18

REGISTRATION DOCUMENT

2018 REGISTRATION DOCUMENT

WITH THE ANNUAL FINANCIAL REPORT

The registration document (*document de référence*) filed with the AMF can be consulted at the websites of the Group www.gl-events.com and the AMF www.amf-france.org

INTERNATIONAL FILM FESTIVAL - CANNES, FRANCE

01
GL EVENTS IN 2018

A GLOBAL PLAYER IN THE WORLD OF EVENTS

GL events is a world-class provider of integrated solutions and services for events operating across the three main market segments:

- conventions, conferences, congresses
- cultural, sports, institutional, corporate and political events,
- trade shows and consumer fairs.

The Group intervenes on behalf of public and private customers in France and international markets: companies, institutions and event organisers. It assists them at every stage of the process from defining their event strategies or concepts to final implementation in the field. Working alongside public authorities, it contributes to policies designed to promote the attractiveness of territories and their economic development. This is achieved by integrating a dynamic and ambitious approach in the management of venues entrusted to it and the events organised. Present on five continents with operations in more than 20 countries, in 2018 GL events had revenue of 1041 million. GL events is listed on Euronext Paris, Segment B (mid caps).

THREE STRATEGIC BUSINESSES DIVISIONS

GL events Live offers expertise covering all business line specialisations and services for corporate, institutional and sports events to provide turnkey solutions from consulting and design to staging the event itself.

GL events Exhibitions manages and coordinates the Group's portfolio of more than 300 trade fairs and events within sectors which include notably the food industry, culture, textiles and fashion, manufacturing, construction...

GL events Venues manages a network of 50 venues (convention and exhibition centres, concert halls and multi-purpose facilities) in France and international destinations.

AN INTERNATIONAL GROUP

GL events is a top-tier world-class provider of solutions and services for events with several key strengths:

- a strategy of selective and sustainable local bases of operations to capture international growth, today reflected by more than 90 offices spanning five continents branches, sales offices or venues managed under concession agreements implemented by building alliances with top-tier local partners or acquiring structures with strong positions in their market,
- regular participation in large global events: Olympic Games, world cups, international meetings... for which GL events has a track record of success as an industry benchmark in terms of the quality of its services,
- a capacity to manage multi-national teams and projects.

CONTINUING GROWTH MOMENTUM

GL events has continued to grow in a coherent and selective manner by effectively leveraging its key strengths:

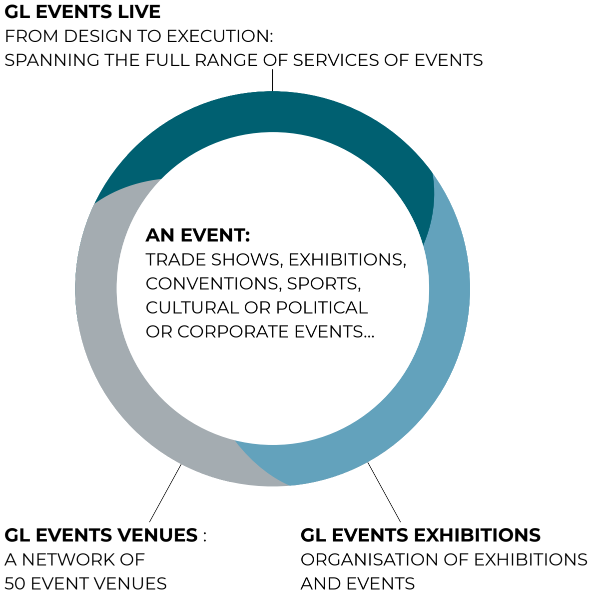
- an integrated business model with synergies across the Group's three major businesses in order to optimise performances and enhance complementarities throughout the world;
- a solid base in its domestic market that has expanded from France to international markets, building on the strengths of mature countries,
- pursuing opportunities in emerging markets with strong growth potential,
- powerful logistics capabilities that today cover the full event production cycle from sourcing, manufacturing to assembly, making it possible to produce and deliver equipment within very tight deadlines,
- a focus on innovation in all its spheres of intervention: creation of equipment integrating sustainable development requirements, implementing the digital transformation in all areas of the company (services, offerings, etc.), monitoring developments to identify future trends, collaborating with creators, designers, architects, etc.

COMPELLING ASSETS

GL events has significant assets that bolster its standing as a market leader, provide differentiation in the worldwide event landscape and reinforce the confidence of its stakeholders:

- a brand offering name recognition that conveys an image combining the strengths of rigorous standards, a culture of respecting promises and high quality services,
- cutting-edge know-how covering every facet of event organisation,
- trade shows and fairs with strong name recognition,
- a network of venues,
- a perfectly adapted equipment portfolio.

A UNIQUE BUSINESS MODEL: A COMPLEMENTARY MIX OF EVENT INDUSTRY SOLUTIONS AND SERVICES



MARCH

THE NEW EXHIBITION IN GRENOBLE FOR MANUFACTURERS

Complementing Global Industrie, the first edition of SEPEM Industries held in the Auvergne – Rhône-Alpes region was promising with nearly 700 exhibitors and more than 4,000 attendees at an event showcasing the region's clusters of excellence (robotics, subcontracting, etc.) and offering a number of highly attended conferences and services for visitors. The 2nd edition will be held in 2020 at Alpexpo.

GLOBAL INDUSTRIE PARIS

With 36,000 attendees and 2,254 exhibitors the first edition of Global Industrie Paris is a genuine success. Under the patronage of the President of the French Republic, this event provided a common showcase for staging four complementary exhibitions. As such it represents the largest cross-sector exhibition in France covering 50 industry fields and laying groundwork for the factory of the future.

JAPAN TAKES CENTRE STAGE IN BRAZIL

Tastings, a Cosplay fashion event, workshops, dance and martial arts demonstrations : during three days, the Japan Festival Rio Matsuri took the visitors on a trip far from Brazil. Transformed for the occasion, Riocentro staged a first immersive and memorable edition to celebrate the 110th anniversary of Japanese immigration to Brazil, home to the largest Japanese community outside Japan in the world.

APRIL

A YEAR OF RECORD PERFORMANCES FOR THE XXITH COMMONWEALTH GAMES

After more than two years of study, GL events supplied and installed for this 21st edition grandstand seating for more than 60,000 people across 12 different sites. Despite the technical, regulatory, logistics and operational challenges, the teams set new records: a 32 m high covered grandstand, the highest ever built, overhanging roofing, a one-piece grandstand designed with 9,498 seats, the largest capacity seating-system ever installed.

EXPOMIN, A LEADING INDUSTRY EXHIBITION IN SANTIAGO, CHILE

Organised every second year in Chile's capital by Fisa, the country's leading professional exhibition organiser acquired by GL events in 2018, Expomin is a major exhibition: the country is the world's leading producer of copper and lithium, with mining representing more than 18 % of its GDP. With more than 1,300 exhibitors and 70,000 attendees, it is the sector's second-largest exhibition and the largest in Latin America.

THE WEB CONFERENCE IN LYON

Following www2017 in Perth (Australia) the 27th edition of this prestigious event devoted to the web, The Web Conference was held at the Lyon Convention Center, attended by nearly 2,500 researchers, developers, users, companies and enthusiasts from more than 60 countries focusing on the theme "Bridging natural and artificial intelligence worldwide ".

MAY

THE PSG FOUNDATION ON THE PARC DES PRINCES STADIUM GROUNDS

Imagined by the children of the Foundation, the Annual Gala of the PSG Foundation took the form of a dinner at the Parc des Princes stadium. 350 people under a Crystal tent enjoyed a meal designed by the children and produced by the talented chef, Jean Imbert. Nikos Aliagas, the French television personality, was behind the camera to immortalise the event;

THE BOCUSE D'OR ASIA-PACIFIC SELECTION

For the first time in its history, the Bocuse d'Or Asia-Pacific continental qualifying selection was held in China. The Guangzhou International Convention Centre hosted the continental selection of the world's most prestigious gastronomical competition; Out of the eleven candidates, five earned the right to go up against the best candidates from the other world regions to be held at the Sirha in January 2019.

FRESH DAYS: A BEHIND-THE-SCENE VIEW OF AN EVENT

After Cannes and Strasbourg, the historic headquarters of the Group in Brignais opened its doors: GL events teams provided visitors with a behind-the-scenes view of their specific fields, working methods and innovations. In a showroom of more than 1,000 sqm, the range of Group expertise – grandstands, overlays, general contracting services, air-conditioning and power supply, audio-visual services, furniture ... – were presented under one roof to give visitors an overview of the different components of an event.

1ST EDITION OF SIRHA GREEN

The first edition of the sustainable food service exhibition, Sirha Green held its inaugural edition at Eurexpo Lyon. 200 exhibitors presented innovations of the sector and their responses to the social and environmental challenges which have become vital to hospitality and food service professionals.

JUNE

THE BIOGAS INDUSTRY MEETS IN STRASBOURG

After the success of the previous editions in Strasbourg in 2016 and in Bordeaux in 2017, Expobiogaz returned to the capital of the Grand-Est Region. Focusing on the theme of methanation and the monetisation of biogas, this exhibition provided opportunities for producers and users of the sector to develop contacts within a convivial environment. 4,000 professionals attended the conferences with a specific business meeting area providing a space for networking between with buyers and projects developers.

THE FORMULA 1 GRAND PRIX RETURNS TO FRANCE

The French Formula 1 Grand Prix is back at the Paul Ricard Circuit of Le Castellet after a ten-year absence. Under a recently won five-year contract, GL events installed grandstand seating for 52,000 people. A range of its expertise was showcased including complex assembly on rough terrain.

JULY

A CONTEMPORARY DESIGN ON THE BANKS OF THE GARONNE

7 months of work, 166 rooms, 25 custom design furniture sets: in collaboration with the design firm, Studio 28 Architecture, for the four-star Hilton Garden Inn in Bordeaux, GL events delivered an installation with a sleek and refined design.

AUGUST

ESTETIKA IN SÃO PAULO

The international beauty fair, one of the most prestigious fairs in its sector in Latin America - showcased some 200 brands of exhibitors and proposed a range of conferences attracting nearly 15,000 visitors.

THE XVIIITH ASIAN GAMES

GL events was selected by the organising committee of the Asian Games as the general contractor for the 18th edition. 45 participating countries, 65 playing venues, 45,000 sqm of temporary structures and grandstand seating for 15,500 installed by the teams in Dubai.

SEPTEMBER

FRENCH EDITION OF THE RYDER CUP

The world's top golfers met head-to-head at the Le Golf National green of Saint-Quentin in Yvelines, south of Paris, at one of the sport's most prestigious events. Ryder Cup: a match play competition organised every two years between 24 of the best players from Europe and the United States. GL events installed the structures and grandstand seating. An innovative service: grandstand seating equipped with a reverse-wrap corner system offering an exceptional view of the 1st and 18th holes.

OPENING OF THE METZ ROBERT SCHUMAN CONVENTION CENTRE

Supported by the Metz Metropole Council and the City of Metz, facing the Metz Centre Pompidou, this event venue benefits from an exceptional location, close to the TGV (high-speed train) station and the city's historic centre. The city's major strengths make it ideally suited to become a business tourism destination. With15,300 sqm of fully-equipped event space, the concept of the building design by Wilmotte et Associés SA. is based of four key ideas highlighting materials, vertical lines, light and space. It comprises a modular auditorium offering up to 1,200 seats, a total of 3,400 sqm of exhibition space, 16 modular meeting rooms with capacities ranging from 20 to 400 people, a panoramic terrace, a restaurant and a catering area for gala lunches and dinners for up to 1,200 people.

BIRTH OF AICHI SKY EXPO IN JAPAN

The Aichi International Exhibition Centre unveils its new brand: Scheduled to open its doors in September 2019, this venue has been branded with a new name, Aichi Sky Expo, reflecting both the building process architecture and its easy access to the airport. The logo, created by Akio Ogawa, a designer using traditional Japanese themes, conveys images of the sea, the sky and the wind. Managed by the consortium formed by GL events and Maeda Corporation, with 60,000 sqm of exhibition space, a conference centre and large outdoor areas, the site is designed to host every type of exhibition, convention and concert.

INCREASED CAPACITY AT THE STADIUM IN AIX-EN-PROVENCE

To support the Provence Rugby club's advance to the PRO D2 second division, GL events equipped the Maurice David Stadium with a 2,222-seat grandstand in line with the standards of the French National Rugby League.
The sports facility now has a capacity to seat 6,000 people with the construction of the new North grandstand, a modular grandstand scaled to Eurocodes with a steel frame.

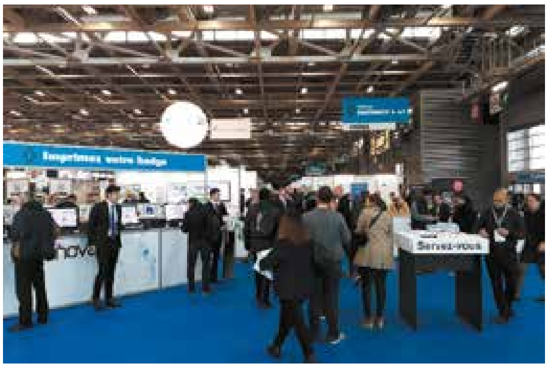
YOUNG TALENT MEET UP AT BUDAPEST

Euroskills is Europe's largest skills competition for young professionals up to 25 years of age covering a range of areas – creative arts and fashion, transportation and logistics, technology... The 2018 edition held at Hungexpo brought together 525 competitors from 28 countries, offering special events: conferences, experience opportunities...

OCTOBER

HUBFORUM AT THE FOREFRONT OF DIGITAL TRANSFORMATION

Maison de la Mutualité hosted Hubforum Paris, the leading rendezvous of digital decision-makers. 100 speakers and 3,000 participants attended the event which focussed on the theme: "No trust, No business"
and the importance for retail and e-commerce players of trust as a key pillar in any organisation's development.



ENOVA: FROM AN IDEA TO THE FINISHED PRODUCT

The meeting of industry and R&D professionals, was held in Paris, following editions in Lyon and Toulouse. With 35,00 visitors, 262 exhibitors and 120 innovative products, Enova confirmed its standing as the meeting of choice for entrepreneurs looking for innovative solutions.

EURONAVAL'S CELEBRATE ITS 50TH ANNIVERSARY

The world meeting of naval technologies for the future held every year at Paris-Le Bourget, Euronaval, celebrated its 50th anniversary in 2018. For this event, GL events provided more than 10,000 sqm of overlays: general contracting, signage, stands, furniture, structures...

KIDEXPO PARIS 2018

The 12th edition of Kidexpo Paris welcomed back its young public. Shows, an escape game, Lab, the French Beyblade Burst championship...

NOVEMBER

EUREXPO LYON INAUGURATES A NEW HALL

In a highly competitive event market, Eurexpo Lyon, the leading exhibitions centre in France outside Paris has experienced steady growth for more than 10 years. Designed by the AIA Architectes agency, the new 9,400 sqm hall was inaugurated at the Equita Longines Lyon equestrian exhibition and will support the growth of leading exhibitions and host new ones during busy periods.

CENTENARY OF THE 1918 ARMISTICE

Before the Arc de Triomphe, heads of state and government leaders gathered to commemorate the 100th anniversary of the WW1 Armistice.
GL events installed grandstand seating 3,600 people, two 2,500 sqm covered grandstands, 280 Louis Ghost chairs, a 500 sqm "crystal" canopy and 110 flags.
This ceremony required three weeks of assembly, closing the Place de l'Étoile for two nights and the intervention of 60 technicians;

INAUGURATION OF LA PLACE AT THE PALAIS BRONGNIART

Located at the heart of Palais Brongniart, La Place is a venue devoted to meetings and collaborative initiatives among drivers of innovation in the banking, finance and insurance sectors.
It also proposes a weekly program of conferences, workshops, meet ups, after work get-togethers...
Its inauguration was attended by 200 guests and partners, including Generali France, Crédit Agricole and the founding members: Bpifrance, the Finance Innovation Cluster, the Louis Bachelier Institute and Paris Europlace.

THE SÃO PAULO INTERNATIONAL MOTOR SHOW 30TH EDITION EXTENDS ITS REACH THROUGH A DIGITAL PRESENCE

700,000 Facebook followers, 2.6 million online visitors, 2.3 million views for the show's official web series, 1,200 hours of interactive activities... For its 30th edition, the São Paulo International Motor Show boosted its reach by leveraging the World Wide Web and energising fans.
Sao Paulo Expo stages Latin America's largest auto show.

SIRHA ISTANBUL'S 6TH EDITION

The must attend event for hospitality and food service professionals, Sirha Istanbul welcomed more than 11,000 visitors at the Istanbul Congress Center at its 6th edition, with new events, including notably a special section devoted to ice cream.

GARTNER SYMPOSIUM ITXPO

The CCIB Barcelona international convention centre hosted the new edition of the largest global event gathering of IT sector and digital business leaders. 9,000 attendees focused on issues relating to the digital transformation of businesses: the development of skills, innovative technologies for data & analytics, artificial intelligence, machine learning, customer experience, cybersecurity.

DECEMBER

LONDON IN INDIGO BLUE

Following the success of the Parisian show in May, Denim Première Vision, now a globetrotting event, travelled to Shoreditch, East London, the legendary avant-garde culture and fashion destination. 89 exhibitors from 18 countries were selected by the committee of industry professionals to represent the best companies in every trade. On the event's program: inspiration and trends, but also eco-responsible innovations.

6TH EDITION OF BLOSSOM PREMIÈRE VISION

Inaugurating the 2020 spring-summer season, Blossom showcased pre-collections of the fabrics, leather and accessories of more than 100 designers: the latest innovations in materials, use of colours, premium quality leather products, precious-metal components, silks, refined embroideries and lace, original prints and jacquards, etc.

2018
PROFITABLE GROWTH BOLSTERED BY SOLID FUNDAMENTALS

GL events delivered both commercial and operating performances in 2018. Crossing the €1 billion milestone, revenue reached €1.041 billion, up from €954 million in 2017 (+9 %). EBITDA followed in step, rising from €135 million to €150 million. Over the last three years, the operating margin has also continued to trend upwards from 8.3 % in 2016, 8.9 % in 2017 to 9.4 % in 2018. Over the same period, ROCE[1] rose from 6.7% to 7.3%.

The increase in current operating income of 15 % highlights the effective management of external costs within an environment of growth and of staff costs.
Trends for revenue and current operating income between 2014 and 2018 highlight the Group's solid fundamentals which have driven continuing profitable growth. On that basis, growth in current operating income (+ 49 %) and EBITDA (+ 40 %) significantly outpaced revenue (+ 11 %) over the same period.

2018 was notably marked by contributions from mega events (€70 million), with successful launches of new exhibitions (Global Industrie and Sirha Green). Accounting for 50 % of revenue, up from 45 % in 2017, international markets represent a powerful engine for growth for the Group. Despite the unfavourable currency foreign exchange effect in Turkey and Brazil, business performances were dynamic in these two countries.

In the period, the Group completed the discontinuation of the operations of the Padova Fiere site and initiated acquisition projects in Chile and China. These items will impact operating results;
The Group has pursued its strategy of optimising its sources of funds with the implementation of a Negotiable European Commercial Paper (NEU CP) programme. Based on all operating, financial and non-recurring items, net income attributable to equity holders of the parent rose 20% from €2017 to €42 million.

To finance the acceleration of its growth in Asia and, in particular, China, the Group completed a successful capital increase in October 2018. With a subscription rate of 125% and raising gross proceeds of €106.7 million, this resulted in the issuance of 5,996,557 new shares.

This capital increase also benefited the Group's net debt situation (€369 million). This debt is used to finance premium assets backed by long-term contracts(25 to 60 years).

OPERATING HIGHLIGHTS FOR THE THREE DIVISIONS

As a provider of services for events, **GL events Live** registered growth in revenue of 19.4% from 2017 to €563.5 million. Mega events held in 2018 contributed to an improvement in the division's profitability: Commonwealth Games in Australia, the FIFA World Cup football tournament in Russia, the European Games in Scotland, the Asian Games in Indonesia and the Ryder Cup in France. The division also continued to implement measures designed to optimise costs and asset turnover.

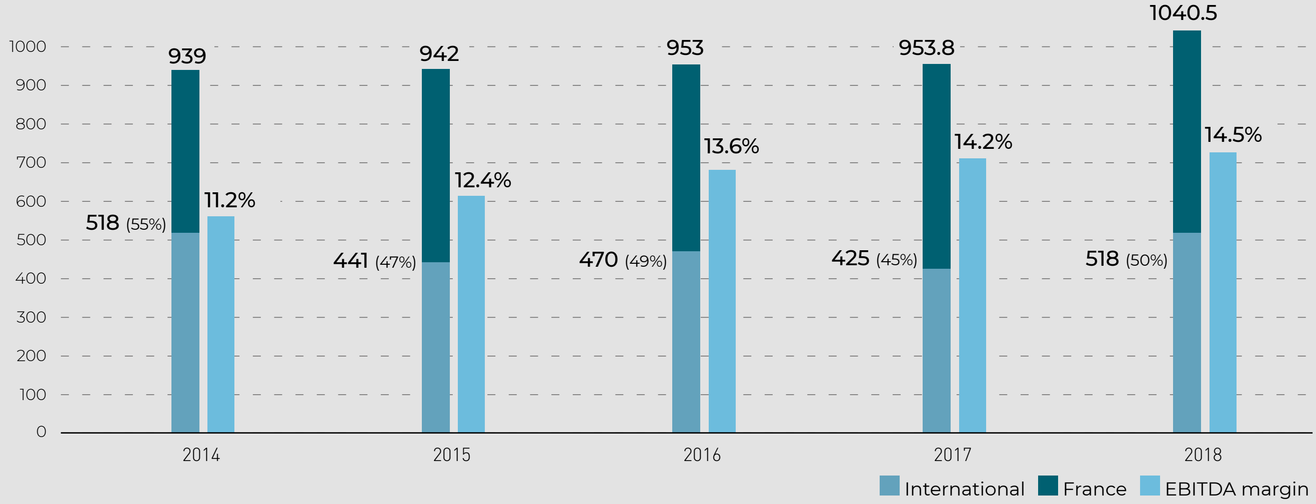
With a portfolio of more than 300 proprietary shows and events, **GL events Exhibitions** had €156 million in revenue. On a comparable biennial basis, its operating margin rose 2 points between 2016 and 2018. The biennial effect from the absence of Sirha and the Biennial Rio de Janeiro International Book Fair was offset by the success of the first edition of Global Industrie in Paris in March and Piscine Global Europe at year-end which strengthened its leadership within its market segment (growth in exhibitors, attendees and international presence). The division also made two selective acquisitions in the period with FISA, Chile's leading PCO/PEO, and Even Pro in France, bolstering the development of the industry sector offering in French regions after Global Industrie in Paris and Lyon.

GL events Venues, which manages an international network of 50 venues, had revenue of €321 million, up 4.8 % LFL* (+1.3 % on a reported basis), with continuing gains from destinations like Budapest, Barcelona and Paris. The division's earnings were adversely affected by negative foreign exchange effect of the Brazilian real and the Turkish Pound; The division also incurs costs linked to preparations in 2018 for the launch of new sites in Japan and China and which will begin operations only at the end of 2019.

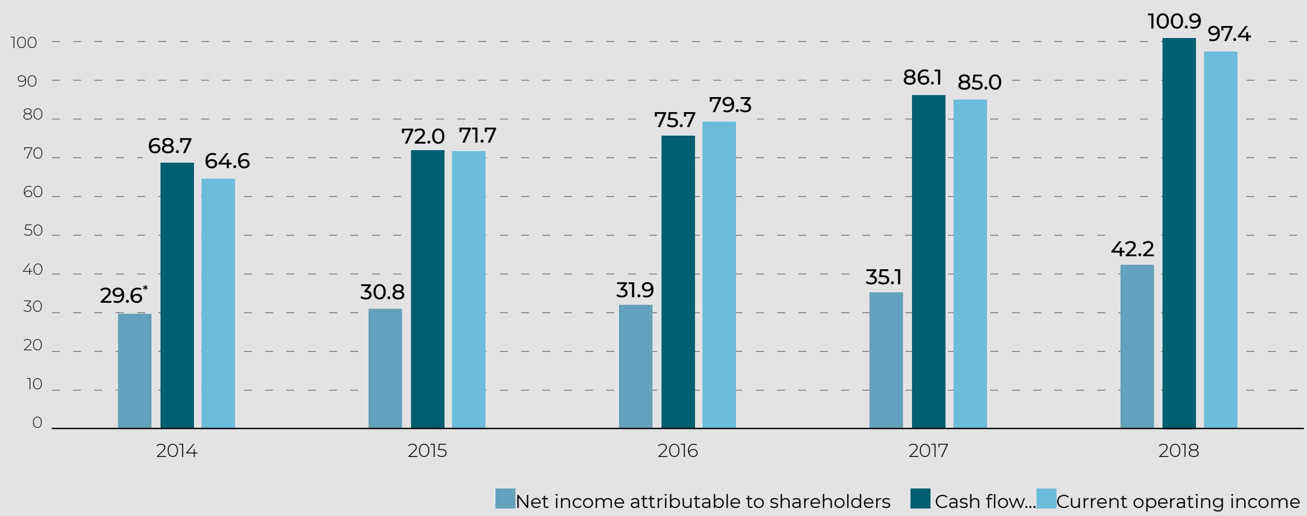
GL events Venues strengthened its network in the period by adding sites in Reims, Saint-Etienne, Caen and Dubai and renewing concessions for the Scarabée multi-purpose hall of Roanne (for 10 years) and the Lyon Convention Centre (for 20 years).

[1] ROCE: Return on capital employed
**LFL = Like-for-like defined as at constant structure and exchange rates*

REVENUE GROWTH (€M) AND THE EBITDA MARGIN (%)



NET INCOME ATTRIBUTABLE TO SHAREHOLDERS (€M) CASH FLOW (€M) AND CURRENT OPERATING INCOME (€M)



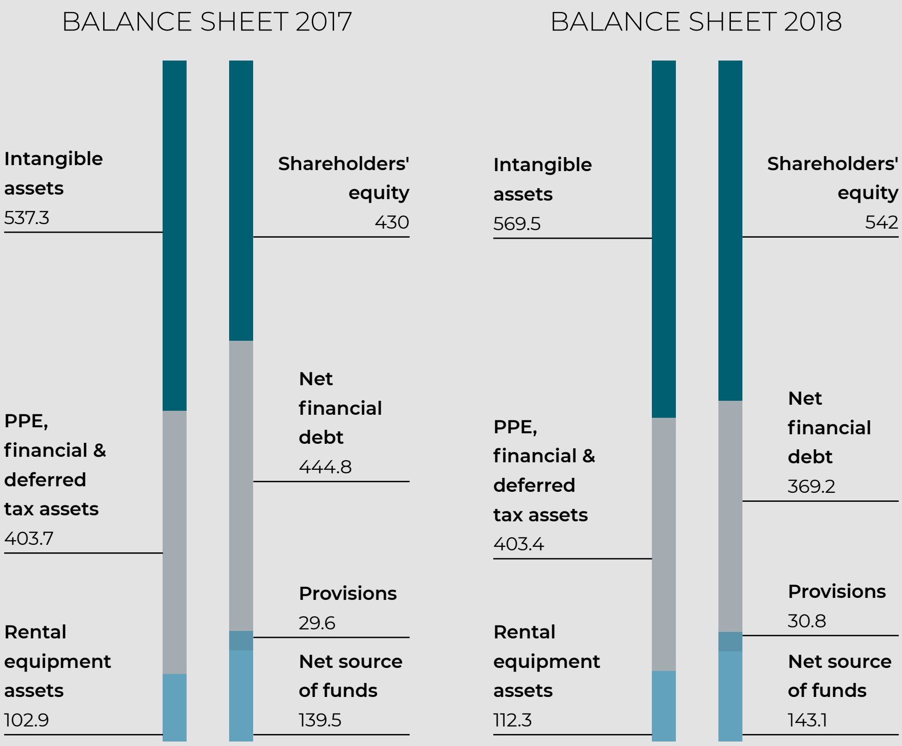
* RESTATED TO ELIMINATE THE IMPACT OF IAS 8.

CONSOLIDATED INCOME STATEMENT HIGHLIGHTS (€M)

	2018	2017
REVENUE	**1,040.5**	**953.8**
EBITDA	150.4	135.2
CURRENT OPERATING INCOME	97.4	85.0
OPERATING PROFIT	88.2	84.4
NET FINANCIAL INCOME (EXPENSE)	-13.7	-16.9
TAX	-21.8	-21.4
NET INCOME OF CONSOLIDATED COMPANIES	**52.7**	**46.0**
EQUITY-ACCOUNTED INVESTEES AND NON-CONTROLLING INTERESTS	-10.4	-10.9
NET INCOME ATTRIBUTABLE TO SHAREHOLDERS	**42.2**	**35.1**

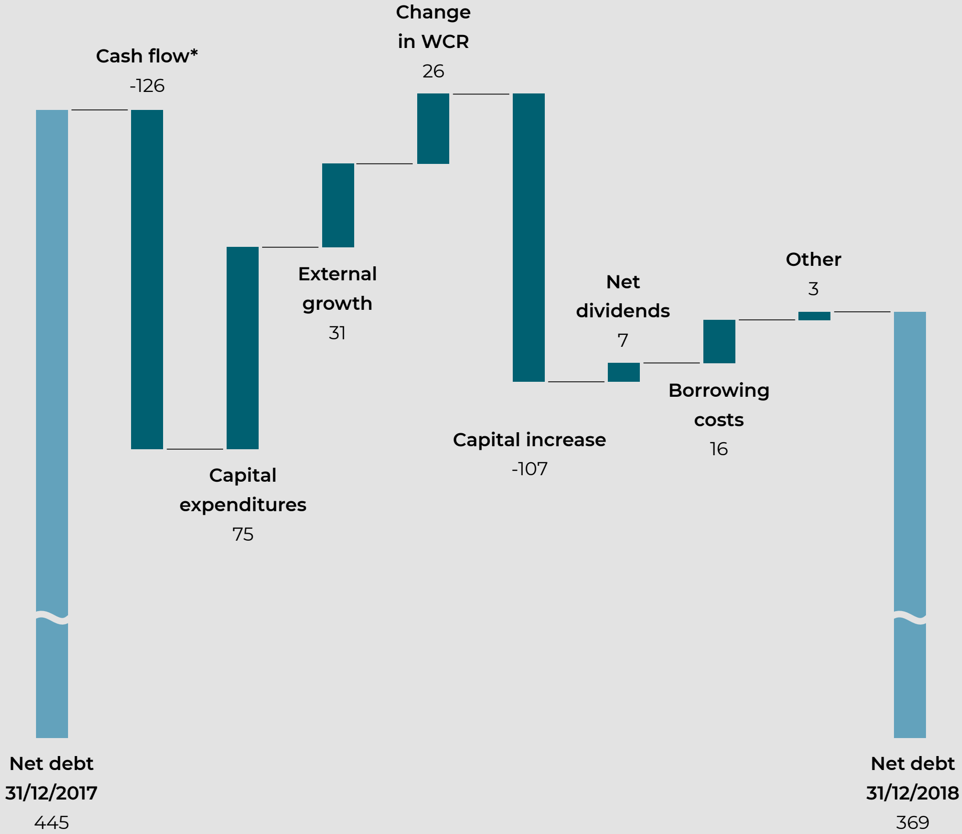
- EBITDA: 14.5 % OF REVENUE (14.2 % IN 2017)
- CURRENT OPERATING MARGIN: 9.4 % (8.9 % IN 2017)
- NET INCOME ATTRIBUTABLE TO SHAREHOLDERS: + 20.3 %.

CONSOLIDATED BALANCE SHEET HIGHLIGHTS (€M)



- INTANGIBLE ASSETS: INCREASE LINKED MAINLY TO ACQUISITIONS IN THE PERIOD (EVEN PRO, FISA)
- SHAREHOLDERS EQUITY: BENEFITING FROM THE IMPROVEMENT IN PROFITABILITY AND THE CAPITAL INCREASE
- SOLID NET SOURCE OF FUNDS (€143.1M).

CHANGE IN NET DEBT (€M)



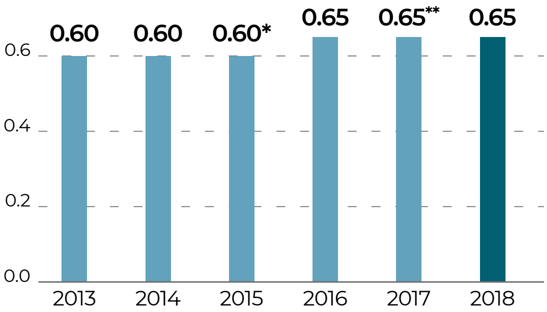
* IMPROVED CASH FLOW + €14.8M VS. 2017

- STABLE CAPITAL EXPENDITURES VS. 2017

- EXTERNAL GROWTH: COST OF ACQUISITIONS IN 2018 AND EARNOUT PAYMENTS FROM PRIOR ACQUISITIONS

ASIAN GAMES - JAKARTA, INDONESIA

DIVIDENDS



* Dividends paid in the form of shares: 83.95 %.
** Dividends paid in the form of shares: 87.5 %.

At the upcoming annual general meeting to be held on 26 April 2019, the Board of Directors will submit a proposal to distribute a dividend of €0.65 for 2018 representing a payout ratio of 46%.

MARKET INFORMATION AND SHAREHOLDER RESOURCES

Euronext Paris- Compartment B (Mid Caps).
ISIN code - FR 0000066672
Bloomberg code: GLOFP
Reuters code - GLTN.PA
FTSE code: 581
LEI code: 9695002PXZMQNBPY2P44

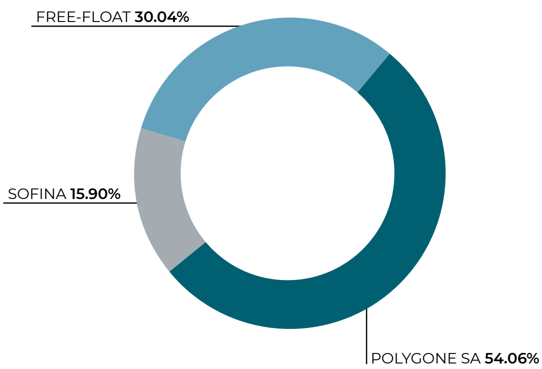
Since GL events' initial public offering, its communications strategy has focused on maintaining strong investor relations.
The following information can be found on the company's website (www.gl-events.com) in the space for shareholders:
— Recent and past press releases,
— a calendar of financial publications,
— a shareholders' guide,
— Downloadable annual reports and financial publications,
— Key Group figures,
— recordings of management interviews.

Email: info.finance@gl-events.com

DISTRIBUTION OF PRESS RELEASES

GL events' press releases may be consulted at the company's website, www.gl-events.com (under "Group>Financial Information"). They are systematically sent by e-mail, fax or the post to all persons having so requested.

SHAREHOLDER OWNERSHIP STRUCTURE AT 31 DECEMBER 2018



ANNUAL REPORTS

Copies of GL events' annual reports can be obtained on request or downloaded in electronic form from the company's website. Previous press releases and annual reports (since the Company was listed) are also available on the company's website.
English translations of GL events' financial publications are available in electronic form at its website www.gl-events.com,(Group>Financial Information) or may be obtained on request from the investor relations department.

INVESTOR RELATIONS

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2019 INVESTOR CALENDAR

— **23 April 2019**: Q1 2019 revenue (after the close of trading)
— **26 April 2019**: AGM / EGM, Lyon
— **23 July 2019**: H1 2019 revenue (after the close of trading)
— **15 October 2019**: Q3 2019 revenue (after the close of trading)

HISTORY & MILESTONES

1978-1989

SARL POLYGONE SERVICES IS CREATED by Olivier Ginon and three partners (Olivier Roux, Gilles Gouédard-Comte and Jacques Danger).

ALLIANCE between Polygone Group (No. 1 in France for the installation of exhibitions and events) and Cré-Rossi (rental of trade show furniture, accessories and surfaces).

NAME CHANGE to Générale Location.

1990-1997

EIGHT YEARS of growth. Générale Location strengthens its strategy of providing global solutions through acquisitions and creations in the sectors of general contracting for exhibitions, furniture rental, premium stands, signage, fixtures for mass retailers and museums, hosting services.

GÉNÉRALE LOCATION launches its international development with an office in Dubai.

1998-2003

SIX FORMATIVE YEARS of major transformation. After its initial public offering on the *Second Marché* of the Paris Stock exchange, Générale Location takes its first steps in the sector of large international events (Football World Cup in France, Heads of State Summit, and Cannes Film Festival, etc.).

MAJOR PROJECTS for the Group: Olympic Games in Sydney, the European Heads of State Summit (coinciding with the French EU Presidency), and several second millennium events.

A NEW NAME for Générale Location: GL events; The venue management and event organisation business registers very strong growth and, to pursue its expansion in the event market, the Group launches a rights issue of €15.4 million.

2004-2009

IN ADDITION TO THE ACQUISITION of Market Place, a specialised event communications agency and Temp-A-Store in the United Kingdom (temporary structures), Promotor International and AGOR (organisation specialist), and an equity interest acquired in Première Vision, GL events registers very strong growth in the B2B segment with the acquisition of six new industry trade fairs.

THE GROUP DEVELOPS ITS INTERNATIONAL NETWORK OF VENUES, acquiring Hungexpo, the operating company of the Budapest Exhibition Centre and wins management concessions for the Riocentro Convention Centre of Rio de Janeiro, Pudong Expo for the city of Shanghai, the Brussels Square meeting centre, the Turin Lingotto Fiere exhibition centre, Curitiba Estaçao Embratel Convention Centre and the Rio de Janeiro Aréna in Brazil and the World Forum Congress Centre of The Hague. GL events acquires Traiteur Loriers to accelerate the development of its Food & Beverage strategy.
In 2005 and 2007, the Group launches two rights issues that raised €35.7 million and €77.6 million.

IN FRANCE, GL events wins concessions for the Metz Exhibition Centre, Exhibition and Convention Centres (Nice, Amiens), the Roanne Scarabée multifunctional hall, the Troyes Convention Centre and the Maison de la Mutualité in Paris.

FESTIVAL OF LIGHTS - LYON, FRANCE

2010

THE CREATION of GL events Exhibitions on 1 January 2010 enables the Group to strengthen the level of service provided to exhibitors and visitors alike, in coordination with the different event industry players and professionals.

IN FRANCE, GL events was selected to manage the Palais Brongniart.

GL EVENTS wins a historic contract for the FIFA World Cup 2010™ in South Africa. The Group also strengthens its position by contributing to a number of international events such as the Shanghai World Expo.

2011-2012

GL EVENTS CONFIRMS ITS LEADERSHIP with contributions to a number of international events: the Africa Cup of Nations in Qatar, the RBS 6 Nations rugby championship and summit meetings for the French presidency of the G8 and G20, the London Olympic Games, the Rio+20 Summit, etc.

ACQUISITIONS OF BRELET, a French provider of temporary installations for trade fairs and events, Slick Seating Systems Ltd, a UK-based specialist in the design and manufacture of grandstands and seating solutions in the UK and Commonwealth countries, and Serenas, Turkey's leading PCO.
With the renewal of the management concession for Toulouse Expo Exhibition Centre, the management concession for the new Ankara Convention and Exhibition Centre in Turkey and La Sucrière in Lyon, GL events continues to build its international network of premium venues.

GL EVENTS CARRIES OUT A CAPITAL INCREASE to accelerate its development in emerging markets and, in particular, Brazil with a very promising line-up of major events in 2016. Sofina becomes a Group shareholder

EXPORTING PROPRIETARY EVENTS to different geographical regions confirms its potential for generating high added value for the Group (Première Vision in New York, Sao Paulo and Moscow, the Bocuse d'Or in New York, Sirha in Shanghai and Geneva, etc.).

2013

IN BRAZIL, the acquisition of LPR, a Brazilian company specialised in the supply of general installations and furniture; the Group is awarded a 30-year management concession for the São Paulo Imigrantes Exhibition Centre following a call for tenders.
Construction of a 20,000 sqm temporary exhibition park in Sydney.

THE GROUP IS AWARDED A TEN-YEAR CONCESSION FOR THE METZ CONVENTION CENTRE.

2014

ON 1 JANUARY, THE GROUP'S THREE EVENT AGENCIES – Alice Événements, Market Place et Package - are combined into a single entity, specialised in strategic and operating communications for events. Live! by GL events

THE GROUP OBTAINS A PUBLIC SERVICE CONCESSION THROUGH STRASBOURG ÉVÉNEMENTS, for the management of two major facilities: the Music and Convention Centre and Exhibition Park of Strasbourg.

AS A STAKEHOLDER OF THE G20 SUMMIT, in Brisbane, Australia and the COP 20 in Lima, Peru, the Group confirms its positioning for major political and environmental events.

OPERATIONS IN LATIN AMERICA are ramped up by acquiring positions in Chile.

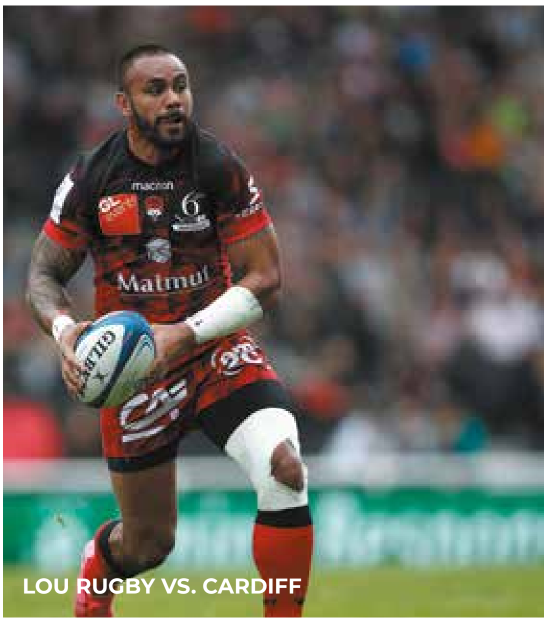
THE OFFERING OF MODULAR AND DURABLE STADIUMS introduces an innovation with the concept of rapidly installed and cost-efficient infrastructure

2015

COMMENCEMENT OF A MAJOR DEVELOPMENT PROGRAMME FOR SAN PAOLO EXPO: the construction of a 7-level 4,532 place parking facility.

INAUGURATION IN RIO DE JANEIRO OF THE GRAND HÔTEL MERCURE for which GL events is the prime contractor. Carried out in partnership with Accor, this five-star establishment has 306 rooms

ACQUISITION OF THE JAULIN GROUP, which allows GL events to strengthen its position in the Paris region and adds a new venue to its network: Paris Event Center.



LOU RUGBY VS. CARDIFF

SAUT HERMÈS – PARIS, FRANCE

2016

IN APRIL, INAUGURATION OF SÃO PAULO EXPO, Latin America's largest exhibition centre with a total area of 120,000 sqm.

A STRONG PRESENCE AT THE RIO SUMMER OLYMPIC GAMES, with competitions hosted at Group sites (Rio Arena and Riocentro), the provision of numerous catering and hospitality services.

SIGNATURE OF A JOINT VENTURE, between GL events and Yuexiu Group to jointly develop a network of event sites in China. The first step in 2019: managing the future Guangzhou Yuexiu Exhibition and Convention Centre (50,000 sqm).

AFTER COP 20 IN LIMA AND THE COP 21 IN PARIS, GL events is a stakeholder of the COP 22 hosted in Marrakesh. The Group confirms accordingly its standing as a major player for these global sustainable development meetings.

2017

CREATION OF GLOBAL INDUSTRIE.With the acquisition of the Tolexpo and Midest trade shows, combined with Smart Industries, GL events has created a major broad-based event for the industrial sector. The first edition will be held in 2018 at Paris-Nord Villepinte.

MATMUT STADIUM OF GERLAND IS COMPLETELY REFURBISHED. After six months of work, the playing grounds of LOU Rugby is ready to host sports events and large events.

STRATEGIC ACQUISITIONS : Tarpulin (Chile), Wicked & Flow (Dubai), Aganto (UK)and the CCC agency.

CONTINUING DEVELOPMENT IN ASIA: after China, GL events is awarded preferred bidder status for the management of the future Aichi International Exhibition Centre (Japan).

2018

A VERY SUCCESSFUL FIRST EDITION OF GLOBAL INDUSTRIE: Reflecting a strategic priority of the French government, GL events created the standard-setting exhibition of the French industrial sector.

WITH AÏCHI SKY EXPO AND E2 DUBAI SOUTH EVENT & EXHIBITION CENTER, the network of venues has been strengthened in regions of the world where significant developments are expected.

The Group's network of event venues is reinforced by the addition of Reims and Caen.

WITH THE ACQUISITION OF FISA, Chile's leading professional exhibition organiser, the Group has strengthened its market positions in Chile, and more generally, and Latin America.

Reflecting a dual dynamic of both organic and external growth driven by employee engagement the €1 billion revenue milestone was crossed in a year marked by a double anniversary:
40 years of existence and 20 years as a publicly traded company.

02
GL EVENTS, BUSINESSES AND MARKETS

AN ORIGINAL AND WINNING BUSINESS MODEL BASED ON INTEGRATION

Since its creation, GL events Group has been deploying a unique business model within the universe of events. The Group's initial core business of services was expanded by the addition of two other areas of expertise: event organisation and venue management. This strategy allowed it to become the sole truly global player operating in this market. Today it has an established reputation as a partner of choice for major principals/decision-makers such as regional and local governments.

This integrated approach covering the entire range of solutions and services for an event promotes synergies across the different business lines. In this manner, the delivery of high added value services can be coordinated from a single entry point. This helps build a strong brand identity and name recognition for the Group among its customers and partners.

This model fosters a dynamic for both internal and external growth, contributing to profitability by optimising asset turnover across business lines.

It structures GL events' strategy for international development as exemplified by Brazil where GL events has become a global provider by developing simultaneously across its three business divisions, Live, Venues and Exhibitions.

"GL EVENTS, A GLOBAL PLAYER WITHIN THE EVENT INDUSTRY MARKET."

LYON E-SPORT - FRANCE

GL EVENTS LIVE A FULL SERVICE OFFERING

GL events Live provides end-to-end services and solutions for corporate, sports, cultural and institutional events, exhibitions and conventions from the design phase to production.

ASIAN GAMES - JAKARTA, INDONESIA

COVERING THE ENTIRE EVENT SERVICES CHAIN

Combining event communications consulting and services, GL events Live' expertise covers the complete range of solutions necessary to successfully produce an event.
Its consulting agency, Live! by GL events, assists customers in defining and implementing their communication strategy. It is supported by the Group's other companies, which provide every service required to stage an event: the construction of temporary facilities hosting the public (structures, grandstands, seating systems and stadiums), event overlay services (general contracting services, energy, fittings, stand, signage, audio-visual solutions and furniture) and finally, reception (hospitality services).

The quality and performance of organisations are certified ISO 9001 (quality) for Hall Expo (temporary and long-lasting structures and grandstands, for temporary buildings in the United Kingdom; *NF Services Prestataire d'accueil* (quality) for the agency, Profil.

The Group's sustainable development engagement is highlighted by the ISO 20121 certification (sustainable events) of Hall Expo and the PrestaDD label for GL events Audiovisual and the ISO14001 certification of GL events UK.

A SOLID TRACK RECORD OF EXPERTISE AND RELIABILITY

A leading provider of services and solutions for the production of events, GL events Live is recognised for the professionalism of its teams, multidisciplinary expertise and its successful track record in being selected for and delivering the most complicated and demanding event projects worldwide. Its solid experience gives it the ability to form and manage multicultural and multi-business line teams.

Driven by an entrepreneurial culture, the Group has an established track record in meeting deadlines and quality targets.

Finally, through its solid asset base and logistics capabilities it is able to deliver its services for every type of event in France and international markets within tight deadlines.

GOODWOOD FESTIVAL OF SPEED - SUSSEX, UNITED-KINGDOM

GL EVENTS LIVE IN 2018

GL events Live's performances in 2018 reflect contributions from services delivered for a range of recurrent events and major international sports, political and cultural events to which the Group has been a top-tier provider of event solutions and services for 20 years. More generally, they are the product of core strategic and operational strengths:

Upstream preparation emphasising a two-pronged relational and operational approach. Large events in 2018 like the Africa-EU Summit in the Ivory Coast, the Asian Games in Indonesia, Cop 24 in Poland illustrate the Group's capacities of anticipation in terms of assets and the skills, expertise and equipment to be deployed. The initial contacts with the European Tour, owner of the Ryder Cup, began in 2016, and the division's teams are already preparing for the 2022 edition to be held in Rome. In Japan, a team was formed to prepare for the major events lined up for the World Rugby Cup in 2019 and the Tokyo Olympic Games in 2020.

Participation in large events: the European Games of Glasgow, the XXIth Commonwealth Games in Australia, the Centenary of 11 November in Paris, Euronaval, the Formula 1 French Grand Prix , the world football cup in Russia... This event highlights the Group's capacity to spearhead a multi-site event organised in ten cities over a vast territory the size of a continent. Its effectiveness is bolstered by procedures and IT tools capable of managing 3,000 people across all sites.

The Group's track record of success is the result of its ability to rapidly deploy skilful and highly efficient teams, the solidity of its processes, the quality of its assets whose rotation is a historical growth driver. This track record is today solidly established across all event industry business lines: between France and the United Kingdom, domestic market positions remain solidly established; they are also supporting an international deployment which today has been extended to Asia with the addition of operations in Japan and China in 2018.

Synergies across the Group's different areas of expertise contribute to profitable growth cross-fertilising competencies increase the effectiveness by GL events teams of combining efforts to ensure the success of shared projects. This is the case for example in South Africa, the Middle East or Japan: the deployment of the teams of the Live division provided points of entry to the other businesses and facilitated the creation of a consortium with Maeda Corporation for the Aichi Sky Expo concession.

This represents added value in terms of creation: while the rotation of assets for large events represents 90 % of its business, the Live division developed its expertise in the areas of design and museology services. This level of excellence produces to exceptional achievements: for example the new Hilton Garden Inn in the centre of Bordeaux, designed and produced by the Group's production unit in Poitiers or the corner display designed by Décorama for a major watchmaker-jeweler.

Through the Live division's CSR engagement, GL events has become an event industry pioneer in this area (see page40). The safety and risk management policy applied, particularly for grandstands, meets the highest standards, supplemented by the Group's own reinforced standards, gone beyond existing regulations. For example, it supports the Île-de-France region by enabling the delivery of equipment for the Formula-E Grand Prix Championship in Paris to arrive by inland waterway transport rather than by truck: an approach reflecting the goal of reducing the carbon footprint of events to a minimum.

2019 OUTLOOK

This year ahead offers a rich line-up of recurrent events: the Paris Air Show, the Africa Cup of Nations in Egypt, the G8 in Biarritz, the Pan-American games...

2019 will permit a return on investment from acquisitions completed in 2018 and now operating on a full-year basis: an event agency in Hong Kong, an event hostess service agency in Paris, adding to our capacity to service many events regardless of their size or location in conjunction with an ambition to improve asset rotation.

OPEN XIII - MARSEILLE, FRANCE

GL EVENTS LIVE: MARKETS AND TRENDS

The resurgence of tourism in France (with a return of both French and foreign tourists after several years of decline) is a positive indicator for the French event market, with an estimated value of €2 billion; The accelerating internationalisation of major events is expected to drive market growth. In addition, the renovation and construction of new infrastructures and reinforced marketing strategies should attract more visitors. Investments in digital tools will also profit organisers, generating increased efficiencies and profitability.

DIGITISATION AS A GROWTH DRIVER

Occupying an increasingly important place in communication strategies, digitisation is pushing companies and brands to multiply event initiatives: exhibitions (general public or B2B), conventions, seminars, product launches, sports events, corporate anniversaries – Events are targeted and orchestrated to create an experience and engagement among participants, whether partners, staff, consumers or influencers...

A GROWING NUMBER OF VERY LARGE-SCALE EVENTS

While costly to produce, very large-scale events are increasingly common in the luxury, automotive and mass retail sectors. The impact of these communications initiative are amplified by social media which provide them with legitimacy by raising their visibility.

SOURCE: L'ÉVÉNEMENT & GLOBEX 2018 – AMR INTERNATIONAL

MICE (MEETINGS, INCENTIVES, CONFERENCING, EXHIBITIONS) MARKET: CONTINUING GROWTH IN DEMAND IN 2018

In 2018, 52 % of MICE sponsors reported the same level of spending as in 2017, and 10 % reported higher budgets (compared to 3 % in 2017/2016).
Seminars represent the most prevalent type of business meeting followed by events, conventions and incentives. "Seminar" is a generic term referring to all forms of content addressing audiences of limited size (compared to conferences and conventions).
MICE are above all organised for the purposes of communication, management and incentivising employees and partners. Motivation, information and the launch of products and services are the most widely covered thematics.

SOURCE: COACH OMNIUM "DIGEST 2018-2019"

2019 OUTLOOK

2019 offers a rich line-up of important events for the industry (Sirha, Batimat, Vinexpo, SIAE...). According to a survey conducted by LEADS (a professional association in the Design & Stand sector) of 53 member agencies, 72 % of those surveyed expect 2019 to be better or stable in relation to 2018 (growth in the number of employees, revenue and gross margins).
Finally, event industry players seem to be attaching increasing importance to the idea of sustainable events. Beyond the issue of complying with regulations and standards, measuring and above all managing of the social, economic and environmental impacts have evolved into a core engagement. The awareness of the importance of this issue appears genuine and the commitment to proposing sustainable services adapted to customer expectations is growing.

SOURCES: LEADS (FRENCH ASSOCIATION OF DESIGN & STAND AGENCIES) & UNIMEV


FESTIVAL ESCALE À SÈTE - FRANCE

GL EVENTS EXHIBITIONS: A WORLD-CLASS PLAYER WITH A LOCAL FOCUS

As a specialist in the organisation of trade shows and consumer fairs in France and international markets, GL events Exhibitions proposes world-class expertise to meet the needs of local communities based on an understanding of their priorities and needs.

The Group organises international meetings covering a cross-section of economic sectors (fashion and fabrics, food industry, the factory of tomorrow, mining, swimming pools…) representing major events for the professionals of these industries. This broad sectorial coverage is reinforced by an international business mix, a mix between B2B and B2C segments as well as annual and biennial, and even biannual meetings as is the case of the fashion industry. This diversity provides the division with balanced and secure revenue streams.

SIRHA GREEN - LYON, FRANCE

STRATEGIC PILLARS

GL events Exhibitions' strategy is based on several levers:

- a positioning as an event industry reference at the heart of communities, with flagship brands and events,
- a solid domestic base in each market,
- strong synergies with the other Group businesses,
- versatile and highly qualified teams, capable of innovating in terms of format and content to address new expectations and practices, particularly in developing digital services and solutions for events,
- providing differentiation either through exclusive content, as with the Bocuse d'Or within the framework of Sirha, or by facilitating communities of practice, as with Piscine Global, a forum for exhibitors to promote exchanges outside of trade shows.

SOLID BASES, GROWING INTERNATIONALISATION

France remains a solid market. This is illustrated by successes in the B2B segment like Sirha, Global Industrie, Première Vision Paris, CFIA, and also consumer fairs like the Lyon International Fair, *Habitat* and *Viving* or the *Salon des Vins et de la Gastronomie* (wine and gastronomy) events of Rennes or Brest that every year attract a significant number of visitors based by proposing strong thematics and innovative content.

In international markets, exporting trade shows leverages the strength of their brands to unlock additional potential from regional spinoffs. Première Vision in New York and Sirha in Istanbul are in this way able to extend their global reach through major hubs in these regions. This international growth is accelerating. After Brazil and Turkey, GL events Exhibitions acquired FISA in Chile in 2018 as well as CIEC Union and Fashion Source (subject to MOFCOM* approval) in China in 2019.

Ministry of Commerce of the People's Republic of China

GLOBAL INDUSTRIE - PARIS, FRANCE

GL EVENTS EXHIBITIONS IN 2018

Two successes in 2018 offset the absence of Sirha and the Biennial Rio de Janeiro International Book Fair in the period: the first edition of Global Industrie in Paris and Piscine Global Europe which strengthened its leadership within its market segment.

Highlighting the performances achieved by combining organic and external growth, Global Industrie, was created by grouping together four exhibitions: Industrie and Smart Industrie plus two exhibitions acquired in 2017, Midest and Tolexpo. This new concept was introduced to address a governmental priority of supporting the sector's technological development and growth momentum driven by innovation and start-ups, as illustrated notably by the presence of the public investment bank, Bpi France, among its partners. A goal which highlights a newfound vitality as over the past few years the opening of new sites has outpaced closures within the French industrial landscape.

Its implementation was achieved in record time, with the Global Industrie concept based on an annual meeting organised on an alternating basis in Paris and Lyon. The success of the first edition in Paris has confirmed its relevance, establishing its position from the outset as the sector's most important event.

GL events has strengthened and completed its range of expertise in this sector by acquiring in 2018 Even Pro, the organiser of Sepem Industries which stages seven regional exhibitions devoted to industrial services, equipment, processes and maintenance. These different events with Global Industrie form an integrated offering. Exhibitors are in this way able to be present at these two events and reach all their audiences, from management to operational decision-makers.
The food and beverage business was marked by the creation in 2018 of Sirha Green, a biennial event now staged on an alternating basis with Sirha. The goal is to build a position in the emerging sector of sustainable food services expected to acquire an increasingly important strategic dimension in the years ahead. Developed to support out-of-home food service professionals, Sirha Green covers the complete range of evolving consumer trends: locavore, vegan, organic… as well as channels for production and transformation that respect the environment and health.

The Paris edition of Première Vision remains solid and the luxury segment particularly buoyant. The Blossom exhibition offering a preview for pre-collections has found its market niche and audience thanks to a very targeted concept. In response to the transformation of denim market whose focus has completely shifted towards ready-to-wear brands, Denim Première Vision has now been successfully repositioned.

Deployed in parallel with the exhibitions, the online marketplace, has met with a very positive response from buyers. And as the digital approach is increasingly integrated into the sector's practices, it will gain momentum by supporting the next editions of the Denim and Accessories shows, following Première Vision in September 2018 and the Leather show in February 2019.

In international markets, the acquisition of a 60 % stake in Fisa, Chile's leading professional exhibition organiser, has strengthened the Group's positions in Latin America, particularly in a country with a productive and stable economy. Fisa's portfolio has 10 exhibitions, including Expomin one of the world's largest mining sector exhibitions, and Chile's largest trade show.

In Turkey and Brazil, two countries that have experienced periods of economic and geopolitical turmoil, the portfolios are in the process of being restructured.

Finally, the division is rationalising its portfolio of French consumer fairs in order to reinvent new formats adapted to evolving expectations: this is the case for example with Geek Days in Lille and Rennes with the latest edition registering strong growth in attendance.

2019 OUTLOOK

2019 has already gotten off to a strong start with Sirha registering a record performance, (+17,000 attendees) filling up Eurexpo Lyon's new Hall 7. Global Industrie, Lyon's first edition delivered a positive performance that was in line with the success of the Paris edition of 2018. Be Positive, the exhibition devoted to energy transition and CFIA both registered growth in activity. And going forward, several major events are lined up for the year: Expo Biogaz in Lille in June and exhibitions in the southern hemisphere (Chile, Brazil) in the second half. And in May the edition of Denim Première Vision will be staged in the Tortona district, the city's fashion and design hub.

In international markets, one of the main developments for the 2019/2020 period is planned in China:
the acquisition of a 55 %-stake in CIEC Union has strengthened the Group's portfolio with the addition of eight events totalling 700,000 sqm of exhibition space, including five leading events in the decoration and construction finishing work sectors.
the acquisition of a 60 %-stake in Fashion Source (subject to MOFCOM* approval) with two editions held in Shenzhen, has strengthened the Group's fashion and textiles range.

The division will continue to develop by leveraging its drivers for growth, sustainability and solidity: strengthening its fields of expertise and its brands, investing in event industry leading products, expanding its international presence, adapting the priorities of its businesses and repositioning certain exhibitions within trends identified as offering long-term growth potential. Finally, the division will continue to integrate the businesses and teams added through acquisitions in 2017 and 2018.

Ministry of Commerce of the People's Republic of China

GL EVENTS EXHIBITIONS: MARKETS AND TRENDS

The global exhibition organising market continued to grow , driven primarily by the US and China, after reaching US$26.3 billion by the end of 2017. The total market growth of 3.5 % reflects diverse performances across market segments: in mature markets, Germany, Italy and France maintained overall moderate growth (3 %) versus stagnation in the UK as uncertainty around Brexit continues.

Emerging market growth returned to its 2013 level driven by fast growing economies such as China, India Indonesia and Mexico. Russia has started to recover though remains far behind its record high of US$1 billion in 2013; In contrast, Brazil and Turkey, hit by a large recession in 2015, have been adversely impacted by economic and political uncertainty.

While the US remain by far the largest exhibitions market valued at US$13.7 billion, or nearly 50 % of the worldwide total, China (US$2.72 billion, up 11 % in 2017) has cemented its position in second-place acquired in 2015, overtaking Germany (US$1.75 billion) which is now in 3rd position. With a market valued at around US$1.67 billion and US$1.63 billion, the United Kingdom and France complete the list of the top five, with Italy just behind (US$740 million).

Upcoming markets in Southeast Asia such as Thailand, Singapore, Malaysia or the Philippines and Vietnam are gaining momentum with growth of between 5% and 14 %.

The issues linked to the digital transformation and data are continuing to profoundly transform the exhibition industry. Organisers are adapting to this trend at different paces according to their sectors, geographical regions and degrees of maturity by enhancing on-site events with social media initiatives, dedicated apps, etc.

SOURCE: GLOBEX 2018

FOCUS ON CHINA

As the world's second-largest event organising market since 2015 notably for trade shows, valued at US$2.16 billion, China benefits from a growing middle-class which represents a significant growth driver for events and B2C exhibitions. It accounts for 57 % of the Asian market for space sold in 2017.

The trade show culture is strong in Shanghai, Beijing, Guangzhou and Shenzhen. It is also present in certain regional centres like Chengdu.

Strong gains are expected by 2021 with a Compound Annual Growth Rate of 9.2 %, accompanied by significant market fragmentation which will attract investments, particularly in tier two and tier three cities.

SOURCE: PRESENTATION TO ANALYSTS (SFAF - FRENCH SOCIETY OF FINANCIAL ANALYSTS)

ISH CHINA 2018 - BEIJING, CHINA

GL EVENTS VENUES THE STRENGTH OF A WORLDWIDE NETWORK OF PREMIUM VENUES

GL events manages a network of 50 event venues in France and throughout the world. Convention centres, exhibition centres, reception facilities, multi-purpose facilities, this unique offering of different types of venues is evolving to address new needs. It benefits from strong synergies from the Group's businesses, particularly in terms of the production of content and innovative formats (shows, replication of events).

These venues which host every type of event (economic, cultural, scientific, sports, etc.) represent forces of attractiveness and tools for development extending the economic reach of cities and territories. Conscious of the strategic importance of this issue, regional authorities are investing in construction or extension projects that fit within a broader framework of large urban development programmes.

Within a competitive market, GL events develops its business and lines of action by focusing on long-term contracts. Working closely with regional and local authorities, its expertise and know-how is deployed in the service of major territorial ambitions for economic, social and cultural development. The Group seeks to ensure the highest standards of excellence in meeting the needs of both delegating authorities and its customers at the sites (organisers, exhibitors, visitors, convention attendees, etc.). This is achieved by a commitment to professionalism, safety for people, reliability for equipment and providing the best possible service to its customers.

GL events Venues is pursuing an environmental approach at all the network's sites. This approach is ISO 14001 certified for sites in France (first obtained in 2012 and renewed at the end of 2018). CCIB in Barcelona obtained 2018 ISO 20121 (sustainable events).

GL EVENTS VENUES IN 2018

The Venues division hosted a number of significant events: Estro, Eshre, Ispor Europe at CCIB Barcelona, the São Paulo International Motor Show and the Fispal Tecnologia fair at São Paulo Expo, the International Congress of Mathematicians at RioCentro, Euroskills at Hungexpo, Pollutec at Eurexpo Lyon, Climate Finance Day at Palais Brongniart...

In September the Metz Congrès Robert Schuman convention centre opened its doors. This 15,300 sqm building designed by Wilmotte et Associés is ideally located close to the city's historic centre, the TGV (high-speed train) station and the Centre Pompidou-Metz museum;

In November, Eurexpo Lyon inaugurated its new 10,000 sqm Hall 7; This extension allows the venue to support the growth of its leading exhibitions. With space now totalling 140,000 sqm, it has strengthened its position among Europe's largest exhibition centres.

In November, the La Place meeting facility at Palais Brongniart was officially inaugurated. As a collaborative, convivial and open venue, showcasing Fintech companies and their innovations, La Place is devoted to sharing developments which are transforming the economy.

Several new exhibitions were organised by the network's venues including the launch of a new fair devoted to vintage cars, Auto Moto Classic held successively in Strasburg, Toulouse and Metz.

NEW DESTINATIONS, NEW VENUES

In 2018, the Venues division continued to strengthen its network: GL events was awarded the management concession for the Aichi International Exhibition Centre. Aichi Sky Expo (60,000 sqm), which is to open its doors in August 2019 and will offer new opportunities to organisers of exhibitions, conventions and events

In Dubai, GL events signed an 8-year management concession agreement for the E2 Dubai South Event & Exhibition Center, an exhibition park located in the heart of the future Dubai international Airport that will be the site of the 2020-2021 Dubai World Expo.

In France, as a member of a consortium headed by Eiffage Concessions, the Group was selected by the city of Reims starting 1 January 2019, to manage for the next 27 years the Reims Exhibition Centre, the Convention Centre and the multi-functional arena which will open its doors in 2021.

The city of Caen awarded the Group the management of its exhibition and convention centres for 4 years effective as from 1 January 2019.


GUANGZHOU YUEXIU INTERNATIONAL CONGRESS CENTER - CHINA

In Saint-Etienne, GL events was awarded the management of four venues in early 2019 by the city and the Saint-Etienne Metropole for a 30 year term: the Convention Centre (already managed by the Group), the Exhibition Centre, the La Verrière-Fauriel and the La Cité du Design reception facilities. Since early 2019, GL events has also been managing the Métrotech conference facility for a term of three years

Several Public-Private Partnership concessions (*Délégation de Service Public*) have been renewed: the Lyon Convention Centre for 20 years and the Scarabée of Roanne for 10 years.
Other projects continue to be under development such as the Toulouse Exhibition Centre, recently renamed MEETT - Toulouse Exhibition & Convention Centre which will open its doors and 2020.

In Strasburg, a project for a new exhibition centre has also been launched. This facility will cover nearly 14.8 acres, with a partial delivery scheduled in 2021 in completion in 2022.

2019 OUTLOOK

In 2019, the network of venues will continue to host world-class events including Global Industrie at Eurexpo Lyon (in March), the G7 Environment Ministers' meeting in the Metz Congrès Robert Schuman convention centre (in May), the Global Entrepreneurship Summit in June at the World Forum in The Hague (June).
Developing business for sites under management is also a priority.
To support the development of the Group's activities in China, the commercial network will was strengthened by the opening of an agency in Shanghai;
2019 also began with the acquisition of the African exhibition centre located in Johannesburg with a 60 % majority stake in the company which manages the venue. With 42,000 sqm of indoor space on a site totalling 510,000 sqm, it hosts the largest exhibitions and events held in South Africa.
Initiatives to develop the network of venues will continue both in international markets and in France.

GL EVENTS VENUES: MARKETS AND TRENDS

BUSINESS TRENDS FOR VENUES

The event venues sector is constantly adapting to evolving expectations of market players and major societal trends.

These trends that have been emerging over the last few years are worth being recalled:
— **The diversification of event formats and their content**: the boundaries between different types of events are fading with the emergence of hybrid events offering diversified and innovative content.
— **Unique and custom-design events requiring specific offerings**: each participant is looking for the experience of an event tailored to their specific needs. Event venues and organisers must in response propose offerings adapted to the specific needs of each.
— **Growing demands in terms of services**: the service range expected during and around the event is expanding. There is a strong demand for more services and higher quality.

Another major trend in the event sector of recent years is the increasing role of digital tools. This trend is illustrated at the sites and events by the intensification and diversification in the deployment of technological systems and digital practices to support and optimise customer traffic and experience.
The use of virtual reality to present event sites and their offerings is developing.
The growing role of digital technologies is not reducing attendance. Instead the use of such innovative solutions is supplementing face-to-face meetings at the events.

Societal and environmental responsibility as an important priority: within a global environment in which environmental and societal issues are becoming a core priority, expectations of customers and government stakeholders in this area are increasing. In response, event venues are proposing services with lower environmental footprints and equipment with high environmental value.

MARKET TRENDS FOR THE THREE MAIN BUSINESSES: TRADE SHOWS, EXHIBITIONS, CONVENTIONS AND CORPORATE EVENTS

Worldwide growth forecasts for the exhibition market are approximately 5 % CAGR to 2022[1].

In the convention market, the ICCA[2] (International Congress & Convention Association) has been noting for a number of years a steady growth in the number of international association meeting. A new record was reached in 2017 with 12,558 international association meetings. In city rankings, Barcelona has overtook Paris and Vienna to claim first place.

The 2018 annual member survey conducted by the AIPC[3] (International Association of Convention Centres) highlights the growing strength and improved outlook of the corporate meeting sector.

1 AMR 2018 – "THE GLOBAL EXHIBITION ORGANISING MARKET: ASSESMENT AND FORECAST TO 2022"
2) ICCA 2017, "STATISTICS REPORT COUNTRY & CITY RANKINGS"
3) AIPC 2018, "ANNUAL MEMBER SURVEY"

SQUARE BRUSSELS - BRUSSELS, BELGIUM

50 VENUES UNDER MANAGEMENT BY GL EVENTS AT 31 MARCH 2019

CONVENTION CENTRES

- ANKARA (TURKEY): CONGRESIUM ANKARA
- BARCELONA (SPAIN): CENTRE DE CONVENCIONS INTERNACIONAL DE BARCELONA (CCIB)
- BRUSSELS (BELGIUM): SQUARE - BRUSSELS CONVENTION CENTRE
- CAEN: CONVENTION CENTRE*
- CLERMONT-FERRAND: POLYDOME
- GUANGZHOU (CHINA): GUANGZHOU YUEXIU INTERNATIONAL CONVENTION CENTER (OPENING IN 2020)
- THE HAGUE (NETHERLANDS): WORLD FORUM THE HAGUE
- LYON: CENTRE DE CONGRÈS DE LYON
- METZ: METZ ROBERT SCHUMAN CONVENTION CENTRE
- METZ: CENTRE DE CONVENTION DU TECHNOPÔLE
- PARIS: MAISON DE LA MUTUALITÉ
- PARIS: PALAIS BRONGNIART
- REIMS: CONVENTION CENTRE*
- SAINT-ÉTIENNE: CONVENTION CENTRE
- STRASBOURG: PALAIS DE LA MUSIQUE ET DES CONGRÈS
- TOULOUSE: CENTRE DE CONGRÈS PIERRE BAUDIS
- VALENCIENNES: CITÉ DES CONGRÈS

EXHIBITION CENTRES

- AICHI-NAGOYA (JAPAN) : AICHI SKY EXPO (OPENING IN 2019)
- AMIENS: MÉGACITÉ
- BUDAPEST (HUNGARY): HUNGEXPO
- CAEN: EXHIBITION CENTRES*
- CLERMONT-FERRAND: GRANDE HALLE D'AUVERGNE
- DUBAI (UNITED ARAB EMIRATES): E2 DUBAI SOUTH EVENT & EXHIBITION CENTER
- JOHANNESBOURG (SOUTH AFRICA): JOHANNESBURG EXPO CENTRE*
- LYON: EUREXPO LYON
- METZ: EXHIBITION CENTRES
- PARIS: ESPACE EVÉNEMENTS DU PARC FLORAL DE PARIS
- PARIS: PARIS EVENT CENTER
- RIO DE JANEIRO (BRAZIL): RIOCENTRO
- REIMS: EXHIBITION CENTRES*
- SAINT-ETIENNE: EXHIBITION CENTRES*
- SÃO PAULO (BRAZIL): SÃO PAULO EXPO
- STRASBOURG: EXHIBITION CENTRES
- TOULOUSE: EXHIBITION CENTRE THEN AS FROM 2020: MEETT (THE NEW TOULOUSE EXHIBITION AND CONVENTION CENTRE)
- TURIN (ITALY): LINGOTTO FIERE
- VANNES: LE CHORUS

RECEPTION FACILITIES

- ISTANBUL (TURKEY): THE SEED
- LYON: LA SUCRIÈRE
- LYON: MATMUT STADIUM LYON GERLAND
- PARIS: LE PAVILLON CHESNAIE DU ROY
- SAINT-ETIENNE: VERRIÈRE FAURIEL*
- SAINT-ETIENNE: RECEPTION SPACE OF LA CITÉ DU DESIGN*
- SAINT-ETIENNE: CONFERENCE SPACE OF MÉTROTECH*
- TOULOUSE: ESPACES VANEL

MULTI-PURPOSE FACILITIES AND CONCERT HALLS

- CLERMONT-FERRAND: ZÉNITH D'AUVERGNE
- LONDON(UNITED KINGDOM): BATTERSEA EVOLUTION
- REIMS ARENA (OPENING IN 2021)*
- RIO DE JANEIRO (BRAZIL): JEUNESSE ARENA
- ROANNE: LE SCARABÉE
- TURIN (ITALY): OVAL

** sites integrated in the GL events Venues network in the 2019 first quarter*

2019, A DYNAMIC YEAR

The Group intends to pursue its development in France and international markets and continues to focus on optimising the management of operating costs, improving asset rotation and, as required, make adjustments to the portfolio. It will also benefit from the contributions to earnings expected from acquisitions:

— in China, the Group is deploying an experienced bi-cultural management team, integrating current managers of the acquired entities. It will implement its management tools and deploy its procedures to provide a solid organisational framework for the synergies that will be developed.
— In South Africa, the acquisition in February of the country's largest exhibition centre in Johannesburg with 42,000 sqm of indoor space has further strengthened GL events' network.

In Japan, the Aichi International Exhibition Centre in the Nagoya region will open its doors in September: Aichi Prefecture is Japan's largest industrial region and home to the headquarters of the leading automotive manufacturers and large aerospace and robotic groups. In addition, a dedicated team is working on the preparations for the Tokyo Olympic Games in coordination with its main stakeholders: organising committee, sponsors, host cities,...

In Chile, the outlook for major events such as COP 25 in December, combined with the city of Santiago's aim to take advantage of these events to build an extension to its exhibition centre will provide significant opportunities in terms of development.

Excluding mega events, 2019 will be highlighted by a number of large exhibitions: Sirha at the start of the year, Global Industrie which confirmed in Lyon the success of its first in edition in Paris in 2018, the Formula E race in Paris.

In light of acquisition projects in progress and the calendar of events and exhibitions, GL events is expecting growth in revenue of more than 7 %;

SAINT-ÉTIENNE CENTRE DE CONGRÈS - FRANCE

03

STATEMENT OF NON-FINANCIAL PERFORMANCE

INTRODUCTION

When GL events first introduced its sustainable development policy in 2009, three frameworks for action were deployed to transform its engagement into reality: Think Green, Think People and Think Local, focusing on environmental, employment and social priorities according to its businesses.
2018 thus highlights a 10-year commitment to corporate social responsibility (CSR), with GL events having today reached a stage of maturity in its deployment. Reflecting management's strong commitment to CSR thematics and laying the groundwork for our future engagements, GL events Group's sustainable development approach has confirmed its strategic dimension within the company based on a twofold realignment focusing on the experience of both customers and staff.

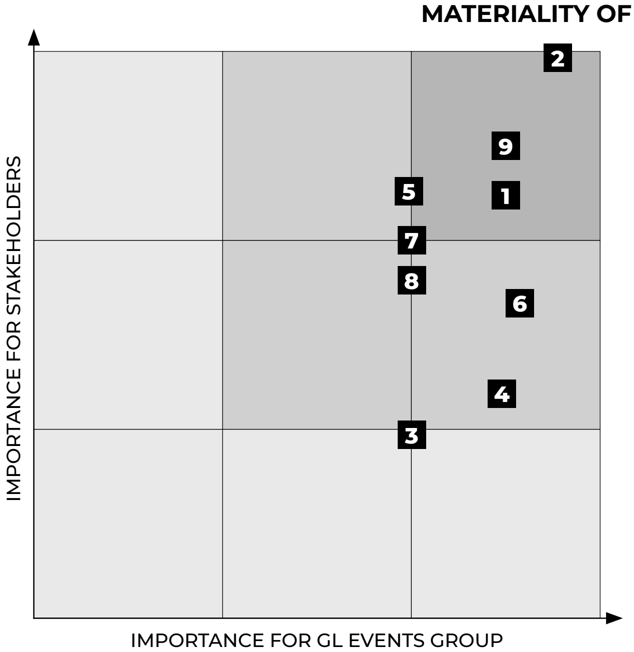
2018 HIGHLIGHTS

- **Collaborative seminars in Aubrac, France: 6 collaborative work sessions with the participation of more than 400 employees to develop a collaborative model to create value for customers and invent together GL events Group of tomorrow.**
- **The first edition of Sirha Green to support the emergence of a culture of social and environmental responsibility in the food service sector**
- **Continuing our certification process: ISO 14001 certification of GL events UK, renewal of ISO 14001 certification for the sites of GL events Venues France, ISO 20121 certification of CCIB Barcelona, measures to adopt the standard by Strasbourg, The Hague, Brussels, Paris, Lyon**
- **The deployment of our agreements with eco-agencies**
- **A sustainable food and beverage engagement relating to purchasing and the network of catering services managers of the GL events Venues' sites**

OUR PRIORITIES

The strategic position of CSR was confirmed with exchanges on the importance of CSR in the Group's development at a collaborative seminar held in Aubrac France, with the participation of the Executive Committee, the CSR Committee and the Board of Directors.
Analysis of the expectation of external stakeholders (customers, local governments, institutions, suppliers, etc.), meetings with our senior management and feedback from hundreds of employees through seminars, workshops and surveys through our certification processes provided a way to rank priorities and risks. This ranking, based on the importance of the priorities for stakeholders and the strategic importance for GL events, is highlighted by the following materiality diagram:

MATERIALITY OF CSR PRIORITIES



1 Sustainable products and services
2 Waste
3 Infrastructures / sustainable and low environmental impact buildings
4 Energy consumption
5 GHG emissions
6 Staff development and engagement
7 Diversity/inclusion
8 Health/Safety
9 Creating local value

UN SUSTAINABLE DEVELOPMENT GOALS

"The Sustainable Development Goals are a call for action to promote prosperity while protecting the planet. They address a range of social needs including education, health, social protection, and job opportunities, while tackling climate change and environmental protection."

The four most significant goals in terms of impact or contribution for GL events' activities are as follows:

SDG 12- Ensure sustainable consumption and production patterns

— Professional exhibitions can contribute to changes in consumption and production patterns (example: Sirha Green which promotes green offerings and processes)
— Because events require substantial resources, the environmental impact of developing sustainable products, services and sourcing practices can be significant.
— In particular, sustainable event catering practices have a significant environmental impact but also promoting awareness by a large public about the issue of food choices, food wastage and recycling waste/resources.
— And finally, developing proposals and implementing solutions for prevention, reuse and recycling is one of the major challenges of the event industry sector.

SDG 13 - Taking urgent action to combat climate change and its impacts

— Greenhouse gas emissions Event engineering logistics and the transport of attendees represent one of the main sources of event-related CO_2 emissions. The imperative of reducing greenhouse gas emissions requires us to rethink our approach to transporting equipment and attendees. It is possible to limit the impact of transportation, logistics and attendee travel through technological changes of vehicles, and approved organisation of logistics flows and the promotion of alternative transportation solutions for attendees.
— Energy efficiency: energy consumption for event lighting, heating and air-conditioning is the other main source of energy consumption. Limiting CO_2 emissions consequently depends on achieving energy efficiencies as well as developing the use of renewables.

SDG 8: Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all

— Events are important drivers of employment within regions.
— Creating employment within the Group
— Through its commitment to diversity, in particular to promote employment for persons with disabilities and job integration, GL events contribute to a more inclusive economy.
— Employee engagement represents a key issue for a service company whose value is based above all on its human capital.
— Ensuring that its economic development contributes to job growth is a top priority or GL events.

SDG 11: Make cities and human settlements inclusive, safe, resilient and sustainable

— In addition to its role as a manager of venues, GL events Venues also contributes significantly to business tourism, the economic development of businesses, and more generally, territorial development in the service of the public interest. In partnership with all the territory's economic, political and civil society stakeholders, GL events Venues is actively engaged in developing the territorial network and facilitating contacts between companies, industry associations and learned societies.
— Event venues represent infrastructure that serve the public good. Their engagement in pursuing sustainable approaches directly contributes to the regions' environmental and social impact.
— Much more than an ephemeral event, trade shows and exhibitions are powerful tools for boosting professional and civil society communities and for promoting territorial economic development.

2018 GAÏA RATING

The Gaia index ranks 70 mid-sized listed companies from a panel of listed 230 intermediate sized companies and SMEs recognised for their CSR approach and represents a key source of data for investors incorporating ISR (socially responsible investment) non-financial criteria into their decision-making process. As every year, GL events is reviewed and ranked by a non-financial rating entity. The Group maintains its performance and this year is ranked 51st out of 230 companies assessed according to 110 ESG (Environnement, Social and Governance) criteria.

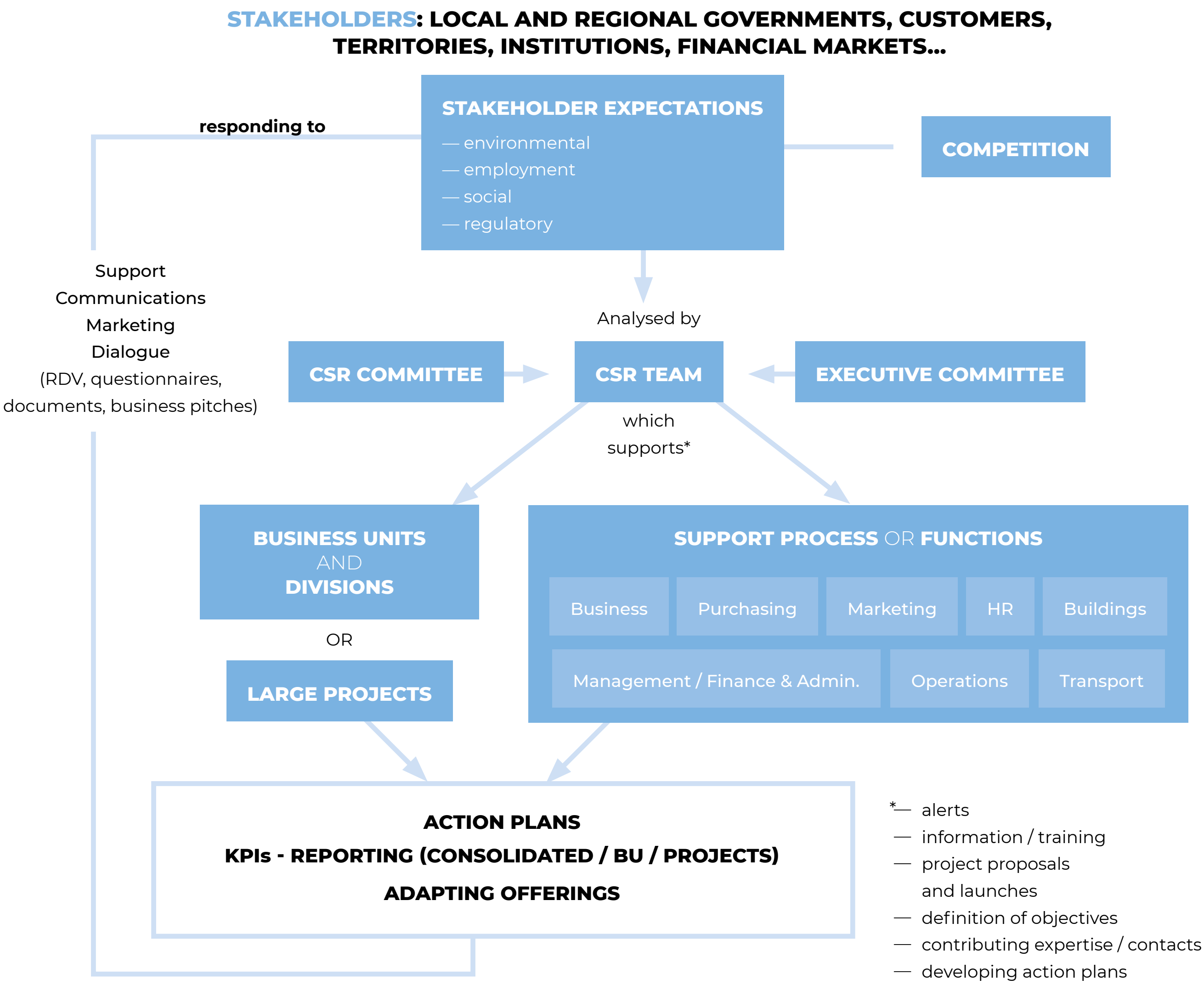
General ranking	**51th**/230
General category : "Revenue > €500m"	**37th**/85

GAÏA-INDEX CERTIFIES THAT GL EVENTS WAS A COMPONENT OF THE 2017 GAÏA INDEX

IN WHICH IT HAS BEEN INCLUDED SINCE 2015

Gaïa-Index, a subsidiary of EthiFinance, is specialised in the analysis and rating of CSR (corporate social responsibility) performances of European SMEs and intermediate sized enterprises. In 2016 more than 500 mid caps were assessed. Every year since 2009, the Gaïa-Index collects extra financial information from a panel of 230 intermediate sized companies and SMEs listed on the Paris stock exchange meeting two of the following three criteria: < €5 billion in revenue; market capitalisation < €5 billion; employees < 5,000, in addition to having a sufficiently liquid share. Based on this information, the companies are then rated according to their level of transparency and performance with respect to environmental, social and governance (ESG) criteria. The Gaïa index is comprised of the 70 top ranking companies of the panel (excluding "serious" controversy alerts) *retaining the initial segment breakdown*.

CSR ORGANISATIONAL DIAGRAM WITHIN GL EVENTS GROUP



ENVIRONMENTAL INFORMATION

GL events' environmental policy is spearheaded by the Think Green programme launched in 2009.

OBJECTIVES

I. Adapting our offerings – proposing alternatives
II. Optimising waste management
III. Equipment and the management of our venues with high environmental value
IV. Containing CO_2 emissions

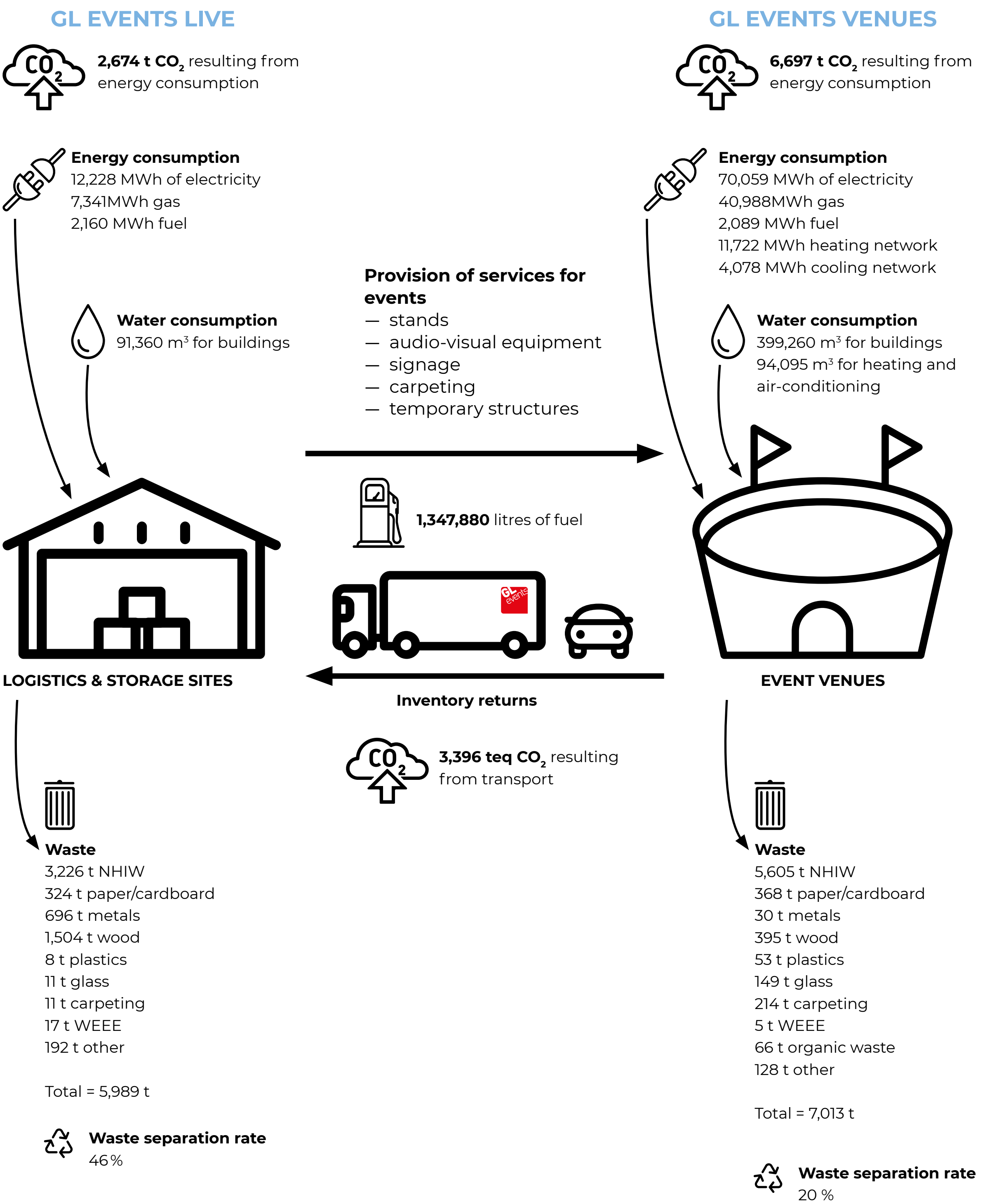
2018 HIGHLIGHTS

— Supporting the Sirha Green sustainable food service event
— Developing collaboration with eco-agencies
Launch of 4 company transportation schemes
Study on the electric model for the utility vehicle fleet
— Developing an eco-responsible food and beverage plan for the sourcing of caterers, reducing food waste and bio waste management
— Supporting the 7 sites of the network of premium GL events Venues in obtaining ISO 20121 certification
— ISO 14001 certification of GL events UK
— Implementation of ISO 20121 and ISO 14001 standards for Jaulin and Décorama respectively

2019 PROJECTS

— Development of offerings of new alternative services
— Definition of the mobility strategy
— Deployment of the sustainable food and beverage policy
— Implementation of a coaching programme for recycling
— ISO 20121 certification of GL events Venues' sites
— Formalisation of our "Green offices" strategy

OVERVIEW OF 2015 ENVIRONMENTAL INDICATORS BY DIVISION



GL EVENTS EXHIBITIONS IS AN ORGANISER OF TRADE SHOWS AND CONSUMER FAIRS. ENVIRONMENTAL DATA RELATING TO WASTE AND ENERGY CONSUMPTION IS NOT AVAILABLE FOR EVENTS HELD OUTSIDE OF GL EVENTS VENUES' NETWORK.
IN CONTRAST, THEY ARE INTEGRATED INTO GL EVENTS VENUES DATA WHEN THEY ARE HELD AT OUR NETWORK OF VENUES.

I. SUSTAINABLE PRODUCTS AND SERVICES: ADAPTING OUR OFFERINGS – PROPOSING ALTERNATIVES

Every day the sustainable development team provides very operational support to the teams of different departments to increase the integration of environmental issues in products and services so as to anticipate the needs of key decision-makers/customers

— Making available a materials library for the eco-design of spaces and venues
— Providing product support to business developers and operational staff (around 40 projects in 2018)
— Developing services for our customers for the recycling of our products
— Research and development for new service offerings in close collaboration with the marketing and purchasing teams

IN PRACTICE: **The sustainable development team has carried out substantial work to support the Food and Beverage (F&B) teams** at the reception sites: producing a sustainable F&B guide, organising a day for exchanges between catering managers on purchasing, contributing to calls for tender and the pre-selection of caterers. The goal is to promote changes in menus (with an increased focus on organic, local, seasonal and vegan choices) but also practices to limit impacts and offer customers alternative offerings.
For the CCIB Barcelona international convention centre, sustainable food and beverage services is a key priority, reflected by the adoption of biowaste sorting with a portion converted into fertiliser for the venue's garden. The CCIB menu also actively promotes short cycle eco-certified and traditional food choices adapted to every case (vegetarian, vegan, halal, allergen-free, etc.).
The CCIB in this way gives the customer the option of using cutlery derived from recycled or recyclable products.

IN PRACTICE: **The Group's offering of exhibitions is in this way evolving to integrate sustainable development in their organisation:** The possibilities are numerous:

— "green itineraries" helping attendees discover exhibitors proposing sustainable alternatives
— conferences on sustainable development challenges of specific sectors
— creating exhibitions addressing sustainable development themes

Sirha Green: Sirha launched Sirha Green from 17 to 19 June 2018, the first event designed to help catering and food industry players respond to new consumer trends (bio, "free-from", veganism, vegetarianism, short cycles, energy-saving technologies, foodtech, social and environmental responsibility). 5 major areas have accordingly been redesigned

— food and beverage sourcing
— equipment and materials
— transportation and logistics
— hall and boutique installations, tableware
— services and technologies

Sirha green also offers a rich content showcased within a central staging area (interventions by experts and chefs + culinary demonstrations), a consulting area, a start-up space,

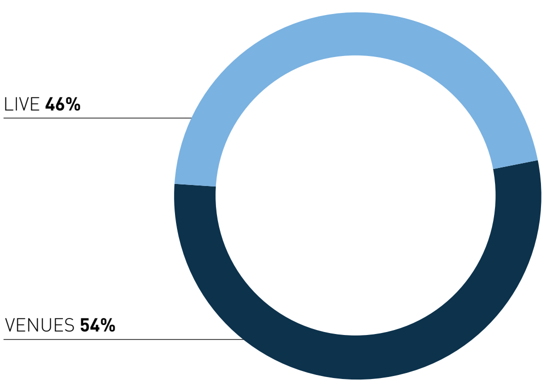
SMART CREATION AND PREMIÈRE VISION

"Sustainable" fashion has proven to be a considerable source of creativity and innovation highlighted by Première Vision through its Smart Creation platform. In the exhibition area, exhibition guide and the conferences are presented a multitude of environmentally responsible materials, goods and services. Première Vision has also integrated within its own organisation this concept with its reusable stands and packaging across 14 editions, LED lighting, etc. To further raise the level of its commitment to this approach, since September 2018 a unique waste separation system has been adopted in coordination with Viparis, the Paris region event operator. Recycling carpets, brushed cotton, collecting recoverable waste, dedicated teams are just some of the initiatives being experimented with the goal of defining new operating practices with a reduced environmental impact.

II. OPTIMISING WASTE MANAGEMENT:

Waste management remains a major issue for the events industry, and without a doubt one of the main drivers currently transforming economic and operating models.
While making available reusable rental equipment represents the Group's historic business, this activity nevertheless generates waste in light of the volume of disposable consumables used such as carpet tiles, signage, stands or customised spaces, certain plastic packaging, cardboard, etc.
This waste is produced by event service providers whether in-house or external, with the major portion of waste remaining at our sites at the end of the events. This explains why 54 % of waste processed by the Group is managed by the GL events Venues' reception sites even when these sites are not the source.

WASTE PRODUCTION BY DIVISION



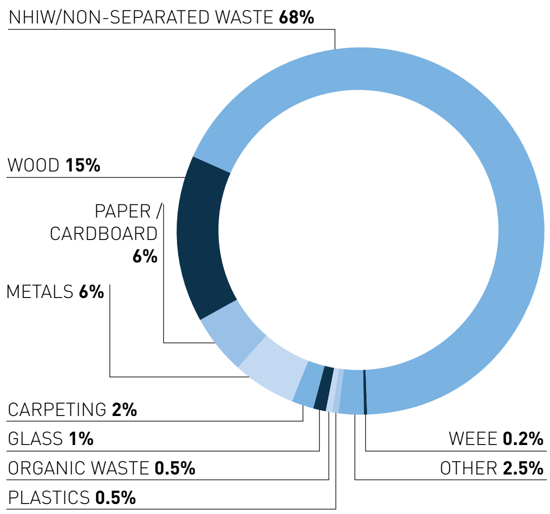
To contribute to lowering the impact of waste it is necessary to:

- Reduce the production of waste from our services by using sustainable design solutions but above all reuse, for example reusable carpet tiles.
- Develop waste separation mechanisms at our warehouses and reception venues in partnership with specialised waste management partners, our operating teams and cleaning service providers

IN PRACTICE: Biowaste produced by catering service providers operating at our sites is adapted for recycling for methanation or for the production of compost. Experiments were launched in 2018 to test their models and the conditions for their proper deployment. The Lyon Convention Centre has accordingly launched a biowaste sorting system in the kitchen facilities and highlighted the challenge of ensuring that procedures are properly applied by rotating catering teams. A specific experiment was carried out at Sirha Green to collect biowaste at the exhibition a directly at the stands. Sirha Green has adopted a number of anti-waste solutions, notably thanks to its collaboration with the not-for-profit Aremacs. 1,130kg of biowaste were collected at the exhibition by this not-for-profit for promoting sustainable event practices. Most of this biowaste was processed through industrial composting and vermicomposting whereas the food leftovers were distributed to charitable organisations. While this exceptional mechanism permitted very good results in terms of waste recycling, it is difficult, in contrast to imagine its replication at all exhibitions, in light of its budget (), the complexity of its preparation and requirements in terms of field supervision.

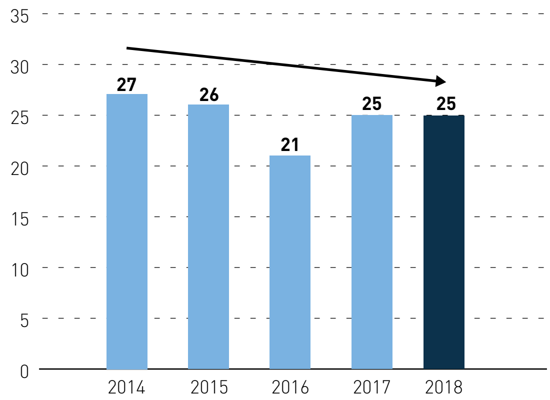
IN PRACTICE: As part of its environmental policy, in 2017 GL events has entered into agreements with environmental organisations to promote the recycling of selected categories of waste at the Live and Venues sites in France. The implementation of these agreements in 2018 made it possible to recycled 260 tons of furniture and similar waste in coordination with Valdelia, an eco-agency for furniture professionals.

WASTE PRODUCTION BY CATEGORY (in tons)



TOTAL 13,002 t

RATIO OF WASTE/SALES (€ MILLION) (France ISO 14001 certified scope)



Managing event waste (and its potential use as a resource) is a complex issue, involving many stakeholders (service providers, organisers, venues, cleaning companies, exhibitors, waste collection and processing services providers). It also involves changes in processes used, impacting the entire sector, where this issue is addressed by the joint work of Unimev, our industry trade association. GL events Group naturally has an active role in the discussions of the sector and assures for example the chairmanship of the CSR commission.

III. EQUIPMENT AND THE MANAGEMENT OF OUR VENUES WITH HIGH ENVIRONMENTAL VALUE

While the visible share of our impacts is linked to changes in the form of services and their end-of-life, the environmental impact of buildings is much less perceptible though also an important issue. For both our reception venues (48 sites of the GL events Venues network) or our logistics warehouses, there exists a number of levers which may be activated to reduce environmental impacts.

A. ADAPTING EQUIPMENT

In connection with our contracts with delegating public authorities /while we do not always have the leeway to make the investments, the objective is to adapt the equipment of our sites to limit their environmental impact.
Many initiatives have been taken:

— Investments in centralised technical management
— Work on the air management systems
— Relamping
— Developing waste separation equipment
— Using renewable energies

IN PRACTICE: The brand new **Metz Congrès Robert Schuman convention centre** (opened in September 2018),is a modern building designed by architect Jean-Michel Wilmotte and equipped with all the latest technologies. It is currently pursuing steps to obtain the rating of "Excellent" of the "*NF Bâtiment Tertiaire Démarche HQE® Neuf*" standard. As part of this process, it has already received certification for the "Programme", "Design" and "Execution" phases. The certification process for the "Operation" phase is now in progress.

IN PRACTICE – LIVE: Significant work has been carried out on the heating, ventilation and air-conditioning system at the logistics platform at Brignais (the Group's historic headquarters). These installations have in large part been renewed: replacement of the heating pump and work on the air handling unit to permit more efficient management of building temperatures (by area and office) in order to optimise energy consumption.

B. ADAPTING PROCESSES

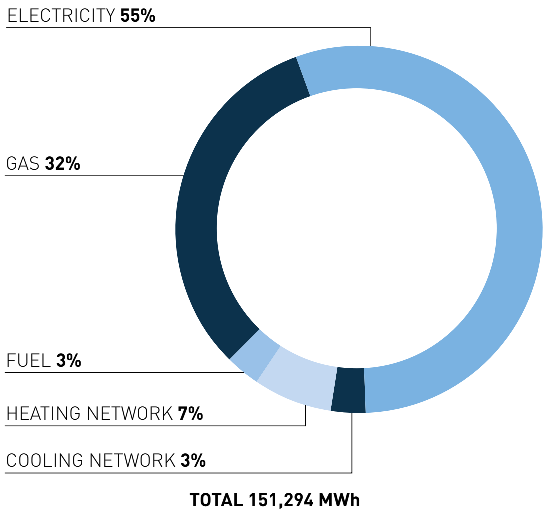
Equipment represents only one lever for reducing the environmental impacts of sites. Efficient management also requires the adoption of processes and partnerships with maintenance service providers.
ISO 14001 certification of our network of French venues (renewed for three years at the end of 2018) provides the framework for managing the environmental performance of the relevant sites through action plans, procedures, instructions and reporting.

IN PRACTICE: The Group's reception venues are not the only operations concerned. **GL events Live's logistics platforms are no less engaged** in processes to obtain environmental certifications. For example, GL events UK obtained ISO 14001 certification in 2018, and Décorama was engaged in efforts throughout the years to obtain certification in April 2019.

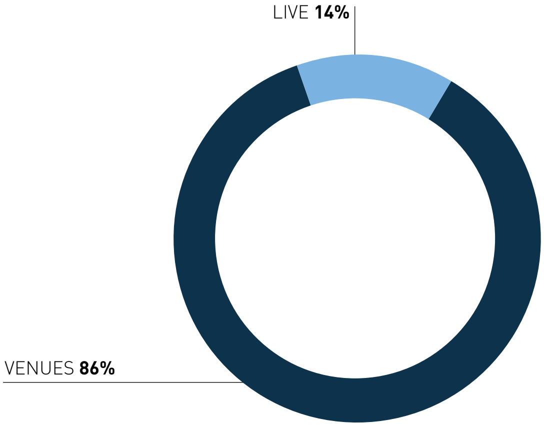
IN PRACTICE: Maintaining and servicing energy-using equipment is an important lever for achieving energy efficiencies. A centralised call for tender covering GL events Venues' 19 French sites made it possible to select a single multi-technical service provider for preventive maintenance and servicing for low-voltage heating, air-conditioning and plumbing equipment. Improved processes and steering procedures contributed to substantive work on the frequency of maintenance interventions adapted to the type of equipment, standardised reporting, the implementation of steering committees and the service provider engagement. In addition, for those sites requiring a permanent presence, the maintenance service provider is also tasked with applying strict temperature criteria reconciling the priorities of comfort with achieving optimal energy efficiencies.

The 151,294 MWh break down as follows by source of energy and Group business:

ENERGY CONSUMPTION BY SOURCE (in MWh)



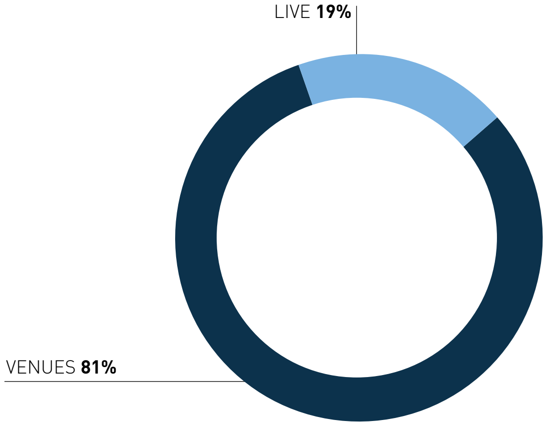
ENERGY CONSUMPTION BY DIVISION



GL events Venues represents approximately 85 % of the 49,490 m³ of water consumed by the Group for building management purposes. Water consumption is one of the areas controlled by operational personnel and monitored for review by management for the certified venues. A range of equipment is being gradually installed to reduce water consumption at the venues and an increase in the number of meter readings makes it possible to react more quickly in order to prevent overconsumption.

Groundwater is extracted at certain sites which represented 94,095 m³ in 2018.

WATER CONSUMPTION BY DIVISION



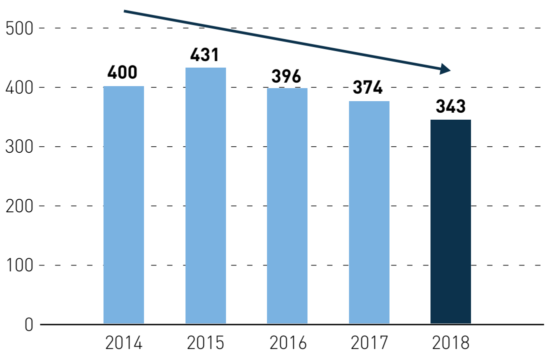
IV. CONTAINING CO_2 EMISSIONS

For the France Scope 1 and 2 reporting boundaries, greenhouse gas emissions under Group control (excluding exhibitors and visitors transportation) break down as follows:

— 73 % in energy consumption (or 9,371 Mt $CO2^e$) for the Venues and Live scope);
— 27 % in transportation (or 3,396 Mt $CO2^e$)

Measures to reduce energy consumption (see high environmental value equipment and venue management) contribute significantly to reducing greenhouse gas emissions.
GL events Venues' French sites are now required to reduce the ratio of MWh/€'000s of sales by 5 % (75 % of energy consumption in France).

RATIO MWH/SALES (€M) (France certified scope)



CO_2 emissions are also reduced by means of electricity supply contracts that include a "renewable energy" option. This green energy supply accounts for 15 % of the electricity consumption for the reporting boundary of French companies.
The other significant source of direct emissions is fuel consumption linked to the transportation of our goods(including the consumption of our own fleet) and employees.

IN PRACTICE: Our car policy has now integrated the Renault ZOE electric vehicle along with the electric Kangoo ZE for our logistics bases with deployment planned in 2019.
In addition sustainable development clauses designed to limit CO_2 emissions have been introduced in our calls for tender for subcontracting transportation services (in contrast however, scope 3 has not been assessed to date).
4 company transportation schemes (CTSs) were developed in 2018 to limit the impact of employee travel for the sites of Confluence (our headquarters), Strasbourg, Gonesse and Jaulin in Chilly Mazarin.
Jaulin also signed in 2018 a memorandum of understanding with a start-up to test a solution equipping truck capable of significantly limiting NOx, SOx and fuel emissions, without it being necessary to change vehicle.

THINK PEOPLE: EMPLOYMENT INFORMATION

With its 4,506 employees (+ 4.8 % in relation to 2017), 2,814 of which based in France, across 100 business units, GL events Group operates on the basis of decentralised human resources management. Launched in 2011, the Think People programme establishes a broad-based framework for the CSR engagements of each company Its objectives have been adjusted to address the specific context of the Group

OBJECTIVES

I. Employee engagement and collaborative development
II. Diversity, inclusion, promoting employment for all in the territories
III. Health and safety in the workplace

2018 HIGHLIGHTS

— Integration of 924 employees
— Collaborative seminars in Aubrac, France: 6 collaborative work sessions and a management seminar, with the participation of more than 400 employees to create value for customers and invent together GL events Group of tomorrow (budget: 6 seminars + amounts + consulting fees) (€300,000)
— International talent recruitment campaign: international onboarding
— Persons with disabilities: expiration of the Agefiph convention in September
— Meeting with job integration stakeholders
— Granting exceptional tax exempt bonuses (*prime exceptionnelles de pouvoir d'achat*) in a number of companies
— Welcome Convention

2019 PROJECTS

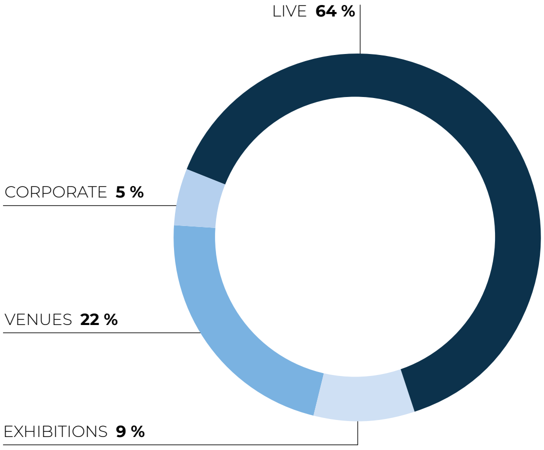
— Deployment of professional integration initiatives
— Measures supporting entry-level employees in France
— Continuation of the Aubrac seminars
— Scoping of workplace quality of life initiatives

I. ENGAGING EMPLOYEES

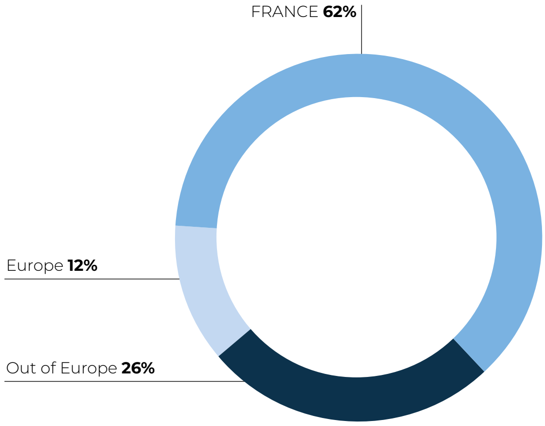
A. ATTRACTING PEOPLE

As a service company, the men and women of GL events are its valuable resource. Attracting talent is in consequence a key priority for ensuring its sustainability. The 4,506 employees break down as follows:

HEADCOUNT BY DIVISION (at 31/12/18)



HEADCOUNT (%) BY REGION**



IN PRACTICE: International onboarding
To support the Group in its fast-growing international markets (China, Japan, Chile etc...), the human resources departments have developed an innovative recruitment initiative to create and internal talent pool with a global cultural profile: international onborders. At the end of a recruitment campaign targeting Linkedin and schools, a recruitment day with members of the executive committee was able to select and convince the most interesting profiles in terms of potential. Seven candidates were selected. A specific integration programme and missions were developed designed to enable them to acquire within one year the culture of the Group and its different divisions. This programme was supplemented by the designation of internal HR and GL events business coaches. An innovative initiative supporting both the international strategy and the GL events "employer brand"
In 2018, 924 employees joined the Group and 800 employees left reflecting, in addition to staff turnover, additions from Fisa in Chile, Eventpro Modul France, Imagine Labs, and Nice Acropolis' removal from the scope.

B. DEVELOPING COLLABORATIVE INITIATIVES

After 40 years of existence, GL events Group continues to be driven by a strong entrepreneurial culture promoting the empowerment of employees who are closely associated with initiatives to transform the business units and the Group. Hospitality services and the organisation and installations for an event are developed exclusively in project mode: collaborative approaches to maximise this employee engagement are in this way critical.

IN PRACTICE: Aubrac Project
The "Aubrac" project was among the high points of 2018. Nearly 400 people coming from every division, country and business lines were invited to Aubrac to participate in the six work sessions focusing on Group innovations and transformations. a collaborative approach focusing on three priorities is applied to the 10 projects proposed by management:

- Promoting the emergence of ideas for collaborative actions to create additional value
  - for our customers (products, offerings, new services)
  - within our organisation and operations procedures(breaking down barriers, agility, cooperation...)
- Inventing with the employees the GL events of tomorrow
- Developing a corporate culture in step with societal changes (collaboration, freedom of expression and inclusion).

These important opportunities for sharing and exchange have contributed to the emergence of a number of projects. The most straightforward are already in the deployment phase, and the most demanding and strategic are pending arbitrations by the executive committee.

IN PRACTICE: The collective dynamic of the Ile de France region

Under the impetus of executive management and the HR department of Live Ile de France, the event service teams of the Paris region adopted several initiatives designed to energise staff and bolster the collective dynamic. For example, the “Live My Life” programme offered around 12 employees an opportunity to learn about the jobs of colleagues in other departments in the course of a day, contributing in this way to more efficient exchanges between the sales and operating activities. A mini "welcome convention" was organised to facilitate the integration of new arrivals having joined Paris business unit services within the last six months and to give them an opportunity to visit the region's different operating sites. A dozen work-study programme students were also recruited within this scope reflecting a genuine class spirit. They met every three months to visit events equipped by our services and to meet with operational managers who presented their business line.

Employee engagement indicators:

In 2018, the absenteeism rate was 3.86 % compared to 4.51% in 2017.

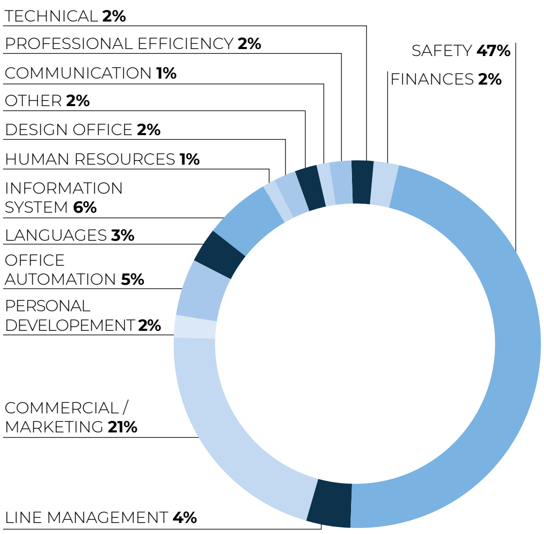
C. DEVELOPING COMPETENCIES

Business competencies are constantly adapted to the company's needs and changing environment through professional training programmes. The training plans are developed by each business unit in coordination with the managers, operational HR and executive management.

2018 training highlights:

- 1,855 candidates employees trained
- 23,892.3 candidates hours of training
- an average of 12.88 candidates hours of training per participant
- 47 % of training hours devoted to safety

TRAINING HOURS BY TOPIC:



D. MOBILITY

The challenge is proposing a dynamic career path to employees, facilitating the acquisition of multiple skill sets to manage complex projects in an environment where agility and cross-functional capabilities are in increasing demand. The mobility strategy aims to enhance the business line approach by exchanging points of view and activating synergies.

Opportunities are offered by the Group for international deployment designed to transfer expertise and know-how to the venues and integrated business units and mobilise employees motivated by the transfer of skills and the discovery of other cultures.

IN PRACTICE: Japan Task Force

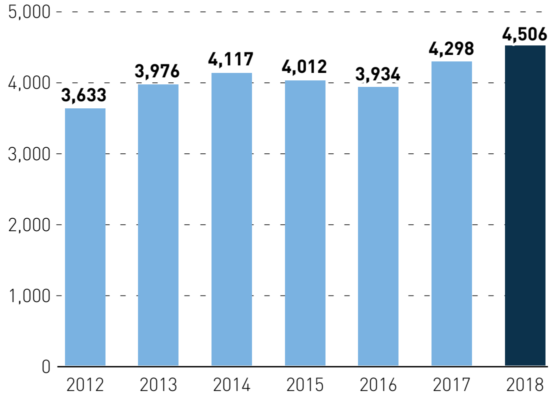
In April 2018, GL events signed the agreement for the management concession for Aichi Sky Expo, one of Japan's largest exhibition and event centres scheduled to open its doors in September 2019. For the launch of this new park, a new team has been recruited. To support it, a task force has been formed bringing together a range of internal expertise: business development, operations, food and beverage, management. Missions for periods of 3 to 12 months were thus proposed to voluntary candidates from different countries for the purpose of training the recruits and facilitating the acquisition of GL events' processes, culture and diversity. And extraordinary adventure for employees eager for new experiences!

II. DIVERSITY AND THE CREATION OF VALUE FOR ALL

A. JOB CREATION

Against the backdrop of a tight worldwide job market, creating and preserving jobs within a growing company constitutes one of its most important social responsibilities. On this basis, GL events management have been pursuing the Group's development, as highlighted by the growth in the number of employment in recent years.

CHANGES IN THE GROUP WORKFORCE AT 31/12/18



In addition to the workforce employed directly by the Group, events staged, organised or equipped within our operating regions also generate jobs across the business tourism value chain and covering event services, the hotel and catering sectors, passenger transport, etc. On this basis, through the services provided to its customers GL events is committed to creating local value within the territories in which it operates.

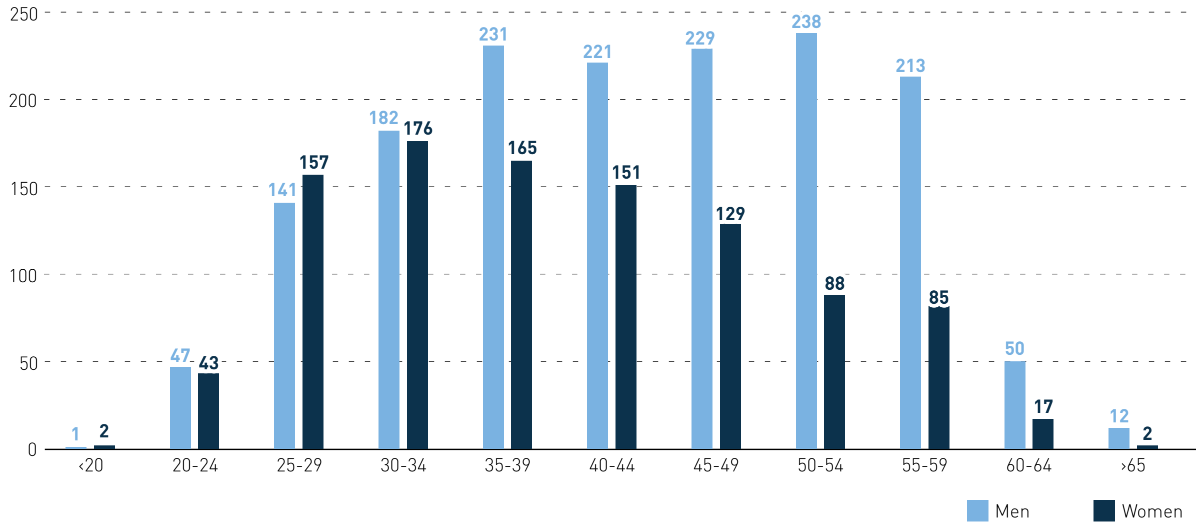
IN PRACTICE: GL events actively contributed within its industry trade association, Unimev (*Union Française des Métiers de l'Événement*) to the creation of a CSR performance calculator developed for the entire sector, a tool for analysing online global performance (socioeconomic, environmental and societal) of events within a common event industry framework. This tool which represented 18 months of collective work was upgraded in 2018 with the support of Deloitte to guarantee the methodology used for the calculation. The output generated demonstrated among other things, that the direct and indirect benefits of events have an impact across the entire business tourism value chain (service providers, hotels, transportation, catering services). Within a period of relatively sluggish labour market conditions, the Lyon International Fair, with an in-house team of eight employees, highlights a contribution of more than 261 full-time equivalent positions within the territory. The scope of the impacts of this event far exceeds that of a simple annual regional meeting by providing a very concrete contribution to the region.

B. DIVERSITY, DISABILITIES, INCLUSION

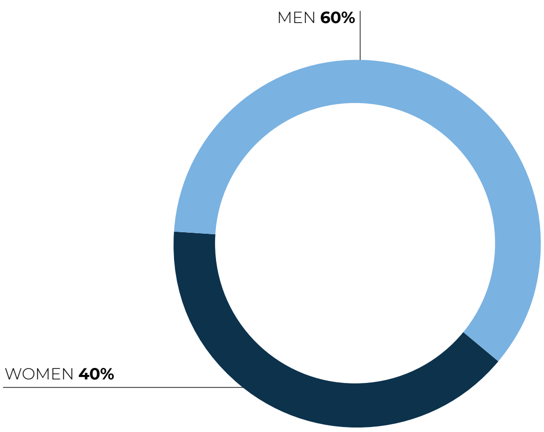
As a signatory of the diversity charter since the end of 2010, GL events candidates events is committed to developing an equal opportunity culture that offers a chance to all: beyond diplomas, irrespective of gender, age or state of health, this involves above all recognising the expertise, skills and engagement and entrepreneurial spirit of each.

BREAKDOWN BY AGE

For permanent employment contracts in France at 31/12/18



GROUP HEADCOUNT BY GENDER (AT 31/12/18)



WORKERS WITH DISABILITIES

Promoting the professional integration of persons with disabilities has been one of the Group's priorities since 2014. The signature of an agreement with AGEFIPH has given a framework and strong momentum to this approach. Its one-year renewal to September 2018 has made it possible to reinforce measures adopted, multiply the most effective impacts and focus efforts on recruitment. The number of employees with disabilities with permanent employment contracts in France has risen from 33 at the end of 2013 to 84 at 31 December 2017 (the overall employment rate for persons with disabilities was 4.83 % in 2017, with 2018 data not yet available). An action plan spearheaded by a disability project manager is focused on five main subjects.

1• Awareness-raising and training
2• Information and communication
3• Recruitment and integration
4• Job stability and continued employment
5• Collaboration with the sheltered work sector.

IN PRACTICE: **Two recruitment days designed for applicants with disabilities were organised** in partnership with the specialised HR consulting firm Thom'pouss and HR teams. After pre-selecting profiles corresponding to the job openings, 30 candidates were shortlisted and invited to participate in "speed meeting" interviews with HR managers or the managers of the posts open to recruitment.

In this same spirit, a mini fair for sheltered-work establishments was organised offering employees an opportunity to discover the structures providing services associated with our activities: communications, printing, web agencies, caterers... The objective: challenge preconceived notions and demonstrate the know-how of structures and companies operating in the sheltered employment sector.

INSERTION

With the signature of the diversity charter at the end of 2010 and the adoption of a group disability approach in 2014, GL events has maintained its commitment to promoting equal opportunity by signing the 1,000 company member charter (*La Charte des 1000*), a partnership between companies and the Greater Lyon urban authority, in favour of job integration and employment. To address the priorities of our stakeholders, and in particular, local authorities, this charter promotes the implementation of concrete actions with simple but ambitious objectives: adopting alternative recruitment methods, contributing to job access, promoting knowledge about our businesses, supporting entities promoting job integration, invest in local efforts in favour of employment.

C. SHARING THE CREATION OF VALUE WITH "ALL" EMPLOYEES

GL events Group wanted to provide an additional boost to the compensation policy of its French subsidiaries. Reflecting its decentralised approach in which each subsidiary is the decision-maker responsible for its own wage policy, the Group wanted each subsidiary to pay specific attention to compensation for employees at the lower end of the pay scale.

IN PRACTICE: **In all the Group's companies in France, an exceptional bonus was awarded in December 2018** to every employee of €500 and €300 depending on the compensation levels.

The profit-sharing scheme established in 2007, with a Group savings plan, has provided employees of the Group's French companies a way of sharing concretely in the Group's successes. All GL events' French subsidiaries participate in this scheme regardless of their number of employees, with the total amount collected redistributed to all Group staff in accordance with statutory provisions. Profit-sharing calculated for 2017 and paid in the 2018 first half represented a gross benefits of €3,503,344.

An employee savings scheme for employees who wish to participate for use as a savings vehicle and/or for voluntary contributions. Within this framework, six investment funds are available including one solidarity-based fund.

Since 2012, the Chairman and the Board of Directors have sought to promote the engagement of Group employees through an employee stock ownership programmes and decided to distribute 10 bonus shares per year and per employee. This initiative was continued in 2018.

All Group employees in France are offered benefits covering death, invalidity or incapacity and the reimbursement of healthcare costs, in accordance with collective bargaining agreements. Our health insurance plans are adapted to the specific needs of our employees, offering the ability to select different options for additional benefits.

III. OFFERING A SECURE ENVIRONMENT FOR OUR EMPLOYEES AND CUSTOMERS

Worker health and safety constitute a critical component of social responsibility. Safety is a key priority for the different service-related business lines. GL candidates events teams' activities include assembling a range of structures from the simple stand partition to a grandstand for a stadium. Such tasks require the application of strict rules guaranteeing safety for everyone at the worksite.

To achieve this objective, programmes are provided that offer training in the latest personal safety and risk prevention procedures:

— Training certification (CACES) for worksite equipment operators
— Road safety training and qualifications for lorry drivers (FIMO and FCOS)
— The adoption of specific movements and positions for all employees performing manual operations
— Work performed at heights and on scaffolding;
— A Uniform Document;
— Special fire safety qualifications (SSIAP)
— Workplace first-aid personnel;
— Electrical accreditation

Reflecting this priority, 47 % of total training hours provided in 2018 were devoted to safety.

For events, plans for prevention, general coordination for safety and health and a specific safety and environmental protection plan (PPSPS) are adopted to ensure the safety of our employees, contract workers and suppliers.

The frequency rate for occupational accidents (lost time injuries) was 22.22 in 2018, reflecting the insourcing of assembly teams which mechanically increases the number of employees exposed to the risks of occupational accidents. The severity rate for occupational accidents of GL events Group (France reporting boundary) was 0.82.

IN PRACTICE: **The safety approach was reinforced at GL events Live Ile de France by the appointment of a regional safety and prevention manager.** In addition to ensuring the regulatory compliance, initiatives were taken in 2018 to harmonise practices and further raise awareness by all service business units of the Ile de France region: updating prevention plans, producing information posters on chemical agents, broadcasting safety "videos on dynamic display screens, fire safety drills...

GL events must guarantee the safety of visitors at sites under its management (exhibition centres, convention centres, reception or multi-purpose venues). Venues under management fall under the category of public-access buildings (*Etablissements Recevant du Public* or ERP) and are subject to strict regulations. A certain number of staff at these sites, in compliance with applicable regulations, have received safety training (SSIAP qualification levels 1 to 3). The profile and number of the safety personnel present at the site is specifically scaled and adapted to the events being staged. Training to continuously update knowledge about first aid measures for "front-line" employees in the service areas and those working in buildings open to the public, training in fire fighting measures are provided in priority and among the top training objectives.

In response to the growing risk of terrorism, GL events Group has maintained its prevention measures by means of collective and day-to-day efforts, carried out in close collaboration with governmental authorities (*préfectures*) and institutional security organisations.

Measures adopted for public-access buildings (*Etablissements Recevant du Public*) and also for large-scale events, include the following actions: participation in the working groups of our trade association

— coordinating a network of designated security officers for Group venues
— designation of a specially assigned law enforcement officer for each site in Paris
— sharing experience among sites concerned by major safety and security issues
— adapting and implementing safety guidelines established by our professional federations, dealing with access management and identifying risks,
— crisis management procedures...

And generally, implementing security measures adapted to the risk level in coordination with public authorities and a relationship of trust with the event organisers. Dialogue with stakeholders here as well is key.

Concerning the Live Division, temporary structures supplied (tents, grandstands,...) , required to meet specific safety standards, are inspected by specialised companies to guarantee the safety of visitors and spectators.

IV. SOCIAL DIALOGUE AND COLLECTIVE AGREEMENTS

GL events operates on the basis of a decentralised approach to social dialogue and employee relations. The following employee representation bodies are present within GL events Group companies:

— Employee delegates (entities > 10 employees);
— The works council (*Comité d'Entreprise*) (companies with more than 50 employees) or the unique staff representation body (*Délégation Unique du Personnel* or DUP) (workforce of 50 to 300 employees)
— The Health, Safety and Working Conditions Committee (CHSCT) (companies with more than 50 employees)
— Union delegates and representatives.
— The Social and Economic Committee

The ministerial decree (*ordonnance*) of 22 September 2017 created a new employee representative body, the social and economic committee ("*comité social et économique* or CSE) merging the prior bodies of the:

— works council
— employee delegates,
— and the Health, Safety and Working Conditions Committee (CHSCT).

Between now and the end of 2019, the CSE is to replace these prior bodies that as from 1 January 2020 will cease to exist.

Today, 3 companies Ranno, GL events Mobilier and Live ! By GL events now operates under this new CSE organisation.

The mission of employee representation bodies is to promote social dialogue within the company. This includes all forms of exchanges of information, consultations or negotiations between employee representatives and the employer about issues of common interest relating to business unit economic and employee-relations policies.

Mandatory annual negotiations are conducted in Group companies with labour union delegates tasked with addressing several subjects. Wages, the length and organisation of working hours or requests for part-time work represent the first general topic of discussion providing an opportunity to more broadly address the employment situation within the company. These agreements also address, as applicable, the topics of professional integration or the continued employment of workers with disabilities, as well as measures for gender equality and the employability of seniors.

THINK LOCAL / CREATING VALUE FOR GEOGRAPHIC TERRITORIES AND BUSINESSES

With more than one hundred offices worldwide, GL events provides customers with local service reflecting a commitment to creating value to benefit the territories where it operates.

PRIORITIES BY DIVISION

I. Venues: strengthening the territorial coverage of sites to promote the vitality of regions
II. Exhibitions: facilitating exchanges for professional communities and local initiatives
III. Live: developing local partnerships

I. GL EVENTS VENUES: STRONG LOCAL POSITIONS ACTIVELY CONTRIBUTING TO THE VITALITY OF TERRITORIES

In addition to its role as a manager of venues, GL events Venues also contributes significantly to business tourism, the economic development of businesses, and more generally, territorial development in the service of the public interest. In partnership with all the territory's economic, political and civil society stakeholders, GL events Venues is actively engaged in developing the territorial network and facilitating contacts between companies, industry associations and learned societies.

DIALOGUE WITH STAKEHOLDERS WITHIN GL EVENTS VENUES:

	REGIONAL AND LOCAL GOVERNMENT	TRAINING AND RESEARCH INSTITUTES	NGOS & NOT-FOR-PROFITS	ECONOMIC AND INDUSTRIAL FABRIC
STAKEHOLDERS	— Municipalities — Inter-municipal authorities — General Councils — Regional Councils — Tourism Offices, CDT, CRT	— Leading schools and universities — University hospital centres — ADEME, urban planning agencies, CNRS	— Industry sectors and professional federations — NGOs and other not-for-profits	— Competitiveness clusters and centres — Business Clubs — Consular Chambers
FOCUS OF DIALOGUE	— Public-private partnership concession agreements — Events staged and organised — Works — Promoting the destination and cultural development — Development of business tourism	— Pedagogical projects — Research and development — Innovation — Hosting and organising conventions	— Making exhibition venues available	— Economic and territorial development — Exchange of best practices

STRENGTHENING TERRITORIAL COVERAGE

As a venue manager, GL events develops strong relations with all stakeholders from the economic, political and non-profit sectors of the territory. As a member of this network of partners, the Group is able to identify the expectations and needs of each. The objective is to foster dialogue for launching effective initiatives for the territory and establish a common strategy for creating value. In partnership with the territory's main stakeholders, GL events actively works on developing the territorial network and facilitating contacts between companies (and their shareholders), professional associations, industry associations, learned societies, exhibitors, etc.

SUPPORTING LOCAL ACTIVITIES

In parallel with the space rental activity, through the creation of events, GL events Venues' development teams seek to transform the sites into highly effective tools for creating value and showcasing the territory's specific areas of excellence.

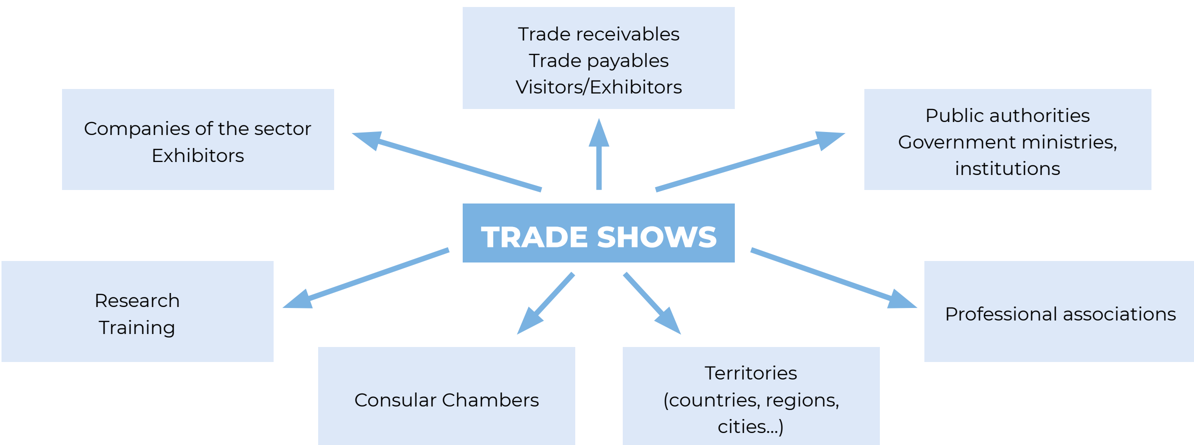
IN PRACTICE: **In partnership with the French government space agency** *(Centre National d'Etudes Spatialesor* **CNES***)*, **the Toulouse Metropole and the Occitanie region, in 2018 GL events Venues designed a new event to connect all stakeholders of the space industry.** The first edition will be held in 2020 in the new exhibition centre of Toulouse, the European capital of the aerospace industry. Its goal will be to federate the international stakeholders of large ecosystem concerned by the impact of aerospace developments on the company and the economy; Top-level executives, Chairs- Chief Executive Officers of the private sector, representatives of government and the public sector, military, security and intelligence officers, investors, researchers and academics, media, NGOs are invited to debate, contribute, promote an ongoing assessment of the impact of the aerospace industry developments on all economic and societal challenges: health, environment, safety and defence, education, mobility, communications. A very concrete illustration of the vital local dimension of events within regions.

CONTRIBUTING TO LOCAL JOBS

The Group's responsibility in the area of sourcing and subcontracting is central to its sustainable development strategy. The purchasing policy defines prerequisites in terms of quality, cost, delivery deadlines and sustainable development at the national level. However, it also encourages, when local suppliers meet these standards, using the latter as a way of promoting the local economy.

II. ORGANISATION OF TRADE SHOWS, FACILITATING EXCHANGES FOR PROFESSIONAL COMMUNITIES AND LOCAL INITIATIVES

TRADE SHOWS: PLATFORMS FOR STAKEHOLDER DIALOGUE



Much more than an ephemeral event, trade shows and exhibitions are powerful tools for boosting professional and civil society communities and for promoting territorial economic development. This momentum is based on:

- The impact of a unique gathering of all the sector's stakeholders: professional federations, companies, public authorities, political and economic decision-makers, clusters, research and training institutions, experts, customers, suppliers, media, local authorities, regions and countries...
- Community management and promotion throughout the year through websites, blogs, dedicated social media, conferences and the publication of high content newsletters
- Presenting trends for products and services, showcasing innovations
- Producing high value added content for seminars and conferences

IN PRACTICE: Global Industrie, a major multi-sector gathering of manufacturers
By acquiring and combining Midest and Tolexpo in July 2017 with the Industrie and Smart Industrie trade shows, GL events Exhibitions has created a major European industrial gathering whose first edition was held in March 2018, Global Industrie. This large-scale event will bring together an entire industrial ecosystem (providers of products/solutions, equipment manufacturers, subcontractors, start-ups, contracting parties, large groups), the entire value chain (research and development, design, production, services, training, etc.) and all end-user industries (transportation & mobility, energy, food industry, infrastructure, consumer goods, chemicals, cosmetology, pharmaceuticals, metallurgy and steelworks, etc.) This event will in this way contribute to increasing value for this industry in France and promoting the many industrial strengths of French regions and extend the reach of French industrial know-how beyond the national borders and attract professional attendees from across Europe.

III. GL EVENTS LIVE: SUPPORTING LOCAL ECONOMIES

For GL events Live's activities, stakeholders' expectations concern primarily the Group's ability to promote the regional economy by working with local suppliers. This requirement is frequently conveyed in connection with public procurement contracts. The proximity offered by the GL events Live's network of agencies is a genuine asset. For customers, long-term partnerships contribute to a better balance in terms of costs, meeting deadlines and local impacts.

For organising committees of large international sports competitions or major political events, promoting a region's heritage and creating local value are top priorities. For that reason, the aim is both to promote the region but also to stimulate the local economy and employment. As a service provider for these events, GL events incorporates these requirements by providing, in addition to budgetary and operational responses, solutions that enhance local partnerships to ensure the event's efficacy and impact.

IV. SPONSORSHIP

GL events Group supports major contributors to the universe of culture, sports and not-for-profit initiatives. In parallel, each Business Unit supports not-for-profit initiatives at local levels that address the social challenges of their territory, based on a community-centred approach. In 2018, key actions or entities supported by the Group included:

- The Lyon Festival of Lights
- Sport dans la Ville
- Solidarité Sida
- Villa Noailles
- Institut Français de la Mode
- Emmaus Action Est
- Le Printemps de Pérouges

A sponsoring contract has also been renewed with Elise Marc and Mélina Robert-Michon, a world-class athletes with disabilities.

CROSS-FUNCTIONAL INITIATIVES

I. PURCHASING: ADAPTING PRACTICES.

GL events' purchasing policy concretely reflects its CSR commitment in order to secure the supply chain and better manage the environmental and social impacts of its purchases of products and services.
By providing guidelines to be adopted, buyers are critical partners of the sustainable development department: supplier questionnaires on CSR practices at the selection phase, integration of specific CSR criteria for types of purchases for the main consultations, dedicated purchasing/sustainable development meetings...

The Group continues to evaluate key suppliers in relation to their performances in the different sustainable development areas.
Our purchasing department provides suppliers with specifications. For categories of purchases having an impact (significant volume or environmental/social impacts), the purchasing team works in coordination with the sustainable development team to integrate targeted environmental and social criteria in relation to the specific issues of the category of supplies. We have moved from the use of rather long and generic questionnaires to a more targeted approach in recent years and are gradually introducing CSR clauses in the contracts;

II. CHANGES IN THE SCOPE OF CERTIFICATION

The Group intends to gradually extend the scope of certification.

- While ISO 14001 certification was renewed for the network of GL events Venues France
- GL events UK received ISO 14001 certification for the first time.
- The CCIB Barcelona international convention centre obtained ISO 20121 certification (event sustainability management).
- Décorama is in the process of pursuing ISO 14001 certification
- Jaulin is in the process of ISO 20121 integration
- The sites of the GL events Premium network are preparing for ISO 20121

III. ETHICS AND COMPLIANCE

GL events' activities adopt a concrete approach to promoting ethical practices and compliance according to French and international standards.

A. PREVENTING CORRUPTION

In 2018, under the impetus of executive management, the project team created to implement the eight pillars of the French anticorruption law (*Loi Sapin 2*) continued with its action, and in particular:

- The anti-corruption code was published on the Company intranet and Internet sites and providing for disciplinary measures in conjunction with a whistleblowing system accessible by email. This code has been translated into all languages represented within the Group;
- The mapping of corruption risks has been finalised. It includes an analysis of corruption risks and influence peddling by country and type of risk. Sixty interviews were carried out covering all the Group's business lines and activities. The analysis of the interviews also provides the basis for developing training tools and for the implementation of the other pillars. Mechanisms for mitigating the gross exposure are in the process of being formalised and analysed.
- Employees most exposed to the risk of corruption and influence peddling were identified and will be provided with specific training in 2019. Personnel most at risk will receive classroom-based training which includes role-playing based on the risk mapping for corruption and influence peddling;
- With respect to the procedures for accounting controls, a feasibility study was conducted in 2018 to identify the nature of controls (expense vouchers, gifts, invitation, etc.) and their recommended frequency. The technical (tools, data..) and operational suitability is in the process of being analysed with execution planned for the second half of 2019;
- For the assessment of third parties, criteria and a procedure have been previously defined based on accounting systems and assessment tools existing within the Group. An in-depth procedure and the mechanism for its implementation will be deployed in 2019.

With respect to governance, a project team made up of representatives of the finance, legal, internal audit, internal control, human resources and tax functions meets on a weekly basis to monitor the implementation of the 8 pillars. The approach and the results of the corruption risks mapping was presented to the entire project team. In addition, each pillar was placed under the responsibility of a function, with the entire system spearheaded by the Project Head/Ethics Officer.

In addition, all managers of our subsidiaries, including all those located in international markets have been tasked by Executive Management with the responsibility of deploying measures and procedures decided at the executive management level. Actions to be taken in countries identified as at risk are the focus of particular vigilance.

The anticorruption approach is systematically presented at each audit committee meeting and on a regular basis to meetings of executive committees and the Board of Directors.

B. TAX POLICY

The principles of the tax policy applied by the Group consists of:

- complying with all laws and applicable tax treaties in force;
- paying the right amount of taxes;
- effectively managing the tax risk;
- applying the tax provisions corresponding to the economic substance of its activities;
- ensuring a responsible approach in dealings with tax authorities.

For 2018, no consequences regarding this matter were noted within the framework of the Group's activities when the appropriate measures and internal controls were applied.

C. PRINCIPLES OF INTEGRITY IN BUSINESS DEALINGS

GL events' Code of Business Conduct defines the rules that the Group asks all its stakeholders to apply in conducting their business dealings.
The purpose of this code is to promote both for GL events and its stakeholders a harmonious application of the rules of international trade and respecting Human Rights.
The stakeholders of GL events undertake to respect these rules and ensure they are respected.

In particular, in the area of Human Rights, the GL events Code of Business Conduct stipulates that GL events Group shall defend human rights as defined in the Universal Declaration of Human Rights. The Group respects these rights in the conduct of its operations throughout the world:

- These stakeholders undertake throughout the world in their business dealings with GL events Group to encourage sound relations and avoid civil conflicts.
- The stakeholders respect and defend the dignity, well-being and rights of their employees, families and communities.
- The stakeholders undertake to combat all forms of undeclared work.
- The stakeholders undertake to not use or encourage the employment of children in accordance to Convention 138 of the International Labour Organization.
- The stakeholders undertake to not use or encourage the forced labour as defined in Convention 29 of the International Labour Organization.
- The stakeholders undertake not to practice nor encourage discriminatory practices in the area of recruitment, compensation, access to training, advancement, dismissals or retirement, based on conditions of race, nationality, religion, disability, gender, sexual orientation, or any other condition which could give rise to a form of discrimination.

ACRONYMS

AGEFIPH: *Association de Gestion du Fonds pour l'Insertion Professionnelle des personnes Handicapées* (Fund Management Organisation for the Professional Integration of Persons with Disabilities)

AHU: Air Handling Unit

BEGES: *Bilan des Emissions de Gaz à Effets de Serre* (a statutory French GHG emissions audit)

BU: Business Unit

CACES: *Certificat d'Aptitude à la Conduite En Sécurité* (training certification for equipment operators)

CDD: *Contrat à Durée Déterminée* (fixed-term employment contracts)

CDI: *Contrat à Durée Indéterminée* (permanent employment contracts)

CHSCT: *Comité d'Hygiène, de Sécurité et des Conditions de Travail* (Health, Safety and Working Conditions Committee)

CSE: *Comité Social et Economique*: (Social and Economic Committee

DSP: *Délégation de Service Public* (a form of public-private partnership concession)

DUP: (*Délégation Unique du Personnel*) a unique staff representation body

ERP: *Etablissement Recevant du Public* (a public-access building)

ESAT: *Établissement de Service d'Aide par le Travail.*

F&B: Food & Beverage

FCOS: *Formation Continue Obligatoire à la Sécurité* (French compulsory ongoing professional driver safety certification)

FIMO: *Formation Initiale Minimale Obligatoire* (French compulsory minimum initial training certification for professional drivers)

GHG: Greenhouse Gas

HP: Heat Pump

ILO: International Labour Organisation

LTI: Lost Time Injury

NHIW: Non-hazardous industrial waste

PDE: *Plan de Déplacement Entreprise* (Company Transportation Schemes)

PPE: Personal Protective Equipment

SDG: Sustainable Development Goals

SSIAP: *Service de Sécurité Incendie et d'Assistance à Personnes* (Fire Safety and Personal Protection Services)

METHODOLOGICAL NOTE ON THE REPORT

I. THE GL EVENTS REPORTING APPROACH:

1. GENERAL INFORMATION

GL events has published CSR information in its management report since 2012. As from 2018, the CSR report is referred to as the "Statement of Non-Financial Performance".

2. REPORTING PERIOD

Information published in this report relates to the 2018 financial year for the period running from 1 January to 31 December.

3. BUSINESS MODEL:

GL events' CSR approach fully reflects the specific challenges of its activities and the Group business model. This business model is described in the section "GL events, Businesses and Markets" on page page 25

II. REPORTING BOUNDARY:

1. DETAILS ON THE ENVIRONMENTAL REPORTING SCOPE:

GL events Group's activities are organised into three business units: As the nature of these activities differs, the environmental impacts are also not the same. It is accordingly necessary to provide clarifications regarding the reporting boundary adopted. For certain sites, information is not available.

— **GL events Venues** operates and markets event venues (exhibition centres, convention centres, reception or multi-purpose venues). In most cases it intervenes on behalf of local governments through public-private partnerships (*délégations de service public*) and concessions. The Venues business unit today has 48 sites worldwide representing total exhibition area of 710,000 sqm (excluding outside exhibition areas), 40 auditoriums with seating capacity for 300 to 13,000 people, and nearly 450 meeting rooms. This activity, in light of the volumes to be taken into account, generates significant amounts of waste and substantial energy and water consumption.

— **GL events Live** activities cover the provision of services for events: supplying temporary structures (tents, grandstands), audio-visual equipment, signage, stands, etc. For the Group's environmental reporting, the main logistics and warehousing sites of the Group are taken into account in France and other countries.

— **GL events Exhibitions**organises the Group's 300 proprietary trade shows. Environmental data relating to the staging of trade shows is not available. The management practices of the venues staging such events vary significantly (example: depending on the location where the venue is hosted, energy consumption may be invoiced to the organiser based on actual cost or on a fixed rate basis). These different types of management methods currently prevent the availability of sufficiently reliable consolidated data. For that reason, data for this division is not consolidated.

2. INFORMATION ON THE EMPLOYMENT REPORTING BOUNDARY:

Headcount data concerns headcount for France and International operations. This covers fixed-term contracts (including work-study contracts and professional development contracts) and permanent contracts at 31 December 2018.
Information relating to new and departing employees concerns those on permanent contracts in France and other countries.
The age pyramid covers permanent employees for France.
Frequency, severity and absenteeism rates are published for the French reporting boundary.

III. ENVIRONMENTAL INDICATORS

1. METHODOLOGICAL EXPLANATIONS AND LIMITATIONS

Direct and indirect energy consumption (excluding fuel): energy consumption is presented in MWh for the relevant reporting boundary. Selected data (energy, water) may be communicated on a year-on-year basis based on availability.
Fuel consumption relates exclusively to the French reporting boundary. Specifically, fuel consumption is reported for the fleet of vehicles with authorised loaded weight of less than 3.5 tonnes as well as the Lyons and

Paris fleet of lorries (the Group's main logistics platforms in France).
CO_2 emissions: CO_2 emissions correspond to emissions resulting from building energy consumption (Scope 1 and 2 of BEGES) for French sites. Emission factors used in the calculation are derived from the Base Carbone® reference (2015 version) of the French Agency for Environment and Energy Management (ADEME).
Water consumption: data reported (in m^3) relates to water consumption of buildings. This includes consumption originating from groundwater extraction (use of heat pumps) for Eurexpo (Lyon).
Waste production: the production of waste is expressed in tons. We note that for certain sites of the Venues division, waste collection and processing services are assured by the local administration and for that reason data is either not available or only partially available. Certain volumes are estimated by applying ratios for average density (kg/l) according to the type of waste. This method introduces a high degree of uncertainty for the data.

IV. EMPLOYMENT INDICATORS

Headcount: headcount data relates to actual headcount at 31 December.
The overall employment rate for disabled persons: the calculation of this figure is based on the total workforce in this category for the French reporting boundary. The overall unemployment rate includes both direct and indirect employment (tasks outsourced to the sheltered work sector). The rate presented in the report relates to 2017 as data for 2018 was not yet available at the time of its publication.
The frequency rate: the number of Lost Time Injuries (LTI) in relation to the number of hours worked multiplied by 1,000,000. Commuting accidents are not taken into account for this calculation. Hours taken into account represent theoretical paid working hours.
The severity rate: the number of lost work days due to occupational injuries in relation to the number of hours worked multiplied by 1,000. Lost workdays in 2018 due to occupational injuries occurring in 2017 are not taken into account.
Number of training hours: this data concerns training of the France reporting boundary.
Absenteeism rate: The absenteeism rate covers absences for the following reasons: sick leave and part-time for health reasons, lost time injuries and lay-offs.

V. ORGANISATION OF THE REPORTING

1. GUIDELINES

GL events has implemented an internal reporting guideline defining the roles, responsibilities, indicators and their reporting boundaries and calculation method.

2. PROCESS FOR REPORTING AND CONSOLIDATING INFORMATION:

Environmental information is reported through operational and/or financial reporting lines. Environmental information is consolidated by the sustainable development department. The human resources department is responsible for reporting and consolidating employment-related data. Environmental data is reported through accounting channels on a quarterly basis or through a specific monthly balanced scorecard for entities within the ISO 14001 certification boundary. Social data within the French boundary is derived from the payroll application and its different components. Headcount data outside of France is collected on a quarterly basis to supplement this information.

3. VERIFICATION OF DATA

Data checks are performed by persons responsible for each data set to the extent possible. Such verifications may take different forms: consistency checks, request for supporting data for qualitative information, internal audits (subsidiaries with a certified management system), detailed testing.

VI. EXTERNAL AUDITS OF DATA

GL events Group appointed Finexfi as an independent third-party certified by COFRAC for the auditing of non-financial information. As this information is included in our report, there is no obligation to provide detailed disclosures on these indicators here and refer to our report.
A description of procedures implemented and the conclusions of the verifications are presented in the independent assurance report provided at the end of this document page 64.

INDEPENDENT THIRD-PARTY ASSURANCE REPORT ON SUSTAINABILITY INFORMATION

To the shareholders:

As requested by GL events and in our capacity as independent assurance providers certified by COFRAC under No. 3-1081 (for details on the scope refer to www.cofrac.fr), we hereby present our consolidated statement of non-financial performance (hereafter the "Statement") presented in the management report prepared for the period ended 31 December 2018 in accordance with the provisions of article L. 225 102-1, R. 225-105 and R. 225-105-1 of the French commercial code.

THE ENTITY'S RESPONSIBILITY

The Board of Directors is responsible for issuing a Statement in accordance with the legal and regulatory provisions that includes a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators.
The Statement was prepared by applying the Company's procedures (hereinafter the "Guidelines"), the significant elements of which are presented in the Statement.

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 (*Code de Déontologie*) of our profession. We have also implemented a quality control system comprising documented policies and procedures for ensuring compliance with the codes of ethics, professional doctrine and applicable legal and regulatory texts.

RESPONSIBILITY OF THE STATUTORY AUDITOR

Based on our work, our role is to formulate a reasoned opinion expressing moderate assurance as to:
- the Statement's compliance with the provisions of Article R. 225-105 of the French commercial code;
- the truthfulness and fairness of the information provided in application of paragraph 3 of section I and II of Article R. 225-105 of the French commercial code, namely the results of the policies, including key performance indicators, and the actions relating to the main risks (hereinafter the "Information").

However, it is not our responsibility to express an opinion on:
- the entity's compliance with any other applicable legal and regulatory provisions, particularly those concerning the combating of corruption and tax evasion;
- the conformity of products and services with applicable regulations.

NATURE AND SCOPE OF OUR WORK

Our work was carried out in accordance with the professional standards determining the means whereby the third party independent body is to perform its assignment as well as with the ISAE 3000 international standard for assurance engagements for non-financial information.
Our work was carried out over a period of approximately 11 man-days between 14 February and 11 March 2019.
We conducted six meetings with persons responsible for the Statement.
We carried out checks allowing us to assess the Statement's compliance with the legal and regulatory provisions and the fair presentation of the Information:
- we took due note of the activity of all the businesses included in the consolidation scope, their exposure to the main social and environmental risks associated with this activity, and, where applicable, its effects as regards respect for human rights and the combating of corruption and tax evasion as well as of the policies deriving from them and their results;
- we assessed the appropriateness of the Guidelines regarding their relevance, exhaustiveness, reliability, neutrality and comprehensibility, taking into account, where applicable, best practices in the sector;
- we verified that the Statement covers each category of information provided for in section III of Article L. 225-102-1 on social and environmental matters as well as respect for human rights and the combating of corruption and tax evasion;
- we verified that the Statement presents the business model and the main risks related to the activity of all the entities included within the scope of consolidation, including, whenever relevant and proportionate, the risks engendered by business relations, products or services as well as the policies, reasonable diligence procedures and results, including key performance indicators;
- we verified, whenever relevant to the main risks or policies presented, that the Statement presents the information provided for in section II of Article R. 225-105;
- we assessed the processes used for identifying, ranking and validating the main risks;

- we enquired as to the existence of procedures for internal control and risk management implemented by the entity;
- we verified that the Statement includes a clear and reasoned explanation of the reasons justifying the absence of policy with regard to one or more of these risks;
- we verified that the Statement covers the consolidated scope, i.e. all the companies included in the scope of consolidation in compliance with article L. 233-16 of the French commercial code, with the limits specified in the Statement;
- we assessed the collection process implemented by the Company aimed at ensuring completeness and fair presentation of the Information;
- for the key performance indicators and the other quantitative results that we considered to be the most significant, we implemented:
- analytical procedures consisting in verifying the correct consolidation of collected data as well as the consistency of changes in them,
- detailed tests based on sampling, consisting in verifying the proper application of definitions and procedures, and in reconciling data with supporting documents. This work was conducted with a selection of contributing entities[1] and covers between 10% and 100% of the consolidated data (with an average of 76%) of the key performance indicators and results selected for these tests[2];
- we consulted documentary sources and conducted interviews to corroborate the qualitative information (actions and results) that we considered most significant;
- We assessed the overall consistency of the Statement in relation to our knowledge of the companies included in the scope of consolidation.

We consider that the work we carried out by exercising our professional judgement allows us formulate a conclusion of moderate assurance; a higher level of assurance would have required more extensive verification work.

Given the use of sampling techniques, and the other limits inherent to the operation of any information and internal control system, the risk of a material misstatement not being identified in the Statement cannot be completely eliminated.

CONCLUSION

Based on our work, and bearing in mind the scope of our responsibility, we did not observe any significant misstatement likely to call into question the statement of non-financial performance' conformity with the applicable regulatory provisions or the fair presentation of the Information, taken as a whole, in accordance with the Guidelines.

Lyon, 3 April 2019

FINEXFI
Isabelle Lhoste
Partner

1. Divisions selected for the tests:
Employment and social reporting scope: Jaulin Groupe
Environmental reporting scope: GL events Venues (Palais de la Mutualité, Sao Paulo Expo, World Forum, Auvergne Evénements, Polydôme and Zénith of Clermont-Ferrand); GL events Live (Jaulin and GL events Live Mitry-Mory)
2. Employment, recruitment and dismissals, health and safety, general policy concerning environmental issues, climate change and the circular economy.

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

04

BOARD OF DIRECTORS' REPORTS & CORPORATE GOVERNANCE

BOARD OF DIRECTORS' MANAGEMENT REPORT

I. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

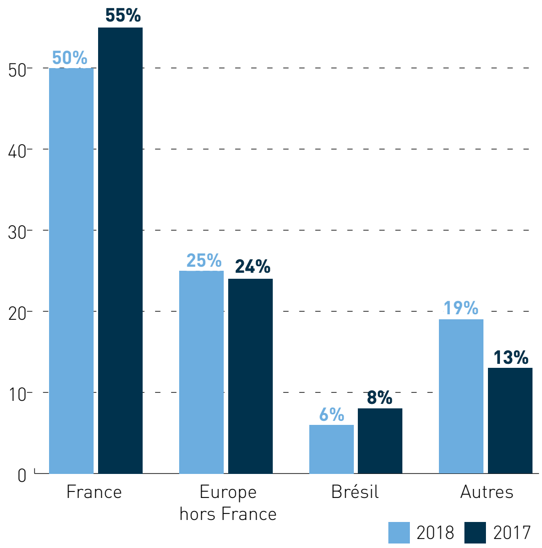
In compliance with EC regulation 1606/2002 of 19 July 2002 on international accounting standards, the consolidated financial statements of GL events for the period ending 31 December 2018 were prepared on the basis of IAS/IFRS as adopted by the European Union. The standards and interpretations applied are those published in the Official Journal of the European Union before 31 December 2018.

A. SIGNIFICANT EVENTS OF THE PERIOD

REVENUE UP 9%, CONTINUING IMPROVEMENT IN OPERATING PROFITABILITY (+ 14 %)

The Group marked its 40th year of existence and 20 years as a publicly traded company by crossing the milestone of €1 billion in revenue and outperforming its growth target. The Group recorded revenue for the year of €1.0405 billion, up 9% from 2017. The adverse foreign exchange effects (Brazilian real and the Turkish Pound) were offset by contributions from newly acquired companies. Revenue growth was notably driven by the Live division which delivered major services through contracts for mega events (Commonwealth Games, Asian Games, FIFA World Cup, European games, Ryder Cup). In a year with an adverse biennial effect, the Group's integrated business model demonstrated true value. In addition, the Group has demonstrated its ability to generate recurrent revenue from all events regardless of their size and the customers.

REVENUE BY REGION

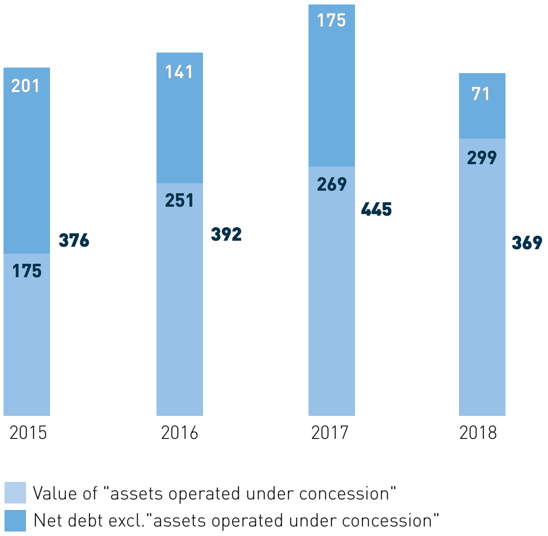


The contribution of international markets has grown, accounting for 50% of total revenue at the end of the year compared to 45% in 2017, in large part driven by the organisation of mega events in 2018. In addition, the Group's subsidiaries in Spain, the United Kingdom and the Netherlands displayed very robust business momentum.
The Group's operating profitability continued to improve in 2018, with EBITDA[1] increasing 11%, current operating income 14% and net income attributable to shareholders 20%. These trends reflected the contribution of mega events in the Live division, the accretive effect of acquisitions of the Exhibitions division, continuing operating cost efficiencies and the Group's diversified debt management. In contrast, foreign exchange effects in the amount of €1.7 million weighed on the Group's operating profit. ROCE[2] increased from 6.7% to 7.3%.
Capital expenditures in 2018 amounted to €75 million. This included €14 million for the construction of Hall 7 at Eurexpo and €15 million for the Matmut Stadium of Gerland (event village and parking). In addition, the Live divisions rental equipment portfolio was renewed and the Group launched a capital investment programme for power generators, thus completing the range of assets necessary for the event market.

[1] EBITDA: EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTISATION OR "GROSS OPERATING PROFIT"
[2] ROCE: RETURN ON CAPITAL EMPLOYED DEFINED AS CURRENT INCOME NET OF TAX (OR EBIT) DIVIDED BY CAPITAL EMPLOYED – IN 2017, ADJUSTED FOR ACQUISITIONS ON A FULL-YEAR BASIS.

At 31 December 2018, net debt amounted to €369 million (vs. €445 million at the end of 2017). A significant portion of debt is linked to "property assets" financing backed by long-term contracts (with remaining terms for their operation exceeding 20 years).

Changes in and allocation of net debt from 2015 to 2018 in €M



At the end of 2018, net debt amounted to €369 million, of which €299 million linked to assets operated under concession and €71 million linked to external growth.

At the end of 2018, the average maturity for debt was 3.45 years and the average interest rate 2.40 %.
Gearing amounted to 68% (compared to 103% in 2017) and the net debt/ EBITDA ratio rose from 3.29 at the end of 2017 to 2.45 at 31 December 2018. The Group's debt profile benefited from the capital increase carried out in October 2018 which was broadly supported by the Group's shareholders (94.5 %) with applications amounting to €133 million or a subscription rate of 125%.

OPERATING HIGHLIGHTS FOR THE THREE BUSINESS DIVISIONS

As the Group's specialised event services division, with €563 million in revenue (up 17.2% at constant structure and exchange rates in relation to 2017), GL events Live's performance in 2018 was marked by large events which generated more than €70 million in revenue: the Asian Games in Indonesia, Commonwealth Games in Australia, World Cup football tournament in Russia, European Games in Glasgow and the Ryder Cup in Paris. The division was also successful in delivering a range of recurrent services for corporate and voluntary sector events and local, regional and national trade shows and exhibitions. In addition, the Group also produced grandstand seating for the Aix en Provence rugby stadium.

With a portfolio of more than 300 proprietary shows and events, GL events Exhibitions had €156 million in revenue, up +8% from 2016 (€145 million). The main exhibitions registered excellent performances – CFIA, Piscine, Global Industrie, Expomin, Première Vision - with a positive trend for future years in terms of number of visitors. The division was strengthened by the acquisition of Fisa and in France by completing its industrial offering with the addition of the Sepem Industries trade show portfolio.

GL events Venues, the division in charge of the international portfolio of venues, contributed €321 million in revenue, up 4.8% like-for-like (constant structure and exchange rates) in relation to 2017 and 4.3% from 2016. The Group's main destinations –Paris, Lyon, Strasbourg, Rio, Sao Paulo – displayed robust commercial momentum.
In addition, the Venues division strengthened its network by the addition of management concessions for new facilities:

— the Aichi International Exhibition Centre (15-year contract),
— Reims*: in the end 3 event sites (25-year contract),
— Caen*: Two event sites (4-year contract),
— Dubai exhibition park (8-year management contract)

In addition, the Group's management concessions were renewed for the Scarabée of Roanne (10 years) and the Lyon Convention Centre (20 years).
Finally, in Saint-Etienne, the Group strengthened its offering by obtaining 2 additional sites. The Group now manages 4 event venues in Saint-Etienne based on a 30 year term (the Exhibition Centre, the Convention Centre, the La Verrière-Fauriel and the La Cité du Design reception facilities.).

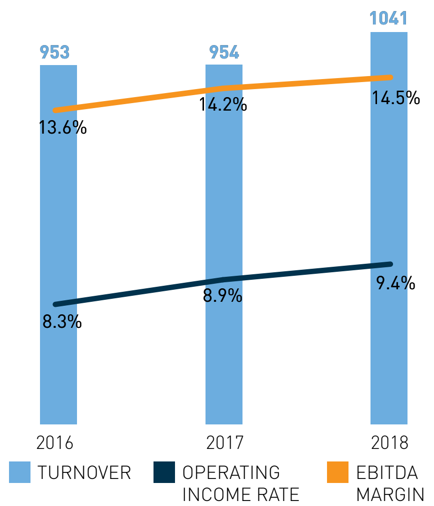
The division is also actively preparing for the operational launches of the Asian sites of Aichi and Guangzhou scheduled for opening at the end of 2019 and early 2020 respectively.

** Operations to begin on 1 January 2019.*

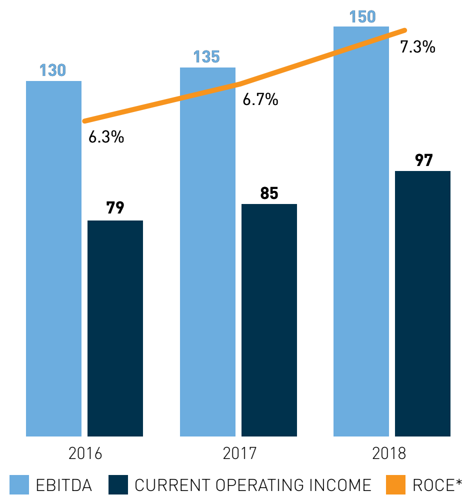
B. ANALYSIS OF THE CONSOLIDATED FINANCIAL STATEMENTS

Income statement highlights

REVENUE(€M), EBITDA MARGIN AND CURRENT OPERATING MARGIN



EBITDA (€M), CURRENT OPERATING INCOME (€M) & ROCE



Group operating profit (+14 %) grew at a stronger pace that revenue (+9 %), with the operating margin rising to 9.4% from 8.9% in 2017. The Group's current operating income (COI) increased by €12 million in relation to 2017.

This improvement in operating profitability was driven by growth in revenue, contributions from mega events, the accretive effect of acquisitions and continuing optimisation of operating costs.

Net financial expense decreased by €3.2 million at the end of 2018 from one year earlier. In 2017, the cost of net debt included a €1.8 million non-cash charge corresponding to the restructuring of hedges (extending the maturity more + 3 years). Restated to eliminate this item, net financial expense decreased by €1.4 million. This result reflects the positive impact of improved financing margins (Neu CP programme) and the capital increase completed in October 2018.

The income tax expense was €21.8 million representing an average tax rate of 29%, down in relation to N-1, benefiting from improved results in regions with lower tax rates.

Net income attributable to shareholders was up by €7 million or 20% from 2017. The margin for net income attributable to shareholders is 4.1%, up from 3.6% at the end of 2017. Earnings per share grew to €1.69 compared to €1.50 in 2017.

The Group's financial indicators linked to business performance registered strong gains in relation to 2017, confirming the relevance of the strategy the Group has been pursuing over the last five years (investments in quality assets, targeted acquisitions, portfolio adjustments, overhead cost efficiencies and an appropriate structuring of the debt...).

COI: Current operating income
ROCE: Return on capital employed defined as current income net of tax (or EBIT) divided by capital employed – In 2017, adjusted for acquisitions on a full-year basis.
EBITDA: Earnings before interest, taxes, depreciation and amortisation or "gross operating profit"

Performance by geographical segments

France accounted for 50 % of Group revenue in 2018 vs. 55 % in 2017.

In Europe (excluding France), revenue grew 17%, driven in particular by the United Kingdom (impact of the European Games and the integration of Aganto on a full-year basis) and Spain.

(€ thousands)	2014		2015		2016		2017		2018	
Foreign subsidiaries	375,490		304,502		313,763		301,660		403,194	
International sales from French companies	142,759		136,501		156,485		123,002		115,181	
International sales	**518,249**	55 %	**441,003**	47 %	**470,248**	49 %	**424,662**	45 %	**518,376**	50 %
French sales	**421,133**	45 %	**501,417**	53 %	**482,762**	51 %	**529,178**	55 %	**522,112**	50 %
Revenue	**939,382**		**942,420**		**953,010**		**953,840**		**1,040,488**	

GL events operates mainly in the following countries:

Europe	Other regions	
England	South Africa	United Arab Emirates
Belgium	Algeria	Hong Kong
Spain	Australia	Japan
France	Brazil	Morocco
Hungary	Chile	Russia
Italy	China	Turkey
Netherlands	United States	

Revenue by business division

(€ thousands)	31/12/2018	31/12/2017	Change 2018/2017	
GL events Live	563,517	471,906	91,611	19.4 %
% of Total Revenue	*54.2 %*	*49.5 %*		
GL events Exhibitions	156,023	165,248	(9,225)	-5.6 %
% of Total Revenue	*15.0 %*	*17.3 %*		
GL events Venues	320,948	316,685	4,263	1.3 %
% of Total Revenue	*30.8 %*	*33.2 %*		
Revenue	**1,040,488**	**953,840**	**86,648**	**9.1 %**

Current operating income

(€ thousands)	31/12/2018		31/12/2017	
	(€ 000s)	% of revenue	(€ 000s)	% of revenue
GL events Live	41,258	7.3 %	25,588	5.4 %
GL events Exhibitions	17,599	11.3 %	20,194	12.2 %
GL events Venues	38,496	12.0 %	39,235	12.4 %
Current operating income	**97,353**	**9.4 %**	**85,018**	**8.9 %**

Consolidated revenue at constant structure

Consolidated revenue as at constant structure and exchange rates (like-for-like)*	Consolidated revenue 31/12/2018	Consolidated revenue pro forma 31/12/2017	Consolidated revenue 31/12/2017	Organic Growth (€ 000s)	%
GL events Live	563,517	480,942	471,906	82,575	17 %
% of total sales	*54 %*	*50 %*	*49 %*		
GL events Exhibitions	156,023	166,818	165,248	(10,795)	-6 %
% of total sales	*15 %*	*17 %*	*17 %*		
GL events Venues	320,948	306,186	316,685	14,762	5 %
% of total sales	*31 %*	*32 %*	*33 %*		
Total GL events Group	**1,040,488**	**953,946**	**953,840**	**86,542**	**9 %**

	N	N-1	Change (€ 000s)	Change (%)
i.e.: Consolidated revenue	1,040,488	953,840	86,648	9.1 %
Rate at constant exchange rates *		-27,140	27,140	2.8 %
restated for changes in consolidation scope *		27,246	(27,246)	-2.9 %
Total pro forma revenue	**1,040,488**	**953,946**	**86,542**	**9.1 %**

**LFL: like-for-like defined as at constant structure and exchange rates (by applying 2018 exchange rates to 2017 revenue)*
Constant structure: consolidation scope of N-1 after adjusting for companies added or deconsolidated in 2018.

Analysis of balance sheet, income statement aggregates and key performance indicators

(€ thousands)	31/12/2018	31/12/2017	Change N/N-1
Revenue	1,040,488	953,840	9.1 %
EBITDA (*)	150,368	135,258	11.2 %
Current operating income	**97,353**	**85,018**	**14.5 %**
Organic growth	9.1 %	-1.9 %	
Operating margin	9.4 %	8.9 %	0.4
EBITDA margin	**14.5 %**	**14.2 %**	**0.3**
Net financial income (expense)	(13,748)	(16,947)	18.9 %
Income before tax	74,450	67,495	10.3 %
Net income	52,561	45,739	14.9 %
Net income attributable to equity holders of the parent	**42,237**	**35,097**	**20.3 %**
Net margin for income attributable to equity holders of the parent	4.1 %	3.7 %	0.4
ROCE (**)	7.3 %	6.7 %	0.6

(*) EBITDA: Current operating income + Depreciation, amortisation and provisions
(**) ROCE 2017: restated to eliminate acquisitions without activity in the period (Midest, DBR).

(€ thousands)	31/12/2018	31/12/2017
Intangible assets (including goodwill)	569,483	537,292
PPE & financial assets	390,057	389,772
Capitalised rental equipment	112,277	102,853
Cash and cash equivalents and marketable securities	272,144	206,319
Shareholders' equity	(542,027)	(430,004)
Borrowings	(641,294)	(651,076)
Provisions for contingencies and expenses (excl. for retirement severance benefits)	(19,289)	(17,455)

Calculation of ROCE

(€ thousands)	31/12/2018
Current operating income	97,353
COI net of income tax	68,147
Goodwill plus fixed assets *	1,071,982
WCR **	(143,134)
Capital employed (2)	928,848
ROCE (1/2)	**7.3 %**

** Fixed assets: tangible, intangible and financial (see consolidated balance sheet at 31 December 2018)*
*** WCR: Trade receivables + Other receivables + Inventory - Advances & Down Payments - Trade payables - Tax and social security payables - Other payables (see consolidated balance sheet at 31 December 2018)*

Net financial income (expense)

(€ thousands)	2018	2017
Net interest expense	(15,540)	(18,347)
Other financial income and expenses	1,792	1,400
Net financial income (expense)	**(13,748)**	**(16,947)**

Net financial expense decreased by €3.2 million at the end of 2018 from one year earlier. In 2017, the cost of net debt included a €1.8 million non-cash charge corresponding to the restructuring of hedges (extending the maturity more + 3 years). Restated to eliminate this item, net financial expense decreased by €1.4 million. This result reflects the positive impact of improved financing margins (Neu CP programme) and the capital increase completed in October 2018.

Income tax and net income

(€ thousands)	2018	2017
Profit before tax	74,450	67,495
Current and deferred tax	(21,797)	(21,457)
Effective tax rate	29.3 %	31.8 %
Consolidated net income	**52,653**	**46,038**

Net income attributable to the equity holders of the parent, after taking into account the above items, came to €42.2 million (€35.1 million at 31 December 2017).

C. ANALYSIS OF THE GROUP'S FINANCIAL POSITION, IN PARTICULAR FOR DEBT

At 31 December 2018, the Group had net debt of €369 million (vs. €445 million at the end of 2017). Capital expenditures amounted to €75 million and acquisitions generated an increase in debt of €31 million.
Net debt represented 2.45x EBITDA compared to 3.29x at 31 December 2017, in compliance with our banking covenants (3.5). At 31 December 2017, the ratio of net debt to equity was 68.1% (vs. 103% in 2017) for a maximum ratio of 120% under a bank covenant. The average maturity of debt was 3.45 years.

	(€ million)
Debt 31/12/2017	**445**
Cash Flow net of income tax	(126)
CAPEX	75
Acquisitions	31
WCR	26
Dividends	7
Capital increase	(107)
Borrowing costs	16
Other items	3
Debt 31/12/2018	**369**

D. INVESTMENT POLICY

Long-term assets (São Paulo Expo, Rio Centro, Arena, Mutualité, Brongniart, Grand Hôtel Mercure, Matmut Stadium, Eurexpo) and rental equipment represent the Group's main operating assets. Rental equipment (€112.3 million) is by nature destined for temporary rental in France or other countries according to the programme of events, and cannot in consequence be associated with a specific geographical market. In 2018, capital expenditures of the Group amounted to €74.9 million including for the renewal of rental equipment, the event village of the Matmut Stadium and construction of Hall 7 at Eurexpo.

Capital expenditures over the past two years in relation to revenue and cash flow:

(€ thousands)	2018	2017
Investments in property, plant and equipment and intangible assets[1]	**74,869**	**74,599**
Revenue	1,040,488	953,840
Net capital expenditures / revenue	7.2 %	7.8 %
Cash flow before net interest expense	126,107	98,065
Net capital expenditures / cash flow	59.4 %	76.1 %

[1] *Source: consolidated cash flow statements: acquisitions – proceeds from the disposal of tangible and intangible fixed assets*

Investments are either self-financed or financed through credit lines.

E. SUBSEQUENT EVENTS

In line with the plan presented in connection with the capital increase of 2018, the Group has launched its strategy to acquire companies in China. On this basis, three acquisitions were finalised in January and February 2019.

— 51 % of ZZX, a provider of event engineering services for exhibition centres, organisers and exhibitors, overlay services and the production and installation of stands. ZZX is expected to generate revenue of €19 million with an EBIT margin of more than 20%.
— 55 % of CIEC Union, an organiser of 6 major exhibitions in tier one cities. This company is expected to generate revenue of €40 million with an EBIT margin of more than 35%.
— 60 % of Shenzhen Sheng Shi Peng Cheng Exhibitions Co., Ltd., the organiser of the Fashion Source exhibitions in southern China. This company is expected to generate revenue of €10 million with an EBIT margin of more than 35%.

The Group also strengthens its presence in South Africa by acquiring 60% of the company which owns and operates the Johannesburg Expo Centre (42,000 sqm indoor space on a site totalling 510,000 sqm). This facility hosts the major exhibitions and events of South Africa, including notably the Rand Show and the Bauma, Electra Mining, Propak, Automechanica exhibitions, etc. The company has 16 employees and is a shareholder of Dogan Exhibitions and Events Pty Ltd, the exhibition organiser for the Rand Show, South Africa's iconic consumer exhibition that will be celebrating its 125th edition in April 2019.

In February 2019, the Group implemented a new private placement bond programme (Euro PP) in the amount of €130 million.
This issue consists of 2 tranches: a €64 million 7-year tranche with a 3 % annual coupon and a €66 million 8-year tranche with a 3.25 % annual coupon. Reflecting improved terms (maturity and rates) in relation to the first two Euro PP, this issue was oversubscribed, highlighting the confidence of investors in the strength of the Group's business model.
This issue provides GL events with increased financial flexibility to support its growth and development, particularly in China. And in consideration of the long-term assets held under concessions, it also contributes to extending the debt maturity profile.

F. FUTURE OPERATING TRENDS AND OUTLOOK

The Group intends to continue to grow in France and international markets in all its businesses. This will be done by developing in attractive markets through large events and/or adding management concessions for new sites. The Group also intends to maintain its advance in mature markets and by deploying its innovations and expertise.
In line with the strategy presented when the capital increase was announced, the Group has accelerated its development in China. Within this framework, three acquisitions of companies based in China have been completed (refer to the section "Subsequent events") and exclusive negotiations are currently in progress to acquire a controlling interest in another exhibition owner.
In addition, the Group will continue to develop its "integrated offering" and build on synergies across all business lines and brands. By leveraging the commitment of its

teams, the quality of its networks of professionals and the strategic potential of its local geographic bases.
GL events will maintain its focus on achieving profitable and lasting development. With that objective, the Group applies a proactive investment strategy to guarantee customers optimal quality and environmental compliance (ISO 9001 quality and ISO 20121 sustainability certifications, MASE safety certification).
Through this positioning, the Group is present in many territories and markets, highlighting an ongoing commitment to intelligent logistics as a source of added financial and commercial value for end customers.
Indeed, its expertise in sourcing and ability to assemble just the right skill sets within short time frames (engineers, project managers, logistics specialists, equipment and freight handlers, builders, etc.) has over the years become a major competitive strength and represents a barrier to entry.
The Group will also pay particular attention on improving operating profitability, optimising asset turnover and achieving further gains in ROCE by making adjustments if necessary to its portfolio.

G. RISK FACTORS

After carrying out a review of risks that could have a material adverse effect on its business, financial position or results, the Company does not consider that there exist other risks than those presented below.

FOREIGN EXCHANGE RISK

Because the majority of GL events' purchases and sales are in euro countries, it is not subject to foreign exchange risk for most of its business. For major international contracts, specific attention is paid to foreign exchange risks, with hedging used on a case-by-case basis.
Foreign subsidiaries do not generate a regular flow of business which could constitute a structural risk. Expenses incurred by foreign subsidiaries are local charges in general settled in the same currency as the currency of the customer's payment.
The rental equipment stock available to foreign subsidiaries consists of durable goods (structures, platforms, screen walls, furniture, etc.).
GL events always has the possibility of transferring them to another structure without their intrinsic value being reduced by the fluctuation of exchange rates.
However, in light of the Group's continued international expansion, assets and liabilities in foreign currency are increasing. This could consequently result in more significant translation adjustments.
The value of assets in foreign currency (total assets of foreign subsidiaries after subtracting their equity investments in consolidated companies and adding investments in foreign currency of French companies) and liabilities in foreign currency (financial and operating liabilities of foreign subsidiaries) is presented below.

(Currencies expressed in € thousands)	USD	GDP	TRY	HUF	HKD	CNY	ZAR	INR	Real	AED	Other currencies
BALANCE SHEET											
Assets in foreign currency	27,519	74,605	25,274	52,947	7,725	3,797	11,633	12,086	477,232	34,053	41,402
Liabilities in foreign currency	(24,138)	(26,417)	(17,973)	(5,191)	(2,739)	(1,848)	(10,199)	(12,354)	(251,300)	(18,601)	(36,860)
Net position before hedging	**3,381**	**48,188**	**7,301**	**47,756**	**4,985**	**1,949**	**1,435**	**(268)**	**225,933**	**15,452**	**4,542**
OFF-BALANCE SHEET											
Net position after hedging	**3,381**	**48,188**	**7,301**	**47,756**	**4,985**	**1,949**	**1,435**	**(268)**	**225,933**	**15,452**	**4,542**

INTEREST RATE AND CREDIT RISK

The management of risks related to treasury activities and foreign exchange rates is subject to strict rules defined by Group Management. According to these rules, the Finance Department systematically pools liquid assets, positions and the management of financial instruments. Management is assured through a cash department responsible for daily monitoring of limits, positions and validation of results.
For loans obtained in France, medium term debt is largely floating rate and indexed on the 3-month Euribor benchmark. However, the fixed portion of debt has increased as a result of private placements and the implementation of a Negotiable European Commercial Paper (NEU CP) programme, representing approximately 53% of drawn credit lines.

On occasion, all or a portion of the variable-rate long-term debt is hedged by interest rate swaps and cap purchases. Given the level of debt, market forecasts, fair value adjustments recorded at 31 December 2018 and amounts already hedged, the residual risk is considered low.

Average floating-rate debt is presented in the table below:

Information on loans (€ thousands)	Fixed/ floating rate	Average gross debt	Term	Hedging
Medium-term debt (3 month Euribor)	Floating rate	250,792	2019 to 2025	Partial
Other medium-term borrowings	Fixed rate	233,139	2019 to 2028	No
Other finance lease borrowings	Fixed rate	798	2018 to 2019	No
Other financial liabilities	Floating rate	4,486	2018	No
Current bank facilities and overdrafts	Floating rate	11,180	2018	Yes
Total average gross debt outstandings over the next 12 months		**500,394**		

At the end of December 2018, 60% of floating-rate debt was hedged by financial instruments.
If the benchmark increases 1% only the unhedged portion of non-current borrowings would be affected.
Interest rate risk on short-term bank loans is hedged by the aggregation of the interest rate ladder of bank account balances that offsets overdrafts by cash at bank and in hand.
Hedging instruments implemented are effective for the period in question.

In addition, a portfolio of money market funds, certificates of deposit and time deposit accounts for an average amount in 2018 of €28 million offsets part of the potential risk from an increase in bank lending rates.

In consequence, a 1% increase in interest rates (France) at 31 December 2018, based on hedges in place and the corresponding increase in the return of money market funds, would have resulted in an increase in net financial expense of €1.6 million.

Financial instruments break down as follows:

Instruments (€ thousands)	Underlying amount	Maturity	Recognition method
Fixed rate Swap	50,000	Bullet payment	Shareholders' equity
Fixed rate Swap	20,000	Bullet payment	Shareholders' equity
Fixed rate Swap	30,000	Bullet payment	Shareholders' equity
Fixed rate Swap	10,000	Bullet payment	Shareholders' equity
Fixed rate Swap	10,000	Bullet payment	Shareholders' equity
Fixed rate CAP	10,000	Bullet payment	Shareholders' equity
Fixed rate CAP	10,000	Bullet payment	Shareholders' equity

EQUITY RISK

The Group also holds shares in publicly traded companies whose total market value fluctuates in line with financial market trends, the valuations of the respective sectors of activity of these companies and the specific economic and financial data for each of these companies. At the end of the reporting period, potential changes in the fair value of these securities are recognised under Group equity or profit and loss until their disposal. Because the amount of these holdings is insignificant, it does not give rise to material risks.

COUNTERPARTY RISK

All cash surplus and financial instruments are placed with first rate financial and banking institutions and by respecting the rules for financial security and liquidity. For derivative financial instruments, counterparties are limited to high quality financial institutions. As a result, the Group's counterparty exposure is low.

RISKS RELATING TO BANK COVENANTS

89% of medium to long-term loans and bond debt are subject to conditions imposed by covenants. Ratios are calculated using the consolidated financial statements.
They are harmonised for all our bank and bond contracts and are as follows:
— Gearing (net debt/equity): ≤ 120%;
— Leverage (net debt / gross operating surplus) ≤ 3.5
At 31 December 2018, GL events Group was in compliance with these covenants.

CUSTOMER RISKS

Customer-related risks are low for three reasons:
As a service provider, GL events' corporate culture is first and foremost focused on satisfying the needs of its customers. Beyond the purely contractual relationships with clients, GL events believes that anticipating market needs, the flexibility of teams, creativity, and the importance of always respecting project deadlines, strengthen its long-term relationships with organisers, exhibitors and the other client enterprises.
The quality of GL events' inventory of rental equipment available for events, excellent maintenance of convention centres and exhibition parks under management and its

focus on compliance with existing standards;

A balanced customer mix. For fiscal year 2018, only 2 clients accounted for more than €10 million in sales, 31 accounted for between €2 and €10 million and 13 between €1.5 and €2 million. The top ten clients represented 7% of 2018 consolidated revenue (8% in 2017).

Information on accounts receivable ageing is presented in note 5.6 of the consolidated financial statements.

LIQUIDITY RISK

The Group has conducted a specific review of liquidity risk and on that basis considers it has the resources to meet its future obligations. In addition to medium and long-term financing and finance lease agreements, the Group has negotiated through its different entities, short-term credit lines.

At 31 December 2018, amounts drawn under these credit lines totalled €11 million (note 5.13 of the consolidated financial statements).
In addition, at 31 December 2018, GL events Group generated a net source of funds of €143 million while the GL events Group has not drawn on its confirmed credit lines in the amount of €196 million (which includes a revolving credit facility of €150 million). The liquidity risk is in consequence not significant.

SOURCING RISKS

Sourcing risks are low. The first category of suppliers is comprised of subcontractors who furnish GL events' teams with additional expertise for producing events while in all cases, engineering, supervision and coordination always remain under GL events' direct responsibility.

For other significant suppliers (textile, carpets, wood, structure, etc.) there is no situation of dependency that could have a significant impact on the Group's development.
The impact of variations in the price of oil on the cost of transport and other raw materials does not entail a major risk for operations.
For French operations, the top ten suppliers accounted for 9.1% of purchases in 2018 compared to 9.6% in the previous year.

For the other regions, in general no provider furnishes goods and services to all Group entities.

OPERATING RISKS

From the selection of investments to the operating methods for implementing projects, GL events' internal policy is to monitor and effectively manage risks incurred, both with respect to the personnel involved and the public that will use the facilities.
With this objective, special attention is paid to the preparation of projects and anticipating potential problems.
For certain activities involving building facilities to receive the public, safety committees are required in all cases.

For the installations of platforms, inspections by independent outside entities are requested in all cases.
GL events undertakes to satisfy its clients' needs by furnishing services that, taken independently and as a whole, meet the standards of each trade and must be used in accordance with established rules. It is the responsibility of GL events' clients to ensure compliance with these rules of usage during events. GL events insures its liability through a Group civil liability policy.

In addition, business risk must be assessed by taking account of the seasonal nature of the activity and the diverse geographic locations of projects implemented.

Overall, operating risks are considered low.

RISK OF FRAUD AND SCAMMING – CYBERCRIME

With the development of the Internet and information technologies, as in the case of all economic players, the Group is confronted with the risk of fraud, scamming and in particular identity theft. In response to this risk, the Group regularly carries out initiative to raise awareness of staff adapted to the potential risks.
Procedures for managing identities in the Group's information system and the level of traceability of transactions recorded have been strengthened.

MARKET RISKS

The markets for fairs, exhibitions and events are based on a need for face-to-face meetings providing people with opportunities for exchange and sharing, (knowledge, leisure activities, points of view). Trade shows and exhibitions represent a largely recurring market and the major events benefit from promotion by the development of media. In addition, the organisation, venue management and services businesses operate in all economic sectors and do not have disproportionate exposures in any single sector.

Risks associated with civil disorder, conflicts, health crises may occasionally prevent events from being held. For this reason, such risks are structurally marginal.

EMPLOYEE-RELATED RISKS

GL events' business is not subject to specific employee-related risks. Processes and controls, particularly concerning employment are well managed and comply with industry standards.
The Group is a defendant in a limited number of employee-related suits. While the outcome of these legal proceedings is not known, adequate provisions have been made to cover contingent risks at levels that will not adversely affect the Group's financial situation.

There were no employee-related disputes in 2018.

INDUSTRIAL AND ENVIRONMENTAL RISKS

GL events manages operations required to conduct its businesses in accordance with regulations in force. As GL events' activities are geared towards the provision of services, the company has not identified any major environmental risks.
GL events has implemented a group-wide sustainable development approach (part 03 page 44).

COUNTRY RISKS

GL events bases its activities and assets in countries considered politically and economically stable. Its ability to transfer assets from one country to another and the international profile of expert business channels reduces risks in situations where difficulties might be encountered.

In India, the Organising Committee and the Delhi Development Authority suspended payments of amounts owed to suppliers for the Delhi 2010 Commonwealth Games held in Delhi, India in 2010. Among these suppliers was GL Litmus Events, a company incorporated in and governed by the laws of India, 70 %-held by the Company, that continues to have a trade receivables balance of €16 million still outstanding, owed by these two authorities (for a claim of €11 million recognised and fully provisioned for in the accounts). In accordance with the terms of the contracts entered into with these two administrations, GL Litmus Events initiated a local arbitration procedure with each to obtain payment for the services provided.

In the first quarter of 2018, the first judgments were issued by the Arbitration Tribunal.

In connection with the action against the Delhi Development Authority , all claims of GL eEvents Group were dismissed. The Group appealed this judgment

In connection with the action against the organising committee, a decision was rendered that was partially favourable for its different claims. €10 million was awarded. However no payment has been made to date. The parties may still appeal this judgment. The Group is monitoring developments of this case with particular attention.

In addition, GL Litmus events is the subject of audit procedures and claims currently in progress, initiated by the Indian authorities.

LEGAL AND TAX RISKS, LITIGATION AND ARBITRATION PROCEEDINGS

In the normal course of its activities, the Group is a party in a certain number of legal proceedings and disputes. Although the final outcome of these procedures cannot be ascertained with certainty, potential charges that may be incurred as a result are covered by provisions for contingencies and commitments (note 5.12 to the consolidated financial statements, page 155).

In particular, in addition to the proceedings referred to in the section "Country Risks" with respect to GL Litmus Events, a suit has been filed by the Public Prosecutor's Office against the Rio Centro management concession centre located in Rio de Janeiro. This suit seeks primarily to cancel the concession agreement based on allegations of favouritism in awarding GL events the public contract and obtain compensation for all damages incurred by the Municipality of Rio De Janeiro. This suit also seeks to obtain, on a subsidiary basis, a revision in the price paid by GL events under the terms of the concession agreement.

Furthermore, a decision was granted in GL events' favour in the first instance for a suit filed by an individual plaintiff on similar grounds. This plaintiff filed an appeal against this decision.
No provision has been recorded for this purpose in the Company's accounts.
Insofar as is known to the Company, there are no other proceedings, either pending or threatened, which may have or have had during the last twelve months, a material effect on the financial position or profitability of the Company and/or Group.

RISKS ASSOCIATED WITH MERGERS AND ACQUISITIONS

Acquisitions are considered when they present a strategic interest for the Group in terms of regional development and/or business line complementarity. Achieving growth through acquisition remains a key component of the Group's strategy.

The identification of acquisition and investment candidates is difficult, and there is always the possibility of misjudging the risks of any given acquisition or investment. The Group has demonstrated a successful track record of integrating acquired operations and completing accretive acquisitions. However, acquisitions may be concluded on terms that are less favourable than anticipated, and/ or the newly acquired companies may either fail to be successfully integrated into existing operations or fail to generate the synergies or other benefits that were expected. Such cases could have adverse consequences for the Group's earnings.

To limit these risks, acquisition opportunities are studied by specialised teams (internal and external). On that basis, full audits of the targets are performed (covering the operational, financial, tax, employment and business issues) and analysed by the Board of Directors before making the investment decision. In addition, integration plans covering the operational, financial, IT and legal aspects, etc. are adopted to facilitate integration of the target companies into the Group.

SUBCONTRACTING

Group customers are the end users of the services provided. GL events systematically works under its own responsibility. For France, article 1 of Law No. 75-1334 of 31/12/75 defines subcontracting to be "*an action whereby a contractor subcontracts under its responsibility to another party referred to as the subcontractor all or part of the performance of the works or public procurement contract concluded with the project owner*". In other words, it is "*the action whereby a contractor charges another party to perform on its behalf according to certain specifications a portion of the production and services for which it retains final financial responsibility*". In consequence, GL events sales do not include subcontracting revenue.

INSURANCE COVERAGE

All of GL events' operating risks are covered through several insurance policies obtained from different insurance companies.
The main insurance policies and insured amounts are as follows:

Civil liability
All bodily injury, property damage and consequential loss.
Fire-industrial risks
Buildings owned or rented by the Group have adequate insurance coverage.
All risks coverage subject to special limitations:
— Earth movements;
— Flooding;
— Recourse and liability.
Automobile fleet: 789 vehicles, 141 trucks and trailers.

H. RESEARCH AND DEVELOPMENT

The company's high degree of innovation and creativity enables it respond to constantly evolving market needs. GL events' engineering departments and business managers, assisted by their staff, pursue ongoing innovations to develop new techniques and logistical solutions to meet increasingly shorter deadlines. In addition, the Group devotes continuing efforts from year to year to strengthen its global offering. This commercial approach is strengthened by GL events' extensive catalogue. On this basis, new products and services are added each year either by internal growth or acquisitions. In contrast, the company does not strictly speaking engage in fundamental research.

II. PRESENTATION OF THE PARENT COMPANY FINANCIAL STATEMENTS

A. 2018 REVIEW OF OPERATIONS, BALANCE SHEET AND INCOME STATEMENT

Revenue of GL events SA for the period amounted to €32,187,000 (€27,913,000 in 2017). The coordinating holding company's activity is remunerated through trademark royalties and amounts for services invoiced to subsidiaries.

B. ANALYSIS OF THE COMPANY'S FINANCIAL POSITION, IN PARTICULAR FOR DEBT

The financial position and debt must be analysed in reference to the Group as a whole. In consequence, please refer to the first part (presentation of the consolidated financial statements) of the management discussion and analysis mentioned above in section C.

C. MATERIAL SUBSEQUENT EVENTS

Refer to the section in the Group management report mentioned in paragraph I of part 04 (presentation of the consolidated financial statements page 73).

D. FUTURE OPERATING TRENDS AND OUTLOOK

GL events, as the Group's management holding company, will in the future continue to assume the same functions without any notable changes.

E. RESEARCH AND DEVELOPMENT

Refer to the section in the Group management report mentioned in part I (presentation of the consolidated financial statements page 78).

F. RESULTS AND APPROPRIATION OF INCOME

A proposal will be made to the ordinary general meeting to approve the determination and appropriation of the distributable amounts:

Determination of distributable amounts	
Net income for the period	€21,241,469.17
Retained earnings	€29,286,660.57
Distributable amount	**€50,528,129.74**
Proposed appropriation	
Legal reserve	€2,632,030.40
Dividends or €0.65 per share (x 29,982,787 (*))	€19,488,811.55
Retained earnings	€28,407,287.79
Total	**€50,528,129.74**

(*) Number of shares at 12 March 2019 based on stock options and warrants exercised and subject to the exercise of stock options and warrants prior to the General Meeting. Furthermore, the amount of the distribution shall be adjusted according to the number of treasury shares held on the dividend payment date.
Dividend payments will not be paid on treasury shares held on the dividend payment date. The portion of dividends attached to these shares will be allocated to other reserves.

As required by article 243 bis of the French General Tax Code, dividend payments for the last three financial periods are reported below:

Year	**Number of shares paying dividends** (excluding treasury shares)	**Amounts allocated** (in euros)	**Net dividend per share** (in euros)	**Total dividend amount eligible for the 40% tax allowance** (in euros)	**Total dividend amount not eligible for the 40% tax allowance** (in euros)
31/12/2015	22,332,481 shares carrying dividend rights	13,399,489	0.60	4,179,272	9,220,216
31/12/2016	23,226,889 shares carrying dividend rights	15,097,478	0.65	4,609,610	10,487,868
31/12/2017	23,270,887 shares carrying dividend rights	15,126,077	0.65	4,707,057	10,419,020

Through the flat tax (*prélèvement forfaitaire unique*), except if the alternative option has been selected, French taxes (CSG – CRDS) on investment income will be withheld by the Company for payment to the tax authorities no later than within the first fifteen days of the month following the payment of the dividend. On that basis, the amount of dividends reverting to natural persons who are tax residents of France will be reduced by 17.2% with respect to French social taxes, except in the case of election for an alternative option, and 12.8% for the compulsory withholding tax.

DISALLOWED DEDUCTIONS

Pursuant to the provisions of article 223 *quater* and *quinquies* of the French General Tax Code, the financial statements for the year under review include a fraction of €29,981 that do not qualify for tax deductions by virtue of article 39-4 of this code.

G. OPERATIONS OF SUBSIDIARIES AND CONTROLLED COMPANIES

Refer to note 10 of the parent company financial statements on page 179.

Equity interests acquired in companies having their registered offices in France or the acquisition of controlling interests in such companies in the period (articles L233-6 and L 247-1 of the French commercial code)
An equity stake of 2.7% was acquired in VOGO.

Transfer of shares undertaken to regularise the situation of cross shareholdings
No shares were disposed of in the period under review.

H. BREAKDOWN OF CAPITAL AND VOTING RIGHTS (ARTICLE L233-13 OF THE FRENCH COMMERCIAL CODE)

Breakdown of ownership of GL events' share capital at year-end:

	Number of shares	% of capital	Percentage of voting rights	Number of voting rights
Olivier Ginon*	4,500	0.02 %	0.02 %	9,000
Le Grand Rey SAS *	53,418	0.18 %	0.25 %	106,808
Olivier Roux*	4,200	0.01 %	0.02 %	8,400
Polygone SA *	16,208,993	54.06 %	63.15 %	27,394,397
Sofina *	4,768,057	15.90 %	15.54 %	6,740,739
Concert parties subtotal	21,039,168	70.17 %	78.97 %	34,259,344
Treasury shares	223,917	0.75 %		
Free float	8,719,702	29.08 %	21.03 %	9,121,887
Total share capital	**29,982,787**	**100.00 %**	**100.00 %**	**43,381,231**

**Shareholders agreement / Action in concert Olivier Ginon, Olivier Roux, Le Grand Rey, Sofina, Polygone*

RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 OF THE FRENCH COMMERCIAL CODE

Pursuant to article L.225-40 of the French commercial code, we ask that you approve the agreements referred to in article L. 225-38 of said Code and concluded or pursued during the year ended. The auditors have been duly notified of these agreements that are described in their special report on related party agreements.

J. INVESTMENTS

Non-consolidated companies (French and foreign)
The full list of GL events' French and foreign holdings is given in the table of subsidiaries and holdings.

Investment securities (in € thousands except shares)	Number of shares	Carrying value
GL events treasury shares	211,188	3,529
Money market funds, time deposit accounts		4,510

K. FIVE-YEAR FINANCIAL SUMMARY

(in euros except personnel data)	2014	2015	2016	2017	2018
I. Capital at year-end					
a. Share capital	90,615,680	90,615,680	93,610,844	93,610,844	119,931,148
b. Number of existing common shares	22,653,920	22,653,920	23,402,711	23,402,711	29,982,787
c. Number of existing shares with priority dividends (without voting rights)					
d. Maximum number of future shares to be issued:					
d1. By conversion of bonds					
d2. By exercising subscription rights					
d3. By exercising warrants					
II. Operations and income for the year					
a. Sales ex-VAT	28,928,448	29,570,895	35,571,054	27,913,504	32,186,856
b. Income before tax employee profit-sharing and depreciation allowance and provisions	24,964,109	37,195,653	28,793,868	10,049,463	22,605,197
c. Tax on profits	(6,375,531)	(8,910,494)	(1,326,761)	(8,451,073)	(7,385,320)
d. Employee profit sharing owed for the financial year					
e. Income after tax, employee profit-sharing and depreciation allowances and provisions	15,715,445	26,860,187	28,266,165	3,545,642	21,241,469
f. Distributed profit	13,592,352	13,592,352	15,211,762	15,211,762	19,488,812
III. Earnings per share					
a. Income after tax and employee profit-sharing but before depreciation allowances and provisions	1.38	2.04	1.29	0.79	1.00
b. Income after tax employee profit-sharing and depreciation allowance and provisions	0.69	1.19	1.21	0.15	0.71
c. Dividend per share	0.60	0.60	0.65	0.65	0.65
IV. Staff costs					
a. Average staff	7	8	9	9	8
b. Annual payroll	2,022,078	1,643,737	2,265,386	2,546,269	2,269,845
c. Total of amounts paid for social benefits for the year (social security, social services, etc.)	1,719,491	1,545,659	3,226,258	4,581,284	4,659,836

L. SUMMARY OF SECURITY TRANSACTIONS BY DIRECTORS AND OFFICERS IN THE PERIOD

Officer / Director concerned	Nature of transaction	Number of shares/securities	Average price
Olivier Ferraton	Exercise of option	15,000	17.1700

M. EMPLOYEE STOCK OWNERSHIP PLANS

At fiscal year-end employees of GL events and affiliated companies under the terms of article L 225-180 had no shareholdings in the capital of GL events within the framework of an employee stock ownership plan (*plan d'épargne d'entreprise* or PEE) provided for under articles L 33321 *et seq*. of the French labour code.

On the same date, the same employees had no shareholdings in the capital of GL events within the framework of a company mutual fund (*fonds commun de placement d'entreprise*);

The combined shareholders' meeting of 24 May 2018 that granted full powers to the Board of Directors to issue shares or other securities of the Company giving access to the capital, with or without preferential subscription rights, also voted on a resolution proposing a rights issue for Company employees through the issuance of new cash shares in accordance with the conditions provided for under article L.333218 *et seq*. of the French Labour Code. This resolution was rejected by the shareholders' meeting of 24 May 2018.

The Group established seven restricted share award plans providing for the grant of ten shares (plan 6, 9, 11, 14, 16, 18, 24) for all employees of the French companies of the Group. The conditions for granting these shares are described on page 192.

N. CHOICE OF PROCEDURES FOR THE RETENTION BY OFFICERS OF RESTRICTED STOCK UNITS AND AWARDED AND STOCK OPTIONS ISSUED IN THE PERIOD

Mr. Olivier Ferraton (an executive officer within the meaning of Articles L.225-1971 II subsection 4 and L.225-185 subsection 4) is subject to the same procedures for holding bonus shares (plans 13, 16, 18, 20, 23 and 24) or stock options (plan 14) as the other grantees. These conditions are described in detail on page 191 and 192.

O. ITEMS USED IN THE CALCULATION AND RESULTS OF ADJUSTMENTS OF THE BASIS FOR CONVERSION AND CONDITIONS FOR THE SUBSCRIPTION OR EXERCISE OF SECURITIES CONFERRING ACCESS TO CAPITAL OR THE SUBSCRIPTION OR PURCHASE OF SHARES

None.

P. SHARE BUYBACK PROGRAMME

Within the framework of the share repurchase programme renewed by the general meeting of 24 May 2018, the following transactions were undertaken during the course of 2018:

(number of shares)	31/12/2017	Acquisitions	Disposals	31/12/2018
- Treasury shares	282,134	150,874	(221,820)	211,188
Liquidity agreement	19,892	241,594	(248,757)	12,729

Q. INFORMATION ON THE SOCIAL AND ENVIRONMENTAL IMPACTS OF THE COMPANY'S ACTIVITY

Refer to chapter 3 of the Group's CSR report, page 40.

R. PRICE FLUCTUATION RISKS

None.

S. PECUNIARY PENALTIES IMPOSED FOR ANTI-COMPETITIVE PRACTICES

None.

PRINCIPAL RISKS AND UNCERTAINTIES – USE OF FINANCIAL INSTRUMENTS

Refer to the section in the Group management report mentioned in paragraph I of part 04 (presentation of the consolidated financial statements).

U. STATUTORY DISCLOSURES ON THE MATURITY OF THE TRADE PAYABLES AND RECEIVABLES (ARTICLE D. 441-4 OF THE FRENCH COMMERCIAL CODE)

Invoices received and issued not settled at the end of the reporting period past due (table required by I of article D. 4414 of the French commercial code)

	Article D. 441 I. - 1° of the French commercial code: Invoices received not settled at the end of the reporting period past due						Article D. 441 I. - 2° of the French commercial code: Invoices issued and not settled at the end of the reporting period that are past due					
	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day and more)	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day and more)
(A) Date range of late payment												
Number of invoices concerned	-					198	-					592
Amount of invoices concerned incl. VAT	-	130,521	23,762	1,697	106,264	262,244	-	2,023,685	1,047	51,112	12,613,857	14,689,702
Percentage of the total purchases of the period incl. VAT	-	0.30 %	0.10 %	0 %	0.30 %	0.70 %						
Percentage of revenue of the period incl. VAT							-	5.40 %	0 %	0.10 %	33.50 %	39.00 %
(B) Invoices excluded from (A) relating to disputed or unrecognised payables and receivables												
Number of invoices excluded	-	-	-	-	-	-	-	-	-	-	-	-
Total amount of invoices excluded with VAT included	-	-	-	-	-	-	-	-	-	-	-	-
(C) Applicable payment period of reference (contractual or legal- article L. 441-6 or article L. 443-1 of the French commercial code)												
Payment periods applied for the calculation of late payment charges	- Contractual payment periods: 30 days EOM, on the 10th - Legal payment periods: 30 days						- Contractual payment periods : 45 days. - Legal payment periods: 30 days					

V. LIST OF EXISTING BRANCH OFFICES

None.

W. AMOUNT OF INTERCOMPANY LOANS GRANTED WITHIN THE FRAMEWORK OF ARTICLE L.511-6 3 BIS OF THE FRENCH MONETARY AND FINANCE CODE

In compliance with the provisions of articles L. 5116, 3 of the French monetary and financial code, we hereby inform you that no loan for less than two years was granted to companies with which GL events maintains economic ties.

III. INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

1. OVERVIEW OF INTERNAL CONTROL OBJECTIVES AND PROCEDURES

The purpose of the internal control procedures and organisation given below is to identify, prevent and control risks faced by the Group. As with any control system, it cannot however ensure that all risks are totally eliminated.

Internal control is defined by GL events and its subsidiaries as a set of procedures adopted by Management for the following purposes:
— Safeguarding corporate assets;
— Ensuring the safety and respect of persons,
— Optimal use of resources necessary to meet targets set for performance and profitability;
— Developing techniques for controls adapted to the Group's different trades and specialised activities;
— Prevention of risks of errors and fraud;
— Assuring the reliability of financial information;
— Compliance with laws, regulations and internal procedures.

Within GL events Group, the system of internal control is based on:
— Procedures, memorandums transmitted to concerned parties and integrated in training seminars destined for different personnel categories. They set forth the principles and controls to which each department or business unit must adhere as well as the areas where holding company support services are necessary;
— Recruitment of qualified personnel adapted to the missions accompanied by ongoing training covering technical issues and the different group areas of expertise and individual employee development,
— Delegation of responsibility: all line managers implement and manage at their level internal control procedures to meet their objectives;
— The quality approach is destined to define specific operating processes to meet the needs expressed by our customers, optimising practices and limiting the risks associated with different activities;
— Shared corporate values that are reiterated in the code of ethics. GL events promotes the decentralisation of responsibilities and the delegation of authority. To ensure the cohesion of teams and promote a common corporate culture, the Group relies on core human values that provide the foundation of the organisation. These include respect for customers, providing quality services based on ethical business practices, loyalty, team spirit, respect of deadlines and professional standards.

Areas covered include notably rules to be followed concerning:
— Commercial and customer credit management;
— Management of means of payments, bank relationships and cash flow;
— Administration of payroll and human resources management;
— Management of sourcing and investments;
— Management and safeguarding of corporate assets;
— Insurance and risk management policies;
— Principles of control in the area of financial reporting and consolidation.

2. PARTIES INVOLVED IN INTERNAL CONTROL AND PROCEDURES FOR OPERATING AND SUPPORT FUNCTIONS

A. THE BOARD OF DIRECTORS, THE GROUP EXECUTIVE COMMITTEE, THE AUDIT COMMITTEE, COMPENSATION AND NOMINATING COMMITTEE, RISK COMMITTEE, INVESTMENT COMMITTEE

A description of the functioning of these committees is presented in the Board of Directors' report on corporate governance.

B. FINANCIAL MANAGEMENT AND MANAGEMENT CONTROL

With a team of management controllers covering France and international operations, Management Control's mission is to assess compliance with Group internal rules and procedures for all Group sites and processes, identify incidents of non-compliance with laws and regulations, ensure that Group assets are safeguarded, evaluate the effectiveness of operations and ensure that operating risks are effectively anticipated and managed.

The Group's executive management attaches considerable importance to the annual budget planning process as a means for converting strategic orientations into operational action plans.
To this purpose, Corporate Management Control issues guidelines and instructions for teams involved in preparing the budget.
It coordinates planning and budget control procedures by referring to rules of management that apply to all Group entities and procedures for producing budgets and forecasts.
Management reporting is built around a management consolidation tool for results and indicators to monitor physical and financial items of the balance sheet such as trade receivables, investments and cash flows. In addition, the monitoring of businesses constitutes a key element of Group steering and control procedures. Reviews are organised at the level of operating entities by Management Control and for the more significant entities with Group executive management.

Corporate Management Control prepares and distributes operating reports and analyses of variances and important trends based on information provided by the different entities in their monthly reports. Monthly forecasts are produced so GL events' Executive Management can assure optimal guidance and oversight of business operations.

The cash department produces a weekly report on net debt providing the position of each subsidiary, with analysis of the main changes.

C. LEGAL DEPARTMENT

The Legal Department occupies a central role in the internal control of the Group with several important priorities that contribute to internal control and defined with the Group Finance Department.

These different priorities are regularly reassessed to ensure that this participation in the internal control process is generally effective. Today, they correspond to the following actions:

— Continuous regulatory and legal intelligence in all relevant areas, for all territories in countries where the operating subsidiaries are established. This function is assured primarily by two main participants: the group's in-house lawyers and specialised outside counsel. The technical tools used for regulatory intelligence are of several types: i) electronic alerts and e-news, ii) Legal training, iii) Participation within professional bodies (professional associations and networks), iv) active participation in forums and seminars of interest to the Group areas of activity,
— Drafting and regularly updating standard contracts (suppliers/customers/real estate), according to the national laws that apply to the Group's operating subsidiaries. The Legal Department seeks through the standard contracts to achieve the optimal combination of legal safety and supporting business development,
— Internal dissemination and training of key employees, according to the relevant activities, good legal practices, primarily derived from "standard clauses" and "standard contracts" according to the applicable national laws,
— Active involvement by the Legal Department in the different processes of negotiation of all types (business development, new ICT, M&A, compliance, the restructuring and disposal of businesses, etc.),
— Participation in the evaluation of legal and compliance risks, as well as the development of remedial action plans based on feedback. This line of action includes active participation in the work of anticipation and evaluation of the Risk Committee,
— Management, with the support of specialised outside consultants according to the case, of disputes of all nature, corporate, new ICT, environmental, commercial, real estate),
— Management and proposing changes/restructuring in the levels and nature of delegations of authority, powers, representation and undertakings,
— Creating and applying new tools contributing to compliance as part of the continuous adaptation of the standards of good governance,
— And more generally, the overall monitoring of the Legal Department, in coordination with the Group Finance Department, with regard to the major issues of internal control and Group risk mapping.

D. THE INTERNAL AUDIT DEPARTMENT

The internal audit department's mission is to:
— Assess levels of internal controls of organisations and risk management capabilities;
— Propose recommendations destined to contribute to meeting the Group's objectives,
— Promote all principles or techniques of control capable of improving the quality of the internal control of activities;
— Ensure that all Group subsidiaries comply with these procedures.

To this purpose, the Internal Audit Department undertakes to:
— notifies Executive Management of situations in which the level of internal and/or operational control are deemed insufficient.
— evaluates the relevance and effectiveness of processes in relation to their compliance with rules, standards, procedures, laws and regulations in force,
— evaluates the adequacy of resources deployed by subsidiaries to achieve the performances expected in relation to plans and budgets;
— verifies the reliability, integrity, exhaustive nature and traceability of information produced (accounting, financial, management, etc.).

This mission has been entrusted to an employee whose experience covers all the businesses exercised within the Group in addition to significant experience and internal audit and control. She is assisted by the internal auditors/controllers that were in particular selected from the population of administrative and financial staff of the subsidiaries.

At the end of each mission, the internal auditors or controllers discuss the report with the manager of the entity being audited and report to the Group's executive management and the Audit Committee.
This report is also sent to the subsidiary manager and her line manager tasked with implementing the recommendations that have been proposed.
The Internal Audit Department also monitors progress made with corrective actions.
The internal auditors and controllers work closely with management of the Group's support functions that are responsible for:
— Proposing operating procedures and contributing to their improvement;
— Implementing control systems and tools;
— Ensuring the monitoring and ongoing control of operations, notably through updates to procedures available through Intranet, a common and accessible source of information.
In 2018, assignments performed by this department concerned:
— audits of subsidiaries in Belgium, France and Brazil,
— audits of organisational processes, in particular travel expenses, audits by exception, human resources and cash management
— Updating the risk mapping;
— implementation of Law 2016-1691 of December 9, 2016 on transparency, the fight against corruption and modernisation of the economy ("Sapin II").

E. STATUTORY AUDITORS

The statutory auditors contribute to Group internal control by providing an independent and objective perspective when they review semi-annual and annual financial statements and internal control procedures, both at the consolidated level and for each subsidiary audited.

3. PROCEDURES FOR THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

Internal control procedures for accounting and financial information are destined to ensure the quality of financial information produced by consolidated subsidiaries, the fair presentation of financial information reported by the Group and prevent the risk of errors, inaccuracies or omissions in Group financial statements.

We have previously described the role of group management control in overseeing monthly management consolidated financial information.
Budget controls indicate variances from targets within the framework of monthly consolidation based on terms of reference adapted for the oversight of operations in a rigorous manner and on a timely basis. They identify eventual inconsistencies in relation to budgeted financial information.
At the same time, the consolidation department carries out monthly consolidations of Group results and a full quarterly consolidation.

Each consolidated subsidiary produces a reporting package according to the Group standards based on reference to the Group rules for accounting recognition and measurement. These rules define the principles that apply to the recognition, measurement and presentation of the main accounting components of the financial statements. These include notably rules for the impairment of trade receivables, the impairment or depreciation of leased assets and inventories, provisions for contingencies and expenses and the principles for recording and reporting inter-company transactions.

The consolidation department issues instructions before each consolidation, indicating the timetable and changes in applicable standards, rules and principles. In addition, an annual seminar of accounting management reviews the difficulties experienced in the prior year and the solutions adopted.

When the consolidation packages are received, the consolidation department performs different types of controls. These include the verification of subsidiary consolidation packages, reconciliation of changes in restated shareholders' equity, changes in the consolidation scope and consolidation accounting such as the elimination of inter-company transactions, the calculation of deferred tax, control of the tax calculations, the proper integration of consolidation packages by verifying financial statement aggregates and procedures retained for measuring and recording significant transactions of an exceptional nature.

BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE.

(ARTICLE L. 225-37 OF THE FRENCH COMMERCIAL CODE)

Dear shareholders,

In accordance with the provisions of the last paragraph of article L.225-37 of the French commercial code we hereby present you with the following report on:

- The code of corporate governance to which the Company refers and the application of its recommendations;
- The composition of the Board;
- The conditions of preparation and organisation of the Board of Directors' work
- The list of all offices and functions exercised by each corporate officer during the period;
- Limitations imposed by the Board of Directors on the powers of the Chief Executive Officer (Directeur Général) and Deputy Managing Directors (*Directeurs Généraux Délégués*);
- The list of offices and functions exercised by each corporate officer during the period;
- Principles and rules established by the Board of Directors to determine compensation and benefits of any nature granted to corporate officers;
- Total compensation and benefits of any nature owed or granted to each of the executive officers for fiscal 2018;
- Agreements entered into between a corporate officer or a shareholder owning more than 10% of the Company and a subsidiary;
- The delegations of authority in force granted by the General Meeting of the Shareholders to the Board of Directors for capital increases and uses made thereof during 2018;
- Particular procedures relating to the participation of shareholders in the General Meeting;
- Factors having a potential impact in the event of public share offers covered by article L.225-37-5 of the French commercial code.

For the purposes of preparing and drafting this report, the Company has referred to the following documents:

- The AMF guide to preparing registration documents of 10 December 2009 and updated on 13 April 2015;
- The revised version of the Middlenext Corporate Governance Code of September 2016;
- The final AMF working group report on audit committees published on 22 July 2010.

I. CORPORATE GOVERNANCE PRACTICES

According to the provisions of article L.225-37-4 6° of the French commercial code, the Company declares that it refers to the Middlenext Corporate Governance Code which can be consulted at the website: www.middlenext.com.

The Company declares that it has reviewed and that it applies all the recommendations of the Middlenext Corporate Governance Code as published in its last edition issued in September 2016. The members of the Board of Directors were informed of an re-examined in the meeting of 20 March 2018 the points to be watched defined by this code.

The Company undertook to apply the recommendations of the Middlenext Code throughout the year 2018.

II. FUNCTIONING OF THE EXECUTIVE MANAGEMENT

1. EXECUTIVE MANAGEMENT

The functions of Chairman of the Board of Directors and Executive Management are combined.

In 2018, the Company's Executive Management included Mr. Olivier Ginon, Chairman-Chief Executive Officer, Mr. Olivier Roux, Vice Chairman and Olivier Ferraton, Deputy Managing Director (*Directeur Général Délégué*).

The Chief Executive Officer, the Vice Chairman and the Deputy Managing Director are vested with the broadest powers to act in all circumstances on behalf of the company.
The Board of Directors has not imposed any limitations on the powers of the Chairman-Chief Executive Officer, the Vice Chairman and the Deputy Managing Director.

2. 2018 EXECUTIVE COMMITTEE

a. Composition

The members of this committee are :

Olivier GINON	Chairman-CEO
Olivier ROUX	Vice Chairman
Olivier FERRATON	Deputy Managing Director
Erick ROSTAGNAT	Managing Director, Corporate Finance and Administration
Jean-Eudes RABUT	Managing Director, Venues Division
Christophe CIZERON	Deputy Managing Director, Venues Division
Philippe PASQUET	Managing Director, Exhibitions Division
Damien TIMPERIO	Managing Director, GL events Brazil
Sylvie FOUILLOUSE	Vice President, Human Resources
Sylvain BECHET	CFO
Gaultier DE LA ROCHEBORCHARD	Group General Counsel
Bruno LARTIGUE	Chief Public Affairs Officer
Denis TOMASICCHIO	Group Chief Information Officer

b. Missions

The Executive Committee sets Group strategies with respect to both overall Group operations and business lines. It also examines investment projects (including potential acquisitions) in order to make recommendations to the Board of Directors and implements the company's business development strategy and internal control policy.

III. COMPOSITION AND FUNCTIONING OF THE BOARD OF DIRECTORS

1. PRESENTATION OF THE BOARD OF DIRECTORS

The Board of Directors has on this date fifteen members appointed for four years and a nonvoting observer (*censeur*) appointed by the Board of Directors for two years and whose main role consists in performing ad hoc missions in connection with the Group's development.

A. COMPOSITION OF BOARD OF DIRECTORS

Members	Functions	Age	Nationality:	Office expiration date
Olivier Ginon	Chairman-CEO	61	French	The general meeting to be held in 2020 to approve the financial statements of the period ended
Olivier Roux	Director, Vice Chairman	61	French	The general meeting to be held in 2020 to approve the financial statements of the period ended
Yves-Claude Abescat	Independent Director, Audit Committee Chair and Compensation and Nominating Committee member	75	French and Brazilian	The general meeting to be held in 2021 to approve the financial statements of the period ended
Aquasourça	represented by Sophie Defforey, Independent Director, Compensation and Nominating Committee member		Luxembourg company	The general meeting to be held in 2022 to approve the financial statements of the period ended
Daniel Havis	Director	62	French	The general meeting to be held in 2019 to approve the financial statements of the period ended
Anne-Sophie Ginon	Director	35	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
SOFINA*	Represented by Edward Koopman, Audit Committee member		Belgian company	The general meeting to be held in 2020 to approve the financial statements of the period ended
Anne-Celine Lescop	Director, CSR Committee Member	35	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
Philippe Marcel	Independent director, Compensation and Nominating Committee Chair.	65	French	The general meeting to be held in 2019 to approve the financial statements of the period ended

Members	Functions	Age	Nationality:	Office expiration date
Marc Michoulier	Independent Director.	62	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
Fanny Picard	Independent director	50	French	The general meeting to be held in 2019 to approve the financial statements of the period ended
Erick Rostagnat	Director	66	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
Giulia Van Waeyenberge*	Director	37	Belgian	The general meeting to be held in 2020 to approve the financial statements of the period ended
Nicolas de Tavernost	Independent Director.	68	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
Caroline Weber	Independent Director, member of the Audit Committee and the CSR Committee	58	French	The general meeting to be held in 2022 to approve the financial statements of the period ended
Gilles Gouedard-Comte	Non-voting observer (*censeur*)	63	French	The general meeting to be held in 2019 to approve the financial statements of the period ended

* MEMBERS PRESENTED BY SOFINA UNDER THE SHAREHOLDERS AGREEMENT (SOFINA, OLIVIER GINON, OLIVIER ROUX)

OLIVIER GINON

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

French nationality. Born on 20 March 1958.

In 1978, Olivier Ginon created Polygone Services which became GL events in 2003.

GL events is a world-class provider of integrated solutions and services for events operating across the three main market segments:

— Congresses and conventions,
— Cultural, sports, institutional, corporate and political events,
— Trade fairs and exhibitions for professionals and the general public;

Olivier Ginon is the Chairman of the Board of Directors of GL events SA for which he exercises the role of Chief Executive Officer. His office was renewed by the combined general meeting of 29 April 2016 until the close of the annual general meeting called in 2020 to approve the financial statements for the fiscal year ending 31 December 2019.

Since its creation in 1997, Olivier Ginon has been the Chairman-CEO of Polygone SA, that holds a majority stake in GL events SA..

Business address: 59 Quai Rambaud – 69002 Lyon (France)

Offices held outside the GL events Group:

Current offices and directorships: Chairman and Chief Executive Officer of Polygone SA (GL events holding company); SAS Foncière Polygone, SAS Foncière du Pré, SAS F2P and SAS du Grand Rey; Director of CIC Lyonnaise de Banque.

Appointments expired and exercised within the last five years: Director of the Olympique Lyonnais.

OLIVIER ROUX

DIRECTOR, VICE CHAIRMAN

French nationality. Born on 11 June 1957.

He participated in the creation of GL events Group in 1978 alongside Mr. Olivier Ginon.,

Olivier Roux is a director of GL events SA, Deputy Managing Director and Director of GL events SA and Deputy Managing Director of Polygone SA.

Appointed by the ordinary general meeting of 24 April 1998, last reappointed by the combined general meeting of 29 April 2016, for a term ending at the close of the Annual General Meeting to be held in 2020 to approve the financial statements for the year ending 31 December 2019.

Business address: 59 Quai Rambaud – 69002 Lyon (France)

Offices held outside the GL events Group:

Current offices and directorships: Treasurer and Director of UNIMEV, Director, Deputy Managing Director of Polygone SA and Managing Partner of SCI Jomain Madeleine, SCI Beauregard, SCI SIAM and SC 3ème étage.

Appointments expired and exercised within the last five years: Director of Prisme 3 SA and CM-CIC Market Solutions.

YVES-CLAUDE ABESCAT

DIRECTOR

French and Brazilian nationality. Born on 28 May 1943.

Mr. Yves-Claude Abescat spent a large part of his career at Société Générale where he successively occupied functions of General Inspection in Argentina, Brazil, in the French agency network and the investment bank.

Joining the Group Executive Committee of Société Générale in 1998, Mr. Yves-Claude Abescat managed part of the investment bank and then the investment company, Salvepar.

Yves-Claude Abesca is a graduate of IEP Paris (Paris Institute of Political Studies). Appointed by the combined general meeting of 16 May 2008, last reappointed by the ordinary general meeting of 28 April 2017, for a term ending at the close of the Annual General Meeting to be held in 2021 to approve the financial statements for the year ending 31 December 2020. Mr. Yves-Claude Abesca is Chair of the Audit Committee. Independent Director.

Business address: 29-5E Largo Bordalo Pinheiro – 5E Lisbon (Portugal)

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA, Director and Vice Chair of the Board of Directors of FCO International (Belgium).

Appointments expired and exercised within the last five years: Chair-Chief Executive Officer of Salvepar; Director of Stade Français Paris, AXUS SA (Belgium).

AQUASOURÇA (Luxembourg)

DIRECTOR

Represented by Sophie Defforey-Crepet.

French nationality Born on 21 February 1955.

Co-opted by the Board of Directors on 11 December 2015, replacing the company Aquasourça, having resigned, for the remainder of the term of office of the latter, or until the end of the Annual General Meeting to approve the financial statements for the period ending 31 December 2017. The appointment of Aquasourça (Luxembourg) was ratified by the company's General Meeting of 29 April 2016 (10th resolution). Reappointed by the by combined general meeting of 24 May 2018 until the close of the annual general meeting called in 2022 to approve the financial statements for the fiscal year ending 31 December 2021.

Ms. Sophie Defforey is the permanent representative of the Luxembourg company, Aquasourça (Luxembourg), director of GL events SA.

Ms. Sophie Defforey is the Chair of the Supervisory Board of Aquasourça SA, and Chief Executive Officer of Aquasourça France, investment companies founded with private funds.

Independent Director - Compensation and Nominating Committee member.

Business address: 11 Boulevard Prince Henri – L 1724 Luxembourg

Offices held outside the GL events Group:

Current offices and directorships: Chair of the Supervisory Board of Aquasourça (Luxembourg); Managing Director of Aquasourça (France); Managing Director of SCS (France); Managing Partner of Immoainvest (France); Managing Partner of Oneainvest (France); Managing Partner of Euroainvest (France); Managing Partner of SCI Crillum (France); Managing Partner of SCI Lubeceri (France); Managing Partner of SCI Maladium (France); Managing Partner of SCI Parc Centrium (France); Managing Partner of Groléum (France); Managing Partner of SOCIPCD (Belgium); Managing Partner of SC Libellule (France); Managing Partner of SCI Gervais (France); Managing Partner of SCI Le Pavillon (France); Managing Partner of SCI Killjo Premium (France); Managing Partner of SCI Cavaillum (France); Managing Partner of SCI 119 Corneille (France°); Permanent representative of Aquasourca (France) – Director of Chapoutier (France); Permanent representative of Aquasourca (France) – Director of Polygone; Director of FMP SA (France); Director of HSD Ainvest (Belgium); Permanent representative, Euroainvest; Member of the Supervisory Board of JL Bourg Basket (France).

Appointments expired and exercised within the last five years: None

ANNE-SOPHIE GINON

DIRECTOR

French nationality. Born on 18 August 1983.

Ms. Anne-Sophie Ginon has occupied several operational positions within the GL events Group, in France and other countries (Belgium).

After joining Foncière Polygone in 2012, she has served as the Chief Executive Officer since December 2013.

Ms. Ginon has an MBA from IAE Lyon and a Masters degree in financial engineering from EM Lyon.

Appointed by the ordinary general meeting of 25 April 2014, and reappointed by the combined general meeting of 24 May 2018 for a term expiring at the end of the annual general meeting called in 2022 to approve the financial statements for the year ending 31 December 2021.

Business address: 59, Quai Rambaud – 69002 Lyon (France)

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA, Chief Executive of SAS Foncière Polygone, SAS Foncière du Pré and SAS F2P.

Appointments expired and exercised within the last five years: None.

ANNE-CELINE LESCOP

DIRECTOR

French nationality. Born on 17 June 1983.

Ms. Anne-Céline Lescop is a lawyer by training She passed the Paris bar exam (CAPA) and holds an MBA from the NYU Law School.

She has worked on CSR issues first at the firm Savin Martinet et Associés and then the extra-financial rating agency, EthiFinance.

Since 2015, Ms. Anne-Céline Lescop is the Founder and CEO of the start-up, CaptainJet (Luxembourg).

Appointed by the ordinary general meeting of 25 April 2014 until the end of the annual general meeting called in 2018, and reappointed by the combined general meeting of 24 May 2018 until the end of the annual general meeting called in 2022 to approve the financial statements for the year ending 31 December 2021.

CSR Committee Member.

Business address: 59, Quai Rambaud – 69002 Lyon (France)

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA and CaptainJet.

Appointments expired and exercised within the last five years: None.

PHILIPPE MARCEL

DIRECTOR

French nationality. Born on 23 November 1953.

Mr. Philippe Marcel has spent the larger part of his career with the Adecco Group, in France and in other countries. He has notably served as Chair-CEO of Adecco France (until 2002), and then director of Adecco Monde and Non-Executive Chair of Adecco France, until 2008.

He is currently Chair of PBM, MGFil Conseil and iDal.

In addition, Mr. Philippe Marcel served as Chair of the Board of Directors of EM Lyon from 2006 to 2012.

Mr. Philippe Marcel is a graduate of EM Lyon (1976). Appointed by the Combined General Meeting of 11 July 2003, and last reappointed by the combined general meeting of 30 April 2015, or until the end of the annual general meeting called in 2019 to approve the financial statements for the year ending 31 December 2018.

Compensation and Nominating Committee Chair – Independent Director.

Business address: PBM, 20 Rue Joseph Serlin - 69001 Lyon

Offices held outside the GL events Group:

Current offices and directorships: Chair of PBM, SIPEMI, MG Fil Conseil and Groupe iDal ; Managing Director of Elit Promo (a Belgian company); Director of APRIL, Aldes and U1st Sports (a Spanish company).

Appointments expired and exercised within the last five years: Director of Mérieux Nutri Sciences and Euroengineering; Chair of the Board of Directors of Novalto.

MARC MICHOULIER

DIRECTOR

French nationality. Born on 12 September 1956.

Mr. Marc Michoulier has spent the larger part of his career working in the insurance sector in France and other countries. After exercising various functions at AGF over 15 years, he then joined the Marsh Group in 1996 and starting in 2009, he he was Deputy Managing Director of Marsh France, a member of the Executive Board and the Executive Committee of Marsh France. In March 2018 he left Marsh to create, a strategy consulting and executive management services firm of which he is the Chair. Mr. Marc Michoulier is a graduate of IAE Lyon (1979). Appointed by the ordinary general meeting of 25 April 2014 until the end of the annual general meeting called in 2018 to approve the financial statements of the period ended 31 December 2017, and reappointed by the combined general meeting of 24 May 2018 until the end of the annual general meeting called in 2022 to approve the financial statements for the year ending 31 December 2021.

Compensation and Nominating Committee member – Independent Director.

Business address: 13 Avenue Béranger in Ecully.

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA ; Chair-CEO of 2M-TO-UP SAS

Appointments expired and exercised within the last five years: Member of the Executive Board of Marsh SAS, Deputy CEO of Marsh France, Director representing Marsh SAS of SAPG Guian, 76 le Havre.

FANNY PICARD

DIRECTOR

French nationality. Born on 4 August 1968.

Ms. Fanny Picard is the Chair of Alter Equity.

Ms. Fanny Picard has served as the Managing Director and a Member of the Executive committee of Wendel, as well as the Head of Corporate Development for Western Europe and North America for Danone. Ms. Picard started her career in the mergers and acquisitions division at Rothschild & Cie Banque.

Fanny Picard is also a member of the Supervisory Board of Tikehau Capital and the Chair of this company's Compensation and Nominating Committee. She has served on different committees including the Ethics Committee of Medef, the French business confederation.

Fanny Picard is a graduate of the ESSEC business school and SFAF (French Society of Financial Analysts). She holds a master's degree in law, and attended courses at the College of Higher Studies on the Environment and Sustainable Development (*Collège des Hautes Etudes de l'Environnement et du Développement Durable*).

Appointed by the combined general meeting of 30 April 2015, i.e. for a term expiring at the end of the annual general meeting called in 2019 to approve the financial statements for the year ending 31 December 2018. Independent Director.

Business address: 9, rue Sébastien Bottin, 75007 Paris.

Offices held outside the GL events Group:

Current offices and directorships: Chair of Alter Equity SAS, the asset management company of FPCI Alter Equity3P; Member of the Supervisory Board of Tikehau Capital; Member of the Ethics Committee of Medef, Member of the Committee of Experts of the Institute for Responsible Capitalism; Member of the Steering Committee of the BNP Paribas Social Business Impact France fund; Member of the Steering Committee of the foundations Siel Bleu and Mozaïk RH; Member of the Strategy Committee of Eficia (ex ECO GTB), Bo.Ho Green and Remade.

Appointments expired and exercised within the last five years: Supervisory Board member of SAS TK Blue.

ÉRICK ROSTAGNAT

DIRECTOR

French nationality. Born 1 July 1952.

Mr. Erick Rostagnat is currently the Managing Director in charge of Corporate Finance Administration of GL events Group. Mr. Erick Rostagnat began his career as an auditor at Price Waterhouse Coopers and then joined the Brossette Group as CFO. In 1992, he joined the OREFI group, occupying the functions of CFO.

In 2001, Mr. Erick Rostagnat joined GL events Group, for serving as the Secretary General until 2007 and since then as the Managing Director for Corporate finance and administration

Mr. Erick Rostagnat holds a degree from ESLSCA business school and a degree in Chartered Accountancy.

Appointed for the first time by the combined general meeting of 20 June 2002 and last reappointed by the combined general meeting of 24 May 2018, for a term expiring at the end of the annual general meeting called in 2022 to approve the financial statements for the year ending 31 December 2021.

Business address: 59 Quai Rambaud – 69002 Lyon

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA, Managing Director of Foncière Polygone SAS, Director, TLM; Director of Petit Monde SA; Managing Partner of SCI de la Pyramide, Chair of Rivesconsulting.

Appointments expired and exercised within the last five years: Director of Contrecollages Techniques and Bonding Lamination Consulting; Co-Manager of Partage.

SOFINA (SA)

DIRECTOR

Represented by Mr. Edward Koopman. Dutch nationality. Born on 9 February 1962.

Appointed by the ordinary general meeting of 29 April 2016, for a term of four years or until the end of the annual general meeting called in 2020 to approve the financial statements for the year ending 31 December 2019.

Mr. Edward Koopman is a member of the Executive Committee of Sofina SA. After working in the fields of strategy consulting and investment banking, he has pursued an international career in the private equity field. He began his career in London with BNP Capital Markets then Baring Brothers.

From 1993 to 1999, he worked as a manager and management consultant for Bain & Company. In 1999, he founded Electra Partners Europe/Cognetas and in 2015, he moved to Sofina SA.

Edward Koopman is a graduate of the EM Lyon Business School (1986).

Audit Committee member.

Business address: 31, rue de l'Industrie - Brussels 1040 (Belgium).

Offices held outside the GL events Group:

Current offices and directorships: Director of Polygone SA, The Hut Group and Sofina Partners SA.

Appointments expired and exercised within the last five years: None.

NICOLAS DE TAVERNOST

DIRECTOR

French nationality. Born on 22 August 1950.

From 1974 to 1981 Nicolas de Tavernost occupied various functions at the French Ministry of Foreign Trade and then the Ministry for the French administration of postal services and telecommunications (PTT). In 1981, he joined the Directorate-General for Telecommunications. Then in 1986, he became head of the audio-visual activities of Lyonnaise des Eaux, where he notably spearheaded the project for the creation of a 6th French hertzian television channel.

In 1987, M6 (Métropole Télévision) was created and he was appointed Deputy Managing Director. Since May 2000 he has served as the Chair of the Executive Board

Nicolas de Tavernost is a graduate of Sciences Po Bordeaux and has a postgraduate degree (DES) in public law.

Appointed by the Combined General Meeting of 16 May 2008 and last reappointment by the Combined General Meeting of 24 May 2018, for a term expiring at the end of the Annual General Meeting called in 2022 to approve the financial statements for the year ending 31 December 2021. Independent Director.

Business address: M6 – 89 avenue Charles de Gaulle – 92575 Neuilly-sur-Seine Cedex (France).

Offices held outside the GL events Group:
Current offices and directorships:

- Outside of the M6 Group and the RTL Group
  - Independent director and Chair of the Compensation and Nominating Committee of Natixis
  - Volunteer Director of the Raise endowment fund and Polygone SA.

In accordance with the AFEP-MEDEF code, Nicolas de Tavernost exercises appointments in a personal capacity in two listed companies outside the Group. As such he complies with the limits on holding multiple offices (2 offices in listed companies outside the group) under section 18.2 of the Afep-Medef Code.

- Within the M6 Group and the RTL Group
  - Permanent representative of:
    a. Métropole Télévision as Chair of M6 Publicité SAS, Immobilière M6 SAS, M6 Bordeaux SAS, M6 Interactions SAS, M6 Foot SAS, SNC Catalogue MC (ex. Mandarin Cinéma) SAS and SNC Audiovisuel FF (ex. Fidélité Films) SAS
    b. Métropole Télévision as Director of Société Nouvelle de Distribution SA, C. Productions SA, Extension TV SAS, Société d'Exploitation Radio Chic-SERC SA, Société de Développement de Radio Diffusion-Sodera SA, de Best Of TV SAS and Médiamétrie SA
    c. Métropole Télévision in the capacity of Chair of M6 Publicité as director of Home Shopping Services SA, M6 Diffusion SA, M6 Événements SA and M6 Éditions SA
    e. Métropole Télévision as Chair and Member of the Shareholders Committee of Multi4 SAS
    f. Métropole Télévision as Managing Partner of SCI du 107, avenue Charles de Gaulle.
    g. C. Productions, director of M6 Films SA
  - Director of the Corporate Foundation of M6 Group
  - Representative of RTL Group on the Board of Directors, Vice Chair of the Compensation Committee and Member of the Executive Committee ("*comision delegada*") of Atresmedia, listed (Spain).

Appointments expired and exercised within the last five years:

- Outside of the M6 Group and RTL Group: Director of Nexans SA, listed (France)
- Within the M6 Group and RTL Group:
  - Director of Société Nouvelle de Distribution SA, Extension TV SAS, TF6 Gestion SA and RTL France SAS
  - Permanent representative of:
    a. Métropole Télévision as Chair of M6 Toulouse SAS, Fondation M6, TCM DA SAS, M6 Digital Services (ex. M6 Web) SAS (as 31 January 2019)
    b. Métropole Télévision as Chair of M6 Digital Services (ex. M6 Web) SAS, Chair of Graal SAS and M6 Hosting (ex. Altima Hosting) SAS (as from 31 January 2019)
    c. Métropole Télévision as Director of Paris Première SAS, de MisterGooddeal SA, IP France SA, IP Régions SA and SASP Football Club des Girondins de Bordeaux
    d. M6 Publicité as Chair of M6 Créations SAS
    e. Home Shopping Services as Director of MisterGooddeal SA
  - Chair and member of the Supervisory Board of Ediradio SA
  - Member of the Football Club des Girondins de Bordeaux Association

CAROLINE WEBER

DIRECTOR

French nationality. Born on 14 December 1960.

Ms. Caroline Weber has exercised financial functions and / or management successively at IBM France, Groupe GMF Assistance International, Chaîne et Trame, Cars Philibert.

Since January 2007, she has served as General Manager of Middlenext (the French association for listed mid caps). She is also a founding member of APIA. Finally, she is a professor of strategy and governance in several major schools and universities.

Ms. Caroline Weber is a graduate of the HEC business school and has an advanced degree (DEA) in Political Studies from Paris IX Dauphine, as well as a bachelor's degree in English (Paris VII).

Appointed by the combined general meeting of 29 April 2011, last reappointed by the combined general meeting of 24 May 2018 for a term expiring at the end of the annual general meeting called in 2022 to approve the financial statements for the year ending 31 December 2021. Independent Director. Audit Committee member. CSR Committee Member.

Business address: 187 rue du Temple 75003 Paris.

Offices held outside the GL events Group:

Current offices and directorships: General Manager of Middlenext, Chair of le Dotank, Director of Toupargel Groupe, Herige, Serge Ferrari, the CMA-CGM corporate foundation, EuropeanIssuers, Lyon Pole Bourse, Vice Chair of the *Observatoire des PME-ETI Cotées en Bourse*, Member of the Steering Committee of Proxinvest, Member of the *Haut Conseil du Commissariat aux Comptes* (H3C). Manager of Suka.

Appointments expired and exercised within the last five years: Director of Société des Lecteurs du Monde, CIDFF du Rhône (*Centre d'Information des Femmes et des Familles*).

GIULIA VAN WAEYENBERGE

DIRECTOR

Belgian nationality. Born on 19 March 1982.

Ms. Van Waeyenberge is a Senior Investment Manager at Sofina. She has also worked as an investment manager at the family investment holding company De Eik and Sofina. Prior to that she has worked at Bank of America Merrill Lynch in London and in Singapore as Vice President.

She began her career at the investment bank ABN AMRO Singapore.

Giulia Van Waeyenberge obtained a Master in Electrical Engineering at the Catholic University of Leuven in 2005 and a Master in Applied Economics at the Singapore Management University in 2006.

Co-opted by the Board of Directors on 5 September 2017, replacing Sophie Servaty, having resigned, for the remainder of the term of office of the latter, or until the end of the annual general meeting called in 2020 to approve the financial statements for the period ending 31 December 2019.

Business address: Karel Van Lorreinenlaan 20 A - Tervuren (3080 - Belgium)

Offices held outside the GL events Group:

Current offices and directorships: Director of the Port d'Anvers, Fagron, observer on the Board of Cambridge Associates and member of the compensation committee.

Appointments expired and exercised within the last five years: Director of Deceuninck (listed), Voka, Velleman (DIY & consumer electronics - De Eik Group) Pietercil Group (food brokerage - De Eik Group) and Eurobrokers (3PL provider - De Eik Group).

DANIEL HAVIS

DIRECTOR

French nationality. Born on 31 December 1955.

In1980, Daniel Havis joined Matmut, as an underwriter. In 1994 he became the Chair and Chief Executive Officer, a position occupied until 1 April 2015, when he was appointed Chair of Matmut.

Daniel Havis is a Knight of the National Order of the Legion of Honour and an Officer of the National Order of Merit.

Daniel Havis has a degree from the Tours Insurance Institute (*Institut des Assurances de Tours*) (1980).

Co-opted by the Board of Directors on 5 July 2017, replacing Ming-Po Cai, having resigned, for the remainder of the term of office of the latter, or until the end of the Annual General Meeting called in 2019 to approve the financial statements for the period ended 31 December 2018.

Business address: 66, rue de Sotteville – 76100 Rouen.

Offices held outside the GL events Group:
Current offices and directorships:

Chair of the Board of Directors of:
(a) SGAM Matmut la Mondiale,
(b) SAM Matmut,
(c) SAS Matmut Développement,
(d) SA Phénix Aviation.

Chair of the Supervisory Board of SA Inter Mutuelle Assistances

Vice Chair of the Board of Directors of:
(a) SA Matmut Protection Juridique,
(b) SA Matmut Vie.

Vice Chair of the Supervisory Board of SA Inter Mutuelles Entreprises

Director of:
(a) SA AMF Assurances,
(b) SA Cardirf Iard,
(c) Mutuelle Livre II Matmut Mutualité,
(d) Mutuelle Livre III Matmut Mutualité III.

Director and Vice Chair of OCIANE.

Vice Chair of the Fédération Nationale de la Mutualité Française.

Chair of MF Pass.

Permanent representative:
(a) of Matmut at the capital Meeting of GIE IMA GIE members,
(b) of Matmut Mutualité, SA Harmonie Développement Services,
(c) of FNMF, chair of the Supervisory Board of SAS VISAUDIO,
(d) of Mutualité française, non-boating observer of Cooptimut.

Chair of Conseil de gestion de la Fondation Paul Bennelot, full member of the Board of Directors of the Fondation la Panorama (CREA).

Appointments expired and exercised within the last five years:

Chief Executive Officer of SAM Matmut.

Director of:
(a) the Association Française de l'Assurance,
(b) SAS Equasante,
(c) SA Mutre SA,
(d) GIE CAMPUS,
(e) SA Luxembourgeoise Ofi Lux,
(f) SA OFIMALLIANCE,
(g) SGAM,
(h) Polygone SA.

Non-voting observer of (*Censeur*):
(a) Allan Beker,
(b) Socram,
(c) SA Mutations Normandie.

Vice Chair of the Supervisory Board of AMF Assurances.

Deputy Vice Chair of the Comité National des Réalisations Sanitaires et Sociale.

Vice Chair and alternate member of the executive committee of Syndicat Gema.

Permanent representative of:
(a) FNMF at the AGM of GIE GHMF,
(b) Matmut Développement de la SA Phenix Aviation,
(c) Supervisory Board of SAD Ofilvalmo Partenaires.

Chair of the Supervisory Board of:
(a) SA Matmut Vie,
(b) SA Matmut Protection Juridique,
(c) Matmut Santé Prévoyance.

Chair of the Board of Directors:
(a) SA Mutre,
(b) SGAM Sferen,
(c) UGM Octane-Matmut,
(d) SGAM Viana,
(e) SA OFI ASSET MANAGEMENT.

Chair of:
(a) SAS Mamut Developpement,
(b) SAS Mamut Immobilier,
(c) SAS Matmut Location Véhicules.

Managing Partner of:
(a) Boeildieu SCCV,
(b) Corneille SCCV,
(c) Flaubert SCCV,
(d) Géricault SCI,
(e) Maupassant SCCV et
(f) SCI du Palais des Congrès de Rouen.
(g) SCI Galvani.

GILLES GOUEDARD-COMTE

NON-VOTING OBSERVER (*CENSEUR*)

French nationality. Born on 15 July 1955.

Mr. Gilles Gouedard-Comte participated in the creation of the GL events Group in 1978, alongside Messrs. Olivier Ginon and Olivier Roux. He has occupied the function of Managing Director in charge of finance for 25 years.

Afterwards Mr. Gilles Gouedard-Comte managed companies in the areas of signage, film production and real estate.

Following his resignation from the office of director on 12 April 2017, the Board of Directors decided to appoint him as a non-voting observer (*censeur*) until the end of the General Meeting to be held in 2019 to approve the financial statements for the period ending 31 December 2018.

In this capacity, he attends Board meetings in an advisory role. He will be subject to all provisions of the Board charter.

Business address: 2 Place Gensoul – 69002 Lyon.

Offices held outside the GL events Group:

Current offices and directorships: Managing Partner of La Compagnie du Planay and La Compagnie du Prioux; Managing Partner of Kerguelen Productions; Managing Partner, SARL COLFIC; Managing Partner, SCI SIXVILLE, Managing Partner, SCI LES MULLINS, Managing Partner, SCI 5 Rue des Pierres Plantées.

Appointments expired and exercised within the last five years: Chair of Prisme 3; Director of Ceris. Managing Partner of Docks Art Fair; Chief Executive of Foncière Polygone.

B. CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

For fiscal 2018, the following changes may be noted:

Director	Renewal	Ratification	Resignation	Date
Olivier GINON				
Olivier ROUX				
Yves-Claude ABESCAT				
AQUASOURCA – Sophie DEFFOREY				24/05/2018
Daniel HAVIS				24/05/2018
Anne-Sophie GINON				24/05/2018
SOFINA – Edward KOOPMAN				
Anne-Céline LESCOP				24/05/2018
Philippe MARCEL				
Marc MICHOULIER				24/05/2018
Fanny PICARD				
Erick ROSTAGNAT				24/05/2018
Giulia VAN WAEYENBERGE				24/05/2018
Nicolas DE TAVERNOST				24/05/2018
Caroline WEBER				

No changes occurred in the composition of the Committees.

In compliance with provisions of article 16 of the Company's articles of association, it is specified that each member of the Board of Directors must own at least one share. The number of shares held by each Board member is disclosed in section VI in the paragraph providing a "breakdown of share capital and voting rights" (page page 194).

On the date this document was issued, there were no members of the Board of Directors representing employee shareholders and no member representing the employees on the Board.

2. EXPERIENCED BOARD MEMBERS WITH COMPLEMENTARY EXPERTISE

The Board of Directors attaches considerable importance to the experience and knowledge its members may acquire over the years about the Group's operations and business. This experience must enable the Board members to exercise their mission of supervision with the utmost vigilance.

3. INDEPENDENT DIRECTORS

All measures are taken so that the board of directors includes independent members in order to assure the shareholders and the market that it performs its missions with the necessary independence and objectivity and in order to prevent in this manner the risks of conflicts of interest with the Company and its management. As a controlled company within the meaning of article L.233-3-I of the French commercial code, and in accordance with the recommendations of the Middlenext Corporate Governance Code, at least two members of the must be independent directors. The Company respects this recommendation to the extent that the number of independent members was seven or 46.7% of board members over the entire period ended 31 December 2018.

In general a member of the Board of Directors is considered independent when he or she has no relationship of any kind whatsoever with the Company, its Group or the management of either that could affect his or her freedom of judgement.

For members of the Board of Directors to be considered independent within the meaning of article 3.2 of the Board of Directors' charter, they must meet the following criteria:
— They must not have been in the course of the previous five years an employee or executive officer of the Company or a Company in its group;
— They must not have had any material business relationship with the company or its group in the course of the previous two years (as a client, supplier, competitor, service provider, creditor, banker, etc.);
— They must not be a reference shareholder of the Company or hold a significant percentage of voting rights (defined as not less than 5%);
— they must not have a close relationship or close family ties with a corporate officer or a reference shareholder;
— They must not have been an auditor of the company in the course of the previous six years.

A review of the composition of the Board of Directors on 31 December 2018 established that:
— Eight Board members may not be considered as independent notably for the following reasons:
— two were employees of Polygone SA, the Company's majority shareholder (Messrs. Olivier Ginon and Olivier Roux),
— one was an employee of the Company (Mr. Erick Rostagnat),
— two have family ties with the senior executives of the Company (descendants) (Ms. Anne-Sophie GINON and Ms. Anne-Céline LESCOP),
— one was a shareholder of the company holding more than 5 % of the share capital (SOFINA),
— one was an employee of the Company holding 5 % of the share capital of GL events (Ms. Giulia Van Waeyenberge).
— one had a material business relationship with the Company (Mr. Daniel Havis).

Fanny Picard, Sophie Defforey (permanent representative of Aquasourça), Caroline Weber, Monsieur Yves-Claude Abescat, Nicolas De Tavernost, Philippe Marcel and Monsieur Marc Michoulier are considered as independent members within the meaning of the Middlenext Corporate Governance Code.

4. BOARD GENDER DIVERSITY

The Company pays particular attention to the goal of achieving a balanced representation of men and women on the Board of Directors. On 31 December 2018, the legal quotas were respected with women accounting for 40% of Board membership (6 out of 15 members).

5. TERMS OF OFFICE

Board members are appointed for four-year terms expiring at the end of the ordinary general meeting of the shareholders called to approve the financial statements for the period ended and held in the year in which the term of office expires.

6. ABSENCE OF CONVICTIONS OR INFRACTIONS OF CORPORATE OFFICERS

To the best of the Company's knowledge on the date of this document, in the last five years no member of GL events' Board of Directors and executive management have been:
- convicted of fraud over the last five years;
- associated with any bankruptcy, sequestration or liquidation proceeding over the last five years;
- convicted for fraud or imposed penalties for infractions rendered by a statutory or regulatory authority over the last five years;
- legally disqualified from serving as members of a Board of Directors, the executive management of a company or a Supervisory Board or from participating in the management of the operations of an issuer in the last five years.

To Company's knowledge and on the date of this document, no conflicts of interests have been identified between the corporate duties of each of the members of the Board and executive management as directors and officers of the Company and their private interests or other duties.

To Company's knowledge and on the date of this document, no arrangements or agreements concluded with shareholders, customers, suppliers or other parties whereby one of the members of the Board of Directors or the executive management has been selected on the basis of their offices.

To the best of the Company's knowledge and on the date of this document, no members of the Board of Directors and executive management have agreed to any restrictions on the sale of their holdings in the company's capital.

To the best of the Company's knowledge, family ties exist by blood or marriage between:
- Relations by marriage between Mr. Erick Rostagnat on the one hand and Mr. Olivier Ginon and Mrs. Anne-Sophie Ginon on the other hand.
- Relations of descendants between:
  - Mrs. Anne-Sophie Ginon and Mr. Olivier Ginon,
  - Mrs. Anne-Céline Lescop and Mr .Olivier Roux.

7. LOANS AND GUARANTEES GRANTED IN FAVOUR OF DIRECTORS AND OFFICERS

No loan or guarantee has been granted to the benefit of directors and officers.

IV. THE CONDITIONS FOR THE PREPARATION AND ORGANISATION OF THE WORK OF THE BOARD OF DIRECTORS

1. INTERNAL RULES OF PROCEDURE

The Board 's internal operating procedures are governed by internal rules of procedures (or board charter). On 20 March 2018, the Board of Directors modified its rules of procedure in line with the articles of association updated on 24 April 2017 which provided for the possibility of appointing non-boating observers (*censeurs*).

This Board charter may be consulted at the GL events' website (www.gl-events.com).

This report presents the main characteristics of these internal rules of procedure.

2. BOARD MEMBER ETHICS AND THE PREVENTION OF CONFLICTS OF INTEREST

Each Board member is required to maintain in registered form or deposit with a bank the shares of the company he or she holds, or those belonging to his or her spouse or minor children.

Members of the Board of Directors are regularly informed about provisions resulting from financial market regulations with respect to security transactions.

On this basis, Board members are required to declare directly to the AMF any transaction, disposal, subscription or exchange of equity securities of the Company as well as transactions carried out involving financial instruments relating thereto, within three business days following the execution of this transaction. In addition to the Board members themselves, these provisions apply to all natural persons or legal entities with which they are closely related as defined by applicable regulations.

Board members must duly note the blackout periods when trading in the Company's securities is prohibited (refer to the management report for the period ended 31 December 2018) as well as their general obligations with regard to the market established by regulations in force.

Each Board member undertakes to inform the Chair of the Board of Directors, as soon as they become aware of any events or information which might place them in a position of a conflict of interest with the Company or its subsidiaries.

The Board charter (article 4.2) provides that :

"In a situation giving the appearance or which might give the appearance of a conflict of interest between the corporate interest and the direct or indirect personal interest of the shareholder or a group of shareholders he or she represents, the director must:

- inform the Board of Directors as soon as he or she learns of this,
- draw all resulting conclusions regarding the exercise of his or her office. And on this basis, according to the case he or she must :
  - either refrain from participating in the vote of the corresponding deliberations
  - or not attend the meeting of the Board of Directors as long as the conflict of interest lasts,
  - or, as an extreme measure, resign from his or her functions as director."

3. THE BOARD OF DIRECTORS' ROLE AND POWERS

The Board of Directors exercises the missions conferred upon it by the law. In this respect, it shall determine the business strategy of the Company and ensure its implementation. It also authorises regulated agreements that are presented to the ordinary general meeting in its management report on the financial statements for the period, and may decide on transferring the registered office within the same department or in an adjacent department (subject to ratification of the decision by the next ordinary general meeting)

In this framework, the Board discussed the major events of 2018 including acquisitions, marketing, markets and strategies of the Group, financial policy, organisation and internal control.

The Board of Directors carries out the inspections and verifications it deems necessary. Each Director receives all information necessary for the performance of his or her mission.

4. BOARD PROCEEDINGS AND MEETINGS

A. FREQUENCY OF MEETINGS

Board meetings are held as often as the interests of the Company require.

During the period ended, your Board of Directors met six times enabling it to carry out an in-depth examination of the issues within its purview. The average attendance rate for Board members in 2018 was 95.56 %.

The following table provides a breakdown of attendance rates per meeting for Board members in 2018:

Meeting date	Attendance rate (Members present)
20/03/2018	100 %
24/05/2018	93.33 %
04/07/2018	80 %
04/09/2018	100 %
21/09/2018	93.33 %
07/12/2018	100 %

The Board of Directors periodically considers the pertinence of its organisation and operations in relation to its duties. In this framework, the Board of Directors' agenda provides for an assessment of its work once a year. Using a questionnaire, all Board members are individually consulted for their assessment and suggestions to improve the Board's effectiveness.

This assessment has not been carried out in 2018 though will take place in the 2019 first half.

B. BOARD MEETING NOTICES

A calendar of the Board meetings is communicated sufficiently in advance in order to allow each member to organise their schedule accordingly.

C. THE HOLDING OF MEETINGS

Board meetings shall be held in the location set forth in the meeting notice.

D. REPRESENTATION OF MEMBERS OF THE BOARD OF DIRECTORS

Board members may be represented at the Board of Directors' meetings by another Board member, it being specified that each member of the Board may hold only one proxy for a single meeting. This proxy must be given in writing.

E. CHAIRING BOARD OF DIRECTORS' MEETINGS

The Board of Directors elects from among its members who are natural persons, a Chair who is notably responsible for presiding over the proceedings. At the six meetings of the Board of Directors held in 2018, the Board was chaired by the Chair-CEO.

F. PARTICIPATION OF MEMBERS IN THE BOARD PROCEEDINGS

To facilitate attendance of members at board of directors' meetings, videoconferencing or teleconferencing may be used in accordance with regulation, as well as article 17 of the Company's articles of association and article 5.4 of the Board charter.

According to the provisions of law and the articles of association in force, participation through videoconferencing is prohibited (not taken into account for calculating the quorum and majority) for:
- appointing and removing the chairman of the board of directors,
- appointing and removing the Managing Director (*Directeur Général*),
- approving the annual and consolidated financial statements,
- establishing the management reports of the Company and the Group.

G. DECISIONS RENDERED IN BOARD OF DIRECTORS' MEETINGS

An effective quorum for validly conducting proceedings is reached when at least half of the Board of Directors' members are present. Decisions are adopted by the meeting by a majority vote of members present or represented. In the event of a tie, the chairman shall cast the deciding vote.

5. THE BOARD' WORK IN 2018

The main items of business on the Board of Directors' agenda were as follows:

Main areas of intervention	In 2018, the Board:
"Review of the accounts and day-to-day operations"	— reviewed and approved the consolidated and separate parent company annual financial statements for the period ended 31 December 2017, the interim consolidated and parent company financial statements for the six-month period ended 30 June 2018, review of the auditors' reports and examination of the updates of the 2018 budget; — approved the terms of its different reports to the General Meeting, prepared and called the General Meeting of the shareholders of 25 May 2018, approved the terms of the meeting agenda and the resolutions to the shareholders' approval and approved the chairman's report on corporate governance and internal control; — reviewed the work of the Audit Committee; — regularly reviewed Group operations development in progress and authorised external growth projects; — regularly reviewed the Group's position and debt positions; — approved the renewal of the Chairman-CEO with respect to security, endorsements and guarantees; — examined and approved the management planning documents.
Governance	— evaluated the independence of members in reference to the criteria of the MiddleNext code, proposed to the General Meeting the renewal of a director; — performed the annual review of conflicts of interest; — adopted new Board rules of procedure.
Compensation	— reviewed the work of the Compensation and Nominating Committee; — set Mr. Ferraton's variable compensation for fiscal 2017; — decided to implement a performance share plan for the benefit of employees.
Other	— reviewed the regulated agreements entered into and/or authorised or remaining in force in 2018; — discussed the provisions to be adopted in connection the French anti-corruption law ("Sapin II"); — reviewed the CSR report; — approved the issuance of guarantees; — was informed of the meeting calendar for the Board and its committees in 2019. — used the delegation of authority granted by the 22nd resolution of the AGM of 24 May 2018, and decided to proceed with a capital increase, delegating the authority to the Chairman-CEO to record its completion; — reviewed the points to be watched of the Middlenext Code.

6. BOARD MEMBER ACCESS TO INFORMATION

The Board Charter (rules of procedure) establishes different provisions to facilitate informed decision-making with respect to important or strategic operations. In particular, article 5.2 therein stipulates that:

"The Chairman sets the agenda for each Board meeting which it communicates to its members in a timely manner using all appropriate means.
The documents required to make fully informed decisions on the items on the agenda are provided to the Directors in a timely manner before the Board meeting, except in emergency situations or where there is a need to maintain absolute confidentiality.

In any case, the Board of Directors may, at any meeting, in emergencies and on the Chairman's recommendation, deliberate on items that are not included on the agenda that have been sent to the Board."

In consequence, to ensure that each member of the Board of Directors are able to fulfil their duties and make informed decisions and participate effectively in the Board

meetings, a complete file is sent to them before each meeting.
This file includes all documents necessary for an understanding of the items of business on the agenda.

All Board of Directors' members have an obligation to request useful information they consider necessary to fulfil their mission. To this purpose, they must request in a timely manner, from the Chairman of the Board of Directors, the information they require to conduct the proceedings in an informed manner on all subjects on the agenda, if they consider that they do not have sufficient information.

If a question cannot be properly examined during a meeting, the decisions relating to this matter will be postponed until the next meeting.

Finally the Board Charter (article 4.5) provides that:

"To participate effectively in the work of the Board, the Company provides its members all useful documents in a timely manner. Requests for information are made to the chairman. Each member of the board is authorised to meet with the main company managers on condition of informing the chairman in advance.
The Board is regularly informed by the Chairman of the financial situation, cash position, financial commitments and significant events of the Company and Group.
Finally, any member of the Board is entitled to receive training on the specific characteristics of the Company and group, their business lines and sectors."

7. CREATION OF SPECIAL COMMITTEES

A. AUDIT COMMITTEE

I. Composition of the Audit Committee

The Audit Committee does not include any executive officers and is composed of three members appointed for the length of their term as director.

Yves-Claude Abescat	(Committee Chair) Independent Member
Edward Koopman representing SOFINA	Member
Caroline Weber	Independent Member

II. Functioning of the Audit Committee

The Audit Committee fulfils the functions of a special committee, monitoring issues relating to the preparation and control of accounting and financial information in accordance with article L.823-19 of the French commercial code.

A charter, approved by the Board of Directors sets forth the Audit Committee's attributes and operating procedures;

The Audit Committee members possess recognised technical competencies (financial, accounting or statutory audits) as indicated in page page 92 of this document.

A report is drawn up for each meeting of the Audit Committee which is transmitted to the members of the Board of Directors. In 2018, the Audit Committee met four times with a 100% attendance rate.

III. Mission of the Audit Committee

The Audit Committee's mission is to consider in an independent manner Group risks, their management and reflection in financial information.
The Audit Committee exercises the functions provided for by article L. 823-19 of the French commercial code and its charter, approved by the Board of Directors. On this basis, it notably assists the Board of Directors in the following areas :

— monitoring the process of preparing of financial information and, if need be, formulating recommendations to ensure its integrity;
— overseeing the effectiveness of internal control and risk management systems as well as, as applicable, internal audit, regarding procedures for the preparation and processing of accounting and financial information, without however compromising its independence;
— a critical examination of the annual financial statements and periodic information;
— the issuance of a recommendation for the appointment or renewal of statutory auditors;
— monitoring the appropriateness of internal control procedures in light of the perception of risks and effectiveness of the audit, both internal and external, and in general, ensuring in these areas compliance with regulations and the laws which is vital to Group's brand equity and value;
— monitoring the performance by the auditors of their mission and taking into account the observations and conclusions of France's supervisory body for auditors (*Haut Conseil du Commissariat aux Comptes*);
— respecting the conditions of independence of statutory auditors;
— approval of services provided by the Statutory Auditors other than those relating to the certification of accounts.

The Audit Committee reports regularly to the Board of Directors on the conduct of its missions.

In the period, the Audit Committee had an opportunity to meet and exchange with the Statutory Auditors (including outside the presence of the executive officers) and the Internal Audit Manager and other line managers.

The Audit Committee had productive exchanges with the statutory auditors when the new report of the statutory auditors was prepared for the audit committee.

The Audit Committee's work was consistent with the objectives assigned in the period, it being specified pursuant to the reform, the scope of the audit work of the Audit Committee has since been expanded.

B. COMPENSATION AND NOMINATING COMMITTEE

I. Composition of the Compensation and Nominating Committee

The Compensation and Nominating Committee does not include any executive officers and is composed of three members appointed for the length of their term as director.

Philippe Marcel	(Committee Chair) - Independent Member
Marc Michoulier	Independent Member
Sophie Defforey, representing AQUASOURÇA	Independent Member

II. Functioning of the Compensation and Nominating Committee

A report is drawn up for each meeting of the Compensation and Nominating Committee which is transmitted to the members of the Board of Directors.

In 2018, the Compensation and Nominating Committee met twice, with an attendance rate of 100%.

III. Mission of the Compensation and Nominating Committee

At the beginning of the year, the Compensation and Nominating Committee determines the remuneration of Group managers for the year in progress and ensures the exhaustive nature, coherence and balance among the different components of this remuneration.
In addition, the Compensation and Nominating Committee is tasked with examining proposals for stock option and restricted share unit awards.

The Compensation and Nominating Committee is informed of the arrival and departure of key managers and the appointment and renewal of the terms of directors and officers. It also addresses the issue of the succession plan for executive officers in coordination with the Human Resources Department.

C. CSR COMMITTEE

The CSR Committee was formed in 2015.

a. Composition of the CSR Committee

The CSR Committee that does not include any executive officers has three members:

Anne-Céline Lescop	Member
Caroline Weber	Independent Member
Emmanuelle Coratti	Chief Sustainability Officer

b. Functioning of the CSR Committee

A report is drawn up for each meeting of the CSR Committee which is presented to the members of the Board of Directors.

In 2018, the CSR Committee met four times with an attendance rate of 100 %.

c. Mission of the CSR Committee

The mission of the CSR Committee is to examine the Group's CRS policy and progress through action plans

It develops and monitors CSR reporting that is incorporated into the registration document.

It gives the members of the Board of Directors an opinion about the new CSR issues that apply to the Group (regulatory environment, market, etc.) and presents a report on actions carried out during the year.

8. RELATIONS WITH SHAREHOLDERS

The Board of Directors ensures that the conditions for dialogue with the Company's shareholders are in place and remain optimal. In particular, directors are invited to attend the General Meeting and analyse the results of the votes of each resolution, paying particular attention to negative votes, in order to draw relevant conclusions before the next general meeting. In addition, outside the General Meeting, Erick Rostagnat, Director / Managing Director in Charge of Corporate Finance and Administration, and Sylvain Bechet, Chief Financial Officer, meet regularly with the shareholders.

V. DIRECTORS' COMPENSATION

1. ATTENDANCE FEES

In connection with their office, the Directors receive attendance fees from a global amount which is set by the General Meeting. These fees are allocated according to a breakdown proposed by the Compensation a Nominating Committee to the Board of Directors.

The Combined General Meeting of 30 April 2015 set a total annual amount for attendance fees attributable to Board members of €261,000 which is to remain unchanged until the issuance of a new decision. This amount is to be allocated among the members of the Board of Directors.

By virtue of the provisions of article L. 225-37-3 of the French commercial code, the following table provide a summary of attendance fees received by GL events directors in 2018, 2017 and 2016.

In euros	2018	2017	2016
Olivier Ginon	15,000	15,000	15,000
Olivier Roux	15,000	15,000	15,000
Yves-Claude Abescat	20,000	20,000	18,000
Aquasourça	15,000	15,000	15,000
Ming Po Cai			15,000
Daniel Havis	15,000	7,500	
Nicolas de Tavernost	15,000	15,000	15,000
Anne-Sophie Ginon	15,000	15,000	15,000
Richard Goblet d'Alviella			3,000
Gilles Gouedard Comte	15,000	15,000	15,000
Anne-Celine Lescop	15,000	15,000	15,000
Philippe Marcel	15,000	15,000	15,000
Marc Michoulier	15,000	15,000	15,000
Erick Rostagnat	15,000	15,000	15,000
Sophie Servaty		12,000	15,000
Giula Van Waeyenberge	15,000	3,000	
Caroline Weber	18,000	18,000	15,000
Fanny Picard	15,000	15,000	15,000
SOFINA	18,000	18,000	12,000
Total	**251,000**	**243,500**	**243,000**

2. COMPENSATION

Compensation paid to Erick Rostagnat, director, was as follows:

In euros	2018					2017				
	Total	Fixed	Variable	Benefits in kind	Performance share	**Total**	Fixed	Variable	Benefits in kind	Performance share
Erick Rostagnat	**304,649**	50,020		1,276	253,353	**127,422**	64,869	60,000	2,553	

The company " Rives Consulting", whose chair is Mr Erick Rostagnat, invoiced Polygone SA, the holding a company of GL events, €120,000 for services rendered in fiscal 2018.

3. STOCK OPTIONS GRANTED TO OFFICERS AND OPTIONS EXERCISED

	Plan 14
Erick ROSTAGNAT	
Number of shares available for subscription	8,000
Number of shares subscribed in the period	8,000
Remaining number of shares available for subscription	-

4. RESTRICTED STOCK UNITS ABLE TO BE GRANTED

Information on restricted stock award plans in force concerning corporate officers:

	Plan 13	Plan 15	Plan 16	Plan 17	Plan 18	Plan 19	Plan 20	Plan 21	Plan 22	Plan 23	Plan 24
Number of shares available for subscription											
Erick Rostagnat	12,500	--	10	--	10	--	--	--	--	10,000	10
Number of shares fully vested											
Erick Rostagnat	12,500	--	10	--	10	--	--	--	--	--	--

VI. PRINCIPLES AND RULES FOR THE COMPENSATION OF CORPORATE OFFICERS ADOPTED BY THE BOARD OF DIRECTORS

1. PRINCIPLES AND CRITERIA FOR SETTING, ALLOCATING AND GRANTING FIXED, VARIABLE AND EXCEPTIONAL COMPENSATION MAKING UP THE TOTAL COMPENSATION AND BENEFITS OF ANY NATURE SUBMITTED TO THE VOTE OF SHAREHOLDERS IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE L.225-37-2 OF THE FRENCH COMMERCIAL CODE (EX-ANTE SAY-ON-PAY FOR THE CHAIRMAN-CEO, VICE CHAIRMAN AND DEPUTY MANAGING DIRECTOR)

A. CONCERNING THE CHAIR-CEO AND VICE CHAIR

In compliance with article L. 225-37-2 of the French commercial code, the general meeting of the shareholders of 24 April 2019 will be called to vote on a draft resolution (13th resolution) establishing as follows the principles and criteria for setting, allocating and granting the total compensation and benefits of any nature attributable to the Chairman-CEO and Vice Chairman-Deputy Managing Director.

The principles and criteria for the compensation of the Chairman-Chief Executive Officer and the Vice Chairman-Deputy Managing Director are as follows:

— Payment of a fixed compensation by Polygone SA;
— Benefit in kind (company car) provided by Polygone SA.

It is specified that this compensation is included in the General Management service agreement entered into by the Company with Polygone SA and approved as a regulated agreement.

In addition, the Chairman-Chief Executive Officer and the Vice Chairman are also entitled to attendance fees by GL events SA for their functions of director, as all other directors.

B. CONCERNING THE NON-BOARD MEMBER DEPUTY MANAGING DIRECTOR

In compliance with article L. 225-37-2 of the French commercial code, the general meeting of the shareholders of 24 April 2019 will be called to vote on a draft resolution (14th resolution) establishing as follows the principles and criteria for setting, allocating and granting the total compensation and benefits of any nature attributable to the Deputy Managing Director who is not a Board member.

Description	Comments
Fixed compensation	The fixed portion (authorised by the Board of Directors' meeting in March 2019) is determined in reference to the level of responsibilities, experience in the management function and market practice.
Annual variable compensation	The variable components may reach 40 % of total compensation in line with market practice. The amount of variable compensation for 2019 will be determined as follows: — qualitative criteria: the operational and financial performance of the Group; — qualitative criteria: business development strategy for France and international markets.
Multi-year variable compensation	The Board of Directors reserves the option to grant multi-year variable compensation or special compensation that meets the criteria of assessment provided for above.
Special compensation	
Attendance fees	Olivier Ferraton does not receive attendance fees.
Signing and termination of service indemnities	Olivier Ferraton does not benefit from any specific provisions in the event of termination of service.
Supplemental retirement plan	Olivier Ferraton does not benefit from a specific retirement plan.
Group personal protection and healthcare plans	Olivier Ferraton benefits from the group personal protection and healthcare plans in force in the Company under the same conditions as those applicable to the category of employees in which he is included.
Benefits of all kinds	Olivier Ferraton was granted the use of a company car in 2018. These benefits were renewed in 2019.
Stock option awards	None
Restricted stock awards	A maximum of 10,000 restricted stock units may be granted to Olivier Ferraton.
Compensation of any nature relating to a restriction on exercising a professional activity	None
Indemnities or amounts payable with respect to agency agreements	None
Items on compensation contingent on approval by the general meeting	Items subject to approval by the general meeting concern the fixed and variable components of compensation and special compensation.

2. COMPENSATION OF CORPORATE OFFICERS DUE OR PAID FOR THE PERIOD ENDED

A. COMPENSATION PAID TO EACH CORPORATE OFFICER SUBMITTED TO THE SHAREHOLDERS' VOTE IN ACCORDANCE WITH ARTICLE L.225-37-100 OF THE FRENCH COMMERCIAL CODE (EX-ANTE SAY-ON-PAY FOR THE CHAIR-CEO, VICE CHAIR AND DEPUTY MANAGING DIRECTOR)

The components of compensation paid or awarded for 2018 to the Chairman-CEO, Vice Chairman Deputy Managing Director and the non-Board member Deputy Managing Director, in accordance with the principles and criteria for compensation approved by the general meeting of 24 May 2018 and submitted to the approval of the General Meeting of the shareholders of 24 April 2019 (10th, 11th and 12th resolutions) are as follows:

In euros	2018 Amounts owed	Amounts paid	Performance shared measurement
Olivier Ginon – Chairman			
Fixed compensation[1]	331,680	331,680	
Variable compensation			
Special compensation			
Attendance fees	15,000	15,000	
Benefits in-kind[2]	7,176	7,176	
Performance shares			
Total	**353,856**	**353,856**	**0**
Olivier Roux – Vice Chairman			
Fixed compensation[1]	301,560	301,560	
Variable compensation			
Special compensation			
Attendance fees	15,000	15,000	
Benefits in-kind[2]	9,384	9,384	
Performance shares			
Total	**325,944**	**325,944**	**0**
Olivier Ferraton – Deputy Managing Director			
Fixed compensation	318,000	318,000	
Multi-year variable compensation 2018	150,000[5]		
Multi-year variable compensation 2017		121,000	
Special compensation			
Attendance fees			
Benefits in-kind[3]	30,746	30,746	
Performance shares[4]			253,353
Total	**498,746**	**469,746**	**253,353**

[1] Compensation paid by Polygone SA, the holding company of GL events whose share capital is presented in Section 6 - Information on the share capital (page 191). This compensation is included under General Management services disclosed in Note 9 of the consolidated financial statements (page 161) and in the statutory Auditors' special report (page 184).
[2] Fringe benefits in the form of a company car.
[3] Fringe benefits in the form of a company car and housing.
[4] Olivier Ferraton was awarded 10,010 performance shares for fiscal 2018.
[5] Amount of which the payment is contingent on approval of the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted to the non-Board member Deputy Managing Director for the period ended.

B. INFORMATION ON COMPENSATION PAID TO DIRECTORS AND OFFICERS IN 2017 AND 2016

In euros	2017 Amounts owed	2017 Amounts paid	2017 Performance shared measurement	2016 Amounts owed	2016 Amounts paid	2016 Performance shared measurement
Olivier Ginon – Chairman						
Fixed compensation[1]	331,680	331,680		331,680	331,680	
Variable compensation						
Special compensation						
Attendance fees	15,000	15,000		15,000	15,000	
Benefits in-kind[2]	7,176	7,176		7,176	7,176	
Performance shares						
Total	**353,856**	**353,856**	**0**	**353,856**	**353,856**	**0**
Olivier Roux – Vice Chairman						
Fixed compensation[1]	301,560	301,560		301,560	301,560	
Variable compensation						
Special compensation						
Attendance fees	15,000	15,000		15,000	15,000	
Benefits in-kind[2]	9,384	9,384		9,384	9,384	
Performance shares						
Total	**325,944**	**325,944**	**0**	**325,944**	**325,944**	**0**
Olivier Ferraton – Deputy Managing Director						
Fixed compensation	297,000	297,000		277,840	277,840	
Multi-year variable compensation 2017	120,000					
Multi-year variable compensation 2016		56,400		121,000	64,600	
Special compensation						
Attendance fees						
Benefits in-kind[3]	29,272	29,272		29,516	29,516	
Performance shares						161,061
Total	**446,272**	**382,672**	**0**	**428,356**	**371,956**	**161,061**

(1) *Compensation paid by Polygone SA, the holding company of GL events whose share capital is presented in Section 6 - Information on the share capital (page 191). This compensation is included under General Management services disclosed in Note 9 of the consolidated financial statements (page 161) and in the statutory Auditors' special report (page 184).*
(2) *Fringe benefits in the form of a company car.*
(3) *Fringe benefits in the form of a company car and housing.*

C. STOCK OPTIONS OR STOCK PURCHASE OPTIONS GRANTED TO EACH EXECUTIVE OFFICER IN THE PERIOD

None.

D. STOCK OPTIONS OR STOCK PURCHASE OPTIONS EXERCISED BY EACH EXECUTIVE OFFICER IN THE PERIOD

	Plan 14
Olivier Ferraton	15,000

E. PERFORMANCE SHARES GRANTED TO EACH EXECUTIVE OFFICER

	Plan 13	Plan 15	Plan 16	Plan 17	Plan 18	Plan 19	Plan 20	Plan 21	Plan 22	Plan 23	Plan 24
Number of shares available for subscription											
Olivier FERRATON	20,000	--	10	--	10	--	10,000	--	--	10,000	10
Number of shares fully vested											
Olivier FERRATON	20,000	--	10	--	10	--	--	--	--	--	--

F. PERFORMANCE SHARES BECOMING AVAILABLE FOR EACH EXECUTIVE OFFICER IN THE PERIOD

Executive officers	Plan 13	Plan 16	Plan 18
Olivier FERRATON	20,000	10	10

G. COMPENSATION AND BENEFITS FOR EXECUTIVE OFFICERS

Executive officers	Employment contract		Supplemental retirement plan		Compensation or benefits owed or potentially due on termination or a change in function		Compensation payable under non-compete clauses	
	Yes	No	Yes	No	Yes	No	Yes	No
Olivier Ginon – Chairman-CEO Beginning of term: 2016 End of term: 2020		X		X		X		X
Olivier Roux – Vice Chairman Beginning of term: 2016 End of term: 2020		X		X		X		X
Olivier Ferraton – Deputy Managing Director		X		X		X		X

VII. DESCRIPTION OF THE PARTICULAR PROCEDURES FOR THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS

The right to participate in meetings or be represented by a proxy is subject to registration of the shares in the name of the shareholder or the registered intermediary acting on the shareholder' behalf, on the second business day prior to the meeting at midnight, Paris time, either in the registered share account maintained by the Company or in the bearer share account maintained by a financial intermediary as referred to in article L.2113 of the French monetary and financial code.
All shareholders' meetings of the Company are called, held and conduct proceedings according to the procedures provided for by law. Meetings may be held either at the registered office or any other venue specified in the meeting notice.

The provisions of the Company's articles of association relating to general meetings and the exercise of voting rights are provided for in articles 14, 22, 23, 24, and 25 of the Company's articles.

Article 25 of the Company's articles of association provides for a double voting right attaching to all fully paid up shares held in registered form for at least the last three years in the name of the same shareholder.

VIII. INFORMATION ON AGREEMENTS ENTERED INTO OR REMAINING IN FORCE IN 2018

1. AGREEMENTS WITH SUBSIDIARIES

No agreements have been entered into in the period, directly or through a third-party, between, on the one hand, one of the officers or shareholders holding more than 10% of the voting rights of a Company and, on the other hand, another company in which the first company directly or indirectly holds more than half the capital, other than agreements relating to ordinary activities included according to arm's-length terms.

2. REGULATED AGREEMENTS

During the period ended, the Board of Directors authorised new or amended regulated agreements. These agreements are reported to the Company's auditors and mentioned in their special report. These agreements will be submitted to the General Meeting's vote .
Among these is the services agreement entered into between GL Events and Polygone SA.
The general management services provided by Polygone managers to your Company consist of:

— The provision of "Executive Management and Strategy" services (as the holding company),
— The provision of assistance and technical consulting services for the benefit of the Group's operating subsidiaries,
— The provision of "Technical" services".
This agreement for the provision of general management services covers notably compensation charged for Messrs. Ginon and Roux, their travel expenses and other

costs incurred in connection with their executive management duties. Messrs. Ginon and Roux received no other compensation of any nature. This amount is renewed each year by tacit renewal and approved by the annual general meeting under regulated agreements. (3.3) At the end of December 2018, the amount charged back by Polygone SA (€3.3 million) to GL events for these general management services consisted notably of compensation charged for Messrs. Ginon and Roux, compensation charged for employees of Polygone SA, travel expenses and other costs incurred in connection with the performance of general management duties. These amounts are renewed each year by tacit renewal and approved by the annual general meeting under regulated agreements.

IX. MATERIAL CONTRACTS

In the last three financial periods and on the publication date of this registration document, the Group had not concluded any material contracts other than those concluded in connection with the normal conduct of its business, granting a material obligation or commitment for the entire Group. Details of off-balance sheet commitments are presented in note 8 of the consolidated balance sheets page 160.

X. DELEGATIONS OF AUTHORITY REMAINING IN FORCE AND GRANTED BY THE GENERAL MEETING TO THE BOARD OF DIRECTORS IN RESPECT TO CAPITAL INCREASES

	Shareholders meeting date	Maturity	maximum authorised amount (nominal value)	Use made of the authorisation by the Board
Authority of the Board of Directors to issue new shares in payment of contributions in kind	28/04/2017 (10th resolution)	26 months	10 % of the share capital	None
Share buyback programme authorisation	24/05/2018 (20th resolution)	18 months	10 % of the share capital	None
Authority of the Board of Directors to issue ordinary shares of the Company and securities giving access to the Company's share capital, with preferential subscription rights.	24/05/2018 (22nd resolution)	26 months	€30,000,000 (shares) €120,000,000 (debt securities)	Used in the amount of €23,986,228 by issuing 5,996,557 new ordinary shares on 17 October 2018
Authority of the Board of Directors to issue ordinary shares of the Company and securities convertible into capital of the Company, without preferential subscription rights, through a public offering	24/05/2018 (23rd resolution)	26 months	€30,000,000 (shares) €120,000,000 (debt securities)	None
Authority of the Board of Directors to proceed with a public offering provided for under section II of article L.411-2 of the French Monetary and Financial Code (*Code Monétaire et Financier*) by issuing ordinary shares and securities convertible into share capital without preferential subscription rights	24/05/2018 (24th resolution)	26 months	20 % of the share capital per 12-month period €120,000,000 (debt)	None

	Shareholders meeting date	Maturity	maximum authorised amount (nominal value)	Use made of the authorisation by the Board
Authorisation of the Board of Directors to set the issue price in connection with issues entailing the cancellation of preferential subscription rights for ordinary shares or securities convertible into said shares	24/05/2018 (25th resolution)	26 months	10 % of the capital per year applicable to the 23rd and 24th resolutions	None
Issues to increase the number of shares to be issued in connection with capital increases with or without preferential subscription rights.	24/05/2018 (26th resolution)	26 months	15 % of the initial issue, subject to the maximum amount applicable to this authorisation	None
Authority of the Board of Directors to issue ordinary shares and securities convertible into said shares in connection with public exchange offers initiated by the Company	24/05/2018 (27th resolution)	26 months	€30,000,000 (Included within the total ceiling* and the public offering)	None
Maximum amount provided for under resolutions 22 to 27 of the General Meeting of 24 May 2018*	24/05/2018 (28th resolution)	N/A	€60,000,000	None
Authority of the Board of Directors to increase the capital of the Company through the capitalisation of reserves, retained earnings and additional paid-in capital	24/05/2018 (29th resolution)	26 months	€60,000,000	None
Delegation of authority to the Board of Directors to increase the capital through issues of shares cancelling the share-holders' preferential subscription rights for the benefit of employees participating in an employee stock ownership plan in accordance with article L.225-129-6 of the French commercial code	24/05/2018 (31st resolution	26 months	Maximum number of shares: 200,000	None
(Maximum amount of delegations of authority)	24/05/2018 (26th resolution)	23/11/2020	€60,000,000	None

XI. EMPLOYEE PROFIT-SHARING PLANS

Agreements for voluntary and statutory profit-sharing schemes
A Group profit-sharing agreement was concluded in 2007 to enable employees to benefit from the development and performances of the Group. This agreement was signed by all French subsidiaries of the Group.

XII. ITEMS WITH POTENTIAL IMPACTS IN CONNECTION WITH PUBLIC OFFERINGS

In accordance with article L.225-37-5, the following information is provided:

- The shareholder structure and direct and indirect shareholdings known to the Company and all related information are described in the chapter Shareholder Information on page 191 of the registration document.
- On 5 November 2012, Sofina and Messrs. Olivier Ginon and Olivier Roux, executed a shareholders agreement relating to GL events, with a term ending on 31 December 2025. The main terms and conditions of this agreement are described on page 197 of the registration document.
- The list of holders (page 194) of any securities conferring special rights of control and descriptions thereof are presented on page 190 of the registration document.
- At fiscal year-end employees of GL events and affiliated companies under the terms of article L 225-180 had no shareholdings in GL events' capital within the framework of an employee stock ownership plan (*plan d'épargne d'entreprise* or PEE) provided for under articles L 3332-1 *et seq*. of the French labour code. On the same date, the same employees had no shareholdings in the capital of GL events within the framework of a company mutual fund (*fonds commun de placement d'entreprise*);
- The rules applying to the appointment and replacement of members of the Board of Directors and modifications to the articles of association of the Company are those of common law. Concerning the powers of the Board of Directors, authorisations in progress are described above in paragraph IX.
- There are no agreements providing for severance payments for Board members or employees in the event of resignation, dismissal without just and sufficient cause or termination of employment resulting from a takeover bid or tender offer.
- No restriction exists under the articles of association on the exercise of voting rights and the transfer of shares.

However, in the event of failure to fulfil the requirement of reporting crossing the threshold provided for in article 12 of the Company's articles of association, the legal penalty of the loss of the voting right is applied at the request of one or more shareholders holding 5% of the share capital (with such request recorded in the minutes of the General Meeting). Shares exceeding the fraction that should have been reported will be deprived of voting rights at all shareholders' meetings held for a period of two years after the date on which the requisite disclosure is finally made.
The breakdown of share capital and voting rights is presented on page page 194..

ADDITIONAL BOARD REPORTS

A. SPECIAL REPORT ON TRANSACTIONS BY THE COMPANY OR AFFILIATED COMPANIES CONCERNING STOCK OPTIONS RESERVED FOR EMPLOYEES AND OFFICERS (ARTICLE L 225-184 OF THE FRENCH COMMERCIAL CODE)

With regard to the special report to shareholders on transactions carried out by virtue of the provisions of articles of L.225-177 to L.225-186 of the French commercial code on stock options of the company granted or exercised in the period is provided below, the relevant disclosures are provided below.

For information of stock option plans adopted and remaining in force in 2018, refer to chapter 6 of this document (page 191).

1. STOCK OPTIONS AWARDS IN THE PERIOD

a. Stock options granted to the ten employees (excluding directors and officers) having received largest awards

No stock option plans were established in the period for the top ten employee beneficiaries (excluding directors and officers).

b. Stock options granted to executive officers in the period

No stock option plans were established in the period for company officers.

2. STOCK OPTIONS EXERCISED IN THE PERIOD

a. Stock options exercised in the period by executive officers

Refer to point 3 of chapter V (page 109) and point D of chapter VI (page 113) of the Board of Directors' report on corporate governance

b. Stock options exercised in the period by the ten employees (excluding directors and officers) having received largest awards

Plans	Type	Number of shares exercised in the period	Exercise price (in euros)
Plan 14	Subscription	66,350	17.17
Total		**66,350**	**17.17**

B. SPECIAL REPORT ON TRANSACTIONS BY THE COMPANY OR AFFILIATED COMPANIES INVOLVING RESTRICTED SHARE AWARDS TO EMPLOYEES AND OFFICERS

(ARTICLE L 225-197-4 OF THE FRENCH COMMERCIAL CODE)

Information to be included in the special report to shareholders on transactions carried out by virtue of the provisions of articles of L.225-197-1 to L.225-197-3 of the French commercial code is provided below.
For information of restricted stock unit plans adopted and remaining in force in 2018, refer to chapter 6 of this document (page 193).

1. RESTRICTED STOCK UNIT PLANS ESTABLISHED IN THE PERIOD

The Board of Directors' meeting of 20 March 2018 decided to grant 106,550 shares (Plan 23) to managers of the Group who are not officers of the Company subject to the following vesting conditions:

— presence of the employee or officer in the Company or companies and groups of companies affiliated there-with from the date title to the shares is transferred at the end of this period;
— No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
— condition of performance;
— the period provided for awarding restricted stock units is three years, i.e. 19 March 2021;
— the holding period for shares thus transferred is two years from the vesting date or 19 March 2023.

The Board of Directors' meeting of 20 March 2018 decided to grant 20,820 shares (Plan 24) to all Group employees subject to the following vesting conditions:

— presence in the Company or companies and groups of companies affiliated therewith at the date title to the shares is transferred at the end of this period;
— No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
— the period provided for awarding restricted stock units is two years, i.e. 19 March 2020;
— the holding period for shares thus transferred is two years from the vesting date or 19 March 2022.

Information on grants in the period of restricted stock units (bonus shares) to executive officers, the top ten employee beneficiaries and all employees and not fully vested is summarised below:

	Plan 23	Plan 24
Date of the General Meeting authorising the issue of stock options	29/04/2016	29/04/2016
Date of the Board of Director's meeting	20/03/2018	20/03/2018
Number of shares available for subscription	106,550	20,820
Value on grant date	25.3	25.3
Of which: number of shares available for subscription by current members of the Executive Committee	63,000	-
Number of directors concerned	10,000	10
Of which: number to the top 10 grantees	66,500	(*)
End of vesting period	19/03/2021	19/03/2020
End of selling restrictions (holding period)	19/03/2023	19/03/2022
Number of shares granted	-	-

(*) Not applicable because of the grant of 10 restricted stock units per employee of French companies of the Group

2. RESTRICTED STOCK UNIT PLANS FULLY VESTED IN THE PERIOD

Definitive award of Restricted Stock Unit Plan°13

On 30 January 2015, the Board of Directors established a restricted stock unit plan for 112,975 shares for the benefit of 54 employees of the Group (Plan No.°13)

On 20 March 2018, duly noting that the conditions for the restricted stock unit plan had been met and the period for awarding the shares to the beneficiaries ended on 30 January 2018, the Board decided to proceed with the definitive award of 112,400 shares and duly noted that 575 said shares will not be awarded in light of the departures in the interim.

Definitive award of Restricted Stock Unit Plan No.°16

On 4 March 2016, the Board of Directors established a restricted stock unit plan for 10 shares per employee of the Group, or a total of 19,840 restricted stock units (Plan No.°16)

On 20 March 2018, duly noting that the period for awarding the shares to the beneficiaries ended on 1 March 2018, the Board decided to proceed with the definitive award of 15,710 shares and duly noted that 4,130 said shares will not be awarded in light of the departures in the interim.

Definitive award of Restricted Stock Unit Plan No.°17

On 9 December 2016, the Board of Directors established a restricted stock unit plan for 10,000 shares for the benefit of employees of the Group (Plan No.°17)

On 12 March 2019, duly noting that the conditions for the restricted stock unit plan had been met and the period for awarding the shares to its beneficiary ended on 9 December 2018, the Board decided to proceed with the definitive award of 10,000 shares.

Definitive award of Restricted Stock Unit Plan No.°18

On 9 December 2016, the Board of Directors established a restricted stock unit plan for 10 shares per employee of the Group, or a total of 20,110 restricted stock units (Plan No.°18)

On 12 March 2019, duly noting that the conditions for the restricted stock unit plan had been met and the period for awarding the shares to the beneficiaries ended on 9 December 2018, the Board decided to proceed with the definitive award of 17,360 shares and duly noted that 2,750 said shares will not be awarded in light of the departures in the interim.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS OF THE COMBINED GENERAL MEETING OF 26 APRIL 2019

Twenty-two resolutions will be submitted to the Combined Ordinary and Extraordinary General meeting of 26 April 2019 at 10:00 a.m. at the Cité Internationale de Lyon – 50, quai Charles de Gaulle in Lyon (69006).

These resolutions are divided into two categories:

I - The first fifteen resolutions (1st to the 15th) as well as the last resolution (22nd) fall within the purview of the ordinary general meeting and concern: the approval of the annual consolidated financial statements for the period ended 31 December 2018, the appropriation of net income, setting the dividend and its payment date, approval of the regulated agreements covered by articles L.225-38 *et seq*. of the French commercial code, the renewal of the offices of three directors, the approval of the principles and criteria for setting, allocating and granting fixed, variable and special compensation making up the total compensation and benefits of any nature attributable on the basis of their offices, to the Chairman-Chief Executive Officer, Vice Chairman (Deputy Managing Director Board Member) and the non-Board member Deputy Managing Director, approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted for the period ended 31 December 2018 to Mr. Olivier Ferraton, non-Board member Deputy Managing Director and the authorisation for the share buyback programme.

II - The other six resolutions (16th to 21st) fall within the purview of the Extraordinary General Meeting and concern the renewal of certain authorisations and delegations of financial authority destined to give your Company the financial resources to develop and effectively execute its strategy as well updating the Company's articles for them to comply with provisions of new regulations.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING

1. APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 - APPROVAL OF NON-DEDUCTIBLE EXPENSES (1ST AND 3RD RESOLUTIONS) AND DISCHARGE OF DIRECTORS (2ND RESOLUTION)

We hereby request that you approve the separate annual financial statements for the period ended 31 December 2018, showing a profit of €21,241,469.17 and the consolidated financial statements for the period ended 31 December 2018 as presented, showing a net profit (attributable to shareholders) of €42,237,253.

We ask you to approve the total amount of expenditures and charges covered by articles 39-4 of the French general tax code in the amount of €29,981.08.

We also request that you grant a full and unconditional discharge to the directors for the performance of their duties in the period under review.

2. APPROPRIATION OF NET INCOME FOR THE YEAR (4TH RESOLUTION)

The appropriation of net income of our company that we are proposing is in compliance with the law and our articles of association.
We propose that you allocate the profit of the year of €21,241,469.17 as follows:

Determination of distributable amounts:

Net income for the period	€21,241,469.17
Retained earnings	€29,286,660.57
Distributable amount	**€50,528,129.74**
Proposed appropriation	
Legal reserve	€2,632,030.40
Dividends, i.e. a gross dividend per share of €0.65 per share (x 29,982,787)	€19,488,811.55
Retained earnings	€28,407,287.79
Total	**€50,528,129.74**

On that basis, the amount of the gross dividend reverting to each share would be €0.65.
For individuals whose tax residence is in France, the dividend is subject to either, a flat tax (*prélèvement forfaitaire unique*) applied to the gross dividend of 12.8 % (article 200 A of the French general tax code), or, taxation according to the progressive income taxed scale, after notably applying the 40 % reduction (article 200 A, 13, and158 of the French general tax code). This latter option must be expressly selected by the taxpayer which applies to all investment income and is irrevocable. The excess amount, as applicable, (if having opted for the progressive income tax) is refundable. This dividend is in addition subject to social charges of 17.2 %.

The ex-dividend date would be 2 July 2019 and the dividend payment date 3 July 2019. It is specified that if, on the date on which shares are traded ex-dividend, the Company holds treasury shares, the amounts corresponding to dividends not paid for these shares will be allocated to "Retained earnings".

As required by article 243 bis of the French general tax code, dividend payments and other income payments for the last three financial periods are reported below:

For the fiscal year	Income eligible for tax relief		Distributions not eligible for the tax basis reduction
	Dividends	Other income distributions	
2015	13,592,352* Or €0.60 per share (22,653,920 shares conferring a dividend right)	-	-
2016	€15,211,762* Or €0.65 per share (23,402,711 shares conferring a dividend right)	-	-
2017	€15,211,762* Or €0.65 per share (23,402,711 shares conferring a dividend right)	-	-

** Including the unpaid amount of dividends relating to treasury shares and allocated to retained earnings*

3. APPROVAL OF THE SERVICES AGREEMENT ENTERED INTO BETWEEN GL EVENTS AND POLYGONE SA PRESENTED IN THE AUDITORS' REPORT ON REGULATED AGREEMENTS AND COMMITMENTS (5TH RESOLUTION)

We ask you to approve the services agreement entered into between GL Events and Polygone SA presented in the Auditors' report on regulated agreements and commitments
The general management services provided by Polygone managers to your company consist of:
- The provision of "Executive Management and Strategy" services (as the holding company),
- The provision of assistance and technical consulting services for the benefit of the Group's operating subsidiaries,
- The provision of "Technical" services.

This agreement for the provision of general management services covers notably compensation charged for Messrs. Ginon and Roux, their travel expenses and other costs incurred in connection with their executive management duties. Messrs. Ginon and Roux received no other compensation of any nature. This service agreement is renewed each year by tacit renewal and approved by the annual general meeting under regulated agreements. At 31 December 2018, the costs of general management services consisted notably of compensation charged for Messrs. Ginon and Roux, compensation charged for employees of Polygone SA, travel expenses and other costs incurred in connection with the performance of general management duties. This agreement is renewed year by tacit renewal and approved by the annual general meeting under regulated agreements.
It is also described in the Auditors' special report to be presented to you in the shareholders' meeting.

4. APPROVAL OF THE OTHER REGULATED AGREEMENTS (6TH RESOLUTION)

We ask you to approve the agreements, other than those covered by resolution five of this meeting, entered into in 2018 covered by article L. 225-38 of the French commercial code and duly authorised by your Board of Directors.

These agreements are also described in the Auditors' special report to be presented in the meeting.

5. OFFICES OF DIRECTORS (7TH TO 9TH RESOLUTIONS)

We remind you that the offices of the members of the Board of Directors Fanny Picard, Philippe Marcel and Daniel Havis expire at the end of the next General Meeting. We propose that you renew for a term of four years, i.e. until the end of the general meeting to be held in 2023 to approve the financial statements for the period ended, the offices of director of:
- Fanny Picard;
- Philippe Marcel;
- Daniel Havis.

Independence
Based on the criteria of independence of the Middlenext Code adopted by the Company as reference for corporate governance, the Board of Directors considers Ms. Fanny Picard and Mr. Philippe Marcel to be independent directors. In this regard, it is specified Ms. Fanny Picard and Mr. Philippe Marcel do not have any business relations with the Group.
Based on the Middlenext Code's criteria for independence, in the Board of Directors' view Mr. Daniel Havis may not be considered as an independent director.

Expertise, experience, skills:
Detailed information on the expertise, experience, age and the number of shares held by each candidate is presented 2018 registration documentpage 92.
If you approve the proposal to renew these three offices:
- The number of independent directors on the Board would remain stable at seven or 46.7% of the total number of directors (in compliance with the Middlenext Code),
- The percentage of women on the Board would be 40 % (or 6 out of a total of 15 members).

6. (APPROVAL OF THE FIXED, VARIABLE AND SPECIAL COMPONENTS OF TOTAL COMPENSATION AND BENEFITS OF ANY NATURE PAID OR GRANTED TO MR. OLIVIER GINON, CHAIRMAN-CHIEF EXECUTIVE OFFICER, MR. OLIVIER ROUX, VICE CHAIRMAN DEPUTY MANAGING DIRECTOR AND MR. OLIVIER FERRATON, NON-BOARD MEMBER MANAGING DIRECTOR (10TH, 11TH AND 12TH RESOLUTIONS)

We hereby request you to rule on the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted for the prior period on the basis of their offices to Mr. Olivier Ginon, Chairman-Chief Executive Officer, Mr. Olivier Roux, Vice Chairman Deputy Managing Director and Mr. Olivier Ferraton, non-Board member Managing Director, determined in application of the principles and criteria for compensation approved by the 17th and 18th ordinary resolutions of the general meeting of 24 May 2018.
These components of compensation are presented in the 2018 registration document page 112.

7. APPROVAL OF THE PRINCIPLES AND CRITERIA FOR SETTING, ALLOCATING AND GRANTING FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF TOTAL COMPENSATION AND BENEFITS OF ANY NATURE ATTRIBUTABLE TO THE CHAIRMAN-CEO, VICE CHAIRMAN DEPUTY MANAGING DIRECTOR AND THE NON-BOARD DEPUTY MANAGING DIRECTOR (THIRTEENTH AND FOURTEENTH RESOLUTIONS)

We hereby ask you to approve the principles and criteria for setting, allocating and granting fixed, variable and exceptional components of total compensation and benefits of any nature attributable on the basis of their offices to the Chairman-Chief Executive Officer, Vice Chairman Deputy Managing Director and the non-Board Deputy Managing Director as presented in the report on corporate governance included in the 2018 registration document page 112.

8. PROPOSAL TO RENEW THE AUTHORISATION TO IMPLEMENT THE SHARE BUYBACK PROGRAMME (15TH RESOLUTION) AND TO REDUCE CAPITAL BY CANCELLATION OF SHARES (16TH RESOLUTION)

We propose that, under the terms of resolution fifteen, you grant the Board of Directors for a period of eighteen months, all powers necessary, to purchase, on one or more occasions at times determined by it, up to 10% of the shares making up the Company's share capital, as applicable adjusted to take into account increases or reductions in the share capital that may be carried over the duration of the programme.
This authorisation would cancel the authorisation granted to the Board of Directors by the twentieth resolution of the ordinary general meeting of 24 May 2018.

These purchases may be made for the following purposes:
— Grant shares to employees or corporate officers of the company and French or foreign companies or groups of companies related thereto according to the procedures provided by law, and notably in connection with employee profit-sharing, stock ownership or company savings plans, stock option programs or the grant of bonus shares;
— hold shares for subsequent use as consideration for payment or exchange in connection with acquisitions subject to the limits provided for under paragraph 6 of article L.225-209 of the French commercial code;
— ensure the liquidity of the market of the company's share through one or more independent investment service providers within the framework of a liquidity agreement in compliance with market practice authorised under regulations, it being specified that the number of shares taken into account to calculate the aforementioned 10 % limit corresponds to shares purchased minus the number of shares sold over the duration of this authorisation;
— Reduce the capital of the Company in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting;
— Remit shares following the exercise of rights attached to securities giving immediate or future access to shares;
— Engage in any market practice subsequently recognised by regulations.

The shares may be acquired, sold or transferred, on one or more occasions, by any means and at any time, including during takeover bids, on or off-market, and notably over-the-counter and including through block trades or recourse to derivative financial instruments and the purchase of stock purchase options in compliance with applicable regulations.

We propose that you set the maximum purchase price at €40 (excluding execution fees) per share. On this basis, the maximum funds destined for this share repurchase programme would be €119,069,552 calculated on the basis of the share capital at 28 February 2019 with 215,399 treasury shares held on the same date.
In light of the objective of cancellation, we ask you to authorise the Board of Directors, for a period of 18 months, to cancel, at its sole initiative, on one or more occasions, within the limit of 10% of the share capital, calculated on the date of the cancellation decision, after deducting shares that may have been cancelled within the last 24

months, the shares that the Company holds or may hold following purchases carried out within the framework of its share buyback programme and reduce the share capital by the same amount in accordance with applicable laws and regulations (16th resolution).

The Board of Directors would accordingly have all powers required to take all necessary measures.

9. FINANCIAL AUTHORISATIONS

The Board of Directors wishes to possess all delegations of authority necessary to proceed, if it deems useful, with all issues that may be found necessary in connection with the development of the Company's activities, as well as all authorisations required for developing employee stock ownership incentive tools to support the company's growth.
For this reason, we ask you to renew the financial authorisation which is expiring, and renew in advance the authorisation to proceed with capital increases for cash consideration maintaining preferential subscription rights in light of uses of the authorisation in 2018. In the list of delegations of authority and authorisations in progress, you will find in the report on corporate governance included in the 2018 registration document, the table of delegations of authority and authorisation granted by the General Meeting to the Board of Directors and a summary of their use.
In addition, in light of the delegations of authority which may in the future generate a capital increase in cash, we accordingly ask you to vote on a delegation of authority to increase the capital for the benefit of participants in a company savings plan, as required by applicable regulations.

9.1 Delegation of authority to issue ordinary shares giving, as applicable, access to ordinary shares or the grant of debt securities, and/or securities giving access to ordinary shares to be issued maintaining shareholders' preferential subscription rights (17th resolution) and authorisation to increase the number of shares to be issued in this context (18th resolution)

The delegation of authority in effect was used in the amount of €23,986,228 by the issuance of 5,996,557 new ordinary shares. We accordingly ask you to renew this authorisation in advance, which would thus terminate, with immediate effect, for the unused portion, the authorisation granted by the extraordinary resolution twenty-two of the combined general meeting of 24 May 2018.
The purpose of this delegation of authority is to provide the Board of Directors with full latitude to proceed with at such times of its choosing over a period of 26 months, with the issuance of:
— ordinary shares,
— and/or ordinary shares granting entitlement to the allocation of other ordinary shares or debt securities,
— and/or securities giving access to ordinary shares to be issued,

We propose that you set the maximum aggregate nominal amount of ordinary shares that may be issued by virtue of this delegation of authority to €30,000,000 representing approximately 25% of the share capital. This ceiling may be increased, as necessary, by the nominal amount of capital increases necessary, as required by law and, if applicable, by contractual provisions providing for other forms of adjustments to preserve the rights of the holders of securities giving access to the capital of the Company.
This amount will be included in the ceiling provided under resolution twenty-eight of the combined general meeting of 24 May 2018.
We propose that you set the maximum nominal amount of debt securities that may be issued by virtue of this delegation of authority at €120,000,000 whereby it is specified that this amount shall include all debt instruments whose issuance is provided for under the twenty third and twenty fourth resolutions of the combined general meeting of 24 May 2018 while representing an amount independent and distinct from the amount of debt securities to be issued pursuant to a decision or authorisation by the Board of Directors in compliance with article L. 228-40 of the French commercial code.

Under this delegation of authority, shares shall be issued maintaining shareholders' preferential subscription rights.

If applications for New Shares on the basis of irrevocable entitlement, and as the case may be, for excess shares on a non-preferential basis (*à titre réductible*), should fail to account for the entire issue, the Board of Directors may have recourse to the following options:
— limit the issue to the amount of applications received, as applicable, within the limits provided for by regulation,
— freely allocate all or part of the securities not taken up,
— offer all or part of the securities not taken up to the public.

Warrants in respect to the Company shares may be issued both in connection with subscription offers but also by share grants to owners of existing shares, whereby it is specified that the Board of Directors shall have the authority to decide that fractional allotment rights will not be negotiable and that the corresponding securities will be sold.
Finally, for each issue of ordinary shares or securities giving access to the capital decided in application of this delegation of authority, the number of shares able to be issued may be increased in accordance with the provisions of articles L. 225-135-1 and R. 225-118 of the French commercial code and within the limits set by the general meeting (18th resolution).

9.2 Delegation of authority to increase the share capital in payment of contributions in kind of shares or marketable securities (19th resolution)

To facilitate acquisitions, we ask you to grant your Board of Directors a delegation of authority to increase the share capital by issuing ordinary shares or securities giving access to the share capital as consideration for in-kind contributions granted to the Company and consisting of equity securities or other securities giving access to the share capital.

The delegation of authority for this purpose which is expiring has not been used.

This delegation would be granted for a period of 26 months.

The total nominal amount of ordinary shares that may be issued by virtue of this delegation of authority may not exceed 10 % of the share capital, without taking into account the nominal amount of the capital increase required, in accordance with the law, and, as applicable, contractual provisions providing for other means for preserving the rights of holders of securities giving access to the Company's capital.

This delegation of authority would terminate with immediate effect, as applicable, for the unused portion, any prior delegation of authority having the same purpose.

10. DELEGATIONS OF AUTHORITY AND AUTHORISATIONS WITH RESPECT TO EMPLOYEE STOCK OWNERSHIP

10.1 Delegation of authority to increase the capital for the benefit of participants in a company savings plan (20th resolution)

We submit this resolution to your vote in order to comply with article L. 225-129-6 of the French commercial code, whose terms require the Extraordinary General Meeting to also vote on a resolution proposing a capital increase under the conditions provided for in article L. 3332-18 *et seq*. of the French labor code when it delegates its authority to proceed with capital increase by consideration in cash. Because the General Meeting is called to vote on an authorisation which could result in capital increases in cash, it is also required to vote on a delegation of authority for the benefit of participants in a company savings plan, whereby it is noted that placing this item on the meeting agenda for the benefit of said participants also serves to enable the Company to fulfil its obligation to submit a such a resolution every three years.

In connection with this delegation of authority, we ask that you authorise the Board of Directors to increase the share capital, at once or in instalments, by issuing ordinary shares in favour of participants in one or more company or group employee stock ownership plans established by the Company and/or French or foreign companies affiliated with it in accordance with the provisions of article L.225-180 of the French commercial code and article L.3344-1 of the French labour code.

In application of the provisions of article L.3332-21 of the French labour code, the Board of Directors may provide for grants without consideration to beneficiaries, of shares to be issued or already issued or other securities giving access to the Company's share capital to be issued or already issued, with respect to (i) contributions that may be paid in accordance with procedures for company or group stock ownership plans and/or (ii), as applicable, the share price discount.

As required by law, the General Meeting would cancel the shareholders' preferential subscription rights.

The maximum nominal amount of the rights issue that the Board of Directors may undertake may not increase the shareholding of said employees calculated in accordance with the provisions of article L.225-102 of the French commercial code (including shareholdings to date) to more than 3 % of the total share capital on the date the Board of Directors decides to implement this authorisation.

This delegation would be for a period of 26 months.

It is specified that in accordance with the provisions of article L. 3332-19 of the French labour code, the price of the shares to be issued may not be more than 20 % or 30 % below, when the lock-up period provided for under the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French labour code is greater than or equal to ten years, (or any other maximum percentage provided for by applicable legal provisions when the price is set), the average opening price for the twenty trading sessions preceding the date of the decision setting the opening date of the subscription nor greater than this average.

The Board of Directors would be vested with, within the limits set forth above, all powers necessary notably to set the terms and conditions of the issue, record the completion of the resulting capital increases, amend the Articles of Association in consequence, charge at its sole discretion the costs of the capital increase to the corresponding share premium and appropriate therefrom all amounts required to ensure that the legal reserve represents one tenth of the new share capital after each increase, and in general, take all actions required.

In light of the other employee profit-sharing measures implemented by the Company, the Board of Directors recommends that this resolution be rejected.

10.2 Authorisation to be given to grant restricted stock units from existing shares or shares to be issued to employees and/or selected officers of the Company or affiliated companies or an economic interest group, waiver by shareholders of their preferential subscription rights, term of the authorisation, maximum amount, length of the vesting period, notably in the case of disability, and, as applicable, the holding period (21st resolution)

For the purpose of maintaining a policy of employee stock ownership incentives, we ask that you renew the authorisation to award restricted stock units to employees of the Company and affiliated companies and/or selected company officers. This authorisation would be granted for a period of 38 months and would terminate with immediate effect for the unused portion the authorisation granted by the Combined General Meeting of 24 May 2018 under extraordinary resolution thirty.

In consequence, within the framework of article L. 225-197-1 of the French commercial code, we propose that you authorise the Board of Directors to proceed with grants of new shares originating from a capital increase through the capitalisation of reserves, profits or issue premiums or of existing shares.

The beneficiaries of these grants may be :
— employees of the Company or companies or economic interest groups directly or indirectly related to it within the meaning of article L.225-197-2 of the French commercial code or selected categories thereof;
— the corporate officers fulfilling the conditions of article L. 225-197-1 of the French commercial code.

The total number of shares that may be freely granted shall not exceed 200,000.
Shares granted to beneficiaries would be fully vested, subject to compliance with the conditions and criteria that may have been set by the Board of Directors, after a vesting period to be set by the Board which may not be less than one year.
The beneficiaries must, as applicable, hold their shares for a period set by the Board of Directors, that is at least equal to the vesting period and, as applicable, the holding period, combined which may not be less than two years.
decide that, by way of exception to the above, shares granted will be fully vested before the end of this Vesting Period in the cases of disability of the beneficiary falling under the second and third categories provided for in article L. 341-4 of the French social security code (*code de la sécurité sociale*).

This authorisation constitutes waiver by operation of law of your preferential subscription right to the new shares issued through the capitalisation of reserves, additional paid-in capital and earnings.

In consequence, the Board of Directors would possess, within the limits set above, all powers for setting the terms and conditions and, as applicable, the criteria for share grants; decide to proceed with the capital increase(s) by the capitalisation of reserves, additional paid-in capital or earnings corresponding to the issue of new shares thus granted; acquire shares required for the purpose of the grants; determine the impacts on the rights of beneficiaries of transactions modifying the capital or which might affect the value of the shares to be granted and carried out during the vesting periods; and generally, in accordance with the laws in force, take all steps necessary to implement this authorisation.

05
FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/2018	31/12/2017
Goodwill	5.1	519,642	484,942
Other intangible assets	5.1	49,841	52,350
Land and buildings	5.2	287,029	284,448
Other tangible fixed assets	5.2	38,693	41,211
Capitalised rental equipment	5.2	112,277	102,853
Financial assets	5.3	64,335	64,113
Equity-accounted investments	5.4	164	284
Deferred tax assets	5.8	23,993	23,881
NON-CURRENT ASSETS		**1,095,974**	**1,054,082**
Inventories & work in progress	5.5	39,290	35,626
Trade receivables	5.6	190,433	195,715
Other receivables	5.7	165,571	164,254
Cash and cash equivalents	5.9	272,144	206,319
CURRENT ASSETS		**667,438**	**601,914**
TOTAL		**1,763,412**	**1,655,995**

BALANCE SHEET – EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/2018	31/12/2017
Share capital	5.10	119,931	93,611
Reserves and additional paid in capital	5.10	432,687	328,384
Translation adjustments	5.10	(112,928)	(80,430)
Net income		42,237	35,097
Shareholders' equity attributable to the Group		**481,928**	**376,662**
Non-controlling interests		60,099	53,342
TOTAL SHAREHOLDERS' EQUITY		**542,027**	**430,004**
Provisions for retirement severance payments	5.11	11,521	12,179
Deferred tax liabilities	5.8	10,853	10,287
Borrowings	5.13	421,492	525,662
NON-CURRENT LIABILITIES		**443,866**	**548,128**
Current provisions for contingencies and expenses	5.12	19,289	17,455
Current financial debt	5.13	208,622	114,034
Current bank facilities and overdrafts	5.9	11,180	11,380
Advances and instalments		31,156	43,729
Trade payables		211,151	207,287
Tax and employee-related liabilities		106,232	110,689
Other liabilities	5.14	189,888	173,289
CURRENT LIABILITIES		**777,519**	**677,864**
TOTAL		**1,763,412**	**1,655,995**

INCOME STATEMENT

(€ thousands)	Notes	31/12/2018	31/12/2017
Revenue	4	**1,040,488**	**953,840**
Purchases consumed	6.1	(55,615)	(54,756)
External charges	6.1	(566,650)	(514,744)
Taxes and similar payments (other than on income)		(16,951)	(15,810)
Personnel expenses and employee profit sharing	6.5	(250,790)	(233,400)
Allowances for depreciation and reserves	6.2	(53,015)	(50,241)
Other current operating income	6.3	4,843	4,131
Other current operating expenses	6.3	(4,956)	(4,003)
Operating expenses		**(943,135)**	**(868,822)**
CURRENT OPERATING INCOME	4	**97,353**	**85,018**
Other operating income and expenses	6.4	(9,155)	(575)
OPERATING PROFIT		**88,198**	**84,442**
Net interest expense	6.6	(15,540)	(18,347)
Other financial income and expenses	6.6	1,792	1,400
NET FINANCIAL EXPENSE	6.6	**(13,748)**	**(16,947)**
EARNINGS BEFORE TAX		**74,450**	**67,495**
Income tax	6.7	(21,797)	(21,457)
NET INCOME OF CONSOLIDATED COMPANIES		**52,653**	**46,038**
Share in income of equity affiliates	5.4	(92)	(299)
NET INCOME		**52,561**	**45,739**
Attributable to non-controlling interests		10,324	10,642
NET INCOME		**42,237**	**35,097**
Average number of shares		24,950,013	23,402,711
NET EARNINGS PER SHARE (IN EUROS)		**1.69**	**1.50**

STATEMENT OF COMPREHENSIVE INCOME

(€ thousands)	31/12/2018	31/12/2017
NET INCOME	**52,561**	**45,739**
Hedging instruments	245	1,795
Other comprehensive income that may be recycled subsequently to profit and loss	**245**	**1,795**
Actuarial gains and losses	22	19
Gains and losses from the translation of financial statements of foreign operations	(32,596)	(44,049)
Other comprehensive income that may not be recycled subsequently to profit and loss	**(32,574)**	**(44,030)**
TOTAL COMPREHENSIVE INCOME	**20,232**	**3,504**
Total comprehensive income attributable to non-controlling interests	10,225	9,832
Comprehensive income attributable to equity holders of the parent	10,006	(6,328)

CONSOLIDATED CASH FLOW STATEMENT

(€ thousands)	31/12/2018	31/12/2017
Cash and cash equivalents at the beginning of the year	**194,938**	**173,070**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**42,237**	**35,097**
Amortisation, depreciation and provisions	53,018	43,434
Other non-cash income and expenses	(8,491)	(5,232)
Gains and losses on disposals of fixed assets	3,751	1,851
Non-controlling interests in consolidated subsidiaries' net income	10,324	10,642
Share in income of equity affiliates	92	299
Cash flow	**100,932**	**86,092**
Cost of net financial debt	15,540	18,347
Tax expense (including deferred taxes)	21,797	21,457
Cash flow before net interest expense and tax	**138,269**	**125,896**
Income tax payments	(12,162)	(27,831)
Change in working capital requirements	(25,938)	(13,745)
Net cash provided by operating activities (A)	**100,169**	**84,320**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible fixed assets	(5,017)	(11,297)
Acquisition of tangible assets and capitalised rental equipment	(71,763)	(63,917)
Disposals of tangible and intangible assets	1,912	615
Acquisitions of financial assets	(1,188)	(1,784)
Disposal of investments and other non-current assets	539	6,908
Net cash flows from the acquisition and disposal of subsidiaries	(30,739)	(28,737)
Net cash used in investing activities (B)	**(106,257)**	**(98,212)**
NET CASH FROM FINANCING ACTIVITIES		
Capital increase	118,908	
Dividends paid to shareholders of the parent	(15,126)	(15,097)
Dividends paid to non-controlling shareholders of consolidated companies	(4,572)	(5,337)
Other changes in equity	2,157	1,167
Change in borrowings	(6,681)	75,975
Cost of net financial debt	(15,540)	(18,347)
Net cash provided by financing activities (C)	**79,146**	**38,360**
Effect of exchange rate fluctuations on cash (D)	**(7,033)**	**(2,600)**
Net change in cash & cash equivalents (A + B + C + D)	**66,025**	**21,868**
Cash and cash equivalents at year-end	**260,963**	**194,938**

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(€ thousands)	Number of shares (thousands)	Group share					Non-controlling interests	Total
		Share capital	Additional paid-in capital	Reserves	Compre-hensive income	Total Group		
Equity at 31/12/2016	**23,403**	**93,611**	**180,860**	**61,177**	**61,451**	**397,099**	**47,630**	**444,729**
Capital increase						0		0
Comprehensive income appropriation for N-1				61,451	(61,451)	0		0
Distribution of dividends				(15,097)		(15,097)	(5,337)	(20,435)
Cancellation of treasury shares				514		514		514
Stock option expenses				(2,517)		(2,517)		(2,517)
Change in ownership interests in subsidiaries				3,132		3,132	1,218	4,350
Other changes				(142)		(142)	(0)	(142)
Comprehensive income					**(6,328)**	**(6,328)**	**9,832**	**3,504**
Equity at 31/12/2017	**23,403**	**93,611**	**180,860**	**108,519**	**(6,328)**	**376,662**	**53,342**	**430,004**
Capital increase	6,580	26,320	92,588			118,908		118,908
Comprehensive income appropriation for N-1				(6,328)	6,328	0		0
Distribution of dividends				(15,151)		(15,151)	(4,577)	(19,728)
Cancellation of treasury shares				1,277		1,277		1,277
Stock option expenses				(1,192)		(1,192)		(1,192)
Change in ownership interests in subsidiaries				(2,704)		(2,704)	1,292	(1,411)
Other changes				(5,878)		(5,878)	(183)	(6,062)
Comprehensive income					**10,006**	**10,006**	**10,225**	**20,232**
Equity at 31/12/2018	**29,983**	**119,931**	**273,447**	**78,543**	**10,006**	**481,928**	**60,099**	**542,027**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2018

ACCOUNTING POLICIES AND METHODS

NOTE 4 SEGMENT REPORTING

BALANCE SHEET INFORMATION

INCOME STATEMENT INFORMATION

OTHER INFORMATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2018

The information given below is expressed in thousands of euros, unless stated otherwise.
These notes are an integral part of the consolidated financial statements for the year ended 31 December 2018. On 12 March 2019 the Board of Directors of GL events SA approved these financial statements and authorised their publication.
GL events (59 Quai Rambaud – 69002 Lyon) is a joint stock company (*Société Anonyme*) governed by French law and incorporated in France under number 351 571 351 571 757 (RCS Lyon). As such it is subject to all laws and regulations governing commercial companies in France and in particular the provisions of the French Commercial Code (*Code de commerce*).

NOTE 1 SIGNIFICANT EVENTS

In the year of the 40th anniversary of its existence, the Group continued to develop its operations and strengthen its presence in France and international markets. Group revenue in the period rose to €1,041,000 million, up 9% from 2017.

A number of acquisitions were completed, notably for the Exhibitions business:

- Acquisition of Even Pro, a professional exhibition organiser operating in the industrial sector,
- Acquisition of a controlling interest in FISA, Chile's leading Professional Exhibition Organiser

The Exhibitions division also successfully launched two trade shows: Global Industrie in Paris and SIRHA Green in Lyon.

The Venues division continued to strengthen its network by adding new contracts. In France the cities of Reims (ultimately with 3 sites) and Caen (2 sites) selected GL events Group to manage and operate sites for terms 25 years and 4 years respectively. These contracts enter into force as from 1 January 2019.
In international markets, the Group was awarded and eight-year management contract for the E2 Dubai South Event & Exhibition Center. In Japan, in partnership with Maeda Group, GL events was awarded a 15-year concession agreement for the management of the new Aichi International Exhibition Centre.

The Group also renewed management concessions for the Lyon Convention Centre (20 years) and the Roanne Scarabée multi-purpose hall (10 years). Finally, the Group has expanded the scope of its offering in the city of Saint-Etienne. The Convention Centre and the La Verrière-Fauriel event space were once again awarded to GL events. In addition, the Group was awarded the management of the Exhibition Centre and La Cité du Design reception facilities These 4 sites will be operated for a period of 30 years.

The Live division's teams delivered services for mega event contracts representing revenue of more than €70 million: the World Cup football tournament, Commonwealth Games, European Games, Ryder Cup and Asian Games.

In connection with this last contract, GL events Middle East was selected as the general contractor for the 18th Asian Games to provide overlay delivery for tents, barriers, containers, power, heating, ventilation and air conditioning, scaffolding, grandstands, media desks, interior fit-outs, and branding (look & feel, the event signature).

To accelerate its development, particularly in Asia, the Group carried out a capital increase with preferential subscription rights in the amount of €107 million; Also with this objective, the Group finalised its first acquisition in China by acquiring a majority stake in ZZX, a provider of event engineering services and solutions for exhibition organisers, exhibitors and venue managers.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF CONSOLIDATION

2.1 BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

The consolidated financial statements for the year ended 31 December 2018 have been prepared on the basis of international accounting standards and interpretations (IAS/IFRS) adopted by the European Union and effective as from 31 December 2017. These standards and interpretations are consistently applied over the periods presented.

The Group has adopted the following, standards, amendments and interpretations which entered into force on 1 January 2018. Their application date coincides with that of the IASB:

- IFRS 15 - Revenue from contracts with customers,
- IFRS 9 – Financial instruments,
- IFRS annual improvements – 2014-2016 cycle;
- Amendments to IAS 28 – Investments in associates and joint ventures

They did not have a material impact on the Group's results and financial position.
The Group has not opted for applying in advance standards and interpretations in issue whose application is not yet mandatory for periods beginning on or after 1 January 2018.
Application of IFRS 15 did not materially impact revenue recognition for the period. Specifically, as previously indicated, the Exhibitions and Venues businesses were not impacted. Concerning the Live division, there was no impact due to the absence of mega events in progress at 31 December 2017 and 2018.

Application of IFRS 9 (financial instruments), based on the simplified retrospective method, resulted in the recognition by the Group of a provision for trade payables not yet due having maturities exceeding one year in the amount of €4.2 million (net of tax) at the period's opening. Its impact for the period ended 31 December 2018 amounted to €1.3 million (net of tax)

Application of IFRS 16 "Leases", applicable for periods beginning on or after 1 January 2019, will have a significant impact on the presentation of the financial statements given the number of operating leases maintained by the Group (warehouses, offices, transport vehicles, etc.). The first assumptions indicate an impact on the consolidated balance sheet of between €300 million and €350 million. Based on this assumption, this will have a negative impact on net income of between €1.5 million and €2.2 million. This amount was determined in reference to existing contracts and in consequence could give rise to adjustments. For information, this standard will not have an impact on the calculation of the financial covenants. It is thus specified in the loan agreements that the calculation must be based on these standards in force when the agreements were signed.

2.2 BASIS OF MEASUREMENT

Financial statements are prepared on the basis of the historical cost principle except for short-term investment securities and financial instruments that are measured at fair value. Financial liabilities are recognised on the basis of the amortised cost method. Carrying values of hedged instruments and their underlying assets and liabilities are recognised at fair value.

2.3 ESTIMATES AND ASSUMPTIONS

In preparing financial statements, use is made of estimates and assumptions that affect the amounts of assets and liabilities recorded in the consolidated balance sheet, expenses and income items of the income statement and commitments concerning the period under review. Actual subsequent results may in consequence differ. These estimates and assumptions are regularly updated and analysed on the basis of historical and forecast data.
These assumptions concern primarily the measurement of the recoverable value of assets (notes 2.5.1 & 2.5.5), the recognition deferred taxes from losses as assets (note 2.5.12), the measurement of retirement severance benefits (note 2.5.16) and provisions for contingencies and expenses (note 2.5.15).

Such hypotheses, estimates or other forms of judgement undertaken on the basis of the information available, or situations prevailing on the date the accounts are established, may subsequently prove different from actual events.

2.4 BASIS OF CONSOLIDATION

2.4.1 Consolidation principles

— Subsidiaries

Subsidiaries are entities over which the Group exercises exclusive control. Such entities are fully consolidated.
The Group exercises control over an entity when the following conditions are met:
- the Group holds power over the entity (ability to direct the relevant activities, i.e. those activities that significantly affect the investee's returns), through voting rights or other rights; and
- the Group has exposure or rights to variable returns from its involvement with the entity; and
- the Group has the ability to use its power over the entity to affect the amount of the Group’s returns.

Existence of power
The scope of voting rights taken into account to determine the nature of control exercised by the Group over the entity and the applicable consolidation methods factors in the existence and the effect of potential voting rights when such rights are exercisable on the date when control is being assessed or later when decisions concerning directing the relevant activities must be taken. Potential voting rights are instruments such as call options on ordinary shares outstanding on the market.
When voting rights are not applicable for determining the existence or absence of the Group's control of an entity, the determination of control must take into account all facts and circumstances, including the existence of one or more contractual arrangements.
Power over an investee exists only if the investor has substantive rights that give it the current ability to direct relevant activities without barriers or restrictions. Certain rights are destined to protect the interests of the party holding those rights (protective rights) without giving up the power over the entity to which those rights relate. Where several investors each possess actual rights giving them the ability to unilaterally direct the different relevant activities, it is the investor possessing the actual ability to direct the activities most affecting the returns of the entities, that holds the power.

Exposure to variable returns
Control exists only if the Group is significantly exposed to the variability of variable returns generated by its investment or its involvement in the entity. These variable returns which involve all kinds of exposures (dividends, assistance, fees, the provision of services, etc.) can be only positive, only negative or both positive and negative.

Link between power and returns
Power over the relevant activities does not give control to the Group if this power does not allow it to affect its returns from its involvements with the entity.

— **Joint arrangements**

Through a joint arrangement (either a joint operation or a joint venture) the Group exercises a joint control over an entity if decisions about the direction of its relevant activities require the unanimous consent of the parties that collectively control the entity. Assessing a joint control requires an analysis of rights and obligations of all the parties. In the case of a joint business operation or common legal structure (joint operation), the parties to the arrangement exercising joint control have rights to the assets and obligations for the liabilities. The Group then distinctively recognises in its consolidated financial statements its share in the assets and in the liabilities and its share in the related revenue and expense. In the case of a joint venture, the parties have rights to the net assets of the entity. This joint venture is accounted for using the equity method.

— **Associates**

Associates are companies over which the Group exercises significant influence and are accounted for using the equity method in the Group's consolidated financial statements. Significant influence is the power to participate in the financial and operating policies of an entity without exercising control. In particular, significant influence can result from being represented on the Board of Directors or Supervisory Board, from the involvement in strategic decisions, from the existence of significant inter-company transactions, from the exchange of management staff, or from the company's technical dependency. The Group is assumed to exercise significant influence over the financial and operating policies of an entity when it directly or indirectly holds at least 20% of the voting rights in this entity. Under the equity method, on initial recognition the investment in an associate is recognised at cost and after the date of acquisition the carrying amount is increased or decreased to recognise the changes of the investor's share in the net asset value of the investee. Net profit or loss of the investor includes its share of the net profit or loss of the investee. Other comprehensive income of the investor includes its share of other comprehensive income of the investee.

The list of companies consolidated by the Group is presented in note 3.

2.4.2 Translation of financial statements of foreign subsidiaries

The financial statements of foreign subsidiaries have been translated using the following methods:

- Share capital and reserves are translated at historical rates;
- The balance sheet (not including share capital and reserves) is translated at year-end rates;
- The income statement is converted at average rates.

Translation differences resulting from the application of historic rates and average rates compared to year-end rates are allocated to the consolidated reserves (before non-controlling interests).
Foreign exchange gains and losses arising from the translation or elimination of inter-company transactions or receivables and payables denominated in currencies other than the entity's functional currency are recorded in the income statement unless they relate to long-term inter-company financing transactions which can be considered as transactions relating to equity. In the latter case, these amounts are recorded in equity under "Translation adjustments".

2.4.3 Elimination of intercompany transactions and balances

All reciprocal balance sheet accounts between Group companies and all other transactions between Group companies (purchases and sales, dividends, etc.) as well as accrued expenses on equity interests and loans to associates are eliminated.

2.4.4 Transactions with non-controlling interests

Disposals of interests that do not result in a loss of control are accounted for as equity transactions (i.e. as transactions with other shareholders acting in that capacity). The carrying value of Group controlling interests and non-controlling interests must be adjusted in consequence. Any disposal resulting in a loss of exclusive control, joint control, significant influence or dilution will result in a disposal gain or loss.

Within the framework of the acquisition of interests that do not result in a change in control, the impacts are recognised through equity, without generating additional goodwill.
When an acquisition of additional securities previously classified as held for sale results in a first-time consolidation, regardless of the method (full consolidation or equity method), the securities previously held are remeasured with an accounting entry recorded in the income statement.

2.5 ACCOUNTING POLICIES

2.5.1 Business combinations and goodwill

The Group recognises acquisition-date fair value of identifiable contingent assets and liabilities of the acquiree.

The acquisition price is the consideration paid in the context of an acquisition, or an estimate of this price in the case of a non-cash transaction, excluding acquisition-related costs for a company or group of companies which are expensed in the period.

When the agreement provides for contingent consideration (earnout), the Group includes the cost of the combination on the acquisition date if its payment is probable and can be reliably measured.

Goodwill is calculated as the excess of the cost of shares over the Group's equity in the fair value of the net assets of the Company at the acquisition date.

Goodwill from the acquisition of a subsidiary is recognised under the line item for "Goodwill". Goodwill from the acquisition of an associate is recognised under "Equity-accounted investments". Negative goodwill is recognised directly in the income statement.
The Group has a period of 12 months from the acquisition date to finalise the recognition of the business combination in question. Any modification in the purchase price

occurring outside its allocation period, shall be recognised by an accounting entry under income without an adjustment to acquisition cost or goodwill.
In accordance with IAS 36, at each closing date and when there is evidence of impairment, goodwill impairment tests are conducted at the level of cash generating units as described below in note 2.5.5.

2.5.2 Other intangible assets

Research and development expenditures as well as pre-opening and start-up costs not meeting the criteria of intangible assets under IAS 38 and, as such qualifying for capitalisation, are expensed.

Intangible fixed assets are amortised over their useful life spans as follows: The depreciation periods are as follows:

	Depreciation period
Concessions	10 to 50 years
Software	3 years

2.5.3 Property, plant and equipment

In accordance with IAS 16 – *Property, plant and equipment* tangible assets are recognised at historical cost less accumulated depreciation and impairment.

Tangible assets are depreciated on a straight-line basis, according to a component approach on the basis of normal useful lives that are as follows:

	Depreciation period
Office buildings	10 to 50 years
Industrial buildings	10 to 50 years
Fixtures and fittings	10 years
Industrial equipment and tools	2 to 7 years
Transport equipment	3 to 5 years
Office furniture and equipment	2 to 10 years

2.5.4 Rental equipment (assets and inventory)

Capitalised rental equipment is recorded at the purchase price less accumulated depreciation expenses and impairment in accordance with IAS 16 – *Property, plant and equipment*.

To record impairment from wear and tear caused by the successive rental of this capitalised equipment, the specific depreciation periods, based on their useful lives, are as follows:

	Depreciation periods
Flooring	7 to 10 years
Furniture	4 years
Structures and big tops	5 to 15 years
Grandstands and bleachers	5 to 10 years
Other rental equipment	2 to 7 years

2.5.5 Impairment of assets

— **Impairment rule**

The recoverable amount of an asset is defined as the higher of its fair value less costs to sell and its value in use.

The recoverable value of tangible and intangible assets is tested for impairment when events or changes in the market, environment or internal factors indicate a risk of an other-than-temporary impairment . Finite life assets (a category limited to goodwill) are tested for impairment at least once a year at the end of the reporting period.

An impairment is recognised when the recoverable value of the asset or group of assets tested is lower than its carrying value.
The impairment is recognised in "Other operating income and expenses".

Goodwill impairment charges are irreversible. Impairment charges relating to other tangible and intangible assets are reversible in the event of favourable changes in the asset's recoverable value.

— **Definition of Cash Generating Units (CGU)**

The CGUs consist of operating companies. For the purpose of impairment tests, goodwill is allocated at the level of groups of CGUs defined as homogeneous groups of assets generating cash inflows and outflows from continuing use largely distinct from cash inflows from other CGUs.

These CGUs are classified on this basis according to the Group's three business divisions: Live, Exhibitions, Venues This approach is consistent with the Group's internal organisation, strategic priorities and monitoring of performance.

— **Method for determining recoverable value**

Recoverable value of CGU groups (goodwill, tangible and intangible assets, WCR) defined above represents the sum of value in use of CGUs forming the CGU group, determined from future operating cash flows of operating companies according to medium-term five-year plans, and taking into account the terminal value based on normative cash flows generated by the assets in question projected to infinity. The discount rate used is determined according to the weighted average cost of capital (WACC) method, representing a rate (distinct for each CGU) applied to cash flow after taxes. This rate represents the rate of return to be expected by an investor, including the risk premium, specific to the business in question.
For CGUs operated within the context of concession or lease agreements (the Group's venue management business), the Group manages these contracts from a going concern perspective (both at the level of the site's management and also maintenance/investments for the purpose of maintaining or increasing its activity).

For that reason, the Group measures recoverable value for the groups of CGUs from the perspective of the concession's continuing operation, in light of the extensions already granted in the past. The day-to-day management and investment policy for that reason are focused on maintaining or increasing the attractiveness of the venues in question.

2.5.6 Leases

Real estate acquired through a capital lease is recorded as a fixed asset at the value on the date of entry into the scope. Other tangible assets acquired through finance leases with an initial value of more than €75,000 are recorded either as fixed assets or as rental equipment for the value of the assets on the date the contract is concluded. These assets are amortised or depreciated according to the methods described above. The value of the capital component of the debt remaining due is recorded under borrowings. The lease charges recorded for the financial year are then restated.

2.5.7 Service concession agreements

The IFRIC has published its interpretation on the treatment of service concession arrangements (IFRIC 12) whose application is mandatory effective 1 January 2010.

Notwithstanding the legal context governing relations between local administrations and GL events, long-term public-to-private service arrangements (*contrats de délégations*) and concessions concluded by GL events do not fall under the scope of IFRIC 12, as the conditions relating to the definition of the services provided, the setting of prices and the exercise of control over infrastructures at the end of the term are not met for the following reasons:

— In respect to services, the grantors provide GL events Group full leeway to guarantee equal access to the infrastructure without discrimination and for the largest possible use of the installations covered under the arrangement;
— In respect to prices, the grantors approve the rates proposed by the grantee determined in relation to the market on an arm's length basis;
— In respect to control, the installations remain under the control of the delegating authority entrusting us with their management, with no right to the infrastructure being transferred in consequence to the delegatee. However, all maintenance work and upgrades carried out during the management concession period systematically revert to the grantor at the end of the agreement's term, with or without consideration according to the specific terms of each agreement.

2.5.8 Financial assets

Recognition

Financial instruments consist of securities of non-consolidated companies, shares of listed companies, loans and long-term financial receivables.

These financial assets are analysed and classified into the following four categories:

— Financial assets held for trading (securities purchased and held primarily for sale in the short-term);
— Held-to-maturity investments (securities giving rights to fixed or determinable payments and at a fixed maturity that the enterprise has the ability and intent to hold to maturity),
— Loans and receivables,
— And available-for-sale financial assets (all financial assets not included in one of the three preceding categories).

The classification depends on the reasons for acquiring the financial assets. The classification is determined at the time of initial recognition.

Securities held for trading are recognised at fair value and unrealised gains and losses on remeasurement are recognised in profit or loss.

Financial assets classified as held-to-maturity are measured at amortised cost according to the effective interest rate method.

Loans and receivables are measured at amortised cost according to the effective interest rate method. A provision for impairment may be recorded when there exists an objective indication of loss in value.

Available-for-sale securities are recognised at fair value (based on the stock market price when available). Unrealised gains and losses, corresponding to temporary changes in the value of these assets, are recognised under equity. When the securities are sold or written down, the unrealised losses and gains previously recorded under equity are then recognised under profit or loss.

Participating interests in non-consolidated companies are classified as available-for-sale securities. When they represent non-consolidated minority investments in listed companies (available-for-sale securities), they are measured at the fair value according to the closing price of year-end. Securities whose fair value cannot be reliably estimated are measured at historical cost.

Impairment

At the end of each period, the Group seeks to determine if there exists any objective indication of impairment of a financial asset or group of financial assets. For securities classified as available-for-sale, a significant (+20%) or prolonged (more than 6 months) decline in the fair value below the purchase price is considered to constitute an indication of impairment. When such an indication exists for available-for-sale financial assets, the accumulated loss (corresponding to the difference between the purchase price and the present fair value, less any impairment charges previously recorded in the income statement for this financial asset) is eliminated from equity and recognised under income.

When a loss in value is thus determined, an impairment loss is recorded in consequence. Impairment losses recognised in the income statement for available-for-sale assets may only be written back to income when the securities are sold.

2.5.9 Consumables, goods for resale and work-in-progress

These items are recorded on a distinct line under current assets. In addition, a provision for depreciation is recorded when the products are considered obsolete or fail to meet the Group's quality standards.

Work-in-progress and finished products are recognised at production cost that may include the cost of raw materials, direct labour and factory overheads. Financial expenses are not included in the calculation of production costs.

Inventory is comprised of items destined for installations and fixtures for temporary stands (aluminium structures) as well as flooring material (deck equipment).

2.5.10 Trade receivables and payables

Trade receivables and payables are recorded at face value. Balances denominated in foreign currencies and not hedged by forward instruments are translated at the year-end exchange rate. Accounts receivable are analysed on a case-by-case basis and a provision for doubtful debts is made to cover potential collection risks.

2.5.11 Cash and cash equivalents

Cash equivalents consist of short-term highly liquid investments that are readily convertible to cash at known amounts and subject to insignificant risk of changes in value. These investments are recognised at fair value and unrealised or realised gains and losses are recorded under net financial expense. Fair value is determined on the basis of the closing market price at year-end.

2.5.12 Taxes

The tax expense comprises current tax payable by consolidated companies and deferred tax resulting from temporary differences.
Current taxes are calculated according to tax rates applicable in each country.
Deferred tax is recognised in respect of temporary differences arising between the value of assets and liabilities for purposes of consolidation and the value resulting from the application of tax regulations.
Deferred tax is measured on the basis of the income tax rates enacted at the balance sheet date; the effect of changes in rates is recognised during the periods in which changes are enacted.
Future tax savings from tax losses carried forward are recorded as deferred tax assets when they can be applied to future taxable profits.
In addition, the specific lengths for deferred taxation and the ceilings on the use of tax losses applying in each country are taken into account. The possibilities for using deferred tax assets** are determined according to available forecasts made by management.
Deferred tax assets are not discounted.

2.5.13 Treasury shares

Shares held in treasury are deducted from shareholders' equity regardless of the reason for their purchase and retention and the corresponding result is eliminated in the consolidated income statement.

2.5.14 Investment grants

Investment grants are deducted from the assets in question, with the portion of the grant recorded under income as subtracted from the corresponding amortisation expense.

2.5.15 Provisions for contingencies and expenses

A provision is recorded when an obligation exists towards a third-party resulting in the probability of an outflow for the Group of economic resources able to be measured reliably.

Provisions for contingencies and expenses maturing within less than one year are recorded under current liabilities.

2.5.16 Provisions for retirement severance payments

Liabilities for retirement severance benefits are recognised in the consolidated financial statements under non-current provisions. These liabilities are calculated according to the projected unit credit method and take into account the related social charges.

This method takes into account factors that include projected trends for wage increases, employee turnover, mortality rates and a discount rate.

2.5.17 Share-based payments

IFRS 2 on share-based payment covers transactions with personnel or third parties that receive shares or right to shares as consideration. Within the Group, its application concerns awards of stock purchase options and restricted stock granted to employees.

Under this standard, these plans are measured on the grant date and recognised under employee personnel expenses with a reverse entry under reserves, recorded on a straight-line basis over the period rights are vested by beneficiaries, in general between two and three years. For the measurement of these stock purchase option plans, the Group uses the Black and Scholes method generally applied by the market.

2.5.18 Financial liabilities

Financial liabilities consist primarily of current and non-current borrowings and debt with credit institutions. These liabilities are initially recorded at amortised cost based on the effective interest rate. Directly attributable transaction costs are taken into account when applicable.

2.5.19 Hedging derivatives

The Group uses derivative financial instruments (interest rate swaps) to hedge risks associated with interest rate fluctuations.

For each of these cash flow hedges the hedged financial liability is recognised in the balance sheet at amortised cost. Changes in the value of the instrument are recognised under equity. As the financial expenses and income for the hedged item impact the income statement for a given period, the financial expenses or income registered in equity for the derivative financial instruments for the same period is transferred to profit or loss.

When a financial instrument does not meet the criteria for hedge accounting, gains or losses in fair value are recognised in the income statement.

2.5.20 Purchase commitments given to non-controlling shareholders

In compliance with IAS 32, put options granted by GL events Group to minority shareholders of fully consolidated subsidiaries are recorded as debt at fair value or the probable price for buying out the non-controlling interests. Commitments to buy out minority interests are accounted for through equity when the acquisition of these interests does not result in a change in control.
Changes in liabilities with respect to commitments to buy out minority interests are recognised by an offsetting credit to equity.
This liability has not been revalued because it represents a non-significant amount.

2.5.21 Revenue recognition

GL events Live
Revenue is recognised according to the following methods:

- Revenues originating from the provision of overlay services for short-term events with a proven redundancy are recognised in full at the start of the event.
- Revenue originating from leases with no defined term and long-term lease agreements are recognised on a monthly basis.
- Revenue originating from the sale of capitalised rental equipment is recognised when the assets are actually delivered to the lessee. The net carrying value of goods sold is classified under operating expenses.
- Revenue originating from contracts for mega events is recognised according to the percentage-of-completion method as costs are incurred. Such contracts require significant preparations prior to the production phase (design, logistics, allocation of assets) carried out upstream of the events. If losses on completion are identified, a provision is recorded accordingly.

GL events Exhibitions
Revenues from trade shows, exhibitions and events organised by the Group are recognised in full as soon as they open to the public.

GL events Venues
Revenue is recognised on the first day the event is open to the public.

2.5.22 Accounting treatment of the French tax on businesses (CVAE)

The levies included in this tax, namely contributions assessed on business property (*contribution foncière des entreprises* or CFE) and added value (*cotisation sur la valeur ajoutée des entreprises* or CVAE) are recognised under operating expenses according to the same accounting treatment as with the previous local business tax.

2.5.23 Accounting of the CICE tax credit

The CICE (*Crédit d'Impôt pour la Compétitivité et l'Emploi*) is classified under staff costs.

2.5.24 Basic earnings per share

Basic earnings per share is calculated based on the weighted average number of ordinary shares outstanding during the period,

after deducting treasury shares.
For the last three years, the number of shares was as follows:

- 2016 = 22,694,383
- 2017 = 23,100,685
- 2018 = 24,950,013

2.5.25 Diluted earnings per share

Diluted earnings per share are calculated in reference to the weighted average number of ordinary shares before dilution, plus the weighted average number of shares that would result from the exercise of all existing stock options and all other dilutive instruments.

For the last three years, the average number of diluted shares was as follows:

- 2016 = 23,480,611
- 2017 = 23,471,161
- 2018 = 25,173,930

2.5.26 Consolidated cash flows

The consolidated cash flow statement has been presented in compliance with IAS 1 and includes notably the following rules:

- Gains and losses on disposal of fixed assets are net of tax;
- Depreciation of current assets are presented under changes in cash flows in connection with current assets;
- Net cash flows from the acquisition and disposal of subsidiaries correspond to the purchase price less the outstanding amount not yet paid and net available cash and cash equivalents (or increased by current borrowings) on the acquisition date. The same approach is applied for disposals;
- Net cash and cash equivalents at the beginning of the year and at year-end correspond to net cash (cash at bank and in hand, marketable securities) minus current borrowings (short-term bank loans and overdrafts, Dailly law receivables less bills of exchange discounted before maturity). These items do not include current account balances with non-consolidated companies.

NOTE 3
CONSOLIDATED COMPANIES

The following companies were consolidated for the first time or deconsolidated in 2018:

Subsidiaries	Business:	Country	Date of consolidation or deconsolidation
Aichi International Convention & Exhibition Center	Venues	Japan	Fully consolidated as of 1 January 2018
GL events Yuexiu Guangzhou Developpment	Venues	China	Fully consolidated as of 1 January 2018
Even Pro	Exhibitions	France	Fully consolidated as from 1 March 2018
Fisa	Exhibitions	Chile	Fully consolidated as of 1 April 2018
Continental Expo	Exhibitions	France	Merged with GL events Exhibitions on 30 April 2018
DBR Events	Exhibitions	France	Merged with GL events Exhibitions on 30 June 2018
Imagine Labs	Live	China	Fully consolidated as of 1 June 2018
Centre de Congrès de Lyon New Co	Venues	France	Fully consolidated on 1 July 2018
FSO	Live	France	Fully consolidated as of 1 September 2018
Modul France	Live	France	Fully consolidated as of 1 September 2018
GL Middle East Tent & Trading	Live	Dubai	Merged with GL Middle East on 30 September 2018
SCI JDL Parking	Live	France	Fully consolidated as of 1 December 2018
Lou Academy	Live	France	Fully consolidated as of 1 December 2018
Lou Support	Live	France	Fully consolidated as of 1 December 2018
GL Campus	Holding	France	Merged with GL events Support on 31 December 2018
Sté exploit. Centre Congrès Pierre Baudis	Venues	France	Merged with GL events Venues on 31 December 2018
Sté exploit. de l'Acropolis de Nice	Venues	France	Merged with GL events Venues on 31 December 2018
Food Service y Hosteleria	Exhibitions	Mexico	Deconsolidated on 31 December 2018

Subsidiaries	Location of registration or incorporation	Company trade registration number	Controlling interest (%)		Ownership interest (%)		
			2018	2017	2018	2017	
Parent company							
GL events	Lyon	351,571,757					
French subsidiaries							
Adecor	Chilly Mazarin	378 230 569	100.00	100.00	100.00	100.00	FC
Agence CCC	Paris	433 592 813	100.00	100.00	100.00	100.00	FC
Alpha 1	Brignais	535 301 956	51.00	51.00	51.00	51.00	FC
Altitude Expo	Mitry Mory	379 621 220	100.00	100.00	100.00	100.00	FC
Auvergne Evénements	Cournon d'Auvergne	449 076 900	59.00	59.00	59.00	59.00	FC
Auvergne Evénements Spectacles	Cournon d'Auvergne	449 077 767	100.00	100.00	59.00	59.00	FC
Bleu Royal	Paris	750 800 625	70.00	70.00	70.00	70.00	FC
Brasserie du Lou (ex. SEPEA Troyes)	Troyes	510 029 648	100.00	100.00	100.00	100.00	FC
Brelet	Nantes	857 803 084	100.00	100.00	100.00	100.00	FC
Brelet Centre Europe	Strasbourg	437 742 059	100.00	100.00	100.00	100.00	FC
Chorus	Vannes	414 583 039	100.00	100.00	100.00	100.00	FC
Continental Expo (3)	Paris	490 659 737		100.00		100.00	FC
DBR Events (3)	Boulogne Billancourt	478 689 185		99.50		99.50	FC
Décorama	Ivry sur Seine	612 036 996	100.00	100.00	100.00	100.00	FC
Even Pro (1)	MonFlanquin	489 895 375	99.50		99.50		FC
Fabric Expo	Mitry Mory	379 666 449	100.00	100.00	100.00	100.00	FC
Financière Jaulin	Chilly Mazarin	414 121 731	100.00	100.00	100.00	100.00	FC
Fonction Meubles	Chilly Mazarin	378 230 676	100.00	100.00	100.00	100.00	FC
FSO (1)	Mouans Sartoux	403 427 776	100.00		100.00		FC
GL events Accounting	Brignais	824 808 489	100.00	100.00	100.00	100.00	FC
GL events Audiovisual	Brignais	317 613 180	100.00	100.00	100.00	100.00	FC
GL events Campus (6)	Lyon	509 647 251		100.00		100.00	FC
GL events Cité Centre de Congrès Lyon	Lyon	493 387 963	100.00	100.00	100.00	100.00	FC
GL events Cité Centre de Congrès Lyon New Co (1)	Lyon	840 400 188	100.00		100.00		FC
GL events Equestrian Sport	Brignais	453 100 562	89.16	89.16	89.16	89.16	FC
GL events Exhibitions	Chassieu	380 552 976	99.50	99.50	99.50	99.50	FC
GL events Live	Brignais	378 932 354	100.00	100.00	100.00	100.00	FC
GL events Parc Expo Metz Métropole	Metz	493 152 318	100.00	100.00	100.00	100.00	FC
GL events Scarabée	Roanne	499 138 238	100.00	100.00	100.00	100.00	FC
GL events SI	Brignais	480 214 766	100.00	100.00	100.00	100.00	FC
GL events Sport	Lyon	450 511 209	89.16	89.16	89.16	89.16	FC
GL events Support	Brignais	480 086 768	100.00	100.00	100.00	100.00	FC
GL events Venues	Lyon	495 014 524	100.00	100.00	100.00	100.00	FC
GL Mobilier	Brignais	612 000 877	100.00	100.00	100.00	100.00	FC
Hall Expo	Brignais	334 039 633	100.00	100.00	100.00	100.00	FC
Jaulin	Chilly Mazarin	335 187 605	100.00	100.00	100.00	100.00	FC
Live! by GL events	Paris	780 153 862	100.00	100.00	100.00	100.00	FC
Lou Rugby	Lyon	432 723 559	83.44	83.44	83.44	83.44	FC
Lou Academy (1)	Lyon	844 349 464	83.44		83.44		FC
Lou Support - Venues (1)	Lyon	844 374 751	83.44		83.44		FC
Medobjectif	Paris	529 065 864	100.00	100.00	100.00	100.00	FC
Menuiserie Expo	Brignais	353 672 835	100.00	100.00	100.00	100.00	FC
Modul France (1)	Saint Geneviève des Bois	431 618 826	100.00		100.00		FC
Mont Expo	Brignais	342 071 461	100.00	100.00	100.00	100.00	FC
Polygone Vert	Brignais	320 815 236	100.00	100.00	100.00	100.00	FC
Première Vision	Lyon	403 131 956	48.76	48.76	48.76	48.76	FC
Première Vision Digital	Lyon	828 722 629	48.76	48.76	48.76	48.76	FC
Profil	Lyon	378 869 846	100.00	100.00	100.00	100.00	FC
PV Corporate	Lyon	807 946 181	48.76	48.76	48.76	48.76	FC
Ranno Entreprise	Chilly Mazarin	391 306 065	100.00	100.00	100.00	100.00	FC
Restaurant du Palais Brongniart	Lyon	831 478 623	49.00	49.00	49.00	49.00	EM
SCI JDL Parking (1)	Lyon	844 514 695	82.61		82.61		FC
Secil	Lyon	378 347 470	100.00	100.00	100.00	100.00	FC
Sepel	Chassieu	954 502 357	46.25	46.25	46.25	46.25	FC
Sign'Expo	Brignais	492 842 349	100.00	100.00	100.00	100.00	FC
Spaciotempo	Flixecourt	380 344 226	100.00	100.00	100.00	100.00	FC
Sté exploit. Centre Congrès Metz métropole	Metz	790 342 497	100.00	100.00	100.00	100.00	FC
Sté exploit. Centre Congrès Pierre Baudis (5)	Toulouse	444 836 092		100.00		100.00	FC
Sté exploit. Centre Congrès St-Etienne	Saint Etienne	488 224 718	100.00	100.00	100.00	100.00	FC
Sté exploit. Centre Congrès Valenciennes	Anzin	817 786 460	100.00	100.00	100.00	100.00	FC
Sté exploit. d'Amiens Mégacité	Amiens	518 869 011	100.00	100.00	100.00	100.00	FC
Sté exploit. de l'Acropolis de Nice (5)	Nice	493 387 997		100.00		100.00	FC
Sté exploit. de Parcs d'Exposition	Paris	398 162 263	100.00	100.00	100.00	100.00	FC
Sté exploit. Palais Brongniart	Paris	518 805 809	100.00	100.00	100.00	100.00	FC
Sté exploit. Maison de la Mutualité	Brignais	517 468 138	100.00	100.00	100.00	100.00	FC
Sté exploit. Polydôme Clermont Ferrand	Clermont-Ferrand	488 252 347	100.00	100.00	100.00	100.00	FC
Strasbourg Evenements	Strasbourg	384 911 129	46.36	46.36	46.36	46.36	FC
Toulouse Evenements	Toulouse	752 926 923	99.00	99.00	99.00	99.00	FC
Toulouse Expo	Toulouse	580 803 880	92.02	92.02	92.02	92.02	FC
Vachon	Gonesse	343 001 772	85.00	85.00	85.00	85.00	FC

Subsidiaries	Location of registration or incorporation	Controlling interest (%) 2018	Controlling interest (%) 2017	Ownership interest (%) 2018	Ownership interest (%) 2017	
Foreign subsidiaries						
Adors	Ankara	76.00	76.00	76.00	76.00	FC
Aedita Latina	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
Aganto	Newbury	100.00	100.00	100.00	100.00	FC
Aichi International Convention & Exhibition Center (1)	Aichi	51.00		51.00		FC
Ankara Uluslararasi Kongre	Ankara	76.00	76.00	76.00	76.00	FC
AVS Congrès LTEE	Port Louis	100.00	100.00	100.00	100.00	FC
Cabestan	Monaco	100.00	100.00	100.00	100.00	FC
Diagonal Food	Barcelona	92.00	92.00	92.00	92.00	FC
Editiel	Port Louis	100.00	100.00	100.00	100.00	FC
Fagga Promoçao de eventos	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
Fisa (1)	Santiago de Chile	60.00		60.00		FC
Flow Holding	Abu Dhabi	70.00	70.00	70.00	70.00	FC
Flow Solutions Air & Power	Abu Dhabi	70.00	70.00	70.00	70.00	FC
Food Service y Hosteleria (2)	Mexico		52.00		52.00	FC
Frame	Ankara	76.00	76.00	76.00	76.00	FC
GL events Algérie	Algiers	90.00	90.00	90.00	90.00	FC
GL events Asia	Hong Kong	100.00	100.00	100.00	100.00	FC
GL events Belgium	Brussels	100.00	100.00	100.00	100.00	FC
GL events Brazil Participacoes	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
GL events Brussels	Brussels	85.00	85.00	85.00	85.00	FC
GL events CCIB	Barcelona	80.00	80.00	80.00	80.00	FC
GL events Centro de Convençoes	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
GL events Chili	Santiago de Chile	99.50	100.00	99.50	100.00	FC
GL events Empredimentos Immobiliaro	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
GL events Exhibitions Shanghai	Shanghai	93.10	93.10	93.10	93.10	FC
GL events Exhibitions Fuarcilik	Ankara	99.50	100.00	99.50	100.00	FC
GL events Exponet	Sydney	50.00	50.00	50.00	50.00	FC
GL events Field&Lawn	Edinburgh	82.50	82.50	82.50	82.50	FC
GL events Food Turquie	Ankara	76.00	76.00	76.00	76.00	FC
GL events Fuarcilk	Ankara	76.00	76.00	76.00	76.00	FC
GL events Hong Kong	Hong Kong	85.00	85.00	85.00	85.00	FC
GL events Italia	Bologna	100.00	100.00	100.00	100.00	FC
GL events Japan Kabushiki Kaisha	Tokyo	100.00	100.00	100.00	100.00	FC
GL events Live Chile	Las Condes	100.00	100.00	100.00	100.00	FC
GL events Macau	Macau	99.00	99.00	99.00	99.00	FC
GL events Maroc	Casablanca	100.00	100.00	100.00	100.00	FC
GL events Production LLC	Dubai Jebel Ali	100.00	100.00	100.00	100.00	FC
GL events South Africa	Johannesburg	69.39	69.39	69.39	69.39	FC
GL events Turquie	Istanbul	76.00	76.00	76.00	76.00	FC
GL events UK	Derby	100.00	100.00	100.00	100.00	FC
GL events USA	New York	100.00	100.00	100.00	100.00	FC
GL events Venues UK	Castle Donington	100.00	100.00	100.00	100.00	FC
GL events Vostok	Moscow	100.00	100.00	100.00	100.00	FC
GL events Yuexiu Guangzhou Developpment (1)	Guangzhou	50.00		50.00		FC
GL Furniture (Asia)	Hong Kong	60.00	60.00	60.00	60.00	FC
GL Litmus events	New Delhi	70.00	70.00	70.00	70.00	FC
GL Middle East	Dubai Jebel Ali	100.00	100.00	100.00	100.00	FC
GL Middle East Tent & Trading (4)	Dubai Jebel Ali		100.00		100.00	FC
Grand Hôtel Mercure	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
Hungexpo	Budapest	100.00	100.00	100.00	100.00	FC
Imagine Labs (1)	Hong Kong	51.00		51.00		FC
Istanbul Fuarcilik	Istanbul	24.50	24.50	24.50	24.50	EM
Logistics Fair	Brussels	100.00	100.00	100.00	100.00	FC
LPR	Londrina	100.00	100.00	100.00	100.00	FC
Maf Servizi	Bologna	100.00	100.00	100.00	100.00	FC
New Affinity	Brussels	100.00	100.00	100.00	100.00	FC
Padova Fiere	Padua	100.00	100.00	100.00	100.00	FC
Perfexpo	Brussels	100.00	100.00	100.00	100.00	FC
Premiere Vision Inc.	New York	48.76	48.76	48.76	48.76	FC
Sao Paulo Expo	Sao Paulo	100.00	100.00	100.00	100.00	FC
Serenas	Ankara	76.00	76.00	76.00	76.00	FC
Spaciotempo Arquitecturas Efimeras	Barcelona	100.00	100.00	100.00	100.00	FC
Tarpulin Ingenieria de Proteccion SPA	Santiago de Chile	63.20	63.20	63.20	63.20	FC
Tarpulin Montajes SPA	Santiago de Chile	63.20	63.20	63.20	63.20	FC
Top Gourmet	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
Traiteur Loriers Luxembourg	Luxembourg	70.00	60.00	70.00	60.00	FC
Unique Structure Holding	Abu Dhabi	70.00	70.00	70.00	70.00	FC
Wicked Tents	Abu Dhabi	70.00	70.00	70.00	70.00	FC
World Forum	The Hague	100.00	100.00	100.00	100.00	FC

(1) First-time consolidation in 2018 - (2) Deconsolidated in 2018 - (3) Continental and DBR events were merged into GL events Exhibitions as of 30 April and 30 June 2018 respectively - (4) GL Middle East Tent & Trading was merged into GL Middle East on 30 September 2018 (5) The operating company of the Pierre Baudis Convention Centre and Acropolis of Nice were merged into GL events Venues on 31 December 2018 (6) GL events Campus was merged into GL events Support on 31 December 2018 - EM: Equity-accounted method - FC: Full consolidation

NOTE 4
SEGMENT REPORTING

GL events Group is organised into three business divisions:

GL events Live's expertise covers the complete range of business specialisations and services for corporate, institutional and sports events to provide turnkey solutions from consulting and design to staging the event itself.

GL events Exhibitions manages and coordinates a large proprietary portfolio of trade shows and consumer fairs covering a wide range of sectors (food industry, culture, textiles, etc.)

GL events Venues manages a network of venues that includes convention centres, exhibition centres, concert halls and multi-purpose facilities located in major French cities and international destinations:

REVENUE

(€ thousands)	31/12/2018	31/12/2017	Change 2018/2017	
GL events Live	563,517	471,906	91,611	19.4 %
% of Total Revenue	*54.2 %*	*49.5 %*		
GL events Exhibitions	156,023	165,248	(9,225)	-5.6 %
% of Total Revenue	*15.0 %*	*17.3 %*		
GL events Venues	320,948	316,685	4,263	1.3 %
% of Total Revenue	*30.8 %*	*33.2 %*		
Revenue	**1,040,488**	**953,840**	**86,648**	**9.1 %**

CURRENT OPERATING INCOME

(€ thousands)	31/12/2018	31/12/2017
GL events Live	41,258	25,588
GL events Exhibitions	17,599	20,194
GL events Venues	38,496	39,235
Current operating income	**97,353**	**85,018**

INVESTMENTS IN THE PERIOD IN PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(€ thousands)	31/12/2018	31/12/2017
GL events Live	50,103	50,907
GL events Exhibitions	889	10,144
GL events Venues	23,878	13,547
Net investments	**74,869**	**74,599**

ALLOWANCES AND REVERSALS OF AMORTISATION, DEPRECIATION AND PROVISIONS

(€ thousands)	31/12/2018	31/12/2017
GL events Live	(34,495)	(22,976)
GL events Exhibitions	(1,638)	(773)
GL events Venues	(16,886)	(19,685)
Amortisation, depreciation and provisions	**(53,018)**	**(43,434)**

For 2018, France accounted for 50 % of the Group revenue (55 % in 2017) and Brazil 6 % (8 % in 2017).

NOTE 5
BALANCE SHEET INFORMATION

5.1 INTANGIBLE ASSETS

(€ thousands)	31/12/2016	Increase	Decrease or impairment	Translation adjustments	Changes in Group structure & reclassifications	31/12/2017
Goodwill - GL events Live	180,236	580	(157)	(4,666)	15,776	191,770
Goodwill - GL events Exhibitions	218,544	8,277	(600)	(905)	1,447	226,763
Goodwill - GL events Venues	66,561		(120)	(33)	(0)	66,408
Goodwill	**465,343**	**8,857**	**(877)**	**(5,603)**	**17,222**	**484,942**
Other intangible assets	102,917	3,050	(1,953)	(6,942)	1,667	98,739
Amortisation, depreciation and impairment	(43,634)	(5,762)	1,960	1,258	(210)	(46,389)
Other intangible assets	**59,283**	**(2,712)**	**7**	**(5,684)**	**1,456**	**52,350**
Intangible assets	**524,625**	**6,145**	**(869)**	**(11,287)**	**18,678**	**537,292**

(€ thousands)	31/12/2017	Increase	Decrease or impairment	Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
Goodwill - GL events Live	191,770			(2,172)	5,242	194,840
Goodwill - GL events Exhibitions	226,763			(897)	31,667	257,533
Goodwill - GL events Venues	66,408			(583)	1,444	67,269
Goodwill	**484,942**	**0**	**0**	**(3,653)**	**38,353**	**519,642**
Other intangible assets	98,739	6,573	(8,797)	(4,633)	(3,465)	88,417
Amortisation, depreciation and impairment	(46,389)	(4,600)	7,656	964	3,793	(38,576)
Other intangible assets	**52,350**	**1,973**	**(1,142)**	**(3,668)**	**328**	**49,841**
Intangible assets	**537,292**	**1,973**	**(1,142)**	**(7,321)**	**38,681**	**569,483**

The valuation of goodwill on initial consolidation of acquisitions of the period is not definitive and may result in additional allocations within twelve months following the acquisition date.

Changes in goodwill for the Exhibitions division reflect the first-time acquisitions of Fisa (Chile) and Even Pro, and for the Live division purchase price adjustments for Flow Solution and Wicked. In accordance with the standard, contingent consideration is included in the acquisition cost, if probable and reliably measured.

Goodwill has been tested for impairment in accordance with IAS 36 – Impairment of assets, by applying the discounted cash flow method at the level of cash generating units.

The following actuarial assumptions were applied:

Assumptions applied	31/12/2018	31/12/2017
Discount rate (WACC) – Live	8.02 %	7.81 %
Discount rate (WACC) – Exhibitions	8.69 %	7.77 %
Discount rate (WACC) – Venues	8.31 %	7.77 %

Growth assumptions	31/12/2018	31/12/2017
France	2.00 %	2.00 %
South Africa	4.00 %	4.00 %
Brazil	4.00 %	4.00 %
China	2.00 %	2.00 %
Middle East	2.50 %	2.50 %
Russia	2.00 %	2.00 %
Turkey	5.00 %	5.00 %
Other countries	2.00 %	2.00 %
Growth assumption at terminal value	2.00 %	2.00 %

A beta coefficient of 92% is used for GL events Live and 102% for GL events Exhibitions and GL events Venues.

Impairment tests indicate a recoverable value above the value of the assets that were tested. Sensitivity tests are conducted for all CGUs. On that basis, a combined change in actuarial data (a decline in the perpetuity growth rate (-0.3%), an increase in the WACC rate (+0.8%) and operating data (a decline in the EBIT rate (-4.3%)) does not indicate a need to record an impairment.

5.2 PROPERTY, PLANT AND EQUIPMENT

(€ thousands)	31/12/2016	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2017
Land	227		(225)		0	3
Buildings	329,524	28,040	(3,344)	(34,551)	(10)	319,659
Total	**329,752**	**28,040**	**(3,569)**	**(34,551)**	**(10)**	**319,661**
Amortisation, depreciation and impairment	(30,246)	(12,492)	3,788	2,113	1,623	(35,214)
Land and buildings	**299,506**	**15,547**	**219**	**(32,438)**	**1,613**	**284,448**

(€ thousands)	31/12/2017	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
Land	3	0	0	0	3	6
Buildings	319,659	35,118	(71)	(23,363)	32	331,376
Total	**319,661**	**35,118**	**(71)**	**(23,363)**	**35**	**331,381**
Amortisation, depreciation and impairment	(35,214)	(11,245)	246	1,877	(17)	(44,352)
Land and buildings	**284,448**	**23,874**	**175**	**(21,485)**	**18**	**287,029**

Brazilian assets represented €179 million at 31 December 2018 compared to €203 million one year earlier. The increase in buildings reflects mainly the construction of Hall 7 of Eurexpo (Lyon), as well as the event village and parking facility of Matmut Stadium (Lyon).

(€ thousands)	31/12/2016	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2017
Installations, machinery and equipment	39,080	4,336	(4,144)	(682)	2,095	40,685
Other fixed assets	86,180	6,076	(2,246)	(962)	1,567	90,614
Fixed assets under construction	2,288	2,749	(1,710)	(10)	(14)	3,304
Capitalised rental equipment	257,460	28,844	(20,959)	(6,501)	24,707	283,550
Total	**385,008**	**42,005**	**(29,059)**	**(8,156)**	**28,355**	**418,154**
Installations, machinery and equipment	(28,719)	(629)	4,055	699	298	(24,296)
Other fixed assets	(64,643)	(6,372)	2,416	545	(1,041)	(69,096)
Capitalised rental equipment	(167,872)	(25,105)	16,430	2,982	(7,134)	(180,697)
Total	**(261,234)**	**(32,106)**	**22,901**	**4,226**	**(7,878)**	**(274,089)**
Property, plant and equipment	**123,774**	**9,899**	**(6,158)**	**(3,929)**	**20,477**	**144,064**

(€ thousands)	31/12/2017	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
Installations, machinery and equipment	40,685	3,910	(5,100)	(750)	3,444	42,189
Other fixed assets	90,614	7,688	(7,251)	(977)	(1,291)	88,782
Fixed assets under construction	3,304	841	0	3	(1,954)	2,193
Capitalised rental equipment	283,550	34,966	(16,589)	(2,458)	(6,779)	292,690
Total	**418,154**	**47,404**	**(28,940)**	**(4,183)**	**(6,581)**	**425,854**
Installations, machinery and equipment	(24,296)	(7,857)	5,544	484	(2,332)	(28,456)
Other fixed assets	(69,096)	(6,220)	7,057	500	1,745	(66,014)
Capitalised rental equipment	(180,697)	(23,211)	14,619	1,460	7,416	(180,413)
Total	**(274,089)**	**(37,288)**	**27,220**	**2,445**	**6,829**	**(274,883)**
Property, plant and equipment	**144,064**	**10,117**	**(1,719)**	**(1,738)**	**247**	**150,971**

Other tangible fixed assets include mainly fixtures, furniture, transport equipment and computer equipment.

The main changes for capitalised rental equipment relate to capital expenditures for the renewal of assets in the period primarily in France and Dubai.

5.3 FINANCIAL ASSETS

(€ thousands)	31/12/2017	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
Available-for-sale securities	39,029	2,459	(2,431)	(27)	(0)	39,029
Loans and receivables	26,823	273	(99)	(44)	217	27,169
Impairment	(1,739)	(526)	431		(30)	(1,864)
Financial assets	**64,113**	**2,205**	**(2,099)**	**(70)**	**186**	**64,335**

5.4 INVESTMENTS IN ASSOCIATES

Changes in investments in associates were as follows:

(€ thousands)	31/12/2018	31/12/2017
Value of securities at opening	284	172
Change in structure		492
Dividends		(53)
Translation reserves	(28)	(29)
Share of income in associates	(92)	(299)
Investments in associates	**164**	**284**

2018 financial aggregates of equity-accounted investments:

(€ thousands)	Istanbul Fuarcilik	Restaurant du Palais Brongniart
Non-current assets	-	561
Current assets	545	929
Total assets	**545**	**1,490**
Shareholders' equity	386	(18)
Liabilities	159	1,508
Total equity and liabilities	**545**	**1,490**
Revenue	**1,609**	**1,906**
Net income	**2**	**(188)**
Share in income of equity affiliates	0	(92)

INVENTORIES & WORK IN PROGRESS

Inventory and work in progress break down as follows:

(€ thousands)	31/12/2018	31/12/2017
Consumables	7,235	7,050
Work-in-progress	9,482	10,581
Trade goods inventory	31,957	25,964
Total	**48,674**	**43,595**
Impairment charges	(9,384)	(7,969)
Inventories & work in progress	**39,290**	**35,626**

5.6 TRADE RECEIVABLES

Trade receivables break down as follows:

(€ thousands)	31/12/2018	31/12/2017
Trade receivables	185,294	170,448
Accrued receivables	26,019	38,285
Impairment charges	(20,880)	(13,017)
Trade receivables	**190,433**	**195,715**

Impairment amounts include the impact of IFRS 9 amounting to €6.2 million;

Trade receivables have maturities of less than one year with information on ageing presented below.

(€ thousands)	Not due or less than 30 days	Past due 30 to 90 days	Past due more than 90 days	Total
Trade receivables	124,257	14,083	26,074	164,414

5.7 OTHER RECEIVABLES

Other receivables break down as follows:

(€ thousands)	31/12/2018	31/12/2017
Advances and instalments	25,807	29,736
Social security receivables	4,419	3,691
Tax receivables	73,614	82,029
Other trade receivables and equivalent	21,272	27,622
Prepaid expenses	43,209	23,629
Provision for current accounts	(2,215)	(2,226)
Provision for other receivables	(535)	(226)
Other receivables	**165,571**	**164,254**

All other receivables have maturities of less than one year.

5.8 DEFERRED TAXES

The breakdown between deferred tax assets and liabilities is as follows:

(€ thousands)	31/12/2017	Changes in Group structure and fair value adjustments of financial instruments Financial instruments	Translation reserves	Income (expense)	31/12/2018
Deferred tax assets	23,881	6,889	(427)	(6,351)	23,993
Deferred tax liabilities	(10,287)	662	(151)	(1,076)	(10,853)
Net deferred tax assets (liabilities)	**13,594**	**7,551**	**(578)**	**(7,427)**	**13,140**

Deferred tax assets and liabilities by nature break down as follows:

(€ thousands)	31/12/2017	Changes in Group structure and fair value adjustments of financial instruments Financial instruments	Translation reserves	Income (expense)	31/12/2018
Other depreciation differences	(2,738)	0	3	(136)	(2,870)
Loss carryforwards	13,702	1,525	(704)	(3,430)	11,093
Provisions	(3,334)	5,344	287	(3,141)	(843)
Retirement severance benefits	3,602	19	(10)	52	3,664
Organic fund and social housing tax	291	0	0	53	344
Employee profit sharing	1,237	0	0	(259)	978
Special excess depreciation	(77)	0	0	(8)	(85)
Other	910	662	(155)	(558)	860
Total	**13,594**	**7,551**	**(578)**	**(7,427)**	**13,140**

Group loss carryforwards not taken into account in the calculation of deferred tax totalled €55,301,000. This represents a deferred tax of €16,899,000 not recognised as tax assets. In accordance with IAS 12, tax losses can be recognised as assets based on earnings expected in future periods. Losses are recognised as assets for an indefinite period when the period of their use is not subject to time limits.

Losses recognised as tax assets break down by region as follows:

(€ thousands)	Deferred tax receivable		Procedures for recognition
	31/12/2018	31/12/2017	
Brazil	3,493	6,036	Carried forward indefinitely
France	5,730	7,301	Carried forward indefinitely
Hungary	303	351	Carried forward indefinitely
Italy	1,191	2,466	Carried forward indefinitely
Turkey	525	913	Carried forward for 5 years
United Kingdom	904	898	Carried forward indefinitely

5.9 CASH EQUIVALENTS

(€ thousands)	31/12/2018	31/12/2017
Marketable securities	28,002	28,724
Bank and cash	244,141	177,594
Cash and cash equivalents	**272,144**	**206,319**
Current bank facilities and overdrafts	(11,180)	(11,380)
Net cash	**260,963**	**194,938**

The fair value of marketable securities at 31 December 2018 was €28 million. These liquid assets are invested in risk-free products such as money market funds, certificates of deposit or time deposit accounts.

5.10 SHAREHOLDERS' EQUITY

5.10.1 Capital stock

Share capital
GL events shares are traded
on Euronext Paris - Compartment B (Mid Caps).
The share capital at 31 December 2018 was
€119,931,148, divided by 29,982,787 shares at €4 per share.

Securities giving access to the capital
None

Authorised capital not issued
The Extraordinary General Meeting of 24 May 2018 authorised the Board of Directors to issue shares of the Company or all types of securities conferring present or future access to shares of the company, with the maintenance and/or cancellation of the preferential subscription right, for a maximum nominal amount of €60 million.
This delegation of authority was given for 26 months, expiring on 23 November 2020 and used in the amount of €23,986,228 by issuing 5,996,557 new ordinary shares on 17 October 2018.

Analysis of capital and voting rights

Breakdown of ownership of GL events' share capital at year-end:

	Number of shares	% of capital	Percentage of voting rights	Number of voting rights
Olivier Ginon*	4,500	0.02 %	0.02 %	9,000
Le Grand Rey SAS *	53,418	0.18 %	0.25 %	106,808
Olivier Roux*	4,200	0.01 %	0.02 %	8,400
Polygone SA *	16,208,993	54.06 %	63.15 %	27,394,397
Sofina *	4,768,057	15.90 %	15.54 %	6,740,739
Concert parties subtotal	21,039,168	70.17 %	78.97 %	34,259,344
Treasury shares	223,917	0.75 %		
Free float	8,719,702	29.08 %	21.03 %	9,121,887
Total share capital	**29,982,787**	**100.00 %**	**100.00 %**	**43,381,231**

**Shareholders agreement / Action in concert Olivier Ginon, Olivier Roux, Le Grand Rey, Sofina, Polygone*

5.10.2 Reserves and additional paid in capital

Paid in capital represents the difference between the face value of securities issued and contributions received in cash or in kind. In 2018, changes in "Reserves and additional paid in capital" broke down as follows:

(€ thousands)	31/12/2018	31/12/2017
Opening reserves and additional paid in capital	328,384	308,820
Capital increase	92,588	
Net income appropriation	35,097	31,863
Dividends	(15,151)	(15,097)
Impact of fair value measurement of financial instruments	245	1,795
Portion of assets contributed by non-controlling interests	(2,704)	3,132
IAS 19 amendment:	22	16
Cancellation of treasury shares	1,277	514
Stock option expenses	(1,192)	(2,517)
Other changes	(5,878)	(142)
Closing reserves and additional paid in capital	**432,687**	**328,384**

5.10.3 Translation adjustments

Currency translation adjustments represent the difference between the historic exchange rates and the closing rate. At 31 December, translation adjustments represented a negative currency difference of €112,928,000.

5.10.4 Treasury shares

Within the framework of the share repurchase programme renewed by the general meeting of 24 May 2018, the following transactions were undertaken during the course of 2018:

(number of shares)	31/12/2017	Acquisitions	Disposals	31/12/2018
- Treasury shares	282,134	150,874	(221,820)	211,188
Liquidity agreement	19,892	241,594	(248,757)	12,729

The liquidity agreement with an investment services provider is compliant with the conduct of business rules recognised by the French financial market authority (AMF) for market making purposes. Trading fees for the above transactions in connection with this market making agreement totalled €30,500 for 2018. At year-end there were 223,917 treasury shares and shares held in connection with a liquidity agreement.

5.10.5 Restricted stock unit & stock option plans

Restricted stock unit plan

Plan inception date	Initial grants	Vesting period	Awards having lapsed	Awards fully vested in 2018	Awards to be exercised
Plan No. 13 of 30/01/2015	112,975	29/01/2018	575	112,400	-
Plan No. 15 of 03/03/2016	10,000	01/03/2019	-	-	10,000
Plan No. 16 of 03/03/2016	19,840	01/03/2018	4,130	15,710	-
Plan No. 17 of 09/12/2016	10,000	10/12/2018	-	10,000	-
Plan No. 18 of 09/12/2016	20,110	10/12/2018	2,750	17,360	-
Plan No. 19 of 09/12/2016	20,000	10/12/2019	-	-	20,000
Plan No. 20 of 09/12/2016	64,775	10/12/2019	4,570	-	60,205
Plan No. 21 of 5/7/2017	5,000	5/7/2017	-	-	5,000
Plan No. 22 of 8/12/2016	4,000	7/12/2018	-	4,000	-
Plan No. 23 of 20/03/2018	106,550	19/03/2021	500	-	106,050
Plan No. 24 of 20/03/2018	20,820	19/03/2020	-	-	20,820

Stock option plan

Plan inception date	Number of shares granted	Exercise price	Vesting period	Number of options exercised	Number of options having lapsed	Remaining number of options to be exercised
Plan No. 14 of 01/03/2013	84,700	17.17	01/03/2016-28/02/2018	66,350	18,350	-

5.11 PROVISIONS FOR RETIREMENT SEVERANCE PAYMENTS

The assumptions applied for calculating retirement severance benefits (*indemnités de fin de carrière*) that concern primarily French companies of the Group were as follows:

- Rate of government treasury bonds of 1.48 % for 25-year OAT TEC,
- Average rate of salary increase: 2 %,
- Retirement age of 67 for all categories of personnel, taking into account changes regarding the legal retirement age;
- Rate for employers social contributions of 40 %;
- The turnover rate calculated by employee age bracket.

(€ thousands)	31/12/2018	31/12/2017	Relevant heading
Opening balance	**12,179**	**11,962**	
Service costs – benefit payments	(669)	230	Operating profit
Expense recognised under income	**(669)**	**230**	
Actuarial gains or losses of the period from changes in assumptions	(46)	(95)	
Changes in Group structure and reclassifications	58	82	
Provisions for retirement severance benefits	**11,521**	**12,179**	

This provision for retirement severance benefits includes mainly specific insurance policies taken out by Sepel, Toulouse Evenements, GL events Live and GL events Exhibitions for total liabilities of €1,346,000 at 31 December 2018 and €1,352,000 at 31 December 2017.

A one point increase or decrease in the discount rate would result in a change in the provision of approximately plus or minus €1 million recorded under equity.

5.12 CURRENT PROVISIONS FOR CONTINGENCIES AND EXPENSES

Provisions for contingencies and expenses break down as follows:

(€ thousands)	31/12/2017	Increase	Decrease		Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
			Provisions used in the period	Reversal of unused provisions			
Provisions for employee-related contingencies	1,565	650	(803)		(21)		1,392
Other provisions [1]	15,890	2,089	(2,243)		(26)	2,188	17,898
Current provisions	**17,455**	**2,739**	**(3,046)**	**0**	**(47)**	**2,188**	**19,289**

(1) A provision of €15.7 million for country risk was recorded in 2011 after the Organising Committee and the Delhi Development Authority suspended payments of amounts owed to suppliers for the Commonwealth Games held in Delhi, India in 2010.
Of this initial provision, €4.4 million have been used at 31 December 2018. At 31 December 2017, this provision amounted to €11.3 million.

5.13 FINANCIAL LIABILITIES

5.13.1 Breakdown between current and non-current financial liabilities

(€ thousands)	31/12/2017	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2018
Non-current borrowings	631,769	291,784	(362,996)	(637)	45	559,967
Financial instruments	3,585	77	0	0	0	3,662
Other financial liabilities	4,342	443	(113)	(188)	2	4,486
Long-term financial debt[1]	**639,696**	**292,304**	**(363,109)**	**(825)**	**47**	**568,114**
Non-current borrowings		62,000				62,000
Cash liabilities	11,380	552		(753)	0	11,180
Total financial liabilities	**651,076**	**354,857**	**(363,109)**	**(1,577)**	**47**	**641,294**
Marketable securities	(28,724)	6	2,711	741	(2,737)	(28,002)
Bank and cash	(177,594)	(64,516)	0	1,768	(3,798)	(244,141)
Cash and cash equivalents	**(206,319)**	**(64,510)**	**2,711**	**2,509**	**(6,535)**	**(272,144)**
Net debt	**444,758**	**290,346**	**(360,398)**	**931**	**(6,487)**	**369,150**

(1) Of which at 31 December 2018	*Non-current portion of medium and long-term debt*	*421,492*
	Current portion of long and medium term debt	*208,622*

Net cash represents the difference between cash investments and liquid assets and the short-term financial liabilities. At 31 December 2018, net cash amounted to €260,963,000 compared to €194,938,000 at 31 December 2017.

The Group implemented a short term financing programme (Euro PP) in 2018. In this context, financing of €62 million was obtained at the end of 2018. This financing is covered by a €150 million revolving credit facility undrawn at 31 December 2018. The change in debt reflects notably the €107 million capital increase carried out in October 2018.

The breakdown of financial liabilities by maturity is as follows:

(€ thousands)	31/12/2018	Amounts due in less than 1 year	Amounts due in more than 1 year & less than 5 years	Amounts due in more than 5 years
Non-current borrowings	559,967	140,988	383,967	35,012
Derivative financial instruments	3,662	1,148	2,514	
Other financial liabilities	4,486	4,486		
Other short-term borrowings	62,000	62,000		
Current bank facilities and overdrafts	11,180	11,180		
Borrowings	**641,294**	**219,801**	**386,481**	**35,012**

5.13.2 Net debt by currency

Net debt by currency breaks down as follows:

(€ thousands)	Non-current borrowings	Current financial debt	Cash and cash equivalents	Net debt
Total euro zone	**468,291**	**163,630**	**(206,400)**	**425,521**
USD		4	(11,015)	(11,012)
AUD		0	(1,200)	(1,200)
AED		592	(1,685)	(1,093)
GDP		603	(6,296)	(5,692)
HUF		0	(14,705)	(14,705)
HKD		0	(3,338)	(3,338)
CNY		0	(2,339)	(2,339)
DZD		0	(270)	(270)
TRY		2,144	(3,694)	(1,551)
ZAR		0	(2,035)	(2,035)
INR		0	(3)	(3)
RUB		0	(4,549)	(4,549)
CLP		5,064	(2,314)	2,749
MAD		0	(6)	(6)
MUR		0	(510)	(510)
JPY		389	(1,624)	(1,235)
BRL	369	208	(10,161)	(9,584)
Total non-euro zone	**369**	**9,004**	**(65,744)**	**(56,371)**
Net debt	**468,659**	**172,635**	**(272,144)**	**369,150**

5.14 OTHER FINANCIAL LIABILITIES

Other liabilities break down as follows:

(€ thousands)	31/12/2018	31/12/2017
Other payables	33,816	42,988
Prepaid income	156,071	130,301
Other liabilities	**189,888**	**173,289**

Other liabilities have maturities of less than one year.

5.15 CHANGES IN WORKING CAPITAL REQUIREMENTS

(€ thousands)	31/12/2018	31/12/2017
Change in inventories	(3,869)	8,223
Change in receivables (trade & others)	3,886	551
Change in trade payables	(13,431)	(26,710)
Other changes	(12,524)	4,191
Change in working capital requirements	**(25,938)**	**(13,745)**

5.16 BRIDGE TABLE BALANCE SHEET / CASH FLOW STATEMENT

(€ thousands)	31/12/2018	31/12/2017
Balance sheet - Opening working capital	139,399	168,218
Balance sheet - Closing working capital	143,134	139,399
Change in working capital / balance sheet	**3,735**	**(28,819)**
Translation reserves	(1,413)	3,872
Change in investment-related liabilities	(17,734)	11,838
IFRS 9 provision	(6,163)	
Other	(4,363)	(636)
Change in working capital requirements	**(25,938)**	**(13,745)**

(€ thousands)	31/12/2018	31/12/2017
Allowance – Cash flow statement	(53,018)	(43,434)
Impact of net change in assets	(2,845)	(3,293)
Other provisions	2,849	(3,513)
Operating allowances and reversals	**(53,015)**	**(50,241)**

NOTE 6
INCOME STATEMENT INFORMATION

6.1 COST OF SUPPLIES AND EXTERNAL CHARGES

The cost of supplies and external charges break down as follows:

(€ thousands)	2018	2017
Purchases consumed	(55,615)	(54,756)
Subcontracting and external personnel	(307,109)	(276,045)
Equipment and property rentals	(92,203)	(82,604)
Travel and entertainment expenses	(46,659)	(35,934)
Other purchases and external expenses	(120,679)	(120,161)
Purchases and other external charges	**(622,265)**	**(569,500)**

6.2 ALLOWANCES FOR DEPRECIATION AND RESERVES

Allowances for depreciation and reserves break down as follows:

(€ thousands)	2018	2017
Allowances for fixed assets	(29,252)	(23,806)
Allowances for capitalised rental equipment	(22,211)	(19,618)
Allowances and reversals for contingencies and expenses	1,293	(2,749)
Allowances and reversals for other current assets	(2,845)	(4,068)
Allowances for depreciation and reserves	**(53,015)**	**(50,241)**

6.3 OTHER CURRENT OPERATING INCOME AND EXPENSES

Other current operating income and expenses break down as follows:

(€ thousands)	2018	2017
Investment grants	2,653	2,227
Other income and expenses	(2,767)	(2,099)
Other current operating income and expenses	**(114)**	**128**

6.4 OTHER OPERATING INCOME AND EXPENSES

Other operating income and expenses include restructuring costs (discontinuation of the management contract for the Padua site), acquisition-related fees linked to the M&A programme in China and reorganisation costs for certain operating subsidiaries.

6.5 STAFF COSTS

Staff costs break down as follows:

(€ thousands)	2018	2017
IFRS 2 share-based payment expenses	(1,828)	(1,702)
Wages, profit sharing and social charges	(248,961)	(231,698)
Staff costs	**(250,790)**	**(233,400)**

6.6 NET FINANCIAL INCOME (EXPENSE)

Net financial income (expense) breaks down as follows:

(€ thousands)	2018	2017
Net income from the sale of marketable securities	769	1,115
Interest expense	(16,309)	(19,462)
Net interest expense	**(15,540)**	**(18,347)**
Other investment income	1,711	2,086
Currency gains and losses	(15)	(294)
Provision on financial assets	97	(392)
Other financial income and expenses	**1,792**	**1,400**
Net financial income (expense)	**(13,748)**	**(16,947)**

6.7 INCOME TAX EXPENSE

The change in tax expenses breaks down as follows:

(€ thousands)	2018	2017
Current tax	(14,371)	(17,323)
Deferred taxes	(7,427)	(4,135)
Corporate income tax	**(21,797)**	**(21,457)**

The tax calculation is as follows:

(€ thousands)	2018	2017
Profit before tax	74,450	67,495
Tax rate in France excluding the 3.3 % social contribution	33.33 %	33.33 %
Theoretical tax	**(24,814)**	**(22,496)**
Effect of permanent differences	6,803	4,720
Differences in tax rates	2,524	1,663
3.30 % social contribution	(480)	(258)
Losses not recognised as tax assets/use of tax losses from prior periods not recognised as tax assets	(5,830)	(5,086)
Corporate income tax	**(21,797)**	**(21,457)**

NOTE 7
WORKFORCE

The Group's workforce at 31 December breaks down as follows:

By division	31/12/2018	31/12/2017
Corporate	242	170
GL events Live	2,853	2,764
GL events Exhibitions	407	383
GL events Venues	1,004	981
Total	**4,506**	**4,298**

By category	31/12/2018	31/12/2017
Senior executives	101	104
Management employees	1,255	1,354
Supervisors	1,249	1,035
Employees	1,148	1,104
Workers	753	701
Total	**4,506**	**4,298**

NOTE 8
OFF-BALANCE SHEET COMMITMENTS

8.1 COMMITMENTS

Commitments by category (€ thousands)	
Commitments given	
Short-term guarantee	None
Medium-term guarantee	None
Joint security, miscellaneous guarantees	None
Commitments received	
Opening of undrawn credit lines	196,043
Joint security, miscellaneous guarantees	None

In compliance with the principles for the presentation of notes to the consolidated financial statements that present only Group commitments to third parties and non-consolidated companies, off-balance sheet commitments between consolidated companies are eliminated as are all intercompany transactions and balances.

8.2 CONCESSION FEES, PROPERTY RENTAL AND LEASE PAYMENTS FOR THE NON-CANCELLABLE PORTION OF THE LEASE

(€ thousands)	< 1 year	1 to 5 years	> 5 years
Exhibition and convention centres	30,171	98,089	355,439
Property rental	23,299	33,122	34,256
Lease payments	1,160	229	-

In addition, concession agreements may provide for the payment of lease payments representing variable amounts generally based on pre-tax earnings.

8.3 PAYABLES AND RECEIVABLES GUARANTEED BY COLLATERAL

(€ thousands)	Guaranteed debt	Nature of the guarantee
Bank borrowings	2,000	Pledge of financial instruments
Bank guarantees	220	Pledge of financial instruments

8.4 OTHER CAPITAL COMMITMENTS

Capital investments are broken down below by the budgeted period of expenditure:

(€ thousands)	< 1 year	1 to 5 years	> 5 years
Capital commitments	7,605	34,171	65,569

Commitments at 31 December 2018 concerned primarily:

- **Eurexpo**: extensions and building (new hall, parking) amounting to €40 million and renovation work (€20 million) to be carried out over the lease term (30 years). At 31 December 2018, the residual balance of commitments amounted to €42.3 million.
- **Gerland Stadium**: in connection with the signature of the long lease (*bail emphytéotique administratif*); the subsidiary LOU Rugby has undertaken to make investments in the amount of €66 million over the lease term (60 years). At 31 December 2018, the residual balance of commitments amounted to €24.0 million.

8.5 PUT OPTIONS WRITTEN ON NON-CONTROLLING INTERESTS

At 31 December 2018,no obligations existed in connection with put options written on non-controlling interests.

NOTE 9
INFORMATION ON RELATED PARTIES

The consolidated financial statements include all companies within the Group structure of consolidated operations (see note 3). Polygone SA is the parent company. Related party transactions concern primarily management services invoiced by Polygone SA to GL events, where Olivier Ginon, Olivier Roux and Erick Rostagnat serve as directors for both companies, and property rental costs invoiced by Foncière Polygone to the Group, with Olivier Ginon serving as Chairman, Anne-Sophie Ginon, Managing Director and Erick Rostagnat as Deputy Managing Director of this company.

There are no other pension liabilities or similar benefits in favour of current and former directors and officers. In addition, no advances or loans have been granted to directors and officers.

Summary of transactions with related parties in 2018:

Description	Income (expenses)
General management services[1]	(3,330)
Allowances and expenditures for missions, travel expenses and insurance	(223)
Purchase of development rights	4,421
Property lease payments and land taxes[2]	(17,924)
	Balance at 31/12/2018
Rent deposit guarantees[3]	19,058
Trade receivables	5
Trade payables / Prepaid expenses	1,937
Current account	373

(1) The costs of general management services consisted notably of compensation charged for Messrs. Ginon and Roux, compensation charged for employees of Polygone SA, travel expenses and other costs incurred in connection with the performance of general management duties. These amounts are renewed each year by tacit renewal and approved by the annual general meeting under regulated agreements.

(2) Rental payments concern 13 operating sites including the Turin exhibition centre that Foncière Polygone acquired from GL events in 2009. These rental amounts were determined on an arm's-length basis at market prices according to rental yields or prices per square meter for comparable properties.

(3) The amount for deposit guarantees corresponds to one year's rent including tax.

Compensation paid in 2018 to directors and officers breaks down as follows:

(€ thousands)	Olivier Ginon (1)	Olivier Roux (1)	Olivier Ferraton (2)	Erick Rostagnat (3)
Fixed	332	302	318	50
Variable			120	
Benefits in kind	7	9	31	1
Total compensation	**339**	**311**	**469**	**51**
Measurement of performance shares granted in the period			253	253
Measurement of stock options granted in the period				
Total options and performance shares	**0**	**0**	**253**	**253**
Total	**339**	**311**	**722**	**305**

(1) Compensation paid by Polygone SA, the holding company of GL events whose share capital is presented in Section 6 - (Information on the share capital), page 194.
(2) These agreements will be submitted to the General Meeting's vote.
(3) The company " Rives Consulting", whose chairman is Mr Erick Rostagnat, invoiced Polygone SA, the holding company of GL events, €120,000 for services rendered in fiscal 2018.

NOTE 10
INFORMATION ON RISK FACTORS

The review of risks that may have an adverse effect on GL events Group's revenue, financial position or earnings is presented in the management report on page 74.

NOTE 11
OTHER INFORMATION

Italy – Padua situation
The Group was the victim of serious acts of unfair competition and parasitism, theft of a trade show and misappropriation of commercial data to the detriment of its subsidiary, Padova Fiere.
To protect its business by putting an end to these actions, but also to obtain compensation for the damages incurred, the Group brought judicial proceedings against i) a publicly-owned company (VeronaFiere) who operates the competing exhibition centre of the city of Verona, ii) former employees of the Group, now intervening in favour of the competing centre. The Group signed an agreement bringing an end to the dispute between it and Verona Fiere. Its subsidiary received compensation for damages. In addition, a business cooperation agreement for the subsequent periods has been drawn up.
In contrast, the proceedings against former Group employees is continuing before the Italian court.

Developments: there have been no changes in legal situation in 2018 concerning proceedings against its former employees.

Brazil receivables
The Group initiated legal action to obtain payment for the balance owed on services delivered in connection with the Rio Olympic Games in 2016 (receivables of €13 million).

The first decisions rendered by the President of the Court were favourable for the Group. An order was issued to seize the Rio Olympic Games Organising Committee's bank accounts. Amounts seized at the end of March 2018 amounted to BRL 3 million.

NOTE 12
FEES PAID BY THE GROUP TO THE AUDITORS AND MEMBERS OF THEIR NETWORK

(in euros)	Mazars				Maza-Simoëns			
	Amount		%		Amount		%	
	2018	2017	2018	2017	2018	2017	2018	2017
Auditing								
— Auditing, certification, examination of the individual and consolidated accounts								
· Issuer	122,550	123,500	14 %	14 %	88,635	87,543	24 %	27 %
· Fully consolidated subsidiaries (of which the network)	699,270	698,870	82 %	82 %	256,785	222,015	68 %	68 %
— Services other than those relating to the certification of accounts required by statute(1)								
· Issuer	16,450	6,500	2 %	1 %	14,665	4,608	4 %	1 %
· Fully consolidated subsidiaries (of which the network)	18,330	18,030	2 %	2 %	17,015	11,685	5 %	4 %
— Other non-auditing services								
· Issuer								
· Fully consolidated subsidiaries (of which the network)		10,500		1 %				
TOTAL	**856,600**	**857,400**	**100 %**	**100 %**	**377,100**	**325,850**	**100 %**	**100 %**

(1) These services include mainly the special report on regulated agreements, the review of the management report and equity transactions.

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the Group management report and in the documents addressed to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the GL events General Meeting

OPINION

In compliance with the engagement entrusted to us by your general meeting, we have audited the accompanying consolidated financial statements of GL events for the year ended 31 December 2018.
In our opinion, the consolidated financial statements give a true and fair view of the results of the operations of the Group for the year then ended and of its financial position and its assets and liabilities as at December 31, 2017 in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.
The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that our audit provides a reasonable basis for our opinion.
Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

INDEPENDENCE

We conducted our audit in compliance with independence rules applicable to us, for the period from January 1, 2018 to the issue date of our report and in particular we did not provide any prohibited non-audit services referred to in article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics for statutory auditors.

OBSERVATION

Without calling into question the opinion expressed above, we draw your attention to note 2.1 "Basis of presentation and statement of compliance" of the consolidated financial statements on changes in accounting methods resulting the first-time application on
1 January 2018 of IFRS 15 "Revenue from contracts with customers" and IFRS 9 "Financial instruments".

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of articles L.823-9 and R.823-7 of the French commercial code ("*code de commerce*") relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period, as well as our responses to those risks.
These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific elements, accounts or items of the consolidated financial statements.

MEASUREMENT OF GOODWILL

IDENTIFIED RISK

GL events is continuing its development through a strategy of extending its network of operations in order to anticipate and seize on future market opportunities. This strategy resulted in the recognition of a significant amount for goodwill. At 31 December 2018, the net value of goodwill amounted to €520 million and represented 29% of the Group's consolidated balance sheet.

The value of these assets is tested by Management at the end of each reporting period, or more frequently when events or changes in the market, environment or internal factors indicate a risk of an other-than-temporary impairment. Impairment tests of goodwill are conducted at the level of Cash Generating Units (CGUs) which correspond to the Group's three businesses. An impairment loss is recognised in the balance sheet when their carrying amount exceeds their recoverable amount. The procedures and detailed information about the assumptions adopted for these tests are presented in note 5.1 to the consolidated financial statements.
The measurement of the recoverable value of the goodwill is based on a number of estimates and judgments by GL events management and notably the ability of the CGUs to generate future operating cash flows based on medium term five-year plans, the growth rate adopted to estimate these cash flows and the corresponding discount rate applied.
We considered the measurement of goodwill to be a key audit matter as the determination of recoverable value requires use of estimates where management judgment plays a significant role and in light of the relative weight of these assets in the Group's consolidated financial statements.

RESPONSES AS PART OF OUR AUDIT

The Group tests these assets for impairment. We have obtained the tests carried out for each CGU. With the assistance of our specialised appraisers, for all the impairment tests, we:

— Reconciled the carrying value of the assets of each CGU tested with the consolidated financial statements;
— Assessed the consistency of the future cash flow estimates with the management's last estimates as presented to the Board of Directors;
— Assessed the procedures applied to measure the recoverable amounts and the mathematical exactitude of the calculations;
— Performed an analysis of the tests established by management per CGU, notably by comparing them with the performance of the period;
— Assess the reasonable nature of the main valuation assumptions (discount rate and perpetuity growth rate) in relation to the macroeconomic data available at the end of the reporting period;
— Measured the impact of a change in the discount rate and the main operating assumptions through sensitivity analysis.

Finally, we assessed the reasonable nature of the information provided in note 5.1 of the financial statements with respect to goodwill.

SPECIFIC PROCEDURES

As required by French law and regulations, we also performed the specific verifications, in accordance with professional standards applicable in France, of the information provided on the group presented in the Board of Directors' management report.
We have nothing to report with respect to the fair presentation of such information and its consistency with the consolidated financial statements.
We attest that the consolidated non-financial statement required by article L.225-102-1 of the French commercial code is included in the information pertaining to the Group presented in the management report, it being specified that, in accordance with the provisions of article L.823-10 of the code, we have not verified the fair presentation and the consistency with the consolidated financial statements of the information contained therein which should be reported on by an independent assurance services provider.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF AUDITORS

We were appointed as statutory auditors of GL events by the general meeting of 13 July 2005 for Mazars and the general meeting of 16 May 2008 for Maza – Simoëns.
As at 31 December 2018, Mazars were in its 14th period and Maza – Simoëns its 11th period of uninterrupted engagement respectively.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.
The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.
The consolidated financial statements have been approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Objective and audit approach

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

As specified by article L.823-10-1 of the French commercial code ("*code de commerce*"), the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of the entity.

As part of an audit in accordance with professional standards applicable in France, we exercise professional judgment throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If we conclude that a material uncertainty exists, we draw attention in our audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, we modify our opinion;
- Evaluate the overall presentation of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities included in the consolidation scope to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

Report to the Audit Committee

We submit a report to the audit committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as significant audit findings. We also bring to its attention, if need be, any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes information about the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters. We describe these matters in the audit report.

We also provide the audit committee with the declaration referred to in article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France as defined in particular by articles L.822-10 to L.822-14 of the French commercial code and in the French code of ethics for statutory auditors. Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Oullins and Villeurbanne, 3 April 2019

The Statutory Auditors

French original signed by:

Maza Simoens	Mazars	
Sébastien Belmont	**Paul-Armel Junne**	**Thierry Colin**
Partner		

PARENT COMPANY FINANCIAL STATEMENTS

BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/2018 Gross	31/12/2018 Depreciation, amortisation, provisions	31/12/2018 Net	31/12/2017 Net
Intangible assets	2.2 & 3.1	17,088	1,468	15,620	15,875
Property, plant and equipment	2.3 & 3.1	7,245	4,199	3,046	3,447
Equity interests	2.4 & 3.2	815,522	75,032	740,490	744,167
Investment-related receivables	2.6 & 3.2	291,529	4,348	287,181	187,668
Other financial assets	3.2	11,649	200	11,449	13,296
Non-current assets		**1,143,033**	**85,247**	**1,057,786**	**964,453**
Trade receivables and related accounts	2.5 & 3.3	23,436		23,436	20,013
Other receivables	2.5 & 3.4	20,592	426	20,166	22,505
Current assets		**44,028**	**426**	**43,602**	**42,518**
Marketable securities	3.5	9,081	1,042	8,039	16,261
Bank and cash	3.5	83,098		83,098	59,899
Cash & cash equivalents		**92,179**	**1,042**	**91,137**	**76,160**
Accruals	3.6	1,946		1,946	2,015
Total assets		**1,281,186**	**86,715**	**1,194,471**	**1,085,146**

BALANCE SHEET – EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/2018	31/12/2017
Share capital	3.7	119,931	93,611
Additional paid-in capital	3.7	273,440	180,852
Legal reserve	3.7	9,361	9,361
Other reserves	3.7	33,767	45,347
Net income for the period		**21,241**	**3,546**
Special excess depreciation	3.7	990	990
Shareholders' equity		**458,730**	**333,707**
Provisions for contingencies and expenses	**2.7 & 3.8**	**2,321**	**2,960**
Borrowings	3.9	714,130	717,095
Trade payables and equivalent	2.5 & 3.10	14,065	11,675
Tax and employee-related liabilities	2.5 & 3.10	2,435	2,643
Other liabilities	2.5 & 3.10	2,695	17,054
Current liabilities		**733,325**	**748,467**
Accruals		95	12
Total equity and liabilities		**1,194,471**	**1,085,146**

INCOME STATEMENT

(€ thousands)	Notes	31/12/2018	31/12/2017
Revenue	2.9	32,187	27,913
Other revenue from ordinary activities			7
Reversals of provisions, expense reclassifications		44	14
Operating income	**4.1**	**32,231**	**27,934**
External charges		(26,760)	(24,233)
Taxes and similar payments		(346)	(310)
Staff costs	5	(6,930)	(7,128)
Allowances for depreciation and reserves		(1,432)	(1,436)
Other expenses		(257)	(250)
Operating expenses		**(35,725)**	**(33,357)**
Operating profit / (loss)		**(3,494)**	**(5,423)**
Financial income		43,495	28,901
Financial expenses		(23,402)	(29,879)
Net financial income (expense)	**4.2**	**20,093**	**(978)**
Current income before taxes		**16,599**	**(6,401)**
Exceptional income		3,690	4,746
Exceptional expenses		(6,433)	(3,250)
Net exceptional items	**3.10 & 4.3**	**(2,743)**	**1,496**
Income tax	3.13 & 4.4	7,385	8,451
Net book		**21,241**	**3,546**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS OF GL EVENTS AT 31 DECEMBER 2018

ACCOUNTING POLICIES AND METHODS

BALANCE SHEET INFORMATION

INCOME STATEMENT INFORMATION

OTHER INFORMATION

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS AS AT 31 DECEMBER 2018 OF GL EVENTS

NOTE 1 SIGNIFICANT EVENTS

In October, GL event carried out a capital increase maintaining the preferential subscription rights of shareholders. Pursuant to this capital increase in the amount of €107 million, 5,996,557 new shares were created.
GL events also subscribed for capital increases in VOGO and its subsidiary GL events Yuexiu Guangzhou développement in the amount of €1 million each, and acquired securities of the subsidiary GL events Live in the amount of €1 million.
Impairment charges for equity interests were recorded in the amount of €7 million.

NOTE 2 ACCOUNTING POLICIES

2.1 GENERAL ACCOUNTING PRINCIPLES

The separate parent company financial statements have been prepared with the objective of providing a true and fair view in accordance with the general principles of conservatism and fair presentation, and notably going concern, consistency of presentation, the time-period concept and in accordance with the principles of French GAAP (notably, regulation No. 2016-07 of the French accounting standards authority (*Autorité des Normes Comptables* or ANC) of 4 November 2016, amending regulation No. 2014-03).
For the recognition and measurement of balance sheet items, the historical cost method has been applied.

2.2 INTANGIBLE ASSETS

Intangible assets represent mainly negative goodwill (*mali de fusion*) and computer software.
Software is measured at cost and depreciated on a straight-line basis over useful lives of two to three years.
Allowances for depreciation are recognised under operating income.
An impairment test is performed at the end of each reporting period. When there is evidence of a loss in value, a provision is recorded for the difference between value in use and the carrying value.

2.3 PROPERTY, PLANT AND EQUIPMENT

Tangible fixed assets are recognised at cost. They are subject to depreciation plans determined according to the straight-line method, the duration and their probable useful lives.
The depreciation periods generally retained are as follows:

	Depreciation period
Fixtures and fittings	10 years
Transport equipment	3 to 4 years
Office furniture and equipment	4 to 10 years

Allowances for depreciation are recognised under operating income .

2.4 PARTICIPATING INTERESTS AND OTHER FIXED SECURITIES (*TITRES IMMOBILISÉS DE L'ACTIVITÉ DE PORTEFEUILLE* OR TIAP)

Participating interests are recognised at cost. Post-closing adjustments are taken into account when they can be reliably estimated.
An impairment loss is recorded on securities when the net realisable value established according to the criteria indicated is less than the carrying value:
- value in use is determined according to the estimated net assets of the subsidiary and its prospects for profitability (the discounted cash flow method),
- value determined by reference to the recent transactions for companies operating in the same sector.

An impairment loss is however only recognised after the Company has reached a normal level of operations in the case of a creation or when the process of its integration into the Group is completed in the case of an acquisition.

Fixed investment securities are measured at acquisition cost or in relation to their stock market price when listed;
A provision for impairment is recorded :
- when the cost price is lower than the net realisable value. The net realisable value corresponds to the estimated trading value for the securities,
- when the cost price is greater than the average price for the last 20 trading sessions.

2.5 TRADE RECEIVABLES AND PAYABLES

Trade receivables are measured on a case-by-case basis. A provision for impairment is recorded in consequence based on the specific risks incurred.

Receivables and payables in foreign currencies are translated on the basis of year-end exchange rates. Resulting currency gains and losses are recorded in the balance sheet under assets or liabilities in translation adjustments. A provision is recorded to cover unrealised currency losses.

2.6 RECEIVABLES AND PAYABLES OF SUBSIDIARIES AND PARTICIPATING INTERESTS

Trade receivables and payables are recorded under current assets or liabilities. Upon term, and in accordance with a Group cash pool agreement, these receivables and payables are reclassified under partners/associates - current accounts in assets or liabilities. Upon reimbursement, when applicable, the corresponding amounts are in consequence deducted from these same current accounts.
Current account advances of a financial nature on inception are recognised directly in the same current accounts. These current accounts, whether under assets or liabilities, concern maturities of less than one year. However, given the long-term nature of some of these current accounts balances, it has been decided, by convention, that all treasury advances representing assets shall be presented under the heading receivables from interests while those representing liabilities are included under financial liabilities.

2.7 PROVISIONS FOR CONTINGENCIES AND EXPENSES

Provisions are recorded to meet the potential costs related to litigation and other liabilities.
With respect to restricted share unit plans (*plan d'attribution gratuite d'actions*), a provision for expenses is recorded according to the vesting period. The reversal of a provision is recognised when the shares have been unconditionally granted to the beneficiaries at the end of the vesting period.

2.8 REQUIREMENT SEVERANCE BENEFITS

Costs associated with severance benefits payable on retirement are incurred, in accordance with the option allowed for under applicable laws, in the year of retirement. This obligation is determined according to the projected unit credit method based on actuarial assumptions retained. The estimated amount of these obligations is disclosed in note 6 (page 178).

2.9 REVENUE

The primary activity of GL events is the acquisition of shareholdings in all companies, French or foreign joint ventures.
In exchange for services provided to its subsidiaries, GL events invoices the companies in which it exercises control. These fees represent the primary source of its revenue.

2.10 EXCEPTIONAL EXPENSES AND INCOME

Exceptional expenses and income recorded under this heading comply with French accounting standards (*Plan Comptable Général*). The debt waivers that GL events may grant to one or more of its subsidiaries in a given period constitute non-recurring items and are consequently recognised under this heading.

2.11 MARKETABLE SECURITIES

Marketable securities are recognised at cost. A provision for impairment is recorded when the cost price is lower than the carrying value . The carrying value corresponds to the average monthly price for listed companies and their estimated trading value for securities not publicly traded.

2.12 FINANCIAL INSTRUMENTS

Financial instruments used by the Company (collar type derivatives, both zero-premium or with premium payment), are exclusively for hedging purposes. The hedge accounting method applied symmetrically recognises the offsetting effects on net profit or loss of changes in the values of the hedging instrument and the related hedged item.

2.13 INCOME TAX

A French tax group headed by GL events includes the following companies: The following companies are included in the French tax group:

GL events
Altitude
Brelet
Brelet Centre Europe
Chorus
Décorama
Fabric Expo
Financière Jaulin
Fonction Meubles
GL events Audiovisual
GL events Cité centre de Congrès Lyon
GL events Exhibitions
GL events Venues
GL events Palais Brongniart
GL events Parc Expo Metz Métropole
GL events Live
GL Mobilier
Hall Expo
Jaulin
Menuiserie Expo
Mont Expo
Polygone Vert
Profil
Ranno Entreprise
SE. SE Centre Congrès Saint Etienne
SE. Palais Mutualité
SE. Polydôme Clermont Ferrand
SE. SE Centre Congrès Amiens
SECIL
SEPE Parc Floral
Sign'Expo
Spaciotempo

Corporate income tax for the companies is determined by each member of the tax group, without the possibility of allocating specific losses to the subsidiary arising during the period it is included in the tax sharing arrangement. The company heading the tax group records under tax expenses, the gain or loss resulting from the difference between the total tax charge payable by the companies and the tax payable by the tax group.

Resulting tax savings from the tax sharing provisions are definitively acquired by the parent company. However, if a subsidiary withdraws from this tax group, this savings is then returned to the subsidiary.

NOTE 3
BALANCE SHEET INFORMATION

3.1 INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

(€ thousands)	31/12/2017	Increase	Decrease	Other changes	31/12/2018
Software	289	10			299
Goodwill	16,789				16,789
Depreciation	(1,203)	(265)			(1,468)
Net intangible fixed assets	**15,875**	**(255)**	**-**	**-**	**15,620**
Property, plant, equipment	7,057	188			7,245
Accumulated depreciation	(3,610)	(589)			(4,199)
Fixed assets under construction	-				-
Net tangible fixed assets	**3,447**	**(401)**	**-**	**-**	**3,046**

3.2 FINANCIAL ASSETS

(€ thousands)	31/12/2017	Increase	Decrease	Other changes	31/12/2018
Participating interests	808,022	3,323			811,345
Provisions for impairment of investments	(68,032)	(7,000)			(75,032)
Other fixed investment securities	4,177				4,177
Net fixed securities	**744,167**	**(3,677)**	**-**	**-**	**740,490**
Investment-related receivables	192,016	99,513			291,529
Impairment of receivables	(4,348)				(4,348)
Net receivables	**187,668**	**99,513**	**-**	**-**	**287,181**
Loans	7,227		(2,268)		4,959
Other securities	5,658	703	(287)		6,074
Deposits and guarantees	611	5			616
Provisions for other financial assets	(200)				(200)
Other financial assets	**13,296**	**708**	**(2,555)**	**-**	**11,449**
Net financial assets	**945,131**	**96,544**	**(2,555)**	**-**	**1,039,120**

A detailed presentation of participating interests and receivables from interest is presented under subsidiaries and associates in note 10 (page 179).

3.3 TRADE RECEIVABLES AND RELATED ACCOUNTS

Total trade receivables and related accounts came to €23 million. Trade receivables of less than one year amounted to €10 million and those of more than one year to €13 million.

OTHER RECEIVABLES

All receivables in this category have a maturity of less than one year. None are represented by commercial paper.

3.5 CASH AND CASH EQUIVALENTS, MARKETABLE SECURITIES

(€ thousands)	31/12/2018	31/12/2017
Marketable securities	9,081	16,347
Provision for impairment	(1,042)	(86)
Net value of marketable securities	**8,039**	**16,261**
Bank and cash	83,098	59,899
Net total	**91,137**	**76,160**

3.6 ACCRUALS – ASSETS

(€ thousands)	31/12/2018	31/12/2017
Prepaid expenses	469	276
Bond issuance costs to be amortised over several periods	1,461	1,738
Translation reserves	16	1
Accruals	**1,946**	**2,015**

3.7 STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(€ thousands except shares in thousands)	Number of shares	Share capital	Additional paid-in capital	Legal reserve	Other reserves & retained earnings	Net income for the period	Special excess depreciation	Total
Equity at 31/12/2017	**23,403**	**93,611**	**180,852**	**9,361**	**45,347**	**3,546**	**990**	**333,707**
2017 net income appropriation					3,546	(3,546)		**-**
Distribution of dividends					(15,126)			**(15,126)**
2018 net profit						**21,241**		**21,241**
Capital increase	6,580	26,320	92,588					**118,908**
Special excess depreciation								**-**
Equity at 31/12/2018	**29,983**	**119,931**	**273,440**	**9,361**	**33,767**	**21,241**	**990**	**458,730**

The 2018 dividend was distributed in the form of shares, with 87.5% of shareholders opting to receive stock dividends. This resulted in a capital increase in the amount of €13 million. In October, GL event carried out a capital increase of €107 million. (see note 1 – Significant events)

To the best of the company's knowledge, GL events' share capital and voting rights break down as follows:

(number of shares)	12/03/2019	
Polygone S.A.	16,246,184	54.19 %
Sofina	4,768,057	15.90 %
Free float	8,968,546	29.91 %
Total share capital	**29,982,787**	**100 %**

The share capital at 31 December 2018 was €119,931,148, divided by 29,982,787 shares at €4 per share.

3.8 PROVISIONS FOR CONTINGENCIES AND EXPENSES

(€ thousands)	31/12/2017	Increase	Decrease		Other changes	31/12/2018
			Provisions used in the period	Reversal of unused provisions		
Provision for currency losses	1	16	(1)			16
Provision for impairment of bonus shares	2,959	2,031	(2,685)			2305
Other provisions	-					-
Total	**2,960**	**2,047**	**(2,686)**	**-**	**-**	**2,321**

3.9 NET BORROWINGS

(€ thousands)	31/12/2017	Increase	Decrease	31/12/2018
Non-current borrowings	578,032	117,278	(177,808)	517,502
Current bank facilities	2,166		(2,036)	130
Accrued interest	3,194		(65)	3,129
Total bank borrowings	**583,392**	**117,278**	**(179,909)**	**520,761**
Payables to interests	133,703		(2,334)	131,369
Other miscellaneous borrowings	-	62,000		62,000
Total miscellaneous loans and borrowings	**133,703**	**62,000**	**(2,334)**	**193,369**
Total borrowings	**717,095**	**179,278**	**(182,243)**	**714,130**
Group loans	(7,227)		2,268	(4,959)
Investment-related receivables	(187,668)	(99,513)		(287,181)
Marketable securities and cash at bank & in hand	(76,160)	(14,977)		(91,137)
Net borrowings	**446,040**	**64,788**	**(179,975)**	**330,853**

3.10 MATURITY OF LOANS AND FINANCIAL LIABILITIES

(€ thousands)	31/12/2018	Less than 1 year	1 -5 years	More than 5 years
Non-current borrowings	520,631	134,537	381,523	4,571
Other bank borrowings	130	130		
Current account loans from subsidiaries and associates	131,369	131,369		
Other miscellaneous borrowings	62,000	62,000		
Total borrowings	**714,130**	**328,036**	**381,523**	**4,571**
Trade payables and equivalent	14,065	14,065		
Tax and employee-related liabilities	2,435	2,435		
Other liabilities	2,695	2,695		
Total other liabilities	**19,195**	**19,195**		
Total	**733,325**	**347,231**	**381,523**	**4,571**

33.11 ACCRUED EXPENSES AND INCOME

(€ thousands)	31/12/2018	31/12/2017
Accrued expenses		
Borrowings	3,129	3,194
Unbilled payables	6,106	10,132
Tax and employee-related liabilities	246	229
Other payables, credit notes payable		
Total	**9,480**	**13,555**
Accrued income		
Unbilled receivables	5,902	4,519
Credit notes receivable	63	39
Other accrued financial income		
Total	**5,965**	**4,558**

NOTE 4
INCOME STATEMENT INFORMATION

4.1 OPERATING INCOME

GL events' primary source of revenue represents fees invoiced to companies in which it exercises controls for services rendered.

4.2 NET FINANCIAL INCOME (EXPENSE)

(€ thousands)	2018	2017
Dividends received	33,573	19,016
Interest income	6,963	5,379
Other financial income	86	1,264
Net proceeds from the disposal of fixed assets:	139	241
Loan interest income	7	67
Reserves written back to income	2,727	2,889
Interest rate hedges, currency gains		45
Total financial income	**43,495**	**28,901**
Interest expense	(11,424)	(11,299)
Interest on interest rate hedges	(1,346)	(1,292)
Foreign exchange losses	(37)	(68)
Miscellaneous expenses	(551)	(55)
Allowances for impairment	(10,044)	(17,165)
Total financial expenses	**(23,402)**	**(29,879)**
Net financial income (expense)	**20,093**	**(978)**

Allowances for provisions for impairment concerned mainly the Group's Italian equity interests.

4.3 NET EXCEPTIONAL ITEMS

(€ thousands)	2018	2017
Income from non-capital transactions	125	
Proceeds from the disposal of intangible, tangible and financial assets	25	957
Reversal of provisions		757
Expense reclassifications	3,540	3,032
Total exceptional income	**3,690**	**4,746**
Carrying value of intangible, tangible and financial assets sold	(25)	(8)
Exceptional expenses on management operations	(16)	(198)
Allowances for contingencies and expenses		
Other exceptional expenses	(6,392)	(3,044)
Total exceptional expenses	**(6,433)**	**(3,250)**
Net exceptional items	**(2,743)**	**1,496**

Net exceptional items for the period included mainly the waiver of a loan and a current account balance in favour of two subsidiaries for a total amount of €2.8 million. The balance concerned the cost of restricted stock unit plans for employees that was slightly higher than in 2017.

4.4 INCOME TAXES AND DEFERRED TAXES

(€ thousands)	2018	2017
Tax expense/ (income) from the French tax group	7,585	8,215
Income tax	(200)	236
Recognised income tax	**7,385**	**8,451**

Current income includes dividends of €33 million subject to a 99 % tax exemption.

NOTE 5
AVERAGE HEADCOUNT

	2018	2017
Management employees	8	9

NOTE 6
OFF-BALANCE SHEET COMMITMENTS

Commitments given (€ thousands)	
Guarantees	
Short-term guarantee	--
Medium-term guarantee	26,625
Joint security, miscellaneous guarantees	33,043
Collateral	**2,220**
Retirement severance payments	**148**

Commitments received (€ thousands)	
Joint security, miscellaneous guarantees	--
Opening of undrawn credit lines	196,043

Other commitments
The company invested in an investment fund. These funds make calls for funds according to the investments they carry out. At the end of 2018, there existed a contingent liability in the amount of €9 million not yet called up by these funds.

Other commercial commitments
None.

NOTE 7
IDENTITY OF THE CONSOLIDATING COMPANY

GL events, a publicly traded company, produces consolidated financial statements.
At 12 March 2019, it was 54.19 %-owned by Polygone S.A., itself 49.71 %-owned by Le Grand Rey.

NOTE 8
CHANGES IN FUTURE TAX LIABILITIES

None.

NOTE 9
TRANSACTIONS WITH RELATED PARTIES

(€ thousands)	Balance at 31/12/2018
Participating interests	810,307
Trade receivables	16,522
Trade payables	(7,310)
Loans and other financial assets	7,585
Other receivables and payables	(643)
Net current account assets	288,923
Current account liabilities	(131,044)
	Income (expenses)
Dividends received	33,573
Other financial income - current account and loan interest	7,013
Financial expenses - losses from equity interests	(303)
Other financial expenses - current account interest	(140)

NOTE 10
SUBSIDIARIES AND ASSOCIATES

(€ thousands)	Share capital	Equity before appropri-ation of income	Ownership interest (%)	Gross carrying value of shares	Net carrying value of shares	Loans and advances granted	Guarantees and sureties granted	Sales ex-VAT for year ended	Dividend income in the period
Subsidiaries (50 %-held by the Company)									
GL events Brasil Participacoes	220,036	220,090	100	276,787	276,787	697		10,025	
GL events Live	70,372	149,718	100	198,514	197,014	37,421		110,843	13,587
GL events Exhibitions	7,624	35,891	99	125,343	125,343	79,602		74,067	9,520
GL events Italia	119	20,173	100	71,927	22,927	9,311	732	10,803	
GL events Venues	63,636	66,833	100	63,636	63,636	33,291		8,326	9,586
GL events Sport	30,772	44,181	89	42,044	39,244	(4,186)	11,462		
Padova Fiere	2,000	(3,768)	100	23,035	2,035	3,621		1,500	
Profil	8	934	100	1,679	1,679	961		1,002	250
GL events China	1,415	185	90	1,083	1,083			2,262	
Polygone Vert	381	(343)	100	608	608	421		2	
GL events Suisse	83		85	61	61	401			
GL events Greece	60		100	60	-				
SECEC Valenciennes Métropole	50	93	100	50	50	(442)		1,387	
GL events Support	10	(50)	100	10	10	6,515		11,465	
GL events SI	10	(60)	100	10	10	8,767		8,596	
GL events Accounting	10	15	100	10	10			3,466	
Aichi International Convention & Exhibition Center	1	(1,321)	51	-	-				
Total	**396,587**	**532,571**		**804,857**	**730,497**	**176,380**	**12,194**	**243,744**	**32,943**
2) Associates (10% to 50 %-owned)									
Strasbourg Evènements	1,460	10,167	44	4,172	4,172			21,138	665
GL events Yuexiu Guangzhou Developpement	1,905	1,632	50	950	950				
Lyonnaise de Télévision (*)	2,000	933	10	751	250			2,156	
Perpignan St Esteve (*)	1,000	(632)	34	205	5			7,241	
Idées en tête (*)	1	125	47	71	0			1,774	
SAS Blagnac Rugby	401	401	15	50	50				
Total	**6,767**	**12,626**		**6,199**	**5,427**	**-**	**-**	**32,309**	**665**
3) Other participating interests (-10%)				**7,963**	**7,864**	**(4,441)**			
Total	**403,354**	**545,197**		**819,019**	**743,787**	**171,939**	**12,194**	**276,053**	**33,608**

(*) Data at 31 December 2017

STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the Group management report and in the documents addressed to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the GL events General Meeting

OPINION

In accordance with the terms of our engagement as auditors entrusted to us by your annual general meeting, we have audited the accompanying annual financial statements of GL events for the year ended 31 December 2018.
In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2018 and of the results of its operations for the year then ended in accordance with French accounting principles.
The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that our audit provides a reasonable basis for our opinion.
Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Annual Financial Statements" section of our report.

INDEPENDENCE

We conducted our audit in compliance with independence rules applicable to us, for the period from January 1, 2018 to the issue date of our report and in particular we did not provide any prohibited non-audit services referred to in article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics for statutory auditors.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of articles L.823-9 and R.823-7 of the French commercial code ("*code de commerce*") relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the annual financial statements of the current period, as well as our responses to those risks.
These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific elements, accounts or items of the annual financial statements.

MEASUREMENT OF EQUITY INTERESTS

IDENTIFIED RISK

At 31 December 2018, the net carrying value of equity securities on the balance sheet was €737 million, representing 62 % of total assets. As indicated in note 2.4 to the separate financial statements, these equity interests are recognised at historical acquisition cost excluding expenses incidental to the purchase.
When their net realisable value is lower than the net carrying value, a provision for impairment is recorded. This net realisable value is determined in reference to the remeasured net asset of the subsidiary and its prospects for profitability (the discounted cash flow methods) or to recent transactions involving companies operating in the same sector.
The measurement of these securities is based on a number of estimates and judgments by GL events management and notably the ability of the equity securities to generate

future operating cash flows, the growth rate adopted to estimate these cash flows and the corresponding discount rate applied.
We considered the measurement of equity securities to be a key audit matter as the determination of net realisable value requires use of estimates where management judgment plays a significant role and in light of the relative weight of these assets in the GL events' financial statements.

RESPONSES AS PART OF OUR AUDIT

We tested the controls implemented by management of the procedures for determining the net realisable value of equity securities.
Our work consisted notably in:

— Verifying, on the basis of information provided to us that the estimates of these values calculated by management are based on an appropriate valuation method and the figures used;
— Verifying the consistency of assumptions adopted with the economic environment on the balance sheet date;
— Comparing the data used in performing impairment tests of the equity securities with the source data provided by the entity and the results of the audit procedures on the subsidiaries;
— Testing the mathematical accuracy of the calculations of the net realisable values used by the Company on a sample basis.

SPECIFIC PROCEDURES

We have also performed the other specific procedures required by French law and regulations, in accordance with professional practice standards applicable in France.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND OTHER DOCUMENTS ADDRESSED TO SHAREHOLDERS WITH RESPECT TO THE FINANCIAL POSITION AND THE FINANCIAL STATEMENTS

We have no matters to report regarding the fair presentation and consistency with the financial statements of the information given in the management report of the Board of Directors and the other documents addressed to the shareholders in respect of the financial position and the annual financial statements.
We attest to the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in article D.441-4 of the French commercial code.

REPORT ON CORPORATE GOVERNANCE

We certify that the Board of Directors' report on corporate governance includes the information required by articles L. 225-37-3 and L. 225-37-4 of the French commercial code.
Regarding the information provided in accordance with the provisions of article L. 225-37-3 of the French commercial code on compensation and benefits paid to corporate officers as well as commitments incurred in their favour, we have verified their consistency with the accounts or with the data used to prepare these accounts, and when necessary, obtained by your company from companies exercising control over or controlled by it. On the basis of these procedures, in our opinion this information is accurate and provides a fair presentation.
Concerning the information relating to items that your company considers may have an impact in the case of a takeover bid or a public exchange offer provided in application of the provisions of L.225-37-5 of the French commercial code, we have verified their consistency with relevant source documents. Based on this work, we have no matters to report in connection with the information given.

OTHER INFORMATION

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF AUDITORS

We were appointed as statutory auditors of GL events by the general meeting of 13 July 2005 for Mazars and the general meeting of 16 May 2008 for Maza – Simoëns.
As at 31 December 2018, Mazars were in the 14th period and Maza – Simoëns its 11th period of uninterrupted engagement respectively.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE ANNUAL FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the annual financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.
The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.
The annual financial statements have been approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Objective and audit approach

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

As specified by article L.823-10-1 of the French commercial code ("*code de commerce*"), the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of the entity.

As part of an audit in accordance with professional standards applicable in France, we exercise professional judgment throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the annual financial statements;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If we conclude that a material uncertainty exists, we draw attention in our audit report to the related disclosures in the annual financial statements or, if such disclosures are not provided or inadequate, we issue a qualified opinion or no opinion at all;
- Evaluate the overall presentation of the annual financial statements and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

REPORT TO THE AUDIT COMMITTEE

We submit a report to the audit committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as significant audit findings. We also bring to its attention, if need be, any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the annual financial statements of the current period, constituting in consequence key audit matters to be described in this report.

We also provide the audit committee with the declaration referred to in article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France as defined in particular by articles L.822-10 to L.822-14 of the French commercial code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Oullins and Villeurbanne, 3 April 2019

The Statutory Auditors

French original signed by:

Maza Simoens	Mazars	
Sébastien Belmont	**Paul-Armel Junne**	**Thierry Colin**
Partner	Partner	Partner

AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the GL events General Meeting

In our capacity as Statutory Auditors of your company, we hereby report on certain related party agreements and commitments.

The terms of our engagement do not require us to identify such other transactions, if any, but to communicate to you, based on information provided to us, the principal terms and conditions and the reasons justifying their interest for the company of those agreements and commitments brought to our attention or discovered in the performance of our engagement, without expressing an opinion on their merits. It is your responsibility, pursuant to article R.225- 31 of the French commercial code, to assess the interest of these agreements and commitments with a view to their approval.

In addition, we are required, where applicable, to inform you in accordance with article R. 225-31 of the French commercial code (*code de commerce*) concerning the implementation, during the year, of the agreements and commitments already approved by the General Meeting of Shareholders.

We performed procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des Commissaires aux Comptes*) relating to this engagement. These standards require that we ensure that the information provided to us is consistent with the relevant source documents.

I. AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL TO THE SHAREHOLDERS' MEETING

A. AGREEMENTS AND COMMITMENTS APPROVED IN THE PERIOD ENDED

Pursuant to article R.225-40 of the French commercial code, we have been informed of the following agreements and commitments entered into in the period ended subject to prior authorisation by your Board of Directors.

1. Trademark license agreement:

GL events invoices subsidiaries for trademark royalties for an amount based on the sales of the companies concerned.

For 2018, royalty fees recorded under income that were previously authorised by the Board of Directors were as follows:

Entity	Rate	Amount (€)
FISA	1.20%	119,822
Imagine Lab	1.20%	20,814
GL events Japan KK	1.20%	12,651
Logistics Fair	1.20%	5,160

II. AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE GENERAL MEETING

A. AGREEMENTS AND COMMITMENTS AUTHORISED IN PRIOR PERIODS THAT REMAINED IN FORCE DURING THE PERIOD ENDED

In accordance with the provisions of article R.225-30 the French commercial code, we were informed that the following agreements and undertakings, already approved in prior periods, remained in force in the period under review.

1. General management services provided by Polygone

The services of Executive Management provided by Polygone managers to your company consist of:
— The provision of "Executive Management and Strategy" services (as the holding company),
— The provision of assistance and technical consulting services for the benefit of the Group's operating subsidiaries,
— The provision of "Technical" services.

Expenses incurred under this agreement in the period totalled €3,329,564 excluding tax.

2. Trademark license agreement

GL events invoices subsidiaries for trademark royalties for an amount based on the sales of the companies concerned.
Fees for 2018 payable under this agreement are presented below:

Entity	Rate	Amount (€)
Adors	1.00	3,734
Aganto	1.20	84,482
Bleu Royal	2.50	627
Cabestan	1.20	14,054
CCC Congrès Colloque Convention	1.20	49,131
Décorama	1.20	283,314
Flow Solutions	1.20	96,452
Frame	1.00	7,641
GL events Ankara ATO (Congresium)	1.00	63,563
GL events Audiovisual	1.20	586,010
GL events Belgium	1.20	62,810
GL events Centro de Convencoes Rio	1.00	135,636
GL events China	1.20	27,143
GL events Exhibitions	1.20	903,183
GL events Exponet	1.20	284,735
GL events Field and Lawn	1.20	65,044
GL events Furniture Asia	1.20	26,341
GL events Hong Kong	1.20	74,085
GL events Live	1.20	885,925

Entity	Rate	Amount (€)
GL events Macau	1.20	2,351
GL events Productions LLC	1.20	2,620
GL events Turquie	1.00	14,823
GL events Turquie Exhibition	1.00	12,571
GL events UK	1.20	409,918
GL events Vostock	1.20	102,996
Hall Expo	1.20	363,533
Live By GL events.	1.20	71,040
Ranno	1.20	162,240
Sao Paulo Expo	1.00	249,316
Serenas	1.00	634,322
Sign Expo	1.20	98,718
Sodem System	1.20	92,716
Spaciotempo arquitecturas	1.20	46,304
Spaciotempo France	1.20	417,959
Spaciotempo LTD	1.20	152,443
Tarpulin	0.25	23,225
Vachon	1.20	54,543
Wicked	1.20	151,183

3. Tax sharing agreement:
GL events is the head of a French tax group under provisions providing for sharing taxes between a parent company and subsidiaries. On this basis, only GL events is liable for corporate income tax and additional contributions payable by the tax group formed by itself and companies less than 95%-held having opted for this tax sharing arrangement.
The tax sharing agreement provides that tax savings passed on to GL events by subsidiaries incurring losses during the period included in this tax sharing arrangement are returned to the subsidiary if the latter subsequently withdraws.
Accumulated losses at 31 December 2018 by subsidiaries included in this tax sharing agreement were as follows:

Participating companies	Accumulated tax losses (€)
Altitude	236,495
Brelet	1,276,196
Brelet Centre Europe	1,597
Fabric Expo	374,980
Financière Jaulin	183,384
GL events Live	40,249,598
GL Mobilier	3,474,093
Hall Expo	16,434,606
Jaulin	55,647
Menuiserie Expo	463,140
Montexpo	326,081
Polygone Vert	882,187
Ranno	105,172
SECIL - Sucrière	2,122,332

4. Fees payable under an agreement to provide technical and sales assistance:
Technical and sales support provided by GL events to certain entities is governed by a regulated agreement when the amount invoiced represents a fixed amount.
Fees for 2018 payable under this agreement are presented below:

Entity	Terms and conditions	Amount (€)
Première Vision	Fixed	930,000
Sepel - Eurexpo	Fixed	240,000

Oullins and Villeurbanne, 3 April 2019

The Statutory Auditors

French original signed by:

Maza Simoens	Mazars	
Sébastien Belmont	**Paul-Armel Junne**	**Thierry Colin**
Partner	Partner	Partner

APPENDIX

PERSONS CONCERNED BY REGULATED AGREEMENTS AND COMMITMENTS

Entity	Olivier Ginon	Olivier Roux	Erick Rostagnat	Olivier Ferraton	Aquasourca (Sophie Defforey-Crepet)	Yves Claude Abescat
Adors			X	X		
Aganto				X		
Altitude						
Bleu Royal						
CCC Congrès Colloque Convention						
Décorama						
Fabric Expo						
FISA						
Flow Solutions Air & Power						
Foncière Polygone	X		X			
Frame			X	X		
GL events	X	X	X	X	X	X
GL events Ankara			X	X		
GL events Audiovisual						
GL events Belgium	X					
GL events Centro de Convençoes						
GL events China	X	X	X	X		
GL events Exhibitions	X					
GL events Exponet				X		
GL events Field & Lawn						
GL events Hong Kong	X		X			
GL events Japan				X		
GL events Live	X	X	X (PR)	X		
GL events Macao	X		X	X		
GL events Mobilier				X		
GL events Productions LLC						
GL events Vostok						
GL Furniture Asia	X					
Hall Expo	X (PR)			X		
Imagine Lab				X		
Logistics Fair						
Menuiserie Expo						
Polygone SA	X	X	X		X	X
Première Vision	X	X (PR)				
Ranno Entreprise		X		X		
SEAN - Acropolis Nice (until 30/06/2018)		X	X (PR)			
Serenas			X	X		
Sign'Expo						
Spaciotempo Arquitecturas Efimeras						
Spaciotempo France		X	X (PR)	X		
Spaciotempo UK Ltd			X			
Tarpulin				X		
Vachon			X	X		
Wicked Tents LLC						

(PR): Directors serving as permanent representatives of GL events.
Note: Shareholdings refer to both direct and indirect holdings.

	Nicolas de Tavernost	Sofina (Edward Koopman)	Anne-Sophie Ginon	Anne-Celine Lescop	Marc Michoulier	Daniel Havis	Holding > 10 %	Entity
							YES	Adors
							YES	Aganto
							YES	Altitude
							YES	Bleu Royal
							YES	CCC Congrès Colloque Convention
							YES	Décorama
							YES	Fabric Expo
							YES	FISA
							YES	Flow Solutions Air & Power
			X				YES	Foncière Polygone
							YES	Frame
	X	X	X	X	X	X		GL events
							YES	GL events Ankara
							YES	GL events Audiovisual
			X				YES	GL events Belgium
							YES	GL events Centro de Convençoes
							YES	GL events China
							YES	GL events Exhibitions
							YES	GL events Exponet
							YES	GL events Field & Lawn
							YES	GL events Hong Kong
							YES	GL events Japan
							YES	GL events Live
							YES	GL events Macao
							YES	GL events Mobilier
							YES	GL events Productions LLC
							YES	GL events Vostok
							YES	GL Furniture Asia
							YES	Hall Expo
							YES	Imagine Lab
							YES	Logistics Fair
							YES	Menuiserie Expo
	X	X	X	X	X	X	YES	Polygone SA
							YES	Première Vision
							YES	Ranno Entreprise
							YES	SEAN - Acropolis Nice (until 30/06/2018)
							YES	Serenas
							YES	Sign'Expo
							YES	Spaciotempo Arquitecturas Efimeras
							YES	Spaciotempo France
							YES	Spaciotempo UK Ltd
							YES	Tarpulin
							YES	Vachon
							YES	Wicked Tents LLC

06
STATUTORY INFORMATION ON THE COMPANY

GENERAL INFORMATION ABOUT GL EVENTS

COMPANY NAME AND REGISTERED OFFICE

GL events
59 Quai Rambaud - 69002 Lyon

DATE OF INCORPORATION AND LENGTH OF LIFE OF THE COMPANY

The Company was incorporated on 31 July 1989. Its term expires on 31 July 2088, barring early dissolution or extension.

NATIONALITY:

French

FORM AND APPLICABLE LAW

Société Anonyme (French equivalent of a joint stock company) governed by French law.

FRENCH TRADE AND COMPANY REGISTER

351 571 757 RCS Lyon – APE Code: 7010 Z

BUSINESS:

The company's corporate purpose is:

- The acquisition of interests in any companies and firms, whether French or foreign joint ventures, current or future, by any means, including by contribution, subscription or purchase of shares, merger, etc.;
- Any financial transactions or transactions involving movable and immovable property related directly or indirectly to the corporate purpose and to any similar or related purposes;
- Any administrative consulting services and other services and any research and development activities;
- The organisation, communication, management, general installation and layout of exhibitions, fairs, public or private events, and events of any type, whether in France or other countries, as well as training;
- The design, manufacture, leasing, installation and layout of stands, floor covering, floral decoration, decoration of any premises and exhibitions, signs, museum fittings, venue design, furnishings, furniture-equipment and accessories, electricity distribution, lighting systems, light space design, heating, air-conditioning, sound system, captation and projection of films and high-power video projection on any media, multimedia screen walls, temporary structures, platforms, exhibition items, and, more generally, any products, processes and undertakings related to these events, as well as their advertising and their promotion in any form whatsoever.

It may act directly or indirectly and may engage in all of these undertakings on its behalf or on behalf of third parties either alone, or through partnerships, associations, joint ventures or companies, with any other persons or companies and carry them out in any form whatsoever.

It may also acquire interests in any companies and business dealings, regardless of the purpose thereof.

FISCAL YEAR

Each fiscal year lasts for one year, commencing on 1 January and ending on 31 December.

GENERAL MEETINGS

(Articles 22 and 23 of the articles of association or *statuts*)

General meetings of the shareholders are called by the Board of Directors, or, in its absence, the auditors and any person so authorised by law.

In particular, one or more shareholders, representing at least the required share of the share capital and acting according to the conditions and periods fixed by the law, may request by registered mail with request for acknowledgement of receipt that draft resolutions be included on the meeting's agenda.

The forms and periods for calling such meetings are governed by law. The meeting notice must fix the place of the meeting, which may be the registered office, or any other place, as well as its agenda.

Any shareholder may attend general meetings and proceedings in person or through a representative, regardless of the number of his or her shares, subject to providing proof of identity, and provided that no payments are due on said shares on condition they have been registered in his or her name at least two business days prior to the meeting date, at 12:00 p.m., Paris time.

Any shareholder may vote by mail using a form that may be obtained according to the conditions indicated by the general meeting notice. Any shareholder may, under the conditions fixed by laws and regulations, send his or her proxy and voting form by mail concerning any general meeting, either in paper form, or, based on a decision of the Board of Directors, published in the meeting announcement and notice, by electronic transmission.

Any shareholder can grant a proxy to any natural person or legal entity of his or her choosing to represent him/her at a shareholders meeting. The grant of this proxy, and its revocation, as applicable, shall be in writing and notified to the Company. A shareholder not domiciled in France whose shares are registered in the name of an intermediary under the conditions fixed in article L. 2281 of the French commercial code may be represented by this intermediary.

The right to participate in meetings or be represented by proxy is subject to registration of the shares in the name of the shareholder or the registered intermediary acting on the shareholder' behalf, on the second business day prior to the meeting at 00:00, Paris time, either in the registered share account maintained by the Company or in the bearer share account maintained by a financial intermediary as referred to in article L.2113 of the French monetary and financial code.

Holders of registered shares are admitted upon furnishing proof of their identity, while owners of bearer shares are admitted subject to furnishing proof of the aforementioned certificate.

Access to the general meeting is open to registered shareholders, subject to proof of their status. However, if it deems this useful, the Board of Directors may provide shareholders personal admission cards in their name.

VOTING RIGHTS
(article 25 of the articles of association)

At general meetings, each member of the meeting has one vote for each share that he or she possesses or represents, without limitation. However, a voting right double that conferred upon the other shares, with regard to the percentage of the capital they represent, is given to all fully paid up shares held in registered form for at least the last three years in the name of the same shareholder.

If new shares are issued further to the capitalisation of reserves or an exchange of shares in connection with a stock-split or reverse split, the double voting right is conferred upon shares granted in registered form, provided they were held in registered form since their allotment. This double voting right is conferred upon shares held in registered form for three years after being allotted.

Mergers or demergers of the Company do not affect the double voting right that may be exercised at the beneficiary company provided the articles of association of the latter have established a double voting right.

APPROPRIATION OF INCOME
(Articles 28 and 29 of the articles of association)

At least one-twentieth of the year’s profit, less any losses carried forward, is deducted and allocated to a reserve fund, called the "legal reserve", limited to one-tenth of the share capital. Said deduction shall once again be necessary if, for any reason whatsoever, the "legal reserve" falls below said level.

The distributable profit is constituted by the year’s profit, less any loss carried forward and amounts posted to reserves pursuant to the law or the articles of association, and increased by retained earnings.

From this profit the general meeting then deducts amounts it deems appropriate to allocate to any optional reserve funds, whether ordinary or extraordinary, or to retained earnings.
The balance, when it exists, is allocated to the shares in proportion to their paid up, unredeemed amount.

However, with the exception of a capital reduction, no distribution may be made to the shareholders if, following said transaction, the equity capital is or falls below the amount of the capital increased by the reserves that cannot be distributed pursuant to the law or the articles of association.

The General Meeting may decide to distribute amounts deducted from available reserves. In this case, the decision must expressly indicate the reserve accounts from which the deductions are made.

The losses, if any, after approval of the accounts by the General Meeting, are registered under liabilities in a special balance sheet account, to be charged to the profits of subsequent years, until extinction or charged to reserves.

Dividends are paid at times and places set by the general meeting or the Board of Directors within nine months from the end of the financial year. This period may be extended by a decision of the court.

The general meeting called to approve the financial statements for the period may grant each shareholder, for the portion of the dividend reverting to him or her, an option of choosing between payment of the dividend in cash or in shares.
In addition, the payment of interim dividends is authorised, subject to the provisions of the law.

DISCLOSURE REQUIREMENTS CONCERNING OWNERSHIP THRESHOLDS
(Article 12 of the articles of association)

In addition to the legal obligation to inform the company of certain percentages of voting rights attached to the capital held, any shareholder, whether an individual or a legal entity, who comes to own or control (whether directly or indirectly, or jointly with other shareholders pursuant to the law) at least 2.5% of the capital and/or voting rights of the Company, must inform the Company thereof by registered mail with acknowledgement of receipt within fifteen days of the crossing of the threshold. It must also indicate if the shares are held on behalf of, under the control of or jointly with other individuals or legal entities. This notification is repeated for each additional fraction of 2.5% of the capital and/or voting rights up to the threshold of 50% of the capital.

DOCUMENTS AND INFORMATION CONCERNING THE COMPANY MAY BE CONSULTED:

At the registered office: 59 Quai Rambaud – 69002 Lyon.

INFORMATION ON THE SHARE CAPITAL

SHARE CAPITAL

The share capital is €119,931,148 divided by 29,982,787 shares of €4 per share.
GL events shares are traded on Euronext Paris - Compartment B (Mid Caps).

SECURITIES GIVING ACCESS TO THE CAPITAL

None

STOCK OPTIONS

The Combined Ordinary and Extraordinary General Meeting of 27 April 2012 authorised the Board of Directors to issue a total of 400,000 options to subscribe for new shares and/or purchase existing shares in favour of employees and/or directors of the Company or companies of the Group. 84,700 stock options were awarded by the Board of Directors on 1 March 2013 (Plan 14).

Beneficiaries can only exercise the options granted to them by the Board of Directors after a period of three years following the date on which they were granted, on condition that said beneficiaries have retained their status as employee or officer of GL events or one of the Companies of the Group during this period. In consequence, if beneficiaries of options were to cease exercising their functions as an employee or officer before exercising their options, the vested rights accruing to them would be forfeited *ipso jure* by them.

Stock option plan highlights:

	Plan 14
Date of the General Meeting authorising the issue of stock options	27/04/2012
Date of the Board of Director's meeting	01/03/2013
Number of shares available for subscription	84,700
Of which: number to the top 10 grantees	46,500
Of which: number of shares available for subscription by current members of the Executive Committee	35,500
Of which: number to the directors	8,000
Option exercise starting date	01/03/2016
End of the holding period	01/03/2017
Deadline for exercising the options	01/03/2018
Subscription price (€)	17.17
Number of shares subscribed(*)	66,350
Remaining number of shares available for subscription	-

(*) At 12 March 2019, after the exercise of options was recorded by the Board of Directors' meeting.

RESTRICTED STOCK AWARDS

The Board of Directors' meeting of 30 January 2015 decided to grant 112,975 shares (Plan 13) to 54 Group employees subject to the following vesting conditions:
- Possessing the status of an employee of the Company or companies and groups of companies affiliated therewith, from the first to the last day of the vesting period;
- The absence of any incident of unfair conduct causing a prejudice to the Company or an affiliated company;
- Revenue by the Group in 2017 of more than €1 billion.

On 5 September 2017, the Board of Directors decided to eliminate this grant condition linked to the Group's performance.

The Board of Directors' meeting of 4 March 2016 decided to grant 10,000 shares of restricted stock (Plan 15) to 2 Group employees subject to the following vesting conditions:
- The beneficiaries must possess the status of an employee in the Company or companies and groups of companies affiliated therewith, from the first to the last day of the vesting period;
- The occurrence of no incident of unfair conduct by the beneficiary causing a prejudice to the Company or an affiliated company;

The Board of Directors' meeting of 4 March 2016 decided to grant 10 restricted stock units to all employees of the Group's French companies, or restricted stock units totalling 19,840 existing shares of the Company (Plan 16) to be fully vested subject to the following conditions:
- The beneficiaries must possess the status of an employee in the Company or companies and groups of companies affiliated therewith, from the first to the last day of the vesting period;
- The occurrence of no incident of unfair conduct by the beneficiary causing a prejudice to the Company or an affiliated company;

The Board of Directors' meeting of 9 December 2016 decided to grant 10,000 shares of restricted stock (Plan 17) to one employee of the Group subject to the following vesting conditions:
- The beneficiary must possess the status of employee in the Company or companies and or groups of companies affiliated therewith, from the first to the last day of the vesting period,
- The occurrence of no incident of unfair conduct by the beneficiary causing a prejudice to the Company or an affiliated company;

The Board of Directors' meeting of 9 December 2016 decided to grant 10 restricted stock units for all employees of the Group's French companies, or restricted stock units totalling 20,110 existing shares of the Company (Plan 18) to be fully vested subject to the following conditions:
- The beneficiaries must possess the status of an employee in the Company or companies and groups of companies affiliated therewith, from the first to the last day of the vesting period;
- The occurrence of no incident of unfair conduct by the beneficiary causing a prejudice to the Company or an affiliated company;

The Board of Directors' meeting of 9 December 2016 decided to grant 20,000 shares of restricted stock of the Company (Plan°19) to one employee of the Group subject to the following vesting conditions:
- The beneficiary must possess the status of employee in the Company or companies and or groups of companies affiliated therewith, from the first to the last day of the vesting period,
- The occurrence of no incident of disloyal behaviour by the beneficiary causing a prejudice to the Company or an affiliated company;

The Board of Directors' meeting of 9 December 2016 decided to grant 84,775 shares of restricted stock of the Company (Plan 20) to 35 Group employees subject to the following vesting conditions:
- The beneficiaries must possess the status of an employee in the Company or companies and groups of companies affiliated therewith, from the first to the last day of the vesting period;
- The occurrence of no incident of unfair conduct by the beneficiary causing a prejudice to the Company or an affiliated company;
- Revenue by the Group in 2019 of more than €1.15 billion.
- The Board of Directors' meeting of 5 July 2017 decided to grant a manager of the Group 5,000 shares (Plan 21) subject to the following vesting conditions:
- presence of the manager in the Company or companies and groups of companies affiliated therewith from the date title to the shares is transferred at the end of this period;
- No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
- the period provided for awarding restricted stock units is two years, i.e. 4 July 2019;

the holding period for shares thus transferred is one year from the vesting date or 4 July 2021.

The Board of Directors' meeting of 8 December 2017 decided to grant 4,000 shares (Plan 22) to one Group manager subject to the following vesting conditions:
- the presence of the manager in the Company or companies and groups of companies affiliated therewith from the date title to the shares is transferred at the end of the holding period;
- No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
- the period provided for awarding restricted stock units is one year, i.e. 7 December 2018;
- the holding period for shares thus transferred is one year from the vesting date or 7 December 2020.

The Board of Directors' meeting of 20 March 2018 decided to grant 106,550 shares (Plan 23) to managers of the Group who are not officers of the Company subject to the following vesting conditions:
presence of the employee or officer in the Company or companies and groups of companies affiliated therewith from the date title to the shares is transferred at the end of this period;
- No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
- condition of performance;

- the period provided for awarding restricted stock units is three years, i.e. 19 March 2021;
- the holding period for shares thus transferred is two years from the vesting date or 19 March 2023.

The Board of Directors' meeting of 20 March 2018 decided to grant 20,820 shares (Plan 24) to all Group employees subject to the following vesting conditions:

- presence in the Company or companies and groups of companies affiliated therewith from the date title to the shares is transferred at the end of this period;
- No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
- the period provided for awarding restricted stock units is two years, i.e. 19 March 2020;
- the holding period for shares thus transferred is two years from the vesting date or 19 March 2022.

In accordance with the provisions of L.225-197-4 of the French Commercial Code, the following information is provided:

INFORMATION ON RESTRICTED SHARE AWARDS

Restricted share award (bonus share) plan highlights:

	Plan No. 13	Plan No. 15	Plan No. 16	Plan No. 17	Plan No. 18	Plan No. 19	Plan No. 20	Plan No. 21	Plan No. 22	Plan No. 23	Plan No. 24
Date of the General Meeting authorising the issue of stock options	25/04/14	25/04/14	25/04/14	25/04/14	25/04/14	25/04/14	29/04/16	29/04/16	29/04/16	29/04/16	29/04/16
Date of the Board of Director's meeting	30/01/15	03/03/16	03/03/16	09/12/16	09/12/16	09/12/16	09/12/16	05/07/17	08/12/17	20/03/18	20/03/18
Number of shares available for subscription	112,975	10,000	19,840	10,000	20,110	20,000	84,775	5,000	4,000	106,550	20,820
Value on grant date	16.01	15.00	15.00	16.09	16.09	16.09	16.09	24.60	24.60	25.30	25.30
Of which: number of shares available for subscription by current members of the Executive Committee	68,500	--	60	10,000	90		24,000	5,000		63,000	-
Of which: number to the directors	12,500	--	10	--	10					10,000	10
Of which: number to the top 10 grantees	82,500	10,000	(*)	10,000	(*)	20,000	66,000	5,000	4,000	66,500	(*)
End of vesting period	30/01/18	03/03/19	03/03/18	09/12/18	09/12/18	09/12/19	09/12/19	04/07/19	04/07/19	19/03/21	19/03/20
End of selling restrictions (holding period)	30/01/20	03/03/21	03/03/20	09/12/20	09/12/20	09/12/21	09/12/21	04/07/21	04/07/21	19/03/23	19/03/22
Number of shares granted	112,400	--	15,710	10,000	17,360	--	--	--	--	-	-

(*) Not applicable because of the grant of 10 restricted stock units per employee of French companies of the Group

AUTHORISED CAPITAL NOT ISSUED

The combined Extraordinary and Ordinary General Meeting of 28 May 2018 authorised the Board of Directors to issue shares of the Company or all types of securities conferring present or future access to shares of the company, with the maintenance and/or cancellation of the preferential subscription right, for a maximum nominal amount of €60 million.

This delegation of authority was given for 26 months, expiring on 23 November 2020 and used in the amount of €23,986,228 by issuing 5,996,557 new ordinary shares on 17 October 2018.

FIVE-YEAR SUMMARY OF CHANGES IN GL EVENTS' SHARE CAPITAL

Date	Type of transaction	Change in capital			Successive amounts of capital	Number of shares		Nominal value
		Issue in cash or in kind		Capitalisation of reserves / debt offset				
		Nominal	Premium			Issued	Total	
04/07/2016	Conversion of dividends	2,995,164	8,221,725		93,610,844	748,791	23,402,711	€4
04/07/2018	Conversion of dividends	2,334,076	10,841,783		95,944,920	583,519	23,986,230	€4
02/10/2018	Capital increase	23,986,228	81,745,788		119,931,148	5,996,557	29,982,787	€4

ANALYSIS OF CAPITAL AND VOTING RIGHTS

At 12 March 2019, the total number of voting rights was 43,400,631. Information concerning the allotment of voting rights is provided on page 190 of the registration document or article 25 of the articles of association.

To the best of the Company's knowledge, the breakdown of capital and voting rights held at 12 March 2019 is as follows:

	Number of shares	% of capital	Percentage of voting rights
Polygone *	16,246,184	54.19 %	63.21 %
Sofina *	4,768,057	15.90 %	15.53 %
Corporate officers			
- Olivier Ginon	4,500	0.02 %	0.02 %
- Olivier Roux	4,200	0.01 %	0.02 %
- Gilles Gouedard-Comte	16,912	0.06 %	0.08 %
- Nicolas de Tavernost	870	0.00 %	0.00 %
- Aquasourça	1	0.00 %	0.00 %
- Philippe Marcel	4,270	0.01 %	0.02 %
- Yves-Claude Abescat	707	0.00 %	0.00 %
- Erick Rostagnat	74,719	0.25 %	0.25 %
- Marc Michoulier	274	0.00 %	0.00 %
- Anne-Sophie Ginon	11,250	0.04 %	0.05 %
- Caroline Weber	1,500	0.01 %	0.01 %
Free float	8,849,343	29.51 %	20.82 %
Total	**29,982,787**	**100.00 %**	**100.00 %**

* - *Shareholders agreement, % capital of the two shareholders bound by the agreement: 70.09 %**
- *Shareholders agreement, % voting rights of the two shareholders bound by the agreement: 78.74 %*

Polygone SA is a holding company whose capital on 12 March 2019 broke down as follows:

	% of capital
Le Grand Rey	49.718 %
Sofina	15.623 %
SC du 3éme étage	15.164 %
Aquasourça	8.975 %
Matmut	6.000 %
Crédit Agricole Région Développement	2.147 %
Mr. Xavier Ginon	0.987 %

	% of capital
Crédit Agricole Capital PME	0.689 %
Calixte Investissement	0.688 %
Mr. Olivier Roux,	0.003 %
Mr. Olivier Ginon	0.001 %
Mr. Erick Rostagnat	0.001 %
Mrs. Jacqueline Ginon	0.001 %
Mrs. Claire Roux	0.001 %

The Company is controlled as described above. However the company considers that there exists no risk of control being exercised in an abusive manner. The Board of Directors of the Group has seven independent directors. Furthermore, the Audit Committee and the Compensation and Nominating Committee are chaired by independent directors.

Finally, the Company applies all recommendations of the MiddleNext corporate governance code that includes a significant number of provisions contributing to this objective of limiting the risk of control.

OWNERSHIP DISCLOSURE THRESHOLDS

No ownership disclosure thresholds were reported to have been crossed in the period under review.

OWN SHARES HELD DIRECTLY OR THROUGH GROUP SUBSIDIARIES

In accordance with the provisions of L225-211 of the French commercial code, the following information is provided:
Within the framework of the share buyback programme renewed by the Combined Shareholders' Ordinary and Extraordinary Meeting of 24 May 2018, GL events engaged in the following transactions:

	Balance at 31/12/2017		2018 purchases 12-month period		2018 sales 12-month period		Balance at 31/12/2018		Balance at 31/12/2018
	1	2	1	2	1	2	1	2	Total
Number of shares	282,134	19,892	150,874	241,594	221,820	248,757	211,188	12,729	223,917
Average price (in €)	21.64	24.50	20.39	21.98	21.01	22.03	21.41	25.08	21.62
Purchase price (€ thousands)	6,105	487	3,077	5,311			4,521	319	4,840
Sale price (€ thousands)					4,661	5,479			
Percentage of capital	1.21 %	0.08 %	0.64 %	1.03 %	0.95 %	1.06 %	0.90 %	0.05 %	0.96 %

Col. 1: Treasury shares
Col. 2: Liquidity agreement

The liquidity agreement with an investment services provider is compliant with the conduct of business rules recognised by the French financial market authority (AMF) for market making purposes. Trading fees for the above transactions in connection with this market making agreement totalled €30,500 for 2018.

Treasury stock is destined for use in connection with external growth transactions, stock option programs or bonus share grants.

NON-TRANSFERABLE SHARES

None.

CHANGES IN THE SHAREHOLDER STRUCTURE OVER THE LAST THREE YEARS

Pursuant to the changes in capital described in the above table "Five-year summary of changes in GL events' share capital", the shareholder structure has evolved as follows:

% of capital (at 31 December of each year)	**2016**	**2017**	**2018**	**2016 Aggregate shareholders agreement**	**2017 Aggregate shareholders agreement**	**2018 Aggregate shareholders agreement**
Polygone SA *	51.12	53.12	54.06	64.21	68.51	69.96
Sofina *	13.09	15.40	15.90			
CM CIC Investissement	4.00	0.00	0.00			
Other shareholders	31.79	31.49	30.04			

** shareholders' agreements*

% of voting rights (at 31 December of each year)	**2016**	**2017**	**2018**	**2016 Aggregate shareholders agreement**	**2017 Aggregate shareholders agreement**	**2018 Aggregate shareholders agreement**
Polygone SA *	61.43	64.41	63.15	74.74	79.56	78.69
Sofina *	13.31	15.15	15.54			
CM CIC Investissement	4.85	0.00	0.00			
Other shareholders	20.40	20.44	21.31			

** shareholders' agreements*

SHAREHOLDERS' AGREEMENT AND ANY ARRANGEMENT KNOWN TO THE ISSUER WHICH COULD HAVE AN IMPACT ON ITS CONTROL

On 5 November 2012, a shareholders agreement was concluded between Sofina and Messrs. Olivier Ginon and Olivier Roux.

It is stipulated that this Shareholders Agreement does not impose any restrictions on the transfer of the Company's shares held by Sofina nor particular provisions restricting the liquidity of the shares.

A. GOUVERNANCE

1. GOVERNANCE OF THE COMPANY

1.1 Provisions relating to the composition of the Board of Directors and the Audit Committee of the Company

The number of members of the Company's Board of Directors is not limited by provisions of the shareholders agreement. It provides that Sofina will have two Representatives on the Company's Board of Directors. In consequence, as of the completion date, the Board of Directors would be comprised of 13 members including two elected from candidates proposed by Sofina.

The Company's Audit Committee will include one representative appointed at the proposal of Sofina. With the purpose of promoting rules of good corporate governance within the Group, it is also provided that the Chairman of the Audit Committee of the Company shall be a "non-group director", i.e., within the meaning of the Shareholders Agreement, a person (i) who is not or has not been an employee or corporate officer of Polygone SA or a company that it controls within the meaning of Article L.2333, I of the French commercial code (*code de commerce*) (including the Company) over the last 10 years and (ii) is unrelated to Mr. Ginon or Mr. Roux. Decisions will be adopted by simple majority of members of the Company's Audit Committee. The Audit Committee of the Company will notably have the authority to discuss the Company's annual budget prepared by Executive Management and issue an opinion thereon to the attention of the company' Board of Directors.

1.2 Rules governing corporate decision-making

The provisions of the Shareholders Agreement will not directly interfere in the corporate decision-making process of the governance bodies of the Company. Accordingly, Sofina will have only those rights accruing to it by law and regulations as a shareholder and director.

However, Messrs. Olivier Ginon and Olivier Roux will undertake under the terms of the Shareholders Agreement to ensure that exceptional decisions relating to the disposal of assets, acquisitions, mergers and material public transactions of the Company, such as those relating to the company significant new loans, as well as relating to the membership of the Company's executive committee that were not adopted by the Board of Directors of Polygone SA in accordance with the rules of majority presented here below, will not be submitted to a vote to the company's Board of Directors or adopted by the latter.

2. POLYGONE SA GOVERNANCE

2.1 2.1 Provisions relating to the composition of the Board of Directors of Polygone SA

Under the terms of the Shareholders Agreement, the Board of Directors of Polygone SA includes:

— 10 directors including 5 directors from outside the group.

Decisions requiring the approval of a director appointed on the proposal of Sofina to the Board of Directors of the Polygone SA

Decisions shall be submitted to a debate within the Board of Directors of Polygone SA and may only be adopted if approved by the simple majority of directors present or represented, including the director appointed on the proposal of Sofina:

— Any decision requiring that an Extraordinary General Meeting of Polygone SA be called for items that include a change in the corporate charter or form, the creation of new classes of shares, the issuance of preferred shares or any security convertible into preferred shares or shares of a different class, any capital increase for which Sofina does not have a mechanism for anti-dilution, the modification of rights attached to shares (including through the creation of double voting rights) and the modification of rules for the distribution of earnings, reserves or the proceeds of liquidation, and
— Any assignment, contribution, transmission or transfer, in any form whatsoever, directly or indirectly, of an amount of assets of Polygone SA or the Company representing more than one third of the total consolidated assets of Polygone SA (excluding the scenario of a change in control of the Company allowing Sofina to exercise at the expense of Messrs. Olivier Ginon and Olivier Roux a put option for the total amount of its shares in Polygone SA as indicated in the paragraph below).

2.3 Decisions requiring the approval of one or more non-group directors

The following decisions shall be submitted to deliberations of the Board of Directors of Polygone SA and may only be adopted if approved by a simple majority of directors present or represented, including approval (i) of at least one non-group director during the Transitional Phase and (ii) at least two non-group directors during the Normal Phase (the "Qualified Majority"):

- Acquisitions, mergers, asset disposals,public transactions involving more than 20% of total consolidated assets of Polygone SA;
- Real estate transactions involving more than €20 million, including at the level of Foncière Polygone (a wholly-owned property management subsidiary of Polygone SA);
- Proposals for the distribution of dividends or shares to shareholders of Polygone SA;
- An increase or reduction in the capital of Polygone SA;
- The purchase, sale or subscription by Polygone SA of shares giving access to the share capital of the Company;
- New borrowings concerning (i) with respect to the Company, total leverage of 3.5 x EBITDA, (ii) with respect to Foncière Polygone, a loan-to-value (LTV) ratio of more than 80%, and (iii) with respect to Polygone SA, an amount exceeding €10 million;
- Off-balance sheet commitments, granting security by Polygone SA for more than €10 million (outside the scope of normal operating activities);
- Approval of the annual budget of Foncière Polygone;
- Operational decisions other than those relating to normal conduct of business in which the shareholders, directors or executive management of Polygone SA might be interested parties.

The following decisions shall be submitted to deliberations of the Board of Directors of Polygone SA and be approved by the simple majority of directors present or represented:

- The approval of the annual budget of Polygone SA;
- The composition of the Company's Executive Committee.

Finally, any proposal to replace persons occupying the offices of Chairman, Managing Director (*Directeur Général*), Deputy Managing Director or Chief Financial Officer of the Company must be submitted to prior deliberations by the Board of Directors of Polygone SA.

3. LAPSING OF SOFINA'S RIGHTS WITH RESPECT TO GOVERNANCE

Sofina's rights with respect to governance as summarised herein in paragraph A shall lapse as soon as Sofina's direct financial and indirect stake in the capital of the Company falls below the threshold of 8%.

B. CLAUSES RELATING TO THE TRANSFER OF SHARES

The Shareholders Agreement imposes no restrictions on the transfer of GL events shares held by Sofina nor particular provisions restricting the liquidity of the shares.

As for the transfer of Polygone SA shares, the main restrictions with respect to transfer provided by the Shareholders Agreement are as follows:

— An undertaking providing for a lock-up period for Polygone SA shares held by Sofina for a period of five years from the Completion Date (except for transfers to its affiliates;
— A full tag-along right of Sofina in the event of a transfer of control of Polygone SA by Messrs. Olivier Ginon and Olivier Roux;
— A right of pre-emption of Sofina for the securities held by Messrs. Olivier Ginon and Olivier Roux (except for transfers in favour of each other or their beneficiaries or persons with whom they are related);
— A right of pre-emption of Messrs. Olivier Ginon and Olivier Roux for securities held by Sofina (except for transfers to its affiliates).

The Shareholders Agreement also provides for an anti-dilution mechanism in favour of Sofina within the framework of any issue revoking preferential rights of subscription, able to give access, immediately or in the future, to the capital of Polygone SA.

Sofina will furthermore benefit from a put option for the full amount of Polygone SA shares with respect to Messrs. Olivier Ginon and Olivier Roux, exercisable under the following conditions: (i) If Mr. Olivier Ginon no longer exercises effective control over the Company's management; (ii) if Messrs. Olivier Ginon and Olivier Roux no longer control Polygone SA or if Polygone SA no longer controls the Company within the meaning of article L.2333 of the French commercial code; (iii) if Messrs. Olivier Ginon and Olivier Roux or Polygone SA no longer meet the rules for a majority provided for by the Shareholders Agreement within the Board of Directors of Polygone SA, (iv) if Polygone SA issues shares other than in accordance with the terms of the Investment Agreement without complying with the anti-dilution right of Sofina, (v) in the event of a breach of a material provision of the Shareholders Agreement by Polygone SA, Mr Olivier Ginon or Mr Olivier Roux; (vi) If any representation made by Messrs. Olivier Ginon and Olivier Roux under the terms of the Investment Agreement is found to be inexact or results in loss for Sofina of more than €2,500,000; (vii) on the fifth, eighth, eleventh anniversary dates of the Shareholders Agreement's execution date, or (vii) or if Messrs. Olivier Ginon and Olivier Roux create a situation giving rise to an obligation to file a draft public offer for the Company for Sofina, a situation with respect to which Sofina would object or would not be able to grant its authorisation.

Finally, Messrs. Olivier Ginon and Olivier Roux will possess a drag-along right (*droit de cession forcée)* over Sofina's shares in Polygone SA should they transfer control of Polygone SA.

PLEDGES, GUARANTEES AND SURETIES

Pledges of shares of the issuer registered in an account in the name of the shareholder (*nominatif pur*): 4,300,000 GL events shares pledged by Polygone SA as collateral for the Club Deal syndicated loan agreement.

1,426,000 GL events share were pledged by Polygone SA as collateral for a bilateral agreement.

07

ADDITIONAL INFORMATION

DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 26 APRIL 2019

I. ORDINARY RESOLUTIONS

RESOLUTION ONE

(Approval of the parent company financial statements for the fiscal year ended 31 December 2018 – Approval of disallowed deductions of charges and expenses)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after having reviewed the Board of Directors' report and the Auditors' special report on the separate parent company financial statements, approve as presented in all parts of these reports, the annual financial statements and notably, the balance sheet, income statement and notes to the financial statements for the period ended 31 December 2018 showing a profit of €21,241,469.17, as presented, as well as the operations reflected in the financial statements or summarised in the reports.

In accordance with article 223 *quater* of the French General Tax Code, they approve the expenses and charges provided for under article 39-4 of said code that totalled €29,981.08.

RESOLUTION TWO

(Discharge to directors)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, grant a full and unreserved discharge to the directors for their mandate the period under review.

RESOLUTION THREE

(Approval of the consolidated financial statements for the year ended 31 December 2018)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after having reviewed the Board of Directors' report and the Auditors' special report, approve the consolidated financial statements and notably, the balance sheet, income statement and notes to the financial statements for the period ended 31 December 2018, showing a net profit (attributable to equity owners of the parent) of 42,237,253 as presented, as well as the operations reflected in the financial statements or summarised in the reports.

RESOLUTION FOUR

(Appropriation of net income of the period)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, decide to appropriate the net income of €21,241,469.17, as follows:

Determination of distributable amounts

Net income for the period	€21,241,469.17
Retained earnings	€29,286,660.57
Distributable amount	**€50,528,129.74**

Proposed appropriation

Legal reserve	€2,632,030.40
Dividends or €0.65 per share (x 29,982,787)	€19,488,811.55
Retained earnings	€28,407,287.79
Total	**€50,528,129.74**

The shareholders note for the record a total gross dividend reverting to each share of €0.65.

For individuals whose tax residence in France, the dividend is subject to either, a flat tax (*prélèvement forfaitaire unique*) applied to the gross dividend of 12.8 % (article 200

A of the French general tax code), or, taxation according to the progressive income taxed scale, after notably applying the 40 % reduction (article 200 A, 13, and158 of the French general tax code). This latter option must be expressly selected by the taxpayer which applies to all investment income and is irrevocable. The excess amount, as applicable, (if having opted for the progressive income tax) is refundable. This dividend is in addition subject to social charges of 17.2 %.

The ex-dividend date will be 2 July 2019 and the dividend payment date 3 July 2019. It is specified that if, on the date on which shares are traded ex-dividend, the Company holds treasury shares, the amounts corresponding to dividends not paid for these shares will be allocated to "Retained earnings".

As required by article 243 bis of the French general tax code, dividend payments and other income payments for the last three financial periods are reported below:

For the fiscal year	Income eligible for tax relief		Distributions not eligible for the tax basis reduction
	Dividends	Other income distributions	
2015	13,592,352 (*) Or €0.60 per share (22,653,920 shares conferring a dividend right)	-	-
2016	15,211,762 (*) Or €0.65 per share (23,402,711 shares conferring a dividend right)	-	-
2017	15,211,762 (*) Or €0.65 per share (23,402,711 shares conferring a dividend right)	-	-

(*) INCLUDING THE UNPAID AMOUNT OF DIVIDENDS RELATING TO TREASURY SHARES AND ALLOCATED TO RETAINED EARNINGS

RESOLUTION FIVE

(Approval of the service agreement entered into between GL Events and Polygone SA presented in the Auditors' report on regulated agreements and commitments)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, approve the regulated service agreement between GL Events and Polygone SA, presented in the Auditors' special report on regulated agreements, governed by articles L. 225-38 *et seq*. of the French commercial code that has been presented.

RESOLUTION SIX

Approval of other agreements presented in the Auditors' special report)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, approve the agreements other than those presented in the fifth resolution presented to this meeting, mentioned in the Auditors' special report on regulated agreements, governed by articles L. 225-38 *et seq*. of the French commercial code that has been presented.

RESOLUTION SEVEN

(Renewal of Fanny Picard's term of office as director)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after having considered the Board of Directors' report, duly noting that the term of office of:

— Mrs. Fanny Picard

as director has expired at the end of this meeting, hereby renew this office for four (4) years or until the end of the ordinary general meeting of the shareholders to be held in 2023 called for the purpose of approving the financial statements for the year ended.

RESOLUTION EIGHT

(Renewal of Philippe Marcel's term of office as director)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after having considered the Board of Directors' report, duly noting that the term of office of:

— Mr. Philippe Marcel

as director has expired at the end of this meeting, hereby renew this office for four (4) years or until the end of the ordinary general meeting of the shareholders to be held in 2023 called for the purpose of approving the financial statements for the year ended.

RESOLUTION NINE
(RENEWAL OF DANIEL HAVIS'S TERM OF OFFICE AS DIRECTOR)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after having considered the Board of Directors' report, duly noting that the term of office of:

— Mr. Daniel Havis

as director has expired at the end of this meeting, hereby renew this office for four (4) years or until the end of the ordinary general meeting of the shareholders to be held in 2023 called for the purpose of approving the financial statements for the year ended.

RESOLUTION TEN

(Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted to Mr. Olivier Ginon, Chairman-Chief Executive Officer for the period ended).

The shareholders, acting in accordance with article L. 225-100 II of the French commercial code and the quorum and majority voting requirements applicable to ordinary general meeting, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted to Mr. Olivier Ginon, Chairman-Chief Executive Officer, for the year ended on the basis of his office, as presented in the Board of Directors' report to the general meeting in the registration document for fiscal 2018.

RESOLUTION ELEVEN

(Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted to Mr. Olivier Roux, Vice Chairman and Deputy Managing Director, for the period ended).

The shareholders, acting in accordance with article L. 225-100 II of the French commercial code and the quorum and majority voting requirements applicable to ordinary general meeting, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted to Mr. Olivier Roux, Vice Chairman and Deputy Managing Director, for the year ended, on the basis of his office, as presented in the Board of Directors' report to the general meeting in the registration document for fiscal 2018.

RESOLUTION TWELVE

(Approval of the fixed, variable and special components of components of total compensation and benefits of any nature paid or granted to Mr. Olivier Ferraton, non-Board member Deputy Managing Director, for the year ended)

The shareholders, acting in accordance with article L. 225-100 II of the French commercial code and the quorum and majority voting requirements applicable to ordinary general meeting, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted to Mr. Olivier Ferraton, non-Board member Deputy Managing Director, for the year ended, on the basis of his office, as presented in the Board of Directors' report to the general meeting in the registration document for fiscal 2018.

RESOLUTION THIRTEEN

(Approval of the principles and criteria for setting, allocating and granting fixed, variable and exceptional components of total compensation and benefits of any nature granted to the Chairman-Chief Executive Officer and the Vice Chairman Deputy Managing Director)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings and article L.225-37-2 of the French commercial code, after considering the report on corporate governance, approve in accordance with article L. 225-37-2 of the French commercial code, the principles and criteria for setting, allocating and granting fixed, variable and exceptional components of total compensation and benefits of any nature attributable to the Chairman-Chief Executive Officer and the Vice Chairman Deputy Managing Director, on the basis of their offices, as described in the report provided for by the last paragraph of article L.225-37 of the French commercial code and presented in the registration document for fiscal 2018.

RESOLUTION FOURTEEN

(Approval of the principles and criteria for determining, allocating and granting fixed, variable and exceptional components of total compensation and benefits of any nature attributable to the non-Board member Deputy Managing Director)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings and article L.225-37-2 of the French commercial code, after considering the report on corporate governance, approve in accordance with article L. 225-37-2 of the French commercial code, the principles and criteria for setting, allocating and granting fixed, variable and exceptional components of total compensation and benefits of any nature attributable to the non-Board member Deputy Managing Director, on the basis of his office, as described in the report provided for by the last paragraph of article L.225-37 of the French commercial code and presented in the registration document for fiscal 2018.

RESOLUTION FIFTEEN

(Authorisation to be given to the Board of Directors for dealing in own shares of the Company within the framework of article L.225-209 of the French commercial code)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to ordinary general meetings, after considering the Board of Directors' report:

— Terminate, with immediate effect for the unused portion, the authorisation granted under resolution twenty of the general meeting of 24 May 2018 for repurchase by the Company of its own shares;
— Authorise the Board of Directors in accordance with the provisions of articles L.225-209 *et seq*. of the French commercial code to purchase an amount of shares of the Company, not exceeding 10 % the number of shares making up the share capital of the Company, where applicable adjusted to take into account increases or reductions in the share capital that may be carried over the duration of the programme, under the following conditions:

The maximum purchase price per share under this authorisation is €40 (excluding execution fees). In the event of equity transactions including notably the capitalisation of reserves and the grant of bonus shares, stock splits or reverse splits, or a modification of the nominal value of the shares, this price will be adjusted in consequence.

On this basis, the maximum funds destined for this share repurchase programme is €119,069,552 calculated on the basis of the share capital at 28 February 2019 with 215,399 treasury shares held on the same date.

This authorisation is granted for the following purposes:

— Grant shares to employees or corporate officers of the company and French or foreign companies or groups of companies related thereto according to the procedures provided by law, and notably in connection with employee profit-sharing, stock ownership or company savings plans, stock option programs or the grant of bonus shares;
— hold shares for subsequent use as consideration for payment or exchange in connection with acquisitions subject to the limits provided for under paragraph 6 of article L.225-209 of the French commercial code;
— Ensure the liquidity of the market of the company's share through one or more independent investment service providers within the framework of a liquidity agreement in compliance with market practice authorised under regulations, it being specified that the number of shares taken into account to calculate the aforementioned 10 % limit corresponds to shares purchased minus the number of shares sold over the duration of this authorisation;
— Reduce the capital of the Company in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting;
— Remit shares following the exercise of rights attached to securities giving immediate or future access to shares;
— Engage in any market practice subsequently recognised by regulations.

The shares may be acquired, sold or transferred, on one or more occasions, by any means and at any time, including during takeover bids, on or off-market, and notably over-the-counter and including through block trades or recourse to derivative financial instruments and the purchase of stock purchase options in compliance with applicable regulations.

In compliance with article L. 225-209 paragraph 3 of the French commercial code, the Board of Directors grants full powers to its Managing Director to proceed with one or more share repurchase programs, whereby the Managing Director must report to the Board of Directors on uses made of this authority.

All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:

— Produce, as applicable, a description of the programme mentioned under article 241-2 of the AMF General Regulation and publish the procedures in accordance with article 221-3 of this Regulation, before proceeding with a share repurchase programme;
— Place all stock market orders, sign all purchase, sale or transfer agreements;
— Conclude all agreements and carry out all formalities and all other measures required for the application of this authorisation.

This authorisation is granted for eighteen months from the date of this meeting.

II. EXTRAORDINARY RESOLUTIONS

RESOLUTION SIXTEEN - *(Authorisation to be granted to the Board of Directors to cancel shares purchased by the Company in connection with article L. 225-209 of the French commercial code)*

The shareholders, acting in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, after having considered the Board of Directors' report and the Auditors' special report, in accordance with the provisions of article L. 225-209 of the French commercial code, authorise the Board of Directors to:

- cancel shares acquired under the resolution fifteen herein and previous authorisations, on one or more occasions, subject to a limit of 10 % of the share capital on the date of the Board of Directors' decision to cancel the shares and per twenty-four month period and reduce in consequence the share capital of the company;
- Adjust, if necessary, the rights of holders of securities conferring access to the capital and stock options or stock purchase options for which issuance may have previously been decided and still outstanding on the date the capital reduction authorised under this resolution is carried out.

All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:

- Make all decisions concerning cancellations or reductions of capital;
- allocate the difference between the purchase price of potential shares and their par value to reserve accounts of its choosing including "additional paid-in capital";
- take all measures, make all declarations, fulfil all formalities, including declarations with the AMF;
- amend the articles of association of the Company in consequence;
- And in general, undertake all that is necessary.

This authorisation is granted for eighteen months from the date of this meeting. It supersedes and replaces the authorisation granted under resolution twenty-one of the combined shareholders' meeting of 24 May 2018 adopted in extraordinary session.

RESOLUTION SEVENTEEN

(Delegation of authority to be given to the Board of Directors to issue ordinary shares in turn giving, as applicable, access to ordinary shares or the grant of debt securities, and/or securities giving access to ordinary shares of the Company to be issued, maintaining shareholders' preferential subscription rights)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, after having considered the Board of Directors' report and the Auditors' special report and duly noting that the share capital was fully paid up, in accordance with articles L. 225-129-2 and L. 228-92 of the French commercial code:

- Terminate, with immediate effect for the unused portion the authorisation granted by the combined ordinary and extraordinary general meeting of 24 May 2018 under extraordinary resolution twenty-two;
- and grant the Board of Directors authority, for 26 months from the date of this meeting, to issue, on one or more occasions, with or without consideration and maintaining the preferential subscription rights of shareholders, (i) ordinary shares of the Company, (ii) ordinary shares conferring rights to other ordinary shares or debt securities of the Company and (iii) securities giving access to ordinary shares to be issued that may be subscribed for by cash or by offsetting debt;
- resolve that the maximum nominal amount of the capital increase of the Company, with immediate effect or in the future, resulting from issues undertaken under this authorisation shall not exceed €30 million, it being specified that this amount shall be included under the ceiling provided under resolution twenty-eight of the combined general meeting of 24 May 2018. This ceiling is set without taking into account the nominal amount of capital increases necessary, as required by law and, if applicable, by contractual provisions providing for other forms of adjustments, to preserve the rights of holders of rights or securities giving access to the Company's capital.
- Decide that securities issued giving rights to ordinary shares of the Company to be issued may consist of debt securities or be associated with the issue of such securities, or permit the issue of the same as intermediate securities. They may be issued in euros, foreign currencies or in currency units composed of a basket of currencies, paying fixed or variable rate interest or accruing until maturity. In addition, they may be subject to guarantees or securities, repayment with or without premiums or redemption. The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further provision that this amount (i) does not include any repayment premium or premiums in excess of par when provided for, (ii) shall include all debt instruments whose issuance is provided for under the twenty third and twenty fourth resolutions of the combined general meeting of 24 May 2018 (iii) but represents an amount independent and distinct from the amount of debt securities to be issued pursuant to a decision or authorisation by the Board of Directors in compliance with article L. 228-40 of the French commercial code. The term of the bonds other than those in the form of perpetual notes may not exceed 15 years. Securities thus issued may in addition be repurchased on the stock market or used in connection with tender bids or exchange offers by the Company.

Shareholders shall have a preferential right to subscribe for ordinary shares or securities issued under this resolution on the basis of irrevocable entitlement (*à titre irréductible*) in proportion to their rights and within the limit of their demand. The Board may also grant shareholders rights to subscribe for excess ordinary shares or securities without trading rights on a non-preferential basis (*à titre réductible*) in accordance with applicable laws.

If applications for new shares on the basis of irrevocable entitlement, and as the case may be, for excess shares on a non-preferential basis, should fail to account for the entire issue, the Board of Directors may in the order of its choice opt for one or more of the following solutions: (i) limit the amount of securities issued to the amount for which subscriptions have been received within the limits provided for by regulation, (ii) freely allocate all or part of the offering not taken up to beneficiaries of its choice (shareholders or otherwise), or (iii) offer all or part of the securities not taken up to the public.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of their preferential rights to subscribe for ordinary shares of the Company issued in consideration for the exercise of rights attached to said securities.

The shareholders decide that warrants in respect to the Company shares may be issued both in connection with subscription offers but also for grants to owners of existing shares. Moreover, in the case of grants of warrants, the Board of Directors will have the authority to decide that rights to fractional shares shall not be negotiable and the corresponding securities shall be sold.

The Board of Directors shall determine the characteristics, amount and procedures of any issue as well as the securities thus issued. In particular, it shall determine their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued under this resolution shall confer access to ordinary shares of the Company and for debt securities, their seniority.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the articles of association accordingly, charge at its sole discretion the costs of the capital increase to the corresponding share premium and appropriate therefrom all amounts required to ensure that the legal reserve represents one tenth of the new share capital after each increase, and to proceed with all formalities and representations and obtain all authorisations necessary to ensure the successful completion of these issues.

The Board of Directors may, within the limits set forth herein, delegate in turn the authority granted to it under this resolution to the Managing Director.

RESOLUTION EIGHTEEN

(Delegation of authority to the Board of Directors to increase the number of shares to be issued in connection with capital increases with preferential subscription rights).

The shareholders, after considering the Board of Directors' report, resolve that for each issue of ordinary shares or securities giving access to the capital decided in application of the seventeenth resolution, the number of shares able to be issued may be increased in accordance with the provisions of articles L. 225-135-1 and R. 225-118 of the French commercial code and within the limits set by the general meeting.

RESOLUTION NINETEEN

(Delegation of authority to be given to the Board of Directors to proceed with a capital increase by issuing ordinary shares and/or securities giving access to the share capital within the limit of 10 % of the capital as consideration for in-kind contributions of securities giving access to the capital)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report, in accordance with article L. 225-147 of the French Commercial Code:

- Terminate, with immediate effect, for the unused portion, the authorisation granted under resolution ten of the combined general meeting of 28 April 2017;
- Grant the Board of Directors authority which may in turn delegate in accordance with applicable laws and regulations for a maximum period of 26 months from the date of this meeting, on the basis of the report of the equity auditor(s) mentioned in the 1st and 2nd paragraphs of the aforementioned article L.225147, to issue ordinary shares of the Company or securities conferring present or future rights to existing ordinary shares or shares to be issued in payment for contributions of kind granted to the company consisting of equity securities or other securities giving access to the share capital when the provisions of article L.225-148 of the French commercial code do not apply, and resolve, as necessary, to cancel, in favour of holders of shares or securities concerned by the contribution in kind, the preferential subscription rights of shareholders to ordinary shares and securities thus issued.

The aggregate amount of an immediate or future nominal increase that may be carried out pursuant to this authorisation may not exceed 10% of the share capital of the Company (as existing on the date of this meeting), without taking into account the nominal amount of the capital increase required, in accordance with the law, and, as applicable, contractual provisions providing for other means for preserving the rights of holders of rights or securities giving access to the Company's capital.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of the preferential rights to which they may be entitled to subscribe for ordinary shares issued under this resolution.

The Board of Directors will be vested with all powers to implement this resolution, and to establish the list of equity shares or securities tendered, determine the share exchange rate, and when applicable the balance to be paid in cash, rule, on the basis of the report of the equity auditor(s) mentioned in the 1st and 2nd paragraphs of article L. 225-147, on the evaluation of the contributions and the grant of special benefits, record the completion of the capital increases undertaken by virtue of this authority, amend the company's bylaws in consequence, and in general undertake all formalities and representations necessary for the completion of the contribution.

RESOLUTION TWENTY

(Delegation of authority to the Board of Directors to proceed with a capital increase through the issuance of shares and/or securities giving access to the share capital suspending shareholders' preferential rights in favour of employees participating in a company savings plan pursuant to the provisions of Articles L. 3332-18 et seq. *of the French labour code)*

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, after having considered the Board of Directors' report prepared in compliance with articles L.225-102 and L.225-129-6 of the French commercial code, the Auditor's special report, and the provisions of articles L.225-129-6, L.225-138 I and II and L.225138-1 of the French commercial code:

— delegate their authority to the Board of Directors, for the purpose of increasing the share capital, at once or in instalments, by issuing ordinary shares for the benefit of participants in one or more company or group employee stock ownership plans established by the Company and/or French or foreign companies affiliated with it within the meaning of article L.225-180 of the French commercial code and article L.3344-1 of the French labour code. This rights issue will be carried out in accordance with the conditions provided for under articles L. 3332 -18 *et seq*. of the French labour code.
— decide in consequence to cancel preferential subscription rights to new shares to be issued in favour of participants in one or more company or group employee stock ownership plans established by the Company and/or affiliated French or foreign companies within the meaning of article L.225-180 of the French commercial code and article L.3344-1 of the French labour code.
— set the period of validity of this delegation of authority at twenty-six months from the date of this meeting;
— resolve that the issue price of the new shares shall be set in reference to the Company's share price on Euronext Paris that may not exceed the average opening price of the 20 trading sessions preceding the date set to open the subscription period nor less than 20 % of this average or 30 % when the waiting period provided for by the employee stock ownership plan is greater than or equal to 10 years (or any other maximum percentage provided for by applicable legal provisions when the price is set);
— determine that the maximum nominal amount of the rights issue that the Board of Directors may undertake may not increase the shareholding of employees calculated in accordance with the provisions of article L.225-102 of the French commercial code (including shareholdings to date) to more than 3 % of the total share capital on the date the Board of Directors decides to implement this delegation of authority.
— decide, in application of the provisions of article L. 3332-21 of the French labour code, that the Board of Directors may provide for grants to beneficiaries defined above, of restricted share units, for shares to be issued or already issued or other securities giving access to the Company's share capital to be issued or already issued, with respect to (i) contributions that may be paid in accordance with regulations of the employee savings plan and/or (ii), as applicable, the share price discount.
— decide that the new shares will be subject to all provisions of the articles of association and shall be fungible and rank *pari passu* with existing shares;
— grant all powers to the Board of Directors, for the purpose of, and subject to the conditions and limits set forth above, deciding and undertaking, through a single transaction, this rights issue, determining the conditions for qualifying beneficiaries, that may include conditions of seniority as an employee, in accordance with the conditions provided for by regulation, determining the conditions for the issuance and payment of the shares, amending the articles of association in consequence, and in general take all necessary measures;

The shareholders duly note that this authorisation has been proposed to comply with the provisions of article L.225-129-6 of the French commercial code.

RESOLUTION TWENTY-ONE

(Authorisation to be given to the Board of Directors to grant restricted stock units from existing shares and/or shares to be issued to employees and/or selected officers of the Company or affiliated companies or an economic interest group)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Auditors' special report, in accordance with L 225-197-1 *et seq*. of the French commercial code and in compliance with the MiddleNext corporate governance code:

- Authorise the Board of Directors to award restricted stock units (bonus shares) on one or more occasions to employees of the Company and/or companies and groups affiliated therewith within the meaning L 225-197-2 of the French commercial code or certain categories thereof, and to corporate officers as defined by law, in the form of existing shares of the Company or shares to be issued;
- Decide that the Board of Directors shall determine the number of restricted stock units that may be granted, the list of grantees and the conditions, and when applicable, the criteria for grants;
- Decide that the total number of restricted stock units able to be granted shall be limited to 200,000 shares;
- Decide that share grants will be vested by their beneficiaries, subject to compliance with the conditions and criteria that may have been set by the Board of Directors, after a vesting period that will be set by the latter of not less than one year, except for beneficiaries with a category 2 or 3 disability as defined by article L 341-4 of the French social security code, and that the beneficiaries must, as applicable, hold their shares for a period set by the Board so that the vesting period and, as applicable, the holding period combined, may not be less than two years.
- Authorise the Board of Directors to make, when applicable, during the vesting period, adjustments to the number of shares pursuant to corporate actions in order to maintain the rights of beneficiaries;
- Authorise the Board of Directors, in compliance with article L 225-129-2 of the French commercial code, to proceed with one or more capital increases through the capitalisation of reserves, retained earnings or additional paid-in capital which, when applicable, will be used in the event of a grant of free shares by issuing new shares for the beneficiaries of said shares.
- Authorise the Board of Directors to determine the number of shares to be repurchased and/or the number of shares to be issued for the purpose of bonus share grants,
- Duly note that this decision constitutes, waiver by operation of law by the shareholders of their preferential subscription right to the new shares issued through the capitalisation of reserves, earnings or additional paid-in capital;
- Grant the Board of Directors all powers, which it may further delegate in accordance with the law, to implement this authorisation, undertake all measures, formalities and filings, amend the by-laws in consequence and, in general, undertake everything that is necessary, in accordance with the provisions of the law and regulations.

This authorisation is granted for 38 months from the date of this General Meeting. This authorisation terminates with immediate effect for the unused portion the authorisation granted by the Combined General Meeting of 24 May 2018 under extraordinary resolution thirty.

RESOLUTION TWENTY-TWO

(Powers for formalities)

Full authority is hereby granted to the bearer of the minutes of this General Meeting or a copy thereof for the purpose of performing all required legal and administrative formalities.

INFORMATION AVAILABLE ON WEB SITES
(WWW.GL-EVENTS.COM ET WWW.AMF-FRANCE.ORG)

PRESS RELEASES

Date	Announcements
2018	Monthly and weekly disclosures - Purchases and sales of own shares
2018	Monthly disclosures - Voting rights
16 January 2018	2017 annual revenue
21 March 2018	2017 results
22 March 2018	Presentation of 2017 results
26 March 2018	Acquisition of Even Pro, a Professional Exhibition Organiser specialised in industry: GL events strengthens its position in this segment one day before Global Industrie's first edition in Paris.
27 March 2018	GL events confirms its eligibility for the PEA-PME
5 April 2018	Acquisition of the controlling interest in FISA, Chile's leading Professional Exhibition Organiser - Commercial partnership in Japan
18 April 2018	Preliminary notice of meeting (*avis de réunion*) of the shareholders' meeting of 24 May 2018
24 April 2018	2018 first-quarter sales
27 April 2018	GL events and the Japanese group, Maeda announce the signature of a concession agreement for the management of the future Aichi International Exhibition Centre in Japan.
14 June 2018	Acquisition in China
July 2018	Half-year report on the liquidity agreement
3 July 2018	Result of the option given to receive dividends in the form of shares for fiscal 2017
18 July 2018	2018 second-quarter sales
4 September 2018	2018 first-half results
23 September 2018	Announcement of the availability of the Update to the 2017 Registration Document
24 September 2018	2 new acquisitions in China, presence in 11 cities GL events launches a €107 million capital increase with preferential subscription rights
15 October 2018	GL events announces the success of its capital increase with preferential subscription rights in the amount of €107 million.
16 October 2018	2018 third-quarter sales:
11 December 2018	GL events Venues expands its network: Saint-Etienneand Caen
January 2019	Annual report on the liquidity agreement
15 January 2019	2018 annual revenue
5 February 2019	GL events announces the acquisition of the majority shareholding in Africa's biggest exhibition centre
12 February 2019	GL events: successful private placement of a €130 million bond issue
28 February 2019	Acquisition in China of CIEC UNION
12 March 2019	2018 results
13 March 2019	Presentation of 2018 results
20 March 2019	Preliminary notice of meeting (*avis de réunion*) of the shareholders' meeting of 26 April 2019
24 March 2019	GL events announces the signature of a memorandum of understanding to acquire the Fashion Source exhibitions in China

REGISTRATION DOCUMENT AND OFFERING MEMORANDUMS

Date	Announcements
24 April 2018	Registration document 2017 D.17-0380

INFORMATION PUBLISHED THROUGH THE PRESS

Date	Announcements	Publication
17 January 2018	2017: €953.8m in revenue, Q4 up 3.6%, a very strong business performance, 2018: revenue > €1 billion	Les Echos
22 March 2018	2017 annual results: Earnings growth, current operating income: €85m, +7.2%, net income attributable to parent: €35m, +10.1%, 2018 revenue target > €1bn	Les Echos
25 April 2018	2018 first-quarter sales: €286 million, guidance for annual revenue growth of more than 7 % confirmed	Les Echos
19 July 2018	First-half revenue: 9.9% growth at 30 June 2018, GL events Venues portfolio developments: Dubai and Reims	Les Echos
5 September 2018	H1 2018 earnings growth, net income attributable to the parent: +8.2%	Les Echos
25 September 2018	2 new acquisitions in China, presence in 11 cities GL events launches a €107 million capital increase with preferential subscription rights	Les Echos
17 October 2018	Robust revenue growth, +16.4 % in Q3 2018	Les Echos
15 January 2019	2018 consolidated revenue: €1.041bn, +9% like-for-like Completion of the 1st external growth operation in China	Les Echos
28 February 2019	Acquisition in China of CIEC UNION	Les Echos
12 March 2019	Earnings growth, current operating income: €97.4m (+14.5%), net income attributable to the parent: 42.2m, +20.3%, 2019 growth target for annual revenue > +7%	Les Echos

OFFICIAL LEGAL ANNOUNCEMENTS
(BULLETIN DES ANNONCES LEGALES ET OBLIGATOIRES)

Date	Announcements	Publication date
18 April 2018	Preliminary notice of the General Meeting	47
7 May 2018	Second notice of the General Meeting	55
11 June 2018	Voting rights	70
11 June 2018	Certification of the Statutory Auditors	70
20 March 2019	Preliminary notice of the General Meeting	34

FILINGS WITH THE REGISTRAR OF THE LYON COMMERCIAL COURT

Date	Announcements
12 July 2018	Filing of the 2017 annual financial statements
12 July 2018	Filing of the 2017 consolidated financial statements

ANNUAL FILINGS AND DISCLOSURES

This annual information document has been published in accordance with article 451-1-1 of the French Monetary and Finance Code and article 221-1-1 of the AMF General Regulation. This document contains information published or rendered public by GL events between 1 January 2019 and 31 March 2019 in compliance with legal or regulatory disclosure obligations.

OFFICER RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Mr. Olivier Ginon
Chairman

RESPONSIBILITY STATEMENT

"I hereby certify, having taken all reasonable care to ensure that such is the case, that the information contained in this document provides a true and fair picture of the company's existing situation. It does not contain any omissions that could affect the validity of this document.
I declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable financial reporting standards and give a true and fair view of the assets and liabilities, financial position and results of the operations of the Company and the group formed by the companies included in the consolidated financial statements, and that the management report for the period faithfully presents business trends, the results and financial position of the Company and the group included in the consolidation and the description of the main risks and uncertainties.
I have obtained a letter from the company's statutory auditors confirming the completion of their engagement whereby, in compliance with accounting doctrine and professional standards applicable in France, they performed procedures to verify the information on the financial position and financial statements presented in this registration document and reviewed its entire content.
The statutory auditors have issued reports on the historical information presented in the registration document.

Lyon, 3 April 2019

Olivier Ginon
Chairman

STATUTORY AUDITORS

	Date of first appointment	Renewal date	End of appointment (AGM approving the accounts at)
Statutory auditors: **Maza – Simoens** Sébastien Belmont 26, rue Raspail 69600 Oullins	16 May 2008	25 April 2014	31 December 2019
Mazars Thierry Colin Paul-Armel Junne 131, boulevard Stalingrad 69624 Villeurbanne	13 July 2005	25 April 2014	31 December 2019
Alternate auditors: **Raphael Vaison de Fontaine** 513, rue de Sans Souci 69760 Limonest	16 May 2008	25 April 2014	31 December 2019
Emmanuel CHARNAVEL 54 rue de la République 69002 Lyon	24-May-2018	-	31 December 2019

INFORMATION INCORPORATED BY REFERENCE

In accordance with article 28 of the Commission Regulation (EC) 809-2004 implementing the prospectus directive, the following information shall be incorporated by reference in this registration document:

- The consolidated financial statements for the period ended 31 December 2017 and the auditors' report on these financial statements presented respectively on pages 123 to 155 and 156 to 158 of the registration document No. D.18-0380 filed with the AMF on 24 April 2018;
- The consolidated financial statements for the period ended 31 December 2016 and the auditors' report on these financial statements presented respectively on pages 109 to 142 and 143 of the registration document No. D.17-0325 filed with the French financial market authority (AMF) on 5 April 2017;

CONCORDANCE TABLE

This concordance table provides cross-references with the minimum disclosure requirements for annual registration documents.

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TABLE OF CONCORDANCE OF THE MANAGEMENT REPORT

This Registration Document contains all information of the management report of the Company required by articles L.225-100 *et seq*., L.232-1, II, and R. 225-102 the French commercial code.

TABLE OF CONCORDANCE WITH THE ANNUAL FINANCIAL REPORT[1]

(1) In accordance with articles L.451-1-2 of the French financial and monetary code and article 222-3 of the AMF General Regulation.
NA: Non Applicable.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

"This registration document was filed with the French financial market authority (*Autorité des Marchés Financiers* or AMF) under No.°D.19-0265, on 3 April 2019 in compliance with article 212-13 of the AMF General Regulation. It may be used in connection with a financial transaction only if accompanied by a memorandum approved by the AMF. The original French language version of this document was prepared by the issuer and is binding on its signatories."