



2024

Connect the future

Universal Registration Document



Public limited company with capital of €13,497,024.5
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Universal Registration Document (URD)



The French language version of this Universal Registration Document was filed on March 27, 2025 with the French Financial Markets Authority, AMF, as the competent authority under (EU) Regulation 2017/1129, without prior approval in accordance with Article 9 of the Regulation.

The Universal Registration Document may be used as a prospectus for a public offer of financial instruments or the admission of financial instruments for trading on a regulated market, provided that it is accompanied by an information memorandum (listing particulars) and, where applicable, a summary and all the amendments made to the Universal Registration Document. In this case, the prospectus comprising the Universal Registration Document and the information memorandum or listing particulars is submitted to the AMF for approval in accordance with (EU) Regulation 2017/1129.

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Ekinops is a leading supplier
**of innovative, open
and interoperable solutions** for
telecommunications networks.

3 BUSINESSES

OPTICAL TRANSPORT
OVER FIBER



DATA & VOICE ROUTERS



SOFTWARE DEFINED



Interview with the Chairman and Chief Executive Officer **6/7**

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FY 2024 **19**

Open, trusted and innovative network connectivity

€118m

2024 REVENUE

59%

OF REVENUE GENERATED BY INTERNATIONAL MARKETS

520

EMPLOYEES

20%

OF REVENUE INVESTED IN R&D

Boosting Ekinops' leadership in the most dynamic market segments



INTERVIEW WITH DIDIER BRÉDY

Chairman and Chief Executive Officer

In a complex global economic environment in 2024, Ekinops encountered, and successfully addressed, a number of challenges...

2024 was a year of many challenges for Ekinops, in a particularly complex global economic environment. The sector contracted sharply, with our main competitors witnessing significant revenue declines (from -6% to -25%). Against this backdrop, Ekinops stood out as one of the most resilient companies in the sector.

The solid performance of our Access business line was especially noteworthy, with growth of 11% clearly outperforming the market, driven by France and several European countries including Germany. After a year of strong growth in 2023, revenue in the Optical Transport business was down sharply (-30%), due to the wait-and-see attitudes of operators in launching new projects. We expect a recovery as of 2025, after the slight pick-up already noticeable at the end of the year.

Despite this adverse economic context, we continued to invest with the aim of benefiting from a fresh wave of major investments

by operators linked to new applications such as the widescale deployment of Cloud architectures, AI, which is set to generate an explosion in traffic, as well as virtual and augmented reality and cybersecurity.

Despite slower business, operating performance remained solid. What were the main drivers of this resilience?

Despite macroeconomic difficulties, Ekinops was able to maintain a solid gross margin of 54.8% (vs. 52.1% in 2023), on the back of beneficial changes in our business mix, but above all thanks to excellent control of manufacturing costs for our solutions.

With our cautious policy for managing operating expenses, EBITDA margin increased to 15.3% in 2024, compared with 14.4% a year earlier.

In addition to our strong operational indicators, Ekinops' ability to generate cash flow through its businesses stood out again: operating cash flow amounted to €20.8 million, up 54% on the previous year, while free cash flow doubled to a record €10.9 million.

Ekinops' already very healthy financial position continued to strengthen with accelerated financial deleveraging, including €6.4 million in net repayments of bank loans and a net cash position of €29.5 million at the end of 2024.

At the same time, Ekinops consolidated its commitment to sustainability.

Can you tell us about the main actions implemented in 2024?

We continued to work on strengthening our commitment to sustainability, particularly in response to changes in the regulatory framework with the implementation of the CSRD (Corporate Sustainability Reporting Directive), and the growing importance investors place on our CSR performance.

In 2024, the double materiality analysis enabled us to identify and prioritize the most material sustainability matters for Ekinops and its stakeholders in terms of their impacts and associated risks. These include reducing our products' energy consumption, managing our GHG (greenhouse gas) emissions, and improving the quality of life at work and diversity within our teams.

With regard to GHG, Ekinops reduced its emissions by almost 15% in 2024, after a decrease of 44% the previous year. The Group pledges to move to 100% renewable electricity for its European sites by 2026 and is targeting a 33% reduction in CO₂eq by 2030 and a 53% reduction by 2050⁽¹⁾, in line with the objectives of the Paris Agreement.

Finally, our new, modern and energy-efficient head office in Lannion illustrates our desire to reconcile innovation and sustainability.

You just announced your new strategic plan, Bridge. What are the focus areas of this plan and how does it mark a turning point in Ekinops' strategy?

Our new strategic plan, Bridge, is an ambitious roadmap for 2028 that aims to propel Ekinops towards a visible leadership position in the most dynamic market segments for our two product lines: Access and Optical Transport.

Through Bridge, Ekinops aims to position itself as a supplier of global communication solutions, including equipment, software and associated services, eligible for the most strategic projects with telecoms operators and companies.

Our goal is to be perceived as one of the global players in the international telecommunications market.

In Optical Transport, as of September 2025 Bridge should enable Ekinops to offer the products and services necessary to penetrate the Data Center InterConnect (DCI) market, which is rapidly expanding and has not yet been addressed by the Group.

In Access, our aim is to penetrate the network cybersecurity market with a Secure Access Service Edge (SASE) offer. Thanks to our unique "One Box, One OS" approach, Ekinops will be one of the first players in the world to offer all connectivity and communications security services for businesses in a single system.

The development of these new high value-added products will place Ekinops at the heart of booming market segments. By combining advances in Access and Optical Transport solutions the Group will be able to significantly increase its addressable market as of 2026.

The Bridge plan is also accompanied by a strengthened commitment to corporate social and environmental responsibility, ensuring the sustainability of Ekinops' actions in this area and helping to build a responsible global telecommunications industry.

Given the current geopolitical and economic instability, how do you see Ekinops' future in the coming years?

In a still-complex and demanding global market, we aim to gradually restore growth in 2025, particularly in the United States. As this will be the first year of deployment of the Bridge plan, we have launched investments to develop solutions dedicated to the DCI and SASE market segments, without significantly increasing R&D spending.

Through the Bridge plan, we aim to rapidly restore double-digit growth, with over 30% of revenue generated by software and services by 2028, of which at least 50% in ARR (annual recurring revenue). In terms of profitability, we are targeting EBITDA margin of around 20%.

This faster pace of growth over coming years will naturally combine organic growth and acquisitions, relying on Ekinops' firepower and solid financial health. Our innovative R&D strength, our established presence in the main markets and the trust of our customers will be key factors for success.

(1) Compared to the 2023 reference year.

BUSINESS

Ekinops' mission is to provide **open, reliable and innovative network connectivity solutions**. Ekinops aims to contribute to the success of its customers thanks to the design of high value-added solutions.

ENHANCING TELECOM AND CORPORATE NETWORKS

Ekinops is a leading supplier of open, interoperable telecommunications solutions for service providers (telecommunications operators and companies) around the world.

Ekinops' solutions are highly programmable and scalable, and enable rapid and flexible deployment of new high-speed and high-capacity optical transport services (Ethernet services, IP voice and data routing, etc.) from physical and virtual platforms.

Ekinops offers efficient, optimized and highly flexible solutions. They can be closely tailored to meet specific needs in the operators' network core and in the offices of businesses both large and small.

Ekinops participates in its customers' success by providing them with high value-added equipment, software and services.

A PARTNER OF TRUST

Ekinops is a genuine partner for its customers looking to modernize their network infrastructures. Operators can count on the Group for the design and optimization of their networks. This makes a real difference for them, with a major positive impact. Equipment is preconfigured/tested for installation/integration in plug-and-play mode. The performance/price ratio offered is also far superior. Thanks to our software, the equipment required for a given level of performance is lighter and less costly. The customer relationship with Ekinops is collaborative and based on simple and open solutions: no proprietary blocking mechanisms, standard interfaces, third-party integrations, etc.

OPTICAL TRANSPORT, DATA AND VOICE ROUTER, AND SOFTWARE-DEFINED SOLUTIONS AND SERVICES

Ekinops's portfolio of solutions and services consists of three fully complementary brands:

 EKINOPS360	Comprehensive optical transport solutions
 ONEACCESS	Data and voice router solutions
 COMPOSE	Software-defined solutions

Ekinops (EKL) has been listed on Euronext in Paris since 2013. Its head office is located in Lannion (France). The Group operates in more than 10 countries around the world and has a global organization.

Created by two telecoms engineers holding seven patents still active in the field of optical transmission, Ekinops places innovation at the heart of its strategy.

Each year, the Group invests more than 20% of its revenue in Research & Development (R&D). More than 50% of Group employees work in Ekinops' R&D centers, located in Lannion, Sophia Antipolis, Massy (France), Leuven (Belgium), Geneva (Switzerland) and Bangalore (India).

The Group is developing solutions to support the transformation of networks into software-defined and highly scalable networks.

Ekinops supports service providers in all their SDN (software-defined networks) and NFV (network functions virtualization) deployment models, and in building the networks of tomorrow that will enable the development of new uses and services.

2024: A YEAR OF RESILIENCE FOR EKinOPS

2024 saw a normalization in the supply of optical and electronic components on a global scale and started out with a stabilized market. However, these two factors did not lead to a full recovery in business.

The rebound expected in Access equipment sales took shape as the effects of the economic recovery materialized at companies.

During the year, the Group witnessed robust growth in sales of data router products for the Branch Office and Mid-Range markets, notably with French, Belgian and German customers. EAD products also recorded strong growth of over 35%, while voice products continued their expected decline, with all operators experiencing a sharp drop in this market. One highlight was the surge in installation of SD-WAN solutions, with volumes more than doubling. Ekinops' SD-WAN solution was officially selected by Orange for the deployment of its "SD-WAN Essentials" managed service.

The acquisition of the 5View software suite in 2024 enabled Ekinops to step up its strategy by strengthening its SD-WAN offer. The suite provides added value to any operator or company aiming to improve the visibility of applications running on their network, regardless of the technology used. The acquisition therefore helped increase the Group's **Software & Services** revenues.

In **Optical Transport**, 2024 was a year of strategic repositioning. Ekinops announced the halt of its OTN product line, as well as the closure of its development center in Brazil. The closure was aimed at both concentrating the Group's R&D and optimizing its operating performance. Ekinops rounded out its Ekinops360 product line, both in hardware and software.

In 2024, sales of optical transport solutions were down 30% compared to the year-earlier period (-41% in the first half, then -18% in the second half). The business line suffered from operators' reluctance to commit to their investment plans in a deteriorated market environment (slowing Internet traffic growth, post-pandemic equipment overcapacity) and an adverse economic context (global economic slowdown, high interest rates, geopolitical situations, etc.). The fourth quarter was the biggest quarter of 2024 for Optical Transport, offering encouraging prospects for a rebound in 2025 based on enhancements in the DWDM offer in 2024 and particularly, on the new high-performance 800G card, as well as new software features.

Ekinops consolidated its commitment to sustainability during 2024, while work on CSR was clearly linked to changes in the regulatory environment and the implementation of the Corporate Sustainability Reporting Directive (CSRD).

The Group also inaugurated its new headquarters in Lannion, which, in addition to being a truly modern flagship conducive to innovation, provides a response to environmental concerns, with its high energy efficiency buildings.

Despite the economic challenges impacting its business, Ekinops demonstrated its operational efficiency in 2024 as well as its resilience, illustrated notably by its increasing ability to generate cash flow through its business.



Frank Dedobbeleer

Chief Revenue Officer, EMEA & APAC

"Traffic growth and technological developments mean telecommunications networks are facing several critical challenges such as resilience and scalability. We are proud to work closely with our customers to define solutions and services capable of optimizing their technical performance in a sustainable business model."

MARKETS

STRONG GROWTH MARKETS

Ekinops operates on markets, driven by the deployment of new networks and the rise in capacity of existing networks, supporting fundamental trends such as mobility, hybrid working, the Cloud, Edge Computing and connected objects, to name but a few.

With bandwidth consumption rising steadily around the world in view of new uses – (5G, OTT services, IoT (Internet of Things), mobility, etc.) – there is a mechanical increase in optical transport and network access markets.

These markets are complex and constantly changing. Thanks to a voluntary and ambitious innovation policy enabling the development of high-performance and optimized solutions, Ekinops has succeeded in taking market share from its competitors and establishing relationships of trust with global operators.

Despite the significant share of revenue generated internationally (59% in 2024 and 68% in 2023), Ekinops still has a relatively modest size in markets dominated by a few multinationals. Ekinops' main competitors are equipment giants such as Ciena, Huawei, Nokia, Cisco, Juniper and Adtran.

Ekinops' French identity, control of its supply chain and agility in terms of sourcing and management of inventories are genuine strengths to support operators who must ensure they find partners they can trust.

Via its OneAccess brand, Ekinops currently ranks no. 3 worldwide in the Branch Office equipment market.

(*) Source: Omdia - Enterprise Routers Market Tracker – Data.



BRIDGE PLAN: TARGETING NEW MARKET SEGMENTS

The Bridge plan aims to position the Group as a leader in highly buoyant market segments.

As such, in Optical Transport, Ekinops is now set to address the DCI market segment (Data Center Interconnect). To better manage digital transformation at the network edge and the impacts of AI, operators and service providers are increasing the technical requirements of their optical transport equipment, requirements very similar to those of data centers. Ekinops will therefore complement its current offering with new platforms in line with these developments, giving it a real competitive edge in plug-in solutions.

In Access, Ekinops is set to tackle the cybersecurity segment by developing its own sufficiently robust firewall to support a SASE offering (Secure Access Service Edge): an affordable, operator-friendly security solution that complements a feature-rich 7-in-1 solution for large enterprises, SMEs and SMBs.

INNOVATION - R&D

The Group is largely involved in institutional Research & Development projects at an international level enabling it to both integrate experts (PhD profiles, for example) and envision the innovations of tomorrow. This involvement is an illustration of the Group's desire to build an open ecosystem.

Every year, Ekinops invests more than 20% of its revenue in Research & Development to provide its operator customers with innovative solutions. Indeed, operators need to step up their transformation and adjust their offers to constantly changing demand while facing competition from powerful players such as the GAFAM. They must also meet ever more demanding environmental criteria, notably in terms of energy consumption.

The Group is investing to provide solutions capable of shaping these changes, particularly in the areas of Cloud, automation, SDN (Software-Defined Networks), virtualization, Edge Computing and SASE (Secure Access Service Edge).

CLOUD, SECURITY, AI

Most companies adopt a Cloud-first approach when deploying new applications. Gartner affirms that 85% of organizations will be Cloud-first by 2025, and operators appear to confirm this trend.

The Cloud, virtualization and application management at the Edge creates challenges in terms of network security and resilience (criticality of services, data management, increasing points of weakness). In addition, applications of artificial intelligence (AI) within networks are expected to multiply, as virtualization increases the possibilities of integrating "AI bricks" in order to program, optimize and automate certain tasks (predictive maintenance, improvement of flow routing, etc.).

The Group is constantly investing to enhance its software competencies (agility, DevSecOps, AI) to make its software offering more Cloud-native. The same is true for issues of safety: Ekinops invests heavily to reduce the vulnerability of its products throughout their life cycle (design, development, testing, operation, maintenance).

EDGE

The Access network functions, now performed by physical platforms, are becoming virtualized functions and microservices at the network edge. Critical applications or those sensitive to latency time are moving closer to businesses and Internet users to take full advantage of Cloud-distributed functions and services. Ekinops is investing in this segment and offers software to perform services on the edge as an extension of OneOS6, notably the Nuvia.io marketplace which enables easy deployment of business applications.



THE BRIDGE PLAN: DEVELOP NEW SOLUTIONS

In response to the growing cybersecurity needs of enterprises, Ekinops is transitioning to more advanced security solutions for the OneOS6 solution by integrating a next-gen firewall, capable of addressing the most complex security challenges and an SASE offering (Secure Access Service Edge) that combines network (SD-WAN) and security (Zero Trust, SWG, CASB, FWaaS, etc.) in a unified template and provided in the Cloud.

To meet changing demands from operators in terms of optical transport, the Group is set to launch a new product family focused on the DCI segment (Data Center Interconnect) structured around two product areas: the C900HC chassis, compatible with DCIs, and the PTM range (Photonic Transport Modular). This range will meet the requirements of both data centers and telecoms operators.



Sylvain Quartier

Chief Strategy Officer

"Operators should remain the preferred partners for companies in their digital transformation. Ekinops can help them enhance their connectivity offerings to secure their revenues and enable a return on investment, despite the challenges and costs associated with network virtualization and computerization. Leveraging our technology building blocks, we offer our customers solutions that are optimized in terms of cost, simplicity of deployment and operation, while respecting service level agreements (SLA) and ambitious environmental targets."

INTERNATIONAL

Ekinops was founded in 2003 in Lannion (France), the cradle of French telecommunications. It is proud of its French and European identity and manufacturing. However, with more than half of its business generated internationally, the Group has a truly global footprint and solid global experience.

Ekinops's head office is located in Lannion (France), which is also home to its Optical Transport R&D activities. The Ekinops group has 10 subsidiaries around the world: Ekinops France located in the Paris region in Massy (France), Ekinops Corp. in Rockville (Maryland) in the United States, Ekinops Belgium in Leuven (Belgium) and other entities in Germany, Spain, Australia, India, Canada and Switzerland. Ekinops' Research & Development activities span six R&D sites: five in EMEA (Lannion, Sophia Antipolis, Massy, Leuven and Geneva), and one in India (Bangalore).

In addition to its R&D centers, the Group has sales representation in more than 10 countries including Singapore, Poland, the United Arab Emirates, Kenya, Kazakhstan and the United Kingdom. Thanks to its global

presence, Ekinops provides support services to its customers worldwide and boasts customers in more than 70 countries.

The Group also has a manufacturing, assembly and repair plant in Leuven (Belgium).

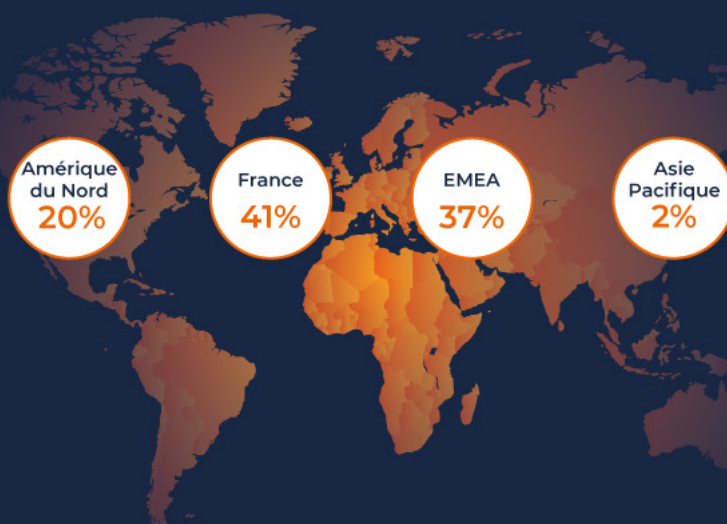
Currently, more than 120 international service providers, including many tier 1 operators around the world, rely on the Group's staff and technologies to help them with their infrastructure, provide enterprise managed services to their customers and facilitate the migration to virtualized networks.



Kevin Antill

Chief Revenue Officer, North America

"We now have new premises, which combine Ekinops' head offices in North America, its world-class customer service base across the Atlantic, as well as the Ekinops Learning Center (ELC), a training center for all customers in North America, which represented 20% of revenue in 2024. Relations with our customers are our greatest asset, and it is vital to have strong presence in the region, with qualified employees who know how best to meet the requirements of customers and provide them the support they deserve and need."





Didier Brédy

Chairman and Chief Executive Officer



Dmitri Pigoulevski

Chief Financial Officer



Philippe Moulin

Chief Operating Officer



Sylvain Quartier

Chief Strategy Officer



Kevin Antill

Chief Revenue Officer
North America



Frank Dedobbeleer

Chief Revenue Officer
EMEA & APAC



Harald Bock

Chief Product Officer

GOVERNANCE

The management team imagines and executes the vision and strategy of Ekinops.

The main role of the Board of Directors is to adopt the major strategic orientations and ensure that they are implemented.

It is made up of six members:

- Didier Brédy, Chairman and CEO.
- François-Xavier Ollivier, co-founder of Ekinops.
- Bpifrance, represented by Charlotte Corbaz.
- Aleph Capital, represented by Hugues Lépici.
- Nayla Khawam, independent director.
- Lori Gonnu, independent director.

The Board of Directors created four Special Committees:

- The **Audit Committee** is composed of two members: Nayla Khawam (Chair) and Charlotte Corbaz, as representative of Bpifrance Participations SA;
- The **Remuneration Committee** is composed of three members: Hugues Lépici, as representative of Aleph Golden Holdings Sarl, (Chairman), Nayla Khawam and Lori Gonnu;
- The **Strategy Committee** is composed of four members: Hugues Lépici (Chairman), Charlotte Corbaz, Didier Brédy and François-Xavier Ollivier;
- The **Environmental, Social and Governance Committee (ESG)** is composed of three members: Lori Gonnu (Chair), Charlotte Corbaz and Didier Brédy.

WORKING FOR A SUSTAINABLE IMPACT



Sebastien Bernard

Corporate Sustainability
and Risks Manager

“As part of its sustainability policy, Ekinops is committed to being a responsible company in all its activities.

Ekinops' goal is embodied in three fundamental ESG commitments: ethical responsibility, limiting the environmental impact of its activities and social engagement.

In each of these pillars, we have ambitious targets to help make the global telecommunications industry responsible and sustainable”.

Corporate Social Responsibility (CSR) has been at the heart of Ekinops' strategy for many years, with the aim of remaining at the forefront of best practices in sustainable performance and helping to build a responsible global telecommunications industry.

Our aim? To generate a positive impact on society while providing a fulfilling environment for our employees.

Since 2021, the Environmental, Social and Governance (ESG) Committee has defined the Group's societal policy and its objectives within the Board of Directors. Since January 1, 2024, Ekinops has appointed a Corporate Sustainability and Risks Manager to reconcile risk and sustainable development and enable the Group to better respond to ESG regulations. During 2024, CSR work was closely tied to changes in the regulatory environment and the implementation of the Corporate Sustainability Reporting Directive (CSRD) as of 2024, as well as taking into account the growing expectations of stakeholders. Important topics over the year concerned the following:

DOUBLE MATERIALITY ANALYSIS

In 2024, the Group updated its analysis of material sustainability matters in order to align with the requirements of the CSRD. The double materiality analysis identifies and prioritizes the material non-financial matters concerning Ekinops and its internal and external stakeholders, in view of their impact and associated risks.

The Group thus integrated the principle of double materiality (impact materiality and financial materiality) and defined a list of significant IROs (Impacts, Risks and Opportunities) according to this principle, some of which had already been identified:

energy consumption of Ekinops products, greenhouse gas emissions (GHG), quality of life at work, diversity and gender balance in the workforce.

2030 CARBON TRAJECTORY

The 2024 GHG emissions report showed a decrease of almost 15% in absolute terms compared to 2023, which was already down 44% compared to 2022. CO₂ equivalent emissions (CO₂eq) in intensity as a percentage of revenue (tCO₂eq/€m) were down more than 6%. Apart from the decline in overall business in 2024, the main factors driving this reduction were the improved energy performance of products sold in 2024, and the improvement in the carbon intensity factor of the countries where Ekinops generates its sales, as a result of their efforts to decarbonize their electricity. To consolidate the Group's efforts to control energy consumption, Ekinops plans to switch to 100% renewable electricity for its sites in the European Union by the end of 2026.

During 2024, Ekinops also established its 2030 greenhouse gas emissions reduction trajectory, in line with the Paris Agreement. This trajectory, established according to the Science Based Target initiative (SBTi) methodology, targets a 33% reduction in absolute CO₂eq emissions by 2030 (compared to 2023) across scopes 1, 2, and 3 of the Greenhouse Gas Protocol. This trajectory will be submitted to the SBTi for validation in 2025. To support this trajectory, a transition plan for climate change mitigation will be put in place by the end of 2026, in accordance with the ACT Step-by-Step methodology (Assessing Low Carbon Transition), developed by ADEME (agency for ecological transition) and CDP (Carbon Disclosure Project).

New head office: increased energy efficiency



In 2024, Ekinops inaugurated its new head office in Lannion, also an R&D center for optical transport activities, in the heart of the historic center of telecommunications technologies in France..

Beyond the desire to have a new, modern head office that is conducive to innovation and able to accommodate twice the number of employees in Lannion, the company's new flagship also addresses Ekinops' environmental concerns, with more energy-efficient buildings.

Its construction involved the renovation of an existing building and was adapted to environmental standards, thus helping to limit the environmental impact by avoiding unnecessary land development. The heat generated by the telecommunications racks is reused to heat the building. The company has preserved two hectares of land around the

building where beehives have been installed, while employees will be offered collaborative gardens in the near future. The rest of the land is to be kept as a pollen meadow for a positive impact on bird nesting and attracting pollinating insects.

To meet its target of "100% renewable electricity at all Group sites in the European Union by the end of 2026 at the latest", Ekinops signed an electricity supply contract with "Guarantees of Origin" when it moved into this new site. In addition to this contract, Ekinops is studying the medium-term possibility of developing its own production (self-consumption), using photovoltaic panels to be installed on the building's roofs.

Finally, Ekinops has set the target to obtain ISO 50001 certification for the Group's main sites, including the new head offices in Lannion, by the end of 2030 at the latest.

CSR ASSESSMENT PROGRAM FOR THE TOP60 SUPPLIERS

In its relations with suppliers, Ekinops relies on its supplier charter and ISO standards, and implements a system for selecting and assessing external service providers, which was updated in 2024. To ensure that its suppliers and subcontractors are aligned with a minimum level of CSR performance, Ekinops is committed to assessing its 60 largest suppliers in terms of purchasing value, representing over 95% of total purchases.

This assessment covers Environment, Social and Human Rights, Business Ethics and Responsible Purchasing. Based on the CSR EcoVadis evaluation platform, a minimum score of 45/100 is expected from each supplier, demonstrating sufficient maturity in terms of sustainability. Through its Purchasing and Sustainability teams, Ekinops also supports suppliers and subcontractors who do not meet the threshold.

ESG RATINGS

Following the Ethifinance ESG Ratings 2024 campaign, Ekinops obtained an overall score of 70/100. Out of the four ESG pillars assessed by Ethifinance (governance, social, environment and external stakeholders), Ekinops outperformed its benchmark (272 companies in the Information Technology sector rated during the 2024 campaign).

Ekinops' CSR policy was also recognized by EcoVadis' Silver Medal, with a score of 66/100 for 2024.

This places Ekinops in the top 15% of all companies in all sectors assessed by EcoVadis over the past year.

Ethifinance
ESG ratings



FINANCIAL INDICATORS

€m - IFRS	2024	2023
Revenue	117.7	129.1
Gross margin	64.5	67.3
% of revenue	54.8%	52.1%
EBITDA⁽¹⁾	18.0	18.6
% of revenue	15.3%	14.4%
€m - IFRS	2024	2023
Operating cash flow	20.8	13.5
Free cash flow⁽²⁾	10.9	5.5
Net cash⁽³⁾	29.5	25.8

⁽¹⁾ (1) EBITDA (Earnings before interest, taxes, depreciation and amortization) corresponds to current operating income restated for (i) amortization, depreciation and provisions, and (ii) calculated income and expenses relating to share-based payments.

⁽²⁾ Free cash flow = cash flow from operating activities – acquisitions of tangible and intangible fixed assets, operating cash flow (CapEx)

⁽³⁾ Net cash = cash and cash equivalents – borrowings (excluding bank debt relating to French research tax credit (CIR) pre-financing and IFRS 16 lease liabilities)

2025 FINANCIAL CALENDAR

Thursday, April 10, 2025	Thursday, May 22, 2025	Thursday, July 10, 2025	Monday, July 28, 2025	Tuesday, October 14, 2025	Wednesday, January 14, 2026	Tuesday, March 10, 2026
Q1 2025 revenue	General Meeting	Q2 revenue 2025	Half-year 2025 results	Q3 revenue 2025	FY 2025 revenue	FY 2025 results

All press releases are published after Euronext Paris market close.

STOCK MARKET INDICATORS



STOCK MARKET INDICATORS

Data as of December 31, 2024

Stock price: €3.72
Market capitalization: €100m
Market: Euronext (Compartment B)
ISIN Code: FR0011466069
Mnemonic code: EKI
ICB: 15101010, Telecommunications equipment
Reuters: EKI.PA
Bloomberg: EKI:FP

Ekinops is part of the CAC Mid & Small, CAC PME, Euronext Tech Croissance and Enternext Tech 40 indices and Enternext PEA-PME 150

Ekinops is eligible for the PEA and the PEA-SME savings plans, and the SRD Long Only

ANALYST COVERAGE

Equity research firm

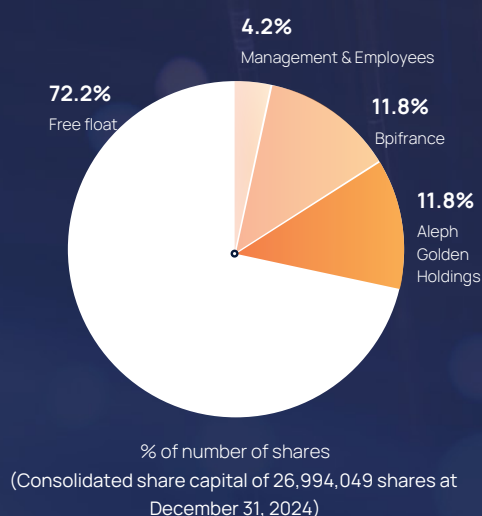
Bryan Garnier
Gilbert Dupont
IDMidCaps
Oddo BHF
Portzamparc
TP ICAP Midcap

Analyst coverage

Antoine Lebourgeois
Yann de Peyrelongue
Pierre Dinet
Gauthier Le Bihan
Clément Bassat
Gilbert Ferrand

SHAREHOLDING (CURRENT)

At December 31, 2024



PRICE CHART

From January 1 to December 31, 2024

2024 high: €5.62
2024 low: €2.97



NOTES

In this document, the terms:

- The "Company" refers to Ekinops SA;
- The "Group" or "Ekinops" refers to the consolidated group made up of Ekinops SA and its subsidiaries, as presented in paragraph 1.2.2.

Consolidated reference information

Pursuant to the provisions of Article 19 of (EU) Regulation 2017/1129 of June 14, 2017, the following reference information is included in this document:

- the consolidated financial statements for the year ended December 31, 2023 and the related Statutory Auditor report presented respectively in sections 4.1 and 4.2 of the 2023 Universal Registration Document filed with the French Financial Markets Authority, AMF, on March 26, 2024 under registration number D. 24-0179;
- the items of the management report relative to the 2023 financial statements included in the 2023 Universal Registration Document filed with the AMF on March 26, 2024 under registration number D. 24-0179.
- the consolidated financial statements for the year ended December 31, 2022 and the related Statutory Auditor report presented respectively in sections 4.1 and 4.2 of the 2022 Universal Registration Document filed with the French Financial Markets Authority, AMF, on April 6, 2023 under registration number D. 23-0250;
- the items of the management report relative to the 2022 financial statements included in the 2022 Universal Registration Document filed with the AMF on April 6, 2023 under registration number D. 23-0250;

1

Presentation of the company and its areas of business

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1.1 SELECTED FINANCIAL INFORMATION

1.1.1 Highlights of the year 2024

At the end of 2024, Ekinops' consolidated revenue stood at €117.7 million, down 9% compared to the previous year (identical change at constant exchange rates).

2024 was marked by dynamic growth of 11% in **Access**, driven by a clear recovery in business in France and several European countries, with operators gradually rebuilding their equipment inventories.

Revenue in the **Optical Transport** business line was down 30% year-on-year, penalized by demanding comparison with the year-earlier performance and the reluctance of operators to launch their investment plans in a deteriorated market environment. Business nevertheless picked up slightly at the end of the year, with H2 revenue up 20% compared with H1 and the first deliveries of the new 800G solution.

Software & Services contributed 18% of Group revenue, compared with 17% a year earlier, with a growing share of SD-WAN solutions.

✓ Commercial aspects

Ekinops delivered a solid performance in France in 2024, with robust growth of 18%, driven primarily by sales of Access solutions (+30%). At end-December 2024, France accounted for 41% of Group revenue (vs. 32% a year earlier).

Outside France, Ekinops sales were down 21% representing 59% of total revenue compared with 68% a year earlier.

In North America, where sales are mainly generated by Optical Transport solutions, revenue totaled €23.3 million, down 26% compared with last year (identical change in US dollars). The region represented 20% of the Group's business in 2024 (vs. 25% a year earlier). The US market saw operators adopt wait-and-see attitudes in 2024 given the economic context, slower growth in demand for bandwidth and also the weak rollout of the federal Broadband Equity, Access and Deployment (BEAD) program, which operators were expecting at the end of the year.

The EMEA region (Europe excluding France, Middle East and Africa) recorded revenue of €43.8 million in 2024 (37% of Group revenue vs. 41% in 2023), down 18% compared to the previous financial year. Apart from disadvantageous comparison with the year-earlier performance (23% growth in 2023), the region suffered from a particularly sharp decline in sales of Optical Transport solutions. However, the Group is gradually restoring growth in the region, with revenue up 37% in the second half of 2024 compared with the first half.

Asia-Pacific, which only accounts for 2% of Group revenue generated with a handful of accounts, was down 32% over the financial year.

✓ Operational aspects

Regarding activities in **Access**, Ekinops continued to develop its offers for the corporate market with significant evolutions in its various product lines. The range of routers, already extensively renewed in 2023, benefited from the addition of numerous software features to address new customer requests and expand its market. The ONE621 router, intended for the Branch Office market, has been enhanced with the integration of Wi-Fi 6. A new, high-performance and competitive router, the ONE641, was launched on the market and has already been selected by two major customers. It is a compact router, optimized in terms of power consumption and capable of routing traffic at 10 Gbps with all services enabled and with no ventilator, which is unique in the market today. The router was eco-designed, resulting in an exceptionally low carbon footprint for a product in this category (only twice as much as a 1 Gbps router for a performance factor of x10). The development of a 5G modem, entirely managed by the OneOS6 solution and which can be installed both indoors (on a table, wall or window) and outdoors, was launched in the second half of the year. This innovative solution, the first of its kind fully managed by a router, is due for market launch at the end of 2025.

The SD-WAN offering has also been enhanced with the introduction of Smart Connect to complement the existing SD-WAN Xpress offer. Ekinops' solutions have reached a remarkable level of maturity, enabling the deployment of a large number of sites for prestigious customers and, more broadly, enabling operators to offer secure solutions, adapted to the complexity of their customer networks.

Ekinops also launched its SaaS (Software as a Service) offering for its SD-WAN Director orchestrator as well as its equipment management solution, OneManage. This innovative offering, called "Compose Cloud," makes dedicated instances available to customers in the form of a subscription. Ekinops handles maintenance, monitoring, updates and security for the solution. The offer is currently available in two versions: a "Starter" offer, intended for development, testing or pre-production activities, and an "Enterprise" offer, dedicated to production activities. For this, Ekinops has set up an industrialization of the Microsoft Azure public Cloud.

In 2024, Ekinops acquired the "5View" software suite from Infovista, a software company specializing in infrastructure management for mobile and fixed networks.

5View is a network application performance analysis solution that collects, stores and aggregates data in real time to provide reports for analyzing problems, monitoring service level agreements (SLAs) and optimizing long-term network capacity management. It also provides the necessary visibility on application traffic as part of an SD-WAN solution. The 5View suite will enable Ekinops to enrich its software offering through integration with its SD-WAN solutions, as of the first half of 2025. It will also provide added value to any operator or company aiming to improve the visibility of applications running on their network, regardless of the technology used. Through this acquisition, Ekinops is stepping up its strategy by strengthening its **Software & Services** offering.

As part of its **Optical Transport** activities, 2024 was marked by the decision to halt developments around OTN technology, offset by the inauguration of Ekinops' new head offices in Lannion (Côtes-d'Armor), housing the hardware and software Research & Development employees for the **Optical Transport** range. The remarkable building reflects the Group's expansion over the past 20 years, in terms of both revenue and headcount. The new premises reflect the need for work spaces adapted to all activities, focused on innovation, software development, the production of state-of-the-art equipment and operator training. Housing more than 100 employees, the new site covers 20,000m² and meets the requirements of both shared work spaces and environmental concerns through its more energy-efficient design.

On the technical side, Ekinops rounded out its Ekinops360 product line in both hardware and software. Ekinops launched a new high-performance 800G transponder, the PM_800FR04, based on the latest generation of DSPs and optical components. This is a strategic product for Ekinops targeting a larger share of the Metro and Long-haul markets, offering a solution with low power consumption and significantly higher performance than solutions based on plug-in optical modules.

A new 100G transponder, the PM_100HDF01, was also developed. It fits perfectly into the current range by offering a highly cost-optimized version, meeting the needs of the particularly dynamic Metro 100G access market.

With a view to streamlining the product range and renewing older products using components that are at the end of their useful life, but still in demand on the market, Ekinops has developed and marketed two new platforms (the PM_O5005MP, and the PM_O1008-MP).

From a software perspective, the **Optical Transport** offer was rounded out with new features, including the OSPF routing protocol for managing a large number of nodes in its optical networks, as well as the addition of important features on the Celestis management platform: node split, to increase the number of chassis connected on a single node, SSO (Single Sign-On), and Kafka Queue for asynchronous message management, guaranteed high availability, maintaining optimal performance, and increased visibility on the state of the network.

In terms of operational support for its customers, Ekinops continued to develop its operator **services** offer by maintaining traditional after-sales support services such as ticket management, 24/7 assistance, RMA management, network design or telecom architecture engineering support, on-site installation. In 2024, Ekinops took over the complete installations and replacement of old equipment within a large European network for a major operator in Germany. The two-year program highlights Ekinops' abilities in turnkey management of complex projects that require exemplary rigor to intervene and modernize an active network without disrupting the operator's customers.

1.1.2 Progress made/difficulties encountered

2024 saw a normalization in supply of optical and electronic components at the global level, enabling a return to more stable production rates. As a result, Ekinops was able to deliver the orders it received throughout the year as planned.

2024 was also a year of repositioning in terms of product strategy for the **Optical Transport** business. Ekinops announced the halt of its OTN product line, as well as the closure of its Research & Development center in Brazil. The closure was aimed at both concentrating the Group's R&D and optimizing its operating performance.

This repositioning will help focus efforts on developing solutions for DWDM markets, as well as broaden the range of solutions on offer and concentrate work at the Lannion R&D center, thereby reinforcing the Group's technological know-how and commitment to innovation at the new, modern head office inaugurated in May 2024 and capable of accommodating double the current workforce in Lannion.

In 2024, sales of **Optical Transport** solutions were down 30% compared to the previous financial year. The business line suffered from operators' reluctance to commit to their investment plans in a deteriorated market environment (slowing Internet traffic growth, post-pandemic equipment overcapacity) and an adverse economic context (global economic slowdown, high interest rates, geopolitical situations, etc.). The fourth quarter was the biggest quarter of 2024 for **Optical Transport**, offering encouraging prospects for a rebound in 2025.

For **Access** solutions, 2024 was marked by dynamic growth of 11%, driven by a clear recovery in business in France and several European countries (Germany, Belgium), with operators gradually rebuilding their

equipment inventories. This year saw very strong growth in sales of data routers for the Branch Office and Mid-Range markets. Ethernet Access Devices (EAD) also experienced strong growth, above 35%, while voice products continued their decline as expected, in view of the sharp market-wide downturn. SD-WAN solution installations provided welcome news, with a sharp increase in deployments in France, Europe and North America. Ekinops' SD-WAN Xpress solution was chosen by Orange for the deployment of its "SD-WAN Essentials" managed service.

Revenue generated by **Software and Services** continued to grow, representing 18% of total Group revenue in 2024, versus 17% a year earlier.

During 2024, Ekinops pursued its constant improvement efforts, in terms of both processes and operating efficiency. In the interests of harmonization, Ekinops implemented two new quality standards, ISO 9001 and ISO 14001, common to all Group entities, whereas previously separate standards had been used. As a result, the Group obtained new ISO 9001 and ISO 14001 certifications during the year and also renewed its ISO 27001 certification. As a reminder, ISO 9001 concerns quality management, ISO 14001 environmental management and ISO 27001 information security management. For Ekinops, harmonizing ISO 9001, 14001 and 27001 processes is more than just a compliance exercise: it is a strategic move that will enable the Group to become more efficient, competitive and resilient in the face of future challenges. By structuring its practices and aligning them with recognized standards, Ekinops aims to create an environment conducive to innovation and sustainable growth, both organic and external.

1.2 PRESENTATION AND CHANGES TO THE COMPANY

1.2.1 General presentation of the Company

Ekinops is a telecoms equipment manufacturer focused on designing and supplying innovative solutions to telecoms operators and enterprise networks. These solutions, comprising physical equipment, software and services, cover the fields of optical transport networks, Ethernet services, data routing and, in the broadest sense, intelligent network connectivity.

The Ekinops solutions enable the deployment of high capacity and high-speed optical transport services, as well as enterprise managed services based on physical or virtualized platforms.

These operator-class solutions, equipment and software, as well as the associated services, are intended to help service providers and businesses address network evolution and the constant demand for greater capacity and agility.

The Group operates in a market driven by the expansion of network capacity through either the deployment of new networks or by increasing the capacity of existing networks.

Company milestones

The company was founded in 2003 and initially positioned itself on the optical transport market, building on the vision of its two founding engineers, both former Alcatel executives. With its extensive expertise in software (signal processing) and optics (laser technology), the Group initially offered solutions to manage transmission capacity based on two major technologies:

- (i) Wavelength Division Multiplexing (WDM), which is used to increase the bandwidth available on a single optical fiber by sending multiple signals simultaneously over different wavelengths; and
- (ii) Ethernet transmission protocol (as a replacement for other aging protocols).

Marketed under the Ekinops360 brand, this offering combines performance, flexibility and scalability, all at a competitive price and proved attractive to operators and institutions alike.

The Group integrated the activities of OneAccess in 2018, after its acquisition in Q4 2017. Ekinops' offering was thus broadened to include network access

products (routers, CPE) and software and services marketed to telecoms operators. These integrated products (software and hardware) allow operators to offer managed communication services using equipment installed at their enterprise customers' sites.

The OneAccess brand products located on the companies' premises thus connect the operator's telecom network to the company's internal network.

In 2020, Ekinops launched its Compose software brand to support companies' digital transformation within increasingly software-defined networks. Compose is the Group's software offering that helps operators and service providers supplement their portfolio with new value-added services such as SD-WAN, security and quality of service.

In October 2021, Ekinops acquired the SixSq start-up, a Software as a Service (SaaS) provider for Edge Computing, which provides an ultra-innovative solution that complements Cloud Computing with data processed directly on the company's site.

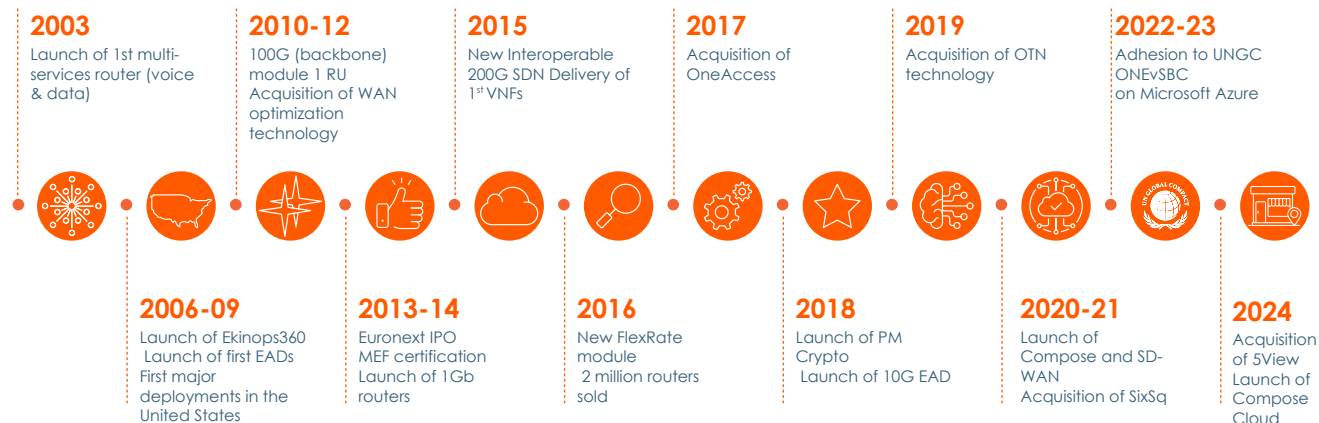
In 2022, Ekinops ratified its membership of the United Nations Global Compact (UNGC), a voluntary initiative aimed at creating a global framework for achieving sustainable growth by demonstrating responsible and creative governance and acting as enlightened citizens aware of global issues. As a signatory, Ekinops is committed to respecting and contributing to the realization of 10 principles in four areas: human rights, labor standards, the environment and anti-corruption.

In 2023, Ekinops made its ONEvSBC (Session Border Controller) available on the Microsoft Azure marketplace, enabling suppliers of services to easily design their voice services for corporate customers.

Also in 2023, Ekinops marketed its first industrial routers with the "FlexCPE" functionality. These products offer the possibility of loading and running third-party applications in the form of containers. In this way, it extends the possibilities of a traditional router (pCPE) to offer functions at the edge of the network. Compared with Cloud usage, this enables faster response times, better confidentiality and a reduction in the carbon footprint and cost of use of data centers.

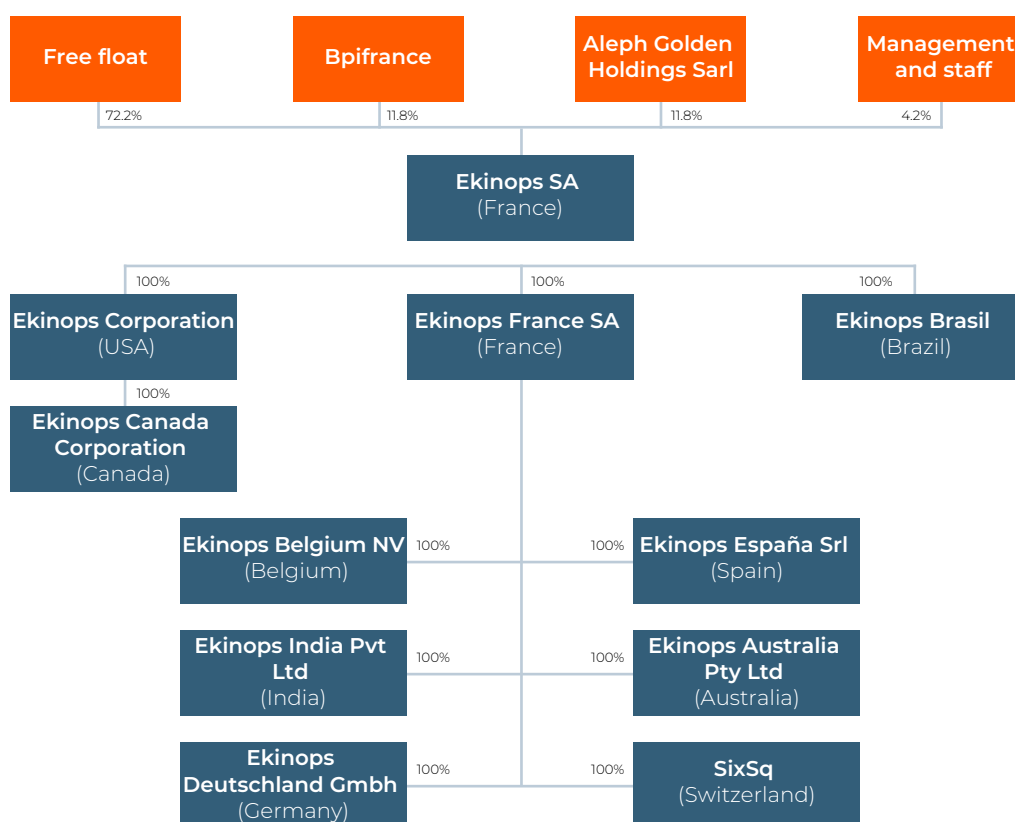
In 2024, Ekinops acquired the 5View software suite, a solution for visibility and analysis of application performance on networks. It collects, stores and aggregates data in real time to provide reports for analyzing problems, monitoring service level agreements (SLAs) and optimizing long-term network capacity management. It also provides the

necessary visibility on application traffic as part of an SD-WAN solution. Again in 2024, Ekinops launched Compose Cloud, its Software as a Service (SaaS) offering for its SD-WAN Director orchestrator as well as its equipment management solution, OneManage. The offering provides customers with dedicated instances on a subscription basis.



1.2.2 Organizational chart

At the date of filing of this Universal Registration Document, the legal organizational chart for the Ekinops group was as follows:



1.2.3 Property, plant and equipment

The Ekinops group does not own any property. Its main fixed assets are laboratory equipment, as well as the industrial equipment at its Ekinops Belgium subsidiary.

1.3 DESCRIPTION OF BUSINESSES

1.3.1 General overview of the Company's businesses

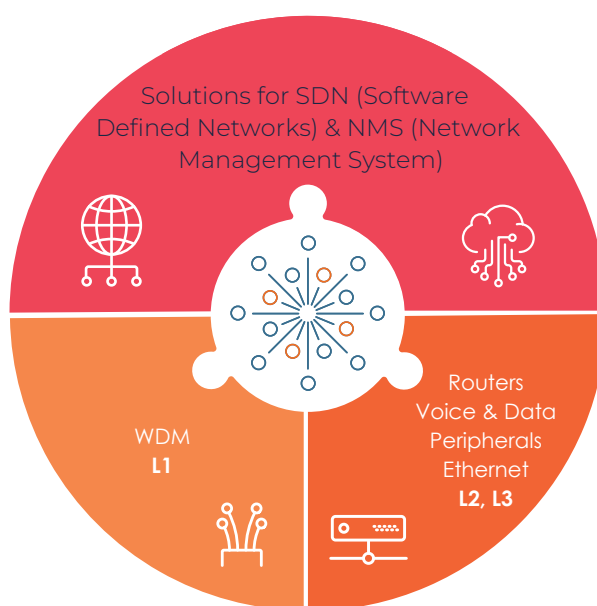
The Group provides open, reliable and innovative network connectivity solutions. The Ekinops teams are constantly developing equipment and software to enhance the network industry and create new high value-added commercial opportunities for the Group's customers. Ekinops' portfolio of solutions and services consists of three fully complementary brands:

- Ekinops360, to meet the needs of metropolitan, regional and long-distance optical transport networks (layer 1), based on the WDM technology for a simple, compact, integrated architecture;
- OneAccess, for layers 2 and 3 (access and routers) to offer a wide range of physical and virtualized deployment options for routing voice and data;
- Compose which includes solutions for software-defined networks with a variety of management tools and services, including scalable SD-WAN solutions (SD-WAN Xpress and Smart Connect) and Edge-to-Cloud solutions from Nuvla.io.



COMPOSE

Manager NMS, Director, OneManage Services (OneOS6, SD-WAN, VNFs, CNFs), Middleware (OneOS6), Nuvla



EKINOPS360

Optical Transport solutions for Metro/Long-haul/etc.

ONEACCESS

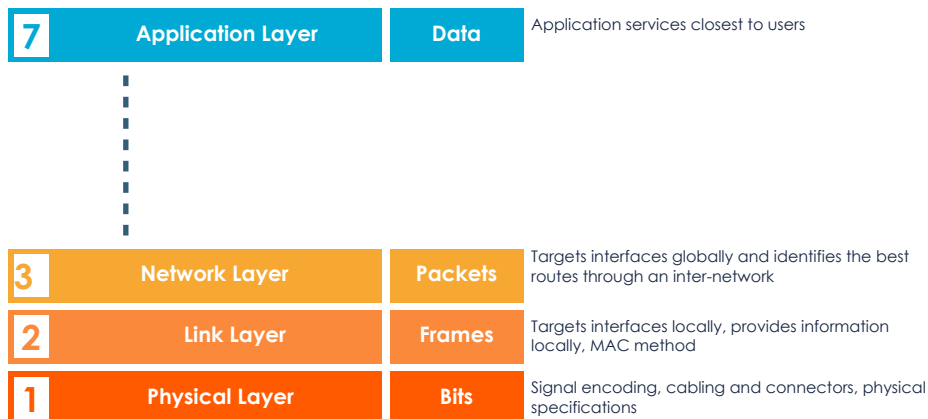
Platform for Branch Offices and Edge Networks

1.3.2 Positioning within telecommunications networks

Ekinops operates at both the “physical layer,” known as level 1, through the WDM optical transport platforms, and also at layers 2 and 3, the “data link” and “network” layers with its switching and routing solutions. The combination of Ekinops' technical solutions enables a wide choice of deployments, both physical and virtualized, for data transmission and for corporate services.

Network levels

1. Optical transport over fiber (layer 1/L1)
2. Communication/Ethernet services (layer 2/L2)
3. IP routing services (layer 3/L3)

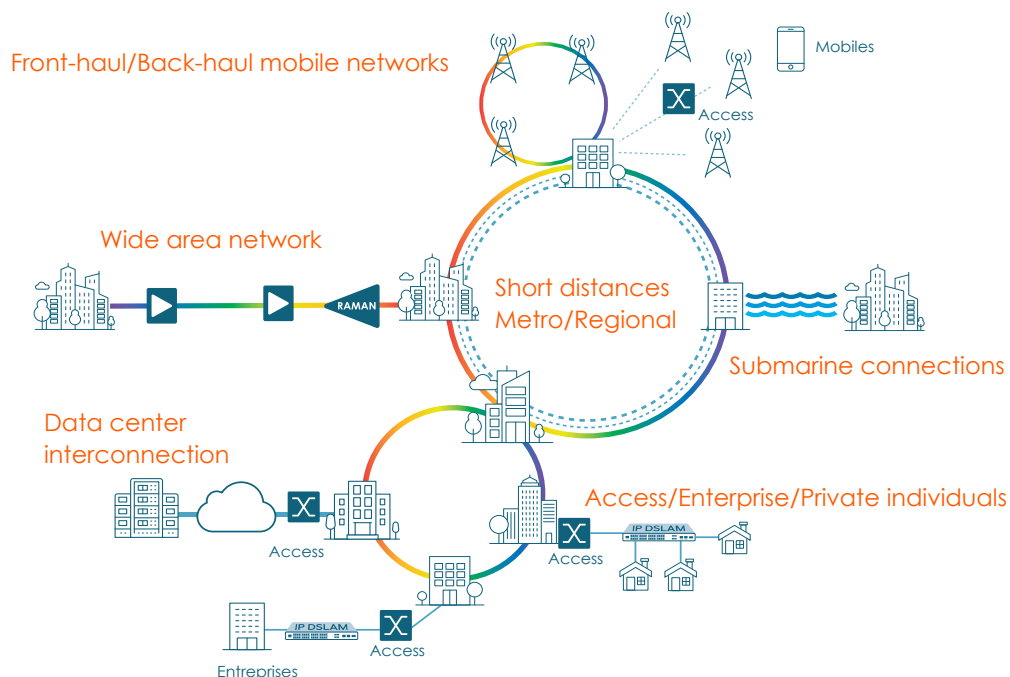


The level 1 physical layer is itself segmented into geographic/distance criteria and allows for high capacity transport of data:

I. the **"Metro network"**: the local metro network, which connects telecoms operators' points of presence to each other, to companies, to cell towers (3G, 4G, 5G) and to video servers. The transport technology typically used for Metro transport is called "Metro WDM";

II. the **"Backbone"** network: the backbone of the rest of the network, with greater bandwidth. It connects the metro networks, which are often several hundreds or thousands (submarine networks) of kilometers apart from each other.

The diagram below shows the points of contact where Ekinops operates at the access and infrastructure levels:



1.3.3 Ekinops' offering

Ekinops' offering is based on three product families and their associated services. Optical transport, network access, as well as network management and virtualization. All the physical platforms marketed by the Group are "carrier class," which means they are

highly adapted to operator and service provider customers. Ekinops' solutions enable a wide range of network operators to deploy and manage new generation networks which provide services to companies.

	EKINOPS360	ONEACCESS	 COMPOSE
Customers	Telecoms operators and service providers		
Markets	Metro & Long-haul	Edge & Access	Network management and virtualization
Solutions	CWDM/DWDM Transponders & Muxponders ROADMs products	Ethernet access devices uCPE enterprise voice & data routers	Virtualisation, VNFs, CNFs SD-WAN NMS Edge Computing, Cloud
Services	Support, Network design, Consulting, Security audit, Certification, etc.		

1.3.3.1 The Optical Transport (Ekinops360 brand) range

Adapting the networks to cope with soaring demand for data transport requires optimum use of the optical fiber transmission medium. The goal is to "forward" the maximum amount of data at the same time and as quickly as possible.

Ekinops offers operators a comprehensive range of equipment (transponders, multiplexers, etc.) covering all the needs of a highly interoperable market.

The equipment is generally installed at each end of the link, and at intermediate sites, in bays, at the customer's site or in datacenters.

The standard equipment consists of:

- one or more cards depending on the customer's specific needs (data aggregation, transport over short or long distances, etc.);
- in certain cases, pluggable cards;
- a chassis, some can integrate up to 20 cards.

Ekinops' sales in this segment come from both complete sets of equipment and additional cards as its customers' networks grow.

Ekinops develops its own optical line interphase technology but also offers pluggable optical solutions for applications where performance is not an issue, which makes marketed platforms even more flexible.

1.3.3.2 Routing range (OneAccess brand)

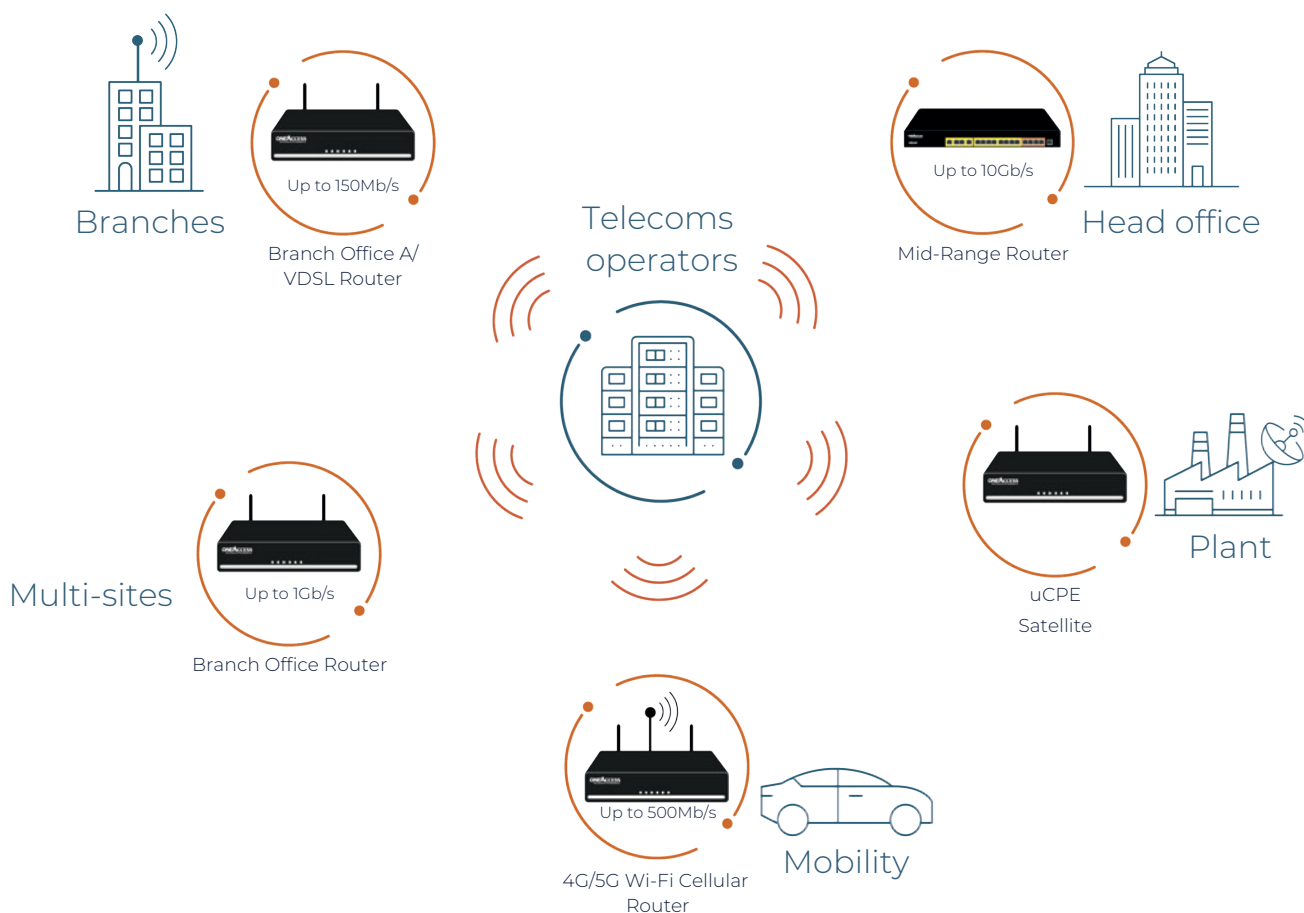
The OneAccess brand offers integrated products, i.e. software and equipment, in three major families:

- pCPE physical routers; virtualized uCPEs or capable of hosting FlexCPE containerized functions.
- Ethernet Access Devices (EADs) for services that do not cover IP;
- virtualized platforms (uCPE) to host virtualized functions (VNF) or containerized functions (CNF).

These products allow operators to offer managed communication services using equipment installed at their corporate customers' sites.

These products, which connect the telecom network to the company's internal network, come equipped with one or more types of access technologies (DSL, fiber, 4G, 5G, cables and other), and with a set of hardware and software functions to offer a wide range of enterprise services such as:

- routing;
- secure and reliable data transmission;
- voice over IP (VoIP);
- prioritization and optimization of certain critical business applications.



1.3.3.3 The software range (Compose brand)

Compose brings the Group's network access and optical transport software products together. Compose enables operators to expand their service portfolio with software-defined network solutions, such as SD-WAN, and security and quality of service by using platforms from Ekinops and third parties (third-party white boxes).

Compose includes Ekinops software (e.g., Director), network/Cloud management software, virtualization functions (VNFs, virtual network functions), and SD-WAN (software-defined wide area network) and also provides access to an Ekinops-certified ecosystem of about 30 of the most widely used VNFs and now CNFs (containerized functions) on the market. Ekinops also owns Nuvla and Nuvla.io, the elements of its Edge Computing suite.

The Compose brand also covers the software elements of the existing Ekinops360 and OneAccess portfolios, namely the Celestis (optical transport) and OneManage (network access) management platforms and the brand new SaaS deployment offer, Compose Cloud.

✓ OneOS6

OneOS6 is the cornerstone of Compose. OneOS6 is a modular software solution providing a full range of services that are compatible with all physical platforms (Ekinops or white boxes) and can be activated on demand. Fully open, OneOS6 transforms any of Ekinops' own or third party equipment into a multi-service platform.



✓ Virtualization

The ONEOS6 operating system has the particularity that it can be used on Ekinops' physical platforms, but also on platforms called white boxes, OVP is the name of the OneAccess white box range. OneOS6 can also be integrated as a component of original equipment manufacturer (OEM) solutions. The virtualized version of OneOS6 is marketed under the ONEOS6LIM name. Network services are embedded:

- as separate virtualized functions commonly known as VNFs, such as vRouter;
- as containerized functions, such as Nuvla.io marketplace business applications;



✓ SD-WAN

SD-WAN is a software-based approach to network management that uses the public Internet network to provide services comparable to MPLS. Ekinops' offering is built around two solutions enabling operators to offer secure services tailored to the complexity of their customer networks.

SD-WAN Xpress stands out for its simplicity, comprehensiveness and ability to offer the functions expected on all of Ekinops' existing equipment and to offer an approach regrouping all on a single platform, with a "One Box" approach.

Smart Connect joins the SD-WAN portfolio by providing a simple and reliable connection to the Cloud for small and medium-sized enterprises (SMEs) or large, highly distributed enterprises (such as retail businesses with a large number of outlets). Smart Connect improves their access to the Internet and secures their IT at scale.



✓ Edge Computing

Integrated within the Group since 2021, the SixSq offering consists of the “Nuvla.io” marketplace, which hosts all types of business applications in container format in the Cloud, and the NuvlaEdge software, which converts enterprise routers, or other open hardware platforms capable of processing data, into smart Edge systems. These solutions are already integrated through the Ekinops virtualization offering (OneOS6- LIM).

OneOS6 becomes an Edge Computing solution to execute all types of business applications in bare-metal container format. Service providers can offer a genuine marketplace of downloadable applications directly to devices using OneOS6. The use cases are infinite. In this way, all OneOS6 routers as well as the uCPEs can "carry" business applications downloaded from the Nuvla.io marketplace, in particular for the Internet of Things (IoT), Industry 4.0, smart retail, etc.

Nuvla.io

1.3.3.4 Services and support

As well as its network connectivity solutions, Ekinops offers a portfolio of design services, implementation and support to assist operators in their deployment and optimization, while also reducing their maintenance costs. Ekinops has set up a portfolio of professional services covering all its product ranges, to help customers on their way, from network

planning to SD-WAN deployments. Ekinops Services are designed to augment and optimize the existing operational support team. All Ekinops engineers and technicians have been trained to industry standards. Ekinops has a global assistance organization which offers services via variable Service Level Agreements (SLAs).

1.3.4 The market, the customers

Focused on a target operator customer base, the Group's objective is to provide them with open, trusted and innovative network connectivity solutions. The Group is expanding in a global market featuring:

- very strong growth, reflecting exponential data management needs (speed, less latency, performance, security);

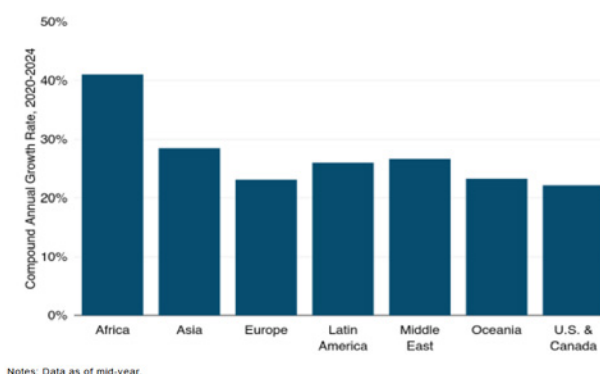
- intense competition between the different players with varied profiles and key national interests (sovereignty);
- fundamental technological trends which model the requirements of customers at the heart of challenges faced by equipment makers;
- Interoperability is imperative; the importance of an active ecosystem.

1.3.4.1 Strong growth

Global demand grew by 22% in 2024, according to Telegeography. After the surge in demand generated by the pandemic in 2020, annual growth has slowed in a bandwidth market that has nevertheless growth by 25% over four years⁽¹⁾.

Strong growth in capacity was visible across all regions. Top of the list: Africa, with 41% CAGR (compound annual growth rate) between 2020 and 2024. Next comes Asia, generating 28% CAGR over the same period.

International Internet Bandwidth Growth by Region



(1) Source: Telegeography - 2024 (<https://www2.telegeography.com/hubfs/assets/product-tear-sheets/product-page-content-samples/global-internet-geography/telegeography-global-internet-geography-executive-summary.pdf>).

This growth phenomenon should continue over the coming years, boosted by the deployment of 5G and innovations in the mobility sector, IoT (Internet of Things) applications, artificial intelligence (AI) and virtual or augmented reality technologies for industrial applications or retail.

The correlation between performance (speed) and network flexibility, on the one hand, and increased usage, on the other, is a key growth factor in the

markets where the Group operates. Indeed, speed is a crucial catalyst for IP traffic. The average speed of global bandwidth continued to increase, already more than doubling between 2018 and 2023, from 45.9 Mbps to 110.4 Mbps⁽¹⁾.

Faced with this increasing demand for both capacity and speed, it is essential for operators to increase the bandwidth of their networks. This will be made possible by investing in technological developments.

1.3.4.2 Intense competition

In the global market addressed by the Group (Optical Transport and Network Access), international competition is heterogeneous and significant, although consolidation moves have reshaped the equipment maker landscape.

Market players can be divided into two main categories:

- the major groups: Cisco (United States), Nokia (Finland), Huawei (China), Infinera (United States), Fujitsu (Japan), Ericsson (Sweden), Juniper (United States), NEC (Japan), Ciena (United States), ZTE (China), which mainly address tier 1 operators;
- the smaller companies: Fiberhome (China), Adva Optical Networking (now part of Adtran), Packet Light (Israel), Teldat (Spain), AudioCodes (Israel/United States), SmartOptics (Norway), which address operators of all sizes.

Huge political stakes influence the competitive landscape for telecom equipment makers owing to the critical dimension linked to security of both the media chosen (infrastructure) and the data systems (transmission).

Significant national interests

Numerous government incentive and financing programs have been introduced throughout the world to promote the expansion and modernization of networks. In the United States, after several years of pre-selection of applications, several billion dollars should be released as of 2025, notably in rural and poorly served regions, as part of programs like the Rural Digital Opportunity Fund (RDOF).

Across the European Union, government stimulus programs totaling tens of millions of euros have been launched (such as France 2030, for example). Investments are concentrated in the network access sector through to metropolitan networks. For strategic reasons (sovereignty/security), these programs should benefit mainly western suppliers owing to the partial or total rejection of Asian or even US equipment makers depending on the global regions concerned.

1.3.4.3 Fundamental technological trends

A dynamic element of the market is the fact that the majority of companies are pursuing their "digital transformation" and thereby radically changing their operating methods. To do so, they adopt, and consumers with them, new telecommunication technologies with several objectives:

1. Modernizing communication and work methods. Examples are manifold: shift from traditional telephony to IP telephony, reduction in own investment in servers and data centers, in favor of Cloud solutions, replacement of in-house software with SaaS (Software as a Service) applications, use of WAN MPLS and internet on the same site access, greater development of flexible work methods (remote and multi-site).
2. Developing new sources of revenue by increasing productivity. This could be to sell in regions where they had been absent, to modernize plants or points of sale with IoT-type (Internet of Things) software functions, or process automation.
3. Controlling or reducing costs by avoiding, for example, duplication of equipment. A software application which has an increasingly important societal dimension, targeting reduced energy consumption or minimizing the ecological footprint.

(1) Cisco Annual Internet Report (2018–2023) White Paper.

In short, these transformations are based on the following major technologies and trends:

- Cloud, disaggregation, virtualization;
- SD-WAN and security;
- 5G;
- sustainable development.

Ekinops is likely to continue to benefit fully from these market developments, thanks to its suitable range of equipment.

✓ Virtualization, Cloud and disaggregation

The move to the Cloud and the rapid growth in bandwidth available to end users requires significant capacity and flexibility for optical networks linking data centers, peripheral computer equipment, network access and base stations. Faster, "on-demand" network and bandwidth deployment are essential requirements, as are reduced operating costs and a competitive supply chain.

The stakes for operators are twofold. They seek equipment manufacturers capable of helping them create more efficient infrastructure to enable the greater levels of connectivity, promised by virtualization (NFV & SDN). They must also generate competitive service offerings, with companies under pressure to reduce services and telecom infrastructure management costs. In a context which favors business solutions such as those offered by SixSq (Edge Computing) or PaaS-type (Platform as a Service) services.

The underlying trend is therefore toward open systems separating software from platforms (disaggregation). New technologies offering greater programmability, greater bandwidth and more flexibility are therefore key.

Virtualization offers service providers and systems integrators optimization at several levels: no need to deploy new equipment when introducing new network services, independence vis-à-vis suppliers, speed of customer reaction and better time-to-market for new services. Ekinops, as a pioneer in virtualization, has a comprehensive product and service range adapted to suit operators.

✓ SD-WAN (Software-Defined Wide Area Network) and SASE (Secure Access Service Edge)

The SD-WAN (software-defined wide area network) market is very dynamic, growing from €475 million in 2017 to €1.5 billion in 2021. Looking ahead, IDC forecasts a compound annual growth rate of 10% and expects the market to reach \$7.5 billion by 2027⁽¹⁾.

Designed for Cloud Computing, SD-WAN is a new approach to corporate network management with a constant optimization component. The principle is based on a software environment which enables constant steering of how all links (ADSL VDSL, fiber optics, 4G) are operator for each of the network activities of the company and for all sites, at the applications level. Operators are prepared for SD-WAN, in particular to address the market for major companies which benefit more easily from the economic advantages offered by SD-WAN, notably as part of multinational deployments.

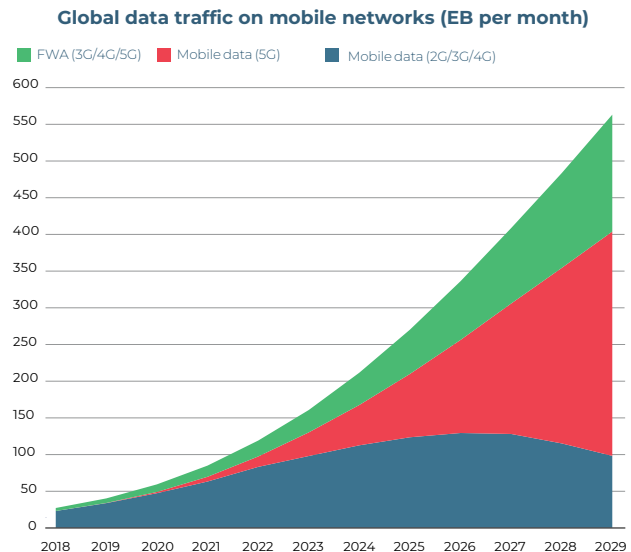
For the Group, SD-WAN is a strong opportunity and a limited threat. It is true that SD-WAN partially overlaps with the router market, but creates a need for universal CPEs (uCPEs) where Ekinops has a competitive offering and is positioned as an accelerator in introducing multi-vendor SD-WAN offerings. Ekinops has its own SD-WAN offering targeting medium-sized operators and companies, a volume segment where operators cannot find satisfactory offerings. Leveraging OneOS6, the SD-WAN Xpress solution is the first natively developed from recognized middleware routing. New for 2024, Smart Connect is aimed more specifically at small and medium-sized businesses or highly distributed companies, a segment that is very attractive to operators. Ekinops solutions stand out for their simplicity, their wealth of features and their ability to offer the expected functions on all existing Ekinops equipment with a "One Box" approach.

SASE (Secure Access Service Edge) is a fast-growing segment in the field of cybersecurity and networking. It combines networking (SD-WAN) and security (Zero Trust, SWG, CASB, FWaaS, etc.) into a unified model and delivered in the Cloud. The segment is driven by the need for secure, Cloud-based and agile enterprise connectivity. Companies need to secure remote employees without the traditional bottlenecks of VPNs (Virtual Private Networks).

(1) Source: IDC-2023. <https://www.idc.com/getdoc.jsp?containerId=US50471623>.

✓ 5G, what impact for Ekinops?

Global mobile traffic is exploding, as shown in the chart opposite. We are also observing use cases and types of services where 5G could apply, including for corporate services, a key market for Ekinops and its Access range. The exponential increase in the number of antennas required to cover the territory has a strong influence on the Group's transport infrastructure activity. The emergence of layer 3 (routing) at the bottom of 5G towers and the renewal of routers currently in place in companies also increase the market opportunity for network access activities.



✓ Sustainable development



In view of growing demands in terms of sustainable development, especially to reduce the carbon footprint, the entire telecoms market ecosystem must work together to prepare for a future where growth has a low environmental impact.

Operators are increasingly looking to their technology provider and OEM partners, who belong to their value and supply chain. Together, they must innovate to manage the lifecycle impact of their networks, including energy consumption, greenhouse gas emissions and other resource and environmental impacts.

These additional constraints represent an enormous opportunity for the Group, which is able to mobilize its innovation resources to propose a roadmap of products and services that meet network performance and sustainable development requirements.

1.3.4.4 Interoperability and ecosystem

Existing telecommunications networks are very heterogeneous in terms of infrastructure and services. Indeed, the many devices in place have been deployed over the years and have been designed with different protocols (Ethernet, SONET/SDH, etc.) and data rates, meaning a very large number of different data formats cohabit on the networks.

Equipment manufacturers must therefore manage to both aggregate these protocols in order to transport data quickly and homogeneously, and also to make the platforms and software that underlie them as flexible as possible in order to easily adapt.

Interoperability is a major issue for operators for both optical transport and access services. In the optical layer, it is essential to realize the benefits of automation and to integrate legacy equipment into software-defined networking (SDN).

The same is true for services, as operators have to organize different migration phases (from analog and ISDN to IP, or more recently to virtualization).

Ekinops is firmly committed to openness and interoperability, as illustrated by its participation in the Open-ROADM consortium.

Thanks to its constant desire to work on an open basis, Ekinops is building an ecosystem of technological partners to complete or adjust its offer as closely as possible to operators' demands.

Among others the Group works with:

- **Dell EMC OEM Solutions (Dell Technologies Group) and Lanner**

These partnerships are designed to provide advanced, high-performance virtualization solutions, including white-box type platforms.

- **Intel**

Ekinops is part of the Intel Networks Builder (INB) ecosystem that accelerates network transformation through the development and deployment of proven Software-Defined Networks (SDN) and network function virtualization solutions.

- **Microsoft**

The enterprise SBC (Session Border Controller) solution included in the OneOS6 middleware has achieved Microsoft Direct Routing certification, enabling enterprises to benefit from the full range of services offered by the Microsoft Teams platform.

1.3.5 Competitive advantages

Ekinops boasts numerous competitive advantages:

- openness and simplicity: without proprietary blocking mechanisms and agnostic solutions (multi-orchestrators, multi-access), Ekinops takes a collaborative approach to customer relations;
- open, interoperable and compatible multi-vendor transport and access solutions;
- the programmability of its optical transport solutions, which optimizes costs and manufacturing processes;
- specialized operator network functions supported by a broad portfolio of access platforms (multi-service routers, white boxes, Ethernet platforms) and a portfolio of pre-integrated or independent virtualized functions;
- +4 million routers sold: an asset for the migration of operators to future services, such as SD-WAN;
- real flexibility in service migration and deployments for the implementation of network virtualization;
- a culture of specialist operators and service providers;
- a strong European identity, key at a time of tension with American/Asian suppliers;
- an ability to forge strategic partnerships to build an offer evolving towards a product mix with more software and services.

1.3.6 A sales organization that favors direct, multi-range distribution

The Group has opted for a commercial approach that favors a close relationship with operators and generates higher margins for its two product lines.

To this end, the Group's sales force is divided between the two strategic zones as follows:

- EMEA APAC region: Frank Dedobbeleer (Chief Revenue Officer EMEA & APAC).

- United States region: Kevin Antill (Chief Revenue Officer, North America).

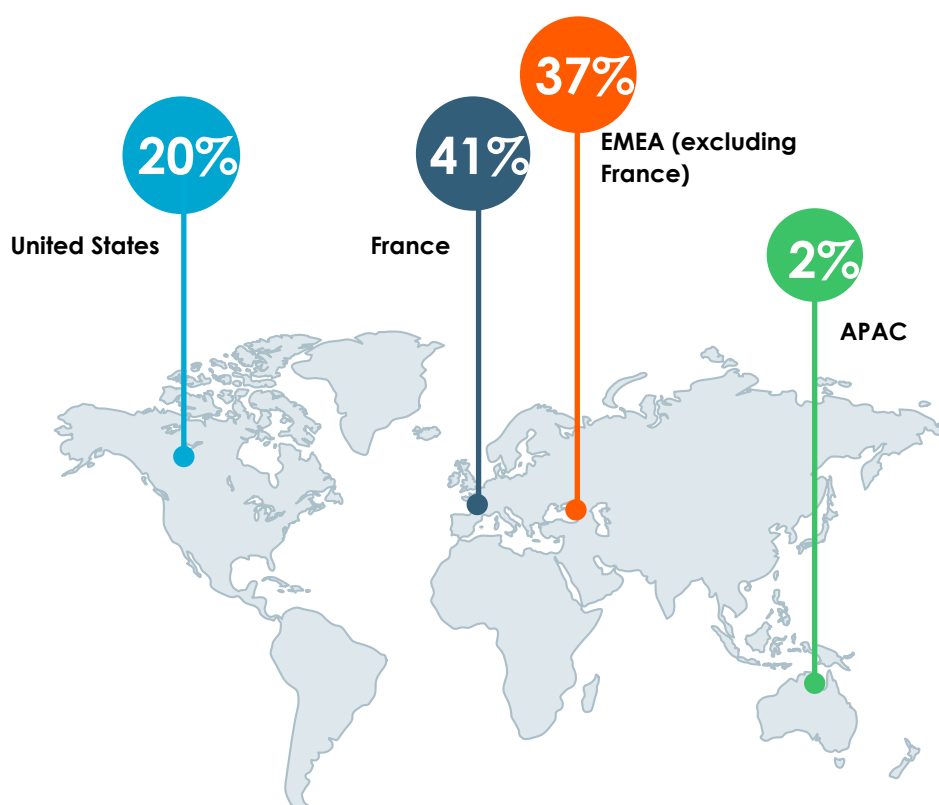
The Group also has indirect marketing channels in about 10 countries through distribution partners. The Group has two partnerships with OEMs (Original Equipment Manufacturers) who resell Ekinops products under their own brand.

1.3.7 An installed base of international clients

Ekinops' business approach is based on the desire to respond precisely to customers' needs by offering them equipment with the best cost/performance ratio, ease of use and particularly high reliability.

The Group has succeeded in establishing a solid client base in Europe, Africa, Asia-Pacific (APAC) and the United States.

Geographical breakdown of global sales (at end-2024)



1.3.8 The choice of diversified production

Between the components crisis and the global pandemic, in recent years, Ekinops has demonstrated the strong control it has over its supply chain.

The Group is agile in its production choices. For its Optical Transport portfolio and some of its OneAccess brand products, it operates in “fabless” mode and leverages EMS partners (Electronics Manufacturing Services).

The Group's EMS (Electronics Manufacturing Services) production partners are the following:

- Asteelflash, with whom Ekinops has been working since 2016, is the No. 20 EMS worldwide and No. 2 EMS in Europe with five production sites in France;
- Novatech, with whom Ekinops has worked since its inception in 2003, is one of the leading EMS in France. It has three production sites: Pont-de-Buis (Finistère), Lannion and Ploumilliau (Côtes-d'Armor). It provides subcontracting, from design to delivery to the final customer, for companies in several sectors of activity: aeronautics, industrial electronics, telecommunications and medical;

- Videoton Automotive Electronics Ltd (VTAE), a partner of the Group since the end of 2011, is part of the largest Hungarian industrial group called Videoton (the parent company is AAA certified by Bisnode). Founded 25 years ago and located in Hungary, VTAE is an EMS specialized in electronic assembly for the automotive, industrial and telecoms sectors. All business processes are certified ISO 9001, IATF 16949, ISO 14001 and ISO 50001.

In order to maintain control over product cost, Ekinops selects and negotiates directly with manufacturers and suppliers for strategic components, in particular the optical components and modules used in product solutions.

The Group's operational organization is presented in section 6.7 of this Universal Registration Document, together with the biographies of the principal members of the company's management. The extent of Ekinops' dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes is generally low.

1.3.9 Research & Development, patents and licenses

1.3.9.1 Innovation policy

Since its founding in 2003, the Group has pursued a policy of ambitious and continuous innovation. At December 31, 2024, the R&D department had 274 employees in France, Belgium and India.

As such, the Group receives financing through the research tax credit mechanism in France. For fiscal year 2024, this tax credit was €5.5million.

Ekinops belongs to a number of professional organizations, including the global “Images et réseaux” competitiveness cluster. As such, it has participated in collaborative projects that bring a large company with sector expertise, one or more SMEs, and academics together.

1.3.9.2 Patents and patent applications

✓ Intellectual property policy – Portfolio status

The Group has not systematically developed an active intellectual property protection policy insofar as it believes that:

- real protection can be elusive as innovations are mostly in software;
- the processes are expensive and time-consuming relative to the low level of protection they provide;
- continued R&D efforts remain the best protection, given the rapid technological changes in the sector.

Research & Development employees are each individually bound to the Company by an employment contract which states that the inventions created within the scope of their employment rightfully belong to the Company. Unless otherwise stipulated or provided for by regulation, the economic rights to the software and documentation created by one or more employees in the performance of their duties or in accordance with any instructions from their employer are vested in the employer, who alone is entitled to exercise them.

✓ Patent details

Patents filed and issued

The details of the Company's seven patents that have been filed and issued to date are as follows:

● 1st patent: method of pooling performance for long-distance optical transmission

This patent describes a method of pooling performance for optical transmission over several wavelengths using a single modulator component.

Components called “external modulators” are necessary to prepare an optical datastream for transmission over a long length of fiber. Their purpose is to give the optical signal a waveform to facilitate its propagation over a long length of optical fiber.

When several carriers need to be transported, the number of modulation elements to be deployed must equal the number of carriers to be transmitted. Additionally, this component represents a significant share of the cost of the optical interface.

Thus the objective of the research was, for a large number of carriers to be transmitted, to use only a single modulation element in order spread its cost over a set of “N” channels instead of duplicating it “N” times.

The patent therefore describes how to design the pooling block architecture for this modulation element, as well as the necessary peripheral system functions, particularly in terms of synchronizing the various datastreams.

● 2nd patent: transmission of a tributary in synchronous mode at the data network link level

This patent protects the principle which consists of using, in a standard SDH-type data frame, the frame's fixed and known data and replacing this data with useful data to increase the rate available in that frame.

This invention makes it possible, among other things, to transparently aggregate several tributaries at constant rate (without modifying the tributary in any way) where multiplexing performed in a standard way (SDH) would have modified some of the data contained in the tributary, which would not have been acceptable for the operator.

This product is mainly sold for upgrades of submarine links that use SDH technologies and where the operator wishes to be as unobtrusive as possible with respect to the content it is transporting.

● 3rd patent: distribution method for a connection with multiple heterogeneous links

The invention helps optimize the distribution of a packet stream to be transmitted when several heterogeneous links are available, for example, fiber and satellite, while a novel distribution process is used to select the optimal link at any time, given the characteristics of the packets to be transmitted and the actual bandwidth and latency of the available links. The US and European extensions of this patent were approved during 2022.

● 4th patent: method for measuring network traversal time when establishing TCP connections

Following the acquisition of certain 5View technology assets, the Company acquired new patents. These patents enable the use of recordings made according to a network protocol used to collect information on IP traffic. These recordings include (i) a first recording generated by the synchronization request/response at that point in the network; and (ii) use of a StartTime field in the first recording to time-stamp the synchronization request/response at that point in the network.

● 5th patent: method enabling a network monitoring system to evaluate user feedback non-intrusively

When changing a web page : according to the HTTP protocol, the Web page consisting of a root file and at least one reference to a resource, comprising a first step comprising an identification and a time stamp of a loading by the client of a root file ; and a second step comprising a step of identifying and time-stamping a loading by the client of a resource which is attached to the root file, a step of processing the time-stamps to determine a relative loading time of the resource corresponding to the duration between the start time of loading the root file and the end time of loading the resource attached to the root file; an analysis step for evaluating the experience by a user in which the relative loading time of the resource is an index.

● 6th patent: Method and system for discovering the topology of communications between applications in a computer network

This invention concerns a method for discovering the topology of communications between applications in a computer network comprising a number of devices. The process comprises several steps of connecting to each piece of equipment and acquiring raw data relating to applications hosted in this equipment, as well as acquiring current connection data in order to determine the communication links between pairs of applications in said network, in order to generate a level 7 topology from said communication links.

● 7th patent: method enabling an operator's network monitoring system to classify IP flows

This invention enables a monitoring system to classify by entity IP accounting elements transiting via routers in a service provider's network, these entities being located in different sites connected to the network. According to the invention: each site is associated with an interface of a router to which this site is connected; and when an accounting element

from a router is analyzed by the monitoring system, source interface and destination interface information contained in this accounting element is used to identify the source and destination sites and to classify this accounting element in relation to the correct source or destination entity.

1.3.9.3 Licensing agreements

The Company has licensed the patents acquired through 5View.

1.3.9.4 Other intellectual property

✓ Trademarks and designs registered by the Company

The Company owns:

- the Ekinops trademark filed with the INPI (French patent office) on February 28, 2013;
- the OneAccess brand filed with the INPI on December 9, 2013;
- the Company's design and logo, initially filed on March 16, 2001 and acquired by the Company on March 10, 2003 from a third party. The logo is registered with the INPI as a design under number 014754 (expiring on August 10, 2026).

In 2013, the Ekinops and OneAccess trademarks were registered at the international level.

The "SD-WAN Prime" and "SD-WAN Xpress" trademarks were filed in the European Union and select other countries.

The SD-WAN Prime trademark was registered internationally in 2020.

The Nuvla and NuvlaEdge trademarks were registered in 2023 in Switzerland.

The 5In 5View and 5Views trademarks, acquired in 2024 by the Company, were registered in 2008 and 2002, respectively.

1.3.10 Investments

1.3.10.1 Main investments made since January 1, 2024

The amounts invested in the last two fiscal years and financed with capital, are as follows:

Investments	FY 2024	FY 2023
Consolidated data, IFRS	12 months audited	12 months audited
(€k)		
Intangible assets	6,997	3,605
Tangible assets	2,803	4,543
Total	9,800	8,148

Investments in intangible assets of €6,997k were composed on the one hand of capitalized development costs, and on the other hand of the acquisition of 5View technology.

Investments in tangible assets of €2,803k mainly concerned technical equipment, research and installation costs for the new building.

1.3.10.2 Main investments in progress

The investments made since December 31, 2024 are similar in nature to those described above.

✓ Main investments planned

Excluding investments to improve employee working conditions, the Group currently has no plans to make significant investments for the coming years and for which the Group's management bodies have already made firm commitments.

1.4 ANALYSIS AND COMMENTARY ON BUSINESSES DURING THE PERIOD

1.4.1 Information on the Company's activity

The Group is a major player in next-generation network management solutions.

1.4.2 Material contracts

(As defined in Annex I of EU Delegated Regulation No. 2019/980)

Over the past two years, the Group did not conclude any contracts (i) other than contracts concluded within the normal course of business, or (ii) containing provisions requiring a significant commitment or obligation on behalf of the Group.

1.4.3 Operating and financial review

Readers are advised to review the information provided below regarding the Group's financial position and results, along with the audited consolidated financial statements of the Group prepared under IFRS for the fiscal years ended December 31, 2024 (as included in Chapter 4 of this document), December 31, 2023 and December 31, 2022 (incorporated by reference).

1.4.3.1 Main factors having an impact on business and results

Because of the nature of the Group's activities, the main factors having an impact on its business and results are:

- the scope of its R&D programs and adherence to the timetable for their completion;
- the existence of tax incentives for companies that engage in technical and scientific research activities, such as the research tax credit it receives;
- the receipt of subsidies.

The Company also regularly grants financial instruments to its employees, whether or not they are executive corporate officers, and to certain partners, giving them access to its capital. The corresponding expense, which is recognized in the financial statements prepared in accordance with IFRS, has an impact on results.

Lastly, although the Group does not consider its business to be subject to structural seasonality, there are often significant fluctuations in sales from one quarter to the next, which are then generally smoothed over each half-year period.

1.4.3.2 Comparison of fiscal years 2024 and 2023

1.4.3.2.1 Revenue and other income from the business

At the end of 2024, Ekinops' consolidated revenue stood at €117.7 million, down 9% compared to the previous year (identical change at constant exchange rates).

2024 was marked by dynamic growth of 11% in **Access**, driven by a clear recovery in business in France and several European countries, with operators gradually rebuilding their equipment inventories.

Revenue in the **Optical Transport** business line was down 30% year-on-year, penalized by demanding comparison with the year-earlier performance and the reluctance of operators to launch their investment plans in a deteriorated market environment. Business nevertheless picked up slightly at the end of the year, with H2 revenue up 20% compared with H1 and the first deliveries of the new 800G solution.

Software & Services contributed 18% of Group revenue, compared with 17% a year earlier, with a growing share of SD-WAN solutions.

(€k)	12/31/2024	12/31/2023
Sales of goods produced	96,753	107,639
Sales of services produced	20,916	21,459
Total	117,669	129,097

(€k)	12/31/2024	12/31/2023
North and South America	23,336	31,722
Europe, Middle East and Africa	94,334	97,376
Total	117,669	129,097

1.4.3.2.2 Operating income

✓ Cost of sales

Gross profit came to €64.5 million, down 4.2%. As a result, the gross margin stood at 54.8%, within the long-term normative range targeted by the Group (52% to 56%).

(€k)	12/31/2024	12/31/2023
Cost of sales	53,156	61,783
Gross margin	64,513	67,314
<i>Gross margin</i>	<i>54.8%</i>	<i>52.1%</i>

✓ Research & Development spending

(€k)	12/31/2024	12/31/2023
Payroll costs	27,815	26,776
Allocations to amortization/depreciation provisions	8,421	13,605
Travel expenses	280	444
Professional fees and consulting	1,012	1,059
Rental and lease expenses	2,951	3,756
Operational subcontracting and external personnel	479	349
Supplies, equipment, maintenance	2,399	2,561
Tax credit	5,586	(4,947)
Subsidies	(2,516)	(4,231)
Capitalization of development costs	(4,635)	(3,373)
Manufacturing costs allocated to costs of sales	(6,554)	(9,249)
Disposal/retirement of assets	620	497
Other	445	775
Total	25,131	28,022

Regarding its activities in the area of **Access**, Ekinops continues to develop its offering targeting the corporate market with significant evolutions of its different product lines. The range of routers, already extensively renewed in 2023, benefited from the addition of numerous software features to address new customer requests and expand its market. The ONE621 router, intended for the Branch Office market, has been enhanced with the integration of Wi-Fi 6. A new, high-performance and competitive router, the ONE641, was launched on the market and has already been selected by two major customers. It is a compact router, optimized in terms of power

consumption and capable of routing traffic at 10 Gbps with all services enabled and with no ventilator, which is unique in the market today. The router was eco-designed, resulting in an exceptionally low carbon footprint for a product in this category (only twice as much as a 1 Gbps router for a performance factor of x10). The development of a 5G modem, entirely managed by the OneOS6 solution and which can be installed both indoors (on a table, wall or window) and outdoors, was launched in the second half of the year. This innovative solution, the first of its kind fully managed by a router, is due for market launch at the end of 2025.

The SD-WAN offering has also been enhanced with the introduction of Smart Connect to complement the existing SD-WAN Xpress offer. Ekinops' solutions have reached a remarkable level of maturity, enabling the deployment of a large number of sites for prestigious customers and, more broadly, enabling operators to offer secure solutions, adapted to the complexity of their customer networks.

Ekinops also launched its SaaS (Software as a Service) offering for its SD-WAN Director orchestrator as well as its equipment management solution, OneManage. This innovative offering, called "Compose Cloud," makes dedicated instances available to customers in the form of a subscription. Ekinops handles maintenance, monitoring, updates and security for the solution. The offer is currently available in two versions: a "Starter" offer, intended for development, testing or pre-production activities, and an "Enterprise" offer, dedicated to production activities. For this, Ekinops has set up an industrialization of the Microsoft Azure public Cloud.

In 2024, Ekinops acquired the "5View" software suite from Infovista, a software company specializing in infrastructure management for mobile and fixed networks.

5View is a network application performance analysis solution that collects, stores and aggregates data in real time to provide reports for analyzing problems, monitoring service level agreements (SLAs) and optimizing long-term network capacity management. It also provides the necessary visibility on application traffic as part of an SD-WAN solution. The 5View suite will enable Ekinops to enrich its software offering through integration with its SD-WAN solutions, as of the first half of 2025. It will also provide added value to any operator or company aiming to improve the visibility of applications running on their network, regardless of the technology used. Through this acquisition, Ekinops is stepping up its strategy by strengthening its **Software & Services** offering.

As part of its **Optical Transport** activities, 2024 was marked by the decision to halt developments around OTN technology, offset by the inauguration of Ekinops' new head officers in Lannion (Côtes-

d'Armor), housing the hardware and software Research & Development employees for the **Optical Transport** range. The remarkable building reflects the Group's expansion over the past 20 years, in terms of both revenue and headcount. The new premises reflect the need for work spaces adapted to all activities, focused on innovation, software development, the production of state-of-the-art equipment and operator training. Housing more than 100 employees, the new site covers 20,000m² and meets the requirements of both shared work spaces and environmental concerns through its more energy-efficient design.

On the technical side, Ekinops rounded out its Ekinops360 product line in both hardware and software. Ekinops launched a new high-performance 800G transponder, the PM_800FR04, based on the latest generation of DSPs and optical components. This is a strategic product for Ekinops targeting a larger share of the Metro and Long-haul markets, offering a solution with low power consumption and significantly higher performance than solutions based on plug-in optical modules.

A new 100G transponder, the PM_100HDF01, was also developed. It fits perfectly into the current range by offering a highly cost-optimized version, meeting the needs of the particularly dynamic Metro 100G access market.

With a view to streamlining the product range and renewing older products using components that are at the end of their useful life, but still in demand on the market, Ekinops has developed and marketed two new platforms (the PM_O5005MP, and the PM_O1008-MP).

From a software perspective, the **Optical Transport** offer was rounded out with new features, including the OSPF routing protocol for managing a large number of nodes in its optical networks, as well as the addition of important features on the Celestis management platform: node split, to increase the number of chassis connected on a single node, SSO (Single Sign-On), and Kafka Queue for asynchronous message management, guaranteed high availability, maintaining optimal performance, and increased visibility on the state of the network.

✓ Marketing and sales costs

(€k)	12/31/2024	12/31/2023
Payroll costs	16,244	17,267
Outside personnel	864	791
Business travel and trips	1,174	1,260
Professional fees and consulting	569	768
Rental and lease expenses	176	113
Supplies, equipment, maintenance	782	624
Fairs, promotions, and advertising	524	701
Allocations to amortization/depreciation provisions	2,050	1,746
Other	390	175
Total	22,772	23,445

Ekinops delivered a solid performance in France in 2024, with robust growth of 18%, driven primarily by sales of Access solutions (+30%). At end-December 2024, France accounted for 41% of Group revenue (vs. 32% a year earlier).

Outside France, Ekinops sales were down 21% representing 59% of total revenue compared with 68% a year earlier.

In North America, where sales are mainly generated by optical transport solutions, revenue totaled €23.3 million, down 26% compared with last year (identical change in US dollars). The region represented 20% of the Group's business in 2024 (vs. 25% a year earlier). The US market saw operators adopt wait-and-see attitudes in 2024 given the economic context, slower growth in demand for bandwidth and also the weak rollout of the federal Broadband Equity, Access and

Deployment (BEAD) program, which operators were expecting at the end of the year.

The EMEA region (Europe excluding France, Middle East and Africa) recorded revenue of €43.8 million in 2024 (37% of Group revenue vs. 41% in 2023), down 18% compared to the previous financial year. Apart from disadvantageous comparison with the year-earlier performance (23% growth in 2023), the region suffered from a particularly sharp decline in sales of Optical Transport solutions. However, the Group is gradually restoring growth in the region, with revenue up 37% in the second half of 2024 compared with the first half.

Asia-Pacific, which only accounts for 2% of Group revenue generated with a handful of accounts, was down 32% over the financial year.

✓ General and administrative expenses

(€k)	12/31/2024	12/31/2023
Payroll expenses—Excluding payments in shares	5,168	5,190
Payroll expenses—Payments in shares	659	1,441
Professional fees and consulting	1,592	1,459
Supplies, equipment, maintenance	1,279	1,127
Outside personnel	81	89
Insurance	304	303
Bank charges	162	221
Rental and lease expenses	129	129
Allocations to amortization/depreciation provisions	285	81
Other	498	745
Total	10,157	10,785

✓ Operating income

Group EBIT came out at €(4,995)k for 2024, after €3,634k in 2023.

1.4.3.3 Net income

After the net financial expenses of (€1,509k), other financial income and expenses of €254k, and tax income of €(700)k, consolidated net income stood at €(6,951)k.

✓ Net income and net earnings per share

Consolidated net income was €(6,951)k for 2024 versus €3,628k in 2023.

Net earnings per share issued (weighted average number of shares outstanding) were €(0.26) and €0.14 respectively per share for the fiscal years ending on December 31, 2024 and 2023.

1.4.4 Projected trends, future outlook and significant events

In a still-complex and demanding global market, Ekinops aims to gradually restore revenue growth in 2025, particularly in the United States.

While focusing on growth, Ekinops is targeting an EBITDA margin comparable to 2024, by launching R&D investments for the development of the new DCI and SASE solutions planned as part of the Bridge project, without significantly increasing R&D spending.

1.4.5 Subsequent events

No subsequent event needs to be disclosed as of the date of this report.

1.4.6 Cash, financing and capital

1.4.6.1 Information about the Group's capital, cash resources and sources of financing

See also Notes 4.10 and 4.12 to the consolidated financial statements prepared in accordance with IFRS in Chapter 4 of this document.

At December 31, 2024, Cash and cash equivalents held by the Group totaled €46,367k versus €47,177k at December 31, 2023.

(€k)	12/31/2024	12/31/2023
Cash and cash equivalents	46,367	47,177
Total	46,367	47,177
Bank loans	(5,688)	(6,788)
BPI loans	-	-
Factoring loan	(1,888)	(2,823)
Other financial debt	(41)	(19)
Financial debt - current portion (A)	(7,617)	(9,629)
Bank loans	(11,008)	(16,697)
Other financial debt	(593)	(236)
Financial debt - non-current portion (B)	(11,601)	(16,933)
Financial debt (A) + (B)	(19,218)	(26,561)
Net cash position	27,149	20,616

1.4.6.2 The Group's sources of financing

Since its founding, the Group has used several sources of financing to ensure its development. These consist mainly of:

- the research tax credit;
- "traditional" bank loans;
- factoring solutions;
- other public financing such as subsidies, grants and aid.

The sources of financing used in the period are presented below.

✓ Capital financing

In 2024, issues of bonus shares and the exercise of stock options increased capital by €0.1m.

Type of transaction	Gross amount raised (in €)
Gross amount raised at 12/31/2022	€13,215,543
Capital increases following exercise of options	€49,399
Issue of bonus shares	€135,917
Gross amount raised at 12/31/2023	€13,400,858
Capital increases following exercise of options	€96,167
Gross amount raised as of at 12/31/2024	€13,497,025

✓ Research tax credit financing (CIR)

The Group benefits from research tax credit (CIR) mechanisms.

The amount of receivables was €5,586k for fiscal year 2024 versus €4,947k for fiscal year 2023.

The Group may assign these receivables to a bank to benefit from pre-financing.

✓ Other public financing

The Group is currently receiving subsidies for development projects, whether collaborative or not. At the end of 2024, the amounts outstanding are as follows:

(€k)	Subsidy amount	Balance receivable at 12/31/2024
EMBRACE project	562	225
NGopt project	3,626	907
Project Doper	63	35
Simbade project	210	157
5Geneva-2 project	973	146
5G Opera project	334	85
IPCEI Project	1,781	1,289
Total	7,549	2,842

✓ Bank loans

Bank loans totaled €14.3m at December 31, 2024. The Group considered it prudent and helpful to take advantage of the "Covid" support measures for businesses, including government-backed loans.

✓ Factoring

The amount of debt with factoring institutions was €1.9m at December 31, 2024. This contract was used to finance trade receivables for a volume of €33.7m over the period.

1.4.6.3 Cash flow

✓ Cash flows from operating activities

The Group's operational activity generated positive cash flow of €20,779k in 2024 versus €13,529k in 2023.

(€k)	12/31/2024	12/31/2023
Net income	(6,951)	3,628
> elimination of depreciation, amortization and provisions	13,255	9,980
> elimination of IFRS 16 amortization and provisions	2,340	2,209
> elimination of other items with no cash impact	2,113	(669)
> expenses relating to share-based payments	494	1,014
Cash flow after net borrowing costs and taxes	11,251	16,162
> elimination of change in earn-out fair value	-	-
> elimination of tax expense (income)	629	632
> elimination of borrowing costs disbursed	1,509	1,020
Cash flow before net borrowing costs and taxes	13,389	17,814
> impact of change in WCR	7,639	(3,286)
> tax paid	(249)	(999)
Cash flows from operating activities	20,779	13,529

✓ Cash flows from investing activities

Cash used in investing activities for the fiscal years ended December 31, 2024 and December 31, 2023 was €9,980k and €8,189k, respectively.

(€k)	12/31/2024	12/31/2023
Acquisition of tangible and intangible assets	(9,919)	(8,032)
Change in loans and advances granted	(61)	(157)
Disposal of assets	-	-
Cash flows from investing activities	(9,980)	(8,189)

Change in acquisitions of assets was significantly affected by the acquisition of the 5View technology and by the increase in capitalized development costs. These totaled €4,635k and €3,373k in fiscal years 2024 and 2023, respectively.

(€k)	12/31/2024	12/31/2023
Research & Development (expenditure)	25,131	28,022
Development costs (capitalized)	4,635	3,373
TOTAL	29,766	31,395

The remainder of the increase relates to technical and industrial equipment.

The change in loans and advances granted stems mainly from security deposits (premises and factoring).

✓ Cash flows from financing activities

Financing activities for the year ended December 31, 2024 generated negative net cash flow of (€11,616k) versus negative cash flow of (€2,508k) at December 31, 2023.

(€k)	12/31/2024	12/31/2023
Capital increase	-	461
Trading in treasury shares	(550)	(41)
Issue of new loans	384	13,169
Loan repayments	(6,805)	(6,441)
Financial interest paid	(1,144)	(777)
Repayment of lease liabilities	(2,186)	(2,023)
Financial interest related to rent liabilities	(379)	(243)
Change in debt arising from factoring	(935)	(1,596)
Change in other financial debt	2	-
Cash flows from financing activities	(11,616)	(2,508)

1.4.6.4 Information about borrowing conditions and financing structure

See details in paragraph 1.4.6.1 above. See also Notes 4.12 and 4.13 for the financial statements prepared in accordance with IFRS and presented in Chapter 4 of this document.

1.4.6.5 Restrictions on the use of capital

There are no restrictions on the availability of the Group's capital.

1.4.6.6 Sources of financing needed in the future

Based on its closing cash and cash equivalents, i.e. €46,367k, the Group believes it will be able to meet its upcoming maturities for the next 12 months as of the date of this document.

1.4.7 Information on dividends

The Company has not paid a dividend for the last three years.

It does not plan to establish a dividend payment policy in the short term given the stage of the Group's development.

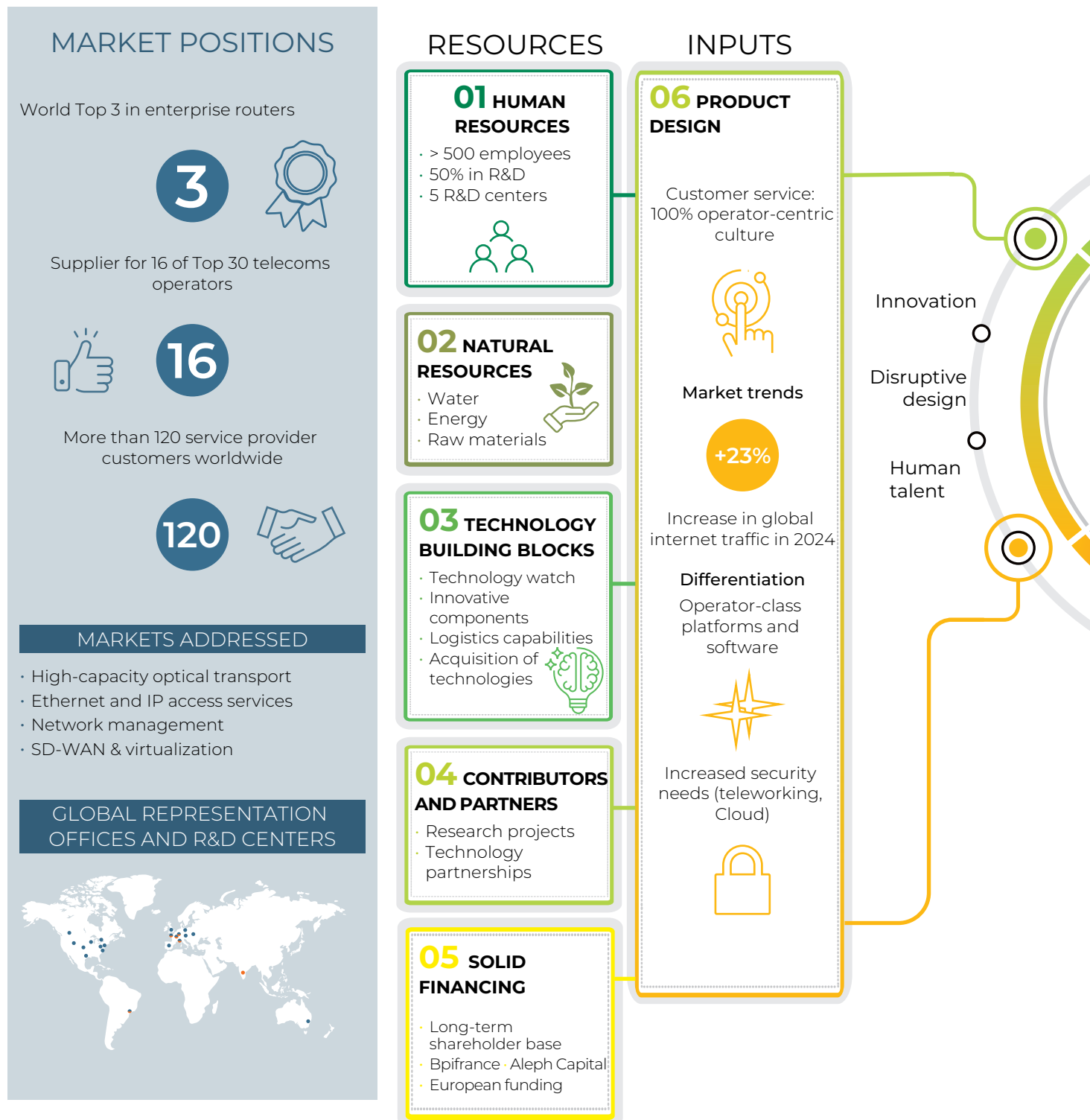
1.5 BUSINESS MODEL

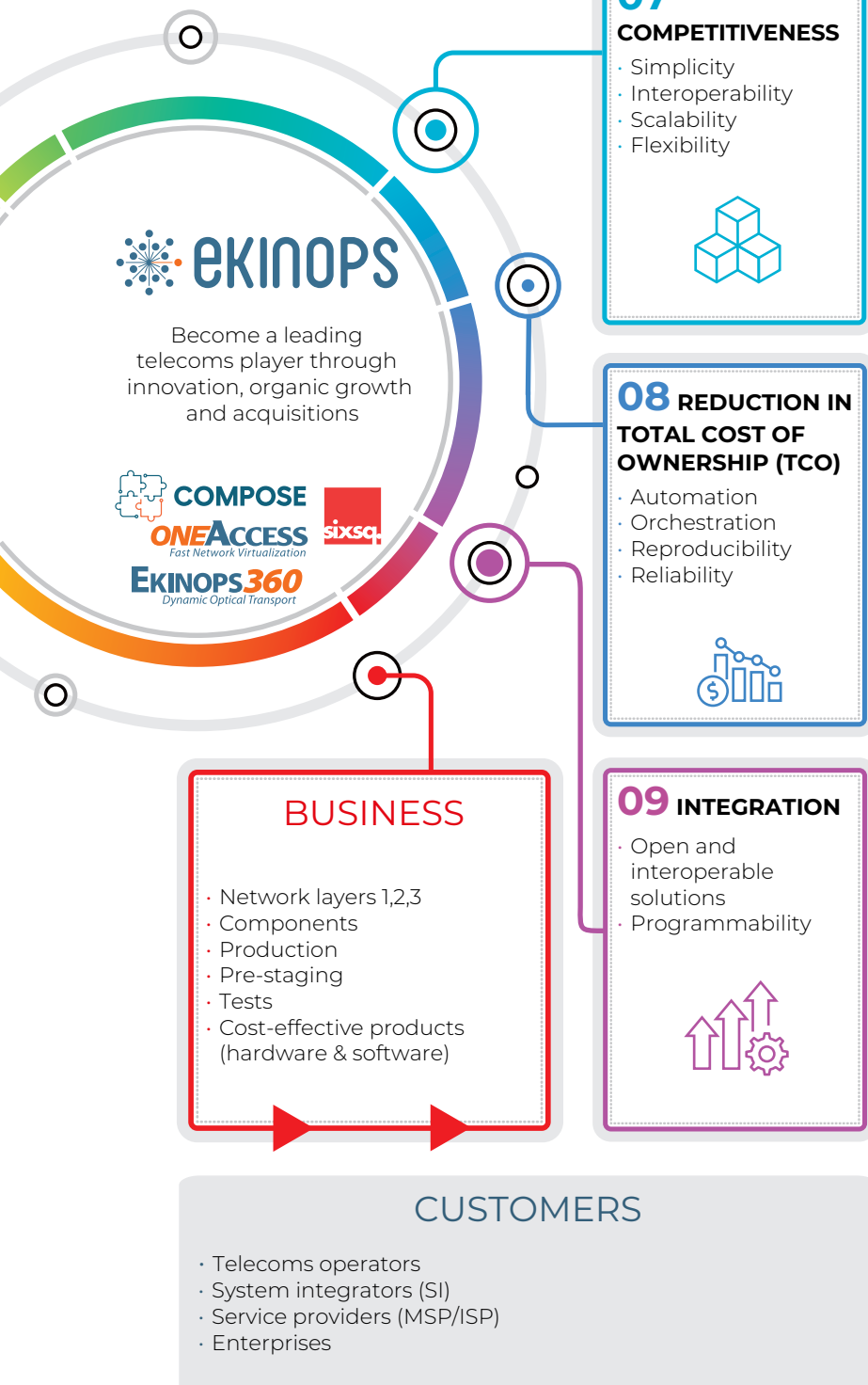
A thorough review has been conducted of the Group's business model. The purpose of the review was, first, to analyze the components of current and future value creation for the Group and, second, to identify how ESG actions contribute to value creation and strengthen the Group's strategy and sustainability. This approach culminated in the full integration of the CSR strategy into the Group's business strategy.

The following illustration presents a simplified version of the results of this work:

1.5.1.1 Business model

EKINOPS' 2024 BUSINESS MODEL





RESULTS

TECHNOLOGY SOLUTIONS

- New ARM architecture platform
- Launch of 5G & Wi-Fi 6 platform
- Nearly 170,000 EADs, routers and uCPEs
- More than 1,000 optical chassis

FINANCIAL

- €27.1m in net cash
- EBITDA > 15%

HUMAN

- High-tech jobs
- -32 employees in 2024 (net)
- > €100k spending on training

NATURAL

- ~ 69,000 tCO₂e
- Total energy consumption (kWh) 2,269,744

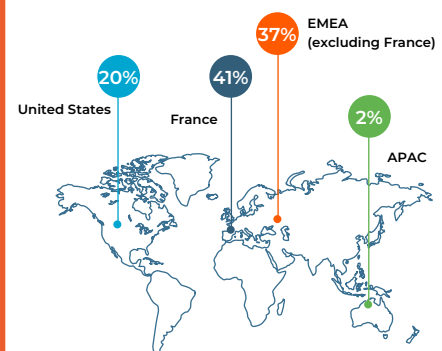
SOCIAL

- Digital transformation player for enterprises, public services and regions

INNOVATION OPEN ROADM GROUP MEMBER SINCE 2020

- Recipient of European and National grants (5G Opera, 5Geneva, Doppler, Embrace, NGOpt, Simbade, IPCEI)

REVENUE BY REGION



1.6 RISK FACTORS

The Group reviews its risks every year.

It confines itself to risks it believes are specific to its competitive positioning and business sector. Rather than classifying these risks by category, we believe it is more appropriate to classify them in order of absolute importance and their potential impact on the Group's business.

Summary of our assessment of these risks can be found in the table below:

	Probability of occurrence ⁽¹⁾	Extent of the adverse impact ⁽¹⁾
Risks related to recruitment, retention, and development of employees with key skill sets	1	1
Risk related to dependence on a limited number of customers	1	1
Risk related to dependence on suppliers and supplies	1	1
Intellectual property and counterfeiting risk	2	2
Macroeconomic risk	2	2
Currency risk	2	2
Risks related to climate change	1	2
Risk related to changes in the export license policy	3	2
Risk related to the development of alternative new business models and systems	2	3
Risk of a change in the policies on support for innovation companies	3	3

⁽¹⁾ Estimate based on a declining scale of 1 = "high"; 2 = "moderate"; 3 = "low."

1.6.1 Risks related to recruitment, retention, and development of employees with key skill sets – stable

The Group's success depends in large part on the quality, commitment and experience of its key executives in managing the Group's activities as well as on its key employees' and, more specifically, its Research & Development team's skills, technical know-how and familiarity with the specificities of the sector. The loss of a key employee, either through retirement or departure, or being poached by a competitor, or for any other reason, could adversely impact the Group's ability to carry out its strategy, lead to loss of important customers or negatively impact the Group's activities and outlook. The future successes of the Group will depend notably on its ability to attract, train, retain and motivate highly qualified employees and managers, even amid intense competition owing to the limited number of people available with the necessary technical skill sets to address the Group's market. Any failure to attract, integrate or retain qualified personnel to meet its current and future needs could adversely impact its growth.

Even though, thus far, the Group has succeeded in retain its main managers and engineers, there is no guarantee that this situation will persist. Similarly, despite the Group's efforts to ensure the versatility of its R&D engineers and redundancy for key positions, the loss of one or more key employees or a manager or the Group's inability to attract, train, retain and motivate highly qualified employees could adversely affect the Group's activities, financial position, results and development.

As part of its international expansion, the Group has developed a worldwide sales presence through representation offices, branches and subsidiaries that have a small number of employees. Should these employees leave, it may be difficult for the Group to rebuild its local sales forces, which could hinder its business development in certain markets.

1.6.2 Risk related to dependence on a limited number of customers - stable

Although the Group believes that the marketing efforts made to diversify its customer base, particularly the internationalization of its sales, should lead to a medium-term decline in the relative importance of the Group's top three accounts, it remains likely that these accounts will continue to be significant customers for the foreseeable future.

The termination of its relationship with one of these key accounts could have a material impact on the Group's revenue, workload and results, and the Group may not be able to replace a lost customer with a new and equally important customer. The loss of or reduction in the activity of one or more of these customers could result in a sharp decline in the Group's revenue and results and could have a material adverse impact on its outlook.

1.6.3 Risk related to dependence on suppliers and supplies – increasing

Careful supplier selection is very important to the Group and, where possible, it has multiple (at least two) sources of component supply. Despite its policy of diversifying supply sources, the Group's dependence on a limited number of component suppliers is nonetheless likely to result in supply disruptions if these suppliers were to suspend their deliveries or raise their prices.

The Group's ability to fulfill its customers' orders also depends on its ability to source high-quality components in a timely manner. Certain components are available only from a limited number of suppliers or only from a limited number of suppliers in a given geographic region. During fiscal 2023, the Group saw a return to normal for its electronic components supply chain.

In the event of a new shortage of critical components, the Group's level of exposure to this risk could increase and, as a result, it could have a significantly negative impact on the Group's ability to deliver products to its customers. The Group also buys components from a limited number of suppliers and, because these components are complex, it may be difficult to replace one supplier with another or substitute one component for another. Furthermore, as has already recently been the case, some suppliers may increase their lead times, limit the inventories intended for the Group or raise their prices due to constraints related to production capacity or other factors.

Some of the Group's suppliers or partners could also decide to do business only with companies that can guarantee them a higher level of revenue than is possible with the Group. Although the Group

collaborates closely with its suppliers to avoid these types of incidents, there can be no assurance that it will not face sourcing failures in the future. Its operating income could be materially affected and there could be severe consequences for the Group's production capacity which could cause it to lose market share, if the Group were unable to source sufficient components in a timely manner or if it were to experience significant cost increases or quality issues with the components.

The Group also relies on two leading industrial partners specializing in electronic product assembly (electronic manufacturing services, EMS) to assist with its production. These sub-contractors, with expertise in manufacturing electronic sub-assemblies, handle about half of its production. To mitigate the risk of failures by these suppliers, the Group has identified other suppliers that could potentially replace them. For products manufactured in large volumes, the Group's policy is to split production between its own production site and a sub-contractor so it can respond quickly to any failures.

Notwithstanding these precautions, and although the Group believes that the potential impact of geopolitical and natural risks is limited as the production sites of the various EMS are located in different regions (France, Belgium, Hungary), it cannot rule out the possibility that, in the event of a major political problem or the sudden failure of one of these production sites, the need to change production sites due to such events could cause production problems for its products as well as delivery delays. This could have negative consequences for certain customers, result in the payment of penalties and lead to contract losses, which could in turn have material adverse impacts on the Group's revenue and results and lead to loss of market share.

1.6.4 Intellectual property and counterfeiting risk – stable

The Group holds a limited number of patents. The intellectual property owned or developed by the Group consists primarily of its know-how, software, electronic and mechanical designs, and the associated documents. The rights to the developments and their documentation created by Group employees or consultants who have signed a contract with the Group belong to the Group, which is their sole owner.

The Group believes the creations are covered primarily by software copyright protection.

However, if third parties were to believe that the technologies used by the Group or the products marketed by the Group infringe on their rights, and if their claims were successful and the Group did not obtain licenses to use said technologies, the Group could be prohibited from utilizing the technologies

that it is currently using and, as a result, from marketing some of its products. Any disputes arising from such a situation would lead to significant costs and production delays, or could force the Group to redesign some of its products. Each of these situations could have an adverse impact on the Group's activity, results, financial position and ability to meet its targets.

Like any technology company, the Group is also exposed to counterfeiting of its products. Despite the Group's efforts to protect product development-related information internally, it cannot rule out the potential for counterfeiting. This could have adverse impacts on the Group, slow its development in certain target markets and affect the Group's brand image, particularly if lesser quality counterfeit products were to be distributed. The Group could also be forced to take expensive legal action.

1.6.5 Currency risk – stable

The Group is subject to currency risks arising from purchases from component suppliers and commercial relations with its customers and its subsidiaries located outside the eurozone.

The Group's main currency risk exposure comes from the US dollar (USD).

The Group's net foreign currency position as of December 31, 2024, is as follows:

	Trade receivables	Trade payables	Obligation in foreign currencies	Obligation in foreign currencies	Hedging instruments	Net position after hedging
(€k)	(a)	(b)	(c)	(d) = (a) – (b) +/- (c)	(e)	(f) = (d) – (e)
USD	2,342	5,686	-	(3,344)	-	(3,344)
AUD	17	1	-	16	-	16
Other	64	305	-	(241)	-	(241)
Total	2,423	5,992	-	(3,569)	-	(3,569)

To date, hedging transactions (through hedging contracts with different maturities) only involve purchases in US dollars.

The Group is therefore mainly exposed to currency risk from the US dollar (USD). As a result of the translation of these subsidiaries into the reporting currency (euro), a 10% increase or decrease in the US dollar against the euro would have had the following impacts on the consolidated statement of net income and the consolidated statement of changes in shareholders' equity:

(€k)	12/31/2024	
USD/EUR	-10%	+10%
Impact on net income	46	(46)
Impact on shareholders' equity	(39)	39

In addition, during 2024, the risk of an imbalance of flows resulted in the following figures: receipts in USD totaled USD 36.3m, while total disbursements over the same period represented USD 50.9m. To limit this risk, the Group has established a hedging policy described above.

1.6.6 Macroeconomic risks – increasing

The Group is exposed to risks linked to current macroeconomic conditions such as inflationary pressures, increasing interest rates and currency volatility.

The Group has implemented various solutions aimed at limiting these impacts:

- diversification of procurement sources and anticipation of needs;

- negotiations and increases in selling prices to customers;
- fixed-rate medium- and long-term financing and/or implementation of variable rate hedging contracts;
- implementation of currency hedging (as described in paragraph 1.6.5).

As a result, the Group considers that current macroeconomic conditions do not call into question the continuity of its business.

1.6.7 Risks linked to climate change – increasing

Given the general backdrop of climate change, the Group considers that environmental risk has become even more important as part of Group risk management. To tackle this increasing imperative,

the Group adopts a proactive approach to managing this risk. This approach is described in the Ekinops Sustainability statement.

1.6.8 Risk related to changes in the export license policy – stable

The Group, which may deliver encrypted products that are considered to be “dual use,” is required to provide the customs authority with a global export license and occasionally with individual licenses for certain types of products and/or customers. It can

sometimes take a long time to obtain these licenses, thereby slowing the delivery process for products ordered by customers, incurring late fee payments, and having adverse impacts on the Group’s brand image and results.

1.6.9 Risk related to the development of alternative new business models and systems – stable

The Group currently markets access products and the associated software licenses to telecommunications and service operators so that they can sell their telecommunications services to companies. This has been the Group’s business model since its founding. However, new business models could be implemented in the future around new technologies, enabling, for example, the virtualization of some or all of the access functionalities within the Cloud, billing for the use of services or functions with no product billing, or leasing of network equipment.

Although the Group believes that its technology should enable it to adapt and remain one of the leaders in its market, a change in the sales model could have adverse impacts for the Group. New players could arrive on the market, creating abundant supply or even destroying significant value. If the financial dimension were to become dominant in the model, the Group’s limited size relative to some of its competitors could cause market share losses and adversely affect its results, as well as its ability to meet its targets.

1.6.10 Risk of change in policies to support innovation companies – decreasing

A reduction in public financing (such as repayable aid for R&D projects and other national subsidy mechanisms) that the Group has received or requests for repayment could increase the Group's expenses and have an adverse impact on its income, cash and cash equivalents.

The Group benefits from certain Research & Development tax incentives (CIR research tax credit in France). These tax incentives are subject to compliance with a number of rules and requirements.

If the governments in question are not able to make the payments on the anticipated dates, if the tax programs or credits are suspended, modified or reduced, if the Group fails to meet the eligibility criteria, or if the relevant agencies challenge some or all of the amounts allocated to the Group, then its business, operating income and financial position could be affected.

1.6.11 Exceptional events and disputes

At present, there are no administrative, criminal, legal or arbitration proceedings, including any proceeding that the Group is aware of, that is pending or that has been threatened, that are likely to have, or have had in the last 12 months, a material adverse impact on the Group, its business, its financial position, its results or its development

2

Corporate governance

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2.1 COMPANY ADMINISTRATIVE AND MANAGEMENT BODIES

2.1.1 Composition of Company administrative and management bodies

At the date of the current document, the Board of Directors is composed as follows:

Directors	Directorship	Main function in the Company	Main function outside the Company	Date of first appointment	Date of end of directorship
Didier Brédy	Chairman	CEO	CEO of Ekinops	11/22/2005	Period ended December 31, 2024
François-Xavier Ollivier	Director	-	Director	03/21/2003	Period ended December 31, 2024
Aleph Golden Holdings Sarl <i>Represented by Hugues Lepic</i>	Director	-	CEO of Aleph Golden Holdings	09/29/2017	Period ended December 31, 2025
Nayla Khawam	Independent Director ⁽¹⁾	-	Director	11/06/2014	Period ended December 31, 2024
Bpifrance Participations <i>Represented by Charlotte Corbaz</i>	Director	-	Deputy Investment Director, Large Venture	09/29/2017	Period ended December 31, 2025
Lori Gonnu	Independent Director ⁽¹⁾	-	-	09/29/2017	Period ended December 31, 2025

⁽¹⁾ Refer to paragraph 2.5.2.1.3 of this document for the definition of Independent Director.

The professional addresses of the Directors are as follows:

- Didier Brédy: Ekinops, 27-29 avenue Carnot, 91300 Massy, France ;
- François Xavier Ollivier: Ekinops, 10 rue Édouard Branly, 22300 Lannion;
- Hugues Lepic: Aleph Capital Partners LLP, 14 St. George Street, London W1S 1FE;
- Nayla Khawam: 17 rue de Javel, 75015 Paris, France;
- Charlotte Corbaz: Bpifrance, 6 bd Haussmann, 75009 Paris, France;
- Lori Gonnu: 16 rue des Carrières, 92150 Suresnes, France.

The expertise and experience in terms of management of these Directors stems from the different employee and management positions they

have previously held. There are no family relationships between the persons listed.

In the past five years, none of the persons mentioned:

- was condemned for fraud;
- was linked as a manager or Director to a bankruptcy, receivership, liquidation or placement of companies under judicial administration;
- was stripped of their rights by a court to carry out their duties as member of an administrative, management or supervisory body of the issuer, or rights to participate in the management or the execution of the issuer's business;
- was the subject of investigation or official public sanctions ruled by statutory or regulatory authorities.

2.1.1.1 Other corporate directorships held by the Directors

Directors	Other current directorships (or expiring during the year)	
	Company	Type of directorship
Didier Brédy	Ekinops Corp. (USA)	Chairman
	Ekinops France SA	Chairman and CEO
	Ekinops España SL	Chairman and CEO
	Ekinops Belgium	Chairman
	SixSq	Director
	Ekinops India	Director
François-Xavier Ollivier	Ekinops France SA	Director
	Ekinops Corp. (USA)	Director
Aleph Golden Holdings Sarl <i>Represented by Hugues Lepic</i>	Aleph Capital Partners	CEO (General Manager)
	Aleph Capital Partners Lux GP SARL	Manager
	Infinity Bidco Limited	Director
	Infinity Topco Limited	Director
	InterCloud SA	Director
Nayla Khawam	Sodetel	Director
Bpifrance Participations <i>Represented by Charlotte Corbaz</i>	Vestiaire Collective	Director
	Withings	Director
	Botify	Director
	Launchmetrics	Director
	Swile	Censor
Lori Gonnu	None	None

2.1.1.2 Positions held in the past five years but now expired

Directors	Positions held in the past five years but now expired	
	Company	Type of directorship
Didier Brédy	OneAccess Inc (USA)	Chairman
François-Xavier Ollivier	I&R Division	Director
	Digital SME Economic Interest Grouping	Director
	French Tech Brest +	Director
	Anticipa Technopole	Director
Aleph Golden Holdings Sarl <i>Represented by Hugues Lepic</i>	DARAG Group Limited	Director
Nayla Khawam	Brittany THD	Director
	Auvergne THD	Director
Bpifrance Participations <i>Represented by Charlotte Corbaz</i>	VI Technology SAS	Director
	Gensight	Director
	Iziwork	Director
	Manomano	Censor
Lori Gonnu	MOMAC BV	Director

2.1.1.3 Biographies of Directors



Didier Brédy (62 years) played a key role in the growth of several companies in the United States and has extensive experience in sales, marketing, and general management of technological companies. Before joining Ekinops, Didier was Deputy Chairman of Ingénico and Director of its software and services division, the leader in secure transaction and payment solutions. Before that, Didier was CEO of Ivex, offering video over IP (Internet Protocol) solutions in the United States, which sold to a Nasdaq-listed company in 2001. Before joining Ivex, he was marketing Vice-President for Truevision (Nasdaq: Truv), a digital video leader in Silicon Valley. He also managed marketing at Pacific Data Products in California, a start-up that met with major success in the laser printing industry in the early 1990s. Didier started his career at Xerox as product manager in Silicon Valley. He is a graduate from the Sup Télécom Paris school and obtained an MBA from the San José State University.



François-Xavier Ollivier (67 years) is one of the co-founders of the Company. With more than 37 years experience in the telecommunications sector, François-Xavier has carried out development work which led to 15 patents in the optical transmission area. Before forming Ekinops in 2003, François-Xavier was Vice-President in charge of Product Development at Corvis-Algety in Lannion (France). He was also R&D manager of the submarine and terrestrial cable division of Alcatel at Lannion and Paris notably responsible for global coordination of pre-development activities for the "optical networks" division.



Aleph Golden Holdings – represented by Hugues Lepic

Aleph Golden Holdings, a member of the Aleph Capital group, has the purpose of supporting ambitious companies to enable them to accelerate their expansion and realize their growth potential. Aleph Capital invests in partnership with the management teams it supports sustainably to implement their development strategies. Founded by Mr. Hugues Lepic, formerly head of all Goldman Sachs' investment activities in Europe (*"Goldman Sachs Capital Partners"*), Aleph Capital invests in Europe in the telecoms, media and technology sectors, financial institutions and energy.



Nayla Khawam (72 years) has extensive expertise in the telecommunications industry and held numerous top management positions within the Orange group since 1983.

In October 2012, after three and a half years of success at the head of Orange Jordan, Nayla Khawam was promoted to the position of Executive Director of the "Orange Wholesale France" division, with the purpose of offering telecommunication solutions (offerings covering interconnections, transmission networks, unbundling, etc.) to fixed-line operators and access to the Orange mobile network for mobile operators (MVNOs, etc.).

As CEO of Orange Jordan, she supervised and rolled out the first 3G network in the Kingdom of Jordan, and contributed to extending Orange Labs, which supplies innovative services to 27 countries via Jordan, and concluded terrestrial fiber optic cable agreements, JADI and RCN, to provide an alternative route for data and voice traffic in the region and with Europe and Asia.



Bpifrance – represented by Charlotte Corbaz

Equity investments by Bpifrance are carried out by Bpifrance Investissement. Bpifrance, subsidiary of the Caisse des Dépôts, and the State, and a trusted corporate partner, offers companies support, from the outset up to stockmarket listing, with loans, warranty and equity. Furthermore, Bpifrance offers help and enhanced support form innovation, external and export growth in partnership with Business France and Coface.

Bpifrance offers companies a complete range of financing solutions at every key stage of their development and an offering tailored to regional specificities. With close to 50 regional sites (90% of decisions made regionally), Bpifrance is a tool that optimizes economic competitiveness at the service of companies.

With Bpifrance, companies benefit from the expertise of a powerful, local and efficient contact to meet all of their financing, innovation and investment needs.



Lori Gonnu (70 years) has held numerous global positions in the telecommunications industry for more than 20 years. She notably created the international division of French mobile operator SFR in 1996 and was their Executive Director until 2009.

She also had a seat on the Management Committee of the GSM Association (the global association for mobile operators) for more than 10 years, steering innovative global initiatives.

In 2011, she founded Boldair Consulting International, specialized in growth opportunities for telecommunications companies, in particular in M2M and IOT areas as well as in mergers and acquisitions.

2.1.2 Functioning of Administrative and Management bodies and conflicts of interest

The Chairman and CEO and the Directors who make up the management team are all shareholders, either directly or indirectly, in the Company and/or holders of securities giving access to the capital of the Company.

Regulated or related agreements are described in paragraph 6.6.2 of this document.

To the best of the Group's knowledge, no current or potential conflict of interest exists between the duties, with respect to the Group and the private interests and/or duties of persons holding seats on the Group's administrative or management bodies or within General Management.

To the best of the Company's knowledge, and as of the date of publication of this document, there are no agreements or arrangements concluded with the main shareholders, customers or suppliers pursuant to which one of the members of the Board of Directors or General Management was selected in this respect.

2.1.3 Special committees

The Board of Directors decided to create four special committees, the Audit Committee, the Remuneration Committee, the Strategy Committee, the Environmental, Social and Governance (ESG) Committee whose functioning is described in paragraph 2.5.2.2 of this document.

2.2 REMUNERATION AND BENEFITS OF EXECUTIVE OFFICERS

Information relative to the remuneration of corporate officers is determined with reference to AMF position-recommendation No. 2014-14 - Guidelines for the drawing up of registration documents for medium-sized capitalizations".

2.2.1 Table No. 1: summary table of remuneration and stock options granted to each corporate officer

Summary table of remuneration and stock options granted to each corporate officer		
	FY 2024	FY 2023
Didier Brédy, Chairman and Chief Executive Officer		
Remuneration awarded in respect of the fiscal year	€446,661	€382,867
Valuation of the multi-year variable remuneration awarded during the fiscal year	-	-
Valuation of stock options awarded during the year	-	-
Valuation of issuance of bonus shares	-	-
Valuation of other long-term remuneration plans	-	-
Total	€446,661	€382,867

2.2.2 Table No. 2: summary table of remuneration of each corporate officer

Summary table of remuneration of each corporate officer

	FY 2024		FY 2023	
	Amounts awarded ⁽³⁾	Amounts paid ⁽⁴⁾	Amounts awarded	Amounts paid
Didier Brédy, Chairman and Chief Executive Officer				
Fixed remuneration ⁽¹⁾	€324,000	€324,000	€324,000	€312,000
Annual variable remuneration ⁽²⁾	€102,000	€38,760	€38,760	€259,225
Exceptional remuneration	-	-	-	-
Stock options	-	-	-	-
Allocation of bonus shares (<i>new plan implemented</i>)	-	-	-	-
Benefits in kind	€20,661	€20,661	€20,107	€20,107
Total	€446,661	€383,421	€382,867	€591,332

⁽¹⁾ Annual fixed remuneration with respect of the Chairman and CEO's mandate set by the General Meeting of May 23, 2024.

⁽²⁾ The variable remuneration of the Chairman and CEO is set annually by the Board of Directors. It is paid during the year for the previous fiscal year. Variable remuneration in respect of the fiscal year 2024 can only be granted after approval of the 2025 General Meeting called to approve the 2024 financial statements.

⁽³⁾ The amount allocated is the amount approved by the General Meeting of May 23, 2024.

⁽⁴⁾ The amount paid is the remuneration effectively received by Mr Brédy.

2.2.3 Table No. 3: summary table of remuneration for Directors and other remuneration awarded to non-executive corporate officers

Table of remuneration awarded to non-executive corporate officers

	FY 2024		FY 2023	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
François-Xavier Ollivier - Director				
Remuneration awarded by the General Meeting				
Other remuneration ⁽¹⁾	-	€11,203		€255,865
Retirement indemnity				€72,722
TOTAL	-	€11,203		€328,587
Nayla Khawam				
Remuneration awarded by the General Meeting	€20,240	€20,470	€20,470	€23,000
Other remuneration				
TOTAL	€20,240	€20,470	€20,470	€23,000
Aléph Golden Holdings Sarl				
<i>represented by Hugues Lepic</i>				
Remuneration awarded by the General Meeting				
Other remuneration	-	-	-	-
TOTAL	-	-	-	-
Bpifrance Participations				
<i>represented by Charlotte Corbaz</i>				
Remuneration awarded by the General Meeting				
Other remuneration	-	-	-	-
TOTAL	-	-	-	-
Lori Gonnu				
Remuneration awarded by the General Meeting	€20,240	€23,000	€23,000	€23,000
Other remuneration				
TOTAL	€20,240	€23,000	€23,000	€23,000
TOTAL	€40,480	€54,673	€43,470	€374,587

⁽¹⁾ This remuneration was received under the regulated agreement approved by the General Meeting of May 23, 2024 between Mr. François-Xavier Ollivier and the Company for his technical expertise and assistance on strategic M&A projects.

2.2.4 Table 4: stock options granted to each corporate officer by the Company or other company within the Group during the year ended December 31, 2024

None.

2.2.5 Table No. 5: stock options exercised by each corporate officer during the year ended December 31, 2024

None.

2.2.6 Table 6: bonus shares granted to each corporate officer during the year ended December 31, 2024

None.

2.2.7 Table No. 7: bonus shares vested for each corporate officer during the year ended December 31, 2024

Bonus shares vested for each corporate officer

Beneficiary	No. and date of plan	Number of bonus shares vested during the year	Award conditions
Didier Brédy	AGA 05-2021	97,000	(1)

⁽¹⁾ The vesting of these bonus shares is conditional: a) on remaining employed with the company, and; b) attaining a performance criterion.

2.2.8 Table No. 8: history of stock option grants

See Chapter 6 of this document.

2.2.9 Table No. 9: stock options granted to the top 10 non-executive corporate officers and options exercised by said officers

	2024				2023			
	Startup warrants (BCE)	Bonus shares	Stock options	Share warrants (BSA)	Startup warrants (BCE)	Bonus shares	Stock options	Share warrants (BSA)
Date of Board meeting	-	-	-	-	-	-	July 26	-
Average weighted price	-	-	-	-	-	-	-	-
Number of rights granted to the top 10 non-executive corporate officers (overall number)	-	-	-	-	-	-	17,000	-
Number of rights granted/vested/exercised by the Group's top 10 non-executive corporate officers, with the greatest number of rights (overall number)	-	136,083	-	-	11,780	95,333	40,517	-

2.2.10 Table No. 10: history of bonus share grants

See Chapter 6 of this document.

2.2.11 Table No. 11: Remuneration conditions and other benefits granted to corporate officers

Corporate officers	Employment contract		Complementary pension scheme		Indemnity or benefit due or likely to be due as a result of termination or change of position		Indemnities relative to the non-compete clause	
	YES	NO	YES	NO	YES	NO	YES	NO
Didier Brédy								
Chairman and CEO		X		X	X ⁽²⁾			X
Start of directorship ⁽¹⁾	February 25, 2013							
Date of end of directorship	General Meeting called to approve the financial statements for the fiscal year ended December 31, 2024							

⁽¹⁾ Chairman of the joint stock company since November 1, 2005, Didier Brédy was appointed CEO of the Company by the Board of Directors meeting on February 25, 2013, after the General Meeting held the same day notably to approve the transformation of the Company to a limited liability company and the appointment of the first Directors including Didier Brédy.

⁽²⁾ Pursuant to the terms and conditions governing severance pay for Mr Didier Brédy, refer to the note "Principles governing the determination of remuneration for corporate officers" in paragraph 2.5.3.1.4 of this document.

2.2.12 Summary statement of transactions carried out on Company shares by managers and persons with whom they have close links (Art. L.621-18-2 and R.621-43-1 of the French Monetary and Financial Code)

Pursuant to Article 223-22 of the General Regulation of the French financial markets authority, transactions declared by corporate officers referred to in Article L.621-18-2 of the French Monetary and Financial Code over the year were as follows:

Identity	Position	Number of shares as of 01/01/2024	Number of shares bought or subscribed, AGA	Number of shares sold	Number of shares as of 12/31/2024
Didier Brédy	Chairman and CEO	423,287	97,000	17,109	503,178
François-Xavier Ollivier	Director	21,000	-	20,000	1,000
Lori Gonnu	Director	-	-	-	-
Nayla Khawam	Director	-	-	-	-
Aleph Golden Holdings	Director	3,200,000	-	-	3,200,000
Bpifrance Participations	Director	3,175,000	-	-	3,175,000
Total		6,819,287	97,000	37,109	6,879,178

2.3 AMOUNTS PROVISIONED BY THE COMPANY FOR THE PAYMENT OF PENSIONS, RETIREMENT BENEFITS AND OTHER ADVANTAGES IN FAVOR OF EXECUTIVE OFFICERS

The Company has not set aside provisions to cover pension, retirement and other commitments attributable to corporate officers except in respect of the Garantie Sociale Chef d'entreprise - GSC (company business manager guarantee) due to Didier Brédy (see paragraph 2.5.3 on remuneration of the Chairman and Chief Executive Officer) authorized by the decision of the Board of Directors' meeting of October 21, 2005.

The Company did not allocate any welcome bonuses or departure bonuses to these members of staff.

2.4 SHAREHOLDINGS AND SHARE SUBSCRIPTION WARRANTS GRANTED TO EXECUTIVE OFFICERS AND MANAGERS

At the time of publication of this document, the number of shares and securities giving access to Company capital held by members of the Board of Directors was as follows:

	Shares held				Securities giving access to the capital ⁽¹⁾
	Number	As a % of the share capital	Voting rights	As a % of total voting rights	
Didier Brédy, Chairman and Chief Executive Officer	503,178	1.9%	826,760	2.4%	40,000 SO stock options (2014) giving rights to subscribe to 62,000 shares 128,000 bonus shares (05/2021) giving rights to subscribe to 128,000 shares 97,000 AGA bonus shares (03/2021 bis) giving rights to subscribe to 97,000 shares
François-Xavier Ollivier Director	1,000	0.0%	1,673	0.0%	None
Bpifrance Participations Director represented by Charlotte Corbaz	3,175,000	11.8%	6,150,000	18.1%	None
Aleph Golden Holdings Director represented by Hugues Lepic	3,200,000	11.8%	6,400,000	18.8%	None
Nayla Khawam Director	-	-	-	-	-
Lori Gonnu Director	-	-	-	-	-

⁽¹⁾ The breakdown of securities is provided in paragraph 6.1.4 of this document.

2.5 CORPORATE GOVERNANCE REPORT

This corporate governance report was drawn up by the Board of Directors in line with the provisions of Articles L.225-37, L.22-10-8 to L.22-10-11 and L.22-10-34 of the French Commercial Code, to notably reflect the conditions of preparation and organization of the work of the Board of Directors of Ekinops SA (hereafter “**the Company**”), to present the corporate governance in force within the Company and to provide information relative to remuneration policy for executive officers and remuneration and benefits in kind of whatever nature granted to executive officers.

This report was drawn up by the Board of Directors with the help of the Company's Executive Management and on the recommendations of the Remuneration Committee, and approved by the Board of Directors meeting of March 4, 2025.

2.5.1 Corporate Governance

2.5.1.1 Reference to the Middelnext Governance Code and implementation

Pursuant to the decision of the Board of Directors on February 28, 2013, the Company decided to refer to the Middelnext corporate governance code for small and mid-cap stocks, published on December 17, 2009, within the implementation framework of its governance.

Following the update of the Code and the adoption of the third version in September 2021 of said governance Code (hereafter the **Middelnext Code**), the Board of Directors meeting of October 12, 2021 noted this update and adjusted its Rules of Procedure to bring it into line with the text mentioned above and to maintain the reference to the Middelnext Code.

The Middelnext Code can be consulted at the Company headquarters. It is also available on the Middelnext website: https://www.middelnext.com/IMG/pdf/c17_-_cahier_14_middelnext_code_de_gouvernance_2021-2.pdf.

The Middelnext Code contains twenty two (22) guidelines which mainly relate to executive officers and the Board of Directors.

The Board of Directors considers that its organization is essentially in line with the guidelines of the Middelnext Code.

The table below summarizes the current situation in terms of applying the guidelines of the Middelnext Code:

Middelnext Code guidelines	Compliance
R1: "Board member" deontology	YES
R2: Conflicts of interest	YES
R3: Composition of the Board - Presence of Independent directors	YES
R4: "Board member" information	YES
R5: "Board member" training	YES ⁽¹⁾
R6: Organization of Supervisory Board and Committee meetings	YES
R7: Creation of Committees	YES
R8: Creation of a special Environmental, Social and Governance Committee (ESG)	YES
R9: Creation of the Board's Code of Conduct	YES
R10: Appointment of each "Board member"	YES
R11: Term of office of Board members	YES
R12: Remuneration of "Board members" for their director functions	YES
R13: Implementation of assessment of Board work	YES
R14: "Investor" relations	YES
R15: Diversity and equality policies within the company	YES
R16: Definition and transparency of remuneration of executive corporate officers	YES
R17: Preparation of "director" succession	YES ⁽²⁾
R18: Combining work contracts and directorships	YES
R19: Retirement indemnities	YES
R20: Complementary retirement scheme	YES
R21: Stock options and allocation of free shares	YES
R22: Review of vigilance points	YES

(1) This guideline is expressed in the recently revised Middelnext Code and has been adopted by the Company. The Board of Directors Meetings of March 7, 2022 and January 26, 2023 assessed training requirements based on the ideas expressed by the Directors following a survey. The training plan is reviewed annually to adjust to the needs expressed by the Directors.

(2) This recommendation was approved by the Board of Directors as a target for the end of 2024.

2.5.1.2 Mode of governance

Ekinops has been a French public limited company (Société Anonyme) with a Board of Directors since February 25, 2013. In compliance with legal provisions, General Management of the company is either the responsibility of the Chairman of the Board of Directors, or another physical person appointed by the Board of Directors with the title of Chief Executive Officer.

Combination of the functions of Chairman of the Board of Directors and Executive Officer

On February 25, 2013, the Board of Directors of the Company opted to assign the role of Chief Executive Officer to the Chairman of the Board of Directors.

Chairman of the Board of Directors

As Chairman of the Board of Directors, the Chairman and CEO represents the Board of Directors and is the only person authorized to act and rule on behalf of the Board of Directors, except in exceptional circumstances.

In this respect, the Chairman and CEO is responsible for:

- organizing and managing the work of the Board of Directors;
- ensuring the efficient operation of company executive bodies in compliance with legal and regulatory provisions and the by-laws of the Company, its Code of Conduct and good governance principles in compliance with the Middenext Code which is incorporated in the Code of Conduct;
- providing a link between the Board of Directors and the shareholders of the Company in consultation with Executive Management; he supervises the quality of financial and operational information disclosed by the Company.

Executive Management

Chairman and CEO

	Date of first appointment	Date of expiry of directorship
Didier Brédy	February 25, 2013	December 31, 2024

In line with the governance model selected by Executive Management following the decision of the Board of Directors Meeting of February 25, 2013, Executive Management of the Company is the responsibility of the Chairman and CEO who is Mr Didier Brédy, and has been serving in this role since February 25, 2013.

The Chairman and CEO represents the Company in its dealings with third parties.

He has been granted all of the authorizations to act in all circumstances on behalf of the Company, conditional on the limits set by law and the Company's by-laws, it being noted that no specific limits apply to these authorizations stemming from the Company's by-laws.

The Chairman and CEO periodically presents the results and outlook for the Company and/or the Group to shareholders. He reports to the Board of Directors on key points of the life of the Company and/or the Group.

2.5.1.3 Limits to the powers of the Chief Executive Officer

The Chairman and CEO has been granted all of the powers to act in all circumstances on behalf of the Company. Furthermore, he exercises these rights within the limits of the company's corporate purpose and those that the law assigns to General Meetings of shareholders and the Board of Directors.

2.5.1.4 Terms and conditions governing shareholder participation at General Meetings

The terms and conditions governing shareholder participation at General Meetings are determined by the provisions of Article 30 of the Company's by-laws.

Article 31 of the by-laws states that the voting rights attached to shares are proportional to the stake they represent in the Company's capital, subject to the application of legal and regulatory provisions and in particular those of Articles L.22-10-46 and Article L.225-124 of the French Commercial Code.

Article L.22-10-46, paragraph 3 of the French Commercial Code provides for double voting rights for: (i) fully paid up bearer shares in the Company when they can be proven to have been held by the same shareholder for two years, (ii) bearer shares in the Company allocated free of charge as part of capital increase with incorporation of reserves, earnings or issue premiums, to a shareholder, in respect of existing shares for which the shareholder benefits from the same rights.

2.5.1.5 Agreements covered by Article L.22-10-10 and Article L.225-38 of the French Commercial Code.

2.5.1.5.1 Authorized agreements and commitments during the past year

No new regulated agreements were concluded during 2024.

2.5.1.5.2 Agreements concluded between a corporate offer or a shareholder holding more than 10% of the share capital of the company and a company controlled by Company, within the meaning of Article L.233-3 of the French Commercial Code

None.

2.5.1.5.3 Agreements and commitments already approved by the Board of Directors

The termination benefit for the Chairman and CEO authorized by the Board of Directors' meeting of March 25, 2019 was approved by the tenth resolution of the General Meeting of May 24, 2023 and will be put to the shareholders again at the next Combined General Meeting on May 22, 2025. Details and any changes are indicated in paragraphs 2.5.3 et seq. on the remuneration of the Chairman and CEO.

The agreement concluded with Mr. François-Xavier Ollivier, Director of the Company, and approved by the General Meeting of May 23, 2024, and ending on November 30, 2024, was not renewed by the Board of Directors.

2.5.1.5.4 Procedure implemented by the Company to assess current agreements within the meaning of Article L.22-10-12 of the French Commercial Code

In line with Article L.22-10-12 of the French Commercial Code, the Board of Directors' meeting on March 4, 2025 called to approve the financial statements for the year ended December 31, 2024, the Board of Directors assessed the agreements covering current business concluded under normal conditions and to ensure that such agreements duly meet such conditions, it being understood that the agreements in question have been concluded between the Company and its 100%-held subsidiaries. The Board of Directors has implemented an annual assessment procedure for regulated agreements and agreements relative to ordinary business concluded under normal conditions for the past year.

This procedure indicates that it is the responsibility of the Company's Financial department to assess, on a case-by-case basis, agreements presented to it to ensure that they are indeed current agreements concluded under normal conditions.

Where an agreement is defined as a regulated agreement, the latter shall be transferred to the Audit Committee for assessment and to the Board of Directors for final approval.

Similarly, each year, the Financial department provides a list of current agreements to the Company's Audit Committee for annual assessment and reclassification, where appropriate.

In line with the provisions mentioned above, persons directly or indirectly related to one of these agreements cannot take part in its assessment.

2.5.1.6 Summary table of current authorizations granted by the General Meeting with respect to capital increases and their use during the year

Date of the General Meeting having issued the authorization or approval - Resolution	Content of the approval	Term	Ceiling	Effective use of the powers or authorization
AGM, May 23, 2024 (11 th resolution)	Authorization to be granted to the Board of Directors to carry out buy-backs of company shares in application of article L.22-10-62 of the French Commercial Code	18 months from May 23, 2024 to November 23, 2025	Within the limit of a ceiling of 10% of the capital of the company For a price that may not exceed €15	The Board of Directors of May 23, 2024 implemented the authorization. In 2024, the Company bought back 124,302 shares for an amount of €499,997.
AGM, May 23, 2024 (13 th resolution)	Delegation of authority to the Board of Directors to carry out a capital increase via the issuance of shares or other securities giving access to other equity securities or giving the right to the allocation of debt instruments and/or securities giving access to equity securities, with cancellation of the preferential subscription right via a public offering, and the option to grant a priority	26 months from May 23, 2024 to July 23, 2026	The maximum overall nominal amount of the capital increases that may be carried out and the delegations granted under the terms of the 14 th , 15 th , 16 th , 17 th and 18 th resolutions of the General Meeting of May 23, 2024. ⁽¹⁾	None
AGM, May 23, 2024 (14 th resolution)	Delegation of authority to the Board of Directors to carry out a capital increase via the issuance of shares or other securities giving access to other equity securities or giving the right to the allocation of debt instruments and/or securities giving access to equity securities, with cancellation of the preferential subscription right in favor of a category of persons	26 months from May 23, 2024 to July 23, 2026		None
AGM, May 23, 2024 (15 th resolution)	Delegation of authority to the Board of Directors to carry out a capital increase via the is, up to a limit of 10% of the share capital stock per year, via the issuance of shares or other securities giving access to other equity securities or giving the right to the allocation of debt instruments and/or securities giving access to equity securities, with cancellation of the preferential subscription right by way of an offer to qualified investors or a restricted circle of investors within the meaning of Article L.411-2 of the French Monetary and Financial Code)	26 months from May 23, 2024 to July 23, 2026		None

(1) The maximum nominal amount of capital increases is set at €1,349,702 (i.e. approximately 10% of the share capital).

Date of the General Meeting having issued the authorization or approval - Resolution	Content of the approval	Term	Ceiling	Effective use of the powers or authorization
AGM, May 23, 2024 (16 th resolution)	Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights	26 months from May 23, 2024 to July 23, 2026		None
AGM, May 23, 2024 (17 th resolution)	Delegation granted to the Board of Directors to issue shares and securities resulting in a capital increase as remuneration for contributions in kind	26 months from May 23, 2024 to July 23, 2026		None
AGM, May 23, 2024 (18 th resolution)	Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately and/or in the future, to the Company's capital, intended to remunerate contributions of securities in the event of a public exchange offer initiated by the Company with cancellation of shareholders' preferential subscription rights)	26 months from May 23, 2024 to July 23, 2026		None
AGM, May 23, 2024 (19 th resolution)	Delegation of powers granted to the Board of Directors to carry out issues of ordinary shares and/or securities leading to a capital increase, with maintenance of preferential subscription rights for shareholders.	26 months from May 23, 2024 to July 23, 2026	The maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this resolution may not exceed 50% of the share capital (or its equivalent in euros on the date of issue).	None
AGM, May 23, 2024 (20 th resolution)	Delegation of authority to the Board of Directors to carry out a capital increase via the issuance of shares or other securities giving access to the capital, reserved for subscribers to the company savings plan without preferential subscription rights	26 months from May 23, 2024 to July 23, 2026	1% of the share capital on the date of the GM	None

Date of the General Meeting having issued the authorization or approval - Resolution	Content of the approval	Term	Ceiling	Effective use of the powers or authorization
AGM, May 23, 2024 (21 st resolution)	Authorization to the Board of Directors to proceed with the free allocation of existing or future shares ("AGA"), without preferential subscription rights for shareholders, to a category of persons	26 months from May 23, 2024 to July 23, 2026	1% of the number of shares comprising the share capital on the day the Board of Directors decides to implement this authorization	None
AGM, May 24, 2023 (19 th resolution)	Delegation of authority to the Board of Directors to carry out a capital increase via incorporation of share premiums, reserves, profits or other items.	26 months from May 24, 2023 to July 24, 2025	Within the limit of a ceiling of €2,600,000	None
AGM, May 24, 2023 (22 nd resolution)	Authorization granted to the Board of Directors to issue share warrants and/or share options without shareholder preferential subscription rights to a category of persons	38 months from May 24, 2023 to July 24, 2026	Within the limit of an autonomous ceiling of 2% of the capital of the Company Within the limit of a blanket ⁽¹⁾ ceiling of 2% of the capital of the Company	Use by the Board of Directors' meeting of July 26, 2023 of 17,000 stock options ⁽²⁾

(1) Blanket ceiling for the 22nd and 24th resolutions of the AGM of May 24, 2023.

(2) Pursuant to the decision of July 26, 2023, the Board of Directors makes use of the authorization granted to it by the General Meeting of May 24, 2023. The ability to exercise these options is subject to a condition of presence.

2.5.1.7 Items likely to have an impact in the event of a public offering

In application of Article L.22-10-11 of the French Commercial Code, below are presented items likely to have an impact in the event of a public offering:

- The capital structure of the Company as well as direct and indirect shareholdings of which the Company is aware in compliance with Articles L. 233-7 and L. 233-12 of the French Commercial Code, at December 31, 2024 are described below.

Shareholders	Number of shares as of 12/31/2024	As a % of the share capital	Number of voting rights as of 12/31/2024	As a % of total voting rights
Bpifrance Participations	3,175,000	11.8%	6,150,000	18.1%
Aleph Golden Holdings Sarl	3,200,000	11.8%	6,400,000	18.8%
Didier Brédy	503,178	1.9%	826,760	2.4%
François-Xavier Ollivier	1,000	0.0%	1,167	0.0%
Sub-total Board of Directors	6,879,178	25.5%	13,377,927	39.3%
Treasury stock (liquidity contract)	88,121	0.3%	-	-
Free float	20,026,750	74.2%	20,687,793	60.7%
Total	26,994,049	100.0%	34,065,720	100.0%

- There are no restrictions in the Company's by-laws regarding voting rights, excluding the removal of rights stemming from the lack of declaration of crossing certain legal thresholds. Shareholders benefit from double voting rights under the conditions provided for in Article L.22-10-46 of the French Commercial Code.
- There are no securities with special control rights.
- There are no control mechanisms provided for in a possible employee shareholder system with controlling rights that are not exercised by the latter.
- The rules applicable to the appointment and replacement of members of the Board of Directors are governed by the legal and statutory provisions of Articles 13, 15 and 16 of the Company's by-laws which state that:
 - > The Ekinops Board of Directors shall be made up of a maximum of eight members from the date of completion of the contribution. Aleph and Bpifrance shall each have the right to appoint one member to the Board of Directors and one Censor (Independent Director) as long as they hold at least 5% of the share capital or voting rights of the Company and less than 25% of the share capital and less than 25% of the voting rights of the Company. If they come to hold at least 25% of the share capital or at least 25% of the voting rights of the Company, they would each have the right to nominate two members to the Board of Directors.
- The rules governing changes to the Company's by-laws are governed by the legal and statutory rules provided for in Articles 28 to 37 of the Company's by-laws.
- The powers of the Board of Directors, in particular regarding the issuance or buyback of shares, are made up of:
 - > the authorizations granted to it by the General Meeting of shareholders to issue shares via capital increases, such as these authorizations are described in paragraph 2.5.1.6 above in the table of delegations of powers for capital increases; and
 - > a delegation of powers to carry out Company share buybacks within the framework of the provisions of Articles L.22-10-62 et seq. of the French Commercial Code and the regulatory provisions applicable to market abuse, and Articles 241-1 et seq. of the General Regulation of the French financial markets authority.
- There are no agreements concluded by the Company that are likely to change or expire in the event of a change of control of the Company that could have an impact in terms of a public offering, apart from the syndicated credit line agreement concluded in July 2023. This agreement provides for early repayment in the event of change of control of the Company. At the time of publication of this report, this credit line had not been used.
- There are no agreements which provide for indemnities for members of the Board of Directors or employees, if they resign or are let go without genuine or serious cause or if their employment ends owing to a public purchase or exchange offer, with the exclusion of the indemnification commitment relative to the Chairman and CEO described in paragraph 2.5.3.1.4 below.

2.5.2 The composition, as well as the conditions of preparation and organization of the work of the Board of Directors

2.5.2.1 The Board of Directors of the Company

At the date of this report, the Board had six members. The Chairman and Chief Executive Officer, three Directors and two Independent Directors.

2.5.2.1.1 Composition of the Board of Directors

The Chairman and Chief Executive Officer

- Mr Didier Brédy, born in 1963, of French nationality, is Chairman and CEO of Ekinops SA.

Before joining Ekinops, Didier Brédy managed the software and services division of Ingenico, the leading provider of secure transaction and payment systems. Before that, he was General Manager of Ivex, a US start-up which provided internet-based video solutions and was sold to a Nasdaq-listed acquirer in 2001. He also held the position of VP marketing at Truevision (Nasdaq: TRUV) in Silicon Valley, after managing marketing strategy at Pacific Data Products, a successful Californian venture in multimedia. Didier began his career in 1989 at Xerox, in Silicone Valley as product range manager.

Directors:

- Mr François-Xavier Ollivier, born in 1958, of French nationality is one of the co-founders of the Company. With his years experience in the telecommunications sector, François-Xavier has carried out development work that led to the approval of 15 patents in the area of optical transmission. Before forming Ekinops in 2003, François-Xavier was vice-president in charge of Product Development at Corvis-Algety in Lannion (France). He was also R&D manager of the submarine and terrestrial cable division of Alcatel at Lannion and Paris notably responsible for global coordination of pre-development activities for the "optical networks" division. François-Xavier retired in June 2023 and is currently no longer employed by the Company.
- Aleph Golden Holdings, represented by Hugues Lépici, born in 1965, of French nationality.
Aleph is an investment company based in London, founded in 2013 by Mr. Hugues Lépici, formerly head of all investment activities of Goldman Sachs Capital Partners in Europe.

Aleph invests in medium-sized companies based in Europe, in partnerships with ambitious management teams with talents covering growth, risk management and capital allocation. Aleph is a long-term partner and works closely with management teams, co-shareholders and other stakeholders to generate value growth.

The companies in which Aleph invests are underpinned by strong trends that favor their long-term growth, and are present in the telecoms/media/technology, financial services, environment and natural resource sectors, in which its experience is significant.

- Bpifrance Participations SA, represented by Mrs Charlotte Corbaz, born in 1987, of French nationality.

Bpifrance, a subsidiary of Caisse des Dépôts and the French government, is a trusted partner for entrepreneurs. It supports companies from seed to listing on the stock exchange, providing credit, guarantees and equity capital. Furthermore, Bpifrance offers help and enhanced support form innovation, external and export growth in partnership with Business France and Coface. Bpifrance offers companies a complete range of financing solutions at every key stage of their development and an offering tailored to regional specificities. With close to 50 regional sites (90% of decisions made regionally), Bpifrance is a tool that optimizes economic competitiveness at the service of companies.

Independent Directors:

- Mrs Lori Gonnu, born in 1955, of French nationality, has held global positions in the telecommunications industry for over 20 years. She notably created the international division of French mobile operator SFR in 1996 and was their Executive Director until 2009. She also had a seat on the Management Committee of the GSM Association (the global association for mobile operators) for more than 10 years, steering innovative global initiatives. In 2011, Lori Gonnu founded Boldair Consulting International, specialized in growth opportunities for telecommunications companies, in particular in M2M, and IOT, as well as in mergers and acquisitions.

- Mrs Nayla Khawam, born in 1953, of French nationality, has extensive expertise in the telecommunications industry and held numerous top management positions within the Orange group since 1983 and until she retired.

In October 2012, after three and a half years of success at the head of Orange Jordan, Nayla Khawam was promoted to the position of Executive Director of the “Orange Wholesale France” division, with the purpose of offering telecommunication solutions (offerings covering interconnections, transmission networks, unbundling, etc.) to fixed-line operators and access to the Orange mobile network for mobile operators (MVNOs, etc.).

As CEO of Orange Jordan, she supervised and rolled out the first 3G network in the Kingdom of Jordan, and contributed to extending Orange Labs, which supplies innovative services to 27 countries via Jordan, and concluded terrestrial fiber optic cable agreements, JADI and RCN, to provide an alternative route for data and voice traffic in the region and with Europe and Asia.

All of the Directors in office were appointed after approval by the General Meeting of Shareholders.

Messrs Didier Brédy and François-Xavier Ollivier were initially appointed by the General Meeting of February 25, 2013. Mrs Lori Gonnu, the companies Aleph Golden Holdings Sarl and Bpifrance Participations SA were appointed by the General Meeting of September 29, 2017. Each appointment is the subject of a specific resolution and the information regarding their biography, and in particular the list of their directorships, the experience and skills contributed by each Director were made available online on the Company's website prior to the General Meeting to approve the appointment of each of said Directors, as is recommended by the 10th guideline of the Middledenext Code.

The directorships of Mrs Nayla Khawam and Messrs Didier Brédy and François-Xavier Ollivier were renewed at the Annual General Meeting of May 25, 2022, and the directorships of Lori Gonnu of Bpifrance and Aleph Golden Holdings were renewed at the Annual General Meeting of May 24, 2023 for a period of three years, in accordance with the amendments to the Articles of Association adopted at the time of the Combined General Meeting of May 21, 2019, which reduced the term of office of Directors from six years to three years.

This new term for directorships de facto enables the implementation of half-staggered renewals of directorships in compliance with the eleventh guideline of the Middledenext Code.

In compliance with the provisions of Article L.22-10-10 of the French Commercial Code, we present in paragraph 2.1.1.1 the list of all of the directorships and positions currently held as of December 31, 2024 by the members of the Board of Directors of the Company as well as the list of the other directorships and positions held and expired over the past five years in paragraph 2.1.1.2.

The Board of Directors is made up of six Directors and includes two Independent Directors (i.e. an independence rate of 33%). The analysis of the independence of the members of the Board of Directors is presented in paragraph 2.5.2.1.3.

Representation of women within the Board of Directors is three Directors out of six (i.e. 50% women directors) as presented in paragraph 2.5.2.1.4 hereafter. A summary table of the composition of the Board of Directors and the Committees is provided in paragraph 2.5.2.2.5

2.5.2.1.2 Means of appointment, roles and prerogatives of the Censor (Independent Director)

Pursuant to the terms of Article 14 of the Company's by-laws, a group of Censors can be formed, composed of members designated by the Board of Directors. The Censors are appointed for a limited or unlimited term. They may be revoked at any time by the body having appointed them.

Each Censor is invited to all Board of Director meetings, as is each Director. They receive all of the information disclosed to Directors, at the date of the Board meetings or within the regulatory timeframe. The Censors do not take part in decisions of the

Board of Directors, they do not have a casting vote nor are they considered in quorum and majority calculations. They have no management, supervisory or audit functions and cannot replace Directors or General Managers.

To date, the following attend the meetings of the Board of Directors without voting rights:

- Mr Maneesh Sharma as Censor to the Board of Directors, appointed for an unlimited term;
- Mr Mamoun Alami Idrissi as Censor to the Board of Directors, appointed for an unlimited term;

2.5.2.1.3 Independence of Board members

The term of office of each Director is three (3) years in accordance with the by-laws amended by the General Meeting of May 21, 2019. This term of office is in line with the recommendations of guideline eleven of the Middlednext Code.

The third guideline of the Middlednext Code recommends that the Board of Directors includes at least two (2) Independent Directors. It is recalled that, in this respect, five (5) criteria enable the characterization of Board members as Independent in the Middlednext Code, the lack of a significant financial relationship, contractually or family-based, likely to alter the independence of judgement:

- not having been, during the past five years, or currently, an employee or corporate executive officer of the Company or a company within the Group;
- not having been, during the past five years, or currently, in a significant business relationship with the Company or its Group (customers, suppliers, competitors, service providers, creditors, banks, etc.);
- not being a main shareholder in the Company or holding a significant share of voting rights;
- not having a close relationship or close family relationship with a corporate officer or a main shareholder;
- not having been, during the past six years, a Statutory Auditor of the Company.

It is the Board of Directors' role to examine the situation of each member on a case-by-case basis based on the above-mentioned criteria.

The Board of Directors, at its March 14, 2025 meeting, confirmed, in light of the criteria retained by the Rules of

Procedure of the Board of Directors (i.e. Directors are considered Independent if they do not have any significant financial, contractual or family relationship (excluding shareholders with minority stakes), with the Company, its group or general management such that this could alter independence of judgement"), the independence of two Directors, namely Mrs Nayla Khawam and Mrs Lori Gonnu.

The Board considers that the four other Directors cannot be characterized as independent within the meaning of the criteria mentioned above.

2.5.2.1.4 Principle of gender balance within the Board of Directors

The Board ensures that its composition complies with legal requirements, in particular with regard to diversity and balanced representation of women and men.

At present, three women hold seats on the Company's Board of Directors of the total six members (i.e. a 50% balance between men and women). The composition of the Board of Directors of the Company is therefore compliant with Article L.22-10-3 of the French Commercial Code in terms of each gender being at least 40% represented on the Boards of companies with shares traded on a regulated market since January 1, 2017.

2.5.2.1.5 Changes to the composition of the Board of Directors submitted for approval to the Combined General Meeting of May 22, 2025

None.

2.5.2.2 Conditions of preparation of the work of the Board of Directors

The Board of Directors adopted a Code of Conduct on February 28, 2013 (the **"Code of Conduct"**), the purpose of which is to define the terms and conditions governing the functioning and organization of the Board of Directors.

The Code of Conduct was amended in 2016 to take account of the latest legislative amendments stemming from the entry into force of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (the market abuse regulation or MAR), on the one hand, and the update of the Middlednext Code, on the other hand.

The Board of Directors' meeting of June 27, 2017 decided to amend the Code of Conduct to notably include new provisions mainly related to (i) the terms and conditions governing calling Board meetings, timelines for the transmission of documents and information to Directors, the minimum number of meetings per year and (ii) the removal of the non-compete clause for Directors representing investors (notably in the equity investment business which is governed by its own professional code of conduct).

On May 28, 2020, the Code of Conduct was amended by the Board of Directors to authorize it to make decisions by written consultations in line with the conditions set by the regulation.

The Company noted the update to the Middledenext Code and notably the eighth and new guideline, and the Board of Directors' Meeting of October 12, 2021 decided to amend the Code of Conduct notably to include new provisions mainly related to the creation of an ESG Committee to comply with said eighth guideline of the Middledenext Code.

The Board of Directors meeting of January 25, 2024 also decided to update the Rules of Procedure by detailing the missions of the ESG, Strategy and Ethics Committees.

The Chairman and CEO organizes and manages the work of the Board of Directors, ensures that the Directors are apt to carry out their mandate and notably that they have all the information and documents necessary to carry out their mandate, and ensures that representatives of employee representative bodies are regularly invited and have all the information and documents necessary to carry out their mandates.

The Board of Directors has set up four internal Committees with the role of assisting it in certain specific missions. The mission of these committees is to provide strategic support and decision-making assistance to the Board. These committees meet up whenever necessary.

2.5.2.2.1 The Remuneration Committee

The main mission of this Committee is to make recommendations to the Board of Directors relative to remuneration, pension and health insurance plans, benefits in kind and various pecuniary rights, including, as appropriate, the allocation of company founder share subscription warrants, stock options or bonus shares the Company may grant to the Chairman and CEO and possibly to other employed members of the Board of Directors, and to recommend the general policy governing the allocation of share warrants, stock options and bonus shares in the Company.

The Remuneration Committee is composed of the following three members:

- Mr Hugues Lopic, as representative of Aleph Golden Holdings Sarl, member and Chairman of the Remuneration Committee;
- Mrs Nayla Khawam, member of the Remuneration Committee; and
- Mrs Lori Gonnu, member of the Remuneration Committee.

In 2024, the Remuneration Committee met once.

At the meetings of the Remuneration Committee, items covered included the level of remuneration of employees of the Company (fixed remuneration and performance-based bonuses) as well as the remuneration policy relative to corporate officers, the fixed and variable remuneration of the management team and the Directors and the allocation of shares. The Remuneration Committee made its recommendations to the Board of Directors on these topics.

2.5.2.2.2 The Audit Committee

The main purpose of this Committee is to safeguard the exactness and faithfulness of the individual and consolidated financial statements of the Company (validation of accounting methods), to analyze and approve SACC (services other than accounts certification) assignments, to ensure the monitoring of the process of compiling financial information, to ensure the monitoring of the efficiency of internal control and risk management systems and to ensure the exactness of information provided to shareholders and markets.

The meetings of this Committee also provide an opportunity for its members to discuss their work directly with the Statutory Auditors.

The Audit Committee differs from other committees in that it has financial and auditing powers. The Committee is focused on the financial skills of the directors who are its Chairman and members.

The Audit Committee is composed of the following two members:

- Mrs Nayla Khawam, member and Chair of the Audit Committee; and
- Mrs Charlotte Corbaz, as representative of Bpifrance Participations, member of the Audit Committee.

In 2024, the Audit Committee met twice.

During the Committee meetings, the main subjects covered were the following:

- review of financial statements as of December 31, 2023;
- review of financial statements as of June 30, 2024;
- review of related-party agreements;
- review of the procedures implemented to ensure the faithfulness and reliability of the information;
- review of annual reports;
- review of Statutory Auditors' assignments.

2.5.2.2.3 The Strategy Committee

The main purpose of this Committee is to advise the Company on development strategy and external growth.

The Committee was created by the decision of the Board of Directors' meeting of June 13, 2018, and is composed of the following four members:

- Mr Hugues Lepic, member and Chairman of the Strategy Committee;
- Ms Charlotte Corbaz, member of the Strategy Committee;
- Mr Didier Brédy, member of the Strategy Committee; and
- Mr François-Xavier Ollivier, member of the Strategy Committee.

The Strategy Committee did not meet in 2024, the subject of external growth and R&D having been directly addressed by the Board of Directors.

2.5.2.2.4 The Environmental, Social and Governance Committee (ESG)⁽¹⁾

The Committee was created following the decision of the Board of Directors of October 12, 2021 and its main purpose is to provide advice and support to the Board of Directors and/or to make recommendations in terms of Corporate Social Responsibility (CSR) and Environmental, Social and Governance (ESG) criteria, and notably to examine the link between Group strategy, the way in which the Group takes account of sustainability matters in the definition of its strategy, the main environmental risks and opportunities, social policies and the range of information published by the Company and the Group on societal and environmental concerns.

Following the decision of the Board of Directors on October 12, 2021, the ESG Committee is composed of the following three members:

- Mrs Lori Connu, member and Chair of the ESG Committee;
- Ms Charlotte Corbaz, member of the ESG Committee; and
- Mr Didier Brédy, member of the ESG Committee.

In 2024, the ESG Committee met five times.

The Committee's main responsibility is to set the Group's CSR targets and, as such, it is responsible for making proposals to the Board of Directors, while also examining the human resources and diversity policy guidelines.

At the meetings of the ESG Committee, the following topics were covered:

- the Group's ESG targets;
- preparation of the CSRD;
- preparation of the Sustainability statement;
- work on the Bilan Carbone® carbon assessment.
- diversity and human resources policy.

With her experience in innovation, deployment and business growth, Ms. Connu knows and anticipates entrepreneurial challenges, including Corporate Social Responsibility issues, and is a spokesperson for them on the Board. As the creator of SFR Group's international division, the Chairwoman of the Committee is committed to and contributes her expertise on subjects such as the Group's positioning as a benchmark employer, the Group's responsibility towards third parties by integrating social and environmental criteria into its best practices and the Group's impact on the environment.

Bpifrance, represented by Ms. Corbaz, places environmental, social and governance issues at the heart of its mission. Made aware through the implementation of training and increasing ESG actions, Mrs Corbaz brings ESG know-how directly linked to the exemplarity of Bpi.

As Chairman and CEO of the Group, Mr. Brédy directly transmits messages of social and environmental responsibility to the Group's employees and, in this capacity, communicates on the strategic importance of employee well-being and climate issues, fervently supporting the implementation of environmental targets.

(1) The work of the ESG Committee is described in the Sustainability statement following application of the CSRD (Corporate Sustainability Reporting Directive).

2.5.2.2.5 Composition of the Board of Directors and its Committees at the time of publication of this Universal Registration Document in compliance with the third guideline of the Middlednext Code

Names	Independent Director	Initial appointment on	Directorship expires	Audit Committee	Remuneration Committee	Strategy Committee	ESG Committee
Mr Didier Brédy Chairman and CEO	No	2005	Period ended December 31, 2024	No	No	Member	Member
<i>Experience and expertise contributed:</i> Before joining Ekinops, Didier Brédy managed the software and services division of Ingenico, the leading provider of secure transaction and payment systems. Before that, he was General Manager of Ivex, a US start-up which provided internet-based video solutions and was sold to a Nasdaq-listed acquirer in 2001. He also held the position of VP marketing at Truevision (Nasdaq: TRUV) in Silicon Valley, after managing marketing strategy at Pacific Data Products, a successful Californian venture in multimedia. Didier began his career in 1989 at Xerox, in Silicone Valley as product range manager. Didier Brédy is a graduate of the Télécom ParisTech (ENST) and holds an MBA from the San José University, California.							
Mr François-Xavier Ollivier Director	No	2003	Period ended December 31, 2024	No	No	Member	No
<i>Experience and expertise contributed:</i> François-Xavier Ollivier is one of the co-founders of the Company. With more than 36 years experience in the telecommunications sector, François-Xavier has carried out development work which led to 15 patents in the optical transmission area. Before forming Ekinops in 2003, François-Xavier was Vice-President in charge of Product Development at Corvis-Algety in Lannion (France). He was also R&D manager of the submarine and terrestrial cable division of Alcatel at Lannion and Paris notably responsible for global coordination of pre-development activities for the "optical networks" division.							
Mrs Lori Gonnu Director	Yes	2017	Period ended December 31, 2025	No	Member	No	Chairman
<i>Experience and expertise contributed:</i> Lori Gonnu has held numerous positions of responsibility worldwide in the telecommunications industry for more than 20 years. She notably crated the international division of French mobile operator SFR in 1996 and was their Executive Director until 2009. She also held a seat on the Management Committee of the GSM Association (the global association of mobile operators) for more than 10 years, steering innovative global initiatives. In 2011, she founded Boldair Consulting International, specialized in growth opportunities for telecommunications companies, in particular in M2M and IOT areas as well as in mergers and acquisitions.							
Aleph Golden Holdings Sarl represented by Mr Hugues Lépica Director	No	2017	Period ended December 31, 2025	No	Chairman	Chairman	No
<i>Experience and expertise contributed:</i> The purpose of Aleph Capital is to support ambitious companies to enable them to accelerate their development and unlock their growth potential. Aleph Capital invests in partnership with the management teams it supports sustainably to implement their development strategies. Founded by Mr Hugues Lépica, formerly head of all investment activities of Goldman Sachs in Europe ("Goldman Sachs Capital Partners"), Aleph Capital invests in Europe in telecoms, media and technology sectors, financial institutions and energy.							

Names	Independent Director	Initial appointment on	Directorship expires	Audit Committee	Remuneration Committee	Strategy Committee	ESG Committee
Mrs Nayla Khawam Director	Yes	2014	Period ended December 31, 2024	Chairman	Member	No	No

Experience and expertise contributed:

Nayla Khawam has extensive expertise in the telecommunications industry and held numerous top management positions within the Orange group from 1983 until she retired.

Nayla Khawam was the Executive Director of the "Orange Wholesale France" division, with the purpose of offering telecommunication solutions (offerings covering interconnections, transmission networks, unbundling, etc.) to fixed-line operators and access to the Orange mobile network for mobile operators (MVNOs, etc.).

Nayla Khawam also held the position of CEO of Orange Jordan, where she supervised and rolled out the first 3G network in the Kingdom of Jordan, and contributed to extending Orange Labs, which supplies innovative services to 27 countries via Jordan, and concluded terrestrial fiber optic cable agreements, JADI and RCN, to provide an alternative route for data and voice traffic in the region and with Europe and Asia.

Bpifrance Participations SA, represented by Mrs Charlotte Corbaz Director	No	2017	Period ended December 31, 2025	Member	No	Member	Member
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Experience and expertise contributed:

Equity investments by Bpifrance are carried out by Bpifrance Investissement. Bpifrance, subsidiary of the Caisse des Dépôts, and the State, and a trusted corporate partner, offers companies support, from the outset up to stockmarket listing, with loans, warranty and equity.

Furthermore, Bpifrance offers help and enhanced support form innovation, external and export growth in partnership with Business France and Coface.

Bpifrance offers companies a complete range of financing solutions at every key stage of their development and an offering tailored to regional specificities. With close to 50 regional sites (90% of decisions made regionally), Bpifrance is a tool that optimizes economic competitiveness at the service of companies.

With Bpifrance, companies benefit from the expertise of a powerful, local and efficient contact to meet all of their financing, innovation and investment needs.

2.5.2.3 Conditions governing the organization of the work of the Board

2.5.2.3.1 Organization

The functioning of the Board of Directors is governed by the provisions of the Company's Code of Conduct, in compliance with the ninth guideline of the Middledenext Code.

As well as the Board of Directors obligatory meetings (to approve the annual and interim financial statement), Board meetings are called depending on business requirements.

The Code of Conduct determines that the Board shall meet at least six (6) times per year.

In 2024, the Company's Board of Directors met eight times, on the following dates:

- > January 25, 2024
- > March 4, 2024
- > March 15, 2024
- > April 24, 2024
- > May 23, 2024
- > July 29, 2024
- > October 15, 2024
- > December 3, 2024

The attendance rate for Directors at meetings in 2024 was 90%, with the lowest individual rate at 75%.

The high level of attendance of Directors at Board Meetings is a strong indicator of the commitment of its members, who on their appointment are also informed of the governance rules applicable to the Company since each of them is provided with a copy of the Board's Code of Conduct, which refers to the Middledenext Code and its guidelines and vigilance points.

The main topics covered during the meetings this year, excluding legal topics, were financial, commercial, operational and strategic.

2.5.2.3.2 Board of Director Meetings

The Board of Directors is called to meet by the Chairman, or, in his name, any person designated by him, or, where appropriate, by a temporary Director delegated to carry out the functions of Chairman.

According to the provisions of Article L823-17 of the French Commercial Code, the Statutory Auditors are invited to all Board of Director meetings which examine or approve the interim or annual financial statements.

Representatives of the Social and Economic Committee are invited to attend all Board of Director meetings.

2.5.2.3.3 Minutes of meetings

The minutes of each meeting are established by the Chairman and CEO who submits them for approval to the next Board meeting. They are then recorded in the minutes register.

In fiscal 2024, the Board made a number of decisions concerning examination of the financial statements, approval of the budget and examination of the work of the Board and the Committees.

2.5.2.3.4 Director information

All Directors receive the documents and information necessary for the completion of their tasks.

2.5.2.3.5 Assessment of Board work

The thirteenth guideline of the Middenex Code enables Board of Director members to express their opinion, once a year, on the functioning of the Board of Directors and on the preparation of its work upon invitation from the Chairman of the Board. The issue of assessing the work of the Board was the subject of an analysis based on a self-assessment questionnaire for the Board and its Committees. A summary of the answers was carried out and reveals that the Directors are satisfied with the functioning of the Board. Members continue to welcome contact with management. Points of attention relate to the reporting of Board decisions, the Company's performance indicators and the "Bridge" strategic plan.

2.5.2.4 Diversity policy

In application of Article L22-10-10 of the French Commercial Code, the table below describes the diversity policy applied within the Board of Directors, indicating the criteria considered, the goal set by the Board of Directors, the terms and conditions governing their implementation as well as the outcomes obtained during fiscal 2024:

	Objectives	Terms and conditions of implementation and outcomes obtained
Board of Directors	Equal representation of women and men	Representation of women Ratio over the past two years > 50% (3 out of 6)
	Best balance possible thanks to the desire to achieve complementarity among profiles in terms of nationality, expertise and experience	Foreign national or double nationality Directors > 50% (3 out of 6) Expertise/Experience (number of Directors out of the total) ⁽¹⁾ > Sector expertise: 6 out of 6 > Management of growth SMEs: 4 out of 6 > Stable presence on the Boards of Directors of listed, international companies: 2 out of 6
	Independent directors	2 out of 6, i.e. one-third of the Directors
	Average age of Directors	61 years

(1) Refer to paragraph 3.2.1.1.2 "General and specific experiences of members and constitution of Committees" of this document.

The composition of the Audit Committee and the Remuneration Committee and majority presence of women on both of these bodies, as well as within the ESG Committee (in their roles as Director or Censor) reflects the desire to ensure balanced gender representation on the Company's management bodies.

The Company and the Board of Directors are also aware of the necessity of diversity in positions of responsibility. Considering the Company's area of business, where the presence of women is moderate, this is a persistent obstacle in achieving gender balance at all levels of the organization. Thus, today, 14% of women hold positions of responsibility.

Nevertheless, the Board of Directors is particularly vigilant on this point, and each promotion or recruitment is an opportunity for the Company and its managers to apply gender balance criteria as far as possible and based on the candidates who present themselves.

To favor this diversity, the Company ensures that, in the search for candidates for open positions, there are women candidates for every opportunity to improve the representation of women within the Group. To reinforce its commitment in this respect, the Company implemented gender balance agreements in 2021, and a variable portion of the remuneration applicable to the Chairman-CEO integrates a criteria which factors in this commitment.

2.5.3 Remuneration of corporate officers

The corporate governance report notably presents: (i) the remuneration policy applicable to the Chairman and CEO and sole executive corporate officer as well as that for members of the Board of Directors ("**non-executive corporate officers**") for 2025, as well as (ii) the fixed, variable and exceptional components of their total remuneration and all benefits in kind attributable to executive and non-executive officers in respect of the past year.

In line with Article L.22-10-8 of the French Commercial Code, the principles of determination, breakdown and allocation of fixed, variable and exceptional remuneration items making up total remuneration and benefits of any kind attributable to corporate officers are presented hereafter and shall be submitted for approval to the General Meeting of May 22, 2025 within the framework of the "ex ante" vote on the two draft resolutions presented in paragraphs 2.5.3.1.3 and 2.5.3.1.5 hereafter.

2.5.3.1 Remuneration policy applicable to corporate officers in respect of fiscal 2025

2.5.3.1.1 General principles

It is the role of the Remuneration Committee, composed for two-thirds of Independent Directors, to issue recommendations to the Board of Directors regarding remuneration policy and the remuneration of the Chairman and CEO and the other corporate officers.

The Remuneration Committee met on February 7, 2025, to determine its recommendations for the remuneration policy for corporate officers in respect of 2025, as well as the level of attainment of objectives regarding the variable component and the remuneration of the Chairman and CEO in respect of 2024.

While ensuring the coherence of the rules to determine this remuneration with the annual performance assessment of Group's managers, which it compares with the performance of the Company. It also takes into account the alignment of these targets with strategy and societal issues.

At its March 4, 2025 meeting, the Board of Directors approved the remuneration policy applicable to corporate officers on the recommendation of the Remuneration Committee, in line with social criteria, its contribution to the sustainability of the Company and its role within the commercial strategy of the Group.

In line with these recommendations, the Board of Directors considers the remuneration and employment conditions of employees as well as the principles of exhaustiveness, balance, comparability, coherence, legibility, control and transparency, which are recommended by the Middledex Code for the remuneration of executive corporate officers.

The Company has implemented a remuneration policy that aims to motivate and inspire employees to make a strong contribution to reaching the Group's strategic objectives (variable component of remuneration) and to ensure long-term performance (choice of targets).

The Board of Directors ensures that the remuneration policy applicable to corporate officers is defined in reference to the Group's growth and development strategy providing an incentive to reach growth targets.

Regarding the remuneration policy of Directors, the same rules and criteria governing the allocation of the overall amount approved by the Ordinary General Meeting have been applicable since 2014. The remuneration only refers to Independent Directors and is set at a fixed annual amount each year. Payment of this remuneration is based on effective attendance at Board Meetings in payment of the work carried out by each Independent Director and attendance, in the interests of the Company. The breakdown of this remuneration policy which remains unchanged compared with a year earlier is presented in paragraph 2.5.3.1.2 hereafter.

The remuneration policy determined for the executive corporate officer is directly linked to Group strategy; it aims to support and serve its development needs. The Board of Directors wanted to align the remuneration criteria for the Chairman and CEO with the criteria reflecting the development of the Company and linked to the performance of the Company.

The fixed remuneration of the Chairman and CEO was set based on the responsibilities assumed and taking into account the level of remuneration of CEOs of comparable companies.

The variable remuneration of the Chairman and CEO for fiscal 2025, as for fiscal 2024, refers to economic parameters based on quantitative and qualitative targets reflecting the Group's performance and the personal contribution of the Chairman and CEO.

The performance indicators retained enable the assessment of the real performance of the Company and reflect the Company's long-term value creation.

Lastly, in the event of the departure of the Chairman and CEO from the Company or the appointment of another Chairman and CEO during the year, it has been decided that the principles of remuneration defined within the framework of the remuneration policy approved by the Board of Directors shall continue to apply as well as the amount of the fixed remuneration and/or the variable or exceptional component payable shall be calculated on a *pro rata temporis* basis for the relevant Director.

The correlation between the remuneration of the Chairman and CEO and the performance of the Company guarantees the relevance of the

remuneration of the former and contributes to fostering balanced and sustainable growth. The breakdown of this remuneration policy is presented in paragraph 2.5.3.1.3 hereafter.

In line with Article L. 22-10-8 of the French Commercial Code, when the Board of Directors rules on the determination or the allocation of cash items, of any kind, or makes commitments corresponding to remuneration items, indemnification or benefits due or likely to fall due resulting from the assumption, termination or change of his functions or after exercising his functions, for the benefit of the Chairman and CEO, the Chairman and CEO does not take part in the discussions of the Board of Directors nor on the vote relative to the relevant item or commitment.

2.5.3.1.2 Board member remuneration policy

Overall remuneration amount allocated to the Board of Directors by the General Meeting of shareholders and criteria governing its allocation to the different members of the Board of Directors

The overall annual envelope of remuneration allocated to the Board of Directors as remuneration for the activity of the members of the Board of Directors is determined by a vote of the General Meeting of Shareholders of the Company.

The General Meeting of Shareholders of June 19, 2014 set, from fiscal 2014, at €50,000 gross, the maximum amount of annual remuneration to be allocated to the Directors in respect of their remuneration (previously referred to as attendance fees) until it decides otherwise.

The criteria governing the remuneration allocated in this way to the Board of Directors is based on the Director's Independent status and their effective attendance at Board Meetings. As a result, only Independent Directors receive remuneration related to the remuneration envelope allocated by the General Meeting, unless they decide to waive their rights to such remuneration. Furthermore, only remuneration proportional to their attendance at meetings of the Board of Directors shall be paid within the limit of a maximum amount of €23,000 gross per Independent Director.

In this respect, Mrs Nayla Khawam and Mrs Lori Gonnu, Independent Directors, receive remuneration for their attendance at Board meetings as part of the overall remuneration envelope allocated by the General Meeting of Shareholders to the Board of Directors.

Exceptional remuneration

In line with Article L.22-10-15 of the French Commercial Code, the Board of Directors can allocate exceptional remuneration for assignments or specific tasks given to its members.

This remuneration is determined by the Board of Directors taking into account the term and complexity of the assignment after consultation with the Remuneration Committee and subject to compliance with the procedure governing regulated

No allocation is planned for the benefit of Directors in their role as Directors.

The remuneration policy for Directors with respect of fiscal 2025 is summarized hereafter:

Director remuneration policy ⁽¹⁾ for fiscal 2025	
Remuneration	For Independent Directors only Remuneration of a maximum overall amount of €50,000 gross allocated in remuneration of attendance at Board of Director meetings during the year
Variable remuneration	None
Multi-year variable cash remuneration	None
Exceptional remuneration	None
Options, bonus shares or other allocations of securities	None
	No allocation is planned for the benefit of Directors in their role as Directors.
Benefits in kind	None

⁽¹⁾ The remuneration policy applicable to Mr Didier Brédy, in his role as Chairman and CEO is defined in paragraph 2.5.3.1.4 hereafter.

The Company reimburses Board members for expenses incurred in carrying out their assignments.

It should be noted that the remuneration policy applicable to members of the Board of Directors in respect of fiscal 2024 was 99% approved by a vote of the General Meeting on May 23, 2024.

2.5.3.1.3 Resolution submitted for approval to the General Meeting of shareholders

In line with Article L.22-10-8 of the French Commercial Code, we set out the draft resolutions to be presented for approval to the next General Meeting called to approve the financial statements for the year ended December 31, 2024.

This is the ninth resolution presented for approval to General Meeting of May 22, 2025, reproduced hereafter:

agreements in Article L.225-38 of the French Commercial Code.

For information purposes, this option was exercised during fiscal 2024 for assignments entrusted to Mr. François-Xavier Ollivier in connection with proposed acquisitions. This mandate was the subject of a regulated agreement submitted for approval to the Annual General Meeting on May 23, 2024.

“Ninth resolution

Approval of the remuneration policy applicable to the Directors for the year 2025.

The General Meeting,
having met the quorum and majority conditions for General Meetings,

having reviewed the Company's 2024 Universal Registration Document,

approves, in application of Article L.22-10-8 II of the French Commercial Code, the remuneration policy applicable to Directors as described.”

2.5.3.1.4 Remuneration policy applicable to the Chairman and CEO

In line with Article L.22-10-8 of the French Commercial Code, the current remuneration policy decided by the Board of Directors on March 4, 2025 is based on the guidelines of the Middlednext governance Code and the recommendations of the Remuneration Committee, which submitted its report to the Board of Directors.

The decision-making process applied for the determination of the remuneration policy is also applicable to revisions and implementation.

In the event of the appointment of another Chairman and CEO during the year, it has been decided that the principles of remuneration defined within the framework of the remuneration policy approved by the Board of Directors shall continue to apply as well as the amount of the fixed remuneration and/or the variable or exceptional component payable shall be calculated on a *pro rata temporis* basis for the relevant Director.

Fixed remuneration

The Chairman and Chief Executive Officer will receive a fixed annual remuneration of €324,000 payable monthly in twelfths, which reflects his responsibility, level of experience and skills. The fixed remuneration is identical to the previous year.

Annual variable remuneration

The Chairman and CEO also benefits from variable remuneration of €170,000, which can increase to a maximum of €382,500 if objectives are exceeded, as decided by the Board of Directors upon recommendations of the Remuneration Committee relative to quantitative and qualitative criteria, compensating his individual contribution to reaching the Company's strategic objectives, paid in cash. Among these performance criteria, it is up to the Board of Directors, upon recommendations of the Remuneration Committee, at the end of fiscal year 2025 (or early in 2026) to determine the level of attainment of the individual objectives of the Chairman and CEO. The variable remuneration has not changed for fiscal 2025.

The performance criteria on which the amount of variable remuneration attributable to the Chairman and CEO are based are set out in the table hereafter **“Description of the remuneration policy applicable to the Chairman and CEO in respect of fiscal 2025.”**

Exceptional remuneration

In the event of a clearly exceptional performance or in the event of very special circumstances (for example relative to their importance for the Company, the implications they can have or the difficulties they could lead to), the Board of Directors could make a motivated explicit decision to allocate exceptional remuneration to the Chairman and CEO.

It should be noted that exceptional and variable remuneration items allocated in respect of the year to the Chairman and CEO shall be conditional on approval by the General Meeting held the subsequent year of these remuneration items in line with the conditions defined in Article L.22-10-34 of the French Commercial Code.

Deferred commitments for the benefit of the CEO linked to the termination of his functions

Termination benefit

The Board of Directors meeting of June 19, 2014 decided that the Chairman should obtain a termination benefit in the event of his removal from office, it being noted that this shall not be payable in the event of gross negligence or serious misconduct, or if the Chairman leaves the Company voluntarily or if he retires. The breakdown of the terms and conditions applicable to this termination benefit are presented below.

This commitment was again authorized and rounded out by the Board of Directors meeting of March 4, 2025, and will be submitted for approval to the Annual General Meeting of May 22, 2025.

The termination benefit payable to the Chairman in the event of non-renewal of his term of office as Chairman of the Company is determined based on the compound annual growth rate (hereafter CAGR) over the past three years, with the CAGR being determined according to the following formula:

$$\text{CAGR} = [(\text{Revenue (Y)} / \text{Revenue (Y-3)})^{(1/3)} - 1] * 100$$

Or:

Revenue (Y) = Consolidated revenue of the last available financial year (Y)

Revenue (Y-3) = Consolidated revenue of the financial year Y-3

- If the CAGR over the past three financial years is less than 5%, then the termination benefit shall be equal to 50% of the overall remuneration (fixed, variable and exceptional) paid to the Chairman over the last 12 months;
- If the CAGR over the past three years is between 5% and 10%, then the termination benefit shall be equal to 75% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months;
- If the CAGR over the past three years is in excess of 10%, then the termination benefit shall be equal to 100% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months.

Based on the CAGR observed over the past three years, the termination benefit shall be equal to 50% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months.

In addition, in the event of the Chairman and Chief Executive Officer's dismissal, non-renewal or requested resignation within 24 months of a change of control of the Company, a merger or demerger of the Company, or a significant change in the Company's capital structure likely to give rise to a change in the composition of the Board of Directors,

he will receive severance pay equal to 100% of the total remuneration (fixed, variable and exceptional) received by the Chairman and Chief Executive Officer over the last 12 months, provided that all or some of the performance criteria governing the payment of part of his variable remuneration over the previous three years have been met.

Non-compete clause indemnity

The Chairman and CEO does not benefit from a non-compete clause indemnity.

Complementary pension scheme

The Chairman and CEO does not benefit from a supplementary pension plan.

Options, bonus shares or other allocations of securities

At the forthcoming Annual General Meeting on May 22, 2025, shareholders will be asked to vote on whether to authorize the Board of Directors to grant 0.50% of the share capital in bonus shares to the Chairman and Chief Executive Officer, subject to a vesting period, presence and performance conditions.

Remuneration in respect of the annual overall envelope allocated by the General Meeting of shareholders to the Board of Directors

The Chairman and CEO does not receive remuneration in respect of the remuneration envelope allocated by the General Meeting of shareholders to the Board of Directors.

Benefits of any kind likely to be granted to the Chairman and CEO in respect of his position

The Chairman and CEO benefits from the use of a mobile phone.

The Chairman and CEO benefits from a company vehicle.

The Chairman and CEO benefits from healthcare insurance for company managers and directors.

The remuneration policy applicable to the Chairman and CEO in respect of fiscal 2025, effective from July 1, 2025, to be submitted to the General Meeting for approval, is summarized in the following table:

Description of the principles and total remuneration and benefits attributable to the Chairman and CEO in respect of fiscal 2025	
Fixed remuneration	Fixed remuneration of an annual amount of €324,000 which is paid in 12 monthly installments
Variable remuneration	Variable remuneration in the amount of €170,000 (representing 52% of the fixed remuneration except where targets are exceeded) and based on two quantitative criteria and two qualitative criteria presented below: Criteria 1. Based on generating consolidated revenue for fiscal 2025 as set by the Board of Directors: > Weighting: 40% of the variable annual remuneration, i.e. variable remuneration equal to €68,000 before the accelerator in respect of criteria 1, capped at €170,000. Criteria 2. Based on generating EBITDA for fiscal 2025 (excluding restructuring costs), as set by the Board of Directors: > Weighting: 40% of the variable annual remuneration, i.e. variable remuneration equal to €68,000 before the accelerator in respect of criteria 2, capped at €170,000. Criteria 3. Based on overall performance in respect of projects linked to the Group's ESG policy in the following areas: > Reduce the Group's carbon footprint > Validation of the 2030 trajectory for reducing greenhouse gases > Proportion of purchases subject to a compliant CSR assessment > Increase in the representation of women. > Weighting: 5-10% of the variable annual remuneration, i.e. variable remuneration equal to €17,000 in respect of criteria 3. Criteria 4. Based on completing Research & Development projects for fiscal 2025, as set by the Board of Directors > Weighting of 15% of the annual variable remuneration, i.e. an amount of variable remuneration equal to a maximum of €25,500 for criteria 4.

Description of the principles and total remuneration and benefits attributable to the Chairman and CEO in respect of fiscal 2025

Exceptional remuneration	The Board of Directors has the option to pay exceptional remuneration to the Chairman and CEO, within the limit of a maximum amount equal to 50% of the total remuneration (fixed and variable) payable in respect of fiscal 2025 excluding the case of exceeding objectives, i.e. €247,000, in exceptional circumstances such as a clearly exceptional and significant performance in respect of the usual financial, commercial or strategic performance of the Company and/or Group for which the achievement would not have been taken into account in the definition of objectives and indicators retained for the determination of the variable remuneration of the Chairman and CEO and warranting the payment of exceptional remuneration for the period considered. The allocation of exceptional remuneration can only take place following an explicit, motivated decision by the Board of Directors upon a prior positive recommendation from the Remuneration Committee. Its payment is conditional on approval of the decision by the ordinary Annual General Meeting of shareholders.
Options, bonus shares or other allocations of securities	Option given to the Board of Directors to grant options, performance shares or other securities to the Chairman and Chief Executive Officer, based on attendance and performance criteria.
Remuneration in respect of the role of Director	The Chairman and CEO does not receive any remuneration for his role as a Director.
Benefits in kind	The Chairman and CEO benefits from the use of a mobile phone. The Chairman and CEO benefits from healthcare insurance for company managers and directors. The Chairman and CEO benefits from a company vehicle.
Termination benefit	The Chairman and CEO receives a termination benefit, the amount of which is determined based on a quantitative target (detailed in paragraph 2.5.3.1.4).
Non-compete clause indemnity	The Chairman and CEO does not benefit from a non-compete clause indemnity (detailed in paragraph 2.5.3.1.4).
Complementary pension scheme	The Chairman and CEO does not benefit from a supplementary pension plan.

In line with Article L.22-10-34 of the French Commercial Code, it should be noted that exceptional and variable remuneration items allocated in respect of the year 2025 to the Chairman and CEO shall be conditional on approval by the General Meeting held the subsequent year of these remuneration items in accordance with the conditions defined in Article L.22-10-34 of the French Commercial Code.

It should be noted that the remuneration policy applicable to members of the Board of Directors in respect of fiscal 2024 was 92% approved by a vote of the General Meeting on May 23, 2024.

2.5.3.1.5 Resolution submitted for approval to the General Meeting of shareholders

In line with Article L.22-10-8 of the French Commercial Code, we provide details of the draft resolution submitted for approval to shareholders.

This is the eleventh resolution presented for approval to the General Meeting of May 22, 2025, reproduced below:

“Eleventh resolution

Approval of the remuneration policy applicable to the Chairman and CEO Directors for the year 2025.

The General Meeting,

having met the quorum and majority conditions for General Meetings,

Having reviewed Article L.225-37 of the French Commercial Code as incorporated into the Company's 2024 Universal Registration Document,

approves, in application of Article L.22-10-8 II of the French Commercial Code, the remuneration policy applicable to the Chairman and CEO as described.”

2.5.3.2 Information relative to total remuneration and benefits of any kind paid or allocated during the past year to corporate officers

In line with Article L.22-10-34 of the French Commercial Code, the ordinary annual General Meeting called to approve the financial statements for the year ended December 31, 2024 shall, as part of the ex-post say-on-pay vote on:

- (i) information relative to the remuneration of corporate officers, in accordance with paragraph I of Article L.22-10-9 of the French Commercial Code and in particular the information contained in paragraphs 2.5.3.2.1, 2.5.3.2.2 and 2.5.3.2.3 hereafter, by a resolution set out in paragraph 2.5.3.2.1.2; and on
- (ii) fixed variable and exceptional remuneration making up total remuneration and all benefits of whatever nature paid or attributed in respect of the previous year via a distinct resolution relative to the executive corporate officer as presented in paragraph 2.5.3.2.2.2.

2.5.3.2.1 Total remuneration and benefits of any kind paid to members of the Board of Directors

Remuneration paid in respect of the year to December 31, 2024 to the members of the Board of Directors

For fiscal 2024, the overall annual envelope of remuneration allocated by the General Meeting of shareholders to the Board of Directors was allocated to Mrs Nayla Khawam and Mrs Lori Gonnu for a gross amount of €20,240 in remuneration.

This remuneration was attributed in proportion to the attendance rate at Board of Director meeting during 2024 of each of these two Independent Directors, i.e. attendance at 88% of the Board of Directors meetings during fiscal 2024 for Mrs Lori Gonnu and Mrs Nayla Khawam. It should be noted that the average attendance of all Board members was 90% during fiscal 2024.

This allocation complies with the remuneration policy applicable to Directors applied by the Company which only remunerates Independent Directors for their roles as Directors (unless they decide to forego such remuneration) and based on their involvement in the work of the Board of Directors.

No Director received remuneration and/or benefits of any kind from the Company or any entity included in the scope of consolidation, within the meaning of Article L.233-16 of the French Commercial Code.

SUMMARY TABLE OF REMUNERATION OF EACH CORPORATE OFFICER IN LINE WITH THE MIDDLENEXT CODE RECOMMENDATIONS

Table of remuneration awarded to non-executive corporate officers

	FY 2024		FY 2023	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
François-Xavier Ollivier - Director				
Remuneration awarded by the General Meeting				
Other remuneration ⁽¹⁾	-	€11,203	-	€255,865
Retirement indemnity	-	-	-	€72,722
Total	-	€11,203	-	€328,587
Nayla Khawam				
Remuneration awarded by the General Meeting				
Other remuneration	€20,240	€20,470	€20,470	€23,000
Total	€20,240	€20,470	€20,470	€23,000
Aleph Golden Holdings Sarl				
<i>represented by Hugues Lepic</i>				
Remuneration awarded by the General Meeting				
Other remuneration	-	-	-	-
Total	-	-	-	-
Bpifrance Participations				
<i>represented by Charlotte Corbaz</i>				
Remuneration awarded by the General Meeting				
Other remuneration	-	-	-	-
Total	-	-	-	-
Lori Gonnu				
Remuneration awarded by the General Meeting				
Other remuneration	€20,240	€23,000	€23,000	€23,000
Total	€20,240	€23,000	€23,000	€23,000
Total	€40,480	€54,673	€43,470	€374,587

⁽¹⁾ Remuneration through a regulated agreement approved by the General Meeting of May 23, 2024 for his technical expertise and assistance on strategic M&A projects.

Resolution submitted for approval to the General Meeting of shareholders

In accordance with Articles L22-10-9 and L22-10-34 of the French Commercial Code, we set out the draft resolutions submitted for shareholder approval.

This is the eighth draft resolution to be submitted for approval to the General Meeting of May 22, 2025, reproduced hereafter:

"Eighth resolution

Approval of the remuneration items mentioned in Article L22-10-9 I of the French Commercial Code, pursuant to article L22-10-34 of the French Commercial Code for the year 2024

The General Meeting,

having met the quorum and majority conditions for General Meetings,

having reviewed Article L225-37 of the French Commercial Code and the Company's 2024 Universal Registration Document,

approves, in application of Article L22-10-34 of the French Commercial Code, the information mentioned in Article L22-10-9 I of the French Commercial Code, as presented."

2.5.3.2.2 Information relative to total remuneration and benefits of any kind paid or allocated during the past year to the executive corporate officer

Items of fixed, variable and exceptional remuneration paid in respect of the year ended December 31, 2024 or granted in respect of the same year to the Chairman and CEO

In compliance with the provisions of Article L.22-10-34 of the French Commercial Code, the General Meeting of shareholders of May 22, 2025 will be requested to vote on the draft resolution relative to the remuneration items paid or allocated in 2024 in respect of the same year to Mr Didier Brédy, Chairman and CEO.

During the fiscal year to December 31, 2024, the following remuneration items were paid or allocated to Mr Didier Brédy, Chairman and CEO, in accordance with the principles and criteria approved by the General Meeting of May 23, 2024:

Remuneration items paid or allocated in respect of the past fiscal year	Amount or carrying value submitted for approval to the General Meeting of May, 22, 2025 in accordance with the approval of principles and criteria by the General Meeting of May 23, 2024	Comments
Fixed remuneration	€324,000	Monthly payment of one 12 th each month.
Variable remuneration	€102,000 (to be paid)	The variable remuneration of Mr. Brédy is based on quantitative and qualitative criteria ⁽¹⁾ and is capped at 110% of the fixed remuneration.
Multi-year cash remuneration	None	Mr Brédy does not benefit from any variable multiyear remuneration
Exceptional remuneration	None	Mr Brédy does not benefit from any exceptional remuneration in respect of fiscal 2024.
Options, bonus shares or other allocations of securities	None	
Options, performance shares or other acquisitions of securities	None	
Remuneration allocated by the General Meeting of shareholders to the Board of Directors	None	Mr Brédy does not receive remuneration as part of the envelope allocated by the General Meeting of shareholders to the Board of Directors.
Valuation of benefits in kind	€1,454 (carrying valuation) €6,939 €13,722	Mr Brédy benefits from the use of a mobile phone. Mr Brédy benefits from a company car. Mr Brédy benefits from healthcare insurance for company managers and directors.
Non-compete clause indemnity	None	Mr Brédy does not benefit from a non-compete clause indemnity.
Complementary pension scheme	None	Mr Brédy does not benefit from a supplementary pension plan.

⁽¹⁾ The performance criteria relative to the variable remuneration of Mr Brédy are detailed in the paragraph below and are in accordance with the principles and criteria of determination, allocation and granting of fixed, variable and exceptional items composing the total remuneration of the Chairman and CEO in respect of fiscal 2024 as approved by the General Meeting of May 23, 2024.

Mr Brédy does not receive any other remuneration and/or benefits of any kind from the Company or any entity included in the scope of consolidation, within the meaning of Article L.233-16 of the French Commercial Code.

As Mr Brédy did not leave the company, his "ex ante" termination benefit approved by the General Meeting of May 23, 2024 was not paid to him.

Breakdown of the variable remuneration of Mr Brédy in respect of fiscal 2024:

The variable remuneration in respect of fiscal 2024 attributable to Mr Brédy was set at a maximum amount of €336,750 gross (representing 103,6% of the fixed remuneration) pursuant to the decision by the Board of Directors, the allocation of which is conditional on the achievement of three quantitative and two qualitative criteria, the details of which are provided below:

Variable remuneration in respect of fiscal 2024		
Criteria	Weighting	Level of attainment
Criteria 1. Realization of consolidated revenue in fiscal 2024	Weighting: 35% of the variable annual remuneration, i.e. variable remuneration equal to €59,500 before the accelerator in respect of criteria 1, capped at €148,750.	Quantifiable criteria: Profit (loss): €117.7m Level of attainment: 42% i.e. €24,990
Criteria 2. The attainment of EBITDA for fiscal 2024	Weighting: 30% of the variable annual remuneration, i.e. variable remuneration equal to €51,000 before the accelerator in respect of criteria 2, capped at €102,000.	Quantifiable criteria: Profit (loss): €17.96m Level of attainment: 84.33% i.e. €43,010
Criteria 3. Based on generating consolidated net profit for fiscal 2024, as set by the Board of Directors:	Weighting: 10% of the variable annual remuneration, i.e. variable remuneration equal to €17,000 before the accelerator in respect of criteria 3.	Quantifiable criteria: Profit (loss): €7.2m Level of attainment: 0%
Criteria 4. Based on completing external growth projects for fiscal 2024, as set by the Board of Directors	Weighting between 10% and 20% of the annual variable remuneration, i.e. an amount of variable remuneration equal to a maximum of €34,000 for criteria 4.	Qualitative criteria: Level of attainment: 0%
Criteria 5. Based on overall performance in respect of projects linked to the Group's ESG policy	Weighting: 5-10% of the variable annual remuneration, i.e. a maximum variable remuneration equal to €17,000 in respect of criteria 5.	Qualitative criteria: Objectives set: - Reduce the Group's carbon footprint - Audit the first version of the CSRD report - Increase in the representation of women. - Audit of ESG practices of suppliers by an independent auditor Result: the four sub-objectives were attained Level of attainment: the Board of Directors, on recommendation of the ESG Committee approved criteria 5 to the extent of 10%, i.e. €17,000
Criteria 6. Based on the performance of the R&D department in delivering products in line with company strategy	Weighting: 10% of the variable annual remuneration, i.e. variable remuneration equal to €17,000 before the accelerator in respect of criteria 6.	Qualitative criteria: Objectives set: - Access and Transport product roadmap: new functionalities and product launches in the Ekinops range. Level of attainment: the Board of Directors approved criterion 6 to the extent of 10% or €17,000

In respect of the fiscal year ended December 31, 2024, and in accordance with the principles and criteria recalled above, the Board of Directors, after debate and having been made aware of the proposals of the Remuneration Committee, in line with the attainment of the performance criteria mentioned above, set the variable remuneration of Mr Brédy, Chairman and CEO in respect of fiscal 2024, at a total of €102,000 (versus €38,760 in respect of 2023).

It is recalled that the payment of variable and exceptional remuneration, allocated in respect of the fiscal year to the Chairman and CEO shall be conditional on the approval by the ordinary General Meeting of shareholders of the Company of May 22, 2025, of the tenth resolution relative to the remuneration items paid or allocated in respect of 2024 to Mr Brédy by virtue of his position, the draft resolution being presented below.

A summary table of the remuneration paid to the Chairman and CEO and the indemnities or benefits to which he is entitled are presented in paragraph 2.2.2 of this document.

It is noted that the remuneration of the executive corporate officer of the Company in respect of fiscal 2024, as presented in this report, complies with the Company's remuneration principles and criteria adopted for the same year.

The latest General Meeting of May 23, 2024, in its tenth resolution, in compliance with prevailing law, approved the principles of determination, breakdown and allocation of fixed, variable and exceptional remuneration items making up total remuneration and the benefits of any kind attributable to corporate officers in respect of the fiscal year ended December 31, 2024.

The Company did not deviate from the procedure relative to remuneration policy nor did it apply any practice or exception to this policy.

Resolution submitted for approval to the General Meeting of shareholders

In accordance with Articles L.22-10-9 and L.22-10-34 of the French Commercial Code, we set out the draft resolutions submitted for shareholder approval.

This is the tenth resolution presented for approval to the General Meeting of May 22, 2025, reproduced below:

"Tenth resolution

Approval of fixed, variable and exceptional items of total remuneration and benefits of all kinds paid in respect of the fiscal year ended December 31, 2024, or allocated in respect of the same fiscal year to Mr Didier Brédy, Chairman and CEO.

The General Meeting,

having met the quorum and majority conditions for General Meetings,

Having reviewed Article L.225-37 of the French Commercial Code as incorporated into the Company's 2024 Universal Registration Document,

approves, in application of Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items of total remuneration and benefits of all kinds paid or allocated in respect of the fiscal year ended December 31, 2024 to Mr Didier Brédy, Chairman and CEO as presented."

2.5.3.2.3 Ratio between the remuneration of the Chairman and CEO and Company employees' average and median Remuneration and annual remuneration, performance and CEO-to-worker pay ratio.

Article L.22-10-9 of the French Commercial Code requires that companies with shares admitted for trading on a regulated market, present the following items:

- (i) information relative to the ratio between the level of remuneration of the Chairman and CEO, on the one hand, and the average remuneration on a full-time equivalent basis of employees in the Company other than corporate officers, on the other.

The ratios are presented for the last five financial years, in accordance with paragraphs 6 and 7 of Article L.22-10-9 I of the French Commercial Code and are drawn up based on remuneration paid by Ekinops SA to all of the Company's 89 employees, and include:

- fixed remuneration;
- variable remuneration;
- exceptional remuneration;
- the allocation of stock options, bonus shares, recorded at their IFRS carrying value;
- benefits in kind.

The allocation of stock options or bonus shares corresponding to long or medium-term remuneration. As a result, the ratios presented below factor in these items or not, where appropriate.

	2019	2020	2021	2022	2023	2024
Remuneration ratio (including allocations of options and bonus shares)						
Ratio - average wage	19.5	13.0	21.3	19.3	17.2	11.5
Ratio - median wage	27.3	16.8	26.9	25.4	21.2	13.2
Remuneration ratio (allocations of options and bonus shares)						
Ratio - average wage	8.9	8.5	7.8	8.1	9.8	7.0
Ratio - median wage	10.9	10.2	8.4	9.7	11.7	8.0
Remuneration excluded (€k)	770	300	928	809	480	249

Furthermore, the Company has decided to compare the remuneration of the Chairman and CEO (excluding the allocation of stock options, bonus shares) with the French minimum wage, in accordance with the guidelines of the Middlednext Code.

	2019	2020	2021	2022	2023	2024
Ratio - minimum wage	27.9	25.0	22.1	24.9	28.2	18.1

(ii) Information on annual trends in employee remuneration other than corporate officers over the last five years.

	2019	2020	2021	2022	2023	2024
as a % of the average employee wage vs period Y-1	11%	-11%	8%	7%	-8%	-11%
as a % of the average employee wage vs period Y-1	-5%	-4%	11%	3%	-2%	6

(iii) Information on the trend in performance of the Company over the past five fiscal years

	2019	2020	2021	2022	2023	2024
Consolidated revenue trends (in %) vs period Y-1	11%	-1%	12%	23%	1%	-9%
Basic earnings per share (€/share)	0.07	0.13	0.19	0.46	0.14	-0.26

2.6 MAIN FEATURES OF THE PROCEDURES IMPLEMENTED BY THE GROUP FOR INTERNAL CONTROL AND RISK MANAGEMENT

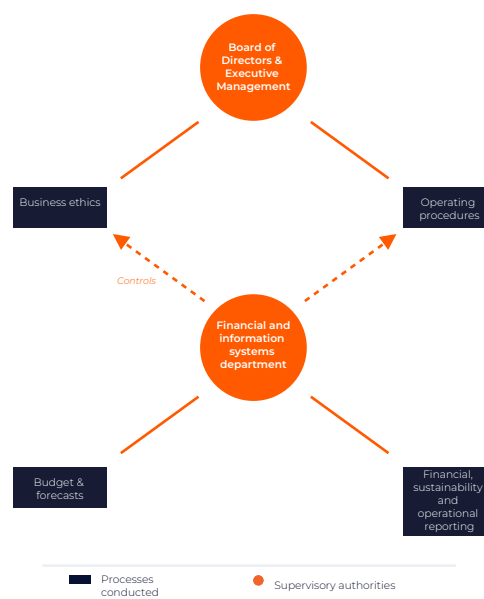
The internal control mechanism implemented by the Group has the objective of increasing the efficiency of its operations and the efficient use of its resources. It is based on the reference framework for risk management and internal control for small and mid-cap companies published by the AMF in July 2010 and in its February 2016 report and is implemented using various measures which ensure:

- compliance with laws and regulations applicable to companies within the Group;
- the effective application of directives, policies and internal procedures and best practices defined by Group executive management;
- the protection of Group assets;
- the reliability and fairness of financial and sustainability information, and the financial statements submitted to company bodies and published.

As with any system of control, it cannot provide an absolute guarantee that risks will be eliminated, but this measure, implemented by the Board of Directors, Management and staff, means it can be reduced considerably.

The Group organizes its internal control system via:

- specific organizational modes;
- policies and procedures.



Main functions involved in the steering of the measure

The Board of Directors and General Management

The Board of Directors ensures the monitoring of the overall functioning of the Group. It approves the organization and, via the Audit Committee, intervenes in the internal control system together with the ESG Committee for management of their respective impacts, risks and opportunities. The Audit Committee plays an important role in the identification of risks and in suggesting measures to improve management rules. The ESG Committee plays an important role in identifying, assessing and managing major sustainability impacts, risks and opportunities.

General Management defines the overall organization of the system and its functioning on a daily basis within the company. It is responsible for general management, clearly defines roles and responsibilities of the personnel involved in the system, and carries out regular monitoring of the latter via meetings and/or weekly reports.

General Management uses all the means of communication in-house (email, intranet, displays, regular meetings with representatives of personnel,

Company information meetings, departmental meetings, etc.) to explain the internal control approach, staff responsibilities, procedures and rules to comply with both at the Group level and at the level of each company.

Financial and information systems department

With approval of General Management, the Financial department carries out the following main assignments:

- supporting operating departments (sales, reporting, production, etc.) in their strategic choices, to ensure Group growth with the level of risk under control;
- producing the Group's consolidated financial statements and the individual parent company accounts of Ekinops SA and its subsidiaries within the timeframes necessary for the requirements of financial markets and legal obligations while guaranteeing that the financial statements provide a fair image of the company in accordance with the accounting and reporting principles adopted by the Group;

- completing the reporting cycle: weekly, monthly and quarterly to enable management to measure Group performance on a regular basis;
- producing the necessary documentation for financial communication and summary management report for the Board of Directors;
- produce sustainability reporting in accordance with applicable regulations;
- monitoring changes in legal, tax and stockmarket legislation to ensure new rules are applied within the Group;
- designing and implementing the methods, procedures and account and management benchmarks;
- introducing necessary changes to accounting, sustainability and management information systems to increase the efficiency of its tasks.

The different functions carried out by the Financial department are divided between the different members to reduce any risk of fraud or error.

Impact, risk and opportunity management systems

Ethical and anti-corruption policy

Since 2021, the Group has implemented an ethical policy which defines the rules governing the principles to be applied by all Group employees, directors, managers, and other representatives of the Group to guide their behavior in all circumstances and in all countries.

Among other things, this policy recommends the approach to be applied in the fight against corruption.

The Board of Directors has defined a whistleblower procedure in order to strengthen the Group's commitment in this respect.

Thus, a risk report was carried out and strengthened policy actions were introduced, notably thanks to anti-corruption training provided to all Group personnel.

Sustainability policy

In 2024, the Group updated and strengthened its sustainability policy. The policy now establishes a link with the United Nations' Sustainable Development Goals (SDGs) as part of our membership of the UNGC, and precisely defines the Group's main priorities and targets for 2030. The resulting action plans are monitored and controlled by the Financial department and the ESG Committee. Internal

communication initiatives are carried out to raise awareness across the entire workforce, and to ensure that the Group's priorities and targets are clearly understood and assimilated, so that they can be taken into account by each employee as part of their responsibilities.

Code of conduct

The principles and stockmarket code of conduct are subject to a procedure and an internal information notice is distributed to all Group staff with the purpose of raising staff awareness of the principles governing behavior that must be adopted by insider personnel, in particular during so-called "blackout" periods. The Group also reviews its list of permanent insider staff which it keeps up to date.

Budget processes and internal forecasts

The budget process helps define the Group's growth targets as well as determine the thresholds applied to maintaining control of spending and investments which are monitored by the Financial department for each department throughout the year.

The budget is set annually with an update at the start of the second half of the year. It is broken down in detail for each organizational department and enables managers to monitor their commitments in terms of spending and investments.

Process of production of financial information and reporting

The accounting department ensures the monitoring of the coherence of company financial statements and carries out the necessary tax and company declarations. To prepare the tax declarations, the Group is assisted by specialist chartered accountants.

The Group applies IAS/IFRS accounting standards for the preparation of its consolidated financial statements. Their preparation is carried out under the responsibility of the Financial department.

As part of their legal assignment, the Statutory Auditors intervene (i) at the end of the first half with a limited review of the consolidated accounts; and (ii) for the end-of-year account closing, with an audit of the individual and consolidated financial statements and the regulatory documentation.

They also provide an Audit which complements the internal assessment process. Monitoring the implementation of their recommendations is the responsibility of Executive Management.

Procedure to produce sustainability information

The Corporate Sustainability and Risks Manager ensures that sustainability information is consistent, and draws up the sustainability disclosures required, under the responsibility of the Financial Department and the supervision of the ESG Committee. For the preparation of the Sustainability statement, the Group may collaborate with a specialized independent third-party organization (ITO). As part of its statutory mission, the independent third-party organization audits the Sustainability statement. They also provide an Audit which complements the internal assessment process. Monitoring the implementation of their recommendations is the responsibility of Executive Management.

Furthermore, the Group draws up a regular schedule for financial reporting and internal management which is based on the type of reports issued, the related timelines and those responsible for them. The periodic nature of these reports depends on the information contained therein. Among other things, reports can be on:

- revenue and current orders;
- monitoring flows and bank balances;
- customer receivables due;
- analysis of margins;
- quarterly financial statements;
- budget monitoring of spending;
- the level of inventories;
- changes in the headcount.

Regular business reporting is submitted to the Board of Directors, to which reporting on confirmed, completed and planned investments is also submitted.

Operating procedures

Apart from financial reporting and to limit business risk, the Group has implemented a number of internal procedures which are generally aimed at ensuring, according to the principle of separation of roles, both the transparency and reliability of information provided by all of the departments. They also play a key role in the optimum use of Group resources, as well as in ensuring the protection of its assets. These procedures notably include:

- professional travel and reimbursing expense notes;
- RMA (returns due to quality);

- HR (payroll processes, recruitment and assessments);
- inventories management;
- investment approval rules;
- procurement approval and payment rules.

Several of these procedures are regularly updated, notably in the event of upgrades to management tools.

Oversight, control and evolution of the system

Oversight, and risk control and the prevention of fraud are carried out in several ways:

- analysis of performance indicators and deviations from budget;
- immediate transmission of alerts on attempts at fraud;
- monitoring and regular review of the extent of insurance coverage;
- control and limitation of levels of access to strategic and/or sensitive information as well as to information systems and bank accounts;
- periodic review of inventories of company assets with detailed analysis of deviations observed.
- specific training on cybersecurity.

The Group aims to make its internal control system dynamic. It is in a constant state of evolution in line with business trends and its environment. As a result, existing procedures are regularly revised to keep up with new types of risk and to adapt management and control best practices.

This constant improvement process for the control system covers several key points to monitor over the coming years, notably;

- enhancement of financial and sustainability production to enrich the analysis and optimization recommendations of strategic and operating management;
- transmission of existing and upcoming procedures on a single media accessible to all Group employees to ensure systematic application;
- greater in-house communication on impacts, risks and opportunities, and control measures.

Lastly, the Group continue to invest in new tools such as robotization and AI, the deployment of a new IT system etc., thus helping to improve the quality of control procedures.

3

Sustainability statement

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NOTE

The Sustainability statement was reviewed by the ESG Committee at its meeting on February 28, 2025 and approved by the Board of Directors at its meeting on March 4, 2025.

2024 was significantly affected by the implementation of the CSRD. In this context, the Group multiplied its efforts in terms of Corporate Social Responsibility (CSR) under the impetus of the Committee in charge within the Board of Directors.

The main new actions carried out in 2024 were:

- a double materiality analysis;
- a gap analysis with the CSRD;
- a maturity assessment on ESG topics;
- definition of a low-carbon trajectory by 2030;
- redefinition of the Group's Sustainability Policy;
- definition of a Diversity, Equity and Inclusion (DEI) Policy;
- implementation of a CSR performance assessment program for the 60 main suppliers;
- the first disclosure of ESG information in the CDP (Carbon Disclosure Project) questionnaire.

3.1 GENERAL DISCLOSURES

3.1.1 Basis for preparation

This section covers the following ESRS disclosure requirements: BP-1 and BP-2.

3.1.1.1 General basis for preparation of the Sustainability statement (BP-1)

3.1.1.1.1 Data reporting schedule

We have decided to use data from Ekinops' last three fiscal years, i.e., from January 1 through December 31 for 2022 to 2024.

3.1.1.1.2 Scope definition

This Ekinops Group Sustainability statement covers the entire consolidated scope of the Group. The scope of consolidation of Group entities is the same as for the financial statements. The entities taken into account are the following:

- French entities of Ekinops France, i.e. the Massy (Greater Paris) and Sophia Antipolis – Valbonne (southeast France) sites;
- Ekinops SA, located in Lannion (northwestern France);
- Ekinops Belgium;
- Ekinops Corporation;
- Ekinops Canada;
- Ekinops Brasil;
- Ekinops Deutschland;
- Ekinops España;
- Ekinops India;
- Ekinops Australia Pty Ltd;
- SixSq (Switzerland).

These entities are exempt from individual or consolidated sustainability reporting requirements under, respectively, Article 19a(9) or Article 29a(8) of Directive 2013/34/EU.

The Group has not exercised its option to omit specific information relating to intellectual property, know-how or the results of innovations.

The Group has not made use of the possibility, for companies located in a member state of the Union, which provides for an exemption from disclosure of information relating to imminent developments or matters under negotiation, in accordance with Article 19a(3) and Article 29a(3) of Directive 2013/34/EU.

Social information

Most metrics are consolidated at the Ekinops group level. Exceptions to this rule are indicated.

Environmental information:

Environmental risk mainly concerns the R&D, industrialization and manufacturing centers for products in the Optical Transport and Access ranges. The scope considered is that of the entire Group, in particular for the calculation of greenhouse gas emissions (GHG).

Value chain

The Group presents the value chain, integrating external entities upstream and downstream of its activities, in paragraph 3.1.3 of this Sustainability statement.

As part of its double materiality analysis presented in paragraph 3.1.4, the assessment of material impacts, risks and opportunities extends to this entire upstream and downstream value chain. Upstream and downstream stakeholders were consulted to carry out this analysis.

As a result of the double materiality analysis, the Group's Sustainability Policy was amended in 2024 to better take into account issues across the Group's value chain. Medium-term targets have been set on topics directly related to the upstream and downstream value chain (customers, suppliers, affected communities). Actions related to these targets were initiated during the year.

The Group's greenhouse gas emissions (GHG) are calculated for scopes 1, 2 and 3. They therefore cover both the upstream and downstream value chain.

3.1.1.2 Disclosures in relation to specific circumstances (BP-2)

3.1.1.2.1 Time horizons

The time horizons used by Ekinops conforms to the definitions indicated in section 6.4 of ESRS 1:

- short-term: the period chosen by the company as the reference period in its financial statements;
- medium-term: up to five years from the end of the short-term reference period;
- long-term: more than five years.

3.1.1.2.2 European standards approved by the European standardization system

As part of its operations, the Ekinops group is committed to adopting international practices and standards. To this end, Ekinops has been audited according to these standards and has obtained the following certifications:

- ISO 9001:2015: for the entire Group (excluding sales offices);
- ISO 14001:2015: for the Group's two industrial sites (Lannion and Leuven);
- ISO 27001:2013: for the entire Group (excluding sales offices).

3.1.1.2.3 Value chain estimates

In calculating our greenhouse gas (GHG) emissions for fiscal year 2024, we used emission factor data from a variety of sources. This information is detailed in paragraph 3.2.3.4.3.

3.1.1.2.4 Sources of uncertainty

Among the quantitative metrics and monetary amounts indicated, we have not identified any that are subject to a high level of measurement uncertainty.

Consequently, we have no information to disclose concerning (i) the sources of measurement uncertainty; and (ii) the assumptions, approximations and judgments made in measuring this potentially high level of uncertainty.

Where forward-looking information is provided in certain sections of this document, it will be indicated that Ekinops considers such information to be uncertain.

3.1.1.2.5 Changes in data preparation or presentation

Greenhouse gas emissions

The methodology used to publish the greenhouse gas (GHG) emission metrics for the years 2021 to 2023 was that of the Bilan Carbone® of ADEME (French agency for ecological transition). However, many stakeholders (customers, ESG rating agencies, ESG data publication platforms, etc.) are requesting that data be published in GHG Protocol format (Greenhouse Gas Protocol). Although very similar, these two methodologies lead to slight disparities in results in the calculations and presentation of GHG emissions for scopes 1, 2, and 3.

The GHG emissions data published in section 2 "Environmental information", for the years 2022 and 2023, have therefore been recalculated according to the GHG Protocol methodology. It is therefore possible to maintain a strict basis for comparison with the metrics published for 2024.

3.1.1.2.6 Error reporting

Group energy consumption in 2023

When the Group's Non-Financial Performance Statement for 2023 was published, the calculation of KPI E-2 "Group energy consumption per €m of revenue" was incomplete: the energy consumption of the Vélizy site, up to June 2023, had not been taken into account. The update of this indicator is published in section 2 "Environmental information" (paragraph 3.2.3.4.2). This makes comparison with 2024 possible.

3.1.1.2.7 Publication of information on European standards

As part of its Sustainability Policy, Ekinops relies on the ISO certifications that the Group has obtained and/or renewed: ISO 9001, ISO 14001, ISO 27001.

Part of the information relating to greenhouse gas (GHG) emissions, as well as our supplier CSR assessment program, was audited in 2024 as part of the external audits for the renewal of our ISO 9001 and ISO 14001 certifications.

3.1.1.2.8 Publication of information from other legislation

The information to be published pursuant to Article 8 of Regulation (EU) no. 2020/852 of the European Parliament and of the Council, and the Commission's Delegated Regulations, is published in paragraph 3.2.1 "Taxonomy" of Section 2 "Environmental information".

3.1.1.2.9 Information incorporated by reference

Pursuant to the provisions of Article 9 of (EU) Regulation 2017/1129 of June 14, 2017, the following reference information is included in this document:

Data point	Reference document	Section of the reference document
ESRS 2 SBM-1 para. 40 a)	Universal Registration Document	Chap. 1 - Presentation of the Company: para. 1.3.1 General overview of the Company's businesses para. 1.3.2 Positioning within telecommunications networks para. 1.3.3 Ekinops' offering para. 1.3.6 A sales organization that favors direct, multi-range distribution para. 1.3.7 An installed base of international clients
ESRS 2 SBM-1 para. 40 b)	Universal Registration Document	Chap. 4 - Consolidated financial statements: para. 4.2 Consolidated statement of comprehensive income
ESRS 2 SBM-3 para. 48 f)	Universal Registration Document	Introduction - Interview with Didier Brédy
ESRS 2 IRO-1 para. 53 e)	Universal Registration Document	Chap. 2 - Corporate governance: para. 2.6
ESRS 2 IRO-1 para. 53 f)	Universal Registration Document	Chap. 2 - Corporate governance: para. 2.6

3.1.1.2.10 Use of phase-in provisions in accordance with appendix C of ESRS 1

At its balance sheet closing date, the average number of employees during the financial year in the Ekinops group did not exceed 750. As permitted by Appendix C of ESRS 1, the Group has decided to omit the information required for ESRS E4, ESRS S2, ESRS S3, and ESRS S4 for fiscal year 2024. In contrast, information about ESRS S1 has been published.

The double materiality analysis revealed material sustainability matters regarding ESRS S3 and ESRS S4. However, sustainability matters relating to ESRS E4 and ESRS S2 identified during the double materiality analysis remain below the defined materiality thresholds.

List of sustainability matters concerned

	ESRS S3	ESRS S4
Sub-topic	Adequate housing.	Access to products and services.
Type of IRO	Positive impact.	Negative impact.
Brief explanation	Improved living conditions thanks to the company's involvement in reducing the digital divide. This sub-topic is taken into account in product line management and in the organization of sales teams.	Impact on data traffic in the event of a major product failure. This sub-topic is addressed by the entire organization, particularly by the R&D, Security, and Customer Support teams, to prevent or limit the impact.
Targets	Maintain product ranges that continue to address telecommunications needs in sparsely populated areas, to bridge the digital divide.	Maintain ISO 27001 certification.
Policies	This sub-topic is addressed in the Social section of the Group's Sustainability Policy.	This sub-topic is addressed in the Group's general policy on Quality, ESG and Information Security.
Actions	Actions at the Product Line level to maintain and develop the product offering. Actions at the sales teams level to ensure its promotion.	Implementing processes to ensure compliance with the ISO 27001 standard.
Metrics	No metric.	No metric.

3.1.2 Sustainability governance

This section describes the role of the various administrative, management and supervisory bodies with regard to sustainability matters, as well as how they are kept informed, and the nature of the information provided. This covers the following ESRS disclosure requirements: GOV-1, GOV-2, GOV-3, GOV-4, GOV-5.

3.1.2.1 The role of the administrative, management and supervisory bodies (Disclosure Requirement GOV-1)

Ekinops attaches great importance to sustainability matters. The Group has therefore set up a sustainability governance structure that enables effective monitoring and management of impacts, risks and opportunities. This structure, described in the Group's Sustainability Policy, relies on the following bodies and individuals:

- the Board of Directors;
- the ESG Committee;
- the Executive Committee;
- the Corporate Sustainability and Risks Manager.

3.1.2.1.1 The Board of Directors

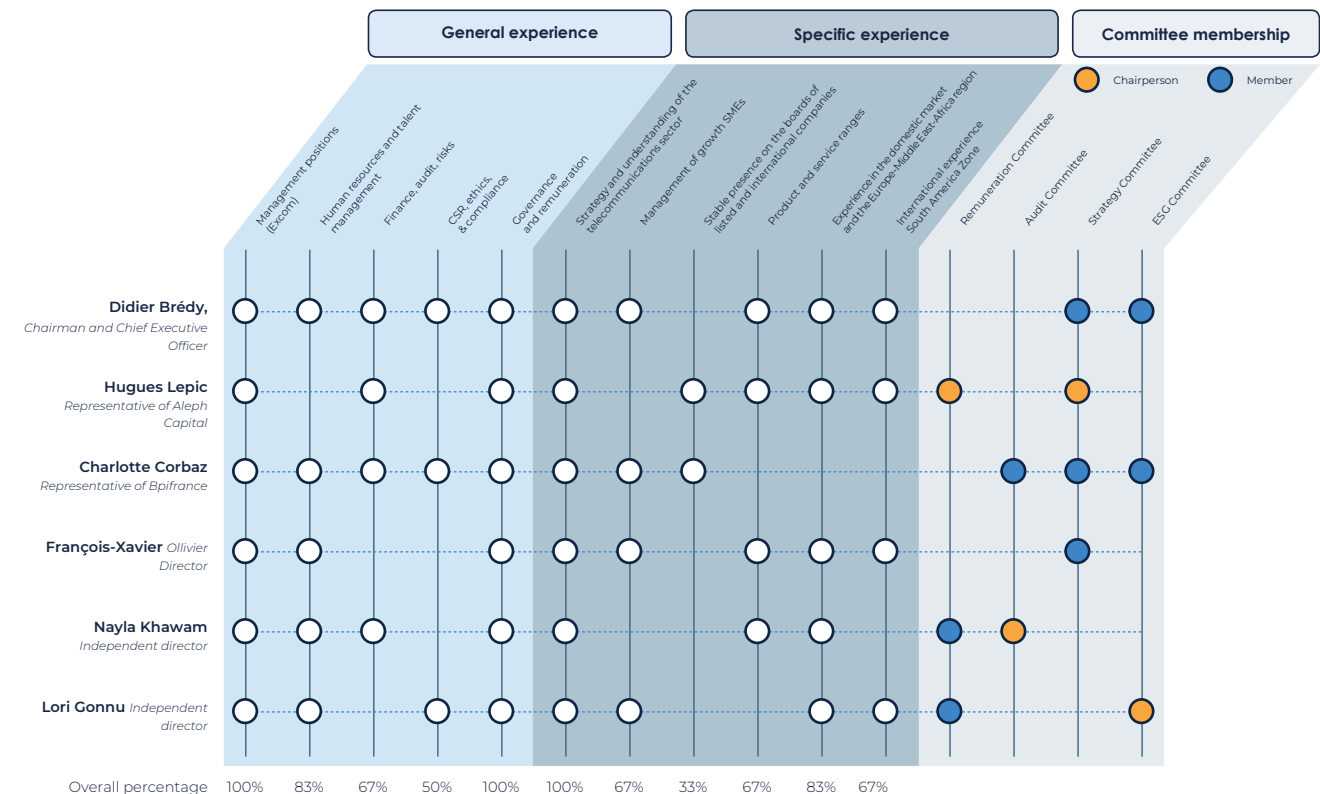
This section provides an overview of the Board of Directors. For more information on the composition, diversity and experience of the members of the Board of Directors, see section 2.1 "Company administrative and management bodies" of Chapter 2 "Corporate governance" of the Universal Registration Document.

Composition of the Board

It is made up of six members. The table below provides information on its composition and diversity:

Number	1	5	2	3	3	0
Proportion	16.7%	83.3%	40%	50%	50%	0%
	Executive director(s)	Non-executive director(s)	Independent director(s)	Women	Men	Director(s) representing employees

General and specific experience of members and composition of Committees



Role and responsibility of the Board in relation to sustainability

The Board of Directors establishes the ESG Committee and appoints its members. It analyzes and approves or rejects recommendations on policies, action plans, budgets, and the Sustainability statement submitted to it for approval by the ESG Committee.

3.1.2.1.2 The ESG Committee

Main mission

The Committee was created following the decision of the Board of Directors of October 12, 2021 and its main purpose is to provide advice and support to the Board of Directors and/or to make recommendations in terms of Corporate Social Responsibility (CSR) and Environmental, Social and Governance (ESG) criteria, and notably to examine the interaction with Group strategy, the way in which the Group takes account of sustainability matters in the definition of its strategy, the main material sustainability-related impacts, risks and opportunities, social policies and the range of information published by the Company and the Group on societal and environmental concerns.

The ESG Committee is composed of the following three members:

- Mrs Lori Gonnu, Independent director, who chairs the Committee;
- Bpi represented by Mrs Charlotte Corbaz;
- the Chairman and Chief Executive Officer, Mr Didier Brédy.

Areas of expertise

The ESG Committee's main responsibility is to set the Group's Corporate Social Responsibility targets and it is therefore responsible for making proposals to the Board of Directors, while also examining the orientations of human resources and diversity policies.

Missions of the ESG Committee

The main missions of the Ekinops Group's ESG Committee are to:

- define the Company's Sustainability Policy and targets;
- supervise policy implementation, progress in action plans and the achievement of targets;
- approve the action plans and associated budgets proposed by the Chief Financial Officer and the Corporate Sustainability and Risks Manager, to be submitted to the Board of Directors for approval;
- select key performance indicators and monitor their evolution;

- approve annual ESG reports (Sustainability statement, Communication on Progress (CoP) of the United Nations Global Compact);
- propose the sustainability targets to be taken into account by the Remuneration Committee in calculating the variable compensation of the Chief Executive Officer;
- approve the level of achievement of these targets for the calculation of the variable compensation of the Chairman and CEO.

During its meetings, the ESG Committee pays particular attention to the following topics:

- ensuring that the policies and action plans proposed take account of the material impacts, risks and opportunities arising from the double materiality analysis;
- measures taken to reduce the Group's greenhouse gas emissions in scopes 1, 2 and 3;
- the question of diversity and inclusion within the Group, and in particular that of female representation;
- the evolution of the Group's sustainability performance through rating agencies and organizations;
- internal and external communication on the sustainability strategy, the actions implemented and the results obtained.

Sustainability skills and expertise

With her extensive experience in innovation, deployment and business growth, the Chair of the ESG Committee, Mrs Gonnu, understands and anticipates entrepreneurial challenges, including issues related to Corporate Social Responsibility, and acts as a spokesperson for the Board on these matters. As the founder of the international division of the SFR Group, she is committed to and provides expertise on social, environmental and business conduct issues that are important to the Group, such as its position as an employer of choice, the Group's responsibility towards third parties by integrating social and environmental criteria into its best practices, and the Group's impact on the environment. Mrs Gonnu's experiences and skills are particularly in line with the impacts, risks and opportunities of ESRS E1, E5, S1, S3, S4 and G1.

Bpifrance, represented by Mrs Corbaz, places environmental, social and governance issues at the heart of its mission. Made aware through the implementation of training and increasing ESG actions, Mrs Corbaz brings ESG know-how directly linked to the exemplarity of Bpifrance. Mrs Corbaz' experiences and skills are particularly in line with the impacts, risks and opportunities of ESRS E1, S1, S2, S3, and G1.

As Chairman and CEO of the Group, Mr. Brédy directly transmits the messages of social and environmental responsibility to the Group's employees and, in this capacity, communicates the strategic importance of the well-being of employees and climate issues, for which he fervently supports the implementation of environmental objectives. Mr Brédy's experiences and skills are particularly in line with the impact, risks and opportunities of ESRS E1, E5, S1, S3, S4 and G1.

The ESG Committee is kept informed by Group Management and the Corporate Sustainability and Risks Manager of regulatory developments and the resulting training needs for members of the Board of Directors and the ESG Committee in particular.

3.1.2.1.3 The Executive Committee

Role and delegation

Within the Executive Committee, Dmitri Pigoulevski, Chief Financial Officer (CFO), is responsible for sustainability matters:

- he ensures that the Sustainability Policy defined by the ESG Committee is properly implemented.
- he participates in ESG Committee meetings;
- he approves the roadmap, targets and action plans proposed by the Corporate Sustainability and Risks Manager;
- he sets targets for the Corporate Sustainability and Risks Manager;
- he oversees the implementation of policies, the development of action plans and progress towards achieving targets, in compliance with the budgets approved by the Board of Directors and the ESG Committee;
- he controls the sustainability information that is published.

Communication hierarchy

The CFO is kept informed at all times by the Corporate Sustainability and Risks Manager of any sustainability matters, and at least during their weekly meetings. In turn, he informs the other members of the Executive Committee of any important topics relating to sustainability.

The CFO and the Corporate Sustainability and Risks Manager inform the members of the ESG Committee at its meetings.

The CFO is responsible for communication to the Board of Directors.

Dedicated controls and procedures

Controls and procedures are in place with regard to sustainability disclosures. They are described in paragraph 3.1.2.5 of this chapter.

For impacts, risks, and opportunities (IRO) related to climate change, dedicated controls and procedures are implemented as part of ISO 14001 certification by:

- the Corporate Sustainability and Risks Manager, with the teams responsible for purchasing and production, and the Legal Department.

For data protection IROs, dedicated controls and procedures are implemented by:

- the GDPR representative, in the context of monitoring the Group's compliance with the General Data Protection Regulation (GDPR);
- The Quality Department and the Group Information Security Officer, as part of the implementation of ISO 27001.

For IROs related to the risk of major product failure or malfunction, within the framework of ISO 9001 certification, dedicated controls and procedures are implemented under the supervision of the Quality Department by:

- the R&D teams during product development phases;
- Customer Support teams in the after-sales phase.

3.1.2.1.4 The Corporate Sustainability and Risks Manager

Aware of the growing importance of sustainability issues, on January 1, 2024, the Group appointed a Corporate Sustainability and Risks Manager, who reports to the Chief Financial Officer. Together, they participate, prepare and lead ESG Committee meetings.

The main missions of the Corporate Sustainability and Risks Manager are to:

- execute the ESG policy defined by the ESG Committee and approved by the Board of Directors;
- propose policies, action plans and targets to the ESG Committee;
- organize and lead ESG Committee meetings;
- report to the ESG Committee and the CFO on the implementation of policies, progress in action plans and achievement of targets;
- promote and disseminate a culture of sustainability within the Group;
- coordinate the Group's response to sustainability requests from stakeholders, particularly customers;
- implement an organization and tools to improve the Group's ESG performance;
- improve the Group's ESG rating with rating agencies;
- inform the ESG Committee of regulatory developments impacting the Group;

- prepare the Group Sustainability statement;
- coordinate communication on ESG topics;
- participate in the Innovation Committee to improve the consideration of sustainability matters as early as possible in the development of new products and solutions;
- represent the Ekinops Group at events dedicated to sustainability matters.

3.1.2.1.5 Definition of targets and monitoring results

Based on the results of the double materiality analysis carried out in 2024, general medium-term targets were

defined as part of the update to the Group's Sustainability Policy during the financial year. These targets were approved by the Executive Committee and presented to the ESG Committee for validation. They will be monitored annually by these two (2) bodies. Depending on requirements, an interim review may be conducted during a meeting of one of these bodies.

More specific targets are monitored at the CFO and Executive Committee level. They can be reviewed at the same time as progress in action plans, during weekly meetings, as needed.

3.1.2.2 Information provided to and sustainability matters addressed by the administrative, management and supervisory bodies (Disclosure Requirement GOV-2)

3.1.2.2.1 Frequency of information provided to the various administrative, management and supervisory bodies

Management Information

The CFO and the Corporate Sustainability and Risks Manager meet weekly to review:

- progress on action plans;
- the effectiveness of policies and results in terms of the Group's ESG assessment;
- key points regarding policies, action plans, targets and metrics, to be reported to the weekly Executive Committee.

ESG Committee meetings

In 2024, the work of the ESG Committee was closely linked to changes in the regulatory environment (implementation of the CSRD), as well as taking into account the growing expectations of stakeholders.

The ESG Committee met five (5) times in 2024, on the following dates:

- > January 24, 2024
- > February 28, 2024
- > May 29, 2024
- > July 24, 2024
- > November 13, 2024

The attendance rate of members at meetings in 2024 was 93.3%.

The Board of Directors

At the last meeting of the Board of Directors of 2024, the Corporate Sustainability and Risks Manager presented the important topics of the past year:

- summary of the gap analysis with the CSRD;
- double materiality matrix;
- 2030 carbon trajectory;
- changes in various ESG ratings;
- progress on the CSR assessment program for the Top 60 suppliers;
- draft "ACT Step by Step" transition plan.

3.1.2.2.2 Consideration of IROs

The double materiality analysis was carried out during the second and third quarters of 2024. At the end of the period, a final list of the Group's material IROs was drawn up. However, based on risk analyses carried out in previous years, certain IROs had already been identified:

- energy consumption of products;
- greenhouse gas emissions (GHGs);
- quality of life at work for Group employees;
- diversity and gender balance in the workforce.

The CSR Committee therefore paid close attention to (i) the R&D teams' consideration of energy consumption reduction requirements for future products; (ii) efforts to recruit female staff; (iii) consideration of environmental and quality of life criteria during the relocation of several sites to new premises in fiscal years 2023 and 2024.

3.1.2.2.3 Sustainability matters and IROs addressed by the ESG Committee in 2024

At its various meetings, the ESG Committee is informed by the CFO and the Corporate Sustainability and Risks Manager of progress in the Group's work. It is also consulted on structuring issues, and is occasionally called upon to make decisions.

The ESG Committee was informed of the following topics:

- the ESG maturity diagnosis;
- the double materiality analysis: impacts, risks and opportunities (IRO) identified, stakeholders' views and how they are taken into account, materiality thresholds;
- gap analysis with the CSRD;
- selection of the independent verifier to audit the Sustainability statement;
- changes in greenhouse gas emissions (GHGs) for the financial years 2023 and 2024;
- establishment of a greenhouse gas emissions reduction trajectory in line with the Paris Agreements and the Science Based Target initiative (SBTi) methodology;
- requests for publication of information in the Carbon Disclosure Project (CDP);
- environmental and social indicators and metrics;
- progress in action plans;
- regulatory changes;
- engagement with stakeholders on sustainability matters (decarbonization of the economy, product life cycle assessment);
- ESG assessments of the Group by various rating agencies and assessment platforms.

The ESG Committee was consulted on sustainability matters to:

- approve the Group's double materiality analysis: list of significant impacts, risks and opportunities, as well as materiality thresholds;

- monitor and approve the gap analysis with the CSRD;
- approve the Group's greenhouse gas emissions (GHG) reduction trajectory by 2030;
- approve the ESG performance metrics chosen in view of a financing line set up with a banking pool.
- approve the percentage achievement of ESG targets by the CEO for the past year;
- approve the update of the Group's Sustainability Policy;
- validate the new Diversity, Equity and Inclusion (DEI) policy

The ESG Committee also intervened to make decisions regarding:

- the new ESG targets for the CEO submitted for approval by the Remuneration Committee for the 2024 financial year;
- the items to be included in the provisional budget presented to the Board of Directors for the next financial year.

The main IROs addressed during 2024 are those mentioned in the previous paragraph:

- the energy consumption of products;
- greenhouse gas (GHG) emissions;
- quality of life at work for Group employees;
- diversity and gender balance in the workforce.

3.1.2.2.4 Mechanism for monitoring results

In addition to the information provided in paragraph 3.1.2.1.5 above, the medium-term targets set by the Group are translated into annual targets (short-term targets) set by the CFO (representing the Executive Committee) for the Corporate Sustainability and Risks Manager. These targets are monitored as part of the Group's standard performance monitoring process.

3.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)

3.1.2.3.1 Key characteristics

Sustainability targets are included in the variable portion of the Chairman & CEO's remuneration. These targets are approved by the Remuneration Committee, on the proposal of the ESG Committee.

10% of the variable portion of the Chairman and CEO's remuneration is dependent on reaching the targets set out in paragraph 3.1.2.3.2.

Each of the four (4) targets described in paragraph 3.1.2.3.2 counts for 2.5% of the variable portion of remuneration for the Chairman and CEO.

3.1.2.3.2 Targets for the 2024 financial year

By decision of the ESG Committee held on February 28, 2024, the ESG targets counting towards the variable remuneration of the Chairman and CEO for 2024 were:

Target	Sustainability matter	Target	Achievement
1	Greenhouse gas (GHG) emissions		
	Reduce the Group's carbon footprint in terms of intensity	KPI < 627 tCO ₂ eq/€m revenue	587.1 tCO ₂ eq/€m revenue Target reached
2	Responsible purchasing		
	Proportion of purchases (by value) with a compliant CSR assessment (EcoVadis score > 45/100)	KPI >50%	80.58% Target reached
3	Implementation of the CSRD		
	Compliant audit of the first CSRD Sustainability statement by the independent third-party organization (ITO)	KPI: no non-conformities	No non-conformities Target reached
4	Diversity & Inclusion		
	Proportion of women in the Group (salaried employees)	KPI >21%	23.13% Target achieved
	Recruitment and/or internal promotion of women for management positions	KPI ≥20%	25% Target reached
	Presence of women in shortlists ⁽¹⁾ of candidates for managerial positions	KPI ≥1	0.43% Target not reached

These same targets are included in the variable portion of ComEx members' remuneration, with the exception of the two (2) Chief Revenue Officers for North America and EMEA & APAC.

3.1.2.4 Statement on due diligence (GOV-4)

The table below provides a mapping of the information included in this Sustainability statement regarding the due diligence procedure.

Main aspects and steps of due diligence	Paragraphs in the Statement	
	Impact on people	Impact on the environment
a) Integrate due diligence into governance, strategy and business model	3.1.2.2; 3.1.2.3; 3.1.3.3	3.1.2.2; 3.1.2.3; 3.1.3.3
b) Engage with relevant stakeholders at all stages of due diligence	3.1.2.2; 3.1.3.2; 3.1.4.2; 3.1.5; 3.3.1; 3.3.3.1.2.	3.1.2.2; 3.1.3.2; 3.1.4.2; 3.1.5; 3.2.2
(c) Identify and assess negative impacts	3.1.4.2; 3.1.3.3	3.1.4.2; 3.1.3.3; 3.2.3.2.2; 3.2.3.3.1
(d) Take measures to address these negative impacts	3.3.1; 3.3.2; 3.3.3.1.3; 3.3.3.1.4	3.2.2; 3.2.3.2.1
(e) Monitor efficiency of actions and communicate	3.3.3.2	3.2.2; 3.2.3.4

(1) Shortlists.

3.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)

3.1.2.5.1 Main features and components of processes

The Group's sustainability reporting internal control system aims to:

- comply with laws and regulations applicable to Group companies in terms of sustainability;
- effectively apply directives, policies and internal procedures and best practices defined by Group Executive Management;
- ensure the reliability and fairness of the sustainability information published.

As with any system of control, it cannot provide an absolute guarantee that risks will be eliminated, but this process, implemented by the Board of Directors, Management and staff, helps reduce them considerably. The Group organizes its internal control system via:

- specific organizational modes;
- policies and procedures.

The Board of Directors and Executive Management

The Board of Directors ensures the monitoring of the overall functioning of the Group. It approves the organization and, via the ESG Committee, intervenes in the control system for sustainability reporting. The ESG Committee plays an important role in identifying risks and recommending improvements to their management rules.

Executive Management defines the overall organization of the system and its functioning on a daily basis within the company. It is responsible for general management, clearly defines roles and responsibilities of the personnel involved in the system, and carries out regular monitoring of the latter via meetings and/or weekly reports.

Administrative and Financial Department, and Sustainability and Risk Management Team

Reporting to Executive Management, the Financial Department and the Sustainability and Risk Management team are primarily responsible for the following tasks:

- supporting operating departments (human resources, production, R&D, sales, etc.) in their strategic choices, to ensure that sustainability matters are taken into account in the Group's growth;

- producing the Sustainability statement for Ekinops SA and its subsidiaries within the timeframes necessary for the requirements of financial markets and legal obligations while guaranteeing that the information gives a true and fair view of the company in accordance with CSRD requirements;
- completing the reporting cycle enabling management to measure the Group's sustainability performance;
- producing the documentation necessary for sustainability communication, and the summary of reporting for the ESG Committee;
- monitoring changes in sustainability regulations to ensure new rules are applied within the Group;
- designing and implementing sustainability policies and procedures;
- setting up and ensuring the necessary upgrades to a system for collecting and managing ESG information, in order to make data more reliable and increase the efficiency of its missions. The Chief Financial Officer regularly checks the information and data reported by the Sustainability and Risk Management team, in order to limit any risk of error.

3.1.2.5.2 Risk assessment and classification method

Risks are assessed and classified according to their impact on the reliability and accuracy of data points and sustainability information provided by the Group.

3.1.2.5.3 Main risks identified and strategies developed to mitigate them

Identification of risks

The main risk identified to date lies in the collection and reliability of sustainability data points, which are far higher in number in the CSRD than they were in previous non-financial performance statements.

The second risk as a result, lies in the completeness and quality of the Sustainability statement disclosed by the Group. As set out in paragraph 3.1.2.10, the Group has decided to omit the information required for ESRS E4, ESRS S2, ESRS S3, and ESRS S4 for fiscal year 2024. The purpose of this decision is to ensure the reliability of data collection and processing for the ESRS on which the Group discloses information for this first year of reporting under the CSRD.

Ethics Policy

Since 2021, the Group has implemented an Ethics Policy (Code of Conduct available on the Ekinops website) which sets out the rules of principle intended for all Group employees and directors, managers, and other representatives to guide their behavior in all circumstances and in all countries. The policy reiterates the obligation not to falsify, exaggerate, misrepresent or alter reporting data, or any other of the Company's professional documents. The Board of Directors has defined a whistleblower procedure in order to strengthen the Group's commitment in this respect.

3.1.2.5.4 Integration into functions and internal procedures for the production of sustainability information

The Corporate Sustainability and Risks Manager ensures that the sustainability data and information disclosed are checked accordingly. The preparation of the Sustainability statement is the responsibility of the

Chief Financial Officer. As part of its statutory mission, the independent third-party organization (ITO) audits the metrics and information disclosed in the Sustainability statement. It thus provides an audit reference that complements the internal assessment process. Monitoring the implementation of its recommendations is the responsibility of Executive Management.

Pending the implementation of a CSRD reporting tool in 2025, the CSR Committee and the Chief Financial Officer will pay particular attention to the content of sustainability reporting and information published.

3.1.2.5.5 Periodic communication

Executive Management uses all means of internal communication (e-mail, posters, regular meetings with staff representatives, company information meetings, departmental meetings, etc.) to explain the internal control procedures for sustainability information, staff responsibilities, procedures and rules to be followed and complied with at both Group and company level.

3.1.3 Strategy

This section covers the following ESRS disclosure requirements: SBM-1, SBM-2, SBM-3.

3.1.3.1 Strategy, business model and value chain (SBM-1)

3.1.3.1.1 Strategy

See paragraph "3.1.1.2.9 - Information incorporated by reference".

Businesses, products and services

See section "1.3 - Description of businesses" of the Universal Registration Document (URD):

- paragraph "1.3.1 - General overview of the Company's businesses";
- paragraph "1.3.2 - Positioning within telecommunications networks";
- paragraph "1.3.3 - Ekinops' offering";

Markets & customers

See section "1.3 - Description of businesses" of the Universal Registration Document (URD):

- paragraph "1.3.6 - A sales organization that favors direct, multi-range distribution";
- paragraph "1.3.7 - An installed base of international clients";

Workforce by geographical area

See table of metrics in the ESRS S1 section of this document.

Sales restrictions and export controls

Many of our products are classified as dual-use because of their advanced encryption capabilities. The export of these products to a number of countries is strictly prohibited: Belarus, Cuba, Iran, Russia, North Korea, Sudan, South Sudan and Syria. Export of these advanced encryption products outside the European Union (EU) requires an export license and additional checks on the recipient, the end-user and the end-user's use.

Breakdown of sales by ESRS sector

Total revenue for the financial year: see Chapter 4.2 of the consolidated financial statements in the Universal Registration Document. At present, Ekinops' economic activity does not concern any of the nine (9) major ESRS sectors.

Ekinops is not active in any of the following sectors:

- fossil fuels;
- chemicals production;
- controversial weapons;
- tobacco cultivation and production.

Sustainability in strategy

Sustainability targets

The main sustainability matter for the two (2) product lines “Access” and “Optical Transport” concerns climate change mitigation, and specifically reducing the energy consumption of products. The second is linked to the circular economy and concerns reparability and extending the useful life of products.

Furthermore, our customers, and particularly those in France and Europe, have been very concerned about sustainability matters for several years now. The carbon footprint of the products we sell our customers is an increasingly important topic for them. We take account of their views in order to develop our product ranges, not only in terms of economic and technical criteria, but also according to sustainability criteria.

Products and/or services and key customers

Thanks to our proximity and privileged relationships with our major French and European clients, we are involved in the work carried out by the JAC (Joint Alliance for CSRD), which brings together 27 international telecom operators. The discussions held under this framework help us structure our approach and action plans for sustainability.

Key elements of the strategy and future challenges

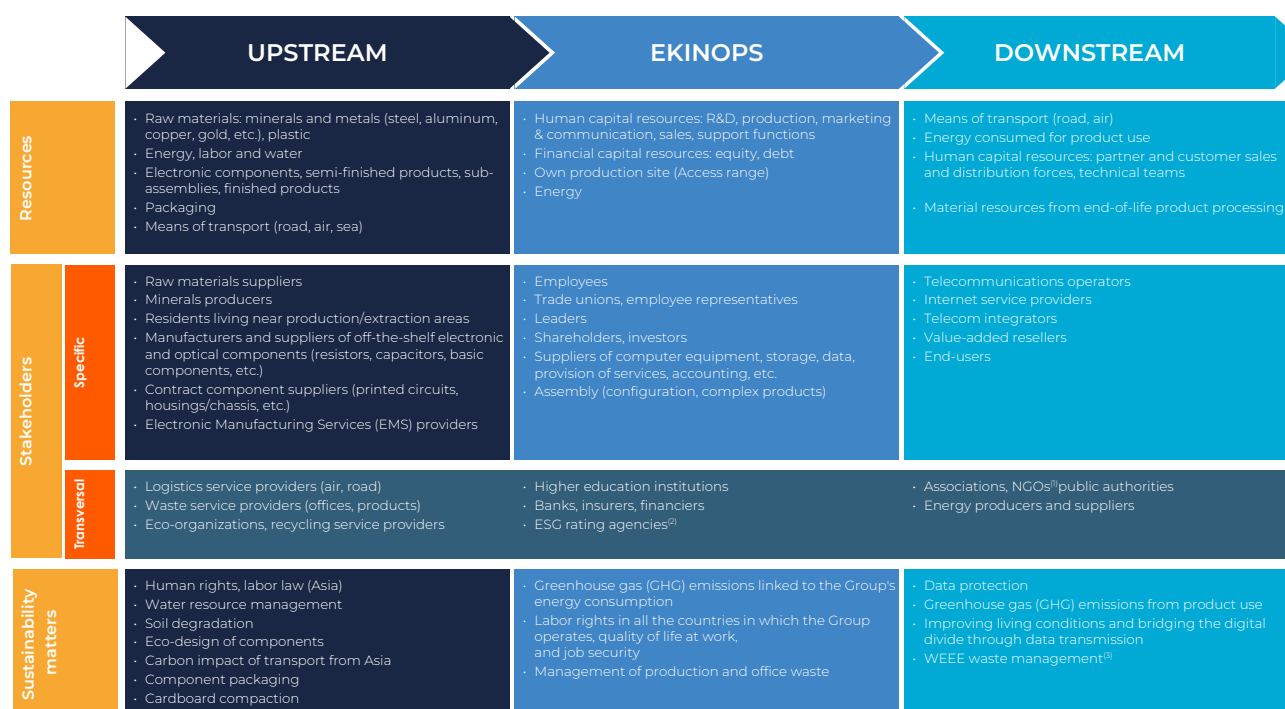
The Group's medium- and long-term strategy focuses particularly on developing sales of software solutions. These solutions have less impact on the climate and the environment than equipment products.

3.1.3.1.2 Business model

Ekinops' business model is presented in section 1.5 of the Universal Registration Document.

3.1.3.1.3 Value chain

The Ekinops Group has considered a single value chain for all entities included in the scope of consolidation and reporting of its financial statements. This value chain is described in the diagram below.



(1) NGO: Non-governmental organizations.

(2) ESG: Environment, Social, Governance.

(3) WEEE: Waste Electrical and Electronic Equipment.

As part of its double materiality analysis presented in paragraph 3.1.4, the assessment of material impacts, risks and opportunities extends to this entire upstream and downstream value chain.

3.1.3.2 Interests and views of stakeholders (SBM-2)

The quality of discussions and relations with stakeholders is essential to defining and executing Ekinops' strategy. The Group engages regularly with its key stakeholders (customers, suppliers, integrators, investors, employees and associates). Through this, Ekinops is able to provide solutions adapted to the needs of each stakeholder.

3.1.3.2.1 Key stakeholders

Employees and associates

The Group's greatest asset is its employees and associates. It is essential to be able to meet their expectations in order to retain them and enhance our appeal. For this reason, the annual "Pulse" survey conducted by the Human Resources Department collects their views and comments. The results of this survey may be used to adjust the Group's HR policies, if necessary.

In addition, consultation by the Social and Economic Committee (SEC) on sustainability matters, as provided for in the sixth paragraph of Article L2312-17 of the French Labor Code, is scheduled for March 2025.

Customers

Discussions with our main customers are also frequent and extremely important for the Group. In 2024, we observed a sharp increase in requests for engagement on ESG topics in general, and on the decarbonization of their value chain in particular. This led us to publish our first report on the Carbon Disclosure Project (CDP) portal in 2024. These growing needs for engagement on ESG topics are clear, particularly among our European customers, who are also affected by the new European Sustainability Reporting Directive (CSRD). Regular meetings were set up with the ESG, decarbonization, and/or responsible procurement teams of a number of our key customers.

Suppliers

In 2024, the Ekinops group stepped up its engagement with suppliers on ESG topics. First, we involved our main electronic component suppliers and EMS (electronics manufacturing services) partners in our double materiality analysis. The Group also launched a responsible purchasing program aimed at assessing the ESG performance of the Group's 60 main suppliers in terms of purchase value (representing more than 95% of the Group's purchases). For these assessments, the Ekinops Group relies on the EcoVadis ESG assessment platform.

Shareholders, investors and financial Institutions

With regard to our shareholders, investors and financial institutions, in 2024 the Group participated in several events dedicated to ESG: two round tables to present and discuss the Ekinops group's ESG policy, priorities, targets and the difficulties encountered.

Teaching & education

The Ekinops group also has close ties with the world of teaching and education. For several years, we have sponsored the Ada Lovelace challenge designed to promote technological careers among young high school students. Every year, this is an opportunity for several of our female employees to talk to these young women about their interest in these professions, or their fears, apprehensions, or prejudices towards them. It is a special opportunity to attract them to professions that the Group particularly needs in its R&D teams.

3.1.3.2.2 Involvement of stakeholders in the double materiality analysis

The different types of stakeholders mentioned in the preceding paragraphs all have interests and views that were taken into consideration in the double materiality analysis conducted by Ekinops in 2024.

Customers are particularly concerned and attentive to topics related to:

- decarbonization of the economy;
- data protection;
- the circular economy;

Employees are therefore very knowledgeable about topics such as:

- climate change;
- quality of life at work;
- training.

Suppliers are also concerned by:

- decarbonization of the economy;
- the circular economy;
- human rights and labor law.

For their part, financial institutions, which are in contact with many companies across all sectors, have a comprehensive view of environmental, social, and governance matters.

Their respective contributions during our process of identifying, assessing and prioritizing impacts, risks, and opportunities were therefore crucial.

3.1.3.2.3 Impact on strategy and/or the business model

The topics of decarbonization of the economy, energy, climate change, data protection and product reliability and safety are very high on the agenda of stakeholders (both internal and external).

In its product strategy, Ekinops takes into account demand for products and solutions that consume less energy and can be repaired and used for longer.

The Group took note of high expectations for data security solutions and confirmation of the interest in increasing the share of its business related to the sale of software solutions in order to limit its impact on climate change.

3.1.3.2.4 Information for administrative, management and supervisory bodies

During the process to identify, assess and prioritize impacts, risks and opportunities, Ekinops' external partner regularly informed the Executive Committee, represented by the Chief Financial Officer. Information communicated related to:

- the key stages of the project;
- the methodology for consulting stakeholders;
- the selection of those questioned;
- the IRO mapping process;
- a summary of the content of each semi-structured interview (step 5, paragraph 3.1.4.2.3);
- the results of quantitative surveys for the rating of IROs by affected stakeholders.

The ESG Committee was informed by the CFO and the Corporate Sustainability and Risks Manager (see paragraph 3.1.2.2.3).

3.1.3.3 Material impacts, risks and opportunities and their interaction with strategy and business model (SBM-3)

IRO	Topic	ESRS	IRO description	Relation to the value chain
Impact	SOCIAL	S4 Consumers and End-users	Impact on data traffic due to a failure or technical malfunction of Ekinops equipment (interruption of voice and data traffic transmission).	Concerns the downstream value chain.
Impact	ENVIRONMENT	E1 Climate Change	Greenhouse gas (GHG) emissions into the atmosphere, linked to the company's activity, and mainly to the use of its products by customers and end-users (75% of CO ₂ emissions).	Concerns Ekinops' own activities and the entire upstream and downstream value chain.
Impact	SOCIAL	S1 Own Workforce	Taking into account quality of life at work through improvements to the working environment and the introduction of a teleworking agreement.	Concerns Ekinops' own activities and workforce.
Impact	GOVERNANCE	G1 Business Conduct	Potential risks to data protection for employees, customers, or product users in the event of data loss, alteration, or dissemination due to inadequate IT security and irresponsible data management.	Concerns Ekinops' own businesses and the downstream value chain.
Impact	SOCIAL	S3 Affected Communities	Improved living conditions thanks to the company's involvement in the data transmission chain for health, education, local and regional administrations, etc.	Concerns the downstream value chain.
Impact	SOCIAL	S3 Affected Communities	Positive impact on bridging the digital divide through the provision of connectivity solutions used to improve Internet coverage and access in less densely populated areas.	Concerns the downstream value chain.
Impact	ENVIRONMENT	E5 Resource Use and Circular Economy	Impact of product end-of-life: product recyclability and reparability	Concerns Ekinops' own businesses and the downstream value chain.
Risk	SOCIAL	S4 Consumers and End-users	Financial risk in the event of technical inadequacy or major product failure.	Concerns Ekinops' own businesses and the downstream value chain.
Risk	GOVERNANCE	G1 Business Conduct	Reputational and financial risk in the event of data disclosure or failure to comply with contractual obligations regarding data protection.	Concerns Ekinops' own activities and the entire upstream and downstream value chain.
Risk	SOCIAL	S1 Own Workforce	Risk of loss of attractiveness or difficulty retaining talent: potential limitation of career management, salaries too low compared to the market, lack of available skills, competition on the labor market.	Concerns Ekinops' own activities.
Risk	ENVIRONMENT	E1 Climate Change	Supply risk in the event of a shortage of resources/ raw materials used in the manufacture of electronic components, or in the event of climate hazards or disasters.	Concerns Ekinops' own activities and the upstream and downstream value chain.
Opportunity	SOCIAL	S4 Consumers and End-users	Opportunity for growth through the development of existing product portfolios and partnerships (customized solutions, project monitoring, etc.).	Concerns Ekinops' own activities and the downstream value chain.
Opportunity	SOCIAL	S4 Consumers and End-users	Winning new customers thanks to the energy performance of products (CSR criteria play an increasingly important role in calls for tenders).	Concerns Ekinops' own activities and the downstream value chain.
Opportunity	SOCIAL	S1 Own Workforce	Opportunity for financial performance linked to the diversity and gender balance of our teams.	Concerns Ekinops' own activities.

Relation to business model	Current effects	Anticipated effects
Impact concerns <i>Customers</i> and their own customers, and the <i>Natural Results</i> section described in the business model.	The Group has strengthened its product safety policy. A Product Security Officer is responsible for enforcing the various policies and procedures associated with product safety.	Reliability and safety of the products and solutions sold remain a top priority for the R&D, Industrialization, and Quality teams for the current and future product range.
Impact concerns <i>Customers</i> and their own customers, as well as <i>Resources</i> (02 <i>Natural Capital</i> and 03 <i>Technology Building Blocks</i>) described in the Group's business model.	The Group has incorporated the reduction of its GHG emissions into its strategy: (i) GHG emissions across all three scopes have been measured annually since 2021; (ii) a GHG emissions reduction trajectory has been established for 2024, (iii)	A transition plan for climate change mitigation and adaptation will be defined in 2025. The Group will also target ISO 50001 certification in the medium term.
Impact concerns "01 <i>Human Capital</i> " in the <i>Resources</i> section described in the Group's business model.	Over the past two years, a significant number of sites have moved to new premises that are more environmentally friendly and offer better quality of life at work, or have been renovated with this in mind.	The Group expects this to yield benefits in terms of attracting and retaining talent. The Group will also target ISO 45001 certification in the medium term.
Impact concerns <i>Customers</i> and their own customers, as well as "01 <i>Human Capital</i> " in the <i>Resources</i> section described in the Group's business model.	The Group has strengthened its IT systems security policy and obtained ISO 27001 certification for all of its activities (all sites). A Group Security Manager is responsible for ensuring that the conditions for maintaining this certification are met.	Efforts to maintain ISO 27001 certification.
Impact concerns the downstream value chain, and the <i>Social</i> section of <i>Results</i> , described in the Group's business model.	Monitoring changes in needs in the territories concerned in order to adapt its presence and commercial offering to the market.	Potential impacts on changes to the Access and Optical Transport product ranges.
Impact concerns the <i>Social</i> section of <i>Results</i> , described in the Group's business model.	Monitoring changes in needs in the territories concerned in order to adapt its presence and commercial offering to the market.	Potential impacts on changes to the Access and Optical Transport product ranges.
Impact concerns the <i>Resources</i> and <i>Customers</i> sections of the Group's business model	The topic is becoming increasingly important for our customers. The Group has taken decisions regarding the extension of product repair periods and has already implemented measures to handle one-off reconditioning requests. The Group also supplies spare parts to customers who recondition its products themselves.	The Group will continue to monitor market expectations and adapt its strategy and business model as necessary.
Risk concerns the <i>Outputs</i> , <i>Business</i> and <i>Customers</i> sections of the Group's business model	The Group attaches great importance to product quality. Processes are in place within the R&D and Industrialization departments to prevent product failures. All factories where products are manufactured are ISO 9001 certified.	ISO 9001 certification will be extended to all Group sites.
Risk concerns the <i>Customers</i> and <i>Results</i> sections of the Group's business model.	The Group has strengthened its IT systems security policy and obtained ISO 27001 certification for all of its activities (all sites). A Group Security Manager is responsible for ensuring that the conditions for maintaining this certification are met. The Group has appointed a GDPR representative.	Efforts to maintain ISO 27001 certification.
Risk concerns "01 <i>Human Capital</i> " in the <i>Resources</i> section described in the Group's business model.	The Group has created a position in charge of recruiting new talent. Ekinops communicates on the professional social network LinkedIn to strengthen its image and employer brand. The Group adapts its recruitment policy to the specific characteristics of the labor market in the employment areas in which it is located.	The Group will continue efforts to support its policy and recruitment needs.
Risk concerns "02 <i>Natural Capital</i> " and "03 <i>Technology Building Blocks</i> " described in the Group's business model.	Ekinops has decided to define a climate transition plan.	The climate transition plan will be finalized by 2026 at the latest.
Opportunity concerns <i>Customers</i> and their own customers, as well as the "07 <i>Competitiveness</i> " section of <i>Outputs</i> and <i>Results</i> described in the Group's business model	The Group capitalizes, for example, on the complementary nature of its installed base of routers and the new software solutions it has developed, as well as on partnerships with suppliers of generic equipment that work with its software solutions.	Increased sales of software solutions
Opportunity concerns <i>Customers</i> as well as their own customers described in the Group's business model.	Customers (especially European) are very sensitive to this topic, especially since the beginning of 2024. The Product Line and R&D teams incorporate these expectations into their new product development specifications.	The application of eco-design principles will have a positive impact on the energy performance of future products, making them more technically competitive in the market.
Impact concerns "01 <i>Human Capital</i> " in the <i>Resources</i> section described in the Group's business model.	KPI's on gender balance have been monitored for several years. The Group has updated its Sustainability Policy. General targets on gender balance have been set for 2030.	Greater diversity and gender balance would drive creativity and performance, benefiting the Group's operational and financial efficiency.

3.1.3.3.1 Details on material impacts

Topic	ESRS	Impact	Influence on people or the environment
SOCIAL	S4 Consumers and End-users	Impact on data traffic due to a failure or technical malfunction of Ekinops equipment (interruption of voice and data traffic transmission).	This potential impact is likely to be negative for end-users' and the public's access to digital services.
ENVIRONMENT	E1 Climate Change	Greenhouse gas (GHG) emissions into the atmosphere, linked to the company's activity, and mainly to the use of its products by customers and end-users (75% of CO ₂ emissions).	This impact is negative for the environment by increasing greenhouse gas emissions (GHGs) into the atmosphere.
SOCIAL	S1 Own Workforce	Taking into account quality of life at work through improvements to the working environment and the introduction of a teleworking agreement.	Directly impacts the Group's own workforce, thereby improving the quality of life at work.
GOVERNANCE	G1 Business Conduct	Potential risks to data protection for employees, customers, or product users in the event of data loss, alteration, or dissemination due to inadequate IT security and irresponsible data management.	Potential impact on the Group's employees, customers and end-users, who could see their data lost, altered or disclosed to third parties.
SOCIAL	S3 Affected Communities	Improved living conditions thanks to the company's involvement in the data transmission chain for health, education, local and regional administrations, etc.	This impact increases access to better health care, education, and public services for the entire population in the areas concerned.
SOCIAL	S3 Affected Communities	Positive impact on bridging the digital divide through the provision of connectivity solutions used to improve Internet coverage and access in less densely populated areas.	This impact improves access to the Internet and digital services for populations located in sparsely populated areas in the territories concerned.
ENVIRONMENT	E5 Resource Use and Circular Economy	Impact of product end-of-life: product recyclability and reparability	This has an impact on the environment. Extending product life cycles and improving reparability and/or recyclability reduces the need for raw materials and components.

3.1.3.3.2 Current and anticipated financial effects of risks and opportunities

Topic	ESRS	Risks and opportunities	Current financial effects
SOCIAL	S4 Consumers and End-users	Financial risk in the event of technical inadequacy or major product failure.	None.
GOVERNANCE	G1 Business Conduct	Reputational and financial risk in the event of data dissemination or non-compliance with contractual obligations in terms of data protection.	None.
SOCIAL	S1 Own Workforce	Risk of loss of attractiveness or difficulty retaining talent: potential limitation of career management, salaries too low compared to the market, lack of available skills, competition on the labor market.	The Group may need to review the salary scale for certain positions.
ENVIRONMENT	E1 Climate Change	Supply risk in the event of a shortage of resources/ raw materials used in the manufacture of electronic components, or in the event of climate hazards or disasters.	None.
SOCIAL	S4 Consumers and End-users	Opportunity for growth through the development of existing product portfolios and partnerships (customized solutions, project monitoring, etc.).	The Group has already won new markets in the field of virtualization solutions thanks to the development of new features in existing products and related partnerships.
SOCIAL	S4 Consumers and End-users	Winning new customers thanks to the energy performance of products (CSR criteria play an increasingly important role in calls for tenders).	Although difficult to quantify, improvements in Ekinops' CSR performance and efforts to reduce the energy consumption of its products have had an impact on the level of sales of Access products to our European customers.
SOCIAL	S1 Own Workforce	Opportunity for financial performance linked to the diversity and gender balance of our teams.	For the moment, the productivity gains described in studies conducted on this subject by specialist consulting firms or universities are not yet visible at Ekinops.

Interaction with strategy and business model	Time horizon	Activities and business relationships concerned
Ekinops constantly strives to improve the quality and reliability of its products in order to reduce the risk of breakdown or malfunction.	Current	This impact is directly related to Ekinops' product development activity and its business relationships with telecom operators.
One of the priorities in developing new products is reducing their energy consumption and carbon footprint.	Current	This impact is related to the use by telecom operators of products developed and sold by Ekinops.
The Group's ability to attract talent is essential for the development of its strategy.	Current	This impact is linked to the way in which the quality of life of employees is taken into account in the Group's activities.
Trust in relations with our customers, partners and suppliers is fundamental. Data protection is an essential component of this trust, without which the Group's strategy could not be effectively deployed.	Current	Data security is paramount to Ekinops' business, which has obtained ISO 27001 certification to guarantee its employees, customers, partners and end-users that their data will be processed securely.
Ekinops targets the needs of Tier 2 and Tier 3 telecom operators, who are essential links in the data transmission chain for healthcare, education, local and regional government, etc.	Current	Ekinops addresses this impact through its business relationships with telecom operators.
Ekinops targets the needs of Tier 2 and Tier 3 telecom operators, who are key players in bridging the digital divide in sparsely populated areas. Specific products have been developed.	Current	Ekinops addresses this impact through its business relationships with telecom operators.
Extending the service life of products and ensuring they can be repaired are key concerns for Ekinops.	Current	Ekinops has set up an organizational structure to extend the service life and reparability of its products and enable customers to recondition them if they wish.

Anticipated financial effects	Time horizon	Likelihood	Development and management strategy
This risk could potentially seriously affect Ekinops' financial health in the short term (cost of product replacement, contractual penalties).	Current	Very unlikely	Robust product development and testing procedures significantly reduce this risk, both in terms of its magnitude and likelihood.
The risk could potentially lead to a loss of revenue with certain customers.	Current	Likely	Cybersecurity attacks on the rise, but no incidents reported today within the Group. To cover this risk, the Group has taken out a specific cyber risk insurance policy.
Difficult to quantify at the moment. This would result in a loss of competitiveness due to a potential lack of innovation, and therefore a loss of revenue.	Current	Current	The difficulty of attracting talent has been a reality for several years now. Over time, the anticipated effects would increase. To mitigate this, Ekinops has hired a talent recruitment specialist.
This risk could lead to an increase in supply and production costs, which would have a negative impact on the Group's cash flow and operating income.	Medium term	Very likely	The frequency and intensity of climate disasters are increasing. The Purchasing and Production teams ensure cautious management of suppliers and sources of supply.
An increase in revenue and margins.	Current	Current	The Group expects revenue growth from its Software business over the next few years. It will invest in R&D related to this activity.
Although difficult to quantify at this stage, Ekinops expects a positive impact on its revenues in Europe (approximately 70% of its revenue) due to the implementation of the CSRD among its major European customers.	Current	Current	The Group expects revenue growth in Europe over the next few years. It will invest in R&D related to this activity.
A study by the ILO (https://www.ilo.org/fr/publications/transformer-les-entreprises-par-la-diversite-et-linclusion) has shown the positive impact, in general, of diversity and gender balance on company productivity and profitability.	Long-term	Likely	The results of the study have yet to be confirmed in the case of Ekinops. In 2024, the Group adopted a new Diversity, Equity and Inclusion (DEI) Policy.

3.1.3.3.3 Strategy and business model resilience

See the "Interview with Didier Brédy" in the introduction to the Universal Registration Document.

3.1.3.3.4 Changes relative to previous financial year

In 2023, the Ekinops group published an initial prioritization of previously mapped risks, specifying that a program to comply with the future European directive on sustainability reporting (CSRD) was underway.

In 2024, the Group updated its analysis of material risks and sustainability topics to align with the CSRD requirements. The scope of activity considered for this analysis is the scope of consolidation of the Group's entities and its entire value chain, as presented in section 3.1.3, from the extraction of minerals for the manufacture of electronic components to the end of life of products after they are withdrawn from commercial service by the Group's customers.

The Group thus incorporated the principle of double materiality: impact materiality and financial materiality; and updated its mapping of impacts, risks and opportunities (IRO) in accordance with this principle. Following this assessment, 14 material IROs were identified: seven impacts, four risks, and three opportunities. Details are provided in the different parts of this paragraph 3.1.4.

The following departments played a major role in this analysis: Executive Management, Financial, Research & Development, Production, HR, Communications, as well as employee representatives. All Group employees and associates were also consulted.

The analysis carried out for the 2024 financial year is expected to remain valid for the following three (3) financial years, unless a major event significantly impacts the Group's strategy, business model and/or value chain.

3.1.3.3.5 IROs covered by ESRS and IROs specific to the Group

All of Ekinops' material IROs (listed in paragraph 3.1.3.3) are covered by the ESRS Disclosure Requirements, with the notable exception of those relating to data protection (one impact and one risk).

During the identification process, additional IROs specific to Ekinops were identified. However, their assessments position them below the materiality thresholds.

3.1.3.3.6 Workforce affected

All persons within the Group's workforce who may be materially affected by the company are included in the scope of the information disclosed under ESRS 2.

Types of employees concerned by material impacts

Three material sustainability topics emerged from our double materiality analysis:

- Quality of life at work:
 - > all employees and non-employees are affected in the same way;
- Job security:
 - > non-employees are potentially more affected;
- Equal treatment and opportunity for all:
 - > among employees, women are potentially more concerned;
 - > non-employees are less concerned;

Details on the type of impacts

Negative impacts

None.

Positive impacts

This concerns the "Quality of life at work" topic addressed through the teleworking policy for all Group employees and the recent relocation and renovation of several sites: Massy (France), Lannion (France), Leuven (Belgium), Rockville (United States), and Bangalore (India). All Group activities are affected.

Risks and opportunities arising from impacts on the workforce

In the event of significant employee dissatisfaction with the three (3) material sustainability topics mentioned above in paragraph 3.1.3.3.6, the risk for Ekinops would concern talent retention and attraction.

Impacts on employees from transition plans

None.

Operations presenting a risk of forced or compulsory labor

None.

Operations involving a risk of child labor

None.

Workforce at increased risk of injury

None.

3.1.4 Impacts, risks and opportunities management

3.1.4.1 Definition of material sustainability matters

The Ekinops group considers that economic, environmental, social and governance matters are material if they have or could have a material impact on the Group's strategy and results as well as on its ability to create and retain value in the short, medium or long terms.

This assessment covered the Group's entire value chain (own activities or as a result of its business relationships).

We identified no activities, business relationships, geographical areas or other specific factors that give rise to an increased risk of negative impacts;

3.1.4.2 Description of the process to identify and assess material impacts, risks and opportunities (IRO-1)

3.1.4.2.1 Methodologies, assumptions and sources used

During the various stages of the process described below, Ekinops relied on:

- A benchmark of players in its business sector;
- The SASB⁽¹⁾ "Materiality Finder" tool, notably with the use of the following sectors in the tool:
 - > telecommunications services;
 - > hardware;
 - > electronics manufacturing services and ODM;
- Semi-structured qualitative interviews with expert stakeholders, both internal and external. Profile of interviewees:
 - > members of the Executive Committee;
 - > an employee representative;
 - > the Group's middle management employees;
 - > customers;
 - > suppliers, subcontractors and service providers;
- Quantitative surveys of a wide range of internal and external stakeholders.

3.1.4.2.2 Relevant criteria for IROs related to business conduct

When discussing IROs related to business conduct, the project team took the following criteria into account:

- a large majority of electronic component manufacturers are based in Asia, and in particular in Taiwan;
- relations and transactions with the Group's main suppliers and customers are governed by contracts that meet international standards;
- As the Group's head offices are based in France, Ekinops complies with French and European laws. France is ranked among countries with low risk of corruption.

3.1.4.2.3 Process overview

During its work throughout the process, Ekinops identified no activities, business relationships, geographic areas or other specific factors that would result in an increased risk of adverse impacts.

Step 1: setting up the project team

The double materiality analysis was carried out with the support of an external company (Positive Company) and was coordinated by the Corporate Sustainability and Risks Manager, reporting to the Chief Financial Officer. Together, these actors make up the project team.

Step 2: preliminary research work

The project team used a variety of information sources to conduct its analysis:

- Ekinops documents: annual reports and carbon assessments for previous years, life cycle assessment etc.;
- Annual reports of various competitors, customers and suppliers;
- The SASB Materiality Finder tool, particularly with the use of sector-specific sources:
 - > telecommunications services;
 - > hardware;
 - > electronics manufacturing services and ODM.

Step 3: building the value chain

This step identified all resources, stakeholders, and sustainability matters that are part of the Group's value chain, both upstream and downstream of its own activities.

It was decided to create a single value chain for the entire Ekinops group.

Step 4: first IRO mapping

This step was carried out based on the literature review described in Step 2, and discussions held by the project team.

(1) SASB: Sustainability Accounting Standards Board.

Step 5: consultation with internal and external experts

In this stage, the IRO mapping project carried out in Step 4 was completed following discussions with internal and external experts via semi-structured interviews.

This resulted in a second version of the IRO mapping, to be submitted to affected stakeholders for rating via quantitative surveys.

Step 6: IRO rating by stakeholders

During this step, the project team carried out quantitative surveys through anonymous questionnaires, to submit the second version of the IRO mapping for rating by internal and external stakeholders, with the aim of prioritizing impacts, risks and opportunities.

Each IRO identified in the second version of the mapping was submitted for rating by internal and external stakeholders. The materiality rating scale ranged from zero (0) to four (4), with zero (0) the lowest level of materiality, and four (4) the highest level of materiality.

The information and views of internal and external stakeholders were collected independently by the external partner company.

Answers to the surveys were collected and classified by stakeholder typology:

- employees and associates;
- members of the Executive Committee;
- customers and suppliers;
- financial institutions.

This enabled us to understand their views on the materiality and prioritization of sustainability matters in their relationship with Ekinops.

The average of the ratings for each stakeholder typology was calculated. This approach is used to weight the views of the various stakeholder typologies according to their degree of expertise on the IRO topics identified.

Step 7: IRO rating by the CFO and the CSR Manager⁽¹⁾

Each IRO identified in the second version of the mapping was submitted for rating by the CFO and the CSR Manager.

- the rating of negative impacts takes into account the following severity criteria: scale, scope, irremediable character. The calculation formula assigns a likelihood of occurrence to it;
- the rating of positive and neutral impacts takes into account the following severity criteria: scale and scope. The calculation formula assigns a likelihood of occurrence to it;

Impact materiality				
Rating scale	Rating definition			
	Severity			Likelihood of occurrence
	Scale	Scope	Irremediable character	
	The severity of the negative impact or the beneficial effect of the positive impact on people or the environment.	The extent to which negative or positive impacts are widespread.	The question of whether and to what extent negative impacts can be remedied, for example by restoring the environment or people affected to their previous situation.	
	0 - None	0 - None	0 - None	0 - Very unlikely
	1 - Limited	1 - Limited	1 - Easy to remedy (less than one year)	1 - Very unlikely
	2 - Concentrated	2 - Concentrated	2 - Remediable (medium term between 1 year and 5 years)	2 - Likely
	3 - Widespread	3 - Widespread	3 - Difficult to remedy (+ 5 years)	3 - Very likely
	4 - Global/total	4 - Global/total	4 - Irremediable	4 - Current
	Definitions of scope thresholds			
	Scope	Geographic threshold		Social threshold
	0 - None			
	1 - Limited	Ekinops offices, factories		50 people
	2 - Concentrated	One geographic market (EMEA/APAC or AMER)		50 - 299 people
	3 - Widespread	Ekinops market (EU/US - Canada)		300 - 599 people
	4 - Global/total	World		+600 people

(1) CSR Manager: Corporate Sustainability and Risks Manager

The calculation formula is based on the ratings below:

Scale	Scope/reach	Irremediable character	Severity rating	Likelihood of occurrence	Likelihood rating
0 - None	0 - None	0 - None	0	0 - Very unlikely	0.6
1 - Limited	1 - Limited	1 - Easy to remedy (less than 1 year)	1	1 - Very unlikely	0.7
2 - Concentrated	2 - Concentrated	2 - Remediable (medium term between 1 year and 5 years)	2	2 - Likely	0.8
3 - Widespread	3 - Widespread	3 - Difficult to remedy (+ 5 years)	3	3 - Very likely	1
4 - Global/total	4 - Global/total	4 - Irremediable	4	4 - Current	1

- The rating scale of financial risks and opportunities takes into account the size of the potential financial effects and their likelihood of occurrence.

Financial materiality				
Rating scale	Rating definition			
	Size of potential financial or reputational impact			Likelihood of occurrence
	Scope	Financial effect	Reputational impact	
	0 - None	No impact on results for the financial year.	No reputational impact.	0 - Very unlikely
	1 - Limited	The losses will have little or no impact on results for the year. (<i><€3m loss/gain</i>)	Limited damage to reputation with a stakeholder.	1 - Very unlikely
	2 - Significant	The losses cannot be offset and will significantly affect results (<i>between €3m and €7.5m loss/gain</i>)	Temporary and remediable reputational damage.	2 - Likely
	3 - Critical	Losses force the company to restructure and threaten its viability. (<i>between €7.5m and €15m loss/gain</i>)	Deep and long-lasting damage.	3 - Very likely
	4 - Bankruptcy	The company goes bankrupt. (<i>between €15m and €30m loss/gain</i>)	Irremediable damage.	4 - Current

The calculation formula is based on the ratings below:

Risks	Opportunities	R/O score	Likelihood of occurrence	Likelihood rating
0 - No risk	0 - No gain	0	0 - Very unlikely	0.6
1 - Limited risk	1 - Limited gain	1	1 - Very unlikely	0.7
2 - Significant risk	2 - Significant gain	2	2 - Likely	0.8
3 - Critical risk	3 - Positive gain	3	3 - Very likely	1
4 - Risk of bankruptcy	4 - Over-profitable	4	4 - Current	1

Step 8: overall rating

The overall rating for each IRO is determined by the following calculation formula:

Overall rating
Rating = 0.75 x (DAF & CSR rating) + 0.25 x (stakeholder rating)

The overall rating of each IRO was then used to prioritize them.

3.1.4.2.4 Decision-making process and internal controls for setting materiality thresholds

Definition of material

Once the IROs were identified and prioritized, materiality thresholds were selected to define the final list of material IROs for the Ekinops group. These thresholds were defined based on the following materiality criteria:

- a sustainability topic is material from an impact perspective when it relates to the Group's actual or potential positive or negative impacts on people or the environment in the short, medium or long term. Impacts include those related to the Ekinops group's own activities and its upstream and downstream value chain;
- a sustainability topic is material from a financial perspective when it has, or can reasonably be expected to have, a material financial effect on the company. This is the case when a sustainability topic gives rise to risks or opportunities that have a significant influence, or can reasonably be expected to have a significant influence, on the development of the Ekinops group's activities, financial position, financial results and cash flows, as well as on its access to financing or cost of capital in the short, medium and long term;
- A sustainability topic can be material from both an impact and a financial perspective.

Threshold values for each IRO category

Materiality thresholds were set on the basis of criteria defined as part of our double materiality analysis methodology, aligning with recognized standards such as GRI, SASB and the CSRD. These help select topics with a truly material impact, representing 40% of the IROs identified and corresponding to 53% of the sub-topics of the ESRS concerned. Certain IROs were excluded because their impact seemed minor relative to Ekinops' business model, but they will be monitored in future assessment cycles to verify a potential gradual inclusion in line with changes in the data available.

Thresholds set	
Impact	Rating >2.50
Risks and opportunities	Rating >2.00

The IRO materiality thresholds and the final list of material IROs were reviewed and approved by the ESG Committee, on the proposal of the Corporate Sustainability and Risks Manager at an ESG Committee meeting in July 2024.

The list of material IROs from the double materiality perspective is presented in the table in paragraph 3.1.3.3.

3.1.4.2.5 Prioritization of sustainability risks relative to other types of risks

Every year, Ekinops carries out a contradictory risk analysis. The results are presented in section 1.6 "Risk factors" of the Universal Registration Document. For 2024, the analysis was extended to include material sustainability risks from a double materiality perspective. General risks were rated and prioritized using the same method as sustainability risks as presented in the table "Financial materiality", paragraph 3.1.4.2.3. Material sustainability risks are included in the summary list of risks presented in section 1.6 of the Universal Registration Document.

3.1.4.2.6 Presentation of the double materiality matrix

Links between impacts, risks and opportunities

At this stage, the impacts, risks and opportunities were classified by matching them to the topics, sub-topics and sub-sub-topics of the ESRS to which they refer. This reconciliation then made it possible to identify the most material topics, sub-topics and sub-sub-topics from both an impact materiality and a financial materiality perspective. These are represented in our double materiality matrix below.

As mentioned in paragraph 3.1.4.2.4, a sustainability matter can be material from both an impact and a financial perspective. Sustainability matters related to impacts, risks and opportunities listed in the table in paragraph 3.1.3.3 are shown in the chart below.

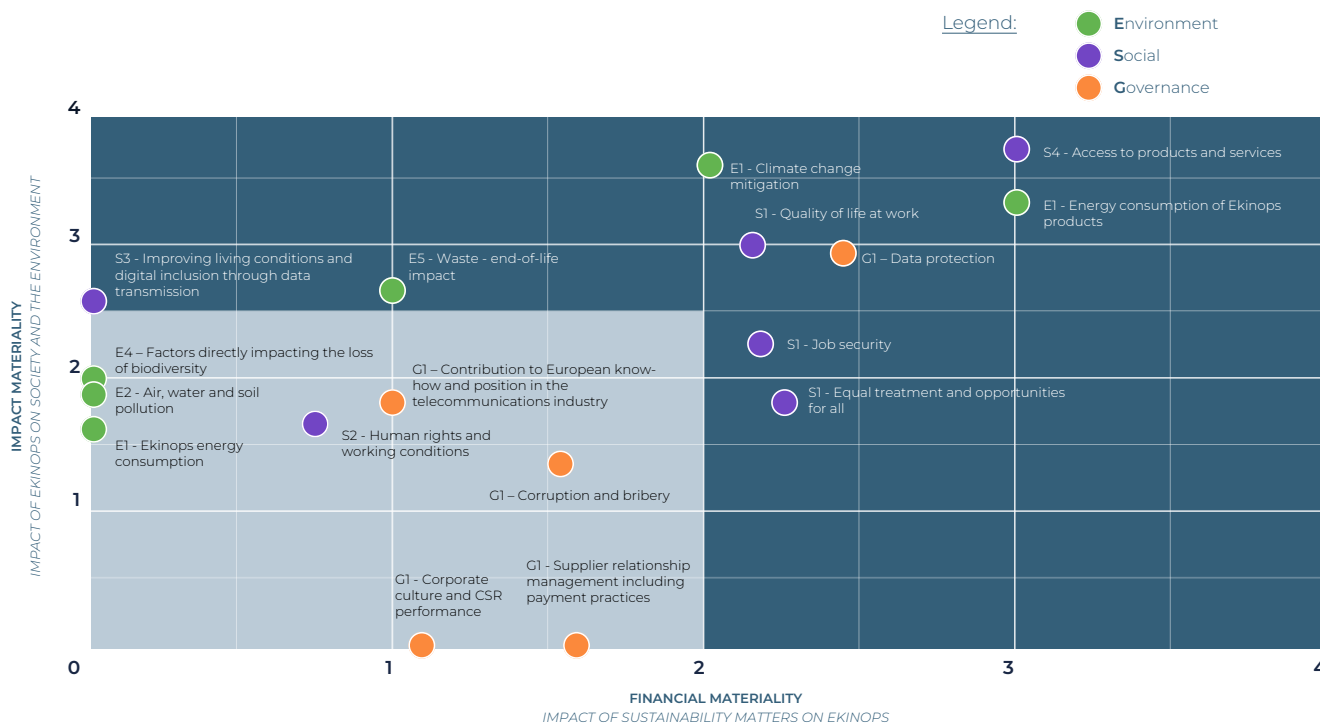
The double materiality matrix was obtained by positioning the material topics, sub-topics, and sub-sub-topics of the CSRD as follows:

- The financial materiality rating is represented on the horizontal axis;
- the impact materiality rating is shown on the vertical axis.

3 Sustainability statement

Material sustainability matters in terms of double materiality for the Ekinops group are shown in the dark part of the chart. These are the topics that are discussed in more detail further on in this document.

The sustainability matters in the light part of the chart are not material from the double materiality perspective. As such, they are not discussed in detail in this document.



3.1.4.2.7 Integration of the process to identify, assess and manage impacts and risks into the overall risk management process

See section "Risk management systems and opportunities" in section 2.6 of the Universal Registration Document.

3.1.4.2.8 Integration of the process to identify, assess and manage opportunities into the overall company management process

See section "Risk management systems and opportunities" in section 2.6 of the Universal Registration Document.

3.1.4.3 Disclosure Requirements in ESRS covered by the Sustainability statement (IRO-2)

3.1.4.3.1 List of Disclosure Requirements

Disclosure Requirement	Page	Paragraph	Disclosure Requirement	Page	Paragraph
ESRS 2 BP-1	99	3.1.1.1	ESRS S1-1	167	3.3.3.1.1
ESRS 2 BP-2	100	3.1.1.2	ESRS S1-2	169	3.3.3.1.2
ESRS 2 GOV-1	102	3.1.2.1	ESRS S1-3	169	3.3.3.1.3
ESRS 2 GOV-2	105	3.1.2.2	ESRS S1-4	169	3.3.3.1.4
ESRS 2 GOV-3	106	3.1.2.3	ESRS S1-5	170	3.3.3.2.1
ESRS 2 GOV-4	107	3.1.2.4	ESRS S1-6	171	3.3.3.2.3
ESRS 2 GOV-5	108	3.1.2.5	ESRS S1-7	173	3.3.3.2.4
ESRS 2 SBM-1	109	3.1.3.1	ESRS S1-8	173	3.3.3.2.5
ESRS 2 SBM-2	111	3.1.3.2	ESRS S1-9	173	3.3.3.2.6
ESRS 2 SBM-3	113	3.1.3.3	ESRS S1-10	174	3.3.3.2.7
ESRS 2 IRO-1	118	3.1.4.2	ESRS S1-11	174	3.3.3.2.8
ESRS 2 IRO-2	123	3.1.4.3	ESRS S1-12	175	3.3.3.2.9
ESRS E1 GOV-3	143	3.2.3.1	ESRS S1-13	175	3.3.3.2.10
ESRS E1 SBM-3	146	3.2.3.2.2	ESRS S1-14	176	3.3.3.2.11
ESRS E1 IRO-1	147	3.2.3.3.1	ESRS S1-15	177	3.3.3.2.12
ESRS E1-1	143	3.2.3.2.1	ESRS S1-16	177	3.3.3.2.13
ESRS E1-2	146	3.2.3.2.2	ESRS S1-17	178	3.3.3.2.15
ESRS E1-3	148	3.2.3.3.3	ESRS G1-1	181	3.4.1
ESRS E1-4	148	3.2.3.4.1	ESRS G1-2	184	3.4.2
ESRS E1-5	152	3.2.3.4.2	ESRS G1-3	187	3.4.3
ESRS E1-6	154	3.2.3.4.3	ESRS G1-4	187	3.4.4
ESRS E1-7	157	3.2.3.4.4	ESRS G1-5	187	3.4.5
ESRS E1-8	157	3.2.3.4.5	ESRS G1-6	187	3.4.6
ESRS E1-9	157	3.2.3.4.6			

3.1.4.3.2 Data points from other legislation

Disclosure requirement and related data point	The company complied (yes/no; paragraph)	SFDR reference	Reference pillar 3	Reference Benchmarks Regulation	Reference European Climate Law
ESRS 2 GOV-1 Gender diversity in governance bodies, para. 21(d)	yes 3.1.2.1	Indicator 13, Table 1, Annex I		Annex II to Commission Delegated Regulation (EU) 2020/1816;	
ESRS 2 GOV-1 Percentage of independent board members, paragraph 21(e)	yes 3.1.2.1			Annex II to Commission Delegated Regulation (EU) 2020/1816	
ESRS 2 GOV-4 Statement on due diligence, para. 30	yes 3.1.2.4	Indicator 10, Table 3, Annex I			
ESRS 2 SBM-1 Participation in fossil fuel activities, para. 40(d)(i)	yes 3.1.3.1.1	Indicator 4, Table 1, Annex I	Article 449a of Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453, Table 1: Qualitative information on environmental risk and Table 2: Qualitative information on social risk	Annex II to Commission Delegated Regulation (EU) 2020/1816	
ESRS 2 SBM-1 Participation in activities related to chemicals manufacturing, para. 40(d)(ii)	yes 3.1.3.1.1	Indicator 9, Table 2, Annex I		Annex II to Commission Delegated Regulation (EU) 2020/1816	
ESRS 2 SBM-1 Participation in activities related to controversial weapons, para. 40(d)(iii)	yes 3.1.3.1.1	Indicator 14, Table 1, Annex I		Article 12(1) of Delegated Regulation (EU) 2020/181829, Annex II to Delegated Regulation (EU) 2020/1816	
ESRS 2 SBM-1 Participation in activities related to tobacco cultivation and production, para. 40(d)(iv)	yes 3.1.3.1.1			Delegated Regulation (EU) 2020/1818, Article 12(1) of Delegated Regulation (EU) 2020/1816, Annex II.	
ESRS EI-1 Transition plan to achieve climate neutrality by 2050, paragraph 14	yes 3.2.3.2.1				Article 2(1) of Regulation (EU) 2021/1119
ESRS EI-1 Companies excluded from the Paris Agreement benchmarks, paragraph 16(g)	yes 3.2.3.2.1		Article 449a Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio – Climate change transition risk: Credit quality of exposures by sector, issues and residual maturity	Articles 12(1)(d) to (g) and 12(2) of Delegated Regulation (EU) 2020/1818	
ESRS EI-4 GHG emission reduction targets, paragraph 34	yes 3.2.3.4.1	Indicator 4, Table 2, Annex I	Article 449a Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, model 3: Banking portfolio – Climate change transition risk: alignment metrics	Article 6 of Delegated Regulation (EU) 2020/1818	

Disclosure requirement and related data point	The company complied (yes/no; paragraph)	SFDR reference	Reference pillar 3	Reference Benchmarks Regulation	Reference European Climate Law
ESRS E1-5 Consumption of energy from fossil fuels, broken down by energy source (only sectors with a high climate impact), para. 38	yes 3.2.3.4.2	Indicator 5, Table 1, and Indicator 5, Table 2, Annex I			
ESRS E1-5 Energy consumption and mix, para. 37	yes 3.2.3.4.2	Indicator 5, Table 1, Annex I			
ESRS E1-5 Energy intensity of activities in sectors with high climate impact, paragraphs 40 to 43	yes 3.2.3.4.2	Indicator 6, Table 1, Annex I			
ESRS E1-6 Scope 1, 2 or 3 gross GHG emissions and total GHG emissions, paragraph 44	yes 3.2.3.4.3	Indicators 1 and 2, Table 1, Annex I	Article 449a of Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio – Climate change transition risk: Credit quality of exposures by sector, issues and residual maturity	Articles 5(l), 6 and 8(l) of Delegated Regulation (EU) 2020/1818	
ESRS E1-6 Intensity of gross GHG emissions, paragraphs 53-55	yes 3.2.3.4.3	Indicator 3, Table 1, Annex I	Article 449a of Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, model 3: Banking portfolio – Climate change transition risk: alignment metrics	Article 8(l) of Delegated Regulation (EU) 2020/1818	
ESRS E1-7 GHG removals and carbon credits, paragraph 56	yes 3.2.3.4.4.				Article 2(l) of Regulation (EU) 2021/1119
ESRS E1-9 Benchmark portfolio exposure to climate-related physical risks, paragraph 66	yes 3.2.3.4.6			Annex II to Delegated Regulation (EU) 2020/1818, Annex II to Delegated Regulation (EU) 2020/1816	
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66(a) ESRS E1-9 Location of significant assets exposed to material physical risk, paragraph 66(c)	yes 3.2.3.4.6		Article 449a of Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, paragraphs 46 and 47, template 5: Bank portfolio – Physical risk related to climate change: exposure subject to physical risk.		
ESRS E1-9 Breakdown of the carrying value of the undertaking's real estate assets by energy-efficiency classes, paragraph 67(c)	yes 3.2.3.4.6		Article 449a of Regulation (EU) No 575/2013, Commission Implementing Regulation (EU) 2022/2453, paragraph 34, model 2: Banking portfolio – Climate change transition risk: Loans secured by real estate - Energy efficiency of collateral.		
ESRS E1-9 Degree of portfolio exposure to related opportunities, paragraph 69	yes 3.2.3.4.6		Annex II to Commission Delegated Regulation (EU) 2020/1818		

Disclosure requirement and related data point	The company complied (yes/no; paragraph)	SFDR reference	Reference pillar 3	Reference Benchmarks Regulation	Reference European Climate Law
ESRS E2-4 Quantity of each pollutant listed in Annex II of the European Pollutant Release and Transfer Register (E-PRTR) Regulation released to air, water and land, paragraph 28	No not material	Indicator 8, Table 1, Annex I; Indicator 2, Table 2, Annex I, Indicator 1, Table 2, Annex I; Indicator 3, Table 2, Annex I			
ESRS E3-1 Water and Marine Resources, paragraph 9	No not material	Indicator 7, Table 2, Annex I			
ESRS E3-1 Policy, paragraph 13	No not material	Indicator 8, Table 2, Annex I			
ESRS E3-1 Sustainable practices related to sustainable oceans and seas, paragraph 14	No not material	Indicator 12, Table 2, Annex I			
ESRS E3-4 Total percentage of water recycled and reused, paragraph 28(c)	No not material	Indicator 6.2, Table 2, Annex I			
ESRS E3-4 Total water consumption in m³ in relation to revenue generated by own operations, paragraph 29	No not material	Indicator 6.1, Table 2, Annex I			
ESRS 2 - IRO 1 - E4 paragraph 16(a)(i)	No not material	Indicator 7, Table 1, Annex I			
ESRS 2 - IRO 1 - E4, paragraph 16(b)	No not material	Indicator 10, Table 2, Annex I			
ESRS 2 - IRO 1 - E4, paragraph 16(c)	No not material	Indicator 14, Table 2, Annex I			
ESRS E4-2 Sustainable land/ agricultural practices or policies, paragraph 24(b)	No not material	Indicator 11, Table 2, Annex I			
ESRS E4-2 Sustainable oceans/seas practices or policies, para. 24(c)	No not material	Indicator 12, Table 2, Annex I			
ESRS E4-2 Policies to combat deforestation, paragraph 24(d)	No not material	Indicator 15, Table 2, Annex I			
ESRS E5-5 Non-recycled waste, paragraph 37(d)	unaddressed	Indicator 13, Table 2, Annex I			
ESRS E5-5 Hazardous waste and radioactive waste, paragraph 39	unaddressed	Indicator 9, Table 1, Annex I			
ESRS 2- SBM3 - S1 Risk of forced labor, paragraph 14(f)	yes 3.1.3.3.6	Indicator 13, Table 3, Annex I			
ESRS 2- SBM3 - S1 Risk of incidents of child labor, paragraph 14(g)	yes 3.1.3.3.6	Indicator 12, Table 3, Annex I			
ESRS S1-1 Human rights policy commitments, paragraph 20	yes 3.3.3.1.1	Indicator 9, Table 3, and Indicator 11, Table 1, Annex I			

Disclosure requirement and related data point	The company complied (yes/no; paragraph)	SFDR reference	Reference pillar 3	Reference Benchmarks Regulation	Reference European Climate Law
ESRS S1-1 Compliance with ILO Declaration on Fundamental Principles and Rights at Work 1 to 8, para. 21	yes 3.1.5.2			Annex II to Commission Delegated Regulation (EU) 2020/1816	
ESRS S1-1 Processes and measures for the prevention of trafficking in human beings, para. 22	yes 3.1.5.2	Indicator 11, Table 3, Annex I			
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	yes 3.3.3.1.1	Indicator 1, Table 3, Annex I			
ESRS S1-3 Grievance / complaints handling mechanism related to employee matters, paragraph 32(c)	yes 3.3.3.1.3	Indicator 5, Table 3, Annex I			
ESRS S1-14 Number of fatalities and number and rate of recordable work-related accidents, paragraph 88(b) and (c)	yes 3.3.3.2.11	Indicator 2, Table 3, Annex I		Annex II to Commission Delegated Regulation (EU) 2020/1816	
ESRS S1-14 Number of days lost to work-related injuries and fatalities from work-related accidents, work-related ill health and fatalities from ill health, paragraph 88(e)	yes 3.3.3.2.11	Indicator 3, Table 3, Annex I			
ESRS S1-16 Unadjusted gender pay gap, paragraph 97(a)	yes 3.3.2.13; 3.3.2.14	Indicator 12, Table 1, Annex I		Annex II to Delegated Regulation (EU) 2020/1816	
ESRS S1-16 Excessive remuneration ratio of the Chief Executive Officer, paragraph 97(b)	yes 3.3.2.13; 3.3.2.14	Indicator 8, Table 3, Annex I			
ESRS S1-17 Incidents of discrimination, paragraph 103(a)	yes 3.3.2.15	Indicator 7, Table 3, Annex I			
ESRS S1-17 Non-compliance with the UN Guiding Principles on Business and Human Rights or OECD Guidelines for Multinational Enterprises, paragraph 104(a)	yes 3.3.2.15	Indicator 10, Table 1, and Indicator 14, Table 3, Annex I		Annex II to Delegated Regulation (EU) 2020/1816, Article 12(1) of Delegated Regulation (EU) 2020/1818	
ESRS 2- SBM3 – S2 Significant risk of child labor or forced labor in the value chain, paragraph 11, point (b)	unaddressed	Indicators 12 and 13, Table 3, Annex I			
ESRS S2-1 Human rights policy commitments, paragraph 17	No not material	Indicator 9, Table 3, and Indicator 11, Table 1, Annex I			
ESRS S2-1 Policies related to value chain workers, paragraph 18	No not material	Indicators 11 and 4, Table 3, Annex I			
ESRS S2-1 Non-respect of the UN Guiding Principles on Business and Human Rights and OECD Guidelines for Multinational Enterprises, paragraph 19	No not material	Indicator 10, Table 1, Annex I		Annex II to Delegated Regulation (EU) 2020/1816, Article 12(1) of Delegated Regulation (EU) 2020/1818	
ESRS S2-1 Compliance with ILO Declaration on Fundamental Principles and Rights at Work 1 to 8, para. 19	No not material			Annex II to Delegated Regulation (EU) 2020/1816	

Disclosure requirement and related data point	The company complied (yes/no; paragraph)	SFDR reference	Reference pillar 3	Reference Benchmarks Regulation	Reference European Climate Law
ESRS S2-4 Human rights issues and incidents identified in upstream or downstream value chain, para. 36	No not material	Indicator 14, Table 3, Annex I			
ESRS S3-1 Human rights policy commitments, paragraph 16	unaddressed	Indicator 9, Table 3, Annex I, and Indicator 11, Table 1, Annex I			
ESRS S3-1 Non-compliance with the Guiding Principles on Business and Human Rights, ILO Principles and/or OECD Guidelines, para. 17	unaddressed	Indicator 10, Table 1, Annex I		Annex II to Delegated Regulation (EU) 2020/1816, Article 12(1) of Delegated Regulation (EU) 2020/1818	
ESRS S3-4 Human rights issues and incidents, para. 36	unaddressed	Indicator 14, Table 3, Annex I			
ESRS S4-1 Policies related to consumers and end-users, para. 16	unaddressed	Indicator 9, Table 3, and Indicator 11, Table 1, Annex I			
ESRS S4-1 Non-compliance with the UN Guiding Principles on Business and Human Rights and OECD Guidelines for Multinational Enterprises, paragraph 17	unaddressed	Indicator 10, Table 1, Annex I		Annex II to Delegated Regulation (EU) 2020/1816, Article 12(1) of Delegated Regulation (EU) 2020/1818	
ESRS S4-4 Human rights issues and incidents, para. 35	unaddressed	Indicator 14, Table 3, Annex I			
ESRS G1-1 United Nations Convention against Corruption, paragraph 10(b)	yes 3.1.5.2; 3.4.1.3	Indicator 15, Table 3, Annex I			
ESRS G1-1 Protection of whistleblowers, paragraph 10(d)	yes 3.4.1.4	Indicator 6, Table 3, Annex I			
ESRS G1-4 Number of convictions and amount of fines for violation of anti-corruption and anti-bribery laws, paragraph 24(a)	yes 3.4.4	Indicator 17, Table 3, Annex I		Annex II to Delegated Regulation (EU) 2020/1816	
ESRS G1-4 Actions taken to address breaches in procedures and standards of anti-corruption and anti-bribery, paragraph 24(b)	yes 3.4.4	Indicator 16, Table 3, Annex I			

3.1.4.3.3 Explanation concerning non-material ESRS topics

ESRS E2

During the double materiality analysis, one or more impacts, risks or opportunities were identified. However, during the IRO rating and prioritization exercise, this topic did not emerge as being material for Ekinops.

Note, among other things, that the financial materiality of this theme emerged as zero at the end of the IRO rating process.

ESRS E3

During the double materiality analysis, no impacts, risks or opportunities were identified for Ekinops.

ESRS E4

During the double materiality analysis, one or more impacts, risks or opportunities were identified. However, during the IRO rating and prioritization exercise, this topic did not emerge as being material for Ekinops.

Note that, as with ESRS E2, the financial materiality of this topic was rated zero at the end of the IRO rating process.

ESRS S2

During the double materiality analysis, one or more impacts, risks or opportunities were identified. However, during the IRO rating and prioritization exercise, this topic did not emerge as being material for Ekinops.

For this topic, both financial materiality and impact materiality emerged from the RIO rating process as being relatively low.

3.1.4.3.4 Explanation concerning material but unaddressed ESRS topics

For this first sustainability reporting exercise concerning the 2024 financial year, it was not possible to ensure reliable collection and reporting of all the ESRS data points that were identified as material following the double materiality analysis. Over the coming years, Ekinops will also prepare policies, action plans, targets and metrics for these ESRS categories.

Ekinops has chosen to focus on the most material ESRS for the 2024 financial year: ESRS 2, ESRS E1, ESRS S1, ESRS G1. The following paragraphs provide explanations of ESRS categories not addressed in this statement (E5, S3, S4).

ESRS E5

During the double materiality analysis, one or more impacts, risks or opportunities were identified.

Unfortunately, for this first financial year of sustainability reporting, it was not possible to make the collection and reporting of the corresponding data points reliable. The Group has therefore chosen not to report detailed information for the 2024 financial year.

Nevertheless, some general disclosures are provided in paragraph 3.2.5 where possible.

ESRS S3

During the double materiality analysis, one or more impacts, risks or opportunities were identified.

Unfortunately, for this first financial year of sustainability reporting, it was not possible to make the collection and reporting of the corresponding data points reliable. The Group has therefore chosen not to report detailed information for the 2024 financial year.

Nevertheless, some general disclosures are provided in paragraph 3.3.3 where possible.

ESRS S4

During the double materiality analysis, one or more impacts, risks or opportunities were identified.

Unfortunately, for this first financial year of sustainability reporting, it was not possible to make the collection and reporting of the corresponding data points reliable. The Group has therefore chosen not to report detailed information for the 2024 financial year.

Nevertheless, some general disclosures are provided in paragraph 3.3.4 where possible.

3.1.5 Group Sustainability Policy

3.1.5.1 General framework

Ekinops' stated mission is to:

***Provide open, reliable and innovative
network connectivity solutions.***

As part of its Sustainability Policy, Ekinops commits to activities with the desire to be a responsible company and to contribute to building a more responsible and sustainable global telecommunications industry.

This Sustainability Policy applies to the entire Ekinops Group. It complements and clarifies the Group's general policy on Quality, ESG and Information Security. The latter was published internally in January 2024 and is accessible to all employees on the Group's intranet.

The Ekinops Group is committed to adopting international practices and standards (i.e.: ISO 9001:2015, ISO 14001:2015 and ISO 27001:2013), as well as European directives and regulations concerning sustainability matters:

- Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No°537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting;
- Commission Delegated Regulation (EU) 2023/2772 of July 31, 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council with regard to sustainability reporting standards...

... that provide a framework and structure to fulfill our mission.

In drawing up this Sustainability Policy, Ekinops drew on its ESG maturity diagnosis, and the numerous exchanges with its stakeholders (customers, employees, suppliers, investors, financial institutions...) held over the course of 2024. These discussions focused mainly on the material impacts-risks-opportunities pertaining to the double materiality analysis, decarbonization, the circular economy, and the Group's attractiveness as an employer.

3.1.5.1.1 Value chain

This Sustainability Policy applies to the entire Ekinops Group value chain, as described in the diagram in section 3.1.3.1.3.

3.1.5.1.2 General goals

ENVIRONMENT	SOCIAL	GOVERNANCE
Address all of the Group's material impacts, risks and opportunities as defined by the double materiality analysis: ● limit negative impacts on the environment and stakeholders ● protect against the risks associated with climatic hazards and disasters ● create the right conditions to seize opportunities	Meet the expectations of our stakeholders (customers, employees, investors, financial institutions...)	Comply with all relevant laws, regulations, and contractual obligations related to sustainability and ESG criteria

By fostering the development of a sustainability culture both internally and externally, to mobilize our employees and stakeholders around sustainability matters.

3.1.5.1.3 Integration of double materiality

In 2024, the Group updated its analysis of material risks and sustainability topics to align with the CSRD requirements. The scope considered for this analysis is that of the entire value chain, as presented in section 3.1.3.1.3, from the extraction of minerals for the manufacture of electronic components to the end of life of products after they are withdrawn from commercial service by the Group's customers. The following departments played a major role in this analysis: Executive Management, Financial, Research & Development, Production, HR, Quality, Purchasing, Communications, the Products & Marketing teams, as well as employee representatives. All Group employees and associates were also consulted.

The Group thus incorporated the principle of double materiality: impact materiality and financial materiality; and updated its mapping of impacts, risks and opportunities (IRO) in accordance with this principle. Following this assessment, 14 material IROs were identified: seven impacts, four risks, and three opportunities.

The Ekinops group considers that economic, environmental, social and governance matters are material if they have or could have a material impact on the Group's strategy and results as well as on its ability to create and retain value in the short, medium or long terms. The CSRD sub-topics highlighted by the analysis are presented in the double materiality matrix in paragraph 3.1.4.2.6 of this document. The list of material impacts, risks and opportunities from the double materiality perspective is presented in paragraph 3.1.3.3.

3.1.5.2 Joining the United Nations Global Compact

In 2015, the United Nations General Assembly adopted the 2030 Agenda for Sustainable Development, along with the 17 Sustainable Development Goals (SDGs). They offer a common model for promoting peace and prosperity while protecting the planet, now and in the future.

Since 2022, Ekinops has been a signatory of the United Nations Global Compact (UNGC), the largest global initiative dedicated to corporate sustainable development.

UNGC membership demonstrates the Ekinops Group's determination to integrate the ten (10) UNGC principles into its strategy, culture and day-to-day operations, and to apply them throughout its value chain. By joining the UNGC, Ekinops undertakes to publish an annual Communication on Progress (COP), describing the Group's efforts to integrate these ten (10) principles.

3.1.5.2.1 The 10 Principles of the UN Global Compact

Human rights	Labor standards	Environment	Fight against corruption
Principle 1: businesses should support and respect the protection of internationally proclaimed human rights within their scope of influence. Principle 2: make sure that they are not complicit in human rights abuses.	Principle 3: businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining; Principle 4: the elimination of all forms of forced and compulsory labor; Principle 5: the effective abolition of child labor. Principle 6: the elimination of discrimination in respect of employment and occupation.	Principle 7: businesses should support a precautionary approach to environmental challenges. Principle 8: undertake initiatives to promote greater environmental responsibility. Principle 9: encourage the development and diffusion of environmentally friendly technologies.	Principle 10: businesses should work against corruption in all its forms, including extortion and bribery.

3.1.5.2.2 Taking account of the SDGs

The ESG maturity diagnostic carried out in early 2024 by an independent third-party organization shows a significant level of commitment to 11 of the UN's 17 Sustainable Development Goals (SDGs).

This diagnosis is in line with that observed in other companies in the telecommunications and information technology sectors. These 11 SDGs best reflect our ability to integrate sustainability matters into our business.



3.1.5.3 Priorities and targets

The Ekinops Sustainability Policy sets out the Group's ESG priorities and targets. Based on its ESG diagnosis and the double materiality analysis, Ekinops defined seven priorities and 14 targets, in relation to the 11

SDGs mentioned in paragraph 1.5.2.2. These priorities and targets are detailed under each ESRS topic of this document (see paragraph 1.5.5 below).

3.1.5.4 Policy governance and oversight

This policy has been signed by three (3) members of the Ekinops Executive Committee:

- Didier Brédy, Chairman and Chief Executive Officer;
- Dmitri Pigoulevski, Chief Financial Officer;
- Philippe Moulin, Chief Operating Officer

The governance and oversight principles for this policy are presented in paragraph 3.1.2 of this document.

The policy is published online on the Ekinops website and is freely accessible.

3.1.5.5 Environmental, Social and Governance components

This paragraph 3.1.5 presents the general aspects of Ekinops' Sustainability Policy. The specific environmental, social and business conduct components, including the main policy priorities and targets in these three areas, are presented in the sections dedicated to the ESRS topics in this document:

- Paragraph 3.2.2 "Environmental Policy"
- Paragraph 3.4.1 "Business Conduct Policy"
- Paragraph 3.3.1 "Social Policy"

This year, the Group also adopted a new Diversity, Equity and Inclusion (DEI) Policy, which complements the Social component of the Group's Sustainability Policy and is presented at:

- Paragraph 3.3.2 "Diversity, Equity and Inclusion Policy"

3.1.5.6 Assessment of Ekinops' ESG performance

During the year, the Group's ESG performance was assessed by several analysts, specialized organizations and platforms. In addition, Ekinops completed its first Climate questionnaire for the CDP (Carbon Disclosure Project).



3.2 ENVIRONMENTAL INFORMATION

3.2.1 Taxonomy

3.2.1.1 Context

As a Group required to disclose non-financial information in accordance with Article 19a or Article 29a of Directive 2013/34/EU, Ekinops falls within the scope of Article 8 of the European Taxonomy Regulation⁽¹⁾.

For the first time, in respect of the 2024 financial year, Ekinops is required to disclose information on how and to what extent the Group's activities are associated with economic activities that can be considered environmentally sustainable, and in particular which of its activities can be considered "eligible" and/or "aligned" with the taxonomy.

An economic activity is "eligible" for taxonomy if it is included and described in the restricted list in the Delegated Regulation on European Taxonomy⁽²⁾, whether or not this economic activity meets some or all of the "environmental" criteria set out in these delegated acts;

An economic activity is "aligned" with the taxonomy if it is classified as environmentally sustainable in the

Delegated regulation on European taxonomy: that it makes a substantial contribution to one or more environmental objectives, by complying with "technical review criteria". At the same time, this economic activity must do no significant harm to one or more of these objectives.

The environmental objectives set out in Article 9 of the EU Taxonomy Regulation are:

- climate change mitigation (CCM);
- climate change adaptation (CCA);
- sustainable use and protection of water and marine resources (WTR);
- the transition to a circular economy (CE);
- pollution prevention and control (PPC);
- protection and restoration of biodiversity and ecosystems (BIO).

In addition, these economic activities must be carried out in compliance with minimum social safeguards.

3.2.1.2 Application to Ekinops

For fiscal 2024, we examined all the economic sectors and eligible activities listed in the Delegated Taxonomy Regulation, based on our business as a solutions provider for telecom operators, for each key performance indicator (KPI).

3.2.1.2.1 Eligibility for the "Revenue" KPI

Regarding the Revenue KPI, we identified three (3) activities corresponding to Ekinops' economic activities. These activities are all linked to the environmental objective of "transition to a circular economy (CE)". Our identified eligible activities are:

For the transition to a circular economy objective (CE):

- Electrical and electronic equipment manufacturing (activity 1.2);
- Sales of spare parts (activity 5.2);
- Repair, refurbishment and remanufacturing (activity 5.1).

For the remaining five environmental objectives, (i) climate change mitigation (CCM); (ii) climate change adaptation (CCA); (iii) sustainable use and protection of water and marine resources (WTR); (iv) pollution prevention and control (PPC); (v) protection and

restoration of biodiversity and ecosystems (BIO), none of the activities mentioned in the Annex to the Delegated Regulation are applicable to Ekinops. We exclude economic activity linked to the Compose range's services and software business.

3.2.1.2.2 Eligibility for the "CapEx" KPI

For the CapEx KPI, we identified one (1) activity corresponding to Ekinops' capital expenditure. This activity is linked to two (2) environmental objectives.

For the climate change mitigation objective (CCM):

- Transport by motorbikes, passenger cars and light commercial vehicles (activity 6.5).

For climate change adaptation (CCA);

- Transport by motorbikes, passenger cars and light commercial vehicles (activity 6.5).

3.2.1.2.3 Eligibility for the "OpEx" KPI

For the OpEx KPI, we identified one (1) activity corresponding to Ekinops' operating expenses. This activity is linked to the environmental objective "climate change adaptation (CCA)".

(1) European Taxonomy Regulation: Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020 on the establishment of a framework to promote sustainable investment, and amending Regulation (EU) 2019-2088, and FAQs of June 2023.

(2) Delegated regulation on European taxonomy: Delegated Regulations (EU) 2021/2139, (EU) 2021/2178, (EU) 2023/2485, (EU) 2023/2486 supplementing Regulation (EU) 2020/852 with technical examination criteria to determine under which conditions an economic activity can be considered to contribute substantially to the environmental objectives described in Article 9 of Regulation (EU) 2020/852.

For the climate change adaptation objective (CCA);

- Advisory services enabling physical climate risk management and adaptation (activity 9.3)

3.2.1.2.4 Summary: eligibility and alignment

The following tables summarize, for the six (6) environmental objectives defined in the European Taxonomy Regulation, Ekinops' taxonomy-eligible and taxonomy-aligned business activities.

Taxonomy-eligible and aligned activities (KPI Revenues)

Taxonomy-eligible activities	Taxonomy-aligned activities
Climate change mitigation (CCM)	
None	None
Climate change adaptation (CCA)	
None	None
Sustainable use and protection of water and marine resources (WTR)	
None	None
The transition to a circular economy (CE)	
Electrical and electronic equipment manufacturing (1.2)	
For the purposes of reporting on taxonomy-eligible activities, we take into account economic activity linked to new finished products in the Access and Optical Transport ranges. These products are manufactured either (i) at our own production site in Belgium (Leuven); or (ii) by EMS partners whose production sites are based in France or Europe. We exclude economic activity linked to the Compose range's services and software business.	Given that our products were not developed according to the Technical Review Criteria (TRC) linked to the substantial contribution analysis (EU Ecolabel criteria in accordance with Regulation (EC) No 66/2010 of the European Parliament and of the Council), and that at this stage we are not in a position to carry out the TRC analysis of DNSH and minimum safeguards, for the 2024 financial year, this activity is therefore declared "non-aligned" .
Sales of spare parts (activity 5.2)	
For the purposes of reporting on taxonomy-eligible activities, we take into account economic activity linked to spare parts sales in the Access and Optical Transport ranges.	In view of FAQ13 of the Commission Communication (C/2023/305), Ekinops has decided to declare its revenue for the "sales of spare parts" activity as non-aligned with the taxonomy . Revenue from this activity represents less than 5% of the Group's revenues and is therefore not material.
Repair, refurbishment and remanufacturing (activity 5.1)	
For the purposes of reporting on taxonomy-eligible activities, we take into account the economic activity related to repair, refurbishment and remanufacturing of products in the Access and Optical Transport ranges.	In view of FAQ13 of the Commission Communication (C/2023/305), Ekinops has decided to declare its revenue for the repair, refurbishment and remanufacturing activity as non-aligned with the taxonomy . Revenue from this activity represents less than 1% of the Group's revenues and is therefore not material.
Pollution prevention and control (PPC)	
None	None
Protection and restoration of biodiversity and ecosystems (BIO)	
None	None

Taxonomy-eligible and aligned activities (CapEx KPIs)

Taxonomy-eligible activities	Taxonomy-aligned activities
Climate change mitigation (CCM)	
Transport by motorbikes, passenger cars and light commercial vehicles (activity 6.5).	
For the purposes of reporting on activities eligible for the taxonomy, we take into account expenses related to the long-term leasing of the Group's company cars. This concerns Ekinops entities in France, Belgium, and Germany.	In view of FAQ13 of the Commission Communication (C/2023/305), Ekinops has decided to declare its CapEx for the "sales of spare parts" activity as not being non-aligned with the taxonomy .
Climate change adaptation (CCA)	
Transport by motorbikes, passenger cars and light commercial vehicles (activity 6.5)	
For the purposes of reporting on taxonomy-eligible activities, we take into account expenses related to the long-term leasing of the Group's company cars. This concerns Ekinops entities in France, Belgium and Germany.	In view of FAQ13 of the Commission Communication (C/2023/305), Ekinops has decided to declare its CapEx for the "sales of spare parts" activity as not being non-aligned with the taxonomy .
Sustainable use and protection of water and marine resources (WTR)	
None	None
The transition to a circular economy (CE)	
None	None
Pollution prevention and control (PPC)	
None	None
Protection and restoration of biodiversity and ecosystems (BIO)	
None	None

Taxonomy-eligible and aligned activities (OpEx KPIs)

Taxonomy-eligible activities	Taxonomy-aligned activities
Climate change mitigation (CCM)	
None	None
Climate change adaptation (CCA)	
Advisory services enabling physical climate risk management and adaptation (activity 9.3)	
For the purposes of reporting on taxonomy-eligible activities, we take into account external advisory expenses related to our greenhouse gas emissions.	Given that total operating expenses as defined by the Taxonomy Regulation (€4,166k) are not significant for the company's business model and represent only approximately 7% of total OpEx (€58k), Ekinops has decided to use the exemption provided for in Article 1.1.3.2 of Annex 1 to Delegated Regulation 2021/2178.
Sustainable use and protection of water and marine resources (WTR)	
None	None
The transition to a circular economy (CE)	
None	None
Pollution prevention and control (PPC)	
None	None
Protection and restoration of biodiversity and ecosystems (BIO)	
None	None

3.2.1.2.5 "Revenue" indicator

Year N	Year			Substantial contribution criteria						Do no significant harm criteria ("DNSH criteria")						Minimum safeguards (17)	Share of revenue aligned with taxonomy (A.1.) or eligible for taxonomy (A.2.), year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	Revenue (3)	Share of revenue, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	The circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)				
		EUR	%	YES; NO; N/ EL ⁽²⁾ (3)	YES; NO; N/ EL ⁽²⁾ (3)	YES; NO; N/ EL ⁽²⁾ (3)	YES; NO; N/ EL ⁽²⁾ (3)	YES; NO; N/ EL ⁽²⁾ (3)	YES; NO; N/ EL ⁽²⁾ (3)	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
None			%															%	
Revenue from environmentally sustainable activities (aligned with the taxonomy) (A.1)			%	%	%	%	%	%	%									%	
Of which enabling			%	%	%	%	%	%	%									%	
Of which transitional			%	%	%	%	%	%	%									%	
A.2. Taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) (1)																			
				EL; N/ EL ⁽⁶⁾	EL; N/ EL ⁽⁶⁾	EL; N/ EL ⁽⁶⁾	EL; N/ EL ⁽⁶⁾	EL; N/ EL ⁽⁶⁾	EL; N/ EL ⁽⁶⁾										
Electrical and electronic equipment manufacturing	1.2 EC	91,973,000	78.2%	N/EL	N/EL	N/EL	N/EL	EL	N/EL	YES	YES	YES	YES	NO	YES	YES	0%		
Repair, refurbishment and remanufacturing	5.1 EC	383,000	0.3%	N/EL	N/EL	N/EL	N/EL	EL	N/EL	YES	YES	YES	YES	NO	NO	YES	0%		
Sales of spare parts	5.2 EC	4,780,000	4.1%	N/EL	N/EL	N/EL	N/EL	EL	N/EL	YES	YES	YES	YES	NO	NO	YES	0%		
Revenue from taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) (A.2)		97,136,000	82.6%	%	%	%	%	%	%								0%		
A. Revenue from taxonomy-eligible activities (A.1 + A.2)		97,136,000	82.6%	%	%	%	%	%	%								0%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
Revenue from taxonomy non-eligible activities		20,533,000	17.4%																
TOTAL		117,669,000	100%																

"Revenue" multi-objective table

	Share of revenue/total revenue	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CMM	-	-
CCA	-	-
WTR	-	-
CE	0%	82.6%
PPC	-	-
BIO	-	-

3.2.1.2.6 "CapEx" indicator

Year N	Year			Substantial contribution criteria						Do no significant harm criteria ("DNSH criteria")						Minimum safeguards (17)	Share of taxonomy-aligned (A.1) or taxonomy-eligible CapEx (A.2), year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	CapEx (3)	Share of CapEx, Year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	The circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)				
	EUR	%		YES; NO; N/EL (2) (3)	YES; NO; N/EL (2) (3)	YES; NO; N/EL (2) (3)	YES; NO; N/EL (2) (3)	YES; NO; N/EL (2) (3)	YES; NO; N/EL (2) (3)	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
None			%																%
CapEx of environmentally sustainable activities (taxonomy-aligned) (A.1)			%	%	%	%	%	%	%										%
Of which enabling			%	%	%	%	%	%	%										%
Of which transitional			%	%	%	%	%	%	%										%
A.2. Taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) (18)																			
				EL; N/EL (6)	EL; N/EL (6)	EL; N/EL (6)	EL; N/EL (6)	EL; N/EL (6)	EL; N/EL (6)										
Transport by motorbikes, passenger cars and light commercial vehicles	6.5 CCM 6.5 CCA	418,000	4.3%	EL	EL	N/EL	N/EL	N/EL	N/EL	NO	YES	NO	YES	YES	NO	YES	4.3%		T
CapEx of taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) (A.2)		418,000	4.3%	%	%	%	%	%	%								4.3%		
A. Capex of taxonomy-eligible activities (A.1 + A.2)		418,000	4.3%	%	%	%	%	%	%								4.3%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
CapEx of taxonomy non-eligible activities		9,382,000	95.7%																
TOTAL		9,800,000	100%																

"CapEx" multi-objective table

	Share of CapEx/Total CapEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CMM	0%	4.3%
CCA	0%	4.3%
WTR	-	-
CE	-	-
PPC	-	-
BIO	-	-

3.2.1.2.7 OpEx indicator

Year N	Year			Substantial contribution criteria						Do no significant harm criteria ("DNSH criteria")						Minimum safeguards (17)	Share of taxonomy-aligned (A.1.) or taxonomy-eligible OpEx (A.2.), year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	OpEx (3)	Share of OpEx, Year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	The circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)				
		EUR	%	YES; NO; N/EL ⁽²⁾ (5)	YES; NO; N/EL ⁽²⁾ (6)	YES; NO; N/EL ⁽²⁾ (7)	YES; NO; N/EL ⁽²⁾ (8)	YES; NO; N/EL ⁽²⁾ (9)	YES; NO; N/EL ⁽²⁾ (10)	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
None			%														%		
OpEx of environmentally sustainable activities (taxonomy-aligned) (A.1)			%	%	%	%	%	%	%								%		
Of which enabling			%	%	%	%	%	%	%								%		
Of which transitional			%	%	%	%	%	%	%								%		
A.2. Taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) ⁽²²⁾																			
				EL; N/EL ⁽⁶⁾	EL; N/EL ⁽⁶⁾	EL; N/EL ⁽⁶⁾	EL; N/EL ⁽⁶⁾	EL; N/EL ⁽⁶⁾	EL; N/EL ⁽⁶⁾								%	E	
		0	0%	N/EL	EL	N/EL	N/EL	N/EL	N/EL	YES	NO	NO	NO	NO	NO		%		
OpEx of taxonomy-eligible activities but not environmentally sustainable (non-aligned with the taxonomy) (A.2)		0	0%	%	%	%	%	%	%								%		
A. OpEx of taxonomy-eligible activities(A.1 + A.2)		0	0%	%	%	%	%	%	%										
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
OpEx of taxonomy non-eligible activities		0	0%																
TOTAL		4,166,000	100%																

The OpEx items taken into account are the following:

- property rentals and lease expenses;
- equipment rentals and lease expenses;
- IFRS 16 lease restatement;
- maintenance and repairs;
- maintenance.

"OpEx" multi-objective table

	Share of OpEx/Total OpEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CMM	-	-
CCA	-	-
WTR	-	-
CE	-	-
PPC	-	-
BIO	-	-

3.2.1.2.8 Nuclear energy and fossil gas activities

Nuclear energy activities	
The company carries out, finances or is exposed to research, development, demonstration and deployment of innovative installations for generating electricity from nuclear processes with minimal fuel cycle waste.	NO
The company carries out, finances or is exposed to the construction and safe operation of new nuclear power plants for the production of electricity or process heat, in particular for district heating purposes, or for industrial processes such as hydrogen production, including their safety upgrades, using the best available technologies.	NO
The company carries out, finances or is exposed to the safe operation of new existing nuclear facilities for the production of electricity or process heat, in particular for district heating purposes, or for industrial processes such as hydrogen production, using nuclear energy, including their safety upgrades.	NO
Fossil gas activities	
The company carries out, finances or is exposed to the construction or operation of facilities for the production of electricity from gaseous fossil fuels.	NO
The company carries out, finances or is exposed to the construction, refurbishment and operation of facilities for the combined production of heat/cold and electricity from gaseous fossil fuels.	NO
The company carries out, finances or is exposed to the construction, refurbishment or operation of heat generation facilities that produce heat/cooling from gaseous fossil fuels.	NO

3.2.2 Environmental Policy

As set out in paragraph 3.1.5.5, this paragraph 3.2.2 presents the Environmental component of the Ekinops Group's Sustainability Policy, the general aspects of which are presented in paragraph 3.1.5 of this document.

3.2.2.1 General approach

We encourage change in our activities by controlling our energy consumption, reducing the power consumption of our products, conserving natural resources, applying responsible ecological design, recycling or recovering our waste, preventing pollution, minimizing our greenhouse gas (GHG) emissions, training and raising the awareness of our employees to respect the environment, and thereby seeking to reduce our carbon footprint.

We support our customers in meeting their own challenges. We work with all our stakeholders

(partners, suppliers, financial institutions...) to progress together towards the objectives of the "Paris Agreement" of December 12, 2015 at the COP21, aiming to limit the temperature increase in 2100 below +2°C, and preferably below +1.5°C.

In line with the Group's double materiality analysis (paragraph 3.1.4), the environmental component of Ekinops' Sustainability Policy focuses primarily on the following sustainability matters:

- climate change (ESRS E1);
- resource use and circular economy (ESRS E5).

3.2.2.2 Climate change

In recent years, experts at IPCC (Intergovernmental Panel on Climate Change) have regularly stressed the need to limit warming to +1.5°C by 2100. However, in its report published on March 20, 2023, the IPCC estimates that global warming will already reach +1.5°C by the early 2030s. Limiting this warming to +1.5°C and +2°C will only be possible by accelerating and deepening the reduction in greenhouse gas emissions (GHGs) as of now.

In light of this IPCC observation, and on the recommendation of its external advisors on climate change topics, the Ekinops group has therefore established a GHG emissions reduction trajectory for 2024 that is compatible with the scenario of limiting temperature increase to +2°C.

This trajectory, established according to the Science Based Target initiative (SBTi) methodology, targets a 33% reduction in absolute CO₂eq emissions by 2030 (compared to 2023) across scopes 1, 2, and 3 of the Greenhouse Gas (GHG) Protocol.

This proactive and sincere commitment by the Group is in line with the current reality resulting from past global efforts. This trajectory will be submitted to the SBTi for validation in 2025. A transition plan for climate change mitigation will be put in place by the end of 2025, in accordance with the ACT Step-by-Step methodology (Assessing Low Carbon Transition), developed by ADEME (agency for ecological transition) and CDP (Carbon Disclosure Project).

To reach and communicate on its climate change targets, the Group relies on:

- the trajectory for reducing GHG emissions by 2030;
- the introduction, before the end of 2026, of a climate change mitigation transition plan enabling the Group to be aligned with this 2030 trajectory, and its implementation as soon as possible to enable the Group to achieve its decarbonization targets;
- its CSR assessment program for the top 60 suppliers, launched in 2024;
- the future implementation of an Energy Management System in accordance with the ISO 50001 standard;
- lessons learned from the GHG emissions reports prepared annually since 2021;
- the gradual roll-out of renewable electricity supply contracts for all of its European sites;
- a continuous process of eco-design efforts aimed at reducing the energy consumption of its new-generation products;
- continued annual publication of a GHG emissions report;
- public disclosure of key environmental protection policies, objectives, action plans, targets and results (Sustainability statement, website, UNGC CoP, CDP).

3.2.2.3 Resource use and circular economy

Ekinops' circular economy policy aims to minimize the environmental impact of its products and the processes associated with their manufacture, in all phases of their life cycle:

- prioritizing the use of recycled and recyclable materials for its products and packaging, whenever possible;
- complying with end-of-life and waste management standards and legislation;
- by having its equipment manufactured in ISO 14001 certified production sites;
- applying eco-design principles to its next-generation products;
- improving the reparability and reuse of its products;

The Group pays particular attention to extending the lifespan of products in the Access range:

- extending the vulnerability correction period;
- extending the support period for software versions;

- supplying spare parts to customers who recondition products themselves;
- reconditioning by Ekinops at the Group's plant in Leuven (Belgium) on request by customers.

To achieve and communicate its targets related to the circular economy, the Group relies on:

- application of the provisions of the WEEE Directive (Directive 2012/19/EU on waste electrical and electronic equipment).
- collaboration with suppliers on the use of recycled and recyclable materials;
- internal processes already in place for the treatment of production waste;
- a process of continuous efforts in terms of eco-design aimed at optimizing product reparability;
- available capacity of the Group's plant in Leuven (Belgium) for product reconditioning.

3.2.2.4 Priorities and targets

ENVIRONMENT				
PRIORITIES		TARGETS		SDG
A	Contribute to climate change mitigation by reducing our greenhouse gas emissions (GHGs)	1	Have the GHG reduction trajectory by 2030 approved by the SBTi (Science Based Target initiative) by end-2025 at the latest	
		2	Define a transition plan for climate change mitigation and adaptation by end-2026 at the latest	
		3	100% renewable electricity at all of the Group's sites located in the European Union by end-2026 at the latest	
		4	Obtain ISO 50001 certification for the same scope as ISO 9001 by end-2030 at the latest	
B	Reduce the end-of-life impact of our products by improving their recyclability and reparability	5	Extend the "hardware" reparability period of OneAccess products (excluding products manufactured by third parties) after their end of sale date, from three years in 2024 to five years by the end of 2030	
C	Innovate for the transition to a low-carbon economy, helping our customers achieve their environmental targets	6	Reduce the average annual electricity consumption of new products sold during the year	

3.2.2.5 Impact of production operations

The Group relies on EMS (Electronics Manufacturing Services) partners for the entire production of Optical Transport equipment, and a large part of Access equipment production:

- Asteelflash, with whom Ekinops has been working since 2016, is the No. 20 EMS worldwide and No. 2 EMS in Europe with five production sites in France;
- Novatech, with whom Ekinops has worked since its inception in 2003, is one of the leading EMS in France. It has three production sites: Pont-de-Buis (Finistère), Lannion and Ploumilliau (Côtes-d'Armor).
- Videoton Automotive Electronics Ltd.(VTAE), a partner of the Group since the end of 2011, is part of the largest Hungarian industrial group called Videoton.

Ekinops also produces some of the Access range equipment at its own manufacturing facility in Leuven (Belgium).

All of the production sites (own and external) for products sold by the Ekinops group are ISO 9001 and ISO 14001 certified, guaranteeing a responsible approach by Group entities and subcontractors involved in manufacturing the electronic cards and optical modules and their assembly. For its business processes, Videoton is also ISO 50001 and IATF16949 certified.

Production and assembly operations of optical and electronic components have a low environmental impact (no on-site pollution, strict compliance with European standards).

3.2.2.6 Impact of supplies

The life cycle analysis carried out in 2023 on a representative product enabled the identification of the impact of Ekinops' products at each stage of the value chain, and notably, all the operations upstream of production of the electronic cards, up to now less well-known.

This LCA showed that the "single score" of the products concerned (calculated according to the European Commission's "single score-EF" recommendations) was better than that of the

ADEME models used in the 2021 and 2022 Bilan Carbone® assessments.

However, the life cycle analysis also revealed a significant environmental impact from the components and raw materials of which they are made, even in very small quantities: (for example, gold in naked printed circuits, silicon components) either owing to the conditions of extraction of these constituents or their end-of-life impact, notably in the event of incineration.

3.2.3 Climate change (ESRS E1)

3.2.3.1 Governance (E1. GOV-3)

Information on the integration of sustainability performances into incentive schemes is presented in section 3.1.2.3 of this document.

3.2.3.2 Strategy

3.2.3.2.1 Climate change mitigation transition plan (E1-I)

Introduction

The solutions offered by Ekinops to its customers are based on electronic equipment and software. The comprehensive carbon assessments carried out each year since 2021 show that the main environmental impact of these solutions stems from carbon emissions related to electricity consumed by the equipment sold during their usage (scope 3 downstream).

The process for defining a transition plan for climate change mitigation in line with the ACT Step-by-Step (Assessing Low Carbon Transition) developed by ADEME (French Agency for the Ecological Transition) and CDP (Carbon Disclosure Project) will be initiated in 2025, with a view to completion in 2026.

In paragraph 3.2.3.2.1, Ekinops presents the various elements (past achievements, action plan, etc.) that will serve as the basis for this transition plan.

General presentation

In recent years, experts at IPCC (Intergovernmental Panel on Climate Change) have regularly stressed the need to limit global warming to +1.5°C by 2100. However, in its report published on March 20, 2023, the IPCC estimates that global warming will already reach +1.5°C by the early 2030s. Limiting this warming to +1.5°C and +2°C will only be possible by accelerating and deepening the reduction in greenhouse gas emissions (GHGs) as of now.

In light of this IPCC observation, and on the recommendation of its external advisors on climate change topics, the Ekinops group has therefore established a GHG emissions reduction trajectory for 2024 that is compatible with the scenario of limiting temperature increase to +2°C.

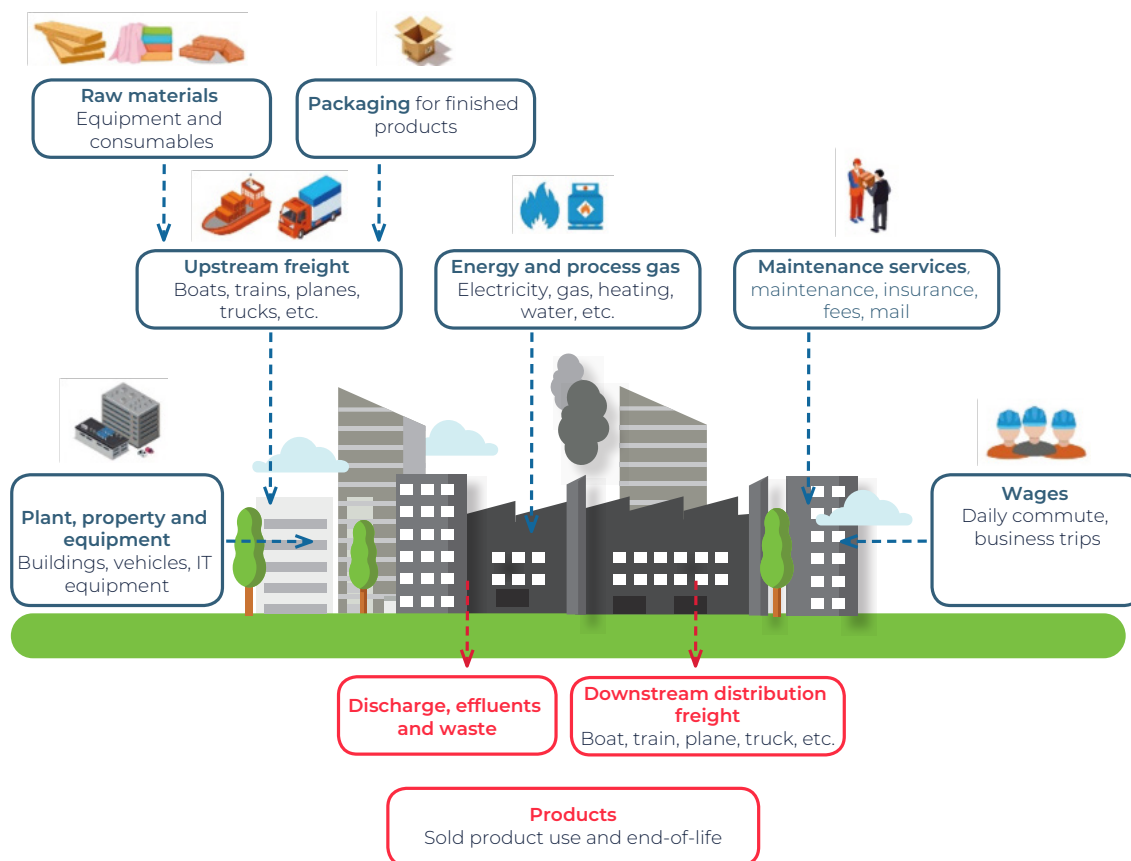
This trajectory, established according to the Science Based Target initiative (SBTi) methodology, targets a 33% reduction in absolute CO₂eq emissions by 2030 (compared to 2023) across scopes 1, 2, and 3 of the Greenhouse Gas (GHG) Protocol.

This proactive and sincere commitment by the Group is in line with the current reality resulting from past global efforts. This trajectory will be submitted to the SBTi for validation in 2025.

To reach and communicate on its climate change targets, the Group relies on:

- the trajectory for reducing GHG emissions by 2030;
- the introduction, before the end of 2026, of a climate change mitigation transition plan enabling the Group to be aligned with this 2030 trajectory, and its implementation as soon as possible to enable the Group to achieve its decarbonization targets;
- its CSR assessment program for the top 60 suppliers, launched in 2024;
- the future implementation of an Energy Management System in accordance with the ISO 50001 standard;
- lessons learned from the GHG emissions reports prepared annually since 2021;
- the gradual roll-out of renewable electricity supply contracts for all of its European sites;
- a continuous process of eco-design efforts aimed at reducing the energy consumption of its new-generation products;
- continued annual publication of a GHG emissions report;
- public disclosure of key environmental protection policies, objectives, action plans, targets and results (Sustainability statement, website, UNGC CoP, CDP).

Scope of assessment of the CO₂ footprint of the Ekinops Group



Decarbonization levers and action plan

Decarbonization levers

Lever No. 1: GHG emissions linked to the use of our products (scope 3 downstream) are by far the Group's largest source of emissions (approx. 75% of the total). Ekinops is therefore focusing its R&D efforts on limiting the energy consumption of its new products.

Lever No. 2: the Leuven site (Belgium) currently uses gas for heating buildings (scope 1). Ekinops does not own the buildings occupied and is therefore not the decision-maker for the choice of energy source used. Nevertheless, Belgian regulations will ban the use of gas by 2035. Ekinops will liaise with the building owner to have the necessary work carried out to replace the energy source as quickly as possible, before 2035.

Lever No. 3: use as much renewable electricity as possible on its sites (scope 2).

Lever No. 4: reduce the carbon intensity of energy mixes in the countries where Ekinops sells its products (scope 3 downstream).

Lever No. 5: decarbonization of transport upstream and downstream of the value chain (scope 3).

Lever No. 6: increase the share of software solutions and services sales in total revenue.

2024 and past achievements

For many years, the Ekinops group has been committed to continuous improvement in order to limit the environmental impact of its activities, products and services, and in particular to help mitigate climate change:

- eco-design principles are applied by R&D and Product Line teams to optimize product energy consumption. The Group plans to apply for official eco-design certification within the next three years;
- since 2021, the Group has carried out an annual assessment of its GHG emissions. The scope covers all of the Group's activities and extends to all three "scopes"⁽¹⁾;
- a life cycle assessment (LCA) was carried out in 2023 on a product representative of sales in the Access range;

(1) The Greenhouse Gas Protocol (GHG Protocol) subdivides an entity's greenhouse gas emissions into three scopes: scope 1 for the entity's direct GHG emissions, scope 2 for indirect emissions related to the energy consumed by the entity (electricity consumption whose production emits GHGs for example) and scope 3 for all indirect emissions incurred by the entity at its suppliers (upstream), partners and customers (downstream).

- In the same year, a Carbon Calculator tool was developed with our external partner. This tool provides our customers with the carbon footprint of the LCA product throughout its life cycle, and in the country of use.

During 2024, the Group's climate change mitigation action plan focused on the following:

- completion of an annual review of its GHG emissions;
- implementation of a low-carbon trajectory for the entire Ekinops group;
- a double materiality analysis to identify material impacts, risks and opportunities for the Group;
- improvements to the Carbon Calculator, to extend its capabilities to the entire current range of Accès products, as well as to a large proportion of products discontinued in recent years;
- Finally, Ekinops has adopted a new Sustainability Policy, the Environmental component of which contains a section specifically addressing climate change (see paragraph 3.2.2.2 of this document).

Short- and medium-term action plan

In line with past actions, Ekinops has planned the following actions for 2025:

- an assessment of its GHG emissions (scopes 1, 2 and 3);
- validation of its low-carbon trajectory by the SBTi;
- definition and gradual implementation of a transition plan according to the "ACT Step by Step" methodology. Work on defining this transition plan is scheduled to start in the second quarter of 2025 and will last until the second half of 2026.

In addition, to consolidate the Group's efforts to control energy consumption, Ekinops plans to switch to 100% renewable electricity for its sites in the European Union by the end of 2026, and is targeting ISO 50001 certification for its main sites by the end of 2030.

Budget & funding

An OpEx budget of over €50k is planned for 2025 to carry out the three actions mentioned above. In addition, a grant application was submitted to ADEME at the end of 2024, to help finance the definition of the ACT Step by Step Transition Plan by €15k. For the 2024 financial year, there is no taxonomy-aligned CapEx budget (see CapEx KPI table, page 137).

Potential locked-in GHG emissions

As explained in section 3.2.3.2.1 (Lever 1), the main cause of future GHG emissions is the use of products sold by Ekinops over coming years.

Ekinops responsibility as a producer is naturally shared with its suppliers, notably for electronic chips and its customer operators which use these products in their networks. The ecodesign approach, which enables better performances, reduces the environmental impact of products sold, and, for the energy factor, seeks to continuously improve performance of telecommunication networks.

The energy consumption of Ekinops products is entirely dependent on the electronic components used in their manufacture. Technological advances and miniaturization have enabled electronic component manufacturers to develop new generations of chips with reduced joule-effect energy losses, which in turn means lower energy consumption for equivalent performance compared with older generations.

On the other hand, the needs expressed by telecom operators, consumers and end-users call for each new generation of Ekinops products to use more powerful, higher-performance electronic components than those used in the previous product generation. The challenge therefore lies in enabling electronic component manufacturers to develop and bring to market, at competitive prices, components that are both more efficient and consume less energy. Like any company that uses advanced electronic components in its products, Ekinops is dependent on its suppliers in this respect. It is therefore not possible for us to guarantee a 100% commitment to achieving our future GHG reduction targets.

In developing its product ranges, where possible, Ekinops could favor the use of electronic chips that consume less energy in its entry-level products whose market positioning is not performance-oriented, and reserve the use of more energy-intensive electronic chips for Ekinops products positioned in more performance-oriented market segments.

Exclusions applicable to “Paris Agreement” benchmarks

Ekinops is not among the companies excluded from the “Paris Agreement” benchmark indices within the meaning of Article 12 of the European Commission's Delegated Regulation (EU) 2020/1818.

Integration into business strategy and financial planning

For Ekinops' customers, and especially European ones, the CSR performance of their suppliers has become a major concern. Today, it is very common for CSR criteria to account for 20-25% of the overall evaluation in calls for tender. It is therefore essential for Ekinops to properly integrate CSR into its business strategy:

- specific meetings are organized by the Corporate Sustainability and Risks Manager for sales teams;
- Ad hoc Committees and periodic meetings are set up with certain strategic clients.

Group management is well aware of the growing importance that economic players attach to Ekinops' CSR performance. Didier Brédy, the Chairman and CEO, summed this up in a short phrase when he presented the new three-year strategic plan:

**“We want to be
a good world citizen.”**

In terms of financial planning, this translates into a very significant increase in OpEx budgets allocated to CSR in 2024, compared with fiscal 2023. These budgets are allocated to actions concerning climate change, responsible purchasing and compliance with the CSRD. Ekinops has also been working for several years to increase the proportion of hybrid and electric vehicles in its fleet.

Approval of the transition plan

The transition plan was validated by the CFO, representing the Executive Committee, and reviewed by the ESC Committee before being approved by the Board of Directors.

Progress on implementation

As part of its new Sustainability Policy, Ekinops has defined seven (7) priorities, two (2) of which are

related to climate change mitigation and the transition to a low-carbon economy. Linked to these priorities, Ekinops has also defined five (5) short and medium-term targets.

3.2.3.2.2 Material impacts, risks and opportunities and their interaction with strategy and business model (E1. SBM-3)

Types of risks identified

Out of the fourteen (14) material IROs identified and listed in the table in paragraph 3.1.3.3, Ekinops identified one (1) impact and one (1) risk related to climate change.

Risk identified:

“Supply risk in the event of a shortage of resources/ raw materials used in the manufacture of electronic components, or in the event of climate hazards or disasters”.

We consider this to be a physical risk related to climate change.

Resilience analysis

The resilience of Ekinops' strategy with regard to climate change is based on a structured approach addressing “Manufacturing” processes, as well as the digital services supporting Ekinops' activities. This structured approach, inspired by ISO 22301, includes the following phases:

- environmental analysis;
- identification of support elements (resources, skills, etc.);
- business impact assessment (in the event of a disaster), taking into account existing continuity strategies and degraded modes that can be activated;
- changes, if necessary, to the business continuity plan.

As a result of this approach, and in particular through the resilience analysis and the development of its business continuity plan, Ekinops was able to provide one or more operational responses to each scenario (multiple sourcing, replication of infrastructure or services, use of stocks and buffer resources, etc.).

3.2.3.3 Impacts, risks and opportunities management

3.2.3.3.1 Description of the processes to identify and assess material climate-related impacts, risks and opportunities (EI. IRO-1)

The process to identify and assess material climate-related impacts, risks and opportunities is part of the procedure described in paragraph 3.1.4.2.

GHG emissions

During the consultation process with internal and external experts, GHG emissions, particularly those related to product use, emerged as one of the main material impacts for Ekinops. Since 2021, the Group has been carrying out its GHG emissions assessment. This impact was therefore fully identified internally and was confirmed by external experts. GHG emissions related to the use of our products are also mentioned in paragraph 3.2.3.2.1 on potentially locked-in GHG emissions (Disclosure Requirement EI-1, paragraph 16 (d)), and are detailed in the table in paragraph 3.2.3.4.3 (relating to Disclosure Requirement EI-6). Controlling GHG emissions from the use of our products is a key element in reaching the GHG emission reduction targets outlined in paragraph 3.2.3.4.1 (Disclosure Requirement EI-4).

Physical risks linked to climate change

Ekinops takes into account the physical risks linked to climate change through its "Manufacturing" business continuity plan.

To identify the risks likely to impact its activities from a "physical risks" perspective, Ekinops relied on:

- the "Classification of climate-related hazards", resulting from "Commission Delegated Regulation (EU) 2021/2139" (see table below);
- the 2024 bulletin: "Le changement climatique en Bretagne" (Climate change in Brittany) published by the Haut Conseil Breton pour le Climat.

Ekinops assessed the applicability of each hazard (acute or chronic) and linked them to the disaster scenarios covered by its business continuity plan, to ensure that they were taken into account operationally. The physical hazards identified are those shown in the blue highlighted cells in the table below.

Risks related to its own activities:

- Rising sea levels, storms, heavy rainfall, flooding.

Risks related to its value chain:

- Rising sea levels, storms, cyclones, hurricanes, typhoons, heavy rainfall, flooding.

Classification of climate-related hazards

Source: Commission Delegated Regulation (EU) 2021/2139]

	Temperature-related	Wind-related	Water-related	Solid mass-related
Chronic	Changing temperature (air, freshwater, marine water)	Changing wind patterns	Changing precipitation patterns and types (rain, hail, snow/ice)	Coastal erosion
	Heat stress		Precipitation or hydrological variability	Soil degradation
	Temperature variability		Ocean acidification	Soil erosion
	Permafrost thawing		Saline intrusion	Solifluction
			Sea level rise	
			Water stress	
Acute	Heat wave	Cyclones, hurricanes, typhoons	Drought	Avalanche
	Cold wave/frost	Storms (including blizzards, dust and sandstorms)	Heavy precipitation (rain, hail, snow/ice)	Landslide
	Wildfire	Tornado	Flood (coastal, fluvial, pluvial, groundwater)	Subsidence
			Glacial lake outburst	

Time horizons for identified hazards

	Short-term	Medium-term	Long-term
Own activity	Storms (including blizzards, dust and sandstorms)	Storms (including blizzards, dust and sandstorms)	Storms (including blizzards, dust and sandstorms)
	Heavy precipitation (rain, hail, snow/ice)	Heavy precipitation (rain, hail, snow/ice)	Heavy precipitation (rain, hail, snow/ice)
		Flood (coastal, fluvial, pluvial, groundwater)	Flood (coastal, fluvial, pluvial, groundwater)
			Sea level rise
Value chain	Cyclones, hurricanes, typhoons	Cyclones, hurricanes, typhoons	Cyclones, hurricanes, typhoons
	Storms (including blizzards, dust and sandstorms)	Storms (including blizzards, dust and sandstorms)	Storms (including blizzards, dust and sandstorms)
	Heavy precipitation (rain, hail, snow/ice)	Heavy precipitation (rain, hail, snow/ice)	Heavy precipitation (rain, hail, snow/ice)
	Flood (coastal, fluvial, pluvial, groundwater)	Flood (coastal, fluvial, pluvial, groundwater)	Flood (coastal, fluvial, pluvial, groundwater)
			Sea level rise

Transition risks related to climate change

Analysis work has not yet been carried out. This part will be gradually completed over the next few years.

3.2.3.3.2 Policies related to climate change mitigation and adaptation (E1-2)

In 2024, the Group adopted a new Sustainability Policy, the environmental component of which is described in paragraph 3.2.2 of this document. The topic of climate change is addressed in paragraph 3.2.2.2 and the associated targets are described in paragraph 3.2.2.4.

This policy covers the following areas:

- climate change mitigation;
- energy efficiency;
- deployment of renewable energies.

3.2.3.3.3 Actions and resources in relation to climate change policies (E1-3)

Description of actions

In 2024, one of the main climate change initiatives was the completion of a study to define the Group's GHG emissions reduction trajectory for 2030 and 2050. The methodology used and the results of this study are presented in section 3.2.3.4.1. Validation of this trajectory by the SBTi before the end of 2025 corresponds to target A-1 described in the Group's Environmental Policy.

To meet target A-3 "100% renewable electricity at all Group sites in the European Union by the end of 2026 at the latest" (see paragraph 3.2.2.4), and under this

framework Ekinops signed an electricity supply contract with "Guarantees of Origin" when it moved into its new site.

Monetary amounts required to implement actions

For 2024, significant amounts required to implement actions concern the Ekinops Group's fleet of vehicles. These correspond to the amounts shown for activity 6.5 of the European Commission's Delegated Regulation (EU) 2021/2178 in the CapEx indicator table (paragraph 3.2.1.2.6).

3.2.3.4 Metrics & targets

3.2.3.4.1 Targets related to climate change mitigation and adaptation (E1-4)

The Group's general targets in terms of climate change mitigation, renewable energy deployment and energy efficiency are listed in section 3.2.2 "Environmental Policy", paragraph 3.2.2.4.

Climate change mitigation

During 2024, Ekinops worked with an external partner to define a trajectory for reducing its overall GHG emissions (scopes 1, 2 and 3 combined) for 2030 and 2050. This trajectory was established using the Science Based Target initiative (SBTi)⁽¹⁾ method.

Methodology

The methodology applied to the Ekinops trajectory follows SBTi's Net-Zero Standard. The calculation method used is Sector-specific intensity convergence.

(1) <https://sciencebasedtargets.org/>

The Intergovernmental Panel on Climate Change's (IPCC) special report on 1.5°C global warming (SR15, 2018) has been widely accepted as a warning that we must limit global temperature rise to 1.5°C above pre-industrial levels and achieve net-zero carbon dioxide (CO₂) by 2050 to have the best chance of avoiding a catastrophic climate collapse. More recently, the IPCC's Sixth Assessment Report (2021) confirmed that climate change is already affecting every region of the planet, with its effects increasingly visible in the form of extreme weather conditions, worsening droughts and rising temperatures; aggravated droughts and increased risk of forest fires.

Against this backdrop, more and more companies are adopting zero net emissions targets. The number of companies committed to achieving net-zero emissions has grown rapidly, but not all net-zero targets are equal. In the absence of a common definition, zero-emission targets may be inconsistent, such that the collective impact is severely limited. While the growing interest in net-zero targets represents a unique opportunity to stimulate corporate climate action, it has also given rise to economic and social problems. It has also created a pressing need for a common understanding of the notion of "net-zero" from the perspective of reducing greenhouse gas emissions and of the notion of "net-zero" in a corporate context.

Companies need a solid, scientific framework for setting net-zero targets. Otherwise, they risk continuing to invest in models that are incompatible with the objectives of the Paris Agreement of December 12, 2015 at COP21. The SBTi initiative has developed the world's first scientific standard enabling companies to set net-zero targets.

Choice of target

The company has three choices of target to limit the rise in temperature by 2100:

- **Choice no. 1:** below +1.5°C;
- **Choice no. 2:** well below +2°C;
- **Choice no. 3:** below +2 °C.

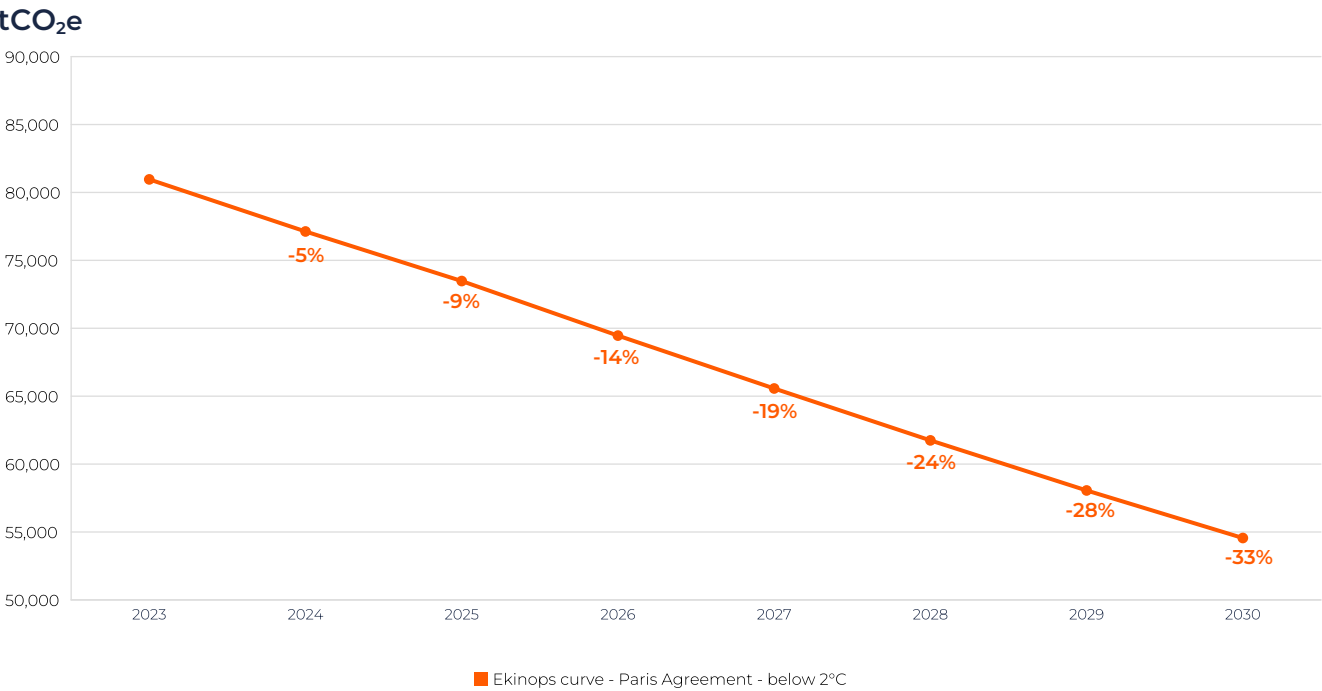
These figures refer to global targets for limiting temperature increases. The higher the temperature, the more dangerous the consequences of climate change. The company can choose to commit to helping reduce GHG emissions to below +1.5°C (the most ambitious choice), to well below +2°C, or to below +2°C.

Ekinops has chosen to commit to Choice No. 3. Studies by our external partner are based on the most recent communications from IPCC experts, for whom the decarbonization efforts of states have been insufficient so far, making the target to limit the temperature increase to +1.5 °C by 2100 almost unattainable. Under these conditions, our partner asserted that the targets for a +1.5°C trajectory were out of reach for Ekinops, for which the majority of GHG emissions are concentrated in scope 3, in three (3) main categories: use of finished products, manufacture of finished products, freight of finished products). In these conditions, a trajectory of +2°C is considered more realistic and sincere.

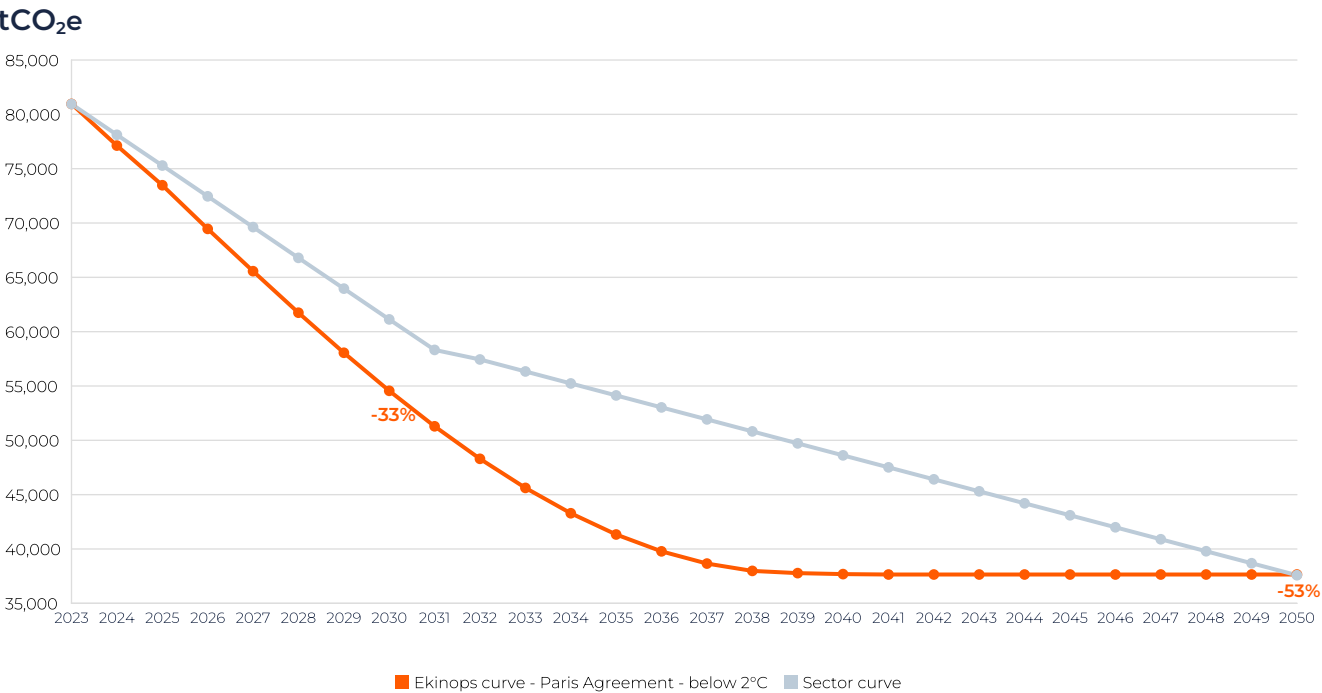
SBTi validation

Ekinops' 2030 GHG emissions reduction trajectory will be submitted to SBTi for validation in 2025.

2030 TRAJECTORY



2050 TRAJECTORY



The reference year used for these trajectories is the 2023 financial year. The total value of cumulative GHG emissions (scopes 1, 2, and 3) is 80,960 tCO₂eq. 2023 corresponds to the financial year during which GHG emissions were the lowest for Ekinops: a 40% decrease in total GHG emissions was recorded compared to 2022.

Target	2030	2050
Reduction in our overall GHG emissions for scopes 1, 2, and 3 (Base year: 2023)	-33%	-53%

As the 2030 and 2050 GHG emission reduction trajectories were defined in the 2024 financial year, this year is the first year during which the Group will analyze progress compared to expectations. Progress will be monitored annually over the coming years, comparing the results achieved with the intermediate milestones defined by the reduction trajectories set out above.

For the 2024 financial year, Ekinops has also set an overall GHG emissions intensity target (scopes 1, 2, and 3 combined):

Description	Target Year N	Achieved Year N
Intensity value of global GHG emissions for scopes 1, 2, and 3 (tCO ₂ eq/€m revenue)	< 627	587.1

To calculate this metric, the value of total GHG emissions disclosed in the table in paragraph 3.2.3.4.3 is divided by the value of sales disclosed in section 4.2 of the Consolidated financial statements chapter of the Universal Registration Document.

No specific reduction targets for scopes 1, 2 or 3 have been set so far, either in terms of value or intensity.

Deployment of renewable energies

As presented in paragraph 3.2.2.4, Ekinops has set a target to use "100% renewable electricity at all Group sites located in the European Union by the end of 2026 at the latest". The state of progress at the end of 2024 was as follows:

100% RE electricity ⁽¹⁾	Yes	No
Lannion (France)	X	
Massy (France)	X	
Leuven (Belgium)	X	
Sophia Antipolis (France)		X
Jülich (Germany)		X
Büttleborn (Germany)	X	
Madrid (Spain)		X

Energy efficiency

Among the main targets of Ekinops' Environmental Policy, described in paragraph 3.2.2.4, the Group aims to have "ISO 50001 certification for the same scope as ISO 9001 by end-2030 at the latest". This concerns the Group's main operational sites:

- Lannion (France)
- Massy (France)
- Leuven (Belgium)
- Sophia Antipolis (France)
- Bangalore (India)

(1) RE:Renewable energies.

3.2.3.4.2 Energy consumption

Energy intensity (AR 37) and connectivity of energy intensity based on net revenue with financial reporting information (AR 38)

Energy intensity per net revenue	Year N-1	Year N	%N / N-1
Total energy consumption from activities in high climate impact sectors (KWh)	2,314,683	2,269,744	-1.94%
Net revenue from activities in high climate impact sectors used to calculate energy intensity (€m)	129,097	117,669	-8.85%
Net revenue (other)	-	-	0.00%
Total net revenue (financial statements)	129,097	117,669	-8.85%
Energy intensity per net revenue (kWh/€m)	17,930	19,289	7.58%
Total headcount (employees and non employees) in FTEs over the financial year	532	539	1.37%
Energy intensity per FTE headcount (kWh/pers.)	4,353	4,211	-3.27%

The sector of activity with a high climate impact considered here is Electrical & Electronic Equipment Manufacturing. All of the Group's revenues fall into this category.

Given the sharp decline in the Group's revenue in 2024, energy intensity per net income (kWh/€m) increased by 7.58%. At the same time, as FTE headcount increased, energy intensity per FTE headcount decreased by 3.27%.

Energy consumption and mix (E1-5)

Energy consumption and mix		Comparative data Year N-1	Year N
1	Fuel consumption from coal and coal products (MWh)		-
2	Fuel consumption from crude oil and petroleum products (MWh)		-
3	Fuel consumption from natural gas (MWh)	344.24	294.37
4	Fuel consumption from other fossil sources (MWh)		-
5a	Consumption of purchased or acquired heat from fossil sources (MWh)		-
5b	Consumption of purchased or acquired steam from fossil sources (MWh)		-
5c	Consumption of purchased or acquired cooling from fossil sources (MWh)		-
5d	Consumption of purchased or acquired electricity from fossil sources (in MWh)	1,141.53	208.52
6	Total consumption of fuel from self-generated fossil sources (MWh)		-
7a	Sub-total fuel consumption (MWh) (calculated as the sum of rows 1 to 4)	344.24	294.37
7b	Total fossil energy consumption (MWh) (calculated as the sum of lines 1 to 6)	1,485.77	502.88
Share of fossil sources in total energy consumption (%)		64.19%	22.16%
8	Consumption from nuclear sources (MWh)		216.89
Share of consumption from nuclear sources in total energy consumption (%)		0.00%	9.56%
9	Total fossil energy consumption (MWh) (calculated as the sum of lines 7b and 8)	1,485.77	719.78
Share of fossil sources in total energy consumption (%)		64.19%	31.71%
10	Fuel consumption from renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) (MWh)		-
11a	Consumption of purchased or acquired heat from renewable sources (MWh)		-
11b	Consumption of purchased or acquired steam from renewable sources (MWh)		-
11c	Consumption of purchased or acquired cooling from renewable sources (MWh)		-
11d	Consumption of purchased or acquired electricity from renewable sources (MWh)	828.91	1,549.97
12	Consumption of self-generated non-fuel renewable energy (MWh)		-
13	Total renewable energy consumption (MWh) (calculated as the sum of lines 10 to 12)	828.91	1,549.97
Proportion of renewable sources in total energy consumption (%)		35.81%	68.29%
Total energy consumption in year N (MWh) (calculated as the sum of lines 9 and 13)		2,314.683	2,269.744

The most significant point of 2024 was the full reversal of the trend between the proportion of energy from renewable sources (approx. 68%) and the proportion from fossil fuels (approx. 32%), compared with the previous year when these proportions were reversed.

For the previous financial year (N-1), the separation between nuclear and fossil sources is not available. For energy consumption from fossil sources, the total amount was carried over to fossil sources (line 5d).

3.2.3.4.3 Gross scopes 1, 2, 3 and total GHG emissions (EI-6)

Category	Designation	Retrospective data			Last financial year		
		Base year (2023)	Year N- 2	Year N-1	Year N	Change % N / N-1	Change % N / 2023
1	Scope 1 GHG emissions						
	Gross scope 1 GHG emissions (tCO ₂ eq)	69	47	69	210	204.35%	204.35%
1-1	Direct Emissions from Stationary Sources of Combustion	69	47	69	59		
1-2	Direct Emissions from Mobile Sources of Combustion	-	-	-	91		
1-3	Direct process emissions	-	-	-	-		
1-4	Direct fugitive emissions	-	-	-	60		
	Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	0	0	0	0		
2	Scope 2 GHG emissions						
	Gross location-based Scope 2 GHG emissions (tCO ₂ eq)	533	497	533	251	-52.91%	-52.91%
2-1L	Indirect emissions from electricity consumption	533	497	533	251		
2-2L	Indirect emissions related to consumption of steam, heat or cooling	-	-	-	-		
	Gross market-based scope 2 GHG emissions (tCO ₂ eq)	533	497	533	143	-73.17%	-73.17%
2-1M	Indirect emissions from electricity consumption	533	497	533	143		
2-2M	Indirect emissions related to consumption of steam, heat or cooling	-	-	-	-		
1+2	Sub-total scope 1 and 2 GHG emissions						
	Gross location-based scope 2 GHG emissions (tCO ₂ eq)	602	544	602	461	-23.42%	-23.42%
	Gross market-based scope 1 and 2 GHG emissions (tCO ₂ eq)	602	544	602	353	-41.36%	-41.36%
3	Significant scope 3 GHG emissions						
	Total Gross indirect location-based (scope 3) GHG emissions (tCO₂eq)	80,358	133,614	80,358	68,740	-14.46%	-14.46%
	Total Gross indirect market-based (scope 3) GHG emissions (tCO₂eq)	80,358	133,614	80,358	68,730	-14.47%	-14.47%
	Gross scope 3 upstream location-based GHG emissions (tCO ₂ eq)	19,113	18,526	19,113	19,225	0.59%	0.59%
	Gross scope 3 upstream market-based GHG emissions (tCO ₂ eq)	19,113	18,526	19,113	19,215	0.53%	0.53%
3-1	Purchased goods and services	14,650	16,026	14,650	12,673		
	[Optional sub-category: Cloud computing and data center services]	-	-	-	-		
3-2	Capital goods	18	593	18	2,098		
3-3L	Fuel and energy-related location-based activities (not included in scopes 1 or 2)	72	85	72	56		
3-3M	Fuel and energy-related market-based activities (not included in scopes 1 or 2)	72	85	72	46		
3-4	Upstream transportation and distribution	2,043	465	2,043	3,542		
3-5	Waste generated in operations	86	2	86	70		
3-6	Business travel	537	554	537	357		
3-7	Employee commuting	1,707	801	1,707	429		
3-8	Upstream leased assets	-	-	-	-		
	Downstream gross scope 3 GHG emissions (tCO ₂ eq)	61,245	115,088	61,245	49,515	-19.15%	-19.15%
3-9	Downstream routing	1,358	1,919	1,358	1,120		
3-10	Processing of sold products	-	-	-	-		
3-11	Use of sold products	59,887	113,169	59,887	48,395		
3-12	End-of-life treatment of sold products	-	-	-	-		
3-13	Downstream leased assets	-	-	-	-		
3-14	Franchises	-	-	-	-		
3-15	Investments	-	-	-	-		
1+2+3	Total GHG emissions						
	Total GHG emissions (tCO₂eq) - location-based	80,960	134,158	80,960	69,201	-14.52%	-14.52%
	Total GHG emissions (tCO₂eq) - market-based	80,960	134,158	80,960	69,083	-14.67%	-14.67%

For 2024, there are no significant changes to note in the definition of elements constituting the Group and its upstream and downstream value chain.

Scope 1 GHG emissions rose sharply, as Ekinops was able to include categories 1.2 and 1.4 in its calculations for the first time, which was not the case in previous years.

Scope 2 GHG emissions were down sharply. Note that, for the first time, Ekinops was able to calculate its scope 2 market-based emissions. The difference with the calculation of scope 2 location-based GHG emissions was really significant.

Upstream scope 3 GHG emissions were quasi-stable, while downstream scope 3 emissions were down sharply by more than 19% compared to the previous financial year.

Emissions from the use of products sold accounted for most of the decline. There are many reasons for this:

- lower sales volumes of Optical Transport products;
- the increase in sales of Access products was largely achieved in France, where electricity is very low in carbon;
- the mix of products sold: energy consumption per product sold was down, for both Optical Transport and Access products (see paragraph 3.2.3.4.7, Metric E-4);

- government efforts to continue reducing the carbon intensity of their electricity;
- as a result, the intensity of GHG emissions per product sold was lower, for both Optical Transport and Access products (see paragraph 3.2.3.4.3).

Methodology, assumptions and emission factors

GHG emissions were calculated using the Excel Bilan Carbone® tool (ABC certified) version 8.10 of June 2024, by an external partner whose climate experts are trained in the use of this tool.

In addition, the following databases were used for emission factors (EFs):

- Base Empreinte® and Base Carbone® V23.4 of September 26, 2024:
 - > EF excluding energy;
 - > EF inputs;
 - > EF waste;
 - > EF travel;
 - > EF freight;
 - > EF fixed assets.
- Market-based electricity emission factors:
 - > EF suppliers;
 - > country residual mix.
- Location-based electricity emission factors:
 - > Electricity Maps 2024;
 - > Low Carbon Power 2022.

Source code	Author of the emission factor	Source name	Document name	Detailed information page(s)
Base Carbone®	ADEME	Base Carbone® v23.4	Base Carbone® documentation	Base Carbone® - data.gouv.fr
Base Empreinte®	ADEME	Base Empreinte®	Base Empreinte® documentation	Home Base Empreinte®
EDF	EDF	EDF website	Origin of electricity 2023	Information on the origin of electricity supplied by EDF EDF .FR
Low Carbon Power 2022	Low Carbon Power 2022	Low Carbon Power website	Low Carbon Power 2022	https://lowcarbonpower.org/fr/
Electricity Maps	Electricity Maps	Electricity Maps website	Electricity Maps	CO₂ emissions from electricity consumption in real time App Electricity Maps

Contractual instruments associated with scope 2 emissions (AR45)

The different types of contractual instruments associated with Scope 2 emissions and their respective shares are described in the following table:

Contractual instrument	Share in energy purchasing
Classic contract	26.87%
Green electricity contract (100% renewable)	31.37%
Guarantees of Origin (GO) associated with an electricity contract	41.76%

Information on scope 3 emissions

Data and assumptions

The table below presents information on the data and assumptions used for each significant category of GHGs in scope 3.

Emission items	Category	Data	Assumptions/Extrapolations
Purchased goods and services	3-1	Inputs integrated via the emission factors for finished IT and electronic equipment products in the Base Carbone®, in units or tons (e.g. steel chassis). Integrated services in monetary ratios (balance of accounts 60-61-62)	Attribution of the closest "finished product" emission factor identified in the Base Carbone®. Deletion of "Supply" and "Distribution" phases from finished product emission factors
Capital goods	3-2	Investments in €k over the year – tangible assets	Investments not depreciated, full expenditure in year N (GHG-Protocol methodology).
Upstream transportation and distribution	3-4	Inbound freight: estimated tonnages, road, air and sea routes	Inbound freight: inbound freight weight ≈ outbound freight weight; percentage breakdown of tonnages by category, estimated origin of purchases
Downstream routing	3-9	Outbound freight: actual tonnages shipped by country destination, approach per tonne.km, road and air	
Use of sold products	3-11	Estimated 10-year electricity consumption for each product sold, by country of use	Consumption (W) of products sold, based on the "Typical value" Lifespan: 10 years Number of days of use/year: 360 days Country electricity mix (Electricity Maps emission factors)

Primary data

Primary data provided by the travel agency could be used for scope 3 Category 3-6 "Business travel", representing approximately 0.5% of total scope 3 emissions.

Categories excluded from scope 3

Emission items	Category	Explanation for exclusion
Upstream leased assets	3-8	Non applicable
Processing of sold products	3-10	Non applicable
End-of-life treatment of sold products	3-12	Little data is available on databases for the end-of-life of WEEE – the end of life represents ≈ 1% of the impact of a router (source: ONE521 router life cycle assessment)
Downstream leased assets	3-13	Non applicable
Franchises	3-14	Non applicable
Investments	3-15	Non applicable

GHG emissions intensity

The following table describes GHG emissions intensity per net revenue (AR 54), as well as the connectivity of GHG intensity based on revenue with financial reporting information (AR 55) and with product quantities sold. The net revenue used to calculate GHG emissions intensity is derived from section 4.2 of the Consolidated financial statements chapter of the Universal Registration Document.

		Unit	Quantity (Year N)	GHG emissions intensity		
				Unit	Comparative data	
					Base year (2023)	Year N-1
TOTAL GROUP	Total GHG emissions (location-based)	tCO ₂ eq	69,201	tCO ₂ eq/€m	627	627
	Total GHG emissions (market-based)	tCO ₂ eq	69,083	tCO ₂ eq/€m	N/A	N/A
	Net revenue used to calculate GHG intensity	€ million (€m)	117,669			
OPTICAL TRANSPORT	Share of total GHG emissions (BEGES-r methods)	KgCO ₂ eq	8,758,246	KgCO ₂ eq/unit	1,782	1,782
	Number of products Optical transport	Unit	5,286			
ACCESS	Share of total emissions of GHG emissions (BEGES-r method)	KgCO ₂ eq	55,483,236	KgCO ₂ eq/unit	432	432
	Number of products Access	Unit	169,108			
OPTICAL TRANSPORT + ACCESS	Share of total emissions of GHG emissions (BEGES-r method)	KgCO ₂ eq	64,241,482	KgCO ₂ eq/unit	495	495
	Total number of products	Unit	174,394			

3.2.3.4.4 GHG removals and GHG mitigation projects financed through carbon credits (E1-7)

Ekinops has not carried out any GHG removal or storage projects in its own operations. Nor has the Group contributed to any such projects in its upstream or downstream value chain.

Furthermore, to date, Ekinops has not financed any climate change mitigation projects outside its value chain through the purchase of carbon credits. No such operations are planned in the future.

3.2.3.4.5 Internal carbon pricing (E1-8)

Ekinops does not apply an internal carbon pricing mechanism.

3.2.3.4.6 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities (E1-9)

For the 2024 financial year, Ekinops is not in a position to publish all the required information on this subject. As stipulated in Appendix C of ESRS 1, Ekinops has omitted the disclosure requirements of ESRS E1-9 for this first reporting year.

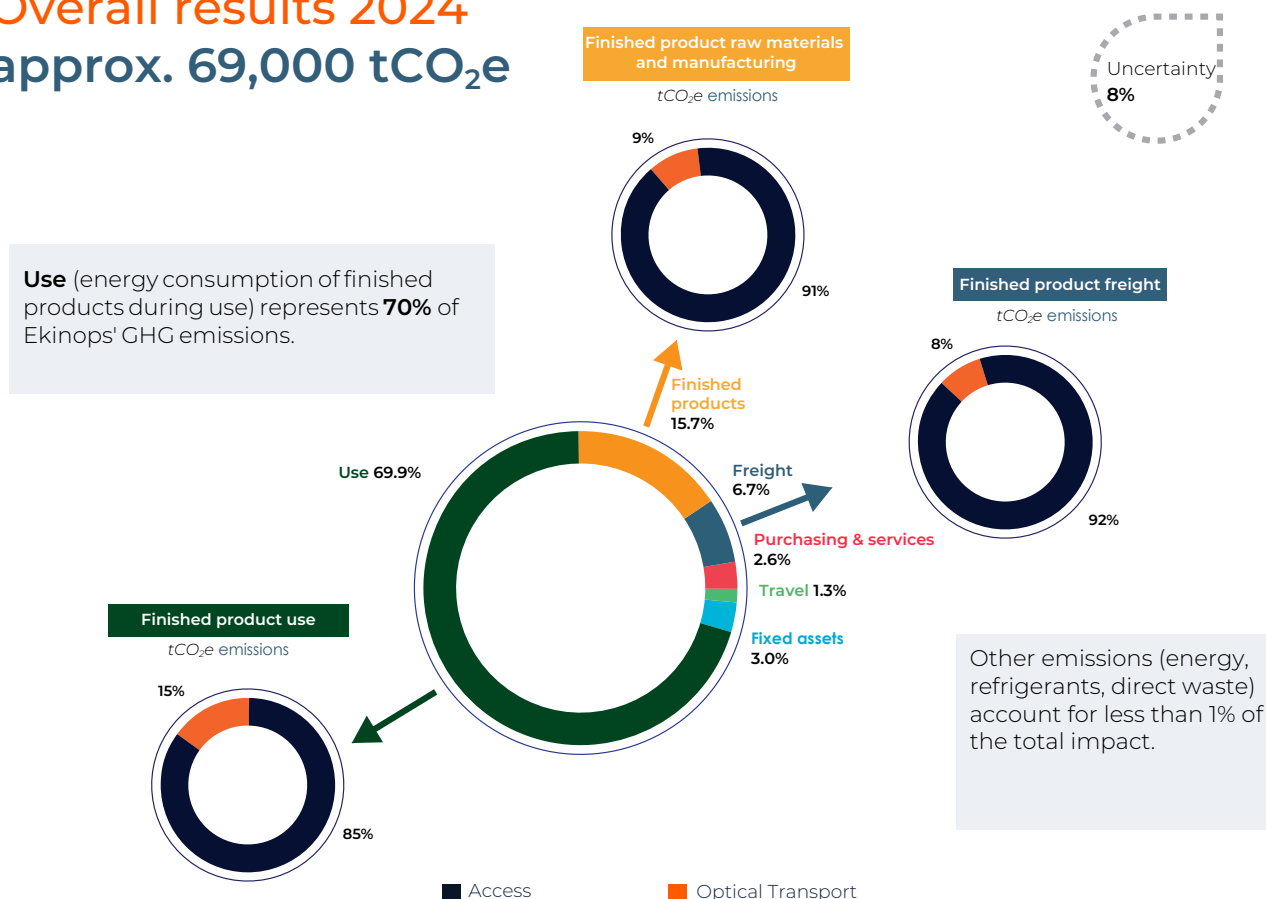
3.2.3.4.7 Voluntary metrics and related information

General disclosures

The environmental risk for Ekinops mainly concerns the life cycle of Ekinops products sold. Throughout the product life cycle, from design to end-of-life, several aspects can have an environmental impact, but, of those that Ekinops can control, the most important representing 70% of emissions in 2024, is the power consumption of products sold that will run continuously for several years.

Ekinops' 2024 GHG emissions report shows a reduction of almost 15% in absolute terms, compared with the 2023 report. The chart below shows the breakdown of GHG emissions into the main emission categories, as well as the breakdown between the Access and Optical Transport product lines.

Overall results 2024 approx. 69,000 tCO₂e



Ekinops' responsibility as a producer is naturally shared with its suppliers, notably for electronic chips and its customer operators which use these products in their networks. The ecodesign approach, which enables better performances, reduces the environmental impact of products sold, and, for the energy factor, seeks to continuously improve performance of telecommunication networks. Nevertheless, the constant miniaturization of electronic chips enables the

reduction of energy lost via the joule effect in electronic components and leads to a correlated decline in the energy consumption of products of equivalent or higher performance.

The Group is also pursuing efforts to minimize other impacts by reducing and recycling waste (packaging, Waste Electrical and Electronic Equipment – WEEE, etc.), using, as far as possible, recyclable and/or recycled materials and avoiding water and energy waste.

Ekinops "Climate change" indicators

Metric E-1: Percentage of finished product purchases from ISO 14001 certified EMS

Product line	Year N-2	Year N-1	Year N
Optical Transport	100%	100%	100%
Access	100%	100%	100%

Metric E-2: Energy intensity per net revenue (kWh/€m)

This metric is included in the table presented in paragraph 3.2.3.4.2.

Metric E-3: CO₂ emissions per sold product

Ekinops 2024 Bilan Carbone®

Results on 02/07/2025



Manufacturing and the raw materials used in Access and Optical Transport products have less climate impact than use at the customer's premises.

The average weight of products sold increased in 2024. This translates into an increase in the share of emissions due to freight.

The share of emissions from "Finished products" was down significantly for the Optical Transport product range compared with 2023, due to lower product sales in 2024, while the share of this item was higher for the Access range given higher sales volume.

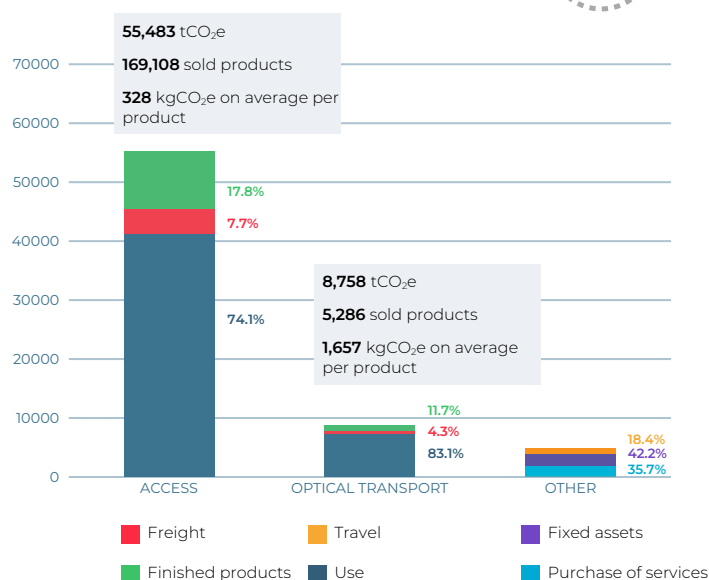
The "Use" line item continued to dominate GHG emissions for both product lines.

This year, the other GHG emissions items not directly associated with any of the product lines are presented on this chart under the heading "Other". These include fixed assets, purchases of services, and travel. A few other non-material emission items are not represented in this category (less than 4% of Other emissions).

Breakdown by product line of 2024

emissions in tCO₂e

Uncertainty
8%



Metric E-4: Average annual electricity consumption of sold products

	Year N-1			Year N			Year N/N-1
	Total MWh/year	Number of products	Average/product/year (kWh)	Total MWh/year	Number of products	Average/product/year (kWh)	
Access	28,766	156,037	184,35	27,542	169,108	162,87	-12%
Optical Transport	3,959	7,260	545,32	1,976	5,286	373,91	-31%
Group	32,725	163,297	200,40	29,518	174,394	169,26	-16%

This metric measures average annual electricity consumption at our customers. We consider only products effectively consuming energy excluding accessories.

This metric is very important, as it measures by far the biggest contributor category to Ekinops' carbon footprint. We note that average electricity consumption per product in 2024 was down sharply for both product lines.

Metric E-6: Carbon intensity per net revenue (tCO₂eq/€m)

This metric is included in the table in paragraph 3.2.3.4.3 (page 153).

Optical Transport products

For the Optical Transport range, the level of carbon intensity in 2024 was largely due to an increase in sales of new generation 400G cards, which replaced the first 400G card models delivered until the end of 2023. In addition, a new 800G card was launched at the end of 2024. Offering double the capacity, this card also consumes more power. Demand for these 800G cards is set to grow over coming years. As such, their impact on the average consumption of products will need to be monitored.

In 2024, sales of energy converter equipment were also down 40%. This equipment accounted for around 25% of energy consumption. Their energy efficiency coefficient was better taken into account in the calculation this year.

Access products

For the Access range, note that 70% of product quantities delivered to our customers in 2024 concerned products that consume the least electricity. These products were ordered less by our customers in 2023 following overstocking moves in 2022.

Eco-design of products

Research & Development, production and purchasing teams are made aware of the need to limit the use of harmful substances (RoHS compliance) and substances presenting a high risk to the environment (REACH compliance). The latest awareness training session was delivered in 2019.

In the design phase, the Ekinops teams select, as far as possible, environmentally-friendly (or recycled) raw materials that can in turn be easily recycled. Design rules for simple mechanical constructions foster both manufacturability and ease of disassembly.

Ekinops' new generation access products are in line with the energy savings and energy efficiency directives implemented at a European level to improve the environmental performance of energy products (Directive 2009/125/CE "Energy related Products").

In addition, new features designed to reduce energy consumption are gradually being added to the development specifications for all future products in the Accès range. We can mention, for example, the possibility of cutting off power to the Wi-Fi component of the router. These functionalities will gradually bear fruit in the coming years thanks to growth in sales of these new products.

As regards its Access range, Ekinops provides its recycling partners with all disassembly instructions as well as the list and location of any components requiring special treatment. Ekinops has set a target for at least 90% of its products to have disassembly instructions so that its customers can manage recycling of its products as autonomously as possible.

Product manufacture

Energy/resource consumption at the production site in Leuven (Belgium)

Ekinops tracks and analyzes its gas, electricity, and water consumption data. Gas and water consumption⁽¹⁾ is monitored weekly, to address any risk of over-consumption as quickly as possible. Moreover, the annual review of the environmental management system provides an opportunity to report on the analysis of consumption data as well as longer term consumption trends. Action plans are implemented where appropriate and whenever significant discrepancies with KPI's on plant targets are identified.

The Group also discusses the topic of moderate energy consumption as part of awareness-raising campaigns intended for all Leuven site employees. Initiatives include posters, training, and internal inspection visits. The electricity used on the site is 100% renewable.

Waste management

The Leuven production unit has 17 different waste collection circuits, paper, plastic wrap, metals, hard plastics, electronic components, batteries, and light bulbs, with the goal of minimizing the environmental impact of our production activities. Waste sorting is assessed on a quarterly basis during internal audits and environmental inspection visits.

(1) It should be noted that water consumption at the Group's plants and by its sub-contractors is not representative of the consumption of water used in the entire production chain for Ekinops products. Indeed, soldering of components to electronic cards and the assembly of products are stages that do not consume water.

3.2.4 Pollution (ESRS E2)

In the first half of 2024, Ekinops undertook an impact, risk, and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that pollution-related sustainability matters are not material for Ekinops in the sense of double materiality.

This explains why Ekinops has not currently:

- defined a pollution management policy;
- implemented actions to reduce the impact of its products or services;
- set up analysis and monitoring tools on pollution-related matters.

3.2.5 Water and Marine Resources (ESRS E3)

In the first half of 2024, Ekinops undertook an impact, risk, and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that water and marine resources-related sustainability matters are not material for Ekinops in the sense of double materiality.

This explains why Ekinops has not currently:

- defined a policy for the management of water and marine resources;
- implemented actions to reduce the impact of its products or services;
- set up analysis and monitoring tools on water and marine resources-related matters.

3.2.6 Biodiversity and ecosystems (ESRS E4)

In the first half of 2024, Ekinops undertook an impact, risk, and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that biodiversity-related sustainability matters are not material for Ekinops in the sense of double materiality. This explains why Ekinops has not currently:

- defined a biodiversity management policy;
- implemented actions to reduce the impact of its products or services;
- set up analysis and monitoring tools on biodiversity-related matters.

The Group is nevertheless aware of the general importance of biodiversity-related sustainability matters. We have therefore committed to:

- Targeted actions:
 - > installation of beehives at the Lannion site (Group head office);
 - > conservation of the existing flora on the new site in Lannion. No expansion of the buildings and no land-take;
 - > a "flower meadow" revegetation plan for land at the new Lannion site (positive impact on insect and bird nesting).
- Engagement with our stakeholders:
 - > consideration of biodiversity issues by the lessor of the site housing the Group's new head offices in Lannion since April 2024, during discussions that began in 2023 regarding the renovation and rehabilitation of the site (land and building).

3.2.7 Resource use and circular economy (ESRS E5).

In the first half of 2024, Ekinops undertook an impact, risk, and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

From this analysis, it appears that the topic of repairability, recyclability and extending the lifespan of products is material in terms of double materiality for Ekinops.

The Group's policy, as well as its priorities and targets on this topic, are presented in paragraphs 3.2.2.3 and 3.2.2.4. However, the Group is not in a position to provide all the information and explanations relating to data points (action plans, targets and metrics) for the 2024 financial year. We are making every effort to be able to disclose this information in future financial years.

For the 2024 financial year, Ekinops is able to disclose certain information that was monitored over previous years, concerning the end-of-life of products and the use of recyclable raw materials in their manufacture. This information is described in paragraphs 3.2.7.1. and 3.2.7.2.

3.2.7.1 Product end-of-life

Ekinops fully complies with the provisions of the WEEE Directive (Directive 2012/19/EU on Waste Electrical and Electronic Equipment). In countries where regulations require, the amounts of Ekinops products market authorized, collected, and recycled are reported periodically to a national environmental organization.

Ekinops takes care to inform the users of its products on subjects related to regulations with appropriate markings on its products (crossed wheelie bin symbol) and by an environmental clause in the user product guide of its Access range.

3.2.7.2 Use of recyclable/recycled raw materials

To date, the use of recyclable and recycled materials in Ekinops products exclusively concerns packaging (cardboard) and mechanics (metals in cabinets and chassis, plastic cabinets).

3.3 SOCIAL INFORMATION

3.3.1 Social Policy

As set out in paragraph 3.1.5.5, this paragraph 3.3.1 presents the Social component of the Ekinops Group's Sustainability Policy, the general aspects of which are presented in paragraph 3.1.5 of this document.

3.3.1.1 General approach

In line with the double materiality analysis carried out by the Group (paragraph 3.1.4), Ekinops' social policy primarily concerns the following sustainability matters:

- Own workforce (ESRS S1);
- Affected communities (ESRS S3);
- Consumers and end-users (ESRS S4).

3.3.1.2 Own workforce

Faced with the transformation of companies, digitalization of processes, a shortage of talent and a quest for meaning, recruiting and retaining employees is a genuine challenge.

While shortages in technical talent are not new, the trend is intensifying. To succeed, companies must now stand out from the crowd and be innovative by continually adapting their strategies to align with market changes.

The Group's most valuable asset: its employees

As part of its human resources policy, the Group aims to:

- Unite its employees around shared and jointly-defined values.

Respect, Innovation, Ambition, Customer focus,
Team spirit

- Ensuring good working conditions and preserving the health of its employees: ergonomic and safe environment, work/life balance;
- Protecting the health and well-being of employees;
- Ensuring fair recruitment and internal mobility, in particular through the Group's **Diversity, Equity and Inclusion Policy**;
- Maintaining and developing employee skills;
- Listening to employees through regular satisfaction surveys;
- Building loyalty through a fair and attractive remuneration policy.
- Setting up formal and informal recognition programs to reward employees' efforts and results.
- Regularly reviewing HR policies to adapt to social, economic and technological changes.

Developing a genuine corporate culture brings all employees together in pursuit of a common goal, driven by the desire to grow the business and a commitment to work collectively.

3.3.1.2.1 Our HR policy

The Ekinops group is fully aware that its success depends on the commitment and skill sets of its employees. The Group's HR policy strives to maintain an efficient and fulfilling working environment, with particular attention paid to the candidate and employee experience.

Business development requires sustained recruitment in all company positions, with a focus on the Research & Development teams, which already represent more than 50% of the Group's headcount.

With an increasing number of software positions in its product technology segment, Ekinops must attract and retain talent in a tense and competitive job market.

To achieve this, the Group focuses its efforts on three motivational principles:

- the appeal of the positions, supported by ambitious targets in a workplace that aspires towards collective excellence;
- an adapted work environment, equipped with computer hardware, development tools and efficient means of communication made available in pleasant and functional premises and allowing great flexibility in terms of teleworking;
- an attractive remuneration and benefits package related to employee performance, with mobility encouraged within the Group, both nationally and internationally, since Research & Development teams are located throughout Europe and Asia.

Ekinops makes every effort to maintain a supportive, cooperative workplace that champions work-life balance for its employees.

One of the Group's cornerstone values is its ability to listen to its employees through constructive social

dialogue, whereby employees can express their opinions either through their elected representatives or individual interviews offered regularly by line managers who address their main concerns: workload, safety, health, remuneration and training.

3.3.1.3 Affected communities

3.3.1.3.1 Group commitment

Access to high-speed Internet services for populations far from major urban centers is a key factor in economic and social development. Ekinops is committed to innovating and providing data collection and transport solutions tailored to bridging the digital divide, enabling telecoms operators worldwide to accelerate the digitization of public services, healthcare, education and research.

The Group emphasizes these challenges through actions such as multi-channel communication campaigns (social networks, blogs, trade shows, etc.) on the following topics:

- *Bridging the digital divide⁽¹⁾*;
- *Igniting Africa's digital growth⁽²⁾*;
- *Empower your rural broadband rollout⁽³⁾*;
- *Improving rural broadband networks in North America⁽⁴⁾*.

3.3.1.3.2 Employee engagement

The Group also encourages a culture of sharing by supporting employees who would like to participate in actions that have a positive impact on communities, local organizations and charities. This support has been consolidated around the theme "**Giving Back⁽⁵⁾**".

The actions undertaken cover areas that echo the values supported by the Group, such as promoting diversity in the technical and scientific professions (Ada Lovelace Challenge), but are also intended to support employees' personal commitments to social ties, well-being and health (paediatric health in particular, such as the *Ronde du Hibou* or the Brussels 20 km).

(1) Bridging the digital divide.

(2) Stimuler la croissance numérique de l'Afrique.

(3) Renforcez votre déploiement du haut débit en milieu rural.

(4) Améliorer les réseaux haut débit en milieu rural en Amérique du Nord.

(5) Redonner.

3.3.1.4 Consumers and end-users

Customers are at the heart of the Group's concerns. Ekinops leverages its existing and privileged relationships to:

- develop product ranges as closely as possible to market expectations;
- work together to improve product quality and performance, and reduce the risk of breakdowns or malfunctions;
- implement an ambitious Sustainability Policy, which will enable us to gain market share through more energy-efficient products and solutions.

3.3.1.5 Priorities and targets

SOCIAL				
PRIORITIES		TARGETS		SDG
D	Improve the Group's attractiveness to attract and retain talent (quality of working life, job security, equal treatment for all, etc.).	7	Proportion of Group employees covered by collective bargaining agreements $\geq 70\%$	
		8	Obtain ISO 45001 certification for the same scope as ISO 9001 by end-2030 at the latest	
		9	Annual employee training rate $\geq 75\%$	
		10	Increase the percentage of women in the Group by 2 points in 2030 compared to 2023 (20.6% in 2023)	
		11	Increase the percentage of women in managerial/leadership positions by 3 points in 2030 compared to 2023 (14% in 2023)	
E	Contribute to improving living conditions in our affected communities by bridging the digital divide	12	Improve product ranges to continue to address telecommunications needs in sparsely populated areas, to bridge the digital divide	

3.3.2 Diversity, Equity and Inclusion Policy

3.3.2.1 Introduction

This policy defines Ekinops' commitments and actions to promote diversity, equity and inclusion (DEI) as part of our corporate sustainable development policy. We recognize that diversity and inclusion are essential to building a sustainable, innovative and socially responsible company. This policy demonstrates our engagement in creating a workplace that reflects and respects people's diverse backgrounds, perspectives and abilities.

3.3.2.2 Aims of the policy

- Promote and maintain a culture of diversity, equity and inclusion.
- Set clear expectations for internal and external stakeholders about our commitment to DEI.
- Ensure accountability and transparency in reporting our DEI performance as part of our CSR obligations.
- Combat and prevent discrimination, bias and inequality throughout the company.

3.3.2.3 Scope

The policy applies to all employees and, wherever possible, to subcontractors, suppliers and partners involved in the company's worldwide operations. It also extends to the communities in which we operate, ensuring that our business practices comply with our DEI principles.

3.3.2.4 Commitments

3.3.2.4.1 Diversity in recruitment and promotion

- We are committed to recruiting, retaining and promoting people from diverse backgrounds.
- No Ekinops representative may discriminate against any employee, applicant, consultant, supplier or customer on the basis of sex, gender identity, sexual orientation, race, color, national origin, ethnic origin, disability, age, religion, political orientation or socioeconomic status.
- We guarantee fair access to career development opportunities, notably through training and skills development.

- **Target:** by 2030, increase the percentage of women in management positions by 3 points compared to 2023, the reference year (14% in 2023).

3.3.2.4.2 Creating an inclusive workplace

- Our corporate culture must be one where all employees feel valued, respected and included.
- As part of our survey on employee engagement, we include DEI questions and collect feedback to understand employee experiences to identify opportunities for improvement.
- **Target:** by 2030, achieve a minimum score of 75 on our DEI question in the Pulse survey: *«I believe Ekinops is committed to fostering diversity and inclusion.»*

3.3.2.4.3 Prevention of discrimination and harassment

- We have a zero-tolerance policy towards discrimination and harassment in the workplace and implement clear procedures to report, investigate and address any potential breaches.
- **Target:** 100% of employees trained through annual actions to prevent unconscious prejudice, combat discrimination and prevent harassment.

3.3.2.4.4 Fair pay and equitable remuneration

- We guarantee fair remuneration for work of equal value, regardless of origin, gender, race or any other reason prohibited by law.
- **Target:** conduct an annual pay equity audit based on the internal job structure, to address any discrepancies in remuneration for equivalent experience and responsibilities. Fund additional, targeted pay rises to address any unexplained gender pay gaps.

3.3.2.4.5 Supplier diversity and ethical partnerships

- We are committed to working with suppliers and partners who share our commitment to DEI and ethical business practices.

3.3.2.4.6 Reporting & transparency

- As part of our Sustainability statement, we provide transparent elements on key DEI metrics, including workforce composition, gender pay gap, and DEI score in our internal survey results.

3.3.2.4.7 Training & awareness

- We are committed to implementing regular DEI training programs for all employees, ensuring everyone understands their role in promoting an inclusive and equitable workplace.
- **Target:** achieve at least 75% interest in DEI awareness programs each year.

3.3.2.5 Monitoring and continuous improvement

- The effectiveness of this policy will be reviewed annually and updates will be made to reflect evolving best practices and stakeholder expectations.
- Feedback mechanism: employees are encouraged to provide feedback on DEI initiatives through surveys, public meetings and other communication channels.

3.3.3 Own workforce (ESRS S1)

3.3.3.1 Impacts, risks and opportunities management

3.3.3.1.1 Policies related to own workforce (S1-1)

Introduction

All information relating to the Group's Social Policy and Diversity, Equity and Inclusion (DEI) Policy is published in sections 3.3.1 and 3.3.2 above.

These two (2) policies were defined and approved during the 2024 financial year. They apply to all Group employees (consolidated scope).

Human rights commitments

As part of its membership of the United Nations Global Compact, Ekinops is committed to respecting the 10 United Nations principles, as described in paragraph 3.1.5.2.1 of this document, including principles 1 and 2 on human rights.

3.3.2.6 Legal & regulatory compliance

- This policy complies with local and international regulations on non-discrimination, equal opportunities and social sustainability.
- We regularly monitor legal requirements and will ensure that our DEI initiatives meet or exceed all regulatory standards.

3.3.2.7 Conclusion

With this DEI policy, we reaffirm our commitment to creating a socially responsible organization that thrives on the diversity of its employees, ideas and communities. Our approach not only improves our business performance, but also contributes to the well-being and sustainability of society at large, as underlined by our CSR obligations.

The policy will be publicly available and updated annually as part of our commitment to transparency and accountability.

Approved by the Executive Committee, the policy came into effect on December 1, 2024 and is to be reviewed annually for relevance and impact.

Commitments on forced and compulsory labor and child labor

As part of its membership of the United Nations Global Compact, Ekinops is committed to respecting the 10 principles of the United Nations, as described in paragraph 3.1.5.2.1 of this document, including principles 4 and 5 on forced and compulsory labor and child labor.

Engagement with employees on human rights matters

A whistleblowing system has been set up to contribute to compliance with the United Nations' Guiding Principles on Business and Human Rights (see paragraph 3.4.1.4 of this document). Employees can use this system to report any problems. For more details on this system, see paragraph 3.4.1.4.

Workplace accident prevention policy

The Ekinops Group pays close attention to this topic, especially for the two (2) industrial sites in Lannion (France) and Leuven (Belgium). For the Lannion site, the Single Document of the Ekinops SA legal entity summarizes the risk prevention system in place. A similar system exists at the Leuven site.

Communication of policies (SI-1 AR 14)

The Sustainability Policy and the Diversity, Equity and Inclusion Policy are available to employees on the Group's Intranet. Information on this subject was provided during an internal webinar in December 2024, dedicated to the Group's Sustainability Policy and actions.

Communication with suppliers takes the form of a supplier charter, which must be accepted by all Group suppliers, and which is published on our website.

Details of policies and procedures (SI-1 AR 17)

Policies and procedures on qualifications, skills and experience

Ekinops ensures that each recruitment is based on an assessment of the qualifications, technical and behavioral skills, as well as the professional experience of the candidates.

Our recruitment process includes structured interviews and, if necessary, technical tests tailored to the job requirements.

The trial period enables Ekinops to assess employees' skills before they are definitively hired.

Equal treatment and equal employment opportunities

Ekinops is committed to diversity and inclusion. We apply a policy of non-discrimination in hiring, guaranteeing equal opportunities regardless of gender, origin, disability or any other grounds prohibited by law.

Our recruiters and managers are made aware of best practices in terms of objectivity and inclusion, to ensure that every candidate is treated fairly.

Training in non-discrimination

In fiscal 2024, Ekinops did not provide any training for staff on non-discrimination policies and practices. The Group plans to introduce training for all employees in fiscal 2025.

Accessibility for people with disabilities

Disability can arise or develop during the course of a career (disabling illness, accident at work or at home, occupational disease, etc.). Ekinops pays particular attention to these situations, in order to help employees maintain or return to work.

Accessibility of work sites for people with disabilities is the responsibility of the General Services Department, in conjunction with the Human Resources Department, the relevant department and occupational medicine.

As part of its commitment to job retention, Ekinops seeks to anticipate individual situations in order to improve them rapidly, in the interests of both the employee concerned and the workgroup.

Assessment of job requirements

Each position is subject to a detailed analysis in order to define objective skills criteria, the duties of the position and, where appropriate, development prospects.

These criteria are not based on personal characteristics that might put certain people at a disadvantage.

This assessment, based on the company's needs, is carried out in collaboration with managers and the Human Resources department. This collaborative exercise ensures an optimum match between the job's expectations and the profiles recruited.

Transparency in recruitment, training and promotion

We favor a transparent approach at every stage of the career path:

a) Recruitment

Our job offers clearly detail the selection criteria, and the recruitment process is explained to applicants.

b) Training

Ekinops employees have access to a number of training programs, enabling them to choose their training freely. This is the case with the CPF for French employees, giving them access to training courses covered by this scheme.

The company's skills development plan, supported by Ekinops, offers training aimed at:

- helping employees adapt to their workstations;
- ensuring that their ability to hold their jobs is maintained, particularly in the light of technological developments;
- participating in skills development.

Until 2024, access to training was mainly "self-service", with the purchase of several licenses and the provision of online training for our employees.

From 2025 onwards, training needs will be collected during annual appraisals. Ekinops will draw up a multi-year skills development plan and present it to employee representative bodies.

c) Promotion

Ekinops is committed to guaranteeing equal treatment for all employees in terms of career development and access to promotion.

Career development can take place within a job (with additional activities), or towards another job.

The notion of promotion also covers changes within the classification grid, characterized by a change in level or position.

In this context, Ekinops aims to maintain a balance in access to career advancement and will carry out the following actions:

- promote transparency of job vacancies within Ekinops by ensuring that all open positions within the Ekinops Group are advertised on our dedicated website;
- provide managers with visibility on the consistency of the number of M/F promotions during the individual raise campaign, to help them make informed decisions;
- include a discussion of career development at the end-of-year annual performance review;
- promote professional equality in talent reviews and propose, where possible, a man and a woman in the succession plan for key management positions.

Procedures for handling discrimination complaints

Victims and witnesses of discrimination are invited, in the first instance, to put their questions to their line manager, in order to help and advise them on the attitude to adopt in order to comply with the Ekinops Code of Conduct or on the reporting procedure.

Victims and witnesses who do not wish to contact their line manager are invited to contact the Ethics Committee using the dedicated e-mail address: compliance@ekinops.com.

In this case, the person will receive, within two (2) working days, an acknowledgement of receipt of his or her report at the e-mail address used.

The person will then be informed of the foreseeable timeframe within which the Ethics Committee will be able to examine the admissibility of the report.

The Ethics Committee will carry out the necessary investigations to establish whether or not the alleged facts can be proven within a reasonable timeframe.

If the report establishes that there has been a breach of the Code of Conduct or legislation, the Ethics Committee will forward its conclusions to General Management and Human Resources, who will take the appropriate corrective measures and/or sanctions.

A situation of discrimination can also be reported by:

- referring the matter to the Social and Economic Committee, which has the right to issue a warning;
- informing the Human Resources department, which may initiate an internal investigation;
- informing existing representative trade unions.

3.3.3.1.2 Processes for engaging with own workforce and workers' representatives about impacts (S1-2)

Executive Management regularly organizes General Information Sessions with the teams (three/four meetings per year) to keep them informed of the Group's strategic and financial orientations.

Employee representative bodies are also informed and consulted every year, and issue an informative notice on the decisions taken by Executive Management. This notice is posted on the company's intranet site.

3.3.3.1.3 Processes to remediate negative impacts and channels for own workforce to raise concerns (S1-3)

The practice at Ekinops is to seek help and advice, depending on the incident, from various bodies:

- the hierarchical line;
- the Human Resources department;
- Executive Management
- employee representative bodies;
- the Ethics Committee.

At this stage, the Group has no plans to formalize this procedure any further.

For further details on the operation of the Ethics Committee and the whistleblowing procedure, please refer to section 3.4.1.4.

3.3.3.1.4 Taking action on material impacts, risks and opportunities (S1-4)

In the first half of 2024, Ekinops undertook an impact, risk, and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The significant IROs identified during this analysis are presented in paragraph 3.1.3.3.

Following this exercise, the Group redefined its Sustainability Policy, including the Social component covering its own workforce, and defined a new Diversity, Equity and Inclusion Policy. These policies are presented in paragraphs 3.3.1 and 3.3.2 respectively.

Material impacts

The only material impact on the company's workforce identified during the double materiality process concerns the quality of working life.

Aware of the importance of this topic, Ekinops has relocated or renovated all its major sites over the past two (2) years:

- Lannion (FR): moved in 2024
- Massy (FR): moved in 2023
- Bangalore (IN): moved in 2023
- Rockville (USA): moved in 2023
- Leuven (BE): renovated in 2023/2024

The main benefits for employees are:

- better insulated premises (less hot in summer and less cold in winter);
- more spacious, convivial and comfortable spaces;
- fully replaced office furniture, with special attention paid to the comfort of office chairs;
- replacement of screens with larger models, for greater working comfort. For a number of workstations, dual screens are provided.

The Human Resources Department regularly conducts Pulse surveys among employees. These help measure the level of satisfaction of employees with regard to their quality of life at work.

Ekinops also ensures that its data use practices do not have a negative impact on its employees. The Group's data protection practices are presented in paragraph 3.4.7.

Material risks and opportunities

The risk identified concerns the Group's attractiveness on the job market. To this end, the Group has decided to invest more resources in developing its image and employer brand.

Ekinops also identified an opportunity linked to the potential benefits of greater gender diversity in its workforce. To increase the proportion of women in its workforce, Ekinops has set targets for 2030. These targets are presented in section 3.3.1.5. The role of the Talent acquisition manager⁽¹⁾, recruited in 2022, is extremely important to achieve these targets.

These actions contribute to reaching the Group's targets related to SDGs no. 5 and no. 10.

3.3.3.2 Metrics and targets

All figures in the tables below of paragraph 3.3.3.2 concerning salaried employees, do not include corporate officers.

3.3.3.2.1 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (S1-5)

Description

See paragraph 3.3.1.5.

Context

The Ekinops Group is extremely vigilant in managing social impacts in order to foster a sustainable social and professional environment, particularly by improving employees' working conditions, social protection, career development, gender equality and the promotion of diversity.

3. Process for setting targets

Following the double materiality analysis described in paragraph 1.4 of this document, the Corporate Sustainability and Risks Manager proposed a list of seven (7) ESG priorities to the Executive Committee and the ESG Committee, which were validated, and of which two (2) concern social matters, and one (1) in particular concerns the Group's workforce. In connection with the latter, six (6) targets were defined to align the Group with the relevant UN Sustainable Development Goals (SDGs). They were approved by the Executive Committee and the ESG Committee as part of the Group's new Sustainability Policy, the various parts of which are presented in paragraphs 3.1.5, 3.2.2, 3.3.1, 3.3.2 and 3.4.1 of this document.

As set out in paragraph 3.1.4 (3.1.4.2.1 and 3.1.4.2.3), the Group's employees were directly consulted in the double materiality analysis process that led to the definition of the seven (7) priorities mentioned above, and thus helped define the targets.

The Human Resources and Quality Departments are directly involved with the Corporate Sustainability and Risks Manager in regularly monitoring the Group's performance against these targets.

Of the six (6) targets concerning Ekinops' workforce, three (3) are recurring annual targets, and three (3) are 2030 targets.

Target no. 8 in the table in paragraph 3.3.1.5 is directly related to the ISO 45001:2018 standard.

(1) Talent acquisition manager

3.3.3.2.2 Definitions

FTE average headcount

The average full-time equivalent "FTE" headcount is calculated by assigning each employee with a coefficient that matches their actual active time in the Group during the financial year. This coefficient may be less than one in the following two scenarios:

- if the employee works part-time;
- if the employee was hired or left the Group during the year.

Employee turnover

Turnover ("TO") refers to the ratio between the sum of changes in personnel over the full year (workforce entries and departures) divided by two, and the number of active employees on January 1 of the reporting year.

Calculation method: $TO = (\text{Sum of hires} + \text{sum of departures}) / 2 / \text{headcount on January 1}$

Headcount includes employees on direct contracts (permanent and fixed-term) as well as temporary workers. Headcount does not include service providers and interns.

Change in employee training activity and hours of training provided

This represents the number of training sessions and training hours provided between January 1 and December 31 of the reporting year. The average number of training hours per year per employee is deduced from this.

3.3.3.2.3 Characteristics of the Group's employees (S1-6)

The data comes from the HR tool and is exported in a monthly headcount tracking file, for both end-of-period and full-time equivalent (FTE) headcount.

Absenteeism

Absenteeism is calculated by dividing the total number of days of absence for all employees by the theoretical number of days worked in the year.

The only days of absence selected are those for which the reason is sick leave or an occupational accident or illness. It excludes Paid Time Off (PTO) and days of rest provided by social legislation.

The theoretical number of working days is the number of days normally worked for an employee who is only absent to take PTO or days of rest (total number of days in a year minus public holidays and weekends).

Recruitment

Group recruitments remained at a sustained pace in 2024, with the Research & Development department representing the largest portion, as always. The efficiency of these hires was satisfactory as more than 86% of the new employees were still part of the headcount at year-end.

Table 1: Number of employees at the end of the period (by gender)

Gender	Year N-2				Year N-1				Year N				Change N/ N-1 (employees)
	Employees headcount	Non-employees headcount	Total	% in employees	Employees headcount	Non-employees headcount	Total	% in employees	Employees headcount	Non-employees headcount	Total	% in employees	
Male	361	47	408	79.69%	397	49	446	79.40%	369	35	404	76.88%	-7.05%
Female	92	4	96	20.31%	103	2	105	20.60%	111	4	115	23.13%	7.77%
Other	-	-	-	0%	-	-	-	0%	-	-	-	0%	0%
Not reported	-	-	-	0%	-	-	-	0%	-	-	-	0%	0%
Total	453	51	504	100%	500	51	551	100%	480	39	519	100%	-4.00%

Table 2: Headcount by country (more than 50 employees)

Country	Type	Year N-2			Year N-1			Year N			Change N/ N-1
		Employees headcount	Non-employees headcount	Total	Employees headcount	Non-employees headcount	Total	Employees headcount	Non-employees headcount	Total	
France	Number of employees at the end of the period	199	19	218	227	21	248	243	16	259	4.44%
	FTEs over the period	197.10	16.30	213.40	216.67	22.99	239.67	238.17	17.18	255.36	6.55%
Belgium	Number of employees at the end of the period	102	5	107	102	7	109	101	3	104	-4.59%

	FTEs over the period	102.10	4.40	106.50	100.29	6.45	106.74	97.82	4.55	102.37	-4.09%
India	Number of employees at the end of the period	66	10	76	78	8	86	83	4	87	1.16%
	FTEs over the period	64.55	9.24	73.78	72.41	9.27	81.68	80.86	4.95	85.81	5.06%

Table 3: Headcount by contract type (broken down by gender)

Period: Year N	Type	Female	Male	Other	Not reported	Total
Number of employees	Number of employees at the end of the period	111	369	-	-	480
	FTEs over the period	106.37	388.28	-	-	494.64
Number of permanent employees	Number of employees at the end of the period	107	364	-	-	471
Number of temporary employees	Number of employees at the end of the period	4	5	-	-	9
Number of non-guaranteed hours employees	Number of employees at the end of the period	-	-	-	-	-
Number of full-time employees	Number of employees at the end of the period	96	362	-	-	458
Number of part-time employees	Number of employees at the end of the period	15	7	-	-	22
Non-employees workforce	Number of employees at the end of the period	4	35	-	-	39
	FTEs over the period	3.23	40.16	-	-	43.39
Total Group headcount	Number of employees at the end of the period	115	404	-	-	519
	FTEs over the period	109.60	428.43	-	-	538.03

Table 4: Headcount by contract type and turnover (broken down by region)

Period: Year N	Type	France	EMEA (excluding France)	Americas	APAC	Total
Number of employees	Number of employees at the end of the period	243	127	24	86	480
	% headcount at the end of the period	50.63%	26.46%	5.00%	17.92%	100.00%
	FTEs over the period	238.17	128.67	43.65	84.15	494.64
Number of permanent employees	Number of employees at the end of the period	234	127	24	86	471
Number of temporary employees	Headcount at the end of the period	9	-	-	-	9
Number of non-guaranteed hours employees	Headcount at the end of the period	-	-	-	-	-
Number of full-time employees	Headcount at the end of the period	238	111	23	86	458
Number of part-time employees	Headcount at the end of the period	5	16	1	-	22
Number of employees who have left the company	Headcount at the end of the period	27	32	33	6	98
Departure rate of employees	% headcount at the end of the period	11.9%	13.2%	66.0%	6.9%	19.4%
Turnover rate	% headcount at the end of the period	17.7%	10.7%	39.0%	9.2%	18.6%
Voluntary employee turnover rate	% headcount at the end of the period	not available	not available	not available	not available	-
Non-employees workforce	Headcount at the end of the period	16	18	-	5	39
	FTEs over the period	17.18	20.67	-	5.53	43.39
Total Group headcount	Headcount at the end of the period	259	145	24	91	519
	% headcount at end of period	49.90%	27.94%	4.62%	17.53%	100.00%
	FTEs over the period	255.36	149.34	43.65	89.68	538.03

The high turnover rate in the Americas is justified by the closure of the Brazilian subsidiary in 2024. Apart from this event, the average turnover rate in the Americas zone is in line with expectations and demonstrates no particular difficulties in the region.

In addition, the Group's staff turnover rate is in line with the metrics observed by Ekinops in previous years.

3.3.3.2.4 Characteristics of non-employees in the Group's own workforce (S1-7)

The main types of non-employees are self-employed workers and people seconded by companies.

These individuals hold positions mainly in R&D and sales functions.

For more details on quantitative information, see the tables in paragraph 3.3.3.2.3.

In the same way as for the number of employees, the data is taken from the HR tool and exported in the same monthly headcount tracking file, both for the number of employees at the end of the period and in full-time equivalents (FTE).

3.3.3.2.5 Collective bargaining coverage and social dialogue (S1-8)

Table 5: Number of employees covered by collective agreements

% of employees covered by collective agreements	Year N-2	Year N-1	Year N
Group (headcount at end of period)	73.95%	71.80%	73.13%

Ekinops complies with all legal requirements in terms of social protection and implements the collective bargaining agreements applicable in the countries where the Group operates.

Table 6: Countries and regions covered by collective bargaining agreements and social dialogue

	Employees — EEA (for countries with >50 employees representing >10% of total employees)	Employees — non-EEA (estimate for regions with >50 employees representing >10% of total employees)	Representation in the workplace (EEA only) (for countries with >50 employees representing >10% of total employees)
0-19%		APAC	
20-39%			
40-59%			
60-79%			
80-99%			
100%	France, Belgium		France, Belgium

3.3.3.2.6 Diversity metrics (S1-9)

As already mentioned in the section on Social Policy, the legitimate objectives of parity in terms of headcount are difficult to achieve for a company like Ekinops because of the under-representation of women in high-tech professions. Indeed, while the overall rate of women in engineering studies stood at around 28% in 2022 (and 5% lower five years earlier), the figure varies according to the specialization chosen, from just 15% for mechanics to near parity for biology and chemistry, with electronics, IT and telecoms specializations, which are of most interest to Ekinops, coming in at around 20%.

In order to take effective action upstream of the job market, Ekinops has been involved for several years in initiatives to promote scientific and technical careers to secondary school girls, to broaden their prospects and career choices.

Table 7: Gender balance at top management level (headcount at end of period)

Gender	Year N-2		Year N-1		Year N		Change N/ N-1
	Number	Percentage	Number	Percentage	Number	Percentage	
Top management							
Male	6	100%	6	100%	5	100%	-16.67%
Female	-	0%	-	0%	-	0%	0%

The top management hierarchical level includes members of the Executive Committee.

Table 8: Gender balance in recruitment

Gender	Year N-2	Year N-1	Year N	Target
Proportion of women in external recruitment	27.39%	25.71%	32.10%	> 25%

The Ekinops group is continuing its efforts to improve the gender balance of its workforce, despite a shortage of female profiles in its business sector.

Monitoring recruitment by gender has enabled us to significantly improve gender balance within Ekinops. This metric illustrates the effectiveness of the Group's recruitment policy.

Table 9: Headcount by age group (at end of period)

Age	Year N-2		Year N-1		Year N		Change N/N-1
	Number	Percentage	Number	Percentage	Number	Percentage	
Under 30	43	9.49%	52	10.40%	53	11.04%	1.92%
Between 30 and 50	246	54.30%	259	51.80%	242	50.42%	-6.56%
Over 50	164	36.20%	189	37.80%	185	38.54%	-2.12%
Total	453	100.00%	500	100.00%	480	100.00%	-4.00%

Table 10: Average headcount age and seniority (KPI HR-3)

Gender	Year N-2		Year N-1		Year N	
	Seniority	Age	Seniority	Age	Seniority	Age
Women	8.0	42.9	8.2	42.9	7.5	41.5
Men	8.8	45.6	8.7	46.4	8.8	46.3
All	8.6	45.0	8.6	45.7	8.5	45.2
Target	> 7	< 45	> 7	< 45	> 7	< 45

Average seniority and the average age were maintained again in 2024 relative to 2023, reflecting stability in the teams.

3.3.3.2.7 Adequate wages (S1-10)

Ekinops pays its employees at least the minimum wage, and we comply with all legal requirements regarding wages and statutory or contractual benefits.

Ekinops regularly conducts salary analyses in relation to the markets in which we operate in order to maintain our attractiveness and competitiveness.

3.3.3.2.8 Social protection (S1-11)

As a responsible company, Ekinops has chosen to offer all its employees a high level of social security cover. This social protection is extended to cover loss of income due to major life events, in compliance with the regulations applicable in the countries where we operate.

3.3.3.2.9 Persons with disabilities (S1-12)

Table 11: Percentage of employees with disabilities (headcount at end of period)

Percentage by gender	Year N-2	Year N-1	Year N	Change N/N-1
Male	not available	not available	3.83%	
Female	not available	not available	6.67%	
Total headcount France	not available	not available	4.53%	

The above figures only concern the French-based sites of the legal entities Ekinops SA and Ekinops France SA: Lannion, Massy, Sophia Antipolis. At Group level, Ekinops employs 2.29% of disabled people. The Ekinops group is committed to the cause of disability and does everything in its power to keep disabled employees in employment.

3.3.3.2.10 Training and skills development metrics (S1-13)

Table 12: Percentage of employees that participated in regular performance and career development reviews

Gender	Year N-2	Year N-1	Year N	Change N/N-1
Male	not available	not available	100%	N/A
Female	not available	not available	100%	N/A
Total headcount	not available	not available	100%	N/A

Employees take part in regular assessments of their performance and career development, through annual interviews and MBO (Management Business Objectives) review interviews. Information on non-employees is not available for disclosure.

Table 13: Average number of training hours per employee and by gender (employees)

Gender	Year N-2	Year N-1	Year N	Change N/N-1
Male	not available	not available	6.24	N/A
Female	not available	not available	3.20	N/A
Total headcount	not available	not available	5.54	N/A

The above figures are calculated on the basis of actual participants in training sessions during the year.

Information on the number of employees is available for year N only. Information on non-employees is not available for disclosure.

HR-4 KPI: Change in employee training activity and hours of training provided (Ekinops Group)

	Year N-2	Year N-1	Year N	Change N/N-1
Number of Group training sessions	not available	not available	3013	
Total number of Group training hours	not available	not available	2659	
Total cost of Group training	€127,157	€116,871	€132,044	13.0%
Employee training rate	not available	> 89%		

Training remains an essential component of the mission of Group Equinops' Human Resources and Management. It is a crucial tool to mitigate the risks linked to all ESG components: Social (employee skills development), Governance (anti-corruption, data security), Responsible Purchasing and the Environment. Efforts are focused on two areas: "know-how", with training to maintain or acquire professional skills (e.g. use of specialized software, new technologies, languages, etc.), and "soft skills" (e.g. anti-corruption, IT security), to ensure that everyone always behaves appropriately in a complex and changing working environment.

For this year, the metrics concern training in the following areas: Communication, Personal Development, Finance, Compliance, Project Management, Languages, Leadership/Management, Marketing, Human Resources, Sales, Security.

Anti-corruption and other in-house training courses are provided on the MetaCompliance platform, and are taken into account in the published metrics.

3.3.3.2.11 Health and safety metrics (SI-14)

Table 14: Health and safety metrics

	Year N-2	Year N-1	Year N	Change N/N-1
Percentage of own workforce covered by the Group's health and safety management system	66.45%	66.00%	71.67%	8.59%
Percentage of own workforce covered by a health and safety management system, which has been internally audited and/or audited or certified by an external party.	0%	0%	0%	
Group absenteeism	1.82%	2.26%	2.23%	-1%

In collaboration with its various stakeholders (employees, team leaders, social partners, risk prevention organizations, etc.), Ekinops is committed to improving working conditions through the implementation of an occupational risk assessment and risk prevention plan.

For the last three years, the Group declares for its employees and non-employees, as well as for its former employees:

- no work-related injuries;
- no cases of work-related ill-health;
- no fatalities due to work-related injuries;
- no fatalities due to work-related ill-health;
- no lost working days;

As a result, the work-related injury rate, injury severity rate and lost-time injury frequency rate (LTIFR⁽¹⁾) are zero (0%).

In 2024, the Group's absenteeism rate decreased to 2.23%. This rate, which Ekinops monitors regularly, remains very low. It does not require any special action and continues to be monitored monthly.

More broadly, the Ekinops group is committed to preserving the health and quality of working life of its employees, notably through the provision of infrastructures that encourage the practice of sport, the deployment of teleworking and the preservation of a balance between personal and professional life in order to prevent psychosocial risks.

(1) Lost time injury frequency rate (LTIFR): any work-related injury that prevents the company's employee or the employee of a third-party subcontractor from returning to work on the next scheduled day/shift. The LTIFR corresponds to the number of lost-time injuries per million hours worked, calculated using the following formula: $LTIFR = (\text{number of lost-time injuries}) / (\text{total hours worked during the reporting period}) \times 1,000,000$.

An essential component of employee efficiency and loyalty, the work environment is the subject of particular close attention.

After the 2020 pandemic, Ekinops extended the practice of teleworking to compatible positions.

Since 2024, Ekinops has been promoting organizational flexibility and authorizing up to two (2) days of teleworking per week for eligible employees.

Following on from the actions carried out in 2023 at the Rockville (United States), Massy (France) and

Bangalore (India) sites, the Ekinops group has continued to invest in improving the working environment and attractiveness of the Group: Refurbishment work on the Lannion head office building was completed in the first half of 2024, and all employees moved into the new premises in April 2024.

In addition, Ekinops has set itself the target of obtaining ISO 45001 certification for its workplace Health and Safety system by the end of 2027 at the latest.

3.3.3.2.12 Work-life balance metrics (SI-15)

All Group employees (100%) are entitled to family-related leave under the Social Policy, collective agreements or regulations applicable in the countries where we operate.

Table 15: Percentage of employees who took family-related leave (broken down by gender)

Gender	Year N-2	Year N-1	Year N	Change N/N-1
Male	not available	not available	4.6%	N/A
Female	not available	not available	9.0%	N/A
Total headcount	not available	not available	5.6%	N/A

3.3.3.2.13 Remuneration metrics (SI-16)

Gender remuneration metrics

As data is currently only available for France, the Ekinops Group is not in a position to disclose information in line with the AR 98 requirement. Nevertheless, metrics built around other criteria are available. These are presented in paragraph 3.3.3.2.14.

Annual total remuneration ratio

As data is currently only available for France, the Ekinops Group is not in a position to disclose information in line with the AR 101 requirement. Nevertheless, metrics built around other criteria are available.

3.3.3.2.14 Voluntary remuneration metrics

The data available concerns contractual fixed and variable remuneration for employees at December 31 of year N.

Gender remuneration metrics

The workforce is divided into 11 categories:

- Executive;
- 5 "Manager" categories (levels 1 to 5);
- 5 "Professional" categories (levels 1 to 5).

Metrics are calculated for each employee category, such as the percentage average pay gap between women and men, according to the following calculation formula:

Average annual contractual remuneration of female employees - Average annual contractual remuneration of male employees

Average annual contractual remuneration of male employees

x 100

Metrics are presented for two representative geographies: EMEA (Europe, Africa, Middle East) and India. For each zone, only those categories are shown in which each gender accounts for at least three individuals.

Table 16: Gender pay gap

Employee category	Year N-2	Year N-1	Year N
EMEA			
Manager level 1	not available		3.10%
Professional level 4			-0.51%
Professional level 3			-5.57%
Professional level 2			-9.65%
Professional level 1			-1.28%
India			
Professional level 1	not available		-17.78%

The key elements of our remuneration structures include base salaries, variable remuneration (based on individual and Group financial performance), incentive/bonus programs and share-based long-term incentives.

This table shows that two (2) categories need to be analyzed more closely in order to manage any gaps for equivalent experience and responsibilities.

Ekinops is committed to offering equal pay for work of equal value (skills, responsibilities, etc.). This rule applies regardless of an individual's personal characteristics, such as sex, race, age, national origin, ethnicity, color, religion, sexual orientation, gender identity, gender characteristics or gender expression.

Salary practices are regularly reviewed to align remuneration with the performance, experience and skills required for each position.

Annual total remuneration ratio

Based on contractual salary data, the ratio of annual total remuneration of the highest paid person to the median annual total remuneration of all employees is: **7.91**

3.3.3.2.15 Incidents, complaints and severe human rights impacts (S1-17)

Over the past three years, Ekinops has declared:

- no cases of discrimination;
- no complaints filed through channels available to employees;
- no complaints lodged with the OECD national contact points;
- no fines, penalties or remuneration resulting from complaints;
- no serious human rights incidents affecting employees;
- no cases of non-compliance with the UN Guiding Principles on Business and Human Rights, and no resulting fines, sanctions, or compensation.

3.3.4 Workers in the value chain (ESRS S2)

In the first half of 2024, Ekinops undertook an impact, risk and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that sustainability matters related to workers in the value chain are not relevant for Ekinops in the sense of double materiality.

This explains why Ekinops has not currently:

- defined policies for workers in the value chain;
- implemented actions to reduce the impact of its products or services;
- put analysis and monitoring tools in place for matters related to workers in the value chain.

3.3.5 Affected communities (ESRS S3)

In the first half of 2024, Ekinops undertook an impact, risk and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that improving living conditions and digital inclusion of affected communities through the transmission of data is material for Ekinops from a double materiality perspective.

The Group's policy, as well as its priorities and targets on this topic, are presented in paragraphs 3.3.1.3 and 3.3.1.5. However, the Group is not in a position to provide all the information and explanations relating to data points (action plans, targets and metrics) for the 2024 financial year. We are making every effort to be able to disclose this information in future financial years.

3.3.6 Consumers and end-users (ESRS S4)

In the first half of 2024, Ekinops undertook an impact, risk and opportunity analysis (IRO) based on the principles of double materiality (see paragraph 3.1.4). The material IROs identified during this analysis are presented in paragraph 3.1.3.3.

The analysis showed that access to products and services is material for Ekinops from a double materiality perspective.

The Group's policy, as well as its priorities and targets on this topic, are presented in paragraphs 3.3.1.4 and 3.3.1.5. However, the Group is not in a position to provide all the information and explanations relating to data points (action plans, targets and metrics) for the 2024 financial year. We are making every effort to be able to disclose this information in future financial years.

3.3.6.1 Our customer policy

Still relatively modest in size compared with its direct competitors, the Group must generate growth while respecting the sustainability criteria imposed by climate change. This development is necessary to be able to supply solutions to the biggest international operators. The latter are all committed to progress in terms of environmental and governance responsibility and require commitments from their suppliers which are coherent with their own. In calls for tender issued in 2023, Europe's leading communication services providers announced that the CSR assessment of suppliers would account for 20%, and sometimes 25%, of the overall score. Similarly, in 2023, some of the Group's operators who were already regular customers supplemented their CSR assessments, obtained from third-party evaluators such as EcoVadis, with a more in-depth dialogue with the company during working meetings devoted to environmental, social, governance and responsible purchasing issues.

This dialogue enabled Ekinops to highlight the actions already taken in 2023 to address these

customer concerns and reduce the associated risks, namely:

- anti-corruption training for all personnel;
- comprehensive Bilan Carbone® reports carried out annually on scopes 1, 2 and 3 for all of the Group since 2021;
- life cycle analysis for products in the "Access" range;
- ISO 14001 certification of all production sites (Ekinops Group and EMS);
- ISO 27001 certification of the Group for data security;
- supplier charter and assessment of a selection of suppliers by EcoVadis.

Furthermore, this dialogue also promotes reflection by operators on future actions that could, for example reduce consumption of products using specific software via different management of these products by the operator in its network.

Ekinops' commitment to CSR has also been recognized by Orange, the Group's leading customer, who awarded the Group the title of "Best Partner for Sustainability"⁽¹⁾ in 2022.

(1) Best partner for sustainable development.

3.4 GOVERNANCE INFORMATION

3.4.1 Business conduct policies and corporate culture (G1-1)

3.4.1.1 General approach

Ekinops' responsibility is based on an approach of transparency and integrity towards third parties, and first and foremost towards all its stakeholders (customers, suppliers, partners, etc.).

Ekinops takes care to implement responsible systems and practices, such as:

- the integration of social, environmental and human criteria into purchasing and subcontracting practices, as well as the obligation for suppliers and subcontractors to sign the most recently updated edition of our **supplier charter** in order to establish or maintain a business relationship with the Group;
- exemplary conduct in the fight against corruption and tax evasion;
- a **Code of Conduct** to prevent corruption and conflicts of interest, etc.;
- strict compliance with the European Union's General Data Protection Regulation (GDPR);
- a CSR assessment program for its suppliers

In its supplier relationships, Ekinops adheres to ISO standards and is setting up a system for selecting and evaluating external service providers.

3.4.1.2 Respect for human rights

If we add international labor standards, the first six of the 10 principles of the United Nations Global Compact cover human rights. By joining this Pact in July 2022, Ekinops wanted to publicly show its commitment to upholding rights and ensuring they are upheld by its partners.

Through its geographical locations, the Ekinops group illustrates the diversity of its nationalities and its culture. It strives to promote with its employees the fundamental principles of the World Labor Organization and works to uphold human rights within its organization.

Ekinops is also committed to strict compliance with the laws and social regulations in force wherever it operates. Its local partners (service providers, trade unions etc.) help it to stay informed of legal changes to take into account in each country.

Respect for human rights also requires exemplary behavior in the fight against all types of discrimination. With this in mind, Ekinops combats all forms of discrimination in its hiring process and on a daily basis in the management of its teams and business activities. By signing the Ekinops "supplier charter", the Group's partners commit to upholding human rights within their own organizations and supply chains.

3.4.1.3 Anti-corruption and tax evasion policy

Ekinops' anti-corruption policy complies with the 10 principles of the United Nations (see paragraph 3.1.5.2). The Group ensures the fairness of its practices internally through a number of measures (memos, training, procedures, etc.) in an effort to promote a values-dominated corporate culture among all employees, including the prevention of corruption and conflicts of interest.

Ekinops imposes that all its employees lead by example when it comes to behaving with integrity, especially in terms of the fight against corruption and tax evasion. No financial engineering aimed at circumventing local tax regulations has been implemented by Ekinops.

It is through the strict respect of these values and guiding principles that the Group intends to achieve strong and sustainable growth, both for itself and all its stakeholders. A training program for all Group personnel on the risks of conflicts of interests and anticorruption was implemented for 2022 and 2023.

Furthermore, employees are kept informed of internal regulations on share trading, which focus on insider trading, and are also educated in information security.

A reminder is sent annually to each employee regarding (i) the **Code of Conduct**; and (ii) the **Code of Ethics on securities trading**. Employees who have access to highly confidential information through their position must also be included on the list of permanent insiders, which is sent to the Autorité des marchés financiers (French Financial Markets Authority – AMF).

In data protection, Ekinops implements all the rules imposed by regulations applicable to the Group, and encourages its employees to be vigilant in terms of digital security (Internet access, social networks, etc.) by raising awareness of the risk of phishing and providing targeted training online.

3.4.1.4 Ethics Committee and whistleblower system

The **Ethics Committee** was created by a decision of the Board of Directors of January 28, 2021, and aims to collect and process alerts that are reported via the internal **whistleblowing system** introduced by the Board. Committee members are nominated by the Chairman of the Board. Appointees are as follows:

- a personnel representative (ESC);
- a member of the legal team;
- a member of the Board of Directors.

This whistleblowing system is accessible to employees, corporate officers, external or occasional associates of the Ekinops group, customers and suppliers.

The whistleblowing system set up within the Ekinops group guarantees the confidentiality of the identity of the person making the report, of the facts and objects of the report, and of the persons targeted by the report.

The system is managed by the Ethics Committee represented by an employee, a member of the Board of Directors, and a member of the legal team.

It falls within the scope of the "Sapin II" law; law no. 2016-1691 of December 9, 2016, amended by law no. 2022-401 of March 21, 2022 (transposition of Directive (EU) 2019/1937 of October 23, 2019), to which the Group is subject.

More information on this whistleblowing system is available on our website and on our intranet (Sharepoint) for employees. It describes in particular:

- who can issue an alert;
- the facts that may be the subject of an alert;
- the status of the whistleblower and the legal protection they enjoy;
- the conditions for benefiting from this protection;
- the guarantees offered to the whistleblower;
- the communication channels available to send a report;
- the procedures for reporting;
- how the report is processed.

All the Group's employees are informed of this system and the associated protection through the Code of Conduct, which is freely available on the Group's website and distributed to new recruits on arrival. An annual reminder of the Code of Conduct is issued to all employees. A particular focus on this mechanism is presented in paragraph 3.3.3.1.1 "Details of policies and procedures (SI-1 AR 17)", in the section "Procedures for handling discrimination complaints".

The anti-corruption training provided to all staff also addresses the subject of legal protection and guarantees offered to the whistleblower. This training is primarily aimed at Purchasing and Sales functions, which are the most exposed to the risk of corruption.

3.4.1.5 Responsible purchasing

3.4.1.5.1 Aims of the procurement policy

Supplies fall into three main categories:

- component purchases and raw materials for production;
- capital expenditure;
- general expense purchases for the operation of services of Group companies;

Supplies for production represent the main part in value terms, with, on the one hand, EMS, third party companies that manufacture our equipment, and, on the other hand, suppliers of components for the Group's factory located in Belgium and certain components that the EMS do not supply themselves.

It is also the most critical part in terms of quality and CSR, financial impact, flow management and safety for the Group.

Ekinops' procurement policy therefore aims to:

- Guarantee compliance with the rules for proper business conduct (ESG and anticorruption);
- Ensure cost control of sold products:
 - > enforcing competitive bidding for EMS and other suppliers;
 - > sharing experience with development teams;
 - > Sale of software-based solutions only;

- Secure supplies:
 - > searching for and maintaining alternative sources;
 - > negotiating safety inventories at suppliers;
 - > committing to delivery times with late penalties for EMS;
- Perform quality assurance:
 - > overseeing strict selection and warranty commitment from suppliers and notably EMS;
 - > meeting ISO 9001 certification requirements where applicable;
- ISO certifications concerning:
 - > the quality management system (ISO 9001);
 - > the environmental management system (ISO 14001);
 - > the energy management system (ISO 50001);
 - > the information security management system (ISO 27001);
- Compliance with the Ekinops group's supplier charter.

The signature of our supplier charter is mandatory for the Group's 60 main suppliers.

Furthermore, to ensure that its suppliers and subcontractors are properly aligned with a minimum level of CSR performance, the Group is engaged in a process of assessing its 60 largest suppliers in terms of purchasing value (> 95% of Group purchases).

This evaluation addresses the following issues:

- environment;
- social and human rights;
- business ethics;
- responsible purchasing.

EcoVadis, the CSR assessment platform, was chosen for this purpose. A minimum score of 45/100 is expected from each supplier, demonstrating sufficient maturity in terms of sustainability. Annual compliance targets (in terms of purchase value) are set. The Group, through its Procurement and Sustainability teams, will provide support to suppliers and subcontractors who do not meet the minimum threshold set in their initial assessment.

3.4.1.5.2 Supplier compliance

In its supplier relationships, Ekinops relies on its supplier charter and ISO standards and implements a system for selecting and assessing external service providers. The supplier charter evolved in 2022 to include a more explicit mention of the Group's requirements in terms of "conflict minerals".

The supplier charter is accompanied by an **ESG compliance questionnaire**, which was updated in 2024. The following topics are addressed:

- Compliance with European directives and regulations concerning:
 - > the use of hazardous substances (RoHS directive, REACH regulation);
 - > treatment of waste electrical and electronic equipment (WEEE directive);
 - > data protection (GDPR);

3.4.1.6 Priorities and targets

GOVERNANCE/BUSINESS CONDUCT				
PRIORITIES		TARGETS		SDG
F	Protect and secure our customer and employee data	13	Maintain ISO 27001 certification	
G	Ensure the ESG performance of our supply chain	14	80% of suppliers (by purchase value) with an ESG compliant rating by 2026	

3.4.2 Management of relationships with suppliers (G1-2)

Although this matter was not considered as material for Ekinops in the sense of double materiality (see paragraph 3.1.4), particularly with regard to payment terms, in the interests of transparency, we disclose information that we believe is relevant in this regard.

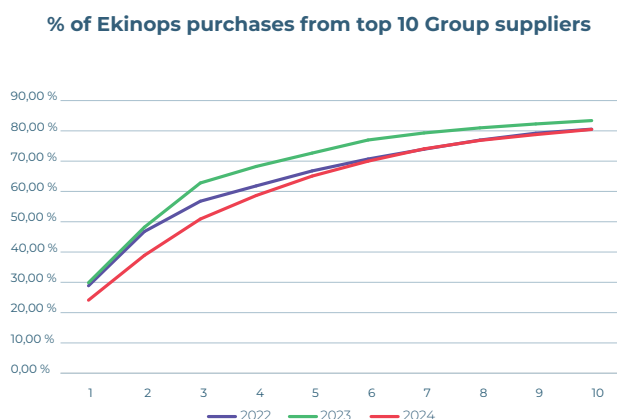
The "Business Conduct" section of Ekinops' Sustainability Policy contains a paragraph addressing responsible procurement, and in particular (i) how Ekinops manages relationships with its suppliers

given the risks it faces in its supply chain and the impact on sustainability matters; and (ii) the manner in which the Group takes into account social and environmental criteria when selecting its suppliers. This is set out in paragraph 3.4.1.5.

In addition, we also disclose qualitative and quantitative information regarding the performance of our suppliers. This information helps understand how Ekinops manages supply risk.

3.4.2.1 Supplier performance monitoring

F-1 KPI: Respective weight of the top 10 suppliers



The Group's main suppliers are the EMS and, in particular for the Leuven plant, the main suppliers of electronic, optical and mechanical components (cabinets and chassis). The curves show a slight decrease in the concentration of purchases in 2024, after an increase in 2023, to return to the same level as in 2022, with 80% of the Group's production purchases from the 10 largest suppliers and manufacturing subcontractors (EMS). However, none of the Group's product lines is dependent on a single production site, which means it is possible to have a fallback solution in the event of a disaster affecting production at one site.

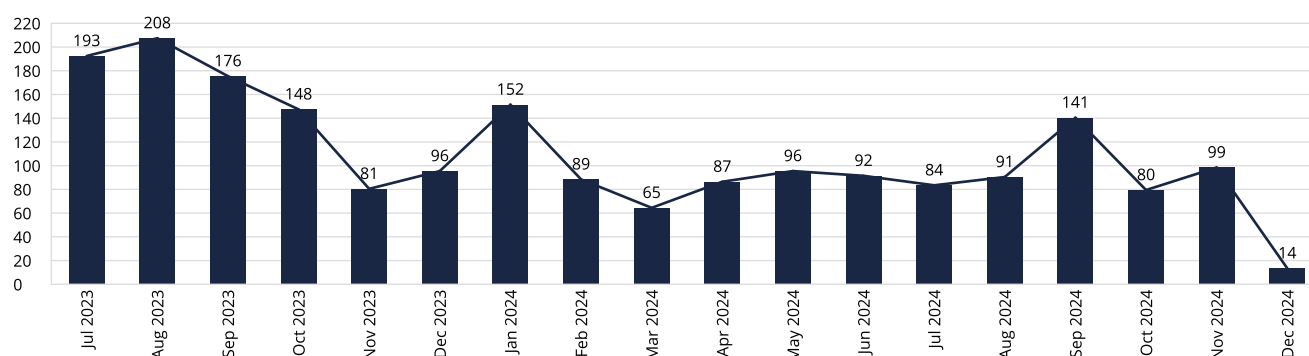
To coordinate the supply of components to the Group's plant, logistics contracts are drawn up with lead suppliers to ensure a readily available inventory of electronic components in response to changing customer demand for products. The majority of our electronic components can be sourced from multiple suppliers. Ekinops is free to place its orders with one or other of its suppliers if there are tensions in the market. The Group also sets up back-up inventories at manufacturers' and distributors' premises, as well as internally for the most critical or single-source components. The Group's policy is to avoid this type of component wherever possible, but for certain high-technology functions such as specialist processors or xDSL chipsets, often the only sources available are not interchangeable, thereby forcing the Group to select a single supplier at the product design stage.

F-2 KPI: Average delivery time of component suppliers (excluding EMS) by delivery month, average delay versus requested delivery date on purchase order

This indicator specifically targets suppliers of electronic components excluding EMS (assembly plants for electronic cards), as the objective was originally to monitor the impact of the Covid crisis since 2020 on component delivery times, which mostly come from plants located in Asia where production capacity had been hard hit.

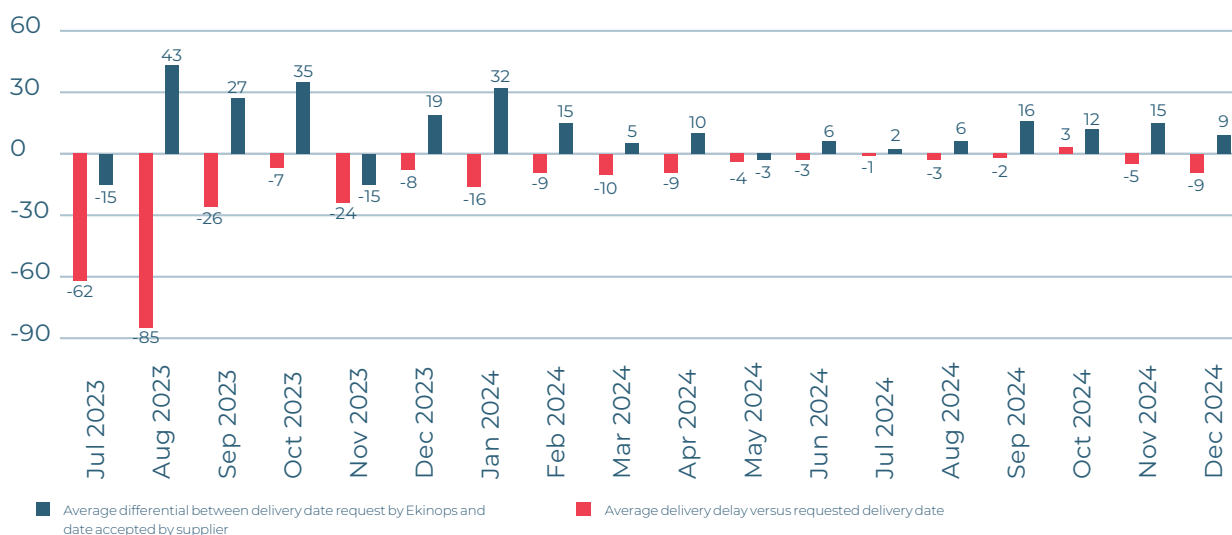
The first graph below shows the supply lead times for component suppliers over the 18 months to end-2024. The encouraging trend observed over the last two months of 2023, with a return to normal lead times of 12 to 16 weeks (84 to 112 days), was confirmed in 2024. Delivery times are back to pre-pandemic levels.

Average component delivery times (in weeks)



The second graph indicates month by month the average difference between the delivery date requested by Ekinops and that accepted by the supplier, and also the supplier delay compared with the previously accepted date.

Average supplier delivery delays (in days)



The uptrend initiated at the end of 2023 was confirmed in 2024, with gaps and delays greatly reduced.

3.4.2.2 Supplier CSR assessment

3.4.2.2.1 Principles

In 2024, Ekinops launched a program to assess the CSR performance of its 60 main suppliers (in terms of purchase value).

The aim of this program is to ensure that Ekinops' key suppliers are aligned with the Group's ESG (Environmental, Social, Governance) policy and targets, and meet or exceed a minimum level of CSR performance.

A list of 60 suppliers representing more than 95% of the Group's purchases by value has been defined. The program applies to this list of key suppliers. The list of suppliers may be modified from time to time, depending on the strategic importance of the supplier for the Group.

To assess the CSR performance of its suppliers, Ekinops decided to call on market leader EcoVadis, which offers a range of sustainability solutions designed to help organizations manage, measure and improve their sustainability performance across the value chain. The CSR assessment evaluates supplier performance based on four pillars:

- Environment
- Social and human rights
- Business ethics
- Responsible purchasing

3.4.2.2.2 Targets

The following metric will be tracked and reported annually.

F-3 KPI: Percentage of suppliers with a compliant CSR assessment (in purchase value)

Description	2024	2025	2026	2027
Target for the year	50%	70%	80%	90%
Result for the year	80.58%	-	-	-

A CSR assessment is considered compliant when its score is at least 45/100. According to the EcoVadis methodology, this score corresponds to a company with a structured CSR approach, covering the main environmental, social and governance issues and offering regular and detailed assessment reporting.

The annual targets until 2027 were set at the beginning of financial year 2024, as part of a bank financing operation integrating CSR criteria, before the supplier assessment program was defined.

In 2024, 32 assessments were initiated out of the 60 suppliers. At the end of 2024, 26 assessments were available, the results of which showed that Ekinops has already exceeded its 2026 target. This indicates that the choices made by Ekinops in the past in terms of selecting its suppliers are very relevant and consistent with regard to its CSR policy and targets.

3.4.3 Prevention and detection of corruption and bribery (G1-3)

Although this topic was not considered material for Ekinops from the double materiality perspective (see section 3.1.4), in the interest of transparency, we disclose information that we believe is useful and relevant in this regard.

The "Business conduct" section of Ekinops' Sustainability Policy contains a paragraph addressing the topic of combatting corruption. This is set out in paragraph 3.4.1.3. It is supplemented by paragraph 3.4.1.4 which provides details concerning the whistleblower system.

3.4.3.1 Anti-corruption training

By the end of 2023, 96% of Ekinops' workforce had completed this training. In 2024, a new training cycle was initiated, targeting the most at-risk groups of employees. This cycle is still ongoing at the date of publication of this document.

3.4.4 Incidents of corruption or bribery (G1-4)

During 2024, Ekinops recorded:

- no convictions for violations of anti-corruption policy and acts of bribery;
- no fines for violations of anti-corruption policy and acts of bribery;
- no proven cases of corruption or bribery;
- > no proven cases resulting in the dismissal or punishment of workers;
- > no documented cases of contracts terminated or not renewed with business partners due to corruption or bribery offences;
- no public legal proceedings opened against Ekinops and its workers for corruption or bribery.

3.4.5 Political influence and lobbying activities (G1-5)

This topic was not considered as material for Ekinops from the double materiality perspective (see paragraph 3.1.4). As such, we disclose no information on the subject.

3.4.6 Payment practices (G1-6)

This topic was not considered as material for Ekinops from the double materiality perspective (see paragraph 3.1.4). As such, we disclose no information on the subject.

3.4.7 Data protection practices

3.4.7.1 Principles

This topic was considered to be material for Ekinops in the double materiality analysis (see section 3.1.4). It corresponds to priority F "*Protect and secure our customer and employee data*" described in paragraph 3.4.1.6.

To address this matter, Ekinops leverages:

- its Group Quality, ESG and Information Security policy (available to Group employees via the Intranet);
- an ISO 27001-certified Information Security Management System (ISMS);
- its technical and organizational procedures taken in compliance with the Regulation on personal data;
- a specific organization including three (3) positions specialized in information security and personal data protection:
 - > Head of Information Security;
 - > Head of Product Safety;
 - > Personal data referent;
- processes for integrating security into our products, which include:
 - > the secure development process;
 - > issuing security bulletins/alerts;
- the data retention directive (available to Group employees on the intranet).

3.4.7.2 Information security policy

As part of its ISO 27001 certification, Ekinops has implemented a set of policies relating to data and information security:

- organization of information security;
- human resources security (including staff awareness and training);
- asset management;
- access control;
- cryptography;
- physical and environmental security;
- security of operations;
- communications security;
- systems acquisition, development and maintenance;
- supplier relations;
- information security incident management;
- information security aspects of business continuity management (including IT redundancy management, crisis management and description of escalation principles).

3.4.7.3 Action plan & innovation

Data security is a crucial issue in our industry, and one that Ekinops treats with the utmost importance. Our equipment collects and transports customer data.

As part of its R&D teams' Innovation Committee, data security plays an important role. Various initiatives are currently being studied, including:

- post-quantum cryptography;
- the use of artificial intelligence in threat and intrusion detection.

3.5 REPORT ON THE CERTIFICATION OF SUSTAINABILITY AND TAXONOMY INFORMATION

3.5.1 Report on the certification of sustainability information and verification of the disclosure requirements pursuant to Article 8 of Regulation (EU) 2020/852, relating to the year-ended December 31, 2024

To the Annual General Meeting,

This report is issued in our capacity as statutory auditors responsible for certification of consolidated sustainability information for Ekinops SA, hereinafter Ekinops. It covers the sustainability information and the information required by Article 8 of Regulation (EU) 2020/852, relating to the year ended December 31, 2024 and included in Chapter 3 of the Group management report.

Pursuant to Article L. 233-28-4 of the French Commercial Code, Ekinops is required to include the above-mentioned information in a separate section of its management report. This information has been prepared in the context of the first-time application of the aforementioned Articles, characterized by uncertainties regarding the interpretation of the texts, the use of significant estimates, the absence of established practices and frameworks in particular for the double materiality analysis and an evolving internal control system. It enables an understanding of the impact of Ekinops' business on sustainability matters, as well as the way in which these matters influence the development of the Group, its performance and position. Sustainability matters include environmental, social and corporate governance matters.

Pursuant to Article L. 821-54 paragraph II of the aforementioned Code, our responsibility is to carry out the procedures necessary to issue a conclusion, expressing limited assurance, on:

- compliance with the sustainability reporting standards adopted pursuant to Article 29 b of Directive (EU) 2013/34 of the European Parliament and of the Council of December 14 2022, (hereinafter ESRS for European Sustainability Reporting Standards) of the process implemented by Ekinops to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the last paragraph of Article L. 2312-17 of the French Labor Code;
- compliance of the sustainability information included in Chapter 3 of the management report with the requirements of Article L. 233-28-4 of the French Commercial Code, including the ESRS; and
- compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852.

This engagement is carried out in compliance with the ethical rules, including independence, and quality control rules prescribed by the French Commercial Code.

It is also governed by the H2A guidelines "Certification of sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852."

In the three separate sections of the report that follow, we present, for each of the sections of our engagement, the nature of the procedures that we carried out, the conclusions that we drew from these procedures and, in support of these conclusions, the elements to which we paid particular attention and the procedures that we carried out with regard to these elements. We draw your attention to the fact that we do not express a conclusion on any of these elements taken individually and that the procedures described should be considered in the overall context of the formation of the conclusions issued in respect of each of the three sections of our engagement.

Finally, where deemed necessary to draw your attention to one or more disclosures of sustainability information provided by Ekinops in its management report, we have included an emphasis of matter(s) paragraph hereafter.

Limits of our engagement

As the purpose of our engagement is to express limited assurance, the nature (choice of techniques), extent (scope) and timing of the procedures are less than those required to obtain reasonable assurance.

Furthermore, this engagement does not provide guarantee regarding the viability or the quality of the management of Ekinops, in particular it does not provide an assessment of the relevance of the choices made by Ekinops in terms of action plans, targets, policies, scenario analyses and transition plans, which would go beyond compliance with the ESRS reporting requirements.

It does, however, allow us to express conclusions regarding the process for determining the sustainability information to be reported, the sustainability information itself, and the information reported pursuant to Article 8 of Regulation (EU) 2020/852, as to the absence of identification or, on the contrary, the identification of errors, omissions or inconsistencies of such importance that they would be likely to influence the decisions that readers of the information subject to this engagement might make.

Any comparative information is not covered by our engagement.

Compliance with the ESRS of the process implemented by Ekinops to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the last paragraph of Article L. 2312-17 of the French Labor Code

Nature of procedures carried out

Our procedures consisted in verifying that:

- the process defined and implemented by Ekinops has enabled it, in accordance with the ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters, and to identify the material impacts, risks and opportunities that led to the publication of sustainability information disclosed in Chapter 3 of the management report; and
- the information provided on this process also complies with the ESRS.

We also checked the compliance with the requirement to consult the social and economic committee.

Conclusion of verifications carried out

Based on the verifications we carried out, we have not identified any significant errors, omissions or inconsistencies regarding the compliance of the process implemented by Ekinops with the ESRS.

With regard to the consultation of the Social and Economic Committee provided for in the last paragraph of Article L.2312-17 of the French Labor Code, we inform you that:

As at the date of this report, this has not yet taken place.

Compliance of the sustainability information included in section 3 of the Group management report with the requirements of Article L.233-28-4 of the French Commercial Code, including with the ESRS

Nature of the verifications carried out

Our work consisted in verifying that, in accordance with legal and regulatory requirements, including the ESRS:

- the information provided enables an understanding of how the sustainability information included in section 3 of the Group management report is prepared and overseen, including how value chain information is determined and the disclosure exemptions adopted;
- the presentation of this information ensures that it is easy to read and understand;
- the scope chosen by Ekinops for this information is appropriate; and
- on the basis of a selection, based on our analysis of the risks of non-compliance of the information provided and the expectations of its users, this information does not contain any material errors, omissions or inconsistencies, i.e. that could influence the judgment or decisions of the users of this information.

Conclusion of verifications carried out

Based on our verifications, we have not identified any material errors, omissions or inconsistencies concerning the compliance of the sustainability information included in Chapter 3 of the Group management report with the requirements of article L.233-28-4 of the French Commercial Code, including the ESRS.

Compliance with the disclosure requirements of Article 8 of Regulation (EU) 2020/852

Nature of the verifications carried out

Our work consisted in verifying the process implemented by Ekinops to determine the eligibility and alignment of the activities of the entities included in the consolidation.

It also consisted of verifying the information published pursuant to Article 8 of Regulation (EU) 2020/852, which involves verifying:

- compliance with the rules governing the presentation of this information to ensure that it is legible and understandable;
- on the basis of a selection, the absence of material errors, omissions or inconsistencies in the information provided, i.e. information likely to influence the judgment or decisions of users of this information.

Conclusion of verifications carried out

Based on the verifications we carried out, we found no material errors, omissions or inconsistencies concerning compliance with the requirements of Article 8 of Regulation (EU) 2020/852.

Paris, March 20, 2025

The Statutory Auditors

PKF Arsilon Statutory Auditors

Iris Chabrol

Chartered accountant

Partner

4

Consolidated financial statements

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4.1 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS

(€k)	Notes	12/31/2024	12/31/2023
Goodwill	4.1	28,410	28,505
Intangible assets	4.2	13,389	17,050
Tangible assets	4.3	6,849	7,377
Non-current financial assets	4.5	1,678	1,570
Rights of use	4.6	11,624	6,653
Other non-current assets	4.5	13,508	11,059
Deferred tax assets	5.7	6,523	6,624
Total non-current assets		81,980	78,839
Inventories	4.7	22,811	25,931
Trade receivables and related accounts	4.8	23,706	29,984
Other current assets	4.9	10,507	10,682
Cash and cash equivalents	4.10	46,367	47,177
Total current assets		103,400	113,773
TOTAL ASSETS		185,380	192,612

LIABILITIES

(€k)	Notes	12/31/2024	12/31/2023
Issued capital	4.11	13,497	13,401
Share premiums		114,236	114,415
Consolidated reserves - Group share		(5,645)	(9,349)
Translation reserves		(3,036)	(2,709)
Income for the period - Group share		(6,951)	3,628
Equity capital - Group share		112,100	119,386
Total shareholders' equity		112,100	119,386
Non-current financial debt	4.12	11,601	16,933
Non-current leasing liabilities	4.6	9,984	5,621
Non-current provisions	4.14	2,567	1,060
Employee commitments	4.15	3,173	2,939
Other non-current liabilities	4.16	1,477	1,167
Deferred tax liabilities	5.7	112	163
Total non-current liabilities		28,913	27,883
Current financial debt	4.12	7,617	9,629
Current lease debt	4.6	2,200	1,333
Current provisions	4.14	951	1,221
Derivative instruments liabilities	4.17	-	2
Trade payables and related accounts	4.17	17,778	18,217
Tax expense	4.17	815	576
Other current liabilities	4.17	15,006	14,367
Total current liabilities		44,367	45,344
TOTAL LIABILITIES		185,380	192,612

The accompanying notes are an integral part of the condensed consolidated annual financial statements.

4.2 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(€k)	Notes	12/31/2024	12/31/2023
Revenue	5.1	117,669	129,097
Cost of sales		(53,156)	(61,783)
Gross margin		64,513	67,314
Research & Development costs	5.2	(25,131)	(28,022)
Sales and marketing costs	5.2	(22,772)	(23,445)
General and administrative expenses	5.2	(10,157)	(10,785)
Current operating income		6,453	5,061
Other operating income and expenses	5.5	(11,448)	(1,427)
Operating income		(4,995)	3,634
Net cost of debt	5.6	(1,509)	(1,020)
Other financial income and expenses	5.6	254	750
Pre-tax profit		(6,251)	3,364
Tax expense	5.7	(700)	265
Net income for the period		(6,951)	3,628
Portion attributable to Ekinops SA shareholders	5.8	(6,951)	3,628
Attributable to non-controlling interests		-	-
Basic earnings per share (€/share)	5.8	(0.26)	0.14
Diluted earnings per share (€/share)	5.8	(0.26)	0.13
EBITDA	11	17,952	18,585

OTHER COMPREHENSIVE INCOME

(€k)	12/31/2024	12/31/2023
Net income for the period	(6,951)	3,628
Other recyclable components of comprehensive income	(327)	237
Currency translation adjustments, net of taxes	(327)	237
Other non-recyclable components of comprehensive income	51	511
Actuarial gains and losses, net of taxes	43	355
Financial instruments, net of taxes	8	156
Total other comprehensive income	(276)	748
Comprehensive income	(7,227)	4,376

The accompanying notes are an integral part of the condensed consolidated annual financial statements.

4.3 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(€k)	Number of shares	Capital	Share premium	Reserves and retained earnings	Translation reserves	Shareholders' equity (Group share)	Non-controlling interests	Total shareholders' equity
At 01/01/2023	26,431,086	13,216	114,004	(9,573)	(4,073)	113,576	-	113,576
Net income for the period	-	-	-	3,628	-	3,628	-	3,628
Other comprehensive income	-	-	-	511	237	748	-	748
Comprehensive income	-	-	-	4,139	237	4,376	-	4,376
Treasury shares	-	-	-	(41)	-	(41)	-	(41)
Options exercised and bonus shares issued	370,630	185	412	(136)	-	461	-	461
Share-based payments	-	-	-	1,014	-	1,014	-	1,014
At 12/31/2023	26,801,716	13,401	114,415	(4,596)	(3,836)	119,387	-	119,386
At 01/01/2024	26,801,716	13,401	114,415	(4,596)	(3,836)	119,387	-	119,386
Net income for the period	-	-	-	(6,951)	-	(6,951)	-	(6,951)
Other comprehensive income	-	-	-	51	(327)	(276)	-	(276)
Comprehensive income	-	-	-	(6,900)	(327)	(7,227)	-	(7,227)
Treasury shares	-	-	-	(552)	-	(552)	-	(552)
Options exercised and bonus shares issued	192,333	96	(96)	-	-	-	-	-
Share-based payments	-	-	-	494	-	494	-	494
Other	-	-	(82)	82	-	-	-	-
At 12/31/2024	26,994,049	13,497	114,236	(11,472)	(4,163)	112,103	-	112,100

The accompanying notes are an integral part of the condensed consolidated annual financial statements.

4.4 CONSOLIDATED STATEMENT OF CASH FLOWS

(€k)	Notes	12/31/2024	12/31/2023
Net income for the period		(6,951)	3,628
Elimination of depreciation, amortization (excluding rights of use) and provisions	5.4	13,255	9,980
Elimination of amortization of rights of use (IFRS 16)	4.6.1	2,340	2,209
Elimination of share-based payment expenses	4.11.2	494	1,014
Elimination of deferred taxes	5.7	72	(898)
Elimination of other items with no cash impact		2,041	229
Cash flow after tax and cost of net financial debt		11,251	16,162
Elimination of tax expense (income)	5.7	629	632
Neutralization of financial interest related to lease liabilities		379	243
Neutralization of borrowing costs disbursed		1,130	777
Cash flow before tax and cost of net debt		13,389	17,814
Impact of change in working capital requirement	4.18	7,639	(3,286)
Tax paid		(249)	(999)
Cash flows from operating activities		20,779	13,529
Acquisitions of tangible and intangible assets	4.4	(9,919)	(8,032)
Change in loans, advances, and security deposits	4.5	(61)	(157)
Cash flows from investing activities		(9,980)	(8,189)
Change in share capital and share premiums	3	-	461
Trading in treasury shares	3	(550)	(41)
Issue of new loans	4.12	384	13,169
Loan repayments	4.12	(6,805)	(6,441)
Financial interest paid		(1,144)	(777)
Repayment of rent liabilities	4.6	(2,186)	(2,023)
Financial interest related to rent liabilities		(379)	(243)
Change in debt arising from factoring	4.12	(935)	(1,596)
Change in other financial debt	4.12	2	-
Cash flows from financing activities		(11,616)	2,508
Impact of currency fluctuations	4.10	6	(26)
Increase (decrease) in cash and cash equivalents		(811)	7,822
Opening cash and cash equivalents:		47,177	39,355
Closing cash and cash equivalents:		46,367	47,177

The accompanying notes are an integral part of the condensed consolidated annual financial statements.

4.5 NOTES TO THE ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

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Note 1 - General presentation

Ekinops is a leading supplier of open, interoperable telecommunications solutions for service providers (telecommunications operators and companies) around the world.

The highly programmable and scalable solutions offered by Ekinops enable the fast and flexible deployment of new services for high-capacity and high-speed optical transport as well as enterprise services, particularly through network virtualization. The portfolio of solutions consists of three sets of fully complementary products:

- the "Ekinops 360" platform to meet the needs of metropolitan, regional, and long-distance networks based on a simple, highly integrated architecture for network layer 1 (transport);
- "OneAccess" solutions to offer a wide range of physical and virtualized deployment options for layers 2 and 3 (access and routers);
- "Hybrid" solutions, that help service providers manage their networks using software through a series of software management services and tools.

As service providers embrace SDN (Software-Defined Networking) and NFV (Network Functions Virtualization) deployment models, the Ekinops solutions allow them to migrate transparently to open, virtualized architectures.

Thanks to its global organization, Ekinops operates on four continents.

Ekinops SA is listed on compartment B of the Euronext Paris market (ISIN: FR0011466069, Ticker: EKI).

On March 4, 2025, the Board of Directors approved and authorized the publication of the consolidated annual financial statements of Ekinops SA covering the 12-month period ending December 31, 2024.

The consolidated financial statements are presented in thousands of euros (€k), and all values are rounded to the nearest thousand unless otherwise stated.

COMPANY IDENTIFYING INFORMATION

Company name	Ekinops
Explanation for the change in name	N/A
Country of registered office	France
Legal form	French public limited company (SA)
Country of incorporation	France
Address of registered office	10 rue Édouard Branly - 22300 Lannion
Address of principal establishment	10 rue Édouard Branly - 22300 Lannion
Description of the business	Telecommunication s equipment manufacturers
Name of the parent company	Ekinops
Name of Group parent	Ekinops

Note 2 - Significant events

At the end of 2024, Ekinops reported consolidated revenue of €117.7 million, down 9% compared with the previous year.

2024 was marked by dynamic growth of 11% in **Access**, driven by a clear recovery in business in France and several European countries, with operators gradually rebuilding their equipment inventories.

Revenue in the **Optical Transport** business line was down 30% year-on-year, penalized by demanding comparison with the year-earlier performance and the reluctance of operators to launch their investment plans in a deteriorated market environment. Business nevertheless picked up slightly at the end of the year, with H2 revenue up 20% compared with H1 and the first deliveries of the new 800G solution.

Software & Services contributed 18% of Group revenue, compared with 17% a year earlier, with a growing share of SD-WAN solutions. The Group announced the closure of Ekinops Brasil. The closure was aimed at both concentrating the Group's R&D and optimizing its operating performance. Ekinops will focus on work at its R&D center in Lannion, reinforcing its technological know-how and commitment to innovation.

In 2024, Ekinops consolidated its commitment to sustainability and updated its analysis of material sustainability matters and risks to comply with CSRD requirements through a double materiality approach (impact materiality and financial materiality). The analysis identified a list of significant IROs (Impacts, Risks and Opportunities), taking into account the growing expectations of internal and external stakeholders: energy consumption of Ekinops products, greenhouse gas (GHG) emissions, quality of working life and workforce diversity.

Note 3 - Accounting methods and principles

3.1 General principles

The consolidated financial statements are presented in thousands of euros, and all values are rounded to the nearest thousand unless otherwise stated.

3.2 Financial reporting framework

The main accounting methods applied when preparing the consolidated financial statements are described below. Unless otherwise indicated, these methods were applied consistently to all of the periods presented.

Pursuant to Regulation 1126/2008 of the European Council adopted on November 3, 2008, the Ekinops

group's consolidated financial statements at December 31, 2024, were prepared in accordance with international accounting standards as approved by the European Union as of December 31, 2024, and mandatory as of that date.

International accounting standards include IFRS (International Financial Reporting Standards), IAS (International Accounting Standards), and their interpretations issued by IFRIC (International Financial Reporting Interpretations Committee) and SIC (Standing Interpretations Committee).

All of the texts adopted by the European Union are available on the website of the European Commission.

Standards, amendments, and interpretations adopted by the European Union and mandatory for reporting periods beginning on or after January 1, 2024

Amendments to IAS 1	Classification of liabilities as current or non-current liabilities with covenants
Amendments to IAS 7 and IFRS 7	Financing agreements with suppliers
Amendments to IFRS 16	Lease liabilities in connection with a sale and leaseback

These publications had no material impact on the Group's consolidated financial statements.

Standards, amendments and interpretations adopted by the European Union and non-applicable as of December 31, 2024

None.

3.3 Valuation rules and methods

3.3.1 Scope

The Group controls all its subsidiaries, which are therefore fully consolidated.

The table below presents the information relating to all entities included in the scope of consolidation as of the end of each financial year.

Company	Country	2024			2023		
		Percentage of interest	Consolidation method	Number of months of activity	Percentage of interest	Consolidation method	Number of months of activity
Ekinops SA	France	Parent	FC	12 months	Parent	FC	12 months
Ekinops Corp.	United States	100%	FC	12 months	100%	FC	12 months
Ekinops France SA	France	100%	FC	12 months	100%	FC	12 months
Ekinops Belgium	Belgium	100%	FC	12 months	100%	FC	12 months
Ekinops India	India	100%	FC	12 months	100%	FC	12 months
Ekinops Australia	Australia	100%	FC	12 months	100%	FC	12 months
Ekinops España	Spain	100%	FC	12 months	100%	FC	12 months
Ekinops Brasil	Brazil	100%	FC	12 months	100%	FC	12 months
Ekinops Deutschland	Germany	100%	FC	12 months	100%	FC	12 months
SixSq	Switzerland	100%	FC	12 months	100%	FC	12 months
Ekinops Canada	Canada	100%	FC	12 months	100%	FC	12 months

*FC: Fully consolidated

3.3.2 Consolidation method

The financial statements of subsidiaries cover the same reference period as those of the parent company using the same accounting methods.

All intra-group balances, intra-group transactions, and unrealized income, expenses, and gains that are

included in the book value of assets from internal transactions are fully eliminated.

Companies in which the Group directly or indirectly exercises sole control are fully consolidated.

3.3.3 Translation methods

a) Translation of financial statements of foreign subsidiaries

The operating currency of foreign companies is the local currency.

The financial statements of foreign companies using a currency different from the Group's consolidated reporting currency are translated using the "closing rate" method.

Their balance sheet items are translated at the exchange rate prevailing at the end of the financial year, and income statement items are translated at the average rate of the period. The resulting translation differences are recorded in translation differences in the consolidated reserves.

b) Transactions in foreign currencies

Transactions in foreign currencies are translated into euros at the exchange rate in force on the day of the transaction. At the end of each period, monetary financial assets and liabilities denominated in a foreign currency are translated using the rate prevailing on that date.

The resulting exchange losses and gains are recognized in other financial income and expenses on the income statement, with the exception of foreign exchange differences relating to monetary items meeting the definition of net investment in a foreign activity. These items are recognized in other comprehensive income and are recognized in profit or loss on disposal of the net investment.

3.3.4 Judgments and estimates

In order to prepare the financial statements in accordance with IFRS, the Group's Management had to make assumptions, judgments, and estimates that could affect the amounts presented as assets and liabilities and the amounts presented as expenses and income for the period as of the date of preparation of the financial statements.

The main significant estimates made by the Group's Management include:

- fair value measurement of stock options (stock option plans, founder warrants, bonus share, and share warrants) granted to founders, managers, employees of the Group, and certain service providers. The measurement of this fair value results from models requiring the use of calculation assumptions (volatility, staff turnover, exercisability period, etc.);

- valuation of employee benefits, especially end-of-career benefits;
- valuation of provisions and especially the warranty provision;
- estimate of repayment flows of repayable grants and advances;
- valuation of deferred taxes;
- goodwill impairment tests;
- accounting treatment of leases in the application of IFRS 16.

The Group's Management makes these estimates and assessments on an ongoing basis according to the going-concern assumption, its experience, and the information available as of the closing date. These estimates may be revised if the circumstances on which they were based change or if new information becomes available. Consequently, actual results may differ substantially from these estimates.

3.3.5 Goodwill

In accordance with the provisions of the revised IFRS 3–Business Combinations, goodwill represents the difference between:

- the price for acquisition of control;
- The amount of the non-controlling interest in the acquisition determined at fair value at the date of acquisition (full goodwill method); and
- and, the net amount of assets acquired and liabilities assumed, measured at fair value at the date of acquisition.

Costs directly attributable to business combinations are recognized as expenses on the income statement in "Other operating income (expense)." Impairment losses recognized in respect of goodwill are irreversible.

The recognized goodwill is not amortized but undergoes at least one annual impairment test to determine whether an impairment loss must be recognized. For impairment testing purposes, goodwill is allocated to Cash-Generating Units (CGU):

a CGU is the smallest identifiable group of assets whose continued use generates cash inflows that are independent of cash inflows generated by other assets or groups of assets. The Group conducts impairment tests at the end of each year or whenever an indication of impairment loss is identified in order to estimate the recoverable amount of the CGU. The recoverable amount is the greater of the net fair value of the asset and its value in use (present value of cash flows expected from use of the CGU). An impairment loss is recognized for a CGU if the recoverable amount is less than the carrying amount. This impairment loss must first be allocated to the CGU's goodwill.

Impairment tests carried out for the 2024 financial year did not lead to the recognition of any impairment loss.

Badwill (negative goodwill) is recognized directly to earnings the year of the acquisition under "other operating income and expenses".

3.3.6 Intangible assets

In accordance with IAS 38–Intangible Assets, only items whose cost can be reliably estimated and by which future economic benefits are likely to accrue to the Group are recognized as intangible assets.

Intangible assets are valued according to the amortized cost method (historical cost as of the initial recognition date plus subsequent amortizable expenses and minus accumulated amortization and recognized impairment losses).

They primarily consist of:

- licenses to use software/software packages, amortized on a straight line basis over their anticipated lives, between 1 and 6 years;
- Development costs.

The allocation of the acquisition prices of OneAccess France, Ekinops Brasil and SixSq carried out respectively in 2018, 2020 and 2022, led to the determination of the fair value of intangible items, with the following amortization periods:

Developed technologies	6-7 years
Customer relations	10 years
Order book	1 year

Development costs

The Group capitalizes development costs when they meet all the conditions defined by IAS 38:

- the technical feasibility of completing the intangible asset for use or sale;
- the intention to complete the asset for its use or sale;
- the ability to use or sell the produced asset;
- the ability of the asset to generate future economic benefits;
- the current or future availability of the technical, financial, or other resources necessary to carry out the project;
- the ability to reliably measure the expenditure attributable to this asset during its development phase.

Capitalized development costs include costs related to external service providers as well as the gross salaries and social security contributions of the employees who participated in the project, measured on the basis of the time spent plus a share of indirect costs. Research costs are systematically recorded as expenses.

The amortization of development costs begins from the date of marketing of the equipment or deployment of the software. Development costs are amortized on a straight-line basis over their estimated useful life.

3.3.7 Tangible assets

Tangible assets are valued at their acquisition cost (purchase price and incidental costs) or at their production cost for certain tangible assets produced internally. This capitalized production mainly concerns demonstration equipment.

Development costs for which amortization has not begun as of the end of the financial year are presented as "Ongoing development costs."

Residual values and useful lives are reviewed at each close and are adjusted where appropriate.

Tangible assets are depreciated on a straight-line basis according to their useful life:

Technical facilities	10 years
Equipment and tools	3-10 years
Office and IT equipment	3-5 years
Demo equipment and development	4 years
Improvements	5-10 years

Depreciable residual values and useful lives are reviewed at each close and are adjusted where appropriate.

3.3.8 Asset impairment

In accordance with the provisions of IAS 36–Impairment of Assets, where an event or change in market conditions presents a risk of impairment for an intangible or tangible asset, its carrying amount is reviewed to ensure that it remains below its recoverable amount. The recoverable amount is the higher value between the fair value minus the costs of sale and the value in use. Value in use is measured by discounting future cash flows to be generated by the continued use of the asset and its ultimate disposal. The recoverable amount at the closing date takes into account, in particular, the

commercial evolution of products as well as technological developments.

If the recoverable amount is less than the carrying amount, an impairment loss corresponding to the difference between these two values is immediately recognized in net income.

An impairment loss recognized for a tangible or intangible asset that has a fixed useful life may be reversed if the recoverable amount again exceeds the carrying amount. However, the reversal may not exceed the initially recognized impairment loss.

3.3.9 Rights of use and lease liabilities

IFRS 16 – "Leases" became mandatory on January 1, 2019.

IFRS 16 requires lessees to recognize for all their leases an asset representing the right to use the underlying asset and a liability for the obligation to pay the associated rents.

As of the effective date of the lease, the right of use is measured according to the cost model, including: the initial amount of the liability, the initial direct costs incurred in entering into the lease, and an estimate of the costs of dismantling or restoring the leased asset according to the terms of the lease. The right-of-use asset is depreciated on a straight-line basis over the term of the lease or the useful life of the leased asset if there is reasonable assurance that ownership will be transferred.

As of this date, this lease liability is measured at amortized cost using the effective interest rate (EIR) model and corresponds to the effective date of the lease at the present value of future payments over the term of the lease (fixed rents, variable rents based on a rate or index, residual value guarantees, call option strike price if reasonably certain, termination or non-renewal penalties). The lease term is defined lease by lease and corresponds to the non-cancelable period of the commitment taking into account the optional periods reasonably certain to be exercised.

Subsequently, the debt and the right to use the underlying asset must be reassessed to take into account the following situations:

- revision of the lease term;
- any change related to the assessment of the reasonably certain (or not) nature of the exercise of an option;

- reassessment of residual value guarantees;
- revision of the rates or indices on which rents are based,
- rent adjustments.

The Group applies the following simplification measures provided for in the standard:

- Exclusion of short-term leases that do not include an option to purchase,

- Exclusion of leases on low-value assets.

Rents related to these leases are then directly recognized as operating expenses.

The Group has leases mainly for buildings (production center, offices) as well as for vehicles.

3.3.10 Inventories

Inventories are measured at the lower value between their cost price and their net realizable value. Net realizable value represents the estimated selling price under normal operating conditions minus marketing costs. The cost price is determined using the weighted average unit cost method.

The gross value of inventories of components includes the purchase price, customs duties, other taxes, and directly attributable handling, transport, and other costs.

The cost price of finished goods includes the cost of materials, the cost of direct labor, and a share of indirect production costs.

A provision for impairment is established on a case-by-case basis if the value in use is less than the book value. This is particularly the case when inventories are recorded for an amount greater than the amount that the company expects to obtain from their sale or use. The recoverable amount of inventories may also be allocated if those inventories are damaged, if they have become fully or partially obsolete, or if their selling price has declined.

Estimates of net realizable value take into consideration fluctuations of price or cost directly relating to events occurring after the end of the reporting period to the extent that such events confirm the conditions existing at the end of the period.

3.3.11 Financial assets (excluding financial derivatives)

Financial assets, excluding cash and financial instruments, consist of loans and receivables. Loans and receivables are non-derivative financial assets not listed on an active market and with income that is determined or can be determined. They are included in current assets, except for assets with a term expiring more than 12 months after the closing date. Loans are valued at the amortized cost using the effective interest method. The recoverable amount of loans and receivables is reviewed where there is any indication that the asset may have suffered an impairment loss and at least at each close. If the recoverable amount is less than the carrying amount, an impairment loss is immediately

recognized on the consolidated statement of net income.

Management regularly reviews and assesses the recoverable amount of trade receivables. If the recoverable amount is less than the net book value, a provision for impairment or a loss on bad debt is recognized in net income. This credit risk assessment is based on past experience in debt collection and payment defaults, the age of receivables where the due date has been exceeded, and the granted payment conditions. A due date is deemed to have been exceeded when payment has still not been made as of the date fixed by contract.

3.3.12 Cash and cash equivalents

Cash mainly includes liquidity in current account balances. Cash equivalents include short-term investments that are highly liquid and present a risk of a change in value considered negligible. Investments with an initial maturity of more than three months without the possibility of an early exit and restricted bank accounts (frozen accounts) are excluded from cash and cash equivalents.

Cash equivalents are measured at fair value, and changes in fair value are recognized on the consolidated statement of net income.

Bank overdraft facilities are included in current financial debt.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash and cash equivalents as defined above, net of current bank overdrafts.

3.3.13 Financial derivatives

The Group may need to use financial instruments in particular to reduce its exposure to risks of exchange rate fluctuation.

Financial derivatives are initially recognized at fair value at the inception date and are subsequently revalued at each closing date. The recognition of profits and losses at fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the hedged item.

a) Cash flow hedging

This is intended to protect against exposure to the variability of future cash flows relating to a particular risk associated with either an asset or liability recorded on the balance sheet or a highly probable future transaction, which may affect net income.

The Group applies cash flow hedge accounting only when the following conditions are met:

- there is internal documentation on the implemented hedging.
- the transaction being hedged is highly probable and involves exposure to changes in cash flow that could affect net income.

For hedging instruments documented as cash flow hedges, changes in value are recorded in equity for their effective portion; the ineffective portion is recorded on the income statement.

b) Fair value hedging

This is intended to protect against exposure to changes in the fair value of an asset, liability, or firm commitment (or an identified portion of an asset, liability, or firm commitment), which may be attributed to a specific risk and will have an impact on net income.

For hedging instruments documented as fair value hedging or not documents, changes in value are recorded on the income statement.

3.3.14 Measurement and recognition of other financial liabilities

Other financial liabilities are initially recognized at fair value at the transaction date. They are subsequently valued at the amortized cost using the effective interest method. The effective interest rate is the rate

that equalizes the expected future cash outflows at the current net book value of the financial liability to deduct its amortized cost.

3.3.15 Conditional advances, subsidies, and tax credits

The Group receives a number of subsidies or conditional advances. Subsidies are recognized where there is reasonable assurance that:

- the Group will comply with the conditions attached to the subsidies and,
- the subsidies will be received.

A forgivable loan subject to conditions is treated as a government subsidy when there is reasonable assurance that the company will meet the conditions for forgiveness of the loan. Otherwise, it is classified in financial debt and measured at amortized cost. Any difference between the amortized cost of the loan and its nominal value is recognized in subsidy

income and spread over the during of the financed project.

A government subsidy receivable as immediate financial support to the company without future related costs is recognized as income in the year during which the receivable is acquired. Where the purpose of the subsidy is to offset the expense, it is recognized as a deduction from that expense.

Tax credits related to operating expenses are recognized in operating income net of the expenses to which they relate.

The research tax credit (CIR) is presented as a deduction from "Research & Development costs" on the consolidated statement of net income.

3.3.16 Provisions

In accordance with IAS 37–Provisions, Contingent Liabilities, and Contingent Assets, the Group recognizes provisions only if the following three conditions are met:

- an entity has a present obligation (legal or constructive) to a third party as a result of a past event;
- it is probable that an outflow of resources representing economic benefits will be necessary to discharge the obligation;
- and, the amount of the obligation can be estimated reliably.

The determination of risk exposure and the recognition and measurement of provisions involve a significant amount of judgment and estimation. These judgments and estimates are inherently subject to change, particularly if new information or new assessment factors become available.

Where the Group expects partial or full repayment of the provision, for example as a result of an insurance policy, accrued income may be recognized as an asset on the balance sheet if the repayment is virtually certain.

If the impact is significant, the provisions are discounted at a rate that reflects the risks specific to the liabilities. At each subsequent closing, the increase in the provision resulting from the lapse of time leads to the recognition of an “undiscounting” expense on the income statement.

When the provision is used, the provision writeback is credited to the expense account in which the expenditure covered by the provision was recorded. When the provision writeback reflects the extinguishment of the expected risk without an associated expenditure, the writeback is credited to provision allowance account.

Provision for warranty

A provision is established for expenses to be incurred in future years for warranties on equipment sold. This provision was established on the basis of historical data on warranties and by weighting possible exits according to their probability. The incurred costs include labor, travel, and spare parts.

According to the Group's forecasts, most of the provision will be consumed in the following financial year.

3.3.17 Employee benefits

Certain employees of the Group are eligible for pension benefits provided by law:

- retirement compensation paid by the Company upon retirement (defined-benefit plan);
- payment of retirement pensions by social security agencies, funded by contributions from companies and employees (defined-contribution scheme).

Pension plans, similar compensation, and other employee benefits that are analyzed as defined-benefit plans (a plan in which the Company guarantees a defined amount or benefit level) are recognized on the balance sheet on the basis of an actuarial valuation of obligations as of the closing date minus, where applicable, the fair value of the related plan assets dedicated to them.

This actuarial valuation is based on the projected unit credit method. This method takes into account, on

the basis of actuarial assumptions, the employee's expected length of service, the future compensation level, life expectancy, and employee turnover. The obligation is discounted using, where appropriate, an appropriate discount rate for each country where the obligations are located. It is recorded in proportion to the years of service of the employees.

Changes in actuarial assumptions are recorded in equity for the year.

The income statement incorporates the cost of services rendered, which shows the increase in obligations related to the acquisition of an additional year of service, and an interest expense that reflects the “undiscounting” of the obligations.

Contributions relating to defined-contribution plans are recognized in social security contributions on the income statement of the period to which they relate.

3.3.18 Current liabilities

Current liabilities are liabilities to be settled or negotiated in the normal operating cycle or within twelve months of the end of the financial year.

3.3.19 Share-based payment transactions

Since its creation, the Company has put in place several compensation plans settled in equity instruments (stock option plans, share warrants, startup warrants, and bonus shares) granted to the founders, directors, and certain employees of the Group. In accordance with IFRS 2–Share-based Payment, these equity instrument awards are measured at fair value at the grant date. Fair value is determined using the most appropriate valuation model based on the characteristics of each plan.

The fair value determined at the grant date is recognized in payroll expenses on a straight-line basis on each milestone in the vesting period, with a corresponding increase in equity.

At each closing date, the Group reviews the number of options that may become exercisable. Where applicable, the impact of a revision of the estimate is recognized in the consolidated statement of net income with a corresponding adjustment in equity.

● Stock options

The fair value of services received in consideration for the award of such instruments is definitively measured by reference to the fair value of such

instruments at their grant date and to the number of instruments for which the vesting conditions will be satisfied at the end of the vesting period. To carry out this assessment, the Group uses a binomial mathematical valuation model. During the vesting period, the determined total fair value is spread on a straight-line basis over the entire vesting period of the plan in question, it being specified that plans classified as "graded vesting" are treated as independent plans. The expense related to these instruments is recognized in profit or loss in payroll expenses with a corresponding increase in shareholders' equity. When the options are exercised, the strike price received by the Group is recorded in cash with an offset in shareholders' equity.

● Bonus shares

Bonus share plans are within the scope of IFRS 2, like share-based payments settled with equity instruments. Bonus shares are valued at their grant date. Fair values are spread on a straight-line basis over the plan's vesting period in payroll expenses with a corresponding increase in shareholders' equity.

3.3.20 Recognition of revenue from ordinary business activities

Revenues generated by the Group come from the sale of equipment and service contracts.

a) Equipment sales

Equipment marketed by the Group is generally sold on the basis of customer purchase orders containing fixed and determinable prices, with no right of return or significant post-delivery obligations outside the general terms and conditions of sale. Income is recognized at the time of the transfer of control that occurs when the property is transferred to customers.

The Group considers that the contractual promise made to the customer under the warranty regarding the operation of equipment does not meet the definition of a separate performance obligation because it does not give rise to an "additional service." As such, warranty costs will continue to be recognized in accordance with IAS 37 "Provisions, Contingent Liabilities, and Contingent Assets."

b) Software sales

The Group's software solutions enable service providers to manage their networks remotely.

The software sales model is based on two pillars:

- perpetual sale: the customer becomes the owner of the software for an unlimited period. Income is recognized in full upon transfer of control;
- the sale of software for a fixed period: the customer benefits from the right to use the software for a period defined in the contract. Income is linearized over the effective term of the contract. The share of service contracts not relating to the current financial period is recognized in contract liabilities.

c) Delivery of services

Delivered services relate mainly to maintenance contracts, warranty extensions, and installation services.

Revenue from installation services is recognized over the period during which the services are rendered.

Revenue corresponding to service contracts (mainly maintenance and warranty extension) is recognized on a straight-line basis over the effective duration of the contracts. The share of service contracts not relating to the current financial period is recognized in contract liabilities.

3.3.21 Cost of sales

The cost of sales primarily consists of:

- purchases of components, optical modules, and other products necessary for production of the sold goods;
- delivery of services of third parties for the manufacture, assembly, installation, and maintenance of the sold goods;

3.3.22 Operating income

Operating profit (loss) includes all income and costs directly related to the Group's activities, whether such income and expenses are recurring or result from decisions or one-off operations.

For easier reading of the income statement and the performance of the Group, unusual and significant items at the consolidated level are identified on the operating profit (loss) line entitled "Other income and expenses."

3.3.23 Taxes

Current and prior-year tax assets and liabilities are valued at the amount expected to be recovered from or paid to tax authorities. The tax rates and regulations used to determine these amounts are those adopted or substantially adopted as of the closing date.

Deferred taxes are determined using the liability method for:

- all temporary differences between the tax base and the accounting base for assets and liabilities, except goodwill.
- tax losses that can be carried forward.

3.3.24 Basic and diluted earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the Group's shareholders by the average number of common shares outstanding during the period.

Diluted earnings per share are determined by adjusting the net profit or loss for the period attributable to the Group's shareholders by the weighted average number of common shares outstanding for the effects of all dilutive potential

- customs duties, transport costs, and other taxes directly attributable to these purchases;
- direct and indirect costs allocated to the product manufacturing process.

Other operating income and expenses, excluded from current operating profit (loss), include:

- restructuring costs;
- impairment losses recognized mainly through impairment testing of cash-generating units (CGU) and goodwill;
- direct costs related to business combinations;
- disputes not arising from the Group's operational activity.

Tax assets are recognized only if it is likely that the Group will have future tax benefits against which they can be applied.

The assessment of the Group's ability to recover these assets takes into account, in particular, forecasts of future taxable profits as well as the history of results for tax purposes in previous years.

The Group has opted to present the company value-added contribution (CVAE) as a tax expense.

common shares. If the consideration of deferred equity instruments (share warrants, stock options) for calculation of diluted earnings per share creates an anti-dilution effect, these instruments are not taken into account.

Treasury shares deducted from shareholders' equity are not taken into account in the calculation of basic and diluted earnings per share.

Note 4 - Notes to the consolidated statement of financial position

4.1 Goodwill

Goodwill:

(€k)	Total
Net value at 12/31/2023	28,505
Translation adjustments	(95)
Net value at 12/31/2024	28,410

Determination of the recoverable amount of goodwill

The goodwill was subject to an annual impairment test using the method described in paragraph 3.3.5 - Goodwill. Goodwill recognized in the past (OneAccess and OTN) is now difficult to disassociate. As a result, considering a single cash generation unit is appropriate.

The result of these impairment tests did not give rise, as at December 31, 2024, to the recognition of an impairment loss.

The parameters used to determine the recoverable amount are:

The projection horizon is 5 years and includes a terminal value.

Methodology	Discounted cash flows
Growth rate to infinity	2%
Discounting rate	9.3%

A sensitivity of net cash flows is retained. The analysis leads to changes in the parameters of the growth rate to infinity by (1%) and the discount rate by +4.5% and does not entail any additional depreciation.

4.2 Intangible assets

(€k)	Developed technologies	Customer relations	Order book	Development costs	Development costs in progress	Licenses and other intangible assets	Total
Gross value at 12/31/2023	33,837	8,997	1,021	17,874	1,584	5,076	68,389
Capitalization of development costs	-	-	-	2,196	2,440	2,361	6,997
Reclassifications	-	-	-	3,850	(3,850)	-	-
Disposals/retirement of assets	-	-	-	(4,606)	-	(1,768)	(6,375)
Impact of currency fluctuations	(1,137)	-	-	(47)	-	20	(1,164)
Gross value at 12/31/2024	32,700	8,997	1,021	19,266	174	5,688	67,847
Accumulated depreciation at 12/31/2023	(29,479)	(5,625)	(1,021)	(10,698)	-	(4,515)	(51,338)
Allowance for the period	(2,897)	(900)	-	(4,539)	-	(525)	(8,861)
Decrease for the period	-	-	-	1,352	-	3,539	4,891
Impact of currency fluctuations	838	-	-	170	-	(157)	851
Accumulated depreciation at 12/31/2024	(31,538)	(6,525)	(1,021)	(13,715)	-	(1,658)	(54,457)
Net value at 12/31/2023	4,358	3,372	-	7,176	1,584	561	17,050
Net value at 12/31/2024	1,162	2,472	-	5,551	174	4,030	13,389

The Group acquired the "5View" software suite from Infovista. This acquisition will enable Ekinops to step up its strategy with an enhanced SD-WAN offering and increased Software & Services revenues.

In October 2024, the Board decided to discontinue the OTN business. This led to the closure of the R&D center in Brazil, generating an additional charge of €1.8 million for Developed Technologies, recorded under "Other operating income and expenses". The Group also wrote off development costs associated with the R&D center in Brazil for €3.2 million.

4.3 Tangible assets

(€k)	Plant and machinery	Office furniture and equipment, computer hardware	Tangible assets in progress	Total
Gross value at 12/31/2023	17,310	9,704	205	27,218
Acquisition	1,573	1,229	-	2,802
Disposals/retirement of assets	(5,299)	(1,496)	-	(6,795)
Reclassification/commissioning	396	105	(205)	296
Impact of currency fluctuations	(110)	(9)	-	(119)
Gross value at 12/31/2024	13,870	9,533	-	23,402
Accumulated depreciation at 12/31/2023	(13,214)	(6,626)	-	(19,840)
Allowance for the period	(1,865)	(991)	-	(2,856)
Decrease for the period	4,746	1,481	-	6,227
Reclassifications	(180)	-	-	(180)
Impact of currency fluctuations	88	8	-	96
Accumulated depreciation at 12/31/2024	(10,425)	(6,128)	-	(16,554)
Net value at 12/31/2023	4,096	3,078	205	7,377
Net value at 12/31/2024	3,445	3,405	-	6,849

In the first half, Ekinops SA moved its head office to its new site in Lannion, resulting in an increase in tangible assets for an amount of €0.8 million. At the same time, the Group also removed its fully depreciated property, plant and equipment.

The closure of the R&D center in Brazil led to the scrapping of OTN equipment for a net value of €0.5 million.

4.4 Reconciliation of investments with the statement of cash flows

(€k)	12/31/2024	12/31/2023
Acquisition of intangible assets	(6,997)	(3,605)
Acquisition of tangible assets	(2,802)	(4,543)
Change in fixed asset supplier debt	(120)	116
Total	(9,919)	(8,032)

The acquisition of the 5View software suite generated a significant increase in intangible assets.

4.5 Non-current financial assets & other non-current assets

(€k)	Security deposit	Other	Non-current financial assets	Non-current share of CIR research tax credit receivables	Other non-current assets
Gross value at 12/31/2023	907	664	1,570	11,059	11,059
Increase	57	82	139	5,587	5,587
Decrease	(78)	-	(78)	-	-
Reclassifications	-	-	-	(3,138)	(3,138)
Currency fluctuations	5	41	47	-	-
Gross value at 12/31/2024	892	788	1,678	13,508	13,508
Net value at 12/31/2023	907	664	1,570	11,059	11,059
Net value at 12/31/2024	892	788	1,678	13,508	13,508

4.6 Rights of use and lease liabilities

In the first half of 2024, the Group signed the new lease for its head office on the Lannion site and renewed its commercial lease for its subsidiary Ekinops Belgium, resulting in an increase in rights of use and lease liabilities related to the buildings to €6.7 million.

4.6.1 Rights of use

(€k)	12/31/2023	Contract expiry	New contracts and changes over the period	Amortization/ Depreciation	Translation adjustments	12/31/2024
Rights of use - Technical equipment	116	(116)	-	-	-	-
Rights of use - Buildings	5,668	(86)	6,677	(1,820)	30	10,469
Rights of use - Vehicles	869	(6)	818	(526)	-	1,155
Net value of rights of use	6,653	(208)	7,495	(2,346)	30	11,624

4.6.2 Lease liabilities

(€k)	12/31/2023	Contract expiry	New contracts and changes over the period	Reclassifications	Lease liability repayments	Translation adjustments	12/31/2024
Lease liabilities - Buildings	5,036	(86)	6,738	(2,447)	-	21	9,262
Lease liabilities - Vehicles	585	(8)	738	(593)	-	-	722
Total non-current	5,621	(94)	7,476	(3,040)	-	21	9,984
Lease liabilities - Buildings	954	-	-	2,447	(1,662)	13	1,752
Lease liabilities - Vehicles	379	-	-	593	(524)	-	448
Total current	1,333	0	0	3,040	(2,186)	13	2,200
Total	6,953	(94)	7,476	-	(2,186)	34	12,184

Schedule of lease liabilities

(€k)	12/31/2024	less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	>5 years
Lease liabilities - Buildings	11,014	1,752	1,546	1,515	1,310	1,260	3,630
Lease liabilities - Vehicles	1,170	448	341	243	125	13	-
Financial debt	12,184	2,200	1,887	1,758	1,435	1,273	3,630

4.7 Inventories

The slowdown in Transport business had an impact on the level of DWDM finished product inventories, which rose by €3 million. The closure of the OTN business led to an additional impairment provision of

€3.1 million. Higher sales in the Access product line prompted a sharp reduction in component inventories.

(€k)	12/31/2023	Change	Allowance for inventory impairment provision	Writeback of inventory impairment provision	Impact of currency fluctuations	12/31/2024
Components inventories	15,703	(2,457)	-	-	-	13,246
Finished product inventories	15,183	3,012	-	-	6	18,201
Gross values	30,886	555	-	-	6	31,447
Impairment losses-Components	(4,819)	-	(4,276)	562	-	(8,533)
Impairment losses - Finished products	(136)	-	(35)	68	-	(103)
Accumulated impairment losses	(4,955)	-	(4,311)	630	-	(8,636)
Net values	25,931	555	(4,311)	630	6	22,811

4.8 Trade receivables and related accounts

(€k)	12/31/2023	Effect of business combinations	Change	Impact of currency fluctuations	12/31/2024
Trade receivables and related accounts	30,360	-	(6,423)	158	24,095
Accumulated impairment losses	(376)	-	(13)	-	(389)
Net values	29,984	-	(6,436)	158	23,706

The amount of mobilized receivables not yet due corresponding to factoring contracts without any transfer of risks and therefore included in trade receivables and related accounts was €6,934k.

4.9 Other current assets

(€k)	12/31/2023	Effect of business combinations	Change	Reclassifications and other changes	12/31/2024
Corporate tax, CVAE receivable	800	-	(100)	20	720
Tax credits (CIR, CII, CICE)	3,494	-	(3,494)	3,067	3,067
Other taxes and social security receivables	3,528	-	(161)	17	3,384
Prepaid expenses	2,048	-	90	(6)	2,132
Other	1,002	-	416	(16)	1,402
Gross values	10,872	-	(3,249)	3,083	10,706
Accumulated impairment losses	(190)	-	(8)	-	(198)
Net values	10,682	-	(3,257)	3,083	10,507

Following implementation of the external growth financing line, the Group records the corresponding fees and commissions on a straight-line basis over the period of availability of this line and its estimated utilization.

4.10 Cash and cash equivalents

(€k)	12/31/2023	Change	Impact of currency fluctuations	12/31/2024
Cash	47,177	(816)	6	46,367
Cash and cash equivalents	47,177	(816)	6	46,367
Bank overdraft facilities	-	-	-	-
Total net cash position	47,177	(816)	6	46,367

4.11 Capital and equity instruments

4.11.1 Share capital and share premiums

As of December 31, 2024, the capital of the parent company, Ekinops S.A., consisted of 26,994,049 fully paid-up common shares with a nominal unit value of €0.50.

Type of transaction	Capital	Number of shares created	Nominal value
At 12/31/2022	€13,215,543	26,431,086	€0.50
Capital increases following exercise of options	€49,399	98,797	€0.50
Issue of bonus shares	€135,917	271,833	€0.50
At 12/31/2023	€13,400,858	26,801,716	€0.50
Capital increases following exercise of options	€96,167	192,333	€0.50
At 12/31/2024	€13,497,025	26,994,049	€0.50

4.11.2 Share-based payments

a) Stock options (OSA)

	Starting new potential shares	Canceled or lapsed during the period	Closing new potential shares	Exercise price	Remaining contractual life	Expense recognized at 12/31/2024 (€k)	Expense recognized at 12/31/2023 (€k)
06/19/2014	101,618	(101,618)	-	€8.00	-	-	-
07/29/2019	52,333	(18,333)	34,000	€3.68	4.6 years	-	-
05/27/2021	60,625	(20,000)	40,625	€6.64	6.4 years	(15)	(31)
07/26/2023	17,000	(1,000)	16,000	€7.14	8.6 years	(21)	(14)
Total stock options (OSA)	231,576	(140,951)	90,625	N/A	N/A	(36)	(44)

b) Awarded bonus shares (AGA)

	Starting new potential shares	Awarded during the period	Acquired during the period	Canceled or lapsed during the period	Closing new potential shares	Expense recognized at 12/31/2024 (€k)	Expense recognized at 12/31/2023 (€k)
06/13/2018	-	-	-	-	-	-	-
03/02/2021	192,333	-	(192,333)	-	-	(72)	(556)
05/27/2021	236,000	-	-	(15,000)	221,000	(316)	(239)
05/25/2022	54,750	-	(54,750)	-	-	(70)	(175)
Total bonus shares awarded (AGA)	483,083	-	(247,083)	(15,000)	221,000	(458)	(969)

c) Summary of movements and reconciliation of the share-based payment expense

	Starting new potential shares	Awarded during the period	Exercised or acquired during the period	Canceled or lapsed during the period	Closing new potential shares	Expense recognized at 12/31/2024 (€k)	Expense recognized at 12/31/2023 (€k)
Stock options (OSA)	231,576	-	-	(140,951)	90,625	(36)	(44)
Bonus shares awarded (AGA)	483,083	-	(247,083)	(15,000)	221,000	(458)	(969)
Grand total	714,659	-	(247,083)	(155,951)	311,625	(494)	(1,014)

The total number of potential new shares represents less than 1.15% of the issued capital at the balance sheet date.

4.12 Financial debt

a) Change in financial debt

(€k)	12/31/2023	Increases	Repayments	Other changes	12/31/2024
Bank loans	14,377		-	(3,367)	11,008
Bank loans/CIR financing	2,320		-	(2,320)	-
Miscellaneous financial debt	236	384	-	(28)	593
Total non-current financial debt	16,933	384	-	(5,715)	11,601
Bank loans	3,959	-	(3,957)	3,367	3,368
Bank loans/CIR financing	2,829	-	(2,829)	2,320	2,320
Conditional advances and interest-free loans	-	-	-	-	-
Factoring debt	2,823	33,700	(34,635)	-	1,888
Miscellaneous financial debt	19	40	(45)	27	41
Total current financial debt	9,629	33,740	(41,466)	5,714	7,617
Total financial debt	26,561	34,124	(41,466)	(1)	19,218

Factoring debts correspond to drawdowns under factoring contracts put in place by the Group. Given that these contracts do not transfer credit risk, the financial assets transferred to the Factor are not derecognized and are shown as trade receivables, whereas the drawdowns not yet repaid are included in financial debt.

The Group also benefited from pre-financing for the CIR research tax credit for 2021. The repayment of these loans will occur at the same time as the liquidation of the receivable by tax authorities.

Bank loans include €3.4m in government-backed loans.

b) Breakdown of debt by maturity

(€k)	12/31/2024	less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	>5 years
Bank loans	14,377	3,368	1,933	900	2,325	1,950	3,900
Bank loans/CIR* financing	2,320	2,320	-	-	-	-	-
Factoring debt	1,888	1,888	-	-	-	-	-
Miscellaneous financial debt	634	41	28	148	243	174	-
Financial debt	19,218	7,617	1,961	1,048	2,568	2,124	3,900
Cash and cash equivalents	(46,367)	-	-	-	-	-	-
Net debt/(Cash and cash equivalents)	(27,148)	7,617	1,961	1,048	2,568	2,124	3,900

* The repayment of bank loans for CIR financing is simultaneous with the payments received from the tax authorities.

c) Breakdown of financial debt by interest rate

(€k)	12/31/2024	Fixed rate	Variable rate
Non-current financial debt	11,601	11,601	0
Current financial debt	7,617	3,409	4,208
Total financial debt	19,218	15,011	4,208

The Group uses interest-rate hedging contracts for all variable-rate financial debt, except for factoring debt, which is short-term.

4.13 Information on net debt

Net debt corresponds to current and non-current financial debt minus cash and cash equivalents.

Breakdown of debt by currency

(€k)	12/31/2024	EUR	USD	AUD	Other currencies
Bank loans	14,377	14,377	-	-	-
Bank loans/CIR financing	2,320	2,320	-	-	-
Factoring debt	1,888	1,888	-	-	-
Miscellaneous financial debt	634	634	-	-	-
Financial debt	19,217	19,217	-	-	-
Cash and cash equivalents	(46,367)	(42,425)	(2,406)	(349)	(1,187)
Net debt/(Cash and cash equivalents)	(27,149)	(23,208)	(2,406)	(349)	(1,187)

Since July 2023, the Group has secured new financing for an amount of €100 million, to provide the Company with the financial resources to support its development and realize its external growth strategy. This amount has still not been drawn down and is therefore not included in the financial statements.

4.14 Provisions

(€k)	12/31/2023	Allowances	Writeback used	Writeback not used	Reclassifications	12/31/2024
Provisions for disputes	780	1,674	-	(22)	-	2,432
Provisions for social risks	135	-	-	-	-	135
Provisions for other liabilities and charges	145	-	-	(51)	(94)	0
Provisions for liabilities and charges Non-current portion	1,060	1,674	-	(73)	(94)	2,567
Provision for warranty	926	457	(665)	-	-	718
Provisions for disputes	57	50	-	-	-	105
Provisions for social risks	-	-	-	-	-	-
Provisions for other liabilities and charges	238	34	(238)	-	94	128
Provisions for risks and charges Current portion	1,221	541	(903)	-	94	951
Total	2,281	2,215	(903)	(73)	-	3,518

The Group has set aside a provision to cover ongoing litigation with the integrator in connection with the deployment of the new ERP system. A provision was also booked for a dispute with a component supplier.

4.15 Employee commitments

a) Change in net commitment recognized on the balance sheet

(€k)	12/31/2024	12/31/2023
Starting actuarial debt	2,939	3,136
Cost of services rendered	328	260
Cost of past services	-	28
Use (retirement)	(135)	(107)
Financial cost	84	107
Actuarial losses (gains)	(53)	(474)
Impact of currency fluctuations	10	(11)
Ending actuarial debt	3,173	2,939

As the Group does not have hedging assets, the entire commitment set out above is recorded in the Group's liabilities.

As specified in the accounting rules and methods, all actuarial gains or losses are recognized in equity. The cost of services rendered is recorded as an operating expense, and the financial cost is recorded in other financial income and expense.

b) Actuarial assumptions

The main actuarial assumptions used for the calculation of end-of-career obligations are as follows:

Actuarial assumptions	12/31/2024	12/31/2023
Retirement age	65 years	65 years
Discounting rate	3.38%	3.17%
Employer contribution rates	47.0%	47.0%
Rate of salary increases	2.00%	2.00%
Employee turnover		
> Under 25	15.00%	10% - 15%
> 25-30 years	20.00%	10% - 20%
> 30-35 years	20.00%	20% - 25%
> 35-40 years	15.00%	15.00%
> 40-45 years	10.00%	2 - 10%
> 45-50 years	2.00%	2.00%
> 50-55 years	2.00%	2.00%
> > 55 years	0.00%	0.00%
Mortality table	TGHF05	TGHF05

c) Sensitivity of the net commitment to the discount rate

The following table examined the sensitivity of the end-of-career compensation plan to the discount rate. Amounts expressed in thousands of euros correspond to the valuation of the actuarial debt at the end of two financial years presented in the event of an increase or decrease in the discount rate:

End-of-career compensation commitment sensitivity analysis (€k)	Decrease of 1 points	Decrease of 0.25 points	Increase of 0.25 points	Increase of 1 points
12/31/2024	3,440	3,236	3,111	2,939
12/31/2023	3,209	3,006	2,881	2,711

4.16 Other non-current liabilities

(€k)	12/31/2023	Change	Reclassifications and other changes	12/31/2024
Contract liabilities—portion at more than one year	1,167	309	-	1,477
Total other non-current liabilities	1,167	309	-	1,477

4.17 Other current liabilities

(€k)	12/31/2023	Change	Reclassifications and other changes	12/31/2024
Financial instruments	2	-	(2)	-
Derivative instruments liabilities	2	-	(2)	-
Trade payables	18,217	(197)	(242)	17,778
Trade payables	18,217	(197)	(242)	17,778
Corporate taxes payable	576	280	(41)	815
Corporate taxes payable	576	280	(41)	815
Liabilities for acquisitions of tangible and intangible assets	130	(119)	-	11
Taxes and social security contributions payable	11,759	325	19	12,102
Contract liabilities—portion at less than one year	2,444	362	86	2,892
Other debts	33	(33)	-	-
Total other current liabilities	14,367	535	105	15,006

4.18 Impact of change in working capital requirements

(€k)	12/31/2024	12/31/2023
Net (incr.)/decr. in inventories	3,126	(955)
Net (incr.)/decr. in trade receivables	6,436	(250)
Net incr./(decr.) in trade payables	(197)	483
Net (incr.)/decr. in other items	(1,726)	(2,564)
(Incr.)/decr. in WCR	7,639	(3,286)

4.19 Categories of financial assets and liabilities

The following tables show the Group's categories of financial assets and liabilities as of the end of the presented financial years:

a) Financial assets

	12/31/2024			
(€k)	Balance sheet value	Amortized cost	Fair value through profit & loss	Fair value
Non-current financial assets	1,678	1,678	-	1,678
Trade receivables and related accounts	23,706	23,706	-	23,706
Other current assets*	1,402	1,402	-	1,402
Cash and cash equivalents	46,367	-	46,367	46,367
Total	73,153	26,786	46,367	73,153

*Excluding tax and social security receivables and prepaid expenses

b) Financial liabilities

	12/31/2024			
(€k)	Balance sheet value	Amortized cost	Fair value through profit & loss	Fair value
Financial debt	19,218	19,218	-	19,218
Debts on acquisition of securities	-	-	-	-
Trade payables and related accounts	17,778	17,778	-	17,778
Other liabilities*	11	11	-	11
Total	37,007	37,007	-	37,007

c) Fair value hierarchy

Financial instruments are presented in three categories according to a hierarchy of fair value determination methods:

- Level 1: fair value calculated using rates/prices quoted on an active market for identical assets and liabilities;
- Level 2: fair value calculated using valuation techniques based on observable data such as

prices of similar assets or liabilities or parameters quoted on an active market;

- Level 3: fair value calculated using valuation techniques based in whole or in part on unobservable data such as prices on an inactive market or valuation on the basis of multiples for unlisted securities or an agreement between the parties.

(€k)	Level 1 category	Level 2 category	Level 3 category
Financial derivatives - assets	-	9	-
Derivative instrument liabilities	-	-	-
Debts on acquisitions of securities	-	-	-
Total	-	9	-

Financial instruments consist of hedging contracts on the US dollar/euro exchange rate. The fair value of financial assets was valued on the basis of market parameters.

Note 5 - Notes to the income statement

5.1 Income from ordinary activities

a) By type

(€k)	12/31/2024	12/31/2023
Sales of goods produced	96,753	107,639
Sales of services produced	20,916	21,459
Total revenue	117,669	129,097

b) By geographic region

(€k)	12/31/2024	12/31/2023
North America	23,336	31,722
Europe - Middle East - Africa - Asia-Pacific	94,334	97,376
Total revenue	117,669	129,097

5.2 Type of allocated expenditure by function

a) Details of Research & Development costs

(€k)	12/31/2024	12/31/2023
Payroll costs	(27,815)	(26,776)
Allocations to amortization/depreciation provisions	(8,421)	(13,605)
Travel expenses	(280)	(444)
Professional fees and consulting	(1,012)	(1,059)
Rental and lease expenses	(2,951)	(3,756)
Operational subcontracting and external personnel	(479)	(349)
Supplies, equipment, maintenance	(2,399)	(2,561)
Tax credit	5,586	(4,947)
Subsidies	(2,516)	(4,231)
Capitalization of development costs	4,635	(3,373)
Manufacturing costs allocated to costs of sales	6,554	9,249
Disposal/retirement of assets	(620)	(497)
Other	(445)	(775)
Total Research & Development costs	(25,131)	(28,022)

b) Details of sales and marketing expenses

(€k)	12/31/2024	12/31/2023
Payroll costs	(16,244)	(17,267)
Outside personnel	(864)	(791)
Business travel and trips	(1,174)	(1,260)
Professional fees and consulting	(569)	(768)
Rental and lease expenses	(176)	(113)
Supplies, equipment, maintenance	(782)	(624)
Fairs, promotions, and advertising	(524)	(701)
Allocations to amortization/depreciation provisions	(2,050)	(1,746)
Other	(390)	(175)
Total marketing and sales expenses	(22,772)	(23,445)

c) Details of general and administrative expenses

(€k)	12/31/2024	12/31/2023
Payroll expenses – Excluding payments in shares	(5,168)	(5,190)
Payroll expenses – Payments in shares	(659)	(1,441)
Professional fees and consulting	(1,592)	(1,459)
Supplies, equipment, maintenance	(1,279)	(1,127)
Outside personnel	(81)	(89)
Insurance	(304)	(303)
Bank charges	(162)	(221)
Rental and lease expenses	(129)	(129)
Allocations to amortization/depreciation provisions	(285)	(81)
Other	(498)	(745)
Total general and administrative expenses	(10,157)	(10,785)

5.3 Payroll expenses and Group headcount

a) Breakdown of personnel costs by function

(€k)	12/31/2024	12/31/2023
Total Research & Development costs	(27,815)	(26,776)
Total marketing and sales expenses	(16,244)	(17,266)
Total general and administrative expenses	(5,832)	(6,631)
Total payroll costs	(49,890)	(50,673)

b) Breakdown of personnel expenses by type

(€k)	12/31/2024	12/31/2023
Salaries and wages	(35,827)	(36,490)
Social security contributions and payroll taxes	(13,207)	(12,560)
Cost of services rendered	(197)	(182)
Share-based payments	(659)	(1,441)
Total payroll costs	(49,890)	(50,673)

c) Group headcount

(in units)	12/31/2024	12/31/2023
Salaried personnel	481	500
External and subcontractors	39	51
Total headcount	520	551

The closure of the R&D center in Brazil reduced the number of employees by 19.

5.4 Amortization/depreciation and provisions: allowances and writebacks

(€k)	12/31/2024	12/31/2023
Allocations to amortization - Intangible assets	(2,928)	(2,376)
Allocations to amortization - Developed technologies and customer relations	(2,018)	(5,327)
Allocations to amortization - Tangible assets	(2,838)	(2,197)
Allocations to amortization - Rights of use	(2,340)	(2,209)
Net allocation to provisions for risks and contingencies in "Current operating income"	(522)	208
Cost of services rendered	(193)	(181)
Sub-total (EBITDA)	(10,839)	(12,082)
IAS 19 financial cost	(84)	(107)
Allocations to depreciation, amortization and net provisions for R&C in "Other operating income and expenses" ⁽¹⁾	(4,672)	-
Sub-total (EBITDA)	(15,595)	(12,189)
Net allowance for writebacks of provisions on inventories ⁽¹⁾	(3,681)	(3,180)
Net allocation to writeback provisions for other current assets	-	-
Total allowances for amortization/depreciation and provisions, net of writebacks	(19,276)	(15,369)

⁽¹⁾ As a result of the closure of the R&D center in Brazil, depreciation, amortization and R&D provisions were classified as "Other operating income and expenses".

In 2023, the Group completed amortization of the technology resulting from the acquisition of the OneAccess group, generating a reduction in provisions.

The increase in allocations to tangible assets stemmed from the successive development of the

Massy sites (2023) and the new head office in Lannion (2024).

To cover the risk on older-generation products, in particular the DWDM range, the Group increased the obsolescence risk provision for inventory in this range.

5.5 Other operating income and expenses

(€k)	12/31/2024	12/31/2023
Ad hoc consulting fees	(358)	(426)
Fees - information system integration	(732)	(1,138)
Ekinops Brasil restructuring costs	(10,358)	-
Other	-	137
Total	(11,448)	(1,427)

To standardize its management tools, in early 2023 the Group began rolling out a new information and management system covering all its functional areas. This deployment will continue throughout 2025.

Restructuring costs related to the closure of the R&D center in Brazil

(€k)	12/31/2024
Amortization of technology	(1,779)
Depreciation & amortization, provisions for R&C and inventory write-downs	(7,051)
Stock disposals	(734)
Cost of restructuring	(794)
Total	(10,358)

5.6 Financial profit (loss)

a) Net cost of debt

(€k)	12/31/2024	12/31/2023
Interest expenses	(1,509)	(1,020)
Effect of undiscounting		
Net cost of debt	(1,509)	(1,020)

The increase in interest expense is due to several factors: the full-year impact of the €7.8 million loan taken out in 2023; as well as expenses related to the syndicated financing facility.

b) Other financial income and expenses

(€k)	12/31/2024	12/31/2023
Currency gains (losses)	(311)	140
Cash flow	555	702
Other financial income and expenses	10	(92)
Other financial income and expenses	254	750

The Group generated financial income stemming from interest rate hedging in first-half 2024.

5.7 Taxes

a) Breakdown of tax expense recorded for the presented financial years

(€k)	12/31/2024	12/31/2023
Current income tax	(629)	(632)
Change in deferred taxes	(72)	898
Tax expense	(700)	265

b) Tax analysis

(€k)	12/31/2024	12/31/2023
Pre-tax income (expense)	(6,251)	3,364
Group theoretical tax rate	-25.00%	-25.00%
Theoretical tax expense at the Group's rate	1,563	(841)
Effect of tax credits (CIR)	1,397	1,246
Effect of share-based payments	(124)	(254)
Non-deductible earnouts		
Use or recognition of temporary differences previously not recognized	-	815
Deficits and other net temporary differences not recognized	(3,551)	(326)
CVAE and other levies included in income tax	(108)	(268)
Other permanent differences	(77)	(120)
Differences in rates related to foreign tax jurisdictions	200	12
Recognized tax income	(700)	265

c) Deferred taxes

Balance at December 31, 2023	6,462
- Deferred tax assets	6,624
- deferred tax liabilities	(163)
Change reflected in profit (loss)	(72)
Impact of currency fluctuations	20
Balance at December 31, 2024	6,410
- Deferred tax assets	6,523
- deferred tax liabilities	(112)

The potential tax savings that would result from the application of tax loss carryforwards, not recognized as of December 31, 2024, total €16 million.

5.8 Earnings per share

Below is information on earnings and shares used to calculate basic and diluted earnings per share for all activities.

a) Basic earnings per share

Basic earnings per share are calculated by dividing the net profit accruing to the Company's shareholders by the weighted average number of common shares outstanding during the year.

(€/units)	12/31/2024	12/31/2023
Net income attributable to Ekinops SA shareholders	(6,951)	3,628
Weighted average number of outstanding shares:	26,961,169	26,658,444
> Weighted average number of common shares	27,028,485	26,697,883
> Weighted average number of treasury shares	(67,316)	(39,439)
Basic earnings per share (€/share)	(0.26)	0.14

b) Diluted earnings per share

(€/units)	12/31/2024	12/31/2023
Net income attributable to Ekinops SA shareholders	(7,185)	3,628
Weighted average number of outstanding shares	26,961,169	26,658,444
Weighted average number of potential shares	255,364	441,409
Diluted earnings per share (€/share)	(0.26)	0.13

Note 6 - Segment information

The presented information is based on the internal reporting used by Management to evaluate the performance of the various segments. The benchmark sector indicator is current operating income. The Group is managed on the basis of a single segment and does not distinguish between autonomous geographical segments.

However, with regard to the monitoring of revenue, the Group distinguishes two main areas: North America and Europe/Middle East/Africa/Asia-Pacific. This information is provided in Note 5.1.

Note 7 - Related-party disclosures

The amounts of remuneration set out below were granted to the C.E.O. and the members of the Board of Directors of the Company. They were recorded as expenses during the presented financial years:

(€k)	12/31/2024	12/31/2023
Compensation and benefits in kind	(363)	(896)
Share-based payments	(249)	(492)
Benefits in kind - GSC (company business manager guarantee)	(21)	(24)
Directors' fees	(40)	(43)
Total	(673)	(1,456)

Note 8 - Exposure to financial risks

8.1 Currency risk

The Group is subject to currency risks arising from purchases from component suppliers and commercial relations with its customers and its subsidiaries located outside the eurozone.

The Group's main currency risk exposure comes from the US dollar (USD).

The Group's net foreign currency position as of December 31, 2024, is as follows:

(€k)	Trade receivables	Trade payables	Obligation in foreign currencies	Obligation in foreign currencies	Hedging instruments	Net position after hedging
	(a)	(b)	(c)	(d) = (a) - (b) +/- (c)	(e)	(f) = (d) - (e)
USD	2,342	5,686	-	(3,344)	-	(3,344)
AUD	17	1	-	16	-	16
Other	64	305	-	(241)	-	(241)
Total	2,423	5,992	-	(3,569)	-	(3,569)

To date, hedging transactions (through hedging contracts with different maturities) only involve purchases in US dollars.

The Group is therefore mainly exposed to currency risk from the US dollar (USD). As a result of the

translation of these subsidiaries into the reporting currency (euro), a 10% increase or decrease in the US dollar against the euro would have had the following impacts on the consolidated statement of net income and the consolidated statement of changes in shareholders' equity:

(€k)	12/31/2024	
USD/EUR	-10%	+10%
Impact on net income	46	(46)
Impact on shareholders' equity	(39)	39

8.2 Credit risk

The maximum exposure to credit risk at the end of each financial year is represented by the book amount of the assets presented in the following table:

(€k)	12/31/2024	12/31/2023
Non-current financial assets	1,678	1,570
Other non-current assets	13,508	11,059
Trade receivables and related accounts	23,706	29,984
Other current assets	10,507	10,682
Cash and cash equivalents	46,367	47,177
Total	95,765	100,471

- Receivables related to government subsidies and the research tax credit present a credit risk deemed insignificant in view of the Company's history.
- Credit risk related to cash, cash equivalents, and current financial instruments is not significant in view of the quality of the financial institutions party to the contracts.

With regard to trade receivables, there is a credit risk since a possible loss may occur if a customer fails to honor commitments on time. This credit risk related to receivables is limited due to, in particular, the quality of the Group's aged balance. The following table illustrates the aging of trade receivables and the related provisions for impairment losses:

(€k)	12/31/2024			12/31/2023		
	Gross	%	Impairment losses	Gross	%	Impairment losses
Not yet due	20,154	84%		24,918	82%	
Past due for 30 days or less	2,026	8%		1,158	4%	
Past due for 31 to 60 days	732	3%		2,065	7%	
Past due for 61 to 90 days	240	1%		865	3%	
Past due for 91 to 180 days	483	2%		619	2%	
Past due for more than 180 days	461	2%	(389)	735	2%	(376)
Total	24,095	100%	(389)	30,360	100%	(376)
Net value:			23,706			29,984

Note 9 - Off-balance-sheet items

a) Commitments to sub-contractors

The Group subcontracts a large part of the production of its equipment to its partners. Orders for manufacturing finished products are launched on the basis of firm customer orders. In addition, the Group orders components or semi-finished products from these same subcontractors in order to be able

to demonstrate commercial responsiveness. The Group therefore commits to taking back these inventories up to a certain limit.

The amount of this commitment relating to inventories of components and semi-finished products is estimated at €4.8m as of December 31, 2024.

Note 10 - Subsequent events

There are no significant events to report.

Note 11 - EBITDA⁽¹⁾

The Group has opted to communicate this metric in view of (i) its significance for the analysis of financial performance, and (ii) the vesting terms applicable to the Group's employee bonus share and stock option plans.

The Group thus defines its EBITDA as current operating profit (loss) restated for (i) allowances for amortization/depreciation and provisions and (ii) calculated expenses and income related to share-based payments.

(€k)	FY 2024	FY 2023
Current operating income	6,453	5,061
Amortization, depreciation and provisions	8,821	6,755
Amort., depr. of developed technologies and customer relations	2,018	5,327
Share-based payments	659	1,441
EBITDA	17,952	18,585

Note 12 - Statutory Auditors' fees

(€k)	Statutory Auditors	Other services	Total
> Deloitte	130	1	131
- issuer	52	-	52
> Altonéo	34	-	34
- issuer	34	-	34
Total	163	1	164

(1) Earnings Before Interest, Taxes, Depreciation and Amortization.

4.6 STATUTORY AUDITORS REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Period ended December 31, 2024

To the shareholders of Ekinops,

Opinion

In accordance with our appointment as Statutory Auditors by the General Meeting, we audited the accompanying consolidated financial statements of Ekinops for the period ended December 31, 2024.

We certify that the consolidated financial statements were prepared in accordance with the IFRS framework as adopted by the European Union and provide a true and fair view of the results of the operations for the period ended as well as of the financial position and assets and liabilities of the consolidated entities at the end of said period.

The opinion set out below is consistent with the terms of our report to the Audit Committee.

Basis of the opinion

Audit standards

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

Our responsibilities under these standards are set out in the section entitled "Responsibilities of the Statutory Auditors in auditing consolidated financial statements" of this report.

Independence

We carried out our audit in accordance with the rules on independence set out in the French Commercial Code and the Code of Ethics for Statutory Auditors over the period from January 1, 2024 to the date on which our report was issued, and in particular we did not provide any services prohibited by Article 5 (1) of EU Regulation no. 537/2014.

Basis for assessment - Key audit matters

Pursuant to the provisions of Articles L.821-53 and R.821-180 of the French Commercial Code on the basis for our assessment, we make you aware of key audit matters pertaining to risks of material misstatements that, in our professional judgment, were the most significant for the audit of the consolidated financial statements for the period, along with our responses to these risks.

The resulting assessments fed in to the audit of the consolidated financial statements as a whole and to forming our opinion as set out above. We do not express any opinion on the components of these consolidated financial statements taken separately.

Measurement of goodwill

(Notes 3.3.5 "Goodwill" and 4.1 "Goodwill" to the consolidated financial statements)

Description of risk

At December 31, 2024, the book value of the goodwill on the balance sheet was €28.4m, as against a balance sheet total of €185.4m. They were allocated to a single CGU which is comprised of the Group as a whole.

Management ensures that at the end of each reporting period the book value of this goodwill does not exceed the recoverable amount. The process of impairment testing done by Management thus incorporates a significant level of judgment and assumptions, involving in particular:

- future cash flow forecasts;
- the perpetual growth rate used for projections;
- the discount rate (WACC) applied to estimated cash flows.

We consider the measurement of goodwill to be a key audit matter in light of the materiality in the Group's financial statements, the judgments and assumptions required to determine their recoverable amount.

Our response

We examined the compliance of the methodology used by Ekinops with current accounting standards.

Our work in particular consisted of:

- a critical review of the model to measure the recoverable amount: discounted cash flows;
- an analysis of assumptions used by Management and in particular:
 - > the future cash flow projections through comparison with available information such as market outlooks, past achievements and most recent estimates (assumptions, budgets, strategic plans where applicable) by Management and independent financial analysts;
 - > the discount rate (WACC) through comparison with our estimate of a range of rates using the MEDAF approach that incorporates a relevant comparable sample in the view of our analysts;
 - > the perpetual growth rate through comparison with market analyses.

We obtained and reviewed the sensitivity analyses undertaken by Management, which we compared with our own calculations, to assess the impact of a change in these assumptions on the recoverable amount of this goodwill and the need to recognize an impairment loss if necessary.

Specific checks

In line with professional standards applicable in France, we also carried out the specific checks required by law and regulation on the information pertaining to the Group provided in the management report of the Board of Directors.

We have no comments to make on the fair presentation of that information or its consistency with the consolidated financial statements.

Other checks or information required by law and regulation

Format of presentation of the annual financial statements intended for inclusion in the annual financial report

We also checked, in accordance with professional standards governing the work of Statutory Auditors on annual and consolidated financial statements presented using the European Single Electronic Format, compliance with this format defined by Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018 in the presentation of the annual financial statements intended for inclusion in the consolidated financial report referenced in Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the CEO. In the case of the consolidated financial statements, our work includes checking the compliance of the tagging of these financial statements with the format defined by the aforementioned regulation.

In light of our work, we conclude that the presentation of the consolidated financial statements intended for inclusion in the annual financial report complies, in all material respects, with the European Single Electronic Format.

It is not our responsibility to check that the consolidated financial statements that will actually be included by your Company in the annual financial report filed with the AMF actually correspond with those on which we worked.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Ekinops by the General Meeting of February 25, 2013 for Deloitte & Associés and of January 3, 2003 for Altonéo Audit.

At December 31, 2024, Deloitte & Associés was in its 13th straight year as Statutory Auditors and Altonéo Audit in its 22nd year, including 12 years since the Company's securities were admitted to trading on a regulated market.

Responsibilities of Management and of those tasked with corporate governance regarding the consolidated financial statements

Management is responsible for drawing up consolidated financial statements that give a true and fair view, in line with the IFRS framework as adopted by the European Union, along with establishing whatever internal controls it feels are necessary to prepare consolidated financial statements that are free from material misstatements, whether due to fraud or errors.

When preparing consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, where necessary presenting in these financial statements the relevant information on the going concern basis and for applying this basis except where there are plans to liquidate the Company or cease operating.

The Audit Committee is responsible for monitoring the process for preparing financial information and for effectively monitoring the internal control and risk management systems, and where necessary the internal audit system, with respect to the procedures used to prepare and process accounting and financial information.

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

Responsibilities of the Statutory Auditors regarding the auditing of the consolidated financial statements

Objective and audit approach

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements taken as a whole are free from material misstatements. Reasonable assurance is a high level of assurance although there can be no guarantees that an audit done in accordance with professional standards will systematically identify any material misstatement. Misstatements may stem from fraud or errors and are considered material when it can be reasonably expected that, taken on their own or together, they could influence the financial decisions made by users of the financial statements on the basis thereof.

As stated in Article L.823-55 of the French Commercial Code, our statutory auditing of the financial statements in no way guarantees the viability or quality of the management of your Company.

In the course of an audit done in accordance with professional standards applicable in France, the Statutory Auditors exercise their professional judgment throughout the audit. Furthermore:

- They identify and assess the risks that the consolidated financial statements contain material misstatements, whether caused by fraud or error, define and implement audit procedures in response to these risks, and gather whatever evidence they feel is sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement caused by fraud is higher than a material misstatement caused by error, because fraud implies collusion, falsification, deliberate omissions, false statements or the circumvention of internal control;

- They review the relevant internal controls for the audit in order to define the appropriate audit procedures in the circumstances, and not with a view to expressing an opinion as to the effectiveness of internal control;
- They assess the appropriateness of the accounting policies applied and the reasonableness of the accounting estimates made by Management, along with the information on them provided in the consolidated financial statements;
- They assess the appropriateness of Management's application of the going concern basis and, based on the audit evidence collected, whether or not there is a significant uncertainty regarding the events or circumstances likely to imperil the Company's ability to continue as a going concern. This assessment is based on the audit evidence collected up to the date of its report, it nevertheless being recalled that subsequent circumstances or events may imperil the going concern basis. If they conclude that there is significant uncertainty, they draw the attention of readers of their report on the information provided in the consolidated financial statements to this uncertainty or, of such information is not provided or is not relevant, they issue a qualified opinion or decline to certify;
- They assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements reflect the underlying transactions and events such that they provide a true and fair view;
- With respect to the financial information pertaining to consolidated entities, they collect whatever audit evidence they feel is sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for the management, oversight and carrying out of the audit of the consolidated financial statements as well as for the opinion expressed on these financial statements.

Report of the Audit Committee

We provide the Audit Committee with a report that in particular presents the scope of the audit work and the work program undertaken, along with the findings of our work. We also make it aware, where necessary, of significant weaknesses in internal control that we identified in the procedures pertaining to the preparation and processing of accounting and financial information.

The report to the Audit Committee includes, among other things, the risks of material misstatements that we feel are most significant for the audit of the consolidated financial statements for the period and that in this respect constitute key audit matters, which we are required to detail in this report.

We also provide the Audit Committee with the declaration required under Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of the rules applicable in France as specified in particular in Articles L.821-27 to L.821-34 of the French Commercial Code and in the Code of Ethics for Statutory Auditors. Where necessary, we discuss with the Audit Committee risks impacting our independence and the safeguards put in place.

Paris and Paris La Défense, March 27, 2025

The Statutory Auditors

Altonéo Audit

Julien Malcoste

Deloitte & Associés

Frédéric Neige

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Financial statements of the parent company

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5.1 ANNUAL FINANCIAL STATEMENTS AS OF DECEMBER 31, 2024

5.1.1 Statement of financial position

BALANCE SHEET ASSETS

(€k)		12/31/2024			12/31/2023
	Notes	Gross	Amort. depr. & impair.	Net	Net
Intangible assets	1	9,088	5,464	3,624	5,727
Tangible assets	1	9,554	6,949	2,605	3,136
Financial assets	2	71,883	11,924	59,959	71,760
Non-current assets		90,525	24,337	66,188	80,623
Inventories and work in progress	3	19,704	5,588	14,116	13,210
Advances and down-payments to suppliers	4	10	-	10	10
Customers	4	12,087	-	12,087	17,801
Other receivables	4	33,890	-	33,890	30,818
Prepaid expenses	8	742	-	742	858
Treasury shares	5	334	-	334	68
Cash & cash equivalents	5	18,444	-	18,444	18,322
Current assets		85,211	5,588	79,623	81,087
Accruals and other assets		43	-	43	636
TOTAL ASSETS		175,779	29,925	145,854	162,346

BALANCE SHEET LIABILITIES

(€k)		12/31/2024		12/31/2023
	Notes	Net	Net	Net
Capital		13,497		13,401
Additional paid-in capital		114,237		114,415
Other reserves and retained earnings		(19,618)		(22,553)
Profit (loss) for the period		(16,204)		2,853
Shareholders' equity	9	91,912		108,116
Proceeds from issues of equity securities		189		46
Provisions for liabilities and charges	11	1,499		2,132
Loans and financial debt	10	39,835		38,082
Advances and down-payments from clients	10	-		-
Trade payables and related accounts	10	8,307		10,486
Taxes, social security contributions and similar payables	10	2,161		2,153
Deferred income	8	825		1,031
Accruals and other liabilities		1,126		300
TOTAL LIABILITIES		145,854		162,346

INCOME STATEMENT

(€k)	Notes	12/31/2024	12/31/2023
Revenue	1	49,121	64,153
Other operating income	1	3,932	5,074
Operating reversals and expense transfers		4,746	746
Operating income		57,799	69,973
Purchases and changes in inventories		(20,787)	(28,840)
Outside services	2	(19,916)	(26,864)
Taxes and duties		(178)	(272)
Payroll costs	6	(8,052)	(7,788)
Other operating expenses		(415)	(889)
Operating allowances		(7,136)	(3,413)
Operating expenses		(56,484)	(68,066)
Operating profit (loss)		1,315	1,907
Financial income		1,628	1,648
Financial expenses		(2,111)	(1,435)
Financial allowances and reversals		(11,337)	(559)
Financial profit (loss)	3	(11,820)	(346)
Pre-tax current profit (loss)		(10,505)	1,561
Non-recurring income		120	61
Non-recurring expenses		(7,868)	(272)
Non-recurring profit (loss)	4	(7,748)	(211)
Current tax	5	-	(22)
Research Tax Credit	5	2,049	1,525
Net profit (loss) for the period		(16,204)	2,853

5.1.2 Highlights of the year and subsequent events

Founded in 2003, the Company designs, develops and markets optical transponders that are designed to convert electrical impulses into optical signals transmitted through optical fibers.

Highlights of the year

Revenue in the **Optical Transport** business line was down 30% year-on-year, penalized by demanding comparison with the year-earlier performance and the reluctance of operators to launch their investment plans in a deteriorated market

environment. Business nevertheless picked up slightly at the end of the year, with H2 revenue up 20% compared with H1 and the first deliveries of the new 800G solution.

The Group announced the closure of Ekinops Brasil. The closure was aimed at both concentrating the Group's R&D and optimizing its operating performance. Ekinops will focus on work at its R&D center in Lannion, reinforcing its technological know-how and commitment to innovation at its new modern head office, inaugurated in May 2024.

Subsequent events

No subsequent event needs to be disclosed as of the date of this report.

5.1.3 Notes to the Ekinops financial statements

The financial year runs for 12 months, from January 1, 2024 to December 31, 2024.

The notes or tables below form an integral part of the annual financial statements.

All the figures below are in thousands of euros (€k) unless specified otherwise.

Accounting principles and general conventions

The annual financial statements are prepared in accordance with Generally Accepted Accounting Principles in France as per the provisions of the general chart of accounts, corresponding to regulation no. 2014-03 of the French Accounting Standards Board as amended.

The general accounting conventions were applied, in line with the precautionary principle, on the basis of these underlying assumptions:

- going concern;
- consistency of accounting policies from one period to the next;
- and in accordance with general rules governing the preparation and presentation of annual financial statements.

The basic method used to measure items recognized in the financial statements is the historical cost method.

Management estimates

In the course of preparing the financial statements, it is necessary to make estimates and assumptions that may affect the amounts and information provided in these financial statements.

These estimates are made by Management on a going concern basis and are prepared based on available information on the reporting date of the financial statements. These estimates may change in light of events or information that call into question the circumstances in which they were prepared and, if necessary, a sensitivity analysis may be carried out if significant. Actual results may thus differ from these estimates.

These estimates and judgements primarily involve the following items:

- the measurement of capitalized Research & Development costs in light of expected future economic benefits;

- the measurement of financial assets and related receivables;
- the measurement of provisions and pension liabilities.

Intangible assets

Research and development costs

Intangible assets mainly consist of project development costs.

Equipment development costs are capitalized, offset by capitalized production, once the criteria for capitalization are satisfied.

The criteria for capitalizing development costs are as follows:

- technical feasibility of the asset;
- intention to complete the asset and use or sell it;
- ability to use or sell the asset;
- ability to reliably measure the asset's expenses.
- likelihood that the intangible assets will generate economic benefits;
- availability of financial resources to complete the asset;
- ability to reliably measure the asset's expenses.

These development costs include gross salaries and social security charges for employees who worked on these applications and are calculated pro rata to the time they worked on them plus a proportion of the indirect costs. The costs of service providers involved on these projects are also factored in.

Depreciation and amortization begins as from the moment the equipment is marketed.

Development costs for which amortization has not begun as of the end of the financial year are presented as "Ongoing development costs."

The useful life of these development costs is estimated at four years, and the equipment is depreciated and amortized on a straight-line basis over this period.

At each reporting date, an impairment loss is recognized where the asset value falls below the net book value. The asset value is calculated on the basis of the value in use on the reporting date and takes account of changes in the equipment's commercial performance plus technological developments.

Patents, software

Software is measured at acquisition cost (purchase price and incidental costs).

Depreciation and amortization is calculated on a straight-line basis over the anticipated life:

Software	1 to 6 years
Patents	3 years

Tangible assets

Tangible assets are measured at their acquisition cost (purchase price and incidental costs) or at their production cost for certain items produced internally (primarily demo equipment) for which production has been capitalized.

Depreciation and amortization is calculated on a straight-line basis over the anticipated life:

Technical facilities	10 years
Equipment and tools	4 years
Office and IT equipment	3 years
Demo equipment and development	4 years
Office equipment	5 years
Improvements	10 years

Financial assets

Financial assets are recognized at their historical acquisition cost or their contribution value.

Equity securities and related receivables are estimated at year-end, and a provision for impairment is recognized if there is a significant difference between the value in use and the acquisition value.

The value in use of the equity securities and related receivables is assessed independently by the investee and reflects any unrealized losses on the assets owned. The value in use is determined on the basis of the proportion of shareholders' equity of the subsidiary or the discounting of forecast cash flows.

Other financial assets are recognized in the balance sheet at their acquisition cost less incidental costs. When the value in use falls below the gross amount, a provision for impairment is recognized for the difference.

Inventories

Inventories are measured at the lower of cost and their net realizable value. The cost is the cost price. This is calculated using the weighted average unit cost method.

Inventories purchased in foreign currencies are measured at the historical rates. When determining the cost price, the following items are added to inventories:

- the purchase price plus forwarding costs, calculated on the basis of shipping costs, customs and other purchase costs;
- direct production and handling expenses.

A provision for impairment is funded on a case-by-case basis if the asset value is less than the book value. This is particularly the case when inventories are recorded for an amount greater than the amount that the company expects to obtain from their sale or use. The cost of inventories may also not be recoverable if those inventories are damaged, if they have become fully or partially obsolete, or if their selling price has declined.

Estimates of net realizable value take into consideration fluctuations of price or cost directly relating to events occurring after the end of the reporting period to the extent that such events confirm the conditions existing at the end of the period.

Trade receivables and related accounts

Receivables are measured at their nominal/face value. Allowances for the impairment of receivables are measured specifically based on the risk of non-payment.

Other receivables and payables

Other receivables and payables are recognized at their nominal/face value. Provisions for impairment are funded for receivables showing risks of non-payment.

Cash & cash equivalents

Cash & cash equivalents consists of readily available cash resources.

Readily available cash resources denominated in foreign currencies are translated into euros at the closing rate prior to the reporting date.

Investment securities are measured at their acquisition cost. When the asset value of these securities, determined on the basis of the likely trading value, namely their net asset value at the reporting date, falls below their acquisition cost, a provision for impairment is recognized for the difference.

Translation differences were recognized directly in profit (loss) for the period under foreign exchange gains and losses.

Provisions for liabilities and charges

Provisions for liabilities and charges are funded in line with the accounting principles and CRC Regulation 00-06 on liabilities.

Funded provisions for liabilities and charges represent liabilities that meet the following criteria:

- the amount or timing is not specifically determined;
- the negative economic impact for the Company, namely that this liability looks like an obligation for the Company to a third party that is likely or certain to result in an outflow of resources to said third party, without at least equivalent consideration being expected from it;

The actuarial assumptions at December 31, 2024 were as follows:

Actuarial assumptions	12/31/2024	12/31/2023
Retirement age	65 years	65 years
Discounting rate	3.38%	3.17%
Employer contribution rates	47.0%	47.0%
Rate of salary increases	2.00%	2.00%
Employee turnover		
Under 25	10.0%	10.0%
25-30 years	10.0%	10.0%
30-35 years	25.0%	25.0%
35-40 years	15.0%	15.0%
40-45 years	2.0%	2.0%
45-50 years	2.0%	2.0%
50-55 years	2.0%	2.0%
>55 years	0.0%	0.0%
Mortality table	TGHF05	TGHF05

The income statement includes expenses for the period relating to the increase in the obligation, the financial cost, the actuarial gains and losses as well as past service cost.

- the obligation giving rise to the funding of the provision for liabilities and charges originates during the period and exists at the reporting date.

The provisions are measured, on a case-by-case basis, having regard to the risk and the grounds for the claims.

Provision for warranty

A provision is established for expenses to be incurred in future years for warranties on equipment sold.

The incurred costs include labor, travel, and spare parts.

Provision for retirement indemnities

The Company has been funding retirement indemnities that it must pay to an employee who is retiring. A provision is funded for the entitlements accruing having regard to the length of service of the employee, the likelihood they will retire at the company and, as the case may be, the present value of the funds paid over to the recognized bodies. The calculation is based on an actuarial method that factors in staff turnover, wage increases and age at retirement.

Subsidies

Subsidies received are recognized in shareholders' equity if they are for capitalized development projects, and in the income statement for projects that have not been capitalized.

Subsidies recognized in shareholders' equity are reversed in tandem with the depreciation and amortization of the asset to which they relate.

Foreign currency transactions and translation adjustments

Payables, receivables, cash & cash equivalents denominated in foreign currencies are recognized on the balance sheet at their exchange value using the closing rate for the period. The difference resulting from the discounting of foreign currency payables and receivables at this final closing rate is carried on the balance sheet under "Translation adjustments".

A provision for liabilities is funded for all non-offset unrealized foreign exchange losses.

Revenue recognition

The revenue generated by the Company includes both the sale of equipment for optical telecommunications networks and service contracts:

- Sale of equipment: the equipment marketed by the Company is generally sold on the basis of customer purchase orders containing fixed and determinable prices, with no right of return or significant post-delivery obligations outside the general terms and conditions of sale. Revenue is recognized when the risk is transferred. Where sales are preceded by shipping the equipment to client sites for testing, revenue is recognized once the client approval period is over;
- Revenue from service activities: delivered services relate mainly to maintenance contracts, warranty extensions, and installation services. Revenue from installation services is recognized over the period during which the services are rendered. Revenue corresponding to service contracts (mainly maintenance and warranty extension) is recognized on a straight-line basis over the effective duration of the contracts. The share of service contracts not relating to the current financial period is recognized in deferred income.

5.1.4 Notes to the statement of financial position and income statement

Notes to the statement of financial position

Note 1 - Tangible assets and intangible assets

Gross values

(€k)	Gross value at the start of the period	Increases	Reclassifications	Reductions	Gross value at the end of the period
Intangible assets					
Development costs	9,335	-	3,851	(4,605)	8,581
Development costs in progress	1,584	2,439	(3,850)	-	173
Assets in progress	-	-	-	-	-
Patents and software	1,104	-	-	(771)	333
Subtotal	12,024	2,439	-	(5,376)	9,088
Tangible assets					
Plant and machinery	10,273	690	100	(3,173)	7,890
Other fixtures, fittings and facilities	372	167	53	(138)	454
Office and IT equipment, furniture	843	471	-	(104)	1,210
Assets in progress	152.00	-	(152)	-	-
Subtotal	11,640	1,328	-	-	9,554
Total	23,664	3,767	-	(5,376)	18,642

In October 2024, the Board of Directors decided to discontinue the OTN business. This resulted in the write-off of development costs and the scrapping of equipment associated with OTN products, representing net amounts of €3.2 million and €0.5 million respectively.

Following the relocation of the head office to its new site in Lannion, the Group eliminated its fully depreciated tangible assets.

Depreciation & amortization

(€k)	Gross value at the start of the period	Increases	Reductions	Gross value at the end of the period
Intangible assets				
Development costs	5,240	1,261	(1,352)	5,149
Patents and software	1,056	29	(771)	314
Subtotal	6,297	1,290	(2,123)	5,464
Tangible assets				
Plant and machinery	7,671	1,078	(2,619)	6,130
Other sundry fixtures, fittings and facilities	162	38	(123)	77
Office and IT equipment, furniture	671	175	(104)	742
Subtotal	8,504	1,291	-	6,949
Total	14,801	2,581	(2,123)	12,413

Net values

(€k)	Start of the period	Changes during the period	End of the period
Intangible assets			
Development costs	4,095	(663)	3,432
Development costs in progress	1,584	(1,411)	173
Patents and software	48	(29)	19
Subtotal	5,727	(2,103)	3,624
Tangible assets			
Plant and machinery	2,602	(842)	1,760
Other sundry fixtures, fittings and facilities	210	167	377
Office and IT equipment, furniture	172	296	468
Assets in progress	152.00	-	-
Subtotal	3,136	(379)	2,605
Total	8,863	(2,482)	6,229

Note 2 - Financial assets

(€k)	Gross value at the start of the period	Increases	Reductions	Gross value at the end of the period
Financial assets				
Ekinops Corp. securities	97	-	-	97
Ekinops France securities	60,388	-	-	60,388
Ekinops Brasil securities	11,090	-	-	11,090
Loans and other financial assets	282	26	-	308
Gross value	71,857	26	-	71,883
Financial assets				
Ekinops Corp. securities	97	-	-97	-
Ekinops Brasil securities	-	11,090	-	11,090
Receivables related to Ekinops Brasil shareholdings	-	834	-	834
Provision	97	11,924	-97	11,924
Financial assets				
Ekinops Corp. securities	-	-	97	97
Ekinops France securities	60,388	-	-	60,388
Ekinops Brasil securities	11,090	-11,090	-	-
Receivables related to Ekinops Brasil shareholdings	-	-834	-	-834
Loans and other financial assets	282	26	-	308
Net value	71,760	(11,898)	97	59,959

All allowances and reversals are recognized during the period under financial income (expense).

The decision to close the Ekinops Brasil entity was taken at the Board of Directors meeting of October 15, 2024, the shares of the subsidiary are fully provisioned.

Note 3 - Inventories

Inventories break down as follows:

(€k)	12/31/2024	12/31/2023
Gross inventory	19,704	14,900
Inventory impairment	(5,588)	(1,690)
Net value of inventories	14,116	13,210

Following the decision to close the R&D center in Brazil, the Group wrote down all OTN inventory for an amount of €3.1 million.

In addition, as a result of market trends that have left some products with no sales prospects, and since some products are reaching the end of their useful life, the Group increased the provision for inventory write-downs.

Note 4 - Schedule of receivables

(€k)	Gross amount	Up to 1 year	Over 1 year
Non-current assets			
Loans and other financial assets	307	-	307
Current assets			
Trade receivables and related accounts	12,090	12,090	-
Social security and other social welfare bodies	16	16	-
Tax credits	4,885	1,181	3,704
Other taxes, duties and similar levies	1,745	1,745	-
Advances and down-payments to suppliers	10	10	-
Current accounts	27,243	27,243	-
Prepaid expenses	742	742	-
Total	47,037	43,027	4,011

The Research Tax Credits relate to receivables arising in 2023 and 2022.

Sundry receivables mainly consist of financial current accounts vis-à-vis other Group companies.

Following the €100m financing facility obtained, the associated fees and commissions are recorded as prepaid expenses on a straight-line basis over the term of the loan.

Note 5 - Cash & cash equivalents

(€k)	12/31/2024	12/31/2023
Bank accounts	18,444	18,322
Market making agreements	69	68
Treasury shares	265	-
Total	18,778	18,390

In April 2013, the Company signed a liquidity contract with the bank Gilbert Dupont so that it could engage in market making for Ekinops securities. At the outset of the agreement, Ekinops made €100,000 in cash available for the agreement. An additional contribution of €150,000 was made on April 6, 2021. At December 31, 2024, cash available in the account at Gilbert Dupont set aside for the agreement amounted to €68,587.

The Group traded in treasury shares and has a balance of €265,119.

The number of treasury shares stood at 18,569 with a total value of €69,076.

Note 6 - Accrued income

(€k)	12/31/2024	12/31/2023
State	976	853
Other receivables	-	125
Total	976	978

Note 7 - Accrued liabilities

(€k)	12/31/2024	12/31/2023
Trade payables and related accounts	2,280	2,266
Taxes and social security contributions payable	1,531	1,495
Total	3,811	3,761

Note 8 - Prepaid expenses and deferred income

Prepaid expenses	12/31/2024	12/31/2023
Operating expenses	742	858
Total	742	858

Following the €100m financing facility obtained, the associated fees and commissions are recorded as prepaid expenses on a straight-line basis over the term of the loan.

Deferred income	12/31/2024	12/31/2023
Operating income	825	1,031
Total	825	1,031

Deferred income solely consists of revenue from service (maintenance) activities that is deferred in the accounting rules and methods.

Note 9 - Share capital

Share capital and share premiums

At December 31 2024, the capital of the parent consisted of 26,994,049 fully paid up common shares with a nominal unit value of €0.50.

The table below shows the changes in the capital of Ekinops SA over the two periods presented:

Type of transaction	Capital	Number of shares created	Nominal value
At 12/31/2022	€13,215,543	26,431,086	€0.50
Capital increases following exercise of options	€49,399	98,797	€0.50
Capital increases following bonus share awards	€135,917	271,833	€0.50
At 12/31/2023	€13,400,858	26,801,716	€0.50
Capital increases following bonus share awards	€96,167	192,333	€0.50
At 12/31/2024	€13,497,024	26,994,049	€0.50

Change in shareholders' equity

Shareholders' equity changed as follows:

(€k)	12/31/2024	12/31/2023
Shareholders' equity at the end of the previous period prior to appropriation of earnings	105,263	96,025
Appropriation of earnings of prior periods to shareholders' equity by the General Meeting	2,853	8,776
Shareholders' equity at the beginning of the period	108,116	104,801
Changes during the period:		
Change in share capital	96	185
Changes in premiums, reserves, retained earnings	(96)	277
Shareholders' equity at the end of the period before earnings	108,116	105,263
Profit (loss) for the period	(16,204)	2,853
Shareholders' equity at the end of the period including earnings, prior to appropriation	91,912	108,116

Securities giving access to the capital

✓ Stock options (OSA)

The table below shows all outstanding options, the movements, strike price, fair value of the underlying on the grant date and remaining life:

	Starting new potential shares	Canceled or lapsed during the period	Closing new potential shares	Exercise price	Remaining contractual life
06/19/2014	101,618	(101,618)	-	€8.00	-
07/29/2019	52,333	(18,333)	34,000	3.€68	4.6 years
05/27/2021	60,625	(20,000)	40,625	€6.64	6.4 years
07/26/2023	17,000	(1,000)	16,000	€7.14	8.6 years
Total stock options (OSA)	231,576	(140,951)	90,625	N/A	N/A

✓ Bonus share awards

The table below details all bonus share awards in the process of vesting:

	Starting new potential shares	Awarded during the period	Acquired during the period	Canceled or lapsed during the period	Closing new potential shares
03/02/2021	192,333	-	(192,333)	-	-
05/27/2021	236,000	-	-	(15,000)	221,000
05/25/2022	54,750	-	(54,750)	-	-
Total bonus shares awarded (AGA)	483,083	-	(247,083)	(15,000)	221,000

✓ Summary of movements

	Starting new potential shares	Awarded during the period	Exercised or acquired during the period	Canceled or lapsed during the period	Closing new potential shares
Stock options (OSA)	231,576	-	-	(140,951)	90,625
Bonus shares awarded (AGA)	483,083	-	(247,083)	(15,000)	221,000
Grand total	714,659	-	(247,083)	(155,951)	311,625

Note 10 - Schedule of payables

(€k)	Gross amount	Up to 1 year	From 1 to 5 years	Over 5 years
Loans and financial debt	39,836	29,470	10,365	-
Trade payables and related accounts	8,307	8,307	-	-
Employee-related liabilities	1,053	1,053	-	-
Social security and other social welfare bodies	866	866	-	-
Other taxes, duties and similar levies	127	127	-	-
Amounts payable on non-current assets and related accounts	11	11	-	-
Other debts	104	104	-	-
Deferred income	825	825	-	-
Total	51,128	40,763	10,365	-

Financial debt includes €30.6m of intra-group debt.

Note 11 - Provisions (excluding non-current assets)

(€k)	Start of the period	Allowances during the period	Reductions		End of the period
			Reversals used	Reversals not used	
Provisions for liabilities and charges					
Provisions for guarantees given to customers	729	82	-	(401)	410
Provisions for foreign exchange losses	636	48	-	(636)	48
Provisions for pensions and obligations	359	44	-	-	403
Provisions for other liabilities and charges	408	418	(98)	(90)	638
Subtotal	2,132	592	(98)	(1,127)	1,499
Impairment losses					
o/w inventories and work in progress	1,690	4,277	(379)	-	5,588
o/w trade receivables	-	-	-	-	-
Subtotal	1,690	4,277	(379)	-	5,588
Total	3,822	4,869	(477)	(1,127)	7,087
o/w operating profit (loss)	3,187	1,049	(477)	(401)	3,358
o/w financial income (expense)	636	48	-	(636)	48
o/w non-recurring profit (loss)	-	3,772	-	-	-

Market trends have left some products with no sales prospects, prompting the Group to increase the provision for inventory write-downs. The closure of the OTN business led to an additional impairment provision of €3.1 million.

Notes to the income statement

Note 12 - Operating income

Revenue by category

(€k)	12/31/2024	12/31/2023
Sales of goods produced	23,103	40,628
Sales of services produced	26,018	23,525
Total	49,121	64,153

Revenue by region

(€k)	12/31/2024	12/31/2023
France	15,093	15,420
Other	34,028	48,733
Total	49,121	64,153

Other operating income

(€k)	12/31/2024	12/31/2023
Capitalized production R&D	2,986	2,747
Subsidy	521	1,744
Other income	425	583
Total	3,932	5,074

Subsidies

During the period, the Company received financing as part of development projects, both collaborative and not. These subsidies were recognized in the income statement. The revenue from these subsidies is recognized in the income statement based on the progress of the research project.

Embrace grant: the Company obtained a grant from the Brittany Region of €217,441 for the Embrace project: "The development of an optical transport system offering greater bandwidth". The program was initially scheduled to last 36 months from January 2, 2021 to January 2, 2024. The duration of the program has been extended to 46 months, from January 2, 2021 to November 2, 2024.

NGOpt grant: the Company obtained a grant from BPI France of €1,427,691 for the NGOpt project: "Strengthen a French player in the optical transport sector and achieve independence and sovereignty in the supply of transport networks for 5G traffic and beyond". The program was initially scheduled to last 36 months from April 7, 2021 to April 1, 2024 and has been extended until April 1, 2025.

Doper grant: the company received a grant from Bpifrance of €5,848 for the Doper project: "Deployment of ultra-fast and reconfigurable optical

engines for optical transport". The program was initially scheduled to last 24 months from January 1, 2021 to December 31, 2022. An extension of six months was obtained, taking the end of the program to January 1, 2025.

Simbade grant: the company received a grant from Bpifrance of €45,575 for the Simbade project: "Development of new doped fiber optical amplifiers to extend the use of current optical fibers on the O, E and S bands". The program was initially scheduled to last 36 months from May 1, 2022 to May 1, 2025.

IPCEI Grant: the Company was awarded a grant of €1,293,564 from Bpifrance as part of the IPCEI project: "Innovations in the access, transport and core network segments and in different network layers (from the physical layer to network management)". The initial duration of the program is 45 months starting on April 1, 2024 to January 1, 2028.

In short, the amounts pertaining to these subsidies were as follows:

(€k)	Overall grant	Progress at 12/31/2024	Revenue recognized in 2024
Embrace	562	95%	78
NGOpt	3,626	98%	104
Doper	63	39%	-
Simbade	210	76%	100
IPCEI	1,294	18%	233
Total	5,755		515

Note 13 - Other external purchases and expenses

(€k)	12/31/2024	12/31/2023
General subcontracting	110	125
Maintenance and repairs	416	414
Insurance	192	186
Transport of equipment, groupage	510	726
Finance leases, rental and lease expenses	478	275
Fees and contract employees	1,940	1,685
Travel and entertainment	289	311
Group chargebacks	16,525	22,246
Other external expenses	(544)	896
Total	19,916	26,864

Note 14 - Financial profit (loss)

(€k)	12/31/2024	12/31/2023
Interest income	1,519	1,567
Foreign exchange gains	109	81
Total financial income	1,628	1,648
Foreign exchange losses	(44)	(59)
Interest expenses	(2,067)	(1,376)
Total financial expenses	(2,111)	(1,435)
Net allowances for impairment of securities and related receivables	(11,973)	(635)
Net allowances for provisions for foreign exchange losses	636	76
Total financial allowances and reversals	(11,337)	(559)
Financial profit (loss)	(11,820)	(346)

* Impairment of Ekinops Brasil shares following the announcement of the closure of the R&D center in Brazil.

Note 15 - Tax

Current tax

Ekinops SA is not liable for any corporate income tax payable in respect of the year ended December 31, 2024.

Research and innovation tax credit

The research tax credit recognized for 2024 amounted to €2,048,714.

Increase/reduction in future tax liabilities

In terms of reducing future tax liabilities, the balance of tax loss carryforwards was €45,557k at December 31, 2024.

Note 16 - Headcount at December 31, 2024

	12/31/2024	12/31/2023
Senior management	76	72
Supervisors and technicians	11	6
Employees	3	46
Seconded	12	13
Total	102	96

Note 17 - Remuneration of executive officers

The remuneration of the Chief Executive Officer for 2024 is estimated at €383,421.

Note 18 - Related-party transactions

All the sums below relate to the Ekinops Corporation, Ekinops France and Ekinops Brasil subsidiaries.

Line items	Amount
Shareholdings	71,576
Other financial income	1,208

Note 19 - Statutory Auditors' fees

(€k)	12/31/2024	12/31/2023
Deloitte & Associés	52	52
> Statutory auditing	52	52
> Special assignments	-	-
Altonéo Audit	34	34
> Statutory auditing	34	34
> Special assignments	-	-
Total	85	85

Other information

✓ Off-balance-sheet items

Lease commitments

The material lease commitments are those relating to real estate leases, the minimum future payments for which are set out in the table below:

(€k)	less than 1 year	1 to 5 years	> 5 years	Total
Operating leases - Minimum future payments	387	2,063	1,983	4,433

Other commitments

The Group outsources the manufacturing of its equipment to its partners. Orders for manufacturing finished products are launched on the basis of firm customer orders. In addition, the Company orders components or semi-finished products from these same subcontractors in order to be able to demonstrate commercial responsiveness. The Company therefore has a commitment to take back these inventories up to a certain limit.

The amount of this commitment relating to inventories of components and semi-finished products is estimated at €3.3m as of December 31, 2024.

Table of subsidiaries and shareholdings

Table of subsidiaries and shareholdings	Share capital	Reserves and retained earnings	Percentage of capital owned	Gross value of securities owned	Net value of securities owned	Loans and advances granted	Revenue (excl. tax) for the period ended	Profit (loss) for the period ended
A) Detailed information on subsidiaries and shareholdings								
Subsidiaries (over 50% of the capital owned)								
Ekinops Corp. (United States)	US\$102k	-US\$3,468k	100%	€97k	€97K	-USDk	\$25,265K	\$462K
Ekinops France	€3,161k	€43,749K	100%	€60,389k	€60,389k	€2,312K	€91,979K	€1,129K
Ekinops Brasil	BRL42,398K	BRL(25,667)K	100%	€11,090k	-€k	€835K	BRL7,429K	BRL(22,821)K
Shareholdings (10 to 50% of the capital owned)								

5.2 STATUTORY AUDITORS REPORT ON THE ANNUAL FINANCIAL STATEMENTS

Period ended December 31, 2024

To the shareholders of Ekinops,

Opinion

In accordance with our appointment as Statutory Auditors by the sole Partner and General Meeting, we audited the accompanying annual financial statements of Ekinops for the period ended December 31, 2024.

We certify that the annual financial statements were prepared in accordance with generally accepted accounting principles in France and provide a true and fair view of the results of the operations for the period ended as well as of the Company's financial position and assets and liabilities at the end of said period.

The opinion set out below is consistent with the terms of our report to the Audit Committee.

Basis of the opinion

Audit standards

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

Our responsibilities under these standards are set out in the section entitled "Responsibilities of the Statutory Auditors in auditing annual financial statements" of this report.

Independence

We carried out our audit in accordance with the rules on independence set out in the French Commercial Code and the Code of Ethics for Statutory Auditors over the period from January 1, 2024 to the date on which our report was issued, and in particular we did not provide any services prohibited by Article 5 (1) of EU Regulation no. 537/2014.

Basis for assessment - Key audit matters

Pursuant to the provisions of Articles L.821-53 and R. 821-180 of the French Commercial Code on the basis for our assessment, we make you aware of key audit matters pertaining to risks of material misstatements that, in our professional judgment, were the most significant for the audit of the consolidated financial statements for the period, along with our responses to these risks.

The resulting assessments fed in to the audit of the annual financial statements as a whole and to forming our opinion as set out above. We do not express any opinion on the components of these annual financial statements taken separately.

Measurement of equity securities and related receivables

(Notes "Accounting principles and general conventions - Financial assets" and 2 "Financial assets" to the financial statements of the parent company)

Risk identified

At December 31, 2024, the value of the equity securities and related receivables, recognized at acquisition cost, was €71.9m. €11.9m in impairment was recognized on these assets.

At each reporting date, Management carries out an impairment test leading to the recognition of an impairment loss if the value in use of the equity securities is less than their book value. The measurement of the value in use of the equity securities is done using a multi-criterion approach (results of the subsidiary over the period, budgets and growth outlook, operating performance trend, operating cash-flow of the subsidiary at the reporting date), or is determined on the basis of the proportion of shareholders' equity.

We consider the measurement of the equity securities and related receivables to be a key audit matter because of:

- their materiality in the Ekinops financial statements;
- the judgments and assumptions required to determine their value in use, based on the use of forecasts, which are by their nature uncertain, as part of the multi-criterion approach;
- the judgments and assumptions needed to determine the recoverable amount of receivables.

Our response

We checked that the methodology used by Ekinops is justified for each equity security line. Our work in particular consisted of:

- reviewing the process used by the Company to measure the value in use of the equity securities and the recoverable amount of the related receivables along with the controls put in place;
- where necessary, checking that the shareholders' equity used matches the financial statements of the entities, comparing the proportion of shareholders' equity of the subsidiaries with the net book value of the securities and related receivables;
- where necessary, assessing the reasonableness of the data and assumptions on which the value in use estimate is based, in particular comparing the latter with the data used for the purposes of the goodwill impairment test;
- assessing whether the related receivables are recoverable in light of the analyses done on the equity securities;
- checking the appropriateness of the financial information provided in the notes to the financial statements of the parent company.

Specific checks

In line with professional standards applicable in France, we also carried out the specific checks required by law and regulation.

Information provided in the management report and in the other documents on the financial position and the annual financial statements sent to shareholders

We have no comments on the fairness and consistency with the annual financial statements of the information provided in the management report of the Board of Directors and in the other documents on the financial position and the annual financial statements sent to shareholders.

We certify as to the fairness and consistency with the annual financial statements of the information on payment periods referenced in Article D. 441-6 of the French Commercial Code.

We hereby certify that the declaration of non-financial performance required under Article L.225-102-1 of the French Commercial Code is included in the management report, it being specified that, in accordance with the provisions of Article L.823-10 of said Code, the information contained in this statement has not been verified by us for fair presentation or consistency with the financial statements and must be the subject of a report by an independent third-party organization.

Corporate governance report

We certify that the section of the management report of the Board of Directors on corporate governance contains the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

With respect to the information provided pursuant to Article L. 22-10-9 of the French Commercial Code on the remuneration and benefits paid or awarded to corporate officers and to the commitments made to them, we checked its consistency with the financial statements or the data used to prepare these financial statements and where necessary, with the information collected by your Company from companies controlled by it that are within the scope of consolidation. In light of this work, we certify the accuracy and fairness of this information. In light of this work, we certify the accuracy and fairness of this information.

With respect to the information on the factors your Company considers may have an impact in the event of a public purchase or exchange offer, supplied pursuant to the provisions of Article L.22-10-11 of the French Commercial Code, we checked their consistency with the documents from which it was drawn and that were shared with us. In light of this work, we have no observations to make on this information.

Other checks or information required by law and regulation

Format of presentation of the annual financial statements intended for inclusion in the annual financial report

We also checked, in accordance with professional standards governing the work of Statutory Auditors on annual and consolidated financial statements presented using the European Single Electronic Format, compliance with this format defined by Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018 in the presentation of the annual financial statements intended for inclusion in the consolidated financial report referenced in Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the CEO.

In light of our work, we conclude that the presentation of the annual financial statements included in the annual financial report complies, in all material respects, with the European Single Electronic Format.

It is not our responsibility to check that the annual financial statements that will actually be included by your Company in the annual financial report filed with the AMF actually correspond with those on which we worked.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Ekinops by the General Meeting of February 25, 2013 for Deloitte & Associés and of January 3, 2003 for Altonéo Audit.

At December 31, 2024, Deloitte & Associés was in its 13th straight year as Statutory Auditors and Altonéo Audit in its 22nd year, including 12 years since the Company's securities were admitted to trading on a regulated market.

Responsibilities of Management and of those tasked with corporate governance regarding the annual financial statements

Management are responsible for drawing up annual financial statements that give a true and fair view, in line with generally accepted accounting principles in France, along with establishing whatever internal controls it feels are necessary to prepare annual financial statements that are free of material misstatements, whether due to fraud or errors.

When preparing annual financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, where necessary presenting in these financial statements the relevant information on the going concern basis and for applying this basis except where there are plans to liquidate the Company or cease operating.

The Audit Committee is responsible for monitoring the process for preparing financial information and for effectively monitoring the internal control and risk management systems, and where necessary the internal audit system, with respect to the procedures used to prepare and process accounting and financial information.

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

Responsibilities of the Statutory Auditors regarding the auditing of the annual financial statements

Objective and audit approach

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the annual financial statements taken as a whole are free from material misstatements. Reasonable assurance is a high level of assurance although there can be no guarantees that an audit done in accordance with professional standards will systematically identify any material misstatement. Misstatements may stem from fraud or errors and are considered material when it can be reasonably expected that, taken on their own or together, they could influence the financial decisions made by users of the financial statements on the basis thereof.

As stated in Article L.821-55 of the French Commercial Code, our statutory auditing of the financial statements in no way guarantees the viability or quality of the management of your Company.

In the course of an audit done in accordance with professional standards applicable in France, the Statutory Auditors exercise their professional judgment throughout the audit. Furthermore:

- They identify and assess the risks that the annual financial statements contain material misstatements, whether caused by fraud or error, define and implement audit procedures in response to these risks, and gather whatever evidence they feel is sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement caused by fraud is higher than a material misstatement caused by error, because fraud implies collusion, falsification, deliberate omissions, false statements or the circumvention of internal control;
- They review the relevant internal controls for the audit in order to define the appropriate audit procedures in the circumstances, and not with a view to expressing an opinion as to the effectiveness of internal control;
- They assess the appropriateness of the accounting policies applied and the reasonableness of the accounting estimates made by Management, along with the information on them provided in the annual financial statements;
- They assess the appropriateness of Management's application of the going concern basis and, based on the audit evidence collected, whether or not there is a significant uncertainty regarding the events or circumstances likely to imperil the Company's ability to continue as a going concern. This assessment is based on the audit evidence collected up to the date of its report, it nevertheless being recalled that subsequent circumstances or events may imperil the going concern basis. If they conclude that there is significant uncertainty, they draw the attention of readers of their report on the information provided in the annual financial statements to this uncertainty or, of such information is not provided or is not relevant, they issue a qualified opinion or decline to certify;
- They assess the overall presentation of the annual financial statements and assess whether the annual financial statements reflect the underlying transactions and events such that they provide a true and fair view.

Report of the Audit Committee

We provide the Audit Committee with a report that in particular presents the scope of the audit work and the work program undertaken, along with the findings of our work. We also make it aware, where necessary, of significant weaknesses in internal control that we identified in the procedures pertaining to the preparation and processing of accounting and financial information.

The report to the Audit Committee includes, among other things, the risks of material misstatements that we feel are most significant for the audit of the annual financial statements for the period and that in this respect constitute key audit matters, which we are required to detail in this report.

We also provide the Audit Committee with the declaration required under Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of the rules applicable in France as specified in particular in Articles L.821-27 to L.821-34 of the French Commercial Code and in the Code of Ethics for Statutory Auditors. Where necessary, we discuss with the Audit Committee risks impacting our independence and the safeguards put in place.

Paris and Paris La Défense, March 27, 2025

The Statutory Auditors

Altonéo Audit

Julien Malcoste

Deloitte & Associés

Frédéric Neige

5.3 OTHER INFORMATION

5.3.1 Commentary on the results

In the period ended December 31, 2024, Ekinops SA posted revenue of €49,121k compared with €64,153k in the previous period.

Operating profit amounted to €1,907k compared with €1,315k in the previous period.

After factoring in financial expenses (€11,988k), non-recurring expenses (€7,580k) and a research tax credit of €2,049k, the accounting net loss was (€16,204k) compared with a profit of €2,853k in the previous period.

5.3.2 Activities and results of the subsidiaries and controlled companies

Ekinops Corp.

The Company wholly owns Ekinops Corporation incorporated in the State of Delaware (USA) 1209 Orange Street – Wilmington - DE 19801. This subsidiary solely focuses on marketing the Group's products and services within the Americas (primarily the US).

In 2024, Ekinops Corp. generated revenue of USD25,265k compared with USD34,279k in 2022.

Ekinops Corp. generated a profit of USD462k in 2024 compared with a profit of USD1,999k in 2023.

Ekinops Brasil

This company had two employees on December 31, 2024, compared with 25 employees on December 31, 2023. The Group has decided to close its R&D center in Brazil. Final closure is scheduled for the first half of 2025. Ekinops Brasil generated revenue of BRL7.4 million in 2024 compared with BRL12.1 million in 2023.

Ekinops France

The Company currently owns 100% of the capital and voting rights of Ekinops France, a Société Anonyme with a capital of €3,160,612, with its registered office at Bâtiment South Station, 27-29 avenue Carnot - 91300 Massy, registered as number 439 441 999 with the Companies Register. Évry

Annual revenue amounted to €91,979k compared with €87,978k during the previous period.

Operating profit was (€165k) for 2024, compared with €382k in 2023.

The financial expense stood at €2,213k.

Following a non-recurring expense (€5k), a research tax credit of €3,537k and income tax expense (€25k), net profit amounted to €1,129k.

Ekinops France has the following subsidiaries:

Name	Country	Share capital	Value per share	Number of shares	Number of shares held by the Company
Ekinops Belgium NV	Belgium	€1,400,000	€1	1,400,000	1,399,999
Ekinops India PVT Ltd	India	INR100,000	INR10	10,000	9,900
Ekinops Australia Pty Ltd	Australia	\$100	\$1	100	100
Ekinops Espana Srl	Spain	€3,000	€1	3,000	3,000
Ekinops Deutschland Gmbh	Germany	€25,000	€1	25,000	25,000
SixSq	Switzerland	CHF100,000	CHF1	100,000	100,000

(€k)	Revenue		Profit (loss)	
	2024	2023	2024	2023
Ekinops Belgium NV	35,987	33,732	124	251
Ekinops India PVT Ltd	3,461	3,221	246	266
Ekinops Australia Pty Ltd	933	2,675	(285)	5
Ekinops Espana Srl	1,888	1,999	74	15
Ekinops Deutschland GmbH	529	743	17	51
SixSq	60	108	(1,767)	(817)

5.3.3 Acquisition of shareholdings

In 2024, Ekinops SA acquired no significant shareholding in companies with their registered office in France.

5.3.4 Disposal of shareholdings

We inform you that the Company disposed of no shareholding over the past year.

5.3.5 Share disposals undertaken to regularize cross-shareholdings

We inform you that the Company did not have to dispose of any shares to unwind cross-shareholdings prohibited by Articles L.233-29 and L.233-30 of the French Commercial Code.

5.3.6 Regularization of cross-shareholdings

None.

5.3.7 Trading by the Company in its own shares (purchase by the Company of its own shares to allocate them to its employees)

Following the approval of the 11th resolution by the Combined General Meeting of May 23, 2024, the Group undertook operations to buy back its own shares.

5.3.8 Dividends paid over the past three periods

In accordance with the provisions of Article 243 A of the French General Tax Code, we specify that no dividends were distributed over the past three periods and that there are no plans to distribute dividends for the period ended, this period accordingly not giving rise to any relief.

5.3.9 Information on payment periods

(€k) - Excl. tax	Article D. 441-4 I 1: invoices received that are past due but not paid on the reporting date						Article D. 441-4 I 2: invoices sent that are past due but not paid on the reporting date					
	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
(A) Late payment tranches												
Number of invoices concerned	252					70	148					32
Total amount of invoices concerned	5,671	434	-	38	21	494	11,403	211	125	81	187	603
Percentage of total amount of purchases over the period	11%	1%	0%	0%	0%	1%						
Percentage of revenue over the period							23%	0%	0%	0%	0%	1%
(B) Invoices excluded from (A) relating to disputed payables and receivables that have not been recognized												
Number of invoices excluded			None						None			
Total amount of invoices excluded			None						None			
(C) Reference payment terms used (contractual or statutory period – Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Reference payment terms used to calculate late payments		Contractual period						Contractual period				

5.3.10 Lavish spending and expenses that cannot be deducted for tax purposes

In accordance with the provisions of Article 223 C of the French General Tax Code, we inform you that the annual financial statements for the period ended show €21,951 in excess depreciation on vehicles.

5.3.11 Anti-competitive practices (Article L. 464-2 al. 5 of the French Monetary and Financial Code)

The Company is not currently subject to any proceedings or sanction pertaining to anti-competitive practices.

5.3.12 Results over the past five periods

(in €)	12/31/2024	12/31/2023	12/31/2022	12/31/2021	12/31/2020
CAPITAL AT THE END OF THE PERIOD					
Share capital	13,497,025	13,400,858	13,215,543	12,916,333	12,731,003
Number of common shares outstanding	26,994,049	26,801,716	26,431,086	25,832,666	25,462,005
Maximum number of future shares to be created					
> through the exercise of subscription rights	336,625	714,659	1,100,653	1,680,360	1,405,569
OPERATIONS AND RESULTS					
Revenue excluding tax	49,120,963	64,152,740	49,929,644	39,433,782	29,353,018
Profit (loss) before tax, employee profit-sharing and amortization, depreciation and provisions	(10,581,137)	4,590,289	4,106,930	3,966,819	2,617,528
Income taxes	2,048,714	1,504,414	694,638	581,619	1,064,491
Employee profit-sharing for the period	-	-	-	-	-
Profit (loss) after tax, employee profit-sharing and amortization, depreciation and provisions	(16,204,183)	2,853,640	8,775,621	3,474,082	3,241,123
Profit (loss) distributed	-	-	-	-	-
EARNINGS PER SHARE					
Profit (loss) after tax, employee profit-sharing but before amortization, depreciation and provisions	(0.32)	0.23	0.21	0.18	0.15
Profit (loss) after tax, employee profit-sharing and amortization, depreciation and provisions	(0.60)	0.11	0.33	0.13	0.13
Dividend distributed to each share	-	-	-	-	-
HEADCOUNT					
Average headcount of employees during the period	102	96	88	72	73
Wage bill during the period	5,374,851	5,256,864	5,063,116	4,190,906	3,798,258
Sums paid in respect of employee benefits during the period	2,676,853	2,528,720	2,460,054	2,427,366	1,616,223

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Share capital and ownership structure

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6.1 SHARE CAPITAL

At December 31, 2024, the Company's capital amounted to €13,497,024.5 broken down into 26,994,049 ordinary, fully paid up shares with a nominal unit value of €0.5 each.

6.1.1 Securities not representing capital

None.

6.1.2 Company share buybacks

The Combined General Meeting of May 23, 2024, authorized the Board of Directors, with the eleventh resolution, to carry out a share buyback program in accordance with the provisions of Article L. 22-10-62 et seq of the French Commercial Code, the provisions of Regulation (EU) No. 596/2014 of the European Parliament and the Council of April 16, 2014, the provisions of the general Regulation of the French financial markets authority (the AMF) and market practices approved by the AMF. According to the following provisions:

Maximum number of shares that can be purchased:

- the number of Company shares purchased during the buyback program cannot exceed 10% of the shares making up the Company's share capital, at whatever time, this percentage being applied to the adjusted capital based on transactions impacting it prior to the date of the current General Meeting, it being noted that when the shares are purchased to promote liquidity in the Company share in accordance with the conditions defined by the French financial markets Authority, the number of shares being included in the calculation of the limit of 10% mentioned above corresponds to the number of shares purchased, minus the number of shares resold during the authorized period.
- the number of shares that the Company holds at whatever time cannot exceed 10% of the share capital of the Company on the date under consideration.

Objectives of share buybacks:

- to make a market and boost liquidity in the Company's shares with an investment services provider acting independently within the framework of a liquidity contract in compliance with the market practice recognized by the French financial markets authority; and/or
- honor the obligations of the share subscription, bonus share and company savings plans or any other form of allocation or transfer of shares to employees and/or the corporate officers mentioned above, in accordance with the

conditions and the applicable French or foreign legal and regulatory terms and conditions; and/or

- to transfer ownership of shares at the time of exercise of the rights attached to securities giving access to the share capital; and/or
- to cancel all or some of the shares so purchased; and/or
- to conserve the shares and subsequently remit them in payment or exchange in the context of a merger, demerger or contribution; and/or
- to carry out any operation in accordance with the regulations in force; and/or
- more generally, to carry out any purpose that may be authorized by law or any market practice that may be permitted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by way of a press release.

Maximum purchase price: €15 per share, excluding expenses and commissions and potential adjustments, to take account of capital transactions.

The Group traded in treasury shares and has a balance of €246,382. The number of treasury shares stood at 69,552 with a total value of €258,733.44.

Maximum amount of funds that can be allocated to the share buyback: €40.49million.

Within the framework of the liquidity contract concluded with Gilbert Dupont, the following movements took place during fiscal 2024:

- purchase of 266,580 shares for an overall amount of €1,321,393 at an average share price of €3.79;
- sale of 260,570 shares for an overall amount of €1,296,294 at an average share price of €3.80.

At December 31, 2024, the Company held 18,569 shares in treasury at a carrying amount of €69,076.68, within the framework of the liquidity contract concluded with Gilbert Dupont, which, on the same date, showed a cash balance in the liquidity account of €68,587.30.

The Company reminds that on April 1, 2021, it transferred a further €150,000 to Gilbert Dupont.

6.1.3 Description of the new share buyback program to be submitted for approval to the General Meeting of shareholders of May 22, 2025

The Board of Directors requests the General Meeting of shareholders on May 22, 2025, in the thirteenth resolution as part of its ordinary business, to renew the authorization granted to it in previous years to carry out a share buyback in application of the provisions of Articles L. 22-10-62 et seq of the French Commercial Code, the provisions of Regulation (EU) No. 596/2014 of April 16, 2014, the provisions of the general Regulation of the French financial markets authority (the AMF) and market practices approved by the AMF.

Targets of the share buyback program

- to make a market and boost liquidity in the Company's shares with an investment services provider acting independently within the framework of a liquidity contract in compliance with the market practice recognized by the French financial markets authority; or
- honor the obligations of the share subscription, bonus share and company savings plans or any other form of allocation or transfer of shares to employees and/or the corporate officers mentioned above, in accordance with the conditions and the applicable French or foreign legal and regulatory terms and conditions; and/or
- to transfer ownership of shares at the time of exercise of the rights attached to securities giving access to the share capital; or
- to conserve the shares and subsequently remit them in payment or exchange in the context of a merger, demerger or contribution; and/or
- to carry out any operation in accordance with the regulations in force; and/or
- more generally, to carry out any purpose that may be authorized by law or any market practice that may be permitted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by way of a press release.

Maximum share of capital, maximum number of shares which the Company proposes to acquire at a maximum purchase price

- The number of Company shares purchased during the buyback program cannot exceed 10% of the shares making up the Company's share capital, at whatever time, this percentage being applied to the adjusted capital based on transactions impacting it prior to the date of the current General Meeting, it being noted that when the shares are purchased to promote liquidity in the Company share in accordance with the conditions defined by the French financial markets Authority, the number of shares being included in the calculation of the limit of 10% mentioned above corresponds to the number of shares purchased, minus the number of shares resold during the authorized period.
- The number of shares that the Company holds at whatever time cannot exceed 10% of the share capital of the Company on the date under consideration.
- The maximum number of shares that can be purchased as part of the new share buyback program shall be set at 10% of the total number of shares.
- The maximum purchase price for shares within the framework of the share buyback program cannot exceed €15 per share, i.e. for indicative purposes €40.491 million.
- The number of shares acquired by the Company with a view to their conservation and subsequent remittance in payment or exchange within the framework of a merger, demerger or contribution transaction may not exceed 5% of its capital.

Term of the share buyback program

This authorization is valid for a period of 18 months, and shall replace the authorization of the same kind granted by the General Meeting of shareholders of May 23, 2024, pursuant to the eleventh resolution on ordinary business.

6.1.4 Securities giving access to a share of the capital

At the date of this document, securities giving access to the capital are the following:

6.1.4.1 Founder share warrants

The Company is no longer eligible to subscribe to founder shares.

6.1.4.2 Stock options

The main features of the stock option plans in favor of Company employees are presented in the table below:

Title of the plan	SO Plan 2019 US	SO Plan 2021	SO Plan 2023
Date of General Meeting	07/29/2019	05/27/2021	05/24/2023
Date of the Board Meeting ruling on the allocation of stock options	07/29/2019	05/27/2021	07/26/2023
Total number of stock options granted	150,000	90,000	17,000
<i>of which subscribed by corporate officers:</i>			
<i>of which Didier Brédy</i>	-	-	-
<i>of which François-Xavier Ollivier</i>	-	-	-
Number of non corporate officer beneficiaries	17	12	4
Start of strike period for stock options	(1)	(2)	(3)
Date of expiry of stock options	07/29/2029	05/27/2031	07/26/2033
Strike price of stock options ⁽¹⁾	€3.66	€6.53	€7.14
Total number of shares potentially created ⁽¹⁾	34,000	40,625	16,000

⁽¹⁾ The right to exercise these stock options is conditional on remaining employed by the company when the options are exercised which can be in the amount of one-third of the options granted on: July 29, 2020, July 29, 2021 and July 29, 2022.

⁽²⁾ The right to exercise these stock options is conditional on remaining employed by the company when the options are exercised which can be in the amount of one-quarter of the options granted on: May 27, 2022, May 27, 2023, May 27, 2024 and the remaining quarter on May 27, 2025.

⁽³⁾ The right to exercise these stock options is conditional on remaining employed by the company when the options are exercised which can be in the amount of one-third of the options granted on: July 26, 2024, July 26, 2025 and July 26, 2026

6.1.4.3 Share warrants

The Company is no longer eligible for this scheme.

6.1.4.4 Bonus shares

Title of the plan	AGA (03.21)	AGA (05.21) Tr 1	AGA (05.21) Tr 2	AGA (05.22)
Date of the Board Meeting to decided on the allocation of bonus shares	03/02/2021	05/27/2021	05/27/2021	05/25/2022
Total number of bonus shares authorized	212,666	269,334	194,000	59,750
Total number of bonus shares allocated	212,666	269,334	194,000	59,750
<i>of which subscribed by corporate officers:</i>				
> of which Didier Brédy	-	128,000	194,000	-
> of which François-Xavier Ollivier	-	-	-	-
Number of non corporate officer beneficiaries (of the warrant allocation)	6	6	-	9
Start date for exercising bonus share rights	(1)	(3)	(4)	(5)
Expiry date of the bonus share allocations	(1)	(3)	(4)	(5)
Number of shares already subscribed/allocated	192,333	-	194,000	54,750
Total number of bonus share allocations awarded or lapsed	-	48,334	-	5,000
Remaining total number of bonus shares allocated	-	221,000	-	-
Total number of shares that can be subscribed	-	221,000	-	-

⁽¹⁾ The Board of Directors' meeting of March 2, 2021, awarded 212,666 bonus shares to certain Group employees. The vesting of these bonus shares is conditional on (i) for allocations of bonus shares 03-2021, remaining employed by the Company, and the attainment of a performance condition relative to revenue between the fiscal year ended December 31, 2021 and that ended December 31, 2022, and (ii) for allocations of bonus shares 03-2021 BIS, remaining employed by the Company and the attainment of a performance condition relative to revenue between fiscal year ended December 31, 2022 and the fiscal year ended December 31, 2023.

⁽²⁾ The Board of Directors' meeting on May 27, 2021, awarded 269,334 bonus shares to certain Group employees. The vesting of these bonus shares for allocations of bonus shares 05-2021, is conditional on a performance by the Company for the years ending December 31, 2022, December 31, 2023 and December 31, 2024,

⁽³⁾ The Board of Directors' meeting on May 27, 2021, awarded 194 000 bonus shares to certain Group employees. Is conditional for bonus shares 05-2021 BIS Tr1 on remaining employed by the Company, and the attainment of a performance condition relative to revenue between the fiscal year ended December 31, 2021 and December 31, 2022, and (ii) for bonus shares 05-2021 BIS Tr2, on remaining employed by the Company and the attainment of a performance condition relative to minimum revenue growth of 10% between the fiscal year ended December 31, 2022 and the fiscal year ended December 31, 2023.

⁽⁴⁾ The Board of Directors' meeting on May 25, 2022, awarded 54,750 bonus shares to certain Group employees. The vesting of these bonus shares is conditional on remaining employed with the company and attaining a performance criterion.

6.1.4.5 Summary of existing dilutive instruments

Full exercise of all securities outstanding at present giving access to the capital would lead to the creation of 311,625 new shares, generating maximum dilution of 1.14% of the fully diluted capital and voting rights (1.15% before dilution).

	Number of potential new shares
Stock options	90,625
Bonus shares awarded (AGA)	221,000
Total	311,625

6.1.5 Authorized capital

The resolutions governing issues with authorization of powers granted to the Board of Directors and which remain valid at the date of the current document are summarized in paragraph 2.5.1.7.

6.1.6 Information on the capital of any member of the Group with the option or conditional or unconditional agreement to apply an option

None.

6.1.7 History of the share capital

6.1.7.1 Change in capital since creation of the Company

Date	Type of transaction	Capital	Share premium	Contri- bution premium	Number of shares created	Number of shares composing the share capital	Nominal value	Share capital
01/21/2003	Constitution	€40,000			40,000	40,000	€1.00	€40,000
03/21/2003	Issuance of category P shares	€60,000	€2,940,000		60,000	100,000	€1.00	€100,000
10/21/2003	Issuance of category P shares	€10,000	€490,000		10,000	110,000	€1.00	€110,000
05/14/2004	Exercise of Tranche 2 share warrants	€70,000	€3,430,000		70,000	180,000	€1.00	€180,000
10/11/2007	Issuance of category P2 shares	€561,665	€7,863,310		561,665	741,665	€1.00	€741,665
10/11/2007	Conversion of convertible bonds OC1 (03.06)	€67,649	€947,086		67,649	809,314	€1.00	€809,314
10/11/2007	Conversion of convertible bonds OC1 (03.06)	€67,005	€938,070		67,005	876,319	€1.00	€876,319
10/11/2007	Redemption of bonds redeemable in shares ORA 1 (12.06)	€136,410	€1,909,740		136,410	1,012,729	€1.00	€1,012,729
10/11/2007	Redemption of bonds redeemable in shares ORA 2 (12.06)	€133,938	€1,875,132		133,938	1,146,667	€1.00	€1,146,667
06/22/2010	Issuance of P3 category shares	€508,475	€5,491,530		508,475	1,655,142	€1.00	€1,655,142
06/22/2010	Redemption of ORA redeemable bonds in P3 shares	€255,431	€2,758,655		255,431	1,910,573	€1.00	€1,910,573
06/27/2012	Definitive vesting of bonus shares	€80,000			80,000	1,990,573	€1.00	€1,990,573
02/25/2013	Division of nominal value by 2				1,990,573	3,981,146	€0.50	€1,990,573
04/30/2013	Issuance for cash (IPO)	€551,458	€6,187,353		1,102,915	5,084,061	€0.50	€2,542,031
11/20/2013	Exercise of founder warrants (BCE)	€1,500	€16,200		3,000	5,087,061	€0.50	€2,543,531
11/25/2013	Exercise of founder warrants (BCE)	€350	€3,780		700	5,087,761	€0.50	€2,543,881
20/12/2013	Exercise of founder warrants (BCE)	€200	€2,160		400	5,088,161	€0.50	€2,544,081
01/2014	Exercise of stock options	€2,600	€28,080		5,200	5,093,361	€0.50	€2,546,681
02/2014	Exercise of stock options	€2,300	€24,840		4,600	5,097,961	€0.50	€2,548,981
03/03/2014	Cash issuance (Equity Line)	€25,000	€562,500		50,000	5,147,961	€0.50	€2,573,981
03/13/2014	Exercise of share warrants	€500	€5,400		1,000	5,148,961	€0.50	€2,574,481
03/2014	Exercise of stock options	€200	€2,160		400	5,149,361	€0.50	€2,574,681
04/04/2014	Cash issuance (Equity Line)	€25,000	€517,500		50,000	5,199,361	€0.50	€2,599,681
05/2014	Exercise of stock options	€233	€2,885		466	5,199,827	€0.50	€2,599,914
06/25/2014	Cash issuance (Equity Line)	€25,000	€350,500		50,000	5,249,827	€0.50	€2,624,914
08/15/2014	Cash issuance (Equity Line)	€25,000	€293,500		50,000	5,299,827	€0.50	€2,649,914
09/22/2014	Cash issuance (Equity Line)	€25,000	€194,000		50,000	5,349,827	€0.50	€2,674,914
10/09/2014	Cash issuance (Equity Line)	€19,732	€125,887		39,463	5,389,290	€0.50	€2,694,645
08/04/2015	Cash issuance (Equity Line)	€50,000	€463,000		100,000	5,489,290	€0.50	€2,744,645
10/30/2015	Cash issuance (Equity Line)	€55,269	€498,522		110,537	5,599,827	€0.50	€2,799,914
12/10/2015	Cash issuance (Equity Line)	€25,000	€200,000		50,000	5,649,827	€0.50	€2,824,914
12/15/2015	Cash issuance (Equity Line)	€10,000	€80,000		20,000	5,669,827	€0.50	€2,834,914
12/16/2015	Cash issuance (Equity Line)	€30,000	€240,000		60,000	5,729,827	€0.50	€2,864,914
12/18/2015	Cash issuance (Equity Line)	€20,000	€163,600		40,000	5,769,827	€0.50	€2,884,914
07/2016	Cash issuance (Equity Line)	€40,000	€371,800		80,000	5,849,827	€0.50	€2,924,914
08/2016	Cash issuance (Equity Line)	€102,500	€1,224,550		205,000	6,054,827	€0.50	€3,027,414
11/08/2016	Cash issuance	€652,786	€7,193,702		1,305,572	7,360,399	€0.50	€3,680,200
12/2016	Exercise of stock options	€2,299	€20,277		4,598	7,364,997	€0.50	€3,682,499
01/2017	Exercise of stock options	€1,200	€12,168		2,400	7,367,397	€0.50	€3,683,699
03/2017	Exercise of stock options	€1,200	€11,851		2,400	7,369,797	€0.50	€3,684,899
04/2017	Exercise of stock options	€6,355	€41,943		12,710	7,382,507	€0.50	€3,691,254
08/02/2017	Cash issuance	€1,765,680	€13,066,032		3,531,360	10,913,867	€0.50	€5,456,934
09/29/2017	Cash issuance (reserved for BPI and ALEPH)	€2,857,143	€21,142,858		5,714,286	16,628,153	€0.50	€8,314,077
09/29/2017	Share issuance	€2,307,297		€26,044,865	4,614,594	21,242,747	€0.50	€10,621,374
05/19/2018	Definitive vesting of bonus shares (AGA 2016)	€143,207			286,414	21,529,161	€0.50	€10,764,581
05/2019	Exercise of stock options	€5,038	€21,661		10,075	21,539,236	€0.50	€10,769,618
06/11/2019	Cash issuance	€1,076,458	€6,170,734		2,152,916	23,692,152	€0.50	€11,846,076
07/16/2019	Exercise of share warrants	€201,736			403,471	24,095,623	€0.50	€12,047,812
12/2019	Exercise of stock options	€16,027	€68,916		32,054	24,127,677	€0.50	€12,063,839
06/2020	Definitive vesting of bonus shares (AGA 2018)	€232,782			465,563	24,593,240	€0.50	€12,296,620
12/2020	Exercise of stock options	€434,383	€2,839,133		868,765	25,462,005	€0.50	€12,731,003
2021	Exercise of stock options	€101,926	€721,517		203,852	25,665,857	€0.50	€12,832,929
2021	Definitive vesting of bonus shares	€83,405			166,809	25,832,666	€0.50	€12,916,333
2022	Definitive vesting of bonus shares	€157,564			315,128	26,147,794	€0.50	€13,073,897
2022	Exercise of stock options	€141,646	€1,065,299		283,292	26,431,086	€0.50	€13,215,543
2023	Definitive vesting of bonus shares	€135,917			271,833	26,702,919	€0.50	€13,351,460
2023	Exercise of stock options	€49,399	€430,952		98,797	26,801,716	€0.50	€13,400,858
2024	Definitive vesting of bonus shares	€96,166,5			192,333	26,994,049	€0.50	€13,497,024.5
Total		€13,497,024.5	€93,008,782	€26,044,865	26,994,049	26,994,049	€0.50	€13,497,024.5

6.1.7.2 Change in share capital breakdown

	% of capital	% of capital	% of capital	% of capital	% of capital
Shareholders	12/2020	12/2021	12/2022	12/2023	12/2024
Didier Brédy	1.6%	1.2%	1.3%	1.6%	1.9%
François Xavier Ollivier	0.7%	0.7%	0.3%	0.1%	0%
Bpifrance Participations	12.6%	12.4%	12.1%	11.8%	11.8%
Aleph Golden Holdings Sarl	12.6%	12.4%	12.1%	11.9%	11.8%
Sub-total Board of Directors	27.4%	26.7%	25.8%	25.5%	25.5%
Treasury stock (liquidity contract)	0.0%	0.1%	0.1%	0%	0.3%
Free float	72.5%	73.3%	74.1%	74.5%	74.2%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

The main historical changes stem from the following transactions:

2014

- issuance of 10,666 shares per year from stock options;
- issuance of 1,000 shares per fiscal year from share warrants;
- issuance of 289,463 shares within the framework of equity line financing;
- sales on the market.

2015

- issuance of 380,537 shares within the framework of equity line financing;
- sales on the market.

2016

- issuance of 285,000 shares within the framework of equity line financing;
- issuance of 1,305,572 shares within the framework of the capital raising of October 2016;
- sales on the market.

2017

- issuance of 3,531,360 new shares as part of the August 2017 capital raising (capital increase with maintenance of preferential subscription rights);
- issuance of 5,714,286 shares within the framework of the September 2017 capital raising (capital increase reserved for Aleph Golden Holding Sarl and Bpifrance Participations);
- issuance of 4,614,594 new shares for the benefit of former shareholders of OneAccess as remuneration for their equity contributions;
- sales on the market.

2018

- issuance of 286,414 shares following the definitive vesting of bonus shares (AGA 2016).

2019

- issuance of 42,129 shares via the exercise of stock options;

- issuance of 2,152,916 new shares as part of the July 2019 capital raising (capital increase via private placement);
- issuance of 403,471 shares following the exercise of share options by the former shareholders of OneAccess; with the framework of the earn-out.

2020

- issuance of 868,765 shares via the exercise of stock options and founder warrants.
- issuance of 465,563 shares following the attainment of performance criteria of the bonus share plan of June 13, 2018.

2021

- issuance of 203,852 shares via the exercise of stock options and founder warrants.
- issuance of 166,809 shares following the attainment of the performance conditions of the bonus share allocation plan.

2022

- issuance of 315,128 shares following the attainment of performance criteria of the bonus share plan of June 13, 2018.
- issuance of 283,292 shares via the exercise of stock options and founder warrants.

2023

- issuance of 271,833 shares following the attainment of the performance conditions of the bonus share allocation plan.
- issuance of 98,797 shares via the exercise of stock options and founder warrants.

2024

- issuance of 192,333 shares following the attainment of the performance conditions of the bonus share allocation plan.

6.2 MAIN SHAREHOLDERS

6.2.1 Breakdown of the share capital and voting rights on December 31, 2024

To the Company's knowledge, the capital as of December 31, 2024, breaks down as follows:

Shareholders	Number of shares as of 12/31/2024	As a % of the share capital	Number of voting rights as of 12/31/2024	As a % of total voting rights
Bpifrance Participations	3,175,000	11.8%	6,150,000	18.1%
Aleph Golden Holdings Sarl	3,200,000	11.8%	6,400,000	18.8%
Didier Brédy	503,178	1.9%	826,760	2.4%
François-Xavier Ollivier	1,000	0.0%	1,167	0.0%
Sub-total Board of Directors	6,879,178	25.5%	13,377,927	39.3%
Treasury stock (liquidity contract)	88,121	0.3%	-	-
Free float	20,026,750	74.2%	20,687,793	60.7%
Total	26,994,049	100.0%	34,065,720	100.0%

At the date of this document, the breakdown of capital and voting rights did not undergo any significant change.

6.2.2 Main shareholders not represented on the Board of Directors

The main shareholders are represented on the Board of Directors.

6.2.3 Voting rights of the main shareholders

Refer to paragraph 6.2.1 of this document

6.2.4 Control of the Company

At the date of this document, no shareholder holds a de facto or presumed controlling stake in the Company, as no one shareholder has more than 19% of the capital and/or voting rights.

As a result, the Company has not introduced measures to guard against control being exercised abusively.

6.2.5 Agreement which could lead to a change in control

No particular item of the incorporation statement, the bylaws, the charter nor the regulations of the issuer can be used to delay, defer or impede a change in control.

6.3 ARTICLES OF INCORPORATION AND BYLAWS

6.3.1 Company purpose (Article 2 of the bylaws)

The purpose of the Company, directly or indirectly, both in France and abroad, is:

- to develop, market and support, in France and abroad, subsystems and optical transmission systems;
- and, more generally, all operations, of whatever nature, be they legal, economic, financial civil or commercial, related to the purpose indicated above or all other similar or related purposes to favor, either directly or indirectly, the goal pursued by the Company, to expand and support its development.

6.3.2 Statutory provisions and other provisions relative to the members of the administrative and management bodies

6.3.2.1 Board of Directors

Composition of the Board (Article 13 of the bylaws)

The Company is governed by a Board of Directors made up of three (3) members at least and eight (8) members at most.

The Directors are appointed in accordance with the legal and regulatory provisions in force.

The Directors may be physical or legal persons. The latter must, upon nomination, appoint a permanent representative who is subject to the same conditions and obligations and must assume the same responsibilities as if they were appointed as Director in their own right, without prejudice to the responsibility of the legal person represented. This position of permanent representative is granted for the term of office of the legal person represented; it must be renewed each time this position is to be renewed.

If the legal person revokes the position of its representative, it is required to notify this revocation to the Company, without delay, by registered letter, as well as indicating the name of the new permanent representative. The same is true in the event of death, resignation or extended unavailability of the permanent representative.

College of Censors (Article 14 of the bylaws)

It may be made up of a college of Censors composed of members appointed by the Board of Directors.

The Censors are appointed for a limited or unlimited term. They may be revoked at any time by the body having appointed them.

Each Censor is invited to all Board of Director meetings, as is each Director. They receive all of the information disclosed to Directors, at the date of the

Board meetings or within the regulatory timeframe. The censors do not take part in decisions of the Board of Directors, they do not have a casting vote nor are they considered in quorum and majority calculations. They have no management, supervisory or audit functions and cannot replace Directors or General Managers.

Term of office - Renewal - Cooptation (Article 15 of the bylaws)

The term of office of Directors is set at three (3) years.

The functions of Director expire at the end of the Ordinary General Meeting of shareholders called to approve the financial statements of the past year and held during the year of expiry of the term of office of said Director.

Directors are eligible for re-election. However, the Executive Management functions expire automatically at the end of the calendar year during which they reach their seventy-fifth (75th) birthday. They may be dismissed at any time by decision of the Annual General Meeting. In the event of a vacancy arising from the death or resignation of one or more Directors, the Board of Directors may make provisional appointments between two General Meetings. These appointments are subject to ratification by the next Annual General Meeting. In the absence of ratification, the deliberations and actions previously taken by the Board shall remain valid.

When the number of Directors falls below the legal minimum, the remaining Directors must immediately convene the ordinary General Meeting of shareholders to increase the number of Directors on the Board.

Office (Article 16 of the bylaws)

The Board of Directors elects from among its members a Chairman who must be a physical person. It sets the term of office of the Chairman's functions, which cannot exceed those of a Director, and which may be ceased at any time.

The Chairman is re-eligible. The Board of Directors may revoke his term of office at any time.

The term of office of the Chairman is set by the decision of his appointment; by default, it is equal to his term of office as Director. It expires at the end of the Ordinary General Meeting of shareholders called to approve the financial statements of the past year and held during the year of expiry of the term of office of the Chairman. [...]

Deliberations (Article 17 of the bylaws)

The Board of Directors meets either at the Company's head office, or at any other location indicated by the issuer of the invitation notice, and, as often as is in the interests of the Company, upon invitation from its Chairman or a Director delegated to fulfill the functions of Chairman of the Board of Directors.

Furthermore, if the Board does not meet for more than two months, Directors representing at least one-third of the Board may, by indicating the agenda of the meeting, request the Chairman to convene it. [...] The Board Meetings are chaired by the Chairman of the Board of Directors or a Director delegated to fulfill the functions of Chairman of the Board of Directors, or, in their absence, by the oldest Director present at the meeting, or by a Director chosen by the Board at the start of the meeting.

Any Director may be represented in legal form by another Director, with the effect of voting in their stead at a meeting set by the Board, each Director only being allowed to hold one proxy for each meeting.

However, to validate deliberations, the presence of at least one-half of the Directors is required.

Decisions taken at the majority vote of members presented or represented; in the event of a tied vote, the Chair of the meeting has the casting vote.

Except if this possibility is prohibited by law, the Board of Directors may set down in its code of conduct that, for quorum and majority calculations, Directors attending the meeting via videoconference or telecommunication means enabling their identification and guaranteeing their effective participation, in application of the relevant regulatory provisions.

In addition to the previous stipulations, in accordance with applicable legal and regulatory provisions, the Board of Directors may make the following decisions by written consultation:

- cooptation following (i) a death, (ii) a resignation, (iii) when the number of Directors falls below the minimum level defined by the Company's bylaws or (iv) when the gender balance is no longer complied with;
- authorizations relative to commitments, sureties and guarantees given by the Company;
- amendments to the bylaws with a view to ensuring their compliance with legal and regulatory provisions, conditional on the approval of said amendments by the next Extraordinary General Meeting;
- Invitation to the General Meeting of shareholders;
- Transfer of head office within the same department.

In this case, the members of the Board of Directors are consulted individually by any written means, at the initiative of the Chairman of the Board of Directors, in accordance with the terms and conditions governing the implementation of this written consultation, as approved and defined in the Board of Directors' Code of Conduct.

Powers of the Board (Article 19 of the bylaws)**● Principles**

The Board of Directors determines the business strategy of the Company and monitors its implementation.

The Board of Directors has the powers to decide on or authorize bond issues.

In accordance with the powers explicitly granted by General Meetings of shareholders, and within the limits of the purpose of the Company, it deals with any matter impacting the proper functioning of the Company and, via its deliberations, manages relevant business matters.

In its relationships with third parties, the Company is committed even by actions of the Board of Directors that are not directly related to its corporate purpose, unless it can be proven that the third party was aware that the action went beyond this purpose and could not ignore it given the circumstances, it being ruled out that merely publishing the bylaws is sufficient proof.

The Board of Directors carries out the controls and checks that it considers appropriate. Each Director must receive the necessary information to complete their tasks and can receive from Executive Management all documents considered useful.

The Board of Directors can allocate permanent or temporary assignments to one or several of its members or to any designated person chosen outside its ranks, as it sees fit.

It can decide to create committees to review topics that the Board itself or the Chairman submits for review.

The Board of Directors defines the composition and roles assigned to these committees who carry out their functions under its authority.

6.3.2.2 Executive Management

Principles of organization (Article 21 of the bylaws)

In compliance with legal provisions, General Management of the company is either the responsibility of the Chairman of the Board of Directors, or another physical person appointed by the Board of Directors with the title of Chief Executive Officer.

The choice between these two means of applying Executive Management is made by the Board of Directors which must inform shareholders and third parties in accordance with regulatory requirements. Deliberations during Board of Directors' meetings relative to the choice of how Executive Management is executed are carried out with majority voting of the Directors present or represented.

Changes to how Executive Management is organized does not lead to changes to the Company's bylaws.

Chief Executive Officer (Article 22 of the bylaws)

● **Appointment – Revocation**

Based on the choices made by the Board of Directors in accordance with the provision of the Article below, Executive Management is assumed by the Chairman of the Board of directors, or by any other physical person appointed by the Board of Directors appointed as Chief Executive Officer.

When the Board of Directors decides to separate the two functions of Chairman of the Board of Directors and Chief Executive Officer, it appoints a Chief Executive Officer, defines his term of office, his remuneration, and, where appropriate, the limits applicable to his powers.

The Executive Management functions expire automatically at the end of the calendar year during which he reaches his seventy-fifth (75th birthday).

● **Role of the Chairman of the Board of Directors**

The Chairman of the Board of Directors organizes and manages the work of the Board, and reports to the General Meeting and executes its decisions. He monitors the smooth functioning of the Company's administrative and management bodies and ensures that the Directors are able to complete their tasks.

When, during his term of office, this age limit is reached, the Chief Executive Officer shall be deemed outgoing and a replacement Chief Executive Officer shall be appointed.

The position of Chief Executive Officer can be revoked at any time by the Board of Directors. If this revocation is decided without genuine cause, it can lead to the payment of damages, except when the Chief Executive Officer also assumes the functions of Chairman of the Board of Directors.

When Executive Management of the Company is assumed by the Chairman of the Board of Directors, the legal provisions and the current company bylaws relative to Executive Management apply.

● **Powers**

The Chief Executive Officer, whether this function is assumed by the Chairman of the Board of Directors or by another person, is granted all the widest powers to act in all circumstances on behalf of the Company.

He can execute these powers within the limits of the corporate purpose and subject to the legal limits explicitly applicable to General Meetings and the Board of Directors.

The CEO represents the Company in its dealings with third parties.

The Company is committed even by actions of the Chief Executive Officer that are not directly related to its corporate purpose, unless it can be proven that the third party was aware that the action went beyond this purpose and could not be ignored given the circumstances, it being understood that merely publishing it in the bylaws is not sufficient proof.

The Board of Directors may limit the powers of the Chief Executive Officer, but this limitation is not binding for third parties.

Deputy Chief Executive Officers (Article 23 of the bylaws)

Upon a proposal by Chief Executive Officer, the Board of Directors may appoint one or several physical persons charged with assisting the Chief Executive Officer as Deputy Chief Executive Officers.

The maximum number of Deputy Chief Executive Officers that can be appointed is set by law. [...]

In agreement with the Chief Executive Officer, the Board of Directors determines the extent and the term of the powers granted to Deputy Chief Executive Officers.

Regarding third parties, the Deputy Chief Executive Officer(s) have the same powers as the Chief Executive Officer.

The Board of Directors determines the remuneration of the Deputy Chief Executive Officers. [...]

6.3.3 Rights, privileges and restrictions attached to Company shares

6.3.3.1 Voting rights (Article 31 of the bylaws)

The voting rights attached to shares are proportional to the stake they represent in the Company's capital, and each share gives rise to one voting right subject to the application of legal and regulatory provisions and in particular those of Articles L.22-10-46 and L.225-124 of the French Commercial Code.

Any shareholder may cast their vote by postal mail according to the legal and regulatory terms and conditions in force.

Shareholders who do not wish to personally attend the General Meeting may notify their designation of a proxy or the revocation of a proxy electronically in accordance with the legal and regulatory provisions in force and subject to the conditions indicated in the meeting and invitation notices.

Furthermore, based on a decision by the Board of Directors mentioned in the meeting and invitation

notices, shareholders may, under the conditions and within the timeframe set by law and the regulations in force, vote by postal mail or by email.

When this is the case, an electronic signature may take the form of a process complying with the conditions defined in the last sentence of the second paragraph of Article 1316-4 of the French Civil Code and, more generally, by the legal and regulatory provisions in force.

If the Board of Directors so decides at the time of issuance the invitation to the General Meeting, shareholders may also participate in the General Meeting via video conference or by any other means of telecommunication which enables their identification, in accordance with legal and regulatory provisions applicable at the time and shall be considered present for quorum and majority calculations.

6.3.3.2 Rights to dividends and earnings (Article 11 of the bylaws)

Each share gives rights, as a portion of the company's assets and earnings, to a proportional share of the capital which it represents. [...]

6.3.3.3 Lapsing of dividends

Dividend payments which remain unclaimed after a period of 5 years from the date of payment shall be waived to the State (Article L.1126-1 of the General Code of property of public persons).

6.3.3.4 Rights to a liquidation bonus (Article 42 of the bylaws)

[...] After extinction of liabilities, the remaining assets are first used to repay shareholders the amount of capital paid in and non amortized. The surplus, if any, is shared between shareholders in line with their holdings. [...]

6.3.3.5 Limits on voting rights

None.

6.3.3.6 Identifiable bearer securities (Article 9 of the bylaws)

Fully paid up shares are bearer or holder, at the choice of the shareholder, conditional on the legal and regulatory provisions in force.

Shares are recorded in an account in accordance with the conditions and according to the terms and conditions provided for by the legal and regulatory provisions in force.

Shares subscribed in cash are issued and paid up under the conditions provided for by the legal and regulatory provisions in force.

The Company keeps itself informed of the composition of its shareholder base in accordance with the conditions provided for by the legal and regulatory provisions in force. In this respect, the Company may make use of all of the legal and

regulatory provisions available in terms of identification of the holders of securities giving rise, either immediately or at a later date, to voting rights in General Meetings, and notably the provisions of Article L.228-2 of the French Commercial Code.

Therefore, the Company can notably request at any time, in accordance with the legal and regulatory conditions in force, from the central custodian which is responsible for managing the securities issuance account, in exchange for remuneration at its expense, information concerning the holders of securities giving rise, either immediately or at a later date, to voting rights in General Meetings, as well as the number of securities held by each of them and, where appropriate, the restrictions which may apply to such securities.

6.3.3.7 Company share buybacks

Refer to paragraph 6.1.2.

6.3.4 Terms and conditions governing changes to shareholder rights (Article 35 of the bylaws)

The Extraordinary General Meeting [...] may [...] via a unanimous vote of the shareholders, increase the shareholders' commitments, except for transactions resulting from an exchange or consolidation of shares duly decided and performed. [...]

6.3.5 General Meetings of shareholders

Composition and convening of General Meetings (Article 28 of the bylaws)

The duly constituted General Meeting represents all shareholders. Its deliberations, carried out in accordance with the law and the Company's bylaws, are binding for all shareholders, even those who are absent, incapable of attending or dissident.

The General Meeting is for all shareholders, regardless of the number of shares held.

General Meetings, either ordinary or extraordinary, or special according to the nature of the resolutions presented, may take place at any time of the year.

General Meetings are convened and deliberate in accordance with the conditions provided for by the law and regulations in force.

Meetings take place at the Company's head office or any other locations indicated in the convening notice.

Prior communication rights (Article 29 of the bylaws)

Any shareholder has the right to access to the necessary documents required to make an informed decision on the Company's management and operations.

The nature of these documents and the conditions of their communication or their availability are determined by law.

This prior communication right, which is exercised in accordance with legal conditions, is enjoyed by shareholders as well as bare owners and beneficiaries.

Admission and representation conditions (Article 30 of the bylaws)

Any shareholder, regardless of the number of shares held, may take part in the General Meetings, either attending personally, or being represented by proxy or may vote by postal mail, in accordance with the legal and regulatory terms and conditions in force.

The right to take part in General Meetings is subordinate on registering shareholdings in an equity account, or in the Company's bearer shareholder register, or in a bearer shareholder register managed by an authorized intermediary. Regarding bearer shares, registration in an equity register is confirmed by a statement of account issued by the authorized intermediary.

These formalities must be completed at the latest on the second working day preceding the General Meeting at midnight, Paris time, in accordance with the applicable legal and regulatory conditions.

Office - Attendance register - Minutes (Article 32 of the bylaws)

The General Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the oldest Director present at the meeting; by default, by a director specially delegated for this purpose by the Board of Directors. By default, again, the General Meeting itself elects its Chair.

In the event of being convened by the Statutory Auditors, by a legal representative or by liquidators, the General Meeting is chaired by the person or persons who convened it.

The functions of scrutineer are fulfilled by the two members of the General Meeting, present and accepting, who obtain the greatest number of votes.

The Office designates the secretary who may be chosen from outside the group of shareholders.

At each General Meeting an attendance register is kept which includes all of the particulars required by law.

This attendance register, duly initialed by the shareholders present and their representatives and to which is appended the powers delegated to each representative, and, where appropriate, the postal voting forms, is validated by the Office of the General Meeting.

The minutes of the deliberations of the General Meeting and the copies of extracts of these minutes are drawn up and certified compliant with the regulations in force.

Agenda (Article 33 of the bylaws)

The agenda of the General Meeting is drawn up by the issuer of the convening notice and cannot be modified in the event of a second convening notice.

However, one or more shareholders representing at least the fraction of share capital provided for by law, may, in the appropriate legal form and within the legal timeline, require the inclusion of draft resolutions on the agenda.

The General Meeting may only rule on matters that are included on the agenda. Nevertheless, the General Meeting may, in all circumstances, revoke one or several Directors and carry out their replacement.

Ordinary General Meeting (Article 34 of the bylaws)

The Ordinary General Meeting is the meeting called to make any decisions that do not modify the bylaws.

It takes place at least once a year, in accordance with the legal and regulatory timeframes in force, to approve the individual financial statements and, where appropriate, to approve the consolidated financial statements for the previous financial year.

The Ordinary General Meeting is convened and deliberates in accordance with the quorum and majority conditions defined by the provisions governing it and exercises the powers assigned to it by law.

Extraordinary General Meeting (Article 35 of the bylaws)

The Extraordinary General Meeting has the sole authority to change the bylaws and any of their stipulations. However, unless by a unanimous vote of the shareholders, it cannot increase the shareholders' commitments, except for transactions resulting from an exchange or consolidation of shares duly decided and performed.

The Extraordinary General Meeting is convened and deliberates in accordance with the quorum and majority conditions prescribed by the provisions governing it exercising the powers granted to it by law.

Special General Meetings (Article 36 of the bylaws)

Special General Meetings bring together holders of a given category of share. The decision of the Extraordinary General Meeting covering changes to rights relative to a given category of share only become final after approval of such modifications by the Special General Meeting for the shareholders of the relevant share category.

The Special Extraordinary General Meeting is convened and deliberates in accordance with the quorum and majority conditions prescribed by the provisions governing it exercising the powers granted to it by law.

Quorum and majority (Article 37 of the bylaws)

The Ordinary, Extraordinary and Special General Meetings deliberate subject to the quorum and majority conditions prescribed by the relevant applicable legal provisions.

Deemed present and authorized to personally attend the General Meeting, both for the calculation of quorum and majority conditions, the shareholders who may take part in the General Meeting via video conference or any other means of telecommunication enabling their identification in accordance with the regulatory conditions in force.

6.3.6 Provisions enabling the delay, deferral, or prohibiting a change of control

The Company bylaws do not contain provisions to delay, deferral, or prohibit a change of control.

6.3.7 Crossing statutory thresholds

None.

6.3.8 Specific stipulations governing changes to the share capital

There are no specific stipulations in the Company's bylaws governing changes to the capital base.

6.4 INFORMATION AND LEGAL HISTORY OF THE GROUP

Company name

The Company's name is: Ekinops

Place and registration number of the Company

Ekinops is registered under number 444 829 592 with the Saint-Brieuc commercial registry as of January 21, 2003.

Legal Entity Identifier (LEI):
969500Y8FMHV2BHC0C87.

Date of formation and term

The Company was formed for a term of 99 years ending on January 21, 2102, excluding early dissolution or extension.

Company head office, legal form, laws governing activities

Initially created as a simplified joint-stock company, it was transformed into a French public limited company (*Société Anonyme*) by a decision of the General Meeting of shareholders held on February 25, 2013.

The Company, governed by French law, is mainly subject to the operating provisions included in Articles L.225-1 et seq of the French Commercial Code.

The Company's head office is located at: 10 rue Édouard Branly - 22300 Lannion

The Company's details are as follows:

● **At Lannion:**

Telephone number: (+33) 2 96 05 00 30

Fax: (+33) 2 96 48 62 39

Email: contact@ekinops.com

Website: www.ekinops.com

6.5 INFORMATION ON SHAREHOLDINGS

See paragraph 1.2.2 of this document.

6.6 REGULATED AGREEMENTS

6.6.1 Intra-Group transactions

Rebillings between the Company and its subsidiaries are subject to non-regulated agreements which have been concluded on an arm's length basis.

6.6.2 Transactions involving related parties

✓ Remuneration policy applicable to the Chairman-CEO

Refer to information presented in paragraph 2.5.3.2.2 of this document.

✓ Regulated agreements

Refer to the information mentioned in paragraph 2.5.1.5 of this document.

6.6.3 Special Report of the Statutory Auditors on regulated agreements

To the shareholders of Ekinops,

As the Company's Statutory Auditors, we present our report on regulated agreements.

It is our role to present to you, based on the information that has been provided to us, the features, main terms and conditions as well as the reasons related to the Company's interest in the agreements concluded by the Company that we have been made aware of or that we have discovered during the course of our assignment, without expressing an opinion on their appropriateness nor seeking to identify the existence of other such agreements. It is our responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to assess the relevance related to the conclusion of these agreements with a view to their approval.

Furthermore, it is our role, where appropriate, to disclose to you the information provided for in Article R. 225-31 of the French Commercial Code relative to the execution, during the past year, of the agreements already approved by the General Meeting.

We have applied the due diligences we deemed necessary in respect of the professional practices issued by the national auditing body (*Compagnie nationale des commissaires aux comptes*) relating to this assignment.

These procedures consisted in verifying the consistency of the information we were provided with the source documents.

Agreements presented for approval to the General Meeting

We have been advised of the following agreements and commitments authorized and entered into since the end of the financial year ended, which were authorized by your Board of Directors.

With Didier Brédy, Chairman and CEO of Ekinops SA.

The Board of Directors, at its meeting on March 4, 2025, approved the renewal of the commitment relative to the termination benefit likely to be payable to Mr Didier Brédy, Chairman and CEO, in the event of his removal from office, it being noted that this termination benefit shall not be payable in the event of gross misconduct or if the Chief Executive Officer decides to leave the Company.

The amount of the benefit payable shall be set by the Board of Directors in accordance with the economic performance of the Group, i.e. based on the compound annual growth rate of Group revenue (hereafter "CAGR") over the past three fiscal years, according to the following terms and conditions:

- If the CAGR over the past three financial years is less than 5%, then the termination benefit shall be equal to 50% of the overall remuneration (fixed, variable and exceptional) paid to the Chairman over the last 12 months;
- If the CAGR over the past three years is between 5% and 10%, then the termination benefit shall be equal to 75% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months;

- If the CAGR over the past three years is in excess of 10%, then the termination benefit shall be equal to 100% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months.

Based on the CAGR observed over the past three years, the termination benefit shall be equal to 50% of the overall remuneration (fixed, variable and exceptional) paid to the Chief Executive Officer over the past 12 months.

In addition, in the event of the Chairman and Chief Executive Officer's dismissal, non-renewal or requested resignation within 24 months of a change in the Company's capital structure likely to give rise to a change in the composition of the Board of Directors, he will receive severance pay equal to 100% of the total remuneration (fixed, variable and exceptional) received by the Chairman and Chief Executive Officer over the last 12 months, provided that all or some of the performance criteria governing the payment of part of his variable remuneration over the previous three years have been met.

Agreements already approved by the General Meeting

In application of Article R. 225-30 of the French Commercial Code, we were informed of the execution of the following agreements, which were already approved by the General Meeting in previous years, remained current during the past year.

With François-Xavier Ollivier Director of Ekinops SA.

The Board of Directors, on recommendations from the Audit Committee, on November 30, 2023, authorized the Company to conclude an agreement with Mr François-Xavier Ollivier, Director, subject to approval of the Annual General Meeting, and for a maximum amount of €70,000 for a one-year period as of December 29, 2023, for his technical expertise and his assistance with strategic M&A projects. The services invoiced during the past financial year amount to €11,202.88 excluding VAT.

Angers and Paris La Défense, March 27, 2025

The Statutory Auditors

Altonéo Audit

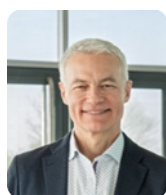
Julien Malcoste

Deloitte & Associés

Frédéric Neige

6.7 EMPLOYEES

6.7.1 Operational chart at the date of this document



Didier Brédy

CEO

EXECUTIVE COMMITTEE



Philippe Moulin

Chief Operating
Officer



Sylvain Quartier

Chief Strategy Officer



Kevin Antill

Chief Revenue
Officer
North America



**Frank
Dedobbeleer**

Chief Revenue
Officer
EMEA & APAC



Harald Bock

Chief Product Officer



Dmitri Pigoulevski

Chief Financial Officer

6.7.2 Biographies of Company management

- **Didier Brédy (62), Chairman and Chief Executive Officer**

Refer to paragraph 2.1.1.3 "Biographies of the Directors".

- **Philippe Moulin (62), Director of Operations**

Philippe joined the Company in October 2006. He contributes strong leadership, extensive international experience, including more than 18 years in service automation and in telecom industries, 14 in strategic management positions. Before taking up his role as Director of Company Operations and Managing Director of OneAccess Belgium NVI, he spent four years as the Chairman and CEO of Kings Products and Solutions Inc. (Urmet group), world leader in multimedia kiosks. He also held positions at Ascom Monetel where he was Marketing Director of the Multimedia Terminals division.

Philippe is an engineering graduate from the Institut des Sciences et Techniques in Grenoble and is qualified in Finance and Accounting having attended the Wharton School of the University of Pennsylvania.

- **Dmitri Pigoulevski (55), Group Chief Financial Officer**

Dmitri has extensive experience in financial and operational management in banking, industry and service sectors.

Before joining Ekinops, he offered his M&A consulting services to various companies in France and started up an e-commerce company in Eastern Europe. He also held the position of Financial Director at Agrogénération, a start-up specialized in agricultural production as well as different positions in strategic financial management at Trader Media East and Valeo in France.

He began his career in the banking industry in Eastern Europe where he was in charge of cash generation and expansion.

Dmitri is a graduate in finance and accounting and holds an MBA from the HEC business school. He is a chartered accountant and member of the ACCA (Association of Chartered Certified Accountants in the UK).

● **Kevin Antill (59) Chief Revenue Officer North America**

Kevin Antill has more than 20 years experience in the telecommunications industry, successfully building, managing and expanding sales organizations. Before joining Ekinops, he spent four years at Sorrento Networks as Vice-President in charge of Global Sales, 10 years at Carrier Access Corporation as Vice-President in charge of strategic accounts and Vice-President sales North America. Before that Kevin worked at Walker and Associates for 10 years, notably as Vice-President in charge of sales for the last four years. Kevin began his career at the North Pittsburgh Telephone Company.

● **Frank Dedobbeleer (62) Chief Revenue Officer EMEA & APAC**

Frank Dedobbeleer joined OneAccess as Sales Director in December 2012 with overall responsibility for sales and has more than 20 years experience in sales management in the telecom industry. Before joining OneAccess, he held sales management and development positions at major players including Cisco Systems, BT Global Services, Lucent Technologies and, more recently, TE Connectivity, where he was Business Director EMEA, India, Russia, for telecom network solutions. Frank speaks English, French and Flemish fluently and holds an engineering and computing diploma from VUB (Brussels).

● **Sylvain Quartier (55), Chief Strategy Officer**

Before joining Ekinops, Sylvain worked for 17 years at InfoVista, where he held various positions in R&D and product strategy, as Vice President and member of the Executive Committee.

Sylvain's previous industry experience encompasses a variety of engineering, sales and product management roles, including Product Manager at TraceOne, a global leader in collaborative and SaaS solutions for industry. Sylvain holds a master's degree in information systems and networks from the *École d'ingénieurs en technologies de l'information et du numérique* (EFREI) in Paris, France.

● **Harald Bock (55), Chief Product Officer**

Prior to joining Ekinops, Harald worked for Infinera, Coriant, Nokia Siemens Networks, Siemens as well as Marconi and Ericsson, after completing his doctorate at the Max Planck Institute for Polymer Research in Mainz, Germany. Present for more than 25 years in the networking industry, Harald has held various positions in product management, technical management, system design, R&D and sales.

6.7.3 Number and breakdown of staff

At the end of the reference period, the Group's headcount changed as follows:

Headcount end of period	2024	2023	2022
R&D/Manufacturing	360	378	343
Marketing/Sales functions/Support	107	118	109
Management, administration	53	55	52
TOTAL	520	551	504

6.7.4 Employee shareholdings in the Company

To the Company's knowledge, Company shares held by employees make up around 2.3% of the share capital.

6.7.5 Profit sharing and incentive contracts

The Group has adopted the principle of combining profit-sharing and legal participation for all French employees.

The agreement is designed to complement existing statutory profit-sharing agreements.

Consequently, profit-sharing is calculated net of the profit-sharing reserve.

6.7.6 Measures implemented for the benefit of employees

The Company has made securities available to Group employees, dependent on the approval of resolutions at Group shareholders' meetings, giving them rights to a portion of the share capital (bonus shares, stock options), as described in note 6.1.4 of this document.

6.7.7 Proposed bonus share issue plan

The Annual General Meeting of May 23, 2024 authorized the Company to grant free shares representing 1% of the share capital for a vesting period of three years, based on performance criteria for a period of 26 months.

Shareholders will also be asked to approve at the next Combined General Meeting on May 22, 2025, the authorization for the Chairman and Chief Executive Officer to benefit from a bonus share plan representing 0.50% of the capital for a vesting period of three years, based on performance criteria.

7

Additional information

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7.1 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Person responsible for information contained in this document

Mr Didier Brédy

Chairman and CEO

Declaration by the person responsible for the Universal Registration Document

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its meaning.

I hereby certify that, to the best of my knowledge, the annual and consolidated financial statements have been drawn up in accordance with applicable accounting standards and that they provide a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and all the companies included in the scope of consolidation, and that the management report on page 289 provides a true and fair view of business earnings trends and the financial position of the Company and of all the companies included in the scope of consolidation, as well as a description of the main risks and uncertainties they face, and that it has been prepared in accordance with applicable sustainability reporting standards.

Didier Brédy
Chairman and CEO
March 27, 2025

7.2 LEGAL AUDITORS OF THE FINANCIAL STATEMENTS

✓ Altonéo Audit represented by Mr Julien Malcoste

15, rue des Bordagers - Changé – CS 92107 53063 Laval Cedex 9

Altonéo Audit was appointed Statutory Auditor by the General Meeting held on April 30, 2009, for six fiscal years, expiring at the end of the General Meeting called to approve the financial statements for the year ending on December 31, 2014.

The renewal of the assignment for a further six fiscal years, expiring at the end of the General Meeting called to approve the financial statements for the year ending on December 31, 2020 was approved by the General Meeting of May 21, 2015.

The renewal of the assignment for a further six fiscal years, expiring at the end of the General Meeting called to approve the financial statements for the year ending on December 31, 2026 was approved by the General Meeting of May 27, 2021.

Altonéo Audit is a member of the national audit body in Antwerp.

✓ Deloitte & Associés represented by Mr Frédéric Neige

6, place de la Pyramide - 92908 Paris La Défense Cedex.

Deloitte & Associés were appointed Statutory Auditors by the General Meeting held of February 25, 2013 for a period of six fiscal years, from the fiscal year ended December 31, 2012 and expiring at the end of the General Meeting called to approve the financial statements for the year ended December 31, 2017.

The renewal of the assignment for a further six fiscal years, expiring at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2023 was approved by the General Meeting of June 13, 2018.

Deloitte & Associés is a member of the national audit body in Versailles.

7.3 INFORMATION FROM THIRD PARTIES, EXPERT STATEMENTS AND DECLARATIONS OF INTERESTS

None.

7.4 DOCUMENTS AVAILABLE TO THE PUBLIC

Copies of this document are available free of charge at the Company's head office located at 10, rue Édouard Branly, 22300 Lannion, France. This document can also be viewed on the company's website (www.ekinops.com) and on the AMF website (www.amf-france.org).

The bylaws, the minutes of the General Shareholders' Meetings and other Company documents, as well as historical financial data and any assessments or statements made by experts at the request of the company, which should be made available to shareholders pursuant to prevailing legal provisions, can be consulted free of charge at the Company's headquarters.

Regulated information within the meaning of the AMF's General Regulation is also available on the Company's website (www.ekinops.com).

The Company has chosen to provide quarterly financial information.

7.5 CROSS-REFERENCE TABLE

The cross-reference table below refers to the list of mandatory information required for Universal Registration Documents (URD), as standardized by appendix I of Regulation 2019/980 of March 2019 amending the prospectus Regulation EU 2017/1129.

		Paragraph	Page
1	PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION, EXPERT REPORTS AND APPROVAL FROM THE RELEVANT AUTHORITIES		
1.1	Identify all persons responsible for the information contained in the registration Document, or a portion of this information, in which case the relevant portion should be indicated. When the persons responsible are physical persons, including members of management, administrative or supervisory bodies of the issuer, their name and function must be indicated; in the case of legal persons, the entity's names and head office should be indicated.	7.1	278
1.2	Provide a declaration from the person responsible for the registration Document declaring that the information it contains, to their knowledge, is a fair reflection of the facts and that it does not contain any omissions likely to alter its import. Where appropriate, provide a declaration from the persons responsible of certain portions of the registration Document declaring that the information contained therein for which they are responsible is, to their knowledge, a fair reflection of the facts and that these portions do not contain any omissions likely to alter its import.	7.1	278
1.3	When a declaration or report is attributed to a person acting as an expert and is included in the registration Document, provide the following information regarding this person: a) their name; b) their professional address; c) their qualifications; d) where appropriate, any significant interest it has in the issuer. If the declaration or the report was produced at the request of the issuer, indicate that this declaration or report has been included in the registration Document with the consent of the person having approved the content of this portion of the registration Document for the purposes of the prospectus.	7.3	279
1.4	When the information comes from a third party, provide a declaration confirming that this information has been faithfully reproduced and that, to the best of the knowledge of the issuer, the issuer has checked such information based on the information published by this third party, and that no facts have been omitted which would render the information reproduced inexact or misleading. Furthermore, indicate the source(s) of this information.	7.3	279
1.5	Provide a declaration indicating that: a) the Universal Registration Document was filed on with the French Financial Markets Authority, AMF, as the competent authority under (EU) Regulation 2017/1129, without prior approval in accordance with Article 9 of the Regulation; b) the Universal Registration Document can be used for the purposes of a public offering of securities or the admission of securities for trading on a regulated market if it is approved by the French Financial Markets Authority as well as any potential amendments, and a note relative to the securities and the related approved summary in accordance with regulation (EU) 2017/1129.		2
2	LEGAL AUDITORS OF THE FINANCIAL STATEMENTS		
2.1	Provide the name and address of the legal auditors of the financial statements of the issue, for the period covered by the historical financial information (also indicate registration with a professional body).	7.2	279
2.2	If the legal controllers have resigned, were removed from their functions or were not renewed in their functions during the period covered by the historical financial information, provide details of this information, if significant.	N/A	N/A

		Paragraph	Page
3	RISK FACTORS		
3.1	Provide a description of the significant risks specific to the issuer, broken down into a limited number of categories, in the section titles "risk factors". In each category, the greatest risk to which the issuer is exposed should be presented first after an assessment carried out by the issuer, the offeror or the person who requests the admission to trading on a regulated market, based on their negative impact on the issuer and the probability they will materialize. These risks should be corroborated by the content of the Universal Registration Document.	1.6	52
4	INFORMATION RELATIVE TO THE ISSUER	6.4	271
4.1	Indicate the legal and commercial name of the issuer.		
4.2	Indicate the place of registration of the issuer, its registration number and its legal entity identifier (LEI).		
4.3	Date of incorporation and length of life of the issuer when this is not unlimited.		
4.4	Indicate the location of the head office and the legal form of the issuer, the legislation governing its activities, the country in which it is registered, the address and telephone number of the company head office (or its main business location, if different from the company's head office) as well as its website, if in existence, with a disclaimer indicating that the information presented on the website is not part of the prospectus, except if this information is included in the prospectus for reference purposes.		
5	PRESENTATION OF ACTIVITIES		
5.1	Main activities.	1.3.1/1.3.9	25/36
5.1.1	Describe the nature of business carried out by the issuer and its main activities including key related factors, mentioning the main categories of products sold and/or services provided during the period covered by the historical financial statements.	1.3.3	27
5.1.2	Mention all important products and/or services launched on the market and, to the extent that the development of new products or services has been publicly announced, indicate the state of progress.	1.3.3	27
5.2	Main markets. Describe the main markets on which the issuer operates, breaking down total revenue by type of business and geographical market, for each fiscal year of the period covered by the historical financial information.	1.3.4	30
5.3	Indicate the key events in the development of the activities of the issuer.	1.2.1	23
5.4	Strategy and objectives. Describe the strategy and objectives of the issuer, both in financial and non-financial terms (where appropriate). This description takes account of prospects and future challenges faced by the issuer.	1.3/1.6	25/52
5.5	If it has an impact on the activities or the profitability of the issuer, provide the information, in summary form, on the extent of the dependence of the issuer regarding patents or licenses, or industrial, commercial or financial contracts or new manufacturing processes.	1.3.9	36
5.6	Indicate the items on which are based any issuer declaration regarding its competitive position.	1.3.5	34
5.7	Investments.		
5.7.1	Describe the significant investments (including the amounts involved) carried out by the issuer during each fiscal year of the period covered by the historical financial information, up to the date of the registration Document.	1.3.10	39
5.7.2	Describe all significant investments made by the issue which are current or for which firm commitments have already been made, including their geographic breakdown (domestically and internationally) and how they are financed (internally or externally).	1.3.10.2	39
5.7.3	Provide information regarding the joint ventures and undertakings in which the issuer holds a capital stake likely to have a significant impact on the valuation of its assets and liabilities, its financial situation and/or its earnings.	N/A	N/A
5.7.4	Describe any environmental issue that could impact the use, made by the issuer, of its tangible assets.	3.2.3	143

		Paragraph	Page
6	ORGANIZATIONAL STRUCTURE		
6.1	If the issuer is part of the group, provide a summary description of the group and the place of the issuer. This description can be an organizational chart, or one can be included, if this contributes to clarifying the organizational structure of the group.	1.2.2	24
6.2	Provide a list of the significant subsidiaries of the issuer, including their names, countries of origin or business as well as the percentage stake held, and, if different, the percentage of voting rights that it represents.	1.2.2	24
7	EXAMINATION OF THE FINANCIAL SITUATION AND EARNINGS		
7.1	Financial situation.		
7.1.1	Considering that this information is not included elsewhere in the registration Document and that said information is necessary to understand the activities of the issuer overall, provide a faithful presentation of earnings generated by activities as well as its situation for each fiscal year and the intermediate period for which financial information is required, by indicating the origin of the significant changes which occurred. This description consists in providing a balanced and exhaustive analysis of changes in the activities and earnings of the issuer, as well as its situation in terms of volumes and the complexity of these activities. Where necessary for the understanding of trends in earnings or the financial situation of the issuer, this analysis should include key financial performance indicators and, where appropriate, non-financial performance indicators, relative to the specific nature of the activities operated by the Company. This analysis shall, where appropriate, contain references to the amounts reported in the full-year financial statements as well as additional explanations relative to these amounts.	1.4.3	40
7.1.2	Considering that this information is not included elsewhere in the registration Document and considering that this information is essential to understand the activities of the issuer overall, the description must provide indications relative to: a) probable future trends in the issuer's activities; b) the issuer's activities in terms of Research & Development.	1.4.3	40
7.2	Operating income (expense)	1.4.3	40
7.2.1	Mention the important factors, including unusual or exceptional events or new developments with a significant impact on the operating revenue of the issuer, and indicate the extent to which the latter is impacted.	1.4.3	40
7.2.2	When the historical financial information reveals significant changes in net revenue or net income, explain the reasons for these changes.	1.4.3	40
8	CASH FLOW AND CAPITAL	1.4.6	45
8.1	Provide information regarding the capital of the issuer (short and long term).	1.4.6	45
8.2	Indicate the source and amount of issuer cash flows and describe these cash flows	1.4.6	45
8.3	Provide information on financing needs and the financial structure of the issuer.	1.4.6	45
8.4	Provide information relative to any restrictions on the use of capital having a significant impact or potentially having a significant impact, either directly or indirectly, on the activities of the issuer.	1.4.6	45
8.5	Provide information regarding anticipated sources of financing necessary to meet commitments mentioned in point 5.7.2.	1.4.6	45
9	REGULATORY ENVIRONMENT		
9.1	Provide a description of the regulatory environment in which the issuer operates and which may have a significant impact on its activities, and indicate any measure or factor of an administrative, economic, budgetary, monetary or political nature that has or could potentially have a significant impact, either directly or indirectly, on the activities of the issuer.	1.6	52

		Paragraph	Page
10	INFORMATION ON TRENDS	1.4.4/1.4.5	44
10.1	Provide a description:		
	a) of the main recent trends impact production, sales and inventories as well as costs and selling prices between the end of the last fiscal year and the date of the registration Document;	1.1.1/1.1.2	20/21
	b) of any significant change in the Group's financial performance which occurred between the end of the latest fiscal year for which financial information has been reported and the date of the registration Document, or provide an appropriate negative declaration.	1.4.4/1.4.5	44
10.2	Indicate any trend, uncertainty, constraint, any commitment or event of which the issuer is aware and which could reasonably be expected to have a significant impact on the issuer's prospects, at least for the current year.	1.4.4/1.4.5	44
11	EARNINGS FORECASTS OR ESTIMATES	N/A	N/A
11.1	When an issuer publishes earnings forecasts or estimates (which are still current and valid), these must be included in the registration Document. If the forecast or estimate of earnings has been published or is still in the process of being published but is no longer valid, provide a declaration reflecting this, as well as an explanation of the reasons why this forecast or estimate is no longer valid. Such lapsed forecasts or estimates are not subject to the requirements provided for in points 11.2 and 11.3.		
11.2	When an issuer decides to include a new earnings forecast or estimate, or an earnings forecast or estimate previously published in compliance with point 11.1, this forecast or estimate must be clear and without ambiguity and contain a declaration stating the main assumptions on which it is based. The forecast or estimate must comply with the following principles: a) assumptions relative to factors that may impact the members of administrative, management or supervisory bodies must be clearly differentiated from assumptions relative to factors that are totally beyond their influence; b) assumptions must be reasonable, easily understandable by investors, specific and precise and not linked to the general accuracy of the forecasts underlying the forecast; c) in the case of a forecast, the assumptions draw investor attention to the uncertain factors that could materially change the outcome of the forecast.		
11.3	The prospectus contains a declaration stating that forecasts or estimates of income were drawn up based on: a) comparable historical financial data; b) the issuer's standard accounting practices.		
12	ADMINISTRATIVE MANAGEMENT AND SUPERVISORY BODIES AND EXECUTIVE MANAGEMENT		
12.1	Provide the name, professional address and function, within the issuer, of the following persons, including indications of the main activities they carry out beyond the issuer's scope of activity when such activities are significant for the former: a) members of the administrative, management and supervisory bodies; b) partner shareholders, in the case of a limited joint stock partnership (Société en commandite par actions); c) founders, in the case of a Company that was founded less than five years ago; d) any Executive Director the name of whom may be mentioned to prove that the issuer benefits from the appropriate expertise and experience to carry out its own business. Indicate the nature of any existing family relationship between any of the persons mentioned in points a) to d). For each of the members of an administrative, management or supervisory body and for each of the persons indicated in points b) and d) of the first paragraph, provide detailed information in respect of their expertise and relevant experience in terms of management, as well as the following information:	2.1.1	58
		2.1.1	58

		Paragraph	Page
	a) the name of any Company or Limited Partnership in which this person held a position on an administrative, management or supervisory body or a shareholder partner position, at any time during the previous five years (indicate also whether or not the person still holds this position). It is not necessary to list all of the subsidiaries of the issuer in which the person is also a member of an administrative, management or supervisory body; b) details of any condemnation for fraud handed down during at least the past five years; c) details of any bankruptcy, sequestration, liquidation or bankruptcy protection of a company relative to the persons mentioned in points a) to d) of the first paragraph who held one or more of these positions during at least the past five years; d) details of any case and/or public official sanction pronounced against these persons by statutory or regulatory authorities (including designated professional bodies). Indicate also of these persons have at least in the past five years been stripped of their rights by a court to carry out their duties as member of an administrative, management or supervisory body of an issuer, or rights to participate in the management or the execution of the issuer's business. If no such information is to be disclosed, provide an explicit declaration in this respect.		
12.2	Conflicts of interest at the level of administrative, management and supervisory bodies and Executive Management. Potential conflicts of management between the duties of any one of the persons mentioned in point 12.1 and the issuer and their private interests and/or other duties should be clearly indicated. In the case of absence of conflicts of interest, an explicit declaration in this respect should be made. Indicate any arrangement or agreement concludes with the main shareholders or with customers, suppliers or others, by virtue of which any one of the persons mentioned in point 12.1 was selected as a member of an administrative, management or supervisory body or as a member of Executive Management. Provide details of any restrictions accepted by the persons mentioned in point 12.1 regarding the sale, within a certain timeframe, of securities held by the issuer.	2.1.2	61
13	REMUNERATION AND BENEFITS		
	Regarding the last full fiscal year, indicate, for each person mentioned in point 12.1, first paragraph, in points a) and d);		
13.1	Indicate the amount of remuneration paid (including any conditional or deferred remuneration) and the benefits in kind granted by the issuer and its subsidiaries for whatever kind of services provided to them by said person.	2.2	61
	This information must be supplied on an individual basis, unless individual information is not required in the country of origin of the issuer and if the issuer does not report such information otherwise.	2.2	61
13.2	The total amounts provisioned or reported elsewhere by the issuer or its subsidiaries in respect of payment of pensions, retirement benefits or other similar benefits.	2.3	65
14	FUNCTIONING OF ADMINISTRATIVE AND MANAGEMENT BODIES		
	For the issuer's last financial year, and excluding contrary indications, provide the following information regarding any person mentioned in point 12.1, first paragraph, point a):		
14.1	The date of expiry of the current term of this person, where appropriate, and the period during which the person remained in office.	2.1.1	58
14.2	Information regarding the service contract linking the members of the administrative, management or supervisory bodies of the issuer or any one of its subsidiaries and providing for the granting of benefits upon expiry of such a contract, or a relevant declaration certifying the absence of such benefits.	6.6.2	272
14.3	Information regarding the Audit Committee and the Remuneration Committee, including the names of the members of these committees and a summary of the assignment by virtue of which they exist.	2.1.3	61

		Paragraph	Page
14.4	A declaration indicating if the issuer complies or otherwise, with corporate governance regime(s) applicable to it. If the issuer is not in compliance, a declaration in this respect should be provided, explaining the reasons for this non-compliance.	2.5.1.1	67
14.5	Significant impacts on corporate governance, including future changes to the composition of administrative and management bodies and committees (insofar as this has already been decided by management and/or the General Meeting of shareholders).	2.5.2.1.5/ 2.5.2.2	76
15	EMPLOYEES		
15.1	Indicate either the number of employees at the end of the period covered by the historical financial data, or their average number during each financial year during the period, until the date of registration Document (as well as changes to this number if they are significant) and, if possible, and if this information is significant, the breakdown of employees by main business category and by location. If the issuer employs a significant number of temporary employees, also indicate the average numbers of these employees during the most recent financial year.	6.7.3	275
15.2	Shareholdings and stock options For each of the persons mentioned in point 12.1, paragraph one, points a) and d), provide the most recent information possible regarding their shareholdings in the capital of the issuer and any outstanding options on the capital.	2.4	66
15.3	Describe any agreement providing for employee shareholdings in the capital of the issuer.	6.7.4	275
16	MAIN SHAREHOLDERS		
16.1	To the extent that this information is known to the issuer, provide the name of any person who is not a member of an administrative, management or supervisory body which holds, directly or indirectly, a percentage of the share capital or voting rights in the issuer for which national legislation requires declarations to be made, as well as the amount of shares thus held at the date of the registration Document. If no such person exists, provide an explicit declaration in this respect.	6.2	264
16.2	Indicate if the main shareholders of the issuer hold different voting rights, or provide an appropriate declaration indicating the absence of such voting rights.	6.2	264
16.3	Insofar as this information is known to the issuer, indicate if the former is owned or controlled, either directly or indirectly, and by whom; describe the nature of this control and the measures implemented to avoid abusive use of such control.	6.2	264
16.4	Describe any agreement, known to the issuer, the implementation of which, at a future date, could change the control exercised on it.	6.2	264
17	MAIN TRANSACTIONS WITH RELATED PARTIES	6.6	272
17.1	Details of transactions carried out with related parties linked to the issuer during the period covered by the historical financial data until the date of the registration Document must be disclosed in accordance with the relevant standard adopted by virtue of regulation (EU) No. 1606/2002, if it applies to the issuer. If this is not the case, the following information must be provided: a) the nature and amount of the transactions which, considered individually or together, are significant for the issuer. When transactions with related parties have not been concluded on an arm's length basis, explain why. Regarding outstanding loans including guaranties of any type, indicate the outstanding amount; b) the amount and percentage relative to the transaction with the related party for which the issuer records revenue.	6.6	272
18	FINANCIAL INFORMATION REGARDING THE ASSETS AND LIABILITIES, THE FINANCIAL SITUATION AND THE EARNINGS OF THE ISSUER		
18.1	historical financial information;	4/5	193/231
18.1.1	Provide audited historical financial information for the last three financial years (or for any shorter period during which the issuer has been active) and the audit report drawn up for each of these financial years.		

		Paragraph	Page
18.1.2	Change of reporting date. If the issuer has changed its reporting date over the period for which the historical financial information has been requested, audited historical financial information covering a period of at least 36 months, or the entire period of activity of the issuer if shorter.	N/A	N/A
18.1.3	Accounting principles. The financial information must be drawn up in compliance with international financial information standards, as adopted by the Union in accordance with regulation (EU) No. 1606/2002. If regulation (EU) No. 1606/2002 does not apply, the financial information must be drawn up in compliance with: a) the national accounting standards of a member state for EEE issuers, as provided for in Directive 2013/34/EU; b) national accounting standards of non-EU countries equivalent to regulation (EU) No. 1606/2002 for issuers from non-EU countries. If the national accounting standards of non-EU countries are not equivalent to regulation (EU) No. 1606/2002, the financial statements must be restated in accordance with said regulation.	4	193
18.1.4	Change of financial reporting framework. The latest audited historical financial information, including comparable information relative to the previous year, must be drawn up and presented in compliance with the financial reporting framework to be adopted for the next annual financial statements to be published by the issuer, in accordance with accounting standards, methods and legislation applicable to these annual financial statements. Changes within the financial reporting framework applicable to the issuer do not require restatement of audited financial statements solely for the purposes of the prospectus. However, if the issuer plans to adopt a new financial reporting framework with the next financial statements to be published, it must present at least one full set of financial statements (within the meaning of IAS 1 Presentation of financial statements, as defined by regulation (EU) No. 1606/2002), including comparable information, in a form corresponding to the financial reporting framework to be adopted in the next annual financial statements to be published by the issuer, in accordance with the accounting standards, methods and legislation applicable to these annual financial statements.	N/A	N/A
18.1.5	When they are drawn up in accordance with national accounting standards, the audited financial information such include at least: a) the balance sheet; b) the income statement; c) a statement indicating all changes in the share capital or changes in the share capital other than those resulting from capital transactions with the owners and distributions to the owners; d) the statement of cash flows e) the accounting methods and accompanying notes.	N/A	N/A
18.1.6	The consolidated financial statements. If the issuer draws up annual financial statements both on an individual bases and a consolidated basis, include at least the annual consolidated financial statements in the registration document.	4.1	194
18.1.7	Date of the latest financial information. The balance sheet date of the latest financial year for which financial information has been audited must not date back: a) more than 18 months before the date of the Registration Document, if the issuer includes therein audited interim financial statements; b) more than 16 months before the date of the Registration Document, if the issuer includes therein unaudited interim financial statements.	4	
18.2	Interim financial statements and others.		

		Paragraph	Page
18.2.1	If the issuer has published quarterly or interim financial information since the date of its latest audited financial statements, these must be included in the registration Document. If this quarterly or interim financial information has been audited or reviewed, the audit report or review should also be included. If this is not the case, specify. If it is drawn up more than nine months after the date of the latest audited financial statements, the registration Document must contain interim financial information, possibly unaudited (in which case this should be specified), covering at least the first six months of the financial year. Interim financial information is drawn up in accordance with the provisions of regulation (EU) No. 1606/2002. For issuers to whom regulation (EU) No. 1606/2002 does not apply, the interim financial information must contain comparable financial statements covering the same period of the previous year, with the presentation of a closing balance sheet fulfilling the requirement concerning the comparable balance sheet in accordance with the financial reporting framework applicable.		
18.3	Audit of historical annual financial information.	4.6	227
18.3.1	Historical annual financial information must be subject of an independent audit. The auditors' report must be drawn up in accordance with Directive 2014/56/EU of the European Parliament and the Council and Regulation (EU) No. 537/2014 of the European Parliament and the Council. When Directive 2014/56/EU and regulation (EU) No. 537/2014 do not apply: a) historical annual financial information must be audited or present the certification that, for the purposes of the registration Document, they give a faithful presentation, in accordance with the audit standards applicable in a member State or an equivalent standard; b) if the audit reports on historical financial information were rejected by legal auditors or if they contain reserves, modified opinions, limitations on liability, or observations, these reserves, modifications, limitations or observations must be fully reproduced together with an explanation.	4.6	227
		N/A	N/A
18.3.2	Indicate what other information in the registration Document has been audited by the legal auditors.	N/A	N/A
18.3.3	When the financial information included in the registration Document is not taken from the audited financial statements of the issuer, indicate the source and specify that they have not been audited.	N/A	N/A
18.4	Pro forma financial information.	N/A	N/A
18.4.1	In the event of a significant change in gross values, describe the way in which the transaction had an impact on the assets, the liabilities and the earnings of the issuer, if it had been carried out at the start of the period covered or at the specified date. This requirement would normally be met by the inclusion of pro forma financial information. Pro forma financial information must be presented in accordance with Note 20 and must include all the data mentioned therein. The information must be accompanied by a report drawn up by independent accountants or legal auditors.		
18.5	Dividend policy.	1.4.7	48
18.5.1	Describe the issuer's policy in terms of dividend distribution and any applicable restrictions. If the issuer has not set any policy in this respect, include a relevant declaration indicating the lack of policy in this respect.		
18.5.2	For each year covered by the historical financial statements, provided the amount of the dividend per share, potentially adjusted, for comparison purposes, when the number of shares of the issuer has changed.		
18.6	Legal and arbitration procedures.	1.6.11	56
18.6.1	Indicate, for a period covering at least twelve months, all administrative, legal and arbitration procedures (including ongoing procedures or potential procedures of which the issuer is aware) which could have or has recently had significant impacts on the financial situation or profitability of the issuer and/or the Group, or provide the appropriate negative declaration.		
18.7	Significant change in the issuer's financial situation.	1.4.4	44

		Paragraph	Page
18.7.1	Describe any significant change in the Group's financial performance which occurred between the end of the latest fiscal year for which audited financial information or interim financial information has been reported, or provide an appropriate negative declaration.	1.4.5	44
19	ADDITIONAL INFORMATION		
19.1	Share capital. Provide the information referred to in points 19.1.1 to 19.1.7 in the historical financial information at the most recent balance sheet date:	6.1	258
19.1.1	Indicate the amount of issued capital, for each share category: a) the issuer's total authorized capital; b) the number of shares issued and fully paid up and the number of shares issued but not fully paid up; c) the nominal value per share, or the fact that the shares do not have a nominal value; as well as d) a comparison between the number of shares outstanding at the start and at the end of the financial year. If more than 10% of the capital has been paid up with assets other than cash during the period covered by the historical financial information, specify.		
19.1.2	Indicate if there are securities which do not represent the share capital, their number and their main features.		
19.1.3	Indicate the number, carrying amount and nominal value of shares held by the issuer itself or on its own behalf, or by its subsidiaries.		
19.1.4	Indicate the amount of convertible securities, or exchangeable or with subscription warrants attached and indicate the terms and conditions governing conversion, exchange or subscription.		
19.1.5	Provide information on the conditions governing any acquisition rights and/or any obligation attached to the authorized but not issued capital, or on any company aiming to carry out a capital increase.		
19.1.6	Provide information on the capital of any member of the Group with the option or conditional or unconditional agreement to apply an option and the details of such options, including the identity of the persons to whom they apply.		
19.1.7	Provide a history of the share capital for the period covered by the historical financial information, highlighting any changes which took place.		
19.2	Articles of incorporation and bylaws.	6.3	265
19.2.1	Where appropriate, indicate the company registry and the registration number; provide a summary of the issuer's corporate purpose and indicate where the latest up-to-date version of the articles of incorporation and bylaws can be found.		
19.2.2	When several share categories exist, describe the rights, privileges and restrictions attached to each category.		
19.2.3	Provide a summary description of all provisions of the act of incorporation, the bylaws, the charter or code of conduct of the issuer which would have the impact of deferring or preventing a change of control.		
20	MATERIAL CONTRACTS	1.4.2	40
20.1	Summarize, for the two years preceding the publication of the registration Document, each material contract (other than contracts concluded within the framework of normal activities) concluded by the issuer or any other member of the Group. Summarize any other contract (other than contracts concluded within the framework of normal activities) concluded by any member of the Group and containing provisions leading an obligation for a member of the Group or a significant right for the whole of the Group, at the date of the registration Document.		
21	AVAILABLE DOCUMENTS		
21.1	Provide a declaration indicating that, during the validity of the registration Document, the following documents can, where appropriate, be consulted: a) the most up-to-date version of the incorporation act and the bylaws of the issuer; b) any report, mail or other documents, reviews and declarations drawn up by an expert at the request of the issuer, for which a portion is included or referred to in the registration Document. Indicate the address of the website on which the documents can be consulted.	7.4	279

7.6 CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT AND THE MANAGEMENT REPORT

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1. Financial statements of the parent company	5	231
2. Consolidated financial statements	4	193
3. Management report		
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> Information on Company and Group R&D	1.3.9	36
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> Breakdown and changes to the shareholding structure	6.1.7	262
> Name of the companies controlled with Treasury stock in the Company and portion of capital held	5.3.5	253
> Significant shareholdings acquired during the financial year and within the meaning of Article L.233-3 of the French Commercial Code with their head office in France	5.3.3	253
> Declaration of holding of more than 10% of the capital of another equity company: comparison of cross-shareholdings	5.3.5	253
> Purchase and sale of company shares (share buybacks)	6.1.2	258
> Declaration of employee shareholdings in the Company	6.7.4	275
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- for securities giving access to the capital of the Company and stock options in the case of share buybacks		
- for securities giving access to the capital of the company in the event of financial transactions		
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Headings	Paragraph	Page
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> In the case of the allocation of bonus shares, indicate the information upon which the Board of Directors made its decision:	N/A	N/A
- either to prohibit the managers from selling the bonus shares granted to them before the termination of their functions		
- or, to set the amount of bearer shares that they are required to hold until the end of their term of office (indicating the fraction set)		
> In the event of the allocation of stock options, indicate the information on which the Board of Directors made the decision:	N/A	N/A
- or to prohibit managers from exercising their options before the expiry of their terms of office		
- or to require them to hold in bearer form until the expiry of their terms in office all or part of the shares granted from previously exercised options (indicating the fraction thereby set)		
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> Information indicated in paragraph I of Article L.22-10-9 governing remuneration of corporate officers	2.2/2.5.3	61/82
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> Agreements concluded between a corporate officer or a shareholder holding more than 10% of the voting rights and a controlled company within the meaning of Article L.233-3 of the French Commercial Code (excluding current agreements)	2.5.1.5	69
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- Capital structure of the Company		
- restrictions in the company bylaws on exercising voting rights and transfers of shares or the agreement clauses brought to the knowledge of the Company in application of Article L.233-11 of the French Commercial Code		
- direct or indirect shareholdings in the capital of the Company which it has been made aware of by virtue of Articles L.233-7 and L.233-12 of the French Commercial Code		
- list of holders of any securities with special control rights and the description of such securities		
- control mechanisms provided for in a possible employee shareholder system, when controlling rights are not exercised by the latter		
- agreements between shareholders of which the Company is aware and which could lead to restrictions on transfers of shares and on exercising voting rights		
- rules applicable to the appointment and replacement of members of the Board of Directors or the Management Board as well as changes to the Company bylaws		
- the powers of the Board of Directors, in particular regarding the issuance or buyback of shares		
- the agreements concluded by the Company which have been modified or which expire in the event of change of control of the Company, except if this disclosure, excluding legal disclosure obligations, would severely impact its interests		
- the agreements providing for indemnification of members of the Board of Directors or the Management Board or employees, if they resign or are let go without genuine or serious cause or if their employment ends owing to a public offer		
5. Sustainability statement	3	97
> Inclusion of the social and environmental consequences of the activity and societal commitments in favor of sustainable development and in favor of the fight against discrimination and the promotion of diversity	3	97
> Information relative to hazardous activities	N/A	N/A
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7.7 GLOSSARY

A

Aggregation of signals

Regrouping signals to homogenize them.

ATM

"Asynchronous Transfer Mode": Recent network technology enabling simultaneous transfer on the same line of voice and data.

ASIC

"Application Specific Integrated Circuit": dedicated circuit for a specific application and therefore not reprogrammable.

B

Bandwidth

Frequency interval (in hertz) for which the amplitude response of a system corresponds to a benchmark level, therefore at which the system is considered reliable. This term is also used in the area of digital transmission to indicate the speed of a communication channel, owing to the fact that this speed stems directly from the maximum frequency at which the canal can be used to reliably transmit an electric signal.

C

CLEC

"Competitive Local Exchange Carriers": local telecom operator in the US, new market arrival.

Coherence

This technology demodulates both amplitude and the phase of the signal at the level of the receiver and, thanks to a very high speed signal processing, enables compensation of transmission imperfections owing to chromatic dispersion and dispersion of polarization modes. This enables full performance compatibility at 100G with the 10G. The equipment component which manages this functionality is the optical issuer/receiver interphase called MSA 100G.

CPE

"Customer Premises Equipment": customer equipment used to connect to an operator/internet service provider.

D

DWDM

"Dense Wavelength Data Multiplexing": technology which increases available bandwidth on a portion of optical fiber via the use of simultaneous signals of different wavelengths.

(E)

EAD

Ethernet Access Device: Ethernet carrier equipment.

EMS

"Electronics Manufacturing Services": sub-contractors of electronics products (printed circuits). Customers are often referred to as OEMs (original equipment manufacturers).

Ethernet

The packet switching network protocol, which sends the same signal to all the devices connected to the same network. This technology, known for its simplicity, was used by local networks before the development of the internet. Its evolutionary benefits means that it has now become one of the most widely used high-speed network protocol, thanks notably to its integration in the OSI model (it is used on the first two layers of the OSI model, physical and data connections, combined under standard IEE 802).

F

FPGA

"Field-Programmable Gate Array": type of integrated circuit dedicated to a single application, and therefore reprogrammable.

FTP

"File Transfer Protocol": protocol for file transfers.

I

ILEC

"Incumbent Local Exchange Carriers": local telecom operator in the US, already established on the market.

M

MEF

Metro Ethernet Forum.

MSA

"Multi Supplier Agreement": agreement with multiple suppliers relative to the optical module. Telecom equipment makers require their suppliers to adopt the same optical module specifications or MSA which guarantees equivalent performance between all suppliers. This enables equipment manufacturers to avail of several fully compatible sources of procurement.

Multiplexing

A technique that consists of transmitting two or more packets of information via one transmission media. Optical multiplexing (optics is the branch of physics which involves light and its relationship with vision) does not break up signals in time (time is a concept developed to represent change in the world: the Universe is never constant, the elements of which it is made up change, transform and evolve...), but rather by frequency. In more simple terms, several colors are transmitted simultaneously on one single optical fiber. This means notably that the fiber transmission capacity can be increased (a fiber is an elementary, vegetable or animal formation, with a filament aspect, generally presented in the form of a cluster) for current fiber options without significantly increased costs.

O

OEM

"Original Equipment Manufacturer": maker of original equipment. Purchases parts that cannot be marketed as they are and resells the assembled parts under its own brand.

ONH

"Optical Network Hub": optical network equipment.

OTN

Optical Transport Networking, OTN technology enables switching of data traffic to optical fibers to optimize network bandwidth.

P

Protocol

Set of standards necessary to enable cooperation between distant entities, in particular to establish and maintain information exchanges between these entities.

Q

QoS

"Quality of Service". Ability to transmit under good conditions, a specific type of data traffic, in terms of availability, speed, transmission times, packet loss rates, etc.

R

ROADM

"Reconfigurable Add/Drop Multiplexer". Equipment technology enabling network configuration changes in real time, based on its status or the needs of the customer. This system enables the addition of flexibility to the network infrastructure and in turn optimizes operating costs.

S

SDH

"Synchronous Digital Hierarchy". High speed digital data transmission protocol, equivalent to the level 1 OSI layer model. Technique originally designed to manage circuit communications, typically telephone communications. However, since the 2000s, the volume of packet-type data has overtaken the quantity of telephone type data, leaving SDH somewhat unsuitable for the new services required today.

SDN

Software Defined Networking.

SD-WAN

Software-Defined WAN.

SONET

"Synchronous Optical Network". Corresponds to SDH for the United States.

T

TCP/IP

"Transmission Control Protocol / Internet Protocol". Protocol suite. This acronym stems from the names of the two main protocols of the protocol suite, i.e. the TCP and IP protocols. TCP/IP represents a certain way in which all of the rules of internet communication and is based on the concept of IP addresses, in other words, the fact of providing an IP address to each network machine to enable transmission of packets of data.

V

VNF

Virtual Network Function, software application providing network service.

W

WAN

Wide Area Network, telecommunications network covering a vast geographical zone, the biggest WAN is the internet.

WDM

"Wavelength Division Multiplexing". Technique used in optical telecommunications which enables the transmission of several different bandwidths via a single fiber optic, by mixing at input using a multiplexer (MUX), and by separating them on arrival using a demultiplexer (DEMUX).

Technologie CWDM

"Coarse Wavelength Division Multiplexing": technology based on the progress made regarding laser emitters and receivers. Enables multiplexing of signals using a single fiber and taking advantage of the bandwidth of the signal. The channels are spread further apart (20 nm versus 0.4 to 1.6 nm) which, with DWDM and the speed is therefore less rapid. However, CWDM is less expensive than DWDM.

DWDM technology

"Dense Wavelength Division Multiplexing": multiplexing of signals within a single fiber which enables an increase in the available bandwidth on the fiber optic.



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