>14,767</b>	<b>415</b>	<b>214</b>	<b>54,921</b>
<b>Unlisted bonds</b>							
Available-for-sale	1		5	128		14	148
Classified as "trading"							
Classified as "held for trading"				4			4
<b>Total unlisted bonds</b>	<b>1</b>		<b>5</b>	<b>132</b>		<b>14</b>	<b>151</b>
<b>TOTAL BOND PORTFOLIO</b>	<b>2,383</b>	<b>24,984</b>	<b>12,164</b>	<b>14,899</b>	<b>415</b>	<b>228</b>	<b>55,072</b>

#### 7.8.4 Bond portfolio – by type of issuer

(in millions of euros)	31.12.2022	31.12.2021
Bonds issued by EU Member States	24,753	33,199
Bonds issued by States outside the EU	150	282
Bonds from public and semi-public sectors	3,204	2,835
Corporate bonds	17,353	18,688
Other bonds (including bond funds)	80	68
<b>TOTAL BOND PORTFOLIO</b>	<b>45,540</b>	<b>55,072</b>

## 7.9 Fair value hierarchy

Pursuant to IFRS 13 on valuation at fair value, financial instruments (assets and liabilities) valued at fair value are classified according to a three-level hierarchy. These levels depend on whether a valuation model is used and the data sources used to populate the valuation models:

- level 1 corresponds to a price listed in an active market to which the entity may have access on the valuation date;
- level 2 corresponds to the fair values determined on the basis of a valuation model using data directly observable on an active market or data that can be determined from prices observed;
- level 3 corresponds to the fair value determined on the basis of a valuation model using data not observable on a market.

A financial instrument is considered to be listed on an active market if prices are easily and regularly available from a stock exchange, broker, trader, business sector, or price valuation service and if these prices represent real transactions properly carried out on the market under conditions of normal competition.

Determination of whether a market is active is particularly based on indicators such as the significant decrease in the volume of transactions and the level of activity on the market, high dispersion of prices available over time and between the various market participants, or the fact that the prices no longer correspond to sufficiently recent transactions.

(in millions of euros)	31.12.2022				31.12.2021			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Available-for-sale assets</b>								
Equities and other variable-income investments	3,529	79	813	4,421	4,414	128	665	5,207
Bonds and other fixed-income investments	46,195	1,085	1,323	48,603	56,463	878	1,432	58,773
Other investments								
<b>Total available-for-sale assets</b>	<b>49,724</b>	<b>1,164</b>	<b>2,136</b>	<b>53,024</b>	<b>60,877</b>	<b>1,006</b>	<b>2,097</b>	<b>63,980</b>
<b>Trading assets</b>								
Equities and other variable-income investments classified as "trading" or "held for trading"	83	4	1,503	1,590	166	4	1,004	1,174
Bonds and other fixed-income investments classified as "trading" or "held for trading"	1,704	306	220	2,230	2,264	288	300	2,853
Cash mutual funds classified as "trading" or "held for trading"	5,582			5,582	6,136			6,136
Other investments								
<b>Total trading assets</b>	<b>7,368</b>	<b>310</b>	<b>1,723</b>	<b>9,401</b>	<b>8,566</b>	<b>292</b>	<b>1,305</b>	<b>10,163</b>
<b>SUB-TOTAL FINANCIAL INVESTMENTS AT FAIR VALUE (EXCLUDING UNIT-LINKED ITEMS)</b>								
	<b>57,092</b>	<b>1,474</b>	<b>3,859</b>	<b>62,425</b>	<b>69,443</b>	<b>1,298</b>	<b>3,402</b>	<b>74,143</b>
<b>Investments in unit-linked policies</b>	<b>10,966</b>	<b>673</b>	<b>334</b>	<b>11,973</b>	<b>11,814</b>	<b>1,161</b>	<b>281</b>	<b>13,256</b>
<b>Derivative assets and liabilities</b>		<b>(616)</b>		<b>(617)</b>		<b>(504)</b>		<b>(504)</b>
<b>TOTAL FINANCIAL ASSETS AND LIABILITIES VALUED AT FAIR VALUE</b>	<b>68,058</b>	<b>1,531</b>	<b>4,193</b>	<b>73,782</b>	<b>81,257</b>	<b>1,955</b>	<b>3,683</b>	<b>86,894</b>

As these are investments in unit-linked policies, the risk is borne by policyholders.

Derivatives posted to assets totalled €7 million, and derivatives posted to liabilities in the balance sheet totalled €624 million as at 31 December 2022.

The level 2 and level 3 financial investments (excluding unit-linked) comprise:

- for equities, mainly units of private equity funds, unlisted equities, units of unlisted loan funds, and units of infrastructure funds;
- for bonds, mainly in bonds and structured products not listed on an active market, the compensation of which is indexed to indices, baskets of equities, or rates;

- for derivatives, mainly fixed-rate payer or receiver swaps against rate, inflation, or currency indexation.

Private equity, infrastructure, or loan fund units are valued based on the latest net asset values communicated by the manager (and subject to an audit at least annually), adjusted for known flows between the date of this valuation and the close.

The valuation of unlisted equities is based on several methods, such as the discounted cash flow techniques or the restated net asset method.

For bonds and structured products, a liquidity test is conducted on a regular basis. In the event of a presumption of illiquidity, a valuation search is performed on other platforms (FININFO, BLOOMBERG, REUTERS, and UBS DELTA). If the data are not consistent or not available on a platform, a valuation of the counterparties is used. If these counterparty valuations are not available, a valuation based on a model using observable (level 2) or extrapolated (level 3) data is used. If two consistent valuations are available, the security is then classified as level 2. Where only one valuation is available, the security is classified

as level 3.

Derivatives are valued on the basis of models using observable market data. The obtained valuations are compared at each close with the valuations of counterparties in order to assess potential differences. This difference at 31 December 2022 was negligible.

The fair value hierarchy of investment property assets is included in Note 5.

Note that financial investments and investment properties classified as level 3 represent 6.2% of total investments of the insurance businesses (including 2.2% for transaction assets).

As at 31 December 2022, transfers from level 1 to level 2 totalled €292 million and concerned 16 bonds. Conversely, one bond is transferred from level 2 to level 1 for €45 million.

Other than the financial assets and liabilities set out in the table, the Group booked fair-value financial contracts without discretionary profit sharing in its underwriting liabilities. These totalled €820 million as at 31 December 2022, versus €1,070 million as at 31 December 2021.

(in millions of euros)	31.12.2022									
	Available-for-sale assets			Trading assets			Cash mutual funds	Other investments	Investments in unit-linked policies	Derivative assets and liabilities
	Equities	Bonds	Other investments	Equities	Bonds					
<b>LEVEL 3 OPENING AMOUNT</b>	<b>665</b>	<b>1,432</b>		<b>1,004</b>	<b>300</b>				<b>281</b>	
Change in unrealised capital gains/losses recognised in:										
➤ net income			(1)			246	(127)			(26)
➤ gains and losses recognised directly in shareholders' equity			6	(202)						
Transfer to level 3		61	8							85
Transfer out of level 3		(3)	(149)							
Reclassifications		(32)	5			(4)	4			
Change in scope of consolidation			(3)							
Acquisitions		151	353			317	66			16
Divestments/Redemptions		(32)	(123)			(60)	(23)			(21)
Foreign exchange adjustments			(1)							(2)
<b>LEVEL 3 CLOSING AMOUNT</b>	<b>813</b>	<b>1,323</b>		<b>1,503</b>	<b>220</b>				<b>334</b>	

## 7.10 Information required by the amendment to IFRS 4 in the event of a temporary exemption from the application of IFRS 9

The breakdown of the Group's financial investments between i) SPPI (Solely Payment of Principal and Interest) financial assets not held for trading and where neither management nor assessment of performance is based on the fair value, and ii) other assets is as follows:

(in millions of euros)	31.12.2022			31.12.2021			Change		
	SPPI* financial assets not held for trading where neither management nor assessment of performance is based on the fair value	Other assets	Total	SPPI* financial assets not held for trading where neither management nor assessment of performance is based on the fair value	Other assets	Total	SPPI* financial assets not held for trading where neither management nor assessment of performance is based on the fair value	Other assets	Total
Equities and other variable-income investments		6,011	6,011		6,381	6,381		(370)	(370)
Bonds and other fixed-income investments	44,223	6,609	50,832	53,361	8,265	61,626	(9,138)	(1,656)	(10,794)
Cash mutual funds		5,582	5,582		6,136	6,136		(554)	(554)
Other investments									
<b>Total financial investments valued at fair value</b>	<b>44,223</b>	<b>18,202</b>	<b>62,425</b>	<b>53,361</b>	<b>20,782</b>	<b>74,143</b>	<b>(9,138)</b>	<b>(2,580)</b>	<b>(11,718)</b>
Loans, deposits, other investments at amortised cost	1,044	124	1,169	1,228	122	1,350	(184)	3	(181)
<b>TOTAL OF FINANCIAL INVESTMENTS EXCLUDING UNIT-LINKED ITEMS</b>	<b>45,268</b>	<b>18,326</b>	<b>63,594</b>	<b>54,590</b>	<b>20,903</b>	<b>75,493</b>	<b>(9,322)</b>	<b>(2,577)</b>	<b>(11,899)</b>
Unit-linked financial investments		11,888	11,888		13,167	13,167		(1,279)	(1,279)

\* Solely Payment of Principal and Interest (SPPI) assets are securities whose contractual terms give rise, on specified dates, to cash flows that correspond solely to principal and interest payments on outstanding principal.

The table below breaks down by rating those SPPI investments not held for trading where neither management nor assessment of performance is based on the fair value.

(in millions of euros)	31.12.2022						
	AAA	AA	A	BBB	<bbb< th=""><th style="text-align: center;">Not rated</th><th style="text-align: center;">Total</th></bbb<>	Not rated	Total
Financial assets at book value determined according to IAS 39	2,113	19,008	9,674	13,216	526	730	45,268
SPPI* financial assets not held for trading where neither management nor assessment of performance is based on the fair value	2,113	19,008	9,674	13,216	526	729	45,268

\* Solely Payment of Principal and Interest (SPPI) investments are securities whose contractual terms give rise, on specified dates, to cash flows that correspond solely to principal and interest payments on outstanding principal.

**Note 8** Investments representing commitments in unit-linked investments

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Variable-income securities and related securities		1	1		2	2
Bonds	894	70	964	1,316	109	1,425
Equity mutual fund units	8,219	285	8,504	8,835	327	9,163
Bond and other UCITS units	1,814	483	2,297	1,912	543	2,455
Other investments		121	121		123	123
<b>Subtotal of unit-linked financial investments</b>	<b>10,928</b>	<b>960</b>	<b>11,888</b>	<b>12,064</b>	<b>1,104</b>	<b>13,167</b>
Unit-linked investment property	85		85	88		88
<b>Subtotal of unit-linked investment property</b>	<b>85</b>		<b>85</b>	<b>88</b>		<b>88</b>
<b>TOTAL</b>	<b>11,013</b>	<b>960</b>	<b>11,973</b>	<b>12,152</b>	<b>1,104</b>	<b>13,256</b>

## Note 9 Asset and liability derivative instruments and separate embedded derivatives

(in millions of euros)	31.12.2022					
	France		International		Total	
	Positive fair value	Negative fair value	Positive fair value	Negative fair value	Positive fair value	Negative fair value
Swaps	2	(614)			2	(614)
Options						
Foreign currency futures	4	(10)	1		5	(10)
Other						
<b>TOTAL</b>	<b>6</b>	<b>(623)</b>	<b>1</b>		<b>7</b>	<b>(624)</b>

(in millions of euros)	31.12.2021					
	France		International		Total	
	Positive fair value	Negative fair value	Positive fair value	Negative fair value	Positive fair value	Negative fair value
Swaps	34	(543)			34	(543)
Options						
Foreign currency futures	5	(1)			5	(1)
Other						
<b>TOTAL</b>	<b>39</b>	<b>(544)</b>			<b>39</b>	<b>(544)</b>

The Group makes use of various derivatives:

- variable-rate indexed swaps, to protect the bond portfolio against an increase in rates;
- fixed-rate swaps to hedge variable-rate indexed underlyings;
- currency or inflation-indexed swaps. The economic aim of this strategy is to invest in fixed-rate euro bonds;
- currency futures used to hedge currency risk;
- FFIs including synthetic exposure to the credit risk of private issuers through option strategies;
- equity risk hedging instruments through purchases of index call options;
- forward purchases of French sovereign bonds to hedge reinvestment risk.

Most of these derivatives are not recorded as hedging transactions in the sense of IAS 39.

However:

- only the currency risk hedge of one of the investments denominated in foreign currency has been the subject of fair-value hedge documentation since 1 January 2022;
- hedges against reinvestment risk via forward purchases of bonds have been documented as cash flow hedges since 31 March 2022.

The consideration of counterparty default risk in determining the fair value of financial instruments, in accordance with IFRS 13, does not have a significant impact on the fair value of derivatives due to the collateralisation mechanism put in place by the Group.

## Note 10 Uses and sources of funds for financial sector business activities

### 10.1 Uses of funds for financial sector activities

(in millions of euros)	31.12.2022			31.12.2021		
	Gross value	Reserves	Net value	Gross value	Reserves	Net value
Petty cash, central banks and postal accounts						
Financial assets at fair value through income	90		90	142		142
Hedging derivatives						
Available-for-sale financial assets	1		1	3		3
Loans and receivables on credit institutions	48		48	18		18
Loans and receivables on customers						
Revaluation difference of interest rate hedged portfolios						
Held-to-maturity financial assets						
Other assets	2	(1)	1			
<b>TOTAL</b>	<b>140</b>	<b>(1)</b>	<b>139</b>	<b>163</b>		<b>163</b>

### 10.2 Uses of funds for financial sector activities

(in millions of euros)	31.12.2022		31.12.2021	
Central banks, postal accounts				
Financial liabilities at fair value through income				
Hedging derivatives				
Debts to credit institutions				
Debts to customers			14	10
Debts represented by securities				
Revaluation difference of interest rate hedged portfolios				
<b>TOTAL</b>			<b>14</b>	<b>10</b>

## Note 11 Investments in related companies and joint ventures under the equity method

(in millions of euros)	31.12.2022		31.12.2021	
	Equivalent value	Share of income	Equivalent value	Share of income
Orange Bank				(22)
STAR	85	3	84	3
GROUPAMA - AVIC Property Insurance Co.	93	5	93	3
<b>TOTAL</b>	<b>178</b>	<b>8</b>	<b>177</b>	<b>(16)</b>

The Group holds a number of stakes in the following insurance companies:

- STAR in Tunisia, a leader in the Tunisian insurance market, jointly owned with the Tunisian government;
- Groupama AVIC Property Insurance Co is the result of the joint venture between Groupama and the AVIC group. This company sells non-life insurance products in the People's Republic of China.

As a reminder, during the previous fiscal year, the Orange group acquired Groupama's 24.14% stake in Orange Bank via Compagnie financière d'Orange Bank 30 September 2021.

The key figures for these various companies are provided in the tables below.

### 11.1 Significant data pursuant to IFRS 12

(in millions of euros)	2022				
	Premium income	Net income	Underwriting reserves	Total assets	Shareholders' equity
STAR <sup>(1)</sup>	118	8	256	408	119
Groupama - AVIC Property Insurance Co. <sup>(2)</sup>	437	3	207	495	174

(1) Actual 2022 data for premium income and 2021 for underwriting reserves and assets/Estimated data for income and shareholders' equity.

(2) Actual data.

(in millions of euros)	2021				
	Premium income	Net income	Underwriting reserves	Total assets	Shareholders' equity
STAR <sup>(1)</sup>	112	6	251	403	111
Groupama - AVIC Property Insurance Co. <sup>(2)</sup>	331	1	188	498	180

(1) Actual 2020 data on underwriting reserves, total assets, and shareholders' equity/Estimated 2021 data for the result and 2021 actual data for premium income.

(2) Actual data.

The Group has opted for temporary exemption from the rule on consistency of accounting policies ordinarily required by the IAS 28 standard, and as stipulated under paragraph 20 O (b) of the amendments to IFRS 4 "Applying IFRS 9, Financial Instruments with IFRS 4, Insurance Contracts" and "Extension of the Temporary Exemption from Applying IFRS 9". These

amendments allow insurance groups that have elected to defer application of IFRS 9, and that consolidate their related companies using the equity method to preserve the financial statements prepared by such related companies for the purposes of producing their consolidated financial statements.

**Note 12** Share of outward reinsurers and retrocessionaires in liabilities related to insurance policies and financial contracts

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Share of reinsurers in non-life insurance reserves</b>						
Reserves for unearned premiums	9	64	73	9	47	57
Outstanding claims reserves	1,549	107	1,656	922	79	1,001
Other underwriting reserves	325		325	357		357
<b>Total</b>	<b>1,882</b>	<b>171</b>	<b>2,054</b>	<b>1,288</b>	<b>127</b>	<b>1,415</b>
<b>Share of reinsurers in life insurance reserves</b>						
Life insurance reserves	34	1	35	34	1	35
Outstanding claims reserves	22		23	22		23
Reserves for profit-sharing	23		23	22		22
Other underwriting reserves						
<b>Total</b>	<b>80</b>	<b>1</b>	<b>81</b>	<b>78</b>	<b>1</b>	<b>79</b>
<b>Share of reinsurers in financial contract reserves</b>						
<b>TOTAL</b>	<b>1,962</b>	<b>173</b>	<b>2,135</b>	<b>1,366</b>	<b>128</b>	<b>1,494</b>

**12.1 Change in the share of outward reinsurers and retrocessionaires in claims reserves for non-life claims split by operating segment**

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Share of reinsurers in opening reserves for claims</b>						
	<b>922</b>	<b>79</b>	<b>1,001</b>	<b>895</b>	<b>69</b>	<b>964</b>
Portfolio transfers, changes in scope of consolidation, and other movements		(13)	(13)		1	1
Share of reinsurers in total claims expense	833	142	975	197	50	246
Share of reinsurers in total payments	(207)	(100)	(307)	(169)	(32)	(201)
Foreign exchange variation					(8)	(8)
<b>SHARE OF REINSURERS IN CLOSING RESERVES FOR CLAIMS</b>	<b>1,549</b>	<b>107</b>	<b>1,656</b>	<b>922</b>	<b>79</b>	<b>1,001</b>

## Note 13 Other property, plant and equipment

### 13.1 Change in other property, plant and equipment

(in millions of euros)	31.12.2022				31.12.2021			
	Other property, plant and equipment	Other long-term operating assets	Right of use	Total	Other property, plant and equipment	Other long-term operating assets	Right of use	Total
<b>Opening gross value</b>	<b>789</b>	<b>67</b>	<b>3</b>	<b>860</b>	807	68	3	<b>878</b>
Acquisitions	67	16	4	86	56	2	3	61
Change in scope of consolidation	(2)			(2)				
Assets capitalised in the year	2			2	2			2
Foreign exchange adjustments	(1)			(1)	(2)			(2)
Divestments	(39)	(1)	(3)	(43)	(75)	(3)	(2)	(80)
<b>Closing gross value</b>	<b>815</b>	<b>82</b>	<b>4</b>	<b>901</b>	789	67	3	<b>860</b>
<b>Opening cumulative amortisation</b>	<b>(578)</b>		<b>(2)</b>	<b>(580)</b>	(593)		<b>(1)</b>	<b>(594)</b>
Increase	(52)		(2)	(55)	(57)		(2)	(58)
Change in scope of consolidation	2			2				
Foreign exchange adjustments	1			1	1			1
Decrease	36		2	37	70		1	71
<b>Closing cumulative amortisation</b>	<b>(592)</b>		<b>(3)</b>	<b>(595)</b>	(578)		<b>(2)</b>	<b>(580)</b>
<b>Opening cumulative long-term impairment</b>	<b>(1)</b>			<b>(1)</b>	(1)			<b>(1)</b>
Long-term impairment recognised								
Change in scope of consolidation								
Foreign exchange adjustments								
Long-term impairment write-backs								
<b>Closing cumulative long-term impairment</b>	<b>(1)</b>			<b>(1)</b>	(1)			<b>(1)</b>
<b>Opening net value</b>	<b>211</b>	<b>67</b>	<b>1</b>	<b>279</b>	214	68	2	<b>283</b>
<b>Closing net value</b>	<b>223</b>	<b>82</b>	<b>1</b>	<b>305</b>	211	67	1	<b>279</b>
<b>Closing fair value of other property, plant and equipment</b>	<b>223</b>	<b>202</b>	<b>1</b>	<b>425</b>	210	160	1	<b>371</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>0</b>	<b>120</b>	<b>0</b>	<b>120</b>	0	93	0	<b>93</b>

Unrealised capital gains on long-term operating assets primarily include biological assets booked in accordance with IAS 41. These are largely forests.

**13.2 Other property, plant and equipment – by operating segment**

31.12.2022

(in millions of euros)	Other property, plant and equipment			Other long-term operating assets			Right of use		
	France	International	Total	France	International	Total	France	International	Total
Gross value	713	103	815	82		82	3	1	4
Cumulative amortisation & impairment	(502)	(90)	(592)				(2)	(1)	(3)
Long-term impairment	(1)		(1)						
<b>Closing net value</b>	<b>210</b>	<b>13</b>	<b>223</b>	<b>82</b>		<b>82</b>	<b>1</b>	<b>0</b>	<b>1</b>
<b>Closing fair value of investment property</b>	<b>210</b>	<b>13</b>	<b>223</b>	<b>202</b>		<b>202</b>	<b>1</b>	<b>0</b>	<b>1</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>120</b>		<b>120</b>	<b>0</b>	<b>0</b>	<b>0</b>

31.12.2021

(in millions of euros)	Other property, plant and equipment			Other long-term operating assets			Right of use		
	France	International	Total	France	International	Total	France	International	Total
Gross value	685	104	789	67		67	3	1	3
Cumulative amortisation & impairment	(487)	(90)	(578)				(2)		(2)
Long-term impairment	(1)		(1)						
<b>Closing net value</b>	<b>196</b>	<b>14</b>	<b>211</b>	<b>67</b>		<b>67</b>	<b>1</b>	<b>0</b>	<b>1</b>
<b>Closing fair value of investment property</b>	<b>196</b>	<b>14</b>	<b>210</b>	<b>160</b>		<b>160</b>	<b>1</b>		<b>1</b>
<b>UNREALISED CAPITAL GAINS (LOSSES)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>93</b>		<b>93</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note 14 Deferred acquisition costs**

(in millions of euros)	31.12.2022			31.12.2021		
	Gross	Deferred profit-sharing	Net	Gross	Deferred profit-sharing	Net
Non-life insurance policies	181		181	178		178
Life insurance policies and financial contracts with discretionary profit sharing	4		4	20		20
<b>France</b>	<b>186</b>	<b>186</b>	<b>186</b>	<b>197</b>	<b>197</b>	<b>197</b>
Non-life insurance policies	57		57	63		63
Life insurance policies and financial contracts with discretionary profit sharing	14	(2)	11	14	(3)	12
<b>International</b>	<b>71</b>	<b>(2)</b>	<b>69</b>	<b>77</b>	<b>(3)</b>	<b>75</b>
<b>TOTAL DEFERRED ACQUISITION COSTS</b>	<b>257</b>	<b>(2)</b>	<b>255</b>	<b>275</b>	<b>(3)</b>	<b>272</b>

## Note 15 Deferred profit sharing

### 15.1 Deferred profit sharing assets

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Deferred profit-sharing assets	1,811	146	1,956	3	3	3
<b>TOTAL</b>	<b>1,811</b>	<b>146</b>	<b>1,956</b>	<b>3</b>	<b>3</b>	<b>3</b>

### 15.2 Deferred profit sharing liabilities

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Reserve for deferred profit sharing of insurance policies	5		5	4,716		4,716
Reserve for deferred profit sharing of financial contracts					88	88
<b>TOTAL</b>	<b>5</b>		<b>5</b>	<b>4,716</b>	<b>88</b>	<b>4,804</b>

Deferred policyholder assets are principally due to unrealised losses on bond portfolios in application of the shadow accounting principle.

A recoverability test has been performed to demonstrate the Group's ability to offset the deferred policyholder assets against future policyholder profit-sharing. The recoverability test of the deferred profit-sharing asset mentioned in the Group's principles aims to demonstrate that the profit-sharing will be available to the insured in the future will make it possible to absorb the unrealised capital losses of investment assets by taking into account the likely impacts on the insured's behaviour according to a financial environment considered reasonable.

The Group thus carried out a future returns projection test in which the growth rate of the equity markets is on the order of 5.5% in the long term and in which the bond reinvestment rates amount to around 3% from 2023 to 2027, then converge towards 3.35% in 2032. Sensitivity analyses were conducted

and demonstrated, on the one hand, that cash flows remain positive and that it is not necessary to realise capital losses to make payments, and on the other hand, that the financial margin remains positive.

In addition, the rate of deferred profit sharing is determined entity by entity (based on regulatory requirements). It is based on the real rate of sharing of investment income between policyholders and shareholders and corresponds to the average real rates over the past three years. This average prevents the inclusion of non-recurring, atypical factors in the calculation.

In the particular case of Groupama Gan Vie, the deferred profit-sharing rate is determined using a prospective sharing rate method based on three-year business plans.

The rates used in France at 31 December 2022 fall within a range of 69.13% to 85.84%, with 69.13% for Groupama Gan Vie.

## Note 16 Deferred taxes

### 16.1 Deferred tax assets - by operating segment

(in millions of euros)	31.12.2022		31.12.2021	
	France	International	Total	Total
Deferred tax assets	308	179	486	51
<b>TOTAL</b>	<b>308</b>	<b>179</b>	<b>486</b>	<b>51</b>

### 16.2 Deferred tax liabilities - by operating segment

(in millions of euros)	31.12.2022		31.12.2021	
	France	International	Total	Total
Deferred tax liabilities	4		4	519
<b>TOTAL</b>	<b>4</b>		<b>4</b>	<b>519</b>

### 16.3 Analysis of the major components of deferred taxes

(in millions of euros)	31.12.2022	31.12.2021
<b>Deferred taxes resulting from timing differences</b>		
Restatements on AFS & Trading financial instruments (net of deferred profit sharing)	467	(592)
Life acquisition costs and overall management expenses reserve	(20)	(37)
Consolidation restatements on underwriting reserves	(298)	(281)
Other differences on consolidation restatements	46	66
Deferred non-life acquisition costs	(47)	(46)
Tax differences on technical reserves and other contingent liabilities	262	255
Tax-deferred capital gains	(4)	(4)
Valuation difference on mutual funds	22	129
Foreign exchange hedge		4
Other temporary tax differences	(5)	(14)
<b>Subtotal of deferred taxes resulting from timing differences</b>	<b>423</b>	<b>(521)</b>
<b>Deferred taxes from stocks of ordinary losses</b>		
<b>Deferred taxes recorded on the balance sheet</b>	<b>59</b>	<b>53</b>
of which, assets	486	51
of which, liabilities	(4)	(519)

For France, deferred tax assets have been determined taking into account the corporate tax rate of 25.82%.

## Note 17 Receivables from insurance or inward reinsurance transactions

### 17.1 Receivables from insurance or inward reinsurance transactions - by operating segment

(in millions of euros)	31.12.2022						31.12.2021	
	France			International			Total	Total
	Gross value	Reserves	Net value	Gross value	Reserves	Net value		
Earned unwritten premiums	901		901	14		14	915	916
Policyholders, intermediaries, and other third parties	1,258	(23)	1,236	283	(25)	257	1,493	1,339
Current accounts – co-insurers and other third parties	56	(7)	49	14	(4)	10	59	56
Current accounts for ceding and retroceding companies and other receivables from inward reinsurance operations	102		102	1		1	103	244
<b>TOTAL</b>	<b>2,317</b>	<b>(30)</b>	<b>2,287</b>	<b>312</b>	<b>(29)</b>	<b>283</b>	<b>2,570</b>	<b>2,555</b>

### 17.2 Receivables from insurance or inward reinsurance transactions – by maturity

(in millions of euros)	31.12.2022				31.12.2021			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Earned unwritten premiums	915			915	916			916
Policyholders, intermediaries, and other third parties	1,440	48	5	1,493	1,296	41	3	1,339
Current accounts – co-insurers and other third parties	55	4		59	53	3		56
Current accounts for ceding and retroceding companies and other receivables from inward reinsurance operations	95	1	7	103	177	55	11	244
<b>TOTAL</b>	<b>2,505</b>	<b>54</b>	<b>12</b>	<b>2,570</b>	<b>2,442</b>	<b>98</b>	<b>14</b>	<b>2,555</b>

**Note 18** Receivables arising from outward reinsurance operations

(in millions of euros)	31.12.2022		31.12.2021	
	Gross value	Reserves	Net value	Net value
Outward reinsurer and retrocessionaire current accounts	26	(1)	25	55
Other receivables from reinsurance transactions	146		146	115
<b>TOTAL</b>	<b>172</b>	<b>(1)</b>	<b>171</b>	<b>171</b>

**18.1 Receivables from outward reinsurance transactions – by maturity**

(in millions of euros)	31.12.2022			31.12.2021			Total	
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	
Outward reinsurer and retrocessionaire current accounts	23	1	25	51	1	3	55	
Other receivables from reinsurance transactions	146		146	115			115	
<b>TOTAL</b>	<b>169</b>	<b>2</b>	<b>171</b>	<b>167</b>	<b>1</b>	<b>3</b>	<b>171</b>	

## Note 19 Risk of reinsurer insolvency

Outward reinsurance consists of transferring to the reinsurer a portion of the risks accepted by the ceding company. They are regularly reviewed to monitor and limit the credit risk on third-party reinsurers. The Reinsurance Securities Committee examines and approves the list of reinsurers accepted for all external outward reinsurance.

This list is reviewed in its entirety at least twice a year. During the year, continual monitoring is performed to adapt the internal ratings of the reinsurers to changes that may occur to them that would modify their solvency assessment. For any given

reinsurance placement, any reinsurer approached for an outward reinsurance outside Groupama must first be on the list of the Group Security Committee.

Approved reinsurers must have a rating compatible with the type of business reinsured, depending on whether they have a short or long accounting run-off.

Insurance underwriting reserves and assigned receivables are shown below, by rating, according to the three largest rating agencies (Standard & Poor's, Fitch Ratings, and Moody's).

(in millions of euros)	31.12.2022						
	AAA	AA	A	BBB	< BBB	Not rated	Total
Share of reinsurers in non-life insurance reserves	1,461	498		5	90	2,054	
Share of reinsurers in life insurance reserves	11	15			54	81	
Share of reinsurers in reserves for financial contracts with discretionary profit sharing							
Share of reinsurers in reserves for financial contracts without discretionary profit sharing							
Receivables from outward reinsurance operations	139	22			10	171	
<b>TOTAL</b>	<b>1,612</b>	<b>535</b>		<b>5</b>	<b>154</b>	<b>2,305</b>	

(in millions of euros)	31.12.2021						
	AAA	AA	A	BBB	< BBB	Not rated	Total
Share of reinsurers in non-life insurance reserves	1,125	186		1	103	1,415	
Share of reinsurers in life insurance reserves	11	15			53	79	
Share of reinsurers in reserves for financial contracts with discretionary profit sharing							
Share of reinsurers in reserves for financial contracts without discretionary profit sharing							
Receivables from outward reinsurance operations	139	20			11	171	
<b>TOTAL</b>	<b>1,275</b>	<b>221</b>		<b>1</b>	<b>168</b>	<b>1,664</b>	

The total share of unrated reinsurers equates in the main to outward reinsurance to professional reinsurance pools, especially ASSURPOL, ASSURATOME, GAREAT and Réunion Aérienne, which are not subject to any rating.

## Note 20 Current tax receivables and other tax receivables

### 20.1 Current tax receivables and other tax receivables – by maturity

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Tax claims	118			118	52			52
Other receivables from state and local authorities	202	7		209	229	4		233
<b>TOTAL</b>	<b>320</b>	<b>7</b>		<b>327</b>	<b>281</b>	<b>4</b>		<b>285</b>

### 20.2 Current tax receivables and other tax receivables – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Tax claims	86	32	118	12	40	52
Other receivables from state and local authorities	79	129	209	113	120	233
<b>TOTAL</b>	<b>165</b>	<b>161</b>	<b>327</b>	<b>124</b>	<b>160</b>	<b>285</b>

## Note 21 Other receivables

(in millions of euros)	31.12.2022		31.12.2021	
	Gross value	Reserves	Total	Total
Accrued interest not yet due	576		576	605
Due from employees	8		8	9
Social welfare bodies	14		14	11
Other debtors	2,755	(34)	2,721	2,538
Other receivables	657		657	523
<b>TOTAL</b>	<b>4,010</b>	<b>(34)</b>	<b>3,976</b>	<b>3,686</b>

### 21.1 Other receivables – by maturity

(in millions of euros)	31.12.2022				31.12.2021			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Accrued interest not yet due	576			576	605			605
Due from employees	8			8	9			9
Social welfare bodies	14			14	11			11
Other debtors	2,153	543	24	2,721	2,152	351	35	2,538
Other receivables	657			657	523			523
<b>TOTAL</b>	<b>3,408</b>	<b>543</b>	<b>24</b>	<b>3,976</b>	<b>3,300</b>	<b>351</b>	<b>35</b>	<b>3,686</b>

### 21.2 Other receivables – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Accrued interest not yet due	526	51	576	553	52	605
Due from employees	8	1	8	9	1	9
Social welfare bodies	14		14	11		11
Other debtors	2,465	255	2,721	2,307	231	2,538
Other receivables	645	12	657	512	11	523
<b>TOTAL</b>	<b>3,657</b>	<b>319</b>	<b>3,976</b>	<b>3,392</b>	<b>294</b>	<b>3,686</b>

## Note 22 Cash and cash equivalents

### 22.1 Cash and cash equivalents applied to balance sheet assets

(in millions of euros)	31.12.2022	31.12.2021
France	1,064	1,391
International	179	170
<b>TOTAL</b>	<b>1,243</b>	<b>1,561</b>

Cash and cash equivalents primarily represent the balances in the bank accounts of the Group's entities.

### 22.2 Cash applied to balance sheet liabilities

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Operating debts to banking sector companies	13			13	202			202
<b>TOTAL</b>	<b>13</b>			<b>13</b>	<b>202</b>			<b>202</b>

(in millions of euros)	31.12.2022			
	Currencies		Rate	
	Eurozone	Non-eurozone	Fixed rate	Variable rate
Operating debts to banking sector companies	13			13
<b>TOTAL</b>	<b>13</b>			<b>13</b>

## Note 23 Group's IFRS equity minority interests

### 23.1 Share capital limits for insurance companies

Insurance business operations are governed by regulatory constraints that define minimum share capital or start-up funds in particular. In France, in accordance with the European directive and by virtue of Articles R. 322-5 and R. 322-44 of the French Insurance Code, French companies subject to State control and established in the form of agricultural insurance or reinsurance mutual insurance companies must have initial capital at least equal to €240,000 or €400,000 depending on the segments operated. French public limited companies must have share capital of at least €480,000 or €800,000 depending on the business segment.

Additionally, in order to ensure a solid financial position for insurance companies and to guarantee protection for insurance customers, in France, insurance companies are subject since 1 January 2016 to the "Solvency 2" regulatory system, which was introduced by European directive 2009/138/EC of 25 November 2009. It requires insurance companies to continuously comply with the capital requirements relating to the minimum capital requirement (Article L. 352-5 of the French

Insurance Code) and the solvency capital requirement (Article L. 352-1 of the French Insurance Code) calculated in accordance with the provisions of Delegated Regulation no. 2015/35. This obligation also exists abroad, following similar mechanisms. This entire system is reinforced at the level of the combined financial statements by a Group regulatory capital requirement.

### 23.2 Impacts of transactions with members

#### NOTE CHANGES IN THE GROUP'S IFRS EQUITY DURING FISCAL YEAR 2022

On 10 October 2022, the Group redeemed a portion of its perpetual subordinated bonds (TSDI 6.375% 2024) for a nominal amount of €229 million. Moreover, during fiscal year 2022, the regional mutuals reduced their issue of mutual certificates to their members and customers for -€1 million.

#### ACCOUNTING TREATMENT OF SUBORDINATED BONDS CLASSIFIED AS EQUITY INSTRUMENTS

Loans categorised under Group's IFRS equity are perpetual subordinated bonds detailed as follows:

Issued by	Nominal (in millions of euros)	Issue date	Next issuer repayment option	Coupon	Coupon rate	Step-up clause
Groupama Assurances Mutuelles	871	28/05/2014	28/05/2024	Fixed	6.375%	yes

This loan presents the following particular features:

- unlimited term;
- the ability to defer or cancel any interest payment to holders in a discretionary manner;
- an interest "step-up" clause that kicks in following the tenth year of the bond.

Taking into account the terms, and pursuant to IAS 32 sections 16 and 17, the loan is considered an equity instrument and not a financial liability. It is therefore recognised under Group's IFRS equity. Interest costs net of tax are charged directly against Group's IFRS equity in accordance with IAS 32 section 35 (rather than as an expense in the income statement).

### 23.3 Reserves related to changes in fair value recorded in Group's IFRS equity

The reconciliation between unrealised capital gains losses on available-for-sale investment assets and the corresponding reserve in Group's IFRS equity may be broken down as follows:

(in millions of euros)	31.12.2022	31.12.2021
Gross unrealised capital gains/losses on available-for-sale assets	(3,550)	7,549
Shadow accounting	2,007	(4,791)
Cash flow hedge and other changes	(136)	(40)
Deferred taxes	538	(536)
Share of non-controlling interests		(3)
<b>REVALUATION RESERVE – GROUP SHARE</b>	<b>(1,141)</b>	<b>2,178</b>

The deferred tax amount shown in the table above corresponds to the application of first, a short-term and long-term tax rate on the unrealised gains on financial instruments classified as "available-for-sale assets"; and second, a short-term tax rate on deferred profit sharing ("shadow accounting"). Under the rules for long-term capital gains (losses) applicable as at 1 January 2006, the unrealised capital gains on "strategic" equity interests are exempt for the calculation of the deferred

tax up to a maximum percentage of costs and expenses (i.e. an effective rate of 3.10%).

"Cash flow hedge and other changes" totalling -€136 million includes -€117 million in cash flow hedge revaluation reserves and -€18 million in net investment hedge revaluation reserves. These reserves correspond to the effective portion of hedging operations implemented by the Group.

## Note 24 Contingent liabilities

(in millions of euros)	31.12.2022						
	France			International			Total
	Provisions for pensions and similar obligations	Other contingent liabilities <sup>(1)</sup>	Total	Provisions for pensions and similar obligations	Other contingent liabilities <sup>(1)</sup>	Total	
<b>OPENING BALANCE</b>	<b>383</b>	<b>116</b>	<b>499</b>	<b>29</b>	<b>52</b>	<b>80</b>	<b>580</b>
Changes in the consolidation scope, changes in accounting policies, and transfers				(1)		(1)	(1)
Allocations for the period	69	55	124	5	17	21	145
Write-backs for the period	(148)	(73)	(221)	(7)	(9)	(16)	(237)
Foreign exchange variation							
<b>CLOSING BALANCE</b>	<b>304</b>	<b>98</b>	<b>402</b>	<b>25</b>	<b>59</b>	<b>84</b>	<b>487</b>

(1) Details are not provided for this line item because this information could seriously prejudice the Group in view of ongoing litigation proceedings.

(in millions of euros)	31.12.2021						
	France			International			Total
	Provisions for pensions and similar obligations	Other contingent liabilities <sup>(1)</sup>	Total	Provisions for pensions and similar obligations	Other contingent liabilities <sup>(1)</sup>	Total	
<b>OPENING BALANCE</b>	<b>420</b>	<b>136</b>	<b>556</b>	<b>31</b>	<b>52</b>	<b>83</b>	<b>639</b>
Changes in the consolidation scope, changes in accounting policies, and transfers							
Allocations for the period	95	71	166	4	15	20	186
Write-backs for the period	(132)	(91)	(222)	(6)	(16)	(21)	(244)
Foreign exchange variation				(1)		(1)	(1)
<b>CLOSING BALANCE</b>	<b>383</b>	<b>116</b>	<b>499</b>	<b>29</b>	<b>52</b>	<b>80</b>	<b>580</b>

(1) Details are not provided for this line item because this information could seriously prejudice the Group in view of ongoing litigation proceedings.

## Note 25 Information pertaining to personnel benefits – defined-benefit plans

### 25.1 Principal actuarial assumptions

(in millions of euros)	31.12.2022				31.12.2021			
	France	United Kingdom	Other	Total	France	United Kingdom	Other	Total
Actuarial debt	330	274	25	629	417	409	29	855
Fair value of hedging assets	44	256		301	34	450		484
<b>Net actuarial debt</b>	<b>286</b>	<b>17</b>	<b>25</b>	<b>328</b>	<b>383</b>	<b>(41)</b>	<b>29</b>	<b>371</b>
Limitation on recognition of hedging assets	1			1		41		41
<b>Net Liabilities</b>	<b>287</b>	<b>17</b>	<b>25</b>	<b>329</b>	<b>383</b>	<b>0</b>	<b>29</b>	<b>412</b>
<b>Principal actuarial assumptions</b>								
Financial assumptions								
Discount rate	3.60%	4.40%	NS		0.80%	1.70%	NS	
Yield expected from plan assets	3.60%	4.40%	NS		0.80%	1.70%	NS	
Expected salary/pension increase	2.04%	2.80%	NS		1.92%	3.00%	NS	
Staff turnover								
➤ 18 to 34 years	6.56%	NA	NS		5.75%	NA	NS	
➤ 35 to 44 years	3.00%	NA	NS		2.66%	NA	NS	
➤ 45 to 54 years	1.22%	NA	NS		1.12%	NA	NS	
➤ 55 and older	0.08%	NA	NS		0.00%	NA	NS	

In addition, the general increase negotiated at the end of 2022 exclusively for 2023 – by 4% for most of the Group's entities in France – has been included in the basis of the calculation of provisions for pensions and similar obligations.

Note that in the United Kingdom, the Groupama Insurance Company Limited (GICL) pension fund was transferred to Groupama Assurances Mutuelles following the sale of the subsidiary in 2012.

Only staff turnover rates for France are material in the context of the consolidated financial statements.

The discount rate used at 31 December 2022 to value actuarial commitments is the interest rate on high-quality corporate bonds.

## 25.2 Reserve for pensions

### 25.2.1 Pensions reserve – Change in actuarial value of the debt

(in millions of euros)	31.12.2022			31.12.2021		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
<b>OPENING ACTUARIAL DEBT</b>	<b>762</b>	<b>93</b>	<b>855</b>	<b>756</b>	<b>94</b>	<b>850</b>
Cost of past services	18	8	25	17	8	25
Interest payable	8		9	8		8
Revaluations of actuarial debt						
Actuarial differences resulting from changes in demographic assumptions	3	(1)	3			
Actuarial differences resulting from changes in financial assumptions	(199)	(20)	(219)	5	(1)	4
Experience-related adjustments	14	(3)	11	(4)	(4)	(8)
Benefits paid directly by the employer	(16)	(4)	(20)	(11)	(4)	(15)
Benefits paid by hedging assets	(13)		(13)	(17)		(17)
Cost of past services and profit/loss on liquidation				1		1
Change in scope of consolidation	(1)		(1)			
Change in exchange rates	(21)		(21)	26		26
Other	1		1	(18)		(18)
<b>CLOSING ACTUARIAL DEBT</b>	<b>556</b>	<b>72</b>	<b>629</b>	<b>762</b>	<b>93</b>	<b>855</b>

### 25.2.2 Reserve for pensions – Change in the fair value of hedging assets

(in millions of euros)	31.12.2022			31.12.2021		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
<b>OPENING FAIR VALUE OF HEDGING ASSETS</b>	<b>484</b>	<b>484</b>	<b>484</b>	<b>400</b>	<b>400</b>	<b>400</b>
Interest income	7		7	6		6
Revaluations of hedging assets						
Portion of yield on hedging assets in excess of the discount rate	(170)		(170)	47		47
Change in effect of asset cap						
Benefits paid	(13)		(13)	(17)		(17)
Employer contributions	11		11	22		22
Employee contributions						
Change in scope of consolidation						
Change in exchange rates	(24)		(24)	27		27
Other	4		4			
<b>CLOSING FAIR VALUE OF HEDGING ASSETS</b>	<b>301</b>	<b>301</b>	<b>301</b>	<b>484</b>	<b>484</b>	<b>484</b>

### 25.3 Post-employment benefits recognised through the income statement and profits/losses recognised directly through Group's IFRS equity

(in millions of euros)	31.12.2022	31.12.2021
Cost of services:		
Cost of past services	(18)	(17)
Cost of past services and profit/loss on liquidation		(1)
Net interest on net actuarial debt	(1)	(1)
Other		
<b>COMPONENT OF THE EXPENSE RECOGNISED IN THE INCOME STATEMENT</b>	<b>(19)</b>	<b>(19)</b>
Revaluation of net actuarial debt:		
Portion of return on hedging assets not recognised in the income statement	(130)	
Actuarial differences resulting from changes in demographic assumptions	(3)	
Actuarial differences resulting from changes in financial assumptions	198	7
Experience-related adjustments	(14)	4
Change in effect of asset cap		
<b>COMPONENT OF THE EXPENSE RECOGNISED THROUGH PROFIT/LOSSES POSTED DIRECTLY UNDER GROUP'S IFRS EQUITY</b>	<b>50</b>	<b>11</b>

### 25.4 Information pertaining to personnel benefits – distribution of hedging assets

(in millions of euros)	31.12.2022	31.12.2021
Equities	53	66
Bonds		
Other	248	418
<b>FAIR VALUE OF HEDGING ASSETS</b>	<b>301</b>	<b>484</b>

### 25.5 Sensitivity analysis

The sensitivity to an increase of 50 basis points in the discount rate is -5.1% on the total gross actuarial debt for France, and -5.8% for the United Kingdom.

Sensitivity to social commitments in relation to illness cover: at 31 December 2022, actuarial debt for illness cover amounted to €8 million. The sensitivity of this debt to an increase of 50basis points in the discount rate is -3.8%.

## Note 26 Financing debt

### 26.1 Financing debt – by maturity

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Subordinated debt of insurance companies	644	1,492	2,135					2,132
Financing debt represented by securities								
Financing debt with banking-sector companies				2				2
<b>TOTAL</b>	<b>644</b>	<b>1,492</b>	<b>2,135</b>		<b>2</b>	<b>2,132</b>	<b>2,134</b>	

The redeemable subordinated bonds are detailed as follows:

Issued by	Nominal (in millions of euros)	Issue date	Maturity (if dated)	Coupon	Coupon rate	Step-up clause
Groupama Assurances Mutuelles	650	23/01/2017	23/01/2027	Fixed	6.00%	No
Groupama Assurances Mutuelles	500	24/09/2018	24/09/2028	Fixed	3.38%	No
Groupama Assurances Mutuelles	500	16/09/2019	16/09/2029	Fixed	2.13%	No
Groupama Assurances Mutuelles	500	07/07/2021	07/07/2028	Fixed	0.75%	No

At 31 December 2022, the rating:

- of the 2017 issue is 104.3%, compared with 122.8% at 31 December 2021;
- of the 2018 issue is 91.2%, compared with 111.5% at 31 December 2021;
- of the 2019 issue is 84.0%, compared with 103.1% at 31 December 2021;
- of the 2021 issue was 80.9%, compared with 96.7% at 31 December 2021.

In view of the specific terms and conditions of each issue pursuant to IAS 32 sections 16 and 17, these bonds are considered financial liabilities rather than equity instruments. They are therefore recognised under financing debts. Interest expenses are recognised under financing expenses in the income statement.

### 26.2 Financing debt – by currency and rate

(in millions of euros)	31.12.2022			
	Currencies		Rate	
	Eurozone	Non-eurozone	Fixed rate	Variable rate
Subordinated debt of insurance companies	2,135		2,135	
Financing debt represented by securities				
Financing debt with banking-sector companies				
<b>TOTAL</b>	<b>2,135</b>		<b>2,135</b>	

## Note 27 Underwriting liabilities related to insurance policies

### 27.1 Underwriting liabilities relating to insurance policies – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Underwriting reserves gross of reinsurance</b>						
Life insurance reserves	31,405	729	32,134	31,739	742	32,481
Outstanding claims reserves	823	53	876	754	57	812
Reserves for profit-sharing	884	5	890	736	4	739
Other underwriting reserves	4	2	6	7	2	9
<b>Total Life insurance</b>	<b>33,116</b>	<b>789</b>	<b>33,905</b>	<b>33,236</b>	<b>805</b>	<b>34,041</b>
Reserves for unearned premiums	1,276	686	1,962	1,216	659	1,875
Outstanding claims reserves	11,962	2,024	13,986	10,998	2,057	13,055
Other underwriting reserves	3,416	31	3,447	3,527	43	3,570
<b>Total Non-life insurance</b>	<b>16,655</b>	<b>2,740</b>	<b>19,395</b>	<b>15,742</b>	<b>2,758</b>	<b>18,500</b>
Life insurance reserves for unit-linked policies	10,160	955	11,115	11,177	1,096	12,273
<b>TOTAL</b>	<b>59,931</b>	<b>4,484</b>	<b>64,415</b>	<b>60,155</b>	<b>4,659</b>	<b>64,815</b>

The adequacy tests carried out on liabilities as at 31 December 2022 were found to be satisfactory and did not result in the recognition of any additional underwriting expense.

#### Measurement of reserves for non-reported and late claims (IBNR)

The non-life outstanding claims reserve totalled €13,986 million as at 31 December 2022. These reserves are valued using an actuarial approach, defined in accordance with a Group methodology. By means of valuations of final costs based on payment or cost triangles (depending on the risk segment), this method determines the sufficient amount of outstanding claims reserve. This valuation includes the valuation of delinquent claims and expected recoveries in its approach.

#### Long-term care

The total amount of reserves relating to long-term care risk stood at €660 million as at 31 December 2022. This figure was determined based on reserves valued using an economic approach (best estimate) at a discount rate of 2.00% including a prudence factor for long-term care and home-care insurance portfolios. The best estimate reserve is valued using the same forward-looking model as that used to justify the adequacy of employee welfare reserves. The biometric and economic assumption other than the discount rate are also the same.

#### Valuation of non-life actuarial annuity reserves

Non-life underwriting reserves relating to annuities in service or capital comprising annuities are discounted in accordance with the stipulations of relevant provisions. Relying on the provisions of IFRS 4, which themselves are based, for these items, on the provisions of CRC (French accounting standards committee) regulation 2000-05, the Group uses a discount rate equating to a prudently estimated rate of return on assets when discounting reserves for non-life annuities (annuities in service and deferred annuities).

## 27.2 Underwriting liabilities related to insurance policies – by business

### 27.2.1 Underwriting liabilities related to insurance policies – by business – France

(in millions of euros)	31.12.2022			31.12.2021		
	Life and health insurance	Property and casualty insurance	Total	Life and health insurance	Property and casualty insurance	Total
<b>Underwriting reserves gross of reinsurance</b>						
Life insurance reserves	31,405	31,405	31,405	31,739	31,739	31,739
Outstanding claims reserves	823	823	823	754	754	754
Reserves for profit-sharing	884	884	884	736	736	736
Other underwriting reserves	4	4	4	7	7	7
<b>Total Life insurance</b>	<b>33,116</b>	<b>33,116</b>	<b>33,116</b>	<b>33,236</b>	<b>33,236</b>	<b>33,236</b>
Reserves for unearned premiums	230	1,046	1,276	203	1,013	1,216
Outstanding claims reserves	1,364	10,598	11,962	1,350	9,649	10,998
Other underwriting reserves	2,916	500	3,416	2,916	612	3,527
<b>Total Non-life insurance</b>	<b>4,510</b>	<b>12,145</b>	<b>16,655</b>	<b>4,468</b>	<b>11,274</b>	<b>15,742</b>
Life insurance reserves for unit-linked policies	10,160	10,160	10,160	11,177	11,177	11,177
<b>TOTAL</b>	<b>47,786</b>	<b>12,145</b>	<b>59,931</b>	<b>48,882</b>	<b>11,274</b>	<b>60,155</b>

### 27.2.2 Underwriting liabilities related to insurance policies – by business – International

(in millions of euros)	31.12.2022			31.12.2021		
	Life and health insurance	Property and casualty insurance	Total	Life and health insurance	Property and casualty insurance	Total
<b>Underwriting reserves gross of reinsurance</b>						
Life insurance reserves	729	729	729	742	742	742
Outstanding claims reserves	53	53	53	57	57	57
Reserves for profit-sharing	5	5	5	4	4	4
Other underwriting reserves	2	2	2	2	2	2
<b>Total Life insurance</b>	<b>789</b>	<b>789</b>	<b>789</b>	<b>805</b>	<b>805</b>	<b>805</b>
Reserves for unearned premiums	52	634	686	60	598	659
Outstanding claims reserves	103	1,921	2,024	99	1,959	2,057
Other underwriting reserves	14	17	31	13	29	43
<b>Total Non-life insurance</b>	<b>169</b>	<b>2,572</b>	<b>2,740</b>	<b>172</b>	<b>2,586</b>	<b>2,758</b>
Life insurance reserves for unit-linked policies	955	955	955	1,096	1,096	1,096
<b>TOTAL</b>	<b>1,913</b>	<b>2,572</b>	<b>4,484</b>	<b>2,073</b>	<b>2,586</b>	<b>4,659</b>

### 27.3 Breakdown of underwriting reserves of insurance policies by main category

(in millions of euros)	31.12.2022			31.12.2021		
	Gross life insurance reserves	Gross outstanding claims reserves	Total	Gross life insurance reserves	Gross outstanding claims reserves	Total
<b>Single-premium policies</b>						
Capitalisation	22	14	36	32	25	57
Individual insurance	13,403	125	13,528	13,234	111	13,345
Group policies	161	3	163	174	3	177
Other	6	2	8	5	2	7
<b>Total reserves for single-premium policies</b>	<b>13,591</b>	<b>144</b>	<b>13,735</b>	<b>13,446</b>	<b>141</b>	<b>13,587</b>
<b>Periodic premium policies</b>						
Capitalisation	108	6	114	93	6	99
Individual insurance	5,247	237	5,484	5,776	221	5,996
Group policies	7,406	428	7,835	7,622	397	8,019
Other	2,919	6	2,925	2,744	3	2,747
<b>Total reserves for periodic premium policies</b>	<b>15,680</b>	<b>677</b>	<b>16,357</b>	<b>16,235</b>	<b>626</b>	<b>16,861</b>
<b>Inward reinsurance</b>	<b>2,863</b>	<b>55</b>	<b>2,917</b>	<b>2,800</b>	<b>45</b>	<b>2,845</b>
<b>TOTAL</b>	<b>32,134</b>	<b>876</b>	<b>33,010</b>	<b>32,481</b>	<b>812</b>	<b>33,293</b>

(in millions of euros)	31.12.2022			31.12.2021		
	Reserves for unearned premiums	Outstanding claims reserves	Total	Reserves for unearned premiums	Outstanding claims reserves	Total
<b>Non-life insurance</b>						
Motor	896	5,326	6,222	833	5,189	6,022
Bodily injury	287	1,717	2,003	268	1,707	1,975
Property damage	505	3,408	3,913	487	3,004	3,491
General third-party liability	50	481	531	50	509	559
Marine, aviation, transport	10	57	67	10	61	71
Other risks	196	2,149	2,344	202	2,013	2,215
<b>Inward reinsurance</b>	<b>19</b>	<b>849</b>	<b>868</b>	<b>24</b>	<b>574</b>	<b>598</b>
<b>TOTAL NON-LIFE RESERVES</b>	<b>1,962</b>	<b>13,986</b>	<b>15,948</b>	<b>1,875</b>	<b>13,055</b>	<b>14,930</b>

## 27.4 Change in non-life outstanding claims reserves

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Opening reserves for non-life claims</b>	<b>10,998</b>	<b>2,057</b>	<b>13,055</b>	<b>10,501</b>	<b>2,117</b>	<b>12,618</b>
<b>Portfolio transfers, changes in scope of consolidation, and other movements</b>	<b>(122)</b>	<b>(122)</b>			<b>14</b>	<b>14</b>
Claims expense for the current year	8,443	1,244	9,688	7,124	1,148	8,272
Claims expense for prior years	(159)	(125)	(284)	(114)	(92)	(206)
<b>Total claims expense</b>	<b>8,284</b>	<b>1,119</b>	<b>9,404</b>	<b>7,010</b>	<b>1,056</b>	<b>8,066</b>
Claims payments for the current year	(3,746)	(536)	(4,282)	(3,235)	(516)	(3,751)
Claims payments for prior years	(3,574)	(485)	(4,059)	(3,278)	(533)	(3,811)
<b>Total payments</b>	<b>(7,319)</b>	<b>(1,022)</b>	<b>(8,341)</b>	<b>(6,513)</b>	<b>(1,049)</b>	<b>(7,562)</b>
<b>Foreign exchange variation</b>	<b>(1)</b>	<b>(9)</b>	<b>(9)</b>		<b>(81)</b>	<b>(81)</b>
<b>CLOSING RESERVES FOR NON-LIFE CLAIMS</b>	<b>11,962</b>	<b>2,024</b>	<b>13,986</b>	<b>10,998</b>	<b>2,057</b>	<b>13,055</b>

## 27.5 Impact of gross claims

(in millions of euros)	2018	2019	2020	2021	2022
<b>Estimate of the claims expense</b>					
End N	7,734	8,017	7,793	8,118	9,683
End N+1	7,754	8,141	7,758	8,127	
End N+2	7,767	8,081	7,621		
End N+3	7,707	8,007			
End N+4	7,551				
<b>Claims expense</b>	<b>7,551</b>	<b>8,007</b>	<b>7,621</b>	<b>8,127</b>	<b>9,683</b>
<b>Cumulative claims payments</b>	<b>6,675</b>	<b>7,005</b>	<b>6,310</b>	<b>6,222</b>	<b>4,280</b>
<b>Outstanding claims reserves</b>	<b>876</b>	<b>1,002</b>	<b>1,311</b>	<b>1,904</b>	<b>5,404</b>
<b>Earned premiums</b>	<b>10,367</b>	<b>10,713</b>	<b>10,639</b>	<b>11,031</b>	<b>11,465</b>
<b>LOSS RATIO</b>	<b>72.8%</b>	<b>74.8%</b>	<b>71.6%</b>	<b>73.7%</b>	<b>84.5%</b>

The statement of claim trends shows changes in estimates of the gross claims expense per year of occurrence covering the years 2018 to 2022, i.e. changes in the initial estimates and discounted expense as at the balance sheet date.

The reserve per year of occurrence is calculated as the difference between the estimated claim expense (revalued as at the balance sheet date) and the cumulative payments made.

## 27.6 Impact of the discount in actuarial reserves for non-life annuities by operating segment

### ■ Gross value

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Closing non-life annuity actuarial reserves (net of recoveries)</b>	<b>2,605</b>	<b>17</b>	<b>2,623</b>	<b>2,669</b>	<b>18</b>	<b>2,688</b>
Closing non-life annuity actuarial reserves (net of recoveries) before change in discount rate	2,812	17	2,830	2,669	18	2,688
Closing non-life annuity actuarial reserves (net of recoveries) excluding underwriting interest	3,075	17	3,093	2,998	18	3,017
Underwriting interest	(263)		(263)	(329)		(329)
Impact of change in discount rate	(207)		(207)			

### ■ Proportion ceded

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Share of reinsurers in non-life annuity actuarial reserves carried forward (net of recoveries)</b>	<b>253</b>		<b>253</b>	<b>284</b>		<b>284</b>
Share of reinsurers in non-life annuity actuarial reserves carried forward (net of recoveries) before change in discount rate	264		264	284		284
Share of reinsurers in non-life annuity actuarial reserves carried forward (net of recoveries) excluding underwriting interest	284		284	305		305
Underwriting interest	(20)		(20)	(21)		(21)
Impact of change in discount rate	(11)		(11)			

## Note 28 Liabilities related to financial contracts

(in millions of euros)	31.12.2022	31.12.2021
<b>Reserves on financial contracts with discretionary profit sharing</b>		
Life underwriting reserves	9,741	10,383
Reserves for unit-linked contracts	55	65
Outstanding claims reserves	118	110
Reserves for profit-sharing	298	259
Other underwriting reserves		
<b>Total</b>	<b>10,212</b>	<b>10,818</b>
<b>Reserves on financial contracts without discretionary profit sharing</b>		
Life underwriting reserve	5	
Reserves for unit-linked contracts	806	1,069
Outstanding claims reserves	9	1
Reserves for profit-sharing		
Other underwriting reserves		
<b>Total</b>	<b>820</b>	<b>1,070</b>
<b>TOTAL</b>	<b>11,032</b>	<b>11,888</b>

### 28.1 Liabilities related to financial contracts (excluding unit-linked items) – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Life financial contract reserves	7,782	1,964	9,746	8,369	2,014	10,383
Outstanding claims reserves	119	8	127	101	10	110
Profit-sharing reserves	298		298	259		259
Other underwriting reserves						
<b>TOTAL</b>	<b>8,199</b>	<b>1,972</b>	<b>10,171</b>	<b>8,729</b>	<b>2,024</b>	<b>10,753</b>

The conversion without forfeiting tax benefits of euro single-vehicle financial policies into multi-vehicle insurance policies is carried out by transferring the amounts of actuarial reserves. This conversion had no impact on the recognition of premium income. The amounts involved in this "Fourgous" conversion totalled €97 million as at 31 December 2022.

## 28.2 Breakdown of liabilities related to financial contracts – by major category

(in millions of euros)	31.12.2022			31.12.2021		
	Life financial contract reserves	Gross outstanding claims reserves	Total	Life financial contract reserves	Gross outstanding claims reserves	Total
<b>Single-premium policies</b>						
Capitalisation	521	10	530	497	1	498
Individual insurance	8,600	97	8,698	9,260	89	9,349
Group policies	130		130	120		120
Other						
<b>Total reserves for single-premium policies</b>	<b>9,251</b>	<b>107</b>	<b>9,358</b>	<b>9,877</b>	<b>90</b>	<b>9,967</b>
<b>Periodic premium policies</b>						
Capitalisation	33	7	40	35	8	43
Individual insurance	251	13	264	257	12	269
Group policies	209		209	211		211
Other	3		3	3		3
<b>Total reserves for periodic premium policies</b>	<b>495</b>	<b>20</b>	<b>516</b>	<b>506</b>	<b>20</b>	<b>526</b>
<b>Inward reinsurance</b>						
<b>TOTAL LIFE INSURANCE RESERVES</b>	<b>9,746</b>	<b>127</b>	<b>9,873</b>	<b>10,383</b>	<b>110</b>	<b>10,493</b>

## Note 29 Change in actuarial reserves for life insurance policies and financial contracts – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>OPENING ACTUARIAL RESERVES</b>						
<b>OPENING ACTUARIAL RESERVES</b>	<b>40,109</b>	<b>2,756</b>	<b>42,864</b>	<b>40,838</b>	<b>2,680</b>	<b>43,518</b>
Premiums for the year	1,943	238	2,181	1,892	234	2,126
Interest credited	226	21	248	227	24	251
Profit sharing	580	14	594	525	17	542
Terms	(311)	(48)	(360)	(384)	(41)	(425)
Redemptions	(1,123)	(232)	(1,355)	(1,246)	(174)	(1,420)
Annuity arrears	(710)	(5)	(715)	(657)	(1)	(658)
Death benefits	(1,130)	(27)	(1,157)	(1,169)	(34)	(1,203)
Change in scope of consolidation		(13)	(13)			
Other movements including transfers	(396)	(11)	(407)	82	51	133
<b>CLOSING ACTUARIAL RESERVES</b>	<b>39,187</b>	<b>2,693</b>	<b>41,880</b>	<b>40,109</b>	<b>2,756</b>	<b>42,864</b>

The changes in scope of consolidation are related to the reclassification of actuarial reserves of the Turkish subsidiaries to “Held-for-sale liabilities and discontinued businesses”.

## Note 30 Debts arising from insurance or inward reinsurance transactions

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Policyholders, intermediaries, and other third parties	817			818	908			908
Co-insurers	52			52	44			44
Current accounts for ceding and retroceding companies and other liabilities from reinsurance transactions	45	1	46	159	2	1	162	
<b>TOTAL</b>	<b>914</b>	<b>1</b>	<b>915</b>	<b>1,112</b>	<b>2</b>	<b>1</b>	<b>1,115</b>	

## Note 31 Debts arising from outward reinsurance transactions

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Outward reinsurer and retrocessionnaire current accounts <sup>(1)</sup>	350	7	2	359	282	56		338
Other liabilities from reinsurance activities	152			152	95			95
<b>TOTAL</b>	<b>502</b>	<b>7</b>	<b>2</b>	<b>511</b>	<b>376</b>	<b>56</b>		<b>433</b>

(1) Including cash deposits received from reinsurers.

## Note 32 Current taxes payable and other tax liabilities

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Corporate income tax	6			6	14			14
Other liabilities with state and local authorities	161	1	1	162	184	1	1	185
<b>TOTAL</b>	<b>167</b>	<b>1</b>	<b>1</b>	<b>168</b>	<b>198</b>	<b>1</b>	<b>1</b>	<b>199</b>

## Note 33 IFRS 16 lease liabilities

### 33.1 IFRS 16 lease liabilities – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
IFRS 16 lease liabilities	281	19	300	274	23	298
<b>TOTAL</b>	<b>281</b>	<b>19</b>	<b>300</b>	<b>274</b>	<b>23</b>	<b>298</b>

### 33.2 IFRS 16 lease liabilities – by maturity

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
IFRS 16 lease liabilities	50	157	93	300	53	151	94	298
<b>TOTAL</b>	<b>50</b>	<b>157</b>	<b>93</b>	<b>300</b>	<b>53</b>	<b>151</b>	<b>94</b>	<b>298</b>

### 33.3 IFRS 16 lease liabilities – by currency and rate

(in millions of euros)	31.12.2022			
	Currencies	Rate	Eurozone	Non-eurozone
		Fixed rate	Variable rate	
IFRS 16 lease liabilities		299	2	300
<b>TOTAL</b>		<b>299</b>	<b>2</b>	<b>300</b>

It should be noted that the Group has applied IFRS 16 since 1 January 2019: leases are now recognised as an asset, and the rent payment obligation is recognised as a liability.

#### In assets

User rights on operational properties are shown under note 6 – Operating property. User rights on other property, plant, and equipment under note 13 – Other property, plant, and equipment. Notes 6 and 13 reuse opening stocks, changes during the fiscal year affecting the gross value, amortisation & depreciation and the net book value and closing stocks.

#### In the income statement

Financial expenses on lease liabilities are shown on a separate line in note 44 – Financing expenses.

Rent relating short-term leases and low-value goods are shown under note 39 – Operating expenses, in the “External expenses” line.

It should be noted that the Group recognised no expenses over the fiscal year relating to variable rents not included in the rental obligations valuation.

Likewise, no profit or loss resulting from lease disposal transactions was recorded.

The cash flow statement includes cash flows relating to leases.

#### Off-balance sheet commitment (note 48)

Property contracts excluded from the scope of IFRS 16, being short-term (mainly contracts with tacit renewal at the time the standard came to be applied on 1 January 2019) are shown at 31 December 2022 as off-balance sheet commitments for the amount of rent still to be paid during the notice year.

It should be noted that contracts whose leases have become tacit since 1 January 2019 are subject to events implicitly prolonging the leases in accordance with IFRIC's position and thus remain within the scope of IFRS 16.

## Note 34 Other debt

### 34.1 Other debt – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Due to employees	368	7	375	374	11	384
Social welfare bodies	249	4	253	251	4	255
Other loans, deposits, and guarantees received	3,835	3	3,838	4,011	4	4,015
Other creditors	1,371	61	1,432	1,196	61	1,258
Other liabilities	283	24	307	200	24	224
<b>TOTAL</b>	<b>6,106</b>	<b>99</b>	<b>6,204</b>	<b>6,033</b>	<b>103</b>	<b>6,136</b>

Note that the “Other loans, deposits, and guarantees received” item includes €3,741 million in repo securities.

### 34.2 Other debt – by maturity

(in millions of euros)	31.12.2022			31.12.2021				
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Due to employees	349	10	16	375	355	9	21	384
Social welfare bodies	248	3	2	253	250	3	2	255
Other loans, deposits, and guarantees received	3,787	15	36	3,838	3,963	16	36	4,015
Other creditors	1,426	5		1,432	1,258			1,258
Other liabilities	307			307	224			224
<b>TOTAL</b>	<b>6,117</b>	<b>33</b>	<b>54</b>	<b>6,204</b>	<b>6,050</b>	<b>27</b>	<b>58</b>	<b>6,136</b>

### 34.3 Other debt – by currency and rate

(in millions of euros)	31.12.2022			
	Currencies	Rate	Eurozone	Non Eurozone
		Fixed rate	Variable rate	
Due to employees		371	3	375
Social welfare bodies		253		253
Other loans, deposits, and guarantees received		3,837	2	3,838
Other creditors		1,420	11	1,431
Other liabilities		307		307
<b>TOTAL</b>	<b>6,188</b>	<b>16</b>	<b>6,204</b>	

## Note 35 Analysis of premium income

### 35.1 Analysis of insurance premium income – by major category

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Individual retirement savings	2,282	377	2,659	2,444	423	2,867
Individual protection insurance	672	140	812	661	135	796
Individual health	1,404	43	1,447	1,362	65	1,427
Other	129		129	131		131
<b>Individual life and health insurance</b>	<b>4,487</b>	<b>560</b>	<b>5,046</b>	<b>4,599</b>	<b>624</b>	<b>5,222</b>
Group retirement savings	289	66	355	323	46	370
Group protection scheme	691	20	711	655	22	677
Group health	1,036	40	1,076	981	34	1,015
Other	579		579	470		470
<b>Group life and health insurance</b>	<b>2,595</b>	<b>126</b>	<b>2,721</b>	<b>2,430</b>	<b>103</b>	<b>2,532</b>
<b>LIFE AND HEALTH INSURANCE</b>	<b>7,081</b>	<b>686</b>	<b>7,767</b>	<b>7,028</b>	<b>726</b>	<b>7,755</b>
Motor	1,667	1,116	2,783	1,638	960	2,599
Other vehicles	98		98	92		92
Home insurance	1,102	207	1,309	1,064	211	1,275
Personal and professional property damage	446	13	460	450	13	464
Construction	186		186	181		181
<b>Private and professional</b>	<b>3,499</b>	<b>1,337</b>	<b>4,836</b>	<b>3,426</b>	<b>1,185</b>	<b>4,611</b>
Fleets	522	47	569	502	50	552
Business and local authorities casualty	573	215	787	515	217	732
<b>Businesses and local authorities</b>	<b>1,095</b>	<b>261</b>	<b>1,356</b>	<b>1,017</b>	<b>267</b>	<b>1,284</b>
Agricultural risks	506	51	557	491	58	550
Climate risks	264		264	219		219
Tractors and farming equipment	329		329	316		316
<b>Agricultural business lines</b>	<b>1,099</b>	<b>51</b>	<b>1,150</b>	<b>1,027</b>	<b>58</b>	<b>1,085</b>
Other business lines	534	77	611	430	72	503
<b>PROPERTY AND CASUALTY INSURANCE</b>	<b>6,226</b>	<b>1,726</b>	<b>7,953</b>	<b>5,900</b>	<b>1,583</b>	<b>7,483</b>
<b>TOTAL</b>	<b>13,307</b>	<b>2,412</b>	<b>15,720</b>	<b>12,928</b>	<b>2,309</b>	<b>15,237</b>

## 35.2 Analysis of financial businesses contributing to premium income

(in millions of euros)

	31.12.2022	31.12.2021
Interest and related income		
Commissions (income)	209	238
Gains on financial instruments at fair value through income		
Gains on available-for-sale financial assets	1	1
Income from other business activities	1	1
<b>TOTAL</b>	<b>211</b>	<b>240</b>

## 35.3 Analysis of premium income – by business

(in millions of euros)	31.12.2022					31.12.2021				
	Life and health insurance	Property and casualty insurance	Financial businesses	Total	Share %	Life and health insurance	Property and casualty insurance	Financial businesses	Total	Share %
France	7,081	6,226	211	13,518	85%	7,028	5,900	240	13,168	85%
Southern Europe	443	916		1,359	9%	500	1,054		1,554	10%
CEEC	242	811		1,053	7%	226	528		755	5%
<b>TOTAL</b>	<b>7,767</b>	<b>7,953</b>	<b>211</b>	<b>15,931</b>	<b>100%</b>	<b>7,755</b>	<b>7,483</b>	<b>240</b>	<b>15,477</b>	<b>100%</b>

The geographic areas are broken down as follows:

- France;
- Southern Europe: Italy, Greece;
- Central and Eastern European Countries (CEEC): Hungary, Romania, Bulgaria, and Croatia.

## Note 36 Investment income net of management expenses

### 36.1 Investment income net of investment expenses – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Interest on deposits and financial investments income	1,621	183	1,804	1,659	175	1,834
Gains on foreign exchange transactions	72	20	92	50	36	86
Income from differences on redemption prices as yet not received (premium/discount)	128	9	137	129	2	131
Income from property	140		140	110	1	111
Other investment income						
<b>Investment income</b>	<b>1,961</b>	<b>212</b>	<b>2,173</b>	<b>1,948</b>	<b>214</b>	<b>2,162</b>
Interest on deposits received from reinsurers	(2)		(2)	(1)		(1)
Losses on foreign exchange transactions	(87)	(21)	(107)	(22)	(24)	(46)
Amortisation of differences in redemption prices (premium-discount)	(194)	(18)	(213)	(209)	(25)	(234)
Depreciation and reserves on property	(112)	(5)	(118)	(111)	(6)	(117)
Management expenses	(297)	(18)	(315)	(341)	(18)	(359)
<b>Investment expenses</b>	<b>(692)</b>	<b>(63)</b>	<b>(755)</b>	<b>(684)</b>	<b>(73)</b>	<b>(757)</b>
Held for trading	124	(3)	121	28	4	32
Available-for-sale	92	29	121	227	17	244
Held to maturity						
Other	469	1	470	112		112
<b>Capital gains (losses) from sales of investments, net of impairment reversals and write-backs</b>	<b>684</b>	<b>27</b>	<b>712</b>	<b>367</b>	<b>22</b>	<b>389</b>
Held for trading	(121)	(33)	(154)	111	19	130
Derivatives	(12)		(12)	12		12
Adjustments on unit-linked policies	(1,909)	(90)	(1,999)	1,236	55	1,291
<b>Change in fair value of financial instruments recorded at fair value by income</b>	<b>(2,041)</b>	<b>(123)</b>	<b>(2,165)</b>	<b>1,359</b>	<b>74</b>	<b>1,433</b>
Available-for-sale	(27)	(3)	(30)	(18)	(1)	(19)
Held to maturity						
Receivables and loans	(1)		(1)	(4)		(4)
<b>Change in impairment losses on financial instruments</b>	<b>(27)</b>	<b>(3)</b>	<b>(31)</b>	<b>(22)</b>	<b>(1)</b>	<b>(23)</b>
<b>TOTAL</b>	<b>(116)</b>	<b>50</b>	<b>(66)</b>	<b>2,968</b>	<b>235</b>	<b>3,203</b>

As at 31 December 2022, investment income net of management expenses amounted to -€66 million compared with €3,203 million as at 31 December 2021. This change was mainly due to the unfavourable financial environment.

**36.2 Investment income net of management expenses  
(income breakdown by type of asset)**

(in millions of euros)	31.12.2022					31.12.2021				
	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total
Property	28	470	(6)	492	19	112	(25)	106		
Equities	59	80	39	(9)	169	32	41	30	(11)	92
Bonds	1,337	(86)	(104)	(6)	1,141	1,309	77	(7)	(1)	1,378
Equity mutual funds	53	136			189	125	118	121	(1)	363
Mutual funds: Cash from repurchase agreements			(1)	2	1			(21)	(1)	(22)
Other cash mutual funds						1	(9)	(2)		(11)
Bond mutual funds	108	(37)	(85)	(15)	(29)	61	16		(6)	71
Derivatives				(12)	(12)				12	12
Other investment income	262	150	(7)	(1)	405	290	54	(11)	(4)	329
<b>Investment income</b>	<b>1,848</b>	<b>712</b>	<b>(166)</b>	<b>(36)</b>	<b>2,358</b>	<b>1,836</b>	<b>389</b>	<b>142</b>	<b>(48)</b>	<b>2,318</b>
Internal and external management expenses and expenses on financial instruments			(327)		(327)			(359)		(359)
Other investment expenses		(98)			(98)			(47)		(47)
<b>Investment expenses</b>	<b>(424)</b>				<b>(424)</b>	<b>(406)</b>			<b>(406)</b>	
<b>Financial income net of expenses</b>	<b>1,424</b>	<b>712</b>	<b>(166)</b>	<b>(36)</b>	<b>1,933</b>	<b>1,430</b>	<b>389</b>	<b>142</b>	<b>(48)</b>	<b>1,912</b>
Capital gains on securities representing unit-linked policies			566		566				1,412	1,412
Capital losses on securities representing unit-linked policies			(2,565)		(2,565)				(121)	(121)
<b>Adjustments on unit-linked policies</b>			<b>(1,999)</b>		<b>(1,999)</b>				<b>1,291</b>	<b>1,291</b>
<b>TOTAL</b>	<b>1,424</b>	<b>712</b>	<b>(2,165)</b>	<b>(36)</b>	<b>(66)</b>	<b>1,430</b>	<b>389</b>	<b>1,433</b>	<b>(48)</b>	<b>3,203</b>

\* Net of write-back of impairment and amortisation.

**36.2.1 Investment income net of management expenses (income breakdown by type of asset) – France**

(in millions of euros)	31.12.2022					31.12.2021				
	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total
Property	34	469		(6)	496	24	112		(25)	111
Equities	56	71	39	(8)	159	31	38	30	(11)	88
Bonds	1,215	(71)	(104)	(6)	1,033	1,177	79	(7)	(1)	1,248
Equity mutual funds	44	103	27		173	118	102	92		312
Mutual funds: Cash from repurchase agreements			(1)	2	1			(21)	(1)	(22)
Other cash mutual funds								(8)	(1)	(9)
Bond mutual funds	103	(36)	(85)	(12)	(30)	57	16		(5)	68
Derivatives				(12)	(12)				12	12
Other investment income	208	150		(1)	358	246	49	(2)	(4)	288
<b>Investment income</b>	<b>1,660</b>	<b>684</b>	<b>(132)</b>	<b>(33)</b>	<b>2,179</b>	<b>1,653</b>	<b>367</b>	<b>123</b>	<b>(47)</b>	<b>2,096</b>
Internal and external management expenses and expenses on financial instruments			(317)		(317)			(350)		(350)
Other investment expenses		(68)			(68)			(14)		(14)
<b>Investment expenses</b>	<b>(386)</b>				<b>(386)</b>	<b>(364)</b>				<b>(364)</b>
<b>Financial income net of expenses</b>	<b>1,275</b>	<b>684</b>	<b>(132)</b>	<b>(33)</b>	<b>1,793</b>	<b>1,289</b>	<b>367</b>	<b>123</b>	<b>(47)</b>	<b>1,731</b>
Capital gains on securities representing unit-linked policies				541	541				1,332	1,332
Capital losses on securities representing unit-linked policies				(2,450)	(2,450)				(96)	(96)
<b>Adjustments on unit-linked policies</b>				<b>(1,909)</b>	<b>(1,909)</b>				<b>1,236</b>	<b>1,236</b>
<b>TOTAL</b>	<b>1,275</b>	<b>684</b>	<b>(2,041)</b>	<b>(33)</b>	<b>(116)</b>	<b>1,289</b>	<b>367</b>	<b>1,359</b>	<b>(47)</b>	<b>2,968</b>

\* Net of write-back of impairment and amortisation.

## 36.2.2 Investment income net of management expenses (income breakdown by type of asset) – International

(in millions of euros)	31.12.2022					31.12.2021				
	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total	Income and expenses	Proceeds of disposal *	Change in fair value	Change in reserves	Total
	(6)	1			(4)	(6)				(5)
Property	(6)	1			(4)	(6)				(5)
Equities	3	9		(1)	11	1	3			4
Bonds	123	(15)	1		108	132	(2)			130
Equity mutual funds	9	32	(26)		15	6	16	29		51
Mutual funds: Cash from repurchase agreements										
Other cash mutual funds						(1)	(1)			(2)
Bond mutual funds	5		(3)		1	5		(1)		3
Derivatives										
Other investment income	54		(7)		47	44	5	(9)		41
<b>Investment income</b>	<b>188</b>	<b>27</b>	<b>(33)</b>	<b>(3)</b>	<b>179</b>	<b>183</b>	<b>22</b>	<b>19</b>	<b>(1)</b>	<b>223</b>
Internal and external management expenses and expenses on financial instruments						(9)		(9)		(9)
Other investment expenses						(30)		(33)		(33)
<b>Investment expenses</b>	<b>(39)</b>					<b>(39)</b>	<b>(42)</b>			<b>(42)</b>
<b>Financial income net of expenses</b>	<b>149</b>	<b>27</b>	<b>(33)</b>	<b>(3)</b>	<b>140</b>	<b>141</b>	<b>22</b>	<b>19</b>	<b>(1)</b>	<b>180</b>
Capital gains on securities representing unit-linked policies			25		25				80	80
Capital losses on securities representing unit-linked policies			(115)		(115)				(26)	(26)
<b>Adjustments on unit-linked policies</b>			<b>(90)</b>		<b>(90)</b>				<b>55</b>	<b>55</b>
<b>TOTAL</b>	<b>149</b>	<b>27</b>	<b>(123)</b>	<b>(3)</b>	<b>50</b>	<b>141</b>	<b>22</b>	<b>74</b>	<b>(1)</b>	<b>235</b>

\* Net of write-back of impairment and amortisation.

## Note 37 Insurance policy servicing expenses

### 37.1 Insurance policy servicing expenses – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
<b>Claims</b>						
Paid to policyholders	(10,949)	(1,541)	(12,490)	(10,400)	(1,524)	(11,924)
<b>Change in underwriting reserves</b>						
Outstanding claims reserves	(1,167)	(36)	(1,203)	(563)	37	(526)
Actuarial reserves	2,069	57	2,126	2,071	45	2,116
Unit-linked reserves	1,052	106	1,158	(2,226)	(114)	(2,341)
Profit sharing	(1,171)	(20)	(1,190)	(1,124)	(76)	(1,201)
Other underwriting reserves	131	3	133	4	(13)	(9)
<b>TOTAL</b>	<b>(10,036)</b>	<b>(1,431)</b>	<b>(11,466)</b>	<b>(12,238)</b>	<b>(1,647)</b>	<b>(13,885)</b>

### 37.2 Insurance policy servicing expenses – by business

#### 37.2.1 Insurance policy servicing expenses by business – France

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
<b>Claims</b>						
Paid to policyholders	(4,239)	(6,709)	(10,949)	(3,633)	(6,767)	(10,400)
<b>Change in underwriting reserves</b>						
Outstanding claims reserves	(1,060)	(107)	(1,167)	(419)	(144)	(563)
Actuarial reserves		2,069	2,069		2,071	2,071
Unit-linked reserves		1,052	1,052		(2,226)	(2,226)
Profit sharing	(1)	(1,170)	(1,171)		(1,124)	(1,124)
Other underwriting reserves	96	35	131	(19)	23	4
<b>TOTAL</b>	<b>(5,204)</b>	<b>(4,832)</b>	<b>(10,036)</b>	<b>(4,072)</b>	<b>(8,167)</b>	<b>(12,238)</b>

## 37.2.2 Insurance policy servicing expenses by business – International

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
<b>Claims</b>						
Paid to policyholders	(953)	(589)	(1,541)	(951)	(574)	(1,524)
<b>Change in underwriting reserves</b>						
Outstanding claims reserves	(30)	(6)	(36)	10	27	37
Actuarial reserves	57	57	57	45	45	45
Unit-linked reserves	106	106	106	(114)	(114)	(114)
Profit sharing	1	(20)	(20)		(76)	(76)
Other underwriting reserves	2	3	(6)	(7)	(13)	(13)
<b>TOTAL</b>	<b>(981)</b>	<b>(449)</b>	<b>(1,431)</b>	<b>(948)</b>	<b>(699)</b>	<b>(1,647)</b>

## Note 38 Outward reinsurance income (expenses)

### 38.1 Outward reinsurance income (expenses) – by operating segment

31.12.2022

(in millions of euros)	France		International		Total	
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	
Acquisition and administrative costs	27	20	48	15	15	63
Claims charges	776	61	837	88	3	92
Change in other underwriting reserves	(27)	(2)	(30)			(30)
Profit sharing		(1)	0			0
Change in the equalisation reserve						
<b>Income from outward reinsurance</b>	<b>776</b>	<b>78</b>	<b>855</b>	<b>103</b>	<b>4</b>	<b>107</b>
Outward premiums	(432)	(88)	(521)	(147)	(7)	(154)
Change in unearned premiums	(2)	1	(1)	23	2	25
<b>Expenses on outward reinsurance</b>	<b>(434)</b>	<b>(87)</b>	<b>(521)</b>	<b>(124)</b>	<b>(5)</b>	<b>(129)</b>
<b>TOTAL</b>	<b>342</b>	<b>(9)</b>	<b>333</b>	<b>(21)</b>	<b>(1)</b>	<b>(22)</b>
						<b>311</b>

31.12.2021

(in millions of euros)	France		International		Total	
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	
Acquisition and administrative costs	21	28	49	9	9	59
Claims charges	126	74	199	23	23	222
Change in other underwriting reserves	2	4	6		(1)	6
Profit sharing		6	7			6
Change in the equalisation reserve						
<b>Income from outward reinsurance</b>	<b>148</b>	<b>113</b>	<b>261</b>	<b>32</b>	<b>(1)</b>	<b>32</b>
Outward premiums	(354)	(128)	(483)	(80)	(3)	(565)
Change in unearned premiums	(2)	1	(1)	18		18
<b>Expenses on outward reinsurance</b>	<b>(356)</b>	<b>(127)</b>	<b>(483)</b>	<b>(62)</b>	<b>(3)</b>	<b>(65)</b>
<b>TOTAL</b>	<b>(207)</b>	<b>(14)</b>	<b>(222)</b>	<b>(30)</b>	<b>(3)</b>	<b>(255)</b>

## Note 39 Operating expenses

### 39.1 Operating expenses – by operating segment

(in millions of euros)	31.12.2022			International		
	France	International	Total	France	International	Total
External expenses	(881)	(92)	(973)	(809)	(89)	(897)
Taxes other than income taxes	(238)	(81)	(319)	(226)	(44)	(271)
Personnel expenses	(1,730)	(153)	(1,883)	(1,719)	(152)	(1,871)
Commissions	(896)	(392)	(1,288)	(845)	(398)	(1,243)
Allocations to depreciation and provisions (net of write-backs)	(109)	(39)	(148)	(75)	(41)	(116)
Other expenses	(86)	(39)	(125)	(93)	(46)	(139)
<b>TOTAL OPERATING EXPENSES BY NATURE</b>	<b>(3,939)</b>	<b>(797)</b>	<b>(4,736)</b>	<b>(3,767)</b>	<b>(770)</b>	<b>(4,537)</b>

### 39.2 Operating expenses – by business sector

(in millions of euros)	31.12.2022			International		
	Insurance	Financial businesses	Total	Insurance	Financial businesses	Total
External expenses	(928)	(45)	(973)	(854)	(44)	(897)
Taxes other than income taxes	(313)	(6)	(319)	(264)	(6)	(271)
Personnel expenses	(1,817)	(65)	(1,883)	(1,801)	(70)	(1,871)
Commissions	(1,288)		(1,288)	(1,243)		(1,243)
Allocations to depreciation and provisions (net of write-backs)	(144)	(4)	(148)	(110)	(5)	(116)
Other expenses	(113)	(13)	(125)	(125)	(14)	(139)
<b>TOTAL OPERATING EXPENSES BY NATURE</b>	<b>(4,603)</b>	<b>(133)</b>	<b>(4,736)</b>	<b>(4,398)</b>	<b>(139)</b>	<b>(4,537)</b>

### 39.3 Breakdown of employee expenses

(in millions of euros)	31.12.2022	31.12.2021
Salaries	(1,080)	(1,072)
Social security expenses	(427)	(438)
Post-employment benefits		
Defined contribution plans	(122)	(118)
Defined benefit plans	(10)	(9)
Anniversary days and employee awards	(3)	(3)
Other personnel benefits	(241)	(231)
<b>ANNUAL SALARY EXPENSES</b>	<b>(1,883)</b>	<b>(1,871)</b>

Compensation paid to the Groupama Assurances Mutuelles executive bodies during the 2022 fiscal year totalled €6.96 million. The supplementary pension contract commitments from which they benefit are included in a contract under L. 137-11-2. A €7.17 million expense was placed in reserves in the accounts in respect of the rights relating to the 2022 fiscal year.

## Note 40 Policy acquisition costs

### 40.1 Policy acquisition costs – by operating segment

(in millions of euros)	31.12.2022			International		
	France	International	Total	France	International	Total
Commissions	(505)	(357)	(862)	(429)	(353)	(782)
Change in deferred acquisition costs	(13)	6	(7)	(3)	20	17
Other expenses	(1,168)	(95)	(1,262)	(1,180)	(89)	(1,269)
<b>TOTAL</b>	<b>(1,686)</b>	<b>(446)</b>	<b>(2,131)</b>	<b>(1,612)</b>	<b>(423)</b>	<b>(2,034)</b>

### 40.2 Policy acquisition costs – by business

#### 40.2.1 Policy acquisition costs by business – France

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
Commissions	(368)	(137)	(505)	(324)	(105)	(429)
Change in deferred acquisition costs		(13)	(13)	(5)	2	(3)
Other expenses	(620)	(547)	(1,168)	(625)	(555)	(1,180)
<b>TOTAL</b>	<b>(988)</b>	<b>(698)</b>	<b>(1,686)</b>	<b>(954)</b>	<b>(658)</b>	<b>(1,612)</b>

#### 40.2.2 Policy acquisition costs by business – International

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
Commissions	(274)	(83)	(357)	(273)	(80)	(353)
Change in deferred acquisition costs	5	6	20	20	20	20
Other expenses	(73)	(22)	(95)	(70)	(19)	(89)
<b>TOTAL</b>	<b>(342)</b>	<b>(104)</b>	<b>(446)</b>	<b>(323)</b>	<b>(99)</b>	<b>(423)</b>

## Note 41 Administrative costs

### 41.1 Administrative costs – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Commissions	(97)	(13)	(109)	(80)	(15)	(94)
Other expenses	(355)	(122)	(477)	(323)	(113)	(436)
<b>TOTAL</b>	<b>(451)</b>	<b>(135)</b>	<b>(586)</b>	<b>(402)</b>	<b>(128)</b>	<b>(530)</b>

### 41.2 Administrative costs – by business

#### 41.2.1 Administrative costs by business – France

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
Commissions	(51)	(46)	(97)	(46)	(34)	(80)
Other expenses	(201)	(154)	(355)	(180)	(143)	(323)
<b>TOTAL</b>	<b>(251)</b>	<b>(200)</b>	<b>(451)</b>	<b>(225)</b>	<b>(177)</b>	<b>(402)</b>

#### 41.2.2 Administrative costs by business – International

(in millions of euros)	31.12.2022			31.12.2021		
	Property and casualty insurance	Life and health insurance	Total	Property and casualty insurance	Life and health insurance	Total
Commissions	(8)	(5)	(13)	(9)	(6)	(15)
Other expenses	(94)	(28)	(122)	(82)	(31)	(113)
<b>TOTAL</b>	<b>(102)</b>	<b>(33)</b>	<b>(135)</b>	<b>(91)</b>	<b>(37)</b>	<b>(128)</b>

## Note 42 Other income and expenses from current operations

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Commissions and other operating expenses, Life	(345)	(14)	(359)	(352)	(13)	(365)
Employee profit sharing, Life	(2)		(2)	(4)		(4)
Other operating income, Life	6	10	16	3	10	13
Transfer of operating expenses and capitalised production, Life	22		22	23		23
<b>Total income and expenses from current operations, Life</b>	<b>(320)</b>	<b>(4)</b>	<b>(324)</b>	<b>(330)</b>	<b>(4)</b>	<b>(334)</b>
Commissions and other underwriting expenses, Non-life	(390)	(86)	(476)	(340)	(94)	(433)
Employee profit sharing, Non-life	(2)		(2)	(6)		(6)
Other operating income, Non-life	58	7	65	60	4	64
Transfer of operating expenses and capitalised production, Non-life	66		66	58		58
<b>Total income and expenses from current operations, Non-life</b>	<b>(268)</b>	<b>(79)</b>	<b>(347)</b>	<b>(227)</b>	<b>(90)</b>	<b>(316)</b>
Other non-underwriting expenses	(299)	(51)	(350)	(269)	(45)	(314)
Other non-underwriting income	74	14	88	86	23	108
<b>Total income and expenses from current operations, Non-operating</b>	<b>(225)</b>	<b>(37)</b>	<b>(262)</b>	<b>(183)</b>	<b>(22)</b>	<b>(205)</b>
<b>Total other income and expenses from current operations, Banking</b>						
<b>TOTAL</b>	<b>(813)</b>	<b>(119)</b>	<b>(932)</b>	<b>(740)</b>	<b>(115)</b>	<b>(855)</b>

**Note 43** Other income and expenses from non-current operations

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Income from non-current operations	61	1	61	76	1	77
Expenses from non-current operations	(80)	(19)	(99)	(129)	(7)	(136)
Allocation to the reserve for goodwill						
<b>TOTAL</b>	<b>(19)</b>	<b>(18)</b>	<b>(38)</b>	<b>(53)</b>	<b>(6)</b>	<b>(59)</b>

**Note 44** Financing expenses

(in millions of euros)	31.12.2022		31.12.2021	
	France	International	France	International
Redeemable subordinated bonds			(73)	(71)
Financing expenses on lease liabilities			(5)	(6)
Other financing expenses			(1)	(1)
<b>Total</b>			<b>(79)</b>	<b>(78)</b>

## Note 45 Breakdown of tax expenses

### 45.1 Breakdown of tax expenses – by operating segment

(in millions of euros)	31.12.2022			31.12.2021		
	France	International	Total	France	International	Total
Current taxes	(24)	(3)	(27)	(119)	(6)	(126)
Deferred taxes	(103)	(6)	(109)	(64)		(64)
<b>TOTAL</b>	<b>(127)</b>	<b>(9)</b>	<b>(137)</b>	<b>(183)</b>	<b>(7)</b>	<b>(190)</b>

The Group underwent a tax inspection in 2010 and 2019. Reserves were set aside and settled for all accepted assessments. By contrast, assessments relating largely to the level of underwriting reserves for property and casualty, which was deemed excessive by the tax authorities, as well as the risk

of dependence, were not subject to reserves. The Group still considers that the grounds for the tax adjustments are highly questionable and has prepared underwriting arguments for a litigation process.

### 45.2 Reconciliation between total accounting tax expense and theoretical tax expense calculations

(in millions of euros)	31.12.2022	31.12.2021
<b>THEORETICAL TAX EXPENSE</b>	<b>(161)</b>	<b>(176)</b>
Impact of expenses or income defined as non-deductible or non-taxable	12	31
Impact of differences in tax rate	6	(45)
Tax credit and various charges	2	2
Charges of prior deficits	7	
Losses for the fiscal year not capitalised		
Deferred tax assets not accounted for		
Other differences	(2)	(2)
<b>EFFECTIVE TAX EXPENSE</b>	<b>(137)</b>	<b>(190)</b>

The reconciliation with the theoretical statutory tax is as follows:

(in millions of euros)	31.12.2022		31.12.2021	
	Consolidated income (losses) before tax	Theoretical tax rate	Consolidated income (losses) before tax	Theoretical tax rate
France	527	25.82%	640	current taxes: 28.41% deferred tax: 25.82%
Bulgaria	3	10.00%	1	10.00%
China	5	25.00%	3	25.00%
Croatia	1	18.00%	NS	18.00%
Greece	6	22.00%	7	22.00%
Hungary	18	9.00%	34	9.00%
Italy	34	30.82%	6	30.82%
Romania	28	16.00%	4	16.00%
Tunisia	3	30.00%	3	30.00%
Turkey	(34)	25.00%	(15)	25.00%
<b>TOTAL</b>	<b>591</b>		<b>684</b>	

## Note 46 Related parties

Related party disclosures relate to intra-group transactions and balances not eliminated on consolidation.

Agreements between Groupama Assurances Mutuelles, its

subsidiaries, and the regional mutuals with respect to entities consolidated using the equity method have no significant impact on the Group's accounts.

## Other information

### Note 47 Employees of consolidated companies

(in number of people)	31.12.2022		31.12.2021
	Insurance	Financial businesses	Total
France	24,713	313	25,026
Italy	760		760
Hungary	941		941
Greece	293		293
Romania	1,417		1,417
Other EU	228		228
Outside EU	372		372
<b>TOTAL EMPLOYEES OF CONSOLIDATED COMPANIES</b>	<b>28,724</b>	<b>313</b>	<b>29,037</b>
			<b>28,872</b>

## Note 48 Commitments given and received

(in millions of euros)	31.12.2022	31.12.2021
Endorsements, securities, and guarantees received	44	14
Other commitments received	353	570
<b>Total commitments received, excluding reinsurance</b>	<b>397</b>	<b>585</b>
<b>Reinsurance commitments received</b>	<b>892</b>	<b>780</b>
Endorsements, securities and guarantees given	3,450	4,640
Other commitments for securities, assets, or revenues	1,728	1,597
Other commitments given	1,594	1,920
<b>Total commitments given excluding reinsurance</b>	<b>6,772</b>	<b>8,157</b>
<b>Reinsurance commitments given</b>	<b>526</b>	<b>509</b>
<b>Securities belonging to protection institutions</b>		
<b>Other securities held on behalf of third parties</b>		

Other commitments received excluding reinsurance amounted to €353 million at 31 December 2022 and consisted mainly of securities received as collateral under the collateralisation mechanism set up to guarantee bond lending for €315 million.

Endorsements, securities, and guarantees given totalled €3,450 million, consisting largely of the following major transactions:

- €140 million in guarantees on the reinsurance and co-reinsurance obligations of the Group's subsidiaries;
- pledged securities worth €3,233 million for life insurance policies.

Other commitments on securities, assets, or income consist of subscriptions to venture capital funds ("FCPR"). The remaining €1,728 million corresponds to the difference between the investment commitment of the subscribers and the total of calls for funds actually received.

**Other commitments given** amounted to €1,594 million. They consist mainly of the following items:

- securities given as collateral under the collateralisation mechanism put in place to guarantee unrealised capital gains or losses on derivatives are also recorded as off-balance-sheet commitments, reflected in the financial statements as €508 million of commitments given in respect of hedging unrealised capital losses on derivatives;

- provisional sales agreements of €36 million mainly in the subsidiary Société Forestière Groupama;
- commitments of €326 million relating to bond loans in the subsidiary Groupama Gan Vie;
- commitments given for property work orders for €661 million;
- as part of the issue of mutual certificates, the General Meetings of the regional mutuals voted to authorise a €642 million issue. At 31 December 2022, €5 million of the authorised issue remained to be issued by the regional mutuals. Furthermore, it is advisable to note the maximum amount of mutual certificates able to be bought is set at 10% of the total mutual certificates.

**Commitments given in respect of reinsurance** totalled €526 million and mainly comprised securities given as pledges under reinsurance treaties.

### Unvalued commitments

Groupama Holding Filiales et Participations, in its capacity as main shareholder, undertakes to give Cofintex 6 the financial support necessary for the normal continuation of its business, in accordance with the notion of continuity of operations.

### Trigger clauses

#### Groupama Assurances Mutuelles

Groupama Assurances Mutuelles benefits from "trigger" clauses on the payment of interest on its four redeemable subordinated instrument (TSR) debt issues. It must therefore defer the payment of interest in the event of a regulatory deficiency in accordance with the provisions of the Solvency II Directive. Deferred interest will be interest arrears.

## Note 49 Risk factors and sensitivity analyses

As a multi-line insurer, Groupama is subject to various types of insurance risks with variable time horizons. The Group is also exposed to market risks because of its financial investment activities, particularly credit risks and the risks related to interest rates, equity markets, foreign exchange and property. Liquidity and reinsurer insolvency risks are also specifically monitored by the Group. In addition, the Group is subject to operational, regulatory, legal and tax risks as are all companies in other business sectors.

### 1. Organisation of risk management within the Group

Implementation of a consistent risk management system within the Group is ensured by:

- definition of standards and a structuring framework for analysis and control of risks;
- support from the entities in implementation of this risk management system;
- downstream checks of compliance with the Group standards and the effectiveness of the risk management system implemented within the entities.

The general principles, the objectives, and the organisation of internal control are defined in the Group's internal control policy. An internal audit policy, a component of internal control, supplements the provisions of the internal control policy and specifies its own operating rules and its areas of involvement. A general risk management policy and policies dedicated to covering all the risks to which the Group is exposed as well as a compliance policy, defining the overall framework for implementing and operating the compliance process within the Group, complete the system. All these policies are approved by the Groupama Assurances Mutuelles Board of Directors.

The Group risk management policy is the basis for risk management at both the Group level and the entity level. It defines all the structuring principles of the risk management system within Groupama in terms of risk identification, measurement, and management methods and in organisational terms.

Group entities formalise their risk management policy and various risk policies in line with the Group's policies and on the basis of their risk profile, organisation and operating country. The service (or resource), distribution, and financial subsidiaries implement a risk management system in accordance with the rules applicable to their activities, consistent with the framework established by the Group.

The risk management system also relies on the ORSA (Own Risk and Solvency Assessment) process, shown by the production of an annual report. This exercise, which aims to assess risks and solvency, is carried out at the level of each of

the Group's entity and at the consolidated level, and each report is validated by the Board of Directors of the entity in question and communicated to the regulator.

Risks are identified according to the Group classifications defined by risk area—operational, life insurance, non-life insurance, and financial—common to all the Group's entities and incorporating the Solvency II risk classification. Each major risk (Group and entity) is assigned a risk “owner” responsible for monitoring and controlling the risk in accordance with the standards defined by the Group. Risk owners set up risk control plans implemented within the Group's entities.

At Group level, risks related to insurance business lines are in particular monitored by the Groupama Assurances Mutuelles and Groupama Gan Vie Business Departments specialising in the area in question; and by the Reinsurance Department. The Group Finance Department is responsible for managing the risks related to assets and Asset/Liability Management. Operational risks are monitored by the Groupama Assurances Mutuelles Business Departments, support departments or subsidiaries, specialising in the area in question.

Operationally, the internal control system of the entities and GIE Groupama Supports et Services is organised around three complementary systems:

- risk management, and permanent control, and compliance of each entity;
- the entity's internal audit;
- the Group Risk Management, Permanent Control, and Compliance Department as well as the Group General Audit Department, reporting to Groupama Assurances Mutuelles Executive management, which direct and coordinate the auditing and risk & control functions within the Group.

Several bodies are responsible for Group-level risk monitoring governance:

- the Group Risk Committee: composed of the members of the Group Executive Committee and the Manager of the key Risk Management function; its role is to approve the risk management policy, by setting the limits of risks and approving the measures used to manage risks, and to supervise the management of major Group risks;
- the Risk Committees by risk family (insurance, financial, and operational/compliance) organised by the Group risk, operational risk/permanent control, and Compliance Departments and made up of major risk owners, and depending on the areas concerned of the representatives from the Groupama Assurances Mutuelles business lines and support departments (Group Actuarial Department, Group Financial Control Department, investments, French subsidiaries (including Asset Management), and international subsidiaries);

- the Capital Management Committee, consisting of the deputy CEO in charge of finance, the Director of risk management, control, and compliance, the Risk Director, the Reinsurance Director, the Financing and Investment Operations Director, the Group Actuarial Director, the Financing Director, the ALM Director, and the representative of the international department in charge of monitoring international subsidiaries.

Similar mechanisms are in place at the entity level.

In addition, a committee for the implementation and sharing of objectives, decisions, and best practices between the Group's entities has been set up. This audit, risk management, control, and compliance operational implementation committee (Comop ARCC) is run by the Group risk management, control, and Compliance Department and the Group General Audit Department, with the Group's Legal Department also involved. It brings together the regional mutuals, the French insurance subsidiaries, and Groupama Supports & Services (G2S). As for the international scope, meetings (four times a year), led by the Group Risk Department, are organised to discuss methodologies, Group schedules and the various risk issues of the subsidiaries and/or the Group with the Risk Managers of the international subsidiaries.

## 1.1 Regional mutuals

As autonomous legal entities, regional mutuals implement their own internal control measures and manage their risks in compliance with the Group's standards. These systems are adapted to each regional mutual based on its organisation, its activities, and its resources, under the authority of its executive management. Regarding organisation and governance, the roles and responsibilities of the administration and executive management bodies, key functions, and operational or support departments involved in risk management are specified in the risk policies. The Group Risk Management, Control, and Compliance Department supports the regional mutuals in monitoring and implementing group standards.

All of the risk management and permanent control/Compliance Managers from regional mutuals are also part of this plan and meet regularly at information exchange and best practices forums (workgroups, theme-based workshops and training), run by the Group risk management, control, and Compliance Department; work relating to the implementation of Pillar 2 of Solvency II is also handled there.

Regional mutuals are reinsured under an exclusive reinsurance agreement between them and Groupama Assurances Mutuelles (General Reinsurance Regulations). The General Reinsurance Regulations of the regional mutuals are one of the main risk management mechanisms. The principles and rules of reinsurance are set out in the reinsurance policies of the Group and entities.

For risks related to the distribution of banking products and life insurance, the regional mutuals apply the risk management procedures defined by Groupama Gan Vie, in conjunction with the risk management, control and Compliance Department.

## 1.2 Groupama Assurances Mutuelles and its subsidiaries

Subsidiary risk is monitored in three ways:

- inter-company monitoring by the Groupama Assurances Mutuelles business, functional and support departments specialising in the area in question, as indicated above;
- on-going monitoring by departments in the division to which it is attached:
  - Group Finance Department for financial subsidiaries,
  - Group Insurance and Services Department for the non-life insurance subsidiaries, the French service subsidiaries, and Groupama Supports & Services,
  - Groupama Gan Vie's Executive Management for the life insurance subsidiary and the distribution subsidiaries Gan Patrimoine and Gan Prévoyance,
  - International Subsidiaries Department for foreign subsidiaries;
- monitoring by each subsidiary or the Groupama Assurances Mutuelles G2S joint venture as part of the responsibility of its Directors and in accordance with Group standards. Following the example of the regional mutuals, the risk management, control, and Compliance Department supports Groupama Assurances Mutuelles and its subsidiaries in monitoring and implementing the internal control and risk management procedure. As regards Groupama Gan Vie more particularly, the regulatory and environment management committee addresses all of its compliance issues.

All of the Risk and Internal Control Managers from French and international subsidiaries are part of the plan and meet regularly at information exchange and best practices forums (workgroups, theme-based workshops and training), run by the Group Risk Management, Control and Compliance Department.

The Groupama Assurances Mutuelles Board of Directors, with the assistance of the Audit and Risk Committee, nearly half of whose members are Independent Directors, is responsible for the validation and monitoring of the risk management strategy, its implementation and future directions, the validation of risk policies, the review of the consistency of internal control mechanisms, risk monitoring, and reviews of internal audit work.

Lastly, the Board of Directors, particularly through the Groupama Assurances Mutuelles Audit and Risk Committee, is included in the Group's various tasks for the application of the Solvency 2 directive, including work relating to ORSA particularly with the validation of stress scenario assumptions and the examination of the ORSA report for ratification by the Board of Directors.

### 1.3 Group

The Group General Audit Department conducts several types of audits, including a general economic and financial audit of the Group's entities, generally on a three-year basis and at the latest every five years, in addition to the operational audits conducted within the entities. For large entities, these audits may be conducted more frequently and cover smaller scopes. The Group General Audit Department also conducts on Groupama Assurances Mutuelles processes and on the Group's cross-functional processes, in which several entities may be involved, with the support of the entities' internal auditing departments. Lastly, the Group General Audit Department conducts audits on behalf of some entities as part of the pooling of the audit key function with Groupama Assurances Mutuelles. The audit schedule of the Group General Audit Department is defined by the Executive Management of Groupama Assurances Mutuelles and validated by the Groupama Assurances Mutuelles Audit and Risk Management Committee and the Board of Directors of Groupama Assurances Mutuelles. Every mission involves a review of the risk and internal control system for the activity or entity audited, and a mission report is prepared presenting the observations, findings, and recommendations to the Executive Management of the audited entities. A regular summary of the missions is provided to the Executive Management of Groupama Assurances Mutuelles, the Audit and Risk Management Committee, and the Group Executive Committee for cross-functional audits. A quarterly report on the progress of the recommendations is given to the Group Executive Committee and the Audit and Risk Management Committee of Groupama Assurances Mutuelles.

The Group Risk Management and Permanent Control/Compliance functions are responsible for ensuring that all the Group's entities comply with Executive Management's requirements in terms of the internal control and risk management system, as well as those of Solvency II, Pillar 2.

As regards risk management, the Group Risk Department works more specifically in areas related to financial and insurance risks, and risks connected to the Group's solvency; the Operational Risk and Permanent Control Department works more particularly in areas related to the management of operational risks, and the key role in Groupama Assurances Mutuelles' compliance, *i.e.* the Group Compliance Manager, works in fields connected to non-compliance and image-related risks. Within this framework, these departments, according to their area of responsibility:

- assist administrative and Executive Management bodies in defining:
    - the risk strategy,
    - the core components of the risk management system;
  - are responsible for the implementation and coordination of the risk management system, consisting particularly of the risk management policies and the processes for identifying, measuring, managing, and reporting the risks inherent in the Group's businesses;
    - monitor and analyse the Group's general risk profile;
    - report on exposures to risk and alert the administration and Executive Management bodies in cases of major risks threatening the Group's solvency;
    - lead the Risk Committees;
    - lead the working groups and bodies with the entities.
- More specifically, the Group Risk Department, as regards the risk management function, is responsible for:
- developing the Group risk management policy and the coordinating policies relating to insurance and financial risks together with the risk owners concerned;
  - defining the process for setting the Group's risk tolerance (risk limits);
  - monitoring the Group's major insurance and financial risks;
  - assessing and rating insurance and financial risks, including sensitivity analyses and stress tests;
  - implementing the ORSA process: internal assessment by the Company of its risks and its solvency situation;
  - implementing the PRP (Preventive Recovery Plan);
  - supporting the Group's entities in adapting the risk management system.
- The Group Operational Risk Management and Permanent Control Department is responsible for:
- developing the Group's internal control and operational risk management policies;
  - developing the Group's standards and reference sources (mapping of processes, operational risks, permanent control plans, reference base of permanent controls) and overseeing the system within the entities;
  - monitoring and assessing operational risks (related to control of processes);
  - acting as project owner of the EU tool for management of operating risks, MAITRIS, managing in particular the collection of permanent control results, the incident database and the assessment of operational risks;
  - establishing internal control at the Groupama Assurances Mutuelles entity;
  - defining the business continuity policy (BCP) and implementing then overseeing the system within the entities;
  - overseeing data quality control systems;
  - validating the internal model;
  - supporting the Group's entities in adapting their operational risk management, permanent control and compliance systems (management, coordination, facilitation, information, and training);
  - reporting on the status of the Group's internal control system, for the purposes of communication to governance bodies and the appropriate supervisory authorities by the Group's Director of risk management, control, and compliance.

The key role in verifying Groupama Assurances Mutuelles' compliance, *i.e.* the Group Compliance Manager:

- develops the Group Compliance policy. The Compliance Manager is involved in drafting the Group remuneration policy, governance policy, and product surveillance policy, in conjunction with the relevant Groupama Assurances Mutuelles departments;
- coordinating the compliance function generally and the various Compliance Managers by acting, where necessary, as a conduit for legal, regulatory and jurisprudential intelligence prepared by the Group Legal Department; regularly checking the compliance of Group policies, standards, and procedures on the systems within its scope and their effective implementation;
- identifying, assessing, supervising and monitoring exposure to businesses' non-compliance risks (risk map, dashboards, risk sheets, etc.);
- assists the business lines in drafting the level 1 control plans to strengthen non-compliance risk management and draws up the corresponding level 2 control plans;
- implementing and supervising, in conjunction with all Group businesses, the prevention, identification and management of conflicts of interest;
- helping in drawing up replies to supervisory authorities, with the Group Legal Department and relevant departments and entities;
- reports on non-compliance risk management to the governance bodies of the Group and the companies.

Each Group entity has Risk Management, Control and Compliance functions.

Defining the information systems security policy and its implementation by entities fall under the remit of Groupama Support and Services (G2S) which reports to the Group Operational Risk Management and Permanent Control Department.

In addition, the Group Management Control Department is responsible for the ongoing monitoring of results and achievement of the Group's objectives based on a process of estimated management common to all entities.

This monitoring system also entails business reviews of subsidiaries conducted by the Executive Management of Groupama Assurances Mutuelles with business reviews at least twice per annum. These reviews include a specific "risk" section that presents, by entity, the level of deployment of the internal control system and the principal work in progress in terms of risk management.

## 2. Insurance risks

### 2.1 Prudential oversight

Pursuant to European Directives, Groupama is subject to regulations for covering the solvency margin, both at the corporate level for each of the insurance companies and at the level of the combined Group.

### 2.2 Objectives for managing risks resulting from insurance policies and methods to limit these risks

The Group's insurance business exposes it to risks primarily related to product design, underwriting, claims management, valuation of reserves, and reinsurance.

#### 2.2.1 Product design

Most of Groupama's business lines are subject to strong and increasing competition from other insurance companies, combined banking & insurance operations, and mutual insurance companies. This fierce competition places great pressure on the price of certain Groupama products and services and therefore on its profitability. The Insurance Divisions of Groupama Assurances Mutuelles ensure that the product line is in keeping with Group strategy. Life and non-life insurance products are designed by the business units of Groupama Assurances Mutuelles and Groupama Gan Vie on behalf of the Group's companies. Product design is the result of market and profitability research performed with actuarial systems to control margins in conjunction with the Group Actuarial Department and the Investment Department where appropriate. Product launches or changes occur following a standard process incorporating the approval of the deliverables for customers and salespeople by the Group's legal, risk, and Compliance Departments, and are then adapted by division (regional mutuals, subsidiaries in France, international subsidiaries). Throughout the product governance procedure, metrics are built in to take target customers' interests and characteristics into account.

The main steps of this process are ratified in the committees stipulated (Operating Committees, Insurance Risk Committee, Group Executive Committee).

In 2017, the product design process was comprehensively reviewed as part of the work done to apply the Insurance Distribution Directive which came into force in 2018. In fact, a product governance policy was produced and approved by the Board of Directors in December 2017.

#### 2.2.2 Underwriting and claims management

The underwriting risk management and claim management principles are formalised in the Group Underwriting and Reserving policy approved by the Groupama Assurances Mutuelles Board of Directors. In particular, it specifies the underwriting rules, limits of cover, and exclusions in accordance with the reinsurance agreements by area of insurance.

Delegations of authority for underwriting and claims are defined in all of the Group's companies. Risks are accepted or refused at every level of delegation, based on underwriting guidelines that include the Group's underwriting and commercial policies. Underwriting in particular is secured through a cross managerial control procedure and through integrated controls performed implicitly by the IT system.

Claims management procedures are defined on a standard basis throughout the Group and are regularly updated in procedural specifications governing the management of bodily injury and property damage claims. Moreover, the integration of processing within the IT systems of the entities ensures that management actions are performed. Claims management includes a review of claims files starting at an average commitment threshold.

The Group's insurance business is explicitly or implicitly monitored using analytic procedures, such as regular analysis of the results of each entity and monitoring underwriting statistics and claims rates by entity. The most significant and most complex risks are individually monitored by the specialist business lines and the entities concerned. In addition, these specialist business lines also act to warn and advise the entities.

### 2.2.3 Measurement of reserves

In accordance with the practices of the insurance sector and with accounting and regulatory requirements, Groupama recognises underwriting reserves to cover claims and its property and life insurance business lines.

Determining underwriting reserves, however, remains an intrinsically uncertain process, relying on estimates.

The application of reserve rules is continually monitored by teams dedicated to this task, both before and after the fact, in addition to the reviews that are conducted by the local supervisory authorities.

The rules for establishing reserves for claims and the funding

tables for life and non-life incapacity & invalidity annuities are defined within the insurance divisions in guidelines that are harmonised for all of the Group's entities. Reserves are valued by claims Managers within the operational entities and, if necessary, are supplemented by reserves for losses that have occurred but have not yet been reported.

The calculation of underwriting reserves in life insurance is also based on the use of an interest rate known as the "underwriting interest rate", the conditions of which are fixed in France by French Insurance Code. The Code determines a maximum level by reference to the average rate for government borrowings (the "TME"), which is used to set rates for policies and calculate the insurer's commitments to policyholders. The terms and conditions vary based on the type of policy and the duration of the commitments.

The standards for calculating reserves as well as the principles of measuring and controlling related reserve risks are specified in the Group underwriting and reserving policies.

The breakdown of underwriting reserves for life and non-life insurance policies is presented in note 27.1 to the annual financial statements.

### Breakdown of actuarial reserves according to the criteria of commitments at fixed rate, variable rate, or absence of rate commitments

The breakdown of actuarial reserves based on fixed-rate, variable-rate (i.e. tied to a market rate) or no rate commitments was as follows:

(in millions of euros)	31.12.2022			31.12.2021
	France	International	Total	Total
Commitments guaranteed at fixed rate	33,431	2,715	36,145	36,957
Commitments guaranteed at variable rate	7,823	17	7,840	8,044
Unit-linked and other products without rate commitment	11,552	941	12,493	13,960
<b>TOTAL</b>	<b>52,806</b>	<b>3,673</b>	<b>56,479</b>	<b>58,960</b>

The share of unit-linked and other products without rate represented 22.1% of total commitments (compared with 23.7% at the end of 2021).

### 2.2.4 Reinsurance

Reinsurance is organised on two levels. Internal Reinsurance operated by Groupama Assurances Mutuelles for all Group entities is designed to optimise retentions for each entity. External reinsurance defines the optimum reinsurance structure for the Group and the level of risk coverage on the bases of computer models. External reinsurance contracts are renegotiated and renewed each year by Groupama Assurances Mutuelles on behalf of the entire Group. Moreover, selection rules defined in the Reinsurance Securities Committee, which is

composed particularly of the Reinsurance Department of Groupama Assurances Mutuelles and the Group Risk Department, which are based on ratings from ratings agencies, are designed to Manager reinsurers' risk of default.

The list of reinsurers is reviewed in its entirety at least twice a year. During the year, continual monitoring is performed to adapt the internal ratings of the reinsurers to changes that may occur to them that would modify their solvency assessment.

Approved reinsurers must have a rating compatible with the type of business reinsured, depending on whether they have a short or long accounting run-off.

The reinsurance principles and arrangements are described in the Group reinsurance policy.

## 2.3 Terms and conditions of insurance policies having a material impact on the amount, maturities, and uncertainty of the insurer's future cash flows

### 2.3.1 General description

The Group offers a broad range of non-life insurance products designed for individuals, local authorities and businesses. The motor, individual, professional and agricultural property damage policies offered by the Group are generally one-year contracts with tacit renewal, which include third-party liability coverage.

The Group offers a full range of life insurance products, aimed at consumers individually as individual policies and at business in the form of group policies.

The main individual insurance policies in euros offered to our clients are savings policies, term life policies, mixed insurance policies, deferred annuity policies with mandatory withdrawal in annuities, and deferred capital contracts with return of premiums.

The Group policies offered by the Group are essentially defined contribution pension plans and pension contracts by collective capitalisation in points with a point value.

The Group also sells multi-vehicle policies with a euro-denominated investments component and one or more unit-linked components.

#### 2.3.1.1 SPECIFIC FEATURES OF CERTAIN NON-LIFE INSURANCE POLICIES

As with other insurers, the income and financial position of Groupama may be affected quite significantly by the unanticipated and random occurrence of natural or man-made disasters, such as floods, drought, landslides, storms, earthquakes, riots, fire, explosions, or acts of terrorism. For example, the storm suffered in France in December 1999 resulted in major damage and a significant increase in compensation claims by Groupama customers. Climate changes that have occurred in recent years, specifically global warming, have contributed to increasing the unpredictable nature and frequency of climate events and natural events in regions where Groupama is active, particularly in Europe, and have created new uncertainty as to Groupama's future risk trends and exposure.

Groupama is implementing a reinsurance programme to limit the losses it is likely to suffer as a result of events or other events affecting its underwriting results. The reinsurance programmes implemented by Groupama transfer a portion of the losses and corresponding expenses to the reinsurers. These programmes are supplemented by the issuance of a "cat bond" on the high tranche of the force-of-nature protections. However, as an issuer of policies covered by reinsurance

polices, Groupama remains committed to all its reinsurance risks. Reinsurance policies therefore do not relieve Groupama of the obligation to settle claims. The Group remains subject to risks related to the credit situation of reinsurers and its ability to obtain the payments due from them. Moreover, the reinsurance offering, the amounts that may be covered, and the cost of coverage depend upon market conditions and are likely to vary significantly.

Other factors in risk growth may be mentioned:

- ageing of the population (health, long-term care);
- increased pollution;
- strengthened case law (liability – compensation for bodily injury, etc.).

#### 2.3.1.2 SPECIFIC FEATURES OF CERTAIN LIFE INSURANCE POLICIES AND FINANCIAL CONTRACTS

##### a) Discretionary profit-sharing clause

Certain life insurance, savings and retirement products offered by the Group contain a discretionary profit-sharing clause. This profit sharing must at least meet regulatory and/or contractual constraints. Commercial considerations may lead to an increase in such profit-sharing. This increase, the amount of which is left to the insurer's discretion, gives policyholders a share of the profits generated by the insurance company's financial management and net underwriting income.

##### b) Early redemption options

Most of the savings and retirement products may be surrendered by the policyholders at a value defined by the policy before maturity. Large redemptions may have significant impact on the results or the solvency in certain unfavourable environments.

##### c) Specific features of unit-linked policies

Most unit-linked policies sold by Groupama do not generally provide for contractual performance. Under these conditions, the policyholder alone directly assumes responsibility for the investment risk. Certain policies may provide for a minimum redemption guarantee in case of the death of the policyholder.

#### 2.3.1.3 MORTALITY AND LONGEVITY RISK

In life insurance, the payment of benefits is conditional on the death or the survival of the policyholder. It is the occurrence of one or other of these events that gives the right to payment of a benefit. The probability that these events will occur is estimated through experiential or regulatory statistical tables. In most cases, reserves are calculated using the regulatory tables based on statistics of population change. These tables are regularly revised to take demographic changes into account. Income or Group's IFRS equity is potentially exposed to risk if demographic change deviates from experience with regard to these reserving tables.

The amount of actuarial reserves for annuities is as follows:

(in millions of euros)	31.12.2022			31.12.2021
	France	International	Total	Total
Actuarial reserves for life annuities	10,216	16	10,232	10,401
Actuarial reserves for non-life annuities	2,605	17	2,623	2,688
<b>TOTAL</b>	<b>12,822</b>	<b>33</b>	<b>12,855</b>	<b>13,089</b>

The share of actuarial reserves for life annuities continued to be largely predominant at the end of 2022 (79.6% of annuity commitments).

## 2.4 Information on concentrations of insurance risk

The Group is potentially facing a concentration of risks that will accumulate.

There are two types of risk overlap:

- the risk of underwriting overlap whereby insurance policies are underwritten by one or more of the Group's entities for the same risk;
- the risk of claim overlap whereby insurance policies are underwritten by one or more entities of the Group on different risks, which may each generate claims resulting from the same loss event, or the same initial cause.

### 2.4.1 Identification

Such overlapping risks can be identified at the time of underwriting or during ongoing management of the portfolio.

A major role in the process of identifying overlaps during underwriting is assumed by the Group, through risk inspections, verification of the absence of overlapping co-insurance or inter-network insurance lines, identification of overlapping commitments by site.

In addition, the underwriting procedures for certain risk categories help to control overlapping risks at the time of underwriting. The procedures applicable to property damage underwriting include:

- verification of overlapping geographical risks at the time of underwriting for major risks (agricultural risks, agri-business risks, industrial risks, local authorities);
- prior elimination during the underwriting process of cases of inter-network co-insurance overlapping risks. These directives are defined in internal procedural guidelines.

The procedures in force for managing overlapping portfolio risks cover:

- identification of the inter-network co-insurance overlapping risks;
- inventories of commitments by site for agri-business risks; in addition, high-risk business sectors for which the Group insures the property damage and/or third-party liability risks are specifically monitored by the relevant specialist Insurance Division;
- inventories of commitments for risks of storms, hail, greenhouses, frost and commercial forestry, which are used to calculate the exposure of these portfolios to storm risk.

### 2.4.2 Protection

Protection consists of implementing reinsurance coverage, which will first be adapted to the total amount of the potential loss and, second, corresponds to the kind of risk covered. The loss may be human in origin (fire, explosion, accident involving people) or of natural origin (weather event, such as storm, hail, etc.).

The underwriting limits (maximum values insured per risk in property insurance or per person for life and health insurance) are used in the context of catastrophic scenarios and compared with losses that have already occurred. Once these amounts have been defined, they are increased by a safety margin. Moreover, specific monitoring is performed to track the adequacy of the coverage with the risks underwritten.

In the case of a natural event, a requirements analysis consists of an initial study on the basis of the benchmarked loss, which is re-evaluated on the basis of the change in the portfolio and the French Construction Federation (FFB) index. At the same time, simulation calculations of the exposure of the portfolios are performed using stochastic methods that result in the production of a curve showing the change in the potential maximum loss as a function of different scenarios. The results are cross-checked, analysed and discounted every year to allow the Group to opt for appropriate reinsurance solutions with a reduced margin of error.

## 3. Market risks

The general system for managing risks relating to Asset/Liability Management and investment operations is specified in the Group Asset/Liability Management and investment risk policy approved by the Groupama Assurances Mutuelles Board of Directors.

There are several categories of major market risks to which Groupama might be subject:

- interest rate risk;
- risk of variation in the price of equity instruments (shares);
- foreign exchange risk;
- credit risk;
- risk on property assets.

### 3.1 Interest rate risk

#### 3.1.1 Type of and exposure to interest rate risk

During a period of interest rate volatility, the Group's financial margins might be affected. Specifically, a drop in interest rates would have a negative effect on the profitability of the investments. As such, during a period of low interest rates, the financial performance of the Group might be affected.

Conversely, in the event of an increase in rates, the Group may have to face a rush of redemptions for these policies, which would lead to the sale of a portion of the bond portfolio under unfavourable market conditions.

The consequences of changes in interest rates would also impact SCR/MCR hedging.

#### 3.1.2 Group risk management

Several years ago, the Group implemented systematic studies on the exposure of the Group's subsidiaries to market risks.

##### (a) Asset/Liability Management

Asset/liability simulations permit an analysis of the behaviour of the liabilities in different interest-rate environments, particularly the ability to meet the remuneration requirements for the policyholder. These simulations allow the Group to develop strategies designed to reduce the impact of contingencies on the financial markets on both the results and on the balance sheets.

##### (b) Interactions with redemption risk

Redemption behaviours are sensitive to changes in interest rates: an increase in rates can lead to an increase in the policyholders' expectation of revaluation and, if this expectation cannot be met, the sanction of early redemptions. In addition to the loss of income and an increase in payouts, the risk will be losses related to the disposal of assets at a loss (which could be the case for fixed-rate bonds) in cash of insufficient cash.

The objective of Asset/Liability Management is to optimise the policyholder's satisfaction and the insurer's risk using strategies that take into account the various reserves available (including cash) and bond management strategies coupled with hedging products.

##### (c) Interest rate risk related to the existence of guaranteed rates

The constraints of guaranteed minimum interest rates constitute a risk for the insurer if rates fall, as the yield on the assets may be insufficient in terms of these constraints. These risks are handled at the regulatory level through specific risks.

#### (d) Rate hedges

##### Risk of rate increase

The purpose of the hedges that are implemented is to partially hedge the portfolios against the risk of interest rate increases. This is made possible by converting fixed-rate bonds into variable-rate bonds ("payer swaps"). The strategy consists of transforming a fixed-rate bond into a variable rate, either on a security already held or new investments, and has the objective of limiting the capital loss recognised because of an increase in interest rates in case of partial liquidation of the bond portfolio for the payment of benefits. These strategies aim to limit the impact of potential redemptions.

All over-the-counter transactions are secured by a "collateralisation" system with the Group's top-tier banking counterparties.

#### 3.1.3 Sensitivity to interest rate risk analysis

Pursuant to IFRS 7, an analysis of accounting sensitivity was carried out at 31 December 2022 with a comparative period. This analysis applies to year-end balance-sheet postings that show accounting sensitivity to interest rate risk (underwriting non-life and life liabilities, bond investments, financial debt in the form of bonds). It is different to analyses applying to embedded-value prospective data.

The impacts on Group's IFRS equity and income are shown net of profit sharing and corporate tax.

##### 3.1.3.1 SENSITIVITY OF TECHNICAL INSURANCE LIABILITIES ANALYSIS

###### (a) Non-life insurance

Regarding non-life underwriting liabilities, risk mapping allows the sensitivity of portfolios showing interest rate changes to be analysed, *i.e.*, portfolios of current annuities and temporary payments (individual life and health insurance, and third-party liability insurance premiums). With the exception of increasing annuities and risk reserves for long-term care risk, as non-life insurance underwriting reserves are not discounted on the consolidated accounts, these amounts are therefore not sensitive to changes in interest rates.

As 31 December 2022, the amount of the discount in the actuarial reserves for non-life annuities, before reinsurance, was €263 million. The amount of the discount in the reserve for increasing risks on long-term care, before reinsurance, was approximately €82 million.

The result of the sensitivity to interest rates analyses shows that the Group is not particularly sensitive with regard to non-life commitments as a whole. The impact of a change of +/-100 basis points, calculated net of tax, is shown in the following table:

	31.12.2022	31.12.2021
	Interest rate	Interest rate
	+1%	-1%
(in millions of euros)		
Impact on income (net of taxes)	91	(117)
Equity impact (excluding income)		

#### (b) Life insurance and financial contracts

This analysis was limited to life commitments with accounts sensitive to changes in interest rates.

Moreover, with the exception of the floor guarantees, no sensitivity analysis was carried out on actuarial reserves for

account unit policies, since the risk of change in the index is assumed by the policyholder rather than by the insurer.

The impact of sensitivity to changes in interest rates of +/-100 basis points on the Group's life commitments is shown net of taxes in the following table:

	31.12.2022	31.12.2021
	Interest rate	Interest rate
	+1%	-1%
(in millions of euros)		
Impact on income (net of taxes)	12	(13)
Equity impact (excluding income)		

#### 3.1.3.2 SENSITIVITY OF FINANCIAL INVESTMENTS ANALYSIS

The following table shows the impacts on net income and on the revaluation reserve (posted under Group's IFRS equity) of a sensitivity analysis carried out in the event of a rise or fall in interest rates of 100 basis points (+/-1%).

The impacts are shown after taking the following factors into consideration:

- the rate of profit sharing of the entity holding the securities;
- the current tax rate.

In the 2022 fiscal year, the profit-sharing rate used for entities holding life insurance commitments was in a range of 57.41% to 85.84%.

	31.12.2022	31.12.2021
	Interest Rate Risk	
	+1%	-1%
(in millions of euros)		
<b>Impact on the revaluation reserve</b>	<b>(940)</b>	<b>1,057</b>
Equities		
Equity mutual funds		
Bonds	(880)	994
Fixed-income mutual funds	(60)	63
Derivative instruments and embedded derivatives		
<b>Impact on net income</b>	<b>2</b>	<b>(2)</b>
Equities		
Equity mutual funds		
Bonds	(5)	5
Fixed-income mutual funds	(3)	3
Derivative instruments and embedded derivatives	10	(10)

We note that the change in fair value of the derivatives and embedded derivatives, which primarily correspond to hedge derivatives, passes through the income statement.

### 3.1.3.3 FINANCING DEBT SENSITIVITY ANALYSIS

Subordinated loans posted to liabilities on the Group income statement may be posted to debt or Group's IFRS equity under IFRS.

In 2014, the Group issued perpetual bonds consisting of perpetual subordinated instruments (TSD). The features of this issuance meet the criteria to allow the bond to be considered an equity instrument (see Note 23 – Group's IFRS equity). Consequently, a sensitivity analysis is not required.

The principal features of the financial debt instruments analysed are described in Note 26 — Financing Debt.

The Group's subordinated debt is recognised at historical cost. In this respect, this balance sheet item is therefore not sensitive to potential changes in interest rates.

## 3.2 Risk of variation in the price of equity instruments (shares)

### 3.2.1 Type of and exposure to equity risk

Exposure to equity markets allows the companies to capture the yield on these markets but also exposes them to two major types of risks:

- accounting reserving risk (reserve for long-term impairment, reserve for contingent payment risks, reserves for financial contingencies);
- the commercial risk brought about by the reserving risk insofar as policyholder compensation could be impacted by the aforementioned reserving.

The proportion of equity instruments out of total financial investments (including operating properties) was 9.5% by market value, not including exposure to options. Most equity instruments are classified as "available-for-sale assets". Equity instruments include:

- equities in French and foreign companies listed for trading on regulated markets. Exposure can also be produced in index form and possibly in the form of structured products

whose performance is partially indexed to an equity index. They may be held directly or within mutual funds (FCP and SICAV);

- equities in French and foreign companies that are not listed. They may be held directly or in the form of a venture capital fund ("FCPR");
- shares in French and foreign infrastructure companies. The holding can be direct or through funds.

### 3.2.2 Group risk management

The Group manages its hedging and exposure according to market levels using a tactical approach in 2022 with a re-exposure on low points and partial capping of equity exposure in a highly volatile market environment. The Group also continued its diversification policy by divesting from unlisted shares.

The Group manages equities as part of internal constraints under two distinct logics:

- a primary limit fixing the maximum permissible exposure to equity risk;
- a set of secondary limits with the objective of limiting the equity portfolio's concentration by sector, issuer, or major type as well as illiquid equity categories.

These limits are observed by each insurance entity and at the Group level. Any exceeding of limits is handled by the appropriate Risk Committees according to whether it occurred in an entity or at Group level.

### 3.2.3 Sensitivity of financial investments to equity risk analysis

The table below shows the impacts on net income and the revaluation reserve (classified under Group's IFRS equity) of a sensitivity analysis carried out in the event of a 10% rise or fall in stock market prices and indices.

The impacts are shown after taking the following factors into consideration:

- the rate of profit sharing of the entity holding the securities;
- the current tax rate.

In the 2022 fiscal year, the profit-sharing rate used for entities holding life insurance commitments was in a range of 57.41% to 85.84%.

(in millions of euros)	31.12.2022		31.12.2021	
	Equities risk		Equities risk	
	+10%	-10%	+10%	-10%
<b>Impact on the revaluation reserve</b>	<b>208</b>	<b>(208)</b>	<b>222</b>	<b>(222)</b>
Equities	101	(101)	91	(91)
Equity mutual funds	107	(107)	132	(132)
Bonds				
Fixed-income mutual funds				
Derivative instruments and embedded derivatives				
<b>Impact on net income</b>	<b>91</b>	<b>(91)</b>	<b>60</b>	<b>(60)</b>
Equities	60	(60)	30	(30)
Equity mutual funds	32	(32)	30	(30)
Bonds				
Fixed-income mutual funds				
Derivative instruments and embedded derivatives				

### 3.3 Foreign exchange risk

#### 3.3.1 Exposure to foreign exchange risk

Exposure to foreign exchange risk for subsidiaries in the eurozone corresponds primarily to their assets subject to exchange rate fluctuations of mutual funds or securities denominated in foreign currencies and mutual funds denominated in euros applying to foreign-currency securities. In practice, portfolios are mainly exposed to exchange risk involving the euro against the dollar, Hungarian forint, Romanian leu, Bulgarian lev, pound sterling, Turkish lira, and Croatian kuna.

Investments made by Groupama, within the context of its international subsidiaries, expose it to the net accounting position of entities with a functional currency other than the euro. At this point, this means the Turkish lira, Hungarian forint, Romanian leu, Bulgarian lev, yuan, Croatian kuna, and Tunisian dinar. These impacts are posted in Group's IFRS equity, under foreign exchange adjustment.

#### 3.3.2 Managing foreign exchange risk

Foreign exchange risk is hedged mainly through currency swaps and forward contracts. The documentation is updated each time the financial statements are closed. Some hedges qualify as hedges under IFRS, in particular the exposure to the Hungarian forint arising from the Group's stake in OTP Bank.

#### 3.3.3 Exchange rate sensitivity analysis

The following table shows the impacts on income and the revaluation reserve (posted under Group's IFRS equity) of a sensitivity analysis carried out in the event of a 10% rise or fall in all currencies against the euro.

The impacts are shown after taking the following factors into consideration:

- the rate of profit sharing of the entity holding the securities;
- the current tax rate.

In the 2022 fiscal year, the profit-sharing rate used for entities holding life insurance commitments was in a range of 57.41% to 85.84%.

(in millions of euros)	31.12.2022		31.12.2021	
	Foreign exchange risk		Foreign exchange risk	
	+10%	-10%	+10%	-10%
<b>Impact on the revaluation reserve</b>	<b>70</b>	<b>(70)</b>	<b>80</b>	<b>(80)</b>
Equities	26	(26)	22	(22)
Equity mutual funds	1	(1)	1	(1)
Bonds	42	(42)	56	(56)
Fixed-income mutual funds	1	(1)	1	(1)
Derivative instruments and embedded derivatives				
<b>Impact on net income</b>	<b>3</b>	<b>(3)</b>	<b>10</b>	<b>(10)</b>
Equities	1	(1)	7	(7)
Equity mutual funds			1	(1)
Cash mutual funds	1	(1)	1	(1)
Bonds				
Fixed-income mutual funds	1	(1)	1	(1)
Derivative instruments and embedded derivatives				

Hedging effects are not taken into account when calculating sensitivity. Consequently, the numbers listed above represent maximum risk and the actual impact reported in the Group's financial statements is considerably lower.

### 3.4 Credit risk

The breakdown of the Group bond portfolio by rating and by issuer quality is presented in Notes 7.8.3 and 7.8.4 to the annual financial statements.

The Group manages credit risk under certain internal constraints. The main objective of these constraints is to limit the concentration of issues according to several criteria (country, issuer, ratings, subordinated issues).

These limits are observed by each insurance entity and at the Group level. Any exceeding of limits is handled by the appropriate Risk Committees according to whether it occurred in an entity or at Group level.

#### Spread hedges

#### Spread widening risk

A hedging strategy was tested during a pilot operation intended to protect the value of a bond against the risk of widening of its spread. The strategy involved fixing the bond's spread to one year using a dedicated FFI. At the end of the hedge (one year renewable), a finalising balancing payment was paid to offset the gain on the value of the bond hedged for the variation of its spread. However, in view of market conditions, this hedge has not been renewed since 2016 but remains an option that the Group can activate if necessary.

All over-the-counter transactions are secured by a "collateralisation" system with the Group's top-tier banking counterparties.

### Managing counterparty risk

Internal procedures stipulate that any negotiated contract is systematically covered by guarantee agreements with the banking counterparties in question.

This systematic collateralisation of the hedging transactions significantly reduces the counterparty risk related to these over-the-counter transactions.

### 3.5 Property risk

#### 3.5.1 Type of and exposure to property risk

Exposure to property markets allows companies to capture the yield on these markets (investment properties) and use the premises for operational purposes (operating properties) but also exposes them to two major types of risk:

- investment risk brought about by property restructuring operations;
- accounting reserving risk if the realisable value (sale price net of disposal fees or utility value) is less than the net book value;
- commercial risk brought about by the reserving risk insofar as policyholder compensation could be impacted by the aforementioned reserving.

The proportion of property assets out of total financial investments (including operating properties) was 4.02% by market value. Properties can be held directly or within OPCI (collective property investment schemes) or SCI (property holding companies) or leased when eligible under IFRS 16. Property assets can be split into:

- investment properties, accounting for 2.91% of all financial investments;
- operating properties, accounting for 1.11% of all financial investments.

### 3.5.2 Group risk management

Property assets are managed by the Group within a framework of internal constraints with a limit setting the maximum permissible exposure to property risk. These limits are set for each insurance entity and at Group level. Any exceeding of limits is handled by the appropriate Risk Committees according to whether it occurred in an entity or at Group level.

Within the constraints system and concerning investment risk especially, the Property Commitment Committee decides on the property budget as a whole and on acquisition, restructuring, and development works projects beyond predefined amounts.

### 3.6 Sustainability risk on financial assets

In 2022, Groupama established a sustainable investment charter. Sustainable investing is defined as integrating environmental, social/societal and governance (ESG) factors into investment processes to help manage financial risks and finance transitions. The challenge is therefore twofold:

- › taking into account sustainability risks, *i.e.* risks related to ESG factors, in particular climate factors that may affect the value of or return on financial assets;
- › managing the negative impacts linked to investments and promoting the positive impacts of financial management on

sustainability factors, in particular by contributing to the fight against global warming and contributing to the financing of the three major transitions (demographic, digital, and ecological).

To date, this sustainable investment strategy is more focused on climate risk and is based on four pillars:

- › asset management fully incorporating ESG criteria;
- › an exclusion policy to address the highest sustainability risks and eliminate the most harmful financing;
- › a shareholder engagement policy contributing, among other things, to the decarbonisation of our portfolios;
- › investments to finance transitions.

The monitoring of sustainability risks on assets is based on a set of indicators highlighting the trajectory of Groupama's exposures with regard to them and in particular carbon intensity, green share, exposure to transition and/or physical risks depending on the nature of the assets.

### 3.7 Summary of market risks sensitivity analyses

The following table shows all the sensitivity analyses for market risks for fiscal years 2022 and 2021, split between Group's IFRS equity and income, excluding profit sharing and taxes.

(in millions of euros)	31.12.2022				31.12.2021			
	Increase in sensitivity criteria		Increase in sensitivity criteria		Increase in sensitivity criteria		Decrease in sensitivity criteria	
	Group's IFRS equity	Result	Group's IFRS equity	Result	Group's IFRS equity	Result	Group's IFRS equity	Result
<b>Interest rate risk</b>	<b>(940)</b>	<b>105</b>	<b>1,057</b>	<b>(132)</b>	<b>(1,083)</b>	<b>122</b>	<b>1,241</b>	<b>(160)</b>
Underwriting liabilities		103		(130)		120		(159)
Financial investments	(940)	2	1,057	(2)	(1,083)	2	1,241	(1)
Financing debts								
<b>Equities risk</b>	<b>208</b>	<b>91</b>	<b>(208)</b>	<b>(91)</b>	<b>222</b>	<b>60</b>	<b>(222)</b>	<b>(60)</b>
Financial investments	208	91	(208)	(91)	222	60	(222)	(60)
<b>Foreign exchange risk</b>	<b>70</b>	<b>3</b>	<b>(70)</b>	<b>(3)</b>	<b>80</b>	<b>10</b>	<b>(80)</b>	<b>(10)</b>
Financial investments	70	3	(70)	(3)	80	10	(80)	(10)

The sensitivity criteria applied were the following:

- › increase or decrease of 100 basis points for interest rate risk;
- › increase or decrease of 10% in the stock market indices for equity risk;
- › increase or decrease of 10% in all currencies against the euro for foreign exchange risk.

### 4. Liquidity risk

#### 4.1 Nature of exposure to liquidity risk

The overall liquidity risk is analysed using the asset/liability approach, which defines the cash requirement to be held as an asset based on the liquidity requirements imposed by liabilities, using:

- › underwriting cash flow projections in a central scenario;
- › sensitivity scenarios on technical assumptions (production, claims ratio).

#### 4.2 Risk management

Stress tests are regularly conducted on both assets and liabilities in order to ensure that in the event of a simultaneous increase in benefits payable and interest rates, the Group is able to meet its commitments in terms of both assets to dispose of and any realisations of capital losses.

At the end of 2022, the rise in interest rates caused the bond portfolio to be in the red. Nevertheless, the liquidity of the portfolios remains good. In addition to the cash reserves in the portfolios, the work carried out on a line-by-line basis shows significant capacities for divestment without net capital losses, particularly in Groupama Gan Vie.

#### 4.3 Financial investment portfolio by maturity

The profile of the annual maturities of bond portfolios is given in Note 7.8.2 to the annual financial statements.

#### 4.4 Liabilities relating to insurance policies and liabilities relating to financial contracts with discretionary profit sharing by maturity

The profile of annual maturities of the liabilities related to insurance policies is the following:

(in millions of euros)	31.12.2022				31.12.2021			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
Non-life underwriting reserves	8,260	4,480	6,655	19,395	7,661	4,382	6,457	18,500
Life underwriting reserves - insurance policies excluding unit-linked items	2,383	5,724	25,799	33,905	2,337	5,772	25,933	34,041
Underwriting liabilities relating to financial contracts with discretionary profit sharing excluding unit-linked items	763	2,077	7,317	10,157	723	2,348	7,682	10,752
Underwriting liabilities relating to financial contracts without discretionary profit sharing excluding unit-linked items			14	14				1
Reserve for deferred profit-sharing liability	3		2	5	4,686		118	4,804
<b>TOTAL UNDERWRITING INSURANCE LIABILITIES AND LIABILITIES FOR FINANCIAL CONTRACTS</b>	<b>11,408</b>	<b>12,282</b>	<b>39,787</b>	<b>63,477</b>	<b>15,407</b>	<b>12,502</b>	<b>40,190</b>	<b>68,098</b>

Most underwriting liabilities relating to financial contracts, with and without discretionary profit sharing, may be redeemed at any time. The table above provides an economic overview of the liquidation of insurance underwriting liabilities.

Groupama SA must be conducted. They are specific to each business line and each key process. Operational risks are identified and associated permanent controls are formalised across the Group, at every stage of business line and functional processes, based on benchmarked Group processes and the Group classification of operational risks. The operational risk control system is based on three levels of control with responsibility and control plans appropriate to each level:

- internal-check type permanent monitoring of the operational level and permanent management control,
  - permanent controls operated by the Permanent Control/Compliance Function of each entity,
  - periodic controls undertaken by the internal audit team of each entity;
- the definition and assessment of major Group operational risks and adaptation into major entity-level risks, which, as with insurance and financial risks, function on the basis of a network of risk owners with management and coordination of the entire system by the Group's operational risk and permanent control and Compliance Departments;

#### 4.5 Financing debts by maturity

The principal features of financial debt, as well as its breakdown by maturity, are provided in Note 26 herein – Financial Debt.

### 5. Operational, legal, regulatory, and tax risks

#### 5.1 Operational risks

Operational risks are managed in accordance with the principles and rules defined in the Group and Groupama SA operational risk management policy (see point 1).

Groupama's operational risk management system is based on:

- the definition of internal management rules and operational procedures defining the manner in which the activities of

- ensuring the securing information systems in the face of the major "Cyber" risk;
- the Group's business continuity policy; this policy serves as a baseline for crisis management systems and Business Continuity Plans (BCP) documented within the entities. The process is based on a BIA approach (Business Impact Analysis), which makes it possible to best calibrate the means necessary for the resumption of activity by identifying the critical business activities. Three BCPs have been identified:
  - a Human Resources BCP,
  - a property BCP,
  - a BCP for information systems;
- the information systems security policy and any related sub-policies;
- on the system for securing people and property.

Moreover, an insurance programme is in place, designed to provide liability protection and the protection of the asset base of regional mutuals, Groupama Assurances Mutuelles and its subsidiaries. The policies covering the most significant risks are split among internal insurers and external insurers. The principal coverage is the following:

- employee insurance;
- third-party liability of corporate officers;
- professional third-party liability;
- general third-party liability;
- property damage insurance (property, offices, equipment, motor fleets, etc.);
- cyber risks and fraud.

## 5.2 Legal and regulatory risk

Legal and regulatory risks are managed as part of the Group compliance mechanism, which is defined in the Group compliance policy ratified by the Group's governance bodies.

The system put in place is based on two departments with separate scopes of involvement: Group Compliance and Group Legal.

A first level in support of operational teams and Directors, under the responsibility of the Group Legal Department, is responsible for:

- monitoring and compliance with all regulations (public or private standards) whatever the regulatory area with the exception of labour law and corporate taxation;
- legal securing of the Group's businesses (products, distribution, communication, and consumer protection), projects, and operations; and

- advising and contributing to the optimisation of projects.

A second level, intended to provide independent insight to the Group's Directors and decision-makers, under the responsibility of the Group's Compliance Department, is responsible for:

- establishing and validating the compliance system;
- verifying conformity; and
- assessing non-compliance risk. It covers the scope of customer protection, the fight against money laundering and the financing of terrorism, ethics and professional conduct, and conflicts of interest.

The aim of this system is to ensure that all Group practices comply with legal provisions, administrative regulations and requirements, and professional standards, as well as the Group's internal rules, charters, and procedures.

The permanent control procedures designed to ensure the compliance of all Groupama Assurances Mutuelles' operations are based on the main mechanisms described below.

### 5.2.1 Compliance and legal securing by the Group Legal Department

The compliance and legal securing carried out by the Group Legal Department covers the following tasks and are implemented directly or by the legal function within the Group:

- provide regulatory monitoring for the Group at both national and European levels, assess the possible legal impact of regulatory developments (on the Group's strategy, activities, development, innovation, and assets), and contribute to the Public Affairs Department's lobbying actions;
- ensure that the Group's businesses and operations comply with regulatory developments (including information and contribution to the training of employees, Group Directors, and networks);
- secure and monitor the legal risks of the Group's activities and its services and products offered (design, enrolment, management) and assist operations staff in the legal and fiscal investigation and securing of (i) their offerings of insurance and other services, including the insurance, banking, and service offerings of their partners, (ii) the distribution and marketing of their offering, and (iii) communication;
- secure and control the legal risks relating to the Group's contractual commitments (excluding insurance), relations with its service providers and partners, and outsourcing in particular;
- secure and control the legal risks relating to intellectual property rights (portfolio of trademarks, designs/models, copyrights, and image rights);
- manage the Group's compliance and secure the Group's data protection processes, projects, and businesses, as the Data Protection Department is attached to the Group's Legal Department;

- ensure the legal securing of governance (mandates, delegations of authority, and decision-making and examination processes), the monitoring of the Group's entities, and the review of regulatory reports;
- secure and optimise, from a legal perspective, partnership and alliance operations, restructuring operations, acquisitions, affiliations, financing, investments, and asset management;
- control and manage the legal risks relating to litigation and pre-litigation cases (service providers, third parties, etc.) and our businesses, especially insurance (customer complaints, distribution networks, partners, etc.).

#### **5.2.2 Closer look at two specific compliance mechanisms under the Legal Department's responsibility**

##### **(a) APPLICATION OF INSURANCE LAW AND REGULATIONS GOVERNING THE INSURANCE BUSINESS, DISTRIBUTION OF PRODUCTS AND SERVICES, AND COMMUNICATION**

The Group Legal Department, under the supervision of the General Secretary of Groupama Assurances Mutuelles provides, particularly on behalf of the business divisions of Groupama Assurances Mutuelles and insurance organisations (French insurance subsidiaries as well as the regional mutuals) a function of:

- monitoring and analysis of legislation and case law and other standards (FFA (French Insurance Federation) professional standards, ACPR (French Prudential Supervisory and Resolution Authority) recommendations, opinions issued by the French government's "defender of rights" and the CCLRF (Banque de France's advisory committee on financial legislation and regulation) having an impact on the insurance business (marketing, consumer protection, communication, advertising, the development, subscription, execution and termination of insurance products, etc.);
- the necessary anticipation and support to implement new regulations for insurance;
- information (notes, circulars, working groups, dissemination of a quarterly legal newsletter on customer protection);
- ratification of new insurance policies developed by the Business Departments and other Group insurance subsidiaries, well as changes made to existing policies;
- development and approval of distribution, management delegation, and partnership agreements in connection with insurance, banking and other services;
- legal and tax advice (taxation applicable to products and advice in the area of wealth management solutions);
- dealings with administrative authorities for inspections, and support during these inspections and any resulting consequences on the insurance business;
- building and running of training and awareness-raising sessions on the regulations applicable to the insurance business, intended for a variety of audiences (distribution networks, Managers, etc.).

##### **(b) GROUP DATA PROTECTION SYSTEM**

Regarding the application of the provisions of the French data

protection law and the General Data Protection Regulation (GDPR), the compliance system relies on the Data Protection Officer (DPO) of the Group's French entities declared to the French national data protection commission ("CNIL") and on the network of internal data relay protection officers (DRPO): one officer per entity and 20 for Groupama Assurances Mutuelles in areas implementing processing operations. Each international subsidiary in the European Union has also designated a DPO with its national supervisory authority. All of these players are coordinated by the France DPO, who serves as CPO (Corporate Privacy Officer) within the Group. This network changes based on the Group's organisational modifications.

#### **5.2.3 Closer look at mechanisms under Compliance's responsibility**

Specific mechanisms have been set up to meet special requirements:

- to prevent insider dealing, the internal bylaws governing the Groupama Assurances Mutuelles Board of Directors contain a detailed reiteration of the statutory and regulatory provisions on the various restrictions on persons privy to privileged information about listed companies and financial instruments traded on regulated markets. Groupama Assurances Mutuelles staff in charge of investing in financial instruments traded on regulated markets and those working in mergers-acquisitions sign a non-disclosure agreement reiterating these same statutory and regulatory provisions. Groupama Assurances Mutuelles staff required to work on strategic transactions involving a listed company sign an NDA for each such transaction;
- the Legal Department manages regulatory compliance and Group coordination as regards anti-money laundering and combating the financing of terrorism (AML/CFT). Entities implement applicable regulatory provisions and professional guidance in those of their procedures relevant to this field. The key points of the procedure include categorisation of the risks of money laundering and the financing of terrorism, collecting information on customers and the sources of their funds on the basis of the size of the risk, an automated detection system for people on asset-freeze lists and politically-exposed persons, a CRM profiling system for life/savings business activities, and a permanent and periodic control mechanism to check procedures are followed properly. An anti-money laundering and combating the financing of terrorism organisational policy defines the roles and responsibilities of the various participants and stakeholders at Group level and at each operational entity concerned, describes the mechanism in place with respect to informing and training employees, determines the methods and conditions for exchanging information required for due diligence, and specifies the procedure to be followed for control and risk monitoring. The Group Compliance Department, in conjunction with a network of managers in AML/CFT in insurance subsidiaries in France and internationally, Asset Managers and the regional mutuals, ensure the Group is meeting its obligations in this respect;
- with regard to the protection of medical data, Group recommendations are disseminated by the Groupama Assurances Mutuelles business division concerned or entity

concerned. It is the responsibility of the various Group entities (regional mutuals and subsidiaries) to implement these recommendations, in partnership with medical advisers and the Group Data Protection Officer (DPO), and the claims unit of the Group Insurance and Services Department;

- as regards the protection of customers, the key compliance role at Groupama Assurances Mutuelles helps with operational implementation of several issues, including:
  - ACPR instruction 2022-I-11 on the questionnaire about commercial practices and protection of customers,
  - various ACPR recommendations,
  - monitoring of the major Group risk of “failure to advise”,
  - monitoring of the Insurance Distribution Directive, which also includes product governance, the prevention and management of conflicts of interest, compensation of distribution networks, and professionalism and CPD,
  - the ongoing enhancement of the permanent control system,
  - monitoring and implementation of action plans to improve marketing measures (OAV);
- as regards combating corruption and trading in influence (or influence peddling) (as per France's Sapin 2 law) the key function of Compliance Manager at Groupama Assurances Mutuelles manages the operational implementation and updating of the anti-corruption compliance programme in conjunction with the functions concerned.

### 5.3 Tax risks

Changes to the tax laws of countries where Groupama operates may have adverse consequences either on some Group products and reduce their attractiveness, especially those that currently receive favourable tax treatment, or on the Group's tax expense.

Examples of such changes include the taxation of life insurance policies or annuities contracts, changes in the tax status of some insurance or asset management products and tax incentives or disincentives to investing in some asset classes or product categories.

The role of the Group Tax Department is to provide information, monitor regulations, and advise and assist in the event of tax audits and disputes for all of the Group's entities and with regard to the “corporate taxation” component. It is regularly approached about specific underwriting points and is involved in preparing the end-of-year financial statements. In this capacity, it ensures that the tax consolidation rules are applied (Article 223 A *et seq.* of the French general tax code) for the

Group and, working with the Group Accounting Department, prepares the report on the tax position of the consolidated companies. It also helps to implement documentation and archiving procedures in terms of computerised accounting records, as required under tax law, particularly as part of dedicated “CFCI” (Computerised Accounting Tax Audit) committees for each French entity.

In addition, the Group Tax Department coordinates, in a Steering Committee, the implementation and monitoring of regulations on the automated exchange of tax data, in particular resulting from the American FATCA (Foreign Account Tax Compliance Act) regulations and the transposition of the European DAC (Directive for Administrative Cooperation). Lastly, as regards transfer pricing, it performs an annual update of the Master File meeting the new French requirements under the OECD standards and sends its English version to all international subsidiaries.

In France, the Group's tax management benefits from the establishment of a tax partnership between Groupama and the DGFIP, since the signing of a protocol on 26 June 2019 with the SPE (Business Partner Service), which now represents a very effective tool for its tax policy and communication.

Furthermore, from 1 January 2023, the internal transactions of most French entities, subsidiaries, or regional mutuals will not be subject to VAT under the “VAT Group” regime, which replaces that of groupings of resources under French tax regulations, and for which the Group has opted in order to retain the benefit of a very substantial non-recoverable VAT savings. This option will also make it possible to generate additional savings on certain flows not previously covered by the regime for groupings.

The current tax situation in France, as it appears in the Finance Act for 2023, is mainly marked for our companies by the abolition of the CVAE in two stages (total abolition in 2024), while the trajectory of the reduction in the rate of corporation tax, *i.e.* 25% excluding the additional contribution applicable from 2022 onwards, has not been called into question despite the attempts of certain members of parliament, just as those aimed at increasing taxation on exceptional profits or dividends have failed.

As for the proposed “global minimum tax” adopted by the OECD, its transposition within the EU in the form of a proposal for a directive could be completed in 2023, with a possible implementation in 2024. The project is monitored by the Group Tax Department as well as by the Group Management Control Department, whose expertise is required in particular to understand the processing of data resulting from IFRS, which constitutes a factor of complexity and additional burden potentially associated with the future system, which would nevertheless have a limited impact on the Group's tax burden at this stage of the work.

Groupama generally remains vigilant on the future interpretations or developments of the tax systems in the countries in which it operates that could lead to an increase in tax expenditures, generate compliance costs, or adversely affect the Group's activity, cash position, and net income.

## 6. Corporate Social Responsibility (CSR) risks

The analysis of non-financial risks conducted by the Group CSR Department – in collaboration with the Group Risk Department and the business line or company departments concerned – identified 15 risks:

➤ 3 social risks:

- employability/Skills adaptation,
- “working well together” (social climate),
- diversity/social mix;

➤ 5 societal risks:

- quality of advice,

- customer satisfaction (quality of service),
- coverage needs related to societal issues (including prevention),
- policyholder data protection,
- impact on the territories;

➤ 2 environmental risks:

- for investments,
- for insurance offers/underwriting policy;

➤ 2 risks on the borderline between societal and environmental:

- responsible purchasing,
- socially responsible investing;

➤ 3 regulatory risks:

- adaptation to climate change,
- fight against corruption and tax evasion,
- respect for employees and human rights.

**Note 50** Fees of the statutory auditors

(in thousands of euros excluding VAT)	2022							2021						
	PwC		Mazars		Other		Total	PwC		Mazars		Other		Total
<b>1. Statutory audit assignments</b>														
<b>Statutory auditing, certification, review of individual and combined financial statements</b>	2,402	42.1%	2,868	50.3%	431	7.6%	5,701	2,542	44.9%	2,633	46.6%	481	8.5%	5,656
Groupama Assurances Mutuelles	529	49.1%	548	50.9%	0	0.0%	1,078	533	50.0%	533	50.0%	0	0.0%	1,066
Regional mutuals	354	21.5%	972	59.0%	322	19.5%	1,648	392	24.3%	845	52.5%	373	23.2%	1,609
French subsidiaries	1,045	49.7%	976	46.4%	81	3.8%	2,102	1,154	53.3%	933	43.1%	79	3.7%	2,166
International subsidiaries	474	54.2%	372	42.6%	28	3.2%	874	463	56.8%	323	39.6%	29	3.6%	815
<b>2. Services other than audit of financial statements that the entity's statutory auditors are required to provide</b>	1,345	63.3%	724	34.1%	56	2.6%	2,125	983	62.7%	575	36.7%	8	0.5%	1,566
<b>3. Services other than audit of financial statements that other service providers can provide</b>	281	69.2%	125	30.8%	0	0.0%	406	705	80.1%	176	19.9%	0	0.0%	880
<b>COMBINED FINANCIAL STATEMENTS - TOTAL</b>	4,028	48.9%	3,718	45.2%	487	5.9%	8,232	4,229	52.2%	3,384	41.8%	489	6.0%	8,102

"Services other than audit of financial statements that other service providers can provide" include services related to the review of the internal model and the review of the declaration of extra-financial performance.

## Note 51 List of entities in the scope of consolidation and major changes to the scope of consolidation

The main changes to the scope of combination are as follows:

- newly consolidated entities
  - the entities SCI CAMPUS NEXT GEN and SCI PAAP-Aix Aillane are included in the scope according to a "simplified" process;
  - 5 mutual funds are included in the scope;
- divestments and removals from the scope

- 2 mutual funds were removed from the scope of consolidation;
- change of name
  - the entity SAS 150 Champs Elysées So Luxury Hôtel changed its name to Cofintex 42 (EGM of 27 July 2022);
- merger
  - the entities Cofintex 42 and SCI Groupama Gan Paris So Prime merged on 7 November 2022.

Registered name	Business sector	Location of headquarters	31.12.2022			31.12.2021		
			% control	% interest	Method	% control	% interest	Method
GROUPAMA Méditerranée	Insurance	France	-	-	A	-	-	A
GROUPAMA Centre Manche	Insurance	France	-	-	A	-	-	A
GROUPAMA Grand Est	Insurance	France	-	-	A	-	-	A
GROUPAMA OC	Insurance	France	-	-	A	-	-	A
MISMO	Insurance	France	-	-	A	-	-	A
GROUPAMA Loire Bretagne	Insurance	France	-	-	A	-	-	A
GROUPAMA Paris Val-de-Loire	Insurance	France	-	-	A	-	-	A
GROUPAMA Nord-Est	Insurance	France	-	-	A	-	-	A
CAISSE des producteurs de tabac	Insurance	France	-	-	A	-	-	A
GROUPAMA Rhône-Alpes-Auvergne	Insurance	France	-	-	A	-	-	A
GROUPAMA Centre Atlantique	Insurance	France	-	-	A	-	-	A
GROUPAMA Antilles-Guyane	Insurance	France	-	-	A	-	-	A
GROUPAMA Océan Indien et Pacifique	Insurance	France	-	-	A	-	-	A
CLAMA Méditerranée	Insurance	France	-	-	A	-	-	A
CLAMA Centre Manche	Insurance	France	-	-	A	-	-	A
CLAMA Grand Est	Insurance	France	-	-	A	-	-	A
CLAMA OC	Insurance	France	-	-	A	-	-	A
CLAMA Loire Bretagne	Insurance	France	-	-	A	-	-	A
CLAMA Paris Val-de-Loire	Insurance	France	-	-	A	-	-	A
CLAMA Nord-Est	Insurance	France	-	-	A	-	-	A
CLAMA Rhône-Alpes-Auvergne	Insurance	France	-	-	A	-	-	A
CLAMA Centre Atlantique	Insurance	France	-	-	A	-	-	A
CLAMA Antilles-Guyane	Insurance	France	-	-	A	-	-	A
CLAMA Océan Indien et Pacifique	Insurance	France	-	-	A	-	-	A
GIE GROUPAMA Supports et Services	JV	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA CAMPUS	Property	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA ASSURANCES MUTUELLES	Holding company/ Reinsurance	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA HOLDING FILIALES ET PARTICIPATIONS	Holding company	France	100.00	100.00	FC	100.00	100.00	FC
COFINTEX 2	Holding company	France	100.00	100.00	FC	100.00	100.00	FC
COFINTEX 17	Holding company	France	100.00	100.00	FC	100.00	100.00	FC

A: Aggregation.

FC: Full consolidation.

EM: Equity method.

Registered name	Business sector	Location of headquarters	31.12.2022			31.12.2021		
			% control	% interest	Method	% control	% interest	Method
GROUPAMA GAN VIE	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
GAN PATRIMOINE	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
CAISSE FRATERNELLE D'EPARGNE	Insurance	France	99.99	99.99	FC	99.99	99.99	FC
CAISSE FRATERNELLE VIE	Insurance	France	99.99	99.99	FC	99.99	99.99	FC
ASSUVIE	Insurance	France	50.00	50.00	FC	50.00	50.00	FC
GAN PREVOYANCE	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA ASSURANCE CREDIT ET CAUTION	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
MUTUAIDE ASSISTANCE	Assistance	France	100.00	100.00	FC	100.00	100.00	FC
GAN ASSURANCES	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
GAN OUTRE MER	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
SOCIETE FRANCAISE DE PROTECTION JURIDIQUE	Insurance	France	100.00	100.00	FC	100.00	100.00	FC
AMALINE ASSURANCES	Brokerage	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA SIGORTA	Insurance	Turkey	99.60	99.60	FC	99.60	99.60	FC
GROUPAMA HAYAT	Insurance	Turkey	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA Investment BOSPHORUS	Holding company	Turkey	100.00	100.00	FC	100.00	100.00	FC
STAR	Insurance	Tunisia	35.00	35.00	EM	35.00	35.00	EM
GROUPAMA ZASTRAHOVANE NON LIFE	Insurance	Bulgaria	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA JIVOTOZASTRAHOVANE LIFE	Insurance	Bulgaria	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA BIZTOSITO	Insurance	Hungary	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA OSIGURANJE	Insurance	Croatia	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA PHOENIX Hellenic Asphalitike	Insurance	Greece	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA AVIC PROPERTY INSURANCES CO	Insurance	China	50.00	50.00	EM	50.00	50.00	EM
GROUPAMA ASSICURAZIONI	Insurance	Italy	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA ASIGURARI	Insurance	Romania	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA ASSET MANAGEMENT	Asset management	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA EPARGNE SALARIALE	Asset management	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA IMMOBILIER	Asset management	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA GAN REIM	Asset management	France	100.00	100.00	FC	100.00	100.00	FC
COMPAGNIE FONCIERE PARISIENNE	Property	France	100.00	100.00	FC	100.00	100.00	FC
GAN FONCIER II	Property	France	100.00	100.00	FC	100.00	100.00	FC
IXELLOR	Property	France	100.00	100.00	FC	100.00	100.00	FC
SCI MILLENIUM EDUCATION	Property	France	100.00	100.00	FC	100.00	100.00	FC
SOCIETE FORESTIERE GROUPAMA	Property	France	100.00	100.00	FC	100.00	100.00	FC
FORDEV	Property	France	95.56	95.56	FC	95.56	95.56	FC
FONCIERE PARIS BAIL	Property	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA GAN RETAIL	OPPCI (professional property investor)	France	100.00	100.00	FC	100.00	100.00	FC
THE LINK PARIS LA DEFENSE	Property	France	100.00	100.00	FC	100.00	100.00	FC

A: Aggregation.

FC: Full consolidation.

EM: Equity method.

Registered name	Business sector	Location of headquarters	31.12.2022			31.12.2021		
			% control	% interest	Method	% control	% interest	Method
	OPPCI (professional property investor)	France						
GROUPAMA GAN LOGISTICS		France	100.00	100.00	FC	100.00	100.00	FC
SCI GAN FONCIER	Property	France	100.00	98.87	FC	100.00	98.87	FC
VICTOR HUGO VILLIERS	Property	France	100.00	98.87	FC	100.00	98.87	FC
1 BIS FOCH	Property	France	100.00	98.87	FC	100.00	98.87	FC
16 MESSINE	Property	France	100.00	98.87	FC	100.00	98.87	FC
9 MALESHERBES	Property	France	100.00	98.87	FC	100.00	98.87	FC
97 VICTOR HUGO	Property	France	100.00	98.87	FC	100.00	98.87	FC
44 THEATRE	Property	France	100.00	98.87	FC	100.00	98.87	FC
COFINTEX 42	Property	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA GAN PARIS SO PRIME	Property	France				100.00	100.00	FC
SCI UNI ANGES	Property	France	100.00	100.00	FC	100.00	100.00	FC
261 RASPAIL	Property	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA ENERGIES RENOUVELABLES	Other	France	100.00	100.00	FC	100.00	100.00	FC
GROUPAMA PRIVATE EQUITY INVEST	Other	France	100.00	99.49	FC	100.00	99.46	FC
GROUPAMA INFRASTRUCTURE INVEST	Other	France	100.00	100.00	FC	100.00	100.00	FC
GAN INVESTISSEMENT FONCIER	Property	France	100.00	100.00	FC	100.00	100.00	FC
3 ROSSINI (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
150 RENNES (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
99 MALESHERBES (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
102 MALESHERBES (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
LES FRERES LUMIERE	Property	France	100.00	100.00	FC	100.00	100.00	FC
CAP DE FOUSTE (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
12 VICTOIRE (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
DOMAINE DE FARES	Property	France	46.88	46.88	EM	46.88	46.88	EM
38 LE PELETIER (SCI)	Property	France	100.00	100.00	FC	100.00	100.00	FC
SCIMA GFA	Property	France	100.00	100.00	FC	100.00	100.00	FC
LABORIE MARCENAT	Property	France	74.19	74.19	EM	74.19	74.19	EM
SA SIRAM	Property	France	99.66	99.66	FC	99.66	99.66	FC
GROUPAMA PIPACT	Property	France	100.00	100.00	FC	100.00	100.00	FC
COFINTEX 20	Property	France	100.00	100.00	FC	100.00	100.00	FC
COFINTEX 26	Property	France	100.00	100.00	FC	100.00	100.00	FC
SCI CAMPUS NEXT GEN	Property	France	100.00	100.00	FC			
SCI PAAP-Aix Aillane	Property	France	100.00	100.00	FC			
ASTORG CTT D	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
ASTORG EURO SPREAD D	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
WALLON	Mutual fund	France	100.00	100.00	FC			
GROUPAMA CONVERTIBLES ID D	Mutual fund	France	72.73	71.05	FC	78.46	76.71	FC
GROUPAMA ENTREPRISES - IC	Mutual fund	France	20.06	20.06	EM			
GROUPAMA CREDIT EURO ID D	Mutual fund	France				99.99	99.99	FC
GROUPAMA MONETAIRE IC C	Mutual fund	France	27.98	27.96	EM	20.17	20.15	EM

A: Aggregation.

FC: Full consolidation.

EM: Equity method.

Registered name	Business sector	Location of headquarters	31.12.2022			31.12.2021		
			% control	% interest	Method	% control	% interest	Method
ASTORG PENSION D	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
ASTORG CASH MT D	Mutual fund	France	99.76	99.76	FC	86.94	86.94	FC
ASTORG CASH G	Mutual fund	France	100.00	100.00	FC	100.00	99.95	FC
GROUPAMA CREDIT EURO LT G D	Mutual fund	France				100.00	100.00	FC
ALLOCATION INVEST EQUITY SATELLITE	Mutual fund	France	99.90	99.90	FC	100.00	100.00	FC
ASTORG MONETAIRE D	Mutual fund	France	96.45	96.45	FC	100.00	100.00	FC
ASTORG REPO INVEST	Mutual fund	France	100.00	100.00	FC			
ASTORG OBLIGATIONS CT G D	Mutual fund	France	100.00	99.67	FC	99.86	98.27	FC
ASTORG OBLIGATIONS CT GA D	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
ALLOCATION INVEST INDIANAPOLIS	Mutual fund	France	100.00	100.00	FC			
ALLOCATION INVEST EQUITY CORE	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
ASTORG EURO SPREAD 2	Mutual fund	France	100.00	100.00	FC			
G FUND - EUROPEAN CONVERTIBLE BONDS GD D	Mutual fund	France	100.00	100.00	FC	100.00	100.00	FC
G FUND - ALPHA FIXED INCOME GD	Mutual fund	France	100.00	100.00	FC	98.38	98.38	FC

A: Aggregation.

FC: Full consolidation.

EM: Equity method.

Certain property entities are consolidated using the equity method under a “simplified” process. This consists of reclassifying on the balance sheet the value of the units and the financing current account in the line item “property

investments” and reclassifying in the income statement the dividends or share in the results of the companies on the “Income from property” line item.

## 7.2 STATUTORY AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS

(Year ended 31 décembre 2022)

PricewaterhouseCoopers Audit  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex

Mazars  
Tour Exaltis  
61, rue Henri Régnauld  
92400 Courbevoie

Dear Members,

### OPINION

In execution of the mission entrusted to us by votre assemblée générale, we conducted an audit of the combined financial statements of CAISSE NATIONALE DE REASSURANCE MUTUELLE AGRICOLE GROUPAMA for the financial year ended 31 décembre 2022, as attached to this report.

In our opinion, the combined financial statements give a true and fair view of the results of operations for the past fiscal year as well as the financial position and assets of the Group at the end of the fiscal year, in accordance with International Financial Reporting Standards as adopted by the European Union.

The above opinion is consistent with the content of our report to the Audit and Risk Management Committee.

### BASIS OF THE OPINION

#### Audit reference standard

We conducted our audit in accordance with the professional standards applicable in France. We believe that the information we collected and on which we founded our opinion was sufficient and appropriate.

Our responsibilities according to these standards are described in the section "Responsibilities of the statutory auditors relating to the audit of the combined annual financial statements" of this report.

#### Independence

We conducted our audit in accordance with the rules of independence provided for in the French commercial code and in the professional code of ethics for statutory auditors over the period from 1er janvier 2022 to the issue date of our report. In particular, we did not provide any services prohibited by Article 5, paragraph 1, of Regulation (EU) No. 537/2014.

### JUSTIFICATION OF OUR ASSESSMENTS - KEY POINTS OF THE AUDIT

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French commercial code relating to the justification of our assessments, we bring to your attention the key points of the audit relating to the risks of material misstatement that, in our professional judgment, were the most significant for the audit of the combined financial statements for the fiscal year, as well as our responses to these risks.

These assessments contributed to the audit of the combined financial statements, taken as a whole, and to the formation of our opinion expressed above. We do not express an opinion on items in these combined financial statements viewed in isolation.

**Valuation of unlisted instruments (classification in level 3 in IFRS)**  
(Please refer to Notes 3.2.1 and 7.9 to the combined financial statements)

**Key point of our audit**

As part of its activity has an insurance group, Groupama holds financial instruments not listed on an active market classified as Level 3 in the fair value hierarchy according to IFRS 13. These financial instruments represent €4,193 million in assets on the Group's combined balance sheet at 31 December 2022. These instruments are measured at fair value on the basis of internal valuation models where the parameters are not observable or cannot be corroborated by market data. The resulting valuations may be subject to additional value adjustments to take account of certain market, liquidity, or counterparty risks. The techniques used by management to value these instruments include a significant amount of judgement in the choice of methodologies, assumptions, and data used. Due to the material nature of the outstanding amounts and the significant share of assessment on the part of Management in determining the market value, we believe that the valuation of financial instruments classified as Level 3 under IFRS 13 is a key point of the audit.

**Answers given by the group of statutory auditors during the audit**

In order to assess the reasonableness of the estimation of the applied values of unlisted investments, our audit approach was based on information provided to us by your company and included the following work:

- Compare the applied value with the net asset value of the management company, the latest transactions observed in the market for the examined security, or a comparable one where possible, or valuations communicated by counterparties;
- Where the security was valued on the basis of an internal model:
  - Analysis of the relevance of the assumptions and parameters used;
  - Critical review of the data and the structure of the model used for the valuation;
  - An independent counter-valuation by sampling, using our own models.

**Assessment of outstanding claims reserve (IBNR) – Non-life insurance policies**  
(Please refer to Notes 3.12.2 and 27.1 to the combined financial statements)

**Key point of our audit**

Reserves for claims, reported on the balance sheet at 31 December 2022 as €13,986 million in the combined financial statements, represent one of the largest liability items. They correspond to the estimate, net of claims receivable, of the cost of all unpaid claims at the end of the fiscal year, both declared and undeclared, both in principal and incidentals (management fees). The estimate of technical reserves is valued on the basis of an actuarial approach, using ultimate cost valuations based on payment triangles or expenses (depending on the risk segments). This valuation also incorporates the valuation of delinquent claims. It requires the exercise of management's judgement in selecting the assumptions to be applied, the calculation methods to be used, and the related management cost estimates. Given the relative weight of these provisions in the balance sheet, the importance of the judgement exercised by management and the variety and complexity of the actuarial methods used, we considered the valuation of these provisions as a key point of the audit.

**Answers given by the group of statutory auditors during the audit**

In order to assess the reasonableness of the estimate of the amount of the outstanding claims reserve, we implemented the following procedures, using our actuaries:

- Review the design and test the effectiveness of the key controls related to claims management and the determination of these provisions,
- Assess the relevance of the calculation methods used to estimate the reserves,
- Assess the appropriateness of the actuarial assumptions used to calculate reserves (depth of history taken into account, number of years of stabilisation),
- Assess the reliability of the statements produced by your company, tracing the historical data, and reconcile them with the data used to estimate the reserves with the accounting records,
- Analyse the settlement of the reserve of the previous fiscal year with the actual expenses of claims (settlement surplus/deficit),
- In a number of segments, carry out an independent counter-valuation or a joint review of the assumptions used to calculate the reserves and assess their reasonableness.

## SPECIFIC VERIFICATIONS

In accordance with the professional standards applicable in France, we also conducted the specific verifications required by the applicable laws and regulations of the group information presented in the management report of the conseil d'administration.

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

## OTHER VERIFICATIONS OR INFORMATION REQUIRED BY LAWS AND REGULATIONS

### Format for the presentation of combined financial statements to be included in the annual financial report

In accordance with the professional standards on procedures to perform on annual and consolidated financial statements presented in the European Single Electronic Format, we also verified compliance with this format defined by the European Delegated Regulation no. 2019/815 of December 17, 2018 in the presentation of the combined financial statements intended for inclusion in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, which were drawn up under the responsibility of the Chief Executive Officer. As we were auditing combined financial statements, our work including checking the accounts were tagged in the format required by the aforementioned regulation.

On the basis of our work, we conclude that the format for the presentation of combined financial statements to be included in the annual financial report complies, in all material respects, with the European Single Electronic Format.

Due to the technical limitations inherent to macro-tagging combined financial statements under the European Single Electronic Format, the content of certain tags in the notes to the financial statements may not be rendered identically to the combined financial statements attached to this report.

It is not our responsibility to check that the combined financial statements that are actually included by your company in the annual financial report submitted to the AMF are the statements we audited.

### Appointment of the statutory auditors

We were appointed statutory auditors for CAISSE NATIONALE DE REASSURANCE MUTUELLE AGRICOLE GROUPAMA by vote of the assembly générale of 25 June 1999 for the firm PricewaterhouseCoopers Audit and of 12 September 2000 for the firm Mazars.

At 31 December 2022, PricewaterhouseCoopers Audit was in the 24<sup>th</sup> year of its mission without interruption, and Mazars was in its 23<sup>rd</sup> year.

## RESPONSIBILITIES OF MANAGEMENT AND MEMBERS OF THE CORPORATE GOVERNANCE BODY CONCERNING THE COMBINED FINANCIAL STATEMENTS

Management is responsible for preparing combined financial statements presenting a true and fair view in accordance with IFRS as adopted in the European Union and implementing the internal controls that it deems necessary for the preparation of combined financial statements free of any material misstatements, whether they due to fraud or error.

In connection with the preparation of the combined financial statements, Management is responsible for assessing the company's ability to continue its operations; providing information on matters relating to the continued operations, where this is relevant; and for preparing financial statements based on a going concern basis, unless Management intends to wind up the company or discontinue operations.

The Audit and Risk Management Committee is responsible for following the process of preparing financial information and for monitoring the effectiveness of internal control and risk management systems, as well as, where applicable, internal auditing, as regards the procedures relating to the preparation and processing of accounting and financial information.

These combined financial statements have been approved by the conseil d'administration.

## RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE COMBINED FINANCIAL STATEMENTS

### Audit objective and approach

It is our responsibility to prepare a report on the combined financial statements. Our goal is to obtain reasonable assurance that the combined financial statements taken as a whole do not contain any material misstatements. Reasonable assurance is a high level of assurance but is not a guarantee that an audit performed in accordance with the professional auditing standards will always detect any material misstatement. Misstatements may arise as a result of fraud or error and must be regarded as being material if it can reasonably be expected that they, individually or in the aggregate, will affect the financial decisions made by users of the financial statements on the basis of the financial statements.

As specified by Article L.823-10-1 of the French commercial code, our role of certifying the financial statements is not to guarantee the viability or the quality of the management of your company.

As part of an audit performed in accordance with the professional auditing standards applicable in France, the statutory auditor uses professional judgement throughout this audit.

In addition:

- the statutory auditor identifies and assesses the risks that the combined financial statements contain material misstatements, whether due to fraud or error, and defines and implements audit procedures for such risks and collects evidence considered sufficient and appropriate to serve as the basis of its opinion. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error, as fraud may involve conspiracy, forgery, deliberate omission, misrepresentation, or non-observance of internal controls;
- the statutory auditor obtains an understanding of the internal controls of relevance to the audit in order to design audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the internal controls;
- the statutory auditor assesses the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information concerning them provided in the combined financial statements;
- the statutory auditor assesses whether the accounting convention of going concern applied by the management is appropriate, according to the collective information, whether there is any material uncertainty related to events or circumstances likely to call into question the company's ability to continue its operation. This assessment is based on the evidence collected up to the date of its report. However, subsequent circumstances or events could jeopardise the continuity of operations. If the statutory auditor concludes that there is significant uncertainty, it draws the attention of readers of its report to the information provided in the combined financial statements about this uncertainty or, if this information is not provided or is not relevant, it formulates a qualified certification or a refusal to certify;
- the statutory auditor assesses the overall presentation of the combined financial statements and whether they reflect the underlying transactions and events so as to give a true and fair view;
- concerning the financial information of the persons or entities included in the scope of consolidation, it collects information that it deems sufficient and appropriate to express an opinion on the combined financial statements. It is responsible for the management, supervision, and execution of the audit of the combined financial statements as well as the opinion expressed on these financial statements.

### Audit and Risk Management Committee

We submit to the Audit and Risk Management Committee a report outlining the scope of the audit work and the work programme implemented, as well as the conclusions of our work. Where appropriate, we also inform it of significant weaknesses of internal control that we identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

Among the items disclosed in the report to the Audit and Risk Management Committee are the risks of material misstatement that we considered to be the most significant for the audit of the combined financial statements for the year and that therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit and Risk Management Committee with the declaration provided for in Article 6 of Regulation (EU) no. 537-2014 confirming our independence, within the meaning of the rules applicable in France as laid down in particular by Articles L.822-10 to L.822-14 of the French commercial code and in the code of ethics of the profession of statutory auditor. If required, we will discuss any risks to our independence and the protective measures implemented with the Audit Committee.

Neuilly-sur-Seine and Courbevoie, 28 mars 2023

The Statutory Auditors

#### PricewaterhouseCoopers Audit

Marine Bardon Sébastien Arnault

#### MAZARS

Maxime Simoen Jean-Claude Pauly

## 7.3 ANNUAL FINANCIAL STATEMENTS AND NOTES

### 7.3.1 BALANCE SHEET

#### Assets

		31/12/2022	31/12/2021
<b>Intangible assets</b>	<b>Note 4</b>	<b>38,925</b>	<b>28,718</b>
<b>Investments:</b>		<b>12,781,513</b>	<b>12,913,770</b>
Land and buildings	Note 5.1	351,661	439,483
Investments in related companies and companies with equity-linked interest	Note 5.2	10,090,661	10,089,622
Other investments	Note 5.3	2,339,191	2,384,666
Receivables for cash deposits with ceding companies			
<b>Share of outward reinsurers and retrocessionaires in underwriting reserves:</b>	<b>Note 6</b>	<b>1,970,116</b>	<b>1,391,739</b>
Reserves for unearned premiums		6,044	6,362
Reserves for claims (Non-Life)		1,739,110	1,154,585
Reserves for profit sharing and rebates (Non-Life)			
Equalisation reserves		7,636	6,917
Other underwriting reserves (Non-Life)		217,326	223,876
<b>Receivables:</b>	<b>Note 7</b>	<b>788,282</b>	<b>839,356</b>
Receivables relating to direct insurance operations		(1,036)	(621)
➤ Premiums to be written and to be cancelled		(8,855)	(7,488)
➤ Other receivables relating to direct insurance transactions		7,819	6,865
Receivables relating to reinsurance transactions		416,988	514,604
Other receivables		372,331	325,373
<b>Other assets:</b>		<b>28,954</b>	<b>22,850</b>
Tangible operating assets		692	713
Cash and equivalents		28,262	22,137
<b>Accruals – Assets</b>	<b>Note 8</b>	<b>89,423</b>	<b>107,779</b>
<b>Unrealised foreign exchange adjustments</b>			
<b>TOTAL ASSETS</b>		<b>15,697,213</b>	<b>15,304,213</b>

## Liabilities

(in thousands of euros)		31/12/2022	31/12/2021
<b>Shareholders' equity:</b>	<b>Note 9</b>	<b>4,003,472</b>	<b>3,907,850</b>
Initial capital		3,617,879	3,617,879
Share capital			
Additional paid-in capital			
Other reserves			
Balance brought forward		275,969	200,868
Net income for fiscal year		109,624	89,103
<b>Subordinated liabilities</b>	<b>Note 10</b>	<b>3,006,429</b>	<b>3,232,345</b>
<b>Gross underwriting reserves:</b>	<b>Note 11</b>	<b>7,693,613</b>	<b>7,019,936</b>
Reserves for unearned premiums		437,620	395,052
Reserves for claims (Non-Life)		5,974,112	5,256,780
Reserves for profit sharing and rebates (Non-Life)		196	513
Equalisation reserves		149,702	174,179
Other underwriting reserves (Non-Life)		1,131,984	1,193,412
<b>Reserves (other than underwriting)</b>	<b>Note 12</b>	<b>52,064</b>	<b>50,667</b>
<b>Debt for cash deposits received from transferees and retrocessionaires representing underwriting commitments</b>		<b>177,684</b>	<b>163,789</b>
<b>Other liabilities:</b>	<b>Note 13</b>	<b>740,545</b>	<b>910,343</b>
Debts arising from direct insurance operations		3,157	3,050
Debts relating to reinsurance transactions		336,946	367,957
Bonds (including convertible bonds)		0	137,137
Debt to credit institutions		0	0
Other liabilities		400,441	402,198
<b>Accruals – Liabilities</b>	<b>Note 14</b>	<b>23,407</b>	<b>19,282</b>
<b>Unrealised foreign exchange adjustments</b>			
<b>TOTAL LIABILITIES</b>		<b>15,697,213</b>	<b>15,304,213</b>

### 7.3.2 OPERATING INCOME STATEMENT

(in thousands of euros)	Gross transactions	Outward reinsurance and retrocessions	2022 net transactions	2021 net transactions
<b>Earned premiums</b>	<b>3,062,712</b>	<b>717,038</b>	<b>2,345,674</b>	<b>2,277,008</b>
Contributions	3,105,275	716,721	2,388,554	2,287,163
Change in unearned premiums	(42,563)	317	(42,880)	(10,155)
<b>Income from allocated investments</b>	<b>83,492</b>	<b>0</b>	<b>83,492</b>	<b>41,785</b>
<b>Other underwriting income</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>
<b>Claims charges</b>	<b>(2,704,942)</b>	<b>(908,754)</b>	<b>(1,796,189)</b>	<b>(1,564,585)</b>
Benefits and expenses paid	(1,987,105)	(324,772)	(1,662,332)	(1,429,312)
Charges from reserves for claims	(717,838)	(583,981)	(133,856)	(135,273)
<b>Charges from other underwriting reserves</b>	<b>61,745</b>	<b>6,550</b>	<b>55,195</b>	<b>(18,569)</b>
<b>Profit sharing</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>25</b>
<b>Acquisition and administrative costs</b>	<b>(613,914)</b>	<b>(68,039)</b>	<b>(545,874)</b>	<b>(524,230)</b>
Acquisition costs	(361,512)	0	(361,512)	(343,629)
Administrative costs	(252,402)	0	(252,402)	(240,722)
Commissions received from reinsurers	0	(68,039)	68,039	60,121
<b>Other underwriting expenses</b>	<b>(169,357)</b>	<b>0</b>	<b>(169,357)</b>	<b>(165,197)</b>
<b>Change in the equalisation reserve</b>	<b>24,477</b>	<b>(719)</b>	<b>25,196</b>	<b>(12,924)</b>
<b>UNDERWRITING INCOME FROM NON-LIFE INSURANCE</b>	<b>(255,786)</b>	<b>(253,924)</b>	<b>(1,863)</b>	<b>33,313</b>

### 7.3.3 NON-OPERATING INCOME STATEMENT

(in thousands of euros)		2022 net transactions	2021 net transactions
<b>Underwriting income from Non-Life insurance</b>		<b>(1,863)</b>	<b>33,313</b>
<b>Investment income</b>	<b>Note 18</b>	<b>598,979</b>	<b>306,022</b>
Investment income		300,161	278,661
Other investment income		290,144	21,172
Profits on the sale of investments		8,674	6,188
<b>Investment expenses</b>	<b>Note 18</b>	<b>(455,910)</b>	<b>(234,336)</b>
Internal and external investment management costs		(165,766)	(166,764)
Other investment expenses		(6,541)	(51,847)
Losses on the sale of investments		(283,602)	(15,725)
<b>Transferred investment proceeds</b>		<b>(83,492)</b>	<b>(41,785)</b>
<b>Other non-underwriting income and expenses</b>	<b>Note 19</b>	<b>(19,245)</b>	<b>(17,293)</b>
Other non-underwriting income		148	328
Other non-underwriting expenses		(19,393)	(17,622)
<b>Extraordinary earnings</b>	<b>Note 20</b>	<b>(45,633)</b>	<b>(20,598)</b>
Extraordinary income		31,305	25,049
Extraordinary expenses		(76,937)	(45,646)
<b>Employee profit sharing</b>		<b>0</b>	<b>0</b>
<b>Income tax</b>	<b>Note 21</b>	<b>116,786</b>	<b>63,781</b>
<b>NET INCOME FOR FISCAL YEAR</b>		<b>109,624</b>	<b>89,103</b>

### 7.3.4 COMMITMENTS RECEIVED AND GIVEN

(in thousands of euros)	31/12/2022	31/12/2021
<b>1. Commitments received</b>	<b>4,510</b>	<b>1,931</b>
from related companies	1,931	1,931
from equity-linked companies		
from other companies	2,578	
<b>2. Commitments given:</b>		
<b>2a. Securities, deposits and guarantees given</b>	<b>168,509</b>	<b>277,025</b>
to related companies	386	772
to equity-linked companies	1,725	1,725
to other companies	166,398	274,528
<b>2b. Stock and assets acquired through sale commitment</b>		
to related companies		
to equity-linked companies		
to other companies		
<b>2c. Other commitments for securities, assets, or revenues</b>	<b>187,122</b>	<b>259,085</b>
to related companies	146,796	201,075
to equity-linked companies		
to other companies	40,326	58,010
<b>2d. Drawing rights given to a guarantee fund</b>		
to related companies		
to equity-linked companies		
to other companies		
<b>2e. Other commitments given</b>	<b>93,414</b>	<b>46,668</b>
to related companies	31,114	29,533
to equity-linked companies	13,148	14,579
to other companies	49,152	2,556
<b>3. Mutual commitments</b>		
<b>3a. Securities received as pledges for outward reinsurers and retrocessionnaires</b>	<b>697,614</b>	<b>591,438</b>
from related companies	18,599	18,212
from equity-linked companies		
from other companies	679,015	573,226
<b>3b. Securities received from companies that have traded in substitution</b>		-
<b>3c. Other mutual commitments</b>	<b>414,053</b>	<b>453,689</b>
from related companies	348,920	242,345
from equity-linked companies	65,133	143,586
from other companies		67,758
<b>4. Other securities held on behalf of third parties</b>		

(in thousands of euros)

	31/12/2022	31/12/2021
<b>5. Outstanding financial futures</b>		
<b>5a. Breakdown of outstanding financial futures by strategy category:</b>		<b>109,162</b>
Investment or disinvestment strategies		109,162
Yield strategies		109,162
Other transactions		
<b>5b. Breakdown of outstanding financial futures by market category:</b>		<b>109,162</b>
Transactions on an OTC market		109,162
Transactions on regulated or equivalent markets		
<b>5c. Breakdown of outstanding financial futures by type of market risk and instruments, in particular:</b>		<b>109,162</b>
Interest rate risk		
Foreign exchange risk		109,162
Equity risk		
<b>5d. Breakdown of outstanding financial futures by instrument type, in particular:</b>		<b>109,162</b>
Swaps		109,162
Interest rate guarantee agreements		
Futures		
Options		
<b>5e. Breakdown of outstanding financial futures by residual duration of strategies according to the ranges:</b>		<b>109,162</b>
0 to 1 year		
1 to 5 year		109,162
5+ years		
<b>TOTAL COMMITMENTS RECEIVED</b>	<b>702,124</b>	<b>702,531</b>
<b>TOTAL COMMITMENTS GIVEN</b>	<b>863,099</b>	<b>1,145,629</b>

### 7.3.5 RESULTS OF THE PAST FIVE FISCAL YEARS

(in euros)	Fiscal year 2018	Fiscal year 2019	Fiscal year 2020	Fiscal year 2021	Fiscal year 2022
<b>I. Ending financial position</b>					
a) Share capital or initial capital	3,617,878,996	3,617,878,997	3,617,878,997	3,617,878,997	3,617,878,997
b) Share capital: Number of shares	411,824,587	411,824,587	411,824,587	411,824,587	411,824,587
c) Number of bonds convertible into shares					
<b>II. Transactions and results for the fiscal year</b>					
a) Premiums for the fiscal year	2,743,675,632	2,849,716,609	2,767,029,037	2,889,264,352	3,062,712,365
b) Income before tax, amortisation and reserves	8,109,823	472,376,564	149,914,777	20,625,536	(306,302,092)
c) Corporate income tax	(97,411,229)	7,644,771	(115,383,714)	(63,780,923)	(116,786,203)
d) Employee profit-sharing due for the year					
e) Income after tax, profit sharing profit sharing, amortisation and reserves	165,302,131	325,701,859	144,912,957	89,103,315	109,624,102
f) Distributed income					
<b>III. Personnel</b>					
a) Number of employees	1,233	1,277	1,288	1,295	1,307
b) Amount of payroll costs	102,887,430	111,613,842	110,878,542	106,670,357	114,013,103
c) Amounts paid in employee benefits	56,523,105	58,717,870	65,783,131	63,388,241	62,143,457

The amount of the payroll and sums paid for employee benefits corresponds to the gross expense in the accounts of the *de facto* grouping before billing back to each of its members.

### 7.3.6 NOTES TO THE ANNUAL FINANCIAL STATEMENTS

## SUMMARY

<b>1</b>	<b>Significant events of the year</b>	<b>310</b>
<b>2</b>	<b>Post-balance sheet events</b>	<b>311</b>
<b>3</b>	<b>Accounting principles, rules and methods</b>	<b>311</b>
<b>4</b>	<b>Notes on the annual financial statements</b>	<b>319</b>
<b>Note 4</b>	Intangible assets	319
<b>Note 5</b>	Investments	319
<b>Note 6</b>	Share of outward reinsurance and retrocessionaires in underwriting reserves	325
<b>Note 7</b>	Receivables	325
<b>Note 8</b>	Accruals – Assets	326
<b>Note 9</b>	Changes in shareholders' equity	326
<b>Note 10</b>	Subordinated liabilities	327
<b>Note 11</b>	Underwriting reserves of non-life insurance	328
<b>Note 12</b>	Reserves (other than underwriting)	330
<b>Note 13</b>	Liabilities	331
<b>Note 14</b>	Accruals – Liabilities	331
<b>Note 15</b>	Assets and liabilities concerning related companies and equity-linked companies	332
<b>Note 16</b>	Commitments received and given	334
<b>Note 17</b>	Operating income statement by source	335
<b>Note 18</b>	Investment income and expenses	336
<b>Note 19</b>	Other non-underwriting income and expenses	336
<b>Note 20</b>	Extraordinary income and expenses	336
<b>Note 21</b>	Income tax	337
<b>Note 22</b>	Breakdown of employee expenses	337
<b>Note 23</b>	Workforce	338
<b>Note 24</b>	Directors' compensation	338
<b>Note 25</b>	Subsidiaries and equity interests	338
<b>Note 26</b>	Information concerning subsidiaries and equity interests	339
<b>Note 27</b>	Consolidation	339

## 1 Significant events of the year

### 1.1 Financial strength

#### (a) Financial rating

On 10 June 2022, Fitch Ratings raised Groupama's rating to "A+" with a "Stable" outlook. This rating upgrade reflects Fitch's view that Groupama has consolidated its very strong capitalisation in 2021, while maintaining moderate leverage, strong financial performance and a stable risky asset profile. The rating also reflects the Group's very solid commercial profile in France.

#### (b) Redemption of perpetual subordinated bonds

On 10 October 2022, Groupama announced the redemption of €228.9 million of its perpetual subordinated bonds issued in 2014 for €1.1 billion. This operation contributed to the proactive management of Groupama's capital structure.

### 1.2 Business

#### (a) Inclement weather

The exceptionally high level of weather-related claims that marked 2022 resulted primarily from the successive violent hailstorms in many French regions between 20 May and the end of June and from the tornadoes in northern France in October. The cost of these natural disasters (excluding drought) for insurers is estimated at €7.5 billion in France (source: AGEFI). To deal with this crisis, Groupama mobilised experts in the field to support its affected policyholders.

#### (b) Impacts of macroeconomic conditions (inflation, interest rate environment) in measuring underwriting reserves

Outstanding claims reserves reflect the best estimate of liabilities to policyholders. In particular, 2022 resulted in a significant change in macroeconomic conditions that determine the parameters for calculating this estimate (changes in the revaluation indices of certain types of claims, observed increase and highly probable upward trend in the costs of settling claims incurred as of 31 December 2022, taking into account the change in the interest rate environment). These various items can have significant effects depending on the Group's segments and components, but ultimately resulted in a slightly negative impact on Groupama Assurances Mutuelles.

#### (c) Property

On 19 September 2002, Groupama announced the sale of its building at 150 avenue des Champs-Elysées to the Cheval Paris investment fund. This sale made it possible to immediately externalise the value creation that was possible to achieve at the end of the restructuring project undertaken in 2009 and planned until 2027.

#### (d) Responsible investments

At the end of June 2022, the Groupama group published its ESG Climate Report "Responsible Investment" online, which meets legal obligations in terms of non-financial reporting, particularly the first year of implementation of the new Article 29 of the Climate law in France. In this report, the Group highlights the various dimensions of its action to fight climate change and protect biodiversity and announces its new commitments:

- €1.2 billion in additional sustainable investments between 2022 and 2024;
- 50% reduction in the carbon intensity of equity and bond portfolios between 2021 and 2030, in line with the Paris Agreements;
- strengthening of the Group's policy on non-conventional energies in 2022, with the end of all new direct investments in companies contributing to the development of new non-conventional oil and gas projects, while continuing to support and finance companies wishing to contribute to the energy transition (subsidiary or project dedicated to financing the energy transition, green bonds, etc.).

In accordance with the Green Bond Framework, on 8 July 2022, Groupama Assurances Mutuelles published its first annual report on the use of the amount of its green subordinated bond issued in 2021 and the principal environmental impacts of the underlying projects. All of the €500 million issued was allocated to green projects, according to the following breakdown:

- green property: 60.8%;
- infrastructure: 37.6%;
- forests: 1.6%.

The Group stepped up its responsible investment policy and its commitments to the energy transition by joining the Net-Zero Asset Owner Alliance this year, backed by the United Nations, and by joining the United Nations Principles for Responsible Investments as an investor.

## 2 Post-balance sheet events

Groupama Assurances Mutuelles has no significant post-closing events.

## 3 Accounting principles, rules and methods

Groupama Assurances Mutuelles's corporate financial statements are prepared and presented in accordance with the general accounting principles provided for in Articles L. 123-12 to L. 123-22 of the French Commercial Code and the provisions of the French Insurance Code and the regulations of the ANC (French accounting standards authority) no. 2015-11 of 26 November 2015 *et seq.* relating to the annual financial statements of insurance undertakings.

### 3.1 Underwriting operations

Groupama Assurances Mutuelles is engaged mainly in the following reinsurance operations:

- the reinsurance of each of the regional mutuals under the reinsurance agreement entered into with each of them;
- the reinsurance of other entities of the Group in France and internationally.

Groupama Assurances Mutuelles also carries out non-life insurance operations in co-insurance and co-reinsurance groupings.

Since the Antilles Guyane regional mutual is not licensed to conduct insurance operations, Groupama Assurances Mutuelles directly replaces this mutual to cover these operations. Under this principle, the corresponding figures reported in the financial statements contain the information reported as "direct business" after deducting "custody of the regional mutual".

#### 3.1.1 Contributions

Premiums for the year relate to direct business and mainly to inward insurance. They include:

- contributions for the fiscal year, net of cancellations;
- variation in premiums still to be written;
- variation in premiums to be cancelled.

These premiums are corrected for variation in unearned premiums and constitute the amount of earned premiums.

#### 3.1.2 Reserve for unearned premiums

The reserve for unearned premiums for all policies in force at the fiscal year-end shows the share of premiums written and premiums yet to be written relating to the risk coverage in effect for the year or years following the reporting year. It is calculated pro rata temporis.

#### 3.1.3 Costs relating to the insurance business

Costs relating to the insurance business are recorded according to their nature. They are classified for the presentation of the financial statements according to the purposes of the claims management costs, acquisition costs, administration cost, investment costs, and other technical costs.

Acquisition and administration costs mainly include:

- commissions paid by Groupama Assurances Mutuelles to the regional mutuals. These are determined pursuant to the provisions stipulated in the reinsurance agreement with the regional mutuals and are calculated based on the earned premiums that Groupama Assurances Mutuelles accepts from the regional mutuals;
- commissions assessed on direct business and other inward reinsurance business.

#### 3.1.4 Deferred acquisition costs

A portion of the general expenses of Groupama Assurances Mutuelles allocated for the acquisition of contracts and commissions on direct and accepted business is posted to assets in the balance sheet. This is the share of acquisition expenses pertaining to unearned premiums.

#### 3.1.5 Claims

The claims expense for the period consists primarily of:

- services and expenses paid for in connection with direct business or that accepted under reinsurance treaties which equate the claims paid net of remedies to be received for the year plus periodic annuity payments. They also include claims-related expenses. These claims also include periodic payments of annuities managed directly by Groupama Assurances Mutuelles, as well as management costs from the distribution of general expenses;
- the reserves for claims in direct business and inward reinsurance business represent the estimate, net of projected claims receivable, of the cost of all unpaid claims at the end of the year, both declared and undeclared. These

reserves also include charges for management fees determined on the basis of actual expense rates observed by Groupama Assurances Mutuelles.

The estimated value of reserves for claims is based on an actuarial approach, defined in accordance with a group methodology. By means of valuations of final costs based on payment triangles or costs (by risk segment), this method permits a determination of the sufficient amount of outstanding claims reserve (in accordance with Article R. 143-10 of ANC regulation no. 2015-11). This valuation includes the valuation of delinquent claims and expected recoveries in its approach. The amounts of these reserves are indicated in Note 11.

In construction risk, the reserve for claims yet to be made comprises direct claims and claims from the regional mutuals is two-pronged. One component is set aside for ten-year coverage for general liability and the other is for ten-year coverage for property damages. This reserve is determined in accordance with the provisions of Articles 143-14 and 143-15 of ANC regulation no. 2015-11.

The outstanding claims reserves for payments made for traffic accidents occurring on or after 1 January 2013 include an annual adjustment with an inflation rate of 2%.

The underwriting reserves for incapacity and invalidity benefits are calculated in accordance with Article 143-12 of ANC regulation no. 2015-11. The discount rate used is 75% of the average TME of the last 24 months.

### 3.1.6 Equalisation reserve

Pursuant to Article R. 343-7.6° of the French Insurance Code, an insurance company may establish so-called equalisation reserves to cover extraordinary expenses relating to operations to guarantee risks due to natural factors, nuclear risk, risks of civil liability due to pollution, space risks, as well as risks relating to attacks, terrorism and air transport. These reserves are funded voluntarily. Groupama Assurances Mutuelles computes this reserve based on the share of risks it insures or reinsures or that is obtained through its share of the results owing to its shareholding in certain professional pools. The amounts of these reserves are indicated in Note 11.

### 3.1.7 Other underwriting reserves

A reserve for unexpired risks is allocated when the estimated amount of claims (including management costs) that could be reported after the year end on policies written up before that date exceeds the reserve for unearned premiums.

The reserve for increasing risks defined in Article R. 343-7 of the French Insurance Code is the difference between the current values of the commitments taken respectively by the insurer and by the policyholders for insurance operations covering health and disability risks. This reserve concerns the reserves formed in long-term care insurance as well as those on business accepted. The amount of this reserve is indicated in Note 11.

The actuarial reserves for annuities are based on the discounted values of annuities and annuity ancillaries still owed at the inventory date. This item includes the reserves set aside against direct business and supplementary reserves on inward reinsurance business.

The actuarial reserves for annuities, as determined by the regional mutuals and accepted by Groupama Assurances Mutuelles, represent the actual value of their commitments relating to annuities plus their ancillary expenses. The tables applied to assess these reserves are computed with a financial discount and are based on demographic trends.

In life and health insurance, the actuarial reserves for temporary and permanent disability annuities are determined according to Article 143-2 of ANC regulation 2015-11. The discount rate used is 60% of the average TME of the last 24 months plus 10 basis points. Actuarial reserves for payments made for traffic accidents occurring on or after 1 January 2013 include an annual adjustment with an inflation rate of 2%. For disability annuities in progress, the reserves are determined by applying the maintenance and disability tables in Articles 600-2 and 600-4 of the annex to ANC regulation 2015-11.

Regarding actuarial reserves for non-life annuity income, the business also incorporates the population's lengthening life expectancy. Consequently, actuarial reserves for additional non-life annuity income are posted at the balance-sheet close in order to calculate the principal to be paid to victims of bodily injury. These are now based on the TH/TF 2000-2002 mortality tables.

Pursuant to Article R. 343-5 of the French Insurance Code, a reserve for liquidity risk is allocated when investments subject to Article R. 343-10, with the exception of amortisable securities that the Company is able and intends to hold until maturity, are found to be in a situation of overall net unrealised capital loss. This reserve is intended to deal with insufficient liquidity of investments, especially when there is a change in the pace at which claims are paid. The allocation to this reserve is spread over a period in accordance with the provisions of the French Insurance Code.

### 3.1.8 Inward reinsurance transactions

Inward reinsurance transactions are recognised according to the terms of the Groupama Assurances Mutuelles reinsurance agreement with its regional mutuals, reinsurance treaties entered into mainly with the Group's other entities and under the professional pools.

### 3.1.9 Outward reinsurance and retrocessions

Outward reinsurance, mainly to reinsurers outside the Group, on accepted risks or direct insurance is accounted for under the terms of the various treaties. They may be supplemented by estimates if the current accounts with those reinsurers are incomplete at the end of the fiscal year. The securities taken as collateral by the reinsurers (outward reinsurers or retrocessionaires) are recorded in the statement of commitments received and given.

Pursuant to the reinsurance agreement, Groupama Assurances Mutuelles makes retrocessions with regional mutuals on various risks accepted or direct insurance; those transactions are recorded pursuant to the reinsurance agreement signed between Groupama Assurances Mutuelles and the regional mutuals.

## 3.2 Investments

### 3.2.1 Entry costs and valuation at year-end

#### (a) Land and buildings, shares in real-estate investment companies (SCIs)

Buildings and shares in unlisted SCIs are recorded at their purchase or cost price.

In accordance with Article 213-8 of the ANC regulation 2014-03 on the French national accounting system, acquisition expenses (transfer taxes, professional fees and registration costs, etc.) are incorporated into the acquisition cost of the shell component of the asset to which they refer.

Pursuant to Article 214-9 of ANC regulation 2014-03 on the French national accounting system, real properties are recorded by component.

The four components considered by Groupama Assurances Mutuelles are the following:

- bare structure or shell;
- wind- and water-tight facilities;
- technical facilities;
- fixtures, finishings.

The lifespan and rate of amortisation of each component depend on the period of foreseeable use of the component and the nature of the real-estate property. Because the residual value of the bare structure component cannot be measured in a sufficiently reliable fashion, it is therefore not determined, and that component is amortised based on the acquisition cost.

The following table shows the depreciation times and shares by type of property:

Components	House and office before 1945		House and office after 1945		Retail		Offices or residential high-rises	
	Period	Percentage	Period	Percentage	Period	Percentage	Period	Percentage
<b>Building shell</b>	<b>120 years</b>	<b>65%</b>	<b>80 years</b>	<b>65%</b>	<b>50 years</b>	<b>50%</b>	<b>70 years</b>	<b>40%</b>
Frame, beams, columns, floors, walls								
<b>Wind- and water-tight facilities</b>	<b>35 years</b>	<b>10%</b>	<b>30 years</b>	<b>10%</b>	<b>30 years</b>	<b>10%</b>	<b>30 years</b>	<b>20%</b>
Roof-terrace								
Facades								
Covering								
External woodwork								
<b>Technical facilities</b>	<b>25 years</b>	<b>15%</b>	<b>25 years</b>	<b>15%</b>	<b>20 years</b>	<b>25%</b>	<b>25 years</b>	<b>25%</b>
Lifts								
Heating/Air conditioning								
Networks (electrical, plumbing, etc.)								
<b>Fixtures, finishings</b>	<b>15 years</b>	<b>10%</b>	<b>15 years</b>	<b>10%</b>	<b>15 years</b>	<b>15%</b>	<b>15 years</b>	<b>15%</b>
Int. improvements								

The realisable value of units in unlisted property companies is equal to the Groupama Assurances Mutuelles share in the revalued net assets of that company.

The valuation is determined based on the following:

- the shareholders' equity of the property or real estate company as of 31 December;
- the capital gain or loss on fixed assets. Fixed assets are valued on the basis of five-year appraisals reviewed annually and carried out by independent appraisers.

At each closing, the valuation portion of the share (or units) is compared with the NBV of that share (or unit). A reserve for impairment is recorded where appropriate.

#### (b) Fixed-income securities

Bonds and other fixed-income securities under Articles R. 343-9 and R. 343-10 of the French Insurance Code are recorded at their purchase price, net of accrued interest at the time of purchase. The difference between the purchase price and the redemption value is reported on the income statement over the remaining term until the repayment date, using actuarial methods in most cases.

An amortisation of the premium or discount is recorded up to the time of transfer in the year the fixed income marketable securities are sold.

Accrued interest is recognised in the balance sheet under asset accruals.

Inflation-linked change in the redemption value of bonds that are indexed on the general price levels is posted to income.

The redemption value recorded at the close is the most recent quoted price at the inventory date. For unlisted securities, it is the market value resulting from the price that would be obtained under normal market conditions and depending on their utility to the Company.

#### (c) Equities and other variable-income securities (including equity securities)

Shares and other variable-income securities under Article R. 343-10 of the French Insurance Code are recorded at their purchase price excluding accrued interest.

In accordance with the provisions of ANC regulation 2014-03 relating to the general accounting code (Art 221-1/213-8), Groupama Assurances Mutuelles chose the accounting option allowing it to incorporate acquisition costs into the cost price of equity interests and to recognise, in its accounting, accelerated amortisation over five years.

The realisable value retained at statement closing corresponds:

- for listed securities, as a general rule, the last price listed on the day of the inventory;
- for unlisted securities, to the market value corresponding to the price that would be obtained under normal market conditions based on their usefulness for the Company;
- for shares of variable-capital investment companies and shares of mutual funds, the last purchase price published on the day of the inventory.

#### (d) Loans

Loans granted to companies belonging to the Group and to other entities are valued according to their contracts.

### 3.2.2 Reserves

#### (a) Amortisable securities under Article R. 343-9 of the French Insurance Code

Any unrealised capital losses resulting from comparing the book value, including the differences between the redemption prices (premium, discount), with the redemption value, do not necessarily carry a reserve for diminution in value. Nevertheless, a reserve for impairment is allocated when there is reason to believe that the debtor will not be able to honour his commitments, either to pay interest or to repay the principal.

#### (b) Real estate investments, variable-income or fixed-income securities falling under Article R. 343-10 of the French Insurance Code, loans

##### Real-estate investments

When the net carrying amount of buildings, equity shares, or shares in unlisted property or real estate companies exceeds the realisable value of these investments, a reserve for long-term impairment may be allocated. This impairment is applied on investment properties after a materiality threshold has been taken into account. It is also applied to operating properties provided that their value in use is more than 15% less than the net book value.

##### Listed securities (except equity interests)

For those investments covered by Article R. 343-10 of the French Insurance Code, a line-by-line reserve for impairment may only be allocated when there is reason to deem that the impairment is long-term.

In accordance with Article 123-7 of ANC regulation 2015-11, long-term impairments of amortisable securities covered by Article R. 343-10 of the French Insurance Code that the Company can and intends to hold until maturity are analysed in terms of credit risk only. A reserve for long-term impairment is established in the event of a proven credit risk, when there is reason to believe that the counterparty will not be able to honour his commitments, either to pay interest or to repay the principal.

For amortisable securities covered by Article R. 343-10 of the French Insurance Code that the Company does not have the intention or ability to hold until maturity, long-term impairments are established by analysing all of the risks identified on this investment based on the considered holding horizon.

The long-term impairment of an investment line can be presumed in the following cases:

- there was a long-term reserve on this investment line in the previous published statement;

- the listed investment has consistently shown a significant unrecognised loss from its book value over a period of six consecutive months prior to closing;

- there are objective indicators of long-term impairment.

The recoverable amount is determined based on a multi-criteria approach that depends on the nature of the assets and the holding strategy.

In the event of long-term impairment of a security covered by Article R. 343-10 of the French Insurance Code, the amount of the impairment is the difference between historical cost price and recoverable amount.

##### Equity securities

The valuation of equity shares is based on multi-criteria methods selected based on each specific situation (type of assets, holding period, etc.).

The net book value of the equity securities of Groupama Holding Filiales et Participations (GHFP) amounted to €7,228 million as at 31 December 2022. The valuation method applied to these securities is based on the intrinsic valuation of the securities of subsidiaries and participations that make up GHFP's assets.

Each entity that undergoes a valuation provides its underwriting income forecasts calculated based on an estimated increase in premium income and a change in combined ratio for the plan period. These assumptions are adapted on the basis of the objectives of each entity, past experience, and external constraints imposed by the local market (competition, regulation, market shares, etc.). Forecasts of financial income and discounted free cash flow are determined on the basis of financial assumptions (notably discount rate and rate of return).

As a general rule, the applied available future cash flows correspond:

- during an explicit period corresponding to the first years, the cash flow column is based in particular on the first three years of the Group's operational strategy planning. This is subject to a discussion process between local management and the Group;
- beyond the explicit horizon, the cash flow column is completed by a terminal value. This terminal value is based on long-term growth assumptions applied to an updated projection of normative cash flows;
- the solvency margin integrated into the business plans is valued according to the prudential rules established by the Solvency 2 directive for subsidiaries in a country subject to this regulation. For the other entities, the solvency margin is assessed according to the applicable local regulations.

A reserve for impairment is established when the value in use at the inventory date obtained through the valuation methods described above is less than the entry cost of those securities.

##### Loans

When the estimate of the recoverable value of a loan at inventory is less than its gross value increased, if applicable, by the accrued interest not yet due at the close, a reserve for amortisation will be created in the amount of the difference.

### 3.2.3 Investment income and expenses

Financial income includes the revenue from investments received during the fiscal year (rent, dividends, coupon payments, interest on loans and current accounts).

Other investment income includes the pro-rata share in the discount on the bond redemption differences and reversals of reserves for loss in value of investments.

Other investment expenses include the percentage of appreciation on the differences in redemption of bonds, and the depreciation allowance and reserves for investments, and the percentage of general expenses corresponding to investment-management activities.

The capital gains or losses on marketable securities are determined by applying the first-in first-out method (FIFO), and they are recorded in the income statement.

For these same securities, a reversal is made during the year they are sold for the cumulative amortisation & impairment of the premium or discount recorded up to the date of sale.

In non-life insurance, investment income and expenses are recorded on the non-operating income statement.

A portion of financial income reverting to underwriting reserves is transferred to the non-life underwriting income statement on a basis prorated to the underwriting reserves and shareholders' equity.

### 3.2.4 Forward sale financial instruments

Groupama Assurances Mutuelles no longer holds any forward financial instruments as of 31 December 2022.

## 3.3 Other transactions

### 3.3.1 Intangible assets

Intangible assets consist primarily of:

- IT development expenses amortised over a period of 3 to 5 years by the straight-line method;
- acquired software amortised over a period of 1 to 4 years by the straight-line method;
- developed software amortised over a period of 3 or 4 years by the straight-line method.

The software carries a reserve, if necessary, to recognise an additional impairment deemed to be irreversible at the year end.

### 3.3.2 Management fees and commissions

Management fees incurred by Groupama Assurances Mutuelles are recorded according to their nature within the *de facto* Groupama Assurances Mutuelles group; expenses pertaining to other members of the *de facto* group are billed back to them. They are then classified for the presentation of the financial statements according to their purpose, by applying allocation keys. These keys are determined analytically and reviewed annually according to the Groupama Assurances Mutuelles internal structure and organisation.

The management costs are classified under one of the following five categories:

- claims settlement costs, which specifically include claims services expenses and claims dispute expenses;
- acquisition expenses, which factor in a part of the commissions of the regional mutuals, commissions paid for direct business and other inward reinsurance, advertising, and marketing expenses;
- administrative costs, which include a portion of the commissions of the regional mutuals and management expenses for direct business and inward reinsurance;
- investment expenses, which specifically include investment management services, including fees, commissions, and brokerage commissions paid;
- other operating expenses, which include expenses that cannot be assigned directly or by applying a cost to one of the other categories.

Expenses arising from activities with no operating connection with the insurance business are reported as other non-operating expenses.

### 3.3.3 Foreign currency transactions

In accordance with Article 243-1 of ANC regulation 2015-11, operational foreign currency position accounts, converted at the inventory price and the equivalent in euros, are offset against foreign exchange income.

For structural transactions, the foreign exchange difference is posted to the balance sheet in unrealised foreign exchange adjustment accounts.

### 3.3.4 Receivables

Receivables are recorded at their face redemption value (historical cost).

They include, in particular:

- for direct insurance operations (these concern non-life insurance operations in co-insurance and co-reinsurance groupings and the operations of the regional mutual of Antilles Guyane not having administrative authorisation to carry out insurance operations):
  - premiums yet to be written for policyholders,
  - premiums yet to be cancelled for policyholders,
  - premiums yet to be collected from policyholders,
  - loans or advances from co-insurers;
- for inward reinsurance operations:
  - the Groupama Assurances Mutuelles share in the premiums yet to be written, and in the premiums to be cancelled by the ceding entities (notably the regional mutuals), net of reinsurance,
  - loans or advances with the ceding entities,
  - receivables due relating to transactions accepted from the ceding entities;
- for disposal transactions:
  - loans or advances to outward reinsurers,
  - income owed relating to transactions ceded to outward reinsurers;
- for the other receivables:
  - tax consolidation loans or advances to daughter companies,
  - receivables from government bodies and social security agencies,
  - loans or advances to various other entities,
  - other income due.

In the event of a probable loss, an impairment is recognised for the estimated amount that cannot be recovered.

### 3.3.5 Tangible operating assets

The tangible operating assets item consists primarily of:

- improvements to the premises;
- transportation equipment;
- office equipment;
- furniture;
- computer equipment;
- other tangible assets.

The assets are depreciation on a straight-line or degressive basis based on their estimated useful life which varies from 2 to 10 years depending on the type of asset.

### 3.3.6 Accruals – Assets

The accruals accounts on the asset side are mainly composed of:

- accrued interest and income;
- differences in the redemption prices of bonds;
- acquisition costs carried over to future fiscal years;
- reinsurance accrual accounts.

### 3.3.7 Reserves (other than underwriting)

Reserves (other than underwriting) are set up in accordance with the provisions of ANC regulation 2014-03 on the French national accounting system and concern risks and charges that are clearly specified when they are applicable but whose due date or amount cannot be fixed precisely.

This item also includes regulated provisions consisting mainly of accelerated amortisation on acquisition costs of equity securities.

Reserves for retirement commitments and similar obligations are measured and recognised in accordance with ANC recommendation 2013-02, the applied method being the method based on revised IAS 19 published in June 2011 with the immediate recognition of actuarial gains and losses in the income statement.

### 3.3.8 Corporate income tax

Groupama Assurances Mutuelles is the parent company of a tax consolidation group comprising 65 tax-consolidated entities. As such and in accordance with the provisions of Article 223 B of the French general tax code, Groupama Assurances Mutuelles is solely liable for the tax due by the consolidated group.

In addition, each member of the tax consolidation group (including Groupama Assurances Mutuelles as a member of the Group) determines its taxable income as if it were not part of the consolidated group, *i.e.*, it determines its taxable income after deducting its own pre-consolidation losses (equivalent to statement no. 2058-A-Bis-SD). On this basis, each member entity calculates an amount of corporate tax at the rate applicable to the head company of the tax consolidation group, *i.e.*, calculated at the normal rate and increased by additional contributions (rate of 25.82%), whatever the actual amount of tax owed by the Group. This amount of corporate tax is paid to Groupama Assurances Mutuelles via tax consolidation current accounts.

The tax savings realised by the Group relating to losses are reported at the Groupama Assurances Mutuelles parent company level. They are treated as an immediate gain for the year and not as a simple cash saving.

The savings achieved by the consolidated group, not related to losses, are also retained by the parent company, with the exception of the tax savings achieved on the neutralisation of intra-group dividends between Groupama Assurances Mutuelles and the regional mutuals.

These two items are recorded in the financial statements pursuant to the provisions of notice 2005-G dated 12 October 2005 of the Emergency Committee of the Conseil National de la Comptabilité.

### 3.3.9 Debts

Payables mainly consist of:

- for direct insurance operations (these concern non-life insurance operations in co-insurance and co-reinsurance groupings and the operations of the regional mutual of Antilles Guyane not having administrative authorisation to carry out insurance operations):
  - policyholders' credit accounts,
  - commissions on premiums earned but not written,
  - advances or loans from co-insurers;
- for inward reinsurance operations:
  - advances or loans with the ceding offices,
  - accrued expenses related to inward transactions from these ceding entities;

➤ for disposal transactions:

- advances or loans with outward reinsurers,
- accrued expenses related to inward transactions from these outward reinsurers;

➤ for the other payables:

- advances or loans of a financial and operational nature with various other entities,
- bank overdrafts,
- taxes and social security owed.

### 3.3.10 Accruals – Liabilities

Accrual accounts on the liabilities side correspond mainly to the amortisation of differences on bond redemption prices.

## 3.4 Change in accounting method

No change in accounting method was noted during this fiscal year.

## 4 Notes on the annual financial statements

### Note 4 Intangible assets

#### Statement of movements during the year

(in thousands of euros)	Amount as at 31/12/2021	Transfers entries exits	Entries allocations to amortisation	Exits write-backs of reserves	Amount as at 31/12/2022
Gross values <sup>(1)</sup>	149,317		15,648	43	164,922
Amortisation	120,600		5,409	11	125,998
<b>TOTAL NET AMOUNTS</b>	<b>28,718</b>		<b>10,239</b>	<b>33</b>	<b>38,924</b>

(1) Composed primarily of IT development costs.

### Note 5 Investments

#### 5.1 Land and buildings

#### Statement of movements during the year

(in thousands of euros)	Amount as at 31/12/2021	Transfers entries exits	Entries during the year	Exits during the year	Amount as at 31/12/2022
<b>Gross values</b>					
Land and buildings	110,880		12,718		123,598
Shares in property companies	328,943		4,928	105,759	228,112
<b>Total gross amounts</b>	<b>439,823</b>		<b>17,646</b>	<b>105,759</b>	<b>351,710</b>
<b>Amortisation/Impairment</b>					
Land and buildings	49				49
Shares in property companies	291			291	
<b>Total amortisation</b>	<b>340</b>			<b>291</b>	<b>49</b>
<b>TOTAL NET AMOUNTS</b>	<b>439,483</b>		<b>17,646</b>	<b>105,468</b>	<b>351,661</b>

## 5.2 Investments in related companies and in companies with which there is an equity tie

### Summary table

(in thousands of euros)	31/12/2021	Transfers entries	Transfers exits	Entry during the year	Exit during the year	31/12/2022
<b>Gross values</b>						
<b>Equities and similar instruments</b>						
Related companies	8,035,095			61,689	350,706	7,746,078
Companies with which	1,578			40		1,618
there is an equity tie						
<b>Loans and receivables</b>						
Related companies	1,498,925			21,200		1,520,125
Companies with which						
there is an equity tie						
Cash deposits with ceding entities	855,875			15,717		840,158
<b>Total gross amounts</b>	<b>10,391,473</b>			<b>82,929</b>	<b>366,423</b>	<b>10,107,979</b>
<b>Reserves</b>						
<b>Equities and similar instruments</b>						
Related companies	301,577			314	284,896	16,995
Companies with which	275			48		323
there is an equity tie						
<b>Loans and receivables</b>						
Related companies						
Companies with which						
there is an equity tie						
Cash deposits with ceding entities						
<b>Total reserves</b>	<b>301,852</b>			<b>362</b>	<b>284,896</b>	<b>17,318</b>
<b>TOTAL NET AMOUNTS</b>	<b>10,089,621</b>			<b>82,567</b>	<b>81,527</b>	<b>10,090,661</b>

#### Equities and similar instruments

The main movements concerned the sale of Cofintex 17 shares for -€331 million, the sale of Groupama Vietnam for -€19.2 million, the capital increases of Groupama Infrastructure Investissement for €37 million and Groupama Private Equity for €17 million.

Changes for long-term impairment notably concern a write-back of the reserve for Cofintex 17 for -€276.6 million, as

well as a write-back of Groupama Vietnam's reserve for -€8.2 million.

#### Loans

The movements on loans and advances granted by Groupama Assurances Mutuelles concerned two loans to Groupama Asigurari for a total of €20 million and to Juritravail for €1.2 million.

### 5.3 Other investments

These are investments other than those mentioned in 5.1 and 5.2, specifically other shares, bonds and mutual fund units.

#### Statement of movements during the year

(in thousands of euros)	Amount as at 31/12/2021	Transfers entries	Transfers exits	Entries during the year	Exits during the year	Amount as at 31/12/2022
<b>Gross values</b>						
Fixed-income bonds and mutual funds	1,935,154	584		236,773	156,609	2,015,902
Variable-income equities and mutual funds	55,443		584	38,132	13,929	79,062
Cash mutual funds	188,184			2,154,802	2,136,659	206,327
Other	205,885			439	168,306	38,018
<b>TOTAL GROSS AMOUNTS</b>	<b>2,384,666</b>	<b>584</b>	<b>584</b>	<b>2,430,146</b>	<b>2,475,503</b>	<b>2,339,309</b>
<b>Reserves</b>						
Fixed-income bonds and mutual funds				118		118
Variable-income equities and mutual funds						
<b>Total reserves</b>				<b>118</b>		<b>118</b>
<b>TOTAL NET AMOUNTS</b>	<b>2,384,666</b>	<b>584</b>	<b>584</b>	<b>2,430,028</b>	<b>2,475,503</b>	<b>2,339,191</b>

Inclusions and removals during the year mainly corresponded to transactions involving money-market funds.

As noted in paragraph 3.2.2 of Note 3 on accounting principles, long-term impairment is assumed for listed, variable-return securities, particularly:

➤ if there was a long-term reserve for an investment item in the previous close;

➤ if the investment has consistently shown a significant unrecognised loss from its book value over a period of six consecutive months prior to closing;

➤ there are objective indicators of long-term impairment.

A significant unrealised value is assumed when the security has fallen permanently by 20% compared with its cost price over a period of six months.

## 5.4 Summary table of investments

31 December 2022 (in thousands of euros)

	Line F0501	Gross value N	Net value N	Sale Value
<b>1. Property investments</b>				
a) <b>Land and buildings</b>		<b>302,180</b>	<b>302,131</b>	<b>479,413</b>
i. Undeveloped land	R0060	0	0	0
ii. Shares of unlisted property companies	R0070	48,581	48,581	100,284
iii. Developed properties excluding operating properties	R0080	104	54	304
iv. Units and shares of unlisted property companies excluding operating properties	R0090	179,032	179,032	232,410
v. Operating properties (developed properties and shares of unlisted real estate companies)	R0100	74,464	74,464	146,416
b) Land and buildings in progress		49,530	49,530	143,526
ii. Land allocated to a building in progress	R0120	0	0	0
ii. Properties under development	R0130	26	26	26
Units and shares of unlisted property companies (properties under development)	R0140	0	0	0
iv. Fixed assets subject to property rights (loans for use)	R0150	0	0	0
v. Operating property under development	R0160	49,504	49,504	143,500
<b>TOTAL PROPERTY INVESTMENTS</b>		<b>351,710</b>	<b>351,661</b>	<b>622,939</b>
<b>2. Equities, units and other variable-return securities</b>				
a) Equities, units and other variable-return securities in non-equity-linked entities or affiliates		821,840	821,722	827,706
i. Listed equities and securities	R0210	0	0	0
ii. Mutual fund shares and units holding exclusively fixed-income securities	R0190	536,452	536,334	528,167
iii. Shares and units of other mutuals funds	R0200	284,717	284,717	298,868
iv. Unlisted shares and securities	R0220	671	671	671
b) Equities, units and other variable-return securities in affiliates		7,746,078	7,729,084	10,445,258
i. Listed equities and securities	R0240	0	0	0
ii. Unlisted shares and securities	R0250	7,746,078	7,729,084	10,445,258
c) Equities, units, and other variable-return securities in equity-linked entities		1,619	1,296	9,011
i. Listed equities and securities	R0270	0	0	0
ii. Unlisted shares and securities	R0280	1,619	1,296	9,011
<b>TOTAL EQUITIES, UNITS, AND OTHER VARIABLE-RETURN SECURITIES</b>		<b>8,569,537</b>	<b>8,552,102</b>	<b>11,281,976</b>

31 December 2022 (in thousands of euros)	Line F0501	Gross value N	Net value N	Sale Value
<b>3. Other investment securities</b>				
a) Other investment securities excluding investments in equity-linked entities or affiliates		1,517,469	1,504,445	1,270,023
i. Bonds, negotiable debt securities, and fixed-income securities		1,479,450	1,466,426	1,232,004
> Listed bonds:		1,479,450	1,466,426	1,232,004
Bonds and other securities issued or guaranteed by an OECD member State	R0330	721,354	711,604	596,455
Bonds and similar securities issued by securitisation special-purpose vehicles	R0340	0	0	0
Bonds, shares of mutual debt funds, and participating shares traded on a recognised market other than those referred to above	R0350	758,096	754,822	635,549
> Unlisted bonds		0	0	0
> Negotiable debt securities and treasury bills		0	0	0
> Other	R0440	0	0	0
ii. Loans		1,045	1,045	1,045
> Loans obtained or guaranteed by an OECD member State	R0460	0	0	0
> Mortgage loans	R0470	0	0	0
> Other loans		1,045	1,045	1,045
Secured loans	R0490	1,045	1,045	1,045
Unsecured loans	R0500	0	0	0
> Advances on policies	R0510	0	0	0
iii. Deposits with credit institutions	R0520	0	0	0
iv. Other investments		36,974	36,974	36,974
> Deposits and guarantees	R0540	36,974	36,974	36,974
> Receivables representing lent securities	R0550	0	0	0
> Security deposits related to financial futures in cash	R0560	0	0	0
> Securities provided as collateral with transfer of ownership for transactions on financial futures	R0570	0	0	0
> Other	R0580	0	0	0
v. Receivables for cash deposited with ceding companies	R0590	0	0	0
vi. Receivable for the deposit component of a reinsurance contract		0	0	0

31 December 2022 (in thousands of euros)	Line F0501	Gross value N	Net value N	Sale Value
<b>b)</b> Investments representing underwriting reserves related to unit-linked contracts		0	0	0
Real-estate investments	R0980	0	0	0
Variable-return securities other than mutual funds	R0990	0	0	0
Bonds, negotiable debt securities, and other fixed-income securities	R1000	0	0	0
Units of mutual funds holding only fixed-income securities	R1010	0	0	0
Shares in other mutual funds	R1020	0	0	0
<b>c)</b> Other investment securities in affiliates		2,360,281	2,360,281	2,360,281
<b>i.</b> Bonds, negotiable debt securities, and fixed-income securities		0	0	0
➤ Listed bonds and similar securities		0	0	0
➤ Unlisted bonds		0	0	0
➤ Negotiable debt instruments		0	0	0
➤ Other	R0720	0	0	0
<b>ii.</b> Loans	R0730	1,520,125	1,520,125	1,520,125
<b>iii.</b> Deposits with credit institutions	R0740	0	0	0
<b>iv.</b> Other investments	R0750	0	0	0
<b>v.</b> Receivables for cash deposited with ceding companies	R0760	840,156	840,156	840,156
<b>vi.</b> Receivable for the deposit component of a reinsurance contract	R0770	0	0	0
<b>d)</b> Other investment securities in equity-linked entities		0	0	0
<b>i.</b> Bonds, negotiable debt securities, and fixed-income securities		0	0	0
➤ Listed bonds and similar securities		0	0	0
Other unlisted bonds	R0850	0	0	0
Negotiable debt instruments	R0890	0	0	0
➤ Other	R0900	0	0	0
<b>ii.</b> Loans	R0910	0	0	0
<b>iii.</b> Deposits with credit institutions	R0920	0	0	0
<b>iv.</b> Other investments	R0930	0	0	0
<b>v.</b> Receivables for cash deposited with ceding companies	R0940	0	0	0
<b>TOTAL OTHER INVESTMENT SECURITIES</b>		<b>3,877,751</b>	<b>3,864,726</b>	<b>3,630,304</b>

## Note 6 Share of outward reinsurance and retrocessionaires in underwriting reserves

(in thousands of euros)	31/12/2022				31/12/2021			
	Pools and CDA *	Retro on inward from RMs	Other Retrosales	Total	Pools and CDA *	Retro on inward from RMs	Other Retrosales	Total
Reserves for unearned premiums	6,044	0	6,044	6,044	6,051	310	6,362	6,362
Reserves for claims	76,197	1,174,710	488,203	1,739,110	80,721	637,183	436,681	1,154,585
Profit-sharing reserves								
Equalisation reserves	1,655		5,981	7,636	1,532		5,386	6,917
Other underwriting reserves	2,725	214,601		217,326	2,179	221,697		223,876
<b>TOTAL</b>	<b>86,621</b>	<b>1,389,311</b>	<b>494,184</b>	<b>1,970,116</b>	<b>90,483</b>	<b>859,190</b>	<b>442,066</b>	<b>1,391,739</b>

\* Including underwriting reserves related to contracts written by the Antilles-Guyane regional mutual exempt from licensing (CDA).

## Note 7 Receivables

(in thousands of euros)	31/12/2022				31/12/2021			
	Maturity:				Maturity:			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
<b>Receivables net of impairments</b>								
<b>Receivables relating to direct insurance operations:</b>	<b>(4,743)</b>	<b>3,706</b>	<b>(1,036)</b>	<b>(1,036)</b>	<b>(3,727)</b>	<b>2,786</b>	<b>320</b>	<b>(621)</b>
Premiums to be written and to be cancelled	(8,855)			(8,855)	(7,486)			(7,486)
Other receivables relating to direct insurance transactions:	4,113	3,706		7,819	3,758	2,786	320	6,865
Policyholders								
Insurance intermediaries								
Co-insurers	4,113	3,706		7,819	3,758	2,786	320	6,865
Other third parties								
<b>Receivables relating to reinsurance transactions:</b>	<b>412,769</b>	<b>1,233</b>	<b>2,986</b>	<b>416,988</b>	<b>454,985</b>	<b>55,622</b>	<b>3,997</b>	<b>514,604</b>
Reinsurers	137,981	32	179	138,193	113,498	917	1,296	115,710
Ceding entities	274,788	1,200	2,807	278,795	341,487	54,705	2,701	398,893
<b>Other receivables:</b>	<b>372,331</b>			<b>372,331</b>	<b>321,542</b>	<b>3,831</b>		<b>325,373</b>
Personnel	100			100	1,085			1,085
Government, Social Security, and local authorities	94,910			94,910	13,082			13,082
Other debtors	277,321			277,321	307,375	3,831		311,206
<b>TOTAL RECEIVABLES</b>	<b>780,357</b>	<b>4,939</b>	<b>2,986</b>	<b>788,282</b>	<b>772,799</b>	<b>62,239</b>	<b>4,318</b>	<b>839,356</b>

## Note 8 Accruals – Assets

(in thousands of euros)	31/12/2022	31/12/2021
Accrued interest not yet due	34,940	29,141
Deferred acquisition costs	3,753	3,931
Reimbursement price differences receivable		2,989
Other accruals	50,729	71,718
<b>TOTAL ASSET ACCRUALS</b>	<b>89,422</b>	<b>107,779</b>

## Note 9 Changes in shareholders' equity

### Composition of initial capital

The initial capital consists of 411,824,587 mutual certificates with a par value of €8.785.

### Statement of movements in reserves and changes in shareholders' equity

(in thousands of euros)	31/12/2021	Allocation of 2021 result			Result for the year	31/12/2022
		Result	Compensation of the mutual certificates	Other mvts for the year		
<b>Shareholders' equity</b>						
<b>Initial capital</b>	<b>3,617,879</b>					<b>3,617,879</b>
<b>Share capital</b>						
Capitalisation reserve						
Other reserves						
<b>Subtotal: Other reserves</b>						
<b>Balance brought forward</b>	<b>200,868</b>	<b>89,103</b>	<b>(14,002)</b>			<b>275,969</b>
<b>Net income for fiscal year</b>	<b>89,103</b>	<b>(89,103)</b>			<b>109,624</b>	<b>109,624</b>
<b>TOTAL</b>	<b>3,907,850</b>		<b>(14,002)</b>		<b>109,624</b>	<b>4,003,472</b>

## Note 10 Subordinated liabilities

---

"Subordinated liabilities", which stood at €3,006.4 million at 31 December 2022, is detailed as follows:

- perpetual subordinated debt in euros issued in May 2014 at a fixed rate of 6.375% until the first call date for a par value of €1,100 million, with the possibility for Groupama Assurances Mutuelles to apply an early redemption from May 2024. A partial redemption of a nominal amount of €228.9 million took place in October 2022;
- TSR issued in September 2018 for a nominal value of €500 million at a fixed rate of 3.375% for a 10-year term and for which the issue premium is recorded as a deduction from the nominal value issued and amortised on a straight-line basis over the life of the bond;
- TSR issued in September 2019 at a fixed rate of 2.125%, with a term of ten years and a nominal value of €500 million;
- TSR issued in January 2017 for a nominal value of €650 million at a fixed rate of 6% over a period of ten years. The nominal difference remaining to be amortised as at 31 December 2022 was €6.2 million;
- TSR issued in July 2021 for a nominal value of €500 million at a fixed rate of 0.75% for a 7-year term and for which the issue premium is recorded as a deduction from the nominal value issued and amortised on a straight-line basis over the life of the bond. In addition, this issue was carried out for the first time in a "green" format and will therefore be backed by projects in favour of the ecological and energy transition.

## Note 11 Underwriting reserves of non-life insurance

### 11.1 Breakdown of gross underwriting reserves

(in thousands of euros)	31/12/2022				31/12/2021			
	Inward reinsurance from regional mutuals		Other inward reinsurance	Total	Inward reinsurance from regional mutuals		Other inward reinsurance	Total
	Pool and CDA <sup>(1)</sup>	CDA <sup>(1)</sup>	CDA <sup>(1)</sup>	CDA <sup>(1)</sup>	Pool and CDA <sup>(1)</sup>	CDA <sup>(1)</sup>	CDA <sup>(1)</sup>	CDA <sup>(1)</sup>
Reserves for unearned premiums	10,860	245,181	181,579	437,620	10,894	228,151	156,007	395,052
Reserves for claims	174,091	4,532,721	1,267,300	5,974,112	176,981	3,871,128	1,208,671	5,256,780
Profit-sharing reserves			196	196			513	513
Equalisation reserves	2,299	103,364	44,039	149,702	2,351	129,970	41,859	174,179
Other underwriting reserves	38,288	997,667	96,029	1,131,984	59,266	1,029,889	104,257	1,193,412
<b>TOTAL</b>	<b>225,538</b>	<b>5,878,933</b>	<b>1,589,143</b>	<b>7,693,614</b>	<b>249,492</b>	<b>5,259,138</b>	<b>1,511,307</b>	<b>7,019,936</b>

(1) Including underwriting reserves related to contracts written by the Antilles-Guyane regional mutual exempt from licensing.

#### Measurement of reserves for non-reported and late claims (IBNR)

Outstanding claims reserves totalled €5,974 million as at 31 December 2022. These reserves are valued using an actuarial approach, defined in accordance with a Group methodology. By means of valuations of final costs based on payment or cost triangles (depending on the risk segment), this method determines the sufficient amount of outstanding claims reserve. This valuation includes the valuation of delinquent claims and expected recoveries in its approach.

Outstanding claims reserves reflect the best estimate of liabilities to policyholders. In particular, 2022 resulted in a significant change in macroeconomic conditions that impact the parameters for calculating this estimate (changes in the revaluation indices of certain types of claims, observed increase and highly probable upward trend in the costs of settling claims incurred as at 31 December 2022).

#### Long-term care

Total reserves relating to long-term care risk were

€416.5 million at 31 December 2022 (of which €272.7 million is the reserve for increasing risks). Actuarial reserves for annuities and reserves for claims payable, covering claims in progress, have been determined on the basis of experience data on the long-term care portfolio - rate of continued long-term care – and a technical rate of 0.62% (75% weighted average). Actuarial reserves for increasing risks, covering future claims (likely current value of the insurer's and policyholders' commitments), have been determined on the basis of experience data on the long-term care portfolio - rate of beneficiary deaths, differentiated impact per product and continued long-term care – and a underwriting rate of 0.90% intended to reflect the current financial environment. An annual test of sufficiency of long-term care reserves is conducted. In particular, it includes any anticipations of price revisions.

#### Equalisation reserves

Groupama Assurances Mutualles recorded a write-back of equalisation reserves of -€31.1 million as at 31 December 2022 as well as a stability fund reserve allocation of €6.6 million.

## 11.2 Change over the past five years in claims regulations applied since its inception and the outstanding claims reserve

### Change in accrued premiums and claims

The data presented below correspond to changes in the following portfolios:

- inward reinsurance from regional mutuals;
- run-off businesses;
- other inward reinsurance.

(in thousands of euros)	Fiscal years					
	2017 and earlier	2018	2019	2020	2021	2022
Estimate of the claims expense:						
at end of N	28,426,408	1,942,129	2,048,813	2,081,589	2,007,338	2,748,410
at end of N+1	28,296,128	1,906,304	2,047,770	2,079,698	1,955,124	
at end of N+2	28,279,636	1,935,581	2,019,505	2,033,559		
at end of N+3	28,307,593	1,906,367	2,016,558			
at end of N+4	28,213,679	1,920,410				
at end of N+5	28,219,083					
<b>Claims expense (a)</b>	<b>28,219,083</b>	<b>1,920,410</b>	<b>2,016,558</b>	<b>2,033,559</b>	<b>1,955,124</b>	<b>2,748,410</b>
<b>Cumulative claims payments (b)</b>	<b>26,299,451</b>	<b>1,472,800</b>	<b>1,559,640</b>	<b>1,438,927</b>	<b>1,300,278</b>	<b>912,307</b>
Outstanding claims reserves (a)-(b)=(c) (net of the retained share of the CDA)						
	<b>1,919,632</b>	<b>447,610</b>	<b>456,918</b>	<b>594,632</b>	<b>654,846</b>	<b>1,836,102</b>
Earned premiums	35,803,516	2,693,951	2,778,511	2,687,909	2,883,129	2,858,506
<b>LOSS RATIO</b>	<b>78.82%</b>	<b>71.29%</b>	<b>72.58%</b>	<b>75.66%</b>	<b>67.81%</b>	<b>96.15%</b>

## 11.3 Change in opening claims reserves

### Liquidation of claims reserves gross of reinsurance

(in thousands of euros)	2022	2021
Opening claims reserves net of expected recoveries	5,169,978	5,006,462
Payments made during the year for previous years net of expected recoveries	(989,684)	(924,793)
Closing claims reserves net of expected recoveries	(4,060,050)	(3,884,124)
<b>SURPLUS/DEFICIT</b>	<b>120,244</b>	<b>197,545</b>

The opening surplus posted in 2022 on claims reserves totalled +€120.2 million. It is primarily made up of a surplus on the accepted risks of the regional mutuals for +105.6 million and a

surplus on the inward reinsurance portfolio of the subsidiaries and profit centres for +€14.6 million.

## Note 12 Reserves (other than underwriting)

(in thousands of euros)	Amount of reserves at 31/12/2021	Increase in reserves during the fiscal year allocations for the year	Write-backs for the year	Amount of reserves at 31/12/2022
Regulatory reserves	85	136	85	136
Reserves for pensions and similar obligations	20,091	33,769	20,091	33,769
Tax reserves				
Other contingent liabilities reserves	26,551	9,994	18,386	18,159
Other reserves for charges	3,939		3,939	
<b>TOTAL</b>	<b>50,666</b>	<b>43,899</b>	<b>42,501</b>	<b>52,064</b>

The “reserve (other than underwriting)” item included in liabilities of the balance sheet as at 31 December 2022 for €52 million particularly includes reserves for pension and similar commitments, which includes a reserve related to pension commitments for employees and former employees of absorbed subsidiaries (SMDA).

However, a significant part of the end-of-career benefit commitments for Groupama Assurances Mutuelles employees is outsourced mainly to Groupama Gan Vie. Non-covered retirement obligations are provisioned in a reserve for retirement commitments.

## Note 13 Liabilities

(in thousands of euros)	31/12/2022				31/12/2021			
	Maturity				Maturity			
	< 1 year	1 to 5 years	> 5 years	Total	< 1 year	1 to 5 years	> 5 years	Total
<b>Other liabilities</b>								
<b>Debts arising from direct insurance operations:</b>	<b>3,150</b>	<b>7</b>	<b>3,157</b>		<b>3,050</b>			<b>3,050</b>
Policyholders	0			0	2			2
Insurance intermediaries								
Co-insurers	3,149	7	3,157		3,047			3,047
<b>Other third parties</b>								
<b>Debts relating to reinsurance transactions:</b>	<b>333,530</b>	<b>3,415</b>	<b>1</b>	<b>336,946</b>	<b>313,789</b>	<b>54,163</b>	<b>6</b>	<b>367,957</b>
Reinsurers	226,896	3,402	1	230,299	163,943	52,466	6	216,415
Ceding entities	106,634	14		106,647	149,845	1,697		151,542
<b>Other intermediaries</b>								
<b>Bonds (including convertible bonds)</b>					<b>27,975</b>	<b>109,162</b>		<b>137,137</b>
<b>Debt to credit institutions</b>								
<b>Other liabilities:</b>	<b>400,441</b>			<b>400,441</b>	<b>402,199</b>			<b>402,199</b>
Other loans, deposits and guarantees received	79,327			79,327	116,816			116,816
Personnel, Social Security organisations and local authorities	48,249			48,249	47,216			47,216
Government, Social Security	40,258			40,258	63,882			63,882
Other creditors	232,607			232,607	174,285			174,285
<b>TOTAL</b>	<b>737,121</b>	<b>3,422</b>	<b>1</b>	<b>740,544</b>	<b>747,012</b>	<b>163,325</b>	<b>6</b>	<b>910,343</b>

The Zen bond issued in September 2014 matured in September 2022.

## Note 14 Accruals – Liabilities

(in thousands of euros)	31/12/2022	31/12/2021
Amortisation of differences on redemption prices	19,632	14,623
Other accruals	3,774	4,659
<b>TOTAL ACCRUED LIABILITIES</b>	<b>23,406</b>	<b>19,282</b>

## Note 15 Assets and liabilities concerning related companies and equity-linked companies

### Cash and receivables

(in thousands of euros)	31/12/2022			31/12/2021				
	Related companies	Equity-linked companies	Other	Total	Related companies	Equity-linked companies	Other	Total
<b>A) Assets</b>								
<b>Intangible assets</b>	<b>38,924</b>			<b>38,924</b>	<b>28,718</b>			<b>28,718</b>
<b>Investments</b>								
Property	228,112		123,549	351,661	328,652		110,831	439,483
Shares & other variable-income securities	7,729,083	1,295	821,722	8,552,100	7,733,517	1,304	837,544	8,572,365
Bonds/other fixed-income sec.			1,479,450	1,479,450			1,341,237	1,341,237
Loans	1,520,125			1,520,125	1,498,925			1,498,925
Deposits/other credit inst.								
Other investments			38,021	38,021			205,886	205,886
Receivable cash at ceding entities	816,281		23,876	840,156	830,429		25,446	855,875
<b>Investments in unit-linked policies</b>								
<b>Reinsurer share of underwriting reserves</b>								
Unearned premiums (non-life)	6,044			6,044	6,362			6,362
Claims reserves (non-life)	524,792		1,214,318	1,739,110	483,145		671,439	1,154,585
Share of earnings and dividends (non-life)								
Equalisation reserves	7,126		510	7,636	6,632		285	6,917
Other underwr. reserves. (non-life)	2,769		214,557	217,326	2,243		221,632	223,876
<b>Share of agencies exempt from approval</b>								
<b>Receivables from direct insurance transactions</b>								
Of which policyholders	(9,386)		531	-8,855	(8,020)		534	(7,486)
Of which insurance intermediaries								
Of which other third parties			7,819	7,819			6,865	6,865
<b>Receivables from reinsurance operations</b>	<b>279,930</b>		<b>137,058</b>	<b>416,988</b>	<b>279,193</b>		<b>235,411</b>	<b>514,604</b>
<b>Personnel</b>			100	100			1,085	1,085
<b>Government, Social Security and local authorities</b>			94,910	94,910			13,082	13,082
<b>Other debtors</b>	<b>199,798</b>	<b>3</b>	<b>77,521</b>	<b>277,322</b>	<b>188,567</b>	<b>3</b>	<b>122,635</b>	<b>311,206</b>
<b>Tangible operating assets</b>			692	692			713	713
<b>Cash and equivalents</b>			28,262	28,262			22,137	22,137
<b>Interest &amp; lease payments written and not due</b>	<b>25,177</b>		<b>9,763</b>	<b>34,940</b>	<b>20,492</b>		<b>8,649</b>	<b>29,141</b>
<b>Deferred acquisition costs</b>	<b>3,370</b>		<b>384</b>	<b>3,754</b>	<b>3,547</b>		<b>384</b>	<b>3,931</b>
<b>Other accruals – assets</b>			50,729	50,729			74,707	74,707
<b>Unrealised foreign exchange adjustments</b>								
<b>TOTAL</b>	<b>11,372,145</b>	<b>1,298</b>	<b>4,323,771</b>	<b>15,697,213</b>	<b>11,402,402</b>	<b>1,307</b>	<b>3,900,504</b>	<b>15,304,213</b>

**Liabilities and commitments**

(in thousands of euros)	31/12/2022			31/12/2021				
	Related companies	Equity-linked companies	Other	Total	Related companies	Equity-linked companies	Other	Total
<b>B) Liabilities</b>								
<b>Shareholders' equity</b>	<b>4,003,472</b>			<b>4,003,472</b>	<b>3,907,850</b>			<b>3,907,850</b>
Share capital/initial capital	3,617,879			3,617,879	3,617,879			3,617,879
Other shareholders' equity	385,593			385,593	289,971			289,971
<b>Subordinated liabilities</b>			<b>3,006,428</b>	<b>3,006,428</b>			<b>3,232,345</b>	<b>3,232,345</b>
<b>Gross underwriting reserves</b>								
Unearned premiums (non-life)	430,956		6,664	437,620	389,736		5,316	395,052
Claims reserves (non-life)	5,682,852		291,261	5,974,112	4,953,178		303,602	5,256,780
Share of earnings and dividends (non-life)	196			196	513			513
Equalisation reserves	135,442		14,259	149,702	161,056		13,123	174,179
Other underwr. res. (non-life)	1,116,797		15,186	1,131,984	1,176,866		16,546	1,193,412
<b>Contingent liabilities</b>			<b>52,064</b>	<b>52,064</b>			<b>50,667</b>	<b>50,667</b>
<b>Debts for cession, cash</b>			<b>177,684</b>	<b>177,684</b>			<b>163,789</b>	<b>163,789</b>
<b>Debts from direct insurance transactions</b>								
Owed to policyholders							2	2
Owed to insurance intermediaries								
Owed to other third parties			3,157	3,157			3,047	3,047
<b>Debts from reinsurance transactions</b>	<b>190,416</b>	<b>146,530</b>	<b>336,946</b>	<b>139,455</b>	<b>228,503</b>	<b>367,958</b>		
<b>Bond debt</b>							<b>137,137</b>	<b>137,137</b>
<b>Debts to credit establishments</b>								
<b>Other liabilities</b>								
Other loans, deposits and guarantees received			79,327	79,327	(1)	116,817	116,816	
<b>Personnel</b>		<b>48,249</b>	<b>48,249</b>			<b>47,216</b>	<b>47,216</b>	
<b>Government, Social Security and local authorities</b>		<b>40,258</b>	<b>40,258</b>			<b>63,882</b>	<b>63,882</b>	
<b>Other creditors</b>	<b>3,231</b>	<b>229,377</b>	<b>232,608</b>	<b>29,382</b>	<b>144,903</b>	<b>174,285</b>		
<b>Accruals – liabilities</b>		<b>23,407</b>	<b>23,407</b>			<b>19,282</b>	<b>19,282</b>	
<b>Unrealised foreign exchange adjustments</b>								
<b>TOTAL</b>	<b>11,563,362</b>	<b>4,133,851</b>	<b>15,697,213</b>	<b>10,758,036</b>	<b>4,546,177</b>	<b>15,304,213</b>		

## Note 16 Commitments received and given

### Commitments received

The €4.5 million of commitments received correspond to:

- a joint and several guarantee for €1.9 million received from Orange Bank as part of the commitment made for the Groupama Health Foundation;
- supplier holdbacks on property (Astorg work) for €2.6 million.

### Commitments given

The €863.1 million in commitments given by Groupama Assurances Mutuelles mainly correspond to:

- commitments on unlisted funds of €40.3 million;
- €71.8 million commitment on Groupama Private Equity Invest funds;
- €75.0 million commitment on Groupama Infrastructure Invest funds;
- an amendment to the cash advance agreement for €31.5 million between Groupama Assurances Mutuelles and Groupama Investissements for €27.7 million;
- a commitment given on a cash advance agreement of €6.76 million relating to property for €1.1 million;
- a commitment given on a Cofintex 32 (property) current account agreement for €12.0 million;
- a commitment given on a Groupama Energies Renouvelables current account agreement for €1.5 million;
- commitments given on orders (property work) for €48.8 million (including €48.7 million for Astorg) and commitments given on SCI debts for €0.3 million;
- securities pledged to Group companies for €389.4 million;
- securities pledged to Allianz for €24.6 million;
- guarantees granted in connection with the sale of 94% of Carole Nash shares held by GUK Booking Services to Atlanta Investment Holding A & 2 for €22.0 million;
- guarantees granted in connection with the sale of Mastercover held by GUK Booking Services to Nevada Investment Topco and Nevada Investment Holdings 7 for €3.3 million;
- guarantees granted in connection with the sale of 100% of the shares of SCA du Château d'Agassac by Groupama

Assurances Mutuelles, Groupama Centre Atlantique, and Groupama Centre Manche to F.F.J. for €0.5 million;

- deposits given to guarantee the commitments of Société de gestion de l'Echappée to the Union Cycliste Internationale (UCI) World Team and Continentale for €1.7 million;
- guarantees granted as part of the sale of 50% of the shares of Présence Verte SA and its subsidiary PVTAP to Association Nationale Présence Verte for €1.7 million;
- a first-demand guarantee given to SNC West Park 92 for the payment of rent, equipment fees, charges, and refundable and other taxes during the lease for €1.9 million;
- a €0.4 million guarantee given to the Groupama Health Foundation;
- guarantees granted as part of the sale of 100% of Groupama Vietnam shares to TASCO for €2.8 million;
- a set of guarantees given to various insurers for a total of €136.3 million to reinforce the reinsurance commitments given to these ceding entities by Groupama's Italian subsidiary. They are part of multiple insurance cover programmes for Italian companies in which Groupama's Italian subsidiary participates through its brokerage channel.

The commitments received for reinsurance totalling €697.6 million include securities received as collateral from outward reinsurers and retrocessionnaires and securities provided by entities reserved for joint and several guarantees.

### Securities received as pledges for outward reinsurers and retrocessionnaires

The amount corresponds to pledged securities received from outward reinsurers for €633.1 million.

### Sureties given by reinsured entities with joint and several guarantee

The amount corresponds to securities received from the Antilles Guyane regional mutual, of which Groupama Assurances Mutuelles is the substitute reinsurer, with respect to the representation of its underwriting reserves of €64.5 million held in custody.

### Long-term financial instruments outstanding

Groupama Assurances Mutuelles no longer has any long-term financial instruments outstanding following the unwinding of the swaps associated with the Zen bond in September 2022.

### Other unquantified and unlimited commitments received and given

Before or during the year, Groupama Assurances Mutuelles also granted or obtained unquantified or unlimited commitments involving notably:

- the letter of intent written by Groupama Assurances Mutuelles to the Comité des Etablissements de Crédit et des Entreprises d'Investissement (CECEI) as part of the creation of Groupama Épargne Salariale;
- the assumption by Assurances Mutuelles of the guarantee given by Groupama Reassurance to Sorema NA (now General Security National Insurance Company) regarding the payment of all obligations stemming from two retrocession

contracts underwritten by Rampart (Le Mans Re and MMA portfolios);

- the unconditional guarantees granted by Groupama Assurances Mutuelles to Gan Assurances, which require it to supply if applicable the financial means necessary to satisfy the payment of claims relating to insurance policies signed by said companies; these guarantees were designed to improve the debt ratings of these companies and terminated during fiscal year 2012, but rights and obligations under these guarantees remain. Groupama Assurances Mutuelles is also responsible for commitments of this type given previously by the CCAMA to Group entities (some of which have been divested) that have since been cancelled but for which certain rights and obligations still exist;
- certain specific guarantees granted during the transfer of the Gan Eurocourtage brokerage portfolio to Allianz;
- the fundamental and specific guarantees granted when Groupama Banque securities were contributed to Compagnie Financière d'Orange Bank.

### Note 17 Operating income statement by source

(in thousands of euros)	31/12/2022			31/12/2021		
	RUN-OFF and CDA	Inward reinsurance	Total	RUN-OFF and CDA	Inward reinsurance	Total
Earned premiums	86,464	2,976,249	3,062,712	85,654	2,803,610	2,889,264
Claims expense	65,143	2,639,799	2,704,942	37,672	1,844,909	1,882,581
Charges from other underwriting reserves	20,977	40,768	61,745	5,458	(30,214)	(24,756)
Change in the equalisation reserve	53	24,424	24,477	145	(13,764)	(13,619)
Profit sharing	0	0	0	0	25	25
<b>A- Underwriting result</b>	<b>42,350</b>	<b>401,642</b>	<b>443,992</b>	<b>53,585</b>	<b>914,749</b>	<b>968,334</b>
Acquisition costs	141	361,371	361,512	19	343,610	343,629
Administrative costs	0	252,402	252,402	0	240,722	240,722
Other underwriting costs and income	(51)	169,407	169,356	(485)	165,682	165,197
<b>B- Net acquisition and management expenses</b>	<b>90</b>	<b>783,181</b>	<b>783,270</b>	<b>(466)</b>	<b>750,014</b>	<b>749,548</b>
<b>C- Allocated investment income</b>	<b>0</b>	<b>83,492</b>	<b>83,492</b>	<b>0</b>	<b>41,785</b>	<b>41,785</b>
<b>D- Reinsurance result</b>	<b>24,049</b>	<b>(277,972)</b>	<b>(253,924)</b>	<b>20,777</b>	<b>206,481</b>	<b>227,258</b>
<b>UNDERWRITING RESULT (A-B+C+D)</b>	<b>18,212</b>	<b>(20,075)</b>	<b>(1,863)</b>	<b>33,274</b>	<b>39</b>	<b>33,313</b>

## Note 18 Investment income and expenses

Type of income (in thousands of euros)	31/12/2022				31/12/2021			
	Related Companies	Companies with equity link	Other origins	Total	Related Companies	Companies with equity link	Other origins	Total
<b>Investment income</b>								
<b>Investment income</b>	<b>278,763</b>	<b>1,526</b>	<b>19,872</b>	<b>300,161</b>	<b>254,289</b>	<b>960</b>	<b>23,412</b>	<b>278,661</b>
Investment income	226,265	1,526	2,035	229,826	241,264	960		242,224
Income from real estate investments	50,330		(254)	50,076	12,527		13	12,540
Income from other investments								
Other financial income	2,168		18,091	20,259	498		23,399	23,897
Other investment income	285,187	52	4,905	290,144	13,754	61	7,357	21,172
Profits from the realisation of investments	3		8,671	8,674		1,002	5,186	6,188
<b>Total investment income</b>	<b>563,953</b>	<b>1,578</b>	<b>33,448</b>	<b>598,979</b>	<b>268,043</b>	<b>2,023</b>	<b>35,955</b>	<b>306,021</b>
<b>Investment expenses</b>								
Internal and external investment management	8,572		157,194	165,766	8,410	127	158,227	166,764
costs and financial expenses								
Other investment expenses	328	48	6,165	6,541	42,095		9,752	51,847
Losses from the realisation of investments	282,051		1,551	283,602		21	15,704	15,725
<b>Total investment expenses</b>	<b>290,951</b>	<b>48</b>	<b>164,910</b>	<b>455,909</b>	<b>50,505</b>	<b>148</b>	<b>183,683</b>	<b>234,336</b>
<b>NET INVESTMENT INCOME</b>	<b>273,002</b>	<b>1,530</b>	<b>(131,462)</b>	<b>143,070</b>	<b>217,538</b>	<b>1,875</b>	<b>(147,728)</b>	<b>71,685</b>

The decrease in "Investments income" is due to a decrease in dividend distributions from subsidiaries in 2022 of -€12.4 million.

"Other investment expenses" and "Other investment income" include net write-backs of reserves for long-term impairment for +€281.3 million as at 31 December 2022. They consist mainly of a reserve write-back of €276.6 million for the Cofintex 17 shares associated with the internal restructuring of this entity.

"Profits from realised investments" and "Losses from realised investments" include capital losses of -€282.1 million on equity securities. They were also explained by a capital loss of -€276.8 million on the sale of Cofintex 17 shares. Overall, the Cofintex 17 operation is neutral on the corporate income of Groupama Assurances Mutuelles.

## Note 19 Other non-underwriting income and expenses

Other non-underwriting expenses of -€19.3 million mainly consist of general expenses broken down by budget control.

## Note 20 Extraordinary income and expenses

The 2022 extraordinary income presents an expense of -€45.6 million and mainly consists of subsidies paid in connection with the financing of major programmes to the Group's entities for -€20.7 million as well as various non-recurring extraordinary expenses, the main ones of which relate to the coverage of a run-off pension fund in a former international subsidiary for €23.3 million.

## Note 21 Income tax

### Tax charge

(in thousands of euros)	31/12/2022	31/12/2021
Corporate income tax payable	(12,201)	(105,275)
Reserves linked to fiscal consolidation gains in year N	128,550	173,676
Other	437	(4,620)
<b>TOTAL INCOME TAX</b>	<b>116,786</b>	<b>63,781</b>

### Specific nature and make-up of the “Corporate income tax” line

As at 31 December 2022, the “income tax” line includes a net tax credit of €116.8 million that breaks down as follows:

- tax consolidation income €145.1 million;
- tax consolidation expenses -€16.1 million;
- Group corporate tax expense -€12.2 million.

“Income tax” consists of taxable income posted to individual tax income for the year from consolidated subsidiaries totalling €128.6 million.

The tax consolidation group generated a taxable profit of €47.3 million subject to corporate tax at the ordinary tax rate. As a result, the corporate tax expense of the tax consolidation group was a total amount of €12.2 million: €11.8 million for corporation tax at the ordinary rate and €0.4 million for the 3.3% social contribution.

### Groupama Assurances Mutuelles tax audit

Groupama Assurances Mutuelles underwent tax audits for the 2007–2008 and 2016–2017 fiscal years. The main reassessment concerned the level of underwriting reserves for claims payable, which the tax authorities considered excessive.

Concerning fiscal years 2007 and 2008, the sums demanded in 2013 have been recorded in tax debts with an offset to income receivable from the government. This account was reduced for the carry-back then the corporate tax abatement over fiscal year 2009. A dispute is pending before the Paris Administrative Court of Appeal. Groupama Assurances Mutuelles is reasonably optimistic that the dispute will be successful on appeal.

For fiscal years 2016–2017, the assessment notice dated 6 December 2022 was paid on 19 December 2022. The amounts were recorded in the same way as for the tax audits for fiscal years 2007–2008. Groupama Assurances Mutuelles is awaiting the outcome of the ongoing dispute, which is expected to be settled in 2023.

### Tax loss carry-forwards

At 31 December 2022, the consolidated group no longer had short-term carry-forwards.

## Note 22 Breakdown of employee expenses

(in thousands of euros)	31/12/2022	31/12/2021
Salaries	78,513	73,765
Social Security charges	35,703	38,784
Other	6,909	6,479
<b>TOTAL</b>	<b>121,124</b>	<b>119,027</b>

These figures correspond to the *de facto* Groupama Assurances Mutuelles grouping after allocation to each of its constituents. In 2022, the average rate of expenses of the Group kept by Groupama Assurances Mutuelles is 76.5%.

## Note 23 Workforce

### Personnel

(Total number)	31/12/2022	31/12/2021
Senior management	115	116
Executives	1,038	1,025
Non-managerial staff	154	154
<b>TOTAL PERSONNEL</b>	<b>1,307</b>	<b>1,295</b>

## Note 24 Directors' compensation

Compensation paid to the Groupama Assurances Mutuelles executive bodies during the 2022 fiscal year totalled €6.9 million. The supplementary pension contract commitments from which they benefit are included in a contract under

L. 137-11-2. A €7.17 million expense was placed in reserves in the accounts in respect of the rights relating to the 2022 fiscal year.

## Note 25 Subsidiaries and equity interests

Detailed information about equity interests with gross amount greater than 1% of the capital of the Company subject to publication:	Proportion of Capital held at 31/12/2022	Book value of securities held at 31/12/2022		Premium income of the last fiscal year	Result of the last fiscal year
		gross	net		
<b>Subsidiaries (more than 50% owned)</b>					
COFINTEX 2 8/10, rue d'Astorg 75008 Paris	84.00%	222,656	222,656	0	56,832
GROUPAMA HOLDING FILIALES ET PARTICIPATIONS 8/10, rue d'Astorg 75008 Paris	100.00%	7,228,258	7,228,258	0	501,074
<b>Stakes held between 10 &amp; 50%</b>					
COMPAGNIE FONCIERE PARISIENNE 124 rue des Trois Fontanot 92000 Nanterre	32.75%	140,100	140,100	17,847	10,249
GROUPAMA PRIVATE EQUITY INVEST 8/10, rue d'Astorg 75008 Paris	21.08%	73,180	73,180	0	(12,015)
GROUPAMA INFRASTRUCTURE INVEST 8/10, rue d'Astorg 75008 Paris	12.90%	65,024	64,914	0	(2,308)
GROUPAMA AVIC PROPERTY INSURANCE 6/f, N°4 building Tian Fu International CHENGDU CHINE	50.00%	83,305	71,815	420,005	2,469

## Note 26 Information concerning subsidiaries and equity interests

Overall information on all subsidiaries and equity interests (in thousands of euros)	Book value of securities held		Total loans and advances granted	Total guarantees and surety given	Total dividends collected
	Gross	Net			
<b>Subsidiaries</b>					
French	7,503,850	7,503,816	173,727	12,000	154,893
Foreign	0	0	0	0	0
<b>Equity interests</b>					
French	352,017	348,200	21,986	148,336	50,229
Foreign	83,305	71,815	0	0	0

## Note 27 Consolidation

Groupama Assurances Mutuelles prepares combined financial statements incorporating the regional mutuals with which a combination agreement has been signed.

The combined financial statements are prepared in accordance with International Financial Reporting Standards and applicable interpretations as approved by the European Union.

## 7.4 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

(Year ended 31 December 2022)

PricewaterhouseCoopers Audit  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex

Mazars  
Tour Exaltis  
61, rue Henri Régnauld  
92400 Courbevoie

Dear Members,

### OPINION

In execution of the mission entrusted to us by your general meeting, we conducted an audit of the annual financial statements of CAISSE NATIONALE DE REASSURANCE MUTUELLE AGRICOLE GROUPAMA for the financial year ended 31 December 2022, as attached to this report.

We certify that, in accordance with French accounting rules and principles, the annual financial statements are truthful and in order and present a fair picture of the operating profits and losses for the past fiscal year as well as the company's financial situation and assets at the end of said fiscal year.

The above opinion is consistent with the content of our report to the Audit and Risk Management Committee.

### BASIS OF THE OPINION

#### Audit reference standard

We conducted our audit in accordance with the professional standards applicable in France. We believe that the information we collected and on which we founded our opinion was sufficient and appropriate.

Our responsibilities according to these standards are described in the section "Responsibilities of the statutory auditors relating to the audit of the annual financial statements" of this report.

#### Independence

We conducted our audit in accordance with the rules of independence provided for in the French commercial code and in the professional code of ethics for statutory auditors over the period from 1st January 2022 to the issue date of our report. In particular, we did not provide any services prohibited by Article 5, paragraph 1, of Regulation (EU) No. 537/2014.

### JUSTIFICATION OF OUR ASSESSMENTS - KEY POINTS OF THE AUDIT

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French commercial code relating to the justification of our assessments, we bring to your attention the key points of the audit relating to the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the annual financial statements for the fiscal year, as well as our responses to these risks.

These assessments contributed to the audit of the annual financial statements, taken as a whole, and to the formation of our opinion expressed above. We do not express an opinion on items in these annual financial statements viewed in isolation.

**Assessment of outstanding claims reserve**  
(Please refer to notes 3.1.5 and 11.1 to the annual financial statements)

Key point of our audit	Answers given by the group of statutory auditors during the audit
<p>Reserves for claims, appearing on the balance sheet at 31 December 2022 for €5,974 million, represent one of the greatest liabilities.</p> <p>They correspond to unpaid benefits, both in principal and incidentals (management fees), and also include an estimate of the benefits payable, unknown or late.</p> <p>The estimate of technical provisions is based in particular on historical data projected to calculate the cost of claims not yet reported, using actuarial methods as described in Notes 3.1.5 and 11.1.</p> <p>It requires the exercise of management's judgement in selecting the assumptions to be applied, the calculation methods to be used, and the related management cost estimates.</p> <p>Given the relative weight of these reserves in the balance sheet and the importance of the judgement exercised by management, we considered the valuation of these reserves as a key point of the audit.</p>	<p>In order to assess the reasonableness of the estimation of the amount of reserves for non-reported or late claims, our audit approach was based on the information provided to us and included the following work:</p> <ul style="list-style-type: none"> <li>➢ Review the design and test the effectiveness of the key controls related to claims management and the determination of these provisions;</li> <li>➢ Assess the relevance of the calculation method used to estimate the reserves;</li> <li>➢ Reconcile the data used as a basis for estimating provisions with accounting;</li> <li>➢ Assess the appropriateness of the relative assumptions used for the calculation of reserves;</li> <li>➢ Conduct a review of the outcome of the previous year's accounting estimates;</li> <li>➢ Independently assess these provisions on the basis of the Mutual's data for certain business segments and evaluate their reasonableness.</li> </ul>

**Valuation of equity securities**  
(Please refer to notes 3.2.2 and 5.2 to the annual financial statements)

Key point of our audit	Answers given by the group of statutory auditors during the audit
<p>Equity securities, shown on the balance sheet at 31 December 2022 for €10,091 million, represent one of the largest assets.</p> <p>They are initially recognised at their historical cost of acquisition, including costs, minus a provision for long-term impairment where appropriate.</p> <p>The valuation of equity shares is based on multi-criteria methods selected based on each specific situation (type of assets, holding period, etc.).</p> <p>The techniques used by management to value these securities thus include a significant amount of judgement in the choice of methodologies, assumptions, and data used.</p> <p>Due to the materiality of the equity securities and the sensitivity to management's choice of methodologies and calculation parameters, we considered the proper valuation of equity securities as a key audit point.</p>	<p>In order to assess the reasonableness of the estimation of the valuation of the equity securities held by Caisse Nationale de Réassurance Mutuelle Agricole Groupama (and especially the Groupama Holding Filiales et Participations (GHFP) equity securities), our work particularly consisted in analysing the assumptions and methods underlying the valuation of the subsidiaries, in particular:</p> <ul style="list-style-type: none"> <li>➢ Compare the growth rates to infinity with the average growth rates observed in the countries in which Groupama operates for similar activities;</li> <li>➢ Assess the reasonableness and coherence of the business plans based on historical evidence, our knowledge of the entities, the market in which they are positioned, and macroeconomic factors that may affect these forecasts;</li> <li>➢ Assess the discount rates compared with the customary rates used by the market's financial analysts based on a sample of listed European insurers considered comparable with the company in terms of activity, size, and geographical area;</li> <li>➢ Assess the method of calculating S2 Cost of Capital used for the valuation of equity securities with the involvement of our teams of actuaries and analyse the methodologies for valuing equity securities.</li> </ul>

**SPECIFIC VERIFICATIONS**

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

We have no matters to report as to the fair presentation and the consistency with the annual financial statements of the information provided in the management report of the Board of Directors and in the other documents about the financial position and the annual financial statements sent to the members, with the exception of the point below.

The fair presentation and the consistency with the annual financial statements of the information relating to payment terms mentioned in Article D.441-6 of the French commercial code call for the following comment:

As indicated in the management report, this information does not include insurance and reinsurance operations, as your company considers that they do not fall within the scope of the information to be produced, in accordance with the circular of the Fédération Française de l'Assurance of 29 May 2017.

## OTHER VERIFICATIONS OR INFORMATION REQUIRED BY LAWS AND REGULATIONS

---

### Format for the presentation of annual financial statements to be included in the annual financial report

In accordance with the professional standards on procedures to perform on annual and consolidated financial statements presented in the European Single Electronic Format, we also verified compliance with this format defined by the European Delegated Regulation no. 2019/815 of December 17, 2018 in the presentation of the annual financial statements intended for inclusion in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, which were drawn up under the responsibility of the Chief Executive Officer.

On the basis of our work, we conclude that the format for the presentation of annual financial statements to be included in the annual financial report complies, in all material respects, with the European Single Electronic Format.

It is not our responsibility to check that the annual financial statements that are actually included by your company in the annual financial report submitted to the AMF are the statements we audited.

### Appointment of the statutory auditors

We were appointed statutory auditors for CAISSE NATIONALE DE REASSURANCE MUTUELLE AGRICOLE GROUPAMA by your general meeting of 25 June 1999 for the firm PricewaterhouseCoopers Audit and of 12 September 2000 for the firm Mazars.

At 31 December 2022, PricewaterhouseCoopers Audit was in the 24th year of its mission without interruption, and Mazars was in its 23rd year.

## RESPONSIBILITIES OF MANAGEMENT AND MEMBERS OF THE CORPORATE GOVERNANCE BODY CONCERNING THE ANNUAL FINANCIAL STATEMENTS

---

Management is responsible for preparing annual financial statements presenting a true and fair view in accordance with French accounting rules and principles and implementing the internal controls that it deems necessary for the preparation of annual financial statements free of any material misstatements, whether they due to fraud or error.

In connection with the preparation of the annual financial statements, Management is responsible for assessing the company's ability to continue its operations; providing information on matters relating to the continued operations, where this is relevant; and for preparing financial statements based on a going concern basis, unless Management intends to wind up the company or discontinue operations.

The Audit and Risk Management Committee is responsible for following the process of preparing financial information and for monitoring the effectiveness of internal control and risk management systems, as well as, where applicable, internal auditing, as regards the procedures relating to the preparation and processing of accounting and financial information.

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

## RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

---

### Audit objective and approach

It is our responsibility to prepare a report on the annual financial statements. Our goal is to obtain reasonable assurance that the annual financial statements taken as a whole do not contain any material misstatements. Reasonable assurance is a high level of assurance but is not a guarantee that an audit performed in accordance with the professional auditing standards will always detect any material misstatement. Misstatements may arise as a result of fraud or error and must be regarded as being material if it can reasonably be expected that they, individually or in the aggregate, will affect the financial decisions made by users of the financial statements on the basis of the financial statements.

As specified by Article L.823-10-1 of the French Commercial Code, our role of certifying the financial statements is not to guarantee the viability or the quality of the management of your company.

As part of an audit performed in accordance with the professional auditing standards applicable in France, the statutory auditor uses professional judgement throughout this audit. In addition:

- the statutory auditor identifies and assesses the risks that the annual financial statements contain material misstatements, whether due to fraud or error, and defines and implements audit procedures for such risks and collects evidence considered sufficient and appropriate to serve as the basis of its opinion. The risk of non-detection of a material misstatement due to fraud is greater than that of a material misstatement resulting from an error given that fraud can involve collusion, falsification, voluntary omissions, false statements and the avoidance of internal controls;
- the statutory auditor obtains an understanding of the internal controls of relevance to the audit in order to design audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the internal controls;
- the statutory auditor assesses the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information concerning them provided in the annual financial statements;
- the statutory auditor assesses whether the accounting convention of going concern applied by the management is appropriate, according to the collective information, whether there is any material uncertainty related to events or circumstances likely to call into question the company's ability to continue its operation. This assessment is based on the evidence collected up to the date of its report. However, subsequent circumstances or events could jeopardise the continuity of operations. If they conclude that there is significant uncertainty, they will draw the attention of readers of the report to the information supplied in the annual financial statements about the uncertainty or, if the information is not provided or isn't relevant, they will provide a certification with reservations or will refuse to provide certification;
- the statutory auditor assesses the overall presentation of the annual financial statements and whether they reflect the underlying transactions and events so as to give a true and fair view.

### Audit and Risk Management Committee

We submit to the Audit and Risk Management Committee a report outlining the scope of the audit work and the work programme implemented, as well as the conclusions of our work. Where appropriate, we also inform it of significant weaknesses of internal control that we identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

Among the items disclosed in the report to the Audit and Risk Management Committee are the risks of material misstatement that we consider to have been the most important for the audit of the annual financial statements for the year and that therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit and Risk Management Committee with the declaration provided for in Article 6 of Regulation (EU) no. 537-2014 confirming our independence, within the meaning of the rules applicable in France as laid down in particular by Articles L. 822-10 to L. 822-14 of the French commercial code and in the code of ethics of the profession of statutory auditor. Where appropriate, we discuss with the Audit and Risk Management Committee any risks to our independence and the safeguarding measures applied.

Neuilly-sur-Seine and Courbevoie, 28 March 2023

The Statutory Auditors

#### PricewaterhouseCoopers Audit

Sébastien Arnault    Marine Bardon

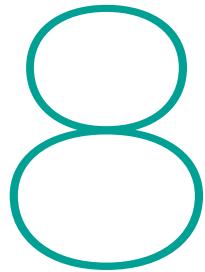
#### MAZARS

Maxime Simoen    Jean-Claude Pauly

## FINANCIAL STATEMENTS

Statutory auditors' report on the annual financial statements

# ADDITIONAL INFORMATION



<b>8.1 COMPANY INFORMATION</b>	<b>346</b>	<b>8.4 PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT, FINANCIAL DISCLOSURES, AND FOR AUDITING THE FINANCIAL STATEMENTS</b>	<b>371</b>
8.1.1 Identification	346	8.4.1 Person responsible for the Universal Registration Document	371
8.1.2 Current statutory provisions	346	8.4.2 Declaration by the person responsible for the Universal Registration Document	371
8.1.3 Internal bylaws of the Board of Directors	357	8.4.3 Person responsible for the financial disclosure	371
<b>8.2 INFORMATION ON THE CAPITAL</b>	<b>366</b>	8.4.4 Persons responsible for auditing the financial statements	371
8.2.1 Non-equity instruments	366		
8.2.2 Shares held by the Company or its subsidiaries	366		
8.2.3 Other equity instruments	366		
<b>8.3 REGULATORY ENVIRONMENT</b>	<b>367</b>	<b>8.5 AVAILABLE DOCUMENTS</b>	<b>372</b>
8.3.1 Solvency rules	367	<b>8.6 GLOSSARY</b>	<b>373</b>
8.3.2 Distribution of insurance	368		
8.3.3 Regulatory framework for personal data protection	368		
8.3.4 Anti-money laundering and combating the financing of terrorism	369	<b>8.7 CONCORDANCE TABLES</b>	<b>374</b>
8.3.5 Accounting standards	369	8.7.1 Concordance table with the headings required by EU Regulation no 2019/980	374
8.3.6 Other regulations	370	8.7.2 Concordance table with the disclosures required in the annual financial report	377

## 8.1 COMPANY INFORMATION

### 8.1.1 IDENTIFICATION

The Company was founded on 11 December 1987 for a period of 99 years, *i.e.*, until 11 December 2086.

It is entered in the Paris trade and companies register under number 343 115 135.

Its LEI code is 969500P4HYOPYINEPE06.

### 8.1.2 CURRENT STATUTORY PROVISIONS

#### 8.1.2.1 Form (Article 1)

Between the departmental or regional agricultural reinsurance mutuals subscribing to these bylaws now or in the future, a national agricultural reinsurance mutual, a special form of mutual insurance company governed by Articles L. 322-26-4 and L. 322-27 of the French Insurance Code as well as by the provisions of these bylaws, is hereby created in the form of a trade union, in accordance with Article L. 771-1 of the French Rural and Maritime Fishing Code (law of 4 July 1900). Special-purpose agricultural reinsurance mutuals may also subscribe to these bylaws.

#### 8.1.2.2 Purpose (Article 2)

The Company's purpose is as follows:

- the reinsurance of operations falling under sectors 1 to 18 of Article R. 321-1 of the French Insurance Code carried out by regional or departmental agricultural insurance and reinsurance companies or mutuals;
- the substitution of agricultural insurance and reinsurance companies and mutuals exempt from administrative approval for the establishment of guarantees provided for by insurance regulation and the execution of insurance commitments assumed by such companies or mutuals, pursuant to Article R. 322-132 of the French Insurance Code;
- the reinsurance of operations falling under any sector set out in Article R. 321-1 of the French Insurance Code of all insurance or reinsurance companies, of any corporate form, headquartered in France or abroad;
- engaging in any activities involving outward reinsurance, retrocession, or compensation of the risks that it reinsurance;
- being the central body of the network of agricultural insurance and reinsurance companies (hereinafter the "network") within the meaning of Articles L. 322-27-1 and

R. 322-120-2 of the French Insurance Code. In this capacity, it is particularly responsible for:

- ensuring the cohesion and proper operation of the network,
- ensuring the application of the legislative and regulatory provisions relating to the organisations within the network,
- exercising administrative, technical, and financial control over the organisation and management of the organisations within the network,
- setting the strategic guidelines for the network, issuing any appropriate instructions in this regard and ensuring their actual implementation,
- also taking all necessary measures to ensure solvency and compliance with the commitments of each of the organisations within the network and of the entire Group;
- facilitating and promoting the activity and development of member mutuals and representing and defending their collective interests at the national and European levels as professional agricultural organisations;
- holding stakes in France and abroad, specifically in insurance, reinsurance, banking, financial services and related activities;

and, more generally, any financial, commercial, manufacturing, or civil transactions or transactions relating to real property or other property that might pertain directly or indirectly to its corporate purpose and any similar or related purposes.

#### 8.1.2.3 Name (Article 3)

The Company's name is the following: Caisse Nationale de Réassurance Mutuelle Agricole Groupama.

Its common name is "Groupama Assurances Mutuelles".

It is referred to as the "national mutual" in these bylaws.

#### 8.1.2.4 Headquarters (Article 4)

Its headquarters are located at 8-10, rue d'Astorg – 75008, Paris, France.

The headquarters may be relocated to any other place within the same *département* or to a neighbouring *département* by decision of the Board of Directors, provided such decision is approved by the next Ordinary General Meeting.

#### 8.1.2.5 Duration (Article 5)

The national mutual's duration is 99 years from 11 December 1987, the date of its entry in the trade and companies register except in case of early dissolution or extension.

### 8.1.2.6 Admission (Article 6)

Agricultural reinsurance mutuals established in the form of a trade union in accordance with Article L. 771-1 of the French Rural and Maritime Fishing Code and governed by Articles L. 322-26-4 and L. 322-27 of the French Insurance Code are eligible to subscribe to these bylaws.

In order to be admitted and to remain members, these mutuals must:

- subscribe to and comply with the terms of the reinsurance agreement referred to in Article 7;
- comply with the provisions of Articles L. 322-27-1 and L. 322-27-2 of the French Insurance Code relating to the network;
- subscribe to and observe the terms of the agreement on security and solidarity plans referred to in Article 8;
- have bylaws approved by the national mutual, which may approve only the district of a member mutual, *i.e.*, wholly or partly in common with that of one or more other member mutuals, without their approval.

Admission shall take place by decision of the Board of Directors, which decides without being obliged to disclose the reasons for its decision.

The minimum number of member mutuals is fixed at seven.

### 8.1.2.7 Reinsurance (Article 7)

The member mutuals undertake to reinsure all their operations with the national mutual, which undertakes to accept them, pursuant to General Reinsurance Regulations constituting a reinsurance treaty between the national mutual and each of the member mutuals.

The General Reinsurance Regulations must allow the national mutual to receive a sufficient contribution for proper compensation of the risks taken on and the fulfilment of its commitments and the ceding mutuals to receive reinsurance taking into account their needs, their situation and the nature of their operations.

They include a clause providing for the substitution of the national mutual for each reinsured mutual exempt from administrative approval in accordance with Article R. 322-132 of the French Insurance Code for all operations of these mutuals. They shall also define, where authorised by the member mutual's bylaws, the circumstances under which the Board of Directors of the national mutual may set the insurance rates for a reinsured mutual exempt from administrative approval.

The General Reinsurance Regulations are established by a reinsurance agreement between the national mutual and the member mutuals. The member mutuals agree to decide on amendments to the General Reinsurance Regulations by a majority and to comply with this collective decision under the conditions set out in this agreement.

### 8.1.2.8 Security and solidarity plans (Article 8)

The national mutual and the member mutuals undertake to participate in a reciprocal financial solidarity plan guaranteeing the required solvency capital cover rate for each of the member mutuals and the national mutual.

An agreement between the national mutual and the member mutuals establishes the terms of this financial solidarity plan as well as the other arrangements ensuring the security of the management and the financial balance of the network.

The member mutuals agree to decide on amendments to this agreement by a majority and to comply with this collective decision under the conditions provided for in this agreement.

### 8.1.2.9 Exclusion (Article 9)

If a member mutual fails to fulfil its obligations arising from these bylaws and, in particular, its obligations that determine the capacity of member under Article 6 above, the General Meeting may declare its exclusion by a decision taken under the conditions established in Article 30.

Before proposing the exclusion of a member mutual to the General Meeting, the Board of Directors shall hear from the Chairman and the Chief Executive Officer of that mutual and explain to them the reason(s) justifying the considered penalty.

The member mutual shall be notified of these reasons before the General Meeting early enough to allow it to defend itself. The reasons shall also be mentioned in the notice of meeting.

Notification of the General Meeting's decision shall be sent to the mutual concerned by registered letter, and the effect of the reinsurance shall cease on the date fixed by the General Meeting. The period between the notification of the exclusion and the cessation of the reinsurance may not be less than three months.

With respect to current contracts of reinsured mutuals with a substitution clause, the national mutual's guarantee shall be maintained until their normal expiry.

The national mutual shall inform the ACPR and the competent authorities of the exclusion decision as soon as it is notified to the mutual in question as well as any other case of cessation of reinsurance as soon as it has been notified of this itself.

The cessation of any reinsurance of a mutual with the national mutual shall automatically strip it of its status as a member mutual without the need for the General Meeting to pronounce its exclusion.

### 8.1.2.10 Initial capital (Article 10)

The national mutual's initial capital is set at €3,617,878,996.80.

This capital was funded by the issue of 411,824,587 mutual certificates with a par value of €8.785 each, resulting from the conversion, pursuant to law No. 2016-1691 of 9 December 2016, of the shares held by the member mutuals in the Company when it was in the form of a public limited company.

### 8.1.2.11 Resources/Uses (Article 11)

The national mutual's resources consist of:

- ordinary resources: reinsurance contributions, investment income, reinsurers' payments;
- extraordinary resources: mutual certificates, loans, as well as donations, bequests and subsidies of any kind.

The national mutual's expenses consist of:

- its share in payments of claims;
- payments to reinsurers;
- its share in the allowances for technical reserves for unexpired risks, claims payable, current annuities and miscellaneous items, established in accordance with the regulations in force;
- management fees;
- interest on loans.

### 8.1.2.12 Mutual certificates (Article 12)

The national mutual may issue mutual certificates only to member mutuals under the conditions provided for by the laws in force.

The mutual certificates have no physical form. They are recorded in registered form in a register and in a securities account held by the national mutual or on its behalf by an authorised intermediary.

Ownership of the mutual certificate is established by entry in the certificate account in the name of the holder.

The mutual certificate holder has no obligation to pay the corporate liabilities beyond the amount of the mutual certificates subscribed and only in case of liquidation of the national mutual as mentioned in Article 32 below.

### 8.1.2.13 Loans (Article 13)

The national mutual may issue loans, bonds, participating shares and subordinated instruments under the conditions of the laws in force.

### 8.1.2.14 Annual financial statements – Appropriation of earnings (Article 14)

The fiscal year will have a duration of twelve months. It will begin on 1 January and end on 31 December of each year.

At the close of each fiscal year, the Board of Directors shall prepare a management report consistent with the provisions of Article L. 322-26-2-4 of the French Insurance Code.

The income statement summarising revenue and expenses for the year will show, by difference, the profit or loss for the year, after deducting amortisation, depreciation, and provisions.

After deductions to establish the mandatory provisions and reserves required by the regulations in force have been made, the General Meeting may, on the proposal of the Board of Directors, appropriate the available balance of the earnings of the fiscal year, plus any positive retained earnings, as follows:

- appropriation, within the limits set by law, to compensation of mutual certificates;
- appropriation to any existing or new reserves account or retained earnings;
- distribution of annual surpluses among the member mutuals subject to the provisions of the first paragraph of Article R. 322-73 of the French Insurance Code.

The General Meeting will determine the amount and terms of this allocation.

### 8.1.2.15 Board of Directors (Article 15)

#### (a) Membership of the Board of Directors

The national mutual is administered by a Board of Directors, consisting of at least 15 Directors and a maximum of 16 Directors, divided into the following two categories of Directors:

- Directors elected by the Ordinary General Meeting:
  - nine (9) natural persons representing the member mutuals appointed from among the delegates to the General Meeting of the national mutual having the position of Chairman of the Board of Directors of their mutual,
  - at least four (4) but no more than five (5) natural persons elected for their qualifications on the proposal of the Board of Directors, who have not served as a Director or member of the Supervisory Board within a company or mutual falling within the Group's scope of consolidation or been employed by one of these companies or mutuals during the last five fiscal years.

The Directors are appointed by the Ordinary General Meeting for a term of office of six (6) years.

Directors may be re-elected.

Where Directors representing a member mutual who lose the status of Chairman of the Board of Directors of their mutual, their term of office as Director of the national mutual shall automatically cease.

In the event of a vacancy of one or more member seats on the Board of Directors due to death, resignation, or termination of a term of office, particularly following a decision of opposition by the French Prudential Supervision and Resolution Authority (ACPR), and where the number of Board members has fallen below the minimum required by the bylaws, the Board must make provisional appointments between two General Meetings to complete its membership within three months from the day on which the vacancy occurs.

A Director appointed to replace another shall only exercise his/her duties during the remaining term of office of his/her predecessor. Appointments made by the Board of Directors by virtue of the preceding paragraph are subject to

ratification by the next Ordinary General Meeting. If the appointments are not ratified, the deliberations and actions previously completed by the Board shall remain valid;

- Directors elected by the employed staff of the national mutual pursuant to Article L. 322-26-2 of the French Insurance Code

The status and methods of election of these Directors are set by Articles L. 225-28, L. 225-29 (first paragraph) and L. 225-30 to L. 225-34 of the French Commercial Code, as well as by these bylaws.

They are two (2) in number, including one management representative.

They are appointed for four (4) years. They may be re-elected.

Regardless of his/her method of appointment, the duties of a Director will end following the Ordinary General Meeting approving the corporate financial statements for the fiscal year just ended, held in the year when the Director's term of office expires.

The age limit for exercising the duties of Director is set at the sixty-fifth (65<sup>th</sup>) birthday, and a member of the Board of Directors shall be deemed to have officially resigned upon completion of the Ordinary General Meeting in the year of his/her sixty-fifth birthday.

### **(b) Conditions for the election of employee Directors**

For each vacant seat on the Board, the method of ballot counting is as provided for in the legal provisions.

Elections may be held electronically.

In the event of a vacancy due to death, resignation, dismissal, termination of the employment contract, or for any other reason whatsoever from a position of Director elected by the employees, the vacant seat shall be filled in accordance with the provisions of Article L. 225-34 of the French Commercial Code.

If, after application of this Article, the number of seats of elected Directors actually filled falls below two before the normal expiry of these Directors' term of office, the vacant seats will remain vacant until such expiry date. Until then, the Board of Directors will continue to meet and carry out valid business.

Elections are held every four (4) years, such that a second round may be held no later than fifteen days before normal expiry of the term of office of the outgoing Directors.

The date of the 1st ballot round must be posted at least six weeks before. The list of voters must be posted at least five weeks before the date of the 1st round.

The deadlines for other electoral operations, for each ballot round, are as follows:

- candidates are to file at least four weeks before the balloting date;
- the lists of candidates are to be posted at least two weeks before the balloting date;
- the documents needed for voting by mail, where applicable, are to be posted at least two weeks before the balloting date.

Candidates or lists of candidates may be nominated either by one or more representative trade unions, or by one twentieth of the voters or, if their number is greater than two thousand, by one hundred voters.

Each application must include, in addition to the candidate's name, the name of the candidate's alternate, if any. The candidate and the candidate's alternate must be of different genders.

The balloting will be carried out on the same dates on all of the national mutual's sites at the workplace and during business hours.

Each voting office consists of three voter members, chaired by the eldest of them. They are responsible for the successful outcome of the voting activities.

Ballots will be counted in the voting office immediately after the close of balloting; the report will be prepared upon completion of the counting.

In the event of a tie, the candidate with the longest-standing employment contract will be declared elected.

Directors elected by employees will assume office during the meeting of the Board of Directors held after the Ordinary General Meeting approving the financial statements for the fiscal year just ended.

The conditions for balloting not defined by Articles L. 225-28, L. 225-29 (first paragraph) and L. 225-30 to L. 225-34 of the French Commercial Code or by these bylaws are set by Executive Management after consultation with the representative trade unions.

### **8.1.2.16 Organisation and deliberations of the Board of Directors (Article 16)**

#### **(a) Chairman of the Board of Directors**

The Board of Directors shall elect a Chairman from among its natural person members on the proposal of the Mutual Insurance Advisory Board. The Chairman's term of office is three years but may not exceed his/her term as Director.

The Chairman may be re-elected. The Board of Directors may dismiss the Chairman at any time.

The Chairman may be granted compensation in an amount determined by the Board of Directors.

If the acting Chairman reaches the maximum age of 65 years set for his/her term of office as Director, his/her duties will terminate upon completion of the Ordinary General Meeting held in the year of his/her sixty-fifth birthday.

The Chairman will organise and lead the work of the Board of Directors, on which the Chairman reports to the General Meeting. The Chairman will ensure the successful functioning of the national mutual's bodies and specifically ensure that the Directors are capable of fulfilling their duties.

#### **(b) Vice-Chairman**

The Board of Directors may appoint a natural person from among its members to serve as a Vice-Chairman, whose duties, in the event of the Chairman's impediment, consist of convening and chairing Board meetings, as well as chairing the General Meeting.

#### **(c) Meetings of the Board of Directors**

The Board of Directors will meet as often as the national mutual's interest so requires, whenever convened by the Chairman, at the headquarters or any other location indicated by the notice to meet.

If the Board has not met for more than two months, at least one third of the Board members may ask the Chairman to convene a meeting for a specific agenda. The Chief Executive Officer may also ask the Chairman to convene the Board of Directors on a specific agenda. The Chairman is bound by any requests addressed to him/her under this paragraph.

In the event of death or temporary impediment of the Chairman, the Board of Directors may appoint a Director to perform the duties of the Chairman. In case of temporary impediment, this delegation is given for a limited period. It is renewable. In the event of death, it is valid until the election of the new Chairman.

Directors may be convened by letter or by any other means.

Under the conditions provided for by law and on the decision of the Chairman of the Board of Directors, meetings may be held by video-conferencing or any method of telecommunication. Directors who participate in Board meetings by video-conferencing or any method of telecommunication are deemed as present for purposes of calculating quorum and majority.

These methods of video-conferencing or telecommunication must meet technical characteristics enabling the identification of members and guaranteeing their effective participation in the meeting of the Board of Directors, whose deliberations are retransmitted continuously. These methods will transmit at least the sound of the participants' voices and meet technical characteristics allowing the continuous and simultaneous retransmission of the deliberations.

#### **(d) Deliberations of the Board of Directors**

Meetings of the Board of Directors are chaired by the Chairman or by the Vice-Chairman or, failing this, by a Director appointed for this purpose at the start of the meeting.

The Board of Directors may deliberate validly only if at least half of its members are present.

The Chief Executive Officer will attend Board meetings.

A representative of the works council attends Board meetings under the conditions set by current law.

The statutory auditors are convened at the same time as the Directors to all Board meetings when the annual or interim financial statements are examined or approved.

At the initiative of the Chairman of the Board of Directors, the statutory auditors or other parties outside the Company with specific competence relating to items on the agenda may attend all or part of a Board meeting.

A Director may appoint another Director in writing for representation at a Board meeting.

Each Director may hold only one of the proxies received in application of the preceding paragraph during the same meeting.

Decisions are taken by a majority of the members of the Board of Directors present, deemed present, or represented. In the event of a tie, the Chairman of the meeting shall have the casting vote.

The duties of Board Secretary will be performed by a member of the Board appointed by the Chairman.

Minutes shall be kept, and copies or extracts shall be issued and certified in accordance with the provisions of Article R. 322-55-4 of the French Insurance Code.

#### **8.1.2.17 Authority of the Board of Directors (Article 17)**

The Board of Directors sets the national mutual's business strategy and oversees its implementation. Subject to the powers expressly assigned to the General Meeting and up to the limit of the corporate purpose, it deals with any issues involving the smooth running of the Company and settles the matters concerning it through its deliberations. It carries out the checks and verifications that it deems appropriate.

The following decisions are subject to the prior approval of the Board of Directors:

- amendments to the reinsurance agreement and amendments to the agreement on security and solidarity plans with the member mutuals;
- the proposal of issues of securities of any kind as well as issues and redemptions of mutual certificates;
- any significant operations that may affect the Group's strategy and its scope of activities;
- the methods for implementing the solidarity plan pursuant to the agreement on security and solidarity plans;
- termination of the agreement on security and solidarity plans at the initiative of national mutual.

In addition, the decision to terminate the reinsurance agreement at the initiative of national mutual must be taken by a two-thirds majority of the members.

The following operations are also subject to approval by the Board of Directors if any of the categories below exceeds a unit amount set by the Board of Directors:

- taking or disposing of any stakes in any companies created or to be created, subscribing to any issues of equities, stocks, or bonds, excluding the insurance investment business and cash operations;
- acquiring or disposing of any properties, excluding the insurance investment business;
- granting pledges on corporate property;
- taking out any loans, excluding cash operations carried out with companies that have capital ties to the national mutual, either directly or indirectly.

The Board of Directors may grant special proxy to one or more of its members or to third parties for one or more given purposes. All powers delegated by the Board of Directors are signed by the Chairman or the Vice-Chairman or by two Directors.

The Board may resolve to create committees responsible for investigating or reviewing issues submitted by itself or its Chairman, upon notification, for their review. The Board determines the composition and powers of the committees operating under its responsibility.

#### 8.1.2.18 Allowances and compensation granted to Directors (Article 18)

Directors representing the member mutuals carry out their functions free of charge. However, the Board of Directors may decide to grant allowances to them, including in the form of retirement benefits, within the limits set by the General Meeting, and to reimburse them for their travel, accommodations, and childcare expenses.

Directors not representing member mutuals who are elected by the General Meeting receive compensation for carrying out their duties in an amount determined by the Board of Directors within the limits set by the General Meeting.

#### 8.1.2.19 Executive Management (Article 19)

The national mutual's Executive Management is assumed by a natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer, under the control of the Board of Directors and within the framework of the guidelines established by the Board of Directors.

The Chief Executive Officer is vested with the broadest powers to act on behalf of the national mutual under any and all circumstances. The Chief Executive Officer will exercise this authority within the scope of the corporate purpose and subject to such constraints as the law expressly attributes to General Meetings and to the Board of Directors. The Chief Executive Officer represents the national mutual in dealings with third parties and has full powers to represent the national mutual before any court, with the option of sub-delegation.

The national mutual is bound even by the actions of the Chief Executive Officer that do not fall within the corporate purpose, unless it proves that the third party knew that the act exceeded this purpose or that it could not have been unaware of this given the circumstances. The mere publication of the bylaws is not sufficient to constitute such proof.

The Board of Directors may, within the limit of a total amount set by the Board of Directors, authorise the Chief Executive Officer to give sureties, endorsements, or guarantees on behalf of the national mutual. This authorisation may also set, for each commitment, an amount above which the surety, endorsement, or guarantee of the national mutual cannot be given. Where a commitment exceeds any of the fixed amounts, the authorisation of the Board of Directors is required in each case.

The Chief Executive Officer is civilly and criminally liable for his/her management actions, in accordance with the laws in force.

The Board of Directors determines the Chief Executive Officer's compensation and sets the terms of his/her employment contract in the case of a Director who is an employee.

The appointment of the Chief Executive Officer may be revoked at any time by the Board of Directors. If he/she has entered into an employment contract with the national mutual, his/her dismissal does not terminate that contract. If this dismissal is decided without just cause, it may give rise to damages.

Upon the recommendation of the Chief Executive Officer, the Board of Directors can appoint one or more natural persons to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer. There may be no more than five. Their authority will be set by the Board of Directors in agreement with the Chief Executive Officer. They shall have the same powers in dealing with third parties as the Chief Executive Officer.

The Board of Directors determines their compensation and sets the terms of their employment contract if they are Directors who are employees.

They may be dismissed at any time by the Board of Directors on the proposal of the Chief Executive Officer. If they have entered into an employment contract with the national mutual, their dismissal does not terminate that contract. If this dismissal is decided without just cause, it may give rise to damages.

No one aged 65 or older may be appointed Chief Executive Officer or Deputy Chief Executive Officer. Once the age of 65 years is reached, the duties of the Chief Executive Officer or a Deputy Chief Executive Officer will terminate upon completion of the next Ordinary General Meeting approving the financial statements for the fiscal year just ended.

#### 8.1.2.20 Agreements (Article 20)

The provisions of Article R. 322-57 of the French Insurance Code apply to agreements entered into directly or through an intermediary between the national mutual and one of its Board members or salaried Directors, or between the national mutual and an undertaking, if any of the Board members or salaried Directors of the national mutual is an owner, partner with unlimited liability, Manager, Director, member of the Supervisory Board or generally an officer of such an undertaking.

The same applies to agreements in which one of the persons referred to in the preceding paragraph has an indirect interest.

#### 8.1.2.21 Non-voting Board members (Article 21)

At the proposal of the Board of Directors, the Ordinary General Meeting may appoint non-voting Directors, who may not exceed six in number.

In the event of a vacancy of one or more non-voting Director positions due to death or resignation, the Board of Directors may accept provisional nominations, subject to approval by the next Ordinary General Meeting.

The non-voting Directors, who are natural persons selected on the basis of their qualifications, form a panel.

They are appointed for a period of six years to end upon completion of the meeting approving the financial statements for the fiscal year just ended and held within the year during which their terms of office expire.

The Ordinary General Meeting may, under all circumstances, revoke one or more non-voting Board members and undertake to replace them, even if such revocation does not appear on the agenda.

Non-voting Directors are to be invited to meetings of the Board of Directors and shall take part in the deliberations in an advisory capacity. However, their absence shall not prevent the meeting from deliberating lawfully.

They may receive compensation in an amount set by the Board of Directors for services rendered to the national mutual.

#### 8.1.2.22 Membership of the Mutual Insurance Advisory Board (Article 22)

The Mutual Insurance Advisory Board is made up of natural persons representing all the member mutuals.

The member metropolitan regional mutuals are each represented by five members, namely:

- the Chairman of their Board of Directors;
- four members appointed by them from among the members of their Board of Directors under the age of 59 years at their first appointment, at least one of whom with the status of Deputy Chairman or Vice-Chairman of the regional mutual.

By appointing their representatives to the Mutual Insurance Advisory Board, the member metropolitan regional mutual strive to achieve a goal of gender diversity in their representation between women and men. The Mutual Insurance Advisory Board's internal bylaws determine the cases in which the appointment of a member by a member metropolitan regional mutual may be refused by the Executive Board of the Mutual Insurance Advisory Board for having failed to take this goal sufficiently into account in appointing its representatives.

The age requirement and the diversity goal mentioned above are not applicable to the first members appointed to form the Mutual Insurance Advisory Board after the conversion of the Company into an agricultural reinsurance mutual.

Reinsurance mutuals of the overseas departments and the member specialised reinsurance mutuals are each represented by the Chairman of their Board of Directors.

On a proposal from the Board of Directors, the Mutual Insurance Advisory Board may admit the representative of a mutual or joint management company having entered into a partnership with Groupama as an associate member. The status of associate member may be terminated at any time by decision of the Board of Directors.

#### 8.1.2.23 Duration of the term of office of members of the Mutual Insurance Advisory Board (Article 23)

Members of the Mutual Insurance Advisory Board serving as the Chairman of their member mutual hold this membership as long as they maintain this position.

Other members of the Mutual Insurance Advisory Board are appointed for a renewable six-year term. The age requirement provided for in Article 22 of these bylaws is not applicable in case of renewal. If a member of the Mutual Insurance Advisory Board is over 59 years old as of the date of the renewal of his/her term, the duration of the renewed term shall be limited to the time remaining until the General Meeting of the national mutual held in the year of his/her 65th birthday.

The term of office as member of the Mutual Insurance Advisory Board automatically ceases before the end of six years in the following cases:

- death, resignation;
- loss of the position of Chairman of a member mutual in the case of members serving in that position;
- loss of the capacity as Director of a regional mutual or a decision of the regional mutual to terminate their mandate in the case of members appointed by member metropolitan regional mutuals;
- the member reaches the age limit; the termination of the term of office shall take effect following the General Meeting of the national mutual held in the year of his/her 65th birthday.

#### 8.1.2.24 Responsibilities and powers of the Mutual Insurance Advisory Board (Article 24)

The Mutual Insurance Advisory Board's responsibilities are to:

- nominate candidates for the office of Chairman of the Board of Directors of the national mutual;
- define the general guidelines of the mutual insurance group and to oversee their implementation;
- define Groupama's positions at the national and European level as an agricultural professional organisation involved in the life of the territories;
- develop mutual insurance principles within the member mutuals, following an innovative and open approach to the social and economic environment in which Groupama operates;
- lead actions to promote the Groupama mutual more widely as a professional organisation and a responsible player in the global economy;

- design, carry out or have carried out, together with the member mutuals, the training of elected representatives, particularly to meet the requirements of the supervisory authority resulting from the provisions of the French Insurance Code.

The Mutual Insurance Advisory Board carries out its missions in the form of opinions, recommendations, and proposals for actions. Their implementation is decided by the competent administrative and management bodies of the national mutual.

In particular, it may propose that the national mutual join or provide financial support to all professional organisations, consortiums, or companies of agricultural interest operating in the territories where the member mutuals operate and establish and develop permanent relationships with the professional organisations of different categories of members at the national, European, and international level.

For its work, it relies on the resources made available to it by the Executive Management.

### 8.1.2.25 Organisation and operation of the Mutual Insurance Advisory Board (Article 25)

#### (a) Chairman of the Mutual Insurance Advisory Board

The Chairman of the Board of Directors serves as ex-officio Chairman of the Mutual Insurance Advisory Board.

The Chairman of the Board of Directors of the national mutual handles is responsible for its ongoing political representation with professional organisations representing the different categories of members, public authorities and administrations, as well as with member mutuals.

The Chairman delegates powers of ongoing political representation to the Deputy Chairman and to the Vice-Chairmen in one or more specific areas. The Chairman may also delegate part of these powers to any member of the Mutual Insurance Advisory Board.

The Chairman convenes the Mutual Insurance Advisory Board and directs its work.

If unable to attend, the Chairman is replaced by the Deputy Chairman or one of the Vice-Chairmen.

#### (b) Executive Board of the Mutual Insurance Advisory Board

The Executive Board of the Mutual Insurance Advisory Board is composed of the Chairman of the Board of Directors of the metropolitan regional mutuals and a Deputy Chairman or a Vice-Chairman of each of these mutuals appointed as a member of the Mutual Insurance Advisory Board as mentioned in Article 22 of these bylaws.

Each metropolitan regional mutual appoints the Deputy Chairman or the Vice-Chairman serving as a member of the Mutual Insurance Advisory Board to sit on the Executive Board.

The Deputy Chairman of the Mutual Insurance Advisory Board is elected by the Board on the Chairman's proposal from

among the Chairmen of metropolitan regional mutuals for a term of three years, expiring following the annual Ordinary General Meeting held in the year of the expiry of the term of office.

The other members of the Executive Board of Chairmen of metropolitan regional mutuals are Vice-Chairmen of the Mutual Insurance Advisory Board.

The Executive Board prepares and monitors the work of the Mutual Insurance Advisory Board, particularly its relations with agricultural professional organisations and other players in the life of the territories.

It meets as often as necessary for the initiative and whenever convened by the Chairman or, failing that, by the Deputy Chairman or a Vice-Chairman. No one can be represented within the Executive Board or vote by proxy. Resolutions are adopted by a majority vote of the sitting members.

The Chairmen's Committee, composed of the Chairman, the Deputy Chairman, and the seven Vice-Chairmen, regularly monitors the activity of the Mutual Insurance Advisory Board and prepares the work of the Executive Board.

#### (c) Operation of the Mutual Insurance Advisory Board

The Mutual Insurance Advisory Board meets at least four times a year whenever convened by the Chairman or, if the Chairman is unavailable, by the Deputy Chairman or a Vice-Chairman.

By decision of the Chairman, meetings may be held by video conference or other method of telecommunication.

These video-conferencing or telecommunications means must meet technical characteristics enabling the identification of members and guaranteeing their effective participation in the meeting of the Mutual Insurance Advisory Board, whose deliberations are retransmitted continuously. These methods will transmit at least the sound of the participants' voices and meet technical characteristics allowing the continuous and simultaneous retransmission of the deliberations.

Each member has one vote, with the exception of associate members, who serve only in an advisory capacity. No one can be represented within the Board or vote by proxy.

Resolutions are adopted by a majority vote of the sitting members.

Members of the Mutual Insurance Advisory Board who participate in its meetings by video-conferencing or any method of telecommunication are deemed as present for purposes of calculating quorum and majority.

An attendance sheet is established for each meeting of the Mutual Insurance Advisory Board. The deliberations are recorded in minutes kept in a register and signed by the Chairman and the secretary of the meeting.

The Board may temporarily or permanently establish within itself any committee or task force responsible for studying or monitoring a topic related to its missions, and, more generally, call on anyone whose qualifications would be useful in shedding light on its work in these committees or task forces.

Similarly, to contribute to its discussions, the Board of Directors or the Executive Board may hear from the Chief Executive Officer of a member mutual assigned to a task on a particular subject by the national mutual.

Depending on the subject, the Chairman may decide to invite a representative of one or more professional organisations representing the different categories of members of the local mutuals to attend the Mutual Insurance Advisory Board as an auditor.

The Board of Directors prepares an annual activity report and a report on the plan of projected actions, which are presented at the Annual General Meeting.

The Mutual Insurance Advisory Board may be informed of the main measures taken pursuant to the provisions relating to the operation of the Group and the network, in particular those relating to the rules for appointment and dismissal of Chief Executive Officers and dismissal of Board of Directors of member mutuals and local mutuals.

#### **(d) Allowances for performance of duties**

The duties of a member of the Mutual Insurance Advisory Board are performed free of charge.

However, in their capacity as mutual insurance representatives, the Board of Directors may decide to grant allowances to members of the Mutual Insurance Advisory Board, including in the form of retirement benefits, within the limits set by the General Meeting, and to reimburse them for their travel, accommodation, and childcare expenses.

#### **(e) Internal bylaws**

The Mutual Insurance Advisory Board adopts internal bylaws specifying the measures for applying title V of these bylaws.

### **8.1.2.26 Statutory auditors (Article 26)**

Control is exercised by one or more acting statutory auditors appointed and exercising their duties in accordance with the law.

### **8.1.2.27 Composition of the General Meeting (Article 27)**

The General Meeting is composed of the delegates appointed by the Boards of Directors of the member mutuals from among their members or among the members of the Boards of Directors of the local agricultural insurance mutuals within their district; it represents all of the member mutuals, and its decisions are binding on all of them, even those that are neither present nor represented. Each delegate shall have one vote.

Each member of the Board of Directors shall attend this meeting in an advisory capacity unless he/she is not the delegate of a member mutual, in which case he/she shall have a right to vote.

The Chief Executive Officer, the Deputy Chief Executive Officer (where applicable), and all other members of the management staff authorised by the Chairman of the Board of Directors

attend the General Meetings in an advisory capacity.

Each member mutual is entitled to a delegate to the General Meeting.

Mutuals whose ceded contributions exceed 10 (ten) million euros without exceeding 100 (one hundred) million euros are entitled to 4 (four) delegates.

Mutuals whose ceded contributions exceed 100 (one hundred) million euros are entitled to 25 (twenty-five) delegates.

On the decision of the Board of Directors, the members of the General Meeting may be invited to participate in General Meetings (1) physically (in person or by proxy), (2) by video-conferencing or telecommunications means, and/or (3) by means of remote voting by post or electronically, under the conditions set out below.

#### **(a) Physical participation in the General Meeting**

Any delegate who is a member of the General Meeting may be represented by another member delegate of that meeting holding a proxy; however, no delegate may represent more than five members of the General Meeting.

A delegate holding proxies must submit them at the national mutual's headquarters and have them recorded registered there at least five days before the General Meeting. Otherwise, these proxies will be null and void.

#### **(b) Participation in the General Meeting by video-conferencing or telecommunication means**

Members who participate in the General Meeting by video-conferencing or any other method of telecommunication, in accordance with the applicable regulatory provisions and their conditions.

#### **(c) Remote voting by post or electronically**

Members voting remotely, by post or electronically (including the Internet), shall be deemed present for the purposes of calculating the quorum and majority under the conditions set out below.

In this case, the Company makes the remote voting form available to members under the conditions provided for by the regulations.

In the event of remote voting by post or electronically prior to the General Meeting, the member must complete a voting form in accordance with the applicable regulatory provisions.

In order to be considered:

- the form for remote voting by post must have been received by the Company no later than three (3) clear days before the date of the General Meeting;
- the form for electronic voting must have been received by the Company no later than 3:00 p.m. (local time at the Company's headquarters) on the day before the General Meeting.

This form must include the electronic signature of the member produced using a reliable identification process guaranteeing that the member is linked to the appropriate remote voting form.

By decision of the Board of Directors, a remote electronic voting system to be used during the General Meeting may also be put in place. In this case, members may be invited to vote electronically with due respect for the vote and the sincerity of the ballot and in accordance with the applicable regulations and their conditions.

### 8.1.2.28 Meeting notices - Agenda (Article 28)

The Board of Directors may convene a General Meeting at any time.

The General Meeting shall be convened by post or e-mail, sent to the delegates at least fifteen days before the meeting. Meeting notices must mention the agenda.

Meetings are held at the corporate headquarters or at any other location defined in the notice convening the meeting.

The agenda of each meeting is decided by the Board of Directors. It contains only matters coming from either the Board of Directors or a member mutual, provided that this mutual communicated its request at least twenty days before the meeting.

The meeting may deliberate only on the items on the agenda.

### 8.1.2.29 Composition of the General Meeting (Article 29)

The General Meeting is chaired by the Chairman of the Board of Directors or, failing that, by the Vice-Chairman of the Board of Directors or, failing that, by a Director appointed by the Board of Directors.

The General Meeting appoints two vote tellers from among the delegates. The Executive Board of the General Meeting thus composed appoints the secretary, who may be chosen from outside the delegates.

An attendance sheet is prepared and then certified by the Executive Board.

The deliberations of the meeting are recorded in minutes entered in a register and signed by the Chairman and the Secretary of the meeting.

Copies or extracts of the minutes of the deliberations of meetings are certified true by the Chairman or by the Vice-Chairman of the Board of Directors or by two Directors or by the Chief Executive Officer.

### 8.1.2.30 Deliberations of the Ordinary General Meeting (Article 30)

#### (a) Subject matter of deliberations

The Ordinary General Meeting is held once a year, no later than during the second quarter, at the invitation of the Board of Directors as sent by the Chairman of the Board.

The General Meeting hears the report of the Board of Directors as well as the report of the statutory auditor(s) and, where applicable, the special report on authorised agreements provided for in Article 20 as well as any special report that may be required by the regulations in force. It discusses, approves, rejects, or modifies the balance sheet and all the accounts presented by the Board of Directors and appropriates the earnings for the fiscal year.

The General Meeting appoints the Directors and the statutory auditor(s) in accordance with the conditions set out in these bylaws. It also has authority to appoint, where applicable, the non-voting members referred to in Article 21 of the bylaws.

It sets the maximum total amount of compensation that the Board of Directors may grant annually to Directors and to members of the Mutual Insurance Advisory Board and the maximum total amount of compensation that the Board of Directors may grant to Directors not representing member mutuals who are elected by the General Meeting.

Each year, the Chairman informs the General Meeting of the amount of compensation and allowances actually granted, reimbursed expenses, and benefits of any kind paid during the fiscal year to each corporate officer referred to in Article R. 322-55-11 of the French Insurance Code by the national mutual and by the companies that it controls within the meaning of Article L. 233-16 of the French Commercial Code.

The General Meeting authorises the issue of mutual certificates and establishes their key characteristics. In this context, it may delegate the powers necessary to decide on practical aspects to the Board of Directors. The Board of Directors reports on the exercise of this delegation to the next General Meeting.

The Annual General Meeting fixes the compensation of the mutual certificates at the time of the approval of the financial statements within the limits fixed by law. It may decide to pay this compensation in mutual certificates to the certificate holders who so request according to the terms set by the Board of Directors.

The General Meeting may authorise the Board of Directors to buy back mutual certificates issued by the national mutual at their par value as part of an annual buyback programme approved by the ACPR and subject to the regulatory provisions stipulating the suspension of buybacks in the event that the solvency capital requirement of the insurance undertaking is not fulfilled or if the buybacks would lead to such non-fulfilment.

#### (b) Quorum and majority

The General Meeting's deliberations are valid if at least one quarter of the delegates, representing at least one quarter of the member mutuals, are present or represented. If it does not meet this number, it shall be convened again on the same agenda in the manner and within the periods prescribed by Article 28; its deliberations shall be valid regardless of the number of delegates present or represented.

Decisions shall be taken by a majority vote of the delegates present or represented.

However, the exclusion of a member mutual shall require a two-thirds majority of the delegates present or represented by a secret ballot.

### 8.1.2.31 Deliberations of the Extraordinary General Meeting (Article 31)

#### (a) Subject matter of deliberations

The General Meeting may amend the bylaws in all their provisions. It may decide on the early dissolution of the national mutual.

#### (b) Quorum and majority

The General Meeting's deliberations are valid if at least one half of the delegates, representing at least one half of the member mutuals, are present or represented. If it does not meet this number, it shall be convened again on the same agenda in the manner and within the periods prescribed by Article 28; its deliberations shall be valid if at least one third of the delegates, representing at least one third of the member mutuals, are present or represented.

Decisions shall be taken by a two-thirds majority vote of the delegates present or represented.

### 8.1.2.32 Dissolution - Liquidation (Article 32)

Except in the case of an extension approved by the Extraordinary General Meeting, the national mutual shall be dissolved on expiry of the term set by the bylaws. Dissolution may also occur at any time by decision of the Extraordinary General Meeting.

The meeting governs the method of liquidation and appoints one or more receivers and defines their authority. The receivers shall exercise their duties in accordance with the law.

Once all senior, secured, and subordinated creditors have been repaid, the mutual certificates shall be reimbursed at the par value of the certificate, minus, where applicable, the amount of the application of the losses against the initial capital, it being specified that prior to this reduction, the losses shall be applied against the reserves.

After the corporate liabilities have been settled and the mutual certificates have been repaid, any net assets shall be allotted to the member mutuals in proportion to the mutual certificates that they held before repayment.

### 8.1.2.33 Internal bylaws (Article 33)

Without prejudice to Article 25.5 of these bylaws, the Board of Directors establishes internal bylaws setting the operating rules of corporate bodies that do not fall within the bylaws.

Subscription to the bylaws automatically implies subscription to the internal bylaws.

### 8.1.2.34 Settlement of disputes (Article 34)

Any dispute arising either between the national mutual and one or more member mutuals or between the member mutuals themselves concerning the affairs of the national mutual during the life of the national mutual or during its liquidation shall be

referred to mediation. The mediator shall be appointed jointly by the parties in the event of two-party disagreement; if there are multiple parties to the disagreement, either a single mediator shall be appointed jointly by the parties or two mediators shall be appointed, one by the plaintiff(s) and the other by the defendant(s).

After the appointment of the mediator(s), a mediation agreement shall be entered into between the parties to the mediation and the appointed mediator(s) to govern the mediation procedure, it being specified that the mediation shall not exceed three months from the appointment of the mediator(s), unless agreed by the parties, and that the entire procedure as well as the exchanged exhibits shall be treated confidentially.

The other arrangements of the procedure shall be settled by Articles 1532 to 1535 of the French Civil Procedure Code.

The mediation shall be deemed terminated in the following cases:

- if the parties fail to agree on the appointment of the mediator(s), duly documented;
- if an agreement between the parties is duly recorded in a memorandum of understanding after the mediation procedure;
- if a disagreement between the parties is duly documented after the mediation procedure.

In the mediation fails, the dispute shall be settled by arbitration before an arbitration body composed of three arbitrators. The plaintiff(s) and the defendant(s), regardless of the number of parties to the dispute, shall each jointly appoint an arbitrator.

The first party or parties to resort to arbitration shall notify the other party or parties by registered letter with acknowledgement of receipt, indicating the contact details of the chosen arbitrator. If there are multiple plaintiffs, if they cannot agree on the name of an arbitrator, the arbitrator shall be appointed by the President of the Paris court, ruling in summary proceedings initiated by the first party to take such action.

Within a maximum period of 30 days from receipt of this notification, the other party or parties must notify the plaintiff(s) by registered letter with acknowledgement of receipt of the contact details of the chosen arbitrator. Failing this, the President of the Paris court, ruling in summary proceedings, shall appoint the arbitrator at the request of one of the defendants or one of the plaintiffs.

Before the examination of the merits of the case, the arbitrators thus appointed shall appoint a third arbitrator to act as President of the arbitral tribunal.

If the arbitrators disagree on the appointment of the third arbitrator within 30 days following the receipt of the notification of the appointment of the second arbitrator, the third arbitrator shall be appointed by the President of the Paris court ruling in summary proceedings initiated by the first party to take such action.

The arbitrators shall render a decision based on law.

The decision shall be final.

The other arrangements of the procedure shall be settled by the provisions of the Title I of Book IV of the French Civil Procedure Code.

## 8.1.3 INTERNAL BYLAWS OF THE BOARD OF DIRECTORS

The purpose of the internal bylaws is to define or supplement certain regulatory and statutory provisions concerning the functioning of the Board of Directors and the Executive Management and to define the rights and obligations of the Directors. By accepting their office, each Director agrees to abide by these internal bylaws.

On 7 June 2018, the Board of Directors of Groupama Assurances Mutuelle adopted internal bylaws in order to detail the rights and obligations of the central body and to incorporate adaptations regarding governance.

### 8.1.3.1 Operation of the Board of Directors

#### (a) Purpose of the Board of Directors

The Board of Directors, in accordance with the law, sets the guidelines for the activity of Caisse Nationale de Réassurance Mutuelle Agricole Groupama (hereinafter "Groupama Assurances Mutuelles"), ensures that they are implemented and oversees the Executive Management of the Company. Subject to the powers expressly assigned to the General Meetings and up to the limit of the corporate purpose, it deals with any issues involving the smooth running of Groupama Assurances Mutuelles and settles matters concerning it through its deliberations. In addition, it performs any audits or controls it deems timely.

Within the framework of the powers conferred on the central body referred to in Article L. 322-27-1 of the French Insurance Code, the Board of Directors of Groupama Assurances Mutuelles is responsible for the following in particular:

- ensuring the cohesion and proper operation of the network of agricultural insurance and reinsurance companies or mutuals referred to in Article L. 322-27-2 of the French Insurance Code (hereinafter "network");
- ensuring the application of the legislative and regulatory provisions relating to the organisations within the network;
- exercising administrative, technical, and financial control over the organisation and management of the organisations within the network;
- setting the strategic guidelines for the network, issuing any appropriate instructions in this regard and ensuring their actual implementation;

- taking all necessary measures to ensure solvency and compliance with the commitments of each of the organisations within the network and of the entire Group;
- ruling on the dismissal of any Chief Executive Officer as well as the collective dismissal of members of the Board of Directors of an organisation within the network in the cases provided for in Article L. 322-27-2 of the French Insurance Code. Under these circumstances, the Board of Directors provisionally appoints the individuals responsible for assuming their duties until the election of new Board members.

The Board is assisted in the performance of its tasks by study committees.

#### (b) Committees of the Board of Directors

The committees of the Board of Directors are responsible for studying or monitoring certain issues. They operate under the responsibility of the Board of Directors, to which they provide their opinions. An Audit and Risk Management Committee was established pursuant to Article L. 823-19 of the French Commercial Code and Article L. 322-3-1 of the French Insurance Code. By virtue of Article R. 322-53-1 of the French Insurance Code, the Board of Directors also decided to create within itself a Compensation and Appointments Committee and a Strategy Committee. Details of the duties, membership and functioning of each of these committees are attached to this regulation (Appendices 1 to 3). The Board of Directors is responsible for ensuring the proper operation of the committees. The Board of Directors may also create *ad hoc* committees charged with studying specific issues as they arise.

#### (c) Membership of the Board of Directors

Members of the Board of Directors must be of good repute and have the qualifications required to administer an insurance undertaking. These conditions are specified in Part II "Rights and Obligations of Directors".

The Board of Directors is made up of two categories of Directors:

- Directors elected by the Ordinary General Meeting:
  - nine (9) natural persons representing the member mutuals having the position of Chairman of the Board of Directors of their mutual,
  - at least four (4) but no more than five (5) natural persons elected for their qualifications on the proposal of the Board of Directors who have not served as a Director or member of the Supervisory Board within a company or mutual falling within the Group's scope of consolidation or been employed by one of these companies or mutuals during the last five fiscal years;
- Directors elected by the employed staff of Groupama Assurances Mutuelles pursuant to Article L. 322-6-2 of the French Insurance Code.

**(a) Status of independent Director**

Directors are considered independent when they maintain no relationship of any kind whatsoever with Groupama Assurances Mutuelles, its Group or its management that might compromise the exercise of their freedom of judgement. These criteria for the status of independent Director are defined in Appendix 4 below.

The status of independent Director must be discussed by the Compensation and Appointments Committee and reviewed each year by the Board of Directors prior to the publication of the annual report. The Board of Directors shall inform the member mutuals of the findings of this assessment at the General Meeting called to nominate the Directors of Groupama Assurances Mutuelles or to approve appointments made by nominations by the Board of Directors.

Moreover, the Board must also annually verify the individual status of each Director with regard to the status of independent Director and report its findings in the annual report.

It is assisted in this by the Compensation and Appointments Committee.

**(d) Non-voting Directors**

Pursuant to Article 21 of the bylaws of Groupama Assurances Mutuelles, the General Meeting may appoint one or more non-voting Directors, up to a maximum of six.

All obligations of the Directors hereunder are applicable to the non-voting Directors, including when the obligations result from provisions applicable only to the Directors.

**(e) Notice convening meetings – holding of Board meetings**

The Board of Directors will meet at least four times per year when convened by its Chairman or by any party to whom the Chairman delegates this task. If the Board has not met for more than two (2) months, at least one third of the Board members may ask the Chairman to convene a meeting for a specific agenda. Notices convening meetings shall be made by letter, telegram, telex, fax, or e-mail, or verbally and may be sent by the General Secretary. The Chief Executive Officer may also request that the Chairman convene the Board for a specific agenda.

A draft schedule of meetings is to be prepared no later than December, for the following year.

Directors may ask the Chairman to invite the principal administrative officers of Groupama Assurances Mutuelles to meetings of the Board of Directors to question them on any issues relating to the exercise of their duties.

**(f) Provisions specific to the holding of Board meetings by video conference or any method of telecommunication**

Directors who participate in Board meetings by video conference or any other method of telecommunication, in accordance with the legal and regulatory provisions and within the established limits, are deemed to be present for purposes of calculating a quorum and majority.

These methods must have technical characteristics that guarantee effective participation in the Board meeting and must allow the continuous broadcast of its deliberations.

However, participation in Board meetings by video conference is excluded for ruling on the following decisions:

- appointment, compensation and dismissal of the Chairman and the Chief Executive Officer;
- preparation of the annual financial statements and the management report;
- preparation of the consolidated and combined financial statements and the management reports.

**(g) Secretarial duties of the Board of Directors**

The secretarial duties of the Board of Directors are to be fulfilled by the General Secretary of Groupama Assurances Mutuelles.

**(h) Attendance record and minutes**

In accordance with the law and current regulations, an attendance record is to be maintained, which is to be signed by the Directors participating in the Board meetings, indicating the names of the Directors deemed present under the terms of Article R. 322-55-4 of the French Insurance Code.

The minutes will report the discussions as fully as possible.

Copies or extracts of the minutes of the deliberations are to be certified as valid by the Chairman, the Vice-Chairman called to preside over the meetings if the Chairman is unavailable, the Chief Executive Officer, the Secretary of the Board, or a legal representative authorised for this purpose.

**(i) Assessment of the Board of Directors**

The corporate governance report, attached to the management report, shall describe the conditions for preparing and organising the Board's tasks and the limits of its powers, if applicable.

To allow for preparation of this report, at least once per year, during one of its meetings, the Board of Directors will dedicate an item on its agenda to a discussion of its operation.

The Compensation and Appointments Committee is responsible for ensuring the proper application of the recommendations resulting from the assessment of the Board of Directors and its committees and for submitting regular reports to the Board.

### 8.1.3.2 Rights and obligations of Directors

#### (a) Presentation of the Articles of association and the internal bylaws

Before accepting their duties, all Directors must be familiar with the laws and regulations relating to their duties. A copy of the bylaws of Groupama Assurances Mutuelles and of these internal bylaws will be submitted to them upon entering into office. The Board will ensure that the internal bylaws are updated to take into consideration any legal and regulatory changes as well as any changes to local practice.

#### (b) Training

The competence of the Directors is assessed by the ACPR collectively taking into account the training and individual experience of all members.

The knowledge and skills required by the ACPR, which are appropriate for carrying out the duties of the Board of Directors, relate to insurance markets, financial markets and the Company's strategy and business model, its governance system, financial and actuarial analysis and the legislative and regulatory requirements applicable to the undertaking and appropriate for carrying out the duties of the Board of Directors.

At all times, Directors are required to maintain a level of competence meeting the criteria required by the insurance laws.

Directors and members of specialised committees may be required to take training courses that meet these requirements or may take the initiative to do so if they deem this necessary.

#### (c) Participation in Board and committee meetings

Directors must dedicate the necessary time and effort to their duties. They must undertake faithfully to attend meetings of the Board and committees of which they are a member and actively participate in their respective work.

If they feel that any decision of the Board of Directors is likely to harm Groupama Assurances Mutuelles, Directors must undertake to clearly express their opposition and to use every means possible to convince the Board of the relevance of their position.

#### (d) Loyalty and conflicts of interest

Directors have an obligation of loyalty to Groupama Assurances Mutuelles. They must not under any circumstances act in their own interest against that of Groupama Assurances Mutuelles.

Directors undertake not to seek or accept from Groupama Assurances Mutuelles or the Group, directly or indirectly, benefits likely to be considered as compromising their independence of analysis, judgement, and action. They must also reject any direct or indirect pressure possibly applied on them and possibly originating from other Directors, creditors, suppliers and any third party in general.

To this end, prior to signing, they undertake to submit to the Board of Directors, as well as to the Audit and Risk

Management Committee, in accordance with the procedure described in Appendix 2, any agreements falling under Article R. 322-57 of the French Insurance Code.

Moreover, it is forbidden for Directors to:

- acquire a stake or responsibility in any unlisted company in which Groupama Assurances Mutuelles or the Group directly or indirectly holds a share in any capacity other than as a Group representative;
- acquire a stake or responsibility in any unlisted company that has a contractual relationship with Groupama Assurances Mutuelles or the companies of the Group, with the exception of customary insurance policies.

They are to ensure that their participation on the Board is not the source of any conflict of interest for them or Groupama Assurances Mutuelles, both personally and by reason of the professional interests they represent. In the event of a specific conflict of interest relating to a specific dossier, the Directors in question will report it in full and in advance to the Board of Directors; they will be required to abstain from participating in Board discussions and decision-making on this point (in that event they are excluded from calculation of the quorum and of the vote).

In the event of any question, Directors may consult the General Secretary, who will guide them on the application of these principles.

#### (e) Rights and obligations of Directors with regard to information

The Chairman or the Chief Executive Officer of Groupama Assurances Mutuelles must send each Director any documents and information necessary for fulfilment of the Board's duties, i.e., making decisions for which it is competent and control of the administration exercised by management.

##### Preparation for Board meetings

The Chairman or the Chief Executive Officer will seek to communicate to the Directors no later than three days prior to any meeting, except in the case of an emergency or extraordinary circumstance, a work file, including in electronic form, containing all necessary documents and information, to allow the Directors to participate in Board discussions in a knowledgeable manner and to make a useful contribution to discussion points on the agenda.

In the absence of information or in the event that the information communicated is deemed to be incomplete, the Directors will request that the Chairman or the Chief Executive Officer provide information they believe to be essential to their participation in the Board of Directors meetings.

##### Ongoing information

Outside of Board meetings, the Chairman, or Chief Executive Officer is required to communicate to Directors, insofar as they are aware thereof, information and documents needed to perform their duties, insofar as they are not hindered by business secrecy, as Directors have an obligation of confidentiality.

Requests for documents and information from Directors are to be sent to the General Secretary, who will forward them to the Chief Executive Officer. The list of documents requested by Directors is to be included as an item on the agenda of the next meeting of the Board of Directors; this list is to be included in the minutes of such meeting.

For reasons of confidentiality, the Chairman or the Chief Executive Officer may deem it preferable to make the requested documents available to Directors at the Company's headquarters.

If the Chairman or the Chief Executive Officer believes the information request exceeds the responsibilities of the Director or is likely to raise a problem of conflict of interest, the Chairman, or Chief Executive Officer, after having so informed the Director in question, may consult the Chairman of the Audit and Risk Management Committee for advice, prior to any response.

#### **(f) Accumulation of terms of office**

Candidates for the offices of Director are required to inform the Board of Directors of any positions of Director, Chairman, Chairman of the Board of Directors, Chief Executive Officer, member of the Supervisory Board and Management Board, Chairman of the Management Board or sole Chief Executive Officer that they may hold in other mutual insurance companies, mutual reinsurance companies or mutual insurance groups or public limited companies headquartered in France, to allow the Board of Directors, assisted by the Compensation and Appointments Committee, to verify that the candidates, if elected, meet the accumulation conditions provided for by French law.

Directors are required to inform the Board of their appointment as Director, Chairman, Chairman of the Board of Directors, Chief Executive Officer, member of the Supervisory Board and Management Board, Chairman of the Management Board and sole Chief Executive Officer in the companies mentioned above within five days of their nomination.

Within one month after the close of the fiscal year just elapsed, Directors are also required to communicate the list of positions they have occupied during the year just elapsed with a view to preparing the management report.

#### **(g) Duty of secrecy: confidential information**

Directors, as well as any party called upon to attend all or part of the meetings of the Board of Directors and committees, are subject to an obligation of discretion as to the progress and content of the discussions.

Specifically, Directors must maintain secrecy with regard to information corresponding to the definition of financial information, or other information likely to be of interest to third parties and specifically competitors of Groupama Assurances Mutuelles or the Group, or confidential information and data. They undertake not to use for personal purposes, and not to disclose outside the obligations of their position, any confidential information.

#### **(h) Prevention of risk of insider trading**

This paragraph contains the rules of professional ethics intended to prevent the risk of insider trading, with regard to financial transactions pertaining to an issuer of financial instruments or financial instruments carried out by members of the Board of Directors, whenever Directors, in the exercise of their functions, hold or have access to inside information pertaining to that issuer or those financial instruments.

##### **Legal and regulatory framework**

The applicable legislative and regulatory framework comes from the French Monetary and Financial Code and Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse.

The mechanism put in place is primarily based on the principle that any inside information concerning an issuer of financial instruments or financial instruments must not be unlawfully disclosed or used to carry out trades on one's own behalf or on behalf of a third party directly or indirectly or by recommending to another person to carry out a trade.

Failure to comply with the rules in this matter is punishable by law (prison term and major fine).

The French financial markets authority (AMF) may alternatively prosecute these violations and impose pecuniary sanctions.

##### **Simplified definitions**

The definitions below have been simplified to facilitate a quick understanding of the key provisions of the regulations. For exhaustive details about these regulations, the complete texts are available from the General Secretariat.

##### **WHO MAY BE CONSIDERED AN "INSIDER"?**

Members of the Board of Directors, the Chief Executive Officer and any person having inside information in the course of his/her duties.

##### **WHICH FINANCIAL INSTRUMENTS ARE CONCERNED?**

In particular, they include any financial instrument traded on a regulated market or on a multilateral trading facility (MTF) or an organised trading facility (OTF): shares or other rights that grant or may grant access, directly or indirectly, to share capital or voting rights, debt securities, mutual fund shares or units, or derivatives.

##### **WHAT IS "INSIDE INFORMATION"?**

This is specific information that has not been made public, which involves, directly or indirectly, one or more issuers of financial instruments or one or more financial instruments and which, if it were made public, would be likely to have considerable influence on the prices of the financial instruments in question or the derivatives tied to them.

Information is considered to be specific if it mentions a set of circumstances that exists or is reasonably likely to exist or an event that has happened or is reasonably likely to happen, when it is possible to conclude from the information the effect that those circumstances or that event could have on the prices of the financial instruments concerned.

Information that, were it to be made public, would be likely to have considerable influence on the price of the financial instruments concerned is information that could be used by reasonable investors as one of the foundations of their investment decisions (buy, sell or hold).

**WHAT INFORMATION OR EVENTS RELATING TO AN ISSUER OF FINANCIAL INSTRUMENTS MAY BE CONSIDERED AS CONSTITUTING INSIDE INFORMATION?**

Examples include:

- earnings (or estimated earnings), and changes thereto that are higher or lower than announced forecasts;
- mergers, acquisitions, public offerings, joint ventures, disposals, or changes in assets, acquisitions of interest, major partnerships;
- major new products or changes involving customers or suppliers (such as the acquisition or loss of a customer or a major contract);
- major litigation, investigations, or proceedings conducted by the audit authorities;
- a one-time event linked to the business, which may have a significant effect on earnings;
- events affecting the financial instruments of the issuer (failure to repay debt, early redemption, buyback programmes, division of par value or shares, modifications of dividends, changes to the rights of holders of financial instruments, public or private sales of additional financial instruments).

This list is not exhaustive; other information may be considered as privileged depending on the circumstances.

**WHEN MAY INFORMATION BE CONSIDERED AS NOT PUBLIC?**

Information is not public when it has not been disclosed through, for example:

- an official press release, news service, or mass-circulation daily newspaper;
- an official document filed with a control authority (such as the Registration Document <sup>(1)</sup> filed with the AMF);
- the Internet;
- documents sent to shareholders (annual report or information prospectus).

**Applicable rules**

Members of the Board of Directors, the Chief Executive Officer and persons attending Board meetings may receive inside information about issuers of financial instruments admitted to a regulated market or other trading facility, for example, during the examination of a partnership, merger/acquisition or equity investment transaction.

Issuers in which the Group holds a strategic investment are especially concerned.

**CONFIDENTIALITY**

Any member of the Board of Directors, the Chief Executive Officer and any person attending meetings of the Board of Directors holding, in the course of his or her duties, inside information relating to an issuer of the aforementioned financial instruments or to financial instruments of such an issuer is bound by a duty of confidentiality with respect to such information.

They are forbidden to disclose this information outside the normal framework of their functions or for reasons other than those related to why the information was disclosed to them.

If the person in question must divulge this information to other persons in the Group or third parties for the purpose of exercising their functions, he/she undertakes to do so only after having informed such persons or third parties that the information is confidential and that they are required to comply with the rules applicable to persons who have inside information.

**TRADING IN FINANCIAL INSTRUMENTS**

As long as the inside information has not been made lawfully public, the member of the Board of Directors, the Chief Executive Officer and any person attending meetings of the Board of Directors holding inside information in the course of his/her duties about an issuer of financial instruments or a financial instrument admitted to a regulated market or a trading facility may not:

- use the inside information that he/she has, acquire or dispose of, or attempt to acquire or dispose of, on either his/her own behalf or on behalf of others, directly or indirectly, the financial instruments tied to that information or any financial instruments to which those instruments are tied;
- recommend to other persons that they acquire or dispose of, or have other persons acquire or dispose of, the financial instruments tied to that information or financial instruments to which those instruments are tied, based on the inside information.

**(i) Compensation**

The compensation of the Independent Directors provided for in Article R. 322-120-3 of the French Insurance Code and, where applicable, of the non-voting Directors is determined by the Board on the recommendation of the Compensation and Appointments Committee within the limits set by the General Meeting. The allowances granted to Directors representing member mutuals and to members of the Mutual Insurance Advisory Board are set by the Board of Directors within the limits set by the General Meeting.

(1) Registration Document now a Universal Registration Document.

The compensation granted to Independent Directors and, where applicable, to non-voting Directors and the compensation granted to Directors representing member mutuals are set out in the corporate governance report, appended to the management report.

Directors who participate by phone in a regularly scheduled meeting of the Board of Directors or one of its committees receive no Directors' fees.

### 8.1.3.3 Executive Management

Within the framework of the powers conferred to the central body, the executive management is responsible for taking any necessary measures for the cohesion and proper operation of the network and thus, in particular, must:

- represent the organisations within the network with the French banking regulator (ACPR);
- ensure the application of the legislative and regulatory provisions specific to the organisations within the network;
- organise audit and control duties within the network;
- ensure that retrocessions of organisations that it reinsures are sufficient to guarantee their solvency and compliance with their commitments, report to the Board of Directors and propose any necessary measures;
- issue, under the conditions set out in the agreement on security and solidarity plans entered into between Groupama Assurances Mutuelles and the organisations within the network, any useful instructions for engaging in the business of the organisations within the network and ensure their effective implementation;
- implement the organisation of the internal control programme as well as the risk management policy;
- approve the appointment of the Chief Executive Officers of the organisations within the network, under the conditions set out in the agreement on security and solidarity plans.

### 8.1.3.4 Appendices to the internal bylaws of the Board of Directors

#### Appendix 1

##### Audit and Risk Management Committee

###### PURPOSE OF THE COMMITTEE

The purpose of the Audit and Risk Management Committee is as follows:

- to analyse the mid-year and annual financial statements distributed by Groupama Assurances Mutuelles upon preparation of the accounts and to provide greater detail on certain items prior to their presentation to the Board of Directors;
- to ensure the relevance and permanence of the accounting principles and methods applied;
- to study changes and adaptations to the accounting principles and rules;
- to verify the accounting treatment of any significant action carried out by Groupama Assurances Mutuelles;

- to examine the scope of consolidation of the consolidated companies and, as applicable, the reasons for which certain companies are not included therein;
- to examine significant off-balance sheet commitments;
- to review the financial investment policy and assets/liabilities management;
- to examine forecasts in advance and monitor their realisation by identifying the major gaps;
- to monitor the statutory audit by the statutory auditors of the annual financial statements and the consolidated and combined financial statements;
- to ensure that the internal data collection and control procedures guarantee the quality and reliability of the Company's accounts;
- to monitor the process of preparation of the financial information; to check, before publication, all accounting and financial information documents issued by Groupama Assurances Mutuelles;
- to manage the procedure for selecting the statutory auditors, review their activity schedule and their recommendations, prepare a notice on the total fees requested for performing the legal audit assignments, monitor the application of rules to ensure the independence of the statutory auditors and, where appropriate, authorise the statutory auditors' provision of services other than the certification of the financial statements; to this end, the committee may ask to be notified of the fees paid by Groupama Assurances Mutuelles and its group to the statutory auditors and their respective networks;
- to receive the reports of the statutory auditors;
- to receive reports upon request on any subjects falling within its competence from the Group's financial and accounting management;
- to monitor the effectiveness of the internal control and risk management systems and to assess their consistency, particularly with regard to ethics compliance; to assess the internal auditing work and the annual report on internal control;
- to monitor the risk management policies, procedures, and systems and, within this context, to review the prudential reports intended, as the case may be, for the ACPR or for public disclosure (ORSA, SFCR, RSR, etc.), the Group's major risks, the Business Continuity Plans and the report on anti-money-laundering activities and combating the financing of terrorism;
- to analyse any agreement entered into under the conditions referred to in Article R. 322-57 of the French Insurance Code, including such agreements between Groupama Assurances Mutuelles and one of its non-voting Directors.

In this context, the committee must submit a report to the Board of Directors for each of these agreements, specifically regarding its purpose, its amount, and its principal conditions, and draw its conclusions in particular as to the applicable procedure (prior authorisation or communication by the Chairman to members of the Board of Directors and the statutory auditors, provided that it involves agreements

corresponding to current operations entered into under normal conditions under the terms of Article R. 322-57 of the French Insurance Code).

The committee will also report to the Board of Directors on the status of these agreements;

- to review any possible amendment to the reinsurance agreement;
- to review the funding of major programmes, in particular mutual certificates;

and, in general, to prepare the work of the Board of Directors, support its decision-making and inform or even alert it when necessary.

#### MEMBERSHIP

The Audit and Risk Management Committee consists of a minimum of three (3) and a maximum of six (6) members appointed by the Board of Directors, chosen from among the Directors and, where applicable, the non-voting Directors. At least one (1) of the committee members must be independent and chosen from among the Directors external to the Company if the committee has three members; the number of independent members must be at least two (2) if the committee has five (5) or more members. The committee cannot include the Chairman of the Board of Directors among its members. At least one committee member must, by training and experience, have a good understanding of financial statements and the accounting principles used by Groupama Assurances Mutuelles, the ability to evaluate the general application of these principles, experience in the preparation, audit, analysis, and evaluation of financial statements of a complexity comparable to those of Groupama Assurances Mutuelles, good understanding of internal control procedures and the committee's functions, and, if possible, training or experience in insurance.

The committee is chaired by an independent Director. However, the committee may reserve the right to appoint, as a transitional measure, a Chairman chosen from among the Directors representing the member mutuals.

The terms of office of committee members coincide with their terms as Director or non-voting Director. The committee appoints its own Chairman. The General Secretary of Groupama Assurances Mutuelles serves as committee secretary.

#### OPERATION

##### Internal organisation of the committee

The Audit and Risk Management Committee meets as often as deemed necessary and at least twice a year prior to the examination of the annual and mid-year financial statements by the Board of Directors.

Members are convened by the Committee Chairman or two of its members. The Chairman of the Board of Directors or the Chief Executive Officer may also request that the Chairman convene the Audit and Risk Management Committee on a specific item.

Meetings of the committee are considered valid when at least half its members are in attendance. A committee member cannot be represented.

Minutes of the meeting will be prepared, recording the agenda and the discussions held between committee members. The Committee Chairman or a member of the committee appointed for this purpose will report the committee's opinions and recommendations to the Board of Directors for the purposes of its deliberations.

The committee is required to prepare an activity report on the fiscal year just ended, which it will submit to the Board of Directors within three (3) months after the close of the said fiscal year.

##### Exceptional cases

Depending upon the agenda, the Committee Chairman:

- may convene any person of the Group likely to offer the committee relevant and useful clarifications for a proper understanding of an issue;
- must exclude from its discussions non-independent members of the committee for the assessment of points likely to pose ethical problems or conflicts of interest.

##### Working methods

Members of the Audit and Risk Management Committee will benefit, as of their nomination, from information on the accounting, financial, and operational details of Groupama Assurances Mutuelles.

The time frames for examination of the accounts by the Audit and Risk Management Committee must be sufficient (at least two days prior to the assessment by the Board of Directors). For the purposes of its examination of the accounts, the committee will receive a memorandum from the statutory auditors highlighting the essential points not only of the results, but also of the accounting options applied, as well as a note from the Chief Financial Officer describing the exposure to risks and the significant off-balance sheet commitments of Groupama Assurances Mutuelles.

## Appendix 2

### Compensation and Appointments Committee

#### PURPOSE OF THE COMMITTEE

The purpose of the Compensation and Appointments Committee is as follows:

- propose to the Board of Directors any matters relating to the personal status of the corporate secretaries, specifically compensation, pensions, as well as provisions for the departure of members of the Company's management bodies;
- make any proposals relating to the compensation of corporate officers;
- define the rules for setting the variable portion of the compensation of corporate secretaries and ensure the consistency of these rules with the annual assessment of the performance of the corporate secretaries and with the Group's medium-term strategies;

- evaluate all compensation and benefits received by Directors, as applicable, from other companies of the Group, including retirement benefits and benefits of any kind;
- organise a procedure to select future Independent Directors and to perform its own research on potential candidates before any measure has been taken with regard to the latter;
- verify each year the individual status of each Director other than Directors representing member mutuals or employees with regard to the status of independent Director and communicate the conclusions of its examination to the Board of Directors;
- perform each year tasks involving the assessment of the methods of working of the Board of Directors and to communicate the conclusions of these tasks to the Board of Directors.

#### MEMBERSHIP

The Compensation and Appointments Committee consists of a minimum of three (3) and a maximum of five (5) members appointed by the Board of Directors and chosen from among the Directors and, where applicable, the non-voting Directors. At least one (1) of the committee members must be chosen from among the Company's Independent Directors.

The terms of office of committee members coincide with their terms as Director or non-voting Director. The committee appoints its own Chairman. The General Secretary of Groupama Assurances Mutuelles serves as committee secretary.

The committee is chaired by an independent Director. However, the committee may reserve the right to appoint, as a transitional measure, a Chairman chosen from among the Directors representing the member mutuals.

#### OPERATION

##### Internal organisation of the committee

The Compensation and Appointments Committee will meet as often as is deemed necessary and at least once a year prior to approval of the agenda of the Annual General Meeting, to examine the draft resolutions to be submitted thereto concerning the positions of members of the Board of Directors and, as applicable, of non-voting Directors, and prior to the assessment by the Board of Directors of the compensation of the Chairman and Chief Executive Officer. Members are convened by the Committee Chairman or two of its members. The Chairman of the Board of Directors or the Chief Executive Officer may also request that the Committee Chairman convenes the Compensation and Appointments Committee on a specific point.

Meetings of the committee are considered valid when at least half its members are in attendance. A committee member cannot be represented.

Minutes of the meeting will be prepared, recording the agenda and the discussions held between committee members. The Committee Chairman or a member of the committee appointed for this purpose will report the committee's opinions and recommendations to the Board of Directors for the purposes of its deliberations.

The committee is required to prepare an activity report on the fiscal year just ended, which it will submit to the Board of Directors within three (3) months after the close of the said fiscal year.

##### Exceptional cases

Depending upon the agenda, the Committee Chairman may convene any person of the Group capable of offering the committee relevant and useful clarification as to the proper understanding of an issue.

### Appendix 3

#### Strategy Committee

##### PURPOSE OF THE COMMITTEE

The Strategy Committee has the following responsibilities:

- review the strategic guidelines and associated action plans of the Group and its components as contained in the three-year strategic and operational planning process;
- discuss the Group's longer-term, forward-looking strategic guidelines with regard to the opportunities and constraints of the environment as anticipated by the Group;
- review, on behalf of the Board of Directors, proposed strategic partnerships or M&A (acquisitions and disposals) and similar opportunities from strategic and financial perspectives, it being specified that the Chairman of the Audit and Risk Management Committee shall be invited to take part in this work.

#### MEMBERSHIP

The Strategy Committee consists of a minimum of three (3) and a maximum of five (5) members appointed by the Board of Directors and chosen from among the Directors and, where applicable, the non-voting Directors. At least one (1) of the committee members must be independent, on the understanding that independence is determined in accordance with the criteria listed in Appendix 4 below. The committee cannot include the Chairman among its members.

The terms of office of committee members coincide with their terms as Director or non-voting Director. The committee appoints its Chairman from among the Independent Directors. The General Secretary of Groupama Assurances Mutuelles serves as committee Secretary.

#### OPERATION

##### Internal organisation of the committee

The Strategy Committee will meet as often as it deems necessary and at least once a year. Members are convened by the Committee Chairman or two of its members. The Chairman or the Chief Executive Officer may also ask the Chairman to convene the Strategy Committee on a specific point.

Meetings of the committee are considered valid when at least half its members are in attendance. A committee member cannot be represented.

Minutes of the meeting will be prepared, recording the agenda and the discussions held between committee members. The Committee Chairman or a member of the committee appointed for this purpose will report the committee's opinions and recommendations to the Board of Directors for the purposes of its deliberations.

The committee is required to prepare an activity report on the fiscal year just ended, which it will submit to the Board of Directors within three (3) months after the close of the said fiscal year.

#### Exceptional cases

Depending upon the agenda, the Committee Chairman may convene any person of the Group capable of offering the committee relevant and useful clarification as to the proper understanding of an issue.

#### Working methods

The Chairman of the Audit and Risk Management Committee shall be invited to participate in the work of the Strategy Committee with regard to the financial aspects of strategic partnerships and external growth matters.

## Appendix 4

### Criteria for independence

The criteria that the Compensation and Appointments Committee and the Board of Directors must examine in order to classify someone as an independent Director and prevent the risk of conflict of interest facing the Director are as follows:

➤ is not an employee of Groupama Assurances Mutuelles and not currently or over the past five years an employee or Director of a member mutual or a company that it consolidates;

- has not been paid by Groupama Assurances Mutuelles in any form whatsoever, with the exception of Directors' attendance fees and compensation granted to Independent Directors and non-voting Directors for their duties, compensation of over one hundred thousand euros (€100,000) within the past five years;
- is not a corporate secretary of a company in which Groupama Assurances Mutuelles holds, directly or indirectly, the position of Director or in which an employee designated as such or a corporate secretary of the Company (currently or within the past five years) holds the position of Director;
- is not a significant customer, supplier, investment banker, or financing banker of Groupama Assurances Mutuelles or its group, or for which Groupama Assurances Mutuelles or its group represents a significant portion of business activity;
- has no close family ties to a corporate officer;
- has not been a statutory auditor of the Company over the past five years;
- has not been a Director of the Company for over twelve years.

The Board of Directors may consider a Director, although meeting the above criteria, not to be independent on the basis of his/her particular situation or that of Groupama Assurances Mutuelles, or for any other reason. Conversely, the Board of Directors may consider a Director not meeting the above criteria to be independent.

## 8.2 INFORMATION ON THE CAPITAL

The Company no longer has any capital since its conversion into a mutual insurance company, a legal form without capital.

### 8.2.1 NON-EQUITY INSTRUMENTS

---

On 7 June 2018, the shares held by the 13 Groupama member mutuals were converted into mutual certificates. They now hold 411,824,587 mutual certificates, with a par value of €8.785, funding the initial capital for a total of €3,617,878,996.80.

### 8.2.2 SHARES HELD BY THE COMPANY OR ITS SUBSIDIARIES

---

Not applicable.

### 8.2.3 OTHER EQUITY INSTRUMENTS

---

Not applicable.

## 8.3 REGULATORY ENVIRONMENT

The Group and Groupama Assurances Mutuelles primarily operate insurance businesses, which are subject to specific regulations and oversight by supervisory authorities in each of the countries where they are carried out. Given that the headquarters of Groupama Assurances Mutuelles, the lead company of the Groupama group, is in France, and the regional mutuals and the main insurance subsidiaries of the Group are also based in France, the Group is mainly regulated by the French prudential control authority (ACPR). Some entities carry out a business subject to the oversight by the French financial markets authority (AMF).

Given the location of the Group's entities, mainly in France and in European Union countries, the regulation of the Group's insurance business is primarily EU-based. Non-EU countries have also adopted specific insurance regulations. These regulations mainly concern the authorisation of insurance companies, solvency rules and the monitoring of compliance with them, shareholders' equity levels, and the distribution of insurance products.

### 8.3.1 SOLVENCY RULES

The objective of Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business of Insurance and Reinsurance, transposed into French law by Order 2015-378 of 2 April 2015, is "to improve consumer protection, modernise supervision, increase market integration, and strengthen the international competitiveness of European insurers". Under this scheme, called "Solvency 2", insurers are responsible for taking into account all types of risks to which they are exposed and managing these risks effectively. In addition, insurance groups are now supervised by a "group supervisor" to better supervise the Group as a whole. The Groupama group is supervised by the ACPR.

One of the main objectives of the Solvency 2 directive is to establish a solvency system that is more suited to the actual risks to insurance companies. Solvency 2 therefore focuses not only on a capital requirement calculation but also on the governance system, risk management, risk, and solvency assessment via ORSA, internal control, internal audits, and the actuarial function.

Solvency 2 is based on a three-pillar structure, similar to that of the Basel 2 agreements for banking businesses:

- Pillar 1: quantitative requirements regarding technical provisions, the Solvency Capital Requirement, and eligible items;
- Pillar 2: prudential supervision by supervisory authorities, oversight of governance, internal control, and risk;
- Pillar 3: public disclosure to improve market discipline.

In terms of the quantitative requirements underpillar 1, Solvency 2 sets two levels of prudence:

- the MCR (Minimum Capital Requirement), which corresponds to the amount of own funds that the undertaking must hold at all times, failing which immediate action by the supervisory authority may result in a transfer of the portfolio. The MCR is calculated quarterly;
- the SCR (Solvency Capital Requirement), which represents the capital requirement. Determination of the SCR requires calculating the impact on own funds at the end of the year of a market, subscription, counterparty default, or operational event occurring once every 200 years. All potentially significant and reasonably quantifiable risks must be taken into account in the capital requirement since all are likely to affect the solvency of the organisation. The SCR can be calculated using a standard formula calibrated uniformly across the European market. The standard formula can be adjusted using undertaking-specific parameters (USP) with the authorisation of the supervisor. Lastly, the SCR can also be calculated using an internal model developed by the insurer with the authorisation of the supervisor.

Pillar 2 defines qualitative risk management objectives and supplements Pillar 1. It enables the supervisory authority to assess the Company's governance system. If there are proven deficiencies in this area, or if certain risks are improperly taken into account or not at all, the supervisor has the option of requiring add-on capital relative to the SCR. Pillar 2 leads companies to implement more efficient risk management through, in particular, the definition of a risk policy, mapping of processes, risks, and controls, a permanent control plan, and specific governance with effective management, composed of at least two effective Managers, and a Manager for each of the four key functions (risk management, compliance verification, internal audit, and actuarial).

### 8.3.2 DISTRIBUTION OF INSURANCE

All countries in which the Group carries out insurance businesses have regulations in place to protect policyholders, as insurance is a complex service to understand.

At the EU level, the distribution of insurance policies is now regulated by the Insurance Distribution Directive (IDD) of 20 January 2016, transposed in France by way of order and decree in Book V of its Insurance Code, and supplemented by level 2 implementing texts (Commission Implementing Regulation on the duty to advise in life insurance, the standardised insurance product information document (IPID), conflicts of interest, and product governance) and level 3 implementing texts (FAQ of the EIOPA and the European Commission) as well as the recommendations of the ACPR.

The aim of these texts is to strengthen the protection of insurance consumers and to standardise the rules applicable to all insurance distributors (insurance intermediaries and salespeople of insurance companies).

Their scope concerns:

- all insurance networks (brokers, general agents, insurance agents, agents of insurance intermediaries, and salespeople of insurance companies);
- all types of products (non-life and life) excluding those covering major risks, with provisions common to non-life and life insurance and provisions specific to life insurance (insurance investment products);
- all types of customers (individuals, professionals, and companies excluding major risks);
- all marketing methods (face-to-face, home, and distance selling, including Internet and comparison tools).

The obligations incumbent on distributors, including insurance companies, relate to the following aspects:

- the duty to advise and pre-contractual information to be communicated to the customer;
- product governance and monitoring;
- the compensation of distribution networks, as the network compensation policy must not run counter to their obligation to act in the best interests of customers and to make a recommendation appropriate for the needs and expectations of customers;
- training of insurance distributors;
- conflict of interest prevention, for insurance investment products only, which consists in taking all reasonable measures to detect and prevent conflict of interest situations from adversely affecting the interests of customers.

The IDD review, which has been slightly delayed, has been announced for 2023 or even 2024. The EU authorities are already paying particular attention to certain issues, such as the digitalisation of sales processes, product governance and certain network remuneration practices. The European Commission will soon release its retail investment strategy, aimed at strengthening the protection of savers and preserving the objective nature of advice.

### 8.3.3 REGULATORY FRAMEWORK FOR PERSONAL DATA PROTECTION

The General Data Protection Regulation (GDPR) was transposed in France by law 2018-493 on personal data protection, which entered into force on 25 May 2018, and by various implementing measures. It provides a regulatory framework for the protection of the personal data of individuals established in the territory of the European Union. It therefore applies to any organisation, whether established in EU territory or not, that accesses, uses, or transfers personal data of EU nationals. This applies to all insurance and service companies of the Group directly dealing with EU nationals.

This EU regulation builds on the historical national regulatory frameworks of the various EU countries, where they existed before 2018. The GDPR has several objectives: Provide a standard legal framework applicable throughout the European Union, facilitate data transfers between Member States, strengthen the fundamental rights of individuals to control their personal data, with greater transparency as to how such data are used, make companies accountable through probation measures to ensure their compliance at all times, give credibility to the regulation by allowing the supervisory authorities to impose sanctions of up to 4% of a group's global revenue.

The GDPR also provides for some adaptability of its Articles, at the hands of the national protection authorities, to allow the specific features of national legal frameworks of the member countries to be integrated. Furthermore, although the GDPR aims to facilitate data exchange between Member States, it provides a very strict framework for transfers of personal data outside the EU Member States. This aspect was further strengthened following the July 2020 ECJ "Schrems2" ruling invalidating the existing EU-US Privacy Shield. As such, any transfer of data to a non-EU country that has not been the subject of a decision by the European Commission as to whether that country has an adequate level of data protection, requires organisations to conduct very precise assessments of the characteristics of the non-EU country with regard to the presented risks for the fundamental rights of the persons for whom their data are transferred. This reinforcement of control has an impact on the choice of the location of data processors and partners with which group companies can exchange data.

The forthcoming adoption of the European regulation on artificial intelligence, which has some similarities with the GDPR, will require a specific assessment of processing operations involving algorithms and falling within the framework of artificial intelligence from the perspective of personal data protection and, in particular, on the aspects of explicit determination of the purposes of processing and automated decision making.

### 8.3.4 ANTI-MONEY LAUNDERING AND COMBATING THE FINANCING OF TERRORISM

The EU financial system is subject to specific obligations to combat money laundering and terrorist financing (AML/CFT). At the EU level, these obligations have resulted from five successive directives since 1991. The Directive of 30 May 2018 amending the Directive of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering or terrorist financing, known as the "Fifth Directive", was transposed by the order of 12 February 2020. It strengthens and complements the existing system and the obligations imposed on regulated professionals.

A decree of 6 January 2021 on the AML/CFT system and internal control, the freezing of assets and the prohibition on making funds or economic resources available or using them, clarifies and supplements the applicable regulations, particularly with regard to the organisation and implementation of internal control of the system.

Provisions are also applicable with regard to the freezing of assets and the prohibition of the provision of funds or economic resources.

The AML/CFT systems of international subsidiaries may vary according to national legislation and, for those established in the European Union, according to the transposition of the directives on the subject. In groups, French regulations require parent companies to define at the Group level an internal organisation and procedures taking into account the assessment of money laundering and terrorist financing (ML/FT) risks and to ensure that this organisation and these procedures are deployed by their international subsidiaries, taking into account their specific characteristics and the ML/FT risks to which they are exposed.

The Group's regulated companies, including insurance companies, are subject to obligations to assess their ML/FT risks, conduct customer due diligence measures, and report suspicious transactions. They must be equipped with appropriate tools and control mechanisms as well as sufficient physical and human resources to enable these obligations to be effectively implemented.

The system of supervision and sanctions for regulated professionals has been strengthened. In France, the ACPR is responsible for monitoring compliance with these obligations for the financial sector and has the power to impose sanctions.

### 8.3.5 ACCOUNTING STANDARDS

In addition to the national accounting standards to which each of the Group's entities is subject, the Group has applied since 2005 for the preparation of the combined financial statements the provisions of the International Financial Reporting Standards (IFRS) and the interpretations applicable to the closing of accounts as adopted by the European Union. The main methods of their application by Groupama Assurances Mutuelles are described in the notes to the combined financial statements (see paragraph 7.1.6-point 2 of this Universal Registration Document).

The combined financial statements relate to Groupama group and include all local mutuals, regional mutuals, Groupama Assurances Mutuelles, and its subsidiaries.

Subsidiaries, joint ventures, and related companies of the consolidation scope are consolidated within the scope in accordance with the provisions of IFRS 10, IFRS 11, and IAS 28.

However, no IFRS standard specifically deals with the methods for aggregating the financial statements of entities forming the Mutual Insurance Division (local mutuals and regional mutuals). The Group has therefore adopted the combination rules defined in Title II of Book III of Regulation no 2020-01 of the French Accounting Standards Authority relating to the specific provisions of the combined financial statements of insurance companies.

The IFRS 17 standard on insurance contracts was adopted in November 2021 by the European Union with, in relation to the provisions of the standard and its amendments published by the IASB in May 2017 and June 2020, an optional exemption from the requirement for annual cohorts in certain specific cases. With effect from 1 January 2023 (with a mandatory comparative year in 2022), its provisions will replace those applied under the IFRS 4 standard, which is currently in force. IFRS 17 will significantly modify current accounting practices for insurance policies.

The Groupama group has organised itself to apply IFRS 17 within the required time frame, *i.e.*, for the financial statements as at 30 June 2023. Work to adapt existing tools and roll out the new tool dedicated to the implementation of IFRS 17 is continuing. At this stage, they do not allow the disclosure of impacts on the financial statements. This work is being carried out in conjunction with the work on analysing the impacts of IFRS 9.

With regard to IFRS 9 on financial instruments adopted in November 2016 by the European Union, the Group has elected to defer application until the fiscal year beginning on or after 1 January 2023 in accordance with the amendments to IFRS 4 "Applying IFRS 9 – Financial Instruments with IFRS 4 – Insurance Contracts" and "Extension of the temporary exemption from applying IFRS 9", which allow groups whose main activity is insurance to defer application of IFRS 9 until annual financial periods beginning on or after 1 January 2023 at the latest. The Group meets the eligibility criteria defined in the amendment to defer the application of IFRS 9.

### 8.3.6 OTHER REGULATIONS

---

Beyond the regulations specific to insurance or the financial sector, the Group's entities, like any economic agent, must comply with the general regulations applicable in the country where they operate.

In particular, the law of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life, known as "Sapin 2", requires large companies to have a system for preventing, detecting, and managing the risks of corruption and influence peddling in France or abroad or face administrative or criminal sanctions. The French Anti-Corruption Agency issues guides and recommendations for regulated players.

In this respect, the Group implemented an anti-corruption programme including risk mapping, a process for evaluating customers and third parties, a monitoring and training programme, and a Code of Conduct, incorporating whistleblowing, for employees.

## 8.4 PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT, FINANCIAL DISCLOSURES, AND FOR AUDITING THE FINANCIAL STATEMENTS

### 8.4.1 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Thierry Martel, Chief Executive Officer of Groupama Assurances Mutuelles.

### 8.4.2 DECLARATION BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I hereby declare that the information contained in this Universal Registration Document is, to my knowledge, a true reflection of the facts and does not contain any omissions liable to alter the scope thereof.

I hereby declare that, to my knowledge, the financial statements were prepared in accordance with the applicable accounting standards and give a true and fair view of the asset base, the financial position and the earnings of the Company and of all the companies included in its scope of consolidation, and the management report presented under section 6.1 presents a true and fair view of the business trends affecting the Company and of the results and financial position of the Company and of all the companies included in its scope of consolidation as describes the principal risks and uncertainties they face.

Paris, 27 April 2023

Chief Executive Officer

Thierry Martel

### 8.4.3 PERSON RESPONSIBLE FOR THE FINANCIAL DISCLOSURE

Cyril Roux, Deputy Chief Executive Officer

### 8.4.4 PERSONS RESPONSIBLE FOR AUDITING THE FINANCIAL STATEMENTS

#### 8.4.4.1 Principal statutory auditors

Entered on the Roll of statutory auditors in Versailles

➤ PricewaterhouseCoopers Audit

Represented by Sébastien Arnault and Marine Bardon

Crystal Park

63, rue de Villiers

92208 Neuilly-sur-Seine

➤ Mazars

Represented by Jean-Claude Pauly and Maxime Simoen

Tour Exaltis

61, rue Henri Régnauld

92400 Courbevoie

## 8.5 AVAILABLE DOCUMENTS

All of the Company's press releases and the annual reports containing historical financial information about the Company are available on the Company's website at [www.groupama.com](http://www.groupama.com), in the "Investor" space, in "Financial Publications > Financial press releases", and a copy can be obtained at 8 boulevard de Pesaro – 92000 Nanterre (Tel: 01.44.56.77.77).

The bylaws of the Company as well as the minutes of General Meetings, the statutory auditors' reports and the parent company and combined financial statements can be reviewed in the Legal Department at 8 boulevard de Pesaro – 92000 Nanterre.

## 8.6 GLOSSARY

### ■ On a like-for-like basis

“On a like-for-like basis” means that the information related to the period of the relevant fiscal year is adjusted using the exchange rate applicable for the same period of the previous fiscal year (constant exchange rate), eliminating the income from acquisitions, disposals, and changes in scope of consolidation (constant scope) and cancelling changes in accounting methods (constant methodology) in one of the two periods compared.

### ■ Group insurance

A category of insurance allowing a legal entity called an underwriter to underwrite a policy with an insurance company for the purpose of having a group of persons join who are united by similar ties.

### ■ Life and health insurance

Policies covering a personal risk. These policies include life and death insurance but also all risks affecting the physical integrity of the person due to accident or illness (disability, long-term care, healthcare reimbursement costs, etc.).

### ■ Individual insurance

A category of life and health insurance under which an individual can take out an insurance policy (death, life) with an insurance company.

### ■ Guaranteed-rate policy

Policy under which the insurer promises under contract to pay interest on the capital built up at a certain rate.

### ■ Long-term care policy

Policy designed to cover the risk of the loss of independence by the elderly.

### ■ Policy in euros

Insurance policy under which the redemption value or the benefit paid by the insurer is expressed in euros.

### ■ Unit-linked policy

Insurance policy for which the redemption value and the benefit paid by the insurer are expressed not in euros but in another unit of value, generally in the number of mutual fund units or shares. As such, the exchange value in euros of the insurer's commitment depends on changes in the securities comprising the mutual fund on the financial markets.

### ■ Multi-vehicle policy

Insurance policy whose redemption value or the benefit paid by the insurer is denominated in euros and unit-linked assets. The policyholder (or member) generally has a choice of currency in

which he wishes to invest his premiums (in euros or in unit-linked assets) and may, depending on the possibilities provided under the policy, request that the initial choice be changed (arbitrage).

### ■ Duration

The duration of a bond corresponds to the average duration of the funds generated by it weighted by their present values. This approximates the sensitivity of the bond's value to yield curve translations. By extension, the duration of any sequence of flows, and in particular that of insurance liabilities, can be calculated from their projections.

### ■ Statutory solvency margin

Minimum risk cover related to the insurance business required by oversight agencies to protect the interests of policyholders.

### ■ Profit sharing

In life insurance and capitalisation, insurance companies include their policyholders in their earnings through redistribution.

### ■ Actuarial reserves

Amounts that the insurer must record as liabilities on its balance sheet, corresponding to its commitments to policyholders.

### ■ Combined ratio

The combined ratio is the sum of the all-years net loss experience and the rate of operating costs.

The all-years net loss experience is the ratio between underwriting expenses for all years, gross of reinsurance, plus the reinsurance balance and earned premiums, gross of reinsurance.

The rate of operating costs is the ratio between operating general expenses and earned premiums, gross of reinsurance.

### ■ Economic operating income

Economic operating income equals net income adjusted for realised capital gains and losses, long-term impairment provision allocations and write-backs, and unrealised capital gains and losses on financial assets recognised at fair value (all such items are net of profit sharing and corporate income tax). Also adjusted are non-recurring items net of corporate income tax, impairment of value of business in force, impairment of goodwill (net of corporate income tax), and external financing expenses.

### ■ Run-off

Discontinued operations for which the premium income consists exclusively of periodic premiums associated with old subscriptions.

## 8.7 CONCORDANCE TABLES

### 8.7.1 CONCORDANCE TABLE WITH THE HEADINGS REQUIRED BY EU REGULATION NO 2019/980

This concordance table reproduces the headings provided for in Annexes 1 and 2 to Delegated Regulation (EU) 2019/980 of 14 March 2019 and refers to the pages of this Universal Registration Document where the information relating to each of these headings is mentioned.

Items in Annexes 1 and 2 to European Regulation no 2019/980	Pages
<b>1. Persons responsible, third-party information, experts' reports, and competent authority approval</b>	
1.1 Identification of persons responsible	371
1.2 Declaration by persons responsible	371
1.3 Statement or report attributed to a person as an expert	Not applicable
1.4 Information from third parties	Not applicable
1.5 Statement of approval of the Registration Document by the competent authority	1
<b>2. Statutory auditors</b>	
2.1 Name and address of statutory auditors and their membership in a professional body	371
2.2 Resignation, removal, or non-reappointment of statutory auditors	Not applicable
<b>3. Risk factors</b>	<b>129 to 137 , 275 to 292</b>
<b>4. Information about the issuer</b>	
4.1 Legal and commercial name	346
4.2 Place of registration, registration number, and legal entity identifier (LEI)	346
4.3 Date of incorporation and length of life	346
4.4 Issuer's domicile, legal form, the legislation under which the issuer operates, its country of incorporation, the address, and telephone number of its registered office, and its website	1 , 346 , 372
<b>5. Business overview</b>	
5.1 Main businesses	
5.1.1 Nature of operations and principal activities	19 to 28 , 132 to 133 , 145 to 159 , 258 to 259
5.1.2 New products and/or services	19 to 28 , 132 to 133 , 145 to 159 , 258 to 259
5.2 Principal markets	19 to 28 , 145 to 159 , 258 to 259
5.3 Important events in the development of businesses	132 to 133 , 134
5.4 Strategy and objectives	11 to 12
5.5 Dependence on patents, licences, industrial, commercial, or financial contracts, or new manufacturing processes	Not applicable
5.6 The basis for any statement made by the issuer regarding its competitive position	19 to 28
5.7 Investments	
5.7.1 Material investments	143 to 144 , 180 to 181 , 310
5.7.2 Material investments of the issuer that are in progress or for which firm commitments have already been made	Not applicable
5.7.3 Significant joint ventures and undertakings	294 to 297
5.7.4 Environmental issues that may affect the issuer's utilisation of the tangible fixed assets	Not applicable
<b>6. Organisational structure</b>	
6.1 Brief description of the Group and the issuer's position within the Group	7 to 9

Items in Annexes 1 and 2 to European Regulation no 2019/980	Pages
6.2 List of major subsidiaries	8 , 294 to 297
<b>7. Review of financial position and earnings</b>	
7.1 Financial position	145 to 159 , 168 to 169
7.2 Operating earnings	
7.2.1 Significant factors materially affecting income from operations	145 to 159
7.2.2 Reasons for material changes in net sales or revenues	145 to 159
<b>8. Capital resources</b>	
8.1 Information on the issuer's capital resources	158 , 168 to 169 , 176
8.2 Source and amount of cash flows	159 , 168 to 169 , 177 to 178
8.3 Information on the borrowing requirements and funding structure	159 , 168 to 169 , 247
8.4 Information regarding any restrictions on the use of capital resources that have materially affected or could materially affect the issuer's operations	Not applicable
8.5 Sources of funding expected to honour commitments	168 to 169 , 247
<b>9. Regulatory environment</b>	133 , 242 , 289 to 291 , 367 to 370
<b>10. Trend information</b>	
10.1 The most significant recent trends in production, sales, and inventory and costs and (a) selling prices	144 ,165
10.1 Significant changes in the financial performance of the Group between 31 December (b) 2022 and the date of the Universal Registration Document	144 ,165
10.2 Trends, uncertainties, demands, commitments, or events that are reasonably likely to have a material effect on the issuer's prospects or of which the issuer is aware	144 ,165
<b>11. Profit forecasts or estimates</b>	
11.1 Inclusion of a profit forecast or a profit estimate in the Registration Document	Not applicable
11.2 Assumptions on which the issuer based its forecast or estimate	Not applicable
11.3 Statement that the profit forecast or estimate has been compiled and prepared on a basis which is both: (a) comparable with the historical financial information and (b) consistent with the issuer's accounting policies	Not applicable
<b>12. Administrative, management, and supervisory bodies and executive management</b>	
12.1 Board of Directors and senior management	30 to 56 , 357 to 365
12.2 Conflicts of interest in the administrative, management and supervisory bodies and the executive management	56
<b>13. Compensation and benefits</b>	
13.1 Compensation and in-kind benefits paid	57 to 58 , 267 , 338
13.2 Total amounts set aside or accrued to provide for pension, retirement, or similar benefits	267 , 338
<b>14. Board practices</b>	
14.1 Date of expiration of the current terms of office	31 to 45 , 54 to 56
14.2 Service contracts between members of the managing bodies and the issuer or any of its subsidiaries	56
14.3 Information on the operating methods of the corporate governance bodies	46 to 53 and 357 to 365
14.4 Compliance with the applicable corporate governance regime	46 to 47
14.5 Potential material impacts on corporate governance	30
<b>15. Employees</b>	
15.1 Number of employees and breakdown of persons employed	12 to 17 , 273 , 338
15.2 Shareholdings and stock options	Not applicable
15.3 Arrangements for involving the employees in the capital of the issuer	Not applicable

Items in Annexes 1 and 2 to European Regulation no 2019/980	Pages
<b>16. Major shareholders</b>	
16.1 Identification of major main shareholders	Not applicable
16.2 Voting rights of the major shareholders	Not applicable
16.3 Ownership and control of the issuer	Not applicable
16.4 Arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer	Not applicable
<b>17. Related-party transactions</b>	67 ,70 to 71 , 273
<b>18. Financial information concerning the issuer's assets and liabilities, financial position, and profits and losses</b>	
18.1 Historical financial information	172 to 297 and 302 to 339
18.2 Interim financial and other information	Not applicable
18.3 Auditing of historical annual financial information	
18.3.1 Audit report prepared in accordance with Directive 2014/56/EU and Regulation (EU) No. 537/2014	298 to 301 , 340 to 343
18.3.2 Other information audited by the statutory auditors	Not applicable
18.3.3 Source of financial information not extracted from the issuer's audited financial statements	Not applicable
18.4 <i>Pro-forma</i> financial information	Not applicable
18.5 Dividend policy	
18.5.1 Issuer's policy on dividend distributions and any restrictions thereon	166
18.5.2 Amount of the dividend per share for each fiscal year for the period covered by the historical financial information	166
18.6 Legal and arbitration proceedings	169
18.7 Significant changes in the Group's financial position	143 to 144
<b>19. Additional information</b>	
19.1 Share capital	
19.1.1 Total share capital	Not applicable
19.1.2 Non-equity instruments	366
19.1.3 Shares held by the Company or its subsidiaries	366
19.1.4 Other equity instruments	366
19.1.5 Information on the conditions governing any right of acquisition and/or any obligation attached to the subscribed capital	Not applicable
19.1.6 Information on the share capital of any Group member subject to an option	Not applicable
19.1.7 History of the share capital over the past three years	Not applicable
19.2 Memorandum and Articles of Association	
19.2.1 Corporate purpose	346
19.2.2 Rights, preferences, and restriction attaching to shares	348 , 355 to 356
19.2.3 Provisions that would have an effect of delaying, deferring, or preventing a change in control of the issuer	Not applicable
<b>20. Major contracts</b>	9 , 67 to 69
<b>21. Available documents</b>	372

## 8.7.2 CONCORDANCE TABLE WITH THE DISCLOSURES REQUIRED IN THE ANNUAL FINANCIAL REPORT

Disclosures required in the annual financial report	Page number of the Registration Document
<b>1. Declaration by the person responsible for the Universal Registration Document</b>	371
<b>2. Management report</b>	
2.1 Analysis of the results, financial position, risks, and list of delegations of authority relating to increasing the capital of the parent company and of the consolidated entity (Articles L. 225-100 and L. 225-100-2 of the French Commercial Code)	140 to 165
2.2 Information required by Article L. 225-100-3 of the French Commercial Code on factors liable to have an effect in the event of a public offering	Not applicable
2.3 Information on share buybacks (Article L. 225-211, paragraph 2 of the French Commercial Code)	Not applicable
<b>3. Financial statements</b>	
3.1 Annual financial statements	302 to 339
3.2 Statutory auditors' report on the annual financial statements	340 to 343
3.3 Combined financial statements	172 to 297
3.4 Statutory auditors' report on the combined financial statements	298 to 301







8-10, rue d'Astorg - 75383 Paris Cedex 08  
343 115 135 RCS Paris  
[www.groupama.com](http://www.groupama.com)