2019

FFP

2019 UNIVERSAL REGISTRATION DOCUMENT
and Annual Financial Report

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Annual Financial Report items are clearly identified in this summary with the aid of the AFR pictogram AFR

FFP

2019
UNIVERSAL REGISTRATION DOCUMENT

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The 2019 Universal Registration Document was filed on 9 April 2020 with the AMF being the competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 thereof. It may be used for a public offering of financial securities or IPO on a regulated market if supplemented by an investment circular and, as applicable, a summary of all adjustments to the Universal Registration Document, which the AMF has approved.
In accordance with Regulation (EU) 2017/1129 Article 19, the following information is included by reference in said Universal Registration Document:

- The consolidated financial statements and 2018 Audit Report on pages 127 to 185 of the Universal Registration Document as filed with the AMF on 12 April 2019 under number D.19-0317;
- The consolidated financial statements and 2017 Audit Report on pages 116 to 167 of the Universal Registration Document as filed with the AMF on 16 April 2018 under number D.18-0332.

Copies of the Universal Registration Document may be obtained by submitting a request via the FFP website (**www.groupe-FFP.fr**) to FFP, 66, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, or via the *Autorité des Marchés Financiers* website (**www.amf-france.org**).

This document is a free translation of the original Universal Registration Document, which was prepared in French. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions expressed therein, the original language version in French takes precedence over this translation.

PROFILE

FFP is a listed long-term investment company that is majority-owned by Etablissements Peugeot Frères and is a longstanding PSA Group shareholder.

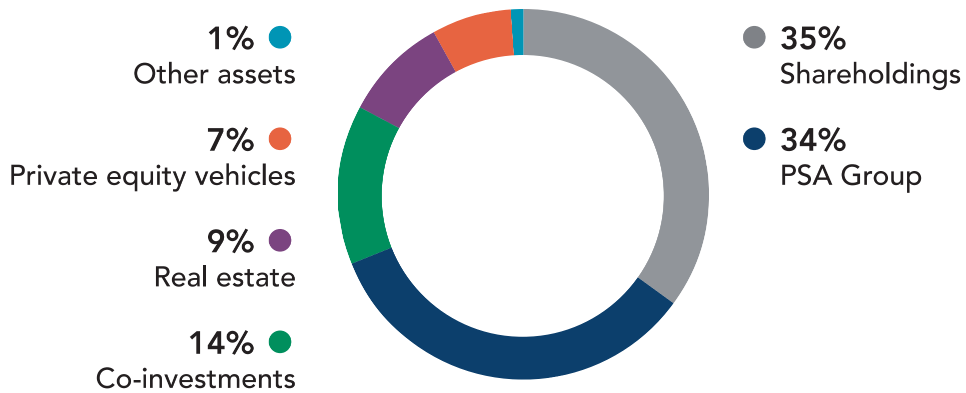
It also has a diversified investment portfolio composed primarily of minority holdings, investments in private equity funds, co-investments and real-estate investments.

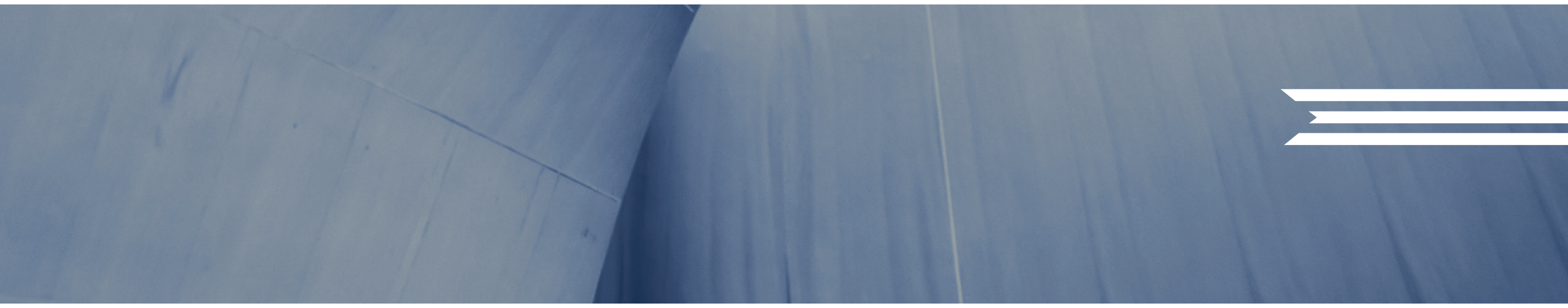
€4.5 billion
Net Asset Value

€600 million
Investment capacity

+21%
2019 increase in NAV

ASSETS AT 31 DECEMBER 2019





1. Group presentation

Chairman's message

Dear Shareholders,

As you will see in our Universal Registration Document, 2019 was another very eventful year for us.

The year was dominated by talks leading to the mid-December announcement that PSA Group, in which we have a longstanding equity stake, was to merge with FCA Group, thereby creating a world automotive leader. Post merger the combined group will have a greater international footprint and the scale required to meet the challenges of the months and years to come, particularly related to the environment. During our talks, FFP and our parent company Établissements Peugeot Frères negotiated an option to increase our stake in the combined entity. In March 2020, we decided to purchase a further 2% stake in PSA Group through an equity swap.

In 2019, we continued to build our portfolio, which is diversified both regionally and by sector. I would specifically like to highlight the SIGNA Prime Selection transaction, which is delivering an outstanding performance. The quality of our assets, underpinned by long-term growth prospects, is reflected by a 21% surge in our NAV, and by our share price discount narrowing to 42% as at 31 December 2019, which still offers improvement potential.

In view of such good performance and yet considerable uncertainty at present, the Board of Directors will recommend a €2.15 dividend per share at our 19 May 2020 AGM, unchanged relative to 2018.

During the year FFP continued to foster environmental, social and governance (ESG) best practices throughout our operations and investments. In 2020, we plan to formalise our ESG policy after important advances in such matters over the last few years. By focusing more on ESG, we also enhance relations with all stakeholders, namely our employees, investees and shareholders. In this report, you will find more details about our philanthropic activities, such as the Démos project that we have pledged to support for the next three years, in the Peugeot family's home region of Montbéliard. Like all French nationals and the whole world, our family-owned group was deeply saddened by the fire that damaged Paris's Notre-Dame, and we responded to the *Fondation du Patrimoine* and AFEP appeal for funds to help finance its restoration.

The first few months of 2020 have been overshadowed by the coronavirus outbreak around the world. While at the time of writing this letter, the pandemic's social and economic impact is not yet under control, it is clear that the ongoing lockdown will significantly dampen the global economy and have consequences on the performance of our investments. FFP has a robust balance sheet and our debt levels are reasonable, which will enable us to cope with this complex period.

Despite this difficult environment, I am confident our various initiatives to diversify investment, our prudent strategic growth, our team's constantly increasing expertise and our extensive ESG activities will continue to add value in years to come.

Finally, a proposal will be put to shareholders at our forthcoming AGM for me to become Chairman of the Board of Directors as well as Chairman of the Investments and Shareholdings Committee, and for Bertrand Finet to become Chief Executive Officer. This succession plan has been carefully thought through over several months, and I am confident that the handover, will be seamless and ensure the continuity of FFP's trajectory.

I would like to conclude by thanking all our team for their constant dedication and commitment to ensuring FFP's success.

Robert PEUGEOT

1.2 FFP's history

FFP WAS FOUNDED IN 1929, BECAME PSA GROUP'S LARGEST SHAREHOLDER IN 1966 AND FLOATED ON THE STOCK EXCHANGE IN 1989. SINCE 2002, IT HAS PURSUED AN ACTIVE DIVERSIFICATION STRATEGY.

1810

A mechanical engineering business is set up by the Peugeot brothers in the Doubs region of France.

1929

Société **Foncière, Financière et de Participations (FFP)** is founded.

1996

FFP becomes a shareholder of **Compagnie industrielle de Delle (CID),** the largest shareholder of LISI.

2002

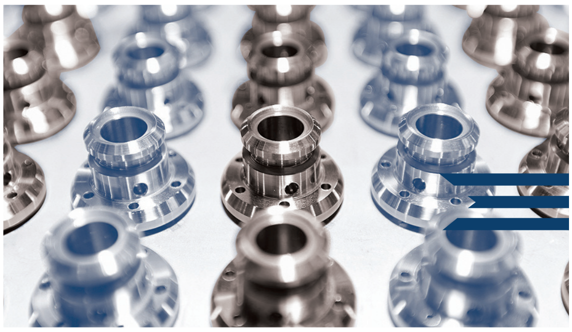
FFP buys into **Groupe Taittinger** and acquires a further 5% stake in **LISI.**

2005

FFP sells its stake in **Société du Louvre** and **Groupe Taittinger.**

2007

FFP buys a stake in **ONET** group and increases its holding in **Zodiac Aerospace** and **IDI.**



1966

FFP becomes the largest shareholder of **Peugeot SA.**

1989

FFP lists on the Nancy stock exchange.

1997

FFP invests in **Société du Louvre – Groupe du Louvre.**

2004

FFP invests in **SEB, Linedata Services** and **Fomento de Construcciones y Contratas (FCC).**

2006

FFP joins the consortium that acquires motorway network operator **Sanef,** becomes a shareholder of **Zodiac Aerospace** and **IDI,** sells its Charenton building to **Immobilière Dassault** and buys **Château Guiraud.**

2008

FFP buys shares in **DKSH.** FFP takes part in setting up **IDI Emerging Markets** to shore up its presence in emerging markets.

2009

FFP takes part in the Peugeot SA refinancing.

2010

FFP sells its stake in FCC and adjusts its positions in Zodiac Aerospace and SEB.

2011

FFP invests in ORPEA and LT Participations, the largest Ipsos shareholder.

2012

FFP subscribes to Peugeot SA's rights issue. FFP sells 35% of its DKSH stake and most of its stake in Linedata Services.

2013

FFP sells its remaining shares in Linedata. FFP joins forces with Louis Dreyfus Armateurs, forming a joint venture (LDAP) to operate bulk carrier ships.

2014

FFP signs an agreement for Dongfeng Motor and the French government to purchase Peugeot SA shares, and buys shares in the related share issue. FFP invests in CIEL and IHS. FFP sells part of its Zodiac Aerospace stake.

2015

FFP acquires an additional 1.2% stake in Zodiac Aerospace and makes a commitment to Eren. FFP sells part of its ONET stake and sells its Peugeot SA share warrants.

2016

FFP buys stakes in Tikehau Capital and Tikehau Capital Advisors and invests in US and Paris real estate. FFP commits to invest alongside JAB Holding.

2017

FFP acquires a 5.5% stake in SPIE, sells its equity interests in Sanef, ONET and Ipsos and makes five co-investments (in JAB Holding, Lineage, AmaWaterways, Ciprès and Capsa). FFP supports PSA Group's acquisition of Opel/Vauxhall.

2018

FFP tenders its Zodiac Aerospace shares to Safran under an exchange offer and sells a 0.85% stake in ORPEA. FFP makes new co-investments alongside JAB Holding and ArchiMed, and in Big Bottling Company and Asmodee.

2019

FFP supports the proposed merger between PSA Group and FCA. FFP sells its stake in DKSH and invests in SIGNA Prime Selection, doubling its exposure to the real-estate market. FFP buys an interest in Acteon and makes further investments alongside JAB Holding. FFP makes another two co-investments: The Lian and Transact, and buys shares under share issues by Tikehau Capital Advisors, Lineage and Asmodee. FFP invests in the Grand Angle Saint Denis building.

1.3 FFP's strategy

INVESTING AT YOUR SIDE TO ACHIEVE SUSTAINABLE GROWTH

FFP'S BUSINESS MODEL

FFP is a listed investment company controlled by Etablissements Peugeot Frères. FFP's mission is to add value by developing companies in which it invests as a long-term minority shareholder.

The company's core business is acquiring direct stakes in listed and unlisted companies that show clear growth potential. The company is guided by Peugeot family values and its extensive industrial and entrepreneurial experience.

FFP is one of the largest PSA Group shareholders and together with Établissements Peugeot Frères, it holds a combined 12.2% equity stake. As well as this longstanding investment, FFP has tapped into its industrial know-how to diversify assets and over the years has gained legitimacy through its investment selection, which is underpinned by a combination of high-quality origination, strategic impact and value creation. FFP is now a world-class investor that has successfully provided long-term support to around 20 companies since 2003.

FFP's business model has five pillars.

A UNIQUE BACKGROUND

FFP origins lie in the family-controlled Peugeot group, which gave rise to PSA Group and has an industrial heritage dating back more than 200 years. This enables FFP to support business projects by marketing itself as an active long-term partner. FFP's values as an investment firm stem from such fundamentals, which guide its strategic choices and decisions.

As a result, FFP has developed its own investment business while also drawing on the Peugeot family's entrepreneurial history.

AN ACTIVE MINORITY INVESTOR

FFP is an equity investor, which involves financial discipline and constant care when selecting and monitoring investments. As minority shareholder, FFP seeks to work with investees' management in compliance with governance rules. FFP is active on investee boards and committees. It helps set their strategic direction paying particular attention to developing management teams and following strong corporate governance principles, and provides expert advice when they undertake transformative transactions.

A RELIABLE, LONG-TERM PARTNER

For FFP, being a long-term investor means providing active, constant support to companies as they grow. Commitment is a core value for FFP. All investment decisions are taken with a long-term view free of any prior exit constraints. FFP is a stable shareholder and it holds stakes in investees for more than 10 years on average.

AN INVESTMENT STRATEGY THAT IS CONSISTENT OVER TIME

Backed by its stable parent company, FFP can pursue an enduring strategy. Given ongoing talks it conducts with other shareholders and top management and its ability to properly grasp issues involved in a broad range of industries, FFP is the ideal shareholder.

A RESPONSIBLE SHAREHOLDER

FFP strongly believes that taking action on environmental, social and governance (ESG) issues creates opportunities, and enhances the return and performance of its portfolio. FFP takes stewardship seriously, encouraging its direct and indirect investees to make progress on corporate governance, employee-related, social and environmental matters.

COMPETITIVE ADVANTAGES

FFP operates in a crowded market where competition from institutional investors, private equity funds, family-owned groups, multinational companies and pension funds is constantly growing. Competition between investors with varying objectives and approaches is amplified in most market segments by countless intermediaries, i.e. investment banks and M&A boutiques.

FFP has a strong identity and reputation on its market founded on the following key features:

VALUES

- Loyalty
- Personal relations
- Open-mindedness
- Discretion

FFP defines itself above all by what it brings to investees in terms of a long-term investment horizon, skills, networking and funding. FFP is proud of its ability to build strong bonds with its investees and to help management teams grow their companies.

APPROACH

- Prudence
- Financial discipline
- Professionalism
- Pragmatism
- Commitment to good governance

FFP supports growing companies that operate abroad. It has managed to carve out a strong position based on prudent, well thought through portfolio management, rapid decision-making capacity and experienced top-class staff.

ADDED VALUE

- Strength of conviction and ability to understand issues confronting other shareholders
- Support for management decisions
- Knowledge of industry-specific issues

FFP has gained considerably from the reputation and experience of the family-controlled Peugeot group. It now has a high-quality, diversified asset portfolio, which has paid off by adding some €2.5 billion of value in the last 17 years.

A TEAM OF COMMITTED AND PROACTIVE PROFESSIONALS

"In the last 15 years, FFP has proven its ability to add value and has grown by recruiting and training a team of experienced professionals in France and the UK. Team members come from varied, complementary backgrounds. Such diversity means FFP can tap into all team members' experience and skills across all asset classes, and to spot investment opportunities.

The agility and responsiveness of our people, combined with a shared vision and values, have made FFP a well-respected partner among investors at large."

Robert Peugeot

INVESTMENT STRATEGY

Backed by €4.5 billion net assets at end-2019, FFP holds direct and indirect equity interests in many business sectors including manufacturing, corporate services, personal services and consumer goods.

FFP, with its parent company Établissements Peugeot Frères, has been a PSA Group investor from the outset and remains one of its largest shareholders. FFP has diversified its asset base through an investment strategy based on four asset classes. The desired features of investments in each class are as follows:

PSA GROUP

FFP's original investment

FFP, with its parent company Établissements Peugeot Frères, has been a PSA Group investor from the outset and remains one of its largest shareholders.

SHAREHOLDINGS

Equity investments of €50-200 million and a minimum 5% stake

Main investment criteria
(for listed and unlisted companies)

- Hi-growth medium to large companies, often market leaders;
- Operate in booming or niche markets or markets with consolidation potential;
- Located in Europe with major international operations or plans to grow abroad;
- Business operations that are little correlated to economic booms and busts;
- Experienced management teams that share FFP's values and goals;
- Well balanced governance procedures that enable FFP to play a full role as shareholder;
- Have committed to ESG/CSR;
- Offer a clear path towards future capital gains.

Listed shareholdings
LISI, SEB, ORPEA, SPIE, Safran, Tikehau Capital, CIEL, IDI

Unlisted shareholdings
Tikehau Capital Advisors, Château Guiraud, LDAP, Total Eren, Acteon

PRIVATE EQUITY FUNDS

Commitments of €10-25 million

Types of funds

- Core strategy: LBO, expansion capital
- Related asset classes (hi-tech and high-growth funds)
- ESG commitments

Regions
United States, Europe, Asia and emerging markets

Examples
Advent, PAI Partners, Keensight, Warburg Pincus, Valor, DB AG, Everstone

CO-INVESTMENTS

Minimum €10 million equity investment

- Investment alongside private equity funds or other partners
- "Platform" investments

Examples
IHS, JAB Holding, ArchiMed, Lineage, The Lian

REAL ESTATE

- Diversified assets
- Growth boosted by value-enhancing deals
- Direct investments, co-investments and via funds

Direct equity investments
SIGNA Prime Selection, Immobilière Dassault, FFP-Les Grésillons

Real-estate funds
White Stone VII, TREO, Icawood

Co-investments
ELV, Lapillus II

INVESTMENTS IN TUNE WITH FFP'S TRACK RECORD AND FAMILY VALUES

Investments are in keeping with the family's philosophy and values underpinned by:

- Proper grasp of investees' issues, business, strategy and competitive situation, based on the Peugeot family's industrial and entrepreneurial experience;
- "Meaningful" investments, i.e. that boost an investee's revenue growth and cash flow, help to create a world leader, stabilise a company's shareholders and support private equity funds that seek to benefit society or the environment;
- Risk management to ensure good enduring shareholder returns;
- Long investment horizon striving to back investees over the long term. The firm has held most equity investments for over 10 years;
- Focus on ensuring low correlation between industries so as to achieve maximum asset diversification.

EXCLUSION POLICY

FFP has ruled out investing in some industries under a policy, which is an integral part of its ESG commitments and values and excludes investments in some industries and companies as follows:

- Operations that do not comply with FFP's responsible investor charter, namely gambling, tobacco and pornography;
- Companies that operate in a sector to which FFP is already exposed;
- Companies that compete with, or are major suppliers or customers of, one of our investees.

TAKING ADVANTAGE OF UNDERLYING ECONOMIC SHIFTS

FFP focuses on companies operating in high-growth markets or addressing high-growth trends, which mitigates risk.

GROWTH OF A MIDDLE CLASS IN EMERGING MARKETS

Growth of a middle class in emerging markets will likely keep fuelling global economic growth in the future. In 30 years' time, Africa's population will have doubled to 2.5 billion. Asia will have 5.3 billion people and Latin America around 785 million. By 2050, GDP per capita is expected to quadruple in India, triple in South Africa, Indonesia and China, and double in Nigeria, Brazil and Russia. This momentum, fuelled by a rapidly-growing middle class and further boosted by hi-tech advances spreading around the world, are expected to usher in larger companies, higher consumer spending, and greater access to healthcare and education everywhere.

Investees enjoying such trends:
SEB, Safran, IHS, The Lian.

AGEING POPULATION / GROWTH IN HEALTHCARE EXPENDITURE

Between 2000 and 2050, the proportion of the world's population aged over 60 is likely to double from 11% to 22%. This shift to an ageing society will require more elderly care homes and new services that match shifts in society and scientific progress. Higher living standards continue to raise life expectancy and drive medical research and access to healthcare, which in turn are expected to fuel ongoing growth in healthcare spending over the foreseeable future.

Investees enjoying such trends:
ORPEA, ArchiMed, Acteon. Keensight V private equity fund.

OUTSOURCED BUSINESS SERVICES

Outsourcing is a common practice among companies. Refocusing on their core business, cost-cutting, increasing efficiency or obtaining specific skills are some of the reasons why companies outsource some functions or operations to a subcontractor.

Investees enjoying such trends:
SPIE.

1.4 FFP corporate governance

DIRECTORS WHO ARE PEUGEOT FAMILY MEMBERS

Robert Peugeot

Chairman and Chief Executive Officer[1]
Chairman of the Investments and Shareholdings Committee

Jean-Philippe Peugeot

Vice-Chairman

Marie-Hélène Peugeot-Roncoroni

Vice-Chairwoman

Xavier Peugeot

Director

Christian Peugeot

Director

BOARD COMMITTEES

At 31 December 2019

Governance, Appointments and Remuneration Committee

Dominique Netter (Chairwoman)

Marie-Hélène Peugeot-Roncoroni
Jean-Philippe Peugeot
Marie-Françoise Walbaum

50% independent

Investments and Shareholdings Committee

Robert Peugeot (Chairman)

Marie-Hélène Peugeot-Roncoroni
Jean-Philippe Peugeot
Georges Chodron de Courcel
Luce Gendry
Anne Lange
Dominique Netter
Xavier Peugeot
Marie-Françoise Walbaum[2]

44% independent

Finance and Audit Committee

Luce Gendry (Chairwoman)

Anne Lange
Christian Peugeot

66% independent

(1) Until FFP's 19 May 2020 AGM, then Chairman.
(2) Since 1 January 2020, Marie-Françoise Walbaum has no longer sat on the Investments and Shareholdings Committee, and now sits on the Finance and Audit Committee.

INDEPENDENT DIRECTORS

Luce Gendry

Chairwoman of the Finance and Audit Committee

Dominique Netter

Chairwoman of the Governance, Appointments and Remuneration Committee

Anne Lange

Director

Marie-Françoise Walbaum

Director

NON-INDEPENDENT DIRECTOR

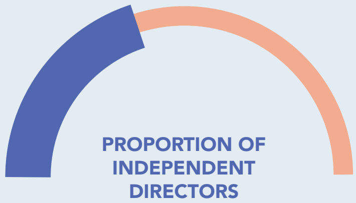
Georges Chodron de Courcel

Director

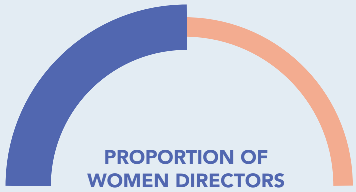
Board of Directors: key figures

at 31 December 2019

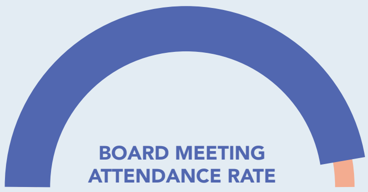
40%



50%



95%



Number of 2019 Board meetings

11

1.5 ESG strategy

"WE ARE PROUD TO BE A RESPONSIBLE INVESTOR WHO CONTRIBUTES TO SUSTAINABLE ECONOMIC GROWTH THROUGH OUR VALUES AND ACTIONS."

OUR ESG APPROACH

Our ESG approach did not come about overnight. For several years now we have held talks and taken action as we have reported in our various publications. In 2016, we drafted a Responsible Investment Charter and set up an ESG Steering Committee tasked with implementing it. We have constantly improved our ESG practices and, since 2019, ESG has been one of our criteria for awarding staff performance shares.

Our collaborative way of working has led us to turn this far-reaching goal into a real business venture that goes further than our previous efforts in that we have now formalised some practices, adopted new ones and made our initiatives and commitments more visible. We believe that it is now important to share our ESG achievements and views with all our stakeholders.

As a result, we have embarked on a three-pronged plan to achieve our goals:

- Analyse ESG practices adopted by some other French and foreign investment firms;
- Hold some 30 meetings with staff from all Company departments including Executive Committee members and Board directors, various outside stakeholders, several non-financial rating agencies and investors;
- Hold group brainstorming and innovation sessions involving most Company staff.

The above steps have yielded useful, constructive ideas and made us even more determined to ramp up and structure our ESG activities. Working with our staff, we have produced an ESG roadmap comprising various items and commitments that will be tracked in-house based on a specific action plan.

This section seeks to set out our formal vision, achievements and commitments under a 2023 ESG roadmap. We will report on progress every year.

BASED ON VALUES

FFP practices that meet very strict criterias
– Exemplary governance
– Ethics
– Personal approach
– Minimum environmental footprint
– Positive contribution to society at large
– Transparent reporting

An active and responsible investment strategy
– An approach rooted in our values
– Systematic ESG integration
– Supporting our investees' responsible transformation

SUPPORTING SUSTAINABLE GROWTH

VALUES THAT GUIDE OUR ACTIONS

FFP is a listed investment company and an Etablissements Peugeot Frères subsidiary, and "long-term minority investments" are its core business.

The firm's identity is underpinned by three primary values that define our business culture. They guide how we work and everything we do.

- **Family values,** passed down by the Peugeot family, reflected in strict corporate governance procedures that we roll out among our investees;
- **Industry-specific and entrepreneurial experience,** which means we can grasp the economic and strategic issues of the companies in which we invest and makes us as an active, long-term partner particularly when supporting entrepreneurial projects;
- **A professional financial investor** that taps into its experience, financial expertise and technical skills to create long-term value.

A COMMITTED, CONSISTENT APPROACH THAT SUPPORTS SUSTAINABLE ECONOMIC GROWTH

By making ESG an integral part of our in-house practices, investments and how we manage our holdings, we add long-term value. Our values stem from this pledge and form the basis of our approach. They also inform our own activities and our investment strategy.

In-house we adopt practices that meet very strict criteria, particularly regarding governance and ethics but also in relation to employee, environmental and social matters.

Our family values and commitments also guide our investment process from screening potential investments to supporting and monitoring our investees. They force us to take pro-active and responsible action throughout the investment process.

Based on a combination of the above, which reinforce each other and are carefully co-ordinated, we will manage to fulfil our goal to be a company that helps bring about sustainable economic growth.

PRACTICES THAT MEET VERY STRICT CRITERIA

EXEMPLARY GOVERNANCE

As regards governance, a clear structure and transparent practices are vital if we are to do our work properly, and they underpin any enduring ESG approach.

That is why we work hard to achieve exemplary governance by applying industry best practice, which in France means abiding by the Afep-Medef Code. The bylaws of our Board of Directors and its committees comply with legislation, our Articles of Association, company policies and Stock Exchange Code of Conduct.

We have set up a dual governance structure led by our Board of Directors, on which all our shareholders are represented. The Board is responsible for setting our strategic direction based on recommendations from top executives. It also plays an important role in our investment transactions by setting an investment budget for executives and by ruling on any projects exceeding the budget. Finally, it deals with all matters relating to the Company's operations and makes decisions on various Company issues.

In accordance with the Afep-Medef Code, we ensure that at least a third of the Board's members are independent (since FFP is a controlled company) and that women are reasonably represented on the Board.

The Board also has the following three permanent committees:

- Governance, Appointments and Remuneration Committee;
- Investment and Shareholding Committee;
- Finance and Audit Committee.

FFP's strategy is overseen by an Executive Committee, which consists of our top management team.

To be as transparent as possible, we detail how our corporate governance works in practice together with our senior executives' names on our website and in our Universal Registration Document.

2023 ESG ROADMAP

Increasing the Board of Directors' influence over ESG matters by putting them on the agenda at least once per year.

ETHICS

As a family investment firm, ensuring the integrity of our practices is vital for us to maintain the trust of our business partners and, more broadly, our reputation in society at large.

Our Legal and Finance departments are in charge of enforcing ethics among all staff. They report to the Executive Committee and are overseen by the Board of Directors and its Finance and Audit Committee.

We also carry out regular reviews of risks that could threaten our assets. Such reviews are based on a risk chart prepared by external consultants and cover serious fraud and insider trading risks; steps taken to manage and mitigate said risks are given in our Universal Registration Document.

All staff and directors also adhere to our Stock Exchange Code of Conduct, which makes them aware of relevant rules. In addition, our Company insider information policy creates various duties including keeping lists of insiders.

Furthermore we have introduced a policy manual, which is regularly updated and given to staff and deals with administrative, organisational and accounting matters including fraud risk management measures.

Finally, we provide our staff with a copy of our IT code of conduct and workstation user guidelines, which are designed to safeguard FFP's interests and users' rights.

2023 ESG ROADMAP

Maintaining ethical practices that meet the highest standards by formalising our commitments under an Ethics Charter, particularly regarding efforts to combat corruption and money laundering.

Providing all staff with training appropriate to their exposure to ethical risks.

Using ESG criteria to select FFP's suppliers and subcontractors.

PERSONAL APPROACH

Our people underpin FFP's success, which is why we put their personal development, wellbeing and diversity at the heart of our HR policy.

FFP is a company on a human scale, characterised by an entrepreneurial mindset and close-knit teams. Our streamlined structure ensures that our staff interact regularly and spontaneously. This results in a hands-on HR approach under the direct responsibility of the Executive Committee, allowing us to make adjustments for the needs of all staff.

We make sure they can upskill and reskill throughout their careers. Accordingly, we carry out annual appraisals for all staff, when we review the past year and take into account their career development wishes. As well as such appraisals, we offer training to all willing staff. In terms of pay, we ensure we are an attractive employer. In addition, all staff and directors benefit from an incentive agreement comprising an employee savings plan (PEE) and a collective retirement savings plan (Perco). To ensure transparency, we give all details about how these agreements work in our Universal Registration Document.

Wellbeing and work/life balance among our people are key priorities in our HR policy. Every year, to ensure continuous improvement, we carry out an anonymous survey and the main findings are discussed with FFP's Executive Committee in our annual conference. Among other innovations, this has resulted in a home working charter.

In accordance with applicable regulations, FFP has two employee representatives who are involved in drafting and signing collective agreements. For our employees who have young children, we know that it can be hard to find nursery places and so we help them.

Finally, we ensure compliance with diversity and equal opportunity principles within the firm. In accordance with Article L. 225-102-1 of the French Commercial Code, the firm's recruitment activities adhere to anti-discrimination and diversity principles and, generally, to International Labour Organization (ILO) Conventions.

In 2020, we signed up to the France Invest Charter promoting gender parity among French private equity firms and companies they support.

2023 ESG ROADMAP

Adopting an ambitious training and career management policy and updating it regularly to keep pace with staff needs and developments within FFP.

Formalising our workplace diversity pledges, outlawing recruitment discrimination and tracking progress in gender equality.

Formalising our work quality of life and occupational health approach, and introducing methods to monitor stress.

LIMITED ENVIRONMENTAL FOOTPRINT

As a human-scale investment firm, we have little direct environmental impact. While our office-based operations are not a major issue in terms of resource consumption and preservation, the demands we place on ourselves are the same as those we apply to other ESG issues. So we have introduced practices that support the energy transition and we strive to minimise our environmental footprint.

Primarily, we looked at how we manage waste such as paper, cardboard, plastic, metal, glass and coffee pods, where we have teamed up with external providers like Greenwishes, Shred-it and Nespresso, to sort, collect and recycle our main sources of waste.

We also seek to cut use of plastic and we now use refillable glass bottles and flasks, along with a bean-to-cup coffee machine, in our offices.

We are aware that business travel and commuting account for most of our environmental impact. Hence travel is one of our key environmental priorities in our roadmap.

2023 ESG ROADMAP

Measuring our footprint with the help of a carbon and energy audit in order to draft a formal Environmental Charter based on ambitious but realistic reduction targets.

Ensuring that we meet those targets by reducing the impact of commuting and by moving our vehicle fleet towards hybrid and electric vehicles.

Extending our recycling campaign so that FFP eventually becomes plastic-free.

POSITIVE CONTRIBUTION TO SOCIETY AT LARGE

Our family values have always involved fully grasping our social responsibility. We strive to put forward a plan that matches our values, unites our staff and contributes positively to society at large.

Such a plan – supported by the Peugeot family, Établissements Peugeot Frères and FFP – is carried out through various initiatives such as setting up an endowment fund for training and biodiversity projects, and we sponsor the Bourgogne-Franche-Comté Démos children's orchestra.

2023 ESG ROADMAP

Charting employee expectations measuring their actual current commitment to the firm.

Formalising an HR policy in keeping with our values and taking steps to implement it.

TRANSPARENT REPORTING

While our values mean we are fairly discreet with communication, we do strive to be transparent vis-à-vis our stakeholders.

FFP is a listed company that fulfils its reporting duties and communicates regularly with all shareholders and lenders – through press releases, roadshows and the AGM – covering our operations, investments and performance indicators.

In 2018, we appointed a Communications manager. ESG issues have been covered in our various communication media, website and Universal Registration Document since 2016. In future, we will report every year on rolling out our ESG roadmap. We also report our key policies including our Stock Exchange Code of Conduct and Responsible Investment Charter.

2023 ESG ROADMAP

Maintaining transparent communication about our ESG practices across our Universal Registration Document, website and all communication media.

AN ACTIVE AND RESPONSIBLE INVESTMENT APPROACH

ROOTED IN OUR VALUES

As an active minority investor and responsible long-term shareholder, FFP strives to contribute to enduring economic growth. We help our investees enhance how they build their business, treat their employees and minimise their environmental footprint.

Our investment approach involves both long-term commitment and consistency with our family values, and is characterised by:

- Proper grasp of our investees' issues, based on the Peugeot family's industrial and entrepreneurial experience;
- "Meaningful" investment, i.e. boosting an investee's growth, funding a transformative M&A deal, creating world leaders, and supporting private equity funds that seek to contribute positively to society and the environment;
- Risk management that fully addresses ESG issues and aims to ensure good long-term performance;
- Desire to support investees over a long-term investment horizon, with most investments being held for more than 10 years.

To meet such goals, we rely on a cross-disciplinary unit that applies to all our direct and indirect holdings, including real-estate investments and co-investments. For our investments, our ESG unit is backed by our ESG Steering Committee and Responsible Investment Charter.

In 2017, we set up an ESG Steering Committee comprising representatives from all Company departments including Executive Management, Legal, Investment, Finance and Communications departments.

The Committee's cross-disciplinary members mean we can involve all staff and ensure that our responsible investment strategy is adopted at all levels of the firm including our Board of Directors and Executive Committee, whose meetings frequently cover such matters.

The ESG Steering Committee primarily has an operational role. It co-ordinates FFP's responsible investment strategy and ensures that ESG criteria are applied consistently across all our holdings. It also carries out regulatory investigations and tracks key sustainability-related developments. Under said role, it holds talks and strategy meetings on issues such as our business model and non-financial risk management.

Lastly, it is responsible for ensuring compliance with and implementation of the Responsible Investment Charter that we adopted in 2016. This Charter, which is available on the FFP website, sets out the aforementioned FFP values and serves as a reference for everyday work and action taken by all staff and managers, in accordance with applicable governance and ethics regulations and best practice. It also defines our policy of excluding industries or companies involved in controversial activities such as gambling, tobacco and pornography. The long-term variable remuneration of our staff and managers (via our performance share plan) is partly based on meeting targets for integrating ESG criteria into investment procedures. Hence, we ensure that staff take ESG criteria into account in their analysis and always consider them when taking investment decisions.

2023 ESG ROADMAP

Regularly tracking implementation of our ESG roadmap, including by changing ESG Steering Committee members and adjusting performance share plan ESG criteria.

Ensuring that our values are formally taken into account in our investments by updating our Responsible Investment Charter, factoring them into reviews of potential investments and periodically reviewing our exclusion criteria.

Identifying the most material Sustainable Development Goals (SDGs) for FFP and integrating them into our responsible investment strategy.

Continuing to develop our ESG approach by examining whether it is appropriate to seek various certifications, developing our ESG analysis and monitoring our impact investing strategy within the ESG Steering Committee.

SYSTEMATIC ESG INTEGRATION

Our approach as a responsible investor is achieved in practice by integrating ESG criteria into all our investment strategies. To ensure they are always integrated, this is the direct responsibility of staff overseen by the ESG Steering Committee. In 2018, for example, we carried out an in-depth audit to pinpoint and analyse ethics and compliance practices among companies in our portfolio.

Listed and unlisted shareholdings

When acquiring holdings, our people always carry out due diligence to assess both non-financial and financial data. This includes taking into account employee-related and environmental criteria depending on their materiality and risks they represent for the reviewed investee.

We also pay particular attention to corporate governance. Analysing governance plays a central role in all our investment decisions. During the acquisition phase, we ensure that potential investees have strict governance rules ensuring that powers and checks and balances thereto are transparent and reasonable.

The results of our ESG due diligence are always included in investment memos, then forwarded to the Investments and Shareholdings Committee to help inform its opinion about the potential investment.

During the ownership period, we ensure that all investees have identified and factored in their ESG issues, and adopted ways to deal with non-financial risks.

The FFP ESG Steering Committee carries out an overall review of our investees' ESG practices once a year.

Co-investments, commitments to private equity funds and real estate

During due diligence on private equity funds, we send asset management firms our ESG questionnaire so that we can assess their responsible investment strategy and gauge their sophistication in this field. We will not make any commitment to an asset management firm whose investment strategy does not match our values and our responsible investment approach. For co-investments and real-estate investments, the process is the same as for listed and unlisted holdings.

When investing in a fund, we include a specific ESG clause in the legal documentation, notably in the form of a side letter. As such, we can ensure that funds are subject to the same responsible investment requirements as our own. During the term of such funds, we track performance annually via an ESG questionnaire that we send to asset management firms. We strongly encourage them to factor ESG criteria into their operations as well as in their portfolios on an ongoing basis.

FOCUS: IMPACT INVESTING

As a responsible investor, since 2015 FFP has invested in several impact funds, which combine positive social and environmental impact with sustainable financial returns.

We have teamed up with three asset-management firms on an ongoing basis, namely Alter Equity, Amboise Partners and Impact Partners.

2023 ESG ROADMAP

Developing a method for measuring the ESG sophistication of potential investees, allowing us for example to take into account listed companies' non-financial ratings.

Making ESG an investment criterion in its own right by continuing to always factor it into our procedures and measuring EU taxonomy as best as possible.

Measuring our current portfolio's ESG sophistication (including climate issues) and drafting a series of impact indicators to monitor holdings' performance.

SUPPORTING THE RESPONSIBLE TRANSFORMATION OF OUR INVESTEES

At FFP, we know that supporting our investees over the long term requires us to act as a partner in their efforts to become more responsible, ensuring maximum value creation.

Within our teams, directors representing FFP on the boards of our investee companies play a key role. This is why we have drafted a Charter of Rights and Duties for FFP Directors, defining the scope of their duties.

Although FFP is a minority shareholder, we ensure that it is always represented in investees' governance bodies by having members on their Boards of Directors or Supervisory Boards. By playing this active role in boards and committees, we can help develop strategies, focus attention on ESG issues and make sure that investees apply good governance rules.

As a long-term investor, FFP is also committed to supporting investees over the long term. Each investment decision is taken with a long-term view, with no constraints regarding exit. Currently, we have held the investments in our portfolio for more than 10 years on average and we do not make speculative investments. As a result, we make long-term commitments with the aim of realising each investee's value-creation potential.

2023 ESG ROADMAP

Giving investees' directors the resources to stay up to date with ESG matters by providing them with training and supplementing our Charter of Rights and Duties for FFP Directors.

Implementing an active ESG engagement policy, making sure that ESG matters are on the agenda of our investees' board members at least once per year and monitoring the number of ESG resolutions supported by FFP in their board meetings. More generally, putting ESG matters on the agenda in our discussions with investees.

ESG IN PRACTICE AT FFP

THE TEAM

At 31 December 2019, the Company's headcount amounted to 27 (15 men and 12 women), including the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer. 89% of staff conduct their activities at the registered office and 11% at FFP's UK subsidiary.

There were no joiners or leavers in 2019.

The age range was between 27 and 69 years at 31 December 2019. The average age at the same date was 44. The proportion of women was 48% among managers and 44% among the workforce as a whole. 41% of employees are aged over 50.

With the exception of the Chairman and Chief Executive Officer and Deputy Chief Executive Officer, all employees hold a permanent employment contract. FFP had no temporary staff or part-time employees at 31 December 2019. The Company has to abide by French legislation on the 35-hour workweek. That said, 93% of its employees have manager status.

In accordance with Article L. 225-102-1 of the French Commercial Code, our recruitment practices adhere to the principles of combating discrimination and promoting diversity and, broadly, with International Labour Organization (ILO) Conventions.

TRAINING AND PROFESSIONAL DEVELOPMENT

Employees received 118 hours of training in 2019, mainly in the areas of finance and accounting, and the total training budget was €16,659.

All employees have an annual individual appraisal meeting.

WORK ORGANISATION

The company did not experience any absenteeism among staff in 2019.

There were no work accidents in 2019.

In order to continuously improve employees' work quality of life and collective performance, FFP and EPF introduced a home working charter in 2018, ensuring that home working follows applicable provisions of legislation and collective agreements.

The other matters covered by decree no. 2002-221 of 20 February 2002 implementing Article L. 225-201-1 of the French Commercial Code – i.e. health and safety, training, employment and integration of disabled workers, employee benefits and outsourcing – do not require any comments owing to the specific nature of the Company's operations and low headcount.

REMUNERATION AND BENEFITS

FFP's 2019 payroll amounted to €4,423,827 (2018: €4,132,978) and social security charges totalled €2,964,497 (2018: €2,432,868).

Employees and directors benefit from an incentive agreement, under which €185,113 was paid out in 2019. All staff can opt to have some or all their incentive bonus paid into an employee savings plan (PEE) and/or collective retirement savings plan (Perco) managed by an outside investment firm. The Perco plan rules were supplemented by a 2015 agreement pursuant to the French "Macron Act" no. 2015-990 on employer social security charges.

FFP and Établissements Peugeot Frères, which together form a business and employee unit, held staff representative elections on 4 February 2016, which means FFP can enter into collective agreements. On 5 December 2019, EPF and FFP staff elected two full social and economic committee members along with two alternate members.

2019, 2020 and 2021 incentive plan agreements were signed in 2019, along with a supplemental health insurance agreement, which was updated in late 2019 to bring it into line with latest statutory rules.

To help employees deal with difficulties in arranging childcare, FFP and EPF have teamed up together so staff can reserve nursery places for their children. In 2019, four employees arranged a total of five nursery places close to their homes or workplaces in this way.

SOCIAL COMMITMENT AND CORPORATE PHILANTHROPY

FFP's total donations in 2019 amounted to €1,010,000.

The main donation made by Établissements Peugeot Frères and FFP was to France's Fondation du Patrimoine, to help with rebuilding Paris's Notre-Dame cathedral. FFP also supports the charity Démos, which strives to enhance access to cultural attractions and works with children from urban districts or rural areas where cultural opportunities are fewer. Since 2010, Démos has sought to bring classical music closer to such children by helping them play instruments in an orchestra. Specifically, FFP has pledged to sponsor the Bourgogne Franche-Comté children's orchestra for the last three years.

FFP also sponsors the Institut de l'Engagement and the Association pour le Rayonnement de l'Opéra de Paris (AROP).

ENVIRONMENT

Given that FFP trades as an industrial and financial holding company, Article L. 225-102-1 of the French Commercial Code on environmental and employee reporting is not applicable because such rules are not relevant to the company's operations. However, FFP does address environmental and social issues under its investment policy by including consideration of ESG criteria.

Établissements Peugeot Frères and FFP organise waste sorting, collection and recycling that covers paper, cardboard, plastic, metal, glass and coffee pods, by engaging various companies including Nespresso, Greenwishes and Shred-it. A waste reduction policy has also been adopted, including equipping offices with filtered water dispensers from the mains water supply, using glass bottles in meeting rooms and giving flasks to all employees, as well as installing a bean-to-cup coffee machine. These initiatives aim to eliminate use of plastic water bottles and cut use of aluminium coffee pods.

Établissements Peugeot Frères and FFP also pay particular attention to office electricity consumption. In 2019, this totalled 135,429 kWh across all EPF and FFP offices.

1.6 FFP in 2019

2019 as viewed by Bertrand Finet, Chief Executive Officer [(1)]

What were 2019's highlights?

Bertrand Finet: 2019 was a very eventful year for us as we pursued our strategy. In addition to the transformative PSA and FCA merger that Robert Peugeot commented already, we continued to acquire new direct equity stakes in companies such as SIGNA Prime Selection (Austrian real estate) and Acteon (dental equipment). In particular, the SIGNA Prime Selection transaction, our first private prime real-estate investment, was an occasion to demonstrate our strength in deal execution. This investment doubled our real-estate operations and increases our exposure to German-speaking Europe. In February, we also exited our investment in DKSH after 11 years participating in the governance of the company. We achieved a significant capital gain on exiting that investment, which delivered a multiple exceeding 4 times its initial cost. We reinvested the sale proceeds in the new investments I have just mentioned. We also continued to support the growth of our portfolio companies, for instance by investing further in Tikehau.

Our co-investments and follow-on investments in The Lian, Transact, JAB Holding and Lineage further raised our exposure to the United States and Asia, and to growth sectors such as e-commerce in Asia and petcare in the US.

Finally, we continued to roll out our private equity fund strategy, with new commitments to ten funds managed by top-class asset management firms. These transactions clearly illustrate the regional and industry diversification strategy that FFP has been pursuing in recent years.

In 2019, we launched a project to formalise ESG activities that we started to implement over the last few years. This formally structured commitment is an evidence of our determination to combine financial results with contributing to society both within our portfolio companies and at FFP itself. The ambitious roadmap we have introduced seeks to foster collective awareness of our environmental and social impact and business actions required as a result. By encouraging our investees to have a proactive approach to ESG criteria, we also wish to contribute to their long term financial and non-financial value.

(1) Bertrand Finet is due to take over as FFP's Chief Executive Officer following the 19 May 2020 AGM.

“I am confident that we have all the ingredients, both human and financial, to continue our growth trajectory in the coming years.”

What would you say about FFP's 2019 results?

B. F.: Our Net Asset Value increased in 2019. It was almost €4.5 billion as of 31 December 2019, up 21% over the year. Performance was fuelled by all asset classes, listed investments turned in a really high return in a buoyant market. The Group's net profit attributable to parent company shareholders came in at €131 million for 2019, up €16 million year-on-year.

What about your financial position?

B. F.: FFP's financial position is healthy and robust, and we pursue a sensible indebtedness policy. Net debt stood at €763 million at 31 December 2019, up from €561 million at 31 December 2018. In October 2019, we successfully carried out our first ever bond issue, issuing €300 million of 7-year bonds in order to diversify our funding sources, extend debt maturity and step up growth.

What will drive growth in the next few years?

B. F.: Our future performance will probably come from the same factors as those that have underpinned our growth over the last 15 years under Robert Peugeot's leadership, namely our ability to originate investments that deliver long term sustainable growth, directly or alongside partners, and the strength of our network. We constantly seek to balance risk and reward, and to keep our assets decorrelated from each other by focusing on diversification in both industry and regional terms. It would also like to point you to the quality of our team. We continue to hire new team members with complementary profiles: we have added one person in London and another in our private equity fund team since the start of the year. The ESG roadmap that we introduced in early 2020 will also guide our future investments. I am confident that we have all the ingredients, both human and financial, to continue our growth trajectory in the coming years.

How will the coronavirus crisis affect your business?

B. F.: This is a really hard question to answer at present. The immediate impact of the worldwide coronavirus outbreak was that financial markets plummeted, with an adverse effect on the value of our listed holdings since the start of the year. Lockdown restrictions in some countries have hit hard some of our portfolio companies. For example, PSA Group and SEB decided to shut down their production plants accross Europe on 16 March. All our investees have set up crisis management dedicated teams to introduce business continuity plans and ensure that their employees' health is protected. The firms that manage our private equity investments are doing the same with their own portfolio companies. We will of course keep our shareholders regularly updated on future developments.

HIGHLIGHTS

ANNOUNCEMENT OF PSA GROUP'S MERGER WITH FCA

FFP and parent company Établissements Peugeot Frères both fully support the planned merger between PSA Group and Fiat Chrysler Automobiles BV.

DISPOSAL OF DKSH

After supporting DKSH for 11 years, in February 2019 FFP sold its stake achieving a total exit multiple of 4.3x.

INVESTMENT IN ACTEON

In June 2019, FFP invested in Acteon alongside the Dentressangle family. Acteon is a French medtech firm that designs and makes hi-tech dental and medical equipment.

FURTHER INVESTMENT IN PARTNERSHIP WITH JAB HOLDING

FFP once again made investment commitments alongside JAB to support the group's expansion strategy, particularly in the petcare sector following the acquisition of Compassion First and NVA.

INVESTMENT IN SIGNA PRIME SELECTION

FFP acquired a stake in real-estate company SIGNA Prime Selection, which doubled the value of its real-estate assets while increasing its regional diversification.

TWO NEW CO-INVESTMENTS

THE LIAN TRANSACT

ADDITIONAL INVESTMENTS

In Tikehau Capital Advisors, Lineage and Asmodee.

INVESTMENT IN ICAWOOD

FFP committed €25 million to Icawood, a fund that plans to develop low-carbon, timber-framed office buildings in Greater Paris.

FIRST EVER BOND ISSUE

In October 2019, FFP issued €300 million of bonds.

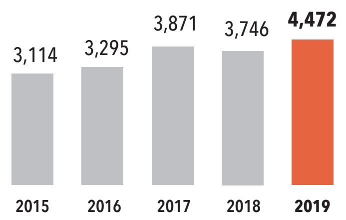
+

COMMITMENTS TO 10 NEW PRIVATE EQUITY FUNDS, TOTALLING €149 MILLION

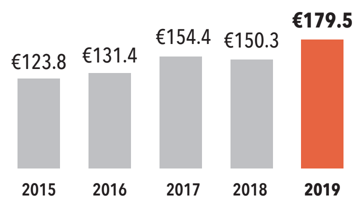
1.7 Key figures

ASSET VALUE[1] (€m)

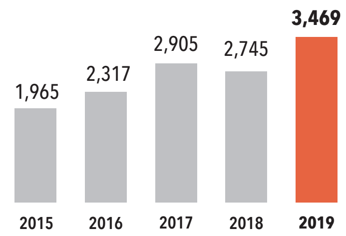
Net Asset Value



Net Asset Value per share



Gross Asset Value of Investments
(excluding PSA Group)

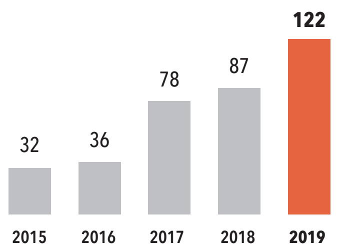


Consolidated financial statements

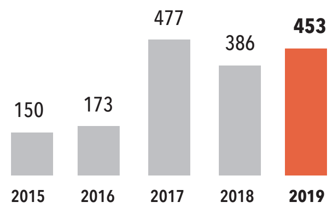
(€m)	2015	2016	2017	2018	2019
Net profit attributable to parent company shareholders	159.2	149.8	221.8	114.9	131.4
EPS	€6.4	€6.0	€8.9	€4.6	€5.3
Comprehensive income attributable to parent company shareholders	743.9	181.8	513.3	111.0	671.3
Equity attributable to parent company shareholders	2,928.3	3,070.1	3,508.9	3,569.6	4,188.5
Equity per share after earnings allocation	€115.2	€120.6	€139.8	€142.2	€167.0

MAIN CASH FLOWS (€m)

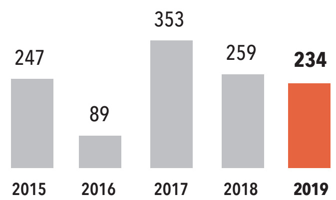
Dividends received
(FFP and wholly-owned subsidiaries)



Investments in equity
and private equity funds

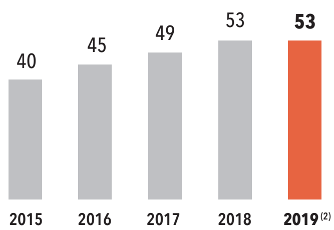


Sales of securities and cash
from private equity funds

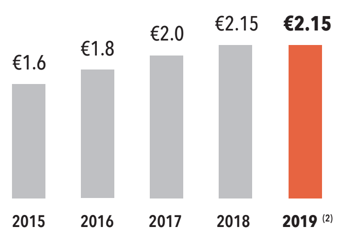


DIVIDENDES

Dividend paid (€m)



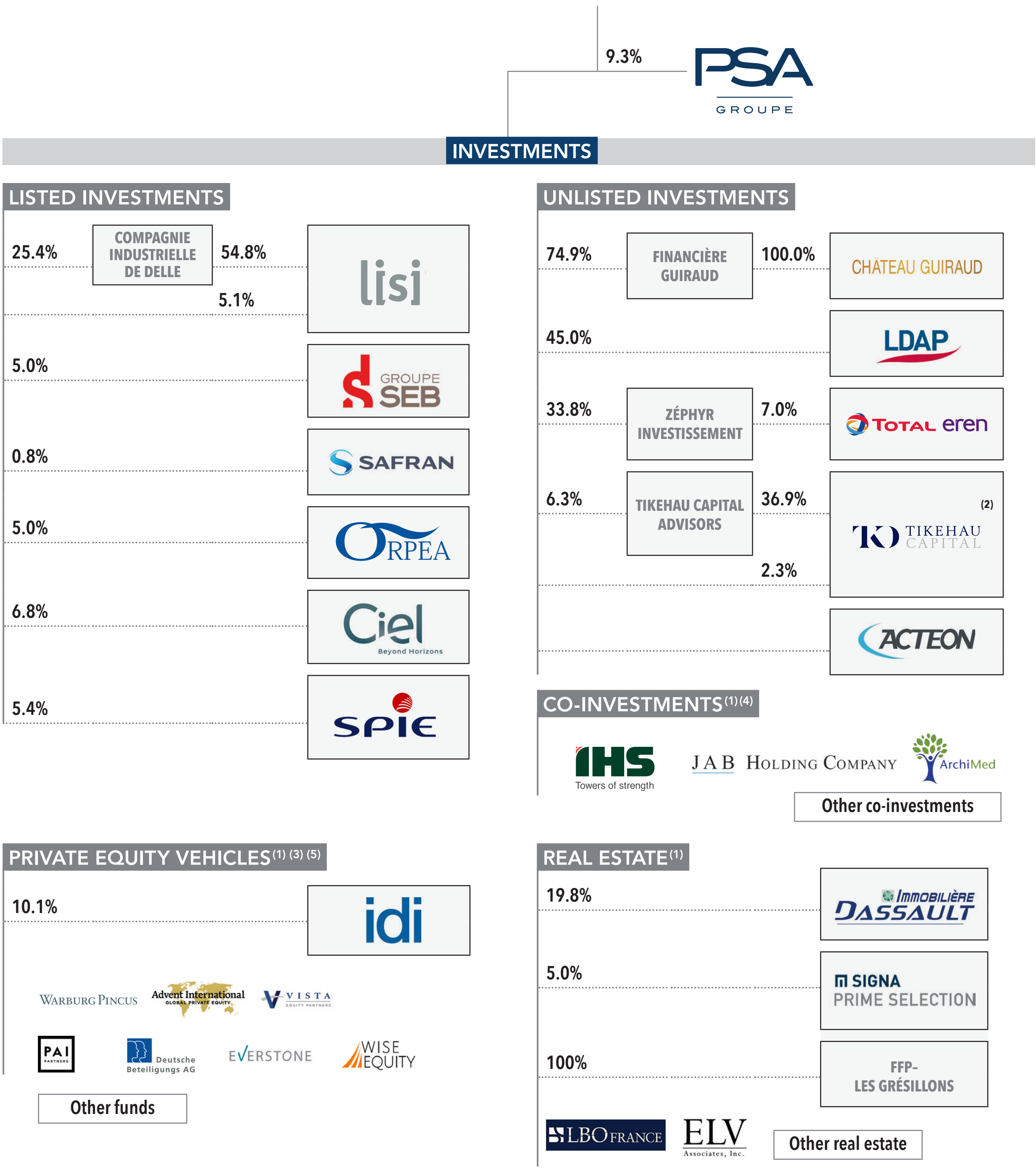
Net dividend per share



(1) Details of asset valuations at 31 December 2019 are provided in section 1.9 «Net Asset Value».
(2) Put to the 19 May 2020 AGM.

1.8 Shareholdings chart

Percentages stated below represent equity interest.



(1) Non-exhaustive list: details of commitments in the last three years can be found on pages 125 and 126.
(2) FFP Invest's direct investment in Tikehau Capital is included in listed investments under Net Asset Value.
(3) Commitments to funds before 2012 were made by FFP. Since then, they have been made by FFP Invest or FFP Investment UK Ltd, FFP direct or indirect wholly-owned subsidiaries. Details of such commitments can be found on pages 125 and 126.
(4) FFP Invest has invested in IHS partly via ECP IHS managed by pan-African fund ECP, and partly via ATT, a Wendel subsidiary.
(5) IDI Emerging Markets consists of IDI Emerging Markets SA – which has two sub-funds, in which FFP Invest holds varying equity interests – and IDI Emerging Markets Partners–Fund III, FFP's third investment vehicle.

1.9 Net Asset Value

(€m)	Valuation method	Reconciliation with the consolidated financial statements	Equity interest (%)	Valuation	% of Gross Asset Value
PSA GROUP (A)	Share price	R	9.3%	1,796	34%
LISI	Share price	NR	5.1%	83	2%
CID (Lisi)	NAV of holding company	NR	25.4%	230	4%
SEB	Share price	R	5.0%	334	6%
Safran	Share price	R	0.8%	442	8%
ORPEA	Share price	R	5.0%	373	7%
CIEL group	Share price	R	6.9%	16	0%
Tikehau Capital	Share price	R	2.3%	68	1%
SPIE	Share price	R	5.4%	154	3%
Unlisted shareholdings	Market value	NR		150	3%
Shareholdings (i)				1,850	35%
Private equity funds	Adjusted realisable value	NR		339	6%
IDI	Share price	R	10.1%	32	1%
Private equity vehicles (ii)				371	7%
Co-investments (iii)	Market /adjusted realisable value	NR		734	14%
Immobilière Dassault	Share price	R	19.8%	91	2%
Unlisted real-estate assets	Externally appraised value/market value	NR		360	7%
Real estate (iv)				451	9%
Other financial assets and liabilities	Share price/ realisable value	NR		33	1%
Cash		R		30	1%
Other assets (v)				63	1%
GROSS ASSET VALUE OF INVESTMENTS (i)+(ii)+(iii)+(iv)+(v) = (B)				3,469	66%
GROSS ASSET VALUE = (A) + (B)				5,265	100%
DEBT (C)		R		793	
NET ASSET VALUE = (A) + (B) - (C) per share				4,472 €179.5	

RECONCILIATION WITH THE CONSOLIDATED FINANCIAL STATEMENTS

R) These valuations can be found in FFP's consolidated financial statements: Note 15.1 for equity investments, Note 19.1 for cash and Note 21.1 for bonds, bank debt and accrued interest.

All told, items reconciled directly with the consolidated financial statements represent 63% of Gross Asset Value.

NR) These valuations are not found directly in FFP's consolidated financial statements, mainly because the relevant companies are consolidated (see consolidation scope in Note 2 to the consolidated financial statements). Investments that are not directly reconciled account for 37% of Gross Asset Value.

VALUATION METHOD

Net Asset Value (NAV) is calculated as Peugeot SA securities market value (A) plus FFP's Investments Gross Asset Value (B), less financial liabilities (C). PSA Group shares are carried at year-end market price. Gross Asset Value of Investments at a given date equals market value of FFP's other assets and excludes capital gains tax liabilities. Several valuation methods are used depending on investment category.

Year-end share price for listed assets: investments in PSA Group, SEB, Safran, ORPEA, CIEL, Tikehau Capital, SPIE, IDI and Immobilière Dassault are carried at year-end share price.

Net Asset Value of unlisted sub-holding companies: Compagnie Industrielle de Delle (CID) is valued at arm's length based on LISI year-end market price excluding any control premium or discount.

Market value: unlisted assets and co-investments are measured either by discounting future cash flows or by applying various multiples, including market multiples, transaction multiples or, as applicable, multiples stated in shareholder agreements. Otherwise, where fair value cannot be measured in a reliable and appropriate manner, investments are carried at cost, except where the company's business fundamentals - operations, balance-sheet structure, liquidity etc. - are materially impaired (see Note 1.8 to the consolidated financial statements).

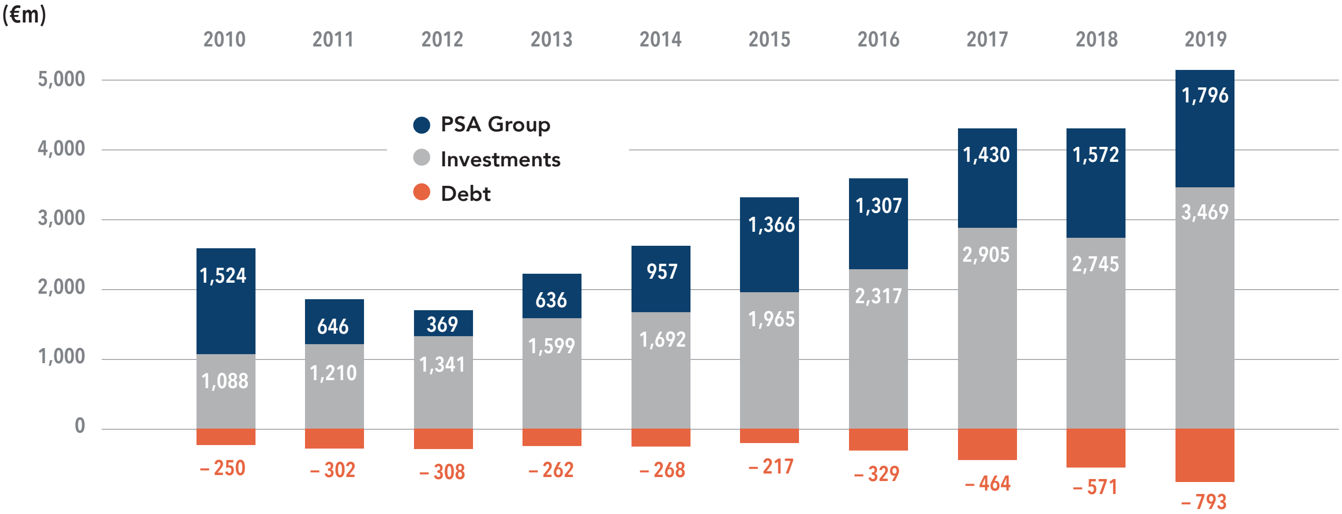
Realisable value: private equity funds and some co-investments are carried at realisable value determined or estimated by relevant private equity firms, adjusted for any calls for funds or dividend payouts between the date when such values were determined and the date when the Gross Asset Value of Investments is published. Most of such private equity funds apply valuation guidelines issued by the International Private Equity and Venture Capital Valuation Board. UCITS included in Portfolio Investment Securities and cash and cash equivalents are also stated at latest published realisable values.

Appraisal value: FFP-Les Grésillons is carried based on an annual appraisal value.

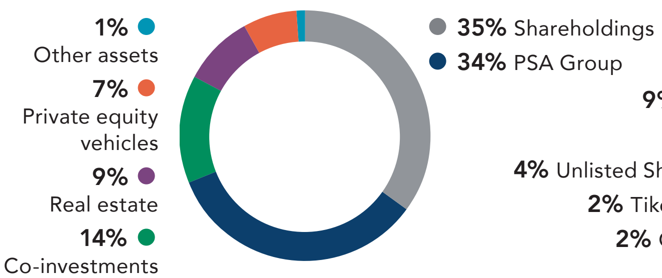
Cost: FFP's treasury shares are stated at cost.

Debt is the sum of FFP's debt at nominal value, plus accrued interest and the time value of asset-backed derivatives.

CHANGE IN NAV

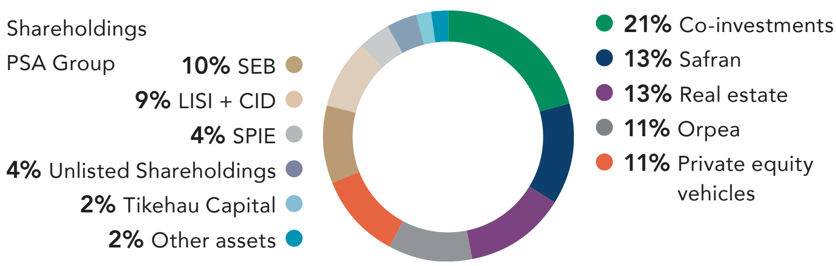


BREAKDOWN OF ASSETS (AT 31/12/2019)



BREAKDOWN OF INVESTMENTS (AT 31/12/2019)

(excluding PSA Group)

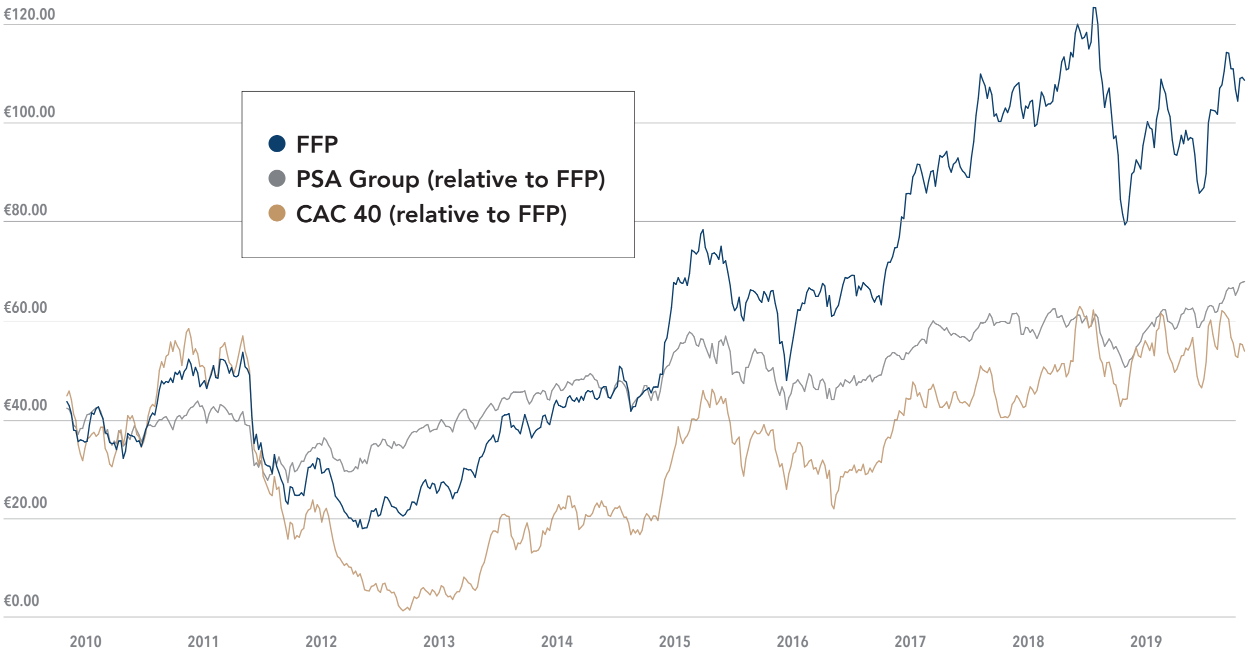


The CIEL investment does not appear in the chart because it represents less than 0.5% of Gross Asset Value.

1.10 FFP share price

SHARE PRICE PERFORMANCE SINCE 2010

PSA GROUP SHARE PRICE AND CAC 40 RELATIVE TO FFP SHARE PRICE (BASE: 01/01/2010)



(€)	2014	2015	2016	2017	2018	2019
At 31 December	50.0	68.0	72.3	100.3	80.2	104
High	54.0	80.0	72.8	107.1	119.4	110.8
Low	42.4	48.4	48.0	71.7	78.0	78.8
Average daily trades	6,027	6,495	5,126	7,947	6,134	7,051
Number of shares	25,157,273	25,157,273	25,072,589	25,072,589	24,922,589	24,922,589
Market capitalisation	1,257,863,650	1,710,694,564	1,811,494,555	2,514,780,677	1,998,791,638	2,591,949,256

SHARE FACT SHEET

Market
Eurolist compartment B

Listing market
Euronext Paris

Sector
Portfolio company

Total number of shares
24,922,589

ISIN code
FR0000064784

Reuters code
FFPP.NC

Bloomberg code
FFP FP

Registered shareholder service
CACEIS

1.11 Portfolio presentation

PSA GROUP

BUSINESS

PSA Group is Europe's second largest car manufacturer. Operations are based on six car brands – Peugeot, Citroën, DS, Opel, Vauxhall and Free2Move, each with its own global reputation and distinct features under a co-ordinated international marketing strategy and tapping into production synergies. Its activities also extend to auto loans with Banque PSA Finance and automotive parts with Faurecia. The group retains a 25% interest in Gefco, a transport and logistics company.

2019

2019 PSA group revenues dipped 10.3% relative to 2018. In Europe, PSA vehicle sales edged down 2.8% year-on-year. In China and Southeast Asia, 2019 vehicle sales volumes tumbled 55.4%. Sales plunged 52.8% in the Middle East and Africa because PSA pulled out of Iran.

2019 PSA group revenues came in at €74.7 billion, up 1.0% year-on-year. Automotive division revenues edged up 0.7% to €58.9 billion, largely due to recent successful model launches and a better product mix. Faurecia's revenue rose 1.4% to €17.8 billion.

2019 PSA group underlying operating profit totalled €6.3 billion, up 11.2% year-on-year. Automotive division underlying operating profit rose 12.8% to €5.0 billion representing an 8.5% margin despite higher raw materials costs and currency losses. Earnings were boosted by a better product mix and further cost-cutting. Faurecia's underlying operating profit came in down 2.9% at €1,227 million.

Automotive division free cash flow was €3.3 billion. The division held net cash of €10.6 billion at 31 December 2019, up from €8.9 billion at 31 December 2019. A €1.23 per-share dividend will be put to shareholders at the forthcoming AGM.

The "Push to Pass" targets, updated in early 2019, have all been confirmed, particularly Automotive division (including Opel/Vauxhall) underlying operating margin averaging over 4.5%.

In 2020, the Group expects the auto market to contract 3.0% in Europe and 2.0% in Russia, and to be stable in Latin America.

In the last quarter of 2019, PSA Group announced the terms of its merger with FCA. The combination of the two companies will give rise to the world's third-largest automotive firm in terms of revenue, with leading market shares in Europe, North America and South America. Both companies fit very well in terms of technology and product range. PSA and FCA top management have estimated annual synergies of €3.7 billion arising from the merger. FFP and its parent company EPF have both expressed their support to the planned merger.

FFP'S INVESTMENT

PSA Group's automotive business was founded by the Peugeot family. FFP bought PSA shares in PSA's 2012 and 2014 rights issues.

At 31 December 2019, FFP and its parent company Établissements Peugeot Frères (EPF) were one of PSA's three biggest shareholders with a combined 12.2% equity interest and 19.3% of voting rights. FFP owns 9.3% of PSA equity and 14.7% of voting rights.

The shareholding's value for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

FFP and EPF, acting in concert, are parties to an agreement (1) signed by PSA Group's largest shareholders on 28 April 2014.

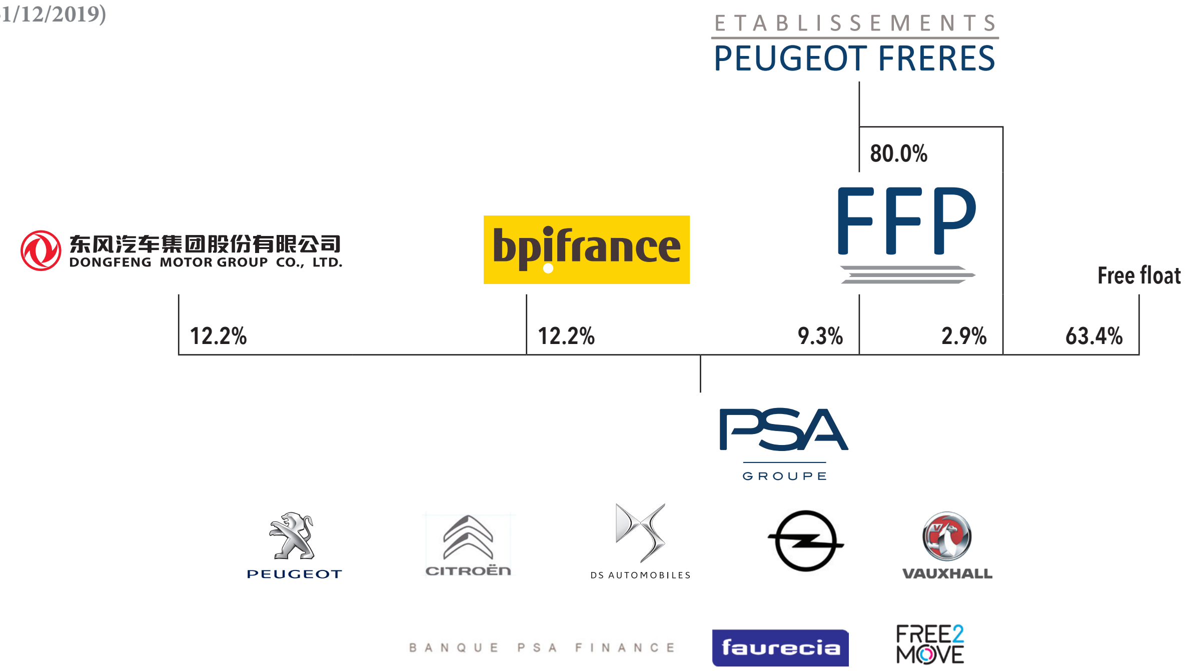
FFP and EPF, represented by Robert Peugeot and Marie-Hélène Peugeot-Roncoroni respectively, sit on PSA Group's Supervisory Board. FFP, represented by Robert Peugeot, chairs PSA Group's Strategy Committee and is a Financial and Audit Committee member. EPF, represented by Marie-Hélène Peugeot-Roncoroni, is also Supervisory Board Vice-Chairman, an Asia Business Development Committee member and an Appointments, Remuneration and Governance Committee member.

Frédéric Banzet, Chairman and CEO of FFP Investment UK Ltd, is a non-voting member of the Supervisory Board.

(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1.

SHAREHOLDING STRUCTURE

(31/12/2019)



KEY FIGURES

(€m)		2018	2019
Automotive division	Revenue	58,553	58,943
	Underlying operating profit	4,466	5,037
	Margin	7.6%	8.5%
FAURECIA	Revenue	17,525	17,768
	Underlying operating profit	1,263	1,227
	Margin	7.2%	6.9%
PSA	**Revenue**	**74,027**	**74,731**
	Change	**19,0%**	**1,0%**
	Underlying operating profit	**5,689**	**6,324**
	Margin	**7.7%**	**8.5%**
	Net profit attributable to shareholders	2,827	3,201
	Net margin	3.8%	4.3%
	Dividend per share (€)	0.78	1.23 (1)
	Equity	19,594	21,801
	Net cash/(debt)	9,098	7,914

1.11

8.5%

Automotive division profit margin

€10.6 billion

Automotive division net cash

www.groupe-psa.com

(1) Proposed to the AGM as of FFP's Universal Registration Document publication date.

LISI

BUSINESS

LISI group is a leading world fastener and assembly components aerospace and automotive manufacturer, and has served healthcare customers since 2007. LISI is an acronym for LInk Solutions for Industry.

Stake

19.0%
(5% directly and 14% indirectly via 25% stake in CID)

www.lisi-group.com

2019

LISI Aerospace division (58% of group revenues) 2019 revenue totalled €997 million, up 6.7% like for like. The division was buoyed by an upturn in the European fasteners market segment and sustained US non-commercial aviation business (business jets, military aviation and helicopters). During the year, LISI also announced the sale of Indraero Siren and LISI Aerospace Creuzet Maroc.

LISI Automotive division (34% of group revenues) 2019 revenues came in up 1.2%, boosted by the 2018 acquisition of US-based Hi-Vol and despite the division's 2019 sale of its chassis screws, studs and steering ball pins business. While the global automotive market did contract, LISI fared better than the industry as a whole and automotive division revenue amounted to €588 million (down 3.3% like for like).

LISI Medical division (8% of group revenues) turned in €146 million revenue, up 8.8%.

The aerospace division continued to account for most of LISI's underlying operating profit (80% of the total), with the automotive business accounting for 14% (down from 25% in 2018) and the medical business 5%.

Overall, LISI's revenue rose 3.3% to €1,730 million. Operating margin was 9.0%, a 0.8bp increase. LISI's financial position is solid, with net debt of €332 million at the end of 2019, a year-on-year reduction.

€1.7 billion

2019 revenue

FFP'S INVESTMENT

The Peugeot family has held an interest in Compagnie Industrielle de Delle (CID), LISI's largest shareholder, since 1977. In 1996, FFP received a 25% stake in CID as asset transfer from another Peugeot family group company.

In 2002, FFP took a direct 5% holding in LISI.

At 31 December 2019, FFP group (via wholly-owned subsidiary FFP INVEST) directly and indirectly owned 19% of LISI.

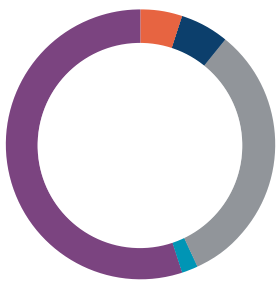
FFP INVEST has signed an agreement [1] with CID's main shareholders regarding CID equity liquidity.

The Net Asset Value of the shareholding is based on the 31 December 2019 share price. LISI and CID are treated as an associate for consolidation purposes.

Christian Peugeot, Thierry Peugeot and Xavier Peugeot are directors of CID. FFP INVEST, represented by Christian Peugeot, is a director of LISI and Strategy Committee member. CID, represented by Thierry Peugeot, is a director of LISI, a Remuneration Committee member and chairs its Appointments Committee. Marie-Hélène Peugeot-Roncoroni is a director of LISI and an Appointments Committee member and Governance Committee member.

SHAREHOLDING STRUCTURE

(31/12/2019)



KEY FIGURES

(€m)	2018	2019
Revenue	1,645	1,730
Change	0.1%	5.1%
Operating profit	136	155
Margin	8.2%	9.0%
Net profit	92	70
Net margin	5.6%	4.0%
Net dividend (€)	0.44	0.46 [2]
Equity	944	1,021
Net debt	339	332

(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1
(2) Proposed to the AGM as of FFP's Universal Registration Document publication date.

SAFRAN

Year of investment
2018

Total invested
€267 million

Stake
0.8%

www.safran-group.com

BUSINESS

Safran is a world leading aerospace company, and its main business consists of making civil aircraft engines. The company also produces other aviation, space and defence equipment. Safran has leading market shares in all such markets.

2019

Safran reported 2019 adjusted revenue of €24.6 billion, a year-on-year 9.3% like-for-like increase. Adjusted underlying operating profit came in at €3.8 billion (15.5% of revenue), up 24.6%. 2019 free cash flow was €2.0 billion and net debt was €4.1 billion at 31 December 2019.

From April 2019, total production of civil aviation turbojets was hit by a plunge in Boeing 737 Max aircraft production after they were grounded the previous month. As a result, CFM engine (LEAP and CFM56) full year 2019 deliveries edged down to 2,127. However, the CFM56-LEAP transition continued and LEAP engines accounted for 80% of all 2019 deliveries, up from 52% the previous year. LEAP orders and purchase intentions have held up well and order backlog consists of 15,614 engines in total.

Aerospace Propulsion division revenues came to €12.0 billion, up 10.8% like for like. Underlying operating profit totalled €2.5 billion yielding a 20.6% margin.

Aircraft Equipment, Defence & Aerosystems division revenue was €9.3 billion yielding a 13.1% margin.

Finally, the Aircraft Interiors division continued to restructure and posted €3.3 billion revenue, up 8.8% like for like. Underlying operating profit was €188 million and a 5.7% margin, a 2.5bp increase.

FFP'S INVESTMENT

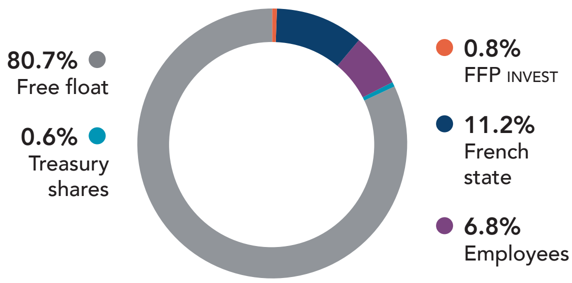
Since 2006, FFP has held a stake of more than 5% in Zodiac Aerospace and was one of its biggest shareholders. Having been at the company's side for 12 years, FFP supported Zodiac Aerospace's merger with Safran.

In February 2018, FFP tendered its entire Zodiac Aerospace equity to Safran's public tender offer. Post merger and having invested a further €31 million in Safran shares, FFP now owns 0.8% of Safran. The shares received from the public offer are preferred shares that must be retained until February 2021.

F&P, a 50/50 joint venture between FFP and Fonds Stratégique de Participations, can appoint one Safran board director and is represented by its chairman Robert Peugeot, who also represents F&P on Safran's Audit and Risk Management Committee.

A short- or medium-haul civil aircraft fitted with Safran engines takes off every
2 seconds

SHAREHOLDING STRUCTURE
(31/12/2019)



KEY FIGURES

(€m, adjusted)	2018	2019
Revenue	21,050	24,640
Change	32.0%	17.1%
Underlying operating profit	3,023	3,820
Margin	14.4%	15.5%
Net profit attributable to parent company shareholders	1,981	2,665
Net margin	9.4%	10.8%
Net dividend (€)	1.82	0 (1)
Equity	12,301	12,748
Net debt	3,798 (2)	4,114

1.11

(1) Proposed to the AGM as of FFP's Universal Registration Document publication date.
(2) Adjusted for IFRS 16.

SEB

BUSINESS

Groupe SEB is the world small domestic equipment no. 1 producing and selling small electrical appliances, cookware and professional coffee machines. It offers a broad product range covering electrical kitchen appliances, home, laundry and personal care, cookware and business coffee machines, which are marketed under various brands including Krups, Lagostina, Moulinex, Rowenta, Tefal, Supor and WMF. It has global operations and distribution channels, with e-commerce accounting for almost 25% of total revenues. SEB produces around two thirds of its products in global production facilities spanning 41 locations, and sells in more than 150 countries, with China being its biggest market. It has substantial exposure to emerging markets, which account for 45% of revenue.

2019

In an uncertain and volatile operating environment, SEB achieved its sixth straight year of organic growth above 5%. All regions and all product lines posted revenue growth in the consumer business, while the Professional business unit (mainly business coffee machines) continued to surge following two acquisitions (Wilbur Curtis and Krampouz).

In 2019, SEB's revenue totalled €7.4 billion, up 8.0% over 2018 and up 5.8% like for like. This compares well with SEB's strong historical growth rates - like for like revenue growth of 9.2% in 2017 and 7.8% in 2018. Operating profit came in at €740 million, up from €695 million in 2018. Operating cash flow totalled €367 million (2018: €552 million). Net debt ended the year at €1,997 million, 2.1 times adjusted EBITDA.

+5.8%
2019 like-for-like revenue growth

+6.5%
Increase in operating profit

Year of investment
2004

Total invested
€80 million

Stake
5.0%

www.groupeseb.com

FFP'S INVESTMENT

FFP became a shareholder of SEB in the first half of 2004, spending €80 million for 5.0% of equity. At 31 December 2019, FFP (via wholly-owned subsidiary FFP INVEST) held 5.0% of SEB.

The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

FFP INVEST, represented by Bertrand Finet, sits on SEB's Board of Directors and is an Appointments and Remuneration Committee member.

SHAREHOLDING STRUCTURE

(31/12/2019)

KEY FIGURES

(€m)	2018	2019 (1)
Revenue	6,812	7,354
Change	5.1%	8.0%
Operating profit	695	740
Margin	10.2%	10.1%
Net profit attributable to parent company shareholders	419	380
Net margin	6.2%	5.2%
Net dividend (€)	2.14	2.26 (2)
Equity	2,307	2,628
Net debt	1,578	1,997

(1) Figures after IFRS 16. Before IFRS 16, 2019 operating profit was €731 million and net debt was €1,663 million, 1.9 times adjusted EBITDA.
(2) Proposed to the AGM as of FFP's Universal Registration Document publication date.

ORPEA

BUSINESS

ORPEA is a European leader in dependency care operating nursing homes, post-acute and rehabilitation clinics, psychiatric care clinics and home care services (serviced residences, day care, home-based services and day-time and night-time hospital services). Founded by Dr Jean-Claude Marian in 1989, the company was floated in 2002. ORPEA has 1,014 facilities and 104,234 beds (including 20,932 facilities under construction) in 22 countries, and it employs almost 60,000 people.

2019

In 2019, ORPEA continued to expand abroad adding 7,657 beds across its network. The proportion of beds outside France increased from 41% in 2014 to 62% in 2019, by installing facilities both in all large metropolitan areas and also in new countries such as Colombia, Mexico, Slovenia and Latvia. The pipeline of beds under construction surged 20% in 2019 and 86% of them are outside France.
2019 revenue amounted to €3,740 million, up 9.4% and 4.7% reported and like for like respectively. EBITDAR came in at €983 million, 26.3% of revenue. ORPEA owns 49% of its buildings, which were valued at €6.0 billion at 31 December 2019, excluding held-for-sale buildings. Early 2020, ORPEA moved into a new country, Ireland, by buying care home operator TLC (674 beds). In 2020, the company seeks to grow revenue by 8.0% to €4.04 billion.

+9.4%

reported revenue growth (4.7% like for like)

FFP'S INVESTMENT

FFP invested in ORPEA in July 2011 buying some shares from the founder and others on the market. FFP raised its ORPEA investment in 2011 when the latter carried out a €203 million capital increase.

On 26 July 2018, after 11 years as a shareholder, FFP sold 550,000 ORPEA shares, representing around 0.85% of the company's equity. The shares were placed exclusively with institutional investors following an accelerated book-building process at €116 per share totalling €63.8 million.

At 31 December 2019, FFP (via wholly-owned subsidiary FFP INVEST) held 5.0% of ORPEA. The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

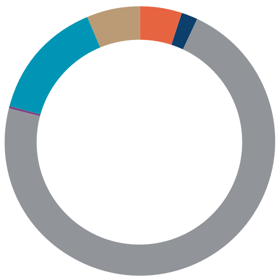
Year of investment
2011
Total invested
€115 million
Stake
5.0%

www.orpea.com

FFP INVEST, represented by Thierry Mabille de Poncheville, has a seat on ORPEA's Board of Directors, is an Audit Committee member and chairs its Appointments and Remuneration Committee.

SHAREHOLDING STRUCTURE

(31/12/2019)



6.3% Dr Marian and family
14.5% CPPIB
0.1% Treasury shares
5.0% FFP INVEST
2.0% Sofina
72.1% Free float

KEY FIGURES

(€m and before IFRS 16)	2018	2019
Revenue	3,420	3,740
Change	9.0%	9.4%
Underlying operating profit	428	453
Margin	12.5%	12.1%
Net profit attributable to parent company shareholders	220	246
Net margin	6.4%	6.6%
Net dividend (€ per share)	1.2	1.3 (1)
Equity attributable to parent company shareholders	2,970	3,023
Net debt (2)	5,022	5,535
Real estate net debt (2)	4,269	4,705
Real estate value (2)	5,713	6,022

(1) Proposed to the AGM as of FFP's Universal Registration Document publication date.
(2) Excluding held-for-sale assets, excluding IFRS 16 lease liabilities (€2,500 million in 2019) and right-of-use assets (€2,334 million in 2019).

SPIE

BUSINESS

SPIE is Europe's leading independent provider of multi-technical services, operating in the fields of electrical, mechanical and climate engineering, communication systems and energy-related specialist services. With 47,200 employees around the world and a strong local presence, the group helps clients with the design, construction, operation and maintenance of energy-efficient and environmentally-friendly facilities. After the acquisition of SAG in late 2016, SPIE generates 39% of its revenue in France and 33% in Germany and Central Europe. With green activities making up around 35% of its 2019 output according to the European taxonomy for sustainable activities, SPIE makes a big contribution to combating climate change.

2019

Group revenue was €6,927 million in 2019, up 3.8% compared to 2018, including a 1.6% organic growth, a 2.2% growth from acquisitions, a -0.2% impact from disposals and a 0.2% impact from currency movements. Operating profit amounted to €416 million(1), 3.9% higher than in 2018. Free cash flow was €285 million(1) boosted by a 101% cash conversion rate. At end-2019, net debt stood at €1,591 million, down €98 million before IFRS 16.

FFP'S INVESTMENT

FFP bought into SPIE in the fourth quarter of 2017, investing €201 million for 5.5% of the equity.
At 31 December 2019, FFP INVEST held a 5.4% equity stake.
The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.
FFP INVEST, represented by Bertrand Finet, has a seat on SPIE's Board of Directors and is an Appointments and Governance Committee member (renamed Appointments and Remuneration Committee in 2020) and Audit Committee member.

126 acquisitions
since 2006

Year of investment
2017
Total invested
€201 million
Stake
5.4%

www.spie.com

SHAREHOLDING STRUCTURE
(31/12/2019)

8.3% Employees
11.9% CDPQ

5.4% FFP INVEST
74.4% Free float

KEY FIGURES

(€m)	2018	2019(2)
Revenue	6,671	6,927
Change	8.9%	3.8%
Operating profit	400	416
Margin	6.0%	6.0%
Net profit	91	151
Net margin	1.4%	2.2%
Net dividend (€ per share)	0.58	0.61(3)
Equity	1,476	1,454
Net debt	1,349	1,251

(1) Before IFRS 16.
(2) Before IFRS 16, except for equity.
(3) Proposed to the AGM as of FFP's Universal Registration Document publication date.

TIKEHAU CAPITAL

Years of investment
2016, 2017, 2019
Total invested
€124 million

www.tikehaucapital.com

BUSINESS

Tikehau Capital was founded in 2004 by Antoine Flamarion and Matthieu Chabran, and is an alternative asset management and investment firm with four divisions: private debt, real estate, private equity and capital market strategies. The firm employs more than 530 people across 11 offices (Paris, London, Amsterdam, Brussels, Luxembourg, Madrid, Milan, New York, Seoul, Singapore and Tokyo).

Tikehau Capital Advisors (TCA) is the Tikehau group's parent company and owns 100% of the management company of Tikehau Capital SCA, the group's listed investment vehicle. FFP holds shares in both entities.

2019

The firm continued to rapidly grow its asset management business, which largely came from efforts to even out asset classes. Assets under management totalled €25.8 billion at 31 December 2019, up 17% over 31 December 2018. The asset management business, where assets under management rose to €23.6 billion, posted operating profit of €58.5 million, an increase of 48% and representing a 33.5% margin. The investment business generated a €199.6 million profit resulting in net profit attributable to parent company shareholders of €178.7 million (up €269.0 million year-on-year and like for like).
Tikehau Capital carried out a €715 million share capital increase in 2019 and had €3.1 billion of equity at 31 Dec 2019. The firm invested €1.4 billion in its own asset management strategies. At end-2019, the firm held €1.3 million cash and €997 million debt.
In 2018, the group announced new 2022 targets. It now seeks to increase AuM to over €35 billion and achieve operating profit of over €100 million in its asset management business by 2022.

FFP'S INVESTMENT

FFP INVEST invested €73 million in 2016, and then a further €26 million in 2017, mainly via right issues and in both Tikehau Capital Advisors and Tikehau Capital. It invested €25 million in Tikehau Capital Advisors in 2019.

FFP (via wholly-owned subsidiary FFP INVEST) is party to a Tikehau Capital Advisors shareholder agreement[1].

At 31 December 2019, FFP (via its wholly-owned subsidiary FFP INVEST) owned 6.3% of Tikehau Capital Advisors' equity and 2.3% of Tikehau Capital's equity.

The value of the Tikehau Capital Advisors stake for purposes of Net Asset Value and the consolidated financial statements is measured under FFP's unlisted asset valuation policies.

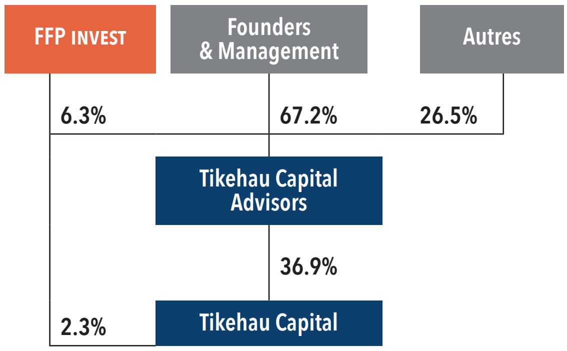
The value of the Tikehau Capital shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

Robert Peugeot is a Tikehau Capital Advisors' Board director and Remuneration Committee member.

€26 billion
2019 assets under management (+17%)

€3.1 billion *of equity in 2019*

SHAREHOLDING STRUCTURE
(31/12/2019)



KEY FIGURES

(€m)	2018[2]	2019
Assets under management (€ billion)	22.0	25.8
Revenue	35.4	452.6
Operating profit from asset management activities	20.0	58.5
Operating profit from investing activities	-113.1	199.6
Net profit attributable to parent company shareholders	-107.4	178.7
Dividend per share (€)	0.25	0.5[3]

(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1.
(2) 2018 reported results.
(3) Proposed to the AGM as of FFP's Universal Registration Document publication date.

1.11

TOTAL EREN

Year of investment
2015

Total invested
€28 million

Stake
2.4%

www.total-eren.com

BUSINESS

Total Eren is an independent electricity producer that develops, finances, builds and operates global renewable energy facilities. Working with leading local partners, the company builds market share in high-growth markets in various world regions that have major wind or solar resources and enjoys ongoing growth in energy demand, particularly in Eastern Europe, Central Asia, Asia-Pacific, Latin America and Africa.

It has a diverse asset portfolio of wind, solar and hydro assets in operation or under construction, representing gross capacity of more than 2.7 GW at the end of 2019.

The company was founded in 2012 and is controlled by its founders David Corchia and Pâris Mouratoglou.

In December 2017, Total acquired an indirect 23% stake in Total Eren. The agreement between Total and Total Eren provides that Total may take control of the company after a 5-year period.

2019

Total Eren continued to roll out its projects in 2019, particularly in South America with the start of construction work on its first project in Chile, which will have gross capacity of 190 MWp. This supplements a portfolio of solar and wind projects in operation or under construction with gross capacity of 477 MWp in Argentina and Brazil. Also in 2019, Total Eren continued to expand in Eastern Europe and Central Asia, bringing into service two solar energy projects in Kazakhstan with total gross capacity of 128 MWp and starting construction work on a wind farm in Ukraine (gross capacity of 250 MWp).

In April 2019, Total Eren acquired NovEnergia Holding Company, which holds a series of wind, solar and hydro energy assets mainly in Southern Europe. The deal diversified Total Eren's projects and gave a sharp boost to its Southern European presence. NovEnergia has total gross installed capacity of 669 MW, with 47 facilities in operation in Portugal, Italy, France, Spain, Poland and Bulgaria.

FFP'S INVESTMENT

In October 2015, FFP, via its wholly-owned FFP INVEST subsidiary, committed to invest €28 million under Total Eren's €195 million fundraising. The first €14 million tranche of FFP's commitment was drawn in 2015 and the second €14 million in May 2017.

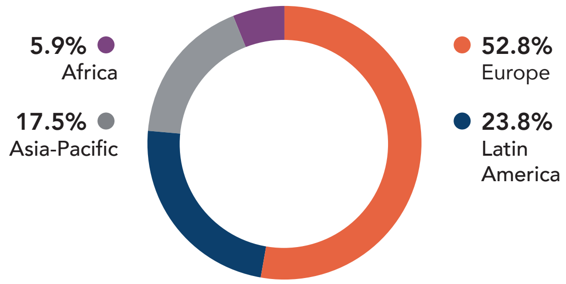
FFP INVEST is party to a shareholder agreement [(1)]. FFP INVEST's investment is taking place through a joint venture with Tikehau Capital called Zéphyr Investissement, which owns 7.0% of Total Eren. Zéphyr Investissement is 33.8%-owned by FFP and 66.2%-owned by Tikehau Capital.

The value of Total Eren for the purpose of Net Asset Value was estimated under FFP's unlisted investment valuation policies. Zéphyr Investissement is treated as an associate for consolidation purposes.

FFP INVEST, represented by Marie Ahmadzadeh, has a non-voting seat on Total Eren's Board of Directors.

BREAKDOWN OF NET CAPACITY [(2)]

(31/12/2019)



(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1.
(2) Net capacity corresponds to Total Eren's share of each project.

CIEL

BUSINESS

The CIEL group is a family-owned conglomerate, listed in Mauritius and also operating in Asia and Africa. Since it began its operations in the sugar industry in 1912, the group has diversified into textiles, hospitality, healthcare and finance. It currently has 35,000 employees. The group has been listed on the Official Market of the Stock Exchange of Mauritius since January 2014.

2019

Net Asset Value per share fell in 2019 and the investment portfolio was worth MUR14,429 million at 31 December 2019.

FFP'S INVESTMENT

In 2014, FFP subscribed to the CIEL group's reserved rights issue for €16 million, giving it a 7.6% stake in the company. The capital increase was intended to fund group development in the Indian Ocean and Africa.

At 31 December 2019, FFP (via wholly-owned subsidiary FFP INVEST) held 6.8% of the capital.

FFP INVEST is party to a shareholder agreement [1].

The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

Sébastien Coquard is a member of CIEL's Board of Directors and Strategy Committee.

Year of investment
2014

Total invested
€16 million

Stake
6.8%

Beyond Horizons

www.cielgroup.com

SHAREHOLDING STRUCTURE [2]

(31/12/2019)

KEY FIGURES

(in millions of MUR)	30/06/2018 [3]	30/06/2019 [3]
Revenue	22,608	24,206
Operating profit	2,953	3,443
Margin	13.1%	14.2%
Net profit	442	(860)
Net margin	2.0%	-3.6%
Dividend (MUR per share)	0.20	0.21
Equity	24,748	22,131
Net debt	15,498	15,522

(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1.
(2) Ownership of ordinary shares at 31 December 2019.
(3) Period ended 30/06.

CHÂTEAU GUIRAUD

BUSINESS

Château Guiraud is a maker of Sauternes wine that is designated as "Premier Grand Cru" according to the 1855 classification. The 128-hectare estate contains 103 hectares of vineyards. Production levels vary depending on the vintage, but average 300,000 bottles per year, split between *premier cru* and *deuxième cru* Sauternes and "G de Guiraud" dry white wine. FFP and its partners are seeking to achieve the very best quality and are developing Château Guiraud's commercial presence, particularly outside France, to support its wines' reputation for excellence among leading international connoisseurs. Château Guiraud joined forces with Nicolas Lascombes to open a restaurant in the château's grounds in early 2018.

2019

In financial terms, revenue fell to €2.8 million in 2019 from €4.9 million in 2018, a decline of 43% after an increase of 12% in 2018. Because of almost non-existent harvests in the previous two years (because of a frost in 2017 and a hailstorm in 2018), there was no *en primeur* wine campaign in 2019. This affected the profile of the *premier cru* wines, which were also hampered by the surtax introduced by the United States. Sales of dry white wine were limited by the quantities available in stock.

Year of investment
2006
Stake
74.9%

CHÂTEAU GUIRAUD

www.chateauguiraud.com

FFP'S INVESTMENT

FFP invested in Château Guiraud alongside partners specialising in the wine sector. Together, they set up Financière Guiraud SAS, which in July 2006 acquired 100% of the shares in SCA Château Guiraud.

FFP (via wholly-owned subsidiary FFP INVEST) owns 74.9% of Financière Guiraud SAS.

The value of Financière Guiraud SAS for purposes of Net Asset Value and the consolidated financial statements is measured under FFP's unlisted investment valuation policies. Financière Guiraud SAS is fully consolidated in FFP's financial statements.

FFP INVEST, represented by Robert Peugeot, is chairman of Financière Guiraud SAS and a member of its Supervisory Board.

LDAP

BUSINESS

FFP formed a partnership with the family-owned Louis Dreyfus Armateurs (LDA) group to found LDAP. LDA is a French maritime group that has been operating for more than 160 years in carrying dry bulk by sea and in providing maritime industrial services. LDAP has purchased five new Handysize B-Delta 40 design freighters - an innovative, fuel-efficient model. Most of the vessels were delivered in the second half of 2015. This fleet is managed by LDA, which is in charge of its fit-out and commercial operation.

FFP'S INVESTMENT

At 31 December 2019, FFP (via its wholly-owned subsidiary FFP INVEST) held a 45% equity interest in LDAP.

Year of investment
2013
Total invested
$24 million
Stake
45%

LDAP

www.lda.fr

FFP has invested a total of $24 million. FFP INVEST is party to a shareholder agreement .

The value of LDAP for the purpose of Net Asset Value was estimated under FFP's unlisted investment valuation policies. LDAP is treated as an associate in the consolidated financial statements.

FFP INVEST, represented by Bertrand Finet and Sophie Vernier-Reiffers, is a member of LDAP's Executive Committee.

(1) The main terms of shareholder agreements signed by FFP and/or FFP INVEST are set out in section 3.1.

ACTEON

Year of investment
2019
Total invested
€15 million

www.acteongroup.com

BUSINESS

Acteon is a French medtech company specialising in designing and making high-tech dental and medical devices. It is a leading producer of ultrasound equipment, and also makes imaging equipment. Acteon is a global player with a presence in more than 100 countries around the world.

2019

In June 2019, Acteon completed the acquisition of the dental division of medical imaging specialist Villa Sistemi Medicali.

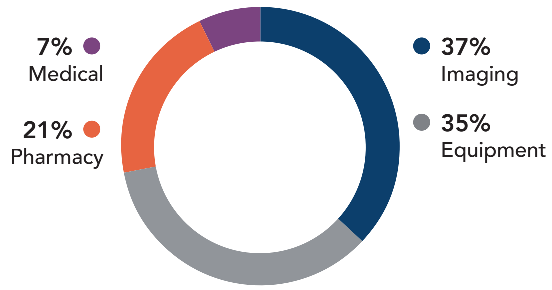
FFP'S INVESTMENT

FFP, via its wholly owned FFP INVEST subsidiary, invested €15 million in June 2019 as part of Dentressangle Mid & Large Cap's acquisition of Acteon.

The value of Acteon for Net Asset Value purposes was estimated under FFP's unlisted investment valuation policies.

FFP INVEST, represented by Guillaume Falguière, is a member of Acteon's Supervisory Committee.

BREAKDOWN OF REVENUE



1.11

IDI

BUSINESS

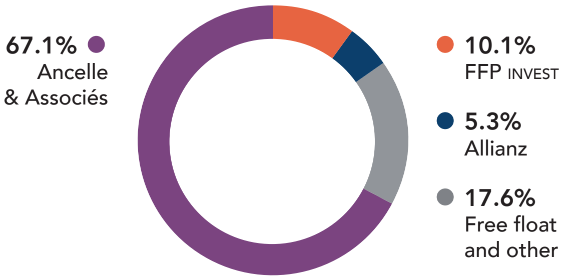
IDI is an investment firm that has been listed since 1991. IDI invests on its own account and on behalf of third parties, with activities including buyouts and growth capital in France, mainly via the parent company (proprietary investments), and funds of funds and growth capital in emerging markets via IDI Emerging Markets (third-party funds).

2019

IDI's Net Asset Value rose 3.41% during the first nine months of 2019, which was a very busy period for IDI carrying out six investments: three new additions to the portfolio (Groupe Label, Formalian and Newlife) and three build-up investments (Dubbing Brothers, Ateliers de France and Groupe Orca).

SHAREHOLDING STRUCTURE

(31/12/2019)



Year of investment
2006

Investment
€25.7 million

www.idi.fr

FFP'S INVESTMENT

In 2006, following the merger between IDI, Euridi and Marco Polo Investissements, FFP owned 5.0% of IDI. In 2007, FFP increased its stake by investing €15.5 million under a rights issue.
At 31 December 2019, FFP (via wholly-owned subsidiary FFP INVEST) held a 10.1% stake.
The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.
FFP INVEST, represented by Sébastien Coquard, is vice-chairman of IDI's Supervisory Board and a member of its Audit Committee.

KEY FIGURES

(€m)	30/06/2019
Net Asset Value per share (1)	€61.78
First-half net profit	€14.9 million

PRIVATE EQUITY FUNDS

At 31 December 2019, FFP had invested €339 million(2) in private equity funds, representing 9.8% of the Gross Asset Value of Investment Assets and 6.4% of FFP's Gross Asset Value.

FFP has been making commitments to private equity funds since 2002. This asset class allows FFP to invest in a large number of companies and business sectors, taking a long-term approach. It also gives FFP exposure to sectors and regions that would be hard for it to access directly.

FFP's portfolio consists mostly of buyout (LBO), expansioncapital and technology growth capital funds, which invest in Europe, the United States and emerging-market countries (India, China, Africa and the Middle East, along with the markets in which IDI Emerging Markets invests).

Since 2014, the aim has been for the portfolio to have exposure to the following three regions: North America (45-50%), Europe (35-40%) and emerging markets (15-20%). Alongside the main strategy in this asset class, which is to support LBO and growth capital staff in the three regions concerned, FFP also invests in adjacent asset classes such as technology growth capital and impact investing. FFP makes co-investments alongside some funds.

(1) NAV attributable to the limited partners, taking into account potential dilution from the 30 December 2016 bonus share plan.
(2) Excluding co-investments and real-estate funds.

2019 was a very buoyant year for the private equity business. FFP made ten new commitments totalling almost €149 million, including €95 million to buyout (LBO) funds and around €54 million to technology growth capital funds.

In the United States, FFP committed $12.5 million to the Summit Partners US X fund, $30 million to BDT III, $15 million to Veritas Capital VII and $20 million to Valor Equity V.

In Europe, FFP made commitments to two LBO funds: €10m to Italian fund Wise V and €12 million to German fund DBAG VIII. FFP also committed €10 million to the Quadrille IV fund, whose holdings consist of funds and co-investments in the technology growth capital segment. Quadrille IV will invest in Europe and the United States.

In emerging markets, FFP committed $25 million to the IDI EM IV fund of funds, and also made a commitment to the Warburg Pincus China-SA II growth capital fund, which focuses on companies in China and Southeast Asia.

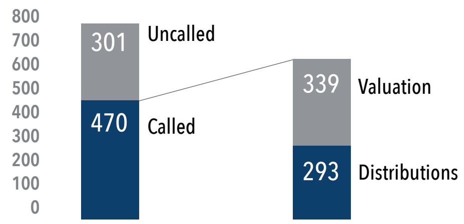
Finally, FFP invested €15 million in global buyout fund Advent Global Private Equity IX.

In 2019, calls for funds amounted to €96 million. Funds carried out a number of disposals, leading to distributions of around €37 million in 2019.

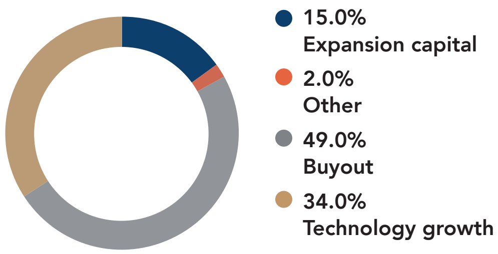
Commitments made	**Amount**	**Strategy**	**Region**
Summit Partners US X	$12.5 million	Technology growth capital	United States
Quadrille Technologies IV	€10 million	Co-investments / Fund of funds (Technology growth capital)	Europe (50%) United States (50%)
BDT III	$30 million	Buyout	United States
Advent Global Private Equity IX	€15 million	Buyout	Worldwide
Wise V	€10 million	Buyout	Italy
Warburg Pincus China - SA II	$12 million	Growth capital	China, Southeast Asia
Veritas Capital Fund VII	$15 million	Buyout	United States
IDI EM IV	$25 million	Fund of funds	Emerging markets
Valor Equity V	$20 million	Buyout	United States
DBAG VIII	€12 million	Buyout	Germany, Austria and Switzer-land

PRIVATE EQUITY - KEY FIGURES

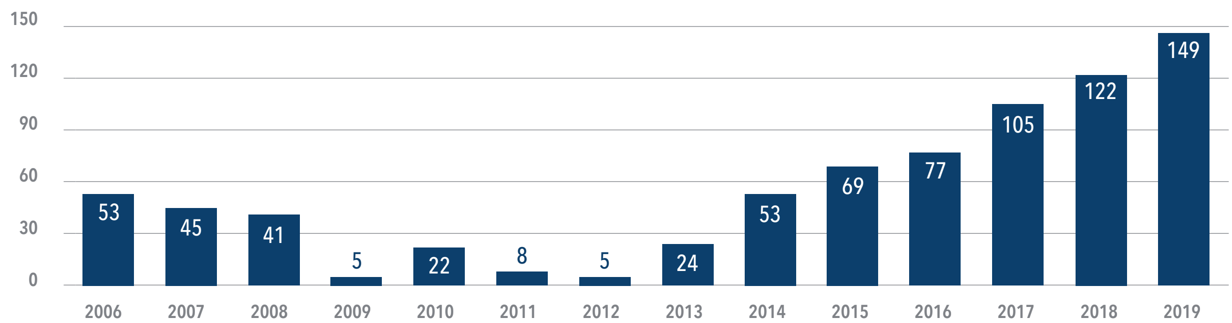
(€m)



EXPOSURE (1)(2) BY TYPE OF FUND



NEW COMMITMENTS (€m)



(1) When calculating Net Asset Value, FFP measures funds at their reported realisable value. For the large majority of funds, this is calculated using rules from the International Private Equity & Venture Capital Valuation Board. In FFP's consolidated financial statements, total called and uncalled capital commitments are disclosed in the balance sheet.

(2) Exposure represents the total value plus uncalled capital commitments.

JAB

Years of investment
2016, 2017, 2018, 2019

Total commitment
$430 million

JAB
HOLDING COMPANY

www.jabholco.com

BUSINESS

JAB Holding is a firm controlled by the Reimann family, a long-standing shareholder of the Reckitt Benckiser group. JAB Holding's strategy is to select and make long-term investments in leading consumer goods producers with strong brands - mass consumer products, food and beverage, cosmetics, petcare goods and services.

In the space of a few years, through a series of acquisitions, the firm has become the world's second-largest player in the coffee market (JDE) and third-largest non-alcoholic beverage company (KDP), and has built up a chain of restaurants and cafés with more than 4,500 outlets under well-known brands in the United States and Europe (Panera, Pret A Manger etc.). Since 2019, JAB Holding has also been an active player in the petcare market.

2019

In 2019, JAB Holding and its subsidiaries undertook major operational developments and several acquisitions.

In organisational terms, JAB Holding appointed several key executives. After Bart Becht left the group, Fabien Simon, Ricardo Rittes and Jacek Szarzynski joined JAB Holding's team as partners. The firm also added Niren Chaudhary and Panou Christou to the management teams of Panera Bread and Pret A Manger respectively.

A 2019 highlight was the firm's move into the petcare market. In February, JAB Holding announced the acquisition of Compassion First and, in June, the acquisition of NVA. Those two companies operate a network of veterinary clinics, mainly in the United States (NVA also operates in Canada, Australia and New Zealand). JAB Holding's subsidiaries also carried out several acquisitions. JDE acquired Ofçay, JOBMeal, Alter Ego and d'Accueil, Compassion First added three new clinics to its chain, Krispy Kreme bought out franchises and Pret A Manger acquired one of its main rivals EAT, in order to boost growth of its vegetarian outlets.

In operational terms, JDE continued to gain market share in the mass consumer coffee market, particularly in the Nespresso-compatible aluminium capsules segment. To do so, from 1 January 2020 JAB Holding merged JDE and Peet's in order to create a global coffee leader headed by Casey Keller (formerly CEO of Peet's). KDP continued to deliver good results – 2019 like-for-like growth in revenue and operating margin, which was fuelled by its long-standing brands along with new partnerships and recent acquisitions like Évian, Xyience Energy, Tim Hortons, Adrenaline Shock and Runa.

$27 billion

of combined sales for the subsidiaries to which FFP is exposed.

FFP'S INVESTMENT

FFP made a commitment to co-invest $50 million alongside JAB Holding in December 2016, then a further $150 million in December 2017, to support its growth strategy in the consumer goods sector. Those co-investments give FFP exposure to a diverse portfolio of assets in the non-alcoholic beverage sector, particularly coffee (JDE, Keurig Dr Pepper), restaurant chains (Panera, Pret A Manger, Caribou, Espresso House, Baresso), snacks and treats (Krispy Kreme, Insomnia Cookies) and petcare (Compassion First, NVA).

In 2018, FFP invested an additional $130 million in Drinx! (formerly Acorn Holdings) to continue supporting the firm's expansion strategy in the beverages market following its Dr Pepper Snapple Group acquisition. This co-investment increased FFP's exposure to JDE, Keurig Dr Pepper and Peet's Coffee & Tea.

In 2019, FFP once again confirmed its support for JAB Holding and committed $100 million to continue supporting its upcoming developments, mainly in the petcare sector. This funding commitment had not been called as of 31 December 2019.

IHS

BUSINESS

IHS was founded in 2001 and is the EMEA region's leading player in telecom tower infrastructure for mobile telecoms operators. It is well positioned to benefit from strong growth in infrastructure requirements across Africa. IHS operates throughout the industry's supply chain, with operations spanning construction, rental, management and maintenance of telecom towers.

2019

Having initially focused on Nigeria, IHS has expanded through acquisition and now also operates in Cameroon, Ivory Coast, Zambia and Rwanda. In 2019, the company expanded outside the African continent, through the acquisition of a portfolio of 1,600 towers from Zain's, the leading telecom operator in Kuwait, and in December announced the acquisition of Brazilian player Cell Site Solutions (CSS), which also operates in Colombia and Peru (2,300 towers). Upon the completion of these two transactions, IHS will manage almost 28,000 towers.

Years of investment
2013, 2014, 2016

Total invested
$78 million

IHS
Towers of strength

www.ihstowers.com

$1,32 billion *revenue*

FFP'S INVESTMENT

FFP has invested $78 million in IHS through four share issues. After an initial $5 million investment in 2013 alongside the Emerging Capital Partners (ECP) fund, FFP invested a further $10 million in early 2014 then $60 million in November 2014, including $50 million alongside Wendel, which is IHS' main shareholder and holds 21.4% of its voting rights.

24,000 telecom towers
at end-2019

ARCHIMED

BUSINESS

ArchiMed is an independent Lyon-based investment firm founded in 2014 and acts as a strategic financial partner for European healthcare companies.
In 2018, ArchiMed launched a new mid-cap investment vehicle called MED Platform I, which strives to ramp up growth of European companies selected primarily because of their potential to expand internationally and take part in industry consolidation. MED Platform I will invest between €50 million and €300 million in each of 4-6 selected platforms.
MED Platform I is managed by four partners: Denis Ribon, a well-known investor in the healthcare sector and co-founder of ArchiMed in 2014, Antoine Faguer, investor and entrepreneur, and Benoît Adelus and André-Michel Ballester, who have both successfully managed and developed several mid-cap healthcare companies.

2019

In May 2019, ArchiMed completed its first investment in Bomi, an Italian healthcare logistics company focusing on the medical devices, biomedical and in vitro diagnostics sectors. Bomi has a strong presence in Brazil and Italy. It carried out its first build-up deal by acquiring ILS in July 2019.

Year of commitment
2018

Total commitment
€80 million, which may be doubled,
out of a total target fund of €800 million

ArchiMed

www.archimed-group.eu

In December 2019, ArchiMed completed its second investment with the acquisition of Direct Healthcare Group (DHG), a UK manufacturer of pressure-care mattresses and independence solutions.

FFP'S INVESTMENT

In 2018, FFP committed to invest up to €80 million in MED Platform I out of a target fund size of €800 million, with the potential to double its exposure by co-investing in companies of its choice, taking its maximum commitment to €160 million. FFP's commitment cannot represent more than 20% of funds raised.

ROOMPOT

Netherlands-based Roompot develops, owns and operates holiday villages and campsites. It is the leading player in the Dutch market, where it owns properties mainly along the coast, and also operates to a lesser extent in Germany, Belgium and France. It has more than 150 sites. 2019 Roompot revenue totalled €371 million.

Investment date
2016
Investment
€11 million
Partner
PAI Partners

AMAWATERWAYS

AmaWaterways is a family-controlled company that has been organising luxury river cruises, mainly in Europe and for English-speaking holidaymakers since 2002. AmaWaterways operates 25 vessels that sail on the Danube, Rhine, Moselle, Main, Rhône, Seine and Garonne rivers, along with waterways in Belgium and the Netherlands, the Douro, the Mekong in Southeast Asia and the Chobe in Africa.

Investment date
2017
Investment
$25 million
Partner
Certares

LINEAGE

Lineage is the world's leading specialist cold chain logistics operator serving the food industry including producers, wholesalers and mass retailers. Its services extend beyond cold storage and include high-margin services spanning deep freezing, repackaging, outsourced order management and logistics. Lineage is one of the industry's two main consolidators, with 42 acquisitions since 2008. After acquiring Preferred Freezer and Emergent Cold in 2019, the company now operates more than 270 sites in 10 countries in the United States, Europe and Asia. Lineage reported some $2.0 billion of revenue in 2019. Around a third of US food production passes through a Lineage warehouse before reaching consumers.

Investment dates
2017, 2019
Investment
$40 million
Partner
BayGrove

CAPSA

Capsa Healthcare is a leading US producer of medical equipment, serving healthcare providers such as hospitals, clinics, nursing homes and pharmacies. The company designs, produces and sells medication carts (with or without mobile IT hardware), sterile preparation workstations and automated drug management systems. Capsa came about from a series of acquisitions carried out by its management since 2008, with the support of an American family and then Levine Leichtman Capital Partners.

Investment date
2017
Investment
$18 million
Partner
Levine Leichtman Capital Partners

ENTORIA

Entoria (formerly Ciprés Assurances), founded in 2000, is now France's second-largest wholesale insurance broker and 15th largest insurance broker overall. The firm designs and manages life/health and property/casualty insurance solutions for entrepreneurs and SMEs. Its solutions are distributed by a network of 9,000 independent brokers across France.
After acquiring Axelliance Groupe in 2018, Entoria has stepped up growth expanding both its offer in property/casualty, and its presence across France.

Investment date
2017
Investment
€15 million
Partner
Apax Partners

BIG BOTTLING COMPANY

Big Bottling Company produces and distributes carbonated and non-alcoholic beverages in Nigeria. Its main product is BIG (cola, lemon and orange flavours). The company was created when the AJE group – one of the largest beverage multinationals operating from over 20 countries in South America, Africa and Asia – spun off its Nigerian division.
Big Bottling Company directly employs 250 people at its plant near Lagos and its target production volume is around 40 million cases per year.

Investment date
2018

Investment
$10 million

Partner
IDI Emerging Markets SA

ASMODEE

Asmodee, founded in 1995, produces and distributes board games and collectible cards. It is a world leader in its sector, with a presence in Europe, North America and China and almost 1,500 employees. Asmodee has a catalogue of 3,000 games and launches almost 300 new games each year. In 2019, Asmodee turned in like-for-like revenue of €575 million, up 16% year-on-year, of which more than 80% was earned outside France.

Investment dates
2018, 2019

Investment
€22 million

Partner
PAI Partners

TRANSACT

Transact is a US leading software & payment platform dedicated to higher education institutions. The company has built up a closed ecosystem that gives universities a simple way of collecting tuition fees, but also giving students access to all campus services and infrastructure via their student cards and smartphones (sports facilities, canteens, class attendance etc.). Transact operates across more than 1,300 campuses in the United States and handles more than $40 billion of transactions every year.

Investment date
April 2019

Investment
$15 million

Partner
Reverence Capital Partners

THE LIAN

The Lian is a leading brand e-commerce integrated services provider in China, focused on Asian and mid-sized cosmetics and skincare brands. The company, headquartered in Shanghai, is a B2B outsourcing partner for cosmetics brand (also called "Tmall partner") allowing them to access the Chinese market through brand-authorized flagship stores, mainly on Tmall as well as other major online commerce and referencing platforms (JD.com, VIPShop, Little Red Book).

Investment date
July 2019

Investment
$20 million

Partner
Crescent Point

SIGNA PRIME SELECTION

Year of investment	2019
Investment	€211 million
Stake	5.0%

SIGNA PRIME SELECTION

www.signa.at

BUSINESS

SIGNA Prime Selection was founded in 2010 by Austrian entrepreneur René Benko and is based in Austria. It is a private real-estate firm specialising in commercial and office properties and is mainly in German-speaking Europe but has a small presence in Northern Italy.

SIGNA Prime Selection's strategy is to make long-term investments in high-quality properties in prime inner city locations, some of which offer substantial value enhancement potential. The firm is controlled by SIGNA Holding GmbH, an Austrian group whose operations include real estate and retail (including department store chains Karstadt and Kaufhof).

At 31 December 2019, SIGNA Prime Selection had almost €15 billion of assets, including iconic buildings such as department stores KaDeWe in Berlin and Oberpollinger in Munich, the Alte Akademie in Munich and the Park Hyatt hotel in Vienna.

2019

In 2019, SIGNA Prime Selection undertook several big operational deals. It bought its partner HBC's 50% stake in the Karstadt-Kaufhof asset portfolio, which made SIGNA Prime Selection the sole owner - the portfolio comprises 59 properties used as Karstadt-Kaufhof malls in Germany's big cities. SIGNA Prime Selection also added various properties to its portfolio including Gänsemarktpassage in Hamburg. Finally, the firm continued to develop its existing prime property portfolio such as Alte Akademie in Munich, Elbtower in Hamburg and Hermannplatz in Berlin.

In September 2019, SIGNA Prime Selection's shareholders in an extraordinary general meeting approved a €500 million rights issue, which will shore up the firm's substantial investment capacity. SIGNA Holding GmbH (SIGNA Prime Selection's parent company) took up the entire rights issue and then resold the shares to new and existing shareholders.

+46%

Gross Asset Value CAGR between 2012 and 2019

FFP'S INVESTMENT

In June 2019, FFP Investment UK Ltd bought a 5% stake in SIGNA Prime Selection for €186 million from SIGNA Holding GmbH, SIGNA Prime Selection's parent company. In September 2019, when SIGNA Holding GmbH carried out its capital increase, FFP Investment UK Ltd took up its entitlement, investing a further €25 million.

FFP, represented by Robert Peugeot, is a SIGNA Prime Selection director and investment committee member.

IMMOBILIÈRE DASSAULT

Stake
19.8%

www.immobiliere-dassault.com

BUSINESS

Immobilière Dassault is a SIIC (French listed real-estate investment company) that has a portfolio of high-quality properties, mainly located in Paris centre and inner suburbs.

2019

Immobilière Dassault is continuing its policy of expanding and enhancing the value of its property portfolio over the medium to long term, mainly focusing on office buildings and other high-quality assets. It strives to enhance the value of its core properties over the long term, and to achieve medium-term returns on its non-core assets.

2019 rental income soared 40.6% year-on-year following the acquisition of CPPJ (Jouffroy portfolio in the 9th arrondissement of Paris) in late 2018. Like-for-like rental income was up 13.9% year-on-year, boosted by relettings at 127 avenue des Champs-Élysées and 36 avenue Pierre-1er-de-Serbie (8th arrondissement of Paris). The occupancy rate was 91.7% at 31 December 2019, up from 87% at 31 December 2018. Three properties are intentionally being kept vacant so that they can be redeveloped.

The increase in the value of the company's portfolio (excluding stamp duty) – which was €714.3 million at 31 December 2019, up 6.8% over 31 December 2018 – increased operating profit by €35.4 million in 2019. Net profit came in at €44.2 million. Management will recommend a €1.24 per ordinary share dividend to shareholders at the AGM.

FFP'S INVESTMENT

In first half 2006, FFP and the Dassault family decided to transfer part of their real-estate assets to Immobilière Dassault.

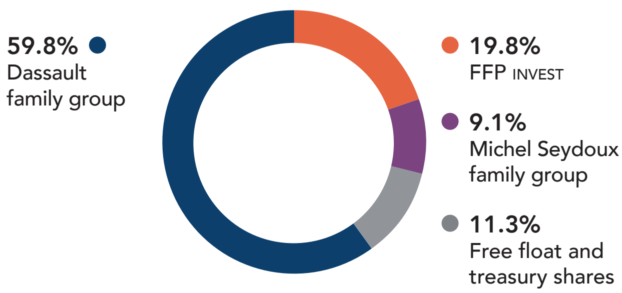
FFP INVEST owns 19.8% of Immobilière Dassault.

The value of the shareholding for purposes of Net Asset Value and the consolidated financial statements is based on the 31 December 2019 share price.

FFP INVEST, represented by Christian Peugeot, sits on Immobilière Dassault's Supervisory Board.

SHAREHOLDING STRUCTURE

(31/12/2019)



KEY FIGURES

(€m)	2018	2019
Real-estate portfolio appraisal value	669	714
Net Asset Value per share (€)	57	63
Net profit	30	44
Dividend (€ per share)	1.24	1.24 (1)

(1) Proposed to the AGM as of the publication date of FFP's Universal Registration Document.

OTHER REAL-ESTATE ASSETS

STRATEGY

FFP invests in value-enhancing real-estate and property development projects via real-estate firms, real-estate funds and co-investments alongside trusted partners with a strong track record.

Since 2015, FFP has joined forces with several European families to make occasional co-investments in real-estate projects in the United States. Projects are put together and managed by a team of US professionals within ELV Associates, which was founded in 1991. Projects mainly involve residential property development, but also include office and retail properties.

FFP has also invested in LBO France's real-estate funds: €10 million in White Stone VI in 2015 and €15 million in White Stone VII in 2018. These funds have a value-enhancing investment strategy and target diversified transactions in France valued at some €20 million to €100 million.

In 2016, FFP invested €10 million alongside LBO France and other family shareholders in the OPCI Lapillus II real-estate fund, which acquired Tour Marchand in the La Défense business hub close to Paris. FFP INVEST is represented on OPCI's Board of Directors by Sébastien Coquard.

2019

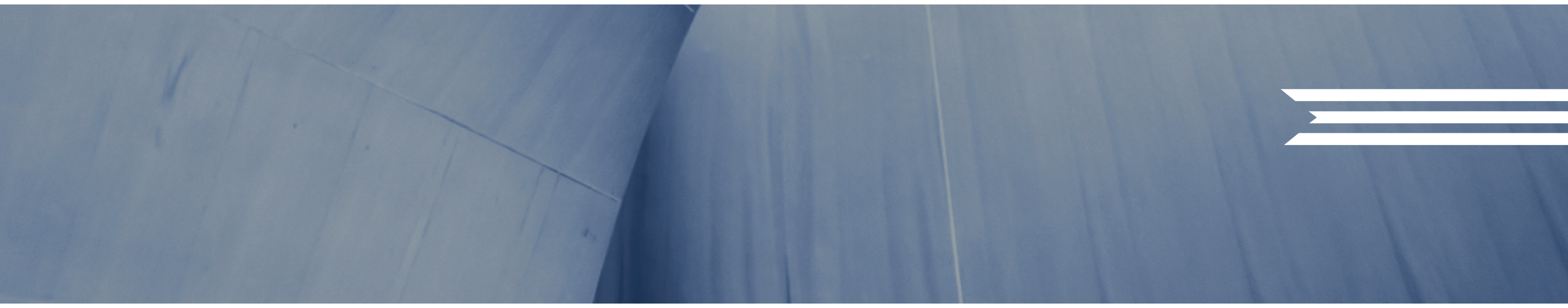
In 2019, OPCI Lapillus II acquired the Grand Angle building in Saint-Denis.

FFP also invested in two new real-estate funds:

- €20 million in Tikehau Real Estate Opportunity (TREO), which has a pan-European value-enhancing strategy;
- €25 million in Icawood, managed by Icamap. This fund plans to develop low-carbon office buildings built using CLT (cross-laminated timber) frames in Greater Paris.

FFP maintained its partnership with ELV, investing a further $8.3 million in three real-estate projects in Washington and Birmingham. FFP also sold two buildings totalling €5.3 million in sale proceeds.

ELV Associates, Inc.	Since 2015	**Total commitment**	$84 million
		Market	United States
		Strategy	Value-enhancing property development
OPCI Lapillus II LBO FRANCE	Since 2016	**Total commitment**	€20,5 million
		Market	France
		Strategy	Core+ co-investment / Value-enhancing
White Stone VI LBO FRANCE	Commitment in 2015	**Total commitment**	€10 million
		Market	France
		Strategy	Value-enhancing real-estate fund
White Stone VII LBO FRANCE	Commitment in 2018	**Total commitment**	€15 million
		Market	France
		Strategy	Value-enhancing real-estate fund
TIKEHAU CAPITAL **Tikehau Real Estate Opportunity (TREO)**	Commitment in 2019	**Total commitment**	€20 million
		Market	Europe
		Strategy	Value-enhancing real-estate fund
ICAWOOD	Commitment in 2019	**Total commitment**	€25 million
		Market	France
		Strategy	Real-estate development fund



2. Corporate governance

This chapter forms part of the corporate governance report required under Article L. 225-37 of the French Commercial Code and reviewed by the Board of Directors on 25 March 2020. It covers director names, preparing and organising Board and Board Committee work, executive management powers, principles and rules to determine director remuneration and benefits of any kind awarded to senior executives and how the Company applies the Corporate Governance Code referred to therein.

The Company prepared this report based on, and currently applies, the listed company Afep-Medef Corporate Governance Code (hereinafter "Afep-Medef Code"), which was updated in January 2020 and is available at the following address.

https://www.medef.com/fr/content/code-afep-medef-revise-de-gouvernement-dentreprise-des-societes-cotees-janvier-2020. Pursuant to Article L. 225-37-4 of the French Commercial Code, any breaches to this code and any reasons for such non-compliance are stated herein.

2.1 Directorships held by Company senior executives at 31 December 2019

Robert PEUGEOT **Born 25 April 1950** French national

Chairman and Chief Executive Officer

Chairman of the Investments and Shareholdings Committee

Number of FFP shares held in a personal account at 31 December 2019:
4,174 shares[(1)]

Date of first appointment to the Board of Directors:
28 June 1979

Year when current term expires:
2021

Business address:
66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine

Current directorships		Position
FFP INVEST	G	FFP permanent representative, Chairman
FFP Investment UK Ltd.	G	Director
F&P		Chairman
Financière Guiraud SAS	G	FFP INVEST permanent representative, Chairman and Supervisory Board member
Établissements Peugeot Frères	G	Director
Faurecia	*	Director
Peugeot SA	*	FFP permanent representative on the Supervisory Board
Sofina	*	Director
Safran	*	F&P permanent representative on the Board of Directors
Tikehau Capital Advisors		Director
Sicav Armène 2	G	Maillot I permanent representative on the Board of Directors
SC Rodom		Managing Director
SARL CHP Gestion		Managing Director
Soparexo		Supervisory Board member
ACE Management		Supervisory Board member
SIGNA Prime Selection		Supervisory Board member

* Listed company. **G** FFP related company.

Management experience:
After graduating from Ecole Centrale de Paris and Insead, Robert Peugeot held various senior management positions within PSA Group. From 1998 to 2007, as Group Executive Committee member he was in charge of innovation & quality. He is FFP's permanent representative on the Peugeot SA Supervisory Board, chairs the Strategy Committee and is a Finance and Audit Committee member. He has led FFP since December 2002 and from 1 November 2018, has also sat on France's High Committee for Corporate Governance (HCGE).

Expired directorships in the past five financial years:
FFP INVEST permanent representative on the IDI Emerging Markets supervisory board, director of Imerys, director of Holding Reinier, FFP INVEST permanent representative on the Sanef board of directors, supervisory board member of Hermès International, director of DKSH, permanent representative of Maillot I on the Sicav Armène board of directors.

(1) The number of FFP shares held by Robert Peugeot increased to 9,682 on 9 March 2020 following full and final vesting of 5,508 shares under the 9 March 2017 bonus share allotment plan.

Jean-Philippe PEUGEOT Born 7 May 1953 French national

Director and Vice-Chairman

Governance, Appointments and Remuneration Committee member

Investments and Shareholdings Committee member

Number of FFP shares held in a personal account at 31 December 2019:
10 shares

Date of first appointment to the Board of Directors:
28 June 1979

Year when current term expires:
2023

Business address:
66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine

Current directorships		Position
Établissements Peugeot Frères	G	Chairman and Chief Executive Officer
Peugeot Frères Industrie	G	Chairman
Groupe PSP	G	Chairman and Chief Executive Officer
Peugeot Frères Entrepreneuriat	G	Chairman
Maillot I	G	Managing Director
Sicav Armène 2	G	Chairman and Chief Executive Officer
Jamwa		Managing Director
Cojip		Managing Director

Management experience:
Jean-Philippe Peugeot is an ISG Business School graduate. He has spent his entire career with Automobiles Peugeot, managing a commercial subsidiary of Automobiles Peugeot for eight years and Peugeot Parc Alliance for four years.

Expired directorships in the past five financial years:
Chairman of Oldscool SAS, director of Innoveox, FFP INVEST permanent representative on the LDAP executive committee, Immobilière Dassault supervisory board member, Sicav Armène chairman and CEO.

Marie-Hélène PEUGEOT-RONCORONI Born 17 November 1960 French national

Director and Vice-Chairwoman

Governance, Appointments and Remuneration Committee member

Investments and Shareholdings Committee member

Number of FFP shares held in a personal account at 31 December 2019:
10 shares

Date of first appointment to the Board of Directors:
19 December 2002

Year when current term expires:
2022

Business address:
66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine

2.1

Current directorships		Position
Établissements Peugeot Frères	G	Director and Deputy Chief Executive Officer
Peugeot SA	*	Établissements Peugeot Frères permanent representative on the Supervisory Board and Vice-Chairwoman
LISI	*	Director
Sapar		Director and Chairwoman of the Board of Directors
PSA Fondation		Director and Vice-Chairwoman of the Board of Directors
Esso SAF	*	Director
Sicav Armène 2	G	Director
Saint-Co SAS		Chairwoman
Peugeot family endowment fund	G	Director

Management experience:
Marie-Hélène Peugeot-Roncoroni is an IEP Paris (Institute of Political Studies) graduate. She began her career in an international audit firm before taking on responsibilities in PSA Group's finance department and operational and HR divisions. She is the Établissements Peugeot Frères permanent representative on the Peugeot SA supervisory board, vice-chairwoman and sits on the Asia Business Development committee and Governance, Appointments and Remuneration Committee.

Expired directorships in the past five financial years:
Director of Assurances Mutuelles de France, director of Institut Diderot, Deputy Chief Executive Officer of Sapar, director of Sicav Armène.

* Listed company. G FFP related company.

Georges CHODRON DE COURCEL Born 20 May 1950 French national

Director

Investments and Shareholdings Committee member

Number of FFP shares held in a personal account at 31 December 2019:
20 shares

Date of first appointment to the Board of Directors:
2 June 2005

Year when current term expires:
2022

Business address:
32, rue de Monceau
75008 Paris

Current directorships	Position
GCC Associés SAS	Chairman
SCOR Holding (Switzerland) AG	Director
SCOR Global Life Rückversicherung Schweiz AG	Director
SCOR Switzerland AG	Director
SGLRI (Scor Global Life Reinsurance Ireland)	Director

Management experience:
Georges Chodron de Courcel is an École Centrale de Paris engineering science school graduate and holds a degree in economic science. In 1972, he joined BNP where he held various positions in the finance department. Following the merger with Paribas, he was head of BNP Paribas Corporate and Investment Banking, then Deputy Chief Executive Officer of BNP Paribas from June 2003 until June 2014.

Expired directorships in the past five financial years:
Director of Bouygues, director of Groupe Bruxelles Lambert (Belgium), director of Erbé SA (Belgium), supervisory board member of Lagardère SCA, chairman of the Nexans SA board of directors.

Luce GENDRY Born 8 July 1949 French national

Director

Chairwoman of the Finance and Audit Committee

Governance, Appointments and Remuneration

Committee member

Number of FFP shares held in a personal account at 31 December 2019:
10 shares

Date of first appointment to the Board of Directors:
9 June 2010

Year when current term expires:
2021

Business address:
Rothschild
23 *bis*, avenue de Messine
75008 Paris

Current directorships		Position
IDI	*	Chairwoman of the Supervisory Board
Cavamont Holdings Ltd.		Chairwoman
Sucres et Denrées		Supervisory Board member
Rothschild Martin Maurel		Supervisory Board member
Nexity	*	Director

Management experience:
An HEC graduate, Luce Gendry was Chief Financial Officer of the Générale Occidentale group, then of Bolloré, before joining Rothschild in 1993. As managing partner of the bank until 2011, she specialised in M&A consulting and participated in numerous financial transactions in and outside France.

Expired directorships in the past five financial years:
Director and Vice-Chairwoman of SFR Group (formerly Numéricable).

* Listed company. G FFP related company.

Anne LANGE Born 22 May 1968 French national

Director

Investments and Shareholdings Committee member

Finance and Audit Committee member

Number of FFP shares held in a personal account at 31 December 2019:
100 shares

Date of first appointment to the Board of Directors:
17 May 2018

Year when current term expires:
2022

Business address:
66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine

Current directorships		Position
Pernod Ricard	*	Director
Orange	*	Director
Inditex	*	Director
Adara		Managing Director

Management experience:
Anne Lange is an IEP Paris (Institute of Political Studies) and ENA (elite training school for senior civil servants) graduate. She began her career working for the French prime minister's office where she had responsibility for public broadcasting affairs. She subsequently joined Thomson, the Forum of Internet Rights, then the Cisco group, before jointly founding and serving as Chief Executive Officer of Mentis. She is managing partner of Adara.

Expired directorships in the past five financial years:
Chief Executive Officer of Mentis, director of METabolic EXplorer, director of Imprimerie nationale, director of Econom Group.

Dominique NETTER Born 31 August 1951 French national

Director

Chairwoman of the Governance, Appointments and Remuneration Committee

Investments and Shareholdings Committee member

Number of FFP shares held in a personal account at 31 December 2019:
150 shares

Date of first appointment to the Board of Directors:
1 January 2016

Year when current term expires:
2022

Personal address:
18, rue de l'Assomption 75016 Paris

2.1

Current directorships	Position
Fitch Ratings Inc. (USA)	Director
Fitch Ratings Ltd. UK	Director
Fitch Ratings CIS Ltd. (Russia)	Director
Fitch Ratings Italia SpA	Supervisory Board member
Fitch Ratings España	Director
Fitch Ratings Deutschland	Director
Primwest	Supervisory Board member

Management experience:
Dominique Netter has spent most of her career with Edmond de Rothschild France. After serving as Chief Executive Officer, then Chairwoman of the Rothschild Asset Management Executive Board from 2001 to 2007, she became Chief Investment Officer of the private banking unit until October 2015. Previously, she had held executive responsibilities at HSBC CCF Securities (from 1995 to 2001) and Détroyat Associés (from 1991 to 1995).

Expired directorships in the past five financial years:
Member of Edmond de Rothschild Asset Management's supervisory board, director of SGR Edmond de Rothschild Italia, director of EDRIS Portfolio Management.

* Listed company. G FFP related company.

Christian PEUGEOT Born 9 July 1953 French national

Director

Finance and Audit Committee member

Number of FFP shares held in a personal account at 31 December 2019: **1,010 shares**

Date of first appointment to the Board of Directors: **28 June 1979**

Year when current term expires: **2021**

Business address: **66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine**

Current directorships		Position
LISI	*	FFP INVEST permanent representative on the Board of Directors
Compagnie industrielle de Delle (CID)		Director
Établissements Peugeot Frères	G	Director and Vice-Chairman of the Board of Directors
PSP Group	G	Director
French automobile manufacturers association (CCFA)		Chairman
Union des fabricants (Unifab)		Chairman
SARL BP Gestion		Managing Director
Société immobilière La Roche		Managing Director
Immobilière Dassault	*	FFP INVEST permanent representative on the Supervisory Board
UTAC Holding		Director
AAA DATA		Chairman

Management experience:
Christian Peugeot is an HEC business school graduate. He has spent his entire career with the PSA Group where he has held various sales and marketing responsibilities, was Director of Public Affairs and, most recently, External Relations Officer. From January 2016 until March 2020, he served as chairman of the French automobile manufacturers association.

Expired directorships in the past five financial years:
Vice-chairman of Football Club Sochaux Montbéliard SA, Managing Director of SARL RP Investissements, FFP INVEST permanent representative on the Board of Directors of SEB SA, director of LISI, chairman of Auto Moto Cycle Promotion.

Xavier PEUGEOT Born 8 May 1964 French national

Director

Investments and Shareholdings Committee member

Number of FFP shares held in a personal account at 31 December 2019: **10 shares**

Date of first appointment to the Board of Directors: **27 June 2001**

Year when current term expires: **2021**

Business address: **7, rue Henri-Sainte-Claire-Deville 92500 Rueil-Malmaison**

Current directorships		Position
Compagnie industrielle de Delle (CID)		Director
Établissements Peugeot Frères	G	Director
PSP group	G	Director
Sapar		Deputy Chief Executive Officer and Director
L'Aventure Peugeot Citroën DS (non-profit organisation)		Chairman
Immeubles de Franche-Comté		Permanent representative of Sapar on the Board of Directors

Management experience:
Xavier Peugeot is a Paris Dauphine University graduate. After spending four years with advertising agency BDDP, he joined PSA Group where he held various positions in France and abroad (United Kingdom), including Head of Peugeot Netherlands, Head of Peugeot Marketing and Communication and Head of Peugeot Strategy and Products. He currently leads Citroën Strategy and Products. He also chairs the non-profit vintage car association L'Aventure Peugeot Citroën DS.

Expired directorships in the past five financial years:
Director of Football Club Sochaux-Montbéliard SA, chief executive officer of Sapar.

* Listed company. G FFP related company.

Marie-Françoise WALBAUM

Born 18 March 1950 French national

Director

Member of the Governance, Appointments and Remuneration Committee

Investments and Shareholdings Committee member (1)

Number of FFP shares held in a personal account at 31 December 2019:
20 shares

Date of first appointment to the Board of Directors:
15 May 2012

Year when current term expires:
2022

Personal address:
10, rue d'Auteuil
75016 Paris

Current directorships		Position
Esso SAF	*	Director
Thales	*	Director
Imerys	*	Director
Isatis Capital		Supervisory Board member

Management experience:
Marie-Françoise Walbaum, who graduated from the University of Paris X in economic science and sociology, is retired. She spent her entire career with BNP Paribas in various executive positions requiring financial (management of principal investments, private equity funds and internal holding companies), commercial and management skills.

Expired directorships in the past five financial years:
Director of Vigeo, non-voting board advisor to Isatis.

Bertrand FINET

Born 6 September 1965 French national

Deputy Chief Executive Officer since 2 January 2017

Number of FFP shares held in a personal account at 31 December 2019:
0 share (2)

Business address:
66 avenue
Charles-de-Gaulle
92200 Neuilly-sur-Seine

2.1

Current directorships		Position
FFP INVEST	G	Chief Executive Officer
SEB SA	*	FFP INVEST permanent representative on the Board of Directors
SPIE SA	*	FFP INVEST permanent representative on the Board of Directors
FFP Investment UK Ltd.	G	Director
FFP Invest Arb	G	Chairman
LDAP		FFP INVEST permanent representative on the Executive Committee

Management experience:
Bertrand Finet graduated from Essec business school in 1988 and started his career in 1991 at 3i Group, working first in London and then in Paris. He was appointed managing director at CVC Capital Partners France in 1996, before moving to Candover France to head up its Paris office in 2006. In 2009, Bertrand Finet was appointed to the Executive Committee of Fonds Stratégique d'Investissement (FSI). In 2013 he became executive VP of Bpifrance, where he oversaw equity investments in SMEs, and then in April 2015 executive VP of Bpifrance's Mid & Large Cap division. He was appointed as FFP's Deputy Chief Executive Officer in January 2017.

Expired directorships in the past five financial years:
Executive VP of Bpifrance Investissement's SME equity capital department, member of Mersen's supervisory board. Bpifrance Investissement permanent representative on the Sequana, Verallia, Vallourec and Technicolor main boards, Bpifrance Participations permanent representative as non-voting advisor on the Constellium board of directors, chairman of the Consolidation et Développement Gestion supervisory board, chairman and CEO of CDC Entreprises Capital-Investissement, executive VP of Bpifrance Investissement's Mid & Large Cap equity department.

(1) Marie-Françoise Walbaum joined the Financial and Audit Committee on 1 January 2020 but she is no longer an Investments and Shareholdings Committee member.
(2) The number of FFP shares held by Bertrand Finet increased to 4,733 on 9 March 2020 following full and final vesting of 4,733 shares under the 9 March 2017 bonus share allotment plan.

* Listed company. G FFP related company.

2.2 Composition of the Board of Directors at 31 December 2019

The Company has ten Directors, all of whom are French nationals. Directors bring tried and tested skills and expertise, notably in industrial, financial and banking matters, which they consistently apply to make a very insightful contribution during discussions and when taking decisions.

Surname and first name	Position at FFP	Age	Gender	Number of shares	Independence	Date of first appointment	Expiry date	Committee member
Peugeot Robert	Chairman and Chief Executive Officer	69	M	4,174 (1)		28/06/1979	2021	ISC (Chairman)
Peugeot Jean-Philippe	Vice-Chairman	66	M	10		28/06/1979	2023	GARC ISC
Peugeot-Roncoroni Marie-Hélène	Vice-Chairwoman	59	F	10		19/12/2002	2022	GARC ISC
Chodron de Courcel Georges	Director	69	M	20		02/06/2005	2022	ISC
Gendry Luce	Director	70	F	10	•	09/06/2010	2021	GARC FAC (Chairwoman)
Lange Anne	Director	51	F	100	•	17/05/2018	2022	ISC FAC
Netter Dominique	Director	68	F	150	•	01/01/2016	2022	GARC (Chairwoman) ISC
Peugeot Christian	Director	66	M	1,010		28/06/1979	2021	FAC
Peugeot Xavier	Director	55	M	10		27/06/2001	2021	ISC
Walbaum Marie-Françoise	Director	69	F	20	•	15/05/2012	2022	GARC ISC (2)

GARC: Governance, Appointments and Remuneration
ISC: Investments and Shareholdings Committee **FAC:** Financial and Audit Committee

(1) The number of FFP shares held by Robert Peugeot increased to 9,682 on 9 March 2020 following full and final vesting of 5,508 shares under the 9 March 2017 bonus share allotment plan.
(2) Marie-Françoise Walbaum joined the Financial and Audit Committee on 1 January 2020 when she ceased to be an Investments and Shareholdings Committee member.

2019 CHANGES IN BOARD DIRECTORS

The 15 May 2019 AGM reappointed Jean-Philippe Peugeot as director.

POST-BALANCE SHEET CHANGES IN BOARD DIRECTORS

At its 25 March 2020 meeting, FFP's Board of Directors decided to split the roles of Chairman and Chief Executive Officer, in keeping with corporate governance best practices.

Robert Peugeot, FFP Group Chairman and CEO since December 2002, will relinquish his executive duties following the 19 May 2020 AGM called to approve the 2019 financial statements. He will continue to serve as Chairman of the Board of Directors and Chairman of the Investments and Shareholdings Committee, bringing to bear his experience in both these roles. From 19 May 2020, Bertrand Finet, who has served as Deputy Chief Executive Officer since January 2017, will replace him as CEO.

The 19 May 2020 AGM will also vote on a resolution to appoint three new younger Peugeot family members as directors, namely Sophie Berets, Édouard Peugeot and Armand Peugeot.

DIRECTOR INDEPENDENCE

Director independence criteria applied are as stated in the Afep-Medef Code.

Pursuant to Board bylaws, the Governance, Appointments and Remuneration Committee reviews director independence every year. The Board of Directors then applies Afep-Medef Code independence criteria to consider whether each director qualifies.

The following table shows the status of all directors that the Board of Directors deemed to be independent.

Independence criteria	Dominique Netter	Marie-Françoise Walbaum	Luce Gendry	Anne Lange
Criterion 1: Employee or director	•	•	•	•
Criterion 2: Cross-directorships	•	•	•	•
Criterion 3: Significant business relationships	•	•	•	•
Criterion 4: Family ties	•	•	•	•
Criterion 5: Statutory Auditors	•	•	•	•
Criterion 6: Over 12-year term in office	•	•	•	•
Criterion 7: Non-executive director	•	•	•	•
Criterion 8: Major shareholder	•	•	•	•

CRITERION 1: EMPLOYEE OR DIRECTOR WITHIN THE PAST 5 YEARS

Is not and has not been within the past five years:

- Company employee or director
- Related company employee, senior executive or director
- Employee, senior executive or director of the Company's parent company or a related company thereto.

CRITERION 2: CROSS-DIRECTORSHIPS

Is not a senior executive of a Company direct or indirect subsidiary, in which the Company holds a directorship, or in which an employee is appointed as director or senior executive (currently in office or having held such office for less than five years).

CRITERION 3: SIGNIFICANT BUSINESS RELATIONSHIPS

Is not a customer, supplier, commercial banker, investment banker or consultant:

- that is material to the Company or Group
- or whose business depends for a material proportion on the Company or Group.

The Board considers whether or not dealings with the Company or Group are material, and ensures the quantitative and qualitative criteria applied (i.e. continuity, business dependent, exclusivity, etc.) are stated in the annual report.

CRITERION 4: FAMILY TIES

Is not related by close family ties to a director.

CRITERION 5: STATUTORY AUDITORS

Has not been a Company auditor within the last 5 years.

CRITERION 6: OVER 12-YEAR TERM IN OFFICE

Has not been a Company director for more than 12 years. Independent director status is lost on the 12th anniversary date of the original appointment.

CRITERION 7: NON-EXECUTIVE DIRECTOR

A non-executive director cannot be deemed independent if he or she receives a bonus in cash or investment securities or any remuneration linked to Company or Group results.

CRITERION 8: MAJOR SHAREHOLDER

Directors representing major shareholders of the Company or its parent company may be deemed independent provided they do not participate in Company executive management. Nevertheless, above a 10% equity or voting right threshold, the Board systematically reviews their independence based on an Appointments and Remuneration Committee report and in view of the breakdown of Company shareholders and any conflict of interest.

At its 25 March 2020 meeting, the Board of Directors concluded that in 2019 Luce Gendry, Dominique Netter, Marie-Françoise Walbaum and Anne Lange qualified as independent directors.

So, the proportion of independent directors on the Company Board was 40% at 31 December 2019, i.e. more than the one-third ratio as recommended by the Afep-Medef Code for controlled companies.

DIRECTORS' DIVERSITY, SKILLS AND GENDER BALANCE

FFP has taken steps to build a good balance among Company Directors and Board Committee members, by bringing together people with a rich mix of skills and expertise.

In accordance with its Rules of procedure, the Board reviews directors once a year, when it reviews the various skills and experience of each one and identifies priorities for them and Board Committee members to maintain the best possible balance by seeking directors with complementary backgrounds in terms of age, gender, qualifications and experience.

Directors have and bring to the Board a broad range of skills in industry, management, finance, consulting, innovation, CSR, latest tech, digital transformation and international experience (see "Directorships held by Company Directors" above).

Women accounted for 50% of Company Directors at 31 December 2019, which was in line with the French 27 January 2011 Act relating to gender balance among company executive and supervisory board directors and workplace gender equality.

2.3 Board of Directors and Board Committee procedures

BOARD OF DIRECTORS PROCEDURES

The Board of Directors sets the Company's strategic direction and oversees implementation thereof. Subject to powers expressly reserved for general meetings and without acting ultra vires, it deals with any matters affecting the smooth running of the Company.

The rules governing how the Board of Directors functions are laid down in law, the Articles of Association, Company Rules of Procedure and the Stock Market Code of Ethics (hereinafter "Rules of procedure"). Rules of procedure state how the Board of Directors should be organised to make sure it carries out its duties as effectively as possible. They seek to present all directors' duties and the overall role of the Board of Directors. They outline Board of Directors internal procedures and state the role of the Chairman of the Board of Directors. The Rules of procedure lay down formal terms of reference for Board Committees that come under the Board's authority and are included in the Universal Registration Document.

Throughout the year, the Board of Directors performs checks and controls that it deems appropriate and may ask for any documents that it considers relevant for its duties.

The Board of Directors meets as often as required, when convened by the Chairman or, failing this, by one of the duly appointed Vice-Chairmen.

A schedule of Board of Directors meetings is drawn up at the prior year-end. Ten days to two weeks prior to a Board of Directors meeting, a meeting notice together with meeting agenda and draft minutes of the previous meeting, is emailed to directors so they can comment thereon prior to the upcoming Board of Directors meeting. As such, the Board of Directors can immediately start addressing agenda points.

Where appropriate, in the week leading up to a Board of Directors' meeting, directors are sent an electronic package containing agenda point- related items.

Lastly, at each Board of Directors' meeting, directors are notified of the Company's latest financial results in a presentation covering the following points entitled "Company Activities since Last Meeting":

- Investments/divestments
- Main shareholdings
- Investment securities portfolio management
- Change in net asset value (NAV)
- Debt and cash.

The guiding principle at all times is that all directors should be able to have their say in discussions.
Decisions are made based on a majority vote of directors present or represented. In the event of a split vote, the Chairman of the meeting holds a casting vote.

In 2019, the Board of Directors met eleven times:

Date of meeting	Attendance rate
14 January 2019	90%
13 March 2019	80%
15 March 2019	100%
15 May 2019	80%
6 June 2019	100%
9 July 2019	100%
9 September 2019	100%
16 October 2019	100%
5 November 2019	100%
7 November 2019	100%
16 December 2019	100%
Average attendance rate	95%

BOARD COMMITTEE PROCEDURES

The Board of Directors has three standing committees. The role and rules of each one are laid down in the Rules of procedure, the principles of which are stated below.

GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

At 31 December 2019, the Governance, Appointments and Remuneration Committee comprised five directors, three of whom are independent per Afep-Medef Code criteria, as follows:

- Dominique Netter, Committee Chairwoman
- Jean-Philippe Peugeot
- Marie-Hélène Peugeot-Roncoroni
- Luce Gendry
- Marie-Françoise Walbaum.

Pursuant to the Afep-Medef Code, a majority of Committee members are independent.

The Committee makes recommendations on the following four matters:

Board of Directors:

- Director reappointment or appointment
- Introducing new Board Committees and determining their members
- Any changes to Board of Directors structure, director total number and identity
- Review of Board's criteria to qualify directors as independent; annual review of each current or potential director's independence status based on adopted independence criteria.

The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer:

- Reappointment of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer
- Succession plan for senior executives should any of them unexpectedly leave the Company
- Individual remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer
- Remuneration of the Vice-Chairman or Vice-Chairmen
- Value and way to allocate directors' fees among directors and Committee members
- General policy for award of stock (subscription or purchase) options, bonus shares and incentives.

Company representatives on outside company boards of directors and supervisory boards:

- Designation of Company representatives on outside company boards of directors and supervisory boards.

Corporate governance:

- Potential executive management procedures
- Oversight of changes in corporate governance rules, especially Afep-Medef Code rules, which the Company applies
- Assessment of Board and Board Committee procedures
- Rules of procedure updates.

Committee members do not vote and do not attend meetings whenever the Committee considers their own remuneration or independence. The Committee meets at least once every year, when convened by its Chairman.

A schedule of Committee meetings is drawn up at the prior year-end. Ten days to two weeks before a Committee meeting, a meeting notice together with an agenda and draft minutes of the previous meeting are emailed to members so they can comment on the draft minutes if they wish. Where appropriate, in the week leading up to a Committee meeting, members are sent an electronic package containing agenda point-related items.

The Committee met three times during 2019 and the average attendance rate was 100%.

In 2019, the Committee considered the following matters:

- Individual Board directors
- Directors independence status review
- Remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer
- Management remuneration policy
- Review of the 2018 corporate governance report included in the 2018 Directors Report.

The Governance, Appointments and Remuneration Committee reports to the Board on its work.

INVESTMENTS AND SHAREHOLDINGS COMMITTEE

At 31 December 2019, the Investments and Shareholdings Committee comprised eight directors, three of whom are independent per Afep-Medef Code criteria, as follows:

- Robert Peugeot, Committee Chairman
- Georges Chodron de Courcel
- Anne Lange
- Dominique Netter
- Jean-Philippe Peugeot
- Xavier Peugeot
- Marie-Hélène Peugeot-Roncoroni
- Marie-Françoise Walbaum.

After Marie-Françoise Walbaum stepped down from the Committee with effect from 1 January 2020, it now has seven members, two of whom are independent directors based on Afep-Medef Code criteria.

The Committee gives an opinion on investment and disposal files presented to it by FFP's senior management before formal approval from the Board of Directors. For this purpose, it reviews all aspects of planned transactions and makes sure they are consistent with FFP's strategy, meet its investment criteria and are compatible with the Company's financial position. Treasury shares and portfolio investment securities are not covered by this procedure.

In addition, on behalf of the Board of Directors, the Committee monitors results of companies in which FFP, FFP INVEST and FFP Investment UK Ltd have a shareholding. Specifically, the Committee tracks shareholdings' operations and results, reviews their strategy and recommends positions to adopt on draft decisions of the portfolio holdings' boards of directors or supervisory boards whenever FFP, FFP INVEST or FFP Investment UK Ltd are directly or indirectly represented thereon.

It meets when convened by its Chairman as required and at least twice a year.

A schedule of Committee meetings and a provisional work programme are drawn up at the prior year-end. Ten days to two weeks before Committee meetings, a meeting notice together with agenda and draft minutes of the previous meeting are emailed to members so they can comment on the draft minutes if they wish. Where appropriate, in the week leading up to Committee meetings, members are sent an electronic package containing agenda point-related items.

The Investments and Shareholdings Committee reports on its work to the Board.

The Investments and Shareholdings Committee met three times in 2019 and the average attendance rate was 92%.

In 2019, the Committee considered the following matters:

- Investment plans, some of which went ahead during the year, and private equity commitments
- PSA-FCA planned merger.

FINANCIAL AND AUDIT COMMITTEE

At 31 December 2019, the Financial and Audit Committee comprised three directors, two of whom are independent directors per Afep-Medef Code criteria, as follows:

- Luce Gendry, Committee Chairwoman
- Christian Peugeot
- Anne Lange.

Since Marie-Françoise Walbaum joined the Committee with effect from 1 January 2020, it now has four members, three of whom are independent directors based on Afep-Medef Code criteria.

The Financial and Audit Committee is responsible for doing preparatory work on accounting and financial decisions the Board of Directors are due to take. Without impinging on the authority of the Board of Directors and senior management, the Committee has particular responsibility for overseeing:

- **Financial reporting procedures:**
  - It reviews FFP Company and consolidated financial statements and those of its subsidiaries FFP INVEST and FFP Investment UK Ltd, prior to relevant Board of Directors meetings when annual or interim financial statements are approved. It tracks any plans to introduce or change accounting policies and any new accounting standards. It makes sure that accounting and financial reports are produced pursuant to statutory and regulatory requirements/recommendations and Company policies
- **Distinguishing non-regulated agreements from related-party agreements:**
  - It ensures there is a proper procedure to spot and establish which agreements should undergo the related-party agreements procedure so as to distinguish them from so-called “non-regulated agreements”, which are arm’s length agreements. Before every balance sheet date, the Committee is given a list of current non-regulated agreements and reviews whether they can still be considered arm’s length and having been entered into in the ordinary course of business. Should any such agreement no longer satisfy said criteria, the Committee refers the matter to the Board of Directors. The Board may then reclassify the agreement as a related party agreement, approve it and submit it for ratification at the following General Meeting, subject to a special report from the Statutory Auditors
- **Effectiveness of internal control and risk management systems.**
  - It ensures there is a proper procedure to spot and analyse risks liable to impact financial and accounting data. It oversees introduction of such procedure and makes sure that corrective action is taken to make good any identified weaknesses. It also reviews insurance coverage for risks.
- **Statutory audit of the annual company and consolidated financial statements.**
  - It reviews Statutory Auditors’ conclusions based on their testing and monitors implementation of their recommendations. The Committee, which is given access to all information it requires, may meet with FFP’s, FFP INVEST’s and FFP Investment UK Ltd’s Statutory Auditors without senior management present. It also reviews key points of the investor relations policy..
- **Independence of the Statutory Auditors.**
  - It conducts the selection procedure for the Statutory Auditors, in preparation for decisions to be made by the Board of Directors, and makes sure they are independent. It issues a recommendation concerning the Statutory Auditors proposed for appointment at the AGM. It also reviews audit fees.

The Committee meets at least twice a year prior to approval of annual and interim results with the help of any modern communication system whenever necessary.

A schedule of Committee meetings is drawn up at the prior year-end. Ten to fifteen days prior to Committee meetings, a meeting notice together with agenda and draft minutes of the previous meeting are emailed to each member so they can comment thereon. Where appropriate, in the week leading up to Committee meetings, members are sent an electronic package containing agenda point-related items.

The Committee met twice during 2019 and the average attendance rate was 83%.

In 2019, the Committee considered the following matters:

- Financial statements: review of the parent company and consolidated financial statements for the year ended 31 December 2018 and the 2018 Directors Report, review of dividend policy, review of first-half 2019 consolidated financial statements and interim financial report, review of draft financial results press releases
- Results compared with 2016 bonus share allotment plan criteria
- Status of credit facilities
- Planned bond issue.

The Finance and Audit Committee reports to the Board of Directors on its work.

SUMMARY OF 2019 BOARD AND BOARD COMMITTEE MEETING ATTENDANCE

The table below gives an overview of all 2019 Board and Board Committee meetings and attendance rate per director.

DIRECTORS	Board of Directors	Governance, Appointments and Remuneration Committee	Investments and Shareholdings Committee	Financial and Audit Committee
Robert Peugeot	100%	-	100%	-
Jean-Philippe Peugeot	91%	100%	100%	-
Marie-Hélène Peugeot-Roncoroni	100%	100%	100%	-
Georges Chodron de Courcel	91%	-	100%	-
Luce Gendry	100%	100%	-	100%
Anne Lange	100%	-	100%	50%
Dominique Netter	100%	100%	67%	-
Christian Peugeot	91%	-	-	100%
Xavier Peugeot	82%	-	67%	-
Marie-Françoise Walbaum	100%	100%	100%	-
Average attendance rate	95%	100%	92%	83%

BOARD OF DIRECTORS EFFECTIVENESS ASSESSMENT

In accordance with its Rules of procedure, the Board of Directors holds a meeting once a year about its organisation and procedures. Every third year, it conducts a formal assessment thereof.

During 2019, the Board undertook a far-reaching review of its directors and plans to add new directors culminating in a proposal that will be put to the 19 May 2020 AGM to appoint three younger Peugeot family directors.

The most recent formal assessment took place in 2017 (see page 67 of the 2017 Registration Document). The plan is for a further formal assessment to be conducted by outside consultants in 2020 after the AGM has voted on the planned appointments.

2.4 Separate Chairman and Chief Executive Officer roles

Robert Peugeot has been FFP's Chairman and Chief Executive Officer since December 2002. In his duties, he is assisted by Bertrand Finet, who has been the Deputy Chief Executive Officer since January 2017. Robert Peugeot will step down from his executive duties following the 19 May 2020 AGM, while continuing to serve as Chairman of the Board of Directors. From then onwards, Bertrand Finet will replace him as Chief Executive Officer.

Paving the way for separating Chairman and Chief Executive Officer roles, the Board of Directors at its 25 March 2020 meeting assigned responsibilities to the Board Chairman and the Chief Executive Officer as follows:

- The Chairman organises and directs the work of the Board of Directors. He reports on this to and chairs shareholder general meetings. He is responsible for the smooth running of the Company's top management bodies and ensures best corporate governance practices are upheld. He also ensures that directors are able to fulfil their duties and are kept properly informed, and he makes sure that the Board devotes sufficient time and attention to discussions and that questions raised in accordance with the agenda are answered appropriately.
- The Chief Executive Officer proposes and implements the corporate strategy without breaching statutory restrictions and corporate governance rules and directives set by the Board. With the assistance of his executive team, he leads and manages the Group's operational affairs.

The powers of the Chief Executive Officer are not restricted by either the Articles of Association or the Board of Directors, except as follows:

- Power to grant charges on assets, endorsements or guarantees on the Company's behalf: up to €1 million per year in total
- Direct investments and divestments (shareholdings and co-investments): up to €25 million, above which any transaction requires Board approval, with this being reviewed at each subsequent Board meeting as to how used
- Private equity fund investments: total investment authorisation per year: €120 million.

2.5. Mandatory director statements

FAMILY TIES

Company directors Marie-Hélène Peugeot-Roncoroni, Robert Peugeot, Jean-Philippe Peugeot, Christian Peugeot and Xavier Peugeot belong to the Peugeot family. They are descendants of Robert Peugeot (1873-1945), their great grandfather.

NO FRAUD CONVICTIONS

As far as the Company is aware, based on signed director statements, over the past five years:

- No Board Director or senior executive has been convicted of fraud
- No Board Director or senior executive has been involved in an insolvency, receivership or liquidation as executive board or supervisory board company director or CEO
- No Board Director or senior executive has been implicated in and/or received an official public sanction from the statutory or regulatory authorities (including designated professional organisations)
- No Board Director or senior executive has been disqualified by a court from serving as executive board or supervisory board company director or from participating in leading or conducting any company business.

CONFLICT OF INTEREST

As far as the Company is aware, based on signed director statements:

- Directors have no existing or potential conflicts of interest between their corporate duties and their private interests
- The Company has not granted any loans or guarantees to directors
- Directors have no paid service contracts with any Company subsidiaries.

As far as the Company is aware, no arrangements or agreements have been entered into with its main shareholders, customers, suppliers or other parties, which appoint an FFP Director, and no Directors have agreed to restrictions on sale of some or all shares they hold within a given time frame.

The Rules of procedure mention a situation where a conflict of interest has arisen: "The director shall inform the Board of Directors of any existing or potential conflicts of interest with FFP. He/she shall refrain from participating in the corresponding vote. (...) The director is bound by a duty of loyalty. For this purpose, he/she must not make a personal commitment to a business competing with the Company or Group, without having informed the Board of Directors and gained its approval thereof."

2019 STATEMENT OF DIRECTORS AND RELATED PARTIES TRADING IN FFP SHARES

On 7 July 2019, 4,164 performance shares vested definitively with Robert Peugeot, which were allotted to him under the 7 July 2016 bonus share allotment plan. Since the 2019 balance sheet date, 5,508 and 4,733 performance shares have also vested definitively with Robert Peugeot and Bertrand Finet respectively as of 9 March 2020. These shares were allotted to them under the 9 March 2017 bonus share allotment plan.

2.6 Disclosures concerning agreements covered by Article L. 225-37-4 2° of the French Commercial Code

No related party agreements or commitments authorised and entered into during 2019 will be submitted for approval at the 19 May 2020 AGM in accordance with Article L. 225-37-4 2° of the French Commercial Code.

At its 25 March 2020 meeting, the Board reviewed the Memorandum of Understanding that FFP, Établissements Peugeot Frères and Peugeot SA signed on 18 February 2014 concerning Dong Feng Motors and the French Government acquiring an equity interest in Peugeot SA. This related party agreement remained in force during 2019 and the Board approved the continuation of this agreement.

The MoU's key points are as follows:

- Strict equality in terms of equity interest and voting rights between Dong Feng Motors, the French Government and FFP/EPF upon transaction completion, with FFP's and EPF's double voting rights being restored after a two-year period
- Identical representation for FFP/EPF on PSA's supervisory board to that held by Dong Feng Motors and the French Government, namely two seats each out of a total of 14. Six seats will be kept specifically for independent board directors, including the Chairman, and two for employees. FFP/EPF would also have the option of appointing a non-voting board advisor. In this instance, Dong Feng Motors and the French Government would also be entitled to appoint one advisor each. An FFP/EPF representative would chair the Strategy Committee.

2.7 Application of the Afep-Medef code's "comply or explain" rule

Recommendation not followed	Full explanation
24.3.3 Senior executives long-term incentive plans - Specific rules for performance shares *"The maximum percentage of options and performance shares that may be allotted to senior executives should be set as a proportion of the overall shareholder-approved allocation. The resolution authorising the allotment plan to be submitted for shareholder approval in general meeting must state the maximum percentage in the form of a sub-cap on allotments for senior executives."*	*Shareholders' grant of powers at the 17 May 2018 AGM authorising the Board of Directors to allot bonus shares does not specify a sub-cap on allotments for senior executives.* *At its 15 May 2019 meeting the Board decided to set the sub-cap at 20% of the total shareholder-approved allotment.* *The new grant of powers to be submitted for vote at the 19 May 2020 AGM for the bonus allotment of shares provides for a sub-cap on allotments for senior executives set at 20% of the total shareholder-approved allotment.*

2.6

2.8 Corporate governance-related excerpts from the Articles of Association

ADMINISTRATION (ARTICLE 9 OF THE ARTICLES OF ASSOCIATION)

The Company is administered by a Board with between three and 12 Directors[1], except in the event of a merger.

Throughout his/her term in office, each director must hold at least ten shares.

Directors are appointed for a four-year term.

The number of individuals and permanent representatives of legal entities aged over 75 may not account for more than one-third of directors in office, with this proportion being assessed and taking effect at each AGM.

Should this upper limit be breached and unless a sufficient number of directors aged over 75 resign voluntarily, as many as necessary of the oldest directors shall be deemed to have resigned at the close of said AGM to satisfy the one-third limit.

Even so, if the oldest director has held the position of Chairman or Chief Executive Officer, he/she shall remain in office and the next oldest director(s) after him/her shall be deemed to have resigned.

No directors aged over 75 at the AGM date may be reappointed for a further term. Likewise, legal entities reappointed as directors for a further term, may not be represented by a person aged over 75 as of the date of their reappointment.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER (ARTICLE 11 OF THE ARTICLES OF ASSOCIATION)

The Board of Directors elects an individual from among directors to be Chairman and determines his/her remuneration.

The Chairman is appointed for a period that may not exceed the term of his/her appointment as director. The Chairman may be reappointed.

Irrespective of the term for which he/she is appointed, the duties of Chairman automatically expire no later than the close of the first ordinary general meeting held after the date when he/she reaches the age of 75.

The Chairman represents the Board of Directors. He/she organises and leads its work and reports on it in general meeting. He/she is responsible for the smooth running of the Company's decision-making bodies and in particular makes sure that directors are able to fulfil their duties.

When also Chief Executive Officer, his/her powers shall be those laid down in the following "Senior Management" article.

A director may be appointed as Vice-Chairman of the Board of Directors with a remit to convene and chair Board meetings should the Chairman be unable to attend, resign or die.

(1) The General Meeting of 19 May 2020 will consider a proposal to increase to 14 the maximum number of directors.

SENIOR MANAGEMENT (ARTICLE 12 OF THE ARTICLES OF ASSOCIATION)

Responsibility for Company senior management falls to either the Chairman of the Board of Directors or a Chief Executive Officer appointed by the Board of Directors.

The Board of Directors chooses between said two senior management options. Shareholders and third parties are informed of the decided option via published notice.

Should the Chairman of the Board of Directors have responsibility for senior management, provisions of this Article concerning the Chief Executive Officer shall apply to him/her.

The Chief Executive Officer holds the broadest powers to act on the Company's behalf in all circumstances. He/she exercises these powers subject to powers expressly reserved by law for general meetings and powers specially reserved for the Board of Directors and must not exceed Company objects.

He/she represents the Company in its dealings with third parties.

The Chief Executive Officer binds the Company even by acts that do not fall within Company objects, unless the Company can prove that the third party knew that the act was ultra vires or could not fail to have known that such were the case in the circumstances. Mere publication of the Articles of Association does not suffice as proof thereof.

The Board of Directors may restrict the powers of the Chief Executive Officer, but any such curbs are not binding on third parties.

The Chief Executive Officer may partially delegate his/her authority to as many representatives as he/she deems fit.

On the Chief Executive Officer's recommendation, the Board of Directors may appoint one or more Deputy Chief Executive Officers, up to a maximum of five.

The Deputy Chief Executive Officers are individuals and may be selected from among the directors or from outside the Board.

Should the Chief Executive Officer die, resign or be dismissed, Deputy Chief Executive Officers retain their duties and their powers until a new Chief Executive Officer is appointed, unless the Board decides otherwise.

In conjunction with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers granted to Deputy Chief Executive Officers. Any restrictions on such powers are not binding on third parties, with each Deputy Chief Executive Officer possessing the same powers vis-à-vis them as the Chief Executive Officer.

Where a Deputy Chief Executive Officer is also a director, the term of his/her duties may not exceed the length of his/her term as director.

The age limit shall be 70 years for the position of Chief Executive Officer and Deputy Chief Executive Officer, with the relevant individual's duties coming to an end at the close of the first AGM following the date of his/her relevant birthday.

2.9 FFP's Rules of Procedure and Stock Market Code of Ethics

INTRODUCTION

The Board of Directors drew up the Rules of procedure, which give rules of conduct applicable to all directors and individuals attending Board meetings.

The Rules of procedure, which were updated by the Board on 25 March 2020, seek to establish and stipulate how the Board and Board Committees should be organised and operate in the interests of the Company and its shareholders, alongside statutory and regulatory rules and the Articles of Association. The Rules of procedure also lay down the rights and duties of each Board member.

The Company's Board of Directors refers to the corporate governance principles established in the Afep-Medef Code in force.

BOARD OF DIRECTORS

BOARD'S ROLE AND RESPONSIBILITIES

The Board of Directors is a collective decision-making body and represents all shareholders.

Pursuant to Article 10 of the Articles of Association, the Board of Directors sets the Company's strategic direction and oversees implementation thereof.

On the Chairman's recommendation, the Board of Directors sets the Company's long-term direction. The Chairman must ensure the information provided to shareholders and investors is relevant, reliable and clear and prepared in accordance with the applicable accounting standards.

Specifically for investments in and divestments of shareholdings, the Board of Directors makes a decision concerning the plan presented by the Chairman and reviewed by the Investments and Shareholdings Committee, except for investments where the sums invested do not exceed the upper limit set by the Board of Directors, which are given the go-ahead by senior management.

On a case-by-case basis, the Board of Directors may decide to set price limits that may not be breached or attach any other specific conditions that must be abided by.

Subject to the powers expressly granted to general meetings and without acting ultra vires, the Board considers any matters influencing the smooth running of the Company and settles any issues affecting it.

The Board conducts controls and checks that it deems appropriate. Each director receives all information needed to discharge his/her duties and may ask for any documents that he/she considers useful.

The Board may decide to set up Committees responsible for reviewing issues that it or its Chairman submits for their consideration. It determines the members and terms of reference for Committees, which operate under its authority. Committees may not take decisions in place of the Board, except where the Board specifically gives them authority to do so.

BOARD DIRECTORS

The Board of Directors elects a Chairman from the directors and, if it deems appropriate, one or more Vice-Chairmen. The Vice-Chairman is responsible for replacing the Chairman if he/she is unable to attend Board meetings.

The Board also appoints a person to act as Secretary, who may or may not be a Board director. The Secretary makes sure that the Board follows its own operating rules. The Secretary prepares the minutes from Board meetings and the Board Committees and circulates them. He/she is authorised to provide certified copies or excerpts from said minutes.

At least one-third of Board directors must qualify as independent. The Board has adopted the Afep-Medef Code's definition of an independent director. This states that a director shall be deemed independent where he/she has no dealings of any kind with the company, its group or its managing directors liable to compromise his/her independence of judgement.

For this purpose, in classifying a director as independent the Board may be guided by the criteria below, which state that said person must not:

- be an employee or executive director of the company, or an employee or director of its parent company or of a company that the latter consolidates, and must not have been so over the previous five years
- be an executive director of a company in which the company holds a directorship, directly or indirectly, or in which an employee appointed as such or a company executive director (currently in office or having held such office for less than five years) is a director

- be a customer, supplier, investment banker or commercial banker:
  - so that is material to the Company or Group,
  - or for a significant part of whose business the Company or Group accounts
- be related by close family ties to a corporate officer
- have been an auditor of the company within the previous five years
- have been a director of the company for more than 12 years.

It being restated that:

(i) a non-executive officer cannot be deemed independent if he or she receives a bonus in cash or the form of securities or any remuneration linked to Company or Group results.

(ii) the Board reviews as a matter of course the independent status of any director representing a shareholder holding more than 10% of the Company's share capital or voting rights.

Every year, the independence of each of the directors is discussed by the Governance, Appointments and Remuneration Committee and reviewed on a case-by-case basis by the Board of Directors according to the criteria outlined above.

Whenever a new director is appointed or an existing director reappointed, his/her independence is also discussed.

OPERATING PROCEDURES

NOTICE OF BOARD MEETINGS

The Board of Directors meets as often as required by the Company's interests, when convened by the Chairman or, failing this, by one of the duly appointed Vice-Chairmen.

Except in special circumstances, written meeting notices shall be sent out at least eight days prior to each meeting. Notice of Board meetings may be given in any form, in writing or orally.

That said, when circumstances require and when the timing of transactions is not aligned with that of its meetings, especially when investments and disposals are involved, the Chairman may request Board approval by convening an exceptional meeting with 24 hours' notice.

The schedule of Board meetings for the following year is set no later than 31 December, except for extraordinary meetings.

As far as possible, the requisite papers for informing directors about meeting agenda and about all matters submitted for Board directors' consideration should be enclosed with the meeting notice or sent to them a reasonable time in advance thereof.

Any person who is not a Board director may be invited to attend all or part of its meetings if the Chairman so decides. He/she may not take part in deliberations and is subject to the same confidentiality undertakings as directors.

INFORMATION FOR BOARD DIRECTORS

When making decisions, directors must ensure that they have the information they deem essential for the smooth running of the Board and Board Committees. If it is not available, or if they believe it is not available, they must request it. Such requests should be made to the Chairman of the Board, who must ensure that directors can fulfil their duties.

At each meeting, the Chairman gives an update on transactions undertaken since the previous meeting and on the main ongoing plans that will likely go ahead before the next Board meeting. Every year the Board reviews key points in the Directors Report and deliberations submitted to general meetings. Furthermore, the Board of Directors is informed by senior management at least once every six months of the Company's financial position, cash position and commitments.

Between meetings, directors are sent any useful information concerning the Company, if its importance or urgent nature so requires.

The Board of Directors may task one or more directors, or third parties, with special duties or assignments, such as to carry out a review of one or more given matters.

BOARD DECISION-MAKING

For the Board of Directors to transact business validly, at least half the total number of directors must be present.

Directors may be represented by another director pursuant to a written power of attorney.

Decisions are made based on a majority vote of members present or represented. In the event of a split vote, the Chairman of the meeting holds a casting vote.

ATTENDANCE OF BOARD MEETINGS VIA VIDEO- OR TELECONFERENCING SYSTEMS

Directors may attend Board meetings using a video- or teleconferencing system permitting their identification and allowing them to take part effectively. If so, they will be deemed present for the purpose of determining the quorum and a majority of votes.

Nonetheless, these systems for attending Board meetings may not be used for the purpose of determining the quorum and a majority of votes when the Board of Directors is called upon to approve the Company's parent-company financial statements, consolidated financial statements, Directors Report and Group Directors Report.

MINUTES

The Board's proceedings must be clearly stated. Meeting minutes must provide a summary of discussions and state decisions taken. They are especially important because they provide, as applicable, a record of how the Board discharged its duties. Without being unnecessarily detailed, they must succinctly state questions raised and reservations expressed.

Board meeting minutes are prepared after every meeting and sent to all Board directors, who are invited to comment thereon. Any comments are then discussed at the following Board meeting. The definitive minutes of the previous meeting are then approved by the Board.

BOARD'S EFFECTIVENESS ASSESSMENT

The Board of Directors must ensure that from time to time it assesses all Board directors and Committee members, Board organisation and effectiveness. The Board provides an annual update on this point, and a formal assessment led by the Chairman of the Board of Directors is conducted every three years.

REMUNERATION

Based on recommendation from the Appointments and Remuneration Committee, the Board of Directors apportions the annual allocation agreed by the last AGM as remuneration for Board directors. This allocation takes into account the duties performed by each director for the Board and Board Committees, as well as their actual meeting attendance.

ROLE OF THE CHAIRMAN

The Board of Directors elects a Chairman from among the directors, who must be an individual. The Chairman is appointed for a term that may not exceed that of his/her appointment as director.

The Board of Directors chooses which executive management option is to be adopted.

The Chairman chairs Board of Directors' meetings, organising and directing its work. He/she is responsible for the smooth running of the Company's internal decision-making bodies, including its Committees.

SENIOR EXECUTIVES

The Chief Executive Officer implements the strategic direction set by the Board of Directors and oversees day-to-day management of the Company. For investments exceeding the upper limit set by the Board of Directors and divestments of shareholdings, the Chief Executive Officer is responsible for implementing in the interests of the Company the decisions made by the Board of Directors as effectively as possible, and he/she reports to it subsequently. He/she may be assisted by one or more Deputy Chief Executive Officers.

The Chief Executive Officer represents the Company vis-à-vis third parties.

BOARD COMMITTEES

RULES COMMON TO ALL COMMITTEES

The Board of Directors may decide to set up new Committees. It then lays down their terms of reference, and they operate under its authority. These Committees play a role in studying and preparing certain Board discussions and submit to the Board their opinions, proposals and recommendations.

The Board has three Committees:

- Governance, Appointments and Remuneration Committee
- Investments and Shareholdings Committee
- Financial and Audit Committee.

Committee members are chosen from among Board directors. They are selected by the Board on recommendation from the Governance, Appointments and Remuneration Committee. The length of their appointment is aligned with their term in office as a director, it being understood that the Board of Directors may at any time change Committee members and thus terminate a Committee member's appointment. A Committee member may be reappointed at the same time as his/her term in office as director is renewed.

On recommendation from the Governance, Appointments and Remuneration Committee, a Chairman is selected by the Board from among each Committee's members, for a term identical to that of his/her appointment as a director.

All Committees determine the Rules of procedure applicable to their duties. The Board Secretary handles secretarial duties for Board Committees, except for the Governance, Appointments and Remuneration Committee, for which the Chairman appoints another secretary.

Committees meet whenever they are convened by their Chairman, which is whenever he/she or the Board deem this to be appropriate.

Meeting agenda are set by each Committee's Chairman, in conjunction with the Chairman of the Board, when the latter convenes the meeting. The agenda is sent to Committee members prior to the meeting together with information pertinent to discussions.

Each Committee member may be represented by another member of the same Committee pursuant to a written power of attorney. Each Committee is deemed to validly transact business when at least half its members are present or represented. A simple majority vote is required to pass resolutions. The Chairman of each Committee has a casting vote in the event of a split vote. In an emergency, each of the Committees may validly transact business by consulting its members individually.

Each Committee reports on how it has discharged its duties at the following meeting of the Board of Directors. Unless special arrangements are made, the minutes of each meeting are drawn up by the secretary of the meeting appointed by the Committee Chairman, acting under his/her authority. They are sent to all the Committee members. The Committee Chairman decides on how he/she reports to the Board on its work.

GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

MEMBERS

The Committee must have at least three members, who are Company directors.

It is chaired by an independent director and consists of a majority of independent directors.

The Chairman of the Board shall be involved in the Committee's work, except with regard to issues concerning him/her.

ROLE

The role of the Governance, Appointments and Remuneration Committee is to:

Concerning the Board of Directors:

- submit proposals to the Board of Directors concerning directors' appointment or reappointment
- submit proposals to the Board of Directors concerning Committee members or Board directors
- from time to time assess the Board's structure, size and directors and recommend any changes thereto
- review from time to time the Board's criteria to qualify a director as independent; every year review the individual status of each actual or potential director based on adopted independence criteria.

Concerning the Chairman, Chief Executive Officer and, where appropriate, the Deputy Chief Executive Officer(s):

- as and when required including on expiry of relevant terms in office, review whether to reappoint the Chairman, the Chief Executive Officer and any Deputy Chief Executive Officers
- review succession plans for senior executives applicable in particular should they unexpectedly leave the Company
- review individual remuneration of the Chairman, the Chief Executive Officer and any Deputy Chief Executive Officers and make recommendations to the Board accordingly
- propose remuneration of the Vice-Chairman/Vice-Chairmen
- review and propose to the Board of Directors total remuneration to be allocated between directors and Committee members
- review senior management's proposals concerning general policy for the award of stock options and incentives.

Concerning Company representatives on the board of directors or supervisory board of third-party companies:

- appoint Company representatives on the board of directors or supervisory board of third-party companies.

Concerning governance:

- inform the Board about potential executive management options
- review changes in corporate governance rules, especially those affecting the Code to which the Company refers and inform the Board thereof; monitor adherence to corporate governance rules laid down by the Board of Directors and ensure shareholders are kept informed
- prepare the effectiveness of the Board of Directors assessment
- prepare for Board decisions concerning Rules of procedure updates.

The Committee Chairman reports his/her recommendations to the Board.

ORGANISATION OF DUTIES

The Committee meets at least once every year, when convened by its Chairman. The Committee meets prior to approval of the AGM agenda to review draft resolutions falling within its remit.

A Committee member may not take part in voting when, as applicable, the Committee is considering his/her reappointment or remuneration.

INVESTMENTS AND SHAREHOLDINGS COMMITTEE

MEMBERS

The Committee must have at least three members, who are Company directors.

ROLE

The Committee gives an opinion on investment and disposal files presented to it by FFP's senior management, before formal approval from the Board of Directors, where amounts invested exceed the upper limit set by the Board of Directors. For this purpose, it reviews all aspects of transactions and makes sure they are consistent with FFP's strategy, meet its investment criteria and are compatible with its financial position. Treasury investments and portfolio investment securities are not covered by this procedure.

In addition, on behalf of the Board of Directors, the Committee monitors activities of companies in which FFP, FFP INVEST and FFP Investment UK Ltd have a shareholding. For this purpose, the Committee keeps track of the activities and results of shareholdings, analyses their strategy and recommends positions to be adopted on decisions proposed to the corporate bodies of the portfolio holdings when FFP, FFP INVEST or FFP Investment UK Ltd are represented directly or indirectly on the board of directors or supervisory board of said shareholdings.

ORGANISATION OF DUTIES

The Committee meets when convened by its Chairman as many times as necessary and at least twice a year.

FINANCIAL AND AUDIT COMMITTEE

MEMBERS

The Committee must have at least three members, who are non-executive Company directors.

It is chaired by an independent director, and at least two-thirds of its members must be independent.

Members must have financial or accounting skills and knowledge.

ROLE

The Financial and Audit Committee is responsible for preparing decisions on financial and accounting matters to be taken by the Board of Directors.

Without impinging on the authority of the Board of Directors and senior management, the Committee has particular responsibility for monitoring:

- Process of preparing financial information.

  It reviews FFP company and consolidated financial statements and those of its subsidiaries FFP INVEST and FFP Investment UK Ltd, prior to Board of Directors meetings responsible for approving annual or interim financial statements. It studies any plans to introduce new or change accounting policies and keeps track of accounting standards. It makes sure that accounting and financial information is produced in line with statutory requirements, recommendations from regulatory authorities and Company policies.

- Effectiveness of internal control and risk management systems.

It ensures there is a procedure for spotting and analysing risks liable to have an impact on financial and accounting information. It oversees introduction of procedures and makes sure that corrective action is taken to rectify any identified weaknesses.

- Procedure for distinguishing non-regulated agreements from related-party agreements.

It ensures there is a procedure to identify and establish agreements which need to undergo the related-party agreements procedure so as to distinguish them from so-called “non-regulated agreements”, which are arm’s length agreements. Before every balance sheet date, the Committee still be considered is given a list of current non-regulated agreements and reviews whether it can still be considered arm’s length and having been entered into in the ordinary course of business. Should any such agreement no longer satisfy said criteria, the Committee refers the matter to the Board of Directors. The Board may then reclassify the agreement as a related party agreement, approve it and submit it for ratification at the following AGM, subject to a special report from the Statutory Auditors.

- Statutory audit of the annual company and consolidated financial statements.

It reviews Statutory Auditors’ conclusions based on their testing and monitors implementation of their recommendations. The Committee, which is given access to all information it requires, may meet with FFP’s, FFP INVEST’s and FFP Investment UK Ltd’s Statutory Auditors without senior management present. It also reviews key points of the investor relations policy.

- Independence of the Statutory Auditors.

It conducts the selection procedure for the Statutory Auditors, in preparation for decisions to be made by the Board of Directors, and makes sure they are independent. It issues a recommendation concerning the Statutory Auditors proposed for appointment at the AGM. It also reviews audit fees.

ORGANISATION OF DUTIES

The Committee meets at least twice a year prior to approval of annual and interim results with the assistance of any modern communication system, whenever necessary.

For this purpose, a schedule of Committee meetings is drawn up by the Board of Directors, without prejudice to the stipulations of these Rules of procedure as to how meetings of the Committees may be convened.

DIRECTORS’ CHARTER

KNOWLEDGE OF AND COMPLIANCE WITH REGULATIONS

Before accepting Board director duties, applicants must make sure they are aware of general and specific director duties. Specifically, they must familiarise themselves with company law and regulations concerning their duties, Company Articles of Association, Afep-Medef Corporate Governance Code recommendations and these Rules of procedure. They must ensure that they abide by such rules, especially those concerning:

- Powers of the Board of Directors
- Total number of directorships that may be held simultaneously
- incompatibilities and incapacity
- Agreements between a director and the Company
- Anti insider dealing rules and duty to disclose dealings in Company shares.

FFP’s Articles of Association and this charter must be given to them before their duties commence. Accepting appointment as a director automatically involves a duty of compliance with this charter.

2.9

OWNERSHIP OF A MINIMUM NUMBER OF SHARES

Each director shall hold in his/her own name at least ten qualifying shares throughout his/her term in office.

Company shares held by a director privately and for his/her spouse (where not legally separated), dependent child or any other third parties, must be held in registered form: either directly with the Company itself or its agent (Caceis) or through an intermediary, the contact details of which must be provided to the Board Secretary.

DUTY TO ACT IN THE INTERESTS OF THE COMPANY AND DUTY OF LOYALTY

Directors represent all Company shareholders and must act in the interests of the Company in all circumstances.

Directors must inform the Board of Directors of any potential or actual conflicts of interest with FFP. They shall refrain from participating in votes thereon.

For this purpose, all directors must provide a sworn statement whether they have an actual or potential conflict of interest:

a) On taking office

b) Every year in response to a Company request for the preparation of the Universal Registration Document

c) At any time should the Chairman so request

d) Within ten working days following any event making said statement partially or wholly untrue.

Directors are bound by a duty of loyalty. For this purpose, they must not make a personal commitment to a business competing with the Company or Group, without informing the Board of Directors and having received its approval.

DUTY OF CARE AND TO ATTEND MEETINGS

All directors must stay informed and devote the requisite time to conducting their duties.

All directors must endeavour to attend all Board meetings and Committees on which they serve and all general meetings.

For transparency's sake, the Universal Registration Document states directors' attendance record at Board meetings and Board Committees.

DIRECTOR TRAINING

Directors must possess highly extensive knowledge of the Company's specific features, operations and business lines.

Upon their appointment and throughout their term in office, all directors may receive training deemed necessary to fulfil their duties.

Such training is arranged and given by the Company, which bears the related cost.

DUTY OF DISCRETION AND PROFESSIONAL CONFIDENTIALITY

Generally speaking, all matters considered at Board meetings and information gathered during or outside Board meetings are confidential without any exceptions, irrespective of whether such information is marked confidential by the Chairman.

Aside from a current statutory and regulatory duty of discretion, all Board directors must consider themselves bound by professional confidentiality.

Accordingly

- A director may not use, in whole or in part, information to which he/she is made privy during his/her term in office or disclose it to a third party for any reason whatsoever
- Board directors undertake not to engage in talks outside Board of Directors meetings about matters raised during meetings and about opinions expressed by each director
- All directors must take any appropriate action to ensure that said confidentiality is maintained, including by taking steps to secure files and documents provided.

Said information is no longer deemed private and confidential once the Company publishes it in any manner whatsoever. Said confidentiality requirements also apply to any person invited to attend Board meetings and Committee meetings.

STOCK MARKET CODE OF ETHICS

PRINCIPLES

In the normal course of their duties, all Board directors are privy to insider information, which has the following features:

- it is precise
- it is not publicly available
- it concerns the Company or any related company, operations or financial position
- if made public, it would be likely to have a significant impact on the Company share price (i.e. it is price-sensitive).

So all Board directors may appear on lists of insiders drawn up by the Company and reported to the AMF.

Directors must use Insider information solely to carry out their director duties. It must not be disclosed in any circumstances to a third party outside the remit of their director duties for any purposes other than those for which it was communicated.

Directors must refrain from personally or via a third party undertaking transactions in Company shares for as long as they hold, by virtue of their duties or Board or Committee meeting attendance, information that is not yet in the public domain that may influence the share price.

All directors are personally responsible for assessing whether information to which they are privy constitutes insider information and, having done so, decide whether they may or should refrain from using or disclosing said information to trade in Company shares.

PROHIBITED PERIODS

During a period prior to publication of any insider information to which they are privy, Board directors, given their status as insiders, must refrain from undertaking any transactions in Company shares pursuant to the law.

In addition, in accordance with the AMF's recommendations, they are prohibited from undertaking any transaction in Company shares during a 30-day period prior to the date of full-year and interim results press releases.

The schedule of these announcements will be provided to directors at the beginning of every year.

INSIDER DEALING

Directors are informed about applicable insider information and insider dealing rules as stated in Article L. 465-1 et seq. of the French Monetary and Financial Code and Article 8 et seq. of 16 April 2014 Regulation (EU) No. 596/2014 on market abuse.

DUTY TO DECLARE TRANSACTIONS IN COMPANY SHARES

In accordance with applicable regulations, the directors and their connected persons as defined by decree, must give the AMF a statement of Company share purchases, sales, subscriptions or exchanges, together with transactions in related financial instruments, should the value of said transactions exceed €20,000 in the current year.

Directors and connected persons shall email their statements to the AMF within three trading days following transaction execution.

Persons submitting a statement to the AMF must send a copy thereof to the Board of Directors Secretary.

Such statements are then put online on the AMF's website, and an annual summary is provided in the Company's Universal Registration Document.

PROHIBITED TRANSACTIONS

Directors are prohibited from undertaking any short or deferred settlement transactions in any Company share-linked financial instruments.

ALTERATIONS TO THE RULES OF PROCEDURE

The Rules of procedure may be amended at any time by the Board by means of a simple majority vote by present or represented directors.

2.10 Remuneration and benefits of any kind paid to directors

This section presents FFP directors remuneration policy and disclosures. It includes:

- The directors 2020 remuneration policy requiring prior shareholder approval
- Executive director remuneration paid during or allocated for 2019 requiring retrospective shareholder approval
- The remuneration report giving Article L. 225-37-3 I disclosures and requiring retrospective shareholder approval
- Further remuneration disclosures presented in accordance with summary tables recommended by the Afep-Medef Code.

2020 SENIOR EXECUTIVES REMUNERATION POLICY REQUIRING PRIOR SHAREHOLDER APPROVAL

Pursuant to Article L. 225-37-2 of the French Commercial Code, the Board of Directors presents the principles and criteria applied in the determination, allocation and award of fixed salary, bonuses and exceptional payments making up directors' total remuneration and benefits of any kind.

At the 19 May 2020 AGM shareholders will be asked to approve senior executives' 2020 remuneration policy as approved by the Board of Directors on 25 March 2020 on recommendation from the Governance, Appointments and Remuneration Committee.

- Board directors (Resolution 12)
- Robert Peugeot, for his duties initially as Chairman and Chief Executive Officer, then as Chairman of the Board (Resolution 13), and
- Bertrand Finet, for his duties initially as Deputy Chief Executive Officer, then as Chief Executive Officer (Resolution 14).

If the 19 May 2020 AGM does not approve these resolutions, 2020 remuneration will be determined in accordance with remuneration allocated for the previous year or, where no remuneration was allocated for the previous year, in accordance with the Company's customary practice.

2020 REMUNERATION POLICY FOR BOARD DIRECTORS

The total annual remuneration awarded to directors and directors remuneration policy are laid down by the Board of Directors on recommendation from the Governance, Appointments and Remuneration Committee and are submitted for general meeting approval.

Accordingly, a resolution will be voted on at the 19 May 2020 AGM to increase total directors remuneration from €850,000 (unchanged since 2018) to €1,100,000 and to approve the 2020 remuneration policy for Board directors as presented below.

The Board of Directors laid down at its 25 March 2020 meeting the principles applicable to directors' 2020 remuneration including arrangements for variable remuneration to outweigh fixed remuneration as recommended by the Afep-Medef Code.

The annual remuneration paid to the Chairman and the two Vice-Chairmen consists of a fixed €25,000, while directors receive an annual fixed €20,000.

The variable allocation stands at €4,000 per meeting attended, subject to an upper limit of eight meetings per year, or a maximum amount of €32,000 p.a.

Each Committee member receives €2,000 p.a. in fixed remuneration, plus a variable allocation of €3,500 per Committee meeting attended, with the variable allocation capped:

- at €10,500 (three meetings) for the Governance, Appointments and Remuneration Committee and the Financial and Audit Committee
- at €17,500 (five meetings) for the Investments and Shareholdings Committee.

The Chairman of each Committee receives a fixed €10,000.

Variable allocation attributable to Board meeting attendance by phone is halved starting from the second meeting attended by phone. Variable allocation attributable to a Board Committee meeting attendance by phone no longer applies from the second meeting attended by phone.

2020 SENIOR EXECUTIVE REMUNERATION POLICY

The Board of Directors laid down at its 25 March 2020 meeting, on recommendation from the Governance, Appointments and Remuneration Committee, the senior executives' 2020 remuneration policy, which will be approved by shareholders at the 19 May 2020 AGM.

REMUNERATION OF ROBERT PEUGEOT, FOR HIS DUTIES INITIALLY AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER, THEN AS CHAIRMAN OF THE BOARD

Robert Peugeot will serve as Chairman and Chief Executive Officer until the 19 May 2020 AGM, following which he will step down from the role of Chief Executive Officer, while continuing to perform his duties as Chairman of the Board of Directors.

On recommendation from the Governance, Appointments and Remuneration Committee, the Board of Directors decided at its meeting of 25 March 2020 to set Robert Peugeot's fixed annual remuneration as follows:

- From 1 January 2020 to 31 May 2020, in respect of his duties as Chairman and Chief Executive Officer, a fixed €640,000 gross per annum (unchanged compared with 2019), that is €266,667 for the period from 1 January 2020 to 31 May 2020
- From 1 June 2020 to 31 December 2020, in respect of his duties as Chairman of the Board of Directors, a fixed €320,000 gross per annum, that is €186,667 for the period from 1 June 2020 to 31 December 2020

In addition to the above fixed remuneration, throughout 2020 Robert Peugeot will benefit from the Board directors 2020 remuneration policy, which comprises:

(i) Fixed €25,000p.a. for his role as Chairman

(ii) As for all directors, a variable €4,000 fee per Board of Directors meeting attended, subject to an upper limit of eight meetings per year, or a maximum amount of €32,000 p.a.

(iii) As for all directors belonging to a Board Committee, a fixed €2,000 p.a. for each Committee to which he belongs, plus a variable €3,500 fee per Committee meeting attended, with the variable fee capped:

- At €10,500 (three meetings) for the Governance, Appointments and Remuneration Committee and the Financial and Audit Committee
- At €17,500 (five meetings) for the Investments and Shareholdings Committee.

(iv) As for all directors chairing a Committee, a fixed €10,000 fee for each Committee he chairs

Note that variable allocation for attending a Board of Directors meeting by phone is halved from the second meeting attended by phone; variable allocation attributable to a Board Committee meeting attendance by phone no longer applies from the second meeting attended by phone.

In addition, on recommendation from the Governance, Appointments and Remuneration Committee, the Board of Directors at its meeting of 25 March 2020 allotted Robert Peugeot in his capacity as Chairman and Chief Executive Officer 30,047 performance shares valued for accounting purposes at €1,280,002, representing 200% of his 2020 annualised remuneration as Chairman and Chief Executive Officer. Said performance shares are subject to continuing service for the Company until 25 March 2023 and the following performance conditions:

- **CSR criterion:** full and final vesting of 10% of shares allotted depends on the proportion of investment files completed with effect from 1 January 2020 until 31 December 2022 incorporating a documented CSR review in the file presented to the Management Committee and/or the Board of Directors to authorise the investment:

Proportion of investment files given the go-ahead incorporating an CSR review	Proportion of shares definitively vesting linked to the CSR criterion
Between 80% and 100%	Between 0% and 100% (straight-line vesting)
Less than 80%	0%

2.10

- **Absolute performance criterion:** full and final vesting of 35% of awarded shares depends on FFP NAV per-share increase over the period from 1 January 2020 to 31 December 2022:

Average annual increase in NAV per share over the period	Proportion of shares definitively vesting linked to the absolute performance criterion
Over 5%	100%
Between 2.5% and 5%	Between 0% and 100% (straight-line vesting)
Less than 2.5%	0%

- **Relative performance criterion:** full and final vesting of 55% of awarded shares depends on FFP Investment NAV per share increase relative to the Eurostoxx 600 index based on a dividend reinvested over the period from 1 January 2019 to 31 December 2022:

Average annual performance of the Investment NAV per share relative to the Eurostoxx 600 index based on a reinvested dividend	Proportion of shares definitively vesting linked to the relative performance criterion
Over 150bp	100%
Between 0bp and 150bp	Between 0% and 100% (straight-line vesting)
Less than 0bp (negative performance)	0%

Lastly, Robert Peugeot has a Company car, receives the Company's early September bonus and incentive plan covering all employees, and is a member of the Company's defined contribution supplementary pension plan.

In addition to remuneration stated above in respect of his FFP duties, Robert Peugeot receives 2020 directors fees from Établissements Peugeot Frères, FFP's parent company, and for being chairman of F&P, an FFP subsidiary.

REMUNERATION OF BERTRAND FINET FOR HIS DUTIES INITIALLY AS DEPUTY CHIEF EXECUTIVE OFFICER AND THEN AS CHIEF EXECUTIVE OFFICER

Bertrand Finet will serve as Deputy Chief Executive Officer until the 19 May 2020 AGM, following which he will take on the role of Chief Executive Officer.

On recommendation from the Governance, Appointments and Remuneration Committee, the Board of Directors laid down at its meeting of 25 March 2020 Bertrand Finet's 2020 remuneration policy, initially as Deputy Chief Executive Officer, then as Chief Executive Officer:

(i) Fixed salary:

- From 1 January 2020 to 31 May 2020, in respect of his duties as Deputy Chief Executive Officer, an annual €600,000 gross (unchanged compared with 2019), that is €250,000 for the period from 1 January 2020 to 31 May 2020
- From 1 June 2020 to 31 December 2020, in respect of his duties as Chief Executive Officer, an annual €720,000 gross, that is €420,000 for the period from 1 June 2020 to 31 December 2020

(ii) A €360,000 gross target bonus (or 50% of the Chief Executive Officer's annualised fixed salary), which may rise to no more than €468,000 gross (or 65% of the CEO's annualised fixed salary), payable in 2021 provided that the following qualitative and quantifiable targets are met:

- €144,000 (i.e. 40% of the target bonus) linked to attainment of three qualitative criteria:
  - €72,000 linked to sourcing new investments and adding value through portfolio management
  - €36,000 linked to growing FFP's international presence, especially in Asia
  - €36,000 linked to ongoing implementation of FFP's CSR roadmap
- €216,000 (i.e. 60% of target bonus) linked to attainment of quantifiable criteria, which may rise to €324,000 in the event of above-target performance:
  - €108,000 linked to performance of FFP's Investment NAV relative to that of the Eurostoxx 600 index based on reinvested dividends, which may be increased to €162,000 in the event of above-target performance: if performance exceeds that of the Eurostoxx 600 index, this portion is triggered on a straight-line basis, with the €108,000 award reached for 4% performance, it being stipulated that an additional amount not exceeding €54,000 will vest in respect of above-target performance on a straight-line basis between 4% and 6%

- €108,000 linked to the absolute performance of FFP's Investment NAV, which may rise to €162,000 in the event of above-target performance: if performance is positive, this portion is triggered on a straight-line basis, with the €108,000 award reached for 5% performance, it being stipulated that an additional amount not exceeding €54,000 will vest in respect of above-target performance on a straight-line basis between 5% and 7%.

In addition, on recommendation from the Governance, Appointments and Remuneration Committee, the Board of Directors at its meeting of 25 March 2020 allotted Bertrand Finet 21,972 performance shares valued for accounting purposes at €936,007, representing 130% of his annualised 2020 fixed remuneration as Chief Executive Officer. Said performance shares are subject to continuing service for the Company as at 25 March 2023 and the same performance conditions as those of the bonus shares granted to Robert Peugeot, as stated above.

Severance pay will be awarded to Bertrand Finet, should his position be terminated by the Board for any reason other than gross misconduct. Said severance will not exceed 2 years fixed salary and bonus provided he has fulfilled the qualitative and quantifiable performance criteria governing payment of his bonus over the previous two years.

Lastly, Bertrand Finet has a company car, receives the Company's early September bonus and incentive pay for all Company employees, qualifies for GSC unemployment insurance benefits, contributions for which the Company pays, and is a member of the Company's current defined contribution supplementary pension plan.

SENIOR EXECUTIVE REMUNERATION PAID DURING OR ALLOCATED FOR 2019 REQUIRING SHAREHOLDER RETROSPECTIVE APPROVAL

As specified under Article L. 225-100 III of the French Commercial Code, the fixed salary, bonus and exceptional components making up total remuneration paid during or allocated for the previous financial year to each of the Company senior executives are submitted for shareholder approval.

At the 19 May 2020 AGM, shareholders will be given a retrospective say on remuneration paid during or allocated for 2019 to both Company senior executives, namely:

- Robert Peugeot for his duties as Chairman and Chief Executive Officer
- Bertrand Finet for his duties as Deputy Chief Executive Officer.

If the 19 May 2020 AGM fails to approve such resolutions, bonus and exceptional remuneration will not be paid to the relevant senior executive.

SHAREHOLDER APPROVAL OF THE REMUNERATION PAID DURING OR ALLOCATED FOR 2019 TO ROBERT PEUGEOT FOR HIS DUTIES AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Remuneration subject to vote	Amounts paid during 2019 [(1)]	Amounts allocated for 2019 or book value [(2)]	Details
Fixed salary	€640,000	€64,000	2019 gross fixed salary of €640,000 set by the Board of Directors at its 15 March 2019 meeting paid in full in 2019
Annual bonus	N/A	N/A	Robert Peugeot does not receive any annual bonus.
Deferred bonuses, long-term incentives or exceptional payments	N/A	N/A	Robert Peugeot does not receive any deferred bonuses, long-term incentives or exceptional payments.
Performance shares	N/A	€1,150,442	Robert Peugeot was awarded performance shares in 2019 subject to the following conditions: **Authorisation:** 17 May 2018 AGM Resolution 18. **Allotment decision:** 15 May 2019 Board of Directors meeting. **Vesting period:** 15 May 2019 to 15 May 2022. **Lock-up period:** no lock-up period, with shares available for sale from 15 May 2022. However, at least 50% of vesting shares must be held while his Company duties continue, subject to an upper limit of two years' gross fixed annual salary. **Number of shares:** 13,786, representing 0.055% of FFP equity shares at 31 December 2019 and 179.76% of Robert Peugeot's fixed salary and bonus. Full and final vesting subject to a continuing service condition as at 15 May 2022 and performance conditions [(3)].
Director's remuneration	€77,500	€77,500	In accordance with internal rules on directors' remuneration, Robert Peugeot received €77,500 in respect of 2019 for serving as a director of FFP, which was paid in full in 2019. Of this amount, fixed remuneration was €35,000 and variable remuneration €42,500.
Benefits in kind	N/A	€2,796	Company car.
Other benefits	€10,133	€12,357	Early September bonus and incentive.
Severance pay	N/A	N/A	Robert Peugeot is not eligible for any severance pay.
Non-compete compensation	N/A	N/A	Robert Peugeot is not eligible for any non-compete compensation.
Supplementary pension plan	N/A	N/A	Like Bertrand Finet, Robert Peugeot is a member of the Company current defined-contribution supplementary pension plan. Contributions to the plan, which are paid to an insurer, are based on remuneration up to eight times the French Social Security cap (€324,192 in 2019). The Company paid contributions for Robert Peugeot amounting to €17,839 in 2019.

(1) Senior executives' remuneration paid out in 2019 irrespective of the year to which such remuneration relates.

(2) 2019 remuneration comprises shares and/or cash for duties performed in 2019, but the number and/or value of which had not yet been determined when awarded, so were valued for accounting purposes at grant date.

(3) Performance conditions attached to performance shares awarded to Robert Peugeot in 2019:

- **CSR criterion:** full and final vesting of 10% of allotted shares depends on the proportion of investment files completed with effect from 1 May 2019 until 31 December 2021 incorporating a documented CSR study in the file presented to the Executive Committee and/or Board of Directors to authorise the investment:

Proportion of investment files given the go-ahead incorporating an CSR study	Proportion of shares definitively vesting linked to the CSR criterion
Over 80%	100%
Between 50% and 80%	50%
Less than 50%	0%

- **Absolute performance criterion:** full and final vesting of 35% of awarded shares depends on the increase in FFP's NAV per share over the period from 1 January 2019 to 31 December 2021:

Average annual increase in NAV per share over the period	Proportion of shares definitively vesting linked to the absolute performance criterion
Over 5%	100%
Between 2.5% and 5%	Between 0% and 100% (straight-line vesting)
Less than 2.5%	0%

- **Relative performance criterion:** full and final vesting of 55% of awarded shares depends on the increase in FFP's Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends over the period from 1 January 2019 to 31 December 2021:

Average annual performance of Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends	Proportion of shares definitively vesting linked to the relative performance criterion
Over 150bp	100%
Between 0bp and 150bp	Between 0% and 100% (straight-line vesting)
Less than 0bp (negative performance)	0%

SHAREHOLDER APPROVAL OF BERTRAND FINET'S REMUNERATION PAID DURING OR ALLOCATED FOR 2019 FOR SERVING AS DEPUTY CHIEF EXECUTIVE OFFICER

Remuneration subject to vote	Amounts paid during 2019[(1)]	Amounts allocated for 2019 or book value[(2)]	Details
Fixed salary	€600,000	€600,000	Gross fixed salary of €600,000 set by the Board of Directors at its meeting of 15 March 2019 in respect of 2019 and paid in full in 2019

2019 bonus	N/A	€237,000	Target bonus set at €300,000 (i.e. 50% of his fixed salary), which may be increased up to a maximum of €390,000 gross (i.e. 65% of his fixed salary) in the event of above-target performance. The bonus is determined using precise qualitative and quantifiable criteria, the choice and weighting of which are approved at the beginning of each year by the Board of Directors on recommendation from the Governance, Appointments and Remuneration Committee.
			For 2019, the bonus is subject to the following criteria:
			• €120,000 (i.e. 40% of the target bonus) linked to attainment of qualitative criteria, broken down into four sub-criteria, each given a €30,000 weighting:
			  • generating a high-quality deal flow
			  • developing the teams, including of FFP Investment UK
			  • raising FFP's profile among its stakeholders
			  • building up FFP's networks in Europe and proposals concerning its international development
			• €180,000 (i.e. 60% of the target bonus) linked to attainment of quantifiable criteria, which may be increased to €270,000 in the event of above-target performance:
			  • €90,000 linked to the performance of FFP's Investment NAV relative to that of the Eurostoxx 600 index based on reinvested dividends, which may be increased to €135,000 in the event of above-target performance: if performance exceeds that of the Eurostoxx 600 index, this portion is triggered on a straight-line basis, with the €90,000 award reached for a performance of 4%, it being stipulated that an additional amount not exceeding €45,000 will vest in respect of above-target performance on a straight-line basis between 4% and 6%
			  • €90,000 linked to the absolute performance of FFP's Investment NAV, which may be increased to €135,000 in the event of above-target performance: if performance is positive, this portion is triggered on a straight-line basis, with the €90,000 award reached for a performance of 5%, it being stipulated that an additional amount not exceeding €45,000 will vest in respect of above-target performance on a straight-line basis between 5% and 7%.
			At its 25 March 2020 meeting, the Board of Directors discussed, based on the recommendations of the Governance, Appointments and Remuneration Committee, the performance of Bertrand Finet, in his absence, and determined the following level of attainment of the criteria affecting his bonus:

Criterion	Weighting	Performance in 2019	Level of attainment	Amount awarded
Generating deal flow	€30,000	Implementation in 2019 of a sourcing process that centralises teams' deal flow.	70%	€21,000
Developing teams	€30,000	The expertise of the teams continued to grow during 2019, with two investors being recruited and joining the Company in early 2020.	90%	€27,000
Raising FFP's profile among its stakeholders	€30,000	Special emphasis was placed this year on FFP's financial communications, with the 2018 Registration Document given a major overhaul and the website restructured.	90%	€27,000
Building up FFP's networks in Europe and international development proposals	€30,000	FFP's international networks were scaled up in 2019 through several investment assignments by its teams outside France (Europe, United States and Asia), which gave them a chance to meet with numerous investment funds and family offices. This strategy is expected to continue generating investment during 2020, especially in Asia.	90%	€27,000
Relative performance of the Investment NAV	€90,000 to €135,000	Investment performance of +23% relative to a Eurostoxx 600 performance of +27% based on reinvested dividends, representing a negative relative performance.	0%	0
Absolute performance of the Investment NAV	€90,000 to €135,000	Investment performance of +23%, representing an absolute performance triggering the full extent of the above-target performance mechanism.	150%	€135,000
TOTAL BONUS ALLOCATED FOR 2019				**€237,000**

The €237,000 bonus awarded to Bertrand Finet in respect of 2019 and payable in 2020 subject to its ratification by the General Meeting, represents 39.5% of his fixed salary.

2018 bonus	€102,000	N/A	Bertrand Finet's bonus in respect of 2018 was ratified by the 15 May 2019 AGM and paid, subsequent to this ratification, during 2019.
Deferred bonuses, long-term incentives or exceptional payments	N/A	N/A	Bertrand Finet does not receive any deferred bonuses, long-term incentives or exceptional payments.
Performance shares	N/A	€701,063	Bertrand Finet was awarded performance shares in 2019 subject to the following conditions: **Authorisation:** Ordinary and Extraordinary General Meeting of 17 May 2018 (Eighteenth resolution). **Award decision:** Board of Directors' meeting of 15 May 2019. **Vesting period:** from 15 May 2019 to 15 May 2022. **Lock-up period:** no lock-up period, with shares available for sale from 15 May 2022. Even so, at least 50% of the shares vesting must be held while his duties as corporate officer continue, subject to an upper limit of two years' gross fixed annual salary. **Number of shares:** 8,401, representing 0.0337% of FFP's share capital at 31 December 2019 and 83.76% of Bertrand Finet's fixed salary and bonus. Full and final vesting subject to a continuing service condition to be tested at 15 May 2022 and performance conditions (3).
Director's remuneration	N/A	N/A	Bertrand Finet has not been appointed as a director of FFP and so does not receive any related remuneration.
Value of benefits of any kind	N/A	€2,796	Company car.
Other benefits	€10,133 €	€12,357	Early September bonus and incentive.
Severance pay	N/A	N/A	Should his corporate office be terminated by the Board other than for serious misconduct, Bertrand Finet would receive a severance pay amounting to a maximum of 2 years' fixed salary and bonus provided that he has fulfilled the qualitative and quantifiable performance criteria covering the previous two years set by the Board as conditions for payment of his bonus.
Non-compete compensation	N/A	N/A	Bertrand Finet is not eligible for any non-compete compensation.
Supplementary pension plan	N/A	N/A	Like Robert Peugeot, Bertrand Finet is a member of the defined-contribution supplementary pension plan in force in the Company. Contributions to the plan, which are paid to an insurer, are based on remuneration up to eight times the French Social Security cap (€324,192 in 2019). The Company paid contributions for Bertrand Finet's amounting to €17,839 in 2019.
GSC unemployment insurance	N/A	N/A	Bertrand Finet qualifies for the benefit of GSC unemployment insurance, the contributions for which are paid by the Company. The contributions made by the Company stood at €12,765 in 2019.

(1) Remuneration paid to directors during 2019 are actual cash payments irrespective of the year to which such remuneration relates.

(2) Remuneration awarded to directors in respect of 2019 reflect shares and/or cash for duties performed in 2019, but the number and/or value of which had not yet been determined definitively as at their award date, which were valued for accounting purposes at their grant date.

(3) Performance conditions attached to performance shares awarded to Bertrand Finet in 2019:

- **CSR criterion:** full and final vesting of 10% of allotted shares depends on the proportion of investment files completed with effect from 1 May 2019 and until 31 December 2021 incorporating a documented CSR study in the file presented to the Management Committee and/or the Board of Directors to authorise the investment:

Proportion of investment files given the go-ahead incorporating an CSR study	Proportion of shares definitively vesting linked to the CSR criterion
Over 80%	100%
Between 50% and 80%	50%
Less than 50%	0%

- **Absolute performance criterion:** full and final vesting of 35% of awarded shares depends on the increase in FFP's NAV per share over the period from 1 January 2019 to 31 December 2021:

Average annual increase in NAV per share over the period	Proportion of shares definitively vesting linked to the absolute performance criterion
Over 5%	100%
Between 2.5% and 5%	Between 0% and 100% (straight-line vesting)
Less than 2.5%	0%

- **Relative performance criterion:** full and final vesting of 55% of awarded shares depends on the increase in FFP's Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends over the period from 1 January 2019 to 31 December 2021:

Average annual performance of the Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends	Proportion of shares definitively vesting linked to the relative performance criterion
Over 150bp	100%
Between 0bp and 150bp	Between 0% and 100% (straight-line vesting)
Less than 0bp (negative performance)	0%

REMUNERATION REPORT WITH ARTICLE L. 225-37-3 I DISCLOSURES SUBMITTED FOR SHAREHOLDER APPROVAL

As specified in Article L. 225-100 II of the French Commercial Code, Article L. 225-37-3 I disclosures including total remuneration and benefits of any kind paid making up Company senior executives' total remuneration paid during or allocated for the previous financial year are subject to shareholder approval.

The 19 May 2020 AGM will be asked to approve Article L. 225-37-3 I disclosures, as stated below.

If the 19 May 2020 AGM does not approve such resolution, the remuneration awarded to Board directors will be suspended until a revised remuneration policy is adopted.

TOTAL REMUNERATION AND BENEFITS OF ANY KIND PAID DURING OR ALLOCATED FOR 2019 STATING FIXED AND VARIABLE REMUNERATION (1° AND 2° OF ARTICLE L. 225-37-3 I)

	Total remuneration paid by FFP to senior executives in 2019 (1)				Total remuneration awarded by FFP to senior executives in respect of 2019 (2)			
Senior executives	Fixed	Variable	% variable vs. fixed	Other	Fixed	Variable	% variable vs. fixed	Other (including value of performance shares and benefits of any kind)
Robert Peugeot Chairman and Chief Executive Officer	675,000	42,500	6.30%	10,133 (3)	675,000	42,500	6.30%	1,165,595 (3)
Jean-Philippe Peugeot Vice-Chairman and Director	29,000	53,000	182.76%	None	29,000	53,000	182.76%	None
Marie-Hélène Peugeot-Roncoroni Vice-Chairwoman and Director	29,000	53,000	182.76%	None	29,000	53,000	182.76%	None
Georges Chodron de Courcel Director	22,000	42,500	193.18%	None	22,000	42,500	193.18%	None
Luce Gendry Director	32,000	49,500	154.69%	None	32,000	49,500	154.69%	None
Anne Lange Director	24,000	46,000	191.67%	None	24,000	46,000	191.67%	None
Dominique Netter Director	32,000	49,500	154.69%	None	32,000	49,500	154.69%	None
Christian Peugeot Director	22,000	39,000	177.27%	None	22,000	39,000	177.27%	None
Xavier Peugeot Director	22,000	39,000	177.27%	None	22,000	39,000	177.27%	None
Marie-Françoise Walbaum Director	24,000	53,000	220.83%	None	24,000	53,000	220.83%	None
Bertrand Finet Deputy Chief Executive Officer	600,000	102,000	17%	10,133 (4)	600,000	237,000	39.50%	716,216 (4)

(1) Remuneration paid to senior executives during 2019 reflect actual cash payments irrespective of the year to which such remuneration relates.

(2) Remuneration awarded to senior executives in respect of 2019 reflect shares and/or cash for duties performed in 2019, but the number and/or value of which had not yet been determined definitively as at their award date, which were valued for accounting purposes at their grant date.

(3) This amount reflects the book value of performance shares and benefits of any kind granted to Robert Peugeot during or allocated for 2019, as detailed on page 84 of the Universal Registration Document.

(4) This amount reflects the book value of performance shares and benefits of any kind paid to Bertrand Finet during or allocated for 2019, as detailed on page 86 of the Universal Registration Document.

BONUS CLAWBACK OPTION (3° OF ARTICLE L. 225-37-3 I)

The Company did not attempt to claw back any bonuses paid previously during 2019.

SIGN-ON, TERMINATION OR CHANGE OF COMMITMENTS GIVEN BY THE COMPANY (4° OF ARTICLE L. 225-37-3 I)

Robert Peugeot and Bertrand Finet are both members of the current Company defined-contribution supplementary pension plan. Contributions to the plan, which are paid to an insurer, are based on remuneration up to eight times the French Social Security cap (€324,192 in 2019). Contributions paid by the Company stood at €35,678 in 2019.

In addition, Bertrand Finet shall be entitled to severance pay should his position be terminated by the Board for any reason other than gross misconduct. Said severance pay will not exceed two years' fixed salary and bonus provided he has fulfilled the qualitative and quantifiable performance criteria governing payment of his bonus over the previous two years.

Bertrand Finet also qualifies for the benefit of GSC unemployment insurance, the contributions for which are paid by the Company. The contributions made by the Company stood at €12,765 in 2019.

REMUNERATION PAID OR AWARDED BY AN FFP GROUP COMPANY AS DEFINED IN ARTICLE L. 233-16 (5° OF ARTICLE L. 225-37-3 I)

The only remuneration paid or awarded by an FFP Group company to an FFP senior executive is that paid by F&P SAS to Robert Peugeot for serving as chairman. 2019 remuneration actually paid in 2019 to Robert Peugeot amounted to €49,500.

FIVE-YEAR RATIOS BETWEEN BOTH SENIOR EXECUTIVES' REMUNERATION AND EMPLOYEE MEAN AND MEDIAN PAY AND ANNUAL TRENDS OVER FIVE YEARS IN SENIOR EXECUTIVE REMUNERATION, COMPANY RESULTS, AVERAGE EMPLOYEE PAY AND RATIOS REQUIRED UNDER 6° AND 7° OF ARTICLE L. 225-37-3 I

	2015	2016	2017	2018	2019
Ratio between:					
– Chairman and Chief Executive Officer remuneration and employee mean pay	x 5.76	x 6.27	x 6.64	x 7.86	x 8.83
i.e. average ratio increase of		*+9%*	*+6%*	*+18%*	*+12%*
Ratio between:					
– Chairman and Chief Executive Officer remuneration and employee mean pay and employee median pay	x 7.02	x 9.60	x 11.07	x 11.87	x 11.76
i.e. average ratio increase of		*+37%*	*+15%*	*+7%*	*– 1%*
Ratio between:					
– Deputy Chief Executive Officer(1) remuneration and employee mean pay	x 3.91	x 4.17	x 6.33	x 6.78	x 7.28
i.e. average ratio increase of		*+7%*	*+52%(1)*	*+7%*	*+7%*
Ratio between:					
– Deputy Chief Executive Officer(1) remuneration and employee median pay	x 4.77	x 6.38	x 10.55	x 10.24	x 9.70
i.e. average ratio increase of		*+34%*	*+65%(1)*	*– 3%*	*– 5%*

	2015 to 2016	2016 to 2017	2017 to 2018	2018 to 2019
Annual increase in NAV per share	+6%	+18%	– 3%	+19%
Annual increase in the Chairman and Chief Executive Officer's remuneration	+40%(2)	+27%	+35%	+20%
Annual increase in the Deputy Chief Executive Officer's remuneration(1)	+37%(2)	+83%(1)	+22%	+15%
Annual increase in employee mean pay	+29%	+20%	+14%	+7%
Annual increase in employee median pay	+3%	+10%	+26%	+21%

(1) Deputy Chief Executive Officer's remuneration stated above comprises remuneration of:
- Alain Chagnon until 31 December 2016
- Bertrand Finet with effect from 1 January 2017, when he was appointed Deputy Chief Executive Officer.

The change in Deputy Chief Executive Officer accounts for the sharp increase in the Deputy Chief Executive Officer's remuneration and related ratios between 2016 and 2017.

(2) Introduction of the Company's first ever bonus share allotment plan in 2016 accounts for the sharp increase in the Chairman and Chief Executive Officer's and the Deputy Chief Executive Officer's remuneration between 2015 and 2016.

The above ratios required under 6° and 7° of Article L. 225-37-3 of the French Commercial Code were calculated in line with the Afep's guidelines:

NUMERATOR COMPUTATION

Senior executive remuneration applied to calculate the numerator consists of all remuneration and benefits of any kind due or allocated for the financial year, namely:

- Fixed salary in respect of current year
- Annual bonus in respect of current year paid in following year
- Any remuneration for serving as a director in respect of current year
- Performance shares allocated for current year (stated at IFRS book value)
- Employee savings allocated for current year
- Benefits in kind allocated for current year (book value).

So as not to impair ratio comparability, the following items are excluded from the remuneration calculation: i) severance pay and non-compete compensation since they are exceptional payments and ii) supplementary pension plans, which are a post-appointment benefit.

DENOMINATOR COMPUTATION

Employee pay applied to calculate the denominator consist of all pay and benefits of any kind due or allocated for the financial year:

- Fixed salary in respect of current year
- Annual bonus in respect of current year paid in following year
- Performance shares allocated for current year (stated at IFRS book value)
- Employee savings allocated for current year
- Benefits in kind allocated for current year (book value).

As for senior executives, severance pay, non-compete compensation and supplementary pension plans are excluded from remuneration computations. The pay of all FFP employees who are not senior executives (excluding interns and work-study placement students) is taken into account on a full-time equivalent basis and pro-rated if they joined or left the Company during the year.

COMPLIANCE WITH ADOPTED REMUNERATION POLICY, STEPS TAKEN TO IMPLEMENT PRIOR AGM RESOLUTIONS AND ANY REMUNERATION POLICY EXCEPTIONS UNDER 8°, 9° AND 10° OF ARTICLE L. 225-37-3 I

2019 directors remuneration is in line with the 15 May 2019 AGM-approved remuneration policy.

SUSPENSION OF DIRECTORS REMUNERATION IN THE EVENT OF NON-COMPLIANCE WITH THE COMPANY DIRECTORS GENDER BALANCE LAW (ARTICLE L. 225-37-3 11°)

Since Board directors comply with statutory requirements, there is no reason to suspend directors remuneration.

ADDITIONAL REMUNERATION DISCLOSURES: SUMMARY TABLES RECOMMENDED BY THE AFEP-MEDEF CODE

TABLE 1

Summary of remuneration, options and shares awarded to both senior executives

	2018 (€)	2019 (€)
Robert Peugeot Chairman and Chief Executive Officer		
Remuneration due for the year (details in table 2)	723,996	732,653
Value of long-term incentive plans granted during the year	n/a	n/a
Value of options granted during the year	n/a	n/a
Value of performance shares granted during the year (details in table 6)	833,000 (8,500 shares)	1,150,442 (13,786 shares)
TOTAL	1,556,996	1,883,095

	2018 (€)	2019 (€)
Bertrand Finet Deputy Chief Executive Officer		
Remuneration due for the year (details in table 2)	704,996	852,153
Value of long-term incentive plans granted during the year	n/a	n/a
Value of options granted during the year	n/a	n/a
Value of performance shares granted during the year (details in table 6)	637,000 (6,500 shares)	701,063 (8,401 shares)
TOTAL	1,341,996	1,553,216

The value of performance shares allotted during the year is calculated under the IFRS 2 method applied for the consolidated financial statements, namely FFP share price at performance share allotment date less estimated dividend payouts over the following three years. This measure does not factor in any risk that the performance conditions may not be achieved. So the actual cost at the end of the plan may significantly differ.

TABLE 2

Summary of each senior executive's remuneration

	2018		2019	
	Awarded (€)	Paid (€)	Awarded (€)	Paid (€)
Robert Peugeot[1] Chairman and Chief Executive Officer				
Fixed salary	640,000	640,000	640,000	640,000
Bonus	None	None	None	None
Exceptional payments	None	None	None	None
Directors fees	81,000	81,000	77,500	77,500
Benefits in kind (vehicle)	2,796	2,796	2,796	2,796
Other benefits (early September bonus and incentive)	200	200	12,357	10,133
TOTAL	723,996	723,996	732,653	730,429
Bertrand Finet Deputy Chief Executive Officer				
Fixed salary	600,000	591,666	600,000	600,000
Bonus	102,000	150,000	237,000	102,000
Exceptional payments	None	None	None	None
Directors fees	None	None	None	None
Benefits in kind (vehicle)	2,796	2,796	2,796	2,796
Other benefits (early September bonus and incentive)	200	200	12,357	10,133
TOTAL	704,996	744,662	852,153	714,929

2.10

TABLE 3

Table of remuneration received by each Board director

	2018 awarded and paid (€)		2019 awarded and paid (€)	
Board directors	**FFP**	**EPF**[2]	**FFP**	**EPF**[2]
Robert Peugeot	81,000	47,000	77,500	47,000
Jean-Philippe Peugeot	85,500	71,000	82,000	68,000
Marie-Hélène Peugeot-Roncoroni	85,500	56,000	82,000	53,000
Georges Chodron de Courcel	76,500	None	64,500	None
Luce Gendry	81,500	None	81,500	None
Anne Lange	42,500	None	70,000	None
Dominique Netter	76,500	None	81,500	None
Christian Peugeot	59,000	74,000	61,000	71,000
Xavier Peugeot	64,500	39,000	61,000	39,000
Marie-Françoise Walbaum	77,000	None	77,000	None
TOTAL	729,500	287,000	738,000	278,000

(1) In addition to 2019 remuneration for his FFP duties, Robert Peugeot received from F&P, an FFP subsidiary, a €49,500 fee for serving as its chairman.

(2) Établissements Peugeot Frères (EPF), PPF parent company.

TABLE 4

Stock options granted during the year to each senior executive

Not applicable.

TABLE 5

Stock options exercised during the year by each senior executive

Not applicable.

TABLE 6

Performance shares allotted during the year to each senior executive

	Robert Peugeot, Chairman and Chief Executive Officer	**Bertrand Finet,** Deputy Chief Executive Officer
No. and date of plan	Plan no. 4, 15 May 2019	Plan no. 4, 15 May 2019
Number of shares allotted during year	13,786	8,401
Value of shares based on the method adopted in the consolidated financial statements	€1,150,442	€701,063
Vesting date	15 May 2022	15 May 2022
Availability date	15 May 2022	15 May 2022
Performance conditions	Performance conditions linked to NAV movements, as set out below(1)	Performance conditions linked to NAV movements, as set out below(1)

The value of performance shares allotted during the year is based on the IFRS 2 method applied for the consolidated financial statements, namely FFP's share price at the performance share allotment date less estimated value of dividend payouts over the following three years. This measure does not factor in any risk that performance conditions may not be achieved. So the actual cost at the end of the plan may significantly differ.

(1) Performance conditions attached to performance shares awarded to Robert Peugeot and Bertrand Finet in 2019:

- **CSR criterion:** full and final vesting of 10% of allotted shares depends on the proportion of investment files completed from 1 May 2019 to 31 December 2021 incorporating a documented CSR study in the file presented to the Management Committee and/or the Board of Directors to authorise investment:

Proportion of investment files given the go-ahead incorporating an CSR study	Proportion of shares definitively vesting linked to the CSR criterion
Over 80%	100%
Between 50% and 80%	50%
Less than 50%	0%

- **Absolute performance criterion:** full and final vesting of 35% of awarded shares depends on the increase in FFP's NAV per share over the period from 1 January 2019 to 31 December 2021:

Average annual increase in NAV per share over the period	Proportion of shares definitively vesting linked to the absolute performance criterion
Over 5%	100%
Between 2.5% and 5%	Between 0% and 100% (straight-line vesting)
Less than 2.5%	0%

- **Relative performance criterion:** full and final vesting of 55% of awarded shares depends on the increase in FFP's Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends over the period from 1 January 2019 to 31 December 2021:

Average annual performance of the Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends	Proportion of shares definitively vesting linked to the relative performance criterion
Over 150bp	100%
Between 0bp and 150bp	Between 0% and 100% (straight-line vesting)
Less than 0bp (negative performance)	0%

TABLE 7

Performance shares vesting during the year for each senior executive

	No. and date of plan	Number of shares allotted during year
Robert Peugeot, Chairman and CEO	Plan n° 1 7 July 2016	4,164

TABLE 8

History of stock option awards

Not applicable.

TABLE 9

History of performance share allotments

	Plan n° 1	Plan n° 2	Plan n° 3	Plan n° 4
AGM date	3 May 2016	3 May 2016	17 May 2018	17 May 2018
Board meeting date /date of award	7 July 2016	9 March 2017	17 May 2018	15 May 2019
Total number of shares allotted, o/w:	17,277	29,063	31,940	48,180
– Senior executives[1]:	6,314	12,823	15,000	22,187
– Robert Peugeot[2]	4,164	5,508	8,500	13,786
– Bertrand Finet[2]	Not applicable	4,733	6,500	8,401
Share vesting date	7 July 2019	9 March 2020	17 May 2021	15 May 2022
Lock-up period expiry date	Not applicable	Not applicable	Not applicable	Not applicable
Performance conditions	Performance conditions linked to NAV movements, as set out below [3]	Performance conditions linked to NAV movements, as set out below[4]	Performance conditions linked to NAV movements, as set out below[5]	Performance conditions linked to NAV movements, as set out below[6]
Number of shares vested at 31 December 2019	17,277	None	None	None
Total number of cancelled or void shares	None	None	None	None
Performance shares outstanding at year end	None	29,063	31,940	48,180

(1) Serving senior executives at allotment date.

(2) Serving senior executives at 31 December 2019.

(3) **Performance conditions attached to plan no. 1 performance shares:**
- Absolute performance criteria: full and final vesting of one-third of awarded shares if the rise in FFP's total NAV averages over 5% p.a. from 31 December 2015 to 31 December 2018
- Relative performance criteria (straight-line vesting):
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by up to 75bp p.a. over the period from 31 December 2015 to 31 December 2018 (i.e. by 225bp over 3 years)
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by more than 75bp p.a. and up to 150bp p.a. over the period from 31 December 2015 to 31 December 2018 (i.e. by 450bp over 3 years).

(4) **Performance conditions attached to plan no. 2 performance shares:**
- Absolute performance criteria: full and final vesting of one-third of awarded shares if the rise in FFP's total NAV averages over 5% p.a. from 31 December 2016 to 31 December 2019
- Relative performance criteria (straight-line vesting):
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by up to 75bp p.a. over the period from 31 December 2016 to 31 December 2019 (i.e. by 225bp over 3 years).
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by more than 75bp p.a. and up to 150bp p.a. from 31 December 2016 to 31 December 2019 (i.e. by 450bp over 3 years).

(5) **Performance conditions attached to plan no. 3 performance shares:**

- Absolute performance criteria: full and final vesting of one-third of allotted shares if the rise in FFP's total NAV averages 5% p.a. over the period from 31 December 2017 to 31 December 2020; note that if the NAV rises by an average of over 2.5% p.a. without reaching the 5% threshold, only half of these shares will vest
- Relative performance criteria (straight-line vesting):
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by up to 75bp p.a. from 31 December 2017 to 31 December 2020 (i.e. by 225bp over 3 years)
  - full and final vesting of a maximum of one-third of awarded shares if the increase in FFP's Investment NAV exceeds that in the Eurostoxx 600 index (reinvested dividends) by more than 75bp p.a. and up to 150bp p.a. from 31 December 2017 to 31 December 2020 (i.e. by 450bp over 3 years).

(6) **Performance conditions attached to plan no. 4 performance shares:**

- **CSR criterion:** full and final vesting of 10% of allotted shares depends on the proportion of investment files completed from 1 May 2019 to 31 December 2021 incorporating a documented CSR study in the file presented to the Management Committee and/or the Board of Directors to authorise investment:

Proportion of investment files given the go-ahead incorporating an CSR study	Proportion of shares definitively vesting linked to the CSR criterion
Over 80%	100%
Between 50% and 80%	50%
Less than 50%	0%

- **Absolute performance criterion:** full and final vesting of 35% of awarded shares depends on the increase in FFP's NAV per share from 1 January 2019 to 31 December 2021:

Average annual increase in NAV per share over the period	Proportion of shares definitively vesting linked to the absolute performance criterion
Over 5%	100%
Between 2.5% and 5%	Between 0% and 100% (straight-line vesting)
Less than 2.5%	0%

- **Relative performance criterion:** full and final vesting of 55% of awarded shares depends on the increase in FFP's Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends from 1 January 2019 to 31 December 2021:

Average annual performance of the Investment NAV per share relative to the Eurostoxx 600 index based on reinvested dividends	Proportion of shares definitively vesting linked to the relative performance criterion
Over 150bp	100%
Between 0bp and 150bp	Between 0% and 100% (straight-line vesting)
Less than 0bp (negative performance)	0%

TABLE 10

Summary of each senior executive's long-term incentive plan

Not applicable.

TABLE 11

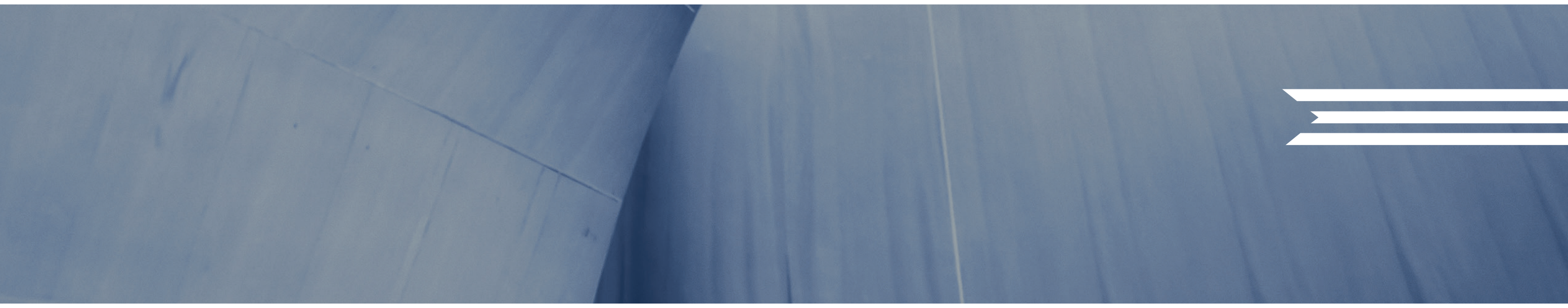
Senior executives	Company employee		Supplementary pension plan		Pay or benefits that may fall due on cessation of or change in duties		Non-compete compensation	
	Yes	No	Yes	No	Yes	No	Yes	No
M. Robert Peugeot Chairman and Chief Executive Officer[(1)] Date of first appointment: 28 June 1979		•	•			•		•
M. Bertrand Finet Deputy Chief Executive Officer[(1)] Since 2 January 2017		•	•		•			•

(1) Following the 19 May 2020 AGM, Robert Peugeot's term in office as Chairman and Chief Executive Officer and Bertrand Finet's appointment as Deputy Chief Executive Officer will expire. From that date, Robert Peugeot will serve as Chairman of the Board of Directors, and Bertrand Finet will act as Chief Executive Officer.

The senior executives qualify for the Company's current defined-contribution supplementary pension plan. Contributions to the plan, which are paid to an insurer, are based on remuneration up to eight times the French Social Security cap (€324,192 in 2019). Total Company contributions paid in 2019 for all senior executives amounted to €35,677.

2.11. Statutory Auditors' report on the corporate governance report

Comments required under Article L. 225-235 of the French Commercial Code are included in the parent-company financial statements audit report (chapter 5.2).



3. Company and share capital

3.1 FFP and its shareholders

SHARE CAPITAL

At 25 March 2020, Company share capital stood at €24,922,589, consisting of 24,922,589 shares each with €1 nominal value. Note:

- 19 November 2009, 248,927 shares, or 0.98% of FFP share capital, were cancelled pursuant to shareholder approval under 16 June 2009 Ordinary and Extraordinary General Meeting Resolution 8
- 8 March 2011, 1,800 shares, or 0.01% of FFP share capital, were cancelled pursuant to shareholder approval under 10 June 2010 Ordinary and Extraordinary General Meeting Resolution 6
- 2 February 2016, 84,684 shares, or 0.01% of FFP share capital, were cancelled pursuant to shareholder approval under 20 May 2014 Ordinary and Extraordinary General Meeting Resolution 10
- 24 May 2017, 100,000 shares, or 0.40% of FFP share capital, were bought back pursuant to shareholder approval under 11 May 2017 AGM Resolution 17
- 30 May 2017, 226,483 shares, or 0.90% of FFP share capital, were bought back pursuant to shareholder approval under 11 May 2017 AGM Resolution 17
- 27 December 2018, 150,000 shares, or 0.60% of FFP share capital, were cancelled pursuant to shareholder approval under 17 May 2018 AGM Resolution 17.

FFP SHAREHOLDERS

CHANGES DURING THE YEAR

FFP is kept informed of the identity of its principal shareholders by virtue of both statutory and Articles of Association requirements, under which all shareholders have to notify the Company when crossing above or below (i) 5%, 10%, 15%, 20%, 25%, 30%, 1/3, 50%, 2/3, 90% or 95% statutory thresholds applying to both equity interest and voting rights, and (ii) . 2% threshold applicable to the share capital or voting rights under the Articles of Association, with this declaration having to be repeated every time a 1% threshold or a multiple of this percentage is crossed in either direction.

In a letter dated 13 December 2019, Sycomore Asset Management informed FFP that on 12 December 2019 it had crossed below the 2% Company equity threshold and held 1.93% of FFP share capital and 1.07% of voting rights at that date.

CURRENT BREAKDOWN OF SHAREHOLDERS

NUMBER OF SHAREHOLDERS

At 31 December 2019, FFP had 192 direct or managed registered shareholders with 81.11% of share capital and 89.16% of voting rights. Bearer shareholders accounted for 18.89% of share capital and 10.47% of voting rights.

EMPLOYEE SHARE OWNERSHIP

At 31 December 2019, employees held 6,417 Company shares under bonus share allotment plans, following the 7 July 2019 full and final vesting of all performance shares allotted on 7 July 2016, given that performance criteria of said plans were fully satisfied.

Also note that FFP's Board of Directors allotted:

- Bonus shares to all FFP employees on 9 March 2017, which will vest definitively on 9 March 2020 subject to satisfying performance criteria.
- Bonus shares to some FFP employees on 17 May 2018, which will vest definitively on 17 May 2021 subject to satisfying performance criteria.
- Bonus shares to some FFP employees on 15 May 2019, which will vest definitively on 17 May 2021 subject to satisfying performance criteria.

SHAREHOLDER AND VOTING RIGHTS BREAKDOWN AT 31 DECEMBER 2019

Shareholders	Number of shares	% equity	% exercisable voting rights	% theoretical voting rights
Établissements Peugeot Frères	19,932,454	79.98%	89.02%	88.69%
Treasury shares (1)	164,756	0.66%	0.37%	0.37%
Free float	4,825,379	19.36%	10.61%	10.94%
TOTAL	24,922,589	100%	100%	100%

SHAREHOLDER AND VOTING RIGHTS BREAKDOWN AT 31 DECEMBER 2018

Shareholders	Number of shares	% equity	% exercisable voting rights	% theoretical voting rights
Établissements Peugeot Frères	19,932,454	79.98%	89.25%	88.68%
Treasury shares (1)	187,083	0.75%	0.42%	0.42%
Free float	4,803,052	19.27%	10.33%	10.90%
TOTAL	24,922,589	100%	100%	100%

SHAREHOLDER AND VOTING RIGHTS BREAKDOWN AT 31 DECEMBER 2017

Shareholders	Number of shares	% equity	% exercisable voting rights	% theoretical voting rights
Établissements Peugeot Frères	19,932,454	79.50%	88.40%	87.76%
Treasury shares (1)	329,283	1.31%	0.73%	0.72%
Free float	4,810,852	19.19%	10.87%	11.52%
TOTAL	25,072,589	100%	100%	100%

3.1

(1) Pursuant to the liquidity agreement and implementation of the share buyback programme.

SHAREHOLDER CHANGES (SHAREHOLDERS OWNING OVER 5% OF EQUITY OR VOTING RIGHTS)

At 31 December 2019, FFP was an Établissements Peugeot Frères subsidiary. As far as the Company is aware, no shareholder other than Établissements Peugeot Frères held directly or indirectly a Company equity or voting rights percentage of 5% or more.

THEORETICAL VOTING RIGHTS BREAKDOWN AT 31 DECEMBER 2019

Pursuant to Article 223-11 of the AMF's General Regulation, voting rights are disclosed on a theoretical basis taking into account all voting shares including those on which voting rights may not be exercised (e.g. treasury shares). Such theoretical voting rights are applied in the shareholding reporting threshold calculation. At 31 December 2019, there were 44,948,098 gross voting rights and 44,783,342 net voting rights.

CONTROL OF FFP

Pursuant to Afep-Medef Code recommendations, FFP has taken steps to ensure control over the Company is exercised fairly. Such steps include:

- Four Board independent directors
- Three Board Committees comprising independent directors.

Lastly, as far as the Company is aware:

- None of the Company's largest shareholders have different voting rights
- There is no agreement that, if implemented, could in the future result in a change in control of the Company.

SHARE CAPITAL AND SHAREHOLDER EXCERPTS FROM THE ARTICLES OF ASSOCIATION

SHAREHOLDER DISCLOSURES (ARTICLE 7 OF THE ARTICLES OF ASSOCIATION)

Aside from statutory requirement to disclose Company shareholdings, any individual or legal entity that, acting alone or in concert, with other individuals or legal entities, acquires or ceases to hold directly or indirectly a number of shares representing at least 2% of Company equity or voting rights, must notify the Company of such change in ownership within 15 days by registered letter with recorded delivery. Thresholds are deemed to be crossed when transactions are entered into on- or off-market, irrespective of how shares are delivered.

Said notification must state:

- Total number of shares and voting rights held, directly or indirectly, by the shareholder making the declaration, acting alone or in concert
- Any securities directly or indirectly conferring rights to Company equity by the notifying shareholder, acting alone or in concert
- Date when threshold was crossed
- Any persons with whom notifying shareholder acts in concert.

Said notification must then be made every time a 1% ownership threshold or any multiple thereof is crossed upwards or downwards.

On request from one or more shareholders together holding at least 1% of Company equity or voting rights, any shareholders failing to notify the Company of shares in excess of the aforementioned Articles of Association notification threshold may be stripped of their voting rights at all general meetings to be held for a two-year period from the date when the omitted notification is rectified.

RIGHTS ATTACHED TO EACH SHARE (ARTICLE 8 OF THE ARTICLES OF ASSOCIATION)

Aside from statutory voting rights, all shares entitle holders to a share of Company profits and any liquidation proceeds in proportion to the percentage share capital they hold.

All shares rank *pari passu* for tax purposes. As such, based on share nominal value and from the date they rank for dividend, they entitle holders to the same net dividend or capital distribution during the Company's term or on liquidation.

GENERAL MEETINGS OF SHAREHOLDERS (ARTICLE 13 OF THE ARTICLES OF ASSOCIATION)

1. Paid-up shares registered in the name of the same holder for at least four years carry double voting rights at general meetings. In the event of a share capital increase by capitalising reserves, retained earnings or share premium account, double voting rights will also attach to registered bonus shares to be issued to a holder of existing double voting shares or, if said existing shares did not carry double voting rights on issue, from the date when they did so.

2. Meetings are held at either the registered office or at any other venue specified in the meeting notice. Shareholders are legally entitled to send proxy and postal voting forms to the Company for any general meeting, either in paper form or, if the Board of Directors so decides and states in the meeting notice, electronically. Legal entities may be represented at general meetings by their legal representatives or any other specially designated person.

3. General meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman of the Board, if designated, or by a director specially nominated by the Board for such purpose. Failing this, the general meeting elects its own chairman.

SHAREHOLDERS' AGREEMENTS

SHAREHOLDERS' AGREEMENTS CONCERNING FFP SHARES LODGED WITH THE *AUTORITÉ DES MARCHÉS FINANCIERS*

None.

DUTREIL AGREEMENTS

None.

SHAREHOLDERS' AGREEMENTS ENTERED INTO BY FFP [1] WITH ITS SHAREHOLDINGS

Shareholding	Date of shareholder agreement	AMF notification (where appropriate)	Duration	Main features of shareholder agreements
IDI Emerging Markets	7 July 2008 as amended by supplemental agreements no. 1 on 8 September 2009, no. 2 on 19 July 2010 and no. 3	N/A	10 years, renewable automatically for 5-year periods	Agreement governing relations between IDI Emerging Markets' shareholders, covering their equity investment and terms of co-investments. Supplemental agreement no. 1 deals with changes arising from a share capital reduction and appointment of a new supervisory board director. Supplemental agreement no. 2 deals with changes arising from setting up sub-funds in the company and issue of new share classes. Supplemental agreement no. 3 restricts the scope of the shareholder agreement to just two existing sub-funds (I and II).
CID	26 July 2011	N/A	30 June 2021	Shareholder agreement making arrangements to ensure CID equity liquidity.
LDAP	12 September 2013	N/A	Duration of the investment	Shareholder agreement making arrangements to ensure LDAP equity liquidity
CIEL	10 March 2014 amended by supplemental agreement no. 1 on 6 February 2019	N/A	As long as FFP INVEST holds at least 5% of the company's voting rights and controlling shareholders party to the agreement hold a majority of the company's voting rights.	Shareholder agreement making arrangements to ensure CIEL equity liquidity and governance rules. The supplemental agreement extends the liquidity period.
Peugeot SA	28 April 2014	N/A	10 years	Shareholder agreement providing for a standstill commitment by parties (FFP/EPF, Bpifrance and Dongfeng) not to increase their respective interest in the company and establishing governance rules for the company.
Zéphyr Investissement	5 October 2015	N/A	10 years	Shareholder agreement making arrangements to ensure Zéphyr equity liquidity and establishing governance rules.
Tikehau Capital Advisors	15 June 2016	N/A	Duration of the investment	Shareholder agreement making arrangements to ensure equity liquidity and establishing governance rules.

(1) Agreements to which FFP INVEST, a wholly-owned FFP subsidiary, is party.

OTHER

Since 24 April 2014, the Dutreil agreements governed by Articles 885 I bis and 787 B of the French General Tax Code are no longer valid either because they have expired or they have been terminated.

DIVIDEND PAYOUTS IN THE LAST THREE FINANCIAL YEARS

DIVIDEND POLICY

For many years, FFP's dividend policy has been to pay out a steadily increasing dividend wherever possible. At the forthcoming AGM, the Board has decided to propose a dividend of €2.15 per share.

ALLOCATION OF EARNINGS

The Board of Directors proposes allocating earnings as follows:

Net profit for the year	€52,090,881.17
Distributable reserves	€1,050,310,632.94
Total distributable amount	€1,102 401,514.11
Allocation to	
Shareholder dividends	€53,583,566.35
Other reserves	€1,048,500,000.00
Retained earnings	€317,947.76

DIVIDEND PAYOUTS IN THE LAST THREE FINANCIAL YEARS

	2019	2018	2017
Number of shares	24,922,589	24,922,589	25,072,589
Share nominal value	€1.00	€1.00	€1.00
Dividend per share	€2.15	€2.15	€2.00

TRANSACTIONS IN COMPANY SHARES

BOND ISSUE

In October 2019, FFP raised €300 million from its first ever 7-year bond issue (maturing October 2026) with a fixed 1.875% interest rate per year. The purpose of this bond issue was to diversify FFP's sources of funding and step up growth.

DETAILS OF THE 2019 SHARE BUYBACK PROGRAMME

LEGAL FRAMEWORK

At the 15 May 2019 AGM (Resolution 10), shareholders authorised the Board of Directors to implement a share buyback programme ("buyback programme") in accordance with Article L. 225-209 of the French Commercial Code. The Board of Directors introduced the buyback programme on 15 May 2019.

The main features of this buyback programme are stated in the 2018 Registration Document. This programme superseded that authorised at the 17 May 2018 AGM (Resolution 16).

This buyback programme was adopted for an 18-month term from the AGM date, that is until 14 November 2020. Pursuant to this authorisation, the maximum purchase price was set at €130 per share.

The Board of Directors was authorised to buy shares representing no more than 10% of all FFP shares.

TERMS AND CONDITIONS OF THE SHARE BUYBACK PROGRAMME

Pursuant to current regulations and market practices permitted by the *Autorité des marchés financiers* ("AMF"), the objectives of this Buyback Programme were to enable, as applicable:

- An investment services firm to maintain a liquid market for Company shares under a liquidity agreement that complies with the AMAFI Code of Ethics as recognised by the AMF
- Allotment or sale of shares to employees and/or directors (based on statutory terms and conditions), including under a stock option plan, bonus share allotment plan or corporate savings plan
- Allotment of shares on exercise of rights attached to negotiable securities carrying entitlement through redemption, conversion, exchange, tendering of a warrant or any other means to receive Company shares
- Potential cancellation of bought-back shares
- Generally, execution of any transaction currently or subsequently permitted under applicable regulations, including market practices subsequently permitted by the AMF.

FFP SHARE BUYBACKS DURING THE YEAR

In 2019, pursuant to 17 May 2018 AGM Resolution 16, then 15 May 2019 AGM Resolution 10 (which supersedes the previous authorisation), acting on behalf of FFP under a liquidity agreement to maintain equity market liquidity, Oddo Corporate Finance:

- Bought 75,905 shares at an average €96.92 price per share
- Sold 80,955 shares at an average €97.03 price per share

CANCELLATION OF SHARES BY THE COMPANY DURING 2019

None.

REALLOCATIONS

Shares the Company bought pursuant to the authorisation granted by 15 May 2019 AGM Resolution 10 or any prior authorisation have not been used for purposes other than the original objectives set when they were bought back.

TOTAL TRADING COSTS

Total trading costs came to €84,000 in respect of purchases with a view to maintaining equity market liquidity.

NUMBER OF TREASURY SHARES AT YEAR-END 2019

Proportion of share capital held directly or indirectly in treasury	0.66%
Number of shares cancelled in the past 24 months	150,000
Number of shares held in the portfolio	
Under a liquidity agreement	5,550
Shares earmarked for stock options plans or cancellation	159,206
TOTAL:	**164,756 shares**
Value of treasury shares at cost	14,808,185.32 €

POTENTIALLY RELEVANT FACTORS IN THE EVENT OF A PUBLIC TENDER OFFER

In accordance with Article L. 225-37-5 of the French Commercial Code, required disclosures that may have an impact in the event of a public tender offer are as follows:

- The Company is a subsidiary of Établissements Peugeot Frères, which held 79.98% of Company equity and 88.69% of voting rights at 31 December 2019
- Shareholder authorisations and grant of powers at the 17 May 2018 AGM concerning share issues and the 15 May 2019 AGM concerning share buybacks remain in force during public tender offers
- Article 13 of the Articles of Association states that fully-paid up shares registered in the name of the same holder for at least four years will carry double voting rights.

There are no shareholder agreements or lock-up undertakings.

3.2 Company General Information

COMPANY NAME

FFP

REGISTERED OFFICE

66, avenue Charles-de-Gaulle, 92200 Neuilly-sur-Seine.

COMPANY FORM AND INCORPORATION

France-registered *Société Anonyme* (public limited company). FFP is governed by French law, including the French Commercial Code, and is registered on the Nanterre Trade and Companies Register under no. 562 075 390.
Date of incorporation: 30 July 1929
Scheduled term expiry date: 14 May 2118

COMPANY OBJECT (ARTICLE 3 OF THE ARTICLES OF ASSOCIATION)

The Company's object is to directly or indirectly participate, including by subscribing for or buying shares or any other Company rights, establishing interests, forming new companies, contributing assets, conducting mergers, combining businesses or by any other means in any and all industrial, commercial or financial activities, in France or abroad, related to:

- Manufacture, sale or repair of any form of motor vehicles; engines designed to power them and their spare parts and accessories
- Manufacture and sale of any steel products, tools and hand, mechanical or electrical tool systems
- Manufacture and sale of any manufacturing, mechanical and electrical engineering equipment, devices, machines and components of any and all types, and for all applications
- Provision of any service
- Acquisition by any means, construction, installation and development, operation, rental and sale of any real property, land, manufacturing facilities, plants, offices and other goods and property rights
- Generally, conduct of any commercial, industrial, financial or real estate transactions related directly or indirectly to any of the above objects, wholly or partially, to similar or related objects that would contribute to the growth and development of the Company's business.

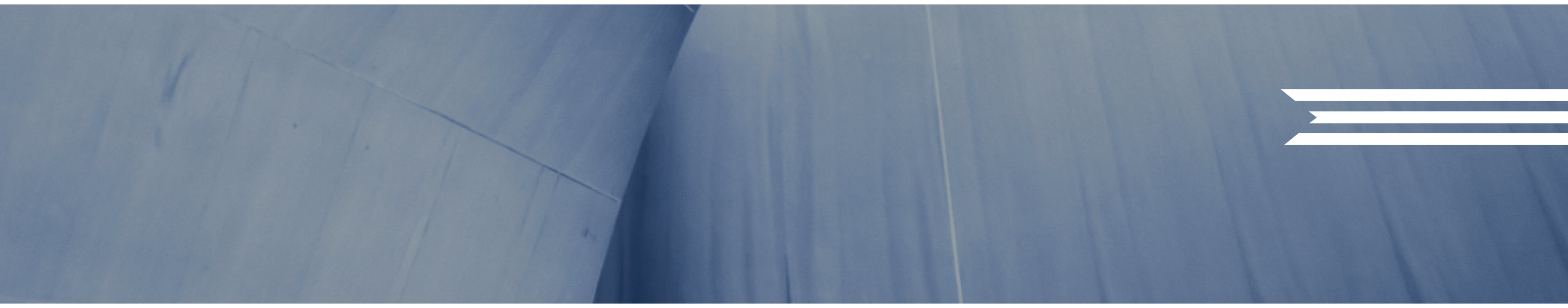
FINANCIAL YEAR (ARTICLE 14 OF THE ARTICLES OF ASSOCIATION)

From 1 January to 31 December.

ALLOCATION OF EARNINGS (ARTICLE 14 OF THE ARTICLES OF ASSOCIATION)

Distributable earnings as defined in law are allocated at shareholders discretion voting in general meeting. Except in some exceptional legal circumstances, general meetings are ultimately responsible for earnings allocation.

As currently allowed under regulations, all shareholders may elect to receive all or part of their final or interim dividends in cash or in shares.



4. 2019 Operations and Earnings

4.1 2019 investments and divestments

SHAREHOLDINGS

SALE OF DKSH

In February 2019, FFP sold its DKSH stake for CHF212 million. DKSH is a leading service provider to businesses to help them set up operations and expand in Southeast Asian markets. Having first invested in DKSH in 2008, FFP achieved a 4.3x exit multiple including dividends.

INVESTMENT IN ACTEON

In June 2019, FFP invested €15 million in Acteon alongside Dentressangle Mid & Large Cap. Acteon is a French medtech company specialising in designing and making high-tech dental and medical equipment. Renowned for strong innovation and product quality, Acteon is ideally positioned in a sustainably growing market. The company also has a broad regional presence.

FURTHER INVESTMENT IN TIKEHAU CAPITAL ADVISORS

In May 2019, FFP invested €25 million in Tikehau Capital Advisors' rights issue designed to shore up growth of Tikehau group, which currently manages €25.8 billion of assets and is embarking on a new expansion phase.

CO-INVESTISSEMENTS

FURTHER INVESTMENT IN LINEAGE

After an initial $25 million investment in 2017, FFP invested a further $15 million when Lineage carried out a rights issue in April 2019, which gave Lineage, a world-leading cold chain logistics player, the funds to buy Preferred Freezer, the fourth-largest US cold chain firm, thereby consolidating Lineage's US market leadership.

INVESTMENT IN TRANSACT

In April 2019, FFP invested alongside Reverence Capital II fund in Transact, a US higher education software developer, when it was spun off from Blackboard Inc. The firm delivers payment, accessibility and transaction systems and special management services to universities. FFP's $15 million commitment was called in full in April 2019, following which FFP owns a 4.4% indirect stake in Transact.

INVESTMENT IN THE LIAN

The Lian is a Chinese services provider helping international beauty and skincare brands (such as Shiseido) market themselves via big Chinese e-commerce sites including Tmall. FFP made a $20 million commitment in June 2019 via a Crescent Point fund co-investment vehicle when an investor sold its stake.

There were two capital calls in 2019, one in July for $1.5 million and one in September for $12.4 million.

FURTHER INVESTMENT IN ASMODEE

In December 2019, FFP invested a further €1.5 million in board game producer and distributor Asmodee by taking up its entitlement under a €50 million rights issue, the main purpose of which was to fund acquisitions. FFP previously invested €20 million in Asmodee alongside PAI in October 2018, giving it a 3% indirect stake.

FURTHER INVESTMENT ALONGSIDE JAB HOLDING

FFP made a $100 million commitment to JAB Holding's new fund (JCF GCB III), which plans to invest mainly in petcare and snacks/treats companies. As of 31 December 2019, the commitment had not been called. The fund's first call took place in early 2020.

The JCF GCB II fund (to which FFP committed $160 million in December 2017) called $19 million from FFP in March 2019 to fund its acquisition of Compassion First, one of the largest US independent veterinary clinic operators. This was the final JCF GCB II fund capital call.

PRIVATE EQUITY FUNDS

2019 was another very busy year for the private equity business. FFP made ten new commitments totalling almost €149 million (excluding co-investments), including €95 million to LBO funds and €54 million to capital growth funds.

In the United States, FFP committed $12.5 million to the Summit Partners X fund (growth capital), $30 million to BDT III, $15 million to Veritas Capital VII (LBO) and $20 million to Valor Equity V (LBO).

In Europe, FFP committed €10m to Italian fund Wise V (LBO) and €12 million to German fund DBAG VIII (LBO).

FFP also committed €10 million to technology growth fund Quadrille Technologies IV, which invests mainly in the United States and Europe.

In 2019, FFP made a $12 million commitment to the Warburg Pincus China - SA II fund, which invests exclusively in China and Southeast Asia. FFP also invested $25 million in the IDI EM IV fund in October 2019. This fund's strategy is via funds and co-investments to invest in emerging markets, primarily Asia, Latin America and Africa/Middle East.

Finally, FFP made a €15 million commitment to global fund Advent Global Private Equity IX, which invests in Europe, North America and Asia, focusing on five sectors: financial services, healthcare, manufacturing, leisure/consumer goods and TMT.

In 2019, calls for funds (excluding real-estate funds) amounted to €96 million. Funds carried out a number of investment sales, leading to payouts totalling around €37 million for the year.

REAL ESTATE

INVESTMENT IN SIGNA PRIME SELECTION

In 2019, FFP bought a 5% stake in real-estate company SIGNA Prime Selection for €186 million. SIGNA Prime Selection's strategy is to make very long-term investments in high-quality city centre assets (primarily office and retail properties) in Germany, Austria and Northern Italy that offer substantial value enhancement potential. Through this investment, FFP doubled the value of its real-estate assets and bolstered its regional diversification.

In September 2019, SIGNA Prime Selection carried out a €500 million rights issue in which FFP participated in proportion to its existing equity interest investing €25 million.

FURTHER INVESTMENTS AND DISPOSALS ALONGSIDE ELV

Since 2014, FFP has worked with several families in Europe to fund US real-estate projects. Such projects are devised and managed by a US-based team of professionals within ELV Associates, which was founded in 1991. The projects mainly involve residential developments, but also office and retail developments.

In 2019, FFP carried out $8.25 million new investments in these projects.

FFP also sold two properties in 2019. ELV sold the Alpharetta development in September for $4.9 million, representing a 19.8% IRR and a 1.59x exit multiple. ELV also sold 400 Meeting, a student residence in Charleston, for $0.4 million, realising a capital loss of around $0.6 million.

INVESTMENT IN OPCI LAPILLUS II (CO-INVESTMENT)

In 2019, FFP co-invested €8.8 million via OPCI Lapillus II (managed by LBO France) in the Tour Grand Angle, a refurbished building in Saint Denis, in the heart of an iconic district of Greater Paris. The building comes with good lease renewal potential until 2024, by which time public transport links will be running in time for the 2024 Paris Olympics.

INVESTMENT IN ICAWOOD

In 2019, FFP made a €25 million commitment to the Icawood fund managed by Icamap, in partnership with Woodeum, an engineering and property development firm specialising in CLT (cross-laminated timber) framed buildings. This fund's strategy is to develop low-carbon CLT-framed office buildings in Greater Paris.

INVESTMENT IN TREO

In 2019, FFP invested €20 million in Tikehau's TREO real-estate fund. This fund has a capital growth strategy and seeks to make diversified investments in big European cities.

OTHER INFORMATION

In October 2019, FFP completed the placement of its first ever bond issue amounting to €300 million of 7-year bonds maturing in October 2026 with a fixed annual 1.875% coupon. The purpose of this bond issue was to diversify FFP's funding sources, lengthen its debt maturity and fund growth.

4.2 Earnings and financial position

CONSOLIDATED EARNINGS

INCOME STATEMENT

FFP's 2019 consolidated net profit attributable to parent company shareholders was €131.4 million, up from €114.9 million in 2018. This profit breaks down as follows:

- Income from long-term investments rose to €185.5 million from €153.9 million in 2018. It included:
  - Dividends from non-consolidated investments, which amounted to €116.6 million, up from €83.1 in 2018;
  - €6.6 million of capital gains on sale of portfolio investment securities as opposed to a €1.7 million loss in 2018;
  - A €62.3 million mark-to-market gain from stating portfolio investment securities at fair value, versus €72.5 million in 2018;
- General administration expenses amounted to €32.5 million versus €23.5 million in 2018, mainly because of higher advisory fees, particularly in relation to the PSA/FCA merger;
- Cost of debt was €20.2 million versus €14.6 million in 2018, since average debt levels rose as a result of investments carried out during the year;
- FFP's share in associates' net earnings was €9.2 million, compared with €6.2 million in 2018.

Consolidated comprehensive income attributable to parent company shareholders amounted to €671.3 million (2018: €111 million). Comprehensive income included net profit for the year along with financial asset mark-to-market adjustments yielding a 2019 €372.5 million gain, post-tax gains on sale of equity securities totalling €137 million, a €3.4 million mark-to-market loss on derivatives and €16.8 million income from associates. It also includes a €9.6 million currency gain on cash advances to subsidiaries, along with €7.4 million gains from other net revaluations taken directly to equity (most of which arose from currency translation differences on equity of subsidiaries whose functional currency is not the euro).

BALANCE SHEET AND CASH FLOWS

The main changes affecting the consolidated balance sheet were as follows:

- Investments in associates rose €29.6 million, mainly driven by CID/LISI, Zéphyr Investissement and OPCI Lapillus II, partly due to a revaluation gain and partly due to a rights issue;
- Investments in non-consolidated companies rose by €620.1 million because of a material revaluation gain and a further €211 million investment in SIGNA Prime Selection, less a €230 million sale of DKSH shares;
- Portfolio investment securities rose by €382.5 million following new investments (mainly new co-investments in JAB Holding, Lineage, Transact and The Lian) and commitments given to private equity funds during the year;
- Equity increased by €618.6 million, corresponding to comprehensive income less the 2019 final dividend payout.

Consolidated cash came in up €19.2 million at €30.7 million as of 31 December 2019. 2019 main cash flows were as follows:

- Net cash flow from operating activities: €87.8 million;
- €453 million purchases of long-term investments - mainly a further €16.9 million investment in JAB Holding, €210.7 million purchase of SIGNA Prime Selection shares, €14.5 million purchase of Acteon shares, €25 million investment in Tikehau Capital Advisors under its rights issue, €11.4 million US real-estate investments, a further €8.8 million commitment to OPCI Lapillus, €40.6 million other co-investments, €21.6 million capital calls from MED Platform 1 and €102.5 million capital calls from private equity funds;
- €234 million sales of long-term investments, i.e. €186.8 million sale of DKSH stake, €4.8 million sale of ELV projects and €41.6 million private equity fund distributions;
- €53.2 million dividend payout;
- €221 million increase in debt due to new loans.

PARENT-COMPANY RESULTS

INCOME STATEMENT

2019 net profit amounted to €52.1 million (2018: €32.8 million), mainly comprising:

EQUITY SECURITIES

Income from equity securities amounted to €68.6 million (2018: €50.2 million), consisting mainly of €65.8 million PSA Group dividends (2018: €44.7 million) and €7 million interest income on current account advances to FFP subsidiary FFP INVEST.

PORTFOLIO INVESTMENT SECURITIES

Portfolio investment securities turned in a 2019 profit of €7.3 million (2018: €0.9 million), comprising primarily €4.2 million income from private equity fund payouts less €0.1 million loss on sale and €1.7 million income from release of an impairment provision on Faurecia shares.

OTHER INCOME STATEMENT ITEMS

Financial items produced a net €19.9 million expense, (2018: €14.4 million), primarily made up of debt interest and fees, which increased because of higher average debt levels in 2019.

There was a net general administration expense of €11.2 million (2018: €8.2 million), resulting from higher staff costs and other external expenses.

2019 corporate income tax charge resulting from the tax group with FFP INVEST rose to €7.3 million (2018: €4.3 million), mainly due to capital gains tax on sale of DKSH (with all tax loss carryforwards having been used up in the previous year).

BALANCE SHEET

Long-term investments stood at €2,049.5 million as of 31 December 2019, up from €1,841.9 million a year earlier. The main change in 2019 concerned further current-account advances to FFP INVEST totalling €209 million.

Current assets rose €14.9 million year-on-year to €46.4 million. That was mainly due to a €5.7 million increase in cash to €27.2 million.

Equity totalled €1,288.3 million (31 December 2018: €1,289.4 million) after posting €52.1 million net profit for the year and €53.2 million dividend payout.

Total debt came in at €803.7 million (31 December 2018: €581.6 million). The increase was caused by higher debt levels arising from an increase in outstanding bonds from €245.2 million to €546.2 million, partly offset by a reduction in drawings on FFP's credit facilities from €325.5 million to €246.6 million.

4.3 Risk factors – Risk management and insurance

FFP regularly reviews risks. Since FFP is a holding company, its main risks concern its assets. The risks described below were established using a risk chart prepared by an external firm based on the combined views of directors, executives and operational staff. The risk chart forms the basis for controls used to mitigate any impact of such risks.

As well as information contained in this Universal Registration Document, investors are invited to take carefully into account risks described below before making any investment decision.

The risks are such that if they crystallise, as of the date of this Universal Registration Document the company believes that despite risk management measures, they may have a material adverse impact in terms of both extent and probability on the reputation, asset values, financial position, earnings or outlook of FFP or that of its subsidiaries. Of all risk categories detailed below, the risks that FFP regards as the most material at the date of this document are described first.

Other risks and uncertainties that are not yet identified or that FFP regards, at the date of this Universal Registration Document, as non-material, could have a similar adverse impact. Investors may lose some or all of their investment if such risks were to crystallise.

INVESTMENT HOLDING COMPANY RISKS

RISKS FROM HOLDING A 9.3% STAKE IN PEUGEOT SA

Identified risks

FFP's Peugeot SA investment is its largest exposure in terms of NAV, and accounted for 34% of FFP's total assets at 31 December 2019. A fall in the Peugeot SA share price would have a material impact on FFP's share price. At the end of 2012, Peugeot SA's share price was €4.54, valuing FFP's stake at €369 million or 22% of its total assets.

Similarly, if Peugeot SA reduced or cancelled its dividend for several years, that would hit FFP's ability to maintain growth.

Risk management

Changes to Peugeot SA's shareholders in the spring of 2014 also changed FFP's risks. FFP and its parent company Établissements Peugeot Frères are no longer the largest shareholder in Peugeot SA, but one of three big shareholders alongside Dongfeng Motor Group Company Limited and Bpifrance. As a result, given that FFP no longer consolidates Peugeot SA's results, they no longer affect FFP's earnings except to the extent of any long-term impairment to Peugeot SA shares.

In addition, under the leadership of Carlos Tavares, Peugeot SA has turned around and generated revenue growth since 2014, along with a record operating margin of 8.5% in 2019 and a large cash pile of almost €8 billion at end-2019 (€11 billion in the Automotive division).

As with its other shareholdings, FFP plays an active role as Peugeot SA shareholder given that two FFP directors sit on Peugeot SA's Supervisory Board. One FFP senior executive is also a non-voting Supervisory Board member.

The portfolio of shareholdings is currently well diversified, with investments that show low correlation with the automotive industry in order to mitigate risk of a decrease in Peugeot SA's share price.

Details about equity risk management are also contained in Note 27.1 to the 2019 consolidated financial statements.

RISK OF FLUCTUATIONS IN VALUE OF FFP'S LISTED INVESTMENTS

Identified risks

FFP's listed investments (including FFP) represented 69% of its total assets at 31 December 2019. FFP's purchases of equity stakes in companies exposes it to risks that could eventually result in investments losing some or all of their value.

These risks, which exist before an investment is made, may relate to the target company being overvalued at the purchase date due to unreliable information and accounting and financial data, or because of disputes that may arise with sellers or third parties, which may also give rise to reputational risk.

In addition, because they are listed companies, the value of these investments fluctuates as markets move, creating a risk on top of that regarding their underlying value. A market crash would hit all sectors and cause all listed investments to lose value, which would affect FFP in several ways:

- It would drag down the value of FFP's investments, which could restrict the Company's capacity to pay dividends;
- It would reduce the value of its assets, which could affect its banking covenant ratios.

Risk management

All FFP's investments are subject to a collegial and clear selection process that involves several stages. Potential investments are either ruled out or selected by the investment team, who analyse them based on precise qualitative and quantitative criteria pre-defined by the Company. In-depth due diligence is then carried out by investment staff involving meetings with management, analysis of the target investment's history, performance and financial position, market and competitors, business model, strategic position, valuation, corporate governance and exit terms. In addition, and in view of its long-term minority shareholder strategy, FFP looks carefully at the history, motivation and shared commitment of other main shareholders, and in so doing, checks that they share the same business philosophy. Due diligence may be carried out by external firms such as strategic consultants, lawyers, banks and accounting firms (transaction services) to assist decision-making. The results of such due diligence are reviewed in weekly team meetings with FFP's Executive Committee, whose members take a joint decision on whether or not to continue due diligence. Depending on the value involved, a proposal is then reviewed by the Investment Committee before Board of Directors approval.

As regards market risk, the value of FFP's assets is spread across a range of diversified and decorrelated investments, which mitigates any major price volatility. The weightings of unlisted companies, private equity funds and real estate within the shareholding portfolio (30% of total assets at 31 December 2019) are also rising, which helps offset such risk.

Impairment of equity securities in the parent-company financial statements is based on value in use, which partly depends on the holding period. FFP is a long-term investor, and so takes a long-term view about the value of its assets.

Finally, as regards the risk of FFP failing to comply with banking covenants, the loan-to-value (net debt/total assets) ratio is kept relatively low and is regularly monitored by carrying out stress tests. For a decline in stock market-listed valuations to cause FFP to breach the second banking covenant stated under Note 27.2 to the 2019 consolidated financial statements, the value of all FFP's listed and unlisted assets would have to fall by almost 70%. At 25 March 2020 when the 2019 financial statements were approved by the Board of Directors, the financial market crash due to the Covid-19 pandemic had resulted in a 35% reduction in the value of FFP's listed holdings overall, causing a deterioration in FFP's loan-to-value ratio. However, that ratio remained much higher than the minimum required by FFP's banking covenants at that date. The ratio will continue to be monitored throughout the current crisis.

Details about equity risk management are also contained in Note 27.1 to the 2019 consolidated financial statements.

FFP UNLISTED FINANCIAL INVESTMENT RISK

FFP's unlisted investments accounted for 30% of its total assets at 31 December 2019 and consisted of (i) co-investments in unlisted companies; (ii) direct investments in unlisted companies and (iii) investments in private equity funds.

CO-INVESTMENT RISK

Identified risks

When FFP purchases an equity stake via a co-investment, this exposes it to risks that could eventually result in the investment losing some or all of its value. These risks, which exist before an investment is made, may relate to the target company being overvalued at the purchase date due to unreliable information and accounting and financial data, or because of disputes that may arise with sellers or third parties, which may also give rise to reputational risk. When approving co-investments, FFP relies partly on due diligence carried out by the partners alongside which it invests.

The risks are increased by the fact that targets are monitored by an external partner that often owns a majority stake in the co-investment vehicle or the underlying company. That external partner, when managing the target, may take decisions without seeking FFP's opinion and that may not be to FFP's advantage.

Finally, in emerging-market countries, the legal environment is generally less secure. By making co-investments in such countries, FFP is exposed to political and currency risks.

Unlisted investments are also subject to liquidity risk.

Risk management

FFP adopts a prudent approach to portfolio management. In general, FFP does not invest in start-ups or distressed companies.

Before it purchases any shareholding in an unlisted company, investment staff follow the same procedure as that described above in relation to listed companies.

FFP's teams pay particular attention to the partner alongside which FFP invests, which will take strategic decisions for the target, to ensure that it is the most appropriate partner. Due diligence carried out by the partner is reviewed in detail and FFP also carries out its own due diligence.

Throughout the investment period, partners provide FFP with regular updates on the target's operations by reporting documents and meetings.

When carrying out due diligence, FFP ensures that shareholder agreements include eventual exit schemes. Partners are often a private equity fund intending to sell the target at a later date. It usually owns a majority stake in the target company and can therefore trigger exit schemes at the best time. In addition, FFP's eventual exit is safeguarded by the fact that the investment vehicle carrying the co-investment has a limited life.

However, such schemes do not guarantee FFP's exit, particularly if an IPO is not feasible or if no private, trade or financial buyer can be found.

Details about equity risk management are also contained in Note 27.1 to the 2019 consolidated financial statements.

RISKS FROM DIRECT INVESTMENTS IN UNLISTED COMPANIES

Identified risks

FFP's purchase of shareholdings in unlisted companies exposes it to risks that could eventually result in the investment losing some or all its value. Such risks, which exist before an investment is made, may relate to the target company being overvalued at the purchase date due to unreliable information and accounting and financial data, or because of disputes that may arise with sellers or third parties, which may also give rise to reputational risk.

In emerging-market countries, the legal environment is generally less secure. By investing in unlisted companies located in those countries, FFP is exposed to political and currency risks.

Unlike investments in listed companies, which ensure a degree of liquidity in FFP's portfolio, exiting unlisted company direct investments is not guaranteed.

Risk management

As stated above, FFP adopts a prudent approach to portfolio management. In general, FFP does not invest in start-ups or distressed companies.

Before it purchases any shareholding in an unlisted company, the investment team follows the same procedure as that described above in relation to listed companies.

FFP then supports its investee companies by having one person sitting on their board in most cases. Although FFP mainly holds minority stakes, it ensures that it can influence strategic decisions affecting the operations of companies in its portfolio.

When carrying out due diligence, FFP ensures that shareholder agreements include eventual exit schemes. However, such schemes do not guarantee FFP can exit, particularly if an IPO is not feasible or if no private, trade or financial buyer can be found.

Details about equity risk management are also contained in Note 27.1 to the 2019 consolidated financial statements.

PRIVATE EQUITY FUND RISK

Identified risks

As regards private equity, FFP's risks relate to a fall in the value of investments made by private equity funds or poor private equity fund management. LBO funds invest using leverage, which increases both risk and reward.

A decline in business or investee company earnings can cause funds to breach covenants, often leading to financial restructuring and in some cases a partial or total loss of funds' equity investments.

There is also an immediate liquidity risk, because private equity funds are not listed and do not regularly distribute dividends.

Finally, in emerging-market countries, the legal environment is generally less secure. By committing to funds that invest in such countries, FFP is exposed to political and currency risks.

Risk management

Given the above risks, and before making any private equity investment, the investment team follows the same procedure as that described above and mainly checks the competitive environment in which a fund will operate, the reputation of said fund's management and its historical returns. It carries out in-depth due diligence on the asset management firm and regulations of the funds concerned. Executive Management and FFP's staff also meet asset management firms on a regular basis, including outside France, to assess the quality of their investments and teams involved. FFP's annual commitments to private equity funds also seek to ensure that the various strategies, regions and industries are balanced within its overall portfolio and are consistent with FFP's strategy.

It may arise that some investee companies of private equity funds, in which FFP has invested, are unable to comply with their covenants. Talks are then held with banks. Fund management teams take into account such events in valuing their shareholdings. Fund valuations reported to FFP therefore include a reduction in the value of companies in such a situation, which may give rise to impairment provisions in FFP's financial statements.

FFP's commitments to private equity funds are illiquid in the short term, although a secondary market has developed to allow investors to sell fund units before maturity. However, illiquidity is limited on a long-term view to the extent that funds seek to sell their investments after a few years, and then distribute to unitholders their corresponding share of the proceeds. By making regular investments in new funds every year, over the long term FFP ensures the turnover of its invested capital, with future distributions financing new commitments. In addition, the life of a fund is limited to around 10 years.

In emerging-market countries, while investments are mainly intended to fund growth of small high-risk companies, they have greater growth potential than European companies that have undergone LBOs. Private equity funds in such countries have little or no debt, which contrasts with funding problems experienced by some European companies that have undergone LBOs. FFP seeks to work with well-known management teams consisting of investment professionals.

In the private equity segment (including co-investments), emerging markets continue to represent a limited proportion of FFP's assets (4% of total assets at 31 December 2019).

REAL-ESTATE ASSET RISK

Identified risks

FFP's real-estate assets represented 9% of its total assets at 31 December 2019.

They break down between listed shareholdings (Immobilière Dassault), unlisted shareholdings (SIGNA Prime Selection), fund investments, co-investments (OPCI Lapillus II), transactions with a consortium of investors (ELV) and direct investments (Les Grésillons). The main strategies applied involve property development and efforts to enhance the value of existing properties.

Risks underlying FFP's real-estate investments are as follows.

- Administrative risk: before construction begins, all necessary administrative permits must be obtained. Failure to do so may threaten a real-estate project and therefore the investor's expected return.
- Construction risk: during the construction phase, work may stop due to bad weather, developer's bankruptcy, or underestimation of a project's complexity. At best, such risks may cause cost overruns compared with the initial budget, forcing investors to invest further. At worst, a construction project may never be completed, in which case investors lose all their investment.
- Letting risk: it may take more time than expected to let properties or rental income may be lower than expected. This would result in returns that are lower than initially forecast.
- Leverage risk: debt may be contracted for real-estate assets, which generally requires banking covenants to be met. If covenants are breached, this may lead to the forced sale of assets.
- Liquidity risk: when sold, a property may fetch a lower price than expected, resulting in a lower return than that anticipated by investors.
- Interest-rate risk: if market interest rates increase, an investment may be hit by both value falling (increasing capitalisation rates) and higher cost of bank loans if based on floating interest rates.

Finally, it should be noted that holdings in listed real-estate companies, unlisted real-estate companies and real-estate investment funds involve risks similar to those set out above.

Risk management

As for other asset categories set out above, real-estate investments are subject to the same selection procedure, involving several stages such as analysis, due diligence and a joint decision taken by investment teams and Executive Management. FFP has been careful to invest in partnership with real-estate professionals who have a good track record.

FFP also ensures that, within its real-estate investments, it anticipates and manages administrative, construction and letting risks all along the value creation chain. As regards leverage and interest-rate risk, FFP ensures that leverage used by underlying real-estate investments are limited and appropriate to the risks inherent in the projects, and that borrowings are mostly fixed-rate and long-term. Where projects are financed using floating-rate borrowings, FFP arranges hedging. FFP also receives valuations of its real-estate shareholdings and assets periodically, enabling it to set aside provisions in its financial statements if the value of an asset has decreased. Finally, FFP takes care regarding the quality of underlying real-estate assets, in order to limit liquidity risk regarding both direct and indirect shareholdings.

As in other asset classes, FFP makes real-estate investments so that the various strategies, risks and regions are balanced within its overall portfolio and are consistent with FFP's strategy.

RISKS FROM FFP'S OWNERS AND STRATEGY

STRATEGY RISK IN VIEW OF FAMILY OWNERSHIP

Identified risks

Given that FFP is majority-owned by the family holding company Établissements Peugeot Frères, differences in opinion between family members could hinder FFP strategy rollout and its reputation.

Risk management

FFP has strong corporate governance including non-controlling shareholders and independent directors on its Board, ensuring a degree of stability in the event of family disagreements.

Corporate governance of Établissements Peugeot Frères, FFP's majority shareholder, also involves a stable Board of Directors that means majority decisions are reached on all matters.

In addition, efforts to raise awareness among the Peugeot family's younger members about FFP's operations are made on a regular basis.

RISKS FROM DEATH OR DEPARTURE OF KEY PEOPLE

Identified risks

FFP's ability to seize investment opportunities and tap investees' value-creation potential depends to a large extent on its reputation and networks, along with the skill and expertise of its asset managers. As a result, the departure or death of one or more key people, particularly top executives, could have a major adverse impact on FFP's business and organisation. Such departure or death could hit not only the origination of investment deals and current projects, but also management of FFP staff and relations with investee companies.

When a shareholding is acquired, one of the main risks relates to its managing team's skills and stability. If senior managers leave investee companies, this could have an adverse impact on the development and strategy of the companies concerned, given the close relations that FFP establishes with local management.

Risk management

To mitigate such risk, FFP has two executives who can both take binding Company decisions at any time, with no limitations in terms of powers or amount. FFP has also decided that top executives must not travel together to minimise the risk of several key people dying at the same time.

The fact that investment and divestment decisions are taken jointly and monitoring portfolio companies are pursued jointly limits the impact of any departures from FFP.

Finally, the Company engages in succession planning for key people.

As regards departure of investees' top management, FFP is generally represented on their main boards and appointments and remuneration committees, so can ensure that succession plans exist and are regularly reviewed.

GEOPOLITICAL UNREST RISK

Identified risks

Although FFP's investments are not concentrated within a single country, an economic downturn in one or more countries where FFP has invested could adversely affect FFP's future performance.

FFP's growth partly relies on operating in regions that are booming economically, both directly and through investees (e.g. SEB). Political instability or changing economic, regulatory or social norms in such regions could threaten profit forecasts made when investment decisions were taken and affect the financial position and earnings of FFP's shareholdings. The value of these investments could also be hurt by international economic sanctions adopted against some countries.

As a result of geographical diversification as discussed above, FFP is also exposed to assets in Africa. For example, FFP owns a stake in IHS, which operates in Africa managing telecom masts in countries that could experience regulatory and political instability. As a result, its operations could be adversely impacted by legal, regulatory, political or tax factors specific to such countries, over which the company would have no influence.

In addition, specific difficulties or risks relating to internal controls or failure to comply with applicable laws and regulations, such as anti-corruption regulations, could arise. Despite FFP's best endeavours before investing and later when monitoring shareholdings, instances of corruption may arise within its investees, which could have an adverse impact, particularly on the Group's reputation.

Some political decisions may also heighten regulatory and tax pressure, have major financial consequences or make it impossible to run businesses smoothly and with confidence.

Risk management

FFP decides to invest in companies with resilient business models, robust in-house procedures and high-quality management.

FFP is stepping up its international exposure, including via private equity funds and co-investments, allowing it to diversify country risk.

OTHER RISKS

FUNDING AND LIQUIDITY RISK

Identified risks

Liquidity risk is presented in Note 27.2 to the 2019 consolidated financial statements. FFP is not currently exposed to liquidity risk, which could only arise should it breach covenants specified in Note 27.2 to the 2019 consolidated financial statements, which could occur in situations described above.

Risk management

As stated above, banking covenant ratios are regularly monitored through stress testing.

INTEREST RATE RISK

Identified risks

Interest-rate risk is covered in Note 27.3 to the 2019 consolidated financial statements.

EXCHANGE RATE RISK

Identified risks

Exchange-rate risk is covered in Note 27.4 to the 2019 consolidated financial statements. FFP group does not hedge foreign-currency assets.

LEGAL RISKS

Identified risks

FFP plays an active role in investee companies as long-term investor or director. For example, two FFP directors sit on Peugeot SA's Supervisory Board, on which one FFP senior executive also sits as non-voting member. As a result, FFP could be indirectly exposed to legal and reputational risk since some of its entities have seats on investee company boards and could be held liable in the event of litigation.

INSURANCE AND RISK COVERAGE

To mitigate such risks, FFP is covered by several insurance policies, including a directors and senior executives liability policy.

It takes special care when selecting and monitoring investments.

INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IMPLEMENTED BY THE COMPANY

INTERNAL CONTROLS

This section has been prepared based on the *Autorité des Marchés Financiers* reference guidelines.

The internal control guidelines are appropriate for the Company and its operating procedures, given the limited number of its staff.

According to the reference guidelines:

- **Internal control** is a system that the Company is responsible for setting and implementing, which seeks to assure:
  - Compliance with laws and regulations,
  - Implementation of senior management instructions and directives,
  - Proper functioning of Company policies especially relating to safeguarding assets,
  - Reliability of financial information;
  - General contribution to FFP's control over operations, efficient and effective procedures and use of resources. One internal control objective is to prevent and minimise business risks and error or fraud risks, particularly in accounting and financial matters;
- **An internal control system** must have:
  - An organisational structure clearly laying out responsibilities, adequate resources and skills backed by suitable IT systems, procedures or operating methods, tools and practices;
  - Internal flows of relevant and reliable information that enable everyone to carry out their tasks;
  - A risk management system identifying and analysing main identified risks with regard to Company goals and ensuring that policies are in place to manage such risks;
  - Internal controls proportionate to implications of each individual procedure and designed to mitigate risks that could impinge on the Company's ability to meet its goals;
  - Ongoing oversight of the internal control system together with a regular review of its effectiveness. Nevertheless, the internal control system cannot provide an absolute guarantee that the Company's goals will be achieved.

GENERAL INTERNAL CONTROL ENVIRONMENT

A Company policy manual including administrative and accounting instructions is given to employees. This manual sets out management and accounting tasks, together with risks and controls performed.

The manual also includes risk mapping designed to state:

- Nature of risks, their probability of occurrence and severity;
- Implemented controls to address them;
- Assessment of the importance of the controls.

MAIN PARTICIPANTS IN THE INTERNAL CONTROL SYSTEM

BOARD OF DIRECTORS

The Board of Directors, backed by the Finance and Audit Committee, is responsible for ensuring the effectiveness of the internal control system, as defined and implemented by senior management. If need be, the Board of Directors may make use of its general powers to take action and conduct any controls or audits it deems appropriate.

EXECUTIVE MANAGEMENT

Executive management is responsible for defining, implementing and overseeing a suitable and effective internal control system. Should a failure occur, it undertakes to take corrective action as required.

EXECUTIVE COMMITTEE

The Executive Committee implements decisions concerning FFP's strategy in line with long-term directives set by the Board of Directors. The Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, the Chairman and Chief Executive Officer of FFP Investment UK Ltd, the Head of Investments, the Chief Financial Officer, the General Counsel and the Deputy General Counsel hold a bi-monthly meeting.

DESCRIPTION OF FFP'S INTERNAL CONTROL PROCEDURES

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's Legal department keeps a watch over any legal changes to inform senior management and employees of any new regulations so that the Company:

- Is aware of various applicable rules and legislation;
- Is informed in good time of any changes thereto;
- Can factor such rules into its policies;
- Can inform and train employees about new rules and legislation affecting them.

The Finance department monitors changes in tax and accounting rules and ensures they are taken into account in the FFP Company and Group financial statements.

IMPLEMENTATION OF EXECUTIVE MANAGEMENT INSTRUCTIONS AND DIRECTIVES

Executive management sets Company goals and long-term directives and ensures these are communicated to all employees.

COMPANY INTERNAL PROCEDURES

a. Investment decisions

For direct investments and divestments of shareholdings and co-investments, executive management's decision-making power is capped at €25 million, above which Board agreement is required, and use of such power is reviewed at each Board meeting. For investments in private equity funds, executive management is entitled to invest up to €120 million per year.

Above those levels, investments in new shareholdings are proposed by executive management and the Board of Directors decides whether or not to go ahead after seeking the opinion of the Investments and Shareholdings Committee. Transactions in listed securities are carried out in compliance with stock market regulatory limits. Additions and reductions to existing shareholdings are reviewed by the Investments and Shareholdings Committee and then proposed to the Board of Directors.

b. Monitoring of investments in shareholdings and Portfolio Investment Securities

Executive management is responsible for overseeing investments in shareholdings and Portfolio Investment Securities. The Investment Department is closely involved in this process.

Monitoring shareholdings includes regular meetings with fund management teams of investees, regular briefings with investment analysts covering listed companies, and, broadly, various organisations that can help FFP gain the best possible insight into investee operations, their economic and competitive environment and outlook, and also how their valuation prospects are viewed by financial markets over the medium and long term.

Summary briefings are provided on a regular basis, showing FFP's analysis of investee results and strategic developments affecting portfolio investments of FFP, FFP INVEST and FFP Investment UK Ltd.

FFP, FFP INVEST and FFP Investment UK Ltd are represented on the board of every company in which they hold equity interests. Directors and permanent representatives hold regular discussions with executive management and then report on board activities and events.

Senior management teams of FFP investees are invited to present their results to the Investments and Shareholdings Committee on a regular basis.

Portfolio Investment Securities principally consist of holdings in private equity funds. FFP holds regular meetings with teams managing such funds. They send a quarterly report on how the economic environment is affecting companies in which the fund has invested and on the business and financial health of portfolio companies. The Deputy CEO, Head of Investments and Chief Financial Officer often hold discussions when they review cash flows linked to calls for capital and payouts by private equity funds.

A summary of such review is presented to the Investments and Shareholdings Committee, which tracks development and performance of the shareholdings portfolio and holdings in private-equity funds.

c. Debt management

Executive management is responsible for debt management backed by the Finance department. The aim is to ensure the Company has long-term funds required for its investment plans at the lowest possible cost. A debt status report is produced every month, which together with related hedges, executive management presents at each Board of Directors' meeting.

To cover funding requirements, FFP currently has several bond issues (listed or private) due to mature in 2025-2027 along with bilateral credit facilities that generally have a shorter maturity (3-5 years) but are regularly rolled over.

For further information, see Note 27.2 to the 2019 consolidated financial statements on liquidity risk management.

d. Treasury oversight

The Finance department has responsibility for managing treasury investments in keeping with the policy issued by executive management. The department also carries out day-to-day cash management. It seeks to invest surplus cash on a short-term basis until needed for the aforementioned investments. For short-term investments, security of funds is paramount. Only standard money-market UCITS are selected.

Treasury reporting is produced on a monthly basis and sent to executive management.

e. Reporting procedures

A status report is prepared every month, including:

- Changes in value of listed shareholdings and private equity funds;
- Debt and cash balances, credit facilities drawn down and repayments due, cost of debt and hedges;
- Cash inflow and outflow tracking, including private equity investment movements;
- Overview of general administration expenses, dividends received and payable.

RELIABILITY OF FINANCIAL INFORMATION

Implemented procedures seek to separate preparation from control, account posting and payment functions.

Procedures for preparation of the Company and consolidated financial statements

Company financial statements are prepared once a year in accordance with ANC (French accounting standards setter) Regulation no. 2014-03. Such rules seek to give a true and fair view of the Company, in line with the prudence principle. Historical cost is the underlying accounting valuation method. For more details, please refer to Note 1 – Accounting Policies and Methods to the parent-company financial statements. Said financial statements are audited by the Statutory Auditors, who are responsible for preparing a report. They are also presented to the Finance and Audit Committee.

The consolidated financial statements are prepared for the first half year and the full year in accordance with current regulations for listed companies. Pursuant to 19 July 2002 Regulation no. 1606/2002, the Company's financial statements have been prepared in line with IFRS since 1 January 2005. The annual and interim financial statements are audited by the Statutory Auditors, which are responsible for preparing a report. They are also presented to the Finance and Audit Committee.

The Company fully consolidates its subsidiaries and investments or treats them as associates for accounting purposes.

The main stages in the preparation and audit of the Company and consolidated financial statements are:

- Prior identification of matters that are new, sensitive and liable to have a material impact on the financial statements or raise accounting issues, as well as new requirements, especially in relation to IFRS standards;
- A meeting with the Statutory Auditors prior to the annual and interim balance sheet dates to review key matters in the reporting period;
- Identification of matters likely to have a material impact on the financial statements. Such matters are communicated to executive management and possibly to the Board of Directors.

The main risks incurred are those arising from measuring equity investments and risks from non-application of an accounting policy or material error. The main measures taken to mitigate such risks are as follows:

- Unlisted securities are valued by the Finance department and the Investments division, and details of the valuation are then passed to the Statutory Auditors;
- The meeting with the Statutory Auditors prior to the balance sheet date represents a key matter affecting the financial statements preparation process because it allows a consensus to be reached and any difficulties to be dealt with prior to accounting close;
- Checks carried out by the Chief Financial Officer on the main stages provide a further level of control;
- Proofreading the financial statements and reports by another person in the Finance department adds a consistency control, with special attention paid to changes with respect to the prior year;
- The Statutory Auditors' final audit is followed by a review by the Financial and Audit Committee.

Procedure of cataloguing and monitoring off-balance sheet commitments

All Company contracts must be approved by the Company's Legal department. A list of off-balance sheet commitments is drawn up.

In accordance with statutory rules, granting asset charges, endorsements and guarantees must be approved in advance by the Board of Directors. In its 11 December 2018 meeting, the Board of Directors renewed for a further 12-month period from 1 January 2019 to 31 December 2019 the authorisation given to the Chairman and Chief Executive Officer, which may be delegated, including to the Deputy CEO, to grant on the Company's behalf asset charges, endorsements and guarantees up to a total €1,000,000 per year. This authorisation came up for renewal at the end of 2019.

Procedure for identifying and classifying regulated agreements

Agreements that may be classified regulated agreements are reviewed by the Finance department together with the Legal department to assess, on a case-by-case basis, whether each draft agreement is subject to the regulated agreement procedure or whether it meets ordinary arm's-length agreement criteria. If the Finance and Legal departments take the view that the agreement is a regulated agreement, they inform the Finance and Audit Committee, which may recommend that the agreement be referred to the Board of Directors for review and approval. Lists of regulated agreements and arm's-length agreements are prepared and sent each year for review by the Finance and Audit Committee.

Procedure for controlling expenditure / banking powers

The Head of Investments and the Chief Financial Officer may incur general administration expenses up to €10,000. Above this amount, only executive management may incur expenditure or together with the General Counsel. General administration expenses are accounted for and settled by the Finance department only after relevant expenditure has been approved by authorised persons.

The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer are authorised to sign payments of an unrestricted amount. The Deputy General Counsel and two designated members of the Finance department are authorised to sign solely for payments of up to €10,000. Above that amount, a signature by both the Deputy General Counsel and by one of the two designated members of the Finance department is required.

CONTINUOUS IMPROVEMENT OF THE INTERNAL CONTROL SYSTEM

Code of ethics

The Company has prepared a Stock Market Code of Conduct that was approved by the Board of Directors on 19 November 2008 and updated by the Board in its 25 March 2020 meeting. This seeks to make all employees aware of applicable rules, including when they have insider information about listed company shares. All employees have signed up to the Code.

In addition, on 12 September 2013, the Company overhauled FFP's bylaws, which include a Stock Market Code of Ethics applicable to directors and which the Board also updated in its 25 March 2020 meeting.

List of insiders and insider information

In 2018, the Company updated its policy for dealing with insider information. The new policy now includes new duties, notably to keep insider lists.

Policy manual and accounting organisation

The administrative and accounting policies manual and risk map are updated on a regular basis to factor in any new policies and risks.

IT Code of Conduct

The Company provides a copy of an IT Code of Conduct and advice on using computers to its existing staff and to all new employees. The Code is designed to safeguard both the Company's interests and user rights. The rules are intended to help ensure that all users have an effective and secure workstation available at all times that satisfy data availability, confidentiality and integrity, the Company's corporate reputation, and all applicable statutory and regulatory requirements.

4.4 Post-balance sheet events

INCREASED STAKE IN PSA GROUP

After FFP and parent company Établissements Peugeot Frères approved the planned merger between Peugeot SA and Fiat Chrysler Automobiles NV announced on 18 December 2019, FFP transacted an equity swap expiring 30 June 2021 with an investment firm, under which FFP may buy 2% of Peugeot SA's equity for €228 million.

COVID-19 IMPACT

In the view of the global Covid-19 outbreak, FFP has taken steps to protect the health of its employees and ensure business continuity.

FFP is closely monitoring any impact on the business and staff of each investee company. Whilst the pandemic may hurt sales, supply chains or production facilities of some investee companies, it is currently impossible to gauge its impact on their results.

The recent financial markets crash has also hit the value of FFP's listed holdings and therefore its NAV. As stated in the "Risk factors" section on page 115, as of 25 March 2020, when the 2019 financial statements were approved by the Board of Directors, the value of FFP's total listed holdings had fallen by 35% since 31 December 2019, which also caused deterioration in FFP's loan-to-value ratio. However, given FFP's prudent debt policy, the ratio remained much higher than the minimum required by FFP's banking covenants at that date. The ratio will continue to be monitored throughout the crisis.

4.5 Trends and outlook

In 2019, PSA Group set new earnings records. The Automotive division's 2019 operating margin reached 8.5% and PSA Group held net cash of €7.9 billion at the year-end. PSA confirmed all targets in its "Push to Pass" plan. The planned PSA and Fiat Chrysler Automobiles merger is expected to create a very large automotive firm with leading market shares in North America and Europe. The two companies are a good fit in technological terms and should generate significant synergies.

In a volatile environment, FFP's Investments have continued to turn in sustained growth backed by long-term trends such as a growing middle class in emerging-market countries, ageing population, rising healthcare spending and business services outsourcing, while keeping debt at reasonable levels.

The strong fundamentals of FFP's Investments and the listed investment price dip in late 2018 resulted in very good 2019 performance.

2020 has started with an unprecedented health crisis that has caused global growth to grind to a halt. The stock market sell-off has dragged down the value of FFP's listed holdings and therefore its net asset value. The high-quality business models of FFP's investees should enable them to cope with this crisis.

FFP has a strong and stable organisation and has substantial funding resources, including around €600 million of unused credit facilities, with which to pursue its strategy as a long-term minority investor, while keeping debt levels under control. FFP will continue to actively monitor its existing shareholdings, in particular through its involvement in investees' governance bodies, and meanwhile will continue to seek new investment opportunities with the same disciplined and selective approach as before. It will use the same approach when developing and managing its portfolio of private equity funds, co-investments and real-estate assets.

4.6 Other business information

PROPERTY, PLANT AND EQUIPMENT

The Company's FFP INVEST subsidiary owns 100% of FFP-Les Grésillons, which in turn owns a warehouse and office building in Gennevilliers. That building is let and its consolidated balance sheet book value was €19 million at 31 December 2019, (31 December 2018: €18.6 million).

FFP, via its wholly-owned FFP INVEST subsidiary, owns 74.9% of Financière Guiraud SAS, which owns 100% of SCA Château Guiraud, a maker of Sauternes wine designated as "premier cru classé" according to the 1855 classification. The 128-hectare estate contains 100 hectares of vineyards. Its business is described on page 40 of this Universal Registration Document.

DEPENDENCE ON PATENTS, LICENCES AND INDUSTRIAL, COMMERCIAL AND FINANCIAL CONTRACTS

The Company has no dependence on patents, licences and industrial, commercial and financial contracts, except where indicated in Notes 27.2 and 27.3 to the 2019 consolidated financial statements.

INFORMATION ON SUPPLIER PAYMENT TERMS (ARTICLE L. 441-6-1(1) OF THE FRENCH COMMERCIAL CODE)

At 31 December 2019, trade payables amounted to €4,482,417.49 (31 December 2018: €263,984.19), and no payables were more than 30 days overdue.

INFORMATION ON CLIENT PAYMENT TERMS (ARTICLES L. 441-6-1 AND D. 441-4 OF THE FRENCH COMMERCIAL CODE)

At 31 December 2019, trade receivables overdue by more than 30 days stood at €82,823.03 (31 December 2018: zero).

MAIN INVESTMENTS AND DIVESTMENTS IN 2017, 2018 AND 2019

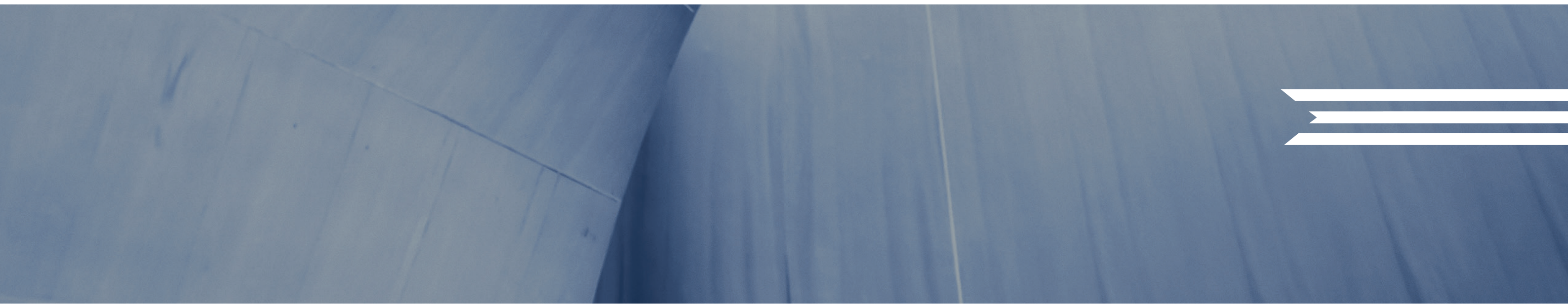
2017	Investments		Divestments
New shareholdings	**SPIE** Acquisition of a 5.5% stake from Clayax and market purchases for a total of €201 million. **ELV:** $13.5 million commitments to various real-estate projects in the United States via ELV Associates.		**Sanef:** disposal of FFP's entire stake in the HIT holding company for €238 million. **Ipsos:** disposal of all of FFP's shares in the market for €30 million. **ONET:** disposal of the second tranche of ONET shares for €48 million.
Reductions/ additions	**Total Eren:** further investment as part of the near-€100 million rights issue, to the extent of FFP's entitlement, i.e. €14 million. **Tikehau:** investment of €26 million under Tikehau Capital's €702 million rights issue and that of its parent company.		
Co-investments	**AmaWaterways:** $25 million investment via a consortium led by Certares LP in a company that organises river cruises in Europe. **Lineage Logistics:** $25 million investment via Bay Grove in the leading US player in refrigerated storage and distribution. **Ciprés:** €15 million investment alongside the Apax France IX fund in a French insurance broker. **Capsa:** $18 million investment alongside Levine Leichtman VI in a US distributor of medical equipment. **JAB CF Global Brand II:** $150 million [1] commitment to JAB Holding's second co-investment vehicle.		
Private equity	**Chequers XVII:** €10 million [1]. **Portobello IV:** €15 million [1]. **Levine Leichtman VI:** $15 million [1]. **Valor Equity IV:** $15 million [1]. **Veritas VI:** $10 million [1].	**Alpha Diamant II:** €2 million [1]. **Summit Partner Europe II:** €12 million [1]. **Insight Partners X:** $15 million [1]. **PAI VII:** €20 million [1].	

(1) Commitments, not completed investments.

2018	Investments		Divestments
New shareholdings	**Safran:** after Safran's takeover of Zodiac Aerospace, FFP received €141 million in cash and Safran shares. After investing €31 million in further Safran shares, FFP owns a 0.7% stake in Safran. **ELV:** $36.6 million commitments to various real-estate projects in the United States via ELV Associates.		**ELV:** sale of the first real-estate project for $4.7 million.
Reductions/ additions			**ORPEA:** sale of a 0.85% stake in ORPEA for €63.8 million.
Co-investments	**JAB Holding:** further $130 million commitment relating to various co-investment vehicles. **Big Bottling Company:** $10 million investment alongside IDI Emerging Markets in a company that bottles and sells carbonated drinks in Nigeria. **MED Platform 1:** commitment of up to €80 million to an investment platform in the healthcare sector with the possibility of doubling that exposure by co-investing alongside the platform in certain projects. **Asmodee:** €20 million investment alongside PAI Partners in the world number three in board games and collectable cards.		
Private equity	**Webster IV:** $15 million (1). **Quad V:** $15 million (1). **K4:** $15 million (1). **Warburg Pincus Global Growth:** $20 million (1). **FAPI III:** €15 million (1).	**Astorg VII:** €12 million (1). **Keensight V:** €20 million (1). **Idinvest Digital III:** €15 million (1). **Alter Equity II:** €3 million (1). **White Stone VII:** €15 million.	

2019	Investments		Divestments
New shareholdings	**Acteon:** €15 million investment in a French medtech company specialising in designing and making high-tech dental and medical equipment alongside Dentressangle Mid & Large Cap.		**DKSH:** sale of the entire stake for CHF 212 million.
Reductions/ additions	**Tikehau Capital Advisors:** €25 million investment representing its full entitlement to the rights issue. **Lineage:** $15 million investment under the rights issue. **Asmodee:** €1.5 million investment representing its full entitlement to the rights issue.		
Co-investments	**JAB Holding** (1)**:** further $100 million commitment relating to a new co-investment vehicle. **Transact:** $15 million commitment alongside the Reverence Capital II fund in a software company specialising in services for higher education institutions. **The Lian:** $20 million commitment via a co-investment vehicle of the Crescent Point fund to a Chinese services company helping international beauty and skincare brands sell goods via leading Chinese e-commerce sites.		
Private equity	**Summit Partner US X:** $12.5 million (1). **Quadrille Technologies IV:** €10 million (1). **BDT III:** $30 million (1). **Advent Global PE IX:** €15 million (1). **Wise V:** €10 million (1).	**Warburg Pincus China - SA II :** $12 million (1). **Veritas Capital Fund VII:** $15 million (1). **IDI EM IV:** $25 million (1). **Valor Equity V:** €20 million (1). **DBAG VIII:** €12 million (1).	
Real estate	**SIGNA Prime Selection:** €211 million investment in a real-estate company whose strategy is to hold high-quality properties in European city centres. **ELV:** $8.25 million commitment to three real-estate projects in the United States via ELV Associates. **OPCI Lapillus II:** €8.8 million commitment in relation to the Tour Grand Angle. **TREO 2018** (1)**:** €20 million commitment to this Tikehau real-estate fund, which has a value-enhancing strategy in Europe. **Icawood** (1)**:** €25 million commitment to a fund managed by Icamap, who strive to develop low-carbon CLT-framed office buildings in Greater Paris.		**ELV:** Sale of two projects for $5.3 million.

(1) Commitments, not completed investments.



5. Financial statements

5.1 Consolidated **Financial Statements**

CONSOLIDATED INCOME STATEMENT

(€k)	Notes	31/12/2019	31/12/2018
Income from long-term investments	3	185,525	153,856
Income from investment properties	4	1,706	2,327
Income from other activities	5	3,131	3,708
Revenue		**190,362**	**159,891**
General administrative expenses	6	(32,492)	(23,489)
Cost of debt	7	(20,217)	(14,589)
Group pre-tax profit		**137,653**	**121,813**
Share in associates' earnings	8	9,166	6,179
Consolidated pre-tax profit		**146,819**	**127,992**
Income tax (including deferred tax)	9	(15,792)	(13,458)
CONSOLIDATED NET PROFIT		**131,027**	**114,534**
Of which attributable to parent company shareholders		131,355	114,872
Of which attributable to non-controlling interests		(328)	(338)
Basic EPS attributable to parent company shareholders (€)	10	**5.27**	**4.61**
Diluted EPS attributable to parent company shareholders (€)	10	**5.31**	**4.64**
Number of shares outstanding		24,922,589	24,922,589
Nominal value per share (€)		1.00	1.00

OTHER COMPREHENSIVE INCOME

(€k)	Notes	31/12/2019	31/12/2018
Consolidated net profit		131,027	114,534
Associates' comprehensive income	11	16,846	6,552
Net financial asset fair value adjustments [(1)]	11	372,488	(264,134)
Capital gains on sale of equity securities	11	137,000	231,551
Net derivative instrument fair value adjustments	11	(3,432)	(1,431)
Exchange differences	11	9,645	12,400
Other net fair value adjustments taken to equity	11	7,446	11,182
Total other comprehensive income		539,993	(3,880)
CONSOLIDATED COMPREHENSIVE INCOME		671,020	110,654
Of which attributable to parent company shareholders		671,348	110,992
Of which attributable to minority interests		(328)	(338)

(1) Pre-tax and post-tax amounts are detailed in Note 11.

5.1

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2019

ASSETS

(€k)	Notes	31/12/2019	31/12/2018
Non-current assets			
Intangible assets			
Concessions, patents and similar items	12	10	27
Property, plant and equipment			
Investment properties	13	19,000	18,600
Land	13	13,351	13,347
Buildings	13	1,506	1,797
Vineyards	13	1,255	1,277
Other non-current assets	13	1,437	1,412
Leased assets	13	3,968	-
		40,517	**36,433**
Investments in associates (equity accounting)	14	**287,269**	**257,667**
Non-current financial assets			
Investments in non-consolidated companies	15	3,791,692	3,171,562
Portfolio investment securities	15	1,515,414	1,132,935
Other non-current financial assets	15	5,505	5,629
		5,312,611	**4,310,126**
Deferred tax assets	16	**3,668**	**2,590**
TOTAL NON-CURRENT ASSETS		**5,644,075**	**4,606,843**
Current assets			
Inventories	17	7,505	7,331
Current tax receivables	16	–	–
Other receivables	18	3,116	2,393
Cash and cash equivalents	19	30,659	11,405
TOTAL CURRENT ASSETS		**41,280**	**21,129**
GRAND TOTAL		**5,685,355**	**4,627,972**

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2019

EQUITY AND LIABILITIES

(€k)	Notes	31/12/2019	31/12/2018
Equity			
Share capital	20	24,923	24,923
Share premium account	20	158,410	158,410
Reserves	20	3,873,852	3,271,437
NET PROFIT FOR THE YEAR (attributable to parent company shareholders)		131,355	114,872
Total equity attributable to parent company shareholders	20	**4,188,540**	**3,569,642**
Minority interests	20	(568)	(235)
TOTAL EQUITY		**4,187,972**	**3,569,407**
Non-current liabilities			
Non-current financial liabilities	21	1,339,943	934,591
Deferred tax liabilities	16	133,628	98,441
Provisions	22	585	568
Other non-current liabilities	24	–	201
TOTAL NON-CURRENT LIABILITIES		**1,474,156**	**1,033,801**
Current liabilities			
Current financial liabilities	21	9,335	12,034
Current tax liabilities	16	2,437	6,555
Other liabilities	24	11,455	6,175
TOTAL CURRENT LIABILITIES		**23,227**	**24,764**
GRAND TOTAL		**5,685,355**	**4,627,972**

CONSOLIDATED STATEMENT OF CASH FLOWS

(€k)		31/12/2019	31/12/2018
Consolidated net profit		131,027	114,534
Net depreciation, amortisation and provision charges		737	2,130
Gains or losses on sale of non-current assets		(6,579)	1,748
Unrealised mark-to-market gains and losses		(62,739)	(73,486)
Share of retained earnings of associates		(4,297)	(998)
Net cost of debt		20,217	14,589
Current and deferred tax income/expense		15,792	13,458
CASH FLOW BEFORE NET COST OF DEBT AND TAX	(A)	**94,158**	**71,975**
Current tax expense	(B)	(6,938)	(6,789)
Change in operating working capital	(C)	562	13,889
NET CASH FLOWS FROM OPERATING ACTIVITIES	(D) = (A+B+C)	**87,782**	**79,075**
Purchases of property, plant and equipment and intangible assets		(211)	(1,059)
Sale proceeds of property, plant and equipment and intangible assets		–	86
Purchases and sales of treasury shares		438	(739)
Purchases of long-term investments		(453,023)	(381,786)
Sale proceeds of long-term investments		234,755	249,011
Change in other non-current assets		372	6,915
NET CASH FLOWS FROM INVESTING ACTIVITIES	(E)	**(217,669)**	**(127,572)**
Dividends paid		(53,194)	(49,485)
New borrowings received		300,760	107,000
Borrowings repaid		(79,150)	(321)
Change in other non-current financial liabilities		(201)	(117)
Net interest paid		(19,074)	(14,589)
NET CASH FLOWS FROM FINANCING ACTIVITIES	(F)	**149,141**	**42,488**
Mark-to-market adjustments on money-market UCITS investments	(G)	–	–
CHANGE IN CASH AND CASH EQUIVALENTS	(D+E+F+G)	**19,254**	**(6,009)**
Cash and cash equivalents b/fwd		11,405	17,414
CASH AND CASH EQUIVALENTS C/FWD		**30,659**	**11,405**

STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

(€k)	Share capital	Share premium account	Treasury shares	Consolidated reserves and ret earnings	Exchange differences	Revaluation reserve	TOTAL
Equity at 01/01/2018 (attributable to parent company shareholders)	**25,073**	**158,410**	**(29,445)**	**1,854,358**	**(11,878)**	**1,512,356**	**3,508,874**
Shares cancelled	(150)			(13,248)			(13,398)
2018 comprehensive income				364,157	12,400	(265,565)	110,992
2017 final dividend payout				(49,485)			(49,485)
Treasury shares and other			12,720	(61)			12,659
Equity at 31/12/2018 (attributable to parent company shareholders)	**24,923**	**158,410**	**(16,725)**	**2,155,721**	**522**	**1,246,791**	**3,569,642**
2019 comprehensive income				292,647	9,645	369,056	671,348
2018 final dividend payout				(53,194)			(53,194)
Treasury shares and other			1,917	(1,173)			744
Equity at 31/12/2019 (attributable to parent company shareholders)	**24,923**	**158,410**	**(14,808)**	**2,394,001**	**10,167**	**1,615,847**	**4,188,540**

2017 final dividends paid in 2018 amounted to €49,485 thousand, or €2.00 per share.
2018 final dividends paid in 2019 amounted to €53,194 thousand, or €2.15 per share.

The consolidated financial statements for the year ended 31 December 2019 were approved by FFP's Board of Directors on 25 March 2020.

NOTE 1 ACCOUNTING POLICIES

FFP's consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRSs) as approved by the European Union, which can be consulted at http://ec.europa.eu.

International Financial Reporting Standards include IAS (International Accounting Standards) and related interpretations issued by the SIC (Standing Interpretations Committee) and the IFRIC (International Financial Reporting Interpretations Committee).

All standards, interpretations and amendments published by the IASB, as approved by the European Union at 31 December 2019, were applied. The accounting policies used to prepare the 2019 financial statements are identical to those used for the 2018 financial statements with the exception of IFRS 16 "Leases", and IFRIC 23 "Uncertainty over Income Tax Treatment" adopted from 1 January 2019, which had no material impact on the 2019 financial statements.

No new standards were applied early.

1.1 FIRST-TIME ADOPTION OF IFRS 16

IFRS 16 "Leases" replaces the IAS 17 accounting standard along with the IFRIC 4, SIC 15 and SIC 27 interpretations.

For lessees, leases are now recognised using a single model, and the distinction between operating leases and finance leases has been removed. All leases must be recognised on the lessee's balance sheet, i.e. an asset representing the right to use the leased asset during the lease period and a liability consisting of the obligation to pay lease instalments.

For lessors, the distinction between operating leases and finance leases remains, and recognition is unchanged.

For FFP, adoption of IFRS 16 on 1 January 2019 mainly relates to its lease on the building housing FFP's head office.

For the first period in which IFRS 16 was applied, FFP opted for the following:

- Simplified retrospective approach without adjustment of comparative figures;
- Exclude low-value leases;
- Leased assets (excluding initial direct costs) as of lease date equals lease liabilities adjusted for lease instalments paid in advance or payable;
- Lease liabilities were measured at present value of lease instalments remaining due over the remaining lease term;
- The discount rate applied as at lease signature date is the marginal interest rate on debt with a term corresponding to the remaining lease term.

In the opening balance sheet, lease liabilities recognised as a balancing entry to leased assets amounted to €4.5 million.

1.2 CONSOLIDATION

The scope of consolidation and changes therein are described in Note 2.

A. SUBSIDIARIES

Subsidiaries are entities over which FFP has sole control and are fully consolidated from the date when control passes to FFP.

They are recognised at acquisition cost, which corresponds to the fair value of assets acquired and liabilities assumed, plus costs directly attributable to the acquisition. The surplus of the acquisition cost over the fair value of the acquired company's identifiable net assets is recognised as goodwill under intangible assets.

Intercompany transactions and balances between Group companies are eliminated. The accounting policies of subsidiaries match those of FFP.

B. ASSOCIATES

Associates are all entities over which the Group does not have control, but over which it has significant influence, which is generally the case if the Group holds 20-50% of its voting rights. Investments in associates, which are initially recognised at cost, are accounted for under the equity method based on associates' financial statements.

Equity interest used for consolidation purposes is calculated by dividing the number of shares held in the associate by the associate's total number of shares outstanding less treasury shares that are to be cancelled.

1.3 FOREIGN CURRENCY TRANSACTIONS

FFP's financial statements are presented in euros.

Transactions denominated in foreign currencies are translated into euros based on the transaction date exchange rate. Foreign-currency balance sheet accounts mostly consist of investments in non-consolidated companies, Portfolio investment securities and subscription commitments recognised under debt, which are adjusted at the closing exchange rate at each balance sheet date. Exchange differences on investments in non-consolidated companies are taken to equity, and those on Portfolio investment securities to earnings.

The financial statements of Group companies whose functional currency is not the euro are translated at the closing rate for balance-sheet items, and at the average rate for income-statement items. The difference between the opening and closing balance sheet, and differences resulting from application of such exchange rates, are taken to “Exchange Differences” under consolidated equity.

1.4 USE OF ESTIMATES

Preparing financial statements in accordance with IFRS requires management to make estimates and assumptions in order to determine the amounts of some assets, liabilities, income and expense items, as well as some disclosures in the notes to the financial statements.

The main financial statement items that depend on estimates or judgment are investments in associates, unlisted non-consolidated companies and unlisted portfolio investment securities.

1.5 INTANGIBLE ASSETS

Intangible assets consist of purchased software, which is recognised at cost and amortised over its estimated useful life of 1 year. No goodwill is currently recognised on fully consolidated subsidiaries.

1.6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of an investment property and assets mainly relating to the winemaking business.

A. INVESTMENT PROPERTY

This is an office and warehouse building that is let to a tenant. It is measured at fair value, and differences in value between one balance sheet date and the next are taken to income for the period.

Fair value is determined annually by an independent appraiser, based on market conditions, the quality of the building, its location, floorspace, use and rental status.

B. OTHER PROPERTY, PLANT AND EQUIPMENT

Other property, plant and equipment mainly consist of vineyards, buildings and winemaking equipment.

Vineyards were measured at fair value at the date when FFP bought shares in SCA Château Guiraud in 2006. Measurement criteria are monitored periodically.

The remaining property, plant and equipment, including planting costs classified as land development costs, are recognised at cost (purchase price plus directly related costs).

Depreciation is calculated on a straight-line basis over the useful lives of assets. The main useful lives used are as follows:

- Vineyards: 25 years;
- Buildings: 10-50 years;
- Plant and equipment: 4-10 years;
- IT hardware: 3-4 years;
- Office furniture: 10 years;
- Fixtures and fittings: 10 years.

1.7 LEASES

Leases relating to assets that the Group uses in its business and with a term of more than one year are capitalised.

Leases relating to low-value assets or with a term of less than 12 months are not capitalised per IFRS 16 “Leases”.

The lease term is the non-cancellable portion of the lease term after taking into account contractual renewal or termination options where the Group is reasonably certain to exercise them.

As of lease start date:

- A leased asset is recognised under property, plant and equipment, representing the right to use the asset during the lease term. Leased asset values equal lease liabilities (defined below) plus advance payments, initial direct costs incurred and any cost of returning leased assets in a specified condition.

Leased assets are depreciated on a straight-line basis over the lease term and the corresponding expense is recorded in the income statement.

- A financial liability is recognised under Lease Liabilities in respect of the obligation to pay lease instalments. Such liabilities are carried at present value of remaining lease instalments and are reduced as and when instalments are paid.

The discount rate is the marginal borrowing cost determined over the remaining term of leases.

1.8 FINANCIAL ASSETS AND LIABILITIES

The Group classifies financial assets (excluding investments in associates) in the following categories:

- Assets measured at fair value through other comprehensive income, relating to investments in non-consolidated companies;
- Assets measured at fair value through profit and loss, relating to portfolio investment securities and cash and cash equivalents;
- Loans and other long-term receivables at remaining balances owing.

Classification depends on reasons why financial assets were first acquired and their features and is performed when first recognised.

A. INVESTMENTS IN ASSOCIATES

This item comprises investments in associates accounted for under the equity method.

Measurement

The Group's post-acquisition share of associates' earnings is recognised under consolidated earnings, and the Group's post-acquisition share of changes in equity (with no impact on earnings) is recognised directly in equity. The carrying amount of the investment is adjusted to reflect cumulative post-acquisition earnings.

Impairment

At each balance sheet date, FFP examines whether there is an objective indication of permanent and material impairment in each of its associates, such as a material change that has a negative effect on the technological, market, economic or legal environment in which each associate operates. If such an indication is found, an impairment test is performed. Where the recoverable amount is lower than the carrying amount, the investment in the associate is impaired. The recoverable amount of the investment is the higher of its fair value less costs to sell and value in use. Value in use may be calculated in several ways: peer-group comparison, discounted estimated future cash flows where FFP has accurate medium-term cash flow forecasts, and the company's net assets.

B. NON-CURRENT FINANCIAL ASSETS

A. ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

a1. Investments in non-consolidated companies

This item includes shares of companies over which FFP has neither sole control, joint control nor significant influence. Such investments are held for an indeterminate period.

These securities must have the characteristics of an equity instrument. These equity investments are classified irrevocably on acquisition. They are recognised at cost including material related costs.

Measurement

At each balance sheet date, such investments are measured at fair value. Changes in fair value are taken to equity, net of deferred tax.

The fair value of listed companies is based on period-end market share price.

For unlisted companies, valuation is based on information known as at balance-sheet date and does not take into account any post-balance sheet events that could affect the asset's future valuation.

Unlisted companies are valued as follows:

- Assets acquired recently, generally in the last year, are measured at cost, except where the Company's economic variables (e.g. operations, balance sheet and liquidity) have deteriorated materially.

Other companies are valued on the basis of:

- Discounted cash flows where possible,
- Various multiples, particularly market multiples, transaction multiples or, where applicable, multiples stated in shareholder agreements signed by FFP;
- Net asset value;
- Otherwise, where fair value cannot be measured accurately and appropriately, at cost unless the company's business fundamentals have materially deteriorated.

When shares are sold, the difference between sale price and previous book value is taken to equity.

Dividends received from such shares are recognised in the income statement under "Income from long-term investments" following dividend payout decisions taken in the companies' AGMs.

B. ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOST

b1. Portfolio investment securities

This portfolio consists mainly of units in private equity funds and diversified UCITS, which represent investments over varying timeframes, with the aim of generating a satisfactory return from them.

Subscription commitments are also reported in this line, with a balancing entry under Non-current Financial Liabilities for their nominal value (see sub-section D. below).

Measurement

At each balance sheet date, fair value is measured based on closing market price for listed securities, the last reported NAV for asset management firms, or any other representative information (see above "Measurement of unlisted shares").

Changes in fair value are taken to profit or loss, net of deferred tax.

When portfolio investment securities are sold, the difference between sale price and book value is taken to profit or loss.

C. CURRENT FINANCIAL ASSETS

A. OTHER RECEIVABLES

These are initially recorded at fair value then measured at remaining balance less impairment provisions. An impairment provision is accrued where there is an objective indication that it will be difficult to recover all amounts due under the initial terms of the transaction. Any loss of value is taken to income.

B. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits held with banks, units in money-market funds and negotiable debt instruments that are readily convertible into known amounts of cash and are subject to a non-material risk of changes in value in the event of an increase in interest rates. All these components are measured at fair value.

Interest income is accrued over time under the effective interest-rate method.

D. NON-CURRENT FINANCIAL LIABILITIES

Non-current financial liabilities mainly include long-term borrowings and firm commitments to subscribe to private equity funds.

Borrowings are initially recognised at fair value, net of transaction costs. They are subsequently carried at remaining balance owing and are not discounted.

Commitments to subscribe to private equity funds are recorded under assets and liabilities at nominal value without discounting, since discounting has no material impact.

E. DERIVATIVE INSTRUMENTS – HEDGING INSTRUMENTS

FFP has hedged the risk of interest-rate movements on part of its borrowings with interest-rate swaps.

The effective portion of the change in fair value of these swaps, which meet hedge accounting criteria, is taken directly to equity. The gain or loss resulting from the ineffective portion is taken to income for the year.

Changes in the fair value of financial instruments that do not qualify as hedges are taken to income.

To measure the fair value of hedges, CVA-DVA impacts are deemed to be non-material and so are not recognised.

1.9 INVENTORIES

Inventories relate to the winemaking business of SCA Château Guiraud. They are carried at the lower of production cost and net realisable value. Production cost mainly includes harvesting costs, growing costs, depreciation and the cost of ageing and keeping the wine until it is bottled. It does not include interest costs.

Inventories were carried at estimated market value when Château Guiraud was acquired.

1.10 DEFERRED TAX

Deferred tax is recognised using the liability method, and is based on timing differences between the tax base of assets and liabilities and their carrying amounts.

Deferred tax is calculated using tax rates enacted at the end of the financial year and which are expected to be applied when the relevant tax asset is realised or the tax liability is settled.

Deferred tax assets are recognised only insofar as the Company is likely to post taxable income in future.

Deferred tax assets and liabilities are not discounted.

For associates and companies subject to the tax regime covering parent companies and subsidiaries, a tax liability on dividend distributions is recognised to the extent of the timing differences, although differences are limited to 5% of expenses as required by the parent/subsidiary dividend tax regime.

1.11 PROVISIONS

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognised when the Group has a present obligation towards a third party and it is probable that an outflow of resources will be required to settle the obligation, and no inflow of resources of an equivalent amount is expected. The amount of a provision is the best estimate of the outflow required to settle the obligation.

1.12 EMPLOYEE BENEFIT OBLIGATIONS

FFP's employee benefit obligations are as follows:

- A supplementary defined-contribution pension scheme, under which the Company's sole obligation is to pay contributions; there is also an old defined-benefit supplementary pension scheme, the only beneficiaries of which are retired former employees;
- Retirement benefits paid to employees still with the Company upon their retirement;
- Bonuses for long-service awards.

Château Guiraud employees are entitled to retirement benefits representing one-off payments made when they retire.

Defined-benefit pension and retirement benefit liabilities are measured under the projected unit credit method.

The calculations mainly take into account:

- An assumed retirement age, which is generally 62 years but higher for people who, at 62, do not have enough years of contributions to qualify for a full state pension;
- A discount rate;
- An inflation rate;
- Assumptions regarding staff pay rises and turnover.

The full liability, without distinguishing actuarial gains and losses, is recognised under "Non-current liabilities" after netting against financial assets transferred to external funds. If such financial assets exceed the liabilities, a receivable is recognised under "Other non-current assets".

1.13 BONUS SHARE PLANS

Bonus shares are granted to certain Group senior executives and employees.

In accordance with IFRS 2 "Share-Based Payment", the fair value of bonus shares granted to staff at grant date is expensed with a balancing entry under consolidated equity. This expense is spread over the vesting period.

1.14 TREASURY SHARES

Treasury shares are either intended to be cancelled, reserved to cover bonus share plans, or purchased under a cash pooling agreement. They are recognised at cost as a deduction from equity.

The proceeds from selling treasury shares are taken directly to equity, and sale gains and losses do not affect profit for the year.

1.15 REVENUE RECOGNITION

Income from the investment property mainly comprises rent, which is invoiced quarterly in advance and recognised in the corresponding quarter.

Dividends from investments in non-consolidated companies and portfolio investment securities are recognised following dividend payment decisions taken in the companies' AGMs.

As regards the winemaking business, revenue is recognised when wine is delivered. This principle also applies to "en primeur" sales: part of the wine made from grapes harvested in year N is offered to the market in year N+1. Pre-orders are not recognised as revenue and security deposits are recognised under "Other liabilities". Pre-ordered wine is delivered in year N+3, and corresponding revenue is recognised then.

NOTE 2 CONSOLIDATED COMPANIES

2.1 CONSOLIDATED COMPANIES AT 31/12/2019

Consolidated companies are as follows:

	% control	% interest
Fully consolidated companies		
Ultimate parent company FFP:		
FFP INVEST	100.00%	100.00%
FFP Investment UK Ltd.	100.00%	100.00%
FFP US-1	100.00%	100.00%
FFP US-CC	100.00%	100.00%
FFP US-2	100.00%	100.00%
FFP US SRL Inc.	100.00%	100.00%
FFP Stovall Inc.	100.00%	100.00%
FFP-Les Grésillons	100.00%	100.00%
Financière Guiraud SAS	74.94%	74.94%
SCA Château Guiraud	100.00%	74.94%
Associates:		
Zéphyr Investissement	-	33.75%
LDAP	-	45.00%
Redford USA II Holdings	-	29.94%
Redford EU II Holdings	-	29.94%
OPCI Lapillus II	-	23.29%
Groupe Compagnie Industrielle de Delle (CID)	-	25.39%
Groupe LISI	-	5.08%

5.1

2.2 CHANGES IN EQUITY INTEREST

ZÉPHYR INVESTISSEMENT

Following first half 2019 rights issues when FFP INVEST waived its preferential subscription rights, Group equity interest in Zéphyr Investissements fell from 46.67% at 31/12/2018 to 33.75% at 31/12/2019.

OPCI LAPILLUS

Following second half 2019 rights issues, Group equity interest in OPCI Lapillus rose from 23.26% at 31/12/2018 to 23.29% at 31/12/2019.

COMPAGNIE INDUSTRIELLE DE DELLE (CID)

After purchase of 195 CID shares, Group equity interest edged up from 25.27% at 31/12/2018 to 25.39% at 31/12/2019.

NOTE 3 INCOME FROM LONG-TERM INVESTMENTS

(€k)	31/12/2019	31/12/2018
Income		
Dividends	116,607	83,118
Gains on sale	6,588	5,227
Total	**123,195**	**88,345**
Expenses		
Disposal losses	(9)	(6,975)
Total	**(9)**	**(6,975)**
GROSS	**123,186**	**81,370**
Fair value adjustments	62,339	72,486
PER INCOME STATEMENT	**185,525**	**153,856**

NOTE 4 INCOME FROM INVESTMENT PROPERTIES

(€k)	31/12/2019	31/12/2018
Income		
Rental and other income	1,347	1,328
Expenses recharged to tenants	264	185
Total	**1,611**	**1,513**
Expenses		
Rental and building management expenses	(305)	(186)
Total	**(305)**	**(186)**
GROSS	**1,306**	**1,327**
Fair value adjustments	400	1,000
PER INCOME STATEMENT	**1,706**	**2,327**

NOTE 5 PRODUITS DES AUTRES ACTIVITÉS

(€k)	31/12/2019	31/12/2018
Income		
Sales of merchandise	2,586	4,700
Other income	358	1,167
Change in inventories	187	(412)
GROSS	**3,131**	**5,455**
Provision charges	–	(1,747)
PER INCOME STATEMENT	**3,131**	**3,708**

NOTE 6 GENERAL ADMINISTRATIVE EXPENSES

(€k)	31/12/2019	31/12/2018
Administrative expenses		
Staff costs	(14,256)	(13,204)
External expenses	(16,063)	(8,949)
Other expenses	(1,156)	(898)
GROSS	(31,475)	(23,051)
Non-current assets (excluding investment properties) depreciation/ impairment	(447)	(438)
Leased asset depreciation	(570)	-
PER INCOME STATEMENT	(32,492)	(23,489)

NOTE 7 COST OF DEBT

(€k)	31/12/2019	31/12/2018
Interest on FFP borrowings	(19,880)	(14,351)
Interest on lease liabilities	(107)	-
Other	(230)	(238)
PER INCOME STATEMENT	(20,217)	(14,589)

Cost of debt includes gains and losses on interest-rate hedges.

NOTE 8 SHARE OF ASSOCIATES' EARNINGS

(€k)	31/12/2019	31/12/2018
Share in associates' earnings		
Redford EU II Holdings	(69)	(39)
Redford USA II Holdings	(226)	(197)
Compagnie industrielle de Delle (CID)	9,658	12,699
LISI	3,546	4,679
LDAP	119	1,319
OPCI Lapillus II	410	237
Zéphyr Investissement	(280)	-
GROSS	13,158	18,698
LDAP provision	344	(12,519)
Zéphyr Investissement	(4,336)	-
PER INCOME STATEMENT	9,166	6,179

5.1

NOTE 9 INCOME TAX

9.1 CORPORATE INCOME TAX CHARGE

(€k)	31/12/2019	31/12/2018
Current tax	(5,369)	(2,014)
Deferred tax	(10,423)	(11,444)
PER INCOME STATEMENT	(15,792)	(13,458)

FFP and FFP INVEST have elected to adopt the tax group system since 1 January 2012.

9.2 RECONCILIATION BETWEEN THE FRENCH STATUTORY TAX RATE AND THE INCOME STATEMENT EFFECTIVE TAX RATE

(%)	31/12/2019	31/12/2018
French statutory tax rate	(25.8)	(25.8)
Adjustment for associates	1.5	1.1
Lower foreign tax rates	16.0	20.7
Other permanent differences	(2.5)	(6.5)
Income statement effective tax rate	(10.8)	(10.5)

The current tax charge represents corporate income tax payable to the French tax authorities in respect of the year. The normal French corporate income tax rate is 32.02% including surcharge. As from 2022, France's 2017 Finance Act reduced the French tax rate to 25.825% including surcharge. Capital gains on sale of predominantly property company shares are taxed at 19%. Deferred tax assets and liabilities have been calculated accordingly. Permanent differences arise mainly from unrealised capital gains in the securities portfolio.

NOTE 10 EARNINGS PER SHARE

EPS is stated at the bottom of the consolidated income statement and is based on all 24,922,589 Company shares. There are no Company equity securities other than ordinary shares.

NOTE 11 OTHER COMPREHENSIVE INCOME

	31/12/2019			31/12/2018		
(€k)	Pre-tax	Tax	Post-tax	Pre-tax	Tax	Post-tax
Associates comprehensive income	16,846	-	16,846	6,552	-	6,552
Mark-to-market adjustments on equity securities	396,159	(23,671)	372,488	(262,578)	(1,556)	(264,134)
Capital gains on sale of equity securities	138,569	(1,569)	137,000	239,867	(8,316)	231,551
Mark-to-market adjustments on derivatives	(4,628)	1,196	(3,432)	(1,929)	498	(1,431)
Exchange differences	9,645	-	9,645	12,400	-	12,400
Other mark-to-market adjustments taken to equity	8,184	(738)	7,446	11,744	(562)	11,182
Total	564,775	(24,782)	539,993	6,056	(9,936)	(3,880)

NOTE 12 INTANGIBLE ASSETS

2019 CHANGES, AMORTISATION AND FAIR VALUE ADJUSTMENTS

(€k)	Book value 01/01/2019	Additions	Disposals	Net amortisation	Book value 31/12/2019
Intangible assets	27	-	-	(17)	10
Total	27	-	-	(17)	10

NOTE 13 PROPERTY, PLANT AND EQUIPMENT

13.1 2019 CHANGES, DEPRECIATION AND FAIR VALUE REVALUATION

(€k)	Land	Buildings	Investment properties	Vineyards	Other	Leased assets	Total
Gross value							
Balance b/fwd	**13,347**	**3,010**	**18,600**	**2,903**	**4,588**	**-**	**42,448**
First-time adoption of IFRS 16[1]	-	-	-	-	-	4,538	4,538
At 1 January 2019	**13,347**	**3,010**	**18,600**	**2,903**	**4,588**	**4,538**	**46,986**
Purchases/additions	4	(223)	-	77	353	-	211
Sales	-	-	-	(44)	-	-	(44)
Fair value revaluation	-	-	400	-	-	-	400
Balance c/fwd	**13,351**	**2,787**	**19,000**	**2,936**	**4,941**	**4,538**	**47,553**
Depreciation							
Balance b/fwd	**-**	**1,213**	**-**	**1,626**	**3,176**	**-**	**6,015**
Purchases/additions	-	68	-	55	328	570	1,021
Sales	-	-	-	-	-	-	-
Balance c/fwd	**-**	**1,281**	**-**	**1,681**	**3,504**	**570**	**7,036**
Net book value b/fwd	**13,347**	**1,797**	**18,600**	**1,277**	**1,412**	**-**	**36,433**
Net book value c/fwd	**13,351**	**1,506**	**19,000**	**1,255**	**1,437**	**3,968**	**40,517**

The investment property was independently appraised in December 2019.

(1) The 1 January 2019 adoption of IFRS 16 mainly relates to the leased building housing FFP's head office (see Note 1.1).

13.2 CHANGES IN 2018, DEPRECIATION AND IMPACT OF FAIR VALUE REVALUATION

(€k)	Land	Buildings	Investment properties	Vineyards	Other	Total
Gross value						
Balance b/fwd	**13,347**	**1,577**	**17,600**	**2,899**	**5,054**	**40,477**
Purchases/additions	-	1,433	-	90	638	2,161
Disposals	-	-	-	(86)	(1,104)	(1,190)
Fair value revaluation	-	-	1,000	-	-	1,000
Balance c/fwd	**13,347**	**3,010**	**18,600**	**2,903**	**4,588**	**42,448**
Depreciation						
Balance b/fwd	**-**	**1,120**	**-**	**1,569**	**2,905**	**5,594**
Purchases/additions	-	93	-	57	271	421
Disposals	-	-	-	-	-	-
Balance c/fwd	**-**	**1,213**	**-**	**1,626**	**3,176**	**6,015**
Net book value b/fwd	**13,347**	**457**	**17,600**	**1,330**	**2,149**	**34,883**
Net book value c/fwd	**13,347**	**1,797**	**18,600**	**1,277**	**1,412**	**36,433**

The investment property was independently appraised in December 2018.

NOTE 14 INVESTMENTS IN ASSOCIATES (EQUITY ACCOUNTING)

14.1 HOLDINGS AT 31/12/2019

Shares *(€k)*	% control	Cost	Per share (€)	Total
Shares in associates (equity accounting)				
Redford USA II Holdings	29.94	2,432		2,828
Redford EU II Holdings	29.94	17,662		25,409
Compagnie industrielle de Delle (CID)	25.39	7,306		144,118
LDAP	45.00	19,403		6,970
LISI	5.08	14,889		51,409
OPCI Lapillus II	23.29	17,302		23,435
Zéphyr Investissement	33.75	28,261		33,100
TOTAL		**107,255**		**287,269**

14.2 2019 CHANGES

	At 1 January 2019		Additions	
Shares *(€k)*	Number	Cost	Number	Cost
Shares in associates (equity accounting)				
Redford USA II Holdings	5,179	2,432		-
Redford EU II Holdings	18,807	17,662		-
Compagnie industrielle de Delle (CID)	40,303	7,129	195	177
LDAP	19,767,645	19,403		-
LISI	2,750,000	14,889		-
OPCI Lapillus II	100,000	10,000	56,471	7,302
Zéphyr Investissement	28,190,917	28,191	65,419	70
TOTAL		**99,706**		**7,549**

14.3 2018 CHANGES

	At 1 January 2018		Additions	
Shares *(€k)*	Number	Cost	Number	Cost
Shares in associates (equity accounting)				
Redford USA II Holdings	5,179	2,432		–
Redford EU II Holdings	18,807	17,662		–
Compagnie industrielle de Delle (CID)	40,265	7,101	38	28
LDAP	19,767,645	19,403		–
LISI	2,750,000	14,889		–
OPCI Lapillus II	100,000	10,000		–
Zéphyr Investissement	28,190,917	28,191		–
TOTAL		**99,678**		**28**

Fair value adjustment via earnings	Associates earnings or fair value adj. via equity	Book value 31/12/2019	Book value 31/12/2018
-	396	2,828	2,998
-	7,747	25,409	26,076
-	136,812	144,118	132,519
(12,175)	(258)	6,970	6,969
-	36,520	51,409	47,617
-	6,133	23,435	11,471
(4,336)	9,175	33,100	30,017
(16,511)	**196,525**	**287,269**	**257,667**

Disposals		At 31 December 2019	
Number	Cost	Number	Cost
	-	5,179	2,432
	-	18,807	17,662
	-	40,498	7,306
	-	19,767,645	19,403
	-	2,750,000	14,889
	-	156,471	17,302
	-	28,256,336	28,261
	-		**107,255**

Disposals		At 31 December 2018	
Number	Cost	Number	Cost
	-	5,179	2,432
	-	18,807	17,662
	-	40,303	7,129
	-	19,767,645	19,403
	-	2,750,000	14,889
	-	100,000	10,000
	-	28,190,917	28,191
	-		**99,706**

14.4 ASSOCIATES KEY FIGURES

(€k)	31/12/2019	31/12/2018
Redford EU II Holdings		
Total assets	84,885	87,095
Total current and non-current liabilities	13	-
Revenue	-	-
Net profit attributable to parent company shareholders	(229)	(134)
Redford USA II Holdings		
Total assets	18,886	18,593
Total current and non-current liabilities	-	-
Revenue	-	-
Net profit attributable to parent company shareholders	(756)	(673)
Compagnie industrielle de Delle (CID)		
Total assets	2,016,430	1,880,517
Total current and non-current liabilities	980,315	922,221
Revenue	1,729,532	1,645,089
Net profit attributable to parent company shareholders	38,037	50,257
LISI		
Share price at 31 December (€)	30.05	20.50
Total assets	2,000,748	1,865,775
Total current and non-current liabilities	979,366	922,141
Revenue	1,729,527	1,645,095
Net profit attributable to parent company shareholders	69,773	92,069
OPCI Lapillus II		
Total assets	106,129	55,633
Total current and non-current liabilities	5,521	6,307
Revenue	1,558	834
Net profit attributable to parent company shareholders	1,759	1,017
LDAP		
Total assets	109,618	114,568
Total current and non-current liabilities	67,073	71,261
Revenue	15,490	18,715
Net profit attributable to parent company shareholders	268	2,999
Zéphyr Investissement		
Total assets	111,743	64,364
Total current and non-current liabilities	832	39
Revenue	-	-
Net profit attributable to parent company shareholders	(829)	(1)

14.5 CHANGES

Investments in associates *(€k)*	31/12/2019	31/12/2018
At 1 January	257,667	248,140
Purchases/sales at cost	7,549	28
Share in associates' earnings	13,158	18,698
Other changes taken to equity	12,887	3,320
Impairment	(3,992)	(12,519)
AT 31 DECEMBER	**287,269**	**257,667**

5.1

NOTE 15 NON-CURRENT FINANCIAL ASSETS

15.1 HOLDINGS AT 31/12/2019

(€k)	% control	Cost	Per share [1] (€)	Total
I – Investments in non-consolidated companies				
Peugeot SA	9.32	899,752	21.30	1,796,083
Safran	0.74	267,398	137.65	441,543
SPIE	5.39	200,680	18.16	154,360
DKSH	–	–	–	–
SEB	5.01	80,088	132.40	333,850
ORPEA	5.05	98,279	114.30	372,773
Tikehau Capital	2.28	66,214	22.00	68,357
Immobilière Dassault	19.79	30,137	68.50	91,286
IDI	10.06	25,714	44.40	32,241
CIEL	6.92	16,355	0.14	15,555
Other securities		407,961		485,644
TOTAL		**2,092,578**		**3,791,692**
II – Portfolio investment securities				
Private equity funds				
Buyout funds		143,229		192,874
Growth funds		44,528		55,709
Technology growth funds		51,794		62,360
Real-estate funds		5,662		9,603
Other funds		8,618		13,449
Subscription commitments		387,666		387,666
Total private equity funds		**641,497**		**721,661**
Co-investments				
Co-investments		469,380		629,564
Subscription commitments		139,694		139,694
Total co-investments		**609,074**		**769,258**
Other investments				
Equities		18,610		24,495
Total other investments		**18,610**		**24,495**
TOTAL [2]		**1,269,181**		**1,515,414**
III – Other non-current assets				
Other		5,505		5,505
TOTAL		**5,505**		**5,505**
GRAND TOTAL		**3,367,264**	--	**5,312,611**

(1) Net of dividends receivable.
(2) Changes in the fair value of portfolio investment securities are recorded under profit or loss in a positive amount of €62,339 thousand (see Note 3).

Fair value adjustment via earnings	Associates earnings or fair value adj. via equity	Book value 31/12/2019	Book value 31/12/2018
–	896,331	1,796,083	1,572,205
–	174,145	441,543	338,094
–	(46,320)	154,360	98,515
–	–	–	229,998
–	253,762	333,850	284,428
–	274,494	372,773	290,978
–	2,143	68,357	61,055
–	61,149	91,286	68,612
–	6,527	32,241	28,901
–	(800)	15,555	18,776
–	77,683	485,644	180,000
–	**1,699,114**	**3,791,692**	**3,171,562**
49,645	–	192,874	124,673
11,181	–	55,709	58,198
10,566	–	62,360	29,638
3,941	–	9,603	8,185
4,831	–	13,449	18,685
-	–	387,666	280,604
80,164	**–**	**721,661**	**519,983**
160,184	–	629,564	522,354
-	–	139,694	73,732
160,184	**–**	**769,258**	**596,086**
5,885	–	24,495	16,866
5,885	**–**	**24,495**	**16,866**
246,233	**–**	**1,515,414**	**1,132,935**
–	–	5,505	5,629
–	**–**	**5,505**	**5,629**
246,233	**1,699,114**	**5,312,611**	**4,310,126**

5.1

15.2 2019 CHANGES

(€k)	At 1 January 2019 Number	At 1 January 2019 Cost	Additions Number	Additions Cost	Disposals Number	Disposals Cost	At 31 December 2019 Number	At 31 December 2019 Cost
I – Investments in non-consolidated companies								
Peugeot SA	84,323,161	899,752		–		–	84,323,161	899,752
Safran	3,207,729	267,398		–		–	3,207,729	267,398
SPIE	8,500,000	200,680		–		–	8,500,000	200,680
DKSH	3,820,000	49,387		–	(3,820,000)	(49,387)		–
SEB	2,521,522	80,088		–		–	2,521,522	80,088
ORPEA	3,261,353	98,279		–		–	3,261,353	98,279
Tikehau Capital	3,107,147	66,214		–		–	3,107,147	66,214
Immobilière Dassault	1,304,417	28,520	28,228	1,617		–	1,332,645	30,137
IDI	726,146	25,714		–		–	726,146	25,714
CIEL	114,887,172	16,355		–		–	114,887,172	16,355
Other securitie [1]		136,222		275,119		(3,380)		407,961
TOTAL		**1,868,609**		**276,736**		**(52,767)**		**2,092,578**
II – Portfolio investment securities [1]								
Private equity funds								
Buyout funds		96,150		59,277		(12,198)		143,229
Growth funds		44,869		5,743		(6,084)		44,528
Technology growth funds		23,806		30,710		(2,722)		51,794
Real-estate funds		2,750		5,847		(2,935)		5,662
Other funds		14,785		1,051		(7,218)		8,618
Subscription commitments		280,604		200,902		(93,840)		387,666
Total private equity funds [1]		**462,964**		**303,530**		**(124,997)**		**641,497**
Co-investments								
Co-investments		396,268		66,110		7,002		469,380
Subscription commitments		73,732		120,326		(54,364)		139,694
Total co-investments [1]		**470,000**		**186,436**		**(47,362)**		**609,074**
Other investments								
Equities		18,610		–		–		18,610
Total other investments		**18,610**		**–**		**–**		**18,610**
TOTAL		**951,574**		**489,966**		**(172,359)**		**1,269,181**
III – Other non-current assets								
Other		5,629		1,169		(1,293)		5,505
TOTAL		**5,629**		**1,169**		**(1,293)**		**5,505**
GRAND TOTAL		**2,825,812**		**767,871**		**(226,419)**		**3,367,264**

(1) Disposals stated after exchange differences on foreign-currency investments.

15.3 2018 CHANGES

(€k)	At 1 January 2018 Number	Cost	Additions Number	Cost	Disposals Number	Cost	At 31 December 2018 Number	Cost
I – Investments in non-consolidated companies								
Peugeot SA	84,323,161	899,752		–		–	84,323,161	899,752
Zodiac	15,115,964	186,301		–	(15,115,964)	(186,301)		–
Safran		–	3,207,729	267,398		–	3,207,729	267,398
SPIE	8,500,000	200,680		–		–	8,500,000	200,680
DKSH	3,820,000	49,387		–		–	3,820,000	49,387
SEB	2,521,522	80,088		–		–	2,521,522	80,088
ORPEA	3,811,353	114,854		–	(550,000)	(16,575)	3,261,353	98,279
Tikehau Capital	3,107,147	66,214		–		–	3,107,147	66,214
Immobilière Dassault	1,266,555	26,949	37,862	1,571		–	1,304,417	28,520
IDI	726,146	25,714		–		–	726,146	25,714
CIEL	114,887,172	16,355		–		–	114,887,172	16,355
Other securities (1)		109,585		30,744		(4,107)		136,222
TOTAL		**1,775,879**		**299,713**		**(206,983)**		**1,868,609**
II – Portfolio Investment Securities (1)								
Private equity funds								
Buyout funds		61,845		50,094		(15,789)		96,150
Growth funds		42,723		6,035		(3,889)		44,869
Technology growth funds		13,575		11,716		(1,485)		23,806
Real-estate funds		–		2,945		(195)		2,750
Other funds		17,684		1,890		(4,789)		14,785
Subscription commitments		203,303		150,010		(72,709)		280,604
Total private equity funds (1)		**339,130**		**222,690**		**(98,856)**		**462,964**
Co-investments								
Co-investments		133,814		263,194		(740)		396,268
Engagements de souscription		128,681		195,490		(250,439)		73,732
Total co-investments (1)		**262,495**		**458,684**		**(251,179)**		**470,000**
Other investments								
Equities		37,301		–		(18,691)		18,610
Total other investments		**37,301**		**–**		**(18,691)**		**18,610**
TOTAL		**638,926**		**681,374**		**(368,726)**		**951,574**
III – Other non-current assets								
Other		12,071		1,477		(7,919)		5,629
TOTAL		**12,071**		**1,477**		**(7,919)**		**5,629**
GRAND TOTAL		**2,426,876**		**982,564**		**(583,628)**		**2,825,812**

(1) Disposals stated after exchange differences on foreign-currency investments.

15.4 CHANGES

INVESTMENTS IN NON-CONSOLIDATED COMPANIES

(€k)	31/12/2019	31/12/2018
Book value b/fwd	3,171,562	3,341,413
Reversal of fair value adjustment b/fwd	(1,302,953)	(1,565,534)
Cost at 1 January	1,868,609	1,775,879
Net purchases at cost	223,969	92,730
Cost at 31 December	2,092,578	1,868,609
31 December fair value - unrealised gains or losses	1,699,114	1,302,953
Book value 31 December	3,791,692	3,171,562

PORTFOLIO INVESTMENT SECURITIES

(€k)	31/12/2019	31/12/2018
Book value b/fwd	1,132,935	745,210
Reversal of fair value adjustment b/fwd	(181,361)	(106,284)
Cost at 1 January	951,574	638,926
Net purchases at cost	317,607	312,648
Cost at 31 December	1,269,181	951,574
31 December fair value - unrealised gains or losses	246,233	181,361
Book value 31 December	1,515,414	1,132,935

OTHER NON-CURRENT FINANCIAL ASSETS

(€k)	31/12/2019	31/12/2018
Book value b/fwd	5,629	12,071
Reversal of fair value adjustment b/fwd	-	-
Cost at 1 January	5,629	12,071
Net disposals at cost	(124)	(6,442)
Cost at 31 December	5,505	5,629
31 December fair value - unrealised gains or losses	-	-
Book value 31 December	5,505	5,629

NOTE 16 TAX RECEIVABLES AND PAYABLES

16.1 2019 CHANGES

(€k)	Start of period	Goodwill	Profit/loss	Equity	Payments	End of period
Current tax payable	(6,555)	-	(5,369)	(1,569)	11,056	(2,437)
Current tax receivable	-	-	-	-	-	-
Sub-total	(6,555)	-	(5,369)	(1,569)	11,056	(2,437)
Deferred tax assets	2,590	-	175	903	-	3,668
Deferred tax liabilities	(98,441)	-	(10,598)	(24,589)	-	(133,628)
Sub-total	(95,851)	-	(10,423)	(23,686)	-	(129,960)
TOTAL	(102,406)	-	(15,792)	(25,255)	11,056	(132,397)

16.2 2018 CHANGES

(€k)	Start of period	Goodwill	Profit/loss	Equity	Payments	End of period
Current tax payable	(5)	-	(2,064)	(4,645)	159	(6,555)
Current tax receivable	4,063	-	50	(130)	(3,983)	-
Sub-total	4,058	-	(2,014)	(4,775)	(3,824)	(6,555)
Deferred tax assets	4,515	-	(2,442)	517	-	2,590
Deferred tax liabilities	(83,123)	-	(9,002)	(6,316)	-	(98,441)
Sub-total	(78,608)	-	(11,444)	(5,799)	-	(95,851)
TOTAL	(74,550)	-	(13,458)	(10,574)	(3,824)	(102,406)

NOTE 17 INVENTORIES

5.1

	31/12/2019			31/12/2018		
(€k)	Gross	Provision	Net	Gross	Provision	Net
Wine	9,267	1,947	7,320	9,291	2,244	7,047
Other	185	-	185	284	-	284
Total	9,452	1,947	7,505	9,575	2,244	7,331

NOTE 18 OTHER RECEIVABLES

	31/12/2019			31/12/2018		
(€k)	Gross	Provision	Net	Gross	Provision	Net
Trade receivables	405	-	405	510	-	510
Tax receivables (excl. income tax)	1,404	-	1,404	1,447	-	1,447
Other receivables	1,307	-	1,307	436	-	436
Total	3,116	-	3,116	2,393	-	2,393

NOTE 19 CASH AND CASH EQUIVALENTS

19.1 BREAKDOWN OF CASH AND CASH EQUIVALENTS

(€k)	31/12/2019	31/12/2018
Money-market UCITS	–	–
Cash	30,659	11,405
Total cash and cash equivalents	**30,659**	**11,405**

19.2 CHANGE IN CASH AND CASH EQUIVALENTS

(€k)	31/12/2019	31/12/2018
Cash and cash equivalents c/fwd	30,659	11,405
Cash and cash equivalents b/fwd	11,405	17,414
Change in cash and cash equivalents	**19,254**	**(6,009)**

19.3 CHANGE IN CASH AND CASH EQUIVALENTS BREAKDOWN

(€k)	31/12/2019	31/12/2018
Balance b/fwd	11,405	17,414
Reversal of fair value adjustment b/fwd	–	–
Cost b/fwd	11,405	17,414
Purchases/(sales) at cost	19,254	(6,009)
Cost c/fwd	30,659	11,405
Fair value adjustments during the year	–	–
Balance c/fwd	**30,659**	**11,405**

NOTE 20 EQUITY

20.1 EQUITY MANAGEMENT POLICY

The equity management policy relates to equity as defined under IFRS.

It is intended to secure the Group's long-term capital in order to foster ownership stability and ongoing dividend payouts.

Total equity breaks down between minority interests and parent company shareholders.

Minority interests consist of equity attributable to non-group shareholders of Financière Guiraud (SAS), who hold shares in SCA Château Guiraud.

Equity attributable to parent company shareholders comprises FFP share capital plus reserves and retained earnings.

For many years and as far as possible, FFP strives to ensure a consistent and rising dividend payout.

20.2 SHARE CAPITAL BREAKDOWN

FFP's share capital consists of 24,922,589 fully paid-up shares, each with €1 nominal value.

20.3 EQUITY

(€k)	31/12/2019	31/12/2018
Share capital	24,923	24,923
Share premium account	158,410	158,410
Statutory reserve	2,541	2,541
Treasury shares	(14,808)	(16,725)
Exchange differences	10,167	522
Other reserves	3,875,952	3,285,099
Consolidated retained earnings	131,355	114,872
Minority interests	(568)	(235)
Total	**4,187,972**	**3,569,407**

5.1

20.4 FAIR VALUE ADJUSTMENTS VIA EQUITY AND RELATED DEFERRED TAX

(€k)	31/12/2019	31/12/2018
Equity fair value adjustments b/fwd	1,243,251	1,725,576
Decrease in fair value adjustments following disposals	(178,024)	(272,757)
Equity fair value adjustments during the year	–	–
Non-current financial assets	550,512	(208,137)
Interest-rate hedges	(3,432)	(1,431)
Equity fair value adjustments c/fwd (A)	**1,612,307**	**1,243,251**
Deferred tax (B)	74,321	51,846
Total gross remeasurements c/fwd (A+B)	1,686,628	1,295,097

20.5 BREAKDOWN OF FAIR VALUE ADJUSTMENT BY ACCOUNT

(€k)	31/12/2019	31/12/2018
Equity securities	1,621,568	1,249,080
Interest-rate hedges	(9,261)	(5,829)
Total	1,612,307	1,243,251

20.6 TREASURY SHARES

Treasury shares are carried at cost and are booked as a reduction in equity.

At 31 December 2019, the Company held 164,756 of its own shares.

(Number of shares)	31/12/2019	31/12/2018
Coverage of future plans	130,143	130,143
Coverage of the 2016 bonus share plan	–	17,277
Coverage of the 2017 bonus share plan	29,063	29,063
Liquidity agreement	5,550	10,600
Total	164,756	187,083

20.7 BONUS SHARE PLANS

A. DETAILS OF THE 2016–2018 BONUS SHARE PLANS

Under powers granted by the 3 May 2016 and 17 May 2018 AGMs, in its 7 July 2016, 9 March 2017 and 17 August 2018 meetings the Board decided to introduce a bonus share plan subject to performance criteria for some FFP and related company directors and employees. Said shares will vest following a 3-year retention period. Allotment is subject to being a Group or related company employee or director throughout the vesting period.

Recipients' ownership of the shares will be subject to FFP NAV performance criteria:

- between 31 December 2015 and 31 December 2018 for the 2016 plan;
- between 31 December 2016 and 31 December 2019 for the 2017 plan;
- between 31 December 2017 and 31 December 2020 for the 2018 plan.

B. DETAILS OF THE 2019 BONUS SHARE PLAN

Under powers granted by the 17 May 2018 AGM, in its 15 May 2019 meeting the Board decided to introduce a bonus share plan subject to performance criteria for some FFP and related company directors and employees. Said shares will vest following a 3-year retention period. Allotment is subject to being a Group or related company employee or director throughout the vesting period.

Recipients' ownership of the shares will be subject to FFP NAV performance criteria and ESG stock picking criteria from 1 Jan 2019 to 31 Dec 2021.

C. STATUS OF PLANS AT 31 DECEMBER 2019

Staff costs associated with each plan are measured in accordance with IFRS 2 and taken to equity.

Plan details are as follows:

	31/12/2019		31/12/2018	
	Maximum number of shares that may be awarded	IFRS 2 expense (€k)	Maximum number of shares that may be awarded	IFRS 2 expense (€k)
2016 plan (1)	–	195	17,277	473
2017 plan	29,063	804	29,063	973
2018 plan	31,940	1,063	31,940	730
2019 plan	48,180	794	–	–
Total		**2,856**		**2,176**

(1) Since performance criteria were met, 17,277 shares were delivered to beneficiaries in July 2019.

NOTE 21 CURRENT AND NON-CURRENT FINANCIAL LIABILITIES

21.1 BALANCES AT 31/12/2019

(€k)	31/12/2019	31/12/2018
Bonds (1)	542,500	242,500
Bank borrowings		
FFP	246,000	320,000
SCA Château GUIRAUD	7,986	7,561
Subscription commitments and shares not paid-up	528,463	357,186
Derivative instruments (2)	11,499	7,298
Lease liabilities (3)	3,471	–
Other	24	46
Total non-current financial liabilities	**1,339,943**	**934,591**
Bank borrowings		
FFP	-	5,000
SCA Château Guiraud	3,455	3,270
Derivative instruments (2)	987	560
Lease liabilities (3)	540	-
Accrued interest on borrowingss	4,347	3,204
Other	6	–
Total current financial liabilities	**9,335**	**12,034**
TOTAL FINANCIAL LIABILITIES	**1,349,278**	**946,625**

(1) In 2019, FFP issued €300 million of 7-year bonds in the market (due to mature in 2026). The bonds pay a fixed annual coupon of 1.875%.

(2) FFP has hedged its credit facilities against interest-rate risk by taking out fixed-for-floating interest-rate swaps of €250 million, the fair value of which at 31 December 2019 was €12,486 thousand.
Subscription commitments and shares not paid-up comprised US-dollar commitments of €263,235 thousand at 31 December 2019 and €139,103 thousand at 31 December 2018.
All other commitments are stated in euros.

(3) Liabilities resulting from rental obligations on FFP's head office (see Note 1 - 1.1 First-time adoption of IFRS 16).

5.1

21.2 MATURITY SCHEDULE AT 31/12/2019

Amounts due (€k)	Less than 1 year	1 to 5 years	More than 5 years	Total
Bonds	–	–	542,500	542,500
Bank borrowings				
- FFP borrowings	-	221,000	25,000	246,000
- SCA Château Guiraud borrowings	3,455	603	7,383	11,441
Derivative instruments	987	11,499	–	12,486
Lease liabilities	540	2,306	1,165	4,011
Subscription commitments and shares not paid-up (1)	–	528,463	–	528,463
Accrued interest on borrowings and other	4,353	24	–	4,377
Total (2)	**9,335**	**763,895**	**576,048**	**1,349,278**

(1) Since calls are made by funds depending on their respective investments, and generally within 5 years from the subscription of units, their timing cannot be determined accurately, and so they have been included in the "between 1 and 5 years" category. These calls correspond to commitments at their nominal value, without any discounting effect.

(2) The portion due in less than 1 year breaks down as follows: €3,369 thousand in less than 3 months and €5,966 thousand in between 3 and 12 months.

Credit facilities previously due to expire in 2019 and 2020, in an amount of €240 million, have been renewed in an amount of €290 million with expiry dates between 2023 and 2026.

A new €50 million credit facility due to expire in 2024 has also been taken out.

21.3 MATURITY SCHEDULE AT 31/12/2018

Amounts due (€k)	Less than 1 year	1 to 5 years	More than 5 years	Total
Bonds	–	–	242,500	242,500
Bank borrowings				
- FFP borrowings	5,000	320,000	–	325,000
- SCA Château Guiraud borrowings	3,270	659	6,902	10,831
Derivative instruments	560	1,953	5,345	7,858
Subscription commitments and shares not paid-up (1)	–	357,186	–	357,186
Accrued interest on borrowings and other	3,204	46	–	3,250
Total (2)	**12,034**	**679,844**	**254,747**	**946,625**

(1) Since cash calls are made by funds depending on investment class, but generally within 5 years from purchase, their timing cannot be determined accurately, and so they have been included under 1 and 5 years above. They are carried at nominal value with no discounting.

(2) The portion due in less than 1 year breaks down as follows: €3,670 thousand in less than 3 months and €8,364 thousand in between 3 and 12 months.

€50 million of credit facilities previously due to expire in 2018 have been rolled over and are now due to expire in 2021.

21.4 SUBSCRIPTION COMMITMENTS AND SHARES NOT PAID-UP

(€k)	31/12/2019	31/12/2018
Investments in non-consolidated companies		
Unlisted securities	358	1,893
Portfolio investment securities		
LBO fundsn	198,833	155,091
Growth funds	37,965	20,319
Technology growth funds	91,438	84,088
Real-estate funds	55,782	16,619
Other funds	4,393	5,444
Co-investments	139,694	73,732
Total	**528,463**	**357,186**

21.5 BORROWINGS AT 31/12/2019

(€k)	Non-current	Current	Due	Interest rate
Bonds				
– FFP	212,500	–	2025	2.50%
	10,000	–	2026	2.60%
	300,000	–	2026	1.88%
	20,000	–	2027	3.00%
Bank borrowings				
– FFP				
	106,000	–	2021	Floating rate
	30,000	–	2022	Floating rate
	85,000	–	2023	Floating rate
	25,000	–	2026	Floating rate
– SCA Château Guiraud				
• Borrowings	1,186	755	2020 to 2034	Fixed rate
	6,800	-	–	Floating rate
• Warrants and bank overdrafts	-	2,700	2020	Floating rate
Subscription commitments and shares not paid-up	528,463	-	–	–
Derivative instruments	11,499	987	–	–
Lease liabilities	3,471	540		
Other	24	4,353	–	–
Total financial liabilities	**1,339,943**	**9,335**		

5.1

21.6 BORROWINGS AT 31/12/2018

(€k)	Non-current	Current	Due	Interest rate
Bonds				
– FFP	212,500	–	2025	2.50%
	10,000	–	2026	2.60%
	20,000	–	2027	3.00%
Bank borrowings				
– FFP	–	5,000	2019	Floating rate
	98,000	–	2020	Floating rate
	100,000	–	2021	Floating rate
	20,000	–	2022	Floating rate
	102,000	–	2023	Floating rate
– SCA Château Guiraud				
• **Borrowings**	1,338	150	2019 to 2034	Fixed rate
	6,223	–	–	Floating rate
• **Warrants and bank overdrafts**	–	3,120	2019	Floating rate
Subscription commitments and shares not paid-up	357,186	–	–	–
Derivative instruments	7,298	560	–	–
Other	46	3,204	–	–
Total financial liabilities	**934,591**	**12,034**		

NOTE 22 PROVISIONS

22.1 2019 CHANGES

(€k)	01/01/2019	M&A provisions	Additions	Write-backs Amounts used	Write-backs Amounts unused	31/12/2019
Employee benefits	568	-	17	-	-	585
Total	568	-	17	-	-	585

22.2 2018 CHANGES

(€k)	01/01/2018	M&A provisions	Additions	Write-backs Amounts used	Write-backs Amounts unused	31/12/2018
Employee benefits	497	-	171	100	-	568
Other staff cost provisions	25	-	-	-	25	-
Total	522	-	171	100	25	568

NOTE 23 PENSION OBLIGATIONS AND SIMILAR

23.1 FFP'S OBLIGATIONS

FFP employees are entitled to supplementary pensions and one-off retirement compensation. The employees concerned are as follows:

- Supplementary pensions:
  3 people, currently retired;
- Retirement compensation: 23 people.

The latest independent appraisal of pension liabilities was carried out at 31 December 2019.

The assumptions used were as follows:

- Discount rate: 0.70% (1.55% in 2018);
- Inflation rate: 1.60%;
- Rate of pay rise:
  inflation + individual increases.

As regards supplementary pensions, the total value of the Company's liability was €218 thousand at 31 December 2019, of which €10 thousand was covered by external funds, and the remaining €208 thousand is recognised under provisions on the liabilities side of the balance sheet.

Obligations relating to post-employment benefits amounted to €715 thousand at 31 December 2019. They were covered by €469 thousand of external funds and the €246 thousand difference has been accrued as a provision.

23.2 SCA CHÂTEAU GUIRAUD'S OBLIGATIONS

SCA Château Guiraud employees are entitled to retirement benefits in the form of one-off compensation on retirement.

At 31 December 2019, 33 people were entitled to such benefits (31 December 2018: 32). The liability was reviewed at 31 December 2019.

Château Guiraud's total liabilities came to €123 thousand at 31 December 2019 (31 December 2018: €122 thousand), which has been accued as a provision.

The Company has not made any payments in respect of such liabilities.

NOTE 24 OTHER CURRENT AND NON-CURRENT LIABILITIES

(€k)	31/12/2019	31/12/2018
Customer advances due in more than 1 year	–	201
Total other non-current liabilities	**–**	**201**
Customer advances	581	760
Tax and social security liabilities (excluding income tax)	3,738	3,433
Other liabilities	7,136	1,982
Total other current liabilities	**11,455**	**6,175**
TOTAL OTHER LIABILITIES	**11,455**	**6,376**

NOTE 25 CHANGE IN WORKING CAPITAL

(€k)	31/12/2019	31/12/2018
(Increase)/decrease in inventories	123	449
(Increase)/decrease in receivables	(723)	4,333
Change in tax	(4,118)	10,613
Increase/(decrease) in debt	5,280	(1,506)
Total change in working capital requirement	**562**	**13,889**

NOTE 26 FINANCIAL INSTRUMENTS

26.1 FINANCIAL INSTRUMENTS REPORTED IN THE 2019 BALANCE SHEET

	31/12/2019		Breakdown by instrument category				
(€k)	Book amount	Fair value	Fair value through profit or loss	Fair value through equity	Loans, receivables and payables at cost	Liabilities at amortised cost	Derivative instruments
Investments in non-consolidated companies	3,791,692	3,791,692	–	3,791,692	–	–	–
Portfolio Investment Securities	1,515,414	1,515,414	1,515,414	–	–	–	–
Other non-current financial assets	5,505	5,505	–	–	5,505	–	–
Other receivables	3,116	3,116	–	–	3,116	–	–
Cash and cash equivalents	30,659	30,659	30,659	–	–	–	–
Assets	**5,346,386**	**5,346,386**	**1,546,073**	**3,791,692**	**8,621**	**–**	**–**
Non-current financial liabilities	1,339,943	1,339,943	–	–	528,463	799,981	11,499
Other non-current liabilities	–	–	–	–	–	–	–
Current financial liabilities	9,335	9,335	–	–	–	8,348	987
Other current liabilities	11,455	11,455	–	–	11,455	–	–
Liabilities	**1,360,733**	**1,360,733**	**–**	**–**	**539,918**	**808,329**	**12,486**

26.2 FINANCIAL INSTRUMENTS REPORTED IN THE 2018 BALANCE SHEET

	31/12/2018		Breakdown by instrument category				
(€k)	Book amount	Fair value	Fair value through profit or loss	Fair value through equity	Loans, receivables and payables at cost	Liabilities at amortised cost	Derivative instruments
Investments in non-consolidated companies	3,171,562	3,171,562	–	3,171,562	–	–	–
Portfolio Investment Securities	1,132,935	1,132,935	1,132,935	–	–	–	–
Other non-current financial assets	5,629	5,629	–	–	5,629	–	–
Other receivables	2,393	2,393	–	–	2,393	–	–
Cash and cash equivalents	11,405	11,405	11,405	–	–	–	–
Assets	**4,323,924**	**4,323,924**	**1,144,340**	**3,171,562**	**8,022**	**–**	**–**
Non-current financial liabilities	934,591	934,591	–	–	357,232	570,061	7,298
Other non-current liabilities	201	201	–	–	201	–	–
Current financial liabilities	12,034	12,034	–	–	–	11,474	560
Other current liabilities	6,175	6,175	–	–	6,175	–	–
Liabilities	**953,001**	**953,001**	**–**	**–**	**363,608**	**581,535**	**7,858**

26.3 PER INCOME STATEMENT OF FINANCIAL INSTRUMENTS IN 2019

	31/12/2019	Breakdown by type of instrument				
(€k)	Income statement impact	Fair value through profit or loss	Fair value through equity	Loans and receivables	Liabilities at amortised cost	Derivative instruments
Dividends (excluding investments in consolidated companies)	116,607	17,915	98,692	–	–	–
Other revenue	–	--	–		–	
Expense (cost of debt)	(20,217)	–	–	–	(20,217)	–
Remeasurement	62,339	62,339	–	–	–	–
Gains/(losses) on sale	6,579	6,579	–	–	–	–
Net gains (losses)	**165,308**	**86,833**	**98,692**	**–**	**(20,217)**	**–**

26.4 PER INCOME STATEMENT OF FINANCIAL INSTRUMENTS IN 2018

	31/12/2018	Breakdown by type of instrument				
(€k)	Income statement impact	Fair value through profit or loss	Fair value through equity	Loans and receivables	Liabilities at amortised cost	Derivative instruments
Dividends (excluding investments in consolidated companies)	83,118	1,953	81,165	–	–	–
Expense (cost of debt)	(14,589)	–	–	–	(14,589)	–
Remeasurement	72,486	72,486	–	–	–	–
Gains/(losses) on sale	(1,748)	(1,748)	–	–	–	–
Net gains (losses)	**139,267**	**72,691**	**81,165**	**–**	**(14,589)**	**–**

26.5 INFORMATION ON THE FAIR VALUE OF FINANCIAL INSTRUMENTS IN 2019

ASSETS *(€k)*	Instruments recognised at fair value Fair value through profit or loss	Fair value through equity	Derivative instruments
Level 1 fair value: quoted prices in active markets			
Investments in non-consolidated companies	–	3,306,049	–
Portfolio Investment Securities	24,495	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	30,659	–	–
Level 2 fair value: based on data observable in the market	–	–	–
Investments in non-consolidated companies	–	–	–
Portfolio Investment Securities	–	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	–	–	–
Level 3 fair value: based on data not observable in the market	–	–	–
Investments in non-consolidated companies	–	485,643	–
Portfolio Investment Securities	1,490,918	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	–	–	–
Total financial assets recognised at fair value	**1,546,072**	**3,791,692**	**-**

5.1

LIABILITIES *(€k)*	Instruments recognised at fair value Fair value through equity	Derivative instruments
Level 1 fair value: quoted prices in active markets	–	–
Level 2 fair value: based on data observable in the market	–	–
Non-current financial liabilities	–	12,486
Level 3 fair value: based on data not observable in the market	–	–
Total financial liabilities recognised at fair value	**-**	**12,486**

RECONCILIATION OF LEVEL-3 MOVEMENTS3	
Value at 1 January 2019	1,296,069
Purchases (+)	765,083
Disposals/Repayments (-)	(195,845)
Gains (losses) for the period recognised in profit or loss	75,658
Gains (losses) for the period recognised in equity	35,596
Transfer between level 3 and other levels	–
Value at 31 December 2019	**1,976,561**

List of investments:
Level 1: Peugeot SA, Safran, SEB, ORPEA, SPIE, Tikehau Capital, IDI, Immobilière Dassault, CIEL, other equities.
Level 2: N/A
Level 3: IDI Emerging Markets, Tikehau Capital Advisors, real-estate funds, private equity funds, other equities.

26.6 INFORMATION ON THE FAIR VALUE OF FINANCIAL INSTRUMENTS IN 2018

ASSETS (€k)	Instruments recognised at fair value		
	Fair value through profit or loss	Fair value through equity	Derivative instruments
Level 1 fair value: quoted prices in active markets			
Investments in non-consolidated companies	–	2,991,562	–
Portfolio Investment Securities	16,866	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	11,405	–	–
Level 2 fair value: based on data observable in the market	–	–	–
Investments in non-consolidated companies	–	–	–
Portfolio Investment Securities	–	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	–	–	–
Level 3 fair value: based on data not observable in the market	–	–	–
Investments in non-consolidated companies	–	180,000	–
Portfolio Investment Securities	1,116,069	–	–
Other non-current financial assets	–	–	–
Other receivables	–	–	–
Cash and cash equivalents	–	–	–
Total financial assets recognised at fair value	**1,144,340**	**3,171,562**	**-**

LIABILITIES (€k)	Instruments recognised at fair value	
	Fair value through equity	Derivative instruments
Level 1 fair value: quoted prices in active markets	–	–
Level 2 fair value: based on data observable in the market	–	–
Non-current financial liabilities	–	7,858
Level 3 fair value: based on data not observable in the market	–	–
Total financial liabilities recognised at fair value	**-**	**7,858**

RECONCILIATION OF LEVEL-3 MOVEMENTS3	
Value at 1 January 2018	824,931
Purchases (+)	712,118
Disposals/Repayments (–)	(355,566)
Gains (losses) for the period recognised in profit or loss	86,044
Gains (losses) for the period recognised in equity	28,542
Transfer between level 3 and other levels	–
Value at 31 December 2018	**1,296,069**

List of investments:
Level 1: Peugeot SA, Safran, DKSH, SEB, ORPEA, SPIE, Tikehau Capital, IDI, Immobilière Dassault, CIEL, other equities and money-market UCITS. **Level 2:** N/A
Level 3: IDI Emerging Markets, Tikehau Capital Advisors, real-estate funds, private equity funds, other equities.

NOTE 27 MARKET RISK MANAGEMENT

FFP regularly reviews these risks.

All of FFP's investments undergo upstream analysis by the investment team and the Executive Committee. If necessary, proposals are reviewed by the Investment Committee before being validated by the Board of Directors.

The value of FFP's assets is spread across a range of diversified and decorrelated investments, which reduces the impact of major price volatility.

Interest-rate and exchange-rate risks are also assessed under the supervision of the Executive Committee and the Board of Directors.

27.1 EQUITY RISK MANAGEMENT

FFP's assets include a 9.32% stake in PSA Group and minority but material stakes in other listed and unlisted companies.

FFP always has seats on the executive or supervisory boards of its investee companies, which it ensures they progress and focus on enhancing value for shareholders.

When managing such assets, FFP also frequently tracks each investment's performance. Files are presented to the Investments and Shareholdings Committee and, as necessary, to the Board of Directors.

The prices of listed assets are monitored on a daily basis. The valuations of all assets in the portfolio are updated every month and published twice per year.

As regards the Compagnie Industrielle de Delle (CID) and LISI groups and the Zéphyr Investissement, LDAP, Redford EU II and USA II and Lapillus II companies, which are treated as associates in FFP's consolidated financial statements (under "Investments in associates"), FFP is exposed to changes in the earnings of all such companies. The same applies to companies in which FFP owns a majority stake that are fully consolidated.

As regards private equity investments, although FFP has no formal powers, it holds regular meetings with senior management and gives its opinion on decisions they plan to take.

Securities classified as non-current financial assets are measured at fair value (based on share prices in the case of listed shares) and may be affected by stockmarket or economic fluctuations.

ASSET TYPE AND REGIONAL BREAKDOWN

Non-current, non-consolidated financial assets break down as follows (including subscription commitments):

(€k)	31/12/2019	31/12/2018
Listed securities		
Equities - Europe	3,316,231	2,991,096
Unlisted securities		
Equities - Europe	310,230	87,509
Private equity - Europe	949,664	694,759
Private equity - Africa	157,719	165,227
Private equity - Americas	445,293	287,921
Private equity - Asia	132,575	83,182
Other non-current financial assets	898	432
Book value 31 December	**5,312,610**	**4,310,126**

5.1

PRICE SENSITIVITY

	31/12/2019			31/12/2018		
(€k)	Book amount	Low	High	Book amount	Low	High
Non-current financial assets						
Investments in non-consolidated companies						
Listed securities	3,306,049	2,644,839	3,967,259	2,991,562	2,393,250	3,589,874
Unlisted securities	485,643	412,850	558,436	180,000	153,011	206,889
Portfolio investment securities	1,515,414	1,317,803	1,713,025	1,132,935	977,215	1,288,655
Other non-current financial assets	5,505	5,505	5,505	5,629	5,629	5,629
Total	**5,312,611**	**4,380,997**	**6,244,225**	**4,310,126**	**3,529,105**	**5,091,047**

For listed securities and portfolio investment securities, sensitivity was calculated on the basis of a 20% change in share prices or fund NAV.

The sensitivity of investments in non-consolidated companies was assessed for each individual investment based on specific valuation criteria:

- for companies valued based on discounted cash flows, + or - 15% sensitivity was calculated;
- for companies valued by comparing multiples, + or - 20% sensitivity was calculated on peer-group multiples.

27.2 LIQUIDITY RISK MANAGEMENT

FFP has negotiated credit facilities with leading banks to help fund investments.

FFP also carried out:

- in 2017, two private bond placements (Euro PP) totalling €242.5 million, with maturities of between 2025 and 2027.
- in 2019, a €300 million market bond issue due in 2026.

At 31 December 2019, Group credit facilities and borrowings amounted to €1,382.5 million, including €594 million of undrawn facilities. Undrawn facilities are due to expire as follows:

(€m)		31/12/2019	2020	2021	2022	2023	2024 and beyond
Bank borrowings	Nominal	594	-	94	20	305	175
Total		**594**	**-**	**94**	**20**	**305**	**175**

The table below shows financial liabilities and derivative instruments undiscounted cash flows, which include principal repayments as well as future contractual interest payments. Foreign currency cash flows and variable cash flows are determined on the basis of period-end market data.

(€k)		31/12/2019	2020	2021	2022	2023	2024 and beyond	Total
Bonds	Nominal	542,500	-	-	-	-	542,500	542,500
	Interest	3,663	11,797	11,797	11,797	11,797	30,680	77,868
Bank borrowings	Nominal	257,441	3,455	106,156	30,158	85,157	32,515	257,441
	Interest	684	2,904	1,817	1,321	978	1,010	8,030
	Total	804,288	18,156	119,770	43,276	97,932	606,705	885,839
Subscription commitments and shares not paid-up (1)	Nominal	528,463	-	-	-	-	528,463	528,463
Derivative instruments		12,486	2,793	3,230	3,230	3,230	3,230	15,713
Lease liabilities		4,011	540	555	568	733	1,615	4,011
Other		30	6	-	-	-	24	30
Total		**1,349,278**	**21,495**	**123,555**	**47,074**	**101,895**	**1,140,037**	**1,434,056**

(1) Since cash calls are made by funds depending on their individual investments generally within 5 years from subscription, their timing cannot be determined accurately. As a result, the corresponding cash flows have been included under «2024 and beyond" in the table above.

None of FFP's credit facilities expired in 2019.

Borrowings may fall due early in the event of a failure to make a repayment or non-compliance with contractual obligations.

The main types of covenants related to debt borne directly by FFP are as follows:

1. Net debt (parent-company financial statements)/equity (parent-company financial statements) <1;
2. Consolidated net debt/value of securities (a) <0.5.

(a) The value of securities is equal to Group total assets as determined in the Net Asset Value calculation.

These ratios are calculated twice per year and are monitored regularly throughout the year.

At 31 December 2019, the ratios with the highest values (depending on definitions used by banks) were:

1. Net debt (parent-company financial statements) / equity (parent-company financial statements) = 0,60.
2. Consolidated net debt / value of securities = 0,15.

Pour For the 31 December 2019 calculation, the equity figures used are before 2019 earnings appropriation.

FFP complied with all covenants at the end of 2019.

At 25 March 2020, when the 2019 financial statements were approved by the Board of Directors, the value of FFP's listed holdings had fallen by 43% overall, causing a deterioration in FFP's loan-to-value ratio. However, that ratio remained much higher than the minimum required by FFP's banking covenants at that date. The ratio will continue to be monitored throughout the coronavirus crisis.

FFP is a long-term shareholder. Given its debt/asset value ratio, the Company does not foresee any particular difficulties in renewing its existing credit facilities before or on expiry.

In its day-to-day treasury operations, FFP focuses on security when selecting investments.

It only invests in regular money-market UCITS and certificates of deposit issued by top-tier banks. When yields on short-term investments are negative, available cash is kept in liquid form.

27.3 INTEREST-RATE RISK MANAGEMENT

The Group's interest rate risk arises from medium- and long-term floating-rate borrowings. To convert part of the its floating-rate debt to fixed-rate, FFP has introduced interest-rate hedging in the form of swaps.

At 31 December 2019, €250,000 thousand of FFP's bank debt was covered by swaps fixing rates at between 0.309% and 0.87%.

Positions before and after hedging are as follows:

31/12/2019

(€k)	Less than 1 year	1 to 5 years	More than 5 years	Total
Emprunts				
Taux fixes	755	102	543,584	544,441
Taux variables	2,700	221,000	31,800	255,500
Total emprunts avant gestion	**3,455**	**221,102**	**575,384**	**799,941**
Instruments financiers dérivés	110,000	140,000	-	250,000
Emprunts				
Taux fixes	110,755	140,102	543,584	794,441
Taux variables	(107,300)	81,000	31,800	5,500
Total emprunts après gestion	**3,455**	**221,102**	**575,384**	**799,941**

To measure hedge fair values, CVA-DVA impacts are deemed to be non-material and so are not recognised.

Floating-rate debt is mainly linked to 3-month Euribor.

At 31 December 2019, 3-month Euribor was -0.383%, as opposed to -0.309% at 31 December 2018.

At 4 March 2020, 3-month Euribor was -0.468%.

On the basis of floating-rate borrowings after hedging at 31 December 2019, a 1-point increase in interest rates would have caused a €55 thousand increase in the annual interest expense.

The effective portion of the change in fair value of interest-rate hedges is taken to equity. There is no significant ineffective portion, and so there is no impact on earnings in respect of hedging.

31/12/2018

(€k)	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings				
Fixed rate	150	659	243,179	243,988
Floating rate	8,120	320,000	6,223	334,343
Total borrowings before hedging	**8,270**	**320,659**	**249,402**	**578,331**
Derivative financial instruments	70,000	110,000	100,000	280,000
Borrowings				
Fixed rate	70,150	110,659	343,179	523,988
Floating rate	(61,880)	210,000	(93,777)	54,343
Total borrowings after hedging	**8,270**	**320,659**	**249,402**	**578,331**

27.4 CURRENCY RISK MANAGEMENT

FFP's investee companies operate in various countries and so generate earnings in currencies other than the euro.

The FFP group also has equity securities denominated in CHF and MUR, and units in private equity funds denominated in USD.

The FFP group has companies accounted for under the equity method whose functional currency is the US dollar.

The breakdown of non-current financial assets by geographical zone is provided above in Note 27.1.

The FFP group does not hedge its foreign-currency assets.

(€k)	USD	CHF	GBP	MUR
Book value at 31 December 2019				
Shares in associates	35,207	–	–	–
Non-current financial assets	1,164,001	–	–	15,556
Cash and cash equivalents	21,453	4	298	–
Non-current financial liabilities				
Subscription commitments and shares not paid-up	(263,267)	–	–	–
Current debt	(37)	–	(533)	–
Net position before hedging	**957,357**	**4**	**(235)**	**15,556**
Derivative financial instruments	--	–	–	–
Net position after hedging	**957,357**	**4**	**(235)**	**15,556**

Given positions at 31 December 2019 and after hedging:

- if the USD rose 10% against the euro, FFP's equity would rise by €95,736 thousand, with no material impact on earnings;
- if the GBP rose 10% against the euro, FFP's equity would fall by €24 thousand, with no material impact on earnings;
- if the MUR rose 10% against the euro, FFP's reserves would rise by €1,556 thousand, with no material impact on earnings.

(€k)	USD	CHF	GBP	MUR
Book value at 31 December 2018				
Shares in associates	36,043	–	–	–
Non-current financial assets	855,963	229,998	–	18,776
Cash and cash equivalents	3,388	13	329	–
Non-current financial liabilities				
Subscription commitments and shares not paid-up	(139,135)	–	–	–
Current liabilities	(37)	–	(533)	–
Net position before hedging	**756,222**	**230,011**	**(204)**	**18,776**
Derivative financial instruments	–	–	–	–
Net position after hedging	**756,222**	**230,011**	**(204)**	**18,776**

Given positions at 31 December 2018 and after hedging:

- if the USD rose 10% against the euro, FFP's equity would rise by €75,622 thousand, with no material impact on earnings;
- if the CHF rose 10% against the euro, FFP's equity would rise by €23,001 thousand, with no material impact on earnings;
- if the GBP rose 10% against the euro, FFP's equity would rise by €20 thousand, with no material impact on earnings;
- if the MUR rose 10% against the euro, FFP's equity would rise by €1,878 thousand, with no material impact on earnings.

27.5 CREDIT RISK MANAGEMENT

Receivables have a low value, so represent neglible risk.

Short-term cash investments only comprise units in regular money-market UCITS and negotiable debt instruments issued by top-tier financial institutions. Investment products are selected with the aim of minimising the risk of impairment and counterparty risk.

NOTE 28 SEGMENT REPORTING

FFP is one of the three largest Peugeot SA shareholders and is a long-term shareholder in other companies.

Its business activities also involve financial investments and cash management, as well as real-estate and winemaking activities, which remain marginal in terms of their contribution to revenue, profits and risks. The disclosures below are based on figures in each of FFP's businesses, with "Other segments" covering the real-estate and winemaking businesses. The "Reconciliation" column shows the unallocated amounts in each segment that allow segment figures to be reconciled with the financial statements.

28.1 2019 SEGMENT REPORTING

(€k)	PSA Group	Capital expenditure	Net cash /(debt)	Other segments	Reconciliation	Total
Dividends	65,772	50,835	-	-	-	116,607
Net gains on sale	-	6,579	-	-	-	6,579
Unrealised gains and losses	-	62,339	-	-	-	62,339
Revenues	-		-	4,837	-	4,837
Revenue	**65,772**	**119,753**	**-**	**4,837**	**-**	**190,362**
General administrative expenses	(4,272)	(348)	-	(4,083)	(23,789)	(32,492)
Income from cash equivalents	-	-	-	-	-	-
Cost of debt	-	-	(19,987)	(230)	-	(20,217)
Group pre-tax profit	**61,500**	**119,405**	**(19,987)**	**524**	**(23,789)**	**137,653**
Share in associates' earnings	-	9,166	-	-	-	9,166
Consolidated pre-tax profit	**61,500**	**128,571**	**(19,987)**	**524**	**(23,789)**	**146,819**
Income tax	-	-	-	-	(15,792)	(15,792)
CONSOLIDATED NET PROFIT	**61,500**	**128,571**	**(19,987)**	**524**	**(39,581)**	**131,027**
Segment assets						
Intangible assets and property, plant and equipment	-	-	-	35,686	4,841	40,527
Investments in associates	-	287,269	-	-	-	287,269
Non-current financial assets	1,796,083	3,515,529	-	142	857	5,312,611
Deferred tax assets	-	293	3,225	31	119	3,668
Current assets	-	-	30,401	8,474	2,405	41,280
TOTAL ASSETS	**1,796,083**	**3,803,091**	**33,626**	**44,333**	**8,222**	**5,685,355**
Segment equity and liabilities						
Non-current financial liabilities	-	528,463	799,999	7,999	3,482	1,339,943
Current financial liabilities	-	-	5,281	3,508	546	9,335
Equity including non-controlling interests	-	-	-	-	4,187,972	4,187,972
Other liabilities	42,602	83,823	-	7,492	14,188	148,105
TOTAL EQUITY AND LIABILITIES	**42,602**	**612,286**	**805,280**	**18,999**	**4,206,188**	**5,685,355**
NET INVESTMENT	**-**	**218,268**	**-**	**174**	**37**	**218,479**

28.2 2018 SEGMENT REPORTING

(€k)	PSA Group	Capital expenditure	Net cash /(debt)	Other segments	Reconciliation	Total
Dividends	44,691	38,427	-	-	-	83,118
Net gains on sale	-	(1,748)	-	-	-	(1,748)
Unrealised gains and losses	-	72,486	-	1,000	-	73,486
Revenues	-	-	-	5,035	-	5,035
Revenue	**44,691**	**109,165**	**-**	**6,035**	**-**	**159,891**
General administrative expenses	-	(1,263)	-	(4,700)	(17,526)	(23,489)
Income from cash equivalents	-	-	-	-	-	-
Cost of debt	-	-	(14,351)	(238)	-	(14,589)
Group pre-tax profit	**44,691**	**107,902**	**(14,351)**	**1,097**	**(17,526)**	**121,813**
Share in associates' earnings	-	6,179	-	-	-	6,179
Consolidated pre-tax profit	**44,691**	**114,081**	**(14,351)**	**1,097**	**(17,526)**	**127,992**
Income tax	-	-	-	-	(13,458)	(13,458)
CONSOLIDATED NET PROFIT	**44,691**	**114,081**	**(14,351)**	**1,097**	**(30,984)**	**114,534**
Segment assets						
Intangible assets and property, plant and equipment	-	-	-	35,452	1,008	36,460
Investments in associates	-	257,667	-	-	-	257,667
Non-current financial assets	1,572,205	2,737,489	-	23	409	4,310,126
Deferred tax assets	-	415	2,029	31	115	2,590
Current assets	-	-	11,310	8,333	1,486	21,129
TOTAL ASSETS	**1,572,205**	**2,995,571**	**13,339**	**43,839**	**3,018**	**4,627,972**
Segment equity and liabilities						
Non-current financial liabilities	-	357,186	569,798	7,574	33	934,591
Current financial liabilities	-	-	8,711	3,323	-	12,034
Equity including minority interests	-	-	-	-	3,569,407	3,569,407
Other liabilities	35,664	56,179	-	7,974	12,123	111,940
TOTAL EQUITY AND LIABILITIES	**35,664**	**413,365**	**578,509**	**18,871**	**3,581,563**	**4,627,972**
NET INVESTMENT	**-**	**132,775**	**-**	**584**	**389**	**133,748**

NOTE 29 RELATED-PARTY TRANSACTIONS

29.1 ASSOCIATES

At 31 December 2019, current-account advances granted by FFP to associates were as follows::

- €1,243 thousand to OPCI Lapillus II bearing interest at 1%pa.
- €2,690 thousand to Certares Redford B USA II bearing interest at 8%pa.

29.2 RELATED PARTIES THAT HAVE SIGNIFICANT INFLUENCE OVER THE GROUP

No transactions are carried out with any directors, senior executives or any shareholder owning more than 5% of FFP equity.

NOTE 30 DIRECTORS REMUNERATION

(€k)	31/12/2019	31/12/2018
Directors fees	738	765
Directors' and senior executives' remuneration	1,368	1,385
Total	**2,106**	**2,150**

NOTE 31 OFF-BALANCE SHEET COMMITMENTS

(€k)	31/12/2019	31/12/2018
Reciprocal commitments		
Undrawn credit facilities	594,000	415,000
Pre-orders of wine on an "en primeur" basis	581	961
Commitments made		
Security given for borrowings	45,178	49,319

Other commitments

At 31 December 2019:

- Borrowings amounting to €7,000 thousand were secured by a first mortgage on real estate owned by SCA Château Guiraud;
- Borrowings amounting to €2,700 thousand were secured on wine inventories.

NOTE 32 AUDIT FEES

	Mazars		SEC3	
(€k)	2019	2018	2019	2018
Financial statements audit				
The Company	48	48	48	48
Fully consolidated companies	20	19	33	31
Sub-total	**67**	**67**	**81**	**79**
	75%	*84%*	*76%*	*81%*
Services other than audit of the financial statements				
The Company	19	10	17	10
of which: – report on regulated agreements	1	1	1	1
– review of the Directors Report	4	4	4	4
– review of the Corporate Governance Report	5	5	5	5
– 10/2019 bond issue	9		7	
Fully consolidated companies	3	3	9	9
of which: – report on regulated agreements	1	1	3	3
– review of the Directors Report	2	2	6	6
Sub-total	**22**	**13**	**26**	**19**
	25%	*16%*	*24%*	*19%*
TOTAL	**89**	**80**	**107**	**98**

NOTE 33 POST-BALANCE SHEET EVENTS

INCREASED STAKE IN PSA GROUP

After FFP and its parent company Etablissements Peugeot Frères announced their approval of the planned Peugeot SA and Fiat Chrysler Automobiles NV merger announced on 18 December 2019, FFP contracted an equity swap expiring 30 June 2021 with an investment service provider, under which FFP may buy, depending on market conditions, up to 18.1 million Peugeot SA shares for no more than €228 million, i.e. up to 2% of Peugeot SA's equity.

COVID-19 IMPACT

In view of the ongoing uncertainty surrounding the current Covid-19 outbreak, FFP has taken steps to protect the health of its employees and ensure business continuity.

FFP keeps a close watch on the potential impact on the business and staff of each investee company. While the pandemic may hit sales, supply chains or production facilities of some investee companies, it is currently impossible to gauge the impact of the crisis on their results.

The recent big financial markets slump has also dragged down the value of FFP's listed holdings and therefore its NAV. At 25 March 2020, when the 2019 financial statements were approved by the Board of Directors, the value of FFP's listed holdings had fallen by 43% overall, causing a deterioration in FFP's loan-to-value ratio compared with 31 December 2019. However, given FFP's prudent debt policy, the ratio remained much higher than the minimum required by FFP's banking covenants at that date. The ratio will continue to be monitored throughout the crisis.

Audit report on the consolidated financial statements

Year ended 31 December 2019

To the Shareholders,

OPINION

In accordance with our appointment as Statutory Auditors by your General Meeting, we have audited the accompanying FFP consolidated financial statements for the year ended 31 December 2019. Said financial statements were approved by the Board of Directors on 25 March 2020 based on information then available against the backdrop of the global Covid-19 pandemic.

In our opinion, the consolidated financial statements give a true and fair view of the financial position, assets and liabilities, and earnings of the group formed by undertakings included in the consolidation, in accordance with International Financial Reporting Standards as approved by the European Union.

Our opinion is consistent with our report to the Finance and Audit Committee.

BASIS OF OUR OPINION

AUDIT

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

Our responsibilities under said standards are stated under "Statutory auditors' responsibilities in relation to consolidated financial statements audits" below.

INDEPENDENCE

We conducted our audit in accordance with independence rules applicable to us between 1 January 2019 and our report issue date. We did not provide any prohibited services under Article 5, Regulation (EU) No 537/2014 paragraph 1 or under the French Statutory Auditors' Code of Conduct.

EMPHASIS OF MATTER

Without qualifying our opinion expressed above, we draw your attention to Notes 1.1, 1.7, 13 and 21 to the consolidated financial statements, which show the impact of adopting IFRS 16 "Leases" on the consolidated financial statements.

JUSTIFICATION FOR OUR OPINION– KEY AUDIT MATTERS

As required by Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to justification for our opinion, we report to you key audit matters, relating to what, in our opinion, were the main risks of material misstatement during our consolidated financial statements audit, and our procedures related to such risks.

We express an opinion based on our audit of the consolidated financial statements as a whole, which were prepared under the aforementioned circumstances. We do not express an opinion on individual items in the consolidated financial statements.

- Measurement of financial instruments classified as level 3 in the fair value hierarchy.

Notes 15 and 26 to the consolidated financial statements.

IDENTIFIED RISKS AND MAIN JUDGMENTS

In its investment business, FFP Group holds numerous financial instruments measured at fair value on its balance sheet. Most such instruments are classified as financial assets at fair value through other comprehensive income and financial assets at fair value through profit and loss. Said assets are recorded under "Investments in non-consolidated companies" and "Portfolio Investment Securities" respectively.

Fair value is measured in various ways depending on instrument type and complexity and is based on liquid market prices ("Level 1" instruments in the notes), observable market data ("Level 2" instruments in the notes and non-observable market data ("Level 3" instruments in the notes).

Management's techniques to value Level 3 instruments therefore significantly involve judgment in terms of selecting methods and assumptions. Level 3 financial instruments represented assets of €1,977 million at 31 December 2019, including €486 million of investments in non-consolidated companies and €1,491 million of Portfolio Investment Securities.

In our opinion, valuation of Level 3 instruments was a key audit matter because they represented material exposures and because judgment was required to determine their fair value.

OUR AUDIT APPROACH

We familiarised ourselves with internal control arrangements governing measurement and recognition of financial instruments, including Level 3 instruments.

For such financial assets, we tested the Group's prior year measurement of net asset value to obtain assurance about the reliability of Group procedures in this regard. We also checked a sample of financial asset values as at 31 December 2019 by obtaining:

- for Portfolio Investment Securities, either latest net asset values reported by asset management firms and changes between the date of the most recent NAV calculation and the accounts closing date, or Group valuation schedules;
- for investments in non-consolidated and unlisted companies, Group valuation schedules.

We also assessed Group procedures to identify any indications of impairment, and we carried out an in-depth review of how impairment tests are performed and compliance with Group accounting policies.

Finally, we reviewed financial instrument measurement disclosures in the notes.

SPECIFIC TESTING

As required under statutory and regulatory rules, we also carried out specific testing of Group disclosures in the 25 March 2020 Directors' Report in accordance with professional standards applicable in France. With regard to post balance sheet events in relation to Covid-19, the directors have informed us they will make a statement thereon during the forthcoming general meeting.

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

DISCLOSURES RESULTING FROM OTHER STATUTORY AND REGULATORY DUTIES

OUR APPOINTMENT

We were appointed as Statutory Auditors of FFP by shareholders at the 9 June 2011 (Mazars) and 7 June 2000 (SEC3) General Meetings. At 31 December 2019, Mazars was in its ninth consecutive year and SEC3 in its twentieth year as FFP auditors.

RESPONSIBILITIES OF DIRECTORS AND PERSONS INVOLVED IN CORPORATE GOVERNANCE IN RELATION TO THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for preparing consolidated financial statements that give a true and fair view, in accordance with IFRS as approved by the European Union, and for introducing internal controls they deem necessary for preparing consolidated financial statements free of material misstatement whether due to fraud or error.

When preparing consolidated financial statements, directors are responsible for assessing the company's ability to continue as a going concern, for disclosing any necessary information relating to its status as a going concern, and for applying the fundamental accounting going concern principle unless there is a plan to wind up the company or discontinue operations.

The Finance and Audit Committee is responsible for overseeing financial reporting procedures and for monitoring internal controls, risk management and internal audit procedures with regard to accounting and financial information preparation procedures.

The consolidated financial statements have been approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES IN RELATION TO CONSOLIDATED FINANCIAL STATEMENTS AUDITS

AUDIT OBJECTIVE AND PROCEDURE

Our responsibility is to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements, taken as a whole, are free of material misstatement. Reasonable assurance means a high level of assurance, although there is no guarantee that an audit conducted in accordance with professional standards will systematically detect all material misstatements. Misstatements may arise from fraud or error, and are regarded as material when they can reasonably be expected, individually or together, to influence the economic decisions that users of the financial statements take based on such statements.

As stated under Article L. 823-10-1 of the French Commercial Code, our audit does not involve guaranteeing the Company's viability or quality of management.

When conducting an audit in accordance with professional standards in France, statutory auditors use their professional judgment throughout the audit.

In addition:

- They identify and assess risks that the consolidated financial statements contain material misstatements whether through fraud or error, define and implement audit procedures to address such risks and obtain evidence they deem sufficient and appropriate as a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of not detecting a material misstatement resulting from error, because fraud may involve collusion, falsification, deliberate omissions, false statements or overriding internal controls;
- Auditors familiarise themselves with internal controls relevant to their audit, in order to define appropriate audit procedures rather than to express an opinion on internal controls;
- They consider whether adopted accounting policies are appropriate and directors' accounting estimates are reasonable, and review disclosures of such estimates in the consolidated financial statements;
- They assess whether directors have appropriately applied the going concern principle based on obtained evidence, whether or not there is a material uncertainty arising from events or circumstances that may threaten the company's ability to continue as a going concern. While such assessment is based on evidence obtained until our audit report date, note that subsequent circumstances or events may threaten the company's status as a going concern. If auditors conclude there is a material uncertainty, they draw the attention of readers to notes to the consolidated financial statements disclosing such uncertainty or, if the matter is not disclosed, they qualify their opinion on the financial statements or issue no opinion;
- They assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements fairly reflect the underlying operations and events and give a true and fair view;
- Regarding financial information relating to undertakings included in the consolidation, they obtain evidence they deem sufficient and appropriate to express an opinion on the consolidated financial statements. Auditors are responsible for managing, supervising and conducting an audit of the consolidated financial statements and for their opinion expressed therein.

REPORTING TO THE FINANCE AND AUDIT COMMITTEE

We submit a report to the Finance and Audit Committee that includes our audit scope, our audit work programme and our conclusions arising therefrom. We also bring to the Committee's attention any material internal control weaknesses that we have identified with regard to accounting and financial information preparation procedures.

Our report to the Finance and Audit Committee includes mention of what we consider are the main risks of material misstatements with regard to our audit of the consolidated financial statements, and which are therefore key audit matters. We must report such matters herein.

We also provide the Finance and Audit Committee our independence statement required under Article 6 of Regulation (EU) No 537-2014, as defined and required under French regulations, specifically Articles L. 822-10 to L. 822-14 of the French Commercial Code and the French Statutory Auditors Code of Conduct. As applicable, we discuss with the Audit Committee any threats to our independence and protective measures introduced.

Paris La Défense and Paris, 8 Avril 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	**Philippe SPANDONIS**

5.2 Parent Company **Financial Statements**

INCOME STATEMENT

(€k)	2019	2018
Revenue	5,673	5,006
Other recurring revenue	7	–
Operating revenue	**5,680**	**5,006**
Purchases and external expenses	(14,020)	(5,910)
Taxes other than corporate income tax	(732)	(743)
Wages and salaries	(4,424)	(4,133)
Social security charges	(5,388)	(4,121)
Depreciation, amortisation and provisions	(182)	(328)
Other expenses	(738)	(765)
Operating expenses	**(25,483)**	**(16,000)**
OPERATING PROFIT/(LOSS)	(19,803)	(10,994)
Income from shareholdings	72,803	50,171
Income from other non-current securities and receivables	638	561
Other interest and similar revenue	245	–
Provision write-backs and expense transfers	3,953	2,013
Net gain on sale of investment securities and other long-term investments	4,193	4,667
Financial income	**81,833**	**57,413**
Depreciation, amortisation and provisions	(83)	(2,963)
Interest and similar expenses	(14,870)	(11,744)
Currency losses	(627)	(12)
Net sale expenses on portfolio investment securities and other long-term investments	(1,685)	(3,308)
Financial expense	**(17,265)**	**(18,027)**
NET FINANCIAL INCOME/(EXPENSE)	64,568	39,386
RECURRING PRE-TAX PROFIT/(LOSS)	44,765	28,392
Non-recurring income from capital transactions	–	62
Other non-recurring income	–	53
Non-recurring income	**-**	**115**
Non-recurring expenses on capital transactions	–	(39)
Non-recurring expense	**-**	**(39)**
NET NON-RECURRING INCOME/(EXPENSE)	–	76
Corporate income tax	7,327	4,282
NET PROFIT FOR THE YEAR	52,091	32,750

5.2

BALANCE SHEET AT 31 DECEMBER 2019

ASSETS

(€k)	Notes	31/12/2019 Gross	31/12/2019 Depreciation, amortisation and provisions	31/12/2019 Net	31/12/2018 Net
NON-CURRENT ASSETS					
Intangible assets					
Concessions, patents, software and similar items	8	78	(77)	1	1
Property, plant and equipment					
Other non-current assets	9	1,525	(660)	865	994
Long-term investments					
Equity securities	10	1,337,898	-	1,337,898	1,337,898
Receivables from shareholdings	10	679,611	-	679,611	470,630
Total shareholdings		**2,017,509**	**-**	**2,017,509**	**1,808,529**
Portfolio investment securities	11	31,460	(948)	30,512	32,089
Other long-term investments	11	1,431	-	1,431	1,293
Total long-term investments		**2,050,400**	**(948)**	**2,049,452**	**1,841,911**
TOTAL NON-CURRENT ASSETS		2,052,003	(1,685)	2,050,318	1,842,907
CURRENT ASSETS					
Receivables	12	4,592	–	4,592	10,596
Negotiable securities	12/13	14,234	–	14,234	15,063
Cash	12	27,218	–	27,218	5,720
Total cash and cash equivalents		**27,218**	**-**	**27,218**	**5,720**
Prepaid expenses	12	373	–	373	122
TOTAL CURRENT ASSETS		46,418	-	46,418	31,501
TOTAL ASSETS		2,098,422	(1,685)	2,096,736	1,874,407

BALANCE SHEET AT 31 DECEMBER 2019

EQUITY AND LIABILITIES

(€k)	Notes	31/12/2019	31/12/2018
EQUITY			
Share capital	14	24,923	24,923
Share premium account	14	158,410	158,410
Statutory reserve	14	2,541	2,541
Other reserves	14	1,050,311	1,070,755
Retained earnings	14	–	–
Net profit for the year	14	**52,091**	**32,750**
TOTAL EQUITY		**1,288,275**	**1,289,379**
Contingency and loss provisions			
Provisions for pensions	15	462	446
Other provisions for charges	15	4,291	3,000
TOTAL PROVISIONS		**4,753**	**3,446**
LIABILITIES			
Bonds	16	546,163	245,192
Amounts owed to financial institutions	16	246,631	325,459
Tax and employment-related liabilities	16	5,497	9,419
Liabilities related to non-current assets and related accounts	16	745	959
Miscellaneous liabilities	16	4,672	554
TOTAL LIABILITIES		**803,707**	**581,582**
TOTAL EQUITY AND LIABILITIES		**2,096,736**	**1,874,407**

TABLEAU DE FLUX DE TRÉSORERIE

(€k)	2019	2018
Net profit for the year	52,091	32,750
Net depreciation, amortisation and provision charges	(1,265)	2,966
Net gains/(losses) on sale of non-current assets	(2,508)	(1,382)
Gross cash flow from operations	48,318	34,334
Change in working capital	7,092	3,272
Net cash flow from operating activities	**55,410**	**37,606**
Purchases of property, plant and equipment	(36)	(387)
Purchases of other investments	(491)	(1,603)
Sale proceeds from other investments	7,747	16,148
Net cash flow from investing activities	**7,220**	**14,158**
Dividends paid to shareholders	(53,194)	(49,485)
Net inflow from borrowings and other financial liabilities	221,000	107,000
Net outflow from other financial assets	(208,938)	(115,809)
Net change in other financial liabilities	–	(355)
Net cash flow from financing activities	**(41,132)**	**(58,649)**
Change in cash and cash equivalents	21,498	(6,885)
Cash and cash equivalents b/fwd	5,720	12,605
Cash and cash equivalents c/fwd	27,218	5,720
Breakdown of cash and cash equivalents c/fwd		
Cash	27,218	5,720
TOTAL	**27,218**	**5,720**

General disclosures

Results

Balance sheet

Additional disclosures

ANNEXE

The following disclosures constitute the notes to the balance sheet at 31 December 2019 before appropriation of net profit for the year, which shows total assets of €2,096,736 thousand, and to the income statement for the year then ended, which shows a net profit of €52,091 thousand.

Figures are presented in thousands of euros, which may give rise to rounding differences in totals and cross-referencing differences between balance-sheet and income-statement items and figures in the notes.

The financial year lasted for 12 months, from 1 January to 31 December 2019.

Notes 1 to 23 below are an integral part of the financial statements.

These financial statements were finalised by the Board of Directors on 25 March 2020.

2019 HIGHLIGHTS

In 2019, FFP issued €300 million of 7-year bonds due to mature in October 2026, which pay a fixed annual coupon of 1.875%.

After the bond issue and loans granted to subsidiaries, FFP's debt stood at €792,794 thousand at 31 December 2019.

That figure includes €246 million of bank credit facility drawdowns.

Payouts from private equity funds amounted to €7,747 thousand.

The net profit for the year of €52,091 thousand mainly comprised:

- €65,772 thousand dividends from Peugeot SA and €7,030 thousand of interest from shareholder loans to subsidiaries;
- €19,880 thousand interest expenses;
- €11,171 net general administrative expenses;
- €7,327 thousand tax income from the tax group.

NOTE 1

ACCOUNTING POLICIES AND METHODS

General accepted accounting principles designed to give a true and fair view of results were applied in accordance with the principle of prudence and the following underlying assumptions:

- Going concern;
- Consistency of accounting policies from one period to the next;
- Accrual concept;

and in accordance with general rules for preparing and presenting annual financial statements (ANC Regulation 2014-03).

The underlying valuation method is historical cost.

The main accounting policies applied are set out below.

A. INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

The rules for recognising intangible assets and property, plant and equipment, and the amortisation and depreciation of those assets, are consistent with French GAAP and are stated at cost (purchase price plus incidental expenses). They have not undergone any revaluation.

Depreciation and amortisation are calculated on a straight-line basis.

The main useful lives are as follows:

- Intangible assets:
  - Software: 1 year
- Property, plant and equipment:
  - IT hardware: 3 years
  - Fixtures and fittings: 10 years
  - Office furniture: 10 years

B. LONG-TERM INVESTMENTS

This item comprises equity securities, portfolio investment securities, other long-term investments and receivables owed by shareholdings.

1. EQUITY SECURITIES

These comprise shares of companies in which FFP's stake may be less than 10%, but which the Company believes should be held over the long term for reasons of control, strategy or financial management (long-term investment).

They are carried at cost, i.e. purchase price excluding incidental expenses, which are expensed in accordance with the option available under the French General Accounting Plan (Article 213-8).

Measurement

Equity securities are carried at the lower of cost and market value.

Listed equity securities

The fair value of listed companies is measured based on multi-criteria analysis after taking into account their economic and financial situation. Criteria adopted are as follows:

- Change in equity;
- Change in dividend payouts;
- Developments in the company's business fundamentals (e.g. change in revenue, earnings, financial position, etc.);
- Future prospects;
- Any material and prolonged decline in share price.

If several of the above criteria are unfavourable, fair value is generally determined based on average share price over a 1-year period.

The resulting value is also compared with valuations carried out by external financial analysts, or with Net Asset Value (NAV), particularly for companies that are primarily real estate businesses. Any significant difference with respect to the average share price is analysed and a view is taken.

An impairment provision is booked if fair value thus determined is lower than cost.

Unlisted equity shares

For unlisted companies, valuation is based on information known as at balance-sheet date and does not take into account any post-balance sheet events that could affect future valuations.

The fair value of unlisted company shares is measured as follows:

- Assets that have been acquired recently, generally in the last year, are measured at cost, unless the company's business fundamentals (i.e. earnings, balance sheet, cash flow, etc.) have deteriorated materially;
- Other unlisted company shares are measured under the most appropriate method to give a true and fair view depending on investment: type: either discounted future cash flow or based on NAV, particularly for companies with a significant property portfolio, or referring to comparable recent transactions provided they were not forced sales of distressed companies; or by reference to the multiple when FFP first invested or exit multiple that may be set out in the shareholder agreements signed by FFP;
- Otherwise and if fair value cannot be measured accurately and appropriately, original cost is applied, except where the company's business fundamentals have deteriorated materially, in which case this is factored into the valuation.

An impairment provision is booked if fair value thus determined is lower than cost.

2. PORTFOLIO INVESTMENT SECURITIES

These are listed or unlisted securities that represent investments over varying timeframes, seeking to generate a satisfactory return.

They are carried at cost excluding incidental purchase costs, which are expensed in accordance with the option available under the French General Accounting Plan (Article 213–8).

Measurement

Portfolio investment securities are carried at the lower of cost and fair value.

Fair value is measured as follows:

- Listed company shares are stated at closing market price as of the last trading day of the year;
- Unlisted company shares are valued under the same methods as unlisted equity securities (see above);
- Investments in private equity funds and firms are stated at FFP's share of net asset value as reported regularly by asset management firms, which generally follow IPEV (International Private Equity and Venture Capital Valuation Board) investment valuation recommendations.

An impairment provision is booked if fair value as defined above is lower than cost.

3. TREASURY SHARES

Backed by an investment services provider and in accordance with Autorité des Marchés Financiers regulations or accepted market practices, the Company has introduced a share buyback programme, which seeks to ensure its shares' liquidity and stable price.

A total of €940 thousand has been paid to the investment services provider to manage the programme. Such payment and movements in treasury shares are recognised under long-term investments.

Impairment is recognised at the balance sheet date if market value falls below share cost.

4. OTHER LONG-TERM INVESTMENTS

Other long-term investments are carried at nominal value. At the balance sheet date, accrued interest is recognised in accrued income.

An impairment provision is booked to cover any probable losses.

5. RECEIVABLES DUE FROM SHAREHOLDINGS

Receivables due from shareholdings mainly comprise advances granted to subsidiaries and any accrued dividends.

C. RECEIVABLES

Receivables are carried at face value less any impairment if the realisable value falls below book value.

D. NEGOTIABLE SECURITIES

Treasury shares intended to cover bonus share schemes are recognised as negotiable securities at cost or net book value as at the date of the decision to award them.

Treasury shares intended to cover future schemes are stated at cost less any impairment provisions if market value is less than cost.

Where it is likely that the award of bonus shares to beneficiaries is probable, a provision for staff costs is set aside, which is measured based on the likely number of shares to be awarded to beneficiaries and is charged to earnings on a straight-line basis over the share vesting period.

E. PENSION OBLIGATIONS

Company employees are entitled to retirement benefits and the Company grants supplementary pension benefits to some beneficiaries under given conditions.

The Company's liabilities are measured by independent actuaries and are recognised according to the 1 April 2003 CNC recommendation.

1. RETIREMENT BENEFITS

Retirement benefits are outsourced to an insurance company.

No payment was made in respect of 2019. Since the asset value of the funds was lower than the related liability, a €246 thousand contingency provision was booked at 31 December 2019.

2. SUPPLEMENTARY PENSION SCHEME

Since 30 June 2002, the Company's defined-benefit pension scheme has been replaced by a defined-contribution scheme. The new scheme involves Company and employee contributions based on employee pay. The Company's obligations with respect to employee rights earned before 30 June 2002 have been entirely outsourced to a life insurance company.

Obligations under the former defined-benefit scheme and relating to the Company's former employees were partly outsourced to an insurance company in 2004. The residual amount not covered stood at €208 thousand at 31 December 2019, and is recognised under contingency provisions.

F. BORROWINGS AND DEBT

FFP has agreed credit facilities with bank lasting three to five years, and drawdowns depend on the Company's investments. Drawdowns are made for periods of between one month and one year and may be renewed depending on projected cash requirements.

FFP has fixed-rate bonds with maturities of between 7 and 10 years. Debt issuance costs are fully expensed in the year when the issue takes place.

Borrowings and debt are recognised at nominal value, including accrued interest at the balance sheet date.

G. FINANCIAL INSTRUMENTS

Hedging gains and losses are posted to the same income and expense accounts as that for the relevant underlying asset or liability.

H. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are translated into euros based on the transaction date exchange rate.

At the balance sheet date, foreign-currency receivables and cash are translated using the closing rate. The difference compared with the carrying amount is taken to income for cash and to asset or liabilities under "exchange differences" for payables and receivables.

In accordance with the French General Accounting Plan, an overall foreign exchange position is calculated by netting assets and liabilities arising from exchange differences on the translation of payables and receivables denominated in freely convertible foreign currencies and with maturities of less than one year. If there is any residual unrealised translation loss, a provision for translation losses is recognised.

I. INCOME TAX

Beginning 1 January 2012, FFP opted for the tax group system for French subsidiaries in which it owns over 95%, in accordance with Article 223A of the French General Tax Code.

Company tax income and expense every year comprises:

- A net tax expense or income from netting taxable income and losses of tax group companies;
- Total income equalling the sum of tax due by profitable subsidiaries.

J. CHANGE IN MEASUREMENT METHOD

There were no changes in measurement method during the year.

NOTE 2 EARNINGS BY BUSINESS SEGMENT

(€k)	Notes	2019	2018
Equity securities	3	68,531	50,194
Portfolio investment securities and other long-term investments	4	7,284	878
Financing and debt operations	5	(19,880)	(14,351)
General administrative expenses	6	(11,171)	(8,253)
Gross pre-tax profit		44,764	28,468
Income tax	7	7,327	4,282
NET PROFIT		52,091	32,750

NOTE 3 EARNINGS FROM EQUITY SECURITIES

(€k)	2019	2018
Dividends		
Peugeot SA	65,772	44,691
Safran	1	1
	65,773	**44,692**
Interest on current-account advances	7,030	5,479
Gains on asset sales	–	23
Total income	72,803	50,194
Fees	(4,272)	–
Total expenses	(4,272)	–
Gross profit	68,531	50,194
Provision charges (-)	–	–
Provision write-backs (+)	–	–
PROFIT/(LOSS)	68,531	50,194

5.2

NOTE 4 EARNINGS FROM PORTFOLIO INVESTMENT SECURITIES AND OTHER LONG-TERM INVESTMENTS

(€k)	2019	2018
Dividends	638	561
Gains on asset sales	4,193	4,667
Total income	**4,831**	**5,228**
Disposal losses	(147)	(3,308)
Fees	(136)	(93)
Total expenses	**(284)**	**(3,401)**
Gross profit	**4,547**	**1,827**
Provisions charges (-)	(83)	(2,963)
Provision write-backs (+)	2,820	2,013
PROFIT/(LOSS)	**7,284**	**878**

NOTE 5 EARNINGS FROM FINANCING AND DEBT OPERATIONS

(€k)	2019	2018
Borrowings		
Interest expense	(14,870)	(11,744)
Commissions	(4,878)	(2,609)
Fees	(132)	2
Total expenses	**(19,880)**	**(14,351)**
Gross profit	**(19,880)**	**(14,351)**
Provisions charges (-)		–
Provision write-backs (+)	–	–
INCOME/(EXPENSE)	**(19,880)**	**(14,351)**

NOTE 6 GENERAL ADMINISTRATION INCOME/EXPENSE

(€k)	2019	2018
Services	5,408	4,872
Rent	265	134
Other revenue	8	53
Total income	**5,681**	**5,058**
Personnel	(10,633)	(9,110)
Other external expenses	(5,229)	(3,222)
Taxes other than income tax	(87)	(57)
Directors' fees	(738)	(765)
Depreciation and amortisation	(166)	(157)
Total expenses	**(16,852)**	**(13,311)**
INCOME/(EXPENSE)	**(11,171)**	**(8,253)**

NOTE 7 INCOME TAX

(€k)	2019	2018
Subsidiaries' tax	14,232	10,951
Tax due with respect to the financial year	(7,908)	(6,669)
Tax with respect to previous years	1,002	-
INCOME/(EXPENSE)	**7,327**	**4,282**

NOTE 8 INTANGIBLE ASSETS

Intangible assets consist of accounting software licences with a Cost of €78 thousand, amortised in an total amount of €77.5 thousand at 31 December 2019.

NOTE 9 PROPERTY, PLANT AND EQUIPMENT

9.1 BALANCES AT 31 DECEMBER 2019

(€k)	Cost	Depreciation	NBV	Prior year
General fixtures and fittings	671	(247)	424	491
Office and computer equipment	198	(139)	59	55
Furniture	657	(274)	383	449
TOTAL PROPERTY, PLANT AND EQUIPMENT	1,525	(660)	865	994

9.2 CHANGES DURING THE YEAR

(€k)	Cost b/fwd	Increases	Decreases	Cost c/fwd
General fixtures and fittings	671	-	-	671
Office and computer equipment	162	36	-	198
Furniture	657	-	-	657
TOTAL PROPERTY, PLANT AND EQUIPMENT	1,489	36	-	1,525

9.3 DEPRECIATION

(€k)	Balance b/fwd	Additions	Releases	Balance c/fwd
General fixtures and fittings	180	67	-	247
Office and computer equipment	107	32	-	139
Furniture	208	66	-	274
TOTAL DEPRECIATION	495	165	-	660

NOTE 10 SHAREHOLDINGS AND RECEIVABLES FROM SHAREHOLDINGS

10.1 BALANCES AT 31 DECEMBER 2019

(€k)	Number	% control	Cost: Per security	Cost: Total	Closing value of impaired securities	Impairment	Book value	Prior year
Listed securities								
Peugeot SA	84,323,161	9.32	5.00	421,365	–	–	421,365	421,365
Safran	468		83.33	39	–	–	39	39
Unlisted securities								
FFP INVEST	54,101,074	100.00	16.94	916,494	–	–	916,494	916,494
FFP Investment UK Ltd.	1		0.95	–	–	–	–	–
Total equity securities				1,337,898	–	–	1,337,898	1,337,898
FFP INVEST				679,611	–	–	679,611	470,630
Total receivables from shareholdings				679,611	–	–	679,611	470,630
TOTAL SHAREHOLDINGS				2,017,509	–	–	2,017,509	1,808,529

10.2 CHANGES DURING THE YEAR

(€k)	Balance b/fwd: Number	Balance b/fwd: Cost	Additions: Number	Additions: Cost	Disposals: Number	Disposals: Cost	Balance c/fwd: Number	Balance c/fwd: Cost
Listed securities								
Peugeot SA	84,323,161	421,365		–		–	84,323,161	421,365
Safran	468	39	–	–		–	468	39
Unlisted securities								
FFP INVEST	54,101,074	916,494		–		–	54,101,074	916,494
FFP Investment UK Ltd.	1	–		–		–	1	–
Total equity securities		1,337,898		–		–		1,337,898
FFP INVEST		470,630		208,981		–		679,611
Total receivables from shareholdings		470,630		208,981		–		679,611
TOTAL SHAREHOLDINGS		1,808,529		208,981		–		2,017,509

NOTE 11 PORTFOLIO INVESTMENT SECURITIES AND OTHER LONG-TERM INVESTMENTS

11.1 BALANCES AT 31 DECEMBER 2019

(€k)	Cost	Closing value	Impairment	Book value	Prior year
LBO funds	1,129	14,668	–	1,129	1,100
Growth funds	11,660	21,078	(914)	10,746	14,099
Real-estate funds	–	2,266	–	–	–
Other funds	61	27	(34)	27	24
Total private equity funds	**12,850**	**38,039**	**(948)**	**11,902**	**15,224**
Other	18,610	24,495	–	18,610	16,866
Total other investments	**18,610**	**24,495**	**–**	**18,610**	**16,866**
Total Portfolio investment securities	**31,460**	**62,534**	**(948)**	**30,512**	**32,089**
Security deposit	857	857	–	857	402
Liquidity agreement (note 13)	574	577	–	574	891
Total other long-term investments	**1,431**	**1,434**	**–**	**1,431**	**1,293**
TOTAL	**32,891**	**63,969**	**(948)**	**31,943**	**33,382**

11.2 CHANGES DURING THE YEAR

(€k)	Cost b/fwd	Increases	Decreases	Cost c/fwd
LBO funds	1,100	29	–	1,129
Growth funds	15,233	249	(3,821)	11,660
Autres fonds	61	–	–	61
Total private equity funds	**16,393**	**277**	**(3,821)**	**12,850**
Other	18,610	–		18,610
Total other investments	**18,610**	**–**	**–**	**18,610**
Total Portfolio investment securities	**35,003**	**277**	**(3,821)**	**31,460**
Security deposit	402	455	–	857
Liquidity agreement (note 13)	953	7,357	(7,736)	574
Total other long-term investments	**1,355**	**7,812**	**(7,736)**	**1,431**
TOTAL	**36,358**	**8,089**	**(11,557)**	**32,891**

11.3 ESTIMATED VALUES OF PORTFOLIO INVESTMENT SECURITIES AND OTHER LONG-TERM INVESTMENTS

Portfolio breakdown (€k)	Balances b/fwd			Balances c/fwd		
	Book value		Estimated value	Book value		Estimated value
	Gross	Net		Gross	Net	
LBO funds	1,100	1,100	15,184	1,129	1,129	14,668
Growth funds	15,233	14,099	23,833	11,660	10,746	21,078
Real-estate funds	–	–	3,390	–	–	2,266
Other funds	61	24	24	61	27	27
Total private equity funds	**16,393**	**15,224**	**42,431**	**12,850**	**11,902**	**38,039**
Other	18,610	16,866	16,866	18,610	18,610	24,495
Total other investments	**18,610**	**16,866**	**16,866**	**18,610**	**18,610**	**24,495**
Total Portfolio investment securities	**35,003**	**32,089**	**59,297**	**31,460**	**30,512**	**62,534**
Security deposit	402	402	402	857	857	857
Liquidity agreement (note 13)	953	891	891	574	574	577
Total other long-term investments	**1,355**	**1,293**	**1,293**	**1,431**	**1,431**	**1,434**
TOTAL	**36,358**	**33,382**	**60,590**	**32,891**	**31,943**	**63,969**

NOTE 12 CURRENT ASSETS

(€k)	31/12/2019			Prior year
	Gross	Impairment	Net	
Receivables				
Government - Other	56	–	56	50
Income tax receivables from subsidiaries	4,167	–	4,167	10,523
Other receivables	370	–	370	22
	4,592	**–**	**4,592**	**10,596**
Negotiable securities				
Treasury shares	14,234	–	14,234	15,063
Cash				
Banks	27,218	–	27,218	5,720
	27,218	**–**	**27,218**	**5,720**
Prepaid expenses	373	–	373	122
TOTAL	**46,418**	**–**	**46,418**	**31,501**

NOTE 13 TREASURY SHARES

At the balance sheet date, the Company held 164,756 treasury shares with a €14,808 thousand cost, which broke down between the following two categories according to their intended use:

(€k)	Number of shares	Cost	Impairment	Net	Prior year
"Other investment securities" (note 11)					
Securities allocated to the liquidity agreement	5,550	574	–	574	891
"Negotiable securities" (note 12)					
Shares intended to cover future plans	130,143	11,649	–	11,649	10,939
Shares reserved to cover bonus share plans	29,063	2,586	–	2,586	4,124
	159,206	14,234	–	14,234	15,063
TOTAL C/FWD	164,756	14,808	–	14,808	15,954

13.1 DETAILS OF BONUS SHARE SCHEMES

(Number of shares)	2016	2017	2018	2019	Total
Number of allotable shares b/fwd	17,277	29,063	31,940	–	78,280
New bonus share plans during the year (1)				48,180	48,180
Number of shares alloted during the year	(17,277)	–	–	–	(17,277)
Number of allotable shares c/fwd	–	29,063	31,940	48,180	109,183
Allotment date	07/07/16	09/03/17	17/05/18	17/05/19	
Expiry date	08/07/19	09/03/20	17/05/21	17/05/22	

(1) On 15 May 2019, as approved during the May 2018 AGM, FFP's Board of Directors decided to introduce a bonus share scheme subject to performance criteria for some FFP and related company employees and directors. Said bonus shares will vest on 15 May 2022, and there will be no subsequent retention period.

After all 2016 bonus shares had been allotted, the €1,133 thousand provision set aside in respect of the 2016 scheme was written back during the year. A €2,424 thousand staff benefit provision was set aside during the year for the 2017-2019 bonus share schemes.

At the balance sheet date, provisions for all bonus share plans amounted to €4,291 thousand (see Note 15).

NOTE 14 EQUITY

14.1 SHARE CAPITAL BREAKDOWN

(Number of shares)	2019	2018
Share capital b/fwd	24,922,589	25,072,589
Shares cancelled	–	(150,000)
Share capital c/fwd	**24,922,589**	**24,922,589**

At 31 December 2019, FFP's share capital comprised 24,922,589 fully paid-up shares each with a par value of €1 each.

14.2 CHANGE IN EQUITY

(€k)	Balance at 31/12/2018	Earnings appropriation decided by the 15/5/19 AGM	Capital reduction	Other changes during the year	Balance at 31/12/2019
Share capital	24,923	–	–	–	24,923
Share premium account	158,410	–	–	–	158,410
Statutory reserve	2,541	–	–	–	2,541
Other reserves	1,070,755	(20,444)	–	–	1,050,311
Retained earnings	–	–	–	–	–
Net profit for the year	**32,750**	**(32,750)**	**-**	**52,091**	**52,091**
TOTAL	**1,289,379**	**(53,194)**	**-**	**52,091**	**1,288,275**

5.2

NOTE 15 PROVISIONS

Type of provisions *(€k)*	Balance b/fwd	Additions during the period	Amounts used during the period	Unused provisions released during the period	Balance c/fwd
ASSETS					
Impairment provisions					
Long-term investments					
Private equity funds and co-investments					
Growth funds	1,134	83	-	(302)	914
Other funds	36	-	-	(3)	34
	1,170	**83**	**-**	**(305)**	**948**
Other investments					
Other	1,744	-	-	(1,744)	-
	1,744	**-**	**-**	**(1,744)**	**-**
Total portfolio investment securities	**2,914**	**83**	**-**	**(2,049)**	**948**
Liquidity agreement (treasury shares)	62	-	-	(62)	-
Total other long-term investments	**62**	**-**	**-**	**(62)**	**-**
Total long-term investments	**2,976**	**83**	**-**	**(2,111)**	**948**
Treasury shares	709	-	-	(709)	-
Negotiable securities	**709**	**-**	**-**	**(709)**	**-**
TOTAL ASSETS	3,685	83	-	(2,820)	948
LIABILITIES					
Contingency and loss provisions					
For retirement benefit liabilities	438	16	-	-	454
For long-service award liabilities	8	-	-	-	8
For staff costs (bonus share plans - note 13)	3,000	2,424	(1,133)	-	4,291
	3,446	**2,440**	**(1,133)**	**-**	**4,753**
TOTAL LIABILITIES	3,446	2,440	(1,133)	-	4,753
GRAND TOTAL	7,131	2,523	(1,133)	(2,820)	5,701
Movements classified under:					
Operations	-	2,440	(1,133)	-	
Funding	-	83	-	(2,820)	

NOTE 16 LIABILITIES

(€k)	2019	2018
Bonds		
Bonds [1] – nominal	542,500	242,500
Bonds – accrued interest	3,663	2,692
	546,163	**245,192**
Borrowings and debt owed to credit institutions		
Credit facilities (principal and accrued interest) [2] [3]	246,631	325,459
	246,631	**325,459**
Tax and staff payables		
Staff	1,347	1,188
Social security and other welfare organisations	802	773
Government – Income tax	2,449	6,681
Government – VAT	497	456
Government – Other	402	320
	5,497	**9,419**
Non-current asset and other payables		
Investment securities and private equity fund payables	745	959
	745	**959**
Other liabilities		
Other creditors	4,672	554
	4,672	**554**
TOTAL	**803,707**	**581,582**

(1) €300 million of bonds issued on 30/10/2019 and due to mature in 2026.
(2) After applying swaps.
(3) Authorised credit facilities of €840 million, with drawdowns of €246 million.

5.2

BORROWING AND DEBT MATURITY

(€k)	Up to 1 year	1 to 5 years	More than 5 years	Total
Bonds	3,663	–	542,500	546,163
Bank borrowings and debt	631	246,000	–	246,631
Tax and staff payables	5,497	–	–	5,497
Non-current asset and other payables [1]	–	745	–	745
Other liabilities	4,672	–	–	4,672
TOTAL	**14,463**	**246,745**	**542,500**	**803,707**

(1) Since funds make cash calls depending on their specific investments generally within 5 years from fund subscription, their timing cannot be determined accurately, and so they have been included under “1 to 5 years”.

NOTE 17 RELATED COMPANIES AND SHAREHOLDINGS

(€k)	2019 Related companies [1]	2019 Shareholding	2018 Related companies [1]	2018 Shareholding
Balance sheet				
Assets				
Shareholdings	916,494	421,365	916,494	421,365
Receivables from shareholdings	679,611	–	470,630	–
Receivables	4,167	–	10,523	–
Liabilities				
Other liabilities	–	–	–	–
Income statement				
Services	5,408	–	4,872	–
Income from equity interests	7,030	65,773	5,479	44,691

(1) Group companies including associates.

NOTE 18 FINANCIAL COMMITMENTS

(€k)	2019	2018
Commitments received		
Undrawn credit facilities	594,000	415,000
Commitments made		
Commitments to purchase portfolio investment securities	3,253	3,678
Reciprocal commitments		
Interest-rate swaps	250,000	280,000
TOTAL	**250,000**	**280,000**

OTHER COMMITMENTS

FFP has given a €45,178 thousand guarantee for an LDAP loan.

NOTE 19 DIRECTORS REMUNERATION

(€k)	2019	2018
Directors fees	738	765
Directors and senior executives remuneration	1,368	1,385
TOTAL	**2,106**	**2,150**

NOTE 20 DEFERRED TAX

Unrecognised deferred taxes arising from timing differences between the recognition of income and expenses for financial reporting and tax purposes represented a 2019 deferred tax expense of €5,335 thousand.

NOTE 21 AVERAGE NUMBER OF EMPLOYEES

(number)	2019	2018
Managers	22	21
Employees, technicians and supervisors	2	1
TOTAL	24	22

NOTE 22 POST-BALANCE SHEET EVENTS

INCREASED STAKE IN PSA GROUP

After FFP and its parent company Établissements Peugeot Frères on 18 December 2019 announced their approval of the planned Peugeot SA and Fiat Chrysler Automobiles NV merger, FFP contracted an equity swap with an investment services firm, under which FFP may buy up to 18.1 million Peugeot SA shares at market price for no more than €228 million, i.e. up to 2% of Peugeot SA equity.

COVID-19 IMPACT

In view of ongoing uncertainty surrounding the global Covid-19 outbreak, FFP has taken steps to protect the health of its employees and ensure business continuity.

FFP is aware of how Covid-19 is affecting its shareholdings and investments and continues to closely monitor each one's specific circumstances and assess how Covid-19 may hurt their business and results.

NOTE 23 LITIGATION

To the Company's knowledge, FFP has no outstanding litigation.

FINANCIAL RESULTS FOR THE LAST FIVE YEARS

(€)	2019	2018	2017	2016	2015
I – Year-end figures					
a – Share capital	24,922,589	24,922,589	25,072,589	25,072,589	25,157,273
b – Number of shares in issue	24,922,589	24,922,589	25,072,589	25,072,589	25,157,273
II – Comprehensive income from operations					
a – 1. Net revenue	5,673,085	5,005,548	3,870,000	2,960,000	2,940,000
a – 2. Other recurring revenue (1)	73,692,886	50,731,920	44,679,848	3,398,965	1,584,311
b – Profit before tax, depreciation, amortisation and provisions (2)	42,208,948	29,745,092	23,763,047	206,013,538	36,874,720
c – Corporate income tax	7,326,520	4,282,450	159,101	(2,095,364)	(4,608,833)
d – Profit after tax, depreciation, amortisation and provisions	52,090,881	32,750,039	31,581,021	207,814,783	30,623,347
e – Profit distributed		53,194 238	49,484,696	45,127,825	40,114,658
III – Per share data					
a – Profit after tax but before depreciation, amortisation and provisions (2)	1.99	1.37	0.95	8.13	1.28
b – Profit after tax, depreciation, amortisation and provisions	2.09	1.31	1.26	8.29	1.22
c – Net dividend distributed	2.15	2.15	2.00	1.80	1.60
IV – Personnel					
a – Number of employees (3)	24	22	18	16	17
b – Payroll expenses	4,423,827	4,132,978	3,819,122	2,660,898	3,078,507
c – Total staff benefits (social security, other staff benefits, etc.)	2,964,497	2,432,868	2,185,904	1,644,126	1,721,449

(1) Earnings from portfolio investment securities and other long-term investments.
(2) Provisions are net provision charges for the year, taking into account write-backs of provisions set aside in previous years.
(3) Average number of employees.

SUBSIDIARIES AND SHAREHOLDINGS AT 31 DECEMBER 2019

(€k)	50% or more interest FFP INVEST 66, avenue Charles-de-Gaulle 92200 Neuilly-sur-Seine	Less than 10% interest Peugeot SA 7, rue Henri-Sainte-Claire-Deville 92500 Rueil-Malmaison	Other
Share capital	541,011	904,828	
Reserves and retained earnings before earnings appropriation	903,015	18,373,800	
% interest	100.00	9.32	
Book value of investments			
Cost	916,494	421,365	39
Net	916,494	421,365	39
Loans and advances granted by the Company	679,611	–	
Value of asset charges and guarantees given by the company	–	–	
Most recent annual net revenue	–	180,700	
Most recent annual net profit/(loss)	70,103	478,300	
Dividends received by the Company during the year	–	65,772	

Year ended 31 December 2019

To the Shareholders,

OPINION

In accordance with our appointment as Statutory Auditors by your General Meeting, we have audited the accompanying FFP Company financial statements for the year ended 31 December 2019. Said financial statements were approved by the Board of Directors on 25 March 2020 based on information then available against the backdrop of the global Covid-19 pandemic.

In our opinion, the Company financial statements give a true and fair view of the Company's financial position, assets and liabilities as at 31 December 2019 and profit for the year then ended, in accordance with French generally accepted accounting principles.

Our opinion is consistent with our report to the Finance and Audit Committee.

BASIS OF OUR OPINION

AUDIT

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

Our responsibilities under said standards are stated under "Statutory auditors' responsibilities in relation to company financial statements audits" below.

INDEPENDENCE

We conducted our audit in accordance with independence rules applicable to us between 1 January 2019 and our report issue date. We did not provide any prohibited services under Article 5, Regulation (EU) No 537/2014 paragraph 1 or under the French Statutory Auditors' Code of Conduct.

JUSTIFICATION FOR OUR OPINION – KEY AUDIT MATTERS

As required by Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to justification for our opinion, we report to you key audit matters, relating to what, in our opinion, were the main risks of material misstatement during our Company financial statements audit, and our procedures related to such risks.

We express an opinion based on our audit of the Company financial statements as a whole, which were prepared under the aforementioned circumstances. We do not express an opinion on individual items in the Company financial statements.

- Measurement of unlisted equity securities / Notes 1.B, 10 and 11 to the Company financial statements

IDENTIFIED RISKS AND MAIN JUDGMENTS

In its investment business, the Company holds numerous financial instruments measured at cost and recorded under Equity Securities and Portfolio Investment Securities on its balance sheet. The French Commercial Code provides that the fair value of such assets must be checked on a regular basis and at least once per year.

Management techniques to measure the fair value of such securities, as described in Note 1.B above, rely significantly on judgment in terms of choice of methods and scope applied. The post-impairment value of such securities (including receivables from them) at 31 December 2019 was €2,048 million, of which €916 million related to unlisted equity securities.

In our opinion, valuation of unlisted equity securities was a key audit matter because they represented material exposures and because judgment was required to determine their fair value.

OUR AUDIT APPROACH

We familiarised ourselves with internal control arrangements governing measurement and recognition of financial instruments, primarily unlisted equity securities.

For such securities, we reviewed prior year measurement to obtain assurance about the reliability of Company procedures in this regard. We also reviewed Company procedures to identify any indications of impairment and carried out a substantive test of the impairment testing process pursuant to Group accounting policies.

When carrying out FFP INVEST share value reasonableness testing based on evidence obtained, our work primarily consisted of checking that FFP INVEST share values under financial asset valuation procedures are based on an appropriate valuation method and that figures used are accurate.

As well as testing equity security values, our procedures included reviewing the realisable value of receivables from subsidiaries as part of our procedures on investments in subsidiaries.

Finally, we reviewed equity security value disclosures in the notes to the financial statements.

SPECIFIC TESTING

As required under statutory and regulatory rules, we also carried out specific testing.

DIRECTORS REPORT AND OTHER DOCUMENT DISCLOSURES RELATING TO THE COMPANY'S FINANCIAL POSITION AND FINANCIAL STATEMENTS ADDRESSED TO SHAREHOLDERS

We have no matters to report as to the 25 March 2020 Directors Report's and other documents' fair presentation and consistency with the Company's financial position and financial statements addressed to shareholders.

With regard to post balance sheet events in relation to Covid-19, the directors have informed us they will make a statement thereon during the forthcoming general meeting.

CORPORATE GOVERNANCE DISCLOSURES

We hereby confirm that the Directors Report corporate governance section contains disclosures required under Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code.

OTHER DISCLOSURES

In accordance with French law, we have checked that required shareholder and voting right disclosures are properly stated in the Directors Report.

OTHER STATUTORY AND REGULATORY DISCLOSURES

OUR APPOINTMENT

We were appointed as Statutory Auditors of FFP by shareholders at the 9 June 2011 (Mazars) and 7 June 2000 (SEC3) General Meetings. At 31 December 2019, Mazars was in its ninth consecutive year and SEC3 in its twentieth year as FFP auditors.

RESPONSIBILITIES OF DIRECTORS AND PERSONS INVOLVED IN CORPORATE GOVERNANCE IN RELATION TO THE COMPANY FINANCIAL STATEMENTS

The directors are responsible for preparing Company financial statements that give a true and fair view, in accordance with IFRS as approved by the European Union, and for introducing internal controls they deem necessary for preparing Company financial statements free of material misstatement whether due to fraud or error.

When preparing Company financial statements, directors are responsible for assessing the company's ability to continue as a going concern, for disclosing any necessary information relating to its status as a going concern, and for applying the fundamental accounting going concern principle unless there is a plan to wind up the company or discontinue operations.

The Audit Committee is responsible for overseeing financial statement preparation and for monitoring effectiveness of internal controls, risk management and internal audit procedures with regard to accounting and financial reporting.

The Company financial statements have been approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES IN RELATION TO COMPANY FINANCIAL STATEMENT AUDITS

AUDIT OBJECTIVE AND PROCEDURE

Our responsibility is to prepare a report on the Company financial statements. Our objective is to obtain reasonable assurance about whether the Company financial statements as a whole are free of material misstatement. Reasonable assurance means a high level of assurance, although there is no guarantee that an audit conducted in accordance with audit standards will systematically detect all material misstatements. Misstatements may arise from fraud or error, and are regarded as material when they can reasonably be expected, individually or together, to influence the economic decisions that users of the financial statements take based on such statements.

As stated under Article L. 823-10-1 of the French Commercial Code, our audit does not involve guaranteeing the Company's viability or quality of management.

When conducting an audit in accordance with audit standards in France, statutory auditors use their professional judgment throughout the audit. In addition:

- They identify and assess risks that the Company financial statements contain material misstatements whether through fraud or error, define and implement audit procedures to address such risks and obtain evidence they deem sufficient and appropriate as a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of not detecting a material misstatement resulting from error, because fraud may involve collusion, falsification, deliberate omissions, false statements or overriding internal controls;
- Auditors familiarise themselves with internal controls relevant to their audit, in order to define appropriate audit procedures rather than to express an opinion on internal controls;

- They consider whether adopted accounting policies are appropriate and directors' accounting estimates are reasonable, and review disclosures of such estimates in the Company financial statements;
- They assess whether directors have appropriately applied the going concern principle based on obtained evidence, whether or not there is a material uncertainty arising from events or circumstances that may threaten the company's ability to continue as a going concern. While such assessment is based on evidence obtained until our audit report date, note that subsequent circumstances or events may threaten the company's status as a going concern. If auditors conclude there is a material uncertainty, they draw the attention of readers to notes to the Company financial statements disclosing such uncertainty or, if the matter is not disclosed, they qualify their opinion on the financial statements or issue no opinion;
- They assess the overall presentation of the Company financial statements and assess whether the Company financial statements fairly reflect the underlying operations and events and give a true and fair view.

REPORTING TO THE FINANCE AND AUDIT COMMITTEE

We submit a report to the Finance and Audit Committee that includes our audit scope, our audit work programme and our conclusions arising therefrom. We also bring to the Committee's attention any material internal control weaknesses that we have identified with regard to accounting and financial reporting preparation procedures.

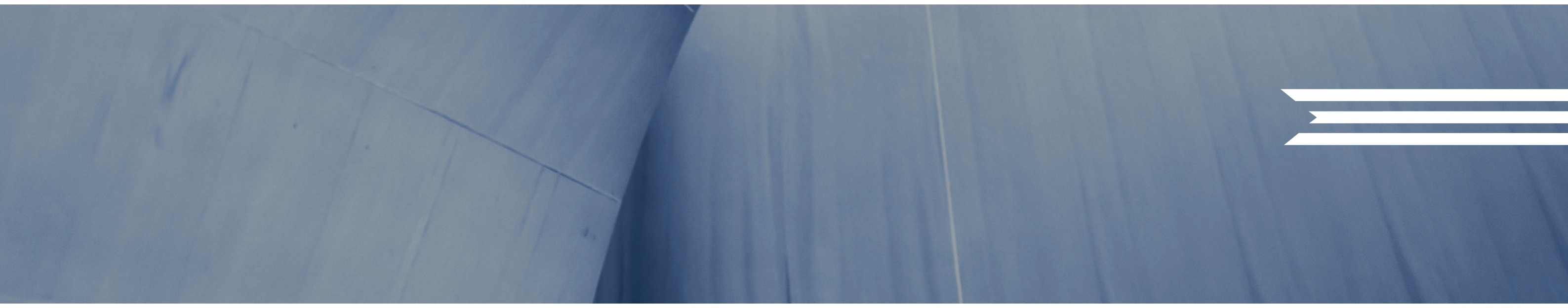
Our report to the Finance and Audit Committee includes mention of what we consider are the main risks of material misstatements with regard to our audit of the Company financial statements, and which are therefore key audit matters. We must report such matters herein.

We also provide the Finance and Audit Committee our independence statement required under Article 6 of Regulation (EU) No 537-2014, as defined and required under French regulations, specifically Articles L. 822-10 to L. 822-14 of the French Commercial Code and the French Statutory Auditors Code of Conduct. As applicable, we discuss with the Audit Committee any threats to our independence and protective measures introduced.

Paris La Défense and Paris, 8 Avril 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	Philippe SPANDONIS



6. 19 May 2020 Ordinary and Extraordinary General Meeting

6.1 Statutory Auditors' special reports

STATUTORY AUDITORS' SPECIAL REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS

General Meeting called to approve the financial statements for the year ended 31 December 2019.

To FFP shareholders,

In our capacity as FFP's Statutory Auditors, we hereby report to you on related party agreements and commitments.

Our responsibility is to report to you, based on information provided to us, on the principal terms, arrangements and reasons for the Company to have entered into the related party agreements and commitments that have been disclosed to us or that we identified during our audit engagement, without commenting on the purpose they serve or their appropriateness or seeking to identify any undisclosed agreements or commitments. Pursuant to Article R. 225-31 of the French Commercial Code, your responsibility is to determine whether said agreements and commitments benefit the Company and should be approved.

In accordance with Article R. 225-31 of the French Commercial Code, we are also responsible for reporting to you any related party agreements and commitments approved by prior year general meetings that remained in force during the year under review.

We have performed testing we deemed necessary to comply with audit standards issued by the French institute of auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. Such testing consisted of checking that information given to us was consistent with supporting documentation.

RELATED PARTY AGREEMENTS AND COMMITMENTS SUBMITTED FOR SHAREHOLDER APPROVAL

RELATED PARTY AGREEMENTS AND COMMITMENTS AUTHORISED AND ENTERED INTO DURING THE YEAR

We hereby inform you that we were not notified of any related party agreements or commitments authorised and entered into during the year that would need to be submitted for shareholder approval pursuant to Article L. 225-38 of the French Commercial Code.

RELATED PARTY AGREEMENTS AND COMMITMENTS APPROVED BY PRIOR YEAR GENERAL MEETINGS

PREVIOUSLY APPROVED RELATED PARTY AGREEMENTS AND COMMITMENTS THAT REMAINED IN FORCE DURING THE YEAR

Pursuant to Article R. 225-30 of the French Commercial Code, we were informed that the following related party agreements and commitments approved by prior year general meetings remained in force during the year.

AGREEMENTS AND COMMITMENTS WITH A DIRECTOR AND/OR COMPANIES WITH SENIOR EXECUTIVES IN COMMON

Memorandum of Understanding entered into by FFP with Établissements Peugeot Frères and Peugeot SA concerning Dong Feng Motors and the French Government acquiring an equity interest in Peugeot SA.

On 17 February 2014, the Board of Directors authorised a Memorandum of Understanding (MoU) concerning Dong Feng Motors and the French Government acquiring an equity interest in Peugeot SA, which was signed on 18 February 2014.

The MoU's key points are as follows:

- strict equality in terms of equity interest and voting rights between Dong Feng Motors, the French Government and FFP/EPF upon transaction completion, with FFP's and EPF's double voting rights being restored after a two-year period;
- identical representation for FFP/EPF on PSA's supervisory board to that held by Dong Feng Motors and the French Government, namely two seats each out of a total of 14. Six seats would be kept specifically for independent board members, including the Chairman, and two for employees. FFP/EPF would also have the option of appointing a non-voting board advisor. In this instance, Dong Feng Motors and the French Government would also be entitled to appoint one advisor each. An FFP/EPF representative would chair the Strategy Committee.

Signed in Paris La Défense and Paris, 8 April 20200

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	Philippe SPANDONIS

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL REDUCTION

19 May 2020 General Meeting. Resolution no. 16

To the Shareholders,

In our capacity as the Company's Statutory Auditors and in accordance with our duties under Article L. 225-209 of the French Commercial Code in the event of a share capital reduction by cancelling repurchased shares, we hereby report to you on our assessment of the reasons and terms and conditions of the proposed share capital reduction.

The Board of Directors requests full powers, for a 26-month term with effect from the date of this General Meeting, to cancel shares purchased pursuant to an authorisation allowing the Company to buy back its own shares in accordance with said Article, capped at 10% of total Company share capital per 24-month period.

We have performed testing we deemed necessary to comply with audit standards issued by the French institute of auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. Such testing consisted of checking that the reasons and terms and conditions of the proposed share capital reduction, which should not compromise shareholder equality, are fair.

We have no matters to report as to the reasons and terms and conditions of the proposed share capital reduction.

Signed in Paris La Défense and Paris, 8 April 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	**Philippe SPANDONIS**

STATUTORY AUDITORS' REPORT ON AUTHORISATION OF THE BONUS ALLOTMENT OF NEW SHARES

19 May 2020 General Meeting Resolution no. 17

In our capacity as the Company's Statutory Auditors and in accordance with our duty under Article L. 225-197-1 of the French Commercial Code, we hereby report to you on the proposal to authorise the bonus allotment of new shares to Company and related company employees and/or certain directors, which has been submitted for your approval.

In its report, the Board of Directors proposes that you authorise it to allot new bonus shares for a 38-month term.

The Directors are responsible for preparing a report on said proposed allotment. Our responsibility is to report on any matters relating to disclosures covering the allotment.

We have performed testing we deemed necessary to comply with audit standards issued by the French institute of auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. Such testing consisted mainly of checking that the proposed arrangements and figures provided in the Directors' report comply with legislation.

We have no matters to report as to the information provided in the Directors' report on the proposed bonus share allotment.

Signed in Paris and Courbevoie, 8 April 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	**Philippe SPANDONIS**

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND VARIOUS NEGOTIABLE SECURITIES WITH OR WITHOUT PREEMPTIVE RIGHTS

19 May 2020 General Meeting.
Resolution no. 19 to no. 25

To the Shareholders,

In our capacity as the Company's Statutory Auditors and in accordance with our duties under Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, we hereby report to you on the proposals to authorise the Board of Directors to carry out various issues of ordinary shares and negotiable securities with or without preemptive rights, which have been submitted for your approval.

Based on its report, the Board of Directors proposes that:

1) It be authorised for a 26-month period from the date of this General Meeting to decide whether to carry out the following issues, determine their final terms and conditions and whether or not to apply shareholder preemptive rights thereto:
   - issue of ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to future equity securities with shareholder preemptive rights (Resolution 19);
   - issue of ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to future equity securities without shareholder preemptive rights under a public offering (Resolution 20);
   - issue of ordinary shares and/or negotiable securities conferring rights to Company shares or debt securities, without shareholder preemptive rights through offerings referred to in Article L. 411-2 (II) of the French Monetary and Financial Code (Resolution 21);
   - issue of shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to a future share issue, should FFP launch a public tender offer (Resolution 25).
2) It be authorised pursuant to Resolution 23 and under authorisations stated in Resolutions 21 and 22, to set the issue price subject to the statutory 10% maximum of share capital p.a.

The aggregate nominal value of share capital increases by issuing shares and/or negotiable securities under Resolutions 19 and 20 may not exceed €10 million.

The aggregate nominal value of share capital increases by issuing shares and/or negotiable securities under Resolution 21 may not exceed €10 million or 20% of share capital per annum as of the date of this General Meeting.

The aggregate nominal value of debt securities convertible into equity securities issued under Resolutions 19, 20 and 21 may not exceed €200 million.

For the purposes of authorisations stated in Resolutions 19, 20 and 21 subject to caps stated therein, should Resolution 24 be adopted, said caps will be adjusted to take into account future share issues under overallotment options if subscriptions exceed the number of shares offered for sale, as laid down by Article L. 225-135-1 and R. 225-118 of the French Commercial Code.

The Directors are responsible for preparing a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. We are responsible for giving an opinion on whether the figures stated therein are consistent with the financial statements, in respect of the proposal not to apply shareholder preemptive rights and other share issue disclosures stated therein.

We have performed the testing we deemed necessary to comply with audit standards issued by the French institute of auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. Such testing consisted of checking the Directors Report disclosures relating to such issues and the methods for determining the issue price of the future equity securities.

Subject to a subsequent review of the terms and conditions of the issues decided upon, we have no matters to report as to the methods for determining the issue price of the equity securities to be issued provided in the Directors Report in respect of Resolutions 20, 21 and 22.

Furthermore, since the report does not specify the arrangements for determining the issue price of future equity securities regarding Resolutions 19 to 25, we cannot give an opinion on ways adopted to determine the issue price.

Since the final terms and conditions of the share capital increases have not yet been determined, we do not give an opinion on said terms and conditions and, consequently, on the proposal not to apply preemptive rights submitted for your approval under Resolutions 20 and 21.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, as applicable, on Directors' use of said authorisations should an issue of negotiable securities conferring rights to equity or debt securities or an issue without preemptive rights take place.

Signed in Courbevoie and Paris, 8 April 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	**Philippe SPANDONIS**

6.1

STATUTORY AUDITORS' REPORT ON THE SHARE ISSUE RESERVED FOR MEMBERS OF A CORPORATE SAVINGS PLAN

To the Shareholders,

In our capacity as the Company's Statutory Auditors and in accordance with duties laid down under Articles L. 225-135 et seq. of the French Commercial Code, we hereby report to you on the proposal to grant powers to the Board of Directors to decide to carry out a capital increase by issuing ordinary shares without shareholder preemptive rights reserved for members of the Group's corporate savings plan(s) subject to a €500,000 maximum, which is submitted for your approval.

Said capital increase is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the French Labour Code.

Based on its report, the Board of Directors proposes that it be authorised for a 26-month term, to decide to carry out a new share issue and that preemptive shareholder rights shall not apply thereto. If applicable, it will determine the final terms and conditions of such issue.

The Directors are responsible for preparing a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. We are responsible for giving our opinion on whether the figures stated therein are consistent with the financial statements, on the proposal not to apply preemptive rights and on certain other disclosures related to the share issue stated in the Directors Report.

We have performed testing we deemed necessary to comply with audit standards issued by the French institute of auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. Such testing consisted of checking the Directors Report disclosures relating to the issue and the methods for determining the share issue price.

Subject to a subsequent review of the terms and conditions of the capital increase decided upon, we have no matters to report as to the methods for determining the issue price of the ordinary shares to be issued as specified in the Directors Report.

Since the final terms and conditions of the capital increase have not yet been determined, we do not give an opinion on these terms and conditions and, consequently, on the proposal not to apply shareholder preemptive rights submitted for your approval.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, as applicable, on the Directors' use of said authorisation.

Signed in Paris and Courbevoie, 8 April 2020

The Statutory Auditors

MAZARS	SEC3
Virginie CHAUVIN	**Philippe SPANDONIS**

6.2 Summary of currently valid powers granted in general meeting to the Directors to carry out new share issues

The following table summarises the various currently valid powers that were approved by shareholders at the 17 May 2018 and 15 May 2019 Ordinary and Extraordinary General Meetings:

AGM/ Resolution		Purpose	Period of Validity/ Expiry date	Maximum amount	Actual use
2019 AGM	10	Authorisation for the Company to repurchase its own shares.	18 months 14 November 2020	No more than 10% of Company share capital	Used partially under the liquidity agreement (1)
2019 AGM	11	Authorisation to cancel shares held by the Company following the repurchase of its own shares.	26 months 14 July 2021	No more than 10% of Company share capital	None
2018 AGM	18	Authorisation for a bonus allotment of new shares, without shareholder preemptive rights, or issue of existing shares to employees and/or Company and related company directors, subject to performance criteria.	38 months 16 July 2021	No more than 3% of Company share capital	Partial use for the bonus share 2018, 2019 and 2020 allotment plans (2)
2018 AGM	19	Grant of powers to increase share capital by capitalising reserves or share premium account.	26 months 16 July 2020	€10,000,000	None
2018 AGM	20	Grant of powers to issue ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued by the Company, with shareholder preemptive rights.	26 months 16 July 2020	Issues of shares or negotiable equity securities: €10,000,000 Issues of negotiable debt securities: €15,000,000	None
2018 AGM	21	Grant of powers to issue ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued by the Company, without shareholder preemptive rights under a public offering with preemptive rights.	26 months 16 July 2020	Issues of shares or negotiable equity securities: €10,000,000 Issues of negotiable debt securities: €15,000,000	None
2018 AGM	22	Grant of powers to issue ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued by the Company, without shareholder preemptive rights under a private placement.	26 months 16 July 2020	Issues of shares or negotiable equity securities: €10,000,000 (subject to a 20% share capital maximum limit p.a.) Issues of negotiable debt securities: €15,000,000	None
2018 AGM	23	Authorisation in the event of issue of ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued without shareholder preemptive rights, to set the issue price in line with the arrangements laid down in general meeting, subject to a 10% share capital maximum limit.	26 months 16 July 2020	No more than 10% of Company share capital in any 12-month period. Counts against said maximum as per Resolution 28	None
2018 AGM	24	Grant of powers to increase the number of shares to be issued in the event of a share issue with or without preemptive rights under overallotment options.	26 months 16 July 2020		None
2018 AGM	25	Grant of powers to issue shares and/or equity securities conferring rights to other Company equity securities or debt securities as consideration for receipt of equity securities or negotiable equity securities.	26 months 16 July 2020	No more than 10% of Company share capital. Counts against said maximum as per Resolution 28	None
2018 AGM	26	Grant of powers to issue shares and/or equity securities conferring rights to other equity securities or debt securities as consideration for securities tendered to any public exchange offer initiated by the Company.	26 months 16 July 2020	€10,000,000	None
2019 AGM	27	Grant of powers to issue shares reserved for members of the Group's corporate savings plans.	26 months 16 July 2020	€500,000	None
2018 AGM	28	Upper limit for grant of powers.	26 months 16 July 2020	Issue of shares or negotiable equity securities: €10,000,000	None
				Issues of negotiable debt securities: €15,000,000	

(1) Pursuant to 17 May 2018 General Meeting Resolution16 and 15 May 2019 General Meeting Resolution10, Oddo Corporate Finance bought 75,905 shares during 2019 on behalf of FFP under a liquidity agreement to uphold share liquidity.

(2) At its 17 May 2018 and 15 May 2019 meetings, the Board decided to allot 31,940 and 48,180 free performance shares respectively, and on 25 March 2020 authorised allotment of up to 120,000 performance shares in total, that represents a maximum allotment of 200,120 shares under this 2018 resolution (0.8% of Company share capital).

6.3 Arrangements for participating at general meetings

Article 13 of the Articles of Association lays down the arrangements for shareholders to participate in general meetings, including terms and conditions governing allotment of double voting rights for registered shares.

6.4 19 May 2020 Ordinary and Extraordinary General Meeting resolutions

ORDINARY RESOLUTIONS

RESOLUTION 1

(Review and approval of the parent company 2019 financial statements)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the annual financial statements, the 2019 Directors Report and the general audit report, approves the parent company financial statements for the year ended 31 December 2019 as presented, as well as transactions included in the financial statements or summarised therein showing earnings of €52,090,881.17.

The General Meeting notes that no expenditure or charge falling within the scope of Article 39-4 of the French General Tax Code arose in 2019.

RESOLUTION 2

(Allocation of 2019 earnings)

The General Meeting notes that distributable earnings consisting of €52,090,881.17 net profit for the year plus €1,050,310,632.94 distributable reserves total €1,102,401,514.11.

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, on the recommendation of the Board of Directors, resolves to appropriate distributable earnings as follows:

- €53,583,566.35 to shareholder dividends;
- €1,048,500,000.00 to other reserves;
- €317,947.76 to retained earnings.

The above amounts are based on the number of shares making up share capital at 25 March 2020 and shall be adjusted based on the number of shares in issue as at dividend payment date. Accordingly, the General Meeting sets the dividend for the year at €2.15 per share. The General Meeting resolves that the dividend shall be paid on 26 May 2020. The portion of distributable earnings attributable to shares held in treasury shall be posted to Retained Earnings.

For tax purposes, when paid to individual shareholders resident in France, dividends are liable to a flat 30% tax including (i) 12.8% fixed income tax rate and (ii) 17.2% CSG-CRDS social security charges. Individual shareholders resident in France may elect for the dividend to be taxed at their marginal income tax rate, however. Should they choose to do so, the dividend is eligible for a 40% rebate for individuals resident in France for tax purposes as provided for under Article 158-3(2) of the French General Tax Code. The option to apply the marginal income tax rate must be exercised annually and expressly. It cannot be revoked and is made globally. Accordingly, it applies to all income, net gains, profits and receivables falling within the scope of the flat-rate tax in respect of a given year.

In accordance with Article 243 bis of the French General Tax Code, the following dividends were paid during the previous three financial years:

DIVIDEND PAYMENTS PAYOUT IN RESPECT OF THE LAST THREE FINANCIAL YEARS

	2018	2017	2016
Number of shares	24,922,589	25,072,589	25,072,589
Share nominal value	€1.00	€1.00	€1.00
Dividend per share	€2.15	€2	€1.80

RESOLUTION 3

(Review and approval of the consolidated financial statements for the year ended 31 December 2019)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the consolidated financial statements, the 2019 Directors Report and the audit report on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2019 as presented, as well as transactions included in the financial statements or summarised in the Directors Report.

RESOLUTION 4

(Review and approval of agreements covered by Article L. 225-38 of the French Commercial Code)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the special report of the Statutory Auditors on agreements covered by Article L. 225-38 et seq. of the French Commercial Code, acknowledges the conclusions of the report and approves the agreements stated therein.

RESOLUTION 5

(Appointment of Sophie Berets as director)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, subject to approving Resolution 28, resolves to appoint Sophie Berets as director for a four-year term in office, that is until the close of the 2024 Ordinary General Meeting called to approve the 2023 financial statements.

RESOLUTION 6

(Appointment of Édouard Peugeot as director)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, subject to approving Resolution 28, resolves to appoint Édouard Peugeot as director for a four-year term in office, that is until the close of the 2024 Ordinary General Meeting called to approve the 2023 financial statements.

RESOLUTION 7

(Appointment of Armand Peugeot as director)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, subject to approving Resolution 28, resolves to appoint Armand Peugeot as director for a four-year term in office, that is until the close of the 2024 Ordinary General Meeting called to approve the 2023 financial statements.

RESOLUTION 8

(Approval of disclosures required under Article L. 225-37-3 (I) of the French Commercial Code in respect of the year ended 31 December 2019)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, pursuant to Article L. 225-100 II of the French Commercial Code, approves the disclosures required under Article L. 225-37-3 I of the French Commercial Code in respect of the year ended 31 December 2019 as stated in section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 9

(Approval of the components of total pay and benefits of any kind paid during or allocated for year ended 31 December 2019 to Robert Peugeot, Chairman and Chief Executive Officer)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the basic pay, bonuses and special payments making up total pay and benefits of any kind paid during or allocated for year ended 31 December 2019 to Robert Peugeot for performing his duties as Chairman and Chief Executive Officer, as stated under section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 10

(Approval of the components of total remuneration and benefits of any kind paid during or allocated for year ended 31 December 2019 to Bertrand Finet, Deputy Chief Executive Officer)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, approves, pursuant to Article L. 225-100 III of the French Commercial Code, the basic pay, bonuses and special payments making up the total remuneration and benefits of any kind paid during or allocated for year ended 31 December 2019 to Bertrand Finet for performing his duties as Deputy Chief Executive Officer, as stated under section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 11

(Resolution setting annual remuneration allocated to Company Directors)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, resolves to set at €1,100,000 the annual amount of directors' remuneration for the current financial year and each subsequent financial year, until otherwise decided in general meeting.

RESOLUTION 12

(Approval of 2020 directors remuneration policy)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves the 2020 directors remuneration policy as stated under section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 13

(Approval of Robert Peugeot's 2020 remuneration policy for his duties initially as Chairman and Chief Executive Officer, then as Chairman of the Board of Directors)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves Robert Peugeot's 2020 remuneration policy for his duties initially as Chairman and Chief Executive Officer, then as Chairman of the Board of Directors, as stated in the corporate governance report under section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 14

(Approval of Bertrand Finet's 2020 remuneration policy for his duties initially as Deputy Chief Executive Officer, then as Chief Executive Officer)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves Bertrand Finet's 2020 remuneration policy for his duties initially as Deputy Chief Executive Officer, then as Chief Executive Officer, as stated in the corporate governance report under section 2.10 of chapter 2 "Corporate governance" of the 2019 Universal Registration Document.

RESOLUTION 15

(Authorisation to be granted to the Board of Directors for an 18-month term to have the Company repurchase its own shares at a maximum €130 price per share, and a maximum €323,993,540 spend)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, authorises the Board of Directors, in accordance with Articles L. 225-209 et seq. of the French Commercial Code and European Regulation (EU) No. 596/2014 of 16 April 2014, to have the Company buy back its own shares.

This authorisation is given, as applicable, for:

- an investment services provider to maintain a liquid market for Company shares under a liquidity agreement that satisfies acceptability requirements established by the AMF in its decision no. 2018-01 of 2 July 2018 making share liquidity agreements an acceptable market practice, and complies with the AMAFI Code of Ethics recognised by the AMF;

- allotment or sale of shares to employees and/ or directors (pursuant to statutory terms and conditions), including under a stock option plan, a bonus share allotment plan or a corporate savings plan;
- allotment of Company shares by awarding shares on exercise of rights attached to negotiable securities carrying entitlement through redemption, conversion, exchange, tendering of a warrant or any other means to allotment of Company shares;
- cancellation of any repurchased shares, subject to adoption of extraordinary Resolution 16 as it appears on the agenda for this General Meeting;
- generally, execution of any transaction permitted or authorised subsequently by applicable regulations, including when relating to a market practice subsequently permitted by the *Autorité des marchés financiers*.

Said purchases, sales and transfers may be carried out by any means permitted under applicable statute and regulations, including through privately agreed transactions.

Said transactions may take place at any time, including during a public offer or pre-offer for Company shares, in accordance with Article 231-40 of the General Regulation of the *Autorité des marchés financiers* or during a period of a pre-offer, public exchange or tender offer or a combined public tender and exchange offer made by the Company as permitted under applicable statute and regulations and in accordance with Article 231-41 of the General Regulation of the *Autorité des marchés financiers*.

The General Meeting sets the maximum number of shares that may be repurchased under this resolution at 10% of Company share capital at the date of this General Meeting, which corresponds to 2,492,258 shares each with a €1 nominal value, it being stated that pursuant to this authorisation, the number of shares held in treasury must be taken into consideration such that the Company remains at all times below the upper limit on the number of shares held in treasury, which stands at no more than 10% of share capital.

The General Meeting resolves that the total amount spent on these acquisitions may not exceed €323,993,540 and resolves that the maximum purchase price may not exceed €130 per share, it being stated that the Company may not buy shares at a price exceeding the higher of: i) the last share price resulting from execution of a trade to which the Company was not party, and ii) the highest independent bid price on the trading platform on which the purchase was made.

In the event of a share capital increase by capitalising share premium account, reserves, retained earnings or other items leading to an allotment of bonus shares during the period of validity of this authorisation and in the event of a share split or consolidation, the General Meeting grants the Board of Directors the power to adjust, as applicable, said maximum unit price, to reflect the impact of such transactions on the share value.

The General Meeting grants full powers to the Board of Directors, which may be delegated as legally permitted, to:

- decide to implement this authorisation;
- lay down the terms and conditions and the arrangements for protecting the rights of holders of negotiable equity securities, stock options or rights to allotment of performance shares, in accordance with the law, regulations and contractual agreements;
- place any market orders, enter into any agreements, including for administration of the share registry, in accordance with applicable regulations;
- file any statements and complete any other formalities and, generally, take whatever action is necessary.

The Board of Directors will inform shareholders attending the annual Ordinary General Meeting of all transactions completed under this resolution.

This authorisation is granted for an 18-month term with effect from the date of this General Meeting.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 16

(Authorisation to be granted to the Board of Directors for a 26-month term to cancel shares held by the Company following repurchase of its own shares)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, authorises the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code to cancel, at its sole discretion, on one or more occasions, some or all Company shares that the Company holds or may come to hold pursuant to said Article L. 225-209 and to reduce share capital by the aggregate nominal value of the duly cancelled shares, subject to a 10% maximum limit of share capital at the date of this General Meeting per 24-month period.

The General Meeting gives full powers to the Board of Directors to carry out the capital reduction(s), to post the difference between cancelled shares' repurchase price and their nominal value against any reserves and share premium account, to make the corresponding amendments to the Articles of Association, to reassign the fractional amount of the statutory reserve that became available as a result of the capital reduction and to file all statements with the *Autorité des marchés financiers* and, generally, to take whatever action is necessary.

This authorisation is granted for a 26-month term from today's date.

RESOLUTION 17

(Authorisation to be granted to the Board of Directors for a period of 38 months to make a bonus allotment of new shares without shareholder preemptive rights or existing shares to Company and related company employees and/or directors, subject to performance criteria, up to a limit of 3% of share capital, with no more than 20% to be allotted to directors)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code:

- authorises the Board of Directors on one or more occasions to carry out bonus allotments of Company new or existing ordinary shares to some or all employees or directors of the Company or of related French or international companies or economic interest groupings as provided under Article L. 225-197-2 of the French Commercial Code;
- resolves that, without prejudice to the adjustments provided for hereinafter, the total number of shares to be allotted free of charge may not exceed 3% of Company share capital, with this upper limit being assessed as stated under Article L. 225-197-1 of the French Commercial Code, it being specified that the number of shares allotted to directors may not exceed 20% of the total number of shares authorised for allotment under this resolution;
- resolves that the allotment of shares to allottees will be definitive, i) either at the end of a vesting period of at least one year, with allottees being obliged to hold said shares for a minimum period of one year from their definitive allotment, or ii) at the end of a minimum vesting period of two years, without any minimum retention period applying in this case. The Board of Directors will be able to choose between these two options and may use them alternatively or concurrently, and it may, in the former case, extend the vesting and/or retention period, and, in the latter case, extend the vesting period and/or set a retention period;

(Even so, share allotment will become definitive upon the death or invalidity of an allottee where such invalidity meets the classification criteria stated in the second or third categories provided for in Article L. 341-4 of the French Social Security Code.)

- resolves that definitive share allotment will be contingent upon satisfaction of performance criteria that the Board of Directors will set;
- sets the period of validity of this authorisation at 38 months with effect from the date of this authorisation;
- duly notes that if new shares are to be allotted, this authorisation automatically entails shareholder waiver of their preemptive rights for the benefit of the shares to be allotted at no charge.

In accordance with applicable law and regulations and this resolution, the General Meeting grants full powers to the Board of Directors to implement it, notably:

- laying down share allotment performance criteria and drawing up list(s) of potential allottees;
- subject to the minimum period stated above, laying down the share retention period bearing in mind that it will be incumbent on the Board of Directors in respect of any shares allotted to directors as required under Article L. 225-197-1, II sub-para. 4 of the French Commercial Code, either to resolve that said shares may not

be transferred by the allottees until their duties cease, or to specify the number of such shares that they will be required to hold in registered form until their duties cease;

- in the event of any transactions affecting share capital taking place during the vesting period of the allotted shares, resolving, as applicable, to adjust the number of shares allotted for the purpose of protecting the rights of the allottees and, in such case, to determine terms for such adjustment;
- where new shares are to be allotted, increasing share capital by capitalising Company reserves or share premium account as required as at the definitive share allotment date, setting the new share cum-dividend date and amending the Articles of Association accordingly;
- completing all formalities and, generally, taking whatever action is required.

This authorisation supersedes the authorisation previously granted under 17 May 2018 General Meeting Resolution 18.

RESOLUTION 18

(Grant of powers to the Board of Directors for a 26-month term to increase share capital by up to €10,000,000 by capitalising reserves or share premium account)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, apprised of the Directors Report, in accordance with Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

1/ Grants powers to the Board of Directors to capitalise, on one or more occasions, in the proportions or at the times it deems appropriate, some or all retained earnings, reserves or share premium account, capitalisation of which is permitted by law and the Articles of Association and in the form of an allotment of bonus ordinary shares or an increase in the nominal value of existing shares or through a combination of the two;

2/ Sets the period of validity of this grant of powers at 26 months with effect from the date of this General Meeting;

3/ Sets at €10,000,000 the maximum nominal value of the share capital increases that may be effected under this grant of powers, it being stated that, as applicable, the nominal value of shares to be issued to protect the rights of holders of negotiable equity securities, stock options or performance share allotment rights shall be added to this upper limit;

4/ Gives full powers to the Board of Directors, which may be delegated to the Chief Executive Officer, or, with the latter's consent, to a Deputy Chief Executive Officer, to implement this authorisation as legally permitted and specifically to decide that the rights forming fractional lots may not be negotiable, that the corresponding shares will be sold as provided for in the applicable regulations, and that the sale proceeds will be allotted to holders of the rights, and to amend the Articles of Association accordingly.

RESOLUTION 19

(Grant of powers to the Board of Directors for a 26-month term for the purpose of issuing ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued by the Company, with shareholder preemptive rights)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with the French Commercial Code and specifically Articles L. 225-129, L. 225-129-2 and L. 228-92:

1/ Grants powers to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it deems fit, in and/or outside France, in euros, any other currency or unit of account established by reference to several currencies, ordinary shares, equity securities conferring rights to other equity securities or debt securities and/or any other negotiable securities, including stand-alone warrants, conferring rights to future Company equity securities, in the forms and under the conditions that the Board of Directors deems acceptable, it being stipulated that the issue of preference shares and negotiable securities conferring rights immediately or in the future to preference shares is excluded from this authorisation;

2/ Sets the period of validity of this grant of powers at 26 months with effect from the date of this General Meeting;

3/ Resolves that if the Board of Directors uses this grant of powers:

- the maximum nominal value (excluding issue premium) of share capital increases to be carried out by issuing shares or negotiable securities referred to in 1) above is set at €10,000,000, it being stipulated that:

- in the event of a capital increase by capitalising share premium account, reserves, retained earnings or other items in the form of a bonus share allotment during the period of validity of this grant of powers, said nominal value will be adjusted through application of a multiplier equal to the number of shares making up post-transaction share capital divided by the pre-transaction number;
- the nominal value of the shares to be issued to protect the rights of holders of negotiable equity securities, stock options or rights to a bonus share allotment will be added to said upper limit;
- in addition, the aggregate maximum nominal value of issues of negotiable debt securities conferring rights to future equity securities may not exceed €200,000,000 or the equivalent value as at transaction date of said amount in any other currency or unit of account established with reference to several currencies;

4/ Resolves that if use is made of this grant of powers:

- shareholders will have a preemptive right and may automatically subscribe for shares in proportion to the number of shares they hold at that time, with the Board having the option of introducing a preemptive right to shares not taken up by other shareholders and to provide for an overallotment clause to satisfy subscription orders for excess shares that could not be served,
- if automatic subscriptions and, as applicable, those for shares not taken up by other shareholders do not cover the entire share issue, the Board of Directors may launch a public share offering of some or all unsubscribed shares and/or negotiable securities;

5/ Gives full powers to the Board of Directors, which may be delegated to the Chief Executive Officer, or, with the latter's consent, to a Deputy Chief Executive Officer, to implement this authorisation as legally permitted, to post expenses arising therefrom against related share premium, charge thereto amounts necessary to increase the statutory reserve to one-tenth of the new share capital after each increase and to amend the Articles of Association accordingly;

6/ Acknowledges that in the event of the use of this grant of powers, the decision to issue negotiable securities conferring Company equity rights will automatically entail shareholder waiver of their preemptive right to equity securities, to which such negotiable securities entitle their holders;

7/ Resolves that the Board of Directors may suspend exercise of rights attached to issued securities for a maximum period of 3 months, and shall take any appropriate measures in respect of adjustments to be made in accordance with applicable statutory and regulatory rules and, as applicable, contractual requirements to protect holders of rights attached to said negotiable equity securities.

RESOLUTION 20

(Grant of powers to the Board of Directors for a 26-month term for the purpose of issuing ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to equity securities to be issued by the Company, at a price set according to applicable statutory and regulatory rules as of issue date, without preemptive rights, under a public offering with preemptive rights)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 et seq. and L. 228-92:

1/ Grants powers to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it deems fit, in and/or outside France, in euros, any other currency or unit of account established by reference to several currencies, by means of a public offering, ordinary shares and/or equity securities conferring rights to other equity securities or debt securities and/or other negotiable securities, including stand-alone warrants, conferring rights to future Company equity securities, in the forms and under the conditions that the Board of Directors will consider acceptable, it being stipulated that the issue of preference shares and negotiable securities conferring rights immediately or in the future to preference shares is excluded from this authorisation;

2/ Sets the period of validity of this grant of powers at 26 months with effect from the date of this General Meeting;

3/ Resolves that if the Board of Directors uses this grant of powers:

- the maximum nominal value (excluding issue premium) of share capital increases that may be carried out by issuing shares or negotiable securities referred to in 1/ above is set at €10,000,000, it being stipulated that:

- in the event of a capital increase by capitalising share premium account, reserves, earnings or other items in the form of a bonus share allotment during the period of validity of this grant of powers, said nominal value will be adjusted through application of a multiplier equal to the number of shares making up post-transaction share capital divided by the pre-transaction number;
- the nominal value of the shares to be issued to protect the rights of holders of negotiable equity securities, stock options or rights to a bonus share allotment will be added to said upper limit;
- in addition, the maximum nominal value of issues of negotiable debt securities conferring rights to future equity securities may not exceed €200,000,000 or the equivalent value as at transaction date of this amount in any other currency or unit of account established with reference to several currencies;

4/ Resolves whether or not to apply shareholders' preemptive right to shares and other negotiable securities that may be issued by the Company under this resolution. If so decided by the Board of Directors, shareholders may be granted a priority subscription right for all or part of an issue, as determined by the Board of Directors in accordance with Articles L. 225-135 and R. 225-131 of the French Commercial Code;

5/ Resolves that the price paid in and/or to be paid in subsequently to the Company for all shares issued or to be issued under this authorisation, taking into account, in the event of issue of stand-alone share warrants, the issue price of said warrants, will be at least equal to the weighted average price over three stock market sessions preceding the start of the public offering as defined in Regulation (EU) No. 2017/1129 of 14 June 2017, less a discount, as applicable, not exceeding 10%;

6/ Resolves that the Board of Directors may suspend exercise of rights attached to issued securities for a maximum 3-month period, and shall take any appropriate measures in respect of adjustments to be made in accordance with applicable statutory and regulatory rules and any contractual requirements to protect holders of rights attached to negotiable Company equity securities;

7/ Gives full powers to the Board of Directors, which may be delegated to the Chief Executive Officer, or, with the latter's consent, to a Deputy Chief Executive Officer, to implement this authorisation as legally permitted, to post expenses arising from share capital increases against related share premium and to charge against share premium amounts necessary to increase the statutory reserve to one-tenth of the new share capital after each increase, and to amend the Articles of Association accordingly;

8/ Acknowledges that should this grant of powers be used, a decision to issue negotiable securities conferring Company equity rights will automatically entail shareholder waiver of their preemptive right to equity securities, to which such negotiable securities entitle their holders.

RESOLUTION 21

(Grant of powers to the Board of Directors for a 26-month term for the purpose of issuing ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to future Company equity securities, at a price set according to applicable statute and regulations as at issue date, without preemptive rights, for qualified investors or for a restricted group of investors)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 et seq. and L. 228-92:

1/ Grants powers to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it deems fit, in and/or outside France, in euros, any other currency or unit of account established by reference to several currencies, by means of an offering referred to under Article L. 411-2 (II) of the French Monetary and Financial Code, ordinary shares, equity securities conferring rights to other equity securities or debt securities and/or other negotiable securities, including stand-alone warrants, conferring rights to future Company equity securities, in the forms and under conditions that the Board of Directors considers acceptable, it being stipulated that the issue of preference shares and negotiable securities conferring rights sets immediately or in the future to preference shares is excluded from this authorisation;

2/ Sets the period of validity of this grant of powers at 26 months with effect from the date of this General Meeting;

3/ Resolves that if the Board of Directors uses this grant of powers:

- the maximum nominal value (excluding issue premium) of share capital increases that may be carried out by issuing shares or negotiable securities referred to in 1) above is set at €10,000,000 it being stipulated that:
  - in the event of a capital increase by capitalising share premium account, reserves, earnings or other items in the form of a bonus share allotment during the period of validity of this grant of powers, said nominal value will be adjusted through application of a multiplier equal to the number of shares making up post-transaction share capital divided by the pre-transaction number;
  - the nominal value of the shares to be issued to protect the rights of holders of negotiable equity securities, stock options or rights to a bonus share allotment will be added to said upper limit;
  - qthe issue will be limited to 20% p.a. of the share capital as at the date of this General Meeting;
  - in addition, the maximum nominal value of issues of negotiable debt securities conferring rights to future Company equity securities may not exceed €200,000,000 or the equivalent value of this amount as at transaction date in any other currency or unit of account established with reference to several currencies;

4/ Resolves whether or not to apply shareholder preemptive right to shares and other negotiable securities that may be issued by the Company under this resolution;

5/ Resolves that the share price paid in and/or to be paid in subsequently to the Company for all shares issued or to be issued under this authorisation, taking into account the issue price of stand-alone share warrants, if any, will be at least equal to the weighted average price over three market sessions preceding the public offering as defined in Regulation (EU) No. 2017/1129 of 14 June 2017, less a discount, as applicable, not exceeding 10%;

6/ Resolves that the Board of Directors may suspend exercise of rights attached to issued securities for up to 3 months, and shall take any appropriate measures in respect of adjustments to be made under applicable statutory and regulatory rules and any contractual arrangements to protect holders of rights attached to Company negotiable equity securities;

7/ Gives full powers to the Board of Directors, which may be delegated to the Chief Executive Officer, or, with the latter's consent, to a Deputy Chief Executive Officer, to implement this authorisation as legally permitted, to post expenses arising therefrom against the amount of related share premium and to charge thereto amounts necessary to increase the statutory reserve to one-tenth of post-transaction new share capital, and to amend the Articles of Association accordingly;

8/ Acknowledges that in the event of use of said grant of powers, the decision to issue negotiable Company equity securities referred to in 1) above will automatically entail shareholder waiver in favour of new security holders of their preemptive right to equity securities, to which said securities entitle their holders.

RESOLUTION 22

(Authorisation to be granted to the Board of Directors for a 26-month term in the event of issue of ordinary shares and/or equity securities conferring rights to other equity securities or debt securities, and/or negotiable securities conferring rights to future equity securities without shareholder preemptive rights, to set the issue price in line with the arrangements laid down in general meeting, subject to a 10% share capital cap)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 225-136 of the French Commercial Code, authorises the Board of Directors, in the event of use of Resolutions 20 and 21, to depart from the pricing terms and conditions provided for in said resolutions and to set the price as follows:

- the ordinary share issue price will at least equal FFP's weighted average share price in the final three sessions on the regulated market of Euronext Paris preceding the start of the public offering as defined in Regulation (EU) No. 2017/1129 of 14 June 2017, after correction as applicable of this amount to reflect any differences in cum-dividend dates, and less a discount, as applicable, not exceeding 10%;
- the issue price of equity securities conferring Company equity rights by any means, immediately or in the future, will be such that the sum received immediately by the Company, plus, as applicable, that, which may be received subsequently by it, for each Company share following issue of said negotiable securities, at least equal the weighted average share price over the final three sessions on the regulated market of Euronext Paris preceding either (i) determination of the issue price of said negotiable equity securities, or (ii) issue of shares resulting from exercise of share allotment rights attached to said negotiable equity securities where allotment is exercisable at the Company's discretion after adjustment, as applicable, of this amount to reflect the difference in cum-dividend date, less a discount, as applicable, not exceeding 10%;
- the maximum nominal value of a capital increase resulting from use of this resolution may not exceed 10% of share capital per 12-month period and the upper limit set by Resolution 27, against which it counts.

This authorisation is granted for a 26-month term with effect from the date of this General Meeting.

RESOLUTION 23

(Grant of powers to the Board of Directors, for a 26-month term, for the purpose of increasing the number of shares to be issued in the event of a capital increase with or without shareholder preemptive rights under overallotment options should subscriptions exceed the proposed number of shares)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, delegates authority to the Board of Directors, under issues decided pursuant to authority granted to the Board of Directors under Resolutions 19, 20 and 21 stated above, to increase the number of securities to be issued in the initial issue, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, subject to the upper limits provided for in said resolutions and for the period of validity of said resolutions.

RESOLUTION 24

(Grant of powers to the Board of Directors for a 26-month term for the purpose of issuing shares and/or equity securities conferring rights to other Company equity securities or debt securities as consideration for receipt of equity securities or negotiable equity securities not exceeding 10% of share capital)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with Article L. 225-147 sub-para. 6 of the French Commercial Code:

1/ Grants requisite powers to the Board of Directors to issue, subject to a 10% maximum limit of the Company's existing share capital, Company shares and/or equity securities in consideration for the Company's receipt of equity securities or negotiable equity securities where Articles L. 225-148 of the French Commercial Code do not apply;

2/ Resolves that share issues made under this grant of authority will count against the upper limits referred to in Resolution 27 below;

3/ Acknowledges that Company shareholders will not have a preemptive right on shares to be issued under this grant of authority, with the latter intended solely as consideration for received assets, and acknowledges that this authorisation automatically entails shareholder waiver of their preemptive right to Company shares, to which said securities to be issued under this authorisation may carry entitlement;

4/ Gives powers to the Board of Directors to implement this authorisation, approve the value of the contributions, post expenses arising from share capital increases against related share premium and amend the Articles of Association accordingly.

This grant of powers is granted for a 26-month term with effect from the date of this General Meeting.

RESOLUTION 25

(Grant of powers to the Board of Directors for a 26-month term for the purpose of issuing shares and/or equity securities conferring rights to other Company equity securities or debt securities as consideration for securities tendered to any public exchange offer initiated by the Company)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with Articles L. 225-148, L. 225-129 and L. 228-92 of the French Commercial Code:

1/ Grants the Board of Directors power to decide to issue, on one or more occasions, shares, equity securities conferring rights to other equity securities or debt securities, in consideration for securities tendered to any public exchange offer initiated in or outside France by the Company consisting of another company's shares admitted for trading on one of the regulated markets listed in said Article L. 225-148;

2/ Resolves that the total nominal value (excluding issue premiums) of increases in capital that may be effected through the issuance of Company shares or negotiable equity securities or, subject to said securities being shares, carrying entitlement to allotment of debt securities, may not exceed €10,000,000, it being stipulated that:

- in the event of a capital increase by capitalising share premium account, reserves, retained earnings or other items in the form of a bonus share allotment during the period of validity of this grant of powers, said total nominal value (excluding issue premium) will be adjusted through application of a multiplier equal to the number of shares making up post-transaction share capital divided by the pre-transaction number,
- the nominal value of the shares to be issued to protect the rights of holders of negotiable equity securities, stock options or rights to a bonus share allotment will be added to said upper limit;

3/ Resolves that the aggregate maximum nominal value of issues of debt securities, which entitle holders thereof to equity securities, may not exceed €200,000,000 or the equivalent value thereof as at transaction date in any other currency or unit of account established with reference to several currencies;

4/ Resolves that issues of shares and/or equity securities conferring rights to a fraction of Company share capital or debt securities under this grant of powers will count against the upper limits stated in Resolution 27 below;

5/ Duly notes that Company shareholders will not have a preemptive right to the shares and/or negotiable securities to be issued under this resolution, since the shares are solely intended to be issued in consideration for securities tendered to a public exchange offer initiated by the Company;

6/ Acknowledges that the price of the shares and negotiable securities to be issued under this resolution will be set based on legislation applicable to public exchange offers;

7/ Gives powers to the Board of Directors, which may be delegated as permitted in law, to implement this authorisation and to post expenses arising from share capital increases against related share premiums arising therefrom and to amend the Articles of Association accordingly.

This grant of powers is granted for a 26-month term with effect from the date of this General Meeting.

RESOLUTION 26

(Grant of powers to the Board of Directors for a 26-month term, for the purpose of issuing shares and/or equity securities conferring rights to future Company equity securities issued without shareholder preemptive rights, to members of the Group's corporate savings plan subject to a €500,000 maximum, at a price set in accordance with the provisions of the French Labour Code)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report and the Statutory Auditors' special report, in accordance with Articles L. 225-129-2, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code and Article L. 3332-18 et seq. of the French Labour Code and with Article L. 225-129-6 of the French Commercial Code:

1/ Grants powers to the Board of Directors for the purpose of (i) increasing share capital, on one or more occasions, by issuing shares and/or equity securities conferring rights to future Company equity issues reserved for members of the Group's corporate savings plans and (ii) to carry out, as applicable, allotments of performance shares or equity securities conferring rights to future equity securities in full or partial replacement of the discount stated in 3/ below on terms and conditions and subject to the restrictions provided for under Article L. 3332-21 of the French Labour Code, it being stipulated that the Board of Directors may replace all or part of such issues by the sale of securities already held by the Company on the same terms and conditions;

2/ Resolves that the number of shares that may be issued as a result of all share issues carried out under this grant of powers, including those resulting from shares or equity securities conferring rights to equity securities that may be allotted free of charge in full or partial replacement of the discount under the terms and conditions laid down in Article L. 3332-18 et seq. of the French Labour Code, may not exceed 500,000 shares. The number of additional shares to be issued to protect the rights of holders of equity securities conferring rights to Company share capital in accordance with the law will be added to this number, as applicable;

3/ Resolves that (i) the issue price of new shares may not exceed the average quoted opening share price over the 20 sessions preceding the date of the Board of Directors' or Chief Executive Officer's decision setting the start date of the subscription period, or exceed 30% or 40% below this average, depending on whether the duly subscribed securities are assets subject to a retention period of less than 10 years or 10 years or more; it being stipulated that the Board of Directors or the Chief Executive Officer may, as appropriate, reduce or dispense with the discount that may be adopted to reflect factors such as legal and tax regimes applicable outside France or decide to replace said discount fully or partially by a bonus allotment of shares and/or equity securities and that (ii) the issue price of said equity securities shall be based on terms and conditions laid down in Article L. 3332-21 of the French Labour Code;

4/ Resolves whether or not to apply shareholder preemptive right for the benefit of members of the Group's corporate savings plans to shares or equity securities conferring rights to future Company equity securities that may be issued under this grant of powers and to waive any right to the shares and equity securities conferring rights to future equity securities that may be allotted free of charge under this resolution;

5/ Grants full powers to the Board of Directors, which may be delegated as legally permitted, to:

- decide whether the shares must be subscribed directly by employee members of the Group's savings plans or if they have to be subscribed via an FCPE corporate mutual fund or an employee owned SICAV (Sicavas);
- determine companies, the employees of which may qualify for the subscription offer;
- determine whether employees should be granted extra time to pay up their shares;
- lay down criteria for membership of the Group's corporate savings plan(s), draft or amend said plan's rules;
- set the opening and closing dates of the subscription period and share issue price;
- allot, within the restrictions laid down in Article L. 3332-18 et seq. of the French Labour Code, bonus shares or equity securities conferring rights to future equity securities and determine the features and value of reserves, retained earnings or share premium account to be capitalised;
- determine the number of new shares to be issued and the scale-down rules applicable in the event of over-subscription;
- post expenses arising from share issues and issues of other securities conferring rights to future equity securities against related issue premium and deduct from issue premiums amounts necessary to raise the statutory reserve to the required one-tenth of post-transaction share capital, and amend the Articles of Association accordingly.

This grant of powers is granted for a 26-month term with effect from the date of this General Meeting.

RESOLUTION 27

(Setting an overall limit on grants of authority to a €10,000,000 nominal value share capital increase by issuing shares, equity securities conferring rights to other equity securities or negotiable securities conferring rights to future equity securities and €200,000,000 for issues of equity securities conferring rights to equity or debt securities)

The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report, resolves to set as follows the overall limits on amounts of issues that may be decided pursuant to powers granted to the Board of Directors under resolutions stated above:

- the maximum nominal value (excluding issue premium) of share capital increases by issuing shares, equity securities conferring rights to other equity securities or negotiable securities conferring rights to future equity securities may not exceed €10,000,000, plus nominal value of share capital increases to be carried out, to protect the rights of holders of these securities as legally permitted. In the event of a capital increase by capitalising share premium account, reserves, retained earnings or other items in the form of a bonus share allotment during the period of validity of these grants of authority, said maximum nominal value (excluding issue premiums) will be adjusted through application of a multiplier equal to the number of shares making up post-transaction share capital divided by the pre-transaction number;
- the aggregate maximum nominal value of issues of negotiable debt securities conferring rights to Company equity or equity securities may not exceed €200,000,000 or the equivalent value of this amount as at transaction date in any other currency or unit of account established with reference to several currencies.

RESOLUTION 28

(Amendment to the Articles of Association increasing the maximum number of directors from 12 to 14)

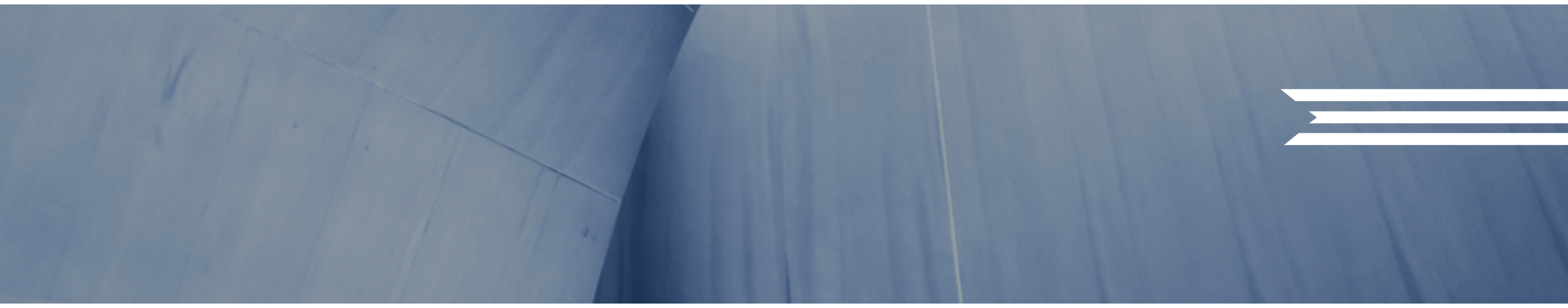
The General Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary general meetings, apprised of the Directors Report, resolves to amend Article 9 of the Articles of Association for the purpose of increasing the maximum number of directors from 12 to 14.

Accordingly, Article 9 of the Articles of Association will now read as follows: “The Company is administered by a Board of Directors with between 3 and 14 members, subject to the exception provided for in the event of a merger.”

RESOLUTION 29

(Powers to carry out formalities)

The General Meeting grants full powers to the bearer of an original, copy or excerpt of the minutes of this Meeting to carry out the statutory and administrative formalities and to complete all filing and publicity formalities required by applicable legislation.



7. Additional **disclosures**

7.1 Shareholder disclosures

CORPORATE DOCUMENTS

The Company's corporate documents, including Memorandum and Articles of Association, financial statements and reports submitted to general meetings by the Directors or Statutory Auditors, are available for inspection at its registered office. Please contact:

M. Thierry Mabille de Poncheville
General Counsel
Tel.: +33 (0)1 84 13 87 44
Fax: +33 (0)1 47 38 13 42
E-mail: thierry.deponcheville@groupe-ffp.fr

FINANCIAL DISCLOSURES

Investors and shareholders requiring information about the Company may contact:

M. Sébastien Coquard
Head of Investments
Tel.: +33 (0)1 84 13 87 25
Fax: +33 (0)1 47 38 13 42
E-mail: sebastien.coquard@groupe-ffp.fr

In addition, all latest financial news and other FFP publications are available on the Company's website (www.groupe-ffp.fr).

7.2 Person responsible for the Universal Registration Document

PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Robert Peugeot, Chairman and Chief Executive Officer

UNIVERSAL REGISTRATION DOCUMENT DIRECTOR RESPONSIBILITY STATEMENT

Having taken all reasonable care, I hereby declare that disclosures contained in the Universal Registration Document, to the best of my knowledge, are true and contain no omission that may cause a material misstatement.

To the best of my knowledge, I hereby declare that i) the financial statements have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of the Company and of all undertakings in the consolidation as a whole, and ii) the Directors Report includes a fair review of the development, earnings and financial position of the Company and all undertakings in the consolidation as a whole, together with a description of the principal risks and uncertainties they face.

Robert Peugeot
Chairman and Chief Executive Officer

7.3 Person responsible for the audit of the financial statements

PRINCIPAL STATUTORY AUDITORS

MAZARS

61, rue Henri-Regnault, 92075 Paris-La Défense Cedex
Represented by Virginie Chauvin

Date of first appointment:
9 June 2011 Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2010.

Date of most recent reappointment:
11 May 2017 Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2016.

Expiry of appointment:
2023 Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2022.

SEC3

8-10, rue Léon-Frot, 75011 Paris
Represented by Philippe Spandonis

Date of first appointment:
7 June 2000.

Date of most recent reappointment:
11 May 2017 Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2016.

Expiry of appointment:
2023 Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2022.

7.4 Universal Registration Document cross-reference table

The following cross-reference table shows where key disclosures required under Commission Regulation (EU) No. 2019/980 of 14 March 2019 supplementing Regulation (EU) No. 2017/1129 of 14 June 2017 can be found.

Chapters	Headings of Regulation (EU) No. 2019/980 Annex 1	Sections
1.	**Directors responsible, third party information, experts' reports and competent authority approval**	**7.2**
2.	**Statutory auditors**	**7.3**
3.	**Risk factors**	**4.3**
4.	**Information about the issuer**	**3.2**
5.	**Business overview**	
5.1.	Principal operations	1.3, 1.11 and 4.1
5.2.	Principal markets	1.3 and 1.11
5.3.	Important events in the development of the Company's business	4.1
5.4.	Strategy and objectives	1.3
5.5.	Dependence on patents or licences, industrial, commercial or financial contracts, or on new manufacturing processes	4.6
5.6.	Basis for any FFP statements concerning its market position	N/A
5.7.	Capital expenditure	1.2, 1.6, 1.8, 1.11, 4.1 and 4.4
6.	**Organisational structure**	
6.1.	Group description	1.8
6.2.	List of subsidiaries	1.8 and 1.11
7.	**Operating and financial review**	
7.1.	Financial position	4.2 and 4.6
7.2.	Operating results	4.2 and 4.6
8.	**Funding resources**	
8.1.	Share capital disclosures	5.1 (p.137 and note 20 p.161) and 5.2 (note 14 p.205)
8.2.	Sources and amounts of cash flows	4.2, 5.1 (p. 136 and note 27.2 p.174) and 5.2 (p.192)
8.3.	Borrowing requirements and funding structure	5.1 (note 21 p.163 et seq., notes 27.2 and 27.3 p.174 et seq.) and 5.2 (note 16 p. 207)
8.4.	Restrictions on use of funds	5.1 (note 21 p.163 et seq.)
8.5.	Anticipated sources of funds	5.1 (note 31 p.180) and 5.2 (note 18 p.208)
9.	**Regulatory environment**	**4.3**
10.	**Trend information**	**4.5**
11.	**Profit forecasts or estimates**	**N/A**
12.	**Executive board, supervisory board and senior management**	
12.1.	Executive board and supervisory board directors	2.1 to 2.4
12.2.	Conflicts of interest	2.5
13.	**Remuneration and benefits**	
13.1.	Senior executives' remuneration	2.10
13.2.	Amounts set aside or accrued to provide pension, retirement or similar benefits	5.1 (note 22 p.167)

14.	**Board practices**	
14.1.	Expiry date of current directors' terms of office and time they have served in office	2.1 and 2.9
14.2.	Executive and supervisory board directors' service contract disclosures	N/A
14.3.	Audit Committee and Remuneration Committee disclosures	2.3 and 2.9
14.4.	Statement whether or not the issuer complies with corporate governance rules	2.7
14.5.	Potential material impacts on corporate governance	2.2 and 2.4
15.	**Employees**	
15.1.	Number of employees	1.5 (p.20) and 5.2 (note 21 p.209)
15.2.	Shareholdings and stock options	2.10 (p.94 and 95)
15.3.	Employee shareholdings	3.1 (p.100) and 5.1 (note 1.13 p.144)
16.	**Major shareholders**	
16.1.	Shareholders owning over 5% of equity or voting rights	3.1
16.2.	Existence of different voting rights	3.1
16.3.	Control over the issuer	3.1
16.4.	Any arrangements known to FFP potentially resulting in a change in control	3.1
17.	**Related party transactions**	**N/A**
18.	**Financial information concerning FFP's assets and liabilities, financial position and earnings**	
18.1.	Historical financial information	1.7, 5.1 and 5.2
18.2.	Interim and other financial information	N/A
18.3.	Auditing of historical annual financial information	5.1 and 5.2
18.4.	Pro forma financial information	N/A
18.5.	Dividend policy	3.1 (p.104) and 5.1 (note 20.1 p.161)
18.6.	Legal and arbitration proceedings	4.3
18.7.	Material change in FFP's financial position	4.2
19.	**Additional disclosures**	
19.1.	Share capital	3.1
19.2.	Memorandum and articles of association	2.8, 3.1 and 3.2
20.	**Material contracts**	**4.6 and 5.1 (note 27 p.173)**
21.	**Corporate documents**	**7.1**

N/A: not applicable.

7.5 Cross-reference table for the annual financial report

The following cross-reference table shows where disclosures required in the annual financial report can be found.

Required annual financial report disclosures	Sections
1. Annual financial statements (Article 222-3(1) of AMF Regulations)	**5.2**
2. Consolidated financial statements (Article 222-3(2) of AMF Regulations)	**5.1**
3. Directors report (Article 222-3(3) of AMF Regulations), including:	
Company operations during the past financial year, likely future trends, material post balance sheet events (Article L. 232-1 II of the French Commercial Code)	1.6, 4.1, 4.2, 4.4 and 4.5
Company business developments, results and financial position (Article L. 225-100-1 of the French Commercial Code)	4.2
Key performance indicators (Article L. 225-100-1 of the French Commercial Code)	1.7
Principal risks and uncertainties, including from climate change (Article L. 225-100-1 of the French Commercial Code)	4.3 and 5.1 (note 27 p. 173 et seq.)
Internal control and risk management procedures relating to preparation and processing of accounting and financial information (Article L. 225-100-1 of the French Commercial Code)	4.3 (p.120 et seq.)
Company policy concerning coverage of each principal category of transactions to which hedge accounting is applied (Article L. 225-100-1 of the French Commercial Code)	5.1 (note 27 p.173 et seq.)
Employee shareholdings (Article L. 225-102 of the French Commercial Code)	3.1 and 5.1 (note 20.7 p.162)
Non-financial results statement (Article L. 225-102-1 of the French Commercial Code)	N/A
Description of facilities classified under Seveso framework (Article L. 225-102-2 of the French Commercial Code)	N/A
Vigilance plan (Article L. 225-102-4 of the French Commercial Code)	N/A
Operations of subsidiaries and other controlled companies and statement of material holdings (Article L. 233-6 of the French Commercial Code)	1.11, 4.1 and 4.4
Summary of senior executive transactions in Company shares (Article L. 621-18-2 of the French Monetary and Financial Code)	2.7
Five-year financial key figures (Article R. 225-102 of the French Commercial Code)	5.2 (p.210)
Disclosures about supplier payment terms (Articles L. 441-6-1 and D. 411-4 of the French Commercial Code)	4.6
Description of share buyback programme (Article 241-3 of the AMF General Regulation and Article L. 225-211(2) of the French Commercial Code)	3.1
Corporate governance report (Article 225-37 of the French Commercial Code and Article L. 222-9 of AMF General Regulations):	
• Corporate governance disclosures	2.1 to 2.9
• Directors remuneration and benefits of any kind	2.10
• Shareholders and potential important factors in the event of a public tender offer	3.1
• Summary of powers granted to issue new shares and use made thereof	6.2
4. Directors responsibility statement (Article L. 222-3(4) of AMF Regulations)	**7.2 and 7.3**
5. Audit reports (Article L. 222-3(5) of AMF Regulations)	**5.1 and 5.2**

N/A: not applicable.

7.5

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