19

UNIVERSAL REGISTRATION DOCUMENT

2019 UNIVERSAL REGISTRATION DOCUMENT

WITH THE ANNUAL FINANCIAL REPORT

The universal registration document (*document d'enregistrement universel*) filed with the AMF can be consulted at the websites of the Group www.gl-events.com and the AMF www.amf-france.org

INAUGURATION OF AICHI SKYEXPO - NAGOYA, JAPAN

01

GL EVENTS IN 2019

GL EVENTS, 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 2019 GL events had revenue of 1.173 billion. GL events is listed on Euronext Paris, Segment B (mid caps).

THREE STRATEGIC BUSINESSES DIVISIONS

GL events Live's expertise covers the complete range of business specialisations and services for corporate, institutional and sports events
from turnkey solutions, consulting and design to staging the event itself.

GL events Exhibitions manages a portfolio of exhibitions covering a broad range of sectors including the food industry, culture, textiles / fashion, industry, construction, buildings, construction finishing work, etc.

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 lasting local operations to leverage different local strengths, 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 by acquiring companies 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.

2019, 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 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, monitoring developments to identify future trends, collaborating with creators, designers, architects, etc.
— a commitment to developing destinations offering significant potential.

COMPELLING ASSETS

GL events has significant assets that bolster its standing as a market leader, provide differentiation within the global 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 (engineering, design),
— 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

PARIS - THE GRAND PALAIS EPHÉMÈRE

GL events was selected for the design, construction and maintenance of the Grand Palais Ephémère for the 2020-2024 period. This 10,000 sqm temporary structure will be installed on the site of the Champ-de-Mars landscaped public garden from early 2021 until the end of the Paris 2024 Olympic and Paralympic Games. This structure will host large events for the arts, fashion and sports, normally organised in the Nave of the *Grand Palais* exhibition hall and museum complex, during its renovation and also athletic events during the Paris 2024 Olympic Games.

ENGLAND
GRAND PRIX FORMULA 1
IN SILVERSTONE

GL events delivered 8,000 sqm of temporary structures: Drivers Lounge, Silverstone Six, Club Silverstone, British Racing Drivers Club and several bars installed around the racetrack site.

COP 25
A TOUR DE FORCE

GL events had been awarded the call for tenders for COP 25 to be held in Santiago, Chile. While 80 % of the services had already been delivered by 200 people from 14 different nationalities, less than one month before it was to be held, a decision was made to relocate it to Madrid! Within three weeks, Group teams succeeded in doing everything required to be awarded the new call for tenders, install the structures and deliver the services to Madrid! And furthermore, this was achieved with a lower carbon footprint. A tour de force

PHILIPPINES - THE SOUTHEAST ASIAN GAMES (SEA)

For the 30th SEA Games (Southeast Asian Games) of the Philippines, the Group delivered three services for project management, design management and purchasing assistance. Several subsidiaries contributed to this mission with a multicultural team of 32 people representing 9 different nationalities.

CHILE - FORMULA-E

For the Grand Prix Formula-e of Santiago, Chile, the all-electric championship racing event , GL events installed around 50 structures representing nearly 6,200 sqm, 3,500 sqm of modular flooring, lighting and air conditioning systems.

JAPAN - GOLF TOURNAMENT IN TOKYO

For the 2019 Zozo PGA Championship golf tournament, GL events provided a 5,000 sqm temporary structure , panoramic grandstand seating, the air conditioning system, the media centre and the point of sales.

ENGLAND - THE GOLF OPEN

For the 148th British Open, GL events was awarded a contract to equip more than 14,000 temporary seats and structures for the players' Clubhouse;

CHINA - SHENZHEN WTA

The Women's Tennis Association tournament, the Shiseido WTA Finals Shenzhen, gave the Group an opportunity to provide services for the event's decoration, furniture and electrical power supply.

JAPAN - AICHI SKY EXPO INAUGURATION

This new large-scale international event venue is located in Nagoya, the country's largest industrial region. More than 1,100 guests (public officials, representatives from Japanese and international companies, customers and partners) attended the inauguration ceremony.

SOUTH AFRICA
ACQUISITION IN JOHANNESBURG

By acquiring a 60 % majority stake in Johannesburg Expo Centre (JEC), the Group became the manager of the largest exhibition centre in Africa with 42,000 sqm of indoor space on a site totalling 510,000 sqm.

BRAZIL - A NEW CONVENTION CENTRE UNDER MANAGEMENT

The city of Salvador de Bahia (Brazil) awarded the Group a 25-year management concession for its new convention centre. This centre includes a 15,000 sqm functional building and a 12,000 sqm outdoor space with a capacity to host up to 20,000 attendees.

LYON - THE WORLD OF STEVE MCCURRY

The exhibition of Steve McCurry at La Sucrière in Lyon, was the largest and most complete retrospective of this world-renowned photographer which included 200 works largely known the world over. Following its enormous success, the exhibition was prolonged.

THE HAGUE - GLOBAL ENTREPRENEURSHIP SUMMIT

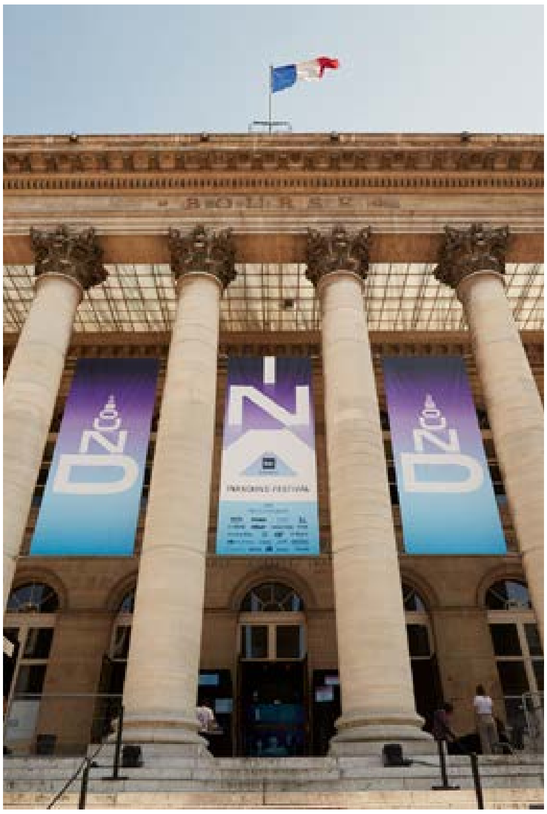
The Hague in the Netherlands was the site of the 9th Global Entrepreneurship Summit along with its 2,000 international entrepreneurs. During two days, this meeting hosted by the United States and the Netherlands addressed such major subjects as access to finance and how entrepreneurs are responding to current challenges.

BUDAPEST - ITU TELECOM WORLD

Hungexpo Budapest in Hungary hosted ITU Telecom World 2019. This exhibition which was focused on the theme of innovating together and connectivity brought together over a four day period 270 exhibitors from 40 countries and more than 4,000 professional visitors from 125 countries!

PARIS - INNOVATION IN SOUND AT THE PALAIS BRONGNIART

At the Palais Brongniart, the first electronic music and digital arts festival was organised in collaboration with the French National Audio-visual Institute (INA) under the patronage of electronic music legend Jean-Michel Jarre. This unique and festive event was attended by 3,000 participants.



REIMS - GL EVENTS WAS AWARDED THE MANAGEMENT OF THREE NEW VENUES

As a member of a consortium headed by Eiffage Concessions, GL event was selected by the city of Reims to manage its three sites for the next 27 years. These include the Exhibition Centre located at the heart of the Farman Business Park, near the Parc de Champagne, the Convention Centre located in the centre of the city and the Reims Arena multi-functional facility scheduled to be opened in 2021.

SAINT-ÉTIENNE - 5 MAJOR SITES UNDER A 30-YEAR MANAGEMENT CONCESSION

The Group was selected by the city and Saint-Etienne Metropole to manage 5 venues for a period of 30 years: the Convention Centre (already managed by the Group), the Exhibition Centre, the Verrière-Fauriel and the Cité du Design meeting facilities. In addition, GL events was also selected for the management of the Métrotech Conference Centre.

CAEN - MANAGEMENT ENTRUSTED TO GL EVENTS

GL events was selected by the city of Caen to manage and operate the Exhibition Centre (16,500 sqm of rentable space) and a Convention Centre (with a 540-seat auditorium and a 1,000 sqm multi-purpose hall) for 4 years.

STRASBOURG - NEW EXHIBITION CENTRE

After being awarded a call for tenders in 2019 to manage the new Strasbourg Exhibition Centre set on 14.8 acres of land, the first delivery is scheduled in spring 2021 and completion in 2022. Designed by the architectural firm Kengo Kuma & Associates, the complex will be comprised of five exhibition halls with an exhibition area of 26,000 sqm and a car park.

PARIS - AN ECO-FRIENDLY PREMIÈRE VISION EXHIBITION

For the 2019 Première Vision Paris, the event was designed with a goal of reducing the consumption of materials and energy. All carpeting of the show aisles were recycled, the signage was largely eco-responsible, waste sorting bins were available and the exhibition signed a partnership with Valdélia for the recycling of damaged equipment that did not find new owners.

LYON - SIRHA 2019 & BOCUSE D'OR

The 19th Sirha with its new 10,000 sqm space (Hall 7 of Eurexpo Lyon) hosted 3,000 exhibitors, 25 % of which international and 17 pavilions of 12 countries, with a focus on innovation. The exhibition proposed in particular 24 competitions including the International Catering Cup, the World Pastry-making Cup and the Bocuse d'Or with the participation for the first time in the competition of chefs from Africa for its 17th edition.

BEIJING - WALLPAPER

The Shanghai Fabric Wallpaper Expo devoted to materials for buildings and decorations, wallpaper and wall coverings integrating an environmental dimension: electronic badges, promoting public transport, signage from recycled materials, teleconferencing solutions acclaimed by participants, were among the main achievements in this area.

LYON - GLOBAL INDUSTRIE

From a vantage point of sustainable development, GL events organised Lyon Global Industrie 2019, the first event in France bringing together the entire industry through four complementary trade fairs: MIDEST: the international reference in the field of subcontracting expertise; SMART INDUSTRIES: the trade fair for smart, connected, collaborative and efficient factories; INDUSTRIE: the trade fair for production technologies and equipment; and TOLEXPO: the international trade fair for sheet and coil metalworking, tubes and sections.

USA - PREMIÈRE VISION SPORT PORTLAND

For the first time, two shows were organised side by side in Portland (USA), the Materials Show and Première Vision Sport with its new specialised offering for performance and active sports clothing of fabrics, components, designs and an exclusive fashion expertise: seminars, colour range, etc. The exhibition and its 300 exhibitors attracted 2,500 attendees, all professional buyers and designers of the sector.

CHILE - EXPOVIVIENDA

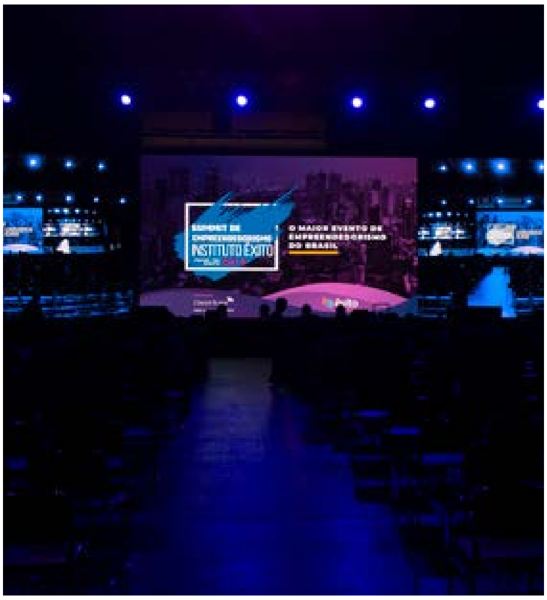
With 22 years of existence, Expovivienda is the most important real estate sector exhibition, bringing together more than 17,000 potential property owners.

RIO DE JANEIRO - BIENNIAL INTERNATIONAL BOOK FAIR

From 30 August to 8 September 2019, Rio de Janeiro became the literary capital of the country with the Rio Biennial Book Fair, a festival of culture, literature and education organised by GL events and the Brazilian National Union of Book Publishers (SNEL) with 640,000 visitors and 196 exhibitors within an area of 60,000 sqm.
This biennial book fair has grown into Brazil's largest literary event, which today occupies 80,000 sqm of exhibition space at Riocentro.

SHENZHEN - FASHION SOURCE

Fashion Source, organised by Shenzhen Pengcheng Exhibition Planning Co., Ltd (60%-held by the Group), was held at the Shenzhen Convention & Exhibition Centre with a significant CSR component. Priority was given to exhibitors operating recycled materials with a limited environmental impact. Recycled materials and Leds were used for the exhibition's installations with collaboration with GL events Live Senzhen for waste management.



SÃO PAULO - WELCOME TOMORROW

The new Welcome Tomorrow conference in Brazil devoted to mobility and mobility-related technologies for both professional and private uses has become a meeting place connecting start-ups and large companies. This conference contributes to promoting the stimulating innovation in this area with the participation of 22,000 attendees;

LYON - EUROPACK EUROMANUT CFIA

This 4th Europack Euromanut CFIA, organised by GL events Exhibitions at Eurexpo Lyon, devoted to Packaging, Goods-Handling and Processing, identified three major challenges, foremost of which was the Robot Pack Line (an automated packaging line in full operation), a Goods-handling area (a full-scale 4.0 warehouse with connected solutions) and Start-Up Factory (the expertise of 30 Start-ups concerning Green Factories).

LYON - BEPOSITIVE, DRIVING ENERGY INNOVATION.

Industry is a sector of paramount importance for the global market of trade shows and exhibitions. With Global Industrie, GL events exercises a key role in promoting and driving the sector, its innovations and its future to meet the challenges of energy transition. In light of this observation and its strengths, the Group has organised in Lyon the only French trade fair devoted to energy transition and digital technology challenges and initiatives: BePOSITIVE. This show provides venues for exchanges, business meeting services, a TV broadcast studio and many demonstrations.


JEUNESSE ARENA – RIO DE JANEIRO, BRAZIL

2019
STRONG GROWTH IN REVENUE

2019 was marked by strong growth in revenue, gaining 23% over the last two years and 13% in relation to 2018. This performance was achieved by means of a balanced mix of organic (+6.5%) and external growth (+6.5%). Revenue thus grew to €1.173 billion with an increasing contribution from international markets, and notably China and South America (Brazil and Chile).

Operating margins have improved significantly since 2015. On that basis, EBITDA increased from €115 million at the end of 2015 to €185 million in 2019 while EBIT increased from €54 million over the same period to reach €126 million in 2019. The Group also registered an increase in free cash flow from €25 million at 31 December 2018 to €110 million at the end of 2019.

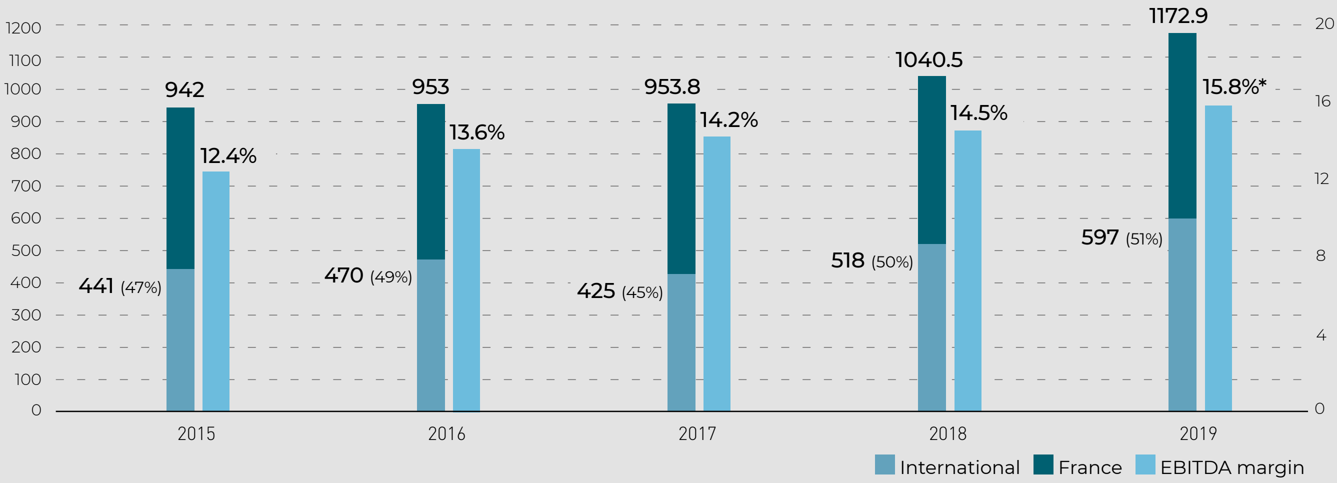
The improvement in the Group's operating margin is due notably to the development of its historical businesses, continuing cost-containment efforts, the effects of synergies between divisions (internal subcontracting, breaking down barriers between business lines and functions), improving the occupancy rates of the venues managed by the Group (31 %) and, lastly, customer loyalty.
Finally, 2019 also benefited from a positive business mix (biennial effect linked to SIRHA and the Rio International Book Fair) as well as the accretive contributions from the acquisitions completed in 2019: CIEC Union, Fashion Source, ZZX and JEC.

The Group has demonstrated in this way its ability to integrate newly acquired companies while continuing to strengthen its historical businesses. This performance also demonstrates the quality of the Group's expertise and teams and its ability to respond to the needs of the market and our customers.

Finally, it demonstrated its ability to manage its financial leverage ratio (Financial debt / EBITDA) which at 31 December 2019 remained limited to 2.6%, after completing a series of acquisitions in 2019 for approximately €180 million. We moreover took advantage of the market conditions and the good relations with our banking partners to optimise and extend our debt maturity profile. At the end of 2019, the average cost of debt was thus limited to 2.14 % with a maturity of 3.92 years.

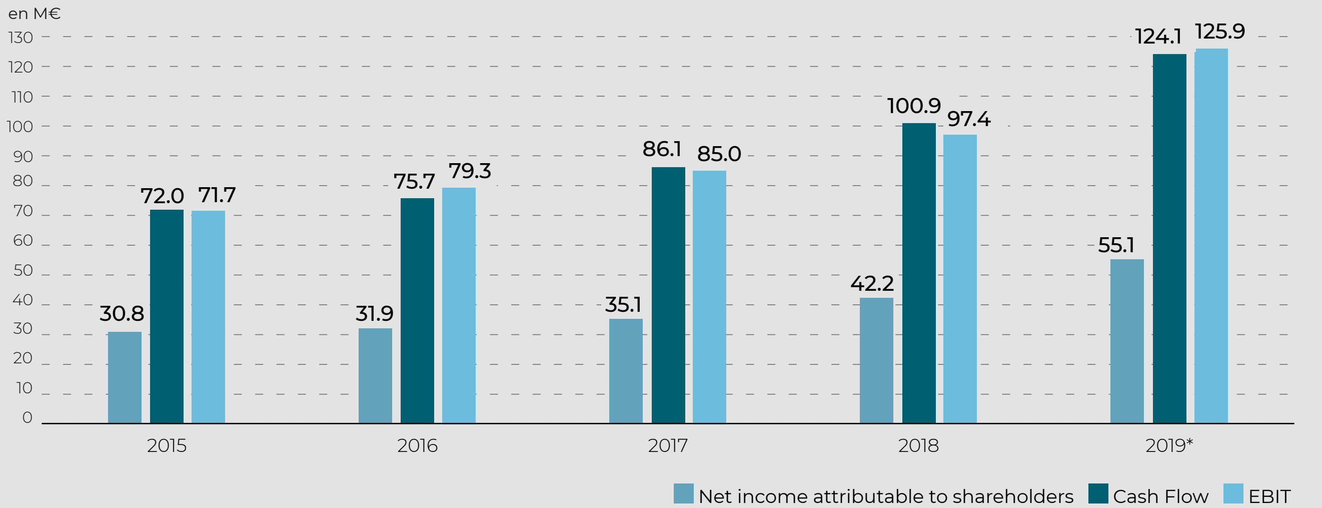
Based on the above, the Group's net income attributable to shareholders reached €55.1 million (excluding IFRS 16-related restatements), up 30% from 2018. Earnings per share grew 10% (€1.87). This included the effect of the capital increase (with a 20% increase in the number of shares) in October 2018 to finance the acceleration of our development in Asia.

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



* FIGURES EXCLUDING IFRS 16-RELATED RESTATEMENTS

NET INCOME ATTRIBUTABLE TO THE PARENT (€M) CASH FLOW (€M) AND EBIT



* FIGURES EXCLUDING IFRS 16-RELATED RESTATEMENTS

CONSOLIDATED INCOME STATEMENT HIGHLIGHTS (€M)

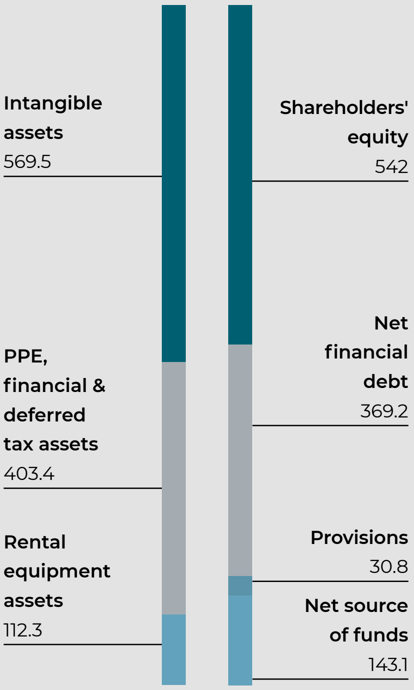
	2019*	2018
REVENUE	**1,172.9**	**1,040.5**
EBITDA	184.9	150.4
EBIT	125.9	97.4
OPERATING PROFIT	120.8	88.2
NET FINANCIAL INCOME (EXPENSE)	-10.9	-13.7
TAX	-33.5	-21.8
NET INCOME OF CONSOLIDATED COMPANIES	**76.4**	**52.7**
EQUITY-ACCOUNTED INVESTEES AND NON-CONTROLLING INTERESTS	-21.3	-10.4
NET INCOME ATTRIBUTABLE TO SHAREHOLDERS	**55.1**	**42.2**

* FIGURES EXCLUDING IFRS 16-RELATED RESTATEMENTS

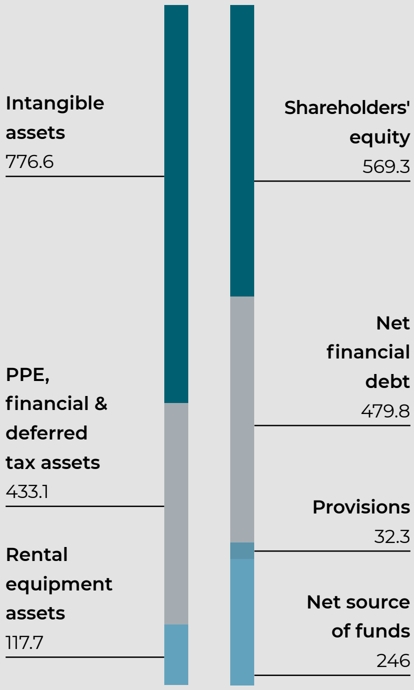
- EBITDA: 15.8 % OF REVENUE (14.5 % IN 2018)
- CURRENT OPERATING MARGIN: 10.7 % (9.4 % IN 2018)
- NET INCOME ATTRIBUTABLE TO GROUP SHAREHOLDERS: + 30.4 %.

CONSOLIDATED BALANCE SHEET HIGHLIGHTS (€M)

2018 BALANCE SHEET



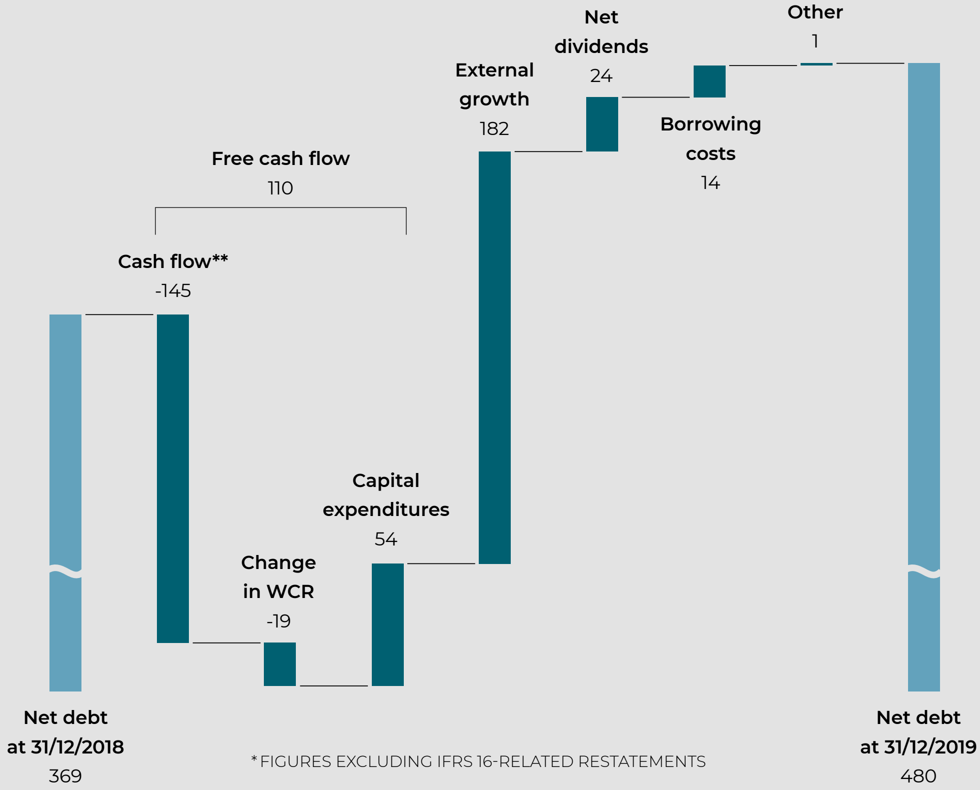
2019 BALANCE SHEET*



* FIGURES EXCLUDING IFRS 16-RELATED RESTATEMENTS

- INTANGIBLE ASSETS: INCREASE LINKED MAINLY TO ACQUISITIONS IN THE PERIOD (CIEC, FASHION SOURCE, ZZX)
- TANGIBLE ASSETS: INCREASE LINKED TO THE INTEGRATION OF JEC (JOHANNESBURG EXPO CENTER), AND WORK ON THE MATMUT STADIUM PARKING FACILITY
- CHANGE IN WORKING CAPITAL (NET SOURCE OF FUNDS) RESTATED TO ELIMINATE ACQUISITIONS: + €19M

CHANGE IN NET DEBT (€M)*



*FIGURES EXCLUDING IFRS 16-RELATED RESTATEMENTS

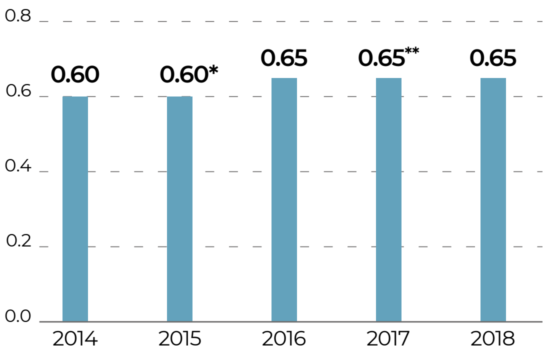
- CASH FLOW GENERATION: €110M VS. €25M IN 2018

(**) CASH FLOW NET OF TAX AND BEFORE NET INTEREST EXPENSE

- IMPROVEMENT IN CASH FLOW OF €19M VS. 2018
- CAPEX EFFECTIVELY CONTAINED (-€21M) VS. 2018
- EXTERNAL GROWTH: COST OF ACQUISITIONS IN 2019 AND EARNOUT PAYMENTS FROM PRIOR ACQUISITIONS

GLOBAL INDUSTRIE - LYON, FRANCE

DIVIDENDS



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

At the end of GL events' Board of Directors' meeting held on 26 March 2020, in light of the current global economic situation and to preserve the Group's liquidity, it was decided to cancel the dividend distribution that had been proposed for fiscal year 2019.

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

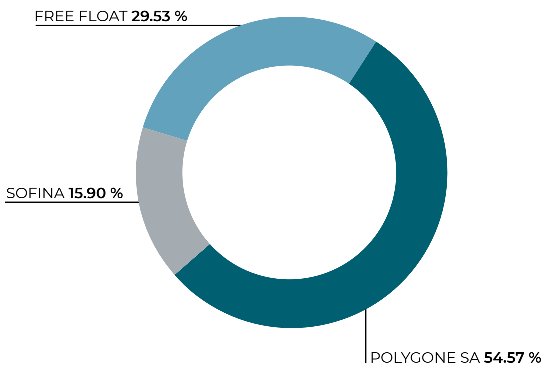
Since its initial public offering, GL events has adopted a communication strategy based on strong investor relations. The following information can be found on the company's website (www.gl-events.com) in the space for shareholders:
— recent and past press releases,
— a calendar of financial publications,
— 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 2019



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

Sylvain BÉCHET
Managing Director, Chief Financial and Investment Officer
Tel: +33 (0)04 27 01 83 79
Fax: +33 (0)04 72 31 54 95
Website: www.gl-events.com,"Group Financial Information"
Email: info.finance@gl-events.com

2020 INVESTOR CALENDAR

— **19 June 2020**: AGM / EGM, Lyon
— **23 July 2020**: H1 2020 revenue (after the close of trading)
— **15 September 2020**: H1 2020 results (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 capital increase 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 capital increases 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.


SYDNEY OLYMPIC GAMES - AUSTRALIA

2010

THE CREATION of GL events Exhibitions on 1st 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 THE TOULOUSE 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 THE PROPRIETARY EVENT CONCEPTS 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 1ST 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 PROGRAMME FOR SÃO 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.

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, 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.

2019

THE COMPANY ACCELERATES ITS INTERNATIONAL EXPANSION.
Acquisition of a 51% stake in ZZX (China), a company specialised in event services, a 60% majority stake in Johannesburg Expo Centre, the managing company of the Johannesburg exhibition centre, 55 % of CIEC Union, an organiser of 6 major exhibitions in tier one cities and a 60 % stake in Fashion Source (China), a fashion exhibitions organiser.

STRENGTHENING THE VENUE NETWORK
The Venues division continued to strengthen its network: a new convention centre of Salvador de Bahia (Brazil), renewal of the management concession for the Exhibition Centre and Polydome of Clermont Ferrand, extension of the concessions for the Saint-Etienne venues Exhibition Centre, the St Etienne Cité du Design, supplementing the Verrière-Fauriel meeting facilities).

NOTEWORTHY SUCCESSES BY GL EVENTS LIVE WITH MAJOR EVENTS
Highlights for the Live division in 2019 included services provided for the Pan American Games (Peru) and also COP 25 (Chile & Spain), an event which demonstrated the Group's ability as a highly responsive and mobile organisation capable of delivering services to customers in record time.

PREMIÈRE VISION WAS VOTED THE BEST MARKETPLACE
The B-to-B e-commerce platform, a genuine complementary service to its material and services shows for the upstream of the fashion sector, developed with Mirakl and Data Solutions, was awarded the Gold Trophy in the marketplace category for 2019 at the 13th edition of the E-commerce Trophies organised by E-Commerce Magazine.

GL EVENTS MAKES A MAJOR DEBUT IN CHINA
For the first time, GL events participated in China's no. 1 import-themed exhibition, an event that attracted more than 3,800 exhibitors and over 500,000 domestic and overseas trade visitors. GL events obtained a number of leads ranging from opportunities to develop and operate new sites, services for large international events to the launching of new events in China.

02
GL EVENTS, BUSINESSES AND MARKETS

GL EVENTS LIVE
A FULL SERVICE OFFERING

€600.1M
REVENUE

3,449
EMPLOYEES

14
SPECIALISED BUSINESS LINES

€115.9M
CAPITALISED RENTAL EQUIPMENT

+90
OFFICES WORLDWIDE

4
TOP-TIER LOGISTICS PLATFORMS IN FRANCE: PARIS NORD, PARIS SUD, LYON, NANTES

IN INTERNATIONAL MARKETS: UK, BRAZIL, SOUTH AFRICA, UNITED ARAB EMIRATES, HONG KONG


SEA GAMES - JAKARTA, INDONESIA

GL EVENTS LIVE TRENDS & MARKETS

THE KEY BUSINESS DRIVER: TOURISM

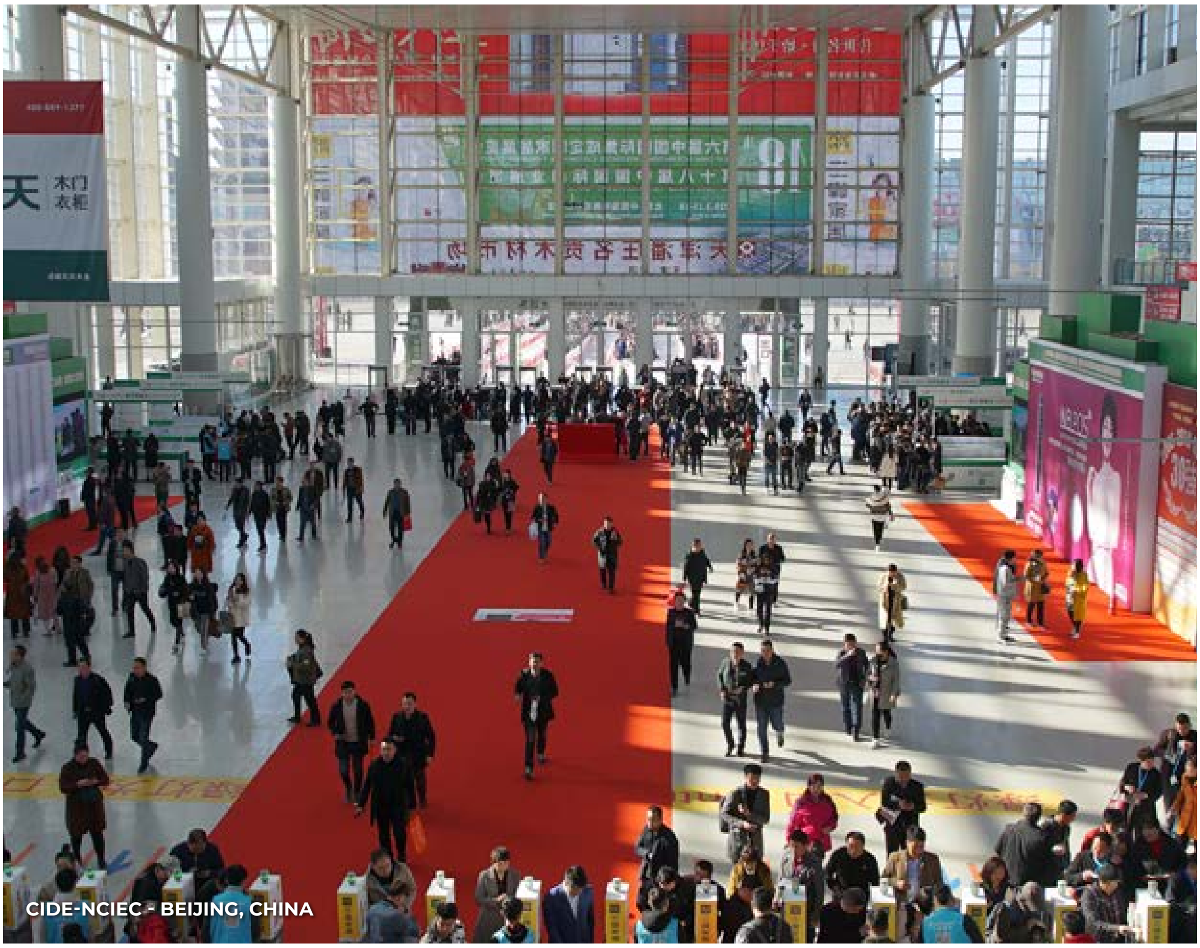
Tourism is an important contributor to the market of trade shows and consumer fairs by increasing the potential number of attendees. France remains the world's leading tourist destination with 89.4 million foreign visitors. This remained the case, despite the period of social turmoil at the end of 2019, even if, in conjunction with a decrease in manufacturing output, French growth was lower than expected for the year. Imports grew by 2.3 % (compared to 1.2 % in 2018) while exports decreased by 1.8 % versus 3.5 % one year earlier. Despite this, consumer spending continued to gain momentum in 2019 (+1.2 %, following +0.9 % in 2018) while capital spending by French companies remained robust (+3.9 %) French growth remained resilient against the backdrop of worldwide turmoil with 1.2 % increase in GDP in volume. The event sector intensified its efforts in the area of sustainable development and CRS, exemplified by the expanding focus on energy efficiencies, the circular economy and recycling. The future will thus be characterised by a growing adherence to environmentally friendly practices.

FOCUS ON FRENCH AND INTERNATIONAL EVENTS

The market for consumer fairs and trade shows is continuing its international development, driven primarily by steady growth in the US, positive cyclical calendar effects in Europe and a robust performance in most emerging markets. France remains 5th in the top 5 largest markets for tradeshows and exhibitions, behind the United States, Germany, China and the United Kingdom. Every year, France proposes 370 professional trade shows, 99,000 exhibitors, 4.5 million visitors which corresponds to transactions amounting to €23.5 billion! The percentage of international exhibitors and attendees in professional trade shows remained stable (representing 45 % and 30 % respectively of total exhibitors and attendees). France counted 750 consumer and mixed exhibitions representing 101,000 exhibitors for 12.5 million attendees.

The consumer fair-exhibition market represented 80 events for a total of 30,000 exhibitors and six million attendees. France hosts every year 2, 800 conventions for 1.8 million convention goers. Health remains the leading sector for the convention segment followed by scientific and social


COP 25 - MADRID, SPAIN



CIDE-NCIEC - BEIJING, CHINA

research and new technologies Paris ranks first according to the International Congress and Convention Association (ICCA), outpacing the second-place holder, Vienna. The Paris Convention and Visitors Bureau indicated that French capital captured 58 new conventions, demonstrating its attractiveness and ability to support the emergence and organisation of new events. New French cities also ranked in the top 150 destinations, demonstrating the positive dynamic for France as an attractive destination: Lyon (63rd), Marseille (77th), Toulouse (87th), Bordeaux (103rd), Nice (110th) and Nantes (143rd).

THE ILE-DE-FRANCE GREATER PARIS REGION ACCOUNTS FOR THE LARGEST NUMBER OF ATTENDEES.

380,000 corporate and institutional events were held in France and generated €32 billion in economic benefits. Among these events, 54 % were seminars, 20 % corporate galas, 13 % external communication events, and 10 % conventions or annual general meetings and 3 % other events. The total number of attendees was 52 million people (with 11 % for international attendees). That means that every active member of the French population participates on average in 1.7 corporate or institutional event per year. This market is moreover predominantly local, with 60 % of the participants residing in the region where the event is held. Accounting for 32 % of the participants, Ile-de-France greater Paris region accounts for the largest number of attendees. The MICE (Meetings, Incentives, Conferencing, Exhibitions), market in France has benefited from the growing interest by companies in corporate events.

G7 FINANCE MINISTERS MEETING - CHANTILLY, FRANCE

EMERGENCE OF ESPORTS

The esports sector is the fastest-growing form of entertainment globally. In 2019, total revenue generated (from merchandising and ticketing, videogame publisher royalties, TV rights, advertising, sponsoring) represented US$1.09 billion with TV rights, advertising and sponsoring accounting for 82 % of this total. This revenue is expected to level off at US$1.7 billion in 2022. In Europe, France ranks in third place with approximately US$30 million in revenue, ahead of our German, English and Spanish neighbours. Finally, esports viewers worldwide are expected to grow from approximately 454 million viewers in 2019 to 645 million in 2022. This market offers very interesting opportunities for the event sector.

OUTLOOK

The global exhibition market growth is expected to achieve 4% CAGR to 2023, assuming a stabilisation of the economic environment. Face-to-face interaction remains strongly valued by exhibitors and visitors, and digital technologies are more likely to enhance events than replace them. In France, according to the positive economic forecasts of the IMF, the sector of fairs and exhibitions is expected to register annual growth of approximately 2.4 %. Sqm volume sold to exhibitors for the B2B segment is expected to remain stable, benefiting from a price slightly outpacing inflation combined with the increasing sophistication of events. Continuing growth is expected from the B2C segment as it gradually shifts its focus into niche markets and specialised events.

G7 FINANCE MINISTERS MEETING AND CSR

The office of the French Presidency and the Ministry of Finance imposed the requirement of ISO 20121 certification for the organisation of the G7 Finance Ministers meeting in Chantilly. We adopted measures addressing social issues like gender equality (hostesses, drivers, technical teams) and the integration of young people in training programmes (internships, work-study programmes) and environmental issues for both ourselves and our partners (cardboard badging, using the existing electrical network, limiting the use of generators, led lighting, the use of reusable wood flooring instead of carpeting), with the environmental impact taken into account for every event. In addition, GL events took measures to reduce, sort and recycle waste, reduce the carbon footprint by limiting the use of vehicles and official travel and encouraging movement on foot within the Parc de Chantilly for officials. In terms of catering, preference was given to seasonal products and short supply channels combined with a focus on eliminating waste, by redistributing in particular surplus products to an NGO providing aid to immigrants. Finally, a carbon assessment was carried out at the end of the event providing for and offset mechanism for the benefit of a reforestation project.

GL EVENTS VENUES: A NETWORK OF 50 EVENT VENUES

GL events Venues manages a global network of 50 convention centres, exhibition centres and multi-purpose facilities through a unique range of services from the event's design to delivery and commercial and operational synergies across the network. Through its expertise and know-how it is able to attract and increase its portfolio of consumer fairs and B2B exhibitions. These actions promote territories in terms of economic attractiveness and cultural reach while contributing to social cohesion. GL events Venues develops a proactive environmental approach. All French sites have obtained ISO 14001 certification and in 2019 six sites throughout the world have been ISO 20121 certified. This process will continue in 2020 through local initiatives.

50
VENUES

+1.5M
SQM OF PUBLIC SPACE

€341.4M
REVENUE

+4,000
EVENTS HOSTED

1,155
EMPLOYEES

+15M
ATTENDEES AND EXHIBITORS


AICHI SKY EXPO - NAGOYA, JAPAN

GL EVENTS VENUES TRENDS & MARKETS

The market for conventions and congresses has continued to grow driven by the emergence of new sectors and technologies. Healthcare, technologies and science are the major subjects of international conventions according to the ICCA (International Congress & Convention Association). Paris becomes of the world's top destination for international association meetings In addition, Spain, France, Italy, Japan, China and the Netherlands where GL events is present are all ranked in the top 10 in terms of the number of international conventions. And according to the member survey of the AIPC (*Association Internationale des Palais de Congrès*) the outlook for the future remains positive: 78 % of convention centres are anticipating growth over the next three to five years. Increasing competition and investments of cities in infrastructure adapted for intelligent cities such as 5G capabilities explain in part this positive momentum.

Worldwide growth forecasts for the exhibition market by AMR International are approximately 4 % CAGR to 2023. In France, ranked fifth worldwide, the performance of fairs and exhibitions are in line with the country's economic growth. Finally, according to American Express the worldwide market for corporate events experienced growth in attendance and spending per participant over the last four years. The growth in the number of shareholders' general meetings and product launches has contributed to the market's development.

POSITIVE TRENDS FOR MEETING VENUES

Meeting venues are adapting to changes to the event industry sector. Thereby, the customer experience is driving to changes in event formats and economic models. For example, we are witnessing the development of mixed formats combining facilities for exhibitions and conventions, integrating festivals into economic events, the emergence of esports, the development of temporary activations, etc. At the same time, the digital transformation is introducing a new dimension with the use of mobile apps, social media, facial recognition, the development of artificial intelligence and geo-tracking. These technologies are driving changes in the design of events and venues and the role of participants, in line with the growing expectations in terms of safety measures at the site, notably cybersecurity.

CSR priorities are naturally taking on an increasingly important role in the design and production of events. For example, they have an impact on energy consumption, waste management and the recycling of food waste. According to IACC's 2019 Meeting Room of the Future Report , 62 % of respondents consider how food waste is managed when choosing an event venue and 44 % believe that ethical operations and sustainable practices will be one of the most important factors for venues by the year 2024.

OUTLOOK

The division also intends to expand its network in 2020 in France (in Toulouse for example) and in international markets (Salvador or Guangzhou in China to cite just a few), with Asia and South America as priority targets. In addition, in connection with the Aubrac initiative seeking to build the Group's future by adopting a collaborative approach, the Division has deployed a large-scale internal programme to accelerate organic growth and diversify its activities. Launched four years ago, it will propose innovative services to the public designed to strengthen ties with the regions, develop synergies within the network while improving and harmonising the customer experience within the different sites.

MISSIONS:

MANAGING AND MARKETING
CONVENTION CENTRES
EXHIBITION CENTRES
MEETING SPACES
CONCERT HALLS
MULTI-PURPOSE FACILITIES
SPORTS ARENAS

TRADE RECEIVABLES

NATIONAL
INTERNATIONAL
LOCAL AUTHORITIES, INSTITUTIONS
COMPANIES, KEY ACCOUNTS
PCOS/PEOS
GENERAL PUBLIC

50 VENUES UNDER MANAGEMENT BY GL EVENTS AT 31 MARCH 2020

CONVENTION CENTRES
- Ankara *(Turkey)*: Congresium Ankara
- Barcelona *(Spain)*: International Convention Center of Barcelona(CCIB)
- Brussels *(Belgium)*: Square - Brussels Convention Centre
- Caen *(France)*: Convention Centre
- Clermont-Ferrand *(France)*: Polydome
- Guangzhou *(China)*: Guangzhou Yuexiu International Congress Center – opening in 2020
- The Hague *(Netherlands)*: World Forum The Hague
- Lyon *(France)*: Convention Centre
- Metz *(France)*: Metz Robert Schuman Convention Centre
- Metz *(France)*: Technopole Convention Centre
- Paris *(France)*: Maison de la Mutualité
- Paris *(France)*: Palais Brongniart
- Reims *(France)*: Convention centres:
- Rio de Janeiro *(Brazil)*: Cinco Integrated Convention Center (Riocentro)
- Saint-Étienne *(France)*: Convention Centre
- Salvador *(Brazil)*: Convention Center – opening in 2020
- Strasbourg *(France)*: Palais de la Musique et des Congrès
- Toulouse *(France)*: Centre de Congrès Pierre Baudis
- Valenciennes *(France)*: Cité des Congrès

EXHIBITION CENTRE
- Aichi-Nagoya *(Japan)* : Aichi Sky Expo - opened in August 2019
- Amiens *(France)*: Mégacité
- Budapest *(Hungary)*: Hungexpo
- Caen *(France)*: Exhibition Centres
- Clermont-Ferrand *(France)*: Grande Halle d'Auvergne
- Johannesbourg *(South Africa)*: Johannesburg Expo Center
- Lyon *(France)*: Eurexpo Lyon
- Metz *(France)*: Exhibition Centres
- Paris *(France)*: The Parc Floral de Paris event venue
- Paris *(France)*: Paris Event Center
- Reims *(France)*: Exhibition Centres
- Rio de Janeiro *(Brazil)*: Riocentro
- Saint-Étienne *(France)*: Exhibition Centres
- São Paulo *(Brazil)*: São Paulo Expo
- Strasbourg *(France)*: Exhibition Centres
- Toulouse *(France)*: Exhibition Centres
- Toulouse *(France)*: MEETT – the new Toulouse exhibition and convention centre – opening in 2020
- Turin *(Italy)*: Lingotto Fiere
- Vannes *(France)*: Le Chorus

MEETING SPACES
- Istanbul *(Turkey)*: The Seed
- Lyon *(France)*: La Sucrière
- Lyon *(France)*: Matmut Stadium Lyon Gerland
- Paris *(France)*: Le Pavillon Chesnaie du Roy
- Saint-Étienne *(France)*: Reception space of La Cité du design
- Saint-Étienne *(France)*: La Verrière-Fauriel
- Saint-Étienne *(France)*: Conference Space of Métrotech
- Toulouse *(France)*: Espaces Vanel

CONCERT HALLS, INDOOR AND MULTI-PURPOSE FACILITIES.
- Clermont-Ferrand *(France)*: Zénith d'Auvergne
- London*(United Kingdom)*: Battersea Evolution
- Reims *(France)*: Arena – opening in 2021
- Rio de Janeiro *(Brazil)*: Jeunesse Arena
- Roanne *(France)*: Le Scarabée
- Turin *(Italy)*: Oval


GUANGZHOU YUEXIU INTERNATIONAL CONGRESS CENTER - CHINA

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

597
EMPLOYEES

+200
EXHIBITIONS ORGANISED

€231.4M
REVENUE

+2.2M
ATTENDEES*

+30,000
EXHIBITORS

* Comparable figures on a biennial basis


GEEK DAYS - LILLE, FRANCE

LYON INTERNATIONAL FAIR - FRANCE

GL EVENTS EXHIBITIONS TRENDS & MARKETS

GL events Exhibitions is a leading organiser of trade shows and consumer fairs in France and other countries throughout the world. Reflecting its customer-driven focus, the Group's exhibitions cover a broad cross-section of economic sectors: fashion and fabrics, food industry, the factory of tomorrow, mining, energy, the environment, decorations, etc. This diversity provides the Division with balanced and secure revenue streams. GL events Exhibitions' business has a strong biennial component. 2019, as an odd year, was particularly dynamic due to the success of SIRHA and the Biennial Rio de Janeiro International Book Fair. Other exhibitions like Paysalia / Rocalia or Expomin au Chile, further strengthened its international leadership among industry stakeholders. In 2019, the Exhibitions Division initiated a legal reorganisation accompanied by work devoted to raising the name recognition of its brands and business lines to enhance its performance.

AN EFFECTIVE STRATEGY

GL events Exhibitions' strategy is based on strong brands and events, a solid domestic footholds in each market, strong synergies with the other Group businesses and versatile and highly qualified teams proposing innovations to address new expectations and practices. While the French market remained solid, 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. In international markets, exporting trade shows leverage the strength of their brands to unlock additional potential from regional spin-offs: Première Vision in New York, Portland and Sirha in Istanbul, for example, are in this way able to extend their global reach through major hubs in these regions. In addition, the presence in Chile through Fisa, the country's leading professional exhibition organiser, has strengthened the Group's market position in Latin America.

OUTLOOK

This year has gotten off to an extremely uncertain start, impacted by the global coronavirus pandemic. However, business in China was strengthened by the acquisition of a 70% stake in CACLP, an exhibition devoted to the fields of IVD (in vitro diagnostics) and clinical tests.
The division is continuing in this way its development by leveraging its traditional growth and, in this way, it intends to strengthen its fields of expertise and brands, invest in product and service leaders and further expand its international presence. GL events Exhibitions intends to redirect its business lines and reposition some of its exhibitions to explore new trends identified as offering promising long-term potential by continuing to integrate the businesses and teams originating from its recent acquisitions.

03
NON-FINANCIAL STATEMENT

INTRODUCTION

2019 marked a turning point for CSR, confirming its strategic dimension and profound impact on all the company's business lines and processes. Its growing importance within the organisation has led to new dynamics and a reassessment of practices. A profound transformation has thus begun in 2019 as GL events lays foundations for an integrated approach to CSR within the group.

2019 HIGHLIGHTS

Think Green

— Introducing a range of eco-responsible furniture and signage
— Continuing investments in carpet tiles
— Creation of the Greentech division within GL events exhibitions
— Signature of a 100 % green energy contract for all French sites at the end of 2019
— Transition of the first sites to a “plastic bottle free” policy"
— First experiments in food donations to voluntary sector organisations
— Active participation in the work of the sector to prepare for the signature and 2020 of the Green Growth Engagement

Think People

— Strengthening the reporting scope covered by the employment indicators
— A 20 % increase in the number of employees
— Creation of a CSR community within the in-house social media to share best practices
— Continuing to organise collaborative seminars focusing on CSR

Think Local

— Training buyers about purchasing supplies and services from job integration structures
— ISO 20121 certification (sustainable event management systems) of 6 six new business units

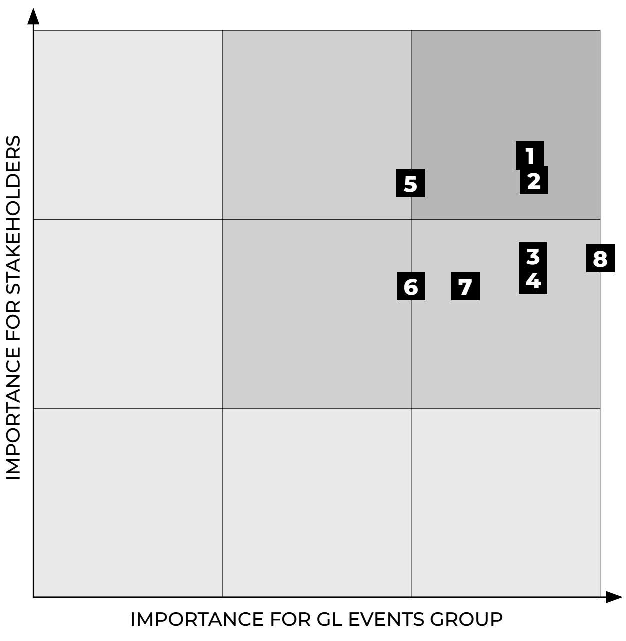
Think Ethics

— Formalising and deploying our anti-corruption policy
— The Business and Compliance Convention for more than 1,000 employees

OUR PRIORITIES

The strategic position of CSR within the company was strengthened by organising a number of exchanges in 2019 addressing its importance for the Group's development. A specific seminar was thus organised for this purpose for the executive committee, business division committees, the CSR committee and the Board of Directors.
Analysis of the expectation of external stakeholders (customers, local governments, institutions, financing partners, etc.), meetings with our senior management and feedback from hundreds of employees through seminars, workshops and surveys through our certification processes provides a way to update the ranking of our priorities 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 Circular economy and waste management
3 Climate change
4 The development of collaborative initiatives and employees
5 Creating local value and employment
6 Inclusion & diversity
7 Proposing a safe and stimulating work environment
8 Ethics and integrity

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 global challenges including notably education those relating to poverty, inequality, the climate, protecting the environment, prosperity, peace and justice. "

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: Smart Creation focusing on the topic of sustainable fashion at Première Vision, or the exhibitions of our GreenTech division, created in 2019).
- Because events require substantial resources, it is necessary to develop sustainable products and services and responsible sourcing practices which promote the local interests of the territories.
- 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.
- Developing proposals and implementing solutions for prevention, reuse and recycling, and more generally, the transition to the circular economy are without a doubt the major challenge of the event industry sector.

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

- The continuing growth in our workforce demonstrates the pivotal role of job creation as a key objective driving GL events' economic development.
- Events are important drivers for developing indirect employment within regions (hotel industry, tourism, local service sector providers).
- Through its commitment to diversity, in particular to promote employment for persons with disabilities and job integration, GL events contributes to a more inclusive economy. This priority of promoting integration is also reflected internally in terms of preventive measures based on a policy concerning low-wage earners.
- Employee engagement represents a key issue for a service company whose value is based above all on its human capital.

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 two 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 improved 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 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.

2019 GAÏA RATING

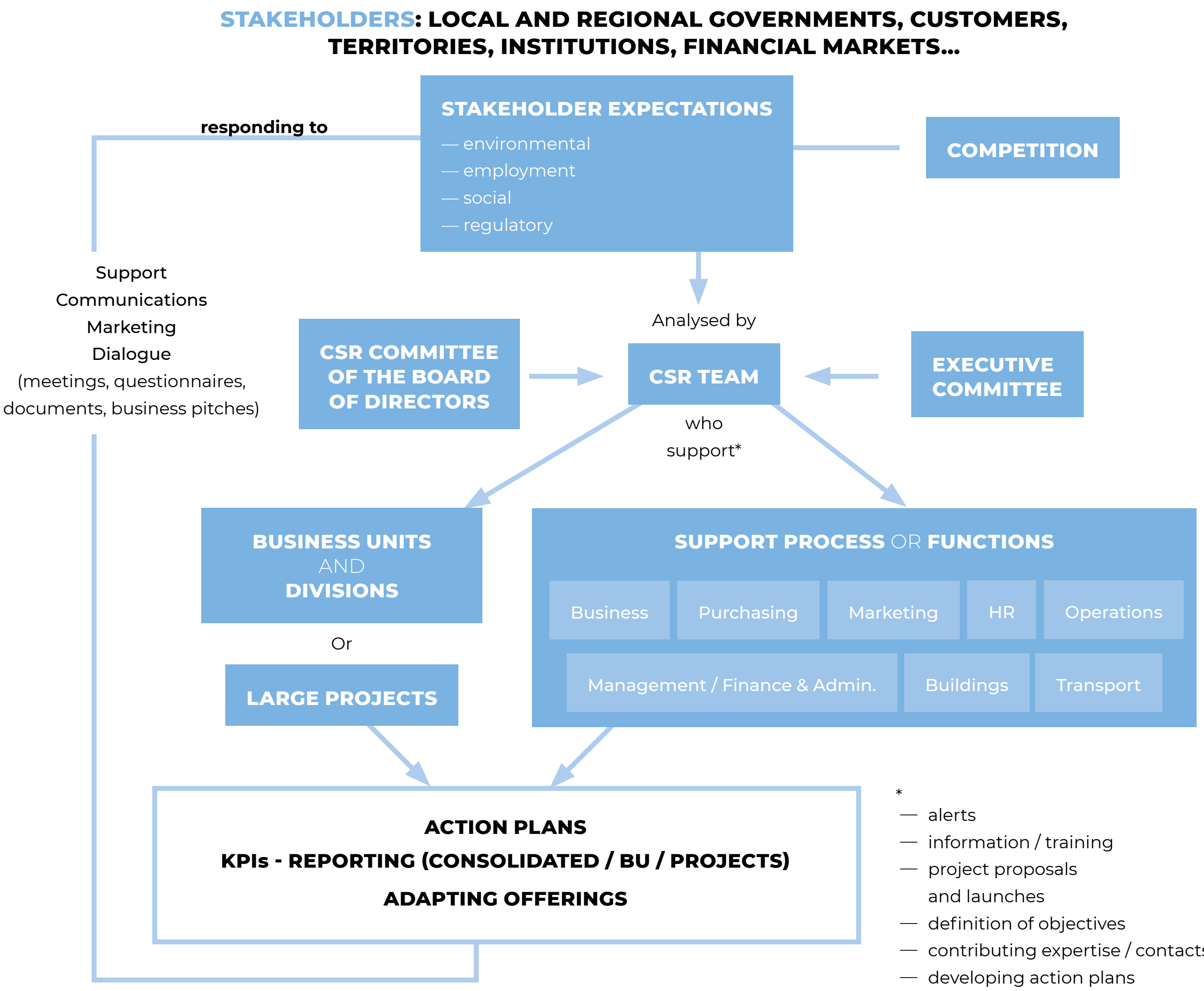
The Gaia index ranks 70 mid-sized listed companies from a panel of listed 230 intermediate sized companies and SMEs recognised for their CSR approach and represents a key source of data for investors incorporating ISR (socially responsible investment) non-financial criteria into their decision-making process. As every year, GL events is reviewed and ranked by a non-financial rating entity. In 2019 the Group ranked 62nd out of 230 companies assessed according to 110 ESG (Environment, Social and Governance) criteria.

General ranking	**62nd**/230
General category: "Revenue > €500m"	**46th**/86

GAÏA-INDEX CERTIFIES THAT GL EVENTS WAS A COMPONENT OF THE 2019 GAÏA INDEX IN WHICH IT HAS BEEN INCLUDED SINCE 2015

Gaïa Rating, an EthiFinance's ESG rating agency, conducted its annual data collection campaign covering most listed SMEs and medium-sized companies in France. This information is used to rate their level of transparency and performance. Rankings are categorised by revenue band in order to present awards to the best actors from a selective panel of 230 SMEs and medium-sized listed companies on the Paris stock exchange, using 3 size and liquidity criteria. The ratings are used by leading asset management companies in their management processes and investment decisions.

CSR ORGANISATIONAL DIAGRAM WITHIN GL EVENTS GROUP



*
— alerts
— information / training
— project proposals and launches
— definition of objectives
— contributing expertise / contacts
— developing action plans

CSR values underpin every department (purchasing, marketing, sales, operations, logistics) all divisions, sites and business lines. The goal is to in this way ensure the integration of CSR priorities into GL events Group's processes and business units.

This integration is achieved by activating a number of levers:
- Developing an employee booklet describing the different CSR impacts by job category
- Meetings / specific business line training programs
- Regularly participating in the different business division committees and the Group executive committee
- Organisation of a collective intelligence seminar in Aubrac devoted to CSR (more than 70 participants representing 10 nationalities and every type of position)
- Developing an online community devoted to sustainable development through the corporate social network.
- Sustainable development and environmental management systems are being gradually deployed by various business units, and in particular in the GL events Venues division and the seating systems and grandstands business line:

With 22 business units (60 % of the division's sales) ISO14001 certified, environmental priorities are integrated in the company's management. Adoption of the ISO 20121 international standard for sustainable event management. 6 new business units were ISO 20121 certified in 2019 (Jaulin, World Forum in The Hague, the Square Brussels meeting centre, the Convention Centre and Exhibition Park of Strasbourg Evénements, Eurexpo, Cité Centre of the Lyon Convention Centre), increasing their number to 8 (43 % of sales). This certification process will continue in 2020 with 7 other business units.

ENVIRONMENTAL INFORMATION

OVERVIEW OF ENVIRONMENTAL INDICATORS BY DIVISION

GL EVENTS LIVE

2,057 Mt CO_2 resulting from energy consumption

Energy consumption
11,057 MWh of electricity
5,120MWh gas
1,829 MWh fuel

Water consumption
52,849 m³ for buildings

LOGISTICS & STORAGE SITES

Waste
3,563 t NHIW
60 t paper/cardboard
554 t metals
1,790 t wood
41 t plastics
21 t glass
3 t carpeting
1 t WEEE
10 t organic waste
73 t other

Total = 6,116 t

Waste separation rate
42 %

Provision of services for events
— stands
— audio-visual equipment
— signage
— carpeting
— temporary structures

1,265,621 litres of fuel

Inventory returns

3,189 Mt CO_2 resulting from transport

GL EVENTS VENUES

8,082 t CO_2 resulting from energy consumption

Energy consumption
87,189 MWh of electricity
47,622MWh gas
1,753 MWh fuel
12,739 MWh heating network
6,375 MWh cooling network

Water consumption
428,715 m³ for buildings
160,361 m³ for heating and air-conditioning

EVENT VENUES

Waste
6,661 t NHIW
413 t paper/cardboard
28 t metals
1,161 t wood
163 t plastics
157 t glass
242 t carpeting
6 t WEEE
73 t organic waste
22 t other

Total = 8,925 t

Waste separation rate
25 %

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.

ENVIRONMENTAL ISSUES

I. Sustainable products and services: Adapting our offerings – proposing alternatives
II. Waste – the challenge of the circular economy:
III. Limiting our impact on climate change

2019 HIGHLIGHTS

- Introducing a range of eco-responsible furniture and signage
- Continuing investments in carpet tiles
- Creation of the Greentech division within GL events exhibitions
- Signature of a 100 % green energy contract for all French sites at the end of 2019
- Transition of the first sites to a "plastic bottle free" policy"
- First experiments in food donations to voluntary sector organisations
- Active participation in the work of the sector to prepare for the signature and 2020 of the Green Growth Engagement

2020 PRIORITIES

- Deployment of alternative offerings by all the Group's business lines
- Implementation of a policy for the use of electric vehicles
- Launch of projects for testing the use of solar power
- Migration of foreign sites to green energy
- Adoption of a policy for combating food waste
- Gradual implementation of the plastic bottle free policy at pilot sites

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

The integration of CSR priorities by our businesses starts with adapting our offerings. The sustainable development team provides very operational support to the teams of different departments to systematically integrate environmental issues into products and services so as to anticipate the needs of key decision-makers/customers.

- Supporting sales engineers and operational staff for large-scale projects with a significant environmental component. Key projects in 2019: Meeting of the G7 Environment Ministers in Metz, the World Conservation Congress (in preparation in 2019 for the 2020 event), COP 25
- Research and development for new service offerings in close collaboration with the marketing and purchasing teams

Concrete achievements by GL events Live

New materials, reusable eco-designed products, refurbished or products purchased locally proposed by GL events Live to equip events providing different ways to promote environmental responsibility.

GL events Live introduced two new eco-responsible ranges of products:

A range of furniture and signage. The "EMMA" furniture collection by Les Résilientes x Emmaus Alternative voluntary sector organisation was initiated in 2019. Combining the values of creativity and solidarity, this collection is manufactured by persons in job integration programs from recovered paper. Highlighting their quality, they were just awarded by the city of Paris the top prize "*Made in Paris*" label in the "home universe" category.

Four new echo-responsible signage products were introduced, notably honeycomb cardboard totem displays, PVC free tarpaulin as alternatives to the conventional plastic solutions.

Concrete achievements by GL events Exhibitions

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

- "green itineraries" or special green exhibition areas designed to lead visitors to exhibitors proposing sustainable alternatives
- conferences on sustainable development challenges of specific sectors
- creating exhibitions addressing sustainable development themes

At the end of 2019, GL events Exhibitions launched a specialised GreenTech division which manages a portfolio of a range of environmental-related trade shows and events including:

- Expobiogaz, the renewable gas trade show
- Hyvolution, France's hydrogen event for energy, industry and mobility
- Eurobois, the timber, woodworking machinery and fitting trade show
- BePositive, the exhibition devoted to energy and environmental performance for the construction industry and regions
- Lighting Days, the lighting and LED technology meeting
- Paysalia, the landscaping exhibition

Concrete achievements by GL events Venues

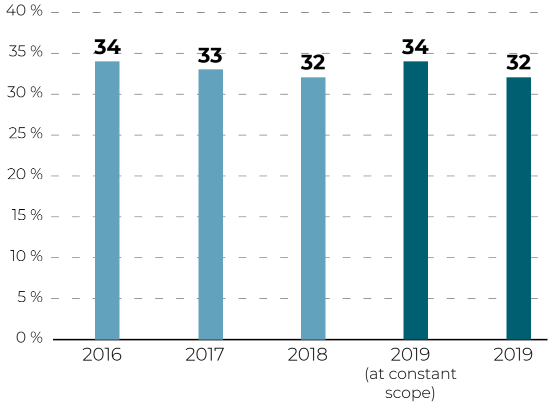
The sustainable development team works in close collaboration with the operational and marketing teams to develop a standard approach to help customers integrate CSR priorities. This long term project registered very concrete advances in 2019 for the catering services offering available at our sites. A Responsible Food and Beverage Guide was produced. The Paris-based sites also developed a new "Better food for a Better World" F&B offering. The World Forum in The Hague also launched a very innovative initiative. The coffee ground of this Convention Centre will be reused as a natural "fertiliser" to grow mushrooms which will then be used to prepare various dishes served at the site. These mushrooms will be grown by long-term unemployed.

II. WASTE – THE CHALLENGE OF THE CIRCULAR ECONOMY:

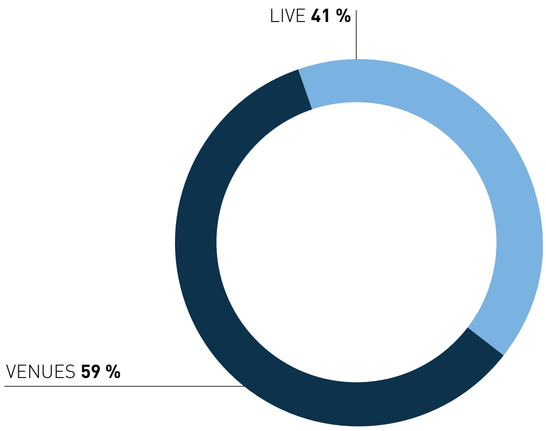
Waste management remains a major issue for the events industry, and without a doubt one of the main drivers currently transforming economic and operating models.

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.

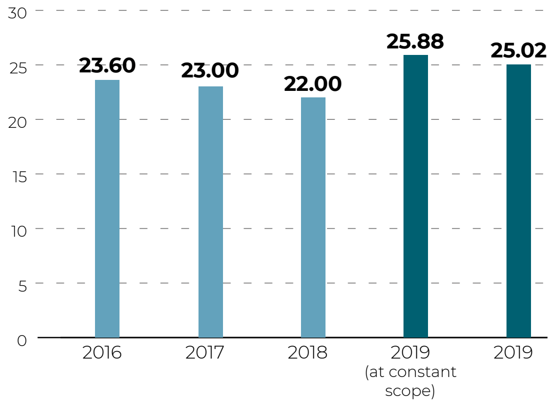
THE GROUP WASTE SEPARATION RATE



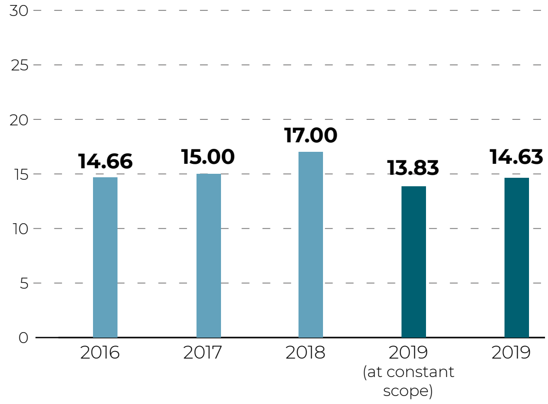
WASTE PRODUCTION BY DIVISION



CHANGE IN RATIO OF TONNES OF WASTE PRODUCED / €M REVENUE (Venues division)



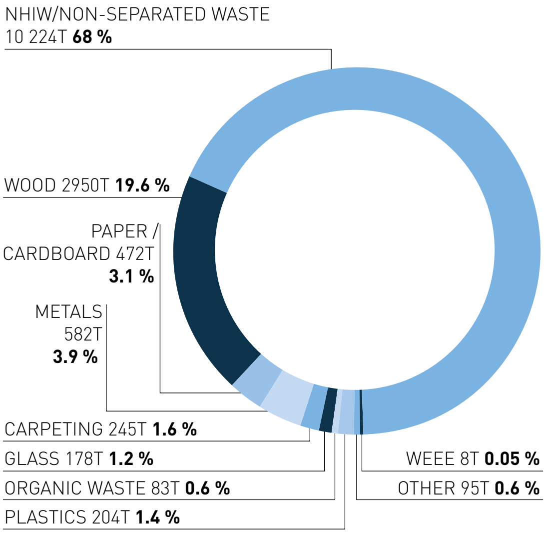
CHANGE IN RATIO OF TONNES OF WASTE PRODUCED / €M REVENUE (Live division)



59 % of waste processed by the Group is managed by the GL events Venues' reception sites. It should be noted that the scope of our intervention covers the sorting of this waste but not the volume which depends on the choice of our customers (organisers / exhibitors). By way of illustration, we monitor the evolution of tonnage processed by our sites in order to analyse the practices of our customers. Concerning events for which we are the organisers, measures are initiated at the level of GL events Exhibitions in coordination with GL events Live to reduce our waste production.

We do intervene in contrast in managing the waste separation processes at GL events Venues sites.
GL events Live's logistics sites have experienced an increase in volume in recent years which is explained by the waste originating from worksite previously collected at the event location.
A working group (purchases, sustainable development, operations, finance) was formed in response to this increase in 2018 and has started to produce results in 2019. It should be noted that divestment campaigns can "artificially" degrade performance, whereby the tonnage associated with these divestments cannot at the present time be separated in the analysis.
The classification of waste at all sites (Venues and Live) breaks down as follows:

WASTE PRODUCTION BY CATEGORY (in tonnes)

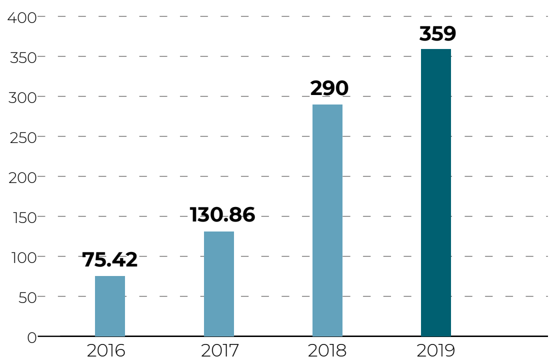


TOTAL 15,041 t

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 or packaging.
- Develop waste separation mechanisms at our warehouses, reception venues and worksites in partnership with specialised waste management partners, our operating teams and cleaning service providers

Concrete achievements by GL events Live
We continued to invest in reusable carpeting in 2019. Work was initiated for the development of reusable packaging. The business unit for the Vachon House premium furniture range now proposes for example reusable covers adapted to its products. The collaboration with Valdelia, the not-for-profit eco-agency, specialised in recycling furniture-related waste, also continued with an increase of 38 % of volumes handled in relation to 2018.

CHANGE IN TONNAGE RECYCLED BY THE VALDELIA ECO-AGENCY



The following chart presents the volume of recycled waste for all divisions combined. The Live division represents 72 % of the volume of recycled waste through this channel.

Concrete achievements by GL events Venues
While waste separation and collection when dismantling events remains a major challenge, and is the focus of a specific cross-corporate working group, new practices are being developed to reduce the production of waste and also to combat food waste. Accordingly, the practice of using reusable glass bottles for water as a substitute for plastic bottles already adopted by the World Forum of the Hague, has been extended to two new venues, namely the Lyon Convention Center and the Maison de la Mutualité in Paris. A change which implies the adoption of new equipment and processes, notably with respect to cleaning.

Concrete achievements for offices
The Group has signed a master agreement with Elise, a sheltered work company that hires persons with disabilities. Paper-cardboard / plastics / aluminium cans-metal/glass. At the end of 2019, six sites used this system including the Group headquarters in Lyon, resulting in the sorting and recycling of nearly 15 tons through this solution. The goal is to extent the application of this contract to 25 sites in France in order to strengthen our day-to-day engagement and compliance, while at the same time contributing to a socially responsible project!
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 for example 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. LIMITING OUR IMPACT ON CLIMATE CHANGE

For the France (Scope 1 & 2 of the carbon assessment method), greenhouse gas emissions under Group control (excluding exhibitors and visitors transportation) break down as follows:

— 76 % in energy consumption (or 10140 Mt CO_2e) for the Venues and Live scope)

— 24 % in vehicle fleet transport (or 3,189 Mt CO_2e)

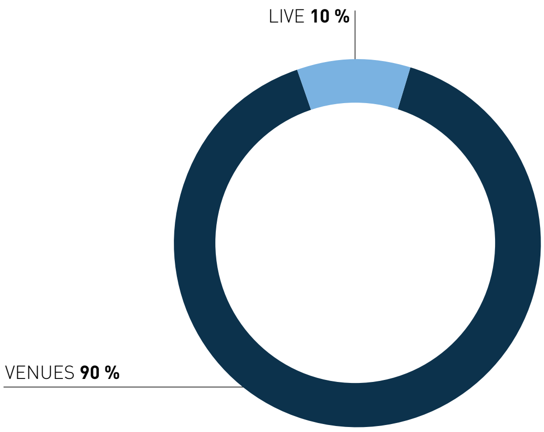
The Group conducted a GHG emissions audit (*Bilan des Emissions de Gaz à Effet de Serre* - BEGES) in 2019 for its worldwide operations (Scope 1, 2 & 3 of the carbon assessment method on the basis of 2018 data). Based on this study which is in the process of being finalised, action plans will be developed to reduce our GHG emissions.

A. REDUCING BUILDING EMISSIONS FROM ENERGY CONSUMPTION

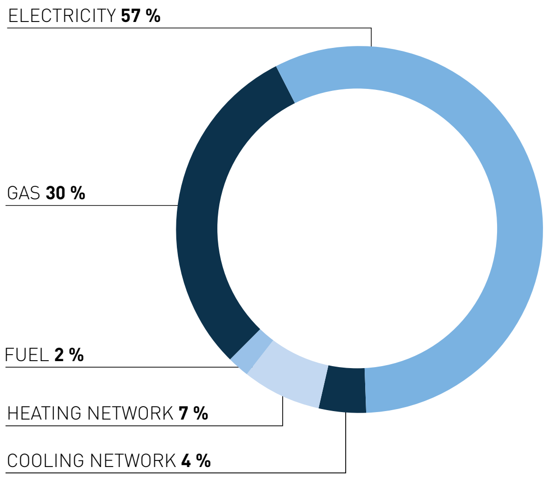
Measures to reduce energy consumption (see high environmental value equipment and venue management) contribute significantly to reducing greenhouse gas emissions.

Energy consumption (**173,684 MWh**) breaks down as follows:

ENERGY CONSUMPTION BY DIVISION



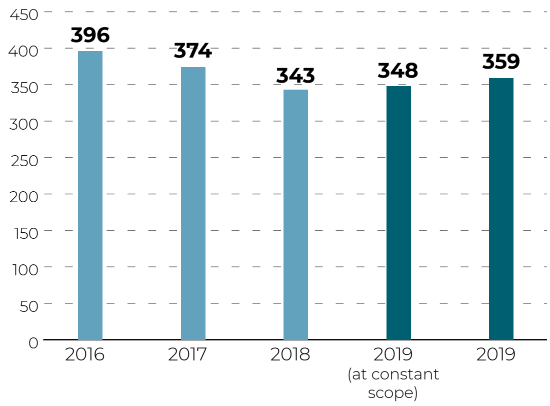
ENERGY CONSUMPTION BY TYPE



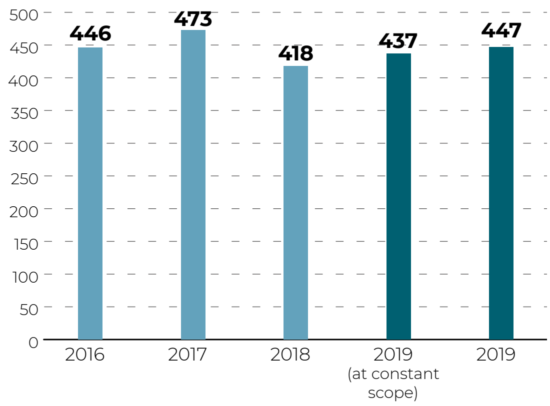
TOTAL 173,684 MWh

For GL events Venues' French sites, an objective was sent for reducing the ratio of MWh/€m to sales by 5 % (80 % of energy consumption in France). To take into account the significant biennial effect resulting from SIHRA on data, a comparison is conducted of odd and even years. On a like-for-like basis, the ratio decreased **5 %** between 2017 and 2019 for the ISO 14001 certified reporting boundary.

CHANGE IN THE MWH/€M REVENUE RATIO (Venues division France)

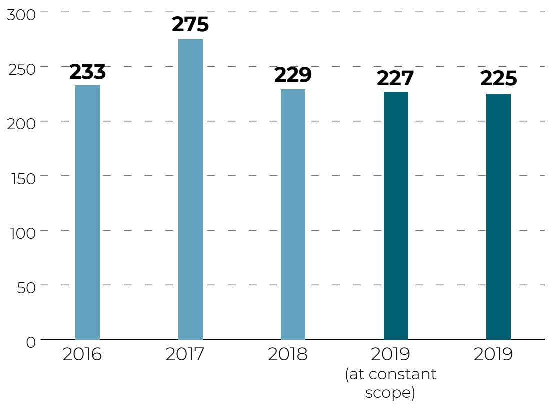


CHANGE IN THE MWH/€M REVENUE RATIO (Venues division World)



The base ratio of Venues is significantly higher, reflecting the high level of consumption of foreign sites, notably Brazil) adversely affecting the global ratio. A similar trend is noted for France for the global data (-5 % also between 2019 and 2017).

CHANGE IN THE MWH/€M REVENUE RATIO (Group)



The Group ratio (taking into account the activities of Live and Venues) has been registering marginal declines since 2016 (-3.4 %)

The levers for reducing energy consumption:

1. ADAPTING EQUIPMENT

In connection with our contracts with delegating public authorities while we do not always have the leeway to make the investments, the goal 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

Practical achievements – selected examples:
The Parc Floral has acquired two condensing boilers fully compatible for use with biogas. Their very high yield of 109 % (compared with the 89 % for the older boilers) significantly reduces energy consumptions and reduces environmental impacts.
The historic site of Brignais (the former headquarters and location of our Rhône Alpes warehouse facilities) finalised its LED relamping programme while a budget of €200,000 was devoted to adopt LED lighting at GL events Venues sites.
The new Aichi Sky Expo site inaugurated on August 30 in Japan was equipped with **3,969** solar panels capable of meeting 25 % of its electricity power requirements. 6 halls of 10,000 sqm are fully equipped with LED lighting. This is the first park in Japan equipped with ventilating systems in the building frame designed to optimise the distribution of cool air and heating. In addition, all installations of this site are equipped with building management systems.

2. 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.

Concrete achievements:
An energy audit conducted by Schneider Electric at all our sites in Brazil and Italy led to the identification of a number of ways to reduce and more effectively manage our energy consumption.

B. DEVELOPING THE USE OF RENEWABLE ENERGIES;

CO_2 emissions are also reduced by means of electricity supply contracts that include a "renewable energy" option. This green energy supply accounted for 20 % of the electricity consumption for the reporting boundary of French companies in 2019. Through a master agreement signed at the end of 2019, GL events has set a target of **100 % green energy consumption for our French sites.** This ambitious commitment illustrates the course set within the Group by the CSR policy.

C. REDUCING EMISSIONS LINKED TO TRANSPORT

Greenhouse gas emissions linked to vehicle fleet transport account for 24% of emissions.
Three levers for efficiencies and reductions have been activated to lower the impact:

1. GRADUALLY SHIFTING TO E-MOBILITY SOLUTIONS FOR OUR EMPLOYEES

The changeover of the fleet of light vehicles (company cars and service vehicles) is a complex subject and it is necessary to rethink existing practices. In 2019, the Holson Consulting Group was selected to conduct an in-depth study designed to lay the foundations of our future vehicle policy. In parallel with this in-depth study, initial trials for a car-sharing system for electric vehicles were conducted in the greater Paris region (Île-de-France) with a target for deployment in 2020.
The Group has also contributed to the deployment of the electric vehicle within the broader community through the organisation by Live by GL events of the 32nd "electric vehicle symposium & exhibition"- EVS 32, a major international event devoted to sustainable e-mobility on behalf of the AVERE France, the French national association for the development of e-mobility. 2 programmes of scientific and industrial conferences were produced and in parallel with lecture sessions, 3 plenary meetings, side events organised by exhibitors and a "Ride & Drive zone open to the public.
In figures
— More than 30 electrical or hydrogen powered models available for test drives by visitors in the Ride & Drive zone
— 304 partners and exhibitors (10 industrial sponsors)
— 30 countries represented
— 1 international conference

2. LIMITING THE IMPACT OUR TRANSPORT OF MERCHANDISE

Measures to optimise the impact from transporting merchandise from our warehouses to the event venues make use of various levers: changing vehicles, driving behaviour, optimising vehicle loads improving the organisation of vehicle routing.

Concrete achievements:
A shared transportation department was created for all GL events Live business units in Ile de France. The migration to the Euro 6 tractor fleet range was nearly completed at the end of 2019.. After completing a background study on the use of gas, the first investments are expected in 2020. Combining the two operations transport departments of the exhibition furniture and overlay services activities at the end of 2019 should contribute to more efficient transportation routing and loading among the different activities of the Ile de France region.

3. THE TRANSPORTATION OF VISITORS

The transportation of visitors constitutes a significant source of CO_2 emissions linked to our activities even if this remains outside the scope of our direct control.
Trade shows and consumer fairs develop according to different locations alternative solutions for access to the use of private cars;
For example, a specific measure was adopted for the Sirha 2019:
- A carpooling meeting point was established at the “i Lyon Tourisme” site at Place des Lumières.
- A carpark relay facility and shuttle service was provided to prevent saturation around the Eurexpo site and in consequence, pollution.
- And of course, the use of public transport was largely promoted.

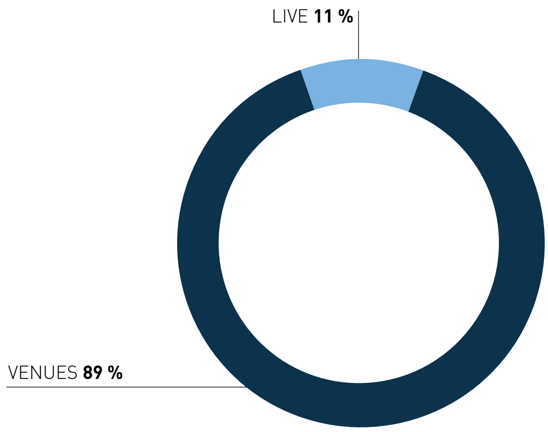
In addition, in 2019 Eurexpo acquired 22 electric recharging stations providing 44 recharging points for visitors with electric vehicles.
This initiative furthermore fits within the broader framework commitment at the territorial level of the Lyon Metropole.

Territorial engagement:
To combat global warming, GL events was a signatory of the regional plan (“*Plan Climat Air Energie Territorial 2030*”) for reducing greenhouse gas emissions for the Greater Lyon Metropole.

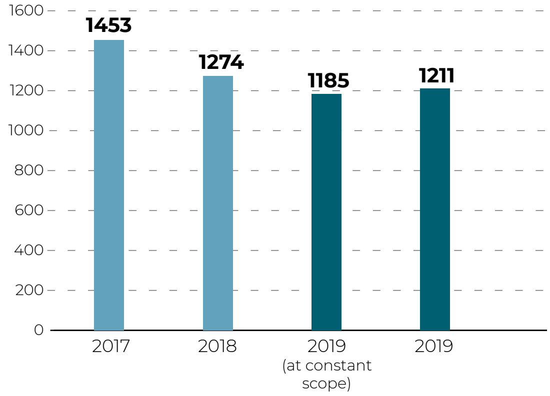
D. OPTIMISING WATER CONSUMPTION

GL events Venues represents approximately 89 % of the 481,564 m³ of water consumed by the Group for the use of buildings. 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 160,361 m³ in 2019.

WATER CONSUMPTION BY DIVISION



CHANGE IN THE M³/REVENUE RATIO (Venues)



THINK PEOPLE: EMPLOYMENT INFORMATION

With its 5,446 employees (+ 20 % in relation to 2018), GL events Group applies a decentralised approach to 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

PRIORITIES

I. Job creation
II. Diversity and Inclusion
III. Developing collaborative initiatives and employees
IV. Sharing value with all employees
V. Proposing a safe and stimulating work environment

2019 HIGHLIGHTS

- A 20 % increase in the number of employees
- Continuing to organise collaborative seminars focusing on CSR
- Launch of the “Sharing” project: a collaborative work tool and internal social media network for all employees. The largest community is the one devoted to the ecological transition.
- Appointment of a second woman to the Executive Committee
- Deployment of the Jump programme for promoting integration and retention of work-study program participants and millennials.

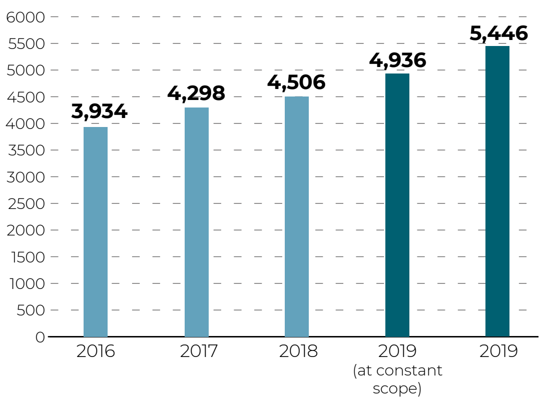
2020 PROJECTS

- Continuing the Aubrac collaborative projects
- Supporting the Sharing project
- Launch of a GL events Academy
- Developing collaborative and user-friendly work places at the sites

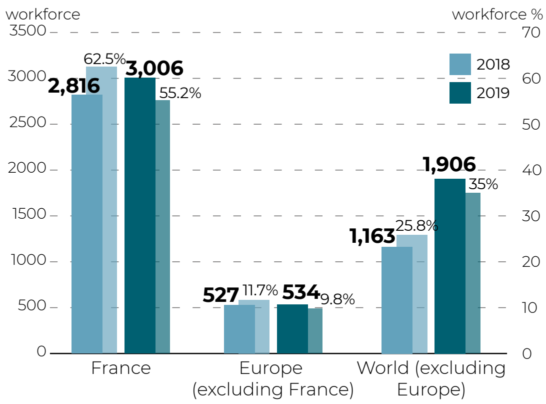
I. DEVELOPING EMPLOYMENT – A COMPANY WITH CONVICTION

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. The goal: proposing shared economic growth and contributing to the job development and sustainability. On December 31, 2019, the Group had 5,446 employees (4,635 with permanent contracts and 811 with fixed-term contracts).

CHANGES IN THE GROUP WORKFORCE (at 31/12/2019)



WORKFORCE BY REGION (at 31/12/2019)

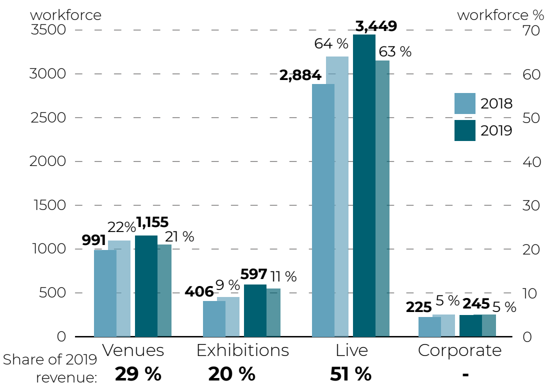


The workforce grew 20 % between 2018 and 2019. This increase reflects notably the Group's expansion in Asia resulting in the addition of 500 new employees (acquisitions of ZZX (GL events Live Shenzhen), CIEC Union, Fashion source in China, the opening of Aichi Sky Expo in Japan), the addition of new sites in Reims and Caen in France, as well as Salvador in Brazil and Johannesburg in South Africa.

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.

The workforce is adapted to the business volume of the different divisions

HEADCOUNT BY DIVISION (at 31/12/2019)



A corporate commitment to promoting lasting employment, taking into account specific local characteristics

Workforce at 31/12

2019	France	International	Total
Non-permanent	294	517	811
Permanent	2,712	1,923	4,635
Total	3,006	2,440	5,446
Non-permanent (%)	9.8 %	21.2 %	14.9 %

Non-permanent employees accounted for 15 % of the workforce at 31 December 2019. This rate is higher for operations in international markets than in France. China and South Africa alone account for 77 % of non-permanent contracts while representing only 32 % of the total international workforce at 31 December 2019. This observation is linked in part to specific characteristics of local laws. For example employees in China are eligible for permanent contracts only after three years of seniority within the company.
In 2019, 1,237 new permanent employees joined the Group and 746 permanent employees departed. 133 opportunities for internal transfers illustrate a commitment to employability and versatility for Group employees.

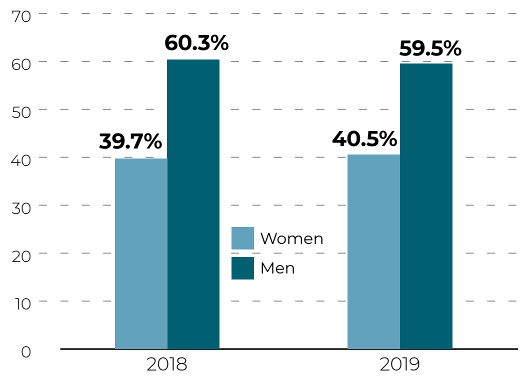
II. CULTIVATING DIVERSITY

This workforce is characterised by its high degree that the Group seeks to develop as a way to strengthen its agility but also in keeping with its commitment to provide equal opportunities to all regardless of gender, age or state of health. This approach is based above all on fully exploiting the expertise, skills and engagement, entrepreneurship and team spirit as well as the wealth of talent available among our employees.

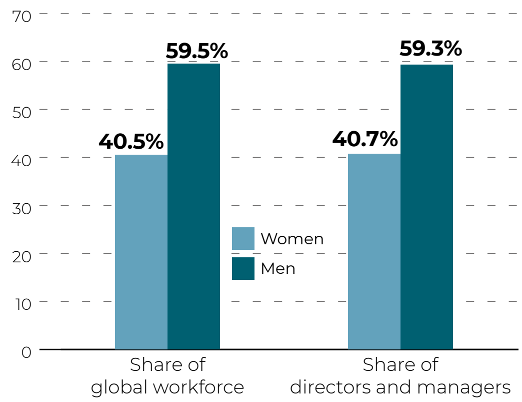
A. GENDER DIVERSITY

A breakdown between men and women largely stable, and characterised by a homogeneous representation between management positions and the total workforce.

CHANGE IN THE GROUP WORKFORCE BY GENDER



WORKFORCE BY GENDER AND CLASSIFICATION (at 31/12/19)



A second woman was appointed to serve on the Group's executive committee.
For the French reporting boundary, women accounted for 47.4 % of the 190 promotions in 2019, a percentage nearly seven points higher than the percentage of women in the total workforce at 31 December 2018.

Headcount by gender socio-professional categories.

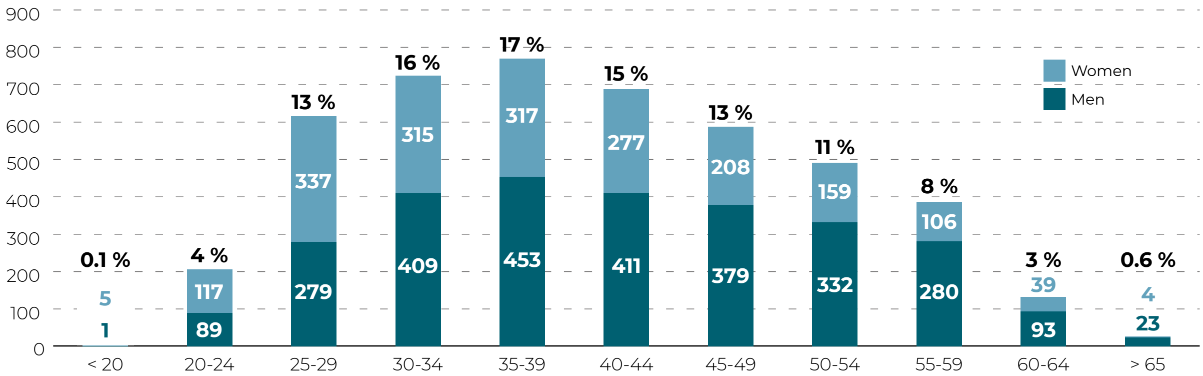
Total workforce at 31/12/2019 **Permanent and non-permanent**	**W**	**M**	**Total**
BU EXECUTIVE OFFICER	23	96	**119**
	19 %	81 %	2 %
MANAGER	678	927	**1,605**
	42 %	58 %	29 %
SUPERVISOR | TECHNICIAN	237	810	**1,047**
	23 %	77 %	19 %
OFFICE EMPLOYEE	1,221	546	**1,767**
	69 %	31 %	32 %
NON-OFFICE WORKER	49	859	**908**
	5 %	95 %	17 %
TOTAL	**2,208**	**3,238**	**5,446**

In terms of gender equality, because GL events applies a decentralised human resources management approach one company of the Group was concerned by the legal obligation to publish a gender workplace equality index in 2019. In 2020, the Group will publish this index for 19 companies in compliance with governmental guidelines.

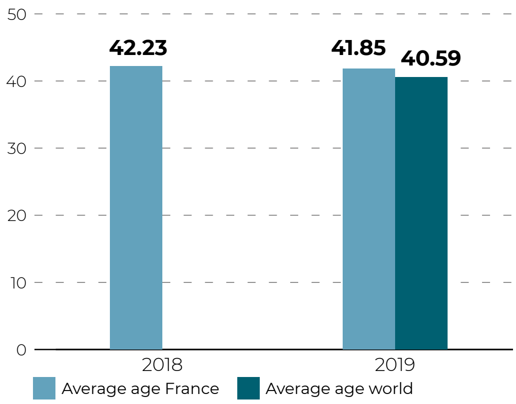
B. AGE DIVERSITY

A Group which is getting younger

AGE PYRAMID- PERMANENT EMPLOYEES WORLDWIDE (at 31/12/2019)

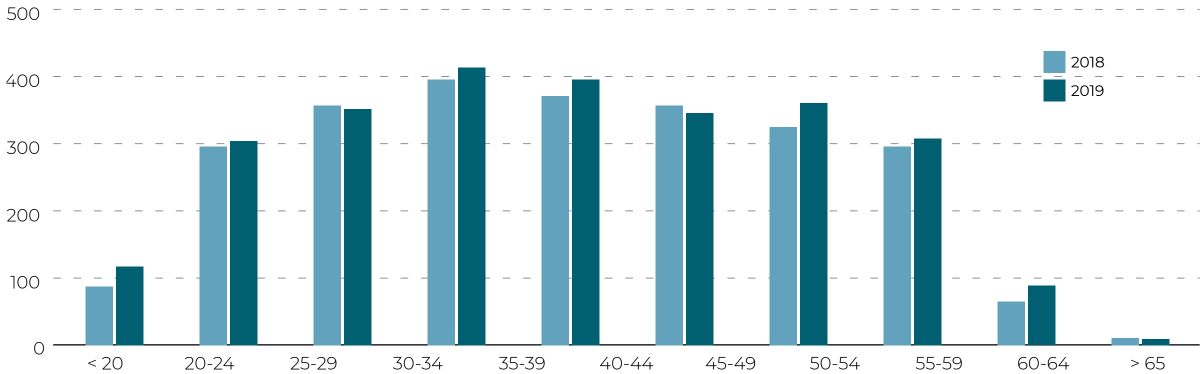


AVERAGE AGE OF PERMANENT EMPLOYEES WORLD AND FRANCE (at 31/12/19)

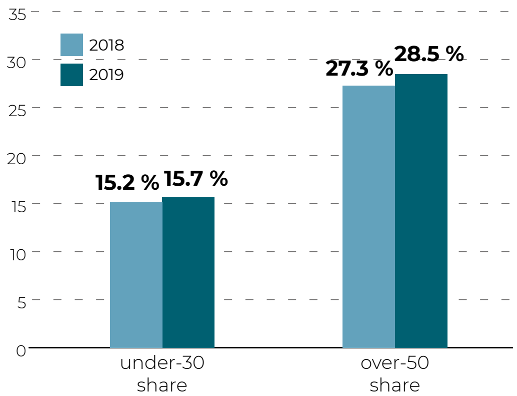


Focus on France:

CHANGE IN THE AGE PYRAMID BETWEEN 2018 & 2019 (permanent workforce, France scope)



CHANGE IN PERMANENT EMPLOYEES IN THE CATEGORIES OF UNDER 30 AND OVER 50 YEARS OF AGE



While the workforce is getting younger in France, the number of employees over 50 has increased by one point, confirming the focus on seniors who offer experience and expertise which is key to the transmission of knowledge; This priority is also combined the need to integrate a new generation of employees (the percentage of those less than 30 has increased to 15.7 %) who bring with them new dynamics, societal and social aspirations that will build the company of tomorrow. At the Group level, this younger category of employees represents 17.9 % of the permanent workforce.

Concrete achievements: the Jump programme
12 business units of the Ile de France greater Paris region, for all divisions combined, joined forces to develop a programme for voluntary millennials, whether recent work-study participants or employee interested by cross-functional subjects of the Group Concretely, over a period of one year this programme brought together a team of "jumpers", sponsored by a General Manager in association with a designated HR contact. A collective integration process which includes visits to sites and events every quarter and participation in four key projects (including eco-responsibility) ensures the success of this approach.

C. MULTICULTURAL DIVERSITY

In an increasingly evolving world, GL events' strength is also based on its cultural diversity. With a present in 21 countries, and 82 nationalities, GL events is distinguished by its enormous adaptability and agility.

	W	M	Total	
Africa	**89**	**262**	**351**	6 %
Algeria		4	4	
Mauritius	23	10	33	
South Africa	66	248	314	
Americas	**224**	**400**	**624**	11 %
Brazil	153	232	385	
Chile	68	165	233	
Peru	1	1	2	
United States	2	2	4	
Asia	**397**	**532**	**929**	17 %
China	196	262	458	
Hong Kong	23	39	62	
Japan	22	16	38	
Russia	1		1	
Turkey	138	98	236	
United Arab Emirates	17	117	134	
Europe	**236**	**300**	**536**	10 %
Belgium	25	18	43	
Hungary	64	21	85	
Italy	20	13	33	
Luxembourg		1	1	
Netherlands	33	26	59	
Spain	59	69	128	
United Kingdom	35	152	187	
Outside France	**946**	**1494**	**2440**	45 %
	39 %	61 %		
France	**1262**	**1744**	**3006**	55 %
	42 %	58 %		
Total	**2208**	**3238**	**5446**	
	41 %	59 %		

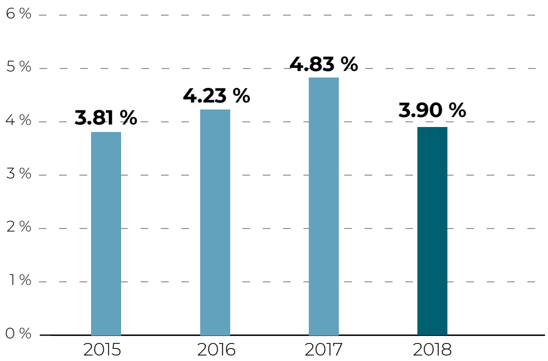
Concrete achievements:
The teams devoted to major international events highlight this diversity which constitutes the strength and considerable human capital of the GL events group. Ad hoc project teams are assembled drawing upon internal volunteers from all business units as well as, for specific skill sets, external recruitment.

The COP 25 project team was from this point of view exemplary as illustrated below in figures:
— Number of nationalities: 17
— Number of business specialties: 32
— Number of employees: 250
  - of which 77 management employees (44 % women / 56 % men / 25 % local)
  - of which 173 worksite employees (2 % women / 98 % men / 30 % local)
— Age: 20 to 73 for the entire Group project.

D. AN INCLUSIVE CORPORATE CULTURE

Promoting the professional integration of persons with disabilities has been one of the Group's priorities since 2014. At the end of 2018, there were 63 employees with disabilities in France, with the total employment rate of 3.9 %.

CHANGE IN THE TOTAL EMPLOYMENT RATE OF PERSONS WITH DISABILITIES (France)



A decline of 0.9 points in relation to 2017 reflects the derecognition of companies with high rates (for example, Nice Acropolis with a rate of 7.35 %), the integration of companies with a rate of zero, retiring employees and a reduction in purchasing from the sheltered-work sector. Because the 2019 employment data will be available after the publication of the Non-Financial Statement, as always the case, there is a one-year gap in the publication of disability-related data. 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 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.

In practice:
In 2019, our buyers were trained in purchasing from job integration structures by the teams of the *Maison pour l'Emploi* and the Lyon Metropole. A morning meeting session was organised with integration structures and persons responsible for complying with public procurement contract integration provisions to acquire an understanding of the specific characteristics of the sector.

III. DEVELOPING "COLLABORATIVE" INITIATIVES AND EMPLOYEES

A. DEVELOPING COLLABORATIVE INITIATIVES

Highly collaborative environments where collective intelligence is vital offer showcases for demonstrating the potential contributions of diversity.

Concrete achievements: Aubrac Project
This is the objective of the Aubrac project, initiated in 2018 and continued in 2019. Nearly 240 people coming from every division, country and business lines were invited to Aubrac to participate in the three 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 projects which are easiest to implement are already being deployed while those more complicated to implement or of a strategic nature will be subject to a specific review by the executive committee.
Phase 3 of the Aubrac project was launched in February 2019 and was marked by a change in form rather than in its mission.
It was decided that the seminars should focus on cross-functional topics with work organised on a collaborative basis along the lines of a hackathon with prototypes directly expandable according to the priorities of different projects:
— Projects focused on employee development,
— Projects focused on CSR,
— Projects focused on brand equity and communication,

Out of the 240 participants for the three sessions, every type of position and management level participated, representing 10 different nationalities from 22 different French cities, including 129 women and 94 men.

Concrete achievements: The Sharing project
The Sharing project offers a concrete example of the different Aubrac workshops into action. The goal is to develop collaborative work within the Group by imagining the workplace of tomorrow to improve the day-to-day activities of employees and break down barriers between the divisions and business units. This approach includes two parts:
— An internal social network for group communication / sharing experience / problem solving and employee integration
— A collaborative tool for document sharing, instant messaging, project management and team organisation.

B. DEVELOPING EMPLOYEES

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.

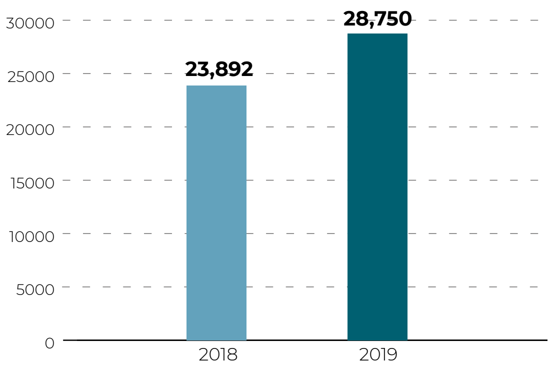
2019 training highlights:
For the first time, a Group training indicator was published, highlighting its policy in this area,

	France	International	Total
Training hours	28,750	23,521	52,271
Total number of trainees	2,217	1,460	3,677
Hours of training per trainee	13	16	14
Workforce by region	**55.2 %**	**44.8 %**	
% of training hours by region	**55.0 %**	**45.0 %**	

Training efforts in France and in international markets are homogenous. France accounted for 55 % of training hours and 55.2 % of the workforce at 31 December. International operations accounted for 44.6 % of training hours and 44.8 % of the workforce at 31 December.

For the France scope:
Training activity increased significantly in France, largely in response to Group's efforts in the areas of compliance and collaborative management.

CHANGES IN THE NUMBER OF TRAINING HOURS (France)



On that basis, training hours in France broke down as follows:	
Safety	37 %
Compliance and anti-corruption measures & the Welcome programme for new employees	32 %
Aubrac collaborative seminar	9 %
Commercial / marketing	4 %
Technical staff	3 %
Design and engineering	3 %
Languages	3 %
Professional effectiveness	3 %
Line management	2 %
Office automation	2 %
Personnel development	2 %
Misc.	1 %

IV. 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. As a result, 2019 was marked by a significant growth in pay, outpacing inflation. 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.

The policy for salary increases paid particular attention to the lower end of the pay scale when implementing the increases. All employees with a gross salary of less than € 2000 received an increase of at least € 60 per month as well as a bonus equivalent to an average of €40 per month, or an average monthly salary increase of at least €100.

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. Certain French subsidiaries of GL events participate in this scheme with the total amount collected redistributed to all Group staff in accordance with statutory provisions. Profit-sharing calculated for 2018 and paid in the 2019 first half represented gross benefits of € 2,628,408.

An employee savings scheme was developed 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 programme and decided to distribute 10 bonus shares per year and per employee. This initiative was continued in 2019.

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.

V. PROPOSING A SAFE AND STIMULATING WORK ENVIRONMENT

A. 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 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:

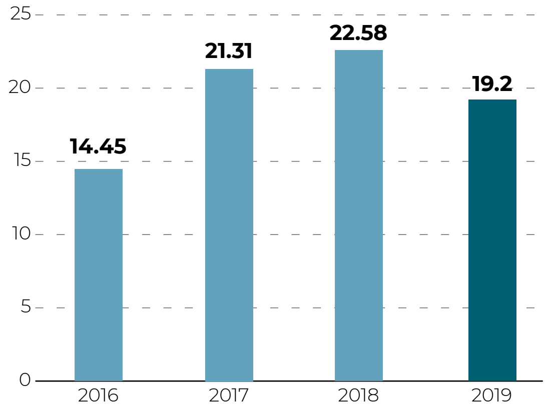
- Training certification (CACES) for worksite equipment operators
- Road safety training and qualifications for lorry drivers (FIMO and FCOS)
- The adoption of specific movements and positions for all employees performing manual operations
- Work performed at heights and on scaffolding;
- A Uniform Document;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

Reflecting this priority, 38 % of total training hours provided in 2019 were devoted to safety.

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

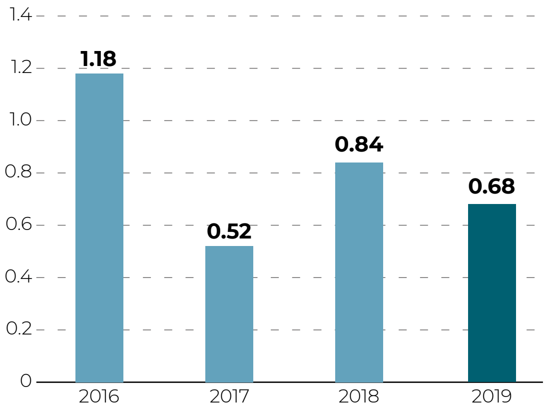
After the 2017-2018 increase in the frequency rate of occupational accidents when assembly teams were insourced which increased the number of employees exposed to occupational risks, this rate has resumed its downward trend. The severity rate for occupational accidents of GL events Group (France reporting boundary) was 0.68.

FREQUENCY RATES(France)



Number of lost time injuries involving more than one day of absence, occurring over a period of 12 months per one million hours of work

SEVERITY RATES (France)



Number of lost days resulting from temporary disability per 1,000 hours worked

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, and 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...

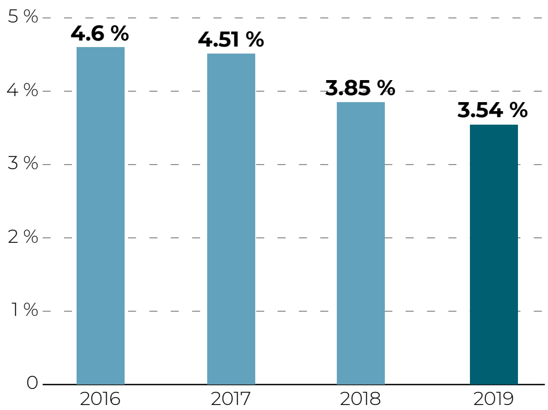
And generally, implementing security measures adapted to the risk level in coordination with public authorities contributing to building a relationship of trust with the event organisers, where dialogue with stakeholders here as well is key.
Concerning the Live Division, temporary structures supplied (tents, grandstands,...) required to meet specific safety standards, are inspected by specialised companies to guarantee the safety of visitors and spectators.

B. QUALITY OF WORKING LIFE (QWL)

Workplace wellness is a growing demand of employees, particularly the younger generations.
GL events has been able to measure its importance by means of a number of surveys and through the Aubrac seminars, mobility projects and certification processes. These contribute to the development of numerous propositions for workplace improvements and supporting collaborative initiatives in the company.

Concrete achievements
Places for taking a break offering people opportunities to meet are developing across sites with the participation of employees. Employees of the "*Engageons-nous*" committee of the Lyon Convention Center for example equipped their break room themselves and this approach is being developed at other sites.
Workplace comfort is also enhanced by easier commutes to work. A survey on the modes of transport was sent to all employees in 2019 to provide a basis for a study on employee mobility.
The organisation of group activities also is central to the approach to workplace quality of life at GL events, and fully in line with our core mission of "Bringing people together".
"Time together" events are organised every quarter at the headquarters and in the other sites to create opportunities for conviviality and building connections between employees designed to foster a friendly and productive work environment.
A work environment contributing to employee engagement, as highlighted by the positive trend for our absenteeism rate in France.

ABSENTEEISM RATE (France)



The number of departing employees decreased 7 points at the group level between 2018 and 2019. The 2019 separation rate was 17 % (number of departures for the average headcount N and N-1).

Beyond the strict constraints linked to specific functions (hostesses, intermittent workers), the quality of life in the company also involves an ability to adapt one's working hours.

	W	M	Total	
Full-time	2,009	3,192	**5,201**	95.5 %
	39 %	61 %		
Part-time	199	46	**245**	4.5 %
	81 %	19 %		
Total	**2,208**	**3,238**	**5,446**	

C. SOCIAL DIALOGUE AND COLLECTIVE AGREEMENTS

GL events operates on the basis of a decentralised approach to social dialogue and employee relations. The employee representation bodies present within the GL events Group are all organised in the form of Social and Economic Committee (*Comité Social et Economique*) for companies with more than 11 employees and which have not filed a waiver confirming the absence of potential candidates (*procès-verbal de carence*). 29 such committees were created in France in 2019. The role of each Social and Economic Committee 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 TERRITORIES AND BUSINESSES

I. EXHIBITIONS CREATING "SUSTAINABLE VALUE" WITHIN TERRITORIES AND BUSINESS SECTORS

Much more than ephemeral business events, trade shows and exhibitions are powerful tools for boosting professional and civil society communities and for promoting regional economic development.
For exhibitions and conventions, 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.

These levers are powerful in terms of mobilising the specialised industry sectors and GL events has the opportunity and responsibility to support those sectors in which the Group contributes to ramping up the stakes of sustainable development within their respective fields whether in terms of content, informing them of the latest innovations, facilitating connections or promoting good practices.

Concrete achievements: Global Industrie is leading the way for the shift to ecological transition by the industrial sector. As the European event for industrial excellence and prospects, Global Industrie's key missions are to:
— Guide women and men to new skills and open up opportunities for new trades.
— Promote the image of industry in France to the general public and to young people in particular.
— Support the entire industrial community so that it engages as effectively as possible with the industry of tomorrow.
— Reach out across Europe to restore French industry to its rightful place.

Shaping tomorrow's industry also means reflecting on its impact on the planet and the daily lives of millions of individuals. For its next edition, Global Industrie in 2019 has prepared to pay tribute to and put the spotlight on initiatives and innovations devoted to contributing to a sustainable future.
Conscious of what is at stake, companies are getting organised and are increasingly joining forces to anticipate fundamental changes The current upheavals are immense, but they also represent a tremendous opportunity. Whatever the specialist fields or professions, industry can become a model: THE benchmark sector, capable of being a trailblazer and changing its practices to build a greener future.

The major highlights programmed for the event:
A special ''Energy and ecological transition'' prize to reward noteworthy initiatives of companies in promoting "ecological transition": electrification/hybridisation, circular economy, energy efficiency, etc.
A study on the industrial sector's ecological and energy transition policies
Conducted by the Arts et Métiers-Institut de Chambéry, a study is currently being carried out among Global Industrie exhibitors and in the sector in general. The aim is threefold.
1. To be able to measure exhibitors' involvement in three aspects of sustainable development: environmental, social and economic
2. To highlight the main R&D themes addressed in the industry sector by companies and research organisations
3. To identify the policies for:
   - sustainable development of large industrial federations
   - labelling of hubs and clusters with expertise in companies' areas of activity

An "Eco-industry" trail leading attendees to visit the stands of a selection of exhibitors which have adopted an ecological approach.

In addition to its headline topic of ecological transition, virtually all the major strategic subjects prepared for the future edition are concerned with corporate social responsibility challenges:
— Plastic is (no longer) fantastic?
— Maintenance, an industrial issue today and in the future
— Open Innovation, tomorrow's industrial weapon
— Manufacturers / customers: the industry of the future reshuffles the cards
— Industry, a world for women
— Energy, the great challenge of the industry of the future
— Training of the future and the future of training

Concrete achievements:
The French Fashion Institute (IFM) and Première Vision for a period of three years starting on 1 January 2016 have joined forces for the launch of a research chair on "the economy of the creative materials for fashion".
Some consumers are buying less though buying better. They are ready to pay more in exchange for buying a small number of products. The *Institut Français de la Mode* **has conducted as part of the IFM - Première Vision Chair a unique study that surveyed a panel of 5,000 consumers in France, Germany, Italy and the US. "For the first time, this study helps us better understand consumers' perceptions of the responsible fashion market and its products, and decipher their buying motivations and obstacles," commented Gilles Lasbordes, Managing Director of Première Vision.**

Main findings
Eco-responsible consumption is no longer a fashion trend, but a major groundswell now impacting the entire sector, from material sourcing to the consumer and the textile and manufacturing industries.

Key figures
- Nearly 50% of European consumers report having purchased an eco-friendly fashion item in 2019
- In France, the average budget of consumers who purchased eco-responsible fashion products was € 370.
- Second-hand purchases are increasing: 56 % of American women et 42 % of French women

Obstacles
Some obstacles to consumption of eco-friendly fashion products remain, including:
- Lack of knowledge about eco-responsibility (its definition and criteria)
- Consumers report not knowing where to find eco-friendly fashion products
- Lack of clarity of the offer (certifications, transparency...)
- And to a lesser extent the question of price.

Measuring the overall impact of an exhibition or convention in a territory
Measuring the impact of events organised in a territory is a complicated process. Cleo, the online global performance calculator for events products developed by Unimev, the French event industry trade association, is today the industry reference in France as a tool to measure different impacts: environmental footprint, economic, social, scientific, media and tourism benefits from business, scientific, sports and cultural events organised in France.
Programmed by Deloitte, Cleo's methodology is based on the socioeconomic studies developed by the French Ministry of the Economy, Atout France, France Congrès, CCI Paris IDF, the Paris Exhibition Committee, Viparis and OTCP, on the Explori satisfaction studies, the Base Carbone® public database of emission factors developed by the ADEME French environmental and energy management agency (Ministry of Environment) and a scientific committee of business, voluntary sector and public experts.
This tool generates reports for estimated and actual data covering up to 72 strategic indicators, able to be configured and measured" divided into 3 categories:
- "event performance" (business, scientific and reputational indicators);
- "impact on the event and tourism sectors" (economic, employment and tax impacts) for the regions;
- "environmental footprint" (carbon footprint, consumption, waste and positive initiatives).

7 GL events employees received training in 2019 on how to use this calculator.

Concrete achievements:
In 2019, Unimev, the French event industry trade association, launched the first major impact studies of the sectors.
The consolidated environmental, employment and social impact (based on 2018 data) was measured for 13 events of the fashion and design sector (including three organised by GL events, Denim and two editions of Première Vision).
The main findings of this study were as follows:
- 13,390 companies exhibited their products and services
- Direct economic impacts: €485 million for event industry companies
- Indirect impacts: €320 million in benefits for companies for the tourism and hospitality sector, of which €212 million for the Ile de France greater Paris region (accommodations, transportation to and from events, local trade, etc.)
- Tax revenue impacts: 132 million in VAT revenue for the State
- Employment-related impacts: approximately 11,900 FTE (annualised full-time equivalent) jobs generated by these events in companies of the "event" sector and the tourism-hospitality sector, of which 4,100 in the Ile de France region.

II. THE SITES OF GL EVENTS VENUES, SUPPORTING THE DEVELOPMENT OF LOCAL COMMUNITIES

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.
Events staged or organised by GL events contribute to structuring the territories. Undertaken as part of sustainable efforts, they contribute in an integral manner to the economic strategy of local business sectors and communities of interest.
The role of welcoming outside visitors gives the event venue a key role in marketing the destination. Several initiatives have been launched to promote destinations and sell a comprehensive range of effective and competitive services. GL events actively participates within a system designed to co-promote the territories in coordination with the convention bureaus. In this way, the Group proactively partners with the brands of territories to reinforce their visibility and create brand destinations:

Concrete achievements: La Place (The Fintech meeting point)

Within the Palais Brongniart, La Place is the new Fintech and Insurtech meeting point for all the players of this ecosystem, whether they are start-ups, large companies, institutions, investors or students, in order to develop and promote innovation in France and abroad.

Its mission: facilitate contacts and relations between start-ups, entrepreneurs and investors in the fields of finance, banking and insurance, but also to familiarise the general public with the Fintech sector and the latest trends.

Its ambition is to become the hub for promoting an international ecosystem of dynamic and value-creating innovators. The agenda includes activities designed to make La Place a friendly and vibrant place where new business relationships are forged: after-work events, conferences, networking dinners, lunches and much more.

In figures:

— La Place Fintech meeting point has approximately 1,000 members (50 % start-ups, 35 % large companies)
— 80 public events in 2019
— 25 private events in 2019

Major events:

— **European AI for finance** (on IA and Finance) in September 2019 (1,500 participants, 75 speakers…) https://aiforfinance.startupinside.com/
Attend master classes, learn about new innovations in the AI sector at demonstration stands, attend the congresses of Carlo Purassanta, President of Microsoft France, Damien Gromier, CEO & Co-Founder of Startup Inside, Bibi Ndiaye, Chief Innovation and Data Intelligence Officer for BPCE… European AI for finance offers a unique opportunity for networking at a European level with all AI players in the universe of finance.
— **Climate finance day** (Finance for Tomorrow) in November 2019 https://financefortomorrow.com/evenement/climate-finance-day/
With a focus on "Innovation and Impact", this global event in sustainable finance highlighted most innovative initiatives to accelerate the financing and development of the Paris Agreement and UN Sustainable Development Goals. Climate Finance Day's aim is to continue to accelerate commitments in the financial sector and to make a first assessment of initiatives that are already under way.

III. SPONSORSHIP

GL events Group actively works with major players in the universe of culture, sports and voluntary-sector organisations. 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 2019, key actions or entities supported by the Group included:

— Sport dans la Ville
— Solidarité Sida
— Villa Noailles
— Institut Français de la Mode
— Event Tennis Fauteuil
— Associcao resgaste a cidadadania, for the reintegration of homeless people.

A sponsoring contract was also renewed with Elise Marc, a world-class athlete with disabilities, French, European and World paratriathlon champion within her category and the athlete Mélina Robert-Michon, discus thrower and vice champion of the 2016 Rio Olympics and the 2013 Moscow World Championship.

THINK ETHICS: ETHICS AND COMPLIANCE

GL events' activities adopt a concrete approach to promoting ethical practices and compliance according to French and international standards. In 2019, Executive Management wished to be exemplary in the implementation of the anti-corruption system and, more specifically, training provided to those employees with the greatest exposure to this risk. With this objective, a legal and consulting firm was selected to support the Group in this task.

The Group reorganised its compliance governance bodies. A Steering Committee meeting which includes the Executive Management is held every quarter. The compliance programme was implemented by a working group including members representing the legal, human resources, finance, audit and internal control and compliance functions, and spearheaded by the Chief Legal and Compliance Officer in the capacity of Ethics Officer. This working group meets on a weekly basis and has divided up responsibility for the key pillars as follows:

— The **Anti-Corruption Code of Conduct**, spearheaded by the legal & compliant team, published on our Internet and intranet sites was presented through training sessions. Short summaries of good practices outlining the main risks identified through the risk mapping process were attached to the code of conduct. These summaries describe the behaviour to be adopted in activities subject to risk such as interactions with public third parties, intermediaries, conflicts of interest, facilitation payments, donations, patronage and sponsorship, gifts and invitations. These summaries are in the process of being translated and put online. In addition, the Group has issued policies for gifts and invitations, donations and patronage, conflicts of interest to assist in applying the code in 2019 and communicated in early 2020.

— The **internal whistleblowing system**, managed by the compliance team consisting in 2019 in a dedicated email address serving as hotline for submitting reports. It was subsequently decided to adopt a single whistleblowing system in order to collect notifications of incidents of corruption (art. 17 of the Sapin 2 law) but also any other types of alerts (art. 8 of the Sapin 2 law). This system will use the Whispli platform – an external whistleblowing platform managed internally, from receipt of the alert up to its investigation. This tool is able to be deployed in each of our subsidiaries, in each of the local languages and ensures a uniform anonymity and the requisite confidentiality. This system is scheduled to be deployed in the first quarter of 2020.

— The corruption and influence peddling **risk map** was presented and validated by the Executive Management in May 2019 and then presented to the Audit Committee in July. This work conducted by an internal audit team covered all activities and countries of the Group and is scheduled to be updated in the second half of 2020. In addition, the risks identified through the corruption and influence peddling risk mapping process are integrated in the Group's general risk map.

— With respect to the **evaluation of third parties** in 2019, a survey was carried out of all third parties across the group (SAP or other processes) by the consulting firm and the working group. After this, third parties were classified by nature (commercial partners, consultants, etc.) and risk criteria (including a weighting) were defined: sales, the nature of services and the country location of the third-party. These three criteria make it possible to also cover risks associated with large international projects. In this way, a preliminary analysis of the data highlights three levels of risk. To each of these three risk levels, a different level of diligence will be applied to each phase (contractual phase, pre-contractual phase, follow-up). The choice of the tool and communication process is in the process of finalisation.

— The "**Accounting Controls**" pillar is spearheaded by the internal control team through an annual internal control campaign. This campaign covers the entire Group scope and includes a detailed and documented analysis of the following accounting line items: Customer gifts, invitations, donations, patronage, sponsoring, commissions, exceptional fees, gratuities, discounts, rebates. A checklist has been sent to all accounting and financial managers to facilitate the first level control process.

— The content and organisation of the **training** pillar was developed by the working group in coordination with the outside firm and the human resources department. As a first step, specific training was provided to members of the Executive Committee on 12 June 2019. After this, under the leadership of Olivier Ginon, the compliance team organised a Convention Business & Compliance meeting on 8/9 and 10 July 2019 bringing together nearly 1,100 employees. At this event, the Executive Management reminded employees of the Group's ethical values and insisted the importance of the Sapin 2 Law anti-corruption mechanism. On this basis, 700 employees identified as exposed to a risk of corruption were provided with training by a EY instructor, assisted by and operational GM. The instructional tools developed for the common core curriculum of these training programmes were translated into all the Group's languages. Among them, 400 employees in addition benefited from more elaborate modules according to their exposure to risks identified by the risk map and practical cases identified during the different meetings of the risk mapping process, and namely: Large Projects, Purchasing, Sales, Public Third Parties and specific models for the country risks for China and Brazil.
In parallel, a programme designed to familiarise new employees of the Group (approximately 200 people) with the Sapin 2 French anti-corruption law was presented at the Welcome Convention. The 20 local correspondents appointed before the Convention met on 10 July to obtain training on their role and be presented the implementation plan. In 2020, a formation plan and an e-learning programme are to be introduced.

- Concerning the “**disciplinary system**” pillar, the human resources department conducted the analysis in France. A study of local laws to acquire a knowledge of the different systems for disciplinary sanctions to be applied in our international subsidiaries is planned for 2020.

- Concerning the **“audit and control”** pillar, specific controls of mechanisms able to conceal incidents of corruption are integrated in the work program for the entities' internal audits for 2020 audits plan.

The management of the system provides for the creation from early 2020 of a dedicated central compliance team as well as the organisation of local correspondents. All international managers and the Executive Committee were provided with specific training in the 2019 first half.

The anti-corruption approach is systematically presented at each audit committee meeting and on a regular basis to meetings of executive committees and the Board of Directors. This system is subject to specific budget oversight.

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* (a sheltered work organisation)

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)

WEEE: Waste from electrical and electronic equipment

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 2019 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 "Corporate profile" page 7.

II. REPORTING BOUNDARY:

1. DETAILS ON THE ENVIRONMENTAL REPORTING SCOPE:

GL events Group's activities are organised into three business divisions: 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 50 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 proprietary trade shows and consumer fairs. 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 2019. 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:

Employees: 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 2019. This data also includes contracts of intermittent workers and hostesses.
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 2018 as data for 2019 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 1000000. 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 for the worldwide 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.
The turnover rate corresponds to the number of departing employees in year N divided by (N-1 headcount + N headcount)/2.

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.

VERIFYING AUDITORS' REPORT

To the shareholders:

As requested by GL events (hereafter the "entity") and in our capacity as independent assurance providers accredited by COFRAC, France's accreditation body under No. 3-1081 (for details on the scope of the accreditation refer to www.cofrac.fr), we hereby present our consolidated non-financial performance statement (hereafter the "Statement") presented in the management report prepared for the period ended 31 December 2019 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 entity's procedures (hereinafter the "Guidelines"), the main 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 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 2020.
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 respectively 72 % and 44 % of the consolidated data of the key employment and environmental 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, 28 April 2020

FINEXFI
Isabelle Lhoste
Partner

1. Divisions selected for the tests:
Employment and social reporting scope: Companies located in France
Environmental reporting scope: GL events Venues (Eurexpo Lyon, Grande Halle d'Auvergne, the Strasbourg Exhibition Centre and Convention Centre, CCIB, Lingotto Fiere, Hungexpo, the Caen Exhibition Centre and Convention Centre, the Reims Exhibition Centre and Convention Centre); GL events Live (Gonesse).
2. Employment, recruitment and dismissals, training, 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

GL events
A French public limited company (*Société Anonyme*) with capital of €119,931,148
Registered office: 59 Quai Rambaud – 69002 Lyon (France)
Lyon Companies Register (RCS) No. 351 571 757

(The "Company")

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 Board of Directors;
- 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 compensation policy for corporate officers and disclosures mentioned in I of article L. 225-37-3 of the French commercial code;
- Agreements entered into between a corporate officer or a shareholder owning more than 10 % of the Company and a controlled company within the meaning of article L. 233-3 of the French commercial code;
- The description of the procedure adopted by the company to regularly determine if agreements concerning ordinary operations and entered into under arm's-length conditions properly fulfil the conditions and its implementation;
- 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 2019;
- 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.

The preparation of this report was based on the contributions of several departments including in particular the Corporate Finance and Legal departments.

In application of article L. 225-37 of the French commercial code, this report was adopted by the Board of Directors on 4 March 2020. The Report will also be presented to the Combined Extraordinary and Ordinary General Meeting of 19 June 2020.

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 6 December 2019 the points to be watched defined by this code.

The Company undertook to apply the recommendations of the Middlenext Code throughout the year 2019.

II. FUNCTIONING OF THE EXECUTIVE MANAGEMENT

1. EXECUTIVE MANAGEMENT

The functions of Chairman of the Board of Directors and Executive Management are combined.
In 2019, 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*).
Pursuant to the decision of Mr. Olivier Roux, after more than 40 years within the GL events Group to reduce the amount of time devoted to its operational activities, he resigned from his functions as Vice-Chairman of the Company on 24 February 2020 while continuing to support the Group during a period of 18 months to ensure an optimal transition.
The Chairman-Chief Executive Officer 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 and the Deputy Managing Director.

2. EXECUTIVE COMMITTEE

a. Composition

It is comprised of to date:

Olivier GINON	Chairman-CEO
Olivier FERRATON	Deputy Managing Director
Christophe CIZERON	Managing Director, Venues Division
Philippe PASQUET	Managing Director, Exhibitions Division
Sylvain BECHET	Managing Director, Chief Financial and Investment Officer
Damien TIMPERIO	Managing Director, GL events Brazil
Jor ZHOU	Managing Director, GL events China
Sylvie FOUILLOUSE	Vice President, Human Resources
Patricia SADOINE	Group General Counsel and Chief Compliance Officer
Bruno LARTIGUE	Chief Public Affairs Officer
Denis TOMASICCHIO	Group Chief Information Officer

In 2019, the following persons left the Executive Committee:

- Messrs. Jean-Eudes Rabut and Gaultier de La Rochebrochard terminated their functions within the Group,
- Mr. Erick Rostagnat resigned from his position as Managing Director for Corporate Finance and Administration and currently serves as Senior Advisor to the Group in addition to continuing to serve as a member of the Board of Directors.

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

On this date, the Board of Directors had fifteen members appointed for four-year terms.

A. COMPOSITION OF BOARD OF DIRECTORS

Members	Functions	Age	Nationality:	Office expiration date
Olivier GINON	Chairman-CEO	62	French	The General Meeting to be held in 2020 to approve the financial statements of the period ended
Olivier ROUX	Director	62	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 Chairman	76	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	64	French	The General Meeting to be held in 2023 to approve the financial statements of the period ended
Anne-Sophie GINON	Director, CSR Committee Member	36	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 and Compensation and Nominating Committee member		Dutch nationality	The General Meeting to be held in 2020 to approve the financial statements of the period ended
Maud BAILLY	Independent director	41	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	66	French	The General Meeting to be held in 2023 to approve the financial statements of the period ended

Members	Functions	Age	Nationality:	Office expiration date
Marc MICHOULIER	Independent director	63	French	The General Meeting to be held in 2022 to approve the financial statements of the period ended
Fanny PICARD	Independent director	51	French	The General Meeting to be held in 2023 to approve the financial statements of the period ended
Erick ROSTAGNAT	Director	67	French	The General Meeting to be held in 2022 to approve the financial statements of the period ended
Giulia Van WAEYENBERGE *	Director	38	Belgian	The General Meeting to be held in 2020 to approve the financial statements of the period ended
Nicolas DE TAVERNOST	Independent director	69	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	59	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 2022 to approve the financial statements of the period ended

* MEMBERS PRESENTED BY SOFINA UNDER THE SHAREHOLDERS AGREEMENT BETWEEN SOFINA AND OLIVIER GINON

OLIVIER GINON
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

French nationality. Born on 20 March 1958.

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

The Group 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;

Mr. 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, Mr. 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); Chairman of SAS Foncière Polygone, SAS F2P and SAS du Grand Rey; Director of CIC Lyonnaise de Banque.
Appointments expired and exercised within the last five years: Director of Olympique Lyonnais, Chairman of SAS Foncière du Pré.

OLIVIER ROUX
DIRECTOR

French nationality. Born on 11 June 1957.

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

Since the creation of GL events Group until 24 February 2020, Mr. Olivier Roux exercised the functions of Vice Chairman and Deputy Managing Director of GL events and Polygone SA. Since that date, he has continued to serve as a member of the Company's Board of Directors.

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, 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 Combined 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 and Vice-Chairman 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 SA (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 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 SA (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 SA (Luxembourg); Managing Partner of Aquasourça SA (France); Managing Partner 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 (France); 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); Managing Partner of SC Le Premium (France); Managing Partner of SCI 119 Corneille (France); Director of Chapoutier (France), representing Aquasourca France; Chair of the Board of Directors of Elisium Invest (Luxembourg), representing Aquasourca SA; Chair of the Board of Directors of Princium (Luxembourg), representing Aquasourca SA; Director of Polygone, representing Aquasourca SA ; Director of FMP SA (France); Director of HSD Ainvest (Belgium); Permanent representative of Euroainvest; Member of the Supervisory Board of JL Bourg Basket (France), representing Euroainvest, Director of Lensco Holding (Luxembourg).

Appointments expired and exercised within the last five years: Managing Partner of SOCIPCD (France); Managing Partner of SCI Le Pavillon (France); Managing Partner of SCI Killjo Premium (France).

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 master's 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 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 and SAS F2P.

Appointments expired and exercised within the last five years: Managing Director of SAS Foncière du Pré.

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 Chairman 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 26 April 2019, or until the end of the general meeting called in 2023 to approve the financial statements for the year ending 31 December 2022.
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), Aldes and U1st Sports (a Spanish company).
Appointments expired and exercised within the last five years: Director of Mérieux Nutri Sciences and Euroengineering and April; 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 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 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 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.
Fanny Picard is the Chair of Alter Equity, an impact investing pioneer. Its investment philosophy is based on respecting the long term interests of the environment and people, both at the level of the activity and investment management practices.
Ms. Fanny Picard has previously served notably as Chief Investment Officer and a Member of the Executive committee of Wendel as well as Danone Director of Mergers and Acquisitions for Western Europe and North America. She started her career at Rothschild & Co M&A department. 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, and last reappointed by the Combined General Meeting of 26 April 2019, or until the end of the general meeting called in 2023 to approve the financial statements for the year ending 31 December 2022. Independent director.

Business address: Alter Equity, 23 rue Danielle Casanova – 75001 Paris.

Offices held outside the GL events Group:
Current offices and directorships: Chair of Alter Equity SAS, Member of the Supervisory Board of Tikehau Capital and's chair of the Compensation and Nominating Committee; Member of the Corporate Governance 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; Vice Chair of the Steering Committee of Mozaïk HR foundation; Member of the Steering Committee of the Siel Bleu foundation.
Appointments expired and exercised within the last five years: Member of the Strategy Committee of SAS Bo.Ho Green, Remade and Eficia

ÉRICK ROSTAGNAT

DIRECTOR

French nationality. Born 1 July 1952.
Mr. Erick Rostagnat assured the functions of Managing Director in charge of Corporate Finance Administration of GL events Group until 2019. 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, first serving as the Secretary General until 2007, and then as the Managing Director for Corporate finance and administration until 2019.
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 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 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 joined Electra Partners Europe/ Cognetas as a Founding Partner 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 and Laboratoires Nuxe SAS.

Appointments expired and exercised within the last five years: Mersen, Laurent Dumont.

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 and last reappointed by the Combined General Meeting of 24 May 2018, for a term ending at the close of the Annual General Meeting to be held in 2022 to approve the financial statements for the year ending 31 December 2021. Independent director. Audit Committee member. CSR Committee Member.

Business address: 64 rue de Richelieu - 75002 Paris.

Offices held outside the GL events Group:
Current offices and directorships: General Manager of Middlenext, Chair of leDotank, 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*), Toupargel Group.

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.
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 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 and Fagron, Member of the Audit Committee of the Port d'Anvers and Chair of the Audit Committee of Fagron
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 Chairman and Chief Executive Officer, a position occupied until 1 April 2015, when he was appointed Chairman 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 in replacement of Mr. Ming-Po Cai and then reappointed by the Combined General Meeting of 24 April 2019, for a term expiring at the end of the general meeting called in 2023 to approve the financial statements for the fiscal year ending 31 December 2022.

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

Offices held outside the GL events Group:
Current offices and directorships:
Chairman of the Board of Directors:
(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 Chairman 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-voting observer of Cooptimut.
Chairman 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.
Chairman 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.

Maud BAILLY

DIRECTOR

French nationality. Born on 14 January 1979.

Maud Bailly began her career in 2007 at the Inspection Générale des Finances. She subsequently joined the SNCF and appointed director of the Paris-Montparnasse train station. In 2015, she joined the French Prime Minister's office as head of the economic department responsible for budget, fiscal, industrial and digital affairs. In 2017, she joined Accor as Chief Digital Officer in charge of Digital, Distribution, Sales and Information Systems and as a member of the group's Executive Committee. In 2018, she joined the French Digital Council to study digital-related topics, with a focus on the challenges and opportunities of the digital transition of French society, economy, companies, organizations, public action and territories. Maud is very committed to coaching and teaching about the issues of performance, digital transformation and organizations. Maud is graduate of the Ecole Nationale d'Administration (ENA).

Offices held outside the GL events Group:
Current offices and directorships: Director of Babilou
Appointments expired and exercised within the last five years: None

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. He was reappointed on 12 March 2019 by the Board of Directors until the close of the General Meeting called in 2021 to approve the financial statements for the year ending 31 December 2020. 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 2019, the following changes may be noted:

Director	Renewal	Ratification	Resignation
Olivier GINON			
Olivier ROUX			
Yves-Claude ABESCAT			
Aquasourça			
Daniel HAVIS	26/04/2019		
Anne-Sophie GINON			
SOFINA			
Anne-Céline Lescop			
Philippe Marcel	26/04/2019		
Marc Michoulier			
Fanny PICARD	26/04/2019		
Erick Rostagnat			
Giulia VAN WAEYENBERGE			
Nicolas de TAVERNOST			
Caroline Weber			

**Anne-Céline ROUX, maiden name LESCOP a resigned from her functions on the Board of Directors on 24 February 2020 and was replaced by Maud BAILLY whose ratification will be submitted for approval to the General Meeting of 19 June 2020.*

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.. To the best of the Company's knowledge, the shares held by each member of the Board of Directors at 29 February 2020 is disclosed below:

					Voting rights			
	Number of shares	Percentage of capital	Percentage of voting rights	- Treasury shares:	Single	Double	Total	Percentage of voting rights
Polygone	16,391,358	54.67 %	63.91 %		4,754,589	11,636,769	28,028,127	63.91 %
Sofina	4,768,057	15.90 %	15.55 %		2,716,363	2,051,694	6,819,751	15.55 %
Le Grand Rey	97,613	0.33 %	0.34 %		44,223	53,390	151,003	0.34 %
La Ferme d'Anna	60,394	0.20 %	0.14 %		60,394		60,394	0.14 %
Olivier GINON	4,500	0.02 %	0.02 %			4,500	9,000	0.02 %
Olivier ROUX	4,200	0.01 %	0.02 %			4,200	8,400	0.02 %
Gilles Gouedard Comte	16,918	0.06 %	0.08 %			16,918	33,836	0.08 %
Nicolas de TAVERNOST	870	0.00 %	0.00 %		193	677	1,547	0.00 %
Aquasourça	1	0.00 %	0.00 %			1	2	0.00 %
Philippe Marcel	4,270	0.01 %	0.02 %		317	3,953	8,223	0.02 %
Yves-Claude ABESCAT	707	0.00 %	0.00 %		176	531	1,238	0.00 %
Erick Rostagnat	65,178	0.22 %	0.25 %		21,520	43,658	108,836	0.25 %
Marc MICHOULIER	365	0.00 %	0.00 %		91	274	639	0.00 %
Anne-Sophie GINON	11,250	0.04 %	0.05 %		250	11,000	22,250	0.05 %
Caroline Weber	1,500	0.01 %	0.01 %			1,500	3,000	0.01 %
Free float	8,555,606	28.54 %	19.61 %	-462,005	7,586,300	507,301	8,600,902	19.61 %
Total	29,982,787	100.00 %	100.00 %	-462,005	15,184,416	14,336,366	43,857,148	100.00 %

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 Board of Directors 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 2019.

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.

At 31 December 2019, based on the review of the composition of the Board of Directors, eight of its 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),
— one has family ties with the senior executives of the Company (descendants) (Ms. Anne-Sophie GINON),
— one was a shareholder of the company holding more than 5 % of the share capital (SOFINA),
— one is an employee of SOFINA 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, Maud BAILLY, Yves-Claude ABESCAT, Nicolas DE TAVERNOST, Philippe MARCEL and Marc MICHOULIER are considered as independent members within the meaning of the Middlenext Corporate Governance Code.

With respect to Ms. Fanny PICARD, the Company carried out investments in the investment vehicles in which Fanny PICARD participates in the management. However, in light of the passive nature of these investments and their aggregate amounts compared with (i) the assets under management by the company in question and (ii) the Company's investment portfolio, it was considered that this business relationship is not likely to call into question the independence of Fanny PICARD.

4. BOARD GENDER DIVERSITY

The Company pays particular attention to the goal of ensuring a balanced representation of men and women on the Board of Directors. On 31 December 2019, 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 CONFLICTS OF INTEREST BY OFFICERS AND DIRECTORS

To the best of the Company's knowledge on the date of this document, no members of a board of directors or supervisory board in the last five years have been:

- convicted of fraud;
- subject to bankruptcy, receivership, liquidation placed under judicial administration while serving as a member of a board of directors, executive body or supervisory board;
- charged with infractions and/or subject to an official public sanction rendered by a statutory or regulatory authority (including designated professional bodies);
- legally disqualified from serving as members of a board of directors or executive management or from participating in the management or intervening 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 potential conflicts of interests have been identified between the corporate duties of members of the Company's Board of Directors or Executive Management and those of the company, one of its subsidiaries and their private interests and/or other duties.

To the best of the Company's knowledge and on the date of this document, no members of a board of directors or the executive management have agreed to any restrictions on the sale of their securities of the Company, within a certain timeframe, with the exception of the following holding (lockup) requirements:

- restricted stock units (*actions gratuites*) able to be attributed to directors, as described in 1 of paragraph V of this document;
- the performance shares awarded to each corporate officer as described in 1 of paragraph V of this document.

To the best of the Company's knowledge, family ties exist by blood or marriage between:

- relations arising from a family union (*liens par alliance*) between Mr. Olivier GINON and Mrs. Anne-Sophie GINON on the one hand, and Mr. Erick ROSTAGNAT on the other hand, through his marriage to Olivier GINON's sister;
- relations of descendants between Mrs. Anne-Sophie GINON and Mr. Olivier GINON, as the father of the former.

7. LOANS AND GUARANTEES GRANTED IN FAVOUR OF DIRECTORS

No loan or guarantee has been granted to the benefit of Directors.

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), which can be consulted at GL events' website (www.gl-events.com).

This report presents the main characteristics of these internal rules of procedure.
On 4 March 2020, the Board of Directors modified its rules of procedure in order to revise the terms governing the (i) composition of the Compensation and Nominating Committee by increasing the number of its members to 4 persons, (ii) the missions of the Audit Committee in connection with the procedure for defining and assessing ordinary agreements entered into under arm's-length conditions, and (iii) introducing rules for the operation of the CSR Committee.

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 2019) 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 strategies of the Company and ensure their 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 r 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 2019 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, the Board of Directors met five times which enabled it to carry out an in-depth examination of the issues within its purview. The average rate of attendance for Board members in 2019 was 85.33 %.

The following table provides a breakdown of attendance rates per meeting for Board members in 2019:

Meeting date	Attendance rate (Members present)
12/03/2019	86.67 %
23/07/2019	86.67 %
15/10/2019	93.33 %
06/12/2019	93.33 %
19/12/2019	66.67 %

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.

On 4 March 2020, the Board proceeded with its self-assessment.

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; Of the five meetings of the Board of Directors held in 2019, these meetings were chaired by the Chairman-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 2019

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

Main areas of intervention	In 2019, 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 2018, the interim consolidated and parent company financial statements for the six-month period ended 30 June 2019, review of the auditors' reports and examination of the updates of the 2019 budget; — approved the terms of its different reports to the General Meeting, prepared and called the General Meeting of the shareholders of 26 April 2019, 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	— proposed to the General Meeting the renewal of the offices of three directors.
Compensation	— reviewed the work of the Compensation and Nominating Committee; — set Mr. Ferraton's variable compensation for fiscal 2018; — decided to implement performance share plans for the benefit of employees. — decided to implement a restricted stock unit plan (*actions gratuites*) for the benefit of Group employees.
Other	— reviewed the regulated agreements entered into and/or authorised or remaining in force in 2019; — 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 2020. — reviewing the points to be watched of the Middlenext Code — authorised GL events to become the founder of the corporate foundation, *Fondation d'Entreprise Polygone*; — duly noted the consensus of GL events.

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 Chair. Each member of the Board is authorised to meet with the main Company managers on condition of informing the Chair 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.

A report is drawn up for each meeting of the Audit Committee which is transmitted to the members of the Board of Directors. In 2019, the Audit Committee met three times with an average attendance rate of 88.88 %.

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.
- Review of the procedure for the deployment of the "Sapin II" Law and the French General Data Protection Regulation (GDPR).

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 four 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
Edward KOOPMAN representative of SOFINA	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 2019, the Compensation and Nominating Committee met three times, 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 two members:

Mrs. Anne-Sophie GINON	Member
Caroline WEBER	Independent Member

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 2019, the CSR Committee met twice 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 universal 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 and Senior Advisor), and Sylvain BECHET, Group Chief Financial and Investment Officer, meet regularly with the shareholders.

V. COMPENSATION OF DIRECTORS AND OFFICERS

1. COMPENSATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS (19TH TO 21ST RESOLUTIONS OF THE GENERAL MEETING OF 19 JUNE 2020)

Pursuant to the recommendation of the Compensation and Nominating Committee and in line with the recommendations of the Middlenext Code, the Board of Directors has established a compensation policy for each of the Company's corporate officers, in line with its corporate interest, contributing to its sustainability and supporting its commercial strategy. To this purpose, the Board defined the compensation policy for the Deputy Managing Director with respect to these items, notably by setting the criteria for the Deputy Managing Director' variable compensation and the definitive vesting of the restricted stock units (*actions gratuites*) linked to the implementation of this commercial strategy in line with the company's corporate interest.

No other component of compensation of any nature whatsoever may be set, granted or paid by the Company, nor any other commitments undertaken by the Company if not in compliance with the approve compensation policy or, in its absence, the compensation. or practices existing within the Company However, in the event of exceptional circumstances, the Board of Directors may derogate the application of the compensation policy provided this derogation is temporary, in the corporate interest and necessary to guarantee the Company's sustainability and viability.

The Board of Directors is responsible for setting, revising and implementing the compensation policy for each of the corporate officers, pursuant to an opinion or recommendation of the Compensation and Nominating Committee.

Within the framework of the decision-making process adopted for setting and modifying the compensation policy, the conditions of compensation and employment of the Company's employees were taken into account by the Compensation and Nominating Committee and the Board of Directors, notably in reference to the fair pay ratios covered by 6 of I of article L. 225 37-3 of the French commercial code and reproduced in point H of 1 of paragraph V of said report on corporate governance, page 89.

In the event of a change in governance, the compensation policy will be applied to the new officers of the company, as applicable, subject to the appropriate adjustments.

A. COMPENSATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS (21ST RESOLUTION OF THE GENERAL MEETING OF 19 JUNE 2020)

The ninth ordinary resolution of the Combined Extraordinary and Ordinary General Meeting of 30 April 2015 set a global amount for the compensation of members of the Board of Directors of €261,000, valid for the period in progress up until the next decision of the General Meeting.

The criteria for allocating the fixed annual amount set by the General Meeting to members of the Board of Directors was set by the latter, pursuant to the proposal of the Compensation of Nominating Committee and are as follows:

- frequency of attendance;
- committee memberships;
- committee chairmanships;
- different amounts in the event of participation by telephone/videoconferencing or written consultation where provided for by the articles of association;
- compensation paid only to Directors, excluding executive officers (exclusion of the Chairman-Chief Executive Officer).

B. COMPENSATION POLICY FOR THE CHAIRMAN-CHIEF EXECUTIVE OFFICER (19TH RESOLUTION OF THE GENERAL MEETING OF 19 JUNE 2020)

In compliance with article L. 225-37-2 of the French commercial code, the General Meeting of the shareholders of 19 June 2020 will be called to vote on a draft resolution (19th resolution) setting the compensation policy for the Chairman-Chief Executive Officer.

The compensation policy for the Chairman-Chief Executive Officer is 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.

C. CONCERNING THE DEPUTY MANAGING DIRECTOR (20TH RESOLUTION OF THE GENERAL MEETING OF 19 JUNE 2020)

In compliance with article L. 225-37-2 of the French commercial code, the General Meeting of the shareholders of 19 June 2020 will be called to vote on a draft resolution (20th resolution) setting the compensation policy for the Deputy Managing Director (*Directeur Général Délégué*). It is specified that the term of office of the Deputy Managing Director is 4 years.

Description	Comments
Fixed compensation	The fixed portion (authorised by the Board of Directors' meeting in March 2020) 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 2020 will be determined as follows: — quantitative 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 exceptional compensation that meets the criteria of assessment provided for above.
Special compensation	
Compensation as a director	Because Olivier Ferraton is not a director, he is not included among the beneficiaries of compensation paid to the latter.
Signing and termination of service indemnities	Olivier Ferraton does not benefit from any specific provisions in the event of termination of his functions.
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 2019. These benefits were renewed in 2020.
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 exceptional compensation.

2. COMPENSATION OF CORPORATE OFFICERS PAID IN OR AWARDED FOR THE PERIOD ENDED (DISCLOSURES MENTIONED IN I OF ARTICLE L. 225-37-3 OF THE FRENCH COMMERCIAL CODE - 15TH, 16TH AND 17TH RESOLUTIONS OF THE GENERAL MEETING OF 19 JUNE 2020)

A. INDIVIDUAL COMPENSATION OF CORPORATE OFFICERS

The components of compensation paid in or awarded for 2019 to the Chairman-CEO, the Vice Chairman, the Deputy Managing Director up until 24 February 2020, and the non-Board member Deputy Managing Director, in accordance with the compensation policy approved by the general meeting of 26 April 2019 and submitted to the approval of the General Meeting of the shareholders of 19 June 2020:

In euros	2019		
	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	351,000	351,000	
Multi-year variable compensation 2019	150,000[(4)]		
Multi-year variable compensation 2018		150,000	
Special compensation			
Attendance fees			
Benefits in-kind[(3)]	32,665	30,746	
Performance shares[(5)]			190,190
Total	**533,665**	**531,746**	**190,190**

[(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 199). This compensation is included under General Management services disclosed in Note 9 of the consolidated financial statements (page 172) and in the Statutory Auditors' special report (page 193).
[(2)] Fringe benefits in the form of a company car.
[(3)] Fringe benefits in the form of a company car and housing.
[(4)] 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.
[(5)] Olivier Ferraton was awarded 10,010 performance shares for fiscal 2019.

B. INFORMATION ON COMPENSATION PAID TO DIRECTORS AND OFFICERS IN 2017 AND 2018

In euros	2018			2017		
	Amounts owed	Amounts paid	Performance shared measurement	Amounts owed	Amounts paid	Performance shared measurement
Olivier GINON – Chairman						
Fixed compensation[1]	331,680	331,680		331,680	331,680	
Variable compensation						
Exceptional compensation						
Compensation as director	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 until 24 February 2020						
Fixed compensation[1]	301,560	301,560		301,560	301,560	
Variable compensation						
Exceptional compensation						
Compensation as director	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	318,000	318,000		297,000	297,000	
Multi-year variable compensation 2018	150,000					
Multi-year variable compensation 2017		121,000		120,000	121,000	
Exceptional compensation						
Compensation as director						
Benefits in-kind[3]	30,746	30,746		29,272	29,272	
Performance shares[4]			253,353			
Total	**498,746**	**469,746**	**253,353**	**446,272**	**447,272**	**0**

[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 199). This compensation is included under General Management services disclosed in Note 9 of the consolidated financial statements (page 172) and in the Statutory Auditors' special report (page 193).*
[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.*

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

None.

E. PERFORMANCE SHARES GRANTED TO EACH EXECUTIVE OFFICER

	Plan No. 15	Plan No. 19	Plan No. 20	Plan No. 21	Plan No. 22	Plan No. 23	Plan No. 24	Plan No. 25	Plan No. 26	Plan No. 27
Number of shares available for subscription Olivier FERRATON	-	-	10,000	-	-	10,000	10	10,000	10	-
Number of shares fully vested Olivier FERRATON	-	-	10,000	-	-	-	-	-	-	

Plan No. 20 was granted on 15 January 2020 pursuant to the publication of the Group's consolidated revenue, whereby the level of the latter constitutes one of the plan vesting conditions.

F. PERFORMANCE SHARES BECOMING AVAILABLE FOR EACH EXECUTIVE OFFICER IN THE PERIOD

Executive officers	Plan No. 20
Olivier Ferraton	10,000

Plan No. 20 was granted on 15 January 2020 pursuant to the publication of the Group's consolidated revenue, whereby the level of the latter constitutes one of the plan vesting conditions.

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

H. FAIR PAY RATIOS AND CHANGES IN THE COMPANY'S PERFORMANCE

In accordance with article L. 225-37-3 of the French commercial code, the following table presents the fair pay ratios between total compensation paid to executive officers and the average and median compensation of employees of the Company over the last five years, as well as the change in the compensation of executive officers, the average compensation of employees of the company and the performances of the Company over the last five years:

		Chairman-CEO	Board Member Deputy Managing Director	Non-Board member Deputy Managing Director
FY 2015	Ratio with average compensation	1.08	1.00	2.13
	Ratio with median compensation	1.05	0.96	2.06
FY 2016	Ratio with average compensation	1.29	1.19	2.17
	Ratio with median compensation	1.33	1.23	2.25
FY 2017	Ratio with average compensation	1.41	1.30	1.79
	Ratio with median compensation	1.36	1.25	1.72
FY 2018	Ratio with average compensation	0.93	0.85	1.90
	Ratio with median compensation	1.24	1.15	2.54
FY 2019	Ratio with average compensation	1.15	1.06	2.35
	Ratio with median compensation	1.22	1.12	2.48

In euros	Change in annual compensation of the Chairman-CEO*	Change in annual compensation of the Board Member Deputy Managing Director*	Change in annual compensation of the Non-Board member Deputy Managing Director	Change in compensation of the average salary of employees based on an equivalent full-time position	Annual change in the performances of the company	
					Consolidated profit (€ thousands)	Net profit (€ thousands)
FY 2015	353,856	325,944	696,746	326,958	37,097	26,860
FY 2016	353,856	325,944	597,456	274,992	36,339	28,266
FY 2017	353,856	325,944	447,272	250,139	45,739	3,545
FY 2018	353,856	325,944	723,099	381,324	52,561	21,241
FY 2019	353,856	325,944	721,936	307,525	72,052	18,009

**Compensation paid by Polygone SA, holding company of GL events, and included under payments for General Management services*

I. COMPENSATION GRANTED TO MEMBERS OF THE BOARD OF DIRECTORS

In connection with their office, the Directors receive compensation (previously referred to as "attendance fees") for which the global amount is set by the General Meeting. This global amount is allocated according to a breakdown proposed by the Compensation a Nominating Committee to 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 such compensation received by GL events directors in 2019, 2018 and 2017.

In euros	2019	2018	2017
Olivier GINON	15,000	15,000	15,000
Olivier ROUX	15,000	15,000	15,000
Yves-Claude ABESCAT	20,000	20,000	20,000
AQUASOURÇA	15,000	15,000	15,000
Daniel HAVIS	15,000	15,000	7,500
Nicolas DE TAVERNOST	15,000	15,000	15,000
Anne-Sophie GINON	15,000	15,000	15,000
Gilles GOUÉDARD-COMTE	15,000	15,000	15,000
Anne-Céline 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
Giula VAN WAEYENBERGE	15,000	15,000	3,000
Caroline WEBER	18,000	18,000	18,000
Fanny PICARD	15,000	15,000	15,000
SOFINA	18,000	18,000	18,000
Total	**251,000**	**251,000**	**243,500**

J. OTHER COMPENSATION

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

In euros	2019					2018				
	Total	Fixed	Variable	Benefits in kind	Performance share	**Total**	Fixed	Variable	Benefits in kind	Performance share
Erick ROSTAGNAT	**148,529**	48,339	100,000	-	190	**304,649**	50,020		1,276	253,353

The company " Rives Consulting", whose chair is Mr Erick ROSTAGNAT, invoiced Polygone SA, the holding a company of GL events, € 104,000 for services rendered in fiscal 2019.

K. STOCK OPTIONS GRANTED TO OFFICERS AND OPTIONS EXERCISED

None.

L. RESTRICTED STOCK UNITS ABLE TO BE GRANTED

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

	Plan No. 15	Plan No. 19	Plan No. 20	Plan No. 21	Plan No. 22	Plan No. 23	Plan No. 24	Plan No. 25	Plan No. 26	Plan No. 27
Number of shares available for subscription										
Erick Rostagnat	--	--	--	--	--	10,000	10	--	10	--
Number of shares fully vested										
Erick Rostagnat	--	--	--	--	--	--	--	--	--	--

VI. DESCRIPTION OF THE PARTICULAR PROCEDURES FOR THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS

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. 211-3 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 of association.

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.

VII. INFORMATION ON AGREEMENTS ENTERED INTO OR REMAINING IN FORCE IN 2019

1. AGREEMENT ENTERED INTO WITH CONTROLLED COMPANIES WITHIN THE MEANING OF L. 233-3 OF THE FRENCH COMMERCIAL CODE

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 controlled by the first within the meaning of article L. 233-3 of the French commercial code, other than agreements relating to ordinary activities concluded 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.

At the end of December 2019, the amount charged back by Polygone SA (€3,753,203) 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. 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 General Meeting under regulated agreements.

3. PROCEDURE FOR DEFINING AND ASSESSING ORDINARY AGREEMENTS ENTERED UNDER NORMAL CONDITIONS

A. PRIOR INFORMATION PROVIDED TO THE FINANCE AND LEGAL DEPARTMENTS AND STATUS OF THE AGREEMENTS

In accordance with an internal rule, the Finance Department and the Legal Department are immediately informed in advance of any transaction which might constitute a regulated agreements, including those which may constitute ordinary agreements (*convention libre*, i.e. not requiring the intervention of the Board of Directors), between the person directly or indirectly involved, by the Chairman of the Board of Directors or by any other person of the Group aware of a plan for such agreement.

It is the responsibility of the Legal and Financial Departments to render an opinion on the status of the agreement, it being specified that the Board of Directors may, in any case, itself make its determination as to this classification and, as applicable, renders the prior authorisation of an agreement brought to its attention, if in its opinion it constitutes a regulated agreement.

In this context, a review is undertaken on a case-by-case basis to determine if the proposed agreement is subject to the procedure governing regulated agreements, if it involves an agreement entered into with a wholly-owned subsidiary or meets the criteria for ordinary agreements entered into under normal conditions in light of the criteria described in I. of this procedure.

If the Finance and Legal Departments consider this agreement to constitute a regulated agreement, they inform the Board of Directors or its Chairman in order to apply the legal procedure.

If the Finance and Legal Departments consider that the agreement in question constitutes an ordinary agreement entered into under normal conditions, it provides the members of the Audit Committee a report thereon containing the main terms and conditions of said agreement and the conclusions, with the latter having the responsibility to determine the need of immediately reporting it to the Board of Directors.

The assessment of the criteria is re-examined in the event of any change, renewal or termination of an agreement previously concluded.

B. ANNUAL REVIEW OF ORDINARY AGREEMENTS ENTERED INTO UNDER NORMAL CONDITIONS

In advance of the meeting of the Board of Directors called to adopt the financial statements for the period ended:

— Agreements in force classified as ordinary agreements entered into under normal conditions are re-examined each year by the Finance Department and Legal Department in light of the criteria described in I. of this procedure, as applicable, with the Statutory Auditors of the Company.
— The list of agreements concerned, as well as the conclusions of the examination carried out by the Legal and Finance Departments are provided to the Audit Committee to obtain their observations.

At the meeting called for adopting the financial statements for the period ended, the Board of Directors is informed by the Audit Committee of the implementation of the evaluation procedure, it results and, as applicable, its observations. On that basis, it draws all conclusions it considers necessary.

If, at the time of the annual review, the Finance Department and Legal Department consider that an agreement previously classified as an ordinary agreement entered into under normal conditions no longer fulfils the affirmation criteria, it then refers the agreement to the Board of Directors. The Board than reclassifies the agreement, as applicable, into a regulated agreement, which it ratifies and submits to the next General Agreement, pursuant to the report of the Statutory Auditors in accordance with the provisions of article L. 225-42 of the French commercial code.

C. ABSTENTION OF PERSONS DIRECTLY OR INDIRECTLY A PARTY TO THE AGREEMENT

Persons directly or indirectly concerned by an agreement to not participate in its assessment and, as applicable, may not participate in the proceedings or vote on its authorisation in the following circumstances:

— a direct initiative by the Board of Directors relating to the classification of an agreement, or
— reclassification by the Board of Directors of an agreement previously classified as an ordinary agreement entered into under normal conditions into a regulated agreement.

VIII. MATERIAL CONTRACTS

In the last three financial periods and on the publication date of this universal 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 sheetspage 170.

IX. 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
Delegation of authority to 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
Delegation of authority to 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
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 delegation of authority	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
Delegation of authority to 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 shareholders' 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
Share buyback programme authorisation	26/04/2019 (15th resolution)	18 months	10 % of the share capital	None

	Shareholders meeting date	Maturity	maximum authorised amount (nominal value)	Use made of the authorisation by the Board
Delegation of authority to 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.	26/04/2019 (17th resolution)	26 months	€ 30,000,000 (shares) € 120,000,000 (debt securities)	None
Delegation of authority to the Board of Directors to issue new shares in payment of contributions in kind	26/04/2019 (19th resolution)	26 months	10 % of the share capital	None
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	26/04/2019 (20th resolution)	26 months	3 % of the share capital	None

X. 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.

XI. 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 199 of the Universal 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 203 of the universal registration document.
- The list of holders (page 201) of any securities conferring special rights of control and descriptions thereof are presented on page page 198 of the universal 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 201..

GL events
A French public limited company (*Société Anonyme*) with capital of €119,931,148
Registered office: 59 Quai Rambaud – 69002 Lyon (France)
Lyon Companies Register (RCS) No. 351 571 757

(The "Company")

ADDITIONAL BOARD REPORTS

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 2019, refer to chapter 6 of this document (page 199).

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 points D (page 88)and K (page 90) of chapter VI of the Board of Directors' report on corporate governance.

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 2019, refer to chapter 6 of this document (page 200).

1. RESTRICTED STOCK UNIT PLANS AWARDED IN THE PERIOD

A. The Board of Directors' meeting of 12 March 2019 decided to grant 118,500 shares (Plan No. 25) 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 (*actions gratuites*) is three years, i.e. 11 March 2022;
— the holding period for shares thus transferred is two years from the vesting date or 11 March 2024.

b. The Board of Directors' meeting of 12 March 2019 decided to grant 21,240 shares (Plan No. 26) 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. 11 March 2021;
— the holding period for shares thus transferred is two years from the vesting date or 11 March 2023.

c. The Board of Directors' meeting of 6 December 2019 decided to grant 5,000 shares (Plan No. 27) to a manager of the Group who is not an officer 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;
— the period provided for awarding restricted stock units (*actions gratuites*) is three years, i.e. 5 December 2022;
— the holding period for shares thus transferred is two years from the vesting date or 5 December 2024.

Information on grants in the period of restricted stock units (*actions gratuites*) to Executive Officers, the top ten employee grantees and all employees and not fully vested is summarised below:

	Plan No. 25	Plan No. 26	Plan No. 27
Date of the General Meeting authorising the issue of stock options	29/04/2016	29/04/2016	26/04/2019
Date of the Board of Director's meeting	12/03/2019	12/03/2019	06/12/2019
Number of shares available for subscription	118,500	21,240	5,000
Value on grant date	19.00	19.00	23.30
Of which: number of shares available for subscription by current members of the Executive Committee	34,000	-	-
Number of directors concerned	-	-	-
Of which: number to the top 10 grantees	64,500	-	-
End of vesting period	11/03/2022	11/03/2021	05/12/2022
End of selling restrictions (holding period)	11/03/2024	11/03/2023	05/12/2024
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

a. Definitive award of Restricted Stock Unit Plan No. 19

On 9 December 2016, the Board of Directors established a restricted stock unit plan for 20,000 shares for the benefit of an employees of the Group who is not an officer of the Company (Plan No. 19).

On 4 March 2020, 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 10 December 2019, the Board decided to proceed with the definitive award of 20,000 shares.

b. Definitive award of Restricted Stock Unit Plan No. 20

On 9 December 2016, the Board Of Directors established a Restricted Stock Unit Plan for 64,775 shares for the benefit of 35 employees of the Group (Plan No. 20).

On 4 March 2020, 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 10 December 2019, the Board decided to proceed with the definitive award of 58,955 shares and duly noted that 5,820 said shares will not be awarded.

c. Definitive award of Restricted Stock Unit Plan No. 21

On 9 December 2016, the Board of Directors established a restricted stock unit plan for 5,000 shares for the benefit of employees of the Group (Plan No. 22).

On 4 March 2020, 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 5 July 2019, the Board decided to proceed with the definitive award of 5,000 shares.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS OF THE COMBINED GENERAL MEETING OF 19 JUNE 2020

Thirty-five resolutions will be submitted to the shareholders at the Combined Ordinary and Extraordinary General Meeting to be held 19 June 2020 at 10:00 a.m.

These resolutions are divided into two categories:

I - The first twenty resolutions (1st to the 22nd resolutions) as well as the last resolution (35th resolution) 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 2019, the appropriation of net income, setting the dividend, approval of the regulated agreements covered by articles L. 225-38 *et seq*. of the French commercial code, renewal of the appointments of the statutory auditors, the non-renewal of the alternate auditors, the renewal of the offices of four directors, the ratification of the temporary appointment of a director by co-optation, the approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any nature paid or granted to Mr. Olivier Ginon, Chairman-Chief Executive Officer, Mr. Olivier Roux, Vice Chairman and Deputy Managing Director until 24 February 2020 and Mr. Olivier Ferraton, Non-Board Member Managing Director, approval of the information referred to in Article L. 225-37-3 of the French commercial code, approval of the compensation policy for the Chairman-Chief Executive Officer, the Deputy Managing Director and the directors and authorization of the share buyback programme.

II - The other twelve resolutions (23rd to 34th) 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 notably ensuring their compliance with provisions of new regulations.

1. APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019 - 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 2019, showing a profit of €18,008,673.50 and the consolidated financial statements for the period ended 31 December 2019 as presented, showing a net profit (attributable to shareholders) of €52,109,821.

We ask you to approve the total amount of expenditures and charges covered by article 39-4 of the French general tax code in the amount of €39,935.86.

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 €18,008,673.50 as follows:

Determination of distributable amounts:

Net income for the period	€ 18,008,673.50
Retained earnings	€ 28,407,287.79
Distributable amount	**€ 46,415,961.29**
Proposed appropriation	
Legal reserve	-
Retained earnings	€ 46,415,961.29
Total	**€ 46,415,961.29**

Due to the exceptional situation linked to the Covid-19 epidemic which significantly impacts the Group's activities, both in France and international markets, the Board of Directors decided to cancel the proposal to distribute a dividend announced on 4 March 2020. It is in consequence proposed that no dividend will be distributed in order to preserve the Group's cash resources.

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	Distributions eligible for the tax basis reduction		Distributions not eligible for the tax basis reduction
	Dividends	Other income distributions	
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)	-	-
2018	€19,488,812 (*) Or € 0.65 per share (29,982,787 shares conferring a dividend right)	-	-

** Including the unpaid amount of dividends relating to treasury shares and allocated to retained earnings*

3. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS AND APPROBATION AND/ OR RATIFICATION OF THESE AGREEMENTS (5TH RESOLUTION)

We ask you to approve the agreements entered into or remaining in force in 2019 referred to in 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.

4. AUDITORS' APPOINTMENTS (RESOLUTIONS SIX TO NINE)

We remind you that the appointments of the Statutory Auditors and the Alternate Auditors expire at the end of the next General Meeting.
We propose that you renew for a term of six years, i.e. until the end of the General Meeting to be held in 2026 to approve the financial statements for the period ended 31 December 2025, the appointment of the statutory auditor:

— Maza Simoens;
— Mazars

In addition, in accordance with the law, we propose that the appointments of the alternate auditors, Mr. Raphaël Vaison de Fontaube and Mr. Emmanuel Charnavel, not be renewed.

5. OFFICES OF DIRECTORS (10TH TO 14TH RESOLUTIONS)

We remind you that the offices of the members of the Board of Directors Olivier GINON and Olivier ROUX, the company SOFINA and Giulia VAN WAEYENBERGE 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 2024 to approve the financial statements for the period ended, the offices of director of:

— Mr. Olivier GINON;
— Mr. Olivier ROUX;
— SOFINA;
— Ms. Giulia VAN WAEYENBERGE

We furthermore inform you that on 4 March 2020, the Board of Directors co-opted Maud BAILLY as a new Director of the Company, in replacement of Anne-Céline LESCOP, having resigned, for the remainder of her predecessors' term of office or until the end of the Annual General Meeting to be called in 2022 for the purpose of approving the financial states for the period ended. We propose that that you ratify the appointment of Ms. Maud BAILLY.

Independence
Based on the criteria of independence of the Middlenext Code adopted by the Company as the frame of reference for corporate governance, the Board of Directors considers Ms. Maud BAILLY to be an independent director.

In this regard, it is specified Ms. Maud BAILLY does not have any business relations with the Group.

The Board of Directors considers that Olivier GINON and Olivier ROUX, the company SOFINA and Giulia VAN WAEYENBERGE do not qualify as independent directors according to the criteria of independence of the Middlenext Code.

Expertise, experience, skills:
Detailed information on the expertise, experience, age and the number of shares held by each candidate is presented 2019 universal registration document page 69.
If you approve these proposals for renewal and ratification:

— The number of directors would be 15,
— The number of independent directors on the Board will increase with eight independent directors or 53.30 % 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 AND DEPUTY MANAGING DIRECTOR UNTIL 24 FEBRUARY 2020 AND MR. OLIVIER FERRATON, NON-BOARD MEMBER MANAGING DIRECTOR (15TH,16TH, AND 17TH RESOLUTION)

In accordance with provisions of article L.225-100 III of the French commercial code, 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 in the period ended or awarded for the same period to Mr. Olivier GINON, Chairman-Chief Executive Officer, Mr. Olivier ROUX, Vice Chairman and Deputy Managing Director until 24 February 2020 and Mr. Olivier FERRATON, non-Board member Managing Director, determined in application of the principles and criteria for compensation approved by the 13th and 14th ordinary resolutions of the General Meeting of 26 April 2019.
These components of compensation are described in the report on corporate governance included in the 2019 universal registration documentpage 86.

7. APPROVAL OF INFORMATION REFERRED TO IN ARTICLE L. 225-37-3 OF THE FRENCH COMMERCIAL CODE

In accordance with the provisions of article L. 225-100 II of the French commercial code, it is proposed to the meeting (resolution 18) to approve the information provided in I of Article L. 225-37-3 of the French commercial code relating to the compensation of all corporate officers, presented in the report on corporate governance and included in the 2019 universal registration document, page 88.

8. APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN-CHIEF EXECUTIVE OFFICER AND THE DEPUTY MANAGING DIRECTOR (19TH AND 20TH RESOLUTIONS)

In accordance with the provisions of article L.225-37-2 of the French commercial code, we hereby ask you to approve the compensation policies for the Chairman-CEO and the Deputy Managing Director as presented in the report on corporate governance included in the 2019 registration document page, page 86.

9. APPROVAL OF THE COMPENSATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS (21ST RESOLUTION)

In accordance with the provisions of article L. 225-37-2 of the French commercial code, we hereby ask you to approve the compensation policies for the members of the Board of Directors as presented in the report on corporate governance included in the 2019 registration document, page 90.

10. PROPOSAL TO RENEW THE AUTHORISATION TO IMPLEMENT THE SHARE BUYBACK PROGRAMME (22ND RESOLUTION) AND TO REDUCE CAPITAL BY CANCELLATION OF SHARES (23RD RESOLUTION)

We propose that, under the terms of resolution twenty-two, 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 15th resolution of the Ordinary General Meeting of 26 April 2019.

These purchases may be made for the following purposes:

- ensure the orderly trading of the GL events' share on the market by means of a liquidity agreement with an investment service provider 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 limit corresponds to the shares purchased minus the number of shares sold over the duration of this authorisation,
- retaining shares purchased for subsequent use in exchange or as payment for acquisitions;
- ensuring sufficient shares are available for stock option and/or restricted share award (bonus share) plans (or equivalent plans) for the benefit of employees and/or corporate officers of the Group as well as all share grants in connection with a company or group employee savings plan (or equivalent plan), employee profit-sharing schemes and/or all other forms of share grants to employees and/or corporate officers of the Group;
- ensuring that sufficient shares are available to cover requirements for securities granting entitlement to shares of the company in accordance with applicable regulations;
- reducing the capital of the Company in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting;
- Engage in any market practice subsequently recognised by regulations.

These shares may be purchased by any means, including through block purchases of shares, and at times deemed appropriate by the Board of Directors.

The Company shall reserve the right to use options or derivatives in accordance with applicable regulations.

We propose that you set the maximum purchase price per share at €40 and in consequence, the maximum amount of the transaction at €119,931,120 calculated on the basis of the share capital at 29 February 2020 and 462,005 treasury shares held on that date.

In light of the objective of cancellation, we ask you to authorise the Board of Directors, for a period of 24 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.

The Board of Directors would accordingly have all powers required to take all necessary measures.

11. FINANCIAL AUTHORISATIONS

The Board of Directors wishes to benefit from the delegations of authority necessary to proceed, should it deems useful, with all issues that may be considered necessary in connection with the development of the company's activities.
For this reason, it is requested that you renew the financial authorisations which are expiring. In the list of delegations of authority and authorisations in progress, you will find in the report on corporate governance included in the 2019 universal 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.

11.1 DELEGATION OF AUTHORITY TO INCREASE THE SHARE CAPITAL BY CAPITALIZING RESERVES, EARNINGS OR PREMIUMS (24TH RESOLUTION)

The delegation of authority of this nature which is expiring and has not been used.
We hereby request that you give the Board of Directors authority, for a new period of 26 months, to increase the share capital through the capitalization of reserves, retained earnings or additional paid-in capital or other amounts that may be capitalised, by the issuance and grant of bonus shares or the increase in the par value of existing ordinary shares, or a combination thereof.
The total nominal amount of the capital increase resulting from this delegation of authority may be issued may not exceed €60,000,000 representing approximately 50 % of the share capital existing on the date of this report. This amount will not include the nominal amount of capital increases necessary, as required by law and, if applicable, by contractual provisions providing for other means for preserving the rights of the holders of securities giving access to shares. This limit will be independent of all other limits set by other resolutions of this General Meeting.
This delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

11.2 DELEGATIONS OF AUTHORITY TO ISSUE ORDINARY SHARES AND/OR SECURITIES CANCELING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

The delegations of authority for this purpose are expiring this year and have not been used.
We propose that you renew the delegations of authority to proceed with capital increases for cash consideration by cancelling shareholders' preferential subscription rights The purpose of these delegations of authority is to provide the Board of Directors with full latitude to proceed, 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.

11.2.1 Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access to, as applicable, ordinary shares or entitlement to the allotment of debt securities and/or securities giving access to ordinary shares, cancelling shareholders' preferential subscription rights by a public offering (with the exception of offers covered by paragraph 1 of article I. 411-2 of the French financial and monetary code) and/or in consideration for security tendered in connection with a public exchange offer (25th resolution)

Under this delegation of authority, issues will be carried out by a public offer, with the exception of offers covered by 1 of article L.411-2 of the French financial and monetary code.
The preferential subscription rights of shareholders to ordinary shares and/or securities giving access to the share capital will be cancelled whereby the Board of Directors will however have the option of giving shareholders priority subscription rights.
The total nominal amount of ordinary shares that may be issued by virtue of this authorisation may not exceed €30,000,000 representing approximately 25 % of the share capital existing on the date of this report.

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 rights or securities giving access to the capital of the Company.
This amount will be included under the maximum nominal amount of ordinary shares able to be issued under the 29th resolution.
The total nominal amount of debt securities of the company that may be issued by virtue of this authority may not exceed €120,000,000.
This amount will be included under the maximum nominal amount of debt securities provided for by the 26th resolution of this Meeting and the extraordinary 17th resolution of the Annual General Meeting of 26 April 2019.

The issue price:

A. ordinary shares (with the exception of those issued in connection with public offerings mentioned in Article L. 411-2-1 of the French monetary and financial code) shall at least equal the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary, this amount to take into account the difference in the date of record, or on this date and in accordance with the provisions of article R 225-119 of the French commercial code, with the weighted average price of the GL events share on Euronext Paris calculated over the last three trading sessions preceding the beginning of the offering, to which may be applied a maximum discount of 10 %;
B. securities shall be such that the amount immediately received by the Company, plus any amount received, as applicable, subsequently shall be for each ordinary share issued pursuant to the issuance of the securities, at least equal to the amount referred to above in paragraph "A",

after adjustments if applicable, to take into account the difference in the date of record.

In the case of issuance of shares destined to be used in payment of securities tendered to the Company in connection with public exchange offers for securities, within the limits set forth above, the Board of Directors shall be vested with all necessary powers to draw up the list of securities to be tendered in the exchange, set the terms of the issue, the share exchange ratio, as well as, when applicable the balance to be paid in cash, and determine the procedures for the issue.

If applications for new shares should fail to account for the entire issue, the Board of Directors may have recourse to the following options:

— limit the amount of 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.

This delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

11.2.2 Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access to, as applicable, ordinary shares or entitlement to the allotment of debt securities, and/or securities giving access to ordinary shares, cancelling the shareholders' preferential subscription rights(26th resolution)

Under this delegation of authority, issues will be carried out by means of an offer covered by 1 of article L. 411-2 of the French financial and monetary code.

The shareholders' preferential subscription right to ordinary shares and/or securities giving access to the share capital will be cancelled.

The total nominal amount of ordinary shares able to be issued may not exceed 20 % of the share capital existing on the date of this meeting.

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 rights or securities giving access to the capital of the Company.

This amount is included within the maximum nominal amount of ordinary shares able to be issued set in the 29th resolution.

The total nominal amount of debt securities of the company that may be issued by virtue of this authority may not exceed €120,000,000.

This amount will be included under the maximum nominal amount of debt securities provided for by the 25th resolution of this Meeting and the extraordinary 17th resolution of the Annual General Meeting of 26 April 2019.

The issue price:

A. ordinary shares (with the exception of those issued in connection with public offerings mentioned in Article L. 411-2-1 of the French monetary and financial code) shall at least equal the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary, this amount to take into account the difference in the date of record, or on this date and in accordance with the provisions of article R 225-119 of the French commercial code, with the weighted average price of the GL events share on Euronext Paris calculated over the last three trading sessions preceding the beginning of the offering, to which may be applied a maximum discount of 10 %;
B. securities shall be such that the amount immediately received by the Company, plus any amount received, as applicable, subsequently shall be for each ordinary share issued pursuant to the issuance of the securities, at least equal to the amount referred to above in paragraph "A", after adjustments if applicable, to take into account the difference in the date of record.

If applications for new shares should fail to account for the entire issue, the Board of Directors may have recourse to the following options:

— limit the amount of 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.

This delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

11.2.3 Authorisation, in the case of an issue entailing the cancellation of the preferential subscription right, to set, within the limit of 10 % of the share capital per year, the issue price according to the conditions set by the General Meeting (27th resolution)

We propose, in accordance with the provisions of article L. 225-136 1, subsection 2 of the French commercial code, that you authorise the Board of Directors who decides to proceed with an issue of ordinary shares or securities giving access to the share capital entailing the cancellation of preferential subscription rights by an offer to the public and/or private placement (25th and 26th resolutions) subject to the provisions of article L. 225-136 1°, subsection 1 of the French commercial code, to derogate within the limit of 10 % of the share capital per year from the conditions for setting the price provided for in the aforementioned resolutions and set the issue price for equity equivalent securities to be issued as follows:

A. The issue price for ordinary shares would be at least equal to the average weighted price of the last twenty trading sessions subject to a discount of 15 %.
B. The issue price of securities conferring access to ordinary shares that will be issued would be such that the amount immediately received by the Company, plus any amount received subsequently shall be for each ordinary share issued in consequence, at least equal to the amount referred to above in paragraph "A", after adjustments if applicable, to take into account the difference in the date of record.

This derogating rule with respect to price may provide the board with a certain degree of flexibility in setting the amount of the discount when setting the issue price according to the nature of the corporate action and the situation of the market, and the average reference price.

This authorisation will supersede and cancel any prior authorisation having the same purpose.

11.2.4 Authorisation to increase the amount of issues (28th resolution)

We propose, within the framework of the aforementioned delegations of authority for cancelling the preferential subscription rights (25th and 26th resolutions), to grant the Board of Directors the ability to increase, under the conditions provided for by articles L 225-135-1 and R 225-118 of the French commercial code, and within the limits set by the General Meeting, the number of shares provided for under the initial issue.
Accordingly, the number of securities may be increased within 30 days after the close of the subscription period within the limit of 15 % of the initial issue and the same price as the initial issue, within the maximum limits set by the General Meeting.

This authorisation will supersede and cancel any prior authorisation having the same purpose.

11.2.5 Total limitations of the maximum amounts of the delegations of authority provided for under the 25th, 26, 27th and 28th resolutions of this meeting and the 17th resolution of the General Meeting of 26 April 2019 (29th resolution)

We propose to set the amount of €60,000,000 representing approximately 50 % of the maximum nominal amount of shares that may be issued, immediately or in the future, provided for in the 25th, 26th, 27th and 28th resolutions of this Meeting and the 17th resolution of the General Meeting of 26 April 2019, it being specified that this amount may be increased, as necessary, by the nominal amount of the capital increase necessary to preserve, in accordance with the law, and, as applicable, contractual provisions providing for other methods for preserving the rights of holders of rights or securities giving access to the company's capital.

11.3 DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL FOR THE BENEFIT OF PARTICIPANTS IN A COMPANY SAVINGS PLAN (30TH 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 labour code when it delegates its authority to proceed with capital increase by consideration in cash. As the General Meeting has been called to vote on delegations of authority which may result in capital increases in cash, it is also required to vote on a delegation for the benefit of participants in a company savings plan.
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 or securities giving access to the share capital 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, that 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 discount and may decide in the case of the issuance of new shares and/or the contribution, to proceed with the capitalisation of the reserves, earnings or additional paid-in capital for the payment of said shares.
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 on the basis of these delegations of authority 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 30 % or 40 % 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, the average 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 issues, 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.

11.4 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 (31ST 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 from the date of this General Meeting and would terminate with immediate effect for the unused portion the authorisation granted by the combined General Meeting of 26 April 2019 under extraordinary resolution twenty-one.
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 bonus shares that will be granted shall not exceed 900,000.
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 the 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.

12. MODIFICATIONS TO THE ARTICLES OF ASSOCIATION AND HARMONISATION OF ITS PROVISIONS (32ND AND 33RD RESOLUTIONS)

12.1 Modification of article 17 of the articles of association to provide for recourse to written consultation by the directors (32nd resolution)

We propose that you modify Article 17 of the articles of association, in accordance with the option provided for by article L. 225-37 of the French commercial code as amended by Law No. 2019-744 of July 19, 2019 to provide for the possibility of members of the Board of Directors to make decisions relating to its own functions restrictively limited by regulation by means of a written consultation.
This option may be implemented for the following decisions:

— The co-optation of members;
— Authorising security interests, endorsements and guarantees;
— Pursuant to a delegation of authority by the Extraordinary General Meeting, legal and regulatory provisions;
— Calling the General Meeting of shareholders;
— Transferring the registered office to another department in France.

12.2 Harmonisation of the articles of association (33rd resolution)

We propose that you harmonise the articles of association with the applicable laws and regulations:

1) Concerning the procedure for identifying owners of bearer shares:
We propose that you harmonise article 12 of the articles of association with the provisions of articles L. 228-2 *et seq.* of the French commercial code as amended by the Law No. 2019-486 of May 22 2019 modifying the procedures for identifying bearer shareholders.

2) Authorising security interests, endorsements and guarantees;
We hereby request that the articles of association be harmonised with the provisions of article L. 225-35 of the French commercial code as amended by Law 2019-744 of 19 July 2019, by indicating that the authorisation of the Board of Directors concerning security interests, endorsements and guarantees is given in accordance with the provisions provided for by regulation.

3) Concerning the reference to "attendance fees"
We propose that you harmonise the articles with the provisions of article L. 225-45 of the French commercial code as amended by Law 2019-486 of 22 May 2019 which eliminated reference to attendance fees.

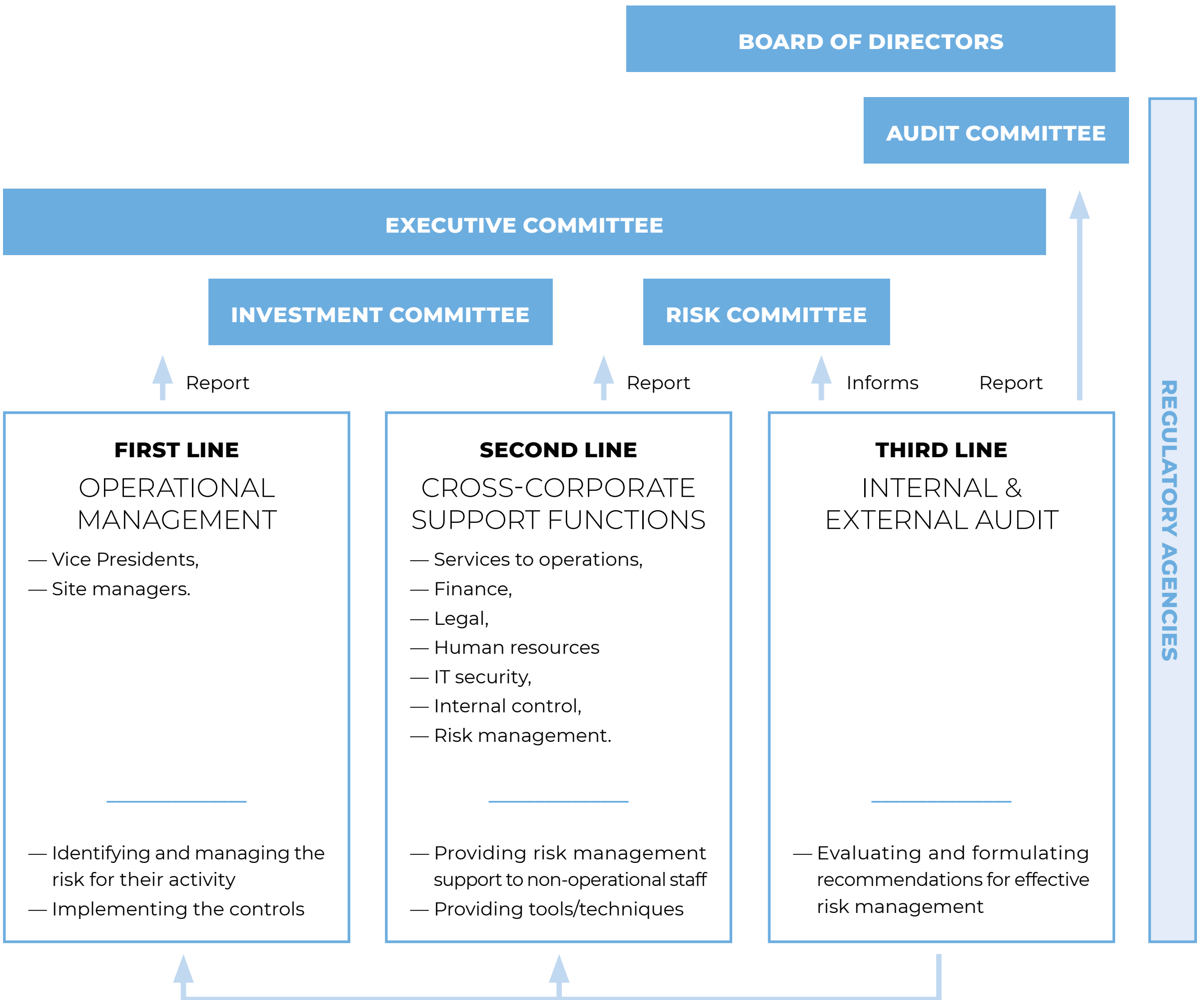
4) Concerning recording abstentions in the calculation of majority votes in the Meeting:
We propose that you harmonise article 25 of the articles of association with the provisions of articles L. 225-98 *et seq.* of the French commercial code as amended by the Law No. 2019-744 of May 22 2019 excluding extensions from votes expressed taken into account for calculating the majority in General Meetings.

13. TEXTUAL REFERENCES APPLICABLE IN THE CASE OF A CHANGE IN CODIFICATION (33RD RESOLUTION)

We ask you to duly note that the textual references mentioned in all resolutions of this meeting make reference to the legal and regulatory provisions applicable on their date of establishment and that in the event of a modification of the codification thereof in connection with the authorisation granted by Law No. 2019-486 of May 22, 2019 to the government, the textual references corresponding to this new qualification will replace the former.

III. / RISK MANAGEMENT AND INTERNAL CONTROL

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;
- The efficiency and effectiveness of operations
- 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;
— The principles of control and accounting revisions,
— Principles of control in the area of financial reporting and consolidation.

In 2019, the Group strengthened the corporate internal control function which included two staff members responsible for managing internal controls and, more particularly, harmonising procedures, ensuring ongoing internal controls and performing specific control missions.

The controls adopted, in accordance with the annual control plan approved by the Audit Committee are destined to strengthen the internal control system supporting the internal control process. The dedicated team reports to line management with respect to meeting their objectives by providing information on the effectiveness of internal control measures and supporting the teams in their remediation actions.

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. THE FINANCE DEPARTMENT

The Finance Department assures the second-level controls, notably by means of robust management controls but also a Finance Project Owner department for finance, consolidation, cash management and taxation to ensure the reliability and homogeneous nature of accounting and financial data.

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.
The Finance Project Owner department, in coordination with the operational finance teams and the information technology department, controls the reliability and ensures the separation of tasks in connection with critical transactions such as the creation and modification of bank data.

C. LEGAL DEPARTMENT

The Legal Department occupies a central role in the internal control environment 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.

Since 2019, the Legal Department has been assisted by a dedicated corporate Compliance Team. This team includes two experienced staff members whose primary mission is to monitor the deployment of the SAPIN 2 anti-corruption and General Data Protection Regulation (GDPR) regulations with the assistance of the other support functions and compliance coordinators in France and international markets.

D. THE INTERNAL AUDIT DEPARTMENT

The internal audit department performs evaluations of corporate governance processes, risk management and controls as defined within the GL events Group. Its proposals contribute to improving security and optimising the organisation's overall performances.

The missions of the internal audit team contribute to:

— Identifying and managing risk by applying a structured and focused approach on Group issues;
— Evaluating the relevance and effectiveness of these processes in relation to their compliance with rules, standards, procedures, laws and regulations in force;
— Evaluating the control of operational and functional processes as well as the performance of operations relating to organisational priorities in terms of strategic, operational and financial issues;
— Verifying the reliability, integrity, exhaustive nature and traceability of information produced (accounting, financial, management, etc.).;
— Proposing lines of action for improvement or progress for the organisation;
— Participating, as applicable, in certain consulting assignments at the demand of Executive Management.

The scope of the intervention of the internal audit service covers the entire organisation including the subsidiaries in France and in other countries. It intervenes in all administrative, accounting and financial, functional or operational fields or processes. The internal management department includes an internal control team with two employees.

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. In 2019, the team was strengthened by the addition of new employees with expertise in risk management, IT and financial auditing. On an ad hoc basis, the internal audit department may be assisted by the internal auditors/controllers that were in particular selected from the population of administrative, financial and legal staff of the subsidiaries Each employee performing internal audit missions signs the Internal Audit Charter that was updated and approved by the Audit Committee on 11 March 2019.

At the end of each mission, the internal auditors 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 his or her line manager tasked with implementing the recommendations that have been proposed. The Internal Audit Department also monitors on a regular basis the 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 2019, assignments performed by this department concerned:
- audits of subsidiaries in Dubai, Italy and France
- audits of organisational processes such as subcontracting or the management of administration rights of computer applications
- verify travel expenses, exceptional controls using a specific market tool and the accounting revision file.
- updating the Group risk mapping,
- organising seminars to raise awareness about the risk of fraud for accounting and financial staff
- monitoring the audit recommendations of the subsidiaries in the United Kingdom, Belgium and Brazil
- implementing the Sapin 2 anti-corruption law and, in particular, the pillars for accounting controls, third-party assessments, training and mapping corruption and influence peddling risks.

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. RISK FACTORS

This risk management section is part of the corporate governance framework based on the frame of reference of the AMF (*Autorité des Marchés Financiers*) for the risk management system.
In 2019, the internal audit team updated the Group risk mapping to ensure the exhaustive nature of the risks identified with respect to the Group's development and strategy.
This is based on a mixed approach: in an initial phase, a bottom-up approach involving preliminary meetings followed by collaborative workshops and, in a second phase, a top-down approach through review workshops by General Managers and Operational Managers and the cross corporate functions. The results of this risk mapping are then presented an approved by the Executive Committee members. The risk mapping and, in particular, the net major risks, were presented and approved by the Audit Committee.

Every three years, the main risks of GL events Group are subject to a risk mapping process covering all the Group's subsidiaries and functions. The different risks are classified according to their potential impact (4 lines of evaluation: financial, image/reputational, business and legal) and their probability of occurrence (in 4 years). The risk factors are then ranked and classified by risk category (strategic, exogenous, financial, regulatory & legal, IT system, operational and reputational). This risk mapping reflects the GL events' exposure by integrating the measurement of controls by level and environment implemented in order to reduce the probability and impact.

The major net risks resulting from this Group risk mapping are described below.

PANDEMIC RISK – COVID-19 PANDEMIC OCCURRING AFTER CLOSING:

The risk of a pandemic constitutes an integral part of the Group's risk map. Updated in 2019, this was not identified as a major net risk and will be consequently revised with the 2020 update.
Since the beginning of the epidemic, GL events Group has carefully and regularly monitored the evolution of the situation linked to the propagation of the Coronavirus - Covid-19 based on the recommendations and advice of the competent health and governmental authorities. In this context, the Group has taken measures since January 2020 first to deal with the epidemic, and then the pandemic situation. Starting from that moment, a Covid-19 crisis unit was activated and the best practices in terms of business continuity plans were adopted by each subsidiary, in France and in other countries, to guarantee the safety and health of its staff, customers, partners and suppliers and prepare for the end of the crisis. On the date of this document, the crisis unit is continuing to operate.

RANKING OF THE MAJOR NET RISK CATEGORY

Risk category	Name of the risk	Market trends
Risks associated with GL events' external environment		
Exogenous	– Cybercrime	↗
Financial instruments	– Debt	→
Reputation	– Reputational damage	↗
Regulatory & legal	– Business ethics and compliance	↗
Risks associated with GL events' strategy and organisation		
Strategy	– Quality and innovation – Acquisitions and integration – Human capital	↗ ↗ ↗

DETAILS OF RISKS ASSOCIATED WITH GL EVENTS' EXTERNAL ENVIRONMENT

CYBERCRIME

Identification and description of the risk
The significant development of the Group through both internal and external growth as well as its digital transformation has heightened the risks of damage to information systems out of malicious intent. These attacks can significantly damage network safety, their processing and damage the integrity of data. This data concerns both activities and transactions impacting the financial statements as well as communications with employees and other third parties of the Group. The cybercrime risk is a corollary to the risk of non-compliance with personal data protection regulations.

Potential impacts for the Group
The external threat can slowdown or even paralyse the Group's activities, while degrading the reputation and commercial image of its entities. The impacts depend on the nature of the scope of the attack and may result in:
— The impossibility of completing day-to-day transactions
— The misappropriation of assets and impacts on the cash position
— Delays in completing transactions
— The leakage, loss, theft of data (personal, confidential, strategic)
— Technological malfunctions of systems
— Lack of access to means of communications
All these effects also can have major financial impacts.

Risk management
The cybercrime risk is managed by the Infrastructure Department of the Group Information Systems Department. It is focused in particular on technical safeguards (firewalls, antivirus solutions, etc.) and regulate raising awareness of employees through the "IT News" tool. The second level of control involves managing the combination of risks of fraud through seminars and fraud risk awareness-raising initiatives and through the Yammer "Risk & Fraud" group. This is supplemented by a cybercrime insurance coverage that has been obtained by the Group.
On a regular basis, the level of IT security is evaluated through external penetration tests and internal audits (securing access rights, etc.).

DEBT

Identification and description of the risk
Managing debt represents a way to support development (investment, net sources of funds, innovation, etc.) but also a risk when the debt ratio is inadequately managed.
This debt management is both in the short and long-term a major issue for the Group and dependent on unfavourable trends for interest rates and/or inadequate management of debt (capital losses, increase in receivables, increase in debt, etc.). This risk is particularly important in connection with regular and significant external growth operations.

Potential impacts for the Group
Even though the primary objective of debt is to provide leverage for business development, an inadequately adapted and inefficiently managed debt can result in financial loss, a loss return on capital and the risk of default and the volatility of the financial market.

Risk management
Maintaining the right balance and managing the Group debt is managed on a regular basis at the corporate level. This is regularly reviewed at meetings of the Board of Directors, the management committees, investment committees and by the Statutory Auditors.
Operationally, the Group has been conducting an internal organisational project since 2018 designed to optimise WCR, and has implemented a process to ensure the ongoing management of cash flow and regularly monitoring investments in detail.
These systems are used to produce regular reviews that are presented and discussed with the Group's banking and financial partners.

REPUTATIONAL DAMAGE

Identification and description of the risk
The Group is exposed to the negative promotion of its reputation resulting from the communication of erroneous or alleged information. This risk is inherent to the event industry sector, and in particular for our large international projects and the production of our events. An inadequate preparation in managing a crisis may adversely affect the conduct of business, the reputation of the Group, its employees, managers and partners. The inappropriate management of a crisis after its occurrence, as well as the absence of communications in response to a report of an incident, real or otherwise, conveyed by media and disseminated on social media, could call into question the involvement of senior executives with respect to the management of the risk prevention procedures.

In addition, the development of social media and digital communication tools has led to the emergence of new risks. The use of this new media, notably to communicate about Group events and news and its entities requires special attention in France and in other countries. Inappropriate publications, improperly managed, negative comments or "fake news" can adversely affect the reputation of the Group, its employees and managers, partners and also adversely affect the interests of its operational and financial activities.

Potential impacts for the Group
A malicious attack destined to harm the reputation of the Group or a genuine incident linked to an inappropriate communication could significantly harm the Group's image and reputation. Unfavourable or large-scale media coverage could erode the confidence of commercial partners, institutions and employees.
This risk can affect the financial performance, operational effectiveness and, on that basis, potentially the sustainability of its business.

Risk management
The Group has adopted internal procedures for managing this risk both at a central level for corporate communications and also by managing local communications for promoting events. Because this type of risk is diffuse by nature, impacting all employees, the Group is constantly raising awareness of communicators within the Group, namely the internal communications, events and marketing teams. Specifically for large international projects with a high level of media exposure, employees are made particularly aware during pre-project briefings and as required when the project is being implemented.

In addition, all official and corporate communications are approved by the Executive Management before publication. A crisis communications plan is also implemented at the Group level with the support of a well-established and specialised outside firm.

BUSINESS ETHICS AND COMPLIANCE

Identification and description of the risk
GL events Group pays particular attention to ethical values and compliance. In light of its international dimension, the Group may be impacted by anti-corruption laws which may have an extended extraterritorial impact and criminal risk. Also, an inadequate or delayed deployment of a regulation such as for example the French Transparency, Anti-Corruption and Economic Modernisation Act but also regulations and changes linked to the production of personal data, the environment, etc.) expose the Company to significant risk of non-compliance. This risk is greater in certain countries where the Group has offices and/or operates (large international projects) and are inherent to the event industry (interactions with public third parties, persons with public exposure, etc.)

Potential impacts for the Group
These effects also have a direct impact on the Group's image and reputation, both in financial markets, call for tender, or on the employer brand and notably concerning the Sapin 2 anti-corruption law:
— A maximum fine of €1 million for a system considered non-compliant at one of its subsidiaries
— Mandatory publicity of the sanction and the risk of access to and responding to calls for tenders
Non-compliance may be sanctioned by means of a significant financial fine at the Group level

Risk management
Drawing upon the ethics code and the anti-corruption code of conduct, through its Executive Management, the Group undertakes to promote its values and ethical practices and, in particular, in combating the risks of corruption.
This commitment was repeated and reinforced at the Business & Compliance seminar in July 2019 attended by 1,200 employees, including 750 identified as being particularly exposed to the risks of corruption and influence peddling. All international managers and the Executive Committee were also provided with specific training in the 2019 first half. In parallel, the 20 local correspondents appointed before the Convention met on 10 July to obtain training on their role and be presented the implementation plan. In addition, all international managers and the Executive Committee were provided with specific training in the 2019 first half.
The compliance programme was implemented by a working group including members representing the legal, human resources, finance, audit and internal control and compliance functions, whose management is organised according to the corporate pillars described in the Non-Financial Statement.
In 2020, the management of the system provides for the creation of a dedicated central compliance team as well as the organisation of local correspondents established in coordination with the management concerned.
The anti-corruption approach is systematically presented at each audit committee meeting and on a regular basis to meetings of executive committees and the Board of Directors. This system is subject to specific budget oversight.
A regulatory intelligence system is also assured by the support teams (awareness raising, monitoring, subscription to documents from certifying bodies Apave, Socotec, IFACI, AMRAE, DFCG, AFJE, RSE etc.).

RISKS ASSOCIATED WITH GL EVENTS GROUP'S STRATEGY AND ORGANISATION

– ACQUISITIONS AND INTEGRATION

Identification and description of the risk
The Group regularly carries out strategic and targeted acquisitions as part of its growth strategy both in France and other countries. The Group intends to continue to develop and expand its businesses through new acquisitions, particularly in China. The fact that the Group might not be able to carry out acquisitions or successfully integrate and generate synergies from the acquired companies could adversely affect its financial growth, reputation and operational effectiveness. These ambitious external growth targets deploy significant internal and external resources, both at the levels of Executive Management and the operating and support functions. The risk of inappropriate management of these acquisitions and integrations is multi-factor in that it depends on the nature and country where the target company is located:
— The information/analysis of the markets relating to the target is not always reliable, accurate or certain
— The failure to identify targets in line with the Group's strategy, activities and value
— Difficulties in obtaining financing needed for an acquisition or obtaining satisfactory terms and conditions;
— Incomplete analysis and integration (example: field, HR, IT, ethics, etc.)
The Group may also be confronted with risks associated with possible disposals that may be carried out.

Potential impacts for the Group
The potential impacts generated by acquisitions, disposals and integrations are numerous, broad-based and particularly linked to the nature and operating country of the targets; namely:
— Financial: an inadequate financial commitment vs. the value of the target, operating result, results diverging from forecasts; disposals that may result in losses and the impairment of goodwill and other intangible assets.
— Legal: noncompliance with regulatory and legal requirements

— Operational: synergies expected may not be achieved (business, IT, sales, etc.) loss of exhibitions/customers
— Organisational: cultural deficiencies, loss of effectiveness and efficiency, the departure of key managers and employees
— Reputation: loss of attractiveness, competitive disadvantage

Risk management
Based on its history and the many acquisitions completed in 2019, the Group has considerable experience in managing this risk.
First, the selection and study of potential targets are systematically approved by the Executive Committee and then by the Board of Directors. This is followed by the due diligence process led by a dedicated financial and legal due diligence team. This team is assisted by the support functions and local management and also external firms to strengthen its expertise and the negotiations. These negotiations are systematically formalised by acquisition agreements and shareholders agreements.
The integration of companies are managed by each division group resources and dedicated business project leaders. In addition, the IT integration is spearheaded and planned by the IT Department. The acquisition files and integrations processes are reviewed on a monthly basis with the dedicated support functions.
In particular, for acquisitions and integrations in China, the Group regularly provides specific multi-cultural training. In 2019, the Human Resources Department also implemented an onboarder programme devoted to high-potential multi-business line dual-culture profiles designed to facilitate the integration process over the medium and long-term.

QUALITY AND INNOVATION

Identification and description of the risk
The Group's main activities include the delivery of temporary services (signage, the installation of stands, F&B, transportation and logistics, etc.), the Group applies a linear operating model (extracting, manufacturing, consuming, disposal) and on that basis is a consumer of raw materials and energy. In light of the current and future climate challenges, promoting a circular economy has become a priority in order to produce sustainable goods and services, by limiting consumption and the waste of resources (raw materials, water, energy) as well as the production of waste. These challenges which constitute both risks and opportunities require a complete reassessment of our operational and managerial approaches and anticipating regulatory developments.

Potential impacts for the Group
Today's society in pursuing its policy of environmental and social transition inevitably impacts the Group and its activities, with impacts on:
— The level of attendance and attractiveness of territories and/or industry sectors
— Commercial attractiveness
— The employer brand
— The sustainability of businesses in certain regions
— Operations and the contribution of innovations
All CSR commitments, their application and communications have a financial and reputational impact on the market and investors.

Risk management
The Group has and is constantly maintaining its ability to effectively address the needs of its customers and propose services and concepts adapted to their needs and those of society. The business model is supported by the creation of concepts and exhibitions as for example in 2019 the creation of marketplace, successful new exhibitions like Sport Unlimitech. These innovations help generate traffic and reinforce its footprint.
In addition, the Group's Executive Management's strong commitment is also reflected in its CSR strategy vis-à-vis its employees. This strategy has been organised with the support of a corporate CSR department around 4 priorities: Think Green, Think People, Think Local and Think Ethics.
This commitment is reproduced at the local levels through initiatives and innovations resulting in an increase in ISO certifications in favour of environmental, event industry and management standards. Several innovations were introduced in the service of our customers and employees in 2019: reusable carpeting, furniture produced from recyclable raw materials, reducing food waste with charitable associations, etc.
The continuing improvement of these actions has been enhanced by the Aubrac groups and also by building an active online community on Yammer.

HUMAN CAPITAL

Identification and description of the risk
To ensure the sustainability of its development and values ("Bringing people together"), the Group is fully aware that the management of human capital represents an area of particular importance over the medium and long-term to ensure that its resources match its ambitions. This management includes both managing talent today and ensuring the appropriate organisation by identifying changes to its businesses in the future necessary in order to ensure the sustainability and development of our activities.

The entrepreneurial and pioneer foundations of the Group's inherent historic values have on that basis begun the digital transformation of its activities, working methods, communications and human and social relations. This dynamic environment represents an inherent risk linked notably to the potential mismatch of needs to the commitments.

The know-how and skills that are indispensable to the Group to maintain its activities are numerous and often complex in terms of their development and preservation. On that basis, the Group is exposed to a risk of loss of expertise, knowledge, networks and know-how linked to the departure of key persons of the Group with potential for contributing to the disorganisation of its teams and activities. The absence or maladjustment of the succession plan could partially compromise the continuity of the organisation.

Potential impacts for the Group
This risk linked to the values and social changes has a potential impact on the sustainability of the Group's DNA and activities. This can also have other effects over the medium and long-term:
— Impact on operating performances
— Lost attractiveness as a business or operating brand
— Organisational: complex managerial transition, compromised operational efficiencies
— Reputation and business: loss of the network, loss of confidence

Risk management
With respect to human capital, the Human Resources Department supports all operational and support departments and identifies the relevant needs and talents both internally and externally. The Group attaches considerable importance to recruitment, development, staff retention, as well as anticipating the future skill requirements to support its strategic objectives.
To support them, the Human Resources Department has notably implemented programs and policies for the recruitment, development and retention of key employees. At the operational level, this approach is supported by an employee retention action plan, promotion and mobility, a "Welcome Convention" specifically designed and adapted for each division. In 2019, this new organisation was successfully managed by the Executive Management which did not identify any significant financial, legal or organisational impact. In parallel, the Human Resources Department identified approximately 200 "Key People" in order to adapt the retention and succession plans if necessary (retirement, etc.). This approach for managing potential talent was also modelled in 2019 by implementing the onboarder programme devoted to high-potential multi-business line dual-culture profiles designed to facilitate the integration process over the medium and long-term.
To develop them, the Human Resources Department organised collaborative "Aubrac" days in order to design and prioritise the Group of tomorrow, whether in terms of working practices, organisation and other strategic growth and cross-corporate projects. Because these new methods are very much linked to the digital transformation, the IT Department is equipped with a dedicated unit working closely with those business lines most impacted by these developments at the Venues and Exhibitions divisions. On that basis, in 2019, the Group launched cross-corporate digital and internal communications tools: Teams and Yammer supported by the project leaders within the departments and BUs.

The risk factors presented are the major net risks identified through the Group risk mapping. In addition, other risks may impact the financial or non-financial risks and are described in the accounts or in the description of CSR risks in the Non-Financial Statement page 59.

INSURANCE AND RISK MANAGEMENT

The policy in terms of insurance is monitored at the consolidated level by the Risk Management and Insurance Department which reports to the Legal Department.

The goal of the insurance policy is to provide the best protection possible to the people and assets of the Group against significant identifiable and insurable risks.

The Group has adopted global insurance programs (notably for Civil Liability, Property and Business Interruption Losses, Transportation, Repatriation, Terrorism – Political Violence, Cyber Risks, D&O liability insurance) in order to manage the guarantees for all subsidiaries, with the exception of those countries whose regulations do not permit this type of coverage. In these cases, national programmes are implemented in the countries where global insurance programmes cannot be applied.
These programmes are arranged through one of the world's top five brokers with leading insurers.
Two of the main insurance policies include:

— Property damage and business interruption insurance with a contractual limit of €300 million where the fixed level of coverage in operating loss is defined as the period required to fully reconstruct the site destroyed.
— Civil liability resulting from bodily, material or immaterial damage caused to third parties with a limit of coverage of €70 million.

Other policies have been obtained to cover specific needs: auto fleet insurance, worksite equipment, cultural exhibitions, decennial liability insurance, drone liability insurance, travel agent liability, civil liability subject to the French sports code. The Group has also adopted a policy for prevention and protection by developing a network of correspondents within each structure. This network is equipped with an internal communications tool and develops initiatives within each unit. Within the framework of this oversight, we work with risk prevention engineers of the insurance company and our insurance broker.
In 2019, there were no significant claims under these policies.

RISKS AND LITIGATION

All risks of the Group (litigation, labour, customers, suppliers, legal, tax, fiscal) are reviewed twice a year by the Risk Committee in order to make the optimal trade-offs and manage the corresponding provisions. This risk committee spearheaded by the Risk Management and Insurance Department meets every six months with each member of the Executive Committee and the relevant departments (Tax, Audit, Legal, Operations, etc.).

II – 3 PREPARATION 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.

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 according to a calendar defined in advance in relation to the targets. 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 parallel, with each quarterly closing, the accounting managers identify and report difficulties that may have been encountered so that solutions, developed jointly, are adopted for the next closings.

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' 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 2019 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 2019.

A. SIGNIFICANT EVENTS OF THE PERIOD

REVENUE UP 13 %, CONTINUING IMPROVEMENT IN OPERATING PROFITABILITY (+ 29 %)

The Group had revenue for the 2019 of €1.173 billion, up 12.7 % from 2018. With foreign exchange effects limited (-0.3 %), and the breakdown of this increase between organic growth (+6.5 %) and external growth (+6.5 %) remained balanced. In addition, the three divisions registered growth in revenue:

- **The Exhibitions division** (+48 % in relation to 2018), benefited from a positive biennial effect (Sirha, the Biennial Rio de Janeiro International Book Fair), contributions from acquisitions (CIEC, Fashion Source) and gains by historic exhibitions (CFIA, Première Vision, etc.).
- **The Live division** registered growth in revenue of +6.5 % in relation to 2018, driven by an increase in recurrent sales in all regions (UK, Dubai, France) and sales revenue from major mega-events (Cop 25 and the Pan American Games).
- **The Venues division** continued to develop, driven mainly by performances of the destinations of Paris, Lyon, Barcelona, Budapest, Rio and São Paul. The division also benefited from the integration of new sites (Aichi, Caen, Reims).

The Group continued to develop its business mix by generating 51% of its revenue from international markets, compared to 50% in 2018. This included noteworthy performances in South America (Brazil, China, Peru) and China (impact of acquisitions in the period).
Operating profitability continued to improve for the Group in 2019. Excluding the impact of IFRS 16 restatements, EBITDA grew 23 %, EBIT 48 % and net income attributable to shareholders 30 %. 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 optimised debt management. ROCE[2] increased from 7.3 % to 8.1 %.
Reflecting the need to renew these rental assets and venues and the continuing focus on the quality of its sites (renovation, upkeep and maintenance) under its management, the Group has maintained its investment policy. On that basis, the Group's capital expenditures in 2019 amounted to €57 million (€75 million in 2018) with 50 % for the acquisition of rental equipment (Live division) whether for the renewal of existing assets or to propose new products to its customers. Capital expenditures also concerned renovations and expansion work (€12 million for the Matmut Stadium of Gerland , €6 million in Brazil (Riocentro & Sao Paulo).

At 31 December 2019, excluding IFRS 16-related restatements, the Group's net debt was €480 million (vs. €369 million at the end of 2018). 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).

Excluding asset financing, long-term debt amounted to €180 million; The following diagram presents changes since 2015:

- Group net debt (from €376 million to €480 million),
- The portion linked to long-term investments (€175 million to €300 million),
- The change in net debt in relation to 2018 was primarily linked to acquisition financing (from €71 million to €180 million). It should be recalled that the level of net debt at the end of 2018 benefited from the capital increase carried out in October 2018 (€107 million).

[1] EBITDA: EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTISATION OR "GROSS OPERATING PROFIT"
[2] ROCE: EBIT (CURRENT OPERATING INCOME NET OF TAX) DIVIDED BY CAPITAL EMPLOYED

Changes in and allocation of net debt from 2015 to 2019 in €m

Diagram explanations: at the end of 2019, net debt amounted to €480 million, of which €300 million linked to assets operated under concession and €180 million linked to external growth.

At the end of 2019, the average maturity for debt was 3.92 years and the average interest rate 2.14 %.

As a result of acquisition financing, the ratio of net debt to equity amounted to 84 % (compared to 68 % in 2018), where is in response to the improvement in margins, the net debt/EBITDA ratio remained limited to 2.59 at 31 December 2019.

OPERATING HIGHLIGHTS FOR THE THREE BUSINESS DIVISIONS

As the Group's specialised event services division, GL events Live, with €600 million in revenue, up 2 % at constant structure and exchange rates in relation to 2018, highlighted its commercial and operational ability to win new contracts regardless of their location. 2018 had been marked by large events like 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. 2019 was also marked by services provided for Cop 25 (Chile & Spain) and the Pan American Games (Peru). 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.

With a portfolio of more than 200 proprietary events, GL events Exhibitions had €231 million in revenue, up 48 % from 2018. This performance included contributions from the acquisitions in China (Fashion Source, CIEC Union), a positive biennial effect (Sirha, the Biennial Rio de Janeiro International Book Fair), and also organic growth by exhibitions(Global Industrie, Première Vision, Paysalia – Rocalia, SEPEM Industrie).

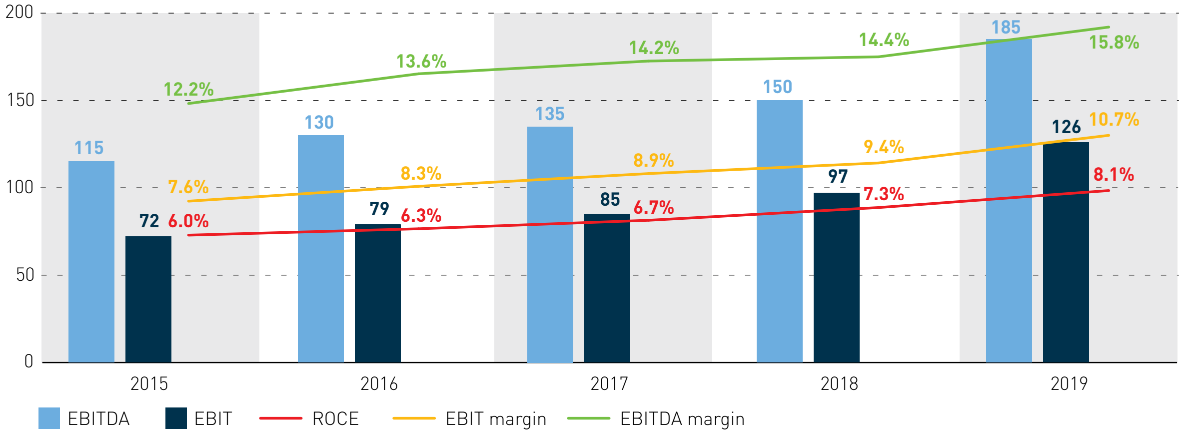
GL events Venues, the division in charge of the international portfolio of venues, contributed €341 million in revenue, up 7 % like-for-like (constant structure and exchange rates) in relation to 2018. The sites of Paris, Lyon, Barcelona, Budapest, The Hague, São Paulo all registered excellent gains in the period.
The Venues division also continued to strengthen its network; a new convention centre of Salvador de Bahia (Brazil), renewal of the management concession for the Exhibition Centre and Polydome of Clermont Ferrand, extension of the concession for the Saint-Etienne venues (Exhibition Centre, the St Etienne La Cité du Design supplementing the La Verrière-Fauriel meeting facilities).
2019 was also marked by the beginning of the Group's management of the exhibition centres of Caen and Reims.

B. ANALYSIS OF THE CONSOLIDATED FINANCIAL STATEMENTS

Income statement highlights

Excluding the impact of IFRS 16 restatements, the Group's operating profit (+29 %) grew at a faster pace than revenue (+13 %). On that basis, the operating margin rose to 10.7 %, up from 9.4% in 2018. The Group's EBIT (current operating income) increased by €28.5 million in relation to 2018. Operating indicators are presented below with the data relating to EBIT and EBITDA presented in millions of euros.

CHANGE IN OPERATING PROFITABILITY INDICATORS



EBIT: ("Earnings before interest, taxes" or 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"

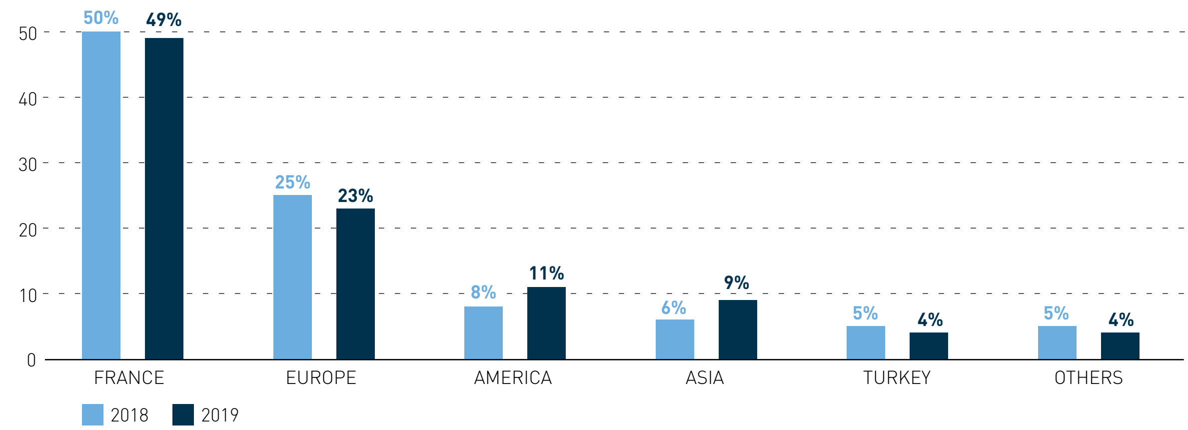
This improvement in operating profitability reflects a favourable revenue mix (a positive biennial effect for exhibitions, recurrent mega events), the accretive effect of acquisitions and continuing optimisation of operating costs. Net financial expense decreased by €2.9 million at the end of 2019 from one year earlier. This improvement benefited from the renegotiation of financing margins, an increase in short-term financing programme (NEU CP) plus increased contributions from investment products.
The income tax expense was €33.5 million, representing an average tax rate of 30.5%, up in relation to N-1. It will be recalled that FY 2018 included earnings exempt from corporate income tax.

Net income attributable to shareholders was up by €12.9 million or 30% from 2018. The margin for net income attributable to shareholders is 4.7%, up from 4.1% at the end at the end of 2018. Earnings per share grew to € 1.87 compared to € 1.41 in 2018.
The steady improvement in Group margins over the last five years, whether by operations included within its historic structure or those linked to the accretive effect of acquisitions, confirms the relevance of the Group strategy (investments in quality assets, targeted acquisitions, portfolio adjustments, overhead cost efficiencies and an appropriate structuring of the debt...).

Performance by geographical segments

France accounted for 49 % of Group revenue in 2019 vs. 50 % in 2018.

REVENUE BY REGION



GL events operates mainly in the following countries:

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

Revenue by business division

(€ thousands)	31/12/2019	31/12/2018	Change 2019/2018	
GL events Live	600,086	563,517	36,569	6.5 %
% of Total Revenue	*51.2 %*	*54.2 %*		
GL events Exhibitions	231,436	156,023	75,413	48.3 %
% of Total Revenue	*19.7 %*	*15.0 %*		
GL events Venues	341,353	320,948	20,405	6.4 %
% of Total Revenue	*29.1 %*	*30.8 %*		
Revenue	**1,172,875**	**1,040,488**	**132,388**	**12.7 %**

Current operating income

(€ thousands)	31/12/2019	31/12/2018	31/12/2019 IFRS 16	31/12/2019 % of revenue	31/12/18 % of revenue	31/12/19 % of revenue - IFRS 16
GL events Live	36,675	41,258	37,447	6.1 %	7.3 %	6.2 %
GL events Exhibitions	46,226	17,599	46,572	20.0 %	11.3 %	20.1 %
GL events Venues	42,990	38,496	48,887	12.6 %	12.0 %	14.3 %
Current operating income	**125,891**	**97,353**	**132,907**	**10.7 %**	**9.4 %**	**11.3 %**

Consolidated revenue like-for-like*

(€ thousands)	Consolidated revenue 31/12/19	Consolidated revenue pro forma 31/12/2018	Consolidated revenue 31/12/2018	Organic Growth (€ 000s)	(%)
GL events Live	600,086	586,518	563,517	13,569	2.3 %
% of total sales	*51.2 %*	*53.1 %*	*54.2 %*		
GL events Exhibitions	231,436	199,326	156,023	32,109	16.1 %
% of total sales	*19.7 %*	*18.0 %*	*15.0 %*		
GL events Venues	341,353	318,981	320,948	22,373	7.0 %
% of total sales	*29.1 %*	*28.9 %*	*30.8 %*		
Total GL events Group	**1,172,875**	**1,104,825**	**1,040,488**	**68,051**	**6.2 %**

(€ thousands)	N	N-1	Change (€ '000s)	Change (%)
Consolidated revenue	1,172,875	1,040,488	132,388	12.0 %
Rate at constant exchange rates *		(3,361)	3,361	0.3 %
restated for changes in consolidation scope *		67,698	(67,698)	-6.1 %
Total pro forma revenue	**1,172,875**	**1,104,825**	**68,051**	**6.2 %**

**LFL: like-for-like defined as at constant structure and exchange rates (by applying 2019 exchange rates to 2018 revenue)*
Constant structure: consolidation scope of N-1 after adjusting for companies added or deconsolidated in 2019.

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

(€ thousands)	31/12/19	31/12/2018	31/12/2019 IFRS 16	Change N/N-1
Revenue	1,172,875	1,040,488	1,172,875	12.7 %
EBITDA (*)	184,913	150,368	233,891	23.0 %
Current operating income	**125,891**	**97,353**	**132,907**	**29.3 %**
Organic growth	6.5 %	9.1 %	6.5 %	
Operating margin	10.7 %	9.4 %	11.3 %	1.4
EBITDA margin	**15.8 %**	**14.5 %**	**19.9 %**	**1.3**
Net financial income (expense)	(10,866)	(13,748)	(23,219)	21.0 %
Income before tax	109,897	74,450	104,560	47.6 %
Net income	75,808	52,561	72,052	44.2 %
Net income attributable to shareholders	**55,078**	**42,237**	**52,110**	**30.4 %**
Net margin	4.7 %	4.1 %	4.4 %	0.6
ROCE:	8.1 %	7.3 %		0.8

(*) EBITDA: EBIT + Depreciation, amortisation and provisions

(€ thousands)	31/12/19	31/12/2018	31/12/2019 IFRS 16
Intangible assets (including goodwill)	776,627	569,483	776,627
IFRS 16 concessions and leases			429,105
PPE & financial assets	417,528	390,057	417,528
Capitalised rental equipment	117,695	112,277	117,695
Cash and cash equivalents and marketable securities	411,557	272,144	411,557
Shareholders' equity	(569,313)	(542,027)	(565,572)
Financial debt	(891,382)	(641,294)	(1,325,806)
Provisions for contingencies and expenses (excl. for retirement severance benefits)	(17,904)	(19,289)	(17,904)

Calculation of ROCE

(€ thousands)	31/12/19
EBIT restated to eliminate the impact of IFRS 16	125,891
EBIT net of income tax (1)	86,865
Goodwill plus fixed assets *	1,315,296
WCR **	(245,937)
Capital employed (2)	1,069,359
ROCE (1/2)	**8.1 %**

** Fixed assets: tangible, intangible and financial (see consolidated balance sheet at 31 December 2019)*
*** 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 2019)*

Net financial income (expense)

(€ thousands)	2019	2018	2019 IFRS 16
Net interest expense	(14,070)	(15,540)	(26,423)
Other financial income and expenses	3,204	1,792	3,204
Net financial income (expense)	**(10,866)**	**(13,748)**	**(23,219)**

Net financial expense decreased by €2.9 million at the end of 2019 from one year earlier. Net borrowing costs increased by €1.5 million, reflecting recourse on a full-year basis in relation to 2018, financing through a Neu CP programme and the renegotiation of its credit lines. Other income concerned mainly that originating from foreign exchange hedges.

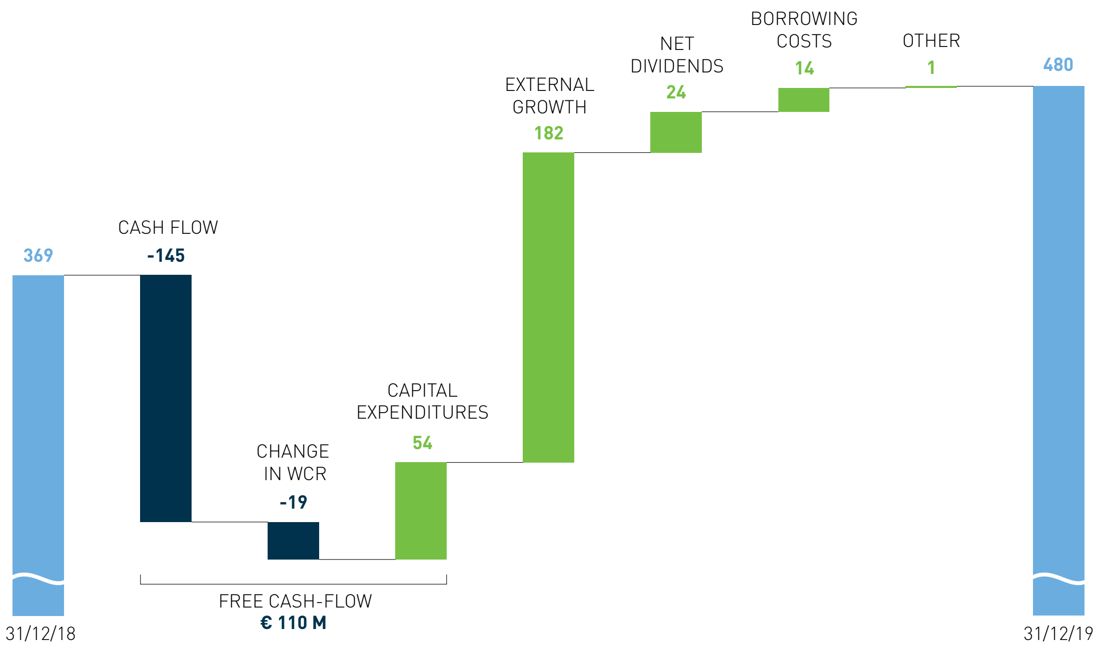
Income tax and net income

(€ thousands)	2019	2018	2019 IFRS 16
Profit before tax	109,897	74,450	104,560
Current and deferred tax	(33,544)	(21,797)	(31,962)
Effective tax rate	30.5 %	29.3 %	30.6 %
Consolidated net income	**76,354**	**52,653**	**72,598**

Net income attributable to the equity holders of the parent (excl. IFRS 16), after taking into account the above items, came to €55.1 million (€42.2 million at 31 December 2018).

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

At 31 December 2019, the Group had net debt of 480 million (vs. €369 million at the end of 2018). Capital expenditures amounted to €57 million and acquisitions generated an increase in debt of €182 million.
The Group generated €110 million in free cash flow, a significant improvement in relation to 2018 (+€85 million).
Net debt (excl. IFRS 16-related restatements) represented 2.59x EBITDA compared to 2.45x at 31 December 2018, in compliance with our banking covenants (3.5). At 31 December 2017, the ratio of net debt to equity was 84 % (vs. 68 % in 2018) for a maximum ratio of 120 % under a bank covenant. The average maturity of debt was 3.92 years.



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 (€117.7 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 2019, net investments in property, plant and equipment and intangible assets by the Group amounted to €55.9 million. This included mainly the renewal of rental equipment, work on the Matmut Stadium parking facility and the renovation of Riocentro.

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

(€ thousands)	2019	2018
Investments in property, plant and equipment and intangible assets[1]	**55,863**	**74,869**
Revenue	1,172,875	1,040,488
Net capital expenditures / revenue	4.8 %	7.2 %
Cash flow before net interest expense	145,190	126,107
Net capital expenditures / cash flow	38.5 %	59.4 %

[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

Changes in the control of Polygone SA

On 18 December 2019, a share purchase agreement was concluded between Olivier Ginon, GL events founder and Chairman-CEO and Olivier Roux, its Vice Chairman, concerning GL events' holding company, Polygone.

This transaction was completed on 24 February 2020 by the purchase of Olivier Roux's total direct and indirect holdings by the two family holding companies controlled by Olivier Ginon. This increase in control of Polygone SA does not modify Polygone SA's control over GL events.

Acquisition of CACLP

GL events announced a project to acquire 70 % of CACLP, the organising company of the Chinese trade show of the same name, the country's market leader in the fields of IVD (in vitro diagnostics) and clinical tests. The last CACLP exhibition had more than 800 exhibitors with a gross space of 70,000 sqm hosting 70,000 professional attendees over three days.

CACLP has 20 employees and is expected to have revenue of €5 million generating an operating margin of more than 35 %. The finalisation of this acquisition remains subject to the normal additional due diligence procedures, and then obtaining approval from the MOFCOM (Ministry of Commerce of the People's Republic of China) and SAMR (State Administration for Market Regulation), which is in the process of being completed.

2020 first-quarter sales

In the current context of the pandemic, Group sales in the 2020 first quarter declined 37 % to €213.2 million, down from €286 million in 2018.

Excluding the biennial effect, this change was largely due to the postponement of exhibitions to the second half and the administrative closure of venues destined to receive the public (See the press release of 21 April 2020).

Health crisis link to Covid-19

Since January, the Group has been taking measures to deal with the Covid-19 pandemic. A crisis unit was activated and practical measures have been adopted to safeguard the safety and health of its employees, customers, partners and suppliers.

The activities of the Group have been temporarily shuttered, with the exception of the provision of temporary structures (France, UK, Spain, Dubai and Chile).

In China, the Group's activities have resumed since March 2020 and the teams are now operational and fully focused on organising the upcoming exhibitions.

In England, temporary medical structures will be installed by GL events to receive patients with Covid-19 and some customers have already ordered additional temporary storage facilities. In South Africa and Patagonia, the Group is building temporary hospitals.

In response to this decline in revenue and to maintain its profitability, the Group has implemented a cost reduction plan that will generate savings in the period of more than €40 million.

To conserve its cash resources, the Group has cancelled the dividend for GL events and the companies in which minority interests are present; These measures will enable the Group to conserve cash resources of €30 million. In addition, €60 million in new investments (CAPEX and external growth) have been postponed.

In addition, the Group is also working closely with the delegating public authorities to drastically reduce the operating costs of the exhibition and convention centres while they remain closed.

Finally, the Group has demonstrated its solidarity through its own initiatives to combat the spread of the virus. In January, protective masks were sent to China and in March 20,000 masks were made available to hospitals and clinics in Lyon. GL events has also provided temporary emergency structures to address the growing need for beds in the most affected regions.

F. FUTURE OPERATING TRENDS AND OUTLOOK

Finally, GL events is developing a specific offering with solutions adapted to the health crisis in this context: a furniture and signage range, temporary installations within the framework of the national plan for ending the confinement period and adopting testing procedures, facilities management for organising public or private initiatives and has reinforced its digital packaging.

In order to contribute itself to addressing specific needs linked to this health crisis, GL events is making available 2 halls of the exhibition centre of Rio de Janeiro to be transformed into a temporary hospital. The Metz Exhibition Centre was used by health authorities to transfer patients by helicopter from the Grand Est region to Germany. The Group is also responding to all demands by health authorities to deliver services needed to combat this pandemic.

At the present time, in light of the evolution of the Covid-19 pandemic, while it is premature for GL events to attempt to quantify the precise impacts of this unprecedented crisis on its first half or full year results, the Group nevertheless expects that its activity in the second quarter of 2020 will be significantly impacted.
Many sports, cultural and festive events programmed in the first half and in July 2020 have thus been postponed starting from September 2020.

II. PRESENTATION OF THE PARENT COMPANY FINANCIAL STATEMENTS

A. 2019 REVIEW OF OPERATIONS, BALANCE SHEET AND INCOME STATEMENT

Revenue of GL events SA for the period amounted to 35,309 thousand euros (32,187 thousand euros in 2018). The coordinating holding company's activity is remunerated through fees and amounts for services invoiced to subsidiaries. GL events pursued its expansion through acquisitions of controlling interests in new companies

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 124).

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

Please refer to the Non-Financial Statement, page 40).

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	€ 18,008,673.50
Retained earnings	€ 28,407,287.79
Distributable amount	**€ 46,415,961.29**

Proposed appropriation	
Retained earnings	€ 46,415,961.29
Total	**€ 46,415,961.29**

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

Financial period	**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)
31/12/2016	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
31/12/2018	29,612,169 shares carrying dividend rights	19,247,910	0.65	5,411,085	13,836,824

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 €39,936 that do not qualify for tax deductions by virtue of article 394 of this code.

G. OPERATIONS OF SUBSIDIARIES AND CONTROLLED COMPANIES

Refer to note 10 of the parent company financial statements on page 189.

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)
None.

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:

Share capital ownership structure	Number of shares	Percentage of capital	Percentage of voting rights	Number of voting rights
Olivier Ginon*	4,500	0.02 %	0.02 %	9,000
Le Grand Rey*	97,613	0.33 %	0.35 %	151,003
La Ferme d'Anna *	60,394	0.20 %	0.14 %	60,394
Olivier Roux*	4,200	0.01 %	0.02 %	8,400
Polygone SA *	16,361,358	54.57 %	64.07 %	27,998,127
Sofina *	4,768,057	15.90 %	15.61 %	6,819,751
Concert parties subtotal	**21,296,122**	**71.03 %**	**80.16 %**	**35,046,675**
Treasury shares	460,228	1.53 %	0.00 %	
Free float	8,226,437	27.44 %	19.84 %	8,672,643
Total share capital	**29,982,787**	**100.00 %**	**100.00 %**	**43,719,318**

**Shareholders agreement / Action in concert of Olivier Ginon, Olivier Roux, Le Grand Rey, Sofina, Polygone, La Ferme d'Anna*

Pursuant to the disposal on 24 February 2020 of the Polygone SA shares held by companies controlled by Mr. Olivier Roux to family holding companies controlled by Olivier Ginon, the shareholders agreement / action in concert has been formed since this date by Olivier Ginon, Le Grand Rey, Sofina, Polygone, La Ferme d'Anna.

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

Pursuant to article L.22540 of the French commercial code, we ask that you approve the agreements referred to in article L. 22538 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	447,792	9,641

K. FIVE-YEAR FINANCIAL SUMMARY

(in euros except personnel data)	2015	2016	2017	2018	2019
I. Capital at year-end					
a. Share capital	90,615 680	93,610,844	93,610,844	119,931,148	119,931,148
b. Number of existing common shares	22,653 920	23,402,711	23,402,711	29,982,787	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	29,570,895	35,571,054	27,913,504	32,186,856	35,309,123
b. Income before tax employee profit-sharing and depreciation allowance and provisions	37,195,653	28,793,868	10,049,463	22,605,197	21,161,800
c. Tax on profits	(8,910,494)	(1,326,761)	(8,451,073)	(7,385,320)	(6,266,173)
d. Employee profit sharing owed for the financial year					
e. Income after tax, employee profit-sharing and depreciation allowances and provisions	26,860,187	28,266,165	3,545,642	21,241,469	18,008,674
f. Distributed profit	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	2.04	1.29	0.79	1.00	0.91
b. Income after tax employee profit-sharing and depreciation allowance and provisions	1.19	1.21	0.15	0.71	0.60
c. Dividend per share	0.60	0.65	0.65	0.65	-
IV. Staff costs					
a. Average staff	8	9	9	8	8
b. Annual payroll	1,643,737	2,265,386	2,546,269	2,269,845	3,744,017
c. Total of amounts paid for social benefits for the year (social security, social services, etc.)	1,545,659	3,226,258	4,581,284	4,659,836	2,562,234

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	Disposals	13,500	23.9459

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. 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.

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 eight restricted share award plans providing for the grant of ten shares (plan 6, 9, 11, 14, 16, 18, 24, 26) for all employees of the French companies of the Group. The conditions for granting these shares are described on page 199.

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. 225-197-1 II subsection 4 and L. 225185 subsection 4) is subject to the same procedures for holding restricted stock units (*actions gratuites*) (plans 20, 23, 24, 25 and 26) or stock options (plan 26) as the other grantees. These conditions are described in detail on page 199 and 200.

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 2019:

(number of shares)	31/12/2018	Acquisitions	Disposals	31/12/19
- Treasury shares	211,188	290,704	(54,100)	447,792
- Liquidity agreement	12,729	283,417	(283,710)	12,436

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

Refer to chapter 3 of the Group's CSR report, page 34.

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 1 of part 4 (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	-					124	-					573
Amount of invoices concerned incl. VAT	-	55,481	192,826	5,227	-15,497	238,037	-	578,642	8,084	749	13,141,181	13,728,656
Percentage of the total purchases of the period incl. VAT	-	0.15 %	0.51 %	0.01 %	-0.04 %	0.63 %						
Percentage of revenue of the period incl. VAT							-	1.43 %	0.02 %	0.00 %	32.42 %	33.87 %
(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: 60 days net - Legal payment period: 60 days net						- 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 511-6, 3 bis 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.

05
FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/19	31/12/2018
Goodwill	5.1	723,322	519,642
Other intangible assets	5.1	53,305	49,841
Land and buildings	5.2	309,065	287,029
Other tangible fixed assets	5.2	42,349	38,693
Capitalised rental equipment	5.2	117,695	112,277
Financial assets	5.3	66,114	64,335
Equity-accounted investments	5.4	3,445	164
Deferred tax assets	5.8	27,596	23,993
NON-CURRENT ASSETS		**1,342,892**	**1,095,974**
Inventories & work in progress	5.5	38,544	39,290
Trade receivables	5.6	169,223	190,433
Other receivables	5.7	167,094	165,571
Cash and cash equivalents	5.9	411,557	272,144
CURRENT ASSETS		**786,418**	**667,438**
TOTAL		**2,129,310**	**1,763,412**

BALANCE SHEET – EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/19	31/12/2018
Share capital	5.10	119,931	119,931
Reserves and additional paid in capital	5.10	436,690	432,687
Translation adjustments	5.10	(121,597)	(112,928)
Net income		55,078	42,237
Shareholders' equity attributable to the Group		**490,102**	**481,928**
Non-controlling interests		79,211	60,099
TOTAL SHAREHOLDERS' EQUITY		**569,313**	**542,027**
Provisions for retirement severance payments	5.11	14,419	11,521
Deferred tax liabilities	5.8	15,493	10,853
Financial debt	5.13	690,589	421,492
NON-CURRENT LIABILITIES		**720,501**	**443,866**
Current provisions for contingencies and expenses	5.12	17,904	19,289
Current financial debt	5.13	188,270	208,622
Current bank facilities and overdrafts	5.9	12,523	11,180
Advances and instalments		39,793	31,156
Trade payables		235,305	211,151
Tax and employee-related liabilities		124,614	106,232
Other liabilities	5.14	221,087	189,888
CURRENT LIABILITIES		**839,495**	**777,519**
TOTAL		**2,129,310**	**1,763,412**

INCOME STATEMENT

(€ thousands)	Notes	31/12/19	31/12/2018
Revenue	4	**1,172,875**	**1,040,488**
Purchases consumed	6.1	(77,559)	(55,615)
External charges	6.1	(606,395)	(566,650)
Taxes and similar payments (other than on income)		(18,993)	(16,951)
Personnel expenses and employee profit sharing	6.5	(286,427)	(250,790)
Allowances for depreciation and amortisation, provisions	6.2	(59,022)	(53,015)
Other current operating income	6.3	2,934	4,843
Other current operating expenses	6.3	(1,523)	(4,956)
Operating expenses		**(1,046,985)**	**(943,135)**
EBIT (CURRENT OPERATING INCOME)	4	**125,891**	**97,353**
Other operating income and expenses	6.4	(5,128)	(9,155)
OPERATING PROFIT		**120,763**	**88,198**
Net interest expense	6.6	(14,070)	(15,540)
Other financial income and expenses	6.6	3,204	1,792
NET FINANCIAL EXPENSE	6.6	**(10,866)**	**(13,748)**
EARNINGS BEFORE TAX		**109,897**	**74,450**
Income tax	6.7	(33,544)	(21,797)
NET INCOME OF CONSOLIDATED COMPANIES		**76,354**	**52,653**
Share of income from equity affiliates	5.4	(546)	(92)
NET INCOME		**75,808**	**52,561**
Attributable to non-controlling interests		20,729	10,324
NET INCOME (GROUP SHARE)		**55,078**	**42,237**
Average number of shares		29,522,559	24,950,013
NET EARNINGS PER SHARE (IN EUROS)		**1.87**	**1.69**
Diluted average number of shares		29,853,124	25,172,088
NET EARNINGS PER SHARE (IN EUROS)		**1.84**	**1.68**

STATEMENT OF COMPREHENSIVE INCOME

(€ thousands)	31/12/19	31/12/2018
NET INCOME	**75,808**	**52,561**
Hedging instruments	133	245
Other comprehensive income that may be recycled subsequently to profit and loss	**133**	**245**
Actuarial gains and losses	(1,557)	22
Gains and losses from the translation of financial statements of foreign operations	(10,326)	(32,596)
Other comprehensive income that may not be recycled subsequently to profit and loss	**(11,884)**	**(32,574)**
TOTAL COMPREHENSIVE INCOME	**64,057**	**20,232**
Total comprehensive income attributable to non-controlling interests	20,729	10,225
Comprehensive income attributable to equity holders of the parent	43,328	10,006

CONSOLIDATED CASH FLOW STATEMENT

(€ thousands)	31/12/19	31/12/2018
Cash and cash equivalents at the beginning of the year	**260,963**	**194,938**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**55,078**	**42,237**
Amortisation, depreciation and provisions	51,204	53,018
Other non-cash income and expenses	(2,429)	(8,491)
Gains and losses on disposals of fixed assets	(1,063)	3,751
Non-controlling interests in consolidated subsidiaries' net income	20,729	10,324
Share of income from equity affiliates	546	92
Cash flow	**124,066**	**100,932**
Cost of net financial debt	14,070	15,540
Tax expense (including deferred taxes)	33,544	21,797
Cash flow before net interest expense and tax	**171,680**	**138,269**
Income tax payments	(26,490)	(12,162)
Change in working capital requirements	18,684	(25,938)
Net cash provided by operating activities (A)	**163,874**	**100,169**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible fixed assets	(4,853)	(5,017)
Acquisition of tangible assets and capitalised rental equipment	(52,444)	(71,763)
Disposals of tangible and intangible assets	1,434	1,912
Investment grants received	4,491	
Acquisitions of financial assets	(4,077)	(1,188)
Disposal of investments and other non-current assets	1,482	539
Net cash flows from the acquisition and disposal of subsidiaries	(182,409)	(30,739)
Net cash used in investing activities (B)	**(236,377)**	**(106,257)**
NET CASH FROM FINANCING ACTIVITIES		
Capital increase		118,908
Dividends paid to shareholders of the parent	(19,489)	(15,126)
Dividends paid to non-controlling shareholders of consolidated companies	(4,224)	(4,572)
Other changes in equity	(4,882)	2,157
Change in borrowings	252,069	(6,681)
Cost of net financial debt	(14,070)	(15,540)
Net cash provided by financing activities (C)	**209,404**	**79,146**
Effect of exchange rate fluctuations on cash (D)	**1,170**	**(7,033)**
Net change in cash & cash equivalents (A + B + C + D)	**138,070**	**66,025**
Cash and cash equivalents at year-end	**399,034**	**260,963**

BALANCE SHEET – ASSETS (IFRS 16)

(€ thousands)	Notes	31/12/2019 IFRS 16	31/12/2018
Goodwill	5.1	723,322	519,642
Other intangible assets	5.1	53,305	49,841
IFRS 16 concessions and leases		429,105	
Land and buildings	5.2	309,065	287,029
Other tangible fixed assets	5.2	42,349	38,693
Capitalised rental equipment	5.2	117,695	112,277
Financial assets	5.3	66,114	64,335
Equity-accounted investments	5.4	3,445	164
Deferred tax assets	5.8	28,888	23,993
NON-CURRENT ASSETS		**1,773,289**	**1,095,974**
Inventories & work in progress	5.5	38,544	39,290
Trade receivables	5.6	169,223	190,433
Other receivables	5.7	167,094	165,571
Cash and cash equivalents	5.9	411,557	272,144
CURRENT ASSETS		**786,418**	**667,438**
TOTAL		**2,559,707**	**1,763,412**

BALANCE SHEET – EQUITY AND LIABILITIES (IFRS 16)

(€ thousands)	Notes	31/12/2019 IFRS 16	31/12/2018
Share capital	5.10	119,931	119,931
Reserves and additional paid in capital	5.10	436,690	432,687
Translation adjustments	5.10	(121,583)	(112,928)
Net income		52,110	42,237
Shareholders' equity attributable to the Group		**487,147**	**481,928**
Non-controlling interests		78,424	60,099
TOTAL SHAREHOLDERS' EQUITY		**565,572**	**542,027**
Provisions for retirement severance payments	5.11	14,419	11,521
Deferred tax liabilities	5.8	15,208	10,853
Financial debt	5.13	690,589	421,492
Non-current IFRS 16 debt on concessions and leases		397,857	
NON-CURRENT LIABILITIES		**1,118,074**	**443,866**
Current provisions for contingencies and expenses	5.12	17,904	19,289
Current financial debt	5.13	188,270	208,622
Current IFRS 16 liabilities on concessions and leases		36,566	
Current bank facilities and overdrafts	5.9	12,523	11,180
Advances and instalments		39,793	31,156
Trade payables		235,305	211,151
Tax and employee-related liabilities		124,614	106,232
Other liabilities	5.14	221,087	189,888
CURRENT LIABILITIES		**876,061**	**777,519**
TOTAL		**2,559,707**	**1,763,412**

CONSOLIDATED INCOME STATEMENT (IFRS 16)

(€ thousands)	Notes	31/12/2019 IFRS 16	31/12/2018
Revenue	4	**1,172,875**	**1,040,488**
Purchases consumed	6.1	(77,559)	(55,615)
External charges	6.1	(557,417)	(566,650)
Taxes and similar payments (other than on income)		(18,993)	(16,951)
Personnel expenses and employee profit sharing	6.5	(286,427)	(250,790)
Allowances for depreciation and amortisation, provisions	6.2	(100,984)	(53,015)
Other current operating income	6.3	2,934	4,843
Other current operating expenses	6.3	(1,523)	(4,956)
Operating expenses		**(1,039,969)**	**(943,135)**
EBIT (CURRENT OPERATING INCOME)	4	**132,907**	**97,353**
Other operating income and expenses	6.4	(5,128)	(9,155)
OPERATING PROFIT		**127,779**	**88,198**
Net interest expense	6.6	(26,423)	(15,540)
Other financial income and expenses	6.6	3,204	1,792
NET FINANCIAL EXPENSE	6.6	**(23,219)**	**(13,748)**
EARNINGS BEFORE TAX		**104,560**	**74,450**
Income tax	6.7	(31,962)	(21,797)
NET INCOME OF CONSOLIDATED COMPANIES		**72,598**	**52,653**
Share of income from equity affiliates	5.4	(546)	(92)
NET INCOME		**72,052**	**52,561**
Attributable to non-controlling interests		19,942	10,324
NET INCOME (GROUP SHARE)		**52,110**	**42,237**
Average number of shares		29,522,559	24,950,013
NET EARNINGS PER SHARE (IN EUROS)		**1.77**	**1.69**
Diluted average number of shares		29,853,124	25,172,088
NET EARNINGS PER SHARE (IN EUROS)		**1.75**	**1.68**

STATEMENT OF COMPREHENSIVE INCOME (IFRS 16)

(€ thousands)	31/12/2019 IFRS 16	31/12/2018
NET INCOME	**72,052**	**52,561**
Hedging instruments	133	245
Other comprehensive income that may be recycled subsequently to profit and loss	**133**	**245**
Actuarial gains and losses	(1,557)	22
Gains and losses from the translation of financial statements of foreign operations	(10,326)	(32,596)
Other comprehensive income that may not be recycled subsequently to profit and loss	**(11,884)**	**(32,574)**
TOTAL COMPREHENSIVE INCOME	**60,301**	**20,232**
Total comprehensive income attributable to non-controlling interests	18,078	10,225
Comprehensive income attributable to equity holders of the parent	42,223	10,006

CONSOLIDATED CASH FLOW STATEMENT (IFRS 16)

(€ thousands)	31/12/2019 IFRS 16	31/12/2018
Cash and cash equivalents at the beginning of the year	**260,963**	**194,938**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**52,110**	**42,237**
Amortisation, depreciation and provisions	93,166	53,018
Other non-cash income and expenses	(39,054)	(8,491)
Gains and losses on disposals of fixed assets	(1,063)	3,751
Non-controlling interests in consolidated subsidiaries' net income	19,942	10,324
Share of income from equity affiliates	546	92
Cash flow	**125,648**	**100,932**
Cost of net financial debt	26,423	15,540
Tax expense (including deferred taxes)	31,962	21,797
Cash flow before net interest expense and tax	**184,033**	**138,269**
Income tax payments	(26,490)	(12,162)
Change in working capital requirements	18,684	(25,938)
Net cash provided by operating activities (A)	**176,227**	**100,169**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible fixed assets	(4,853)	(5,017)
Acquisition of tangible assets and capitalised rental equipment	(52,444)	(71,763)
Disposals of tangible and intangible assets	1,434	1,912
Investment grants received	4,491	
Acquisitions of financial assets	(4,077)	(1,188)
Disposal of investments and other non-current assets	1,482	539
Net cash flows from the acquisition and disposal of subsidiaries	(182,409)	(30,739)
Net cash used in investing activities (B)	**(236,377)**	**(106,257)**
NET CASH FROM FINANCING ACTIVITIES		
Capital increase		118,908
Dividends paid to shareholders of the parent	(19,489)	(15,126)
Dividends paid to non-controlling shareholders of consolidated companies	(4,224)	(4,572)
Other changes in equity	(4,882)	2,157
Change in borrowings	252,069	(6,681)
Cost of net financial debt	(26,423)	(15,540)
Net cash provided by financing activities (C)	**197,051**	**79,146**
Effect of exchange rate fluctuations on cash (D)	**1,170**	**(7,033)**
Net change in cash & cash equivalents (A + B + C + D)	**138,070**	**66,025**
Cash and cash equivalents at year-end	**399,034**	**260,963**

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(€ thousands except shares in thousands)	Number of shares	Group share					Non-controlling interests	Total
		Share capital	Additional paid-in capital	Reserves	Comprehen-sive income	Total Group		
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**
Capital increase						0		0
Comprehensive income appropriation for N-1				10,006	(10,006)	0		0
Distribution of dividends				(19,517)		(19,517)	(4,390)	(23,907)
Cancellation of treasury shares				(6,179)		(6,179)		(6,179)
Stock option expenses				2,204		2,204		2,204
Change in ownership interests in subsidiaries				(14,131)		(14,131)	4,539	(9,591)
Other changes				620		620	97	717
Comprehensive income					**42,223**	**42,223**	**18,078**	**60,301**
Equity at 31/12/2019	**29,983**	**119,931**	**273,447**	**51,546**	**42,223**	**487,147**	**78,424**	**565,572**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2019

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 2019

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 2019. On 4 March 2020 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

GL events had annual revenue of €1.173 billion million in 2019, up 12.7 % (of which 6.5 % at constant structure and exchange rates).
This performance reflects in part the positive commercial and operational momentum of Group employees and on the other hand the acceleration in its development strategy, particularly in international markets.

The year was also marked by the addition of the following companies:
- January 2019: acquisition of a 51 % stake in ZZX (China), a company specialised in event services,
- February 2019: acquisition of a 60% majority stake in Johannesburg Expo Centre, the managing company of the Johannesburg exhibition centre,
- March 2019: acquisition of 55 % of CIEC Union, an organiser of 6 major exhibitions in tier one cities.
- May 2019: acquisition of a 60 % stake in Fashion Source (China), a fashion exhibitions organiser.

Highlights for the Live division in 2019 included services provided for the Pan American Games (Peru) and also COP 25 (Chile & Spain), an event which demonstrated the Group's ability as a highly responsive and mobile organisation capable of delivering services to customers in record time.

The Exhibitions division recorded strong growth in revenue, bolstered by a favourable biennial effect (SIRHA, Rio de Janeiro International Book Fair), the continuing development of major exhibition (Première Vision, Global Industrie, CFIA, Paysalia-Rocalia) and also accreted contributions from acquisitions in China.

The Venues division continued to strengthen its network: a new convention centre of Salvador de Bahia (Brazil), renewal of the management concession for the Exhibition Centre and Polydome of Clermont Ferrand, extension of the concessions for the Saint-Etienne venues Exhibition Centre, the St Etienne La Cité du Design, supplementing the La Verrière-Fauriel meeting facilities).
2019 was also marked by the beginning of the Group's management of the exhibition centres of Caen and Reims.

Acquisitions were financed (to supplement resources provided by the capital increase) in part by the success of the private bond placement (a €130m Euro PP). This transaction also contributed to extending the debt maturity profile.

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 2019 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 2019. 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 2019. Their application date coincides with that of the IASB:

- Amendment to IFRS 9,
- IFRS 16 – Leases,
- IFRIC 23 Uncertainty over income tax treatments,
- IFRS annual improvements – 2015-2017 cycle;
- Amendments to IAS 28 – Long-term interests in associates and joint ventures
- Amendments to IAS 19, Plan amendment, curtailment or settlement.

In the 2019, the Group finalised its analysis of the impact of IFRS 16 and updated the basis for restatement in accordance with changes in the scope of consolidation.
IFRS 16 – Leases was applied by the Group on 1 January 2019 according to the simplified retrospective method. On that basis, prior financial statements have not been restated.

Assets concerned by this standard include notably concession agreements, commercial leases and long leases (*baux emphytéotiques*). On 1 January 2019, based on the simplified retrospective method, lease liabilities still outstanding with the application of a weighted incremental borrowing rate were capitalised in exchange for recognising a financial liability The restated amounts represent fixed lease payments.

The variable portion of these payments and related services are not included in the restated amount. The terms adopted for the lease/concession agreements in progress were as follows:

- Concession agreements: remaining term of the agreements,
- Commercial leases with a fixed term: the remaining term until the end of the firm period, with a minimum of 5 years,
- For contracts with residual terms of less than 5 years with an extension option by the lessee, an extension period is restated for IFRS 16.

In accordance with the standard, the discount rates adopted for the measurement of assets are those that the Group companies would have adopted individually by taking into account the maturity of the leases and the standard rates for financing the premises (2 % to 10 %).
For the record, this standard had no impact on the calculation of the financial covenants. Loan agreements provide that the financial ratios must be calculated excluding IFRS 16-related debt.
The impacts of this standard are presented below:

€m	31/12/2019	Impact of IFRS 16	31/12/2019 IFRS 16
Purchases and external charges	(684.0)	49.0	(635.0)
EBITDA	**184.9**	**49.0**	**233.9**
Allowances for depreciation and reserves	(59.0)	(42.0)	(101.0)
EBIT (CURRENT OPERATING INCOME)	**125.9**	**7.0**	**132.9**
Net interest expense	(14.1)	(12.4)	(26.4)
NET FINANCIAL EXPENSE	**(10.9)**	**(12.4)**	**(23.2)**
EARNINGS BEFORE TAX	**109.9**	**(5.3)**	**104.6**
Taxes & equity-accounted investees	(34.1)	1.6	(32.5)
NET INCOME	**75.8**	**(3.8)**	**72.1**
Non-controlling interests	20.7	(0.8)	19.9
NET INCOME ATTRIBUTABLE TO THE GROUP	**55.1**	**(3.0)**	**52.1**

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;
- 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 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 periods
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 periods
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.

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**

The 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. These operating cash flows are based on 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.

In order to maintain the assets in normal conditions of use, maintenance and renovation expenditures are included in the operating cash flows;
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

Application of IFRS 9 “Financial instruments”
On 1 January 2018 IFRS 9 replaced IAS 39 “Financial instruments”. This standard defines the rules for the classification and recognition of financial instruments, the impairment of financial assets (in particular, for the measurement of trade receivables, the adoption of an expected credit loss model in replacement of the incurred loss model) as well as rules governing hedge accounting. This standard was applied to the Group on a modified retrospective basis.

Classification and measurement of financial instruments
Retrospective application involves the requirement by the Group to distinguish in the “available-for-sale securities” category between, financial assets remeasured at fair value through other comprehensive income and financial assets remeasured at fair value through profit or loss. On that basis, the Group defines with each acquisition of securities the selected allocation based on its strategy

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.

Under IFRS 9, expected credit losses must be recorded for trade receivables. For the standard, the Group applied the simplified approach to the standard and calculated losses based on the historic credit losses of the Group, applied to the balance of trade receivables not presenting manifest risks. This provision is remeasured each year through profit or loss.

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 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

In accordance with IFRS 15, revenue is recognised upon completion of our obligations of performance.
With the exception of mega-event type contracts and long-term lease agreements, our services include a unique obligation of performance which corresponds to the completion of different non-distinct services within the framework of the contract and which are closely related to each other.

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 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 leases with no defined term and long-term lease agreements are recognised on a monthly basis.
- Revenue originating from contracts for mega-events is recognised on the basis of achievement of the different obligations of performance.
- Generally, these contracts include several distinct and identifiable phases: design engineering (studies, design) installation of the hospitality areas, logistics, assembly / disassembly, services during the event, allowing revenue to be recognised upon the completion of each phase. The length of the achievement of these projects may vary between two and six months according to the size of event and the scope of services provided.
- 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.

At the end of the period, there existed no significant liabilities incurred on an individual basis for the contracts performed in 2020.

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 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 two years, the number of shares was as follows:

Years	Average number of shares	Treasury shares	Weighted number of shares
2018	25,173,930	(223,917)	24,950,013
2019	29,982,787	(460,228)	29,522,559

2.5.24 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 two years, the average number of diluted shares was as follows:

Years	Weighted number of shares	Restricted stock unit plan	Number of diluted shares
2018	24,950,013	222,075	25,172,088
2019	29,522,559	330,565	29,853,124

2.5.25 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 2019:

Subsidiaries	Business	Country	Date of consolidation or deconsolidation
Caen Evenements	Venues	France	Created on 1 January 2019
GL events Live Shenzhen (ZZX)	Live	China	Fully consolidated as of 1 January 2018
Reims Expo Congrès Events	Venues	France	Created on 1 January 2019
Saint Etienne Evenements	Venues	France	Created on 1 January 2019
Modul France	Live	France	Merged into Sodem on 1 January 2019
Dogan	Live	South Africa	Fully consolidated as of 1 February 2019
Johannesburg Expo Center (JEC)	Live	South Africa	Fully consolidated as of 1 February 2019
CIEC Union	Exhibitions	China	Fully consolidated as from 1 March 2019
GL events Exhibitions China	Exhibitions	China	Created on 1 March 2019
GL events Fashion Source	Exhibitions	China	Created on 1 May 2019
Fashion Source	Exhibitions	China	Fully consolidated as from 1 May 2019
GL events Convencoes Salvador	Venues	Brazil	Created on 1 July 2019
GL events GPE	Live	France	Created on 1 September 2019
GL events Live Grand Ouest	Live	France	Created on 1 October 2019
GL events Venues Holding Espana	Venues	Spain	Created on 1 October 2019
GL Exhibitions SA	Exhibitions	France	Created on 1 November 2019
GL Exhibitions Industrie	Exhibitions	France	Created on 1 November 2019
Auvergne Evenements Spectacles	Venues	France	Merger on 31 December 2019 with Auvergne Evenements
Financière Jaulin	Live	France	Merged on 31 December 2019 with GL events Live
GL events Fuarcilik	Live	Turkey	Merger on 31 December 2019 with Serenas

Subsidiaries	Location of registration or incorporation	Company trade registration number	Controlling interest (%) 2019	2018	Ownership interest (%) 2019	2018	
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 (2)	Cournon d'Auvergne	449 077 767		100.00		59.00	FC
Bleu Royal	Paris	750 800 625	100.00	100.00	100.00	100.00	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
Caen Evenements (1)	Caen	844 876 367	100.00		100.00		FC
Chorus	Vannes	414 583 039	100.00	100.00	100.00	100.00	FC
Décorama	Ivry sur Seine	612 036 996	100.00	100.00	100.00	100.00	FC
Even Pro	MonFlanquin	489 895 375	100.00	99.50	100.00	99.50	FC
Fabric Expo	Mitry Mory	379 666 449	100.00	100.00	100.00	100.00	FC
Financière Jaulin (8)	Chilly Mazarin	414 121 731		100.00		100.00	FC
Fonction Meubles	Chilly Mazarin	378 230 676	100.00	100.00	100.00	100.00	FC
FSO	Mouans Sartoux	403 427 776	100.00	100.00	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 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	Lyon	840 400 188	100.00	100.00	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 (4)	Chassieu	380 552 976	100.00	99.50	100.00	99.50	FC
GL events GPE (1)	Lyon	853 712 651	100.00		100.00		FC
GL events Live	Brignais	378 932 354	100.00	100.00	100.00	100.00	FC
GL events Live Grand Ouest (1)	Lyon	878 975 002	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 Exhibitions Industrie (1)	Lyon	879 104 248	100.00		100.00		FC
GL Exhibitions SA (1)	Lyon	879 428 258	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 (4)	Lyon	432 723 559	86.77	83.44	86.77	83.44	FC
Lou Academy (4)	Lyon	844 349 464	86.77	83.44	86.77	83.44	FC
Lou Support - Venues (5)	Lyon	844 374 751	86.77	83.44	86.77	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 (3)	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	49.00	48.76	49.00	48.76	FC
Première Vision Digital	Lyon	828 722 629	49.00	48.76	49.00	48.76	FC
Profil	Lyon	378 869 846	100.00	100.00	100.00	100.00	FC
PV Corporate	Lyon	807 946 181	49.00	48.76	49.00	48.76	FC
Ranno Entreprise	Chilly Mazarin	391 306 065	100.00	100.00	100.00	100.00	FC
Reims Expo Congrès Events (1)	Reims	842 522 351	100.00		100.00		FC
Restaurant du Palais Brongniart	Lyon	831 478 623	49.00	49.00	49.00	49.00	EM
Saint Etienne Evenements (1)	Saint Etienne	844 935 957	66.67		66.67		FC
SCI JDL Parking	Lyon	844 514 695	82.61	82.61	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 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 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 (%) 2019	Controlling interest (%) 2018	Ownership interest (%) 2019	Ownership interest (%) 2018	
Foreign subsidiaries						
Adors	Ankara	86.36	76.00	86.36	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	Aichi	51.00	51.00	51.00	51.00	FC
Ankara Uluslararasi Kongre	Ankara	86.36	76.00	86.36	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
CIEC Union (1)	Beijing	52.02		52.02		FC
Diagonal Food	Barcelona	92.00	92.00	92.00	92.00	FC
Dogan (1)	Johannesburg	58.69		58.69		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
Fashion Source (1)	Shenzhen	56.67		56.67		FC
Fisa	Santiago de Chile	60.00	60.00	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
Frame	Ankara	86.36	76.00	86.36	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	100.00	99.50	100.00	99.50	FC
GL events Convencoes Salvador (1)	Salvador	100.00		100.00		FC
GL events Empredimentos Immobiliaro	Rio de Janeiro	100.00	100.00	100.00	100.00	FC
GL events Exhibitions China (1)	Hong Kong	95.00		95.00		FC
GL events Exhibitions Shanghai (6)	Shanghai	100.00	93.10	100.00	93.10	FC
GL events Exhibitions Fuarcilik	Ankara	100.00	99.50	100.00	99.50	FC
GL events Exponet	Sydney	100.00	50.00	100.00	50.00	FC
GL events Fashion Source (1)	Hong Kong	95.00		95.00		FC
GL events Field&Lawn	Edinburgh	82.50	82.50	82.50	82.50	FC
GL events Food Turquie	Ankara	86.36	76.00	86.36	76.00	FC
GL events Fuarcilik (9)	Ankara		76.00		76.00	FC
GL events Hong Kong	Hong Kong	100.00	85.00	100.00	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 Live Shenzen (ZZX) (1)	Shenzhen	51.00		51.00		FC
GL events Macau	Macau	100.00	99.00	100.00	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	86.36	76.00	86.36	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 Holding Espana (1)	Barcelona	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 (7)	Guangzhou	50.00	50.00	50.00	50.00	EM
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
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	Hong Kong	60.00	51.00	60.00	51.00	FC
Istanbul Fuarcilik	Istanbul	25.00	24.50	25.00	24.50	EM
Johannesburg Expo Center (JEC) (1)	Johannesburg	41.74		41.74		FC
Logistics Fair	Brussels	100.00	100.00	100.00	100.00	FC
LPR	Londrina	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	49.00	48.76	49.00	48.76	FC
Sao Paulo Expo	Sao Paulo	100.00	100.00	100.00	100.00	FC
Serenas	Ankara	86.36	76.00	86.36	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	60.00	70.00	60.00	70.00	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 2019 - (2) Auvergne Evenements Spect. was merged into Auvergne Evenements - (3) Modul was merged into Sodem - (4) 100 % of the shareholdings in GL events Exhibitions companies were contributed- (5) The shareholdings in Lou Rugby, Lou Academy, Lou Support were contributed in the amount of 86.77 % - (6) 100% of the shareholdings in GL events Exh. Shangaï were contributed - (7) GL events Yuexiu Guangzhou was accounted for under the EM compared to FC previously - (8) Financière Jaulin was merged into GL events Live - (9) GL events Fuarcilik was merged with Serenas - 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)	31/12/2019	31/12/2018	Change 2019/2018	
GL events Live	600,086	563,517	36,569	6.5 %
% of Total Revenue	*51.2 %*	*54.2 %*		
GL events Exhibitions	231,436	156,023	75,413	48.3 %
% of Total Revenue	*19.7 %*	*15.0 %*		
GL events Venues	341,353	320,948	20,405	6.4 %
% of Total Revenue	*29.1 %*	*30.8 %*		
Revenue	**1,172,875**	**1,040,488**	**132,388**	**12.7 %**

CURRENT OPERATING INCOME

(€ thousands)	31/12/2019	31/12/2018	31/12/2019 IFRS 16
GL events Live	36,675	41,258	37,447
GL events Exhibitions	46,226	17,599	46,572
GL events Venues	42,990	38,496	48,887
CURRENT OPERATING INCOME	**125,891**	**97,353**	**132,907**

EBITDA

(€ thousands)	31/12/2019	31/12/2018	31/12/2019 IFRS 16
GL events Live	71,931	76,382	89,163
GL events Exhibitions	50,216	19,172	54,996
GL events Venues	62,766	54,813	89,732
EBITDA	**184,913**	**150,368**	**233,891**

INVESTMENTS IN THE PERIOD IN PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(€ thousands)	31/12/2019	31/12/2018	31/12/2019 IFRS 16
GL events Live	37,780	50,103	37,780
GL events Exhibitions	1,274	889	1,274
GL events Venues	16,810	23,878	16,810
Net investments	**55,863**	**74,869**	**55,863**

ALLOWANCES AND REVERSALS OF AMORTISATION, DEPRECIATION AND PROVISIONS

(€ thousands)	31/12/2019	31/12/2018	31/12/2019 IFRS 16
GL events Live	(31,598)	(34,495)	(47,799)
GL events Exhibitions	(24)	(1,638)	(4,297)
GL events Venues	(19,582)	(16,886)	(41,070)
Amortisation, depreciation and provisions	**(51,204)**	**(53,018)**	**(93,166)**

For 2019, France accounted for 49 % of the Group revenue (50% in 2018), 6% in Brazil (6% in 2018) and 7 % in China (2 % in 2018)

NOTE 5
BALANCE SHEET INFORMATION

5.1 INTANGIBLE ASSETS

(€ thousands)	31/12/2017	Increase	Decrease or impairment	Translation adjustments	Changes in Group structure & reclassifica-tions	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 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**

(€ thousands)	31/12/2018	Increase	Decrease or impairment	Translation adjustments	Changes in Group structure & reclassifica-tions	31/12/2019
Goodwill - GL events Live	194,840	30	(203)	900	12,748	208,315
Goodwill - GL events Exhibitions	257,533	3,410		906	184,273	446,121
Goodwill - GL events Venues	67,269	2,133		(516)		68,886
Goodwill	**519,642**	**5,573**	**(203)**	**1,290**	**197,021**	**723,322**
Other intangible assets	88,417	7,632	(2,176)	(694)	1,006	94,185
Amortisation and impairment	(38,576)	(4,338)	2,162	186	(314)	(40,880)
Other intangible assets	**49,841**	**3,293**	**(14)**	**(508)**	**693**	**53,305**
Intangible assets	**569,483**	**8,866**	**(217)**	**782**	**197,714**	**776,627**

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 of goodwill in the period concerned mainly the acquisitions of JEC, ZZX, CIEC Union and Fashion Source.
These acquisitions represented 6 % of revenue, 19 % of operating profit and 16 % of net profit for the period.
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	31/12/2019	31/12/2018
Discount rate (WACC) – Live	8.34 %	8.02 %
Discount rate (WACC) – Exhibitions	8.32 %	8.69 %
Discount rate (WACC) – Venues	8.37 %	8.31 %

Growth assumptions	31/12/2019	31/12/2018
France	2.00 %	2.00 %
South Africa	4.00 %	4.00 %
Brazil	4.00 %	4.00 %
Chile	1.50 %	2.00 %
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 94% is used for GL events Live and 100% 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 (+0.6%) and operating data (a decline in the EBIT rate (-12.3%)) does not indicate a need to record an impairment.

The assumptions of growth adopted remain coherent with the historical data and the budget forecasts.

Our perpetuity growth rate is the same for all the Group's business units and applied solely for the terminal value.

5.2 PROPERTY, PLANT AND EQUIPMENT

(€ 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 – gross	**319,661**	**35,118**	**(71)**	**(23,363)**	**35**	**331,381**
Amortisation 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**

(€ thousands)	31/12/2018	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifications	31/12/2019
Land	6					6
Buildings	331,376	19,002	(3,106)	(2,412)	19,984	364,844
Total – gross	**331,381**	**19,002**	**(3,106)**	**(2,412)**	**19,984**	**364,849**
Amortisation and impairment	(44,352)	(12,906)	1,003	502	(30)	(55,784)
Land and buildings	**287,029**	**6,096**	**(2,103)**	**(1,911)**	**19,954**	**309,065**

Brazilian assets represented €171million at 31 December 2019 compared to €179 million one year earlier.
The increase in the line item relating to buildings are linked to the work carried out at the Matmut Stadium, Riocentro and Sao Paulo sites. Translation adjustments are mainly the result of the Brazilian real's decline in value in relation to the euro between 31 December 2018 and 31 December 2019. The change in Group structure reflects the integration of the Johannesburg exhibition centre.

(€ thousands)	31/12/2017	Increase	Decrease	Translation adjust-ments	Changes in Group structure & reclassifications	31/12/2018
Installations, machinery and equipment	40,685	3,910	(5,100)	(750)	3,444	42,189
Other tangible 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 – gross	**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 depreciation and impairment	**(274,089)**	**(37,288)**	**27,220**	**2,445**	**6,829**	**(274,883)**
Tangible assets	**144,064**	**10,117**	**(1,719)**	**(1,738)**	**247**	**150,971**

(€ thousands)	31/12/2018	Increase	Decrease	Translation adjust-ments	Changes in Group structure & reclassifications	31/12/2019
Installations, machinery and equipment	42,189	3,939	(3,997)	(27)	3,868	45,972
Other tangible fixed assets	88,782	9,151	(10,826)	(82)	1,086	88,110
Fixed assets under construction	2,193	817	0	1	(1,759)	1,252
Capitalised rental equipment	292,690	29,311	(12,396)	3,035	(1,608)	311,031
Total – gross	**425,854**	**43,217**	**(27,219)**	**2,926**	**1,587**	**446,365**
Installations, machinery and equipment	(28,456)	(4,267)	3,945	100	(979)	(29,657)
Other fixed assets	(66,014)	(7,579)	10,487	(1)	(221)	(63,329)
Capitalised rental equipment	(180,413)	(23,048)	11,784	(2,041)	382	(193,336)
Total depreciation and impairment	**(274,883)**	**(34,894)**	**26,216**	**(1,942)**	**(818)**	**(286,322)**
Tangible assets	**150,971**	**8,323**	**(1,003)**	**985**	**769**	**160,044**

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)	31/12/2018	Increase	Decrease	Translation adjust-ments	Changes in Group structure & reclassifications	31/12/2019
Available-for-sale securities	39,029	2,913	(801)	(15)	(72)	41,055
Loans and receivables	27,169	751	(1,398)	(50)	0	26,473
Impairment	(1,864)	(50)	501			(1,413)
Financial assets	**64,335**	**3,615**	**(1,698)**	**(65)**	**(72)**	**66,114**

5.4 INVESTMENTS IN ASSOCIATES

Changes in investments in associates were as follows:

(€ thousands)	31/12/2019	31/12/2018
Value of securities at opening	164	284
Change in structure	3,836	
Translation reserves	(10)	(28)
Share of income in associates	(546)	(92)
Investments in associates	**3,445**	**164**

2019 financial aggregates of equity-accounted investments:

(€ thousands)	Istanbul Fuarcilik	Restaurant du Palais Brongniart	Guangzhou
Non-current assets	1	353	20
Current assets	273	0	6,421
Total assets	**273**	**353**	**6,441**
Shareholders' equity	183	45	5,824
Liabilities	90	308	617
Total equity and liabilities	**273**	**353**	**6,441**
Revenue	**416**	**1,720**	**0**
Net income	**(127)**	**(120)**	**(913)**
Share of income from equity affiliates	(32)	(59)	(456)

INVENTORIES & WORK IN PROGRESS

Inventory and work in progress break down as follows:

(€ thousands)	31/12/2019	31/12/2018
Consumables	7,728	7,235
Work-in-progress	9,075	9,482
Trade goods inventory	33,403	31,957
Total – gross	**50,206**	**48,674**
Impairment charges	(11,662)	(9,384)
Inventories & work in progress	**38,544**	**39,290**

5.6 TRADE RECEIVABLES

Trade receivables break down as follows:

(€ thousands)	31/12/2019	31/12/2018
Trade receivables	172,501	185,294
Accrued receivables	22,349	26,019
Impairment charges	(25,628)	(20,880)
Trade receivables	**169,223**	**190,433**

The breakdown of accounts receivable ageing (net of provisions) is 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	107,775	12,591	26,508	146,874

5.7 OTHER RECEIVABLES

Other receivables break down as follows:

(€ thousands)	31/12/2019	31/12/2018
Advances and instalments	28,820	25,807
Social security receivables	4,869	4,419
Tax receivables	74,288	73,614
Other trade receivables and equivalent	25,980	21,272
Prepaid expenses	35,917	43,209
Provision for current accounts	(2,215)	(2,215)
Provision for other receivables	(565)	(535)
Other receivables	**167,094**	**165,571**

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)	31/12/2018	Changes in Group structure and fair value adjustments of financial instruments	Translation reserves	Income (expense)	31/12/2019
Deferred tax assets	23,993	1,054	190	3,652	28,888
Deferred tax liabilities	(10,853)	(1,298)	(855)	(2,203)	(15,208)
Net deferred tax assets (liabilities)	**13,140**	**(244)**	**(665)**	**1,449**	**13,680**

Deferred tax assets and liabilities by nature break down as follows:

(€ thousands)	31/12/2018	Changes in Group structure and fair value adjustments of financial instruments	Translation reserves	Income (expense)	31/12/2019
Other depreciation differences	(2,870)	1	1	378	(2,490)
Loss carryforwards	11,093	(490)	(96)	(3,516)	6,991
Provisions	(843)	(2,708)	101	635	(2,815)
Retirement severance benefits	3,664	778	(4)	(119)	4,318
IFRS 16	0	0	(5)	1,581	1,576
Organic fund and social housing tax	344	3	0	(37)	310
Employee profit sharing	978	0	0	551	1,529
Special excess depreciation	(85)	0	0	(2)	(87)
Other	860	1,840	(331)	1,978	4,347
Total	**13,140**	**(575)**	**(334)**	**1,449**	**13,680**

Loss carryforwards
In accordance with IAS 12, tax losses can be recognised as assets based on earnings expected in future periods.
Tax losses are recognised based on the business plans established company by company, notably in connection with impairment tests. A case-by-case analysis, according to local rules for allocating losses (length of the carryforward, total or partial allocation, tax rate) is performed to determine if the probable use of these tax losses is reasonable.

In the absence of an indicator about the consumption of these losses in the medium-term, these losses are not recognised. in this context, the Group loss carryforwards not activated at year-end amounted to 65,825 thousand euros representing a deferred tax of 19,445 thousand euros not recognised as tax assets.

Losses recognised as tax assets break down by region as follows:

(€ thousands)	Deferred tax receivable		Possibility of using deferred tax assets
	31/12/2019	31/12/2018	
Brazil	2,249	3,493	Carried forward indefinitely
France	5,143	5,730	Carried forward indefinitely
Hungary	130	303	Carried forward indefinitely
Italy	98	1,191	Carried forward indefinitely
Turkey	298	525	Carried forward for 5 years
United Kingdom	950	904	Carried forward indefinitely

5.9 CASH EQUIVALENTS

(€ thousands)	31/12/2019	31/12/2018
Marketable securities	73,667	28,002
Bank and cash	337,890	244,141
Cash and cash equivalents	**411,557**	**272,144**
Current bank facilities and overdrafts	(12,523)	(11,180)
Net cash	**399,034**	**260,963**

The fair value of marketable securities at 31 December 2019 was €73.7 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). At 31 December 2019, the share capital amounted to € 119,931,148 divided into 29,982,787 shares of € 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 authorisation was given for 26 months and expires on 25 July 2020.

Analysis of capital and voting rights

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

	Number of shares	Percentage of capital	Percentage of voting rights	Number of voting rights
Olivier Ginon*	4,500	0.02 %	0.02 %	9,000
Le Grand Rey*	97,613	0.33 %	0.35 %	151,003
La Ferme d'Anna *	60,394	0.20 %	0.14 %	60,394
Olivier Roux*	4,200	0.01 %	0.02 %	8,400
Polygone SA *	16,361,358	54.57 %	64.04 %	27,998,127
Sofina *	4,768,057	15.90 %	15.60 %	6,819,751
Concert parties subtotal	**21,296,122**	**71.03 %**	**80.16 %**	**35,046,675**
Treasury shares	460,228	1.53 %	0.00 %	
Free float	8,226,437	27.44 %	19.84 %	8,672,643
Total share capital	**29,982,787**	**100.00 %**	**100.00 %**	**43,719,318**

**Shareholders agreement / Action in concert of Olivier Ginon, Olivier Roux, Le Grand Rey, Sofina, Polygone, La Ferme d'Anna*

Pursuant to the disposal on 24 February 2020 of the Polygone SA shares held by companies controlled by Mr. Olivier Roux to family holding companies controlled by Olivier Ginon, the shareholders agreement / action in concert has been formed since this date by Olivier Ginon, Le Grand Rey, Sofina, Polygone, La Ferme d'Anna.

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 2019, changes in "Reserves and additional paid in capital" broke down as follows:

(€ thousands)	31/12/2019	31/12/2018
Opening reserves and additional paid in capital	432,687	328,384
Capital increase		92,588
Net income appropriation	42,237	35,097
Dividends	(19,517)	(15,151)
Impact of fair value measurement of financial instruments	133	245
Portion of assets contributed by non-controlling interests	(14,131)	(2,704)
IAS 19 amendment	(1,364)	22
Cancellation of treasury shares	(6,179)	1,277
Stock option expenses	2,204	(1,192)
Other changes	619	(5,878)
Closing reserves and additional paid in capital	**436,690**	**432,687**

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 121,597 thousand euros.

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	GBP	TRY	HUF	HKD	CNY
Balance sheet						
Assets in foreign currency	27,501	74,294	25,251	67,397	8,301	258,281
Liabilities in foreign currency	(11,452)	(17,988)	(18,145)	(22,369)	(17,004)	(245,694)
Net position before hedging	16,048	56,306	7,105	45,028	(8,703)	12,587
Off-balance sheet						
Net position after hedging	**16,048**	**56,306**	**7,105**	**45,028**	**(8,703)**	**12,587**

(Currencies expressed in € thousands)	ZAR	INR	BRL	AED	Other currencies
Balance sheet					
Assets in foreign currency	35,964	12,849	498,884	40,836	65,928
Liabilities in foreign currency	(28,578)	(13,307)	(271,539)	(24,627)	(61,168)
Net position before hedging	7,387	(458)	227,345	16,209	4,760
Off-balance sheet					
Net position after hedging	**7,387**	**(458)**	**227,345**	**16,209**	**4,760**

5.10.4 Treasury shares

Within the framework of the share repurchase programme renewed by the General Meeting of 26 April 2019, the following transactions were undertaken during the course of 2019:

(number of shares)	31/12/2018	Acquisitions	Disposals	31/12/2019
- Treasury shares	211,188	290,704	(54,100)	447,792
- Liquidity agreement	12,729	283,417	(283,710)	12,436

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 2019. At year-end there were 460,228 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 2019	Awards to be exercised
Plan No. 15 of 03/03/2016	10,000	01/03/2019	-	10,000	-
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	5,820	-	58,955
Plan No. 21 of 05/07/2017	5,000	04/07/2019	-	5,000	-
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
Plan No. 25 of 12/03/2019	118,500	11/03/2022	-	-	118,500
Plan No. 26 of 12/03/2019	21,240	11/03/2021	-	-	21,240
Plan No. 27 of 06/12/2019	5,000	07/12/2022	-	-	5,000

Plan No. 20 was granted on 15 January 2020 pursuant to the publication of the Group's consolidated revenue, whereby the level of the latter constitutes one of the plan vesting conditions.

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 0.57% 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)	31/12/2019	31/12/2018	Relevant heading
Opening balance	**11,521**	**12,179**	
Service costs – benefit payments	534	(669)	Operating profit
Expense recognised under income	**534**	**(669)**	
Actuarial gains or losses of the period from changes in assumptions	1,954	(46)	
Changes in Group structure and reclassifications	410	58	
Provisions for retirement severance benefits	**14,419**	**11,521**	

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 1,309 thousand euros at 31 December 2019 and 1,346 thousand euros at 31 December 2018.

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)	31/12/2018	Increase	Decrease		Translation adjustments	Changes in Group structure & reclassifica-tions	31/12/2019
			Provisions used in the period	Reversal of unused provisions			
Provisions for employee-related contingencies	1,392	391	(487)		(7)		1,289
Other provisions [1]	17,898	1,573	(3,056)		18	182	16,615
Current provisions	**19,289**	**1,964**	**(3,543)**	**0**	**11**	**182**	**17,904**

(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 2019. At 31 December 2019, this provision amounted to €11.3 million.

5.13 FINANCIAL LIABILITIES

5.13.1 Breakdown between current and non-current financial liabilities

(€ thousands)	31/12/2018	Increase	Decrease	Translation adjustments	Changes in Group structure & reclassifica-tions	31/12/2019
Non-current borrowings	559,967	448,232	(212,063)	(208)	(3,470)	792,458
Financial instruments	3,662		(317)			3,345
Other financial liabilities	4,486	6,713	(40)	510	389	12,057
Long-term financial debt[1]	**568,114**	**454,945**	**(212,419)**	**302**	**(3,082)**	**807,859**
Other short-term borrowings	62,000	9,000				71,000
Cash liabilities	11,180	1,472		(129)	0	12,523
Total financial liabilities	**641,294**	**465,417**	**(212,419)**	**172**	**(3,082)**	**891,382**
Marketable securities	(28,002)	(46,164)		504	(4)	(73,667)
Bank and cash	(244,141)	(74,661)		(244)	(18,844)	(337,890)
Cash and cash equivalents	**(272,144)**	**(120,825)**	**0**	**260**	**(18,848)**	**(411,557)**
Change in net debt excl. IFRS 16	**369,150**	**344,592**	**(212,419)**	**432**	**(21,930)**	**479,826**

(1) Of which at 31 December 2019	*Non-current portion of medium and long-term debt*	*690,589*
	Current portion of long and medium term debt	*117,270*

Net cash represents the difference between cash investments and liquid assets and the short-term financial liabilities. At 31 December 2019, net cash amounted to 399,034 thousand euros compared to 260,963 thousand euros at 31 December 2018.

In accordance with the amendment to IAS 7,changes in financial liabilities break down as follows:

(€ thousands)	31/12/2018	Cash flow highlights	Change in non-cash items					31/12/2019
			Change in scope	Currency effect	Changes in fair value	Other changes	Total "non-cash" items	
Non-current borrowings	559,967	236,735	(3,470)	(208)		(566)	(4,244)	792,458
Financial instruments	3,662				(317)		(317)	3,345
Other financial liabilities	4,486	6,673	389	510			898	12,057
Long-term financial debt	**568,114**	**243,408**	**(3,082)**	**302**	**(317)**	**(566)**	**(3,663)**	**807,859**
Other short-term borrowings	62,000	9,000					0	71,000
Cash liabilities	11,180	1,472		(129)			(129)	12,523
Total financial liabilities	**641,294**	**253,880**	**(3,082)**	**172**	**(317)**	**(566)**	**(3,792)**	**891,382**
Marketable securities	(28,002)	(46,164)	(4)	504			500	(73,667)
Bank and cash	(244,141)	(74,661)	(18,839)	(244)		(5)	(19,088)	(337,890)
Cash and cash equivalents	**(272,144)**	**(120,825)**	**(18,843)**	**260**	**0**	**(5)**	**(18,588)**	**(411,557)**
Change in net debt excl. IFRS 16	**369,150**	**133,056**	**(21,925)**	**432**	**(317)**	**(571)**	**(22,380)**	**479,826**

The breakdown of financial liabilities by maturity is as follows:

(€ thousands)	31/12/2019	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	792,458	103,828	494,738	193,892
Derivative financial instruments	3,345	1,386	1,959	
Other financial liabilities	12,057	12,057		
Other short-term borrowings	71,000	71,000		
Current bank facilities and overdrafts	12,523	12,523		
Financial debt	**891,382**	**200,793**	**496,697**	**193,892**

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	**690,589**	**189,897**	**(287,090)**	**593,396**
USD			(2,448)	(2,448)
AUD			(1,051)	(1,051)
AED		54	(5,331)	(5,277)
GBP		21	(6,150)	(6,129)
HUF			(17,504)	(17,504)
HKD			(4,214)	(4,214)
CNY			(44,611)	(44,611)
DZD			(254)	(254)
TRY		1,646	(2,610)	(965)
ZAR		427	(1,517)	(1,091)
INR		240	(36)	203
RUB			(5,045)	(5,045)
CLP		3,462	(7,395)	(3,933)
MUR		0	(270)	(270)
JPY		4,772	(5,053)	(281)
BRL		277	(20,976)	(20,699)
Total non-euro zone		**10,897**	**(124,466)**	**(113,570)**
Net debt	**690,589**	**200,794**	**(411,557)**	**479,826**

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 68% 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 2019 and amounts already hedged, the residual risk is considered low.

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

Information on loans at 31/12/19 (€ thousands)	Fixed/floating rate	Average gross debt 31/12/19-31/12/20	Term	Hedging
Medium-term debt indexed on 3 month Euribor	Floating rate	417,515	2020 to 2033	Partial
Other medium-term borrowings	Fixed rate	322,836	2020 to 2028	No
Other finance lease borrowings	Fixed rate	138	2020 to 2021	No
Other financial liabilities	Floating rate	12,056	2020	No
Other short-term financial liabilities	Fixed rate	71,000	2020	No
Current bank facilities and overdrafts	Floating rate	12,523	2020	Yes
Total average gross debt outstandings over the next 12 months		**836,068**		

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 partially 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 2019 of €51 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 2019, 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 €1.7 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

5.14 OTHER LIABILITIES

Other liabilities break down as follows:

(€ thousands)	31/12/2019	31/12/2018
Other payables	60,331	33,816
Prepaid income	160,755	156,071
Other liabilities	**221,087**	**189,888**

Other liabilities have maturities of less than one year.

Prepaid income, mainly recognised by the Exhibitions division, corresponds to amounts invoiced for events expected to be held in 2020.
In accordance with IFRS 15, the breakdown by division of prepaid income is provided below:

(€ thousands)	31/12/2019
GL events Live	32,028
GL events Exhibitions	91,459
GL events Venues	37,269
Prepaid income	**160,755**

5.15 CHANGES IN WORKING CAPITAL REQUIREMENTS

(€ thousands)	31/12/2019	31/12/2018
Change in inventories	(25,179)	(3,869)
Change in receivables (trade & others)	4,453	3,886
Change in trade payables	12,614	(13,431)
Other changes	26,795	(12,524)
Change in working capital requirements	**18,684**	**(25,938)**

5.16 BRIDGE TABLE BALANCE SHEET / CASH FLOW STATEMENT

(€ thousands)	31/12/2019	31/12/2018
Balance sheet - Opening working capital	143,134	139,399
Balance sheet - Closing working capital	245,937	143,134
Change in working capital / balance sheet	**102,803**	**3,735**
Translation reserves	(6,242)	(1,413)
Change in investment-related liabilities	(28,674)	(17,734)
IFRS 9 provision	0	(6,163)
Other	(49,203)	(4,363)
Change in working capital requirements	**18,684**	**(25,938)**

“Other” corresponds mainly two cash flows originating from companies consolidated in the period (-€37.4 million)

(€ thousands)	31/12/2019	31/12/2018
Allowance – Cash flow statement	(51,204)	(53,018)
Impact of net change in assets	(5,155)	(2,845)
Other provisions	(2,663)	2,849
Operating allowances and reversals	**(59,022)**	**(53,015)**

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)	2019	2018	2019 IFRS 16
Purchases consumed	(77,559)	(55,615)	(77,559)
Subcontracting and external personnel	(299,311)	(307,109)	(299,311)
Equipment and property rentals	(100,977)	(92,203)	(51,999)
Travel and entertainment expenses	(54,921)	(46,659)	(54,921)
Other purchases and external expenses	(151,186)	(120,679)	(151,186)
Purchases and other external charges	**(683,954)**	**(622,265)**	**(634,976)**

6.2 ALLOWANCES FOR DEPRECIATION AND RESERVES

Allowances for depreciation and reserves break down as follows:

(€ thousands)	2019	2018	2019 IFRS 16
Allowances for fixed assets	(29,091)	(29,252)	(71,053)
Allowances for capitalised rental equipment	(23,048)	(22,211)	(23,048)
Allowances and reversals for contingencies and expenses	(229)	1,293	(229)
Allowances and reversals for other current assets	(6,655)	(2,845)	(6,655)
Allowances for depreciation and amortisation, provisions	**(59,022)**	**(53,015)**	**(100,984)**

6.3 OTHER CURRENT OPERATING INCOME AND EXPENSES

Other current operating income and expenses break down as follows:

(€ thousands)	2019	2018
Operating grants	2,939	2,653
Other income and expenses	(1,528)	(2,767)
Other current operating income and expenses	**1,411**	**(114)**

6.4 OTHER OPERATING INCOME AND EXPENSES

Other operating income and expenses include mainly expenses linked to the acquisition and integration of companies acquired and costs linked to internal restructuring measures.

6.5 STAFF COSTS

Staff costs break down as follows:

(€ thousands)	2019	2018
IFRS 2 share-based payment expenses	(2,204)	(1,828)
Wages, profit sharing and social charges	(284,223)	(248,961)
Staff costs	**(286,427)**	**(250,790)**

6.6 NET FINANCIAL INCOME (EXPENSE)

Net financial income (expense) breaks down as follows:

(€ thousands)	2019	2018	2019 IFRS 16
Net income from the sale of marketable securities	2,329	769	2,329
Interest expense	(16,399)	(16,309)	(28,752)
Net interest expense	**(14,070)**	**(15,540)**	**(26,423)**
Other investment income	129	1,711	129
Currency gains and losses	2,626	(15)	2,626
Provision on financial assets	450	97	450
Other financial income and expenses	**3,204**	**1,792**	**3,204**
Net financial income (expense)	**(10,866)**	**(13,748)**	**(23,219)**

6.7 INCOME TAX EXPENSE

The change in tax expenses breaks down as follows:

(€ thousands)	2019	2018	2019 IFRS 16
Current tax	(33,411)	(14,371)	(33,411)
Deferred taxes	(133)	(7,427)	1,449
Corporate income tax	**(33,544)**	**(21,797)**	**(31,962)**

The tax calculation is as follows:

(€ thousands)	2019	2018	2019 IFRS 16
Profit before tax	109,897	74,450	104,560
Tax rate in France excluding the 3.3 % social contribution	31.00 %	33.33 %	31.00 %
Theoretical tax	**(34,068)**	**(24,814)**	**(32,414)**
Effect of permanent differences	357	6,803	284
Differences in tax rates	4,431	2,524	4,431
3.30 % social contribution	(311)	(480)	(311)
Losses not recognised as tax assets/use of tax losses from prior periods not recognised as tax assets	(3,952)	(5,830)	(3,952)
Corporate income tax	**(33,544)**	**(21,797)**	**(31,962)**

NOTE 7
WORKFORCE

The Group's workforce at 31 December breaks down as follows:

By division	31/12/2019	31/12/2018
Corporate	245	242
GL events Live	3,449	2,853
GL events Exhibitions	597	407
GL events Venues	1,155	1004
Total	**5,446**	**4,506**

By category	31/12/2019	31/12/2018
Senior executives	119	101
Management employees	1,605	1,255
Supervisors	1,047	1,249
Employees	1,767	1,148
Workers	908	753
Total	**5,446**	**4,506**

At 31 December 2019, the Group had 4,635 permanent employees and 811 employees with temporary contracts.
In France, the Group's workforce consisted in approximately 2,900 employees

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	110,286
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

Firm commitments for concessions and property rental payments are henceforth included in the balance sheet in line with application of IFRS 16. However, the variable portion of fees and lease payments as well as options for renewal are not included in the IFRS 16 restatement.
The reconciliation with commitments for 2018 breaks down as follows:

(€ thousands)	31/12/2019
2018 commitments linked to the exhibition centre and convention centre	483,699
2018 commitments linked to property leases	90,677
2018 commitments linked to concessions and rent	**574,376**
interest expense	(148,810)
revision of the minimum length of property leases & translation difference (*)	42,397
Gross right-of-use assets like-for-like	**467,963**
Right-of-use assets like-for-like	3,104
Amortisation for the period	(41,962)
Net right-of-use assets	**429,105**

(*) excluding tenancies at will, all leases are subject to a minimum lease period of five years

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	19,697	34,329	52,457

Commitments at 31 December 2019 concerned primarily:
- **Eurexpo:** : extensions and buildings (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 2019, the residual balance of commitments amounted to €40.7 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 2019, the residual balance of commitments amounted to €17.6 million.

8.5 PUT OPTIONS WRITTEN ON NON-CONTROLLING INTERESTS

At 31 December 2019,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 Chair, 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 2019:

Description	Income (expenses)
General Management services[1]	(3,753)
Allowances and expenditures for missions, travel expenses and insurance	(158)
Purchase of development rights & other related expenses	(3,748)
Property lease payments and land taxes[2]	(15,621)

	Balance at 31/12/2019
Rent deposit guarantees[3]	16,787
Trade receivables	15
Suppliers	(1,977)
Current account	(23,385)

(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. This agreement is renewed year by tacit renewal and approved by the General Meeting under regulated agreements.

(2) Rental payments concern 12 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 2019 to directors and officers breaks down as follows:

(€ thousands)	Olivier Ginon [1]	Olivier Roux [1]	Olivier Ferraton [2]	Erick Rostagnat [3]
Fixed	332	302	351	48
Variable			150	100
Benefits in kind	7	9	33	
Total compensation	**339**	**311**	**534**	**148**
Measurement of performance shares granted in the period			190	
Measurement of stock options granted in the period				
Total options and performance shares	**0**	**0**	**190**	**0**
Total	**339**	**311**	**724**	**148**

(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 163page 201.

(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, € 104,000 for services rendered in fiscal 2019.

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 paragraph "III - Risk Management and Internal Control" of the management report page 111.

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, and 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 2019 concerning proceedings against its former employees. Hearings initially planned for early 2020 have been delayed as a result of the Covid-19 health crisis.

Brazil receivables
Receivables old in connection with the 2016 Rio Olympic Games were paid in the amount net of provisions by the organising committee in April 2020.

NOTE 12
FEES PAID BY THE GROUP TO THE AUDITORS AND MEMBERS OF THEIR NETWORK

(in euros)	Mazars				Maza-Simoëns			
	Amount		(%)		Amount		(%)	
	2019	2018	2019	2018	2019	2018	2019	2018
Auditing								
— Auditing, certification, examination of the individual and consolidated accounts								
· Issuer	119,035	122,550	13 %	14 %	91,200	88,635	23 %	24 %
· Fully consolidated subsidiaries (of which the network)	762,330	699,270	84 %	82 %	287,565	256,785	72 %	68 %
— Services other than those relating to the certification of accounts required by statute[1]								
· Issuer	6,265	16,450	1 %	2 %	4,800	14,665	1 %	4 %
· Fully consolidated subsidiaries (of which the network)	16,930	18,330	2 %	2 %	15,135	17,015	4 %	5 %
— Other non-auditing services								
· Issuer								
· Fully consolidated subsidiaries (of which the network)					2,000		0 %	
TOTAL	**904,560**	**856,600**	**100 %**	**100 %**	**400,700**	**377,100**	**100 %**	**100 %**

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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 consolidated financial statements of GL events for the year ended 31 December 2019. These financial statements were adopted by the Board of Directors on 4 March 2020 based on information available on that date within the evolving context of the health crisis linked to Covid-19.
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, 2019 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, 2019 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 from the first-time application of IFRS 16 "Leases" on 1 January 2019.

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.

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 2019, the net value of goodwill amounted to €723 million and represented 28 % 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;
— Assessed 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.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, adopted under the conditions previously described, 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.

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 adopted on 4 March 2020. With respect to events and information known after the closing date of the financial statements relating to the crisis linked to Covid-19, management indicated that the information on this subject will be provided to the general meeting called to approve the financial statements.
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 2019, Mazars were in its 15^{th} period and Maza-Simoëns its 12^{th} 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, 29 April 2020

The Statutory Auditors

French original signed by:

Maza Simoens	**Mazars**	
Sébastien Belmont	**Paul-Armel Junne**	**Thierry Colin**
Partner	Partner	Partner

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.

PARENT COMPANY FINANCIAL STATEMENTS

BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/2019 Gross	31/12/2019 Depr., amort. & prov.	31/12/2019 Net	31/12/2018 Net
Intangible assets	2.2 & 3.1	17,088	1,634	15,454	15,620
Property, plant and equipment	2.3 & 3.1	7,379	4,773	2,606	3,046
Participating interests	2.4 & 3.2	867,631	82,610	785,021	740,490
Investment-related receivables	2.6 & 3.2	416,914	4,348	412,566	287,181
Other financial assets	3.2	18,614	200	18,414	11,449
Non-current assets		**1,327,626**	**93,565**	**1,234,061**	**1,057,787**
Trade receivables and related accounts	2.5 & 3.3	23,090		23,090	23,436
Other receivables	2.5 & 3.4	24,524	426	24,098	20,166
Current assets		**47,614**	**426**	**47,188**	**43,602**
Marketable securities	3.5	48,016	51	47,965	8,039
Bank and cash	3.5	175,421		175,421	83,098
Cash & cash equivalents		**223,437**	**51**	**223,386**	**91,137**
Accruals	3.6	2,825		2,825	1,946
Total assets		**1,601,502**	**94,042**	**1,507,460**	**1,194,471**

BALANCE SHEET – EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/2019	31/12/2018
Share capital	3.7	119,931	119,931
Additional paid-in capital	3.7	273,373	273,440
Legal reserve	3.7	11,993	9,361
Other reserves	3.7	33,128	33,767
Net income for the period		**18,009**	**21,241**
Special excess depreciation	3.7	990	990
Shareholders' equity		**457,424**	**458,730**
Provisions for contingencies and expenses	**2.7 & 3.8**	**3,868**	**2,321**
Financial debt	3.9	1,022,346	714,130
Trade payables and equivalent	2.5 & 3.10	18,258	14,065
Tax and employee-related liabilities	2.5 & 3.10	3,426	2,435
Other liabilities	2.5 & 3.10	1,741	2,695
Current liabilities		**1,045,771**	**733,325**
Accruals		397	95
Total equity and liabilities		**1,507,460**	**1,194,471**

INCOME STATEMENT

(€ thousands)	Notes	31/12/2019	31/12/2018
Revenue	2.9	35,309	32,187
Other revenue from ordinary activities		44	
Reversals of provisions, expense reclassifications		6	44
Operating income	**4.1**	**35,359**	**32,231**
External charges		(32,699)	(26,760)
Taxes and similar payments		(285)	(346)
Staff costs	5	(6,306)	(6,930)
Allowances for depreciation and amortisation, provisions		(1,286)	(1,432)
Other expenses		(295)	(257)
Operating expenses		**(40,871)**	**(35,725)**
Operating profit / (loss)		**(5,512)**	**(3,494)**
Financial income		43,857	43,495
Financial expenses		(26,209)	(23,402)
Net financial income (expense)	**4.2**	**17,648**	**20,093**
Current income before taxes		**12,136**	**16,599**
Exceptional income		1,733	3,690
Exceptional expenses		(2,126)	(6,433)
Net exceptional items	**2.10 & 4.3**	**(393)**	**(2,743)**
Income tax	2.13 & 4.4	6,266	7,385
Net income		**18,009**	**21,241**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS OF GL EVENTS AT 31 DECEMBER 2019

ACCOUNTING POLICIES AND METHODS

BALANCE SHEET INFORMATION

INCOME STATEMENT INFORMATION

OTHER INFORMATION

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS AS AT 31 DECEMBER 2019 OF GL EVENTS

NOTE 1 SIGNIFICANT EVENTS OF THE FINANCIAL YEAR

GL events subscribed to three increases in capital in the following companies:
— GL Exhibitions in the amount of €50 million, increasing its shareholding marginally to 99.85 %,
— GL events Yuexiu Guangzhou Developpement in the amount of €3 million, with its shareholding remaining stable at 50 %,
— Aichi International Convention & Exhibition Center Co Ltd in the amount of €0.2 million, with a stable shareholding of 51 %.

Impairment charges for equity interests were recorded in the amount of €8 million.

In February 2019, GL events carried out a new €130 million bond issue comprised of two tranches of 7 and 8 years respectively. The bond issue of July 2012 in the amount of €50 million was reimbursed in full in the period.

NOTE 2 ACCOUNTING POLICIES

2.1 GENERAL ACCOUNTING PRINCIPLES

The parent company financial statements have been prepared with the objective of providing a true and fair view in accordance with the general principles of fair presentation, conservatism, 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 10 December 2018, 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 periods
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

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 188).

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. These fees breakdown between the provision of services and trademark royalties.

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
Adecor
Brelet
Brelet Centre Europe
Chorus
Décorama
Fabric Expo
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
Live! by GL events
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)	31/12/2018	Increase	Decrease	Other changes	31/12/2019
Software	299				299
Goodwill	16,789				16,789
Depreciation	(1,468)	(166)			(1,634)
Net intangible fixed assets	**15,620**	**(166)**	**-**	**-**	**15,454**
Property, plant, equipment	7,245	134			7,379
Accumulated depreciation	(4,199)	(574)			(4,773)
Fixed assets under construction	-				-
Net tangible fixed assets	**3,046**	**(440)**	**-**	**-**	**2,606**

3.2 FINANCIAL ASSETS

(€ thousands)	31/12/2018	Increase	Decrease	Other changes	31/12/2019
Participating interests	811,345	53,188	(328)		864,205
Provisions for impairment of investments	(75,032)	(8,079)	501		(82,610)
Other fixed investment securities	4,177		(751)		3,426
Net fixed securities	**740,490**	**45,109**	**(578)**	**-**	**785,021**
Investment-related receivables	291,529	125,385			416,914
Impairment of receivables	(4,348)				(4,348)
Net receivables	**287,181**	**125,385**	**-**	**-**	**412,566**
Loans	4,959	5,069	(392)		9,636
Other securities	6,074	2,273			8,347
Deposits and guarantees	616	15			631
Provisions for other financial assets	(200)				(200)
Other financial assets	**11,449**	**7,357**	**(392)**	**-**	**18,414**
Net financial assets	**1,039,120**	**177,851**	**(970)**	**-**	**1,216,001**

A detailed presentation of participating interests and receivables from interest is presented under subsidiaries and associates innote 10 (page 189).

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 €11 million and those of more than one year to €12 million.

3.4 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)	31/12/2019	31/12/2018
Marketable securities	48,016	9,081
Provision for impairment	(51)	(1,042)
Net value of marketable securities	**47,965**	**8,039**
Bank and cash	175,421	83,098
Net total	**223,386**	**91,137**

3.6 ACCRUALS – ASSETS

(€ thousands)	31/12/2019	31/12/2018
Prepaid expenses	781	469
Bond issuance costs to be amortised over several periods	2,027	1,461
Translation reserves	17	16
Accruals	**2,825**	**1,946**

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 31/12/2018	**29,983**	**119,931**	**273,440**	**9,361**	**33,767**	**21,241**	**990**	**458,730**
2018 net income appropriation				2,632	18,609	(21,241)		**-**
Distribution of dividends					(19,248)			**(19,248)**
2019 net profit						**18,009**		**18,009**
Capital increase			(67)					**(67)**
Special excess depreciation								**-**
Equity at 31/12/2019	**29,983**	**119,931**	**273,373**	**11,993**	**33,128**	**18,009**	**990**	**457,424**

To the best of the company's knowledge, GL events' share capital and voting rights break down as follows:

(number of shares)	29/02/2020	
Polygone S.A.	16,391,358	54.67 %
Sofina	4,768,057	15.90 %
Free float	8,823,372	29.43 %
Total share capital	**29,982,787**	**100 %**

The share capital at 31 December 2019 was €119,931,148, divided by 29,982,787 shares at €4 per share.

3.8 PROVISIONS FOR CONTINGENCIES AND EXPENSES

(€ thousands)	31/12/2018	Increase	Decrease		Other changes	31/12/2019
			Provisions used in the period	Reversal of unused provisions		
Provision for currency losses	16	17	(16)			17
Provision for impairment of bonus shares	2,305	2,155	(609)			3,851
Other provisions	-					-
Total	**2,321**	**2,172**	**(625)**	**-**	**-**	**3,868**

3.9 NET BORROWINGS

(€ thousands)	31/12/2018	Increase	Decrease	31/12/2019
Non-current borrowings	517,502	424,871	(211,040)	731,333
Current bank facilities	130	340		470
Accrued interest	3,129	2,652		5,781
Total bank borrowings	**520,761**	**427,863**	**(211,040)**	**737,584**
Payables to interests	131,369	82,393		213,762
Other miscellaneous borrowings	62,000	9,000		71,000
Total miscellaneous loans and borrowings	**193,369**	**91,393**	**-**	**284,762**
Total borrowings	**714,130**	**519,256**	**(211,040)**	**1,022,346**
Group loans	(4,959)	(5,069)	392	(9,636)
Investment-related receivables	(287,181)	(125,385)		(412,566)
Marketable securities and cash at bank & in hand	(91,137)	(132,249)		(223,386)
Net borrowings	**330,853**	**256,553**	**(210,648)**	**376,758**

3.10 MATURITY OF LOANS AND FINANCIAL LIABILITIES

(€ thousands)	31/12/2019	Less than 1 year	1 -5 years	More than 5 years
Non-current borrowings	737,114	151,389	425,392	160,333
Other bank borrowings	470	470		
Current account loans from subsidiaries and associates	213,762	213,762		
Other miscellaneous borrowings	71,000	71,000		
Total borrowings	**1,022,346**	**436,621**	**425,392**	**160,333**
Trade payables and equivalent	18,258	18,258		
Tax and employee-related liabilities	3,426	3,426		
Other liabilities	1,741	1,741		
Total other liabilities	**23,425**	**23,425**		
Total	**1,045,771**	**460,046**	**425,392**	**160,333**

3.11 ACCRUED EXPENSES AND INCOME

(€ thousands)	31/12/2019	31/12/2018
Accrued expenses		
Financial debt	5,781	3,129
Unbilled payables	8,615	6,106
Tax and employee-related liabilities	1162	246
Other payables, credit notes payable		
Total	**15,558**	**9,481**
Accrued income		
Unbilled receivables	7,194	5,902
Credit notes receivable	4	63
Other accrued financial income		
Total	**7,198**	**5,965**

NOTE 4
INCOME STATEMENT INFORMATION

4.1 OPERATING INCOME

GL events' primary source of revenue is fees invoiced to companies in which it exercises controls for services rendered.

4.2 NET FINANCIAL INCOME (EXPENSE)

(€ thousands)	2019	2018
Dividends received	28,194	33,573
Interest income	9,075	6,963
Other financial income	1,857	86
Net proceeds from the disposal of fixed assets:	1,160	139
Loan interest income	21	7
Reserves written back to income	2,118	2,727
Interest rate hedges, currency gains	1,432	
Total financial income	**43,857**	**43,495**
Interest expense	(13,851)	(11,424)
Interest on interest rate hedges	(1,369)	(1,346)
Currency losses	(77)	(37)
Miscellaneous expenses	(660)	(551)
Allowances for impairment	(10,252)	(10,044)
Total financial expenses	**(26,209)**	**(23,402)**
Net financial income (expense)	**17,648**	**20,093**

Allowances for provisions for impairment concerned mainly the Group's Italian equity interests.

4.3 NET EXCEPTIONAL ITEMS

(€ thousands)	2019	2018
Income from non-capital transactions	12	125
Proceeds from the disposal of intangible, tangible and financial assets	746	25
Reversal of provisions		
Expense reclassifications	879	3,540
Other exceptional income	96	
Total exceptional income	**1,733**	**3,690**
Carrying value of intangible, tangible and financial assets sold	(1,080)	(25)
Exceptional expenses on management operations	(1)	(16)
Allowances for contingencies and expenses		
Other exceptional expenses	(1,045)	(6,392)
Total exceptional expenses	**(2,126)**	**(6,433)**
Net exceptional items	**(393)**	**(2,743)**

Net exceptional items included notably a capital loss from the disposal of equity interests.

4.4 INCOME TAXES AND DEFERRED TAXES

(€ thousands)	2019	2018
Tax expense/ (income) from the French tax group	6,174	7,585
Income tax	92	(200)
Recognised income tax	**6,266**	**7,385**

Current income includes dividends of €28 million subject to a 99 % tax exemption.

NOTE 5
AVERAGE HEADCOUNT

	2019	2018
Management employees	8	8

NOTE 6
OFF-BALANCE SHEET COMMITMENTS

Commitments given (€ thousands)	
Guarantees	
Short-term guarantee	--
Medium-term guarantee	42,736
Joint security, miscellaneous guarantees	43,506
Collateral	**2,220**
Retirement severance payments	**148**

Commitments received (€ thousands)	
Joint security, miscellaneous guarantees	--
Opening of undrawn credit lines	110,286

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 2019, there existed a contingent liability in the amount of €8.2 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 29 February 2020, it was 54.67 %-owned by Polygone S.A., itself 56.68 %-owned by Le Grand Rey.

NOTE 8
CHANGES IN FUTURE TAX LIABILITIES

None.

NOTE 9
TRANSACTIONS WITH RELATED PARTIES

(€ thousands)	**Balance at 31/12/2019**
Participating interests	863,161
Trade receivables	15,618
Trade payables	(7,644)
Loans and other financial assets	13,009
Other receivables and payables	(70)
Net current account assets	414,561
Current account liabilities	(213,328)
	Income (expenses)
Dividends received	28,194
Other financial income - current account and loan interest	9,811
Financial expenses - losses from equity interests	(424)
Other financial expenses - current account interest	(358)

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	216,542	222,328	100	276,787	276,787	697			
GL events Live	70,372	151,593	100	198,514	197,014	49,720		144,087	9,102
GL events Exhibitions	57,624	83,438	100	175,343	175,343	181,973	19,764	101,385	10,920
GL events Italia	119	17,207	100	71,927	16,927	11,174	244	8,726	
GL events Venues	63,636	66,326	100	63,636	63,636	34,576		9,706	6,878
GL events Sports	30,772	44,189	89	42,044	39,244		10,047		
Padova Fiere	2,000	(3,285)	100	23,035	35	3,738		525	
Profil	8	745	100	1,679	1,679	1,217		9,847	450
GL events China	1,425	57	97	1,114	1,114			3,032	
Polygone Vert	381	(647)	100	608	608	600			
Aichi International Convention & Exhibition Center	410	(1,015)	51	211	211	5,085		4,640	
GL events Suisse	83		85	61	61	408			
GL events Greece	60		100	60	-	365			
SECEC Valenciennes Métropole	50	(8)	100	50	50		50	1,636	
GL events Support	10	(414)	100	10	10	7,859		12,034	
GL events SI	10	620	100	10	10	10,133		11,568	
GL events Accounting	10	118	100	10	10			2,934	
GL events Exhibitions holding	3		100	3	3				
Total				**855,102**	**772,742**	**307,545**	**30,105**		**27,350**
2) Associates (10% to 50 %-owned)									
Strasbourg Evènements	1,460	9,569	46	4,172	4,172			18,072	843
GL events Yuexiu Guangzhou Developpement	7,672	5,824	50	3,887	3,887				
Perpignan St. Esteve	1,400	(856)	15	205	5			7,481	
Idées en tête	1	95	47	71	-			1,774	
SAS Blagnac Rugby	445	251	15	56	56	43		559	
Total	**10,978**	**14,883**		**8,391**	**8,120**	**43**	**-**		**843**
3) Other participating interests (-10%)				**7,635**	**7,457**	**152**	**-**		
Total				**871,128**	**788,319**	**307,740**	**30,105**		**28,193**

STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

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 2019. These financial statements were adopted by the Board of Directors on 4 March 2020 based on information available on that date within the evolving context of the health crisis linked to Covid-19.
In our opinion, the annual financial statements give a true and fair view of the financial position and the assets and liabilities of the company as at 31 December 2019 and the results of its operations for the year ended in accordance with French accounting standards.
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, 2019 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.

MEASUREMENT OF EQUITY INTERESTS

IDENTIFIED RISK

At 31 December 2019, the net carrying value of equity securities on the balance sheet was €782 million, representing 52 % 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 judgements 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.

These matters were addressed in the context of our audit of the annual financial statements as a whole, adopted under the conditions previously described, 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.

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 adopted on 4 March 2020 and the other documents addressed to the shareholders in respect of the financial position and the annual financial statements. With respect to events and information known after the closing date of the financial statements relating to the crisis linked to Covid-19, management indicated that the information on this subject will be provided to the general meeting called to approve the 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 2019, Mazars were in its 15th period and Maza-Simoëns its 12th 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, 29 April 2020

The Statutory Auditors

French original signed by:

Maza Simoens	Mazars	
Sébastien Belmont	**Paul-Armel Junne**	**Thierry Colin**
Partner	Partner	Partner

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.

AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

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

We hereby inform you that we were not notified of any agreement or commitment authorised and concluded during the past financial year to be submitted to the Annual General Meeting for approval in accordance with the provisions of Article L.226-38 of the French commercial code

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 € 3,753,200 excluding tax.

2. Tax sharing agreement:
GL events is the head of a French tax group based on a tax sharing agreement 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 2019 by subsidiaries included in this tax sharing agreement were as follows:

Participating companies	Accumulated tax losses (€)
Adecor	2,019,332
Altitude	237,691
Brelet	2,349,678
Brelet Centre Europe	4,175
Fabric Expo	376,305
GL events Live	42,437,586
GL Mobilier	2,829,263
Hall Expo	18,412,534
Menuiserie Expo	489,976
Montexpo	320,318
Polygone Vert	1,184,279

3. 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 2019 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, 29 April 2020

The Statutory Auditors

French original signed by:

Maza Simoens
Sébastien Belmont
Partner

Mazars
Paul-Armel Junne
Partner
Thierry Colin
Partner

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.

APPENDIX

PERSONS CONCERNED BY REGULATED AGREEMENTS AND COMMITMENTS

Entity	Olivier Ginon	Olivier Roux	Erick Rostagnat	Olivier Ferraton	Aquasourca (Sophie Defforey-Crepet)	Yves Claude Abescat	Holding > 10 %
GL events	X	X	X	X	X	X	
Altitude							YES
Fabric Expo							YES
GL events Live	X	X	X (PR)	X			YES
GL events Mobilier				X			YES
Hall Expo	X (PR)			X			YES
Menuiserie Expo							YES
Mont Expo							YES
Polygone SA	X	X	X		X	X	YES
Polygone Vert							YES
Première Vision	X	X (PR)					YES
SEPEL - Eurexpo	X						YES

Entity	Nicolas de Tavernost	Sofina (Edward Koopman)	Anne-Sophie Ginon	Anne-Celine Lescop	Marc Michoulier	Daniel Havis	Holding > 10 %
GL events	X	X	X	X	X	X	
Altitude							YES
Fabric Expo							YES
GL events Live							YES
GL events Mobilier							YES
Hall Expo							YES
Menuiserie Expo							YES
Mont Expo							YES
Polygone SA	X	X	X	X	X	X	YES
Polygone Vert							YES
Première Vision							YES
SEPEL - Eurexpo							YES

(PR): Directors serving as permanent representatives of GL events.
Note: Shareholdings refer to both direct and indirect holdings.

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

ENTITY LEGAL IDENTIFIER (LEI)

The entity's legal identifier (LEI) of the Company is 9695002PXZMQNBPY2P44.

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. 228-1 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 L211-3 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

RESTRICTED STOCK AWARDS

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 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 64,775 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;
- 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 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.

The Board of Directors' meeting of 12 March 2019 decided to grant 118,500 shares of restricted stock of the Company (Plan 25) to Group managers 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;
— No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
— a consolidated operating margin above 8 %:
— the period provided for awarding restricted stock units is three years, i.e. 11 March 2022;
— the holding period for shares thus transferred is two years from the vesting date or 11 March 2024.

The Board of Directors' meeting of 12 March 2019 decided to grant 21,240 shares of restricted stock of the Company (Plan 26) to all Group employees in France present on 31 December 2018, with the exception of those of FSO and Even Pro, for which the shares are fully vested subject to the following 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. 11 March 2021;
— the holding period for shares thus transferred is two years from the vesting date or 11 March 2023.

The Board of Directors' meeting of 6 December 2019 decided to grant 5,000 shares of restricted stock of the Company (Plan 27) to a manager of the Group in France, for which the shares are fully vested subject to the following 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;
— No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
— the period provided for awarding restricted stock units (*actions gratuites*) is three years, i.e. 5 December 2022;
— the holding period for shares thus transferred is two years from the vesting date or 5 December 2024.

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. 15	Plan No. 19	Plan No. 20	Plan No. 21	Plan No. 22	Plan No. 23	Plan No. 24	Plan No. 24	Plan No. 26	Plan No. 27
Date of the General Meeting authorising the issue of stock options	25/04 2014	25/04 2014	29/04 2016	29/04 2016	29/04 2016	29/04 2016	29/04 2016	29/04 2016	29/04 2016	26/04 2019
Date of the Board of Director's meeting	03/03 2016	09/12 2016	09/12 2016	05/07 2017	08/12 2017	20/03 2018	20/03 2018	12/03 2019	12/03 2019	06/12 2019
Number of shares available for subscription	10,000	20,000	64,775	5,000	4,000	106,550	20,820	118,500	21,240	5,000
Value on grant date	15.00	16.09	16.09	24.60	24.60	25.30	25.30	19.00	19.00	23.30
Of which: number of shares available for subscription by current members of the committee	--	--	24,000	5,000	--	63,000	--	34,000	--	--
Of which: number to the directors	--	--	--	--	--	10,000	10	10,000	--	--
Of which: number to the top 10 grantees	10,000	20,000	46,000	5,000	4,000	66,500	(*)	64,500	--	--
End of vesting period	03/03 2019	09/12 2019	09/12 2019	04/07 2019	04/07 2019	19/03 2021	19/03 2020	11/03 2022	11/03 2021	05/12 2022
End of selling restrictions (holding period)	03/03 2021	09/12 2021	09/12 2021	04/07 2021	04/07 2021	19/03 2023	19/03 2022	11/03 2024	11/03 2023	05/12 2024
Number of shares granted	10,000	20,000	--	5,000	--	--	--	--	--	--

(*) 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 29 February 2020, the total number of voting rights was 43,857,148. Information concerning the allotment of voting rights is provided on page 198 of the Universal 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 29 February 2020 is as follows:

	Number of shares	Percent-age of capital	Percentage of voting rights	Voting rights				
				- Treasury shares:	Single	Double	Total	Percentage of voting rights
Polygone *	16,391,358	54.67 %	63.91 %		4,754,589	11,636,769	28,028,127	63.91 %
Sofina*	4,768,057	15.90 %	15.55 %		2,716,363	2,051,694	6,819,751	15.55 %
Le Grand Rey	97,613	0.33 %	0.34 %		44,223	53,390	151,003	0.34 %
La Ferme d'Anna	60,394	0.20 %	0.14 %		60,394		60,394	0.14 %
- Olivier Ginon	4,500	0.02 %	0.02 %			4,500	9,000	0.02 %
- Olivier Roux	4,200	0.01 %	0.02 %			4,200	8,400	0.02 %
- Gilles Gouedard-Comte	16,918	0.06 %	0.08 %			16,918	33,836	0.08 %
- Nicolas de Tavernost	870	0.00 %	0.00 %		193	677	1,547	0.00 %
- Aquasourça	1	0.00 %	0.00 %			1	2	0.00 %
- Philippe Marcel	4,270	0.01 %	0.02 %		317	3,953	8,223	0.02 %
- Yves-Claude Abescat	707	0.00 %	0.00 %		176	531	1,238	0.00 %
- Erick Rostagnat	65,178	0.22 %	0.25 %		21,520	43,658	108,836	0.25 %
- Marc Michoulier	365	0.00 %	0.00 %		91	274	639	0.00 %
- Anne-Sophie Ginon	11,250	0.04 %	0.05 %		250	11,000	22,250	0.05 %
- Caroline Weber	1,500	0.01 %	0.01 %			1,500	3,000	0.01 %
Free float	8,555,606	28.54 %	19.61 %	-462,005	7,586,300	507,301	8,600,902	19.61 %
Total	**29,982,787**	**100.00 %**	**100.00 %**	**-462,005**	**15,184,416**	**14,336,366**	**43,857,148**	**100.00 %**

** - Shareholders agreement, % capital of the shareholders bound by the agreement: 71.13 %*
- Shareholders agreement, % voting rights of the shareholders bound by the agreement: 79.98 %

Polygone SA is a holding company whose capital on 29 February 2020 broke down as follows:

	Percentage of capital
Le Grand Rey	56.677 %
Sofina	17.920 %
Aquasourça	10.000 %
Matmut	6.000 %
La Ferme d'Anna	5.876 %
Crédit Agricole Région Développement	2.147 %

	Percentage of capital
Crédit Agricole Capital PME	0.689 %
Calixte Investissements	0.688 %
Mr. Olivier Ginon	0.001 %
Mr. Erick Rostagnat	0.001 %
Mrs. Jacqueline Ginon	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 eight 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 L. 225-211 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 26 April 2019, GL events engaged in the following transactions:

	Balance at 31/12/2018		2019 purchases 12-month period		2019 sales 12-month period		Balance at 31/12/2019		Balance at 31/12/2019
	1	2	1	2	1	2	1	2	Total
Number of shares	211,188	12,729	290,704	283,417	54,100	283,710	447,792	12,436	460,228
Average price (in €)	21.41	25.08	22.34	22.63	25.39	22.66	21.53	24.64	21.61
Purchase price (€ thousands)	4,521	319	6,494	6,415			9,641	306	9,947
Sale price (€ thousands)					1,374	6,428			
Percentage of capital	0.90 %	0.05 %	1.24 %	1.21 %	0.23 %	1.21 %	1.91 %	0.05 %	1.97 %

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 2019.

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 "Summary of changes in GL events' share capital", the shareholder structure has evolved as follows:

% of capital (at 31 December of each year)	2017	2018	2019	2017 Aggregate shareholders agreement	2018 Aggregate shareholders agreement	2019 Aggregate shareholders agreement
Polygone SA *	53.12	54.06	54.57	68.51	69.96	70.47
Sofina *	15.40	15.90	15.90			
Other shareholders	31.49	30.04	29.53			

** shareholders' agreements*

% of voting rights (at 31 December of each year)	2017	2018	2019	2017 Aggregate shareholders agreement	2018 Aggregate shareholders agreement	2019 Aggregate shareholders agreement
Polygone SA *	64.41	63.15	64.04	79.56	78.69	79.68
Sofina *	15.15	15.54	15.60			
Other shareholders	20.44	21.31	20.32			

** 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. Mr. Olivier Roux divested his holdings in the capital of Polygone SA by selling his stake to two holding companies held by Mr. Olivier Ginon. Following this disinvestment, the provisions of shareholders' agreement continue to apply to SOFINA and Mr. Olivier Ginon and his two holding companies (the Majority Shareholders).
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.
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.233-3, 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, the Majority Shareholders have undertaken 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 Provisions relating to the composition of the Board of Directors of Polygone SA

Under the terms of the Shareholders Agreement, the Board of Directors has 10 members including 5 directors from outside the group.

2.2 Decisions requiring the approval of a director appointed on the proposal of Sofina to the Board of Directors of Polygone SA

Decisions must 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 the Majority Shareholders 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 must 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 must 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 does not impose any 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 the Majority Shareholders.
— A right of pre-emption of Sofina for the securities held by the Majority Shareholders (except for transfers in favour of each other or their beneficiaries or persons with whom they are related);
— a right of pre-emption of the Majority Shareholders 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 pre-emptive rights of subscription, able to give access, immediately or in the future, to the capital of Polygone SA.

Sofina furthermore benefits from a put option for the full amount of Polygone SA shares with respect to the Majority Shareholders exercisable under the following conditions: (i) If Mr. Olivier Ginon no longer exercises effective control over the Company's management; (ii) if the Majority Shareholders no longer control Polygone SA or if Polygone SA no longer controls the Company within the meaning of Article L. 233-3 of the French commercial code; (iii) if the Majority Shareholders 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 or one of the Majority Shareholders; (vi) If any representation made by the Majority Shareholders under the terms of the Investment Agreement is found to be inexact or results in a 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 (viii) if the Majority Shareholders 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 have objected or would not have been able to grant its authorisation.

Finally, the Majority Shareholders 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 19 JUNE 2020

I. ORDINARY RESOLUTIONS

FIRST RESOLUTION

(Approval of the annual financial statements for the period ended December 31, 2019, Approval of disallowed deductions and non-deductible 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 2019 showing a profit of €18,008,673.50, 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 €39,935.86.

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 2019)

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 2019, showing a profit (attributable to equity owners of the parent) of €52,109,821 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, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, decide to appropriate the net income of the period ended 31 December 2019 as follows:

Determination of distributable amounts

Net income for the period	€ 18,008,673.50
Retained earnings	€ 28,407,287.79
Distributable amount	**€ 46,415,961.29**

Proposed appropriation

Legal reserve	-
Retained earnings	€ 46,415,961.29
Total	**€ 46,415,961.29**

In accordance with the provisions of article 243 *bis* of the French general tax code, shareholders shall duly note that dividends for the last three financial periods were as follows:

For the fiscal year	Distributions eligible for the tax basis reduction		Distributions not eligible for the tax basis reduction
	Dividends	Other income distributions	
2016	€ 15,211,762 (*) Or € 0.65 per share (23,402,711 shares conferring a dividend right)	-	-
2017	€ 15,211,762.15 (*) Or € 0.65 per share (23,402,711 shares conferring a dividend right)	-	-
2018	€ 19,488,811 (*) Or € 0.65 per share (29,982,787 shares conferring a dividend right)	-	-

(*) INCLUDING THE UNPAID AMOUNT OF DIVIDENDS RELATING TO TREASURY SHARES AND ALLOCATED TO RETAINED EARNINGS

RESOLUTION FIVE

(Statutory Auditors' special report on regulated agreements and commitments and approbation of these agreements)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, review the Auditors' special report on regulated agreements, governed by articles L. 225-38 *et seq.* of the French commercial code, approve the agreements executed or remaining in force in the period ended referred to therein.

RESOLUTION SIX

(Reappointment of Maza Simoens as Statutory Auditor)

On the Board of Directors' proposal, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, the shareholders renew the appointment of the firm Maza Simoens whose term of office expires at the end of this Meeting, as Statutory Auditor for a term of six years or until the close of the Ordinary General Meeting to be held in 2026 called for the purpose of approving the financial statements for the fiscal year ending 31 December 2025.

RESOLUTION SEVEN

(Reappointment of Mazars as Statutory Auditor)

On the Board of Directors' proposal, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, the shareholders renew the appointment of the firm Mazars whose term of office expires at the end of this Meeting, as Statutory Auditor for a term of six years or until the close of the Ordinary General Meeting to be held in 2026 called for the purpose of approving the financial statements for the fiscal year ending 31 December 2025.

RESOLUTION EIGHT

(Non-renewal and non-replacement of Mr. Raphaël Vaison de Fontaube as alternate Auditor)

On the proposal of the Board of Directors, the shareholders, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, decide, after duly noting that the functions of alternate Auditor of Mr. Raphaël Vaison de Fontaube expire at the end of this Meeting, not to renew or replace his office, in application of French law.

RESOLUTION NINE

(Non-renewal and non-replacement of Mr. Emmanuel Charnavel as alternate Auditor)

On the proposal of the Board of Directors, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings, the shareholders decide, after duly noting that the functions of alternate Auditor of Mr. Emmanuel Charnavel expire at the end of this Meeting, not to renew or replace his office, in application of the law.

RESOLUTION TEN

(Renewal of Olivier Ginon'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. Olivier Ginon

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 2024 called for the purpose of approving the financial statements for the year ended.

RESOLUTION ELEVEN

(Renewal of Mr. Olivier Roux'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. Olivier Roux,

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 2024 called for the purpose of approving the financial statements for the year ended.

RESOLUTION TWELVE

(Renewal of SOFINA'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:

— SOFINA

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 2024 called for the purpose of approving the financial statements for the year ended.

RESOLUTION THIRTEEN

(Renewal of Giulia Van Waeyenberge'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:

— Giulia Van Waeyenberge

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 2024 called for the purpose of approving the financial statements for the year ended.

RESOLUTION FOURTEEN

(Ratification of the temporary appointment of Ms. Maud Bailly 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, ratified the appointment of Director of:

Maud Bailly

appointed on an interim basis by the Board of Directors on 4 March 2020, in replacement of Mrs. Anne-Céline Roux, maiden name Lescop, pursuant to the resignation of the latter. In consequence, she will serve as director for the remainder of her predecessor's term of office, i.e. until the close of the General Meeting to be held in 2022 to approve the financial statements for the period ended.

RESOLUTION FIFTEEN

Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid in or granted for the period ended to Mr. Olivier Ginon, Chairman-Chief Executive Officer)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-100 subsection III of the French commercial code, approve the fixed, variable or exceptional components making up the total compensation and benefits of any nature paid in the period in progress or granted for the period ended to Mr. Olivier Ginon, Chairman-Chief Executive Officer, as presented in the report on corporate governance of the 2019 Universal Registration Document.

RESOLUTION SIXTEEN

(Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted for the period ended to Mr. Olivier Roux, Vice-Chairman and Deputy Managing Director Officer until 24 2020)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-100 subsection III of the French commercial code, approve the fixed, variable or exceptional components making up the total compensation and benefits of any nature paid in the period in progress or granted for the period ended to Mr. Olivier Roux, Vice-Chairman and Deputy Managing Director Officer, as presented in the report on corporate governance included in the 2019 universal registration document.

RESOLUTION SEVENTEEN

(Approval of the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted to Mr. Olivier Ferraton, non-Board member Deputy Managing Director)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-100 subsection III of the French commercial code, approve the fixed, variable or exceptional components making up the total compensation and benefits of any nature paid in the period in progress or granted for the period ended to Mr. Olivier Ferraton, non-Board member Deputy Managing Director, as presented in the report on corporate governance of the 2019 registration document.

RESOLUTION EIGHTEEN

(Persons referred to in I of article L. 225-37-3 of the French commercial code)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-100 II of the French commercial code, approve the information covered by article L. 225-37-3 of the French commercial code mentioned in the in the report on corporate governance included in the 2019 universal registration document.

RESOLUTION NINETEEN

(Approval of the compensation policy for the Chairman-Chief Executive Officer)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-37-2 of the French commercial code, approve the compensation policy for the Chairman-CEO presented in the report on corporate governance included in the 2019 universal registration document.

RESOLUTION TWENTY

(Approval of the compensation policy for the Deputy Managing Director)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-37-2 of the French commercial code, approve the compensation policy for the Deputy Managing Director presented in the report on corporate governance included in the 2019 universal registration document.

RESOLUTION TWENTY-ONE

(Approval of the compensation policy for members of the Board of Directors)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at ordinary General Meetings and in application of article L. 225-37-2 of the French commercial code, approve the compensation policy for members of the Board of Directors presented in the report on corporate governance included in the 2019 universal registration document.

RESOLUTION TWENTY-TWO

(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, and after considering the Board of Directors' report, grant an authorisation for eighteen months in accordance with the provisions of articles L 225-209 *et seq*. of the French commercial code, to purchase, on one or more occasions at times of its choosing up to 10 % shares of the Company making up the share capital, where applicable adjusted to take into account increases or reductions in the share capital that may be carried out during the period the share buyback authorisation is in force.
This authorisation cancels the authorisation granted to the Board of Directors by the twentieth resolution of the Ordinary General Meeting of 26 April 2019.

These purchases may be made for the following purposes:

— ensure the orderly trading of the GL events' share on the market by means of a liquidity agreement with an investment service provider 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 limit corresponds to the shares purchased minus the number of shares sold over the duration of this authorisation,

— retaining shares purchased for subsequent use in exchange or as payment for acquisitions;

— ensuring sufficient shares are available for stock option and/or restricted share award (bonus share) plans (or equivalent plans) for the benefit of employees and/or corporate officers of the Group as well as all share grants in connection with a company or group employee savings plan (or equivalent plan), employee profit-sharing schemes and/or all other forms of share grants to employees and/or corporate officers of the Group;

— ensuring that sufficient shares are available to cover requirements for securities granting entitlement to shares of the company in accordance with applicable regulations;

— cancelling shares, as applicable, acquired in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting,.

— Engage in any market practice subsequently recognised by regulations.

These shares may be purchased by any means, including through block purchases of shares, and at times deemed appropriate by the Board of Directors.
The Company shall reserve the right to use options or derivatives in accordance with applicable regulations.

The maximum purchase price is € 40 per share; In the case of equity transactions including notably stock splits or reverse stock splits or bonus share grants to shareholders, the amount indicated above will be adjusted in the same proportions (with the multiplier being equal to the ratio between the number of shares making up the share capital before the transaction and the number of shares thereafter).

On this basis, the maximum funds destined for this share repurchase programme is €119,931,120 calculated on the basis of the share capital at 29 February 2020 with 462,005 treasury shares held on the same date.

The shareholders grant all powers to the Board of Directors to proceed with these transactions, set the terms and conditions and procedures, conclude all agreements and fulfil all formalities.

II. EXTRAORDINARY RESOLUTIONS

RESOLUTION TWENTY-THREE

(Authorisation to be granted to the Board of Directors to cancel shares purchased by the Company in connection with article L. 225,209-209 of the French commercial code)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary General Meetings, after considering the Board of Directors' report and the Auditors' report:

1) Authorise the Board of Directors to cancel, at its sole discretion, through one or more instalments, subject to a limit of 10 % of the share capital calculated on the date of the cancellation decision, and deducting shares that may have been cancelled during the 24 preceding months, shares the Company holds or may hold pursuant to share buybacks undertaken in accordance with article L. 225 209 of the French commercial code, and reduce the share capital by the corresponding amount in compliance with applicable laws and regulations,

2) Set the period of validity of this delegation of authority at twenty-four months from the date of this meeting,

3) Grant the Board of Directors all powers to take measures required to complete such cancellations and the corresponding reductions in share capital, to amend the company's articles of association as a result and to carry out all formalities required.

RESOLUTION TWENTY FOUR

(Authority granted to the Board of Directors to issue shares through the capitalisation of additional paid-in capital, reserves or profit)

The shareholders, in accordance with the conditions of quorum and majority that apply at Ordinary General Meetings, after having reviewed the Board of Directors' report, and in compliance with the provisions of articles L. 225 129-2 and L. 225 130 of the French commercial code:

1) Grant the Board of Directors authority to decide to increase the share capital through one or several tranches and at times and according to procedures it shall determine through the capitalisation of reserves, retained earnings or additional paid-in capital or other amounts that may be capitalised, by the issuance and grant of bonus shares or the increase in the par value of existing ordinary shares, or a combination thereof.

2) Decide if the Board makes use of this authorisation, in accordance with provisions of article L. 225 130 of the French commercial code, in the case of a capital increase in the form of a bonus share grant, that the fractional shares shall not be negotiable or transferable and that the corresponding security shall be sold. The proceeds of said sales will be allocated to the holders of such rights within the time limits provided for by regulation.

3) Set the duration for this authorisation provided for under this resolution at twenty-six months from the date of this Meeting.

4) Decide that the maximum nominal amount of the capital increase under this resolution may not exceed €60,000,000, without taking into account the nominal amount of the increase required, in accordance with the law, and, as applicable, contractual provisions providing for other cases for adjustments, to preserve the rights of holders of rights or securities giving access to the Company's capital. This limit is independent of all other limits set by other resolutions of this AGM.

5) Give to the Board of Directors all powers to implement this resolution and, in general, undertake all measures and formalities necessary for the successful completion of the capital increase, record its completion and amend the articles of association in consequence.

6) Duly note that this authorisation supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose;

RESOLUTION TWENTY-FIVE

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access to, as applicable, ordinary shares or entitlement to the allotment of debt securities and/or securities giving access to ordinary shares, cancelling shareholders' preferential subscription rights by a public offering (with the exception of offers covered by paragraph 1 of article L.411-2 of the French financial and monetary code) and/or consideration for security tendered in connection with a public exchange offer)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at extraordinary General Meetings, after having considered the Board of Directors' report and the Auditors' special report, in accordance with the provisions of the French commercial code and particular, articles L. 225 129-2, L. 225 136, L. 225 148 and L. 228-92:

1) Grant the Board of Directors authority to proceed with the issue through one or more instalments in amounts and at such times it chooses, in France and/or in other countries, through a public offering with the exception of offers covered by 1 of article L.411-2 of the French financial and monetary code, either in euros or in another currency, or in any other monetary unit established by reference to several currencies:
   - 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,

   The securities may be issued for payment of securities tendered to the Company in connection with public exchange offers for securities in accordance with the provisions of article L. 225 148 of the French Commercial Code.

2) Set the duration for this authorisation provided for under this resolution at twenty-six months from the date of this Meeting.

3) The total nominal amount of ordinary shares that may be issued by virtue of this authority may not exceed €30,000,000 million.
   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 is included within the maximum nominal amount of ordinary shares able to be issued set in the 29th resolution.
   The total nominal amount of debt securities of the company that may be issued by virtue of this authority may not exceed €120,000,000 .
   This amount is included under the maximum nominal amount of debt securities provided for by the 26th resolution of this Meeting and the extraordinary 17th resolution of the Annual General Meeting of 26 April 2019.

4) Decide to cancel shareholders' preferential subscription rights to subscribe for ordinary shares and securities giving access to the capital of the company and/or debt securities covered by this resolution, while leaving the Board of Directors the possibility to grant shareholders a priority period, in accordance with the law.

5) Decides that:
   A. the issue price of the ordinary shares (with the exception of those issued in connection with public offerings mentioned in Article L. 411-2-1 of the French monetary and financial code) will at least equal to the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary, this amount to take into account the difference in the date of record, on this date and in accordance with the provisions of article R. 225 119 of the French commercial code, with the weighted average price of the GL events share on Euronext Paris calculated over the last three trading sessions preceding the beginning of the offering, to which may be applied a maximum discount of 10 %;
   B. The issue price of securities shall be such that the amount immediately received by the Company, plus any amount received subsequently shall be for each ordinary share issued pursuant to the issuance of the securities, at least equal to the amount referred to above in paragraph "A", after adjustments if applicable, to take into account the difference in the date of record.

6) Decide, in the case of issuance of shares destined to be used in payment of securities tendered to the Company in connection with public exchange offers for securities in accordance with the provisions of article L. 225 148 of the French commercial code and within the limits set forth above, that the Board of Directors shall be vested with all necessary powers to draw up the list of securities to be tendered in the exchange, set the terms of the issue, the share exchange ratio, as well as, when applicable the balance to be paid in cash, and determine the procedures for the issue.

7) Decide that if applications for new shares should fail to account for the entire issue set forth in 1/, the Board of Directors may have recourse to the following options:
   - limit the amount of 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.

8) Decide that the Board of Directors will be vested with, within the limits set forth above, all powers necessary notably to set the terms and conditions of the issue, as applicable, 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.

9) Duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

RESOLUTION TWENTY-SIX

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access to, as applicable, ordinary shares or entitlement to the allotment of debt securities, and/or securities giving access to ordinary shares, cancelling shareholders' preferential subscription rights by a public offering provided for by II of article L. 411-2 of the French monetary and financial code)

The shareholders, acting in accordance with the conditions of quorum and majority that apply at extraordinary General Meetings, having considered the Board of Directors' report and the Auditors' special report, in accordance with the provisions of the French commercial code and particular, articles L. 225 129-2, L. 225 136 and L. 228-92:

1) Grant the Board of Directors authority to proceed with the issue through one or more instalments in amounts and at such times it chooses, in France and/or in other countries, through a public offering covered by article L.411-2 1 of the French Monetary and Financial Code, either in euros or in another currency, or in any other monetary unit established by reference to several currencies:
   - 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,

2) Set the duration for this authorisation provided for under this resolution at twenty-six months from the date of this Meeting.

3) The total nominal amount of ordinary shares that may be issued by virtue of this authority may not exceed 20 % per 12 month period.
   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 is included within the maximum nominal amount of ordinary shares able to be issued set in the 29th resolution.
   The total nominal amount of debt securities of the company that may be issued by virtue of this authority may not exceed €120,000,000.
   This amount is included under the maximum nominal amount of debt securities provided for by the 25th resolution of this Meeting and the extraordinary 17th resolution of the Annual General Meeting of 26 April 2019.

4) Decide to cancel the shareholders' preferential subscription right for ordinary shares and securities giving access to the capital of the company and/or debt securities covered by this resolution;

5) Decides that:
   A. the issue price of the ordinary shares (with the exception of those issued in connection with public offerings mentioned in Article L. 411-2-1 of the French monetary and financial code) will at least equal to the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary, this amount to take into account the difference in the date of record, on this date and in accordance with the provisions of article R. 225 119 of the French commercial code, with the weighted average price of the GL events share on Euronext Paris calculated over the last three trading sessions preceding the beginning of the offering, to which may be applied a maximum discount of 10 %;
   B. The issue price of securities shall be such that the amount immediately received by the Company, plus any amount received subsequently shall be for each ordinary share issued pursuant to the issuance of the securities, at least equal to the amount referred to above in paragraph "A", after adjustments if applicable, to take into account the difference in the date of record.

6) Decide that if applications for new shares should fail to account for the entire issue set forth in 1/, the Board of Directors may have recourse to the following options:
   - limit the amount of 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.

7) Decide that the Board of Directors will 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.

8) Duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

RESOLUTION TWENTY-SEVEN

Authorisation in the case of an issue entailing the cancellation of the preferential subscription right, to set, within the limit of 10 % of the share capital per year, the issue price according to the conditions set by the General Meeting

The shareholders, acting in accordance with the conditions of quorum and majority that apply at extraordinary General Meetings, after having considered the Board of Directors' report and the Auditors' special report in accordance with the provisions of article L. 225 136 1°, paragraph 2 of the French commercial code, authorise the Board deciding to issue ordinary shares or securities giving access to share capital, in accordance with the 25th and 26th resolutions, subject to the provisions of article L. 225 136 1° subsection 1 of the French commercial code, to derogate within the limit of 10 % of the share capital per year, from the conditions for setting the price provided for in the aforementioned resolutions and set the issue price for equity equivalent securities to be issued as follows:

A. The issue price for ordinary shares will be at least equal to the average weighted price of the last twenty trading sessions subject to a discount of 15 %.
B. The issue price of securities conferring access to ordinary shares that will be issued would be such that the amount immediately received by the Company, plus any amount received subsequently shall be for each ordinary share issued in consequence, at least equal to the amount referred to above in paragraph "A", after adjustments if applicable, to take into account the difference in the date of record.

The Board of Directors may furthermore, within the limits set forth herein, in turn delegate its authority to the Chief Executive Officer.

RESOLUTION TWENTY-EIGHT

(Authorisation to increase the amount of issues)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary General Meetings, after considering the Board of Directors' report, decide, in application of the extraordinary 25th and 26th resolutions, 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 TWENTY-NINE

(total limitations of the maximum amounts of the delegations of authority provided for under the 25th, 26th, 27th and 28th resolutions of this meeting and the 17th resolution of the General Meeting of 26 April 2019 (29th resolution)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary General Meetings, after considering the Board of Directors' report decide to set at:

— €60,000,000 the amount of share capital on the issue date, the total number of shares that may be issued, immediately or in the future, provided for in the 26th, 27th and 28th resolutions of the General Meeting of 26 April 2019, it being specified that this amount may be increased, as necessary, by the nominal amount of the capital increase necessary to preserve, in accordance with the law, and, as applicable, contractual provisions providing for other methods for preserving rights, the rights of holders of rights or securities giving access to the company's capital.

RESOLUTION THIRTY

(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 applicable to extraordinary General Meetings, and after reviewing the Board of Directors' report and the Auditors' special report, in application with the provisions of Articles L. 225 129-6, L. 225 138-1 and L. 228-92 of the French commercial code and L. 3332-18 *et seq.* of the French labour code:

1) Delegate their authority to the Board of Directors, for the purpose, if it deems opportune, on the basis of its decision alone, of increasing the share capital, at once or in instalments, by issuing ordinary shares or securities giving access to the Company's capital to be issued 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. 225180 of the French commercial code and article L. 3344-1 of the French labour code.

2) Cancel in favour of these persons the preferential subscription rights to shares that may be issued under this delegation of authority.

3) Set the period of validity of this delegation of authority at twenty-six months from the date of this meeting;

4) 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.225102 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.

5) Decide that the price of the shares to be issued pursuant to subsection 1) of this authorisation may not be more than

30 % or 40 % 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, the average price for the twenty trading sessions preceding the date of the Board of Directors' decision setting the opening date of the subscription nor greater than this average.

6) 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 without consideration to beneficiaries defined above in the first paragraph, 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 discount and may decide in the case of the issuance of new shares and/or the contribution, to proceed with the capitalisation of the reserves, earnings or additional paid-in capital for the payment of said shares;

7) Duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior authorisation having the same purpose.

The Board of Directors may or may not implement this delegation of authority, take all necessary measures and proceed with all necessary formalities:

RESOLUTION THIRTY-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 General Meetings, having considered the Board of Directors' report and the Auditors' special report, in accordance with articles 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 900,000 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 26 April 2019 under extraordinary resolution twenty-one.

RESOLUTION THIRTY-TWO *(Modification of article 17 of the articles of association to provide for recourse to written consultation by the Directors)*

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary General Meetings, after considering the Board of Directors' report, decide in accordance with the option provided for by article L. 225-37 of the French commercial code as amended by Law No. 2019744 of July 19, 2019, to provide for the possibility of members of the Board of Directors to make decisions relating to its own functions restrictively limited by regulation by means of a written consultation, and modifying consequence article 17 of the articles of association as follows:

At the end of last paragraph of article 17 the following paragraph is inserted:
"The Board of Directors may also make decisions by means of a written consultation of the directors under the conditions provided for by law;"

RESOLUTION THIRTY-THREE

(Updating of the articles of association)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to extraordinary General Meetings, after considering the Board of Directors' report:

1) Concerning the procedure for identifying owners of bearer shares:

— to update the article 12 of articles of association to in accordance with the provisions of articles L. 228-2 *et seq*. of the French commercial code as amended by Law 2019 486 of 22 May 2019;

— to modify in consequence as follows article 12 of the articles of association, by replacing paragraph 2, 3 and 4 by the following paragraph, with the remainder of the article unchanged,

— "In order to identify the holders of shares, the company is entitled to request at any time under the conditions provided for by regulation, information concerning the owners of the shares or securities conferring present or future rights to vote in its shareholders meetings. "

2) Authorising security interests, endorsements and guarantees;

— to harmonise the article 18 of the articles of association with the provisions of article L. 225-35 of the French commercial code as amended by Law 2019 744 of 19 July 2019,

— to modify in consequence and as follows paragraph 6 of article 18 of the articles of association as follows, with the remainder of the article unchanged,
"The security interest, endorsements and guarantees given by the Company are subject to authorisation given by the Board under the conditions provided for by regulation. "

3) Concerning the reference to attendance fees:

— to harmonise articles 16 and 20 articles of association with the provisions of article L. 225-45 of the French commercial code as amended by Law 2004-604 of 22 May 2019 which eliminated the practice of attendance fees;

— to modify in consequence as follows the last paragraph of article 16 of the articles of association,

— "The procedures of compensation for non-voting member(s) (*censeurs*) are set each year by the Board of Directors, who may reserve a portion of the fixed annual amount granted to Board members by the Ordinary General Meeting of the shareholders." "

— to modify in consequence and as follows paragraph 1 of article 20 of the articles of association, with the remainder of the article unchanged,
"The General Meeting may allocate to Directors, in compensation for their activity, a fixed annual amount, which is deducted from the Company's general expenses. ".

4) Concerning recording abstentions in the calculation of majority votes in the Meeting:

— harmonise article 25 of the articles of association with the provisions of articles L. 225-98 *et seq*. of the French commercial code as amended by the Law No. 2019744 of July 19, 2019 excluding extensions from votes expressed taken into account for calculating the majority in General Meetings;

— to modify in consequence and as follows the second and third subsections of paragraph 4 of article 25 of the articles of association, with the wording of the remainder of the article unchanged,
" [...] Decisions by Ordinary General Meetings are determined on the basis of a majority vote of shareholders present, represented, or voting by mail. Votes expressed do not include those attached to shares for which the shareholder has not participated in the vote, has abstained or not voted.

Decisions by General Meetings are determined on the basis of two thirds majority vote of shareholders present, voting by mail or represented. Votes expressed do not include those attached to shares for which the shareholder has not participated in the vote, has abstained or not voted."

RESOLUTION THIRTY-FOUR - *(Textual references applicable in the case of a change in codification)*

The General Meeting duly notes that the textual references mentioned in all resolutions of this meeting make reference to the legal and regulatory provisions applicable on their date of establishment and that in the event of a modification of the codification thereof in connection with the authorisation granted by the Law No. 2019486 of May 22, 2019 to the government, the textual references corresponding to this new qualification will replace the former.

RESOLUTION THIRTY-FIVE *(Powers for formalities)*

The General Meeting grants all powers to the holder of an original, a short-form certificate or a copy of these minutes to carry out all the publication, filing and other formalities that may be required by law.

INFORMATION AVAILABLE ON WEB SITES
(WWW.GL-EVENTS.COM ET WWW.AMF-FRANCE.ORG)

PRESS RELEASES

Date	Press releases
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
15 April 2019	2018 Business Report
23 April 2019	Q1 2019 sales
13 June 2019	Contracts signed for sales totalling €70 million
18 June 2019	GL events eligible for PEA-PME
2 July 2019	A new site in Brazil and the acquisition of Interwine in China
18 July 2019	Half-year report on the liquidity agreement 30/06/2019
23 July 2019	H1 2019 revenue and results
24 July 2019	H1 2019 results
26 July 2019	2019 interim financial report
4 September 2019	Developments in Asia: Japan: Opening of the Aichi Exhibition Centre and €20 million in contracts for the 2020 Tokyo Olympic Games China: Opening of the Guangzhou International Convention Centre in 2020
9 October 2019	GL events wins the concession for the Grand Palais Ephémère
15 October 2019	Q3 2019 sales
31 October 2019	CSR report
31 October 2019	GL events duly notes the cancellation of COP 25
19 December 2019	Olivier Ginon reinforces his holdings in the capital of Polygone SA
9 January 2020	Half-year report on the liquidity agreement 31/12/2019
14 January 2020	2019 annual revenue
27 January 2020	New calendar for exhibitions to be held in China in Q1 2020
5 March 2020	Results – FY 2019
11 March 2020	The Global Industrie Exhibition will finally be held from the 23th to the 26th of June 2020
24 March 2020	2019 annual report on the liquidity agreement
26 March 2020	Impact of Covid-19, cancellation of the dividend, postponement of the AGM
21 April 2020	2020 first-quarter sales

UNIVERSAL REGISTRATION DOCUMENT AND OFFERING MEMORANDUMS

Date	Press releases
3 April 2019	Universal Registration Document 2018 D.19-0265

INFORMATION PUBLISHED THROUGH THE PRESS

Date	Press releases	Publication
16 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	Continuing improvement in EBIT: €97.4m (+14.5%), net income attributable to the parent: €42.2 million, +20.3%, 2019 growth target for annual revenue > +7 %	Les Echos
24 April 2019	2019 first-quarter sales: €340m, +19 %, accelerating business momentum confirmed	Les Echos
24 July 2019	H1 2019 results, revenue growth: 9 %, operating performance: significant improvement in profitability: EBIT: 31 %	Les Echos
15 October 2019	Sustained growth momentum: Revenue growth in Q3: Annual targets confirmed	Les Echos
15 January 2020	2019 revenue: €1.173 billion, strong growth (+12.7 %)	Les Echos
5 March 2020	Excellent Results 2019 EBITDA: €184.9m (+23 %) EBIT: €125.9 million (+29 %); Net income attributable to shareholders: €55.1 million (+30 %	Les Echos

OFFICIAL LEGAL ANNOUNCEMENT

Date	Press releases	Publication date
20 March 2019	Preliminary notice of the General Meeting	34
8 April 2019	Second notice of the General Meeting	42
12 July 2019	Voting rights	83
12 July 2019	Certification of the Statutory Auditors	83

FILINGS WITH THE REGISTRAR OF THE LYON COMMERCIAL COURT

Date	Press releases
17 July 2019	Filing of the 2018 annual financial statements
17 July 2019	Filing of the 2018 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 2020 and 31 March 2020 in compliance with legal or regulatory disclosure obligations.

PERSON RESPONSIBLE FOR THE FRENCH VERSION OF THE UNIVERSAL REGISTRATION DOCUMENT

Mr. Olivier GINON
Chairman

RESPONSIBILITY STATEMENT FOR THE FRENCH VERSION OF THE UNIVERSAL REGISTRATION DOCUMENT

"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 universal registration document and reviewed its entire content.
The statutory auditors have issued reports on the historical information presented in this universal registration document.

Lyon, 29 April 2020

Olivier GINON
Chairman of the Board of Directors

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-Apr-14	31 December 2019
Mazars Thierry Colin Paul-Armel Junne 131, boulevard Stalingrad 69624 Villeurbanne	13 July 2005	25-Apr-14	31 December 2019
Alternate auditors: **Raphael Vaison de Fontaine** 513, rue de Sans Souci 69760 Limonest	16 May 2008	25-Apr-14	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 universal registration document:

— The consolidated financial statements for the period ended 31 December 2018 and the auditors' report on these financial statements presented respectively on pages 130 to 163 and 164 to 166 of the universal registration document No. D. 119-0265 filed with the AMF on 3 April 2019;

— 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 universal registration document No. D.18-0380 filed with the AMF on 24 April 2018;

CONCORDANCE TABLE

This concordance table provides cross-references to identify information to be included in the annual report filed as a universal registration documents.

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.

The original French version of this universal registration document was filed on le 29 April 2020 with the AMF (*Autorité des Marché Financiers*), the French financial market regulator, as the competent authority under regulation (UE) 2017/1129, without prior approval pursuant to Article 9 of said regulation.
The original French version of this document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the universal registration document. It has thus been be approved in its entirety by the AMF in accordance with Regulation (EU) 2017/1129.